

2021

Fonds Ethos

Assemblées générales de sociétés non-suisse

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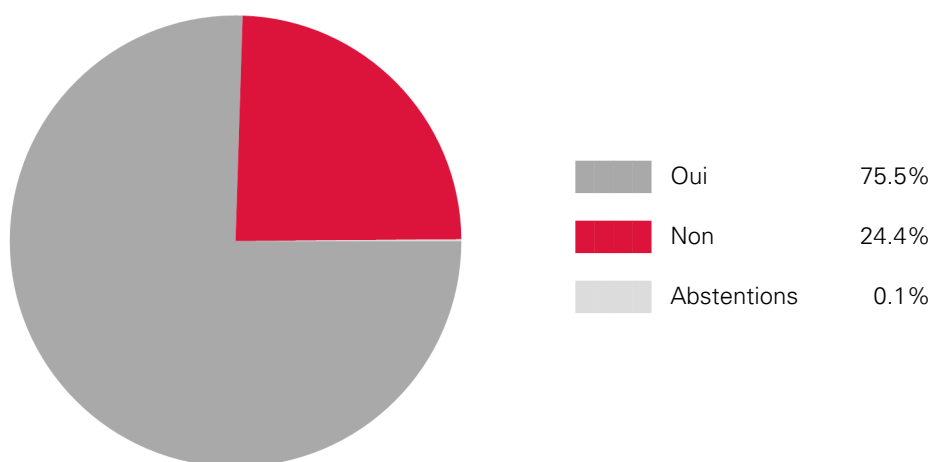
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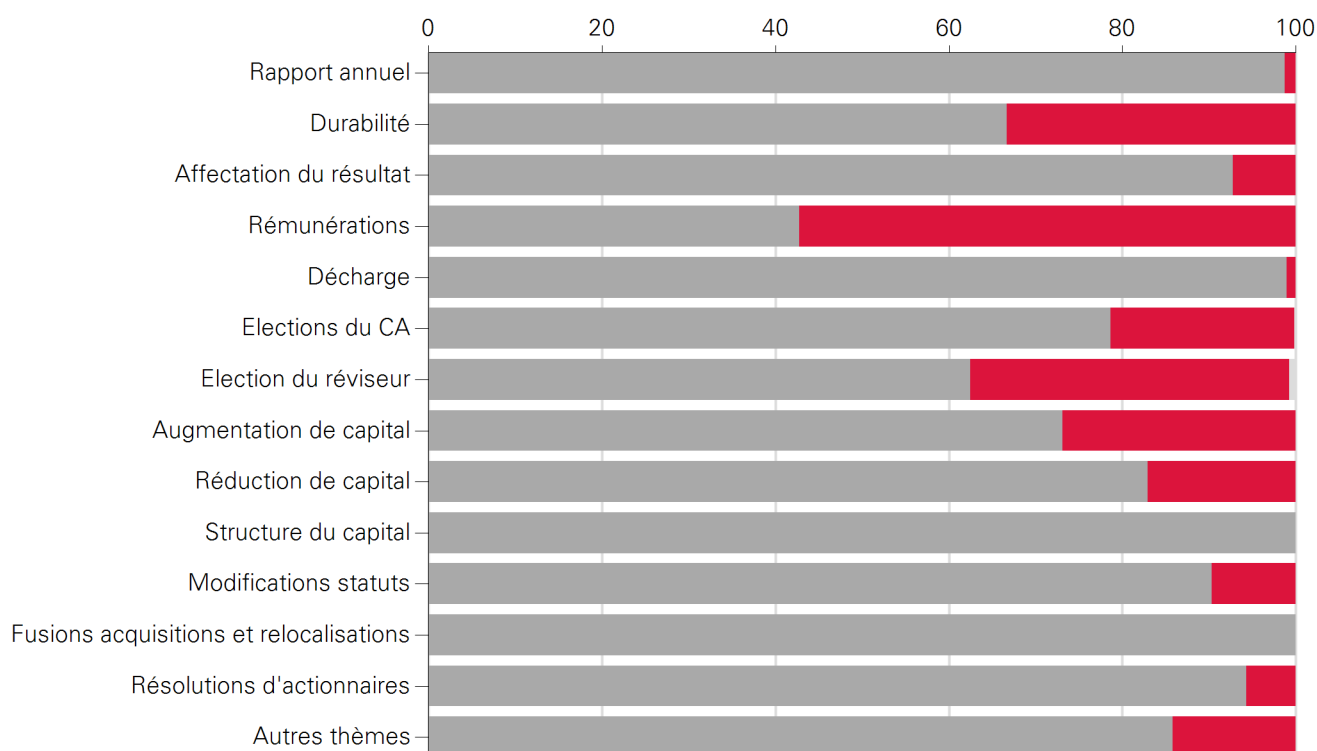
1 Résumé des analyses effectuées

Type d'assemblées générales	Nombre d'assemblées	Nombre de résolutions			
		Total	Oui	Non	Abstentions
Assemblées générales ordinaires	122	1825	1385	437	3
Assemblées générales extraordinaires	11	31	26	5	0
Assemblées générales ordinaires et extraordinaires	18	454	333	121	0
Total	151	2310	1744	563	3

1.1 Résumé des recommandations de vote d'Ethos



1.2 Recommandations de vote d'Ethos par catégorie de résolutions



	■ Résolutions approuvées		■ Résolutions refusées		■ Abstentions		Total Résolutions
Rapport annuel	78	98.7%	1	1.3%	0	0.0%	79
Durabilité	2	66.7%	1	33.3%	0	0.0%	3
Affectation du résultat	64	92.8%	5	7.2%	0	0.0%	69
Rémunérations	142	42.8%	190	57.2%	0	0.0%	332
Décharge	94	98.9%	1	1.1%	0	0.0%	95
Elections du CA	842	78.6%	227	21.2%	2	0.2%	1071
Election du réviseur	80	62.5%	47	36.7%	1	0.8%	128
Augmentation de capital	133	73.1%	49	26.9%	0	0.0%	182
Réduction de capital	63	82.9%	13	17.1%	0	0.0%	76
Structure du capital	2	100.0%	0	0.0%	0	0.0%	2
Modifications statuts	56	90.3%	6	9.7%	0	0.0%	62
Fusions acquisitions et relocalisations	5	100.0%	0	0.0%	0	0.0%	5
Résolutions d'actionnaires	66	94.3%	4	5.7%	0	0.0%	70
Autres thèmes	115	85.8%	19	14.2%	0	0.0%	134

2 Résumé des recommandations de vote

Type d'assemblées générales (Type)

AGO	Assemblées générales ordinaires
AGE	Assemblées générales extraordinaires
MIX	Assemblées générales ordinaires et extraordinaires

Vote

✓	Pour
○	Partiellement pour
✗	Contre
✕	Abstention

Société	Date	Type	Rapport annuel	Durabilité	Affectation du résultat	Rémunérations	Décharge	Elections du CA	Election du réviseur	Augmentation de capital	Réduction de capital	Structure du capital	Modifications statuts	Fusions acquisitions et relocalisations	Résolutions d'actionnaires	Autres thèmes
3M Company	11.05.2021	AGO				✗		○	✗						✓	
Accell Group	21.04.2021	AGO	✓			✓	✓	○	✓	✓	✓					
Accenture	03.02.2021	AGO				✗		○	✓	✓						✓
Adobe	20.04.2021	AGO				✗		○	✗							
AFLAC	03.05.2021	AGO				✗		○	✗							
Agilent Technologies	17.03.2021	AGO				✗		○	✗							
Agnico Eagle Mines	26.11.2021	AGE												✓		
Allianz	05.05.2021	AGO			✓	✗	✓						✓			
Alstom	28.07.2021	MIX	✓		✗	○			○	○	✓		✓			✓
Apple	23.02.2021	AGO				✗		○	✓						✓	
Aquafil	28.04.2021	AGO	✓		✓	○										○
	20.10.2021	AGE									✗					
Arcadis	29.04.2021	AGO	✓		✓	✓	✓	○	✓	✓	✓					✓
Ashtead Group	16.09.2021	AGO	✓		✓	✗		○	✓	✓	✗		✓			✗
Assicurazioni Generali	29.04.2021	MIX	✓		✓	○				✓	✓	✓				✗
Atlas Copco	27.04.2021	AGO	✓		✓	○	✓	○	✓							✓
Atos	12.05.2021	MIX	○	✓	✓	○		✓		✓	✓		✓			✓
Autodesk	16.06.2021	AGO				✗		○	✗							
Automatic Data Processing	10.11.2021	AGO				✗		○	✗						✓	
Autozone	15.12.2021	AGO				✗		○	✗						✓	
Avery Dennison	22.04.2021	AGO				✗		○	✗							
Baker Hughes	14.05.2021	AGO				○		○	✓							

Société	Date	Type	Rapport annuel	Durabilité	Affectation du résultat	Rémunérations	Décharge	Elections du CA	Election du réviseur	Augmentation de capital	Réduction de capital	Structure du capital	Modifications statuts	Fusions acquisitions et relocalisations	Résolutions d'actionnaires	Autres thèmes
Bank of New York Mellon Corp.	13.04.2021	AGO				✗		🟡	✔️						✔️	
Befesa	05.10.2021	AGE								✔️			✔️			
Best Buy	16.06.2021	AGO				✔️		✔️	✔️						✔️	
BioMerieux	20.05.2021	MIX	✔️		✔️	🟡	✔️	✔️		🟡	🟡		🟡			🟡
Brenntag	10.06.2021	AGO			✔️	🟡	✔️		✔️							
Bureau Veritas	25.06.2021	MIX	✔️		✔️	🟡		✔️		🟡	✔️		✔️			✔️
Campbell Soup	01.12.2021	AGO				✗		✔️	✗						✔️	
Cardinal Health	05.11.2021	AGO				✗		🟡	✔️				✔️		✗	
Carrefour	21.05.2021	AGO	✔️		✔️	🟡		🟡	🟡	🟡	✔️					✔️
CGI Group	27.01.2021	AGO						🟡	✔️				✔️			
Charles Schwab Corp.	13.05.2021	AGO				✗		🟡	✗						✔️	
Citrix Systems	04.06.2021	AGO				✗		✔️	✗						✔️	
Clorox	17.11.2021	AGO				✗		🟡	✔️						✔️	
CME Group	05.05.2021	AGO				✗		🟡	✔️							
Coloplast	02.12.2021	AGO	✔️		✔️	🟡		🟡	✗							
Corbion	19.05.2021	AGO	✔️		✔️	✔️	✔️	✔️	✔️	✔️	✔️					✔️
Corticeira Amorim	23.04.2021	AGO	✔️	✔️	✗	✗	✔️	✗	✔️	✔️	✔️		✔️			✔️
	03.12.2021	AGE	✔️		✔️											
Costco Wholesale	21.01.2021	AGO				✗		🟡	✔️							
CVS Health	13.05.2021	AGO				✗		✔️	✔️						🟡	
Daiwa House Industry	29.06.2021	AGO			✔️	✔️		🟡								✔️
DBS Group Holdings	30.03.2021	AGO	✔️		✔️	✗		✔️	✔️	✔️	✔️					
Dell Technologies	22.06.2021	AGO				✗		🟡	✗							
DiaSorin	04.10.2021	AGE								✔️						
Dollar Tree	10.06.2021	AGO				✗		🟡	✗							
Duke Realty	28.04.2021	AGO				✗		🟡	✗							
Eaton	28.04.2021	AGO				✗		🟡	✗	✔️	✗					
Edenred	11.05.2021	MIX	✔️		✔️	🟡		🟡		✗	✔️		✗			✔️
Electrolux Professional	28.04.2021	AGO	✔️		✔️	🟡	✔️	✔️	✔️				✔️			✔️
Electronic Arts	12.08.2021	AGO				✗		🟡	✗						✔️	✗
Elekta	16.04.2021	AGE			✔️											✔️
	25.08.2021	AGO	✔️		✔️	✔️	✔️	🟡	✔️		✔️				✔️	✔️

Société	Date	Type	Rapport annuel	Durabilité	Affectation du résultat	Rémunérations	Décharge	Elections du CA	Election du réviseur	Augmentation de capital	Réduction de capital	Structure du capital	Modifications statuts	Fusions acquisitions et relocalisations	Résolutions d'actionnaires	Autres thèmes
Eli Lilly	03.05.2021	AGO				✗		🟡	✗				✓		✓	✓
Elis	20.05.2021	AGO	✓		✓	🟡		✓		✓	🟡					✓
Essity	25.03.2021	AGO	✓		✓	✓	✓	🟡	✓		✓		✓			✓
F5 Networks	11.03.2021	AGO				✗		🟡	✗							
Factset Research Systems	16.12.2021	AGO				✗		✓	✓						✓	
Fresenius SE & Co. KGaA	21.05.2021	AGO	✓		✓	✗	✓	🟡	✓							
Fujifilm Holdings	29.06.2021	AGO			✓	✗		🟡								✓
General Motors	14.06.2021	AGO				✗		🟡	✓						✓	
Gilead Sciences	12.05.2021	AGO				✗		🟡	✗						✓	
Goodman Group	18.11.2021	AGO				✗		🟡	✓							
Hang Seng Bank	26.05.2021	AGO	✓					🟡	✓	✓	✓		✓			
Henkel AG & Co. KGaA	16.04.2021	AGO	✓		✓	✗	✓	✓	✓				✓			
Home Depot	20.05.2021	AGO				✗		🟡	✗						✓	
Honda Motor	23.06.2021	AGO						✓					✓			
Hong Kong Exchange & Clearing	28.04.2021	AGO						🟡	✓	✓	✓					
HP	13.04.2021	AGO				✗		✓	✗						✓	
IBM	27.04.2021	AGO				✗		🟡	✗						✓	
Illinois Tool Works	07.05.2021	AGO				✗		🟡	✓						✓	
Intel	13.05.2021	AGO				✗		✓	✗						✓	
Intertek Group	26.05.2021	AGO	✓		✓	✗		✓	✓	✓	✓		✓			🟡
Intuit	21.01.2021	AGO				✗		🟡	✗							
Jerónimo Martins, SGPS, S.A.	21.04.2021	AGO	✓		✓	✗	✓									
Johnson Matthey	29.07.2021	AGO	✓		✓	✗		🟡	✓	✓	✗					🟡
Juniper Networks	13.05.2021	AGO				✗		🟡	✗							
Kingspan Group	12.02.2021	AGE											✓			✓
	30.04.2021	AGO	✓		✓	✓		🟡	✓	✓	✗					✗
KION Group	11.05.2021	AGO			✓	🟡	🟡		✗		✓		✓			
Klepierre	17.06.2021	MIX	✓		✓	🟡		✓		🟡	✓					✓
Kone	02.03.2021	AGO	✓		✓	✗	✓	🟡	🟡	✓	✓					✓
Koninklijke KPN	14.04.2021	AGO	✓		✓	✓	✓	✓	✓	✓	✓					
Legrand	26.05.2021	MIX	✓		✓	✓		✓		✗	✓		✓			✓

Société	Date	Type	Rapport annuel	Durabilité	Affectation du résultat	Rémunérations	Décharge	Elections du CA	Election du réviseur	Augmentation de capital	Réduction de capital	Structure du capital	Modifications statuts	Fusions acquisitions et relocalisations	Résolutions d'actionnaires	Autres thèmes
Link REIT	30.07.2021	AGO						✓			✓					✓
L'Oréal	20.04.2021	MIX	✓		✓	⊗		⊗		✓	✓		✓			⊗
Marketaxess Holdings	09.06.2021	AGO				✗		⊗	✗							
Mazda Motor	24.06.2021	AGO				✓		⊗								
Microsoft	30.11.2021	AGO				⊗		⊗	✗						✓	
NEC Corp.	22.06.2021	AGO						✓								✓
Nike	06.10.2021	AGO				✗		⊗	✗						✓	
NN Group	20.05.2021	AGO	✓		✓	✓	✓	✓		✓	✓					
Novo Nordisk	25.03.2021	AGO	✓		✓	⊗		⊗	✓	✓	✓		✓		✗	✓
Nvidia	03.06.2021	AGO				✗		⊗	✓	✗						
Ocado Group	13.05.2021	AGO	✓			⊗		⊗	✓	✓	✗					✗
Omega Healthcare Investors	03.06.2021	AGO				✗		⊗	✗							
Omnicom Group	04.05.2021	AGO				✗		⊗	✓						✓	
OMV	02.06.2021	AGO			✓	⊗	✓	✗	✓		✓					
Oracle	10.11.2021	AGO				✗		⊗	✓						⊗	
Oriental Land	29.06.2021	AGO			✗			✗					✓			
Palo Alto Networks	14.12.2021	AGO				✗		⊗	✓							
Persimmon	28.04.2021	AGO	✓			✓		⊗	✓	✓	✗		✓			✗
Pfizer	22.04.2021	AGO				✗		⊗	✗						✓	
PPG Industries	15.04.2021	AGO				✗		⊗	✓				✓		✓	✓
Publicis Groupe	26.05.2021	MIX	✓		✓	⊗		⊗		⊗	✓		✓			✓
Quest Diagnostics	21.05.2021	AGO				✗		⊗	✗						✓	
Randstad	23.03.2021	AGO	✓		⊗	✓	✓	✓	✓	✓	✓					
	16.12.2021	AGE														✓
RELX Plc	22.04.2021	AGO	✓		✓	✗		⊗	✓	✓	✗					✗
ResMed	18.11.2021	AGO				✗		⊗	✗							
Ricoh	24.06.2021	AGO			✓			⊗								✓
Robert Half International	19.05.2021	AGO				✗		⊗	✓							
S&P Global	05.05.2021	AGO		✗		✗		⊗	✗						✓	
Sanofi	30.04.2021	MIX	✓		✓	⊗		⊗		⊗	✓		✓			✓
Schneider Electric	28.04.2021	MIX	✓		✓	⊗		⊗		⊗	✓					✓
Scor	30.06.2021	MIX	✓		✓	⊗		⊗		⊗	✓		✓			✓

Société	Date	Type	Rapport annuel	Durabilité	Affectation du résultat	Rémunérations	Décharge	Elections du CA	Election du réviseur	Augmentation de capital	Réduction de capital	Structure du capital	Modifications statuts	Fusions acquisitions et relocalisations	Résolutions d'actionnaires	Autres thèmes
Scout24	08.07.2021	AGO			✓	⊗	✓		✓		✓		✓			
Seagate Technology Holdings	14.04.2021	AGE											✓	✓		✗
	20.10.2021	AGO				✗		⊗	✗							
SEB	20.05.2021	MIX	✓		✓	⊗		⊗	✓	⊗	⊗		⊗			✓
	06.08.2021	AGE						✗							✓	✓
SEI Investments	02.06.2021	AGO				✓		⊗	✓							
Seiko Epson	25.06.2021	AGO			✓	✓		⊗								
Sekisui House	27.04.2021	AGO			✓			✓					✓			✓
Seven & I Holdings Co.	27.05.2021	AGO			✓			⊗								✓
Société Générale	18.05.2021	AGO	✓		✓	⊗		⊗			✓					✓
Sodexo	12.01.2021	AGO	✓		✓	⊗		⊗	✗		✓					✓
SPIE	12.05.2021	AGO	✓		✓	⊗		⊗		✓	✓					⊗
Subaru Corporation	23.06.2021	AGO			✓			✓								✓
Sun Hung Kai Properties	04.11.2021	AGO	✓		✓	⊗		⊗	✓	⊗	✓					
Synopsys	08.04.2021	AGO				✗		⊗	✗						✓	
Target	09.06.2021	AGO				✗		⊗	✗						✓	
Teleperformance	22.04.2021	MIX	✓		✓	⊗		⊗		✓	✓		✓			✓
Tesco	25.06.2021	AGO	✓		✓	✗		⊗	✓	✓	✗		✗			⊗
Texas Instruments	22.04.2021	AGO				✗		⊗	✗						✓	
Trane Technologies	03.06.2021	AGO				✗		⊗	✗	✓						✓
Twitter	27.05.2021	AGO				✗		✓	✓				✓		✓	
UCB	29.04.2021	AGO	✓			⊗	✓	✓	✓							✓
Umicore	29.04.2021	AGO	✓			✓	✓	⊗	✓							✓
Veolia Environnement	22.04.2021	MIX	✓		✗	⊗		⊗		⊗	✗		✓			⊗
Verallia	15.06.2021	MIX	✓		✓	⊗		✗		⊗	✓		✓			✓
Verizon Communications	13.05.2021	AGO				✗		⊗	✗						✓	
Viatis	10.12.2021	AGO				✗		⊗	✗							
Visa	26.01.2021	AGO				✗		⊗	✓				✓		✓	
Vodafone	27.07.2021	AGO	✓		✓	✗		✓	✓	✓	✓		✓			⊗
Waters Corp	11.05.2021	AGO				✗		⊗	✗							
Western Union	14.05.2021	AGO				✗		✓	✓						✓	
Worldline	20.05.2021	MIX	✓		✓	✓		✓		⊗	✓			✓		✓

Société	Date	Type	Rapport annuel	Durabilité	Affectation du résultat	Rémunérations	Décharge	Elections du CA	Election du réviseur	Augmentation de capital	Réduction de capital	Structure du capital	Modifications statuts	Fusions acquisitions et relocalisations	Résolutions d'actionnaires	Autres thèmes
Xilinx	07.04.2021	AGE				✘								✔		✘
Yum! Brands	11.05.2021	AGO				✘		⚠	✘							

3 Analyses par société

3M Company

11.05.2021

AGO

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Thomas K. Brown	POUR	POUR	
1.2	Re-elect Ms. Pamela J. Craig	POUR	POUR	
1.3	Re-elect Mr. David B. Dillon	POUR	POUR	
1.4	Re-elect Mr. Michael L. Eskew	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.5	Elect Mr. Jim Fitterling	POUR	POUR	
1.6	Re-elect Mr. Herbert L. Henkel	POUR	POUR	
1.7	Re-elect Ms. Amy Hood	POUR	POUR	
1.8	Re-elect Mr. Muhtar Kent	POUR	POUR	
1.9	Re-elect Dr. oec. Dambisa F. Moyo	POUR	POUR	
1.10	Re-elect Mr. Gregory R. Page	POUR	POUR	
1.11	Re-elect Mr. Michael F. Roman	POUR	● CONTRE	Combined chairman and CEO.
1.12	Re-elect Ms. Patricia A. Woertz	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	To approve the adoption of the Omnibus Incentive Plan	POUR	● CONTRE	The non-executive directors receive variable remuneration.
5	Shareholder resolution: Consider Pay Disparity Between Executives and Other Employees	CONTRE	● POUR	The proposal aims at improving the remuneration policy.
6	Shareholder resolution: Amend Certificate of Incorporation to Become a Public Benefit Corporation	CONTRE	● POUR	The proposal aims at promoting the company's environmental and social responsibility.

No.	Ordre du jour	Board	Ethos	
1.	Opening of the Meeting	SANS VOTE	SANS VOTE	
2a.	Report of the supervisory board of the past financial year	SANS VOTE	SANS VOTE	
2b.	Approve remuneration report	POUR	POUR	
2c.	Approve remuneration of the supervisory board	POUR	POUR	
3.	Report of the executive board of the past financial year	SANS VOTE	SANS VOTE	
4.	Adoption of the financial statements	POUR	POUR	
5.	Explanation of the policy on reserves and dividends	SANS VOTE	SANS VOTE	
6a.	Discharge of executive board	POUR	POUR	
6b.	Discharge of supervisory board	POUR	POUR	
7.	Composition of the supervisory board			
7a.	Profile of the supervisory board	SANS VOTE	SANS VOTE	
7b.	Election of Luc Volatier	POUR	POUR	
7c.	Election of Eugenie van Wiechen	POUR	● CONTRE	Concerns over the director's time commitments.
7d.	Announcement concerning vacancies in the supervisory board arising in 2022	SANS VOTE	SANS VOTE	
8.	Election of auditor	POUR	POUR	
9.	Authorisation to repurchase own shares	POUR	POUR	
10a.	Authorisation to issue shares	POUR	POUR	
10b.	Authorisation to restrict or exclude pre-emptive rights	POUR	POUR	
11.	Any other business	SANS VOTE	SANS VOTE	
12.	Closing of the Meeting	SANS VOTE	SANS VOTE	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Jaime Ardila	POUR	POUR	
1.b	Re-elect Mr. Herbert Hainer	POUR	POUR	
1.c	Re-elect Ms. Nancy McKinstry	POUR	● CONTRE	Concerns over the director's time commitments.
1.d	Elect Ms. Beth E. Mooney	POUR	POUR	
1.e	Re-elect Mr. Gilles Pélisson	POUR	POUR	
1.f	Re-elect Prof. Paula A. Price	POUR	POUR	
1.g	Re-elect Dr. Venkata Murthy Renduchintala	POUR	POUR	
1.h	Re-elect Mr. David Rowland	POUR	POUR	
1.i	Re-elect Mr. Arun Sarin	POUR	POUR	
1.j	Re-elect Ms. Julie Sweet	POUR	POUR	
1.k	Re-elect Mr. Frank Kui Tang	POUR	POUR	
1.l	Re-elect Ms. Tracey T. Travis	POUR	● CONTRE	Concerns over the director's time commitments.
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor and approve their remuneration	POUR	POUR	
4	Grant the authority to issue shares under Irish law	POUR	POUR	
5	Grant the authority to opt-out of pre-emption rights under Irish law	POUR	POUR	
6	Determine the price range at which the company can re-allot shares that it acquires as treasury shares under Irish law	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. iur. Amy L. Banse	POUR	POUR	
1.2	Elect Ms. Melanie Boulden	POUR	POUR	
1.3	Re-elect Mr. Frank A. Calderoni	POUR	POUR	
1.4	Re-elect Mr. James E. Daley	POUR	● CONTRE	<p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.5	Re-elect Ms. Laura B. Desmond	POUR	POUR	
1.6	Re-elect Mr. Shantanu Narayen	POUR	● CONTRE	Combined chairman and CEO.
1.7	Re-elect Ms. Kathleen Oberg	POUR	POUR	
1.8	Re-elect Mr. Dheeraj Pandey	POUR	POUR	
1.9	Re-elect Mr. David A. Ricks	POUR	POUR	
1.10	Re-elect Mr. Daniel L. Rosensweig	POUR	POUR	
1.11	Re-elect Dr. John E. Warnock	POUR	● CONTRE	<p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
2	To approve the adoption of the Omnibus Incentive Plan	POUR	● CONTRE	The non-executive directors receive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Daniel P. Amos	POUR	● CONTRE	Combined chairman and CEO.
1.2	Re-elect Mr. W. Paul Bowers	POUR	POUR	
1.3	Re-elect Mr. Toshihiko Fukuzawa	POUR	POUR	
1.4	Re-elect Mr. Thomas J. Kenny	POUR	POUR	
1.5	Re-elect Ms. Georgette D. Kiser	POUR	POUR	
1.6	Re-elect Ms. Karole F. Lloyd	POUR	POUR	
1.7	Re-elect Mr. Nobuchika Mori	POUR	POUR	
1.8	Re-elect Mr. Joseph L. Moskowitz	POUR	POUR	
1.9	Re-elect Prof. Dr. Barbara K. Rimer	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.10	Re-elect Prof. Katherine T. Rohrer	POUR	POUR	
1.11	Re-elect Mr. Melvin T. Stith	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Mala Anand	POUR	POUR	
1.2	Re-elect Mr. Boon Hwee Koh	POUR	● CONTRE	Concerns over the director's time commitments.
1.3	Re-elect Mr. Michael R. McMullen	POUR	POUR	
1.4	Re-elect Dr. Daniel Podolsky	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.

No.	Ordre du jour	Board	Ethos
1	Approve merger agreement between Agnico Eagle Mines Limited and Kirkland Lake Gold Ltd	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Receive the Annual Report	SANS VOTE	SANS VOTE	
2	Approve the Dividend	POUR	POUR	
3	Approve Discharge of Management Board	POUR	POUR	
4	Approve Discharge of Supervisory Board	POUR	POUR	
5	Approve Remuneration System for the Management Board members	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
6	Approve Remuneration of the Supervisory Board members and related amendments to the Articles of Association	POUR	● CONTRE	The proposed increase relative to the previous year is excessive.
7	Amend Articles: Term of office of Supervisory Board members	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	1/ To approve the allocation of income and the dividend payment ; 2/ To approve the dividend reinvestment plan (option for scrip dividend)	POUR	● CONTRE	Scrip dividend issued with a 10% discount.
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
5	To re-elect PricewaterhouseCoopers as auditor for 6 years	POUR	● CONTRE	The non-audit fees exceed our guidelines.
6	Non-renewal and non-replacement of Jean-Christophe Georghiou as alternate statutory auditor	POUR	POUR	
7	To re-elect Mazars as auditor for 6 years	POUR	POUR	
8	Non-renewal and non-replacement of Jean-Maurice El Nouchi as alternate statutory auditor	POUR	POUR	
9	To approve the Chairman-CEO new remuneration policy	POUR	POUR	
10	To approve the non-executive new remuneration policy	POUR	POUR	
11	To approve the remuneration report	POUR	POUR	
12	Ex-post binding "Say on Pay" vote on the Chairman-CEO remuneration	POUR	POUR	
13	To approve a treasury share buy-back and disposal programme	POUR	POUR	
14	To authorise a potential reduction in the company's share capital	POUR	POUR	
15	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
16	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
17	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	● CONTRE	Potential excessive awards and the information provided is insufficient.
18	Amendment of the Articles of Association aimed at deleting provisions relating to preferred shares	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
19	To harmonize the Articles of Association with applicable legal and regulatory provisions	POUR	POUR	
20	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
21	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
22	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
23	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
24	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
25	To depart from the legal rules defining the maximum discount for capital increase without pre-emptive rights (up to 10% of share capital) by public issuance	POUR	● CONTRE	Discount of the share price over a 6 month period is not in line with French market practice.
26	To approve issues of shares or other capital related securities as a payment for any public exchange offer	POUR	POUR	
27	To approve issuance of securities by subsidiaries offering access to the parent company's capital	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
28	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. James A. Bell	POUR	POUR	
1.2	Re-elect Mr. Timothy D. Cook	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
1.3	Re-elect Mr. Al Gore	POUR	● CONTRE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.4	Re-elect Ms. Andrea Jung	POUR	POUR	
1.5	Re-elect Dr. Arthur D. Levinson	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.6	Elect Ms. Monica C. Lozano	POUR	POUR	
1.7	Re-elect Dr. Ronald D. Sugar	POUR	POUR	
1.8	Re-elect Ms. Susan L. Wagner	POUR	POUR	
2	Re-election of the auditor	POUR	POUR	
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Proxy access	CONTRE	● POUR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.
5	Shareholder resolution: Improve executive remuneration to include pay ratios and other factors	CONTRE	● POUR	The proposal aims at improving the remuneration policy.

No.	Ordre du jour	Board	Ethos	
1	Financial statements as at 31 December 2020	POUR	POUR	
2	Allocation of profit for the year	POUR	POUR	
3.1	Binding vote on the remuneration policy	POUR	POUR	
3.2	Advisory vote on the remuneration paid in 2020	POUR	● CONTRE	The information provided on the performance targets is insufficient.
4.1	Appointment of the members of the Board of Statutory Auditors	SANS VOTE	SANS VOTE	
4.1.1	Slate of nominees submitted by Aquafil Holding SpA	PAS DE RECOMMANDE.	● NE PAS VOTER	The information provided is insufficient.
4.1.2	Slate of nominees submitted by a group of institutional investors	PAS DE RECOMMANDE.	● POUR	No concerns regarding the independent nominee.
4.2	Appointment of the Chairperson of the Board of Statutory Auditors	RETIRÉE	RETIRÉE	
4.3	Determination of the remuneration of Statutory Auditors	POUR	POUR	
A	Deliberations on possible legal action against Directors if presented by shareholders	PAS DE RECOMMANDE.	● CONTRE	This proposal was not disclosed in the agenda before the annual general meeting.

No.	Ordre du jour	Board	Ethos
1	Authorization for the purchase and disposal of treasury stock	POUR	<ul style="list-style-type: none">● CONTRE The repurchase price is too high.

No.	Ordre du jour	Board	Ethos	
1a.	Opening of the Meeting	SANS VOTE	SANS VOTE	
1b.	Announcements	SANS VOTE	SANS VOTE	
2.	Report of the supervisory board for the financial year 2020	SANS VOTE	SANS VOTE	
3.	Report of the executive board for the financial year 2020	SANS VOTE	SANS VOTE	
4a.	Adoption of the financial statements	POUR	POUR	
4b.	Approve allocation of income	POUR	POUR	
5a.	Discharge of executive board	POUR	POUR	
5b.	Discharge of supervisory board	POUR	POUR	
6.	Election of auditor	POUR	POUR	
7a.	Approve remuneration report	POUR	POUR	
7b.	Approve remuneration of the supervisory board for the past FY 2020	POUR	POUR	
8.	Approve executive remuneration policy	POUR	POUR	
9.	Election of Peter Oosterveer to the executive board	POUR	POUR	
10.	Composition of the supervisory board			
10a.	Election of Carla Mahieu	POUR	● CONTRE	Concerns over the director's time commitments.
10b.	Election of Niek Hoek	POUR	POUR	
10c.	Election of Wee Gee Ang	POUR	POUR	
10d.	Announcement concerning vacancies in the supervisory board arising in 2022	SANS VOTE	SANS VOTE	
11a.	Authorisation to issue shares	POUR	POUR	
11b.	Authorisation to issue shares in connection with stock dividend	POUR	POUR	
11c.	Authorisation to restrict or exclude pre-emptive rights	POUR	POUR	
12.	Authorisation to repurchase own shares	POUR	POUR	
13.	Reduce share capital via cancellation of shares	POUR	POUR	
14.	Any other business	SANS VOTE	SANS VOTE	
15.	Closing of the Meeting	SANS VOTE	SANS VOTE	

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 30 April 2021	POUR	POUR	
2	Advisory vote on Directors' Remuneration report	POUR	● CONTRE	Excessive total remuneration. Performance targets are not sufficiently challenging.
3	Binding vote on Directors' Remuneration policy	POUR	● CONTRE	Excessive discretion of the remuneration committee in determining the performance criteria. The potential variable remuneration exceeds our guidelines.
4	Declare a final dividend	POUR	POUR	
	Elections to the Board of Directors			
5	Re-elect Mr. Paul Walker	POUR	POUR	
6	Re-elect Mr. Brendan C. Horgan	POUR	● CONTRE	Executive director sitting on the nomination committee, which is not best practice.
7	Re-elect Mr. Michael Pratt	POUR	POUR	
8	Re-elect Mr. Angus G. Cockburn	POUR	POUR	
9	Re-elect Ms. Lucinda Riches	POUR	POUR	
10	Re-elect Ms. Tanya Fratto	POUR	POUR	
11	Re-elect Mr. John Lindsley Ruth	POUR	POUR	
12	Re-elect Ms. Jillian Easterbrook	POUR	POUR	
13	Appoint Deloitte as auditor	POUR	POUR	
14	Auditor's remuneration	POUR	POUR	
15	Long-Term Incentive Plan 2021	POUR	● CONTRE	Potential excessive awards.
16	Directors' authority to allot shares	POUR	POUR	
17	Disapplication of pre-emption rights on the issue of shares for cash	POUR	POUR	
18	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	POUR	POUR	
19	Purchase of own shares	POUR	● CONTRE	The amount to be repurchased exceeds 10% of the share capital.
20	Authority to call general meetings on short notice	POUR	● CONTRE	14-days is insufficient for shareholders to vote in an informed manner.

No.	Ordre du jour	Board	Ethos
21	Adoption of new Articles of Association	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1a	Approval of the 2020 financial statements	POUR	POUR	
1b	Allocation of the 2020 profit and distribution of dividends	POUR	POUR	
2a (EGM)	Amendments to the Bylaws concerning the par value of shares	POUR	POUR	
2b (EGM)	Amendment to Art. 9.1 of the Bylaws, on equity items of the Life and the Property & Casualty Businesses	POUR	POUR	
3a	Binding vote on the remuneration policy	POUR	POUR	
3b	Advisory vote on the remuneration paid in 2020	POUR	● CONTRE	Excessive total remuneration.
4a	Long-Term Incentive Plan 2021-2023	POUR	POUR	
4b	Authorization for the purchase and disposal of treasury shares for the purpose of incentive plans	POUR	POUR	
4c (EGM)	Authorization to increase the share capital in execution of the 2021-2023 Long-Term Incentive Plan	POUR	POUR	
A	Deliberations on possible legal action against Directors if presented by shareholders		● CONTRE	Shareholders voting by proxy cannot approve in advance any unannounced proposal.

No.	Ordre du jour	Board	Ethos	
1.	Election of the chairman of the Meeting	POUR	POUR	
2.	Preparation and approval of the voting register	POUR	POUR	
3.	Approval of the agenda	POUR	POUR	
4.	Election of persons to verify the minutes of the Meeting	POUR	POUR	
5.	Determination whether the Meeting has been duly convened	POUR	POUR	
6.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	SANS VOTE	SANS VOTE	
7a.	Adoption of the financial statements	POUR	POUR	
7b (i).	Discharge of Staffan Bohman	POUR	POUR	
7b (ii).	Discharge of Tina Donikowski	POUR	POUR	
7b (iii).	Discharge of Johan Forssell	POUR	POUR	
7b (iv).	Discharge of Anna Ohlsson-Leijon	POUR	POUR	
7b (v).	Discharge of Mats Rahmström	POUR	POUR	
7b (vi).	Discharge of Gordon Riske	POUR	POUR	
7b (vii).	Discharge of Hans Stråberg	POUR	POUR	
7b (viii).	Discharge of Peter Wallenberg Jr	POUR	POUR	
7b (ix).	Discharge of Sabine Neuss	POUR	POUR	
7b (x).	Discharge of Mikael Bergstedt	POUR	POUR	
7b (xi).	Discharge of Benny Larsson	POUR	POUR	
7b (xii).	Discharge of the CEO	POUR	POUR	
7c.	Approve allocation of income and dividend	POUR	POUR	
7d.	Approve record date for dividend payment	POUR	POUR	
8a.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	POUR	POUR	
8b.	Resolution on the number of auditors to be appointed	POUR	POUR	
9.	Composition of the board of directors			
9a (i).	Election of Staffan Bohman	POUR	● CONTRE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
9a (ii).	Election of Tina Donikowski	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
9a (iii).	Election of Johan Forssell	POUR	● CONTRE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
9a (iv).	Election of Anna Ohlsson-Leijon	POUR	● CONTRE	Concerns over the director's time commitments.
9a (v).	Election of Mats Rahmström	POUR	POUR	
9a (vi).	Election of Gordon Riske	POUR	● CONTRE	Concerns over the director's time commitments.
9a (vii).	Election of Hans Stråberg	POUR	● CONTRE	Concerns over the director's time commitments.
9a (viii).	Election of Peter Wallenberg jr.	POUR	POUR	
9b.	Election of the Chairman of the board	POUR	● CONTRE	Concerns over the director's time commitments.
9c.	Election of auditor	POUR	POUR	
10a.	Approve directors' fees	POUR	POUR	
10b.	Approve auditors' fees	POUR	POUR	
11a.	Approve remuneration report	POUR	● CONTRE	We do not consider the performance period for the long-term incentive plan to be long enough.
11b.	Approve share-related incentive plan	POUR	● CONTRE	We do not consider the performance period for the long-term incentive plan to be long enough.
12a.	Authorisation to repurchase own shares in connection with the share-related incentive plan 2021	POUR	● CONTRE	We do not consider the performance period for the long-term incentive plan to be long enough.
12b.	Authorisation to repurchase own shares in connection with the remuneration of the board of directors in the form of synthetic shares	POUR	POUR	
12c.	Transfer of own shares in connection with the share-related incentive plan 2021	POUR	● CONTRE	We do not consider the performance period for the long-term incentive plan to be long enough.
12d.	Transfer of own shares in connection with the remuneration of the board of directors in the form of synthetic shares	POUR	POUR	
12e.	Authorisation to transfer own shares in connection with share-related incentive plans 2016, 2017 and 2018	POUR	POUR	
13.	Closing of the Meeting	SANS VOTE	SANS VOTE	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	● CONTRE	Concerns regarding the auditors having all the required information in the subsidiaries at the time of writing their report.
3	To approve the allocation of income and the dividend payment	POUR	POUR	
	Board main features			
4	Re-election of Vivek Badrinath as a Director for 3 years	POUR	POUR	
5	Re-election of Bertrand Meunier as a Director for 3 years	POUR	POUR	
6	Re-election of Aminata Niane as a Director for 3 years	POUR	POUR	
7	Re-election of Lynn Paine as a Director for 3 years	POUR	POUR	
8	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
9	Ex-post binding "Say on Pay" vote on the Chair individual remuneration	POUR	POUR	
10	Ex-post binding "Say on Pay" vote on the CEO individual remuneration	POUR	● CONTRE	The information provided on the performance targets is insufficient.
11	To approve the remuneration report	POUR	POUR	
12	To approve the non-executive new remuneration policy	POUR	POUR	
13	To approve the Chairman new remuneration policy	POUR	POUR	
14	To approve the executives new remuneration policy	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
15	Say on the Company's ambition on decarbonation	POUR	POUR	
16	To approve a treasury share buy-back and disposal programme	POUR	POUR	
17	To authorise a potential reduction in the company's share capital	POUR	POUR	
18	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
19	To authorise capital increases for employees of the foreign companies of the Group.	POUR	POUR	

No.	Ordre du jour	Board	Ethos
20	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	POUR
21	To amend articles 25, 28 and 33 of the Bylaws regarding the crossing of statutory thresholds	POUR	POUR
22	Delegation of powers for the completion of formalities	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Andrew Anagnost	POUR	POUR	
1.2	Re-elect Ms. Karen Blasing	POUR	POUR	
1.3	Re-elect Mr. Reid French	POUR	POUR	
1.4	Re-elect Dr. elec. eng. Ayanna Howard	POUR	POUR	
1.5	Re-elect Mr. Blake J. Irving	POUR	POUR	
1.6	Re-elect Ms. Mary T. McDowell	POUR	● CONTRE	Concerns over the director's time commitments.
1.7	Re-elect Mr. Stephen D. Milligan	POUR	POUR	
1.8	Re-elect Ms. Lorrie M. Norrington	POUR	POUR	
1.9	Re-elect Ms. Betsy Rafael	POUR	POUR	
1.10	Re-elect Mr. Stacy J. Smith	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Peter Bisson	POUR	POUR	
1.b	Re-elect Mr. Richard T. Clark	POUR	● CONTRE	The director is 75 years old, which exceeds guidelines.
1.c	Re-elect Ms. Linnie M. Haynesworth	POUR	POUR	
1.d	Re-elect Mr. John P. Jones	POUR	POUR	
1.e	Re-elect Ms. Francine S. Katsoudas	POUR	POUR	
1.f	Re-elect Ms. Nazzic S. Keene	POUR	POUR	
1.g	Re-elect Mr. Thomas J. Lynch	POUR	POUR	
1.h	Re-elect Mr. Scott F. Powers	POUR	POUR	
1.i	Re-elect Mr. William J. Ready	POUR	● CONTRE	Concerns over the director's time commitments.
1.j	Re-elect Mr. Carlos A. Rodriguez	POUR	POUR	
1.k	Re-elect Ms. Sandra S. Wijnberg	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration. Excessive variable remuneration.
3	Re-election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Workforce involvement in corporate governance	CONTRE	● POUR	The nomination of an employee representative would better protect the interests of the non-management employees.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Douglas H. Brooks	POUR	POUR	
1.2	Re-elect Ms. Linda A. Goodspeed	POUR	POUR	
1.3	Re-elect Mr. Earl J. Graves Jr.	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.4	Re-elect Mr. Enderson Guimaraes	POUR	POUR	
1.5	Re-elect Mr. D. Bryan Jordan	POUR	POUR	
1.6	Re-elect Ms. Gale V. King	POUR	POUR	
1.7	Re-elect Mr. George R. Mrkonic Jr.	POUR	POUR	
1.8	Re-elect Mr. William C. Rhodes III	POUR	● CONTRE	Combined chairman and CEO.
1.9	Re-elect Ms. Jill A. Soltau	POUR	POUR	
2	Re-election of Ernst & Young LLP as the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	The pay-for-performance connection is not demonstrated. Excessive variable remuneration.
4	Shareholder resolution: Report on climate transition plan	CONTRE	● POUR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Bradley A. Alford	POUR	POUR	
1.2	Re-elect Mr. Anthony K. Anderson	POUR	POUR	
1.3	Re-elect Mr. Mark J. Barrenechea	POUR	POUR	
1.4	Re-elect Mr. Mitchell R. Butier	POUR	● CONTRE	Combined chairman and CEO.
1.5	Re-elect Mr. Ken C. Hicks	POUR	POUR	
1.6	Re-elect Mr. Andres Lopez	POUR	POUR	
1.7	Re-elect Mr. Patrick T. Siewert	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.8	Re-elect Ms. Julia A. Stewart	POUR	POUR	
1.9	Re-elect Ms. Martha N. Sullivan	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns. On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. W. Geoffrey Beattie	POUR	POUR
1.2	Re-elect Mr. Gregory D. Brenneman	POUR	POUR
1.3	Re-elect Ms. Cynthia Carroll	POUR	POUR
1.4	Re-elect Mr. Clarence P. Cazalot Jr.	POUR	POUR
1.5	Re-elect Ms. Nelda Janine Connors	POUR	POUR
1.6	Re-elect Mr. Gregory L. Ebel	POUR	POUR
1.7	Re-elect Ms. Lynn Elsenhans	POUR	POUR
1.8	Re-elect Mr. John Rice	POUR	POUR
1.9	Re-elect Mr. Lorenzo Simonelli	POUR	● S'ABSTENIR Combined chairman and CEO.
1.10	Advisory vote on executive remuneration	POUR	● CONTRE Excessive variable remuneration.
2	Election of the auditor	POUR	POUR
3	To approve and amend the Employee Stock Purchase Plan	POUR	POUR
4	To approve the 2021 Long-Term Incentive Plan	POUR	● CONTRE The non-executive directors receive variable remuneration.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Linda Z. Cook	POUR	POUR	
1.2	Re-elect Mr. Joseph J. Echevarria	POUR	POUR	
1.3	Re-elect Mr. Thomas P. Gibbons	POUR	POUR	
1.4	Elect Ms. Amy M. Gilliland	POUR	POUR	
1.5	Re-elect Dr. oec. Jeffrey A. Goldstein	POUR	POUR	
1.6	Elect Mr. K. Guru Gowrappan	POUR	POUR	
1.7	Elect Mr. Ralph Izzo	POUR	POUR	
1.8	Re-elect Dr. Edmund F. Kelly	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
1.9	Re-elect Ms. Elizabeth E. Robinson	POUR	POUR	
1.10	Re-elect Mr. Samuel C. Scott III	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
1.11	Re-elect Mr. Frederick O. Terrell	POUR	POUR	
1.12	Re-elect Mr. Alfred W. Zollar	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	POUR	
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Ordre du jour	Board	Ethos
1	Decision to amend article 6 of the articles of association of the Company: authorisation to issue shares	POUR	POUR
2	Decision to amend article 28 of the articles of association of the Company: appointment of the proxy holder	POUR	POUR
3	Decision to amend article 29 of the articles of association of the Company: right to ask questions	POUR	POUR
4	Decision to amend article 30 of the articles of association of the Company: proceedings	POUR	POUR
5	Decision to amend article 32 of the articles of association of the Company: voting at General Meetings	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Corie S. Barry	POUR	POUR	
1.2	Re-elect Ms. Lisa M. Caputo	POUR	POUR	
1.3	Re-elect Mr. J. Patrick Doyle	POUR	POUR	
1.4	Re-elect Mr. David W. Kenny	POUR	POUR	
1.5	Elect Mr. Mario J. Marte	POUR	POUR	
1.6	Re-elect Ms. Karen A. McLoughlin	POUR	POUR	
1.7	Re-elect Mr. Thomas L. Millner	POUR	POUR	
1.8	Re-elect Ms. Claudia F. Munce	POUR	POUR	
1.9	Re-elect Ms. Richelle P. Parham	POUR	POUR	
1.10	Elect Mr. Steven E. Rendle	POUR	POUR	
1.11	Re-elect Mr. Eugene Woods	POUR	POUR	
2	Election of the auditor	POUR	POUR	
3	Advisory vote on executive remuneration	POUR	POUR	
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Concerns over the high special meeting consent threshold of 25%.

No.	Ordre du jour	Board	Ethos	
1	1) To approve the parent company's financial statements; 2) To approve specific luxury or non-deductible expenses	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	Discharge of the Board	POUR	POUR	
4	To approve the allocation of income and the dividend payment	POUR	POUR	
5	Approval of the related-party agreement entered into by the Company with Institut Mérieux regarding an addendum	POUR	● CONTRE	Concerns over one or more related party agreements that are not in the interests of shareholders.
6	Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the	POUR	POUR	
7	Approval of the related-party agreement entered into by the Company with Fondation Mérieux regarding the	POUR	POUR	
8	Approval of the related-party agreement entered into by the Company with the bioMérieux Endowment Fund	POUR	POUR	
	Board main features			
9	Re-election of Alain Mérieux as a Founding Chairman for 4 years	POUR	POUR	
10	Re-election of Marie-Paule Kieny as a Director for 4 years	POUR	POUR	
11	Re-election of Fanny Letier as a Director for 4 years	POUR	POUR	
12	To approve the remuneration report	POUR	POUR	
13	To approve the new chairman-CEO remuneration policy	POUR	● CONTRE	The information provided on the performance targets is insufficient.
14	To approve the new deputy CEO remuneration policy	POUR	● CONTRE	The information provided on the performance targets is insufficient.
15	To approve the non-executive new remuneration policy	POUR	POUR	
16	Ex-post binding "Say on Pay" vote on the individual remuneration	POUR	POUR	
17	Ex-post binding "Say on Pay" vote on on the Chairman-CEO remuneration, Alexandre Mérieux	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
18	Ex-post binding "Say on Pay" vote on the deputy CEO, Pierre Boulud	POUR	● CONTRE	Some important elements of best practice are missing from the structure of the executive remuneration.
19	To approve a treasury share buy-back and disposal programme	POUR	POUR	
20	To authorise a potential reduction in the company's share capital	POUR	● CONTRE	The capital reduction is incompatible with the long-term interests of the majority of the company's stakeholders.
21	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	● CONTRE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.
22	1)Global allowance to issue capital related securities without pre-emptive rights by public issuance ; 2)To approve issues of shares or other capital related securities as a payment for any public exchange offer	POUR	● CONTRE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.
23	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.
24	To depart from the legal rules defining the maximum discount for capital increase without pre-emptive rights (up to 10% of share capital)	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
25	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
26	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	● CONTRE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.
27	To authorise capital increases by transfer of reserves	POUR	POUR	
28	To approve issuance of securities by subsidiaries offering access to the parent company's capital	POUR	● CONTRE	The purpose of the proposed authorisation is incompatible with the long-term interests of the company's shareholders.
29	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	● CONTRE	The information provided on the performance targets is insufficient.
30	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
31	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
32	To limit capital increases with or without pre-emptive rights	POUR	POUR	
33	Amendments to Articles 12, 14, 15 and 17 of the Company's bylaws	POUR	POUR	
34	Approval of the conversion of the Company into a European Company (Societas Europaea) and the terms of the	POUR	● CONTRE	The amendment has a negative impact on the rights or interests of all or some of the shareholders.
35	Adoption of the Company's bylaws in its new legal form as a European Company	POUR	● CONTRE	The amendment has a negative impact on the rights or interests of all or some of the shareholders.
36	Delegation of powers for the completion of formalities	POUR	POUR	

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No.	Ordre du jour	Board	Ethos	
1	Receive the Annual Report	SANS VOTE	SANS VOTE	
2	Approve the Dividend	POUR	POUR	
3	Approve Discharge of Management Board	POUR	POUR	
4	Approve Discharge of Supervisory Board	POUR	POUR	
5	Appoint the Auditors	POUR	POUR	
6	Approve Remuneration System for the Management Board members	POUR	POUR	
7a	Amend Remuneration of the Supervisory Board members	POUR	● CONTRE	The proposed increase relative to the previous year is excessive and not justified.
7b	Approve Remuneration of the Supervisory Board members	POUR	● CONTRE	The proposed increase relative to the previous year is not justified.

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
	Board main features			
5	Re-election of Ana Giros Calpe as a Director for 4 years	POUR	POUR	
6	Re-election of Lucia Sinapi-Thomas as a Director for 4 years	POUR	POUR	
7	Re-election of André François-Poncet as a Director for 4 years	POUR	POUR	
8	Re-election of Jerome Michiels as a Director for 4 years	POUR	POUR	
9	Election of Julie Avrane-Chopard as a Director for 4 years	POUR	POUR	
10	To ratify the co-optation of Christine Anglade-Pirzadeh as a Director for 3 years	POUR	POUR	
11	To approve the remuneration report	POUR	● CONTRE	Some important elements of best practice are missing from the structure of the executive remuneration.
12	Ex-post binding "Say on Pay" vote on the individual remuneration of the chair	POUR	POUR	
13	Ex-post binding "Say on Pay" vote on the executive individual remuneration	POUR	● CONTRE	Excessive discretion of the remuneration committee in adjusting the performance criteria that were approved by shareholders.
14	To approve the non-executive new remuneration policy	POUR	POUR	
15	To approve the chairman new remuneration policy	POUR	● CONTRE	The proposed increase relative to the previous year is excessive and not justified.
16	To approve the executives new remuneration policy	POUR	● CONTRE	Concerns over the increase of the long-term remuneration that is not justified and considered excessive.
17	To approve a treasury share buy-back and disposal programme	POUR	POUR	
18	To limit capital increases with or without pre-emptive rights	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
19	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
20	To authorise capital increases by transfer of reserves	POUR	POUR	
21	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
22	To approve issues of shares or other capital related securities as a payment for any public exchange offer	POUR	POUR	
23	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
24	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
25	To depart from the legal rules defining the maximum discount for capital increase without pre-emptive rights (up to 10% of share capital)	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
26	"Green shoe" authorisation	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
27	To authorise new option plans (existing shares)	POUR	POUR	
28	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	● CONTRE	Potential excessive awards.
29	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
30	To authorise a potential reduction in the company's share capital	POUR	POUR	
31	To amend Article 10 : identification of shareholders	POUR	POUR	
32	To amend Article 15.2 : consultation of the Board	POUR	POUR	
33	To amend the Articles on the maximum age of the Chairman	POUR	POUR	
34	To amend the Articles on the maximum age of the CEO	POUR	POUR	
35	To modify the Article 22 : auditors	POUR	POUR	
36	To change Articles provisions in line with legal requirements	POUR	POUR	
37	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Fabiola R. Arredondo	POUR	POUR	
1.2	Re-elect Mr. Howard M. Averill	POUR	POUR	
1.3	Re-elect Mr. John P. Bilbrey	POUR	POUR	
1.4	Re-elect Mr. Mark A. Clouse	POUR	POUR	
1.5	Re-elect Mr. Bennett Dorrance	POUR	POUR	
1.6	Re-elect Ms. Maria Teresa Hilado	POUR	POUR	
1.7	Elect Mr. Grant H. Hill	POUR	POUR	
1.8	Re-elect Ms. Sarah Hofstetter	POUR	POUR	
1.9	Re-elect Mr. Marc B. Lautenbach	POUR	POUR	
1.10	Re-elect Ms. Mary Alice Dorrance Malone	POUR	POUR	
1.11	Re-elect Mr. Keith R. McLoughlin	POUR	POUR	
1.12	Re-elect Mr. Kurt T. Schmidt	POUR	POUR	
1.13	Re-elect Mr. Archbold D. van Beuren	POUR	POUR	
2	Re-election of PwC as the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Simple majority vote	CONTRE	● POUR	The introduction of simple majority voting is in the interests of shareholders.
5	Shareholder resolution: Virtual shareholder meetings	CONTRE	● POUR	The proposal aims at improving shareholder rights.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Ms. Carrie S. Cox	POUR	● CONTRE	Concerns over the director's time commitments.
1.b	Re-elect Mr. Bruce L. Downey	POUR	POUR	
1.c	Re-elect Ms. Sheri H. Edison	POUR	POUR	
1.d	Re-elect Mr. David C. Evans	POUR	POUR	
1.e	Re-elect Ms. Patricia A. Hemingway Hall	POUR	POUR	
1.f	Re-elect Mr. Akhil Johri	POUR	POUR	
1.g	Re-elect Mr. Michael C. Kaufmann	POUR	POUR	
1.h	Re-elect Mr. Gregory B. Kenny	POUR	POUR	
1.i	Re-elect Ms. Nancy Killefer	POUR	POUR	
1.j	Re-elect Mr. Dean A. Scarborough	POUR	POUR	
1.k	Re-elect Mr. John H. Weiland	POUR	POUR	
2	Re-election of the auditor	POUR	POUR	
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration. Excessive variable remuneration.
4	To approve the adoption of the 2021 Long-Term Incentive Plan	POUR	● CONTRE	Potential excessive awards.
5	Amend articles of association: reduce threshold for calling a special meeting of shareholders	POUR	POUR	
6	Shareholder resolution: Independent chairman	CONTRE	CONTRE	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
5	Re-election of Alexandre Bompard as a Director for 3 years	POUR	POUR	
6	Re-election of Philippe Houzé as a Director for 3 years	POUR	POUR	
7	Re-election of Stéphane Israël as a Director for 3 years	POUR	POUR	
8	Re-election of Claudia Almeida e Silva as a Director for 3 years	POUR	POUR	
9	Re-election of Nicolas Bazire as a Director for 3 years	POUR	● CONTRE	Concerns over the director's time commitments.
10	Re-election of Stéphane Courbit as a Director for 3 years	POUR	POUR	
11	Re-election of Aurore Domont as a Director for 3 years	POUR	POUR	
12	Re-election of Mathilde Lemoine as a Director for 3 years	POUR	POUR	
13	Re-election of Patricia Moulin as a Director for 3 years	POUR	POUR	
14	To re-elect Deloitte & Associés as auditor for 6 years; To not re-elect BEAS as substitute external auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
15	To not re-elect KPMG SA as auditor; To not re-elect Salustro as substitute external auditor	POUR	POUR	
16	To approve the remuneration report	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
17	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Alexandre Bompard, Chairman and CEO	POUR	● CONTRE	Excessive total remuneration.
18	To approve the new executive remuneration policy of Alexandre Bompard, Chairman and CEO	POUR	● CONTRE	Excessive total remuneration.
19	To approve the new non-executive remuneration policy	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
20	To approve a treasury share buy-back and disposal programme	POUR	POUR	
21	To authorise a potential reduction in the company's share capital	POUR	POUR	
22	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
23	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
24	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
25	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
26	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
27	To authorise capital increases by transfer of reserves	POUR	POUR	
28	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
29	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	● CONTRE	The information provided is insufficient. The potential variable remuneration exceeds our guidelines.
30	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Alain Bouchard	POUR	● S'ABSTENIR Concerns over the director's attendance rate, which was below 75% during the year under review.
1.b	Re-elect Mr. George A. Cope	POUR	POUR
1.c	Re-elect Ms. Paule Doré	POUR	● S'ABSTENIR The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.d	Re-elect Ms. Julie Godin	POUR	POUR
1.e	Re-elect Mr. Serge Godin	POUR	POUR
1.f	Re-elect Mr. Timothy J. Hearn	POUR	● S'ABSTENIR The director is over 75 years old, which exceeds guidelines.
1.g	Re-elect Mr. Andre Imbeau	POUR	POUR
1.h	Re-elect Mr. Gilles Labbé	POUR	POUR
1.i	Re-elect Mr. Michael B. Pedersen	POUR	POUR
1.j	Elect Mr. Stephen S. Poloz	POUR	POUR
1.k	Elect Mr. Mary Powell	POUR	POUR
1.l	Re-elect Ms. Alison C. Reed	POUR	POUR
1.m	Re-elect Mr. Michael E. Roach	POUR	POUR
1.n	Re-elect Mr. George D. Schindler	POUR	POUR
1.o	Re-elect Ms. Kathy N. Waller	POUR	POUR
1.p	Re-elect Mr. Joakim Westh	POUR	POUR
2	Re-election of PricewaterhouseCoopers LLP as the auditor and authorisation to the audit committee to fix its compensation	POUR	POUR
3	Amend articles of association: virtual meetings	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Walter W. Bettinger II	POUR	POUR	
1.2	Re-elect Ms. Joan T. Dea	POUR	POUR	
1.3	Re-elect Mr. Christopher V. Dodds	POUR	● CONTRE	Non independent director (former executive). The board is not sufficiently independent.
1.4	Re-elect Mr. Mark A. Goldfarb	POUR	● CONTRE	Non independent director (business connections with the company). The board is not sufficiently independent.
1.5	Re-elect Mr. Bharat B. Masrani	POUR	POUR	
1.6	Re-elect Mr. Charles A. Ruffel	POUR	● CONTRE	Non independent director (various reasons). The board is not sufficiently independent.
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Disclose lobbying contributions	CONTRE	● POUR	Enhanced disclosure on lobbying expenses.
5	Shareholder resolution: Board Declassification	CONTRE	● POUR	The proposal aims at improving the company's corporate governance.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Robert M. Calderoni	POUR	POUR	
1.b	Re-elect Ms. Nanci E. Caldwell	POUR	POUR	
1.c	Re-elect Mr. Murray J. Demo	POUR	POUR	
1.d	Re-elect Dr. Ajei S. Gopal	POUR	POUR	
1.e	Re-elect Mr. David J. Henshall	POUR	POUR	
1.f	Re-elect Mr. Thomas E. Hogan	POUR	POUR	
1.g	Re-elect Ms. Moira A. Kilcoyne	POUR	POUR	
1.h	Elect Mr. Robert E. Knowling Jr.	POUR	POUR	
1.i	Re-elect Mr. Peter J. Sacripanti	POUR	POUR	
1.j	Re-elect Mr. J. Donald Sherman	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Simple majority voting	CONTRE	● POUR	The introduction of simple majority voting is in the interests of shareholders.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Amy L. Banse	POUR	POUR	
1.2	Re-elect Dr. Richard H. Carmona	POUR	● CONTRE	Concerns over the director's time commitments.
1.3	Re-elect Mr. Spencer C. Fleischer	POUR	POUR	
1.4	Re-elect Ms. Esther Lee	POUR	POUR	
1.5	Re-elect Mr. A.D. David Mackay	POUR	POUR	
1.6	Re-elect Mr. Paul Parker	POUR	POUR	
1.7	Re-elect Ms. Linda J. Rendle	POUR	POUR	
1.8	Re-elect Mr. Matthew J. Shattock	POUR	POUR	
1.9	Re-elect Ms. Kathryn A. Tesija	POUR	POUR	
1.10	Re-elect Mr. Russell J. Weiner	POUR	POUR	
1.11	Re-elect Mr. Christopher J. Williams	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Re-election of Ernst & Young LLP as the auditor	POUR	POUR	
4	Amend and restate the 2005 Stock Incentive Plan	POUR	● CONTRE	Excessive discretion of the remuneration committee. Potential excessive awards.
5	Shareholder resolution: Employee representation on board of directors	CONTRE	● POUR	The nomination of an employee representative would better protect the interests of the non-management employees.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Terrence A. Duffy	POUR	● CONTRE	Combined chairman and CEO.
1.2	Re-elect Mr. Timothy S. Bitsberger	POUR	POUR	
1.3	Re-elect Mr. Charles P. Carey	POUR	POUR	
1.4	Re-elect Mr. Dennis H. Chookaszian	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
1.5	Re-elect Mr. Bryan Durkin	POUR	● CONTRE	Non independent director (former executive). The board is not sufficiently independent.
1.6	Re-elect Ms. Ana Dutra	POUR	POUR	
1.7	Re-elect Mr. Martin J. Gepsman	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Mr. Larry G. Gerdes	POUR	POUR	
1.9	Re-elect Mr. Daniel R. Glickman	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.10	Re-elect Mr. Daniel G. Kaye	POUR	POUR	
1.11	Re-elect Ms. Phyllis M. Lockett	POUR	● CONTRE	Non independent director and the board size is excessive.
1.12	Re-elect Prof. Deborah J. Lucas	POUR	POUR	
1.13	Re-elect Ms. Terry L. Savage	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
1.14	Re-elect Ms. Rahael Seifu	POUR	POUR	
1.15	Re-elect Mr. William R. Shepard	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.16	Re-elect Mr. Howard J. Siegel	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.17	Re-elect Mr. Dennis A. Suskind	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
2	Election of the auditor	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos	
1.	Report on the Company's activities	SANS VOTE	SANS VOTE	
2.	Adoption of the financial statements	POUR	POUR	
3.	Approve allocation of income and dividend	POUR	POUR	
4.	Approve remuneration report	POUR	● CONTRE	The long-term incentive plan is not subject to challenging performance conditions.
5.	Approve directors' fees	POUR	POUR	
6.	Approve executive remuneration policy	POUR	● CONTRE	The long-term incentive plan is not subject to challenging performance conditions.
7.	Composition of the board of directors			
7.1.	Election of Lars Søren Rasmussen	POUR	POUR	
7.2.	Election of Niels Peter Louis-Hansen	POUR	POUR	
7.3.	Election of Jette Nygaard-Andersen	POUR	POUR	
7.4.	Election of Carsten Hellmann	POUR	POUR	
7.5.	Election of Marianne Wiinholt	POUR	● ABSTENTION	Concerns over the director's time commitments. Oppose is not allowed.
7.6.	Election of Annette Bröls	POUR	POUR	
8.	Election of auditor	POUR	● ABSTENTION	The auditor's long tenure raises independence concerns. On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services. Oppose is not allowed.
9.	Any other business	SANS VOTE	SANS VOTE	

No.	Ordre du jour	Board	Ethos
1.	Opening of the Meeting	SANS VOTE	SANS VOTE
2.	Report of the executive board for the financial year 2020	SANS VOTE	SANS VOTE
3.	Adoption of the financial statements	POUR	POUR
4.	Approve remuneration report	POUR	POUR
5.	Explanation of the policy on reserves and dividends	SANS VOTE	SANS VOTE
6.	Approve allocation of income	POUR	POUR
7.	Discharge of executive board	POUR	POUR
8.	Discharge of supervisory board	POUR	POUR
9.	Election of Eddy van Rhede van der Kloot to the executive board	POUR	POUR
	Composition of the supervisory board		
10.	Election of Dessi Temperley	POUR	POUR
11.	Election of Mathieu Vrijzen	POUR	POUR
12.	Authorisation to issue shares	POUR	POUR
13.	Authorisation to restrict or exclude pre-emptive rights	POUR	POUR
14.	Authorisation to issue additional shares in connection with mergers, acquisitions and/or (strategic) alliances	POUR	POUR
15.	Authorisation to restrict or exclude pre-emptive rights in connection with mergers, acquisitions and/or (strategic) alliances	POUR	POUR
16.	Authorisation to repurchase own shares	POUR	POUR
17.	Reduce share capital via cancellation of shares	POUR	POUR
18.	Election of auditor	POUR	POUR
19.	Any other business	SANS VOTE	SANS VOTE
20.	Closing of the Meeting	SANS VOTE	SANS VOTE

No.	Ordre du jour	Board	Ethos	
1	Approval of the Directors' Report and the accounts for 2020	POUR	POUR	
2	Approval of the consolidated Directors' report and the consolidated accounts for 2020	POUR	POUR	
3	Approval of the corporate governance report for 2020	POUR	POUR	
4	Approval of the non-financial information report for 2020	POUR	POUR	
5	Allocation of income	POUR	● CONTRE	The proposed dividend is inconsistent with the company's financial situation.
6	Express a vote of confidence in the corporate bodies of the Company	POUR	POUR	
7	Acquisition of own shares	POUR	POUR	
8	Sale by the Company of its own shares	POUR	POUR	
9	Change of the current management and supervision structure	POUR	POUR	
10	Amendment of the Company's Articles of Association	POUR	POUR	
11	Election of governing bodies for the 2021-2023 period			
11.A	Elect the Presiding Board of the General Meeting	POUR	POUR	
11.B	Elect the Board of Directors	POUR	● CONTRE	The board is not sufficiently independent in our view and the proposed slate would not improve the level of independence.
11.C	Elect the Statutory Auditor	POUR	POUR	
12	Remuneration Policy 2021-2023	POUR	● CONTRE	The information provided on the performance targets is insufficient.

No.	Ordre du jour	Board	Ethos
1	Approval of the individual interim balance sheet of the Company as of 30 September 2021	POUR	POUR
2	Approval of the distribution of a dividend of €0.085 per share	POUR	POUR

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Susan L. Decker	POUR	POUR
1.2	Re-elect Mr. Kenneth D. Denman	POUR	POUR
1.3	Re-elect Mr. Richard A. Galanti	POUR	<p>● S'ABSTENIR Executive director. The board is not sufficiently independent.</p>
1.4	Re-elect Mr. W. Craig Jelinek	POUR	POUR
1.5	Re-elect Ms. Sally Jewell	POUR	POUR
1.6	Re-elect Mr. Charles T. Munger	POUR	<p>● S'ABSTENIR The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.7	Re-elect Mr. Jeffrey S. Raikes	POUR	POUR
2	Re-election of KPMG as the auditor	POUR	POUR
3	Advisory vote on executive remuneration	POUR	<p>● CONTRE Excessive variable remuneration.</p> <p>We do not consider the performance period for the long-term incentive plan to be long enough.</p>

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Fernando Aguirre	POUR	POUR	
1.2	Re-elect Mr. C. David Brown II	POUR	POUR	
1.3	Re-elect Ms. Alecia A. DeCoudreaux	POUR	POUR	
1.4	Re-elect Ms. Nancy-Ann M. DeParle	POUR	POUR	
1.5	Re-elect Mr. David W. Dorman	POUR	POUR	
1.6	Re-elect Mr. Roger N. Farah	POUR	POUR	
1.7	Re-elect Ms. Anne M. Finucane	POUR	POUR	
1.8	Re-elect Mr. Edward J. Ludwig	POUR	POUR	
1.9	Elect Ms. Karen S. Lynch	POUR	POUR	
1.10	Re-elect Mr. Jean-Pierre Millon	POUR	POUR	
1.11	Re-elect Ms. Mary L. Schapiro	POUR	POUR	
1.12	Re-elect Mr. William C. Weldon	POUR	POUR	
1.13	Re-elect Mr. Tony L. White	POUR	POUR	
2	Election of the auditor	POUR	POUR	
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Independent chairman	CONTRE	CONTRE	

No.	Ordre du jour	Board	Ethos	
1	Dividend Allocation	POUR	POUR	
2	Election of Directors			
22	Re-elect Mr. Keiichi Yoshii	POUR	● CONTRE	Combined chairman and CEO.
2.2	Re-elect Mr. Takeshi Kosokabe	POUR	POUR	
2.3	Re-elect Mr. Hirotsugu Otomo	POUR	POUR	
2.4	Re-elect Mr. Tatsuya Urakawa	POUR	POUR	
2.5	Re-elect Mr. Kazuhito Dekura	POUR	POUR	
2.6	Re-elect Mr. Yoshinori Ariyoshi	POUR	POUR	
2.7	Re-elect Mr. Keisuke Shimonishi	POUR	POUR	
2.8	Re-elect Mr. Nobuya Ichiki	POUR	POUR	
2.9	Elect Mr. Yoshiyuki Murata	POUR	● CONTRE	Concerns over the director's time commitments.
2.10	Re-elect Mr. Kazuyoshi Kimura	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
2.11	Re-elect Mr. Yutaka Shigemori	POUR	POUR	
2.12	Re-elect Ms. Yukiko Yabu	POUR	POUR	
2.13	Re-elect Mr. Yukinori Kuwano	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
2.14	Re-elect Prof. Miwa Seki	POUR	POUR	
3	Election of 2 Corporate Auditors			
3.1	Elect Mr. Tadatoshi Maeda as a Corporate Auditor	POUR	POUR	
3.2	Elect Mr. Katsuji Kishimoto as a Corporate Auditor	POUR	POUR	
4	Approve bonus payment for executive directors	POUR	POUR	

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

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Michael S. Dell	POUR	● S'ABSTENIR Combined chairman and CEO.
1.2	Re-elect Mr. David W. Dorman	POUR	POUR
1.3	Re-elect Mr. Egon P. Durban	POUR	● S'ABSTENIR Concerns over the director's time commitments.
1.4	Re-elect Mr. William D. Green	POUR	POUR
1.5	Re-elect Mr. Simon Patterson	POUR	POUR
1.6	Re-elect Ms. Lynn M. Vojvodich	POUR	POUR
1.7	Re-elect Ms. Ellen J. Kullman (representative of Class C shareholders)	POUR	POUR
2	Election of the auditor	POUR	● CONTRE The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos
1	Authorization for the convertibility of the equity-linked bond denominated "€500'000'000 Zero Coupon Equity Linked Bonds due 2028"	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Arnold S. Barron	POUR	POUR	
1.b	Re-elect Mr. Gregory M. Bridgeford	POUR	POUR	
1.c	Re-elect Mr. Thomas W. Dickson	POUR	POUR	
1.d	Re-elect Mr. Lemuel E. Lewis	POUR	POUR	
1.e	Re-elect Mr. Jeffrey G. Naylor	POUR	POUR	
1.f	Elect Ms. Winnie Y. Park	POUR	POUR	
1.g	Re-elect Mr. Bob Sasser	POUR	POUR	
1.h	Re-elect Ms. Stephanie P. Stahl	POUR	POUR	
1.i	Re-elect Ms. Carrie A. Wheeler	POUR	● CONTRE	Concerns over the director's time commitments.
1.j	Re-elect Mr. Thomas E. Whiddon	POUR	POUR	
1.k	Elect Mr. Michael A. Witynski	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	To approve the adoption of the 2021 Omnibus Incentive Plan	POUR	● CONTRE	Potential excessive awards.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. John P. Case	POUR	POUR	
1.2	Re-elect Mr. James B. Connor	POUR	● CONTRE	Combined chairman and CEO.
1.3	Re-elect Ms. Tamara D. Fischer	POUR	POUR	
1.4	Re-elect Mr. Norman K. Jenkins	POUR	POUR	
1.5	Elect Ms. Kelly T. Killingsworth	POUR	POUR	
1.6	Re-elect Ms. Melanie R. Sabelhaus	POUR	POUR	
1.7	Re-elect Mr. Peter M. Scott III	POUR	POUR	
1.8	Re-elect Mr. David P. Stockert	POUR	POUR	
1.9	Re-elect Mr. Chris Sultemeier	POUR	POUR	
1.10	Re-elect Mr. Michael E. Szymanczyk	POUR	POUR	
1.11	Re-elect Mr. Warren M. Thompson	POUR	POUR	
1.12	Re-elect Ms. Lynn C. Thurber	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.

No.	Ordre du jour	Board	Ethos	
1.	Elections to the Board of Directors			
1a.	Re-elect Mr. Craig Arnold	POUR	● CONTRE	Combined chairman and CEO.
1b.	Re-elect Mr. Christopher M. Connor	POUR	● CONTRE	Non independent lead director, which is not best practice.
1c.	Re-elect Mr. Olivier Leonetti	POUR	POUR	
1d.	Re-elect Ms. Deborah L. McCoy	POUR	● CONTRE	Non-independent member of the audit committee, the composition of the audit committee is unsatisfactory.
1e.	Re-elect Mr. Silvio Napoli	POUR	POUR	
1f.	Re-elect Mr. Gregory R. Page	POUR	● CONTRE	Non-independent member of the remuneration committee, the composition of the remuneration committee is unsatisfactory.
1g.	Re-elect Ms. Sandra Pianalto	POUR	POUR	
1h.	Re-elect Ms. Lori J. Rykerkerk	POUR	POUR	
1i.	Re-elect Mr. Gerald B. Smith	POUR	POUR	
1j.	Re-elect Ms. Dorothy C. Thompson	POUR	POUR	
2.	To appoint Ernst & Young as independent auditor for the 2021 fiscal year and to authorise the Audit Committee to set the auditor fees	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3.	Advisory Approval of the Company's Executive Compensation	POUR	● CONTRE	Excessive variable remuneration.
4.	Directors' authority to allot shares	POUR	POUR	
5.	Granting the Board Authority to Opt-Out of Pre-emption Rights	POUR	POUR	
6.	Authorisation of the Company and Any Subsidiary of the Company to Make Overseas Market Purchases of Company Shares	POUR	● CONTRE	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	To approve the dividend reinvestment plan (option for scrip dividend)	POUR	POUR	
	Board main features			
5	Re-election of Sylvia Coutinho as a Director for 4 years	POUR	POUR	
6	Re-election of Françoise Gri as a Director for 4 years	POUR	POUR	
7	Election of Angeles Garcia-Poveda as a Director for 4 years	POUR	POUR	
8	Election of Monica Mondardini as a Director for 4 years	POUR	● CONTRE	Concerns over the director's time commitments.
9	Election of Philippe Vallée as a Director for 4 years	POUR	POUR	
10	To approve the new executive remuneration policy for the Chairman-CEO.	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
11	To approve the non-executive new remuneration policy	POUR	POUR	
12	To approve Directors' fees	POUR	POUR	
13	To approve the remuneration report	POUR	● CONTRE	Some important elements of best practice are missing from the structure of the executive remuneration.
14	Ex-post binding "Say on Pay" vote on the executive individual remuneration for the Chairman-CEO, Bertrand Dumazy.	POUR	● CONTRE	The information provided on the performance targets is insufficient.
15	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
16	To approve a treasury share buy-back and disposal programme	POUR	POUR	
17	To authorise the Board to issue performance shares for employees and/or executive directors	POUR	● CONTRE	Potential excessive awards.

No.	Ordre du jour	Board	Ethos	
18	Approval of the transformation of the Company's corporate form into a European Company and the terms of the transformation project	POUR	● CONTRE	The amendment has a negative impact on the rights or interests of all or some of the shareholders.
19	Name of the Company - Adoption of the Articles of Association of the Company in its new form as a European Company	POUR	● CONTRE	The amendment has a negative impact on the rights or interests of all or some of the shareholders.
20	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos
1.	Election of the chairman of the Meeting	POUR	POUR
2.1.	Election of Petra Hedengran to verify the minutes of the Meeting	POUR	POUR
2.2.	Election of Peter Guve to verify the minutes of the Meeting	POUR	POUR
3.	Preparation and approval of the voting register	POUR	POUR
4.	Approval of the agenda	POUR	POUR
5.	Determination whether the Meeting has been duly convened	POUR	POUR
6.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	SANS VOTE	SANS VOTE
7.	Adoption of the financial statements	POUR	POUR
8.	Approve allocation of income and dividend	POUR	POUR
9.1.	Discharge of Kai Wörn	POUR	POUR
9.2.	Discharge of Lorna Donatone	POUR	POUR
9.3.	Discharge of Hans Ola Meyer	POUR	POUR
9.4.	Discharge of Daniel Nodhäll	POUR	POUR
9.5.	Discharge of Martine Snels	POUR	POUR
9.6.	Discharge of Carsten Voigtländer	POUR	POUR
9.7.	Discharge of Katharine Clark	POUR	POUR
9.8.	Discharge of Ulf Karlsson	POUR	POUR
9.9.	Discharge of Joachim Nord	POUR	POUR
9.10.	Discharge of Per Magnusson	POUR	POUR
9.11.	Discharge of Alberto Zanata	POUR	POUR
10.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	POUR	POUR
11.1.	Approve directors' fees	POUR	POUR
11.2.	Approve auditors' fees	POUR	POUR
12.	Composition of the board of directors		
12.1.	Election of Kai Wörn	POUR	POUR
12.2.	Election of Lorna Donatone	POUR	POUR
12.3.	Election of Hans Ola Meyer	POUR	POUR
12.4.	Election of Daniel Nodhäll	POUR	POUR
12.5.	Election of Martine Snels	POUR	POUR
12.6.	Election of Carsten Voigtländer	POUR	POUR
12.7.	Election of Katharine Clark	POUR	POUR

No.	Ordre du jour	Board	Ethos	
12.8.	Election of the Chairman of the board	POUR	POUR	
13.	Election of auditor	POUR	POUR	
14.	Approve remuneration report	POUR	● CONTRE	We do not consider the performance period for the long-term incentive plan to be long enough.
15a.	Approve share-related incentive plan	POUR	● CONTRE	We do not consider the performance period for the long-term incentive plan to be long enough.
15b.	Approve equity swap agreement to secure the delivery of shares to participants in connection with share-related incentive plan 2021	POUR	● CONTRE	We do not consider the performance period for the long-term incentive plan to be long enough.
16.	Introduction of Article 11 to the Articles of Association	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Kofi A. Bruce	POUR	POUR	
1.2	Re-elect Mr. Leonard S. Coleman	POUR	● CONTRE	The director has been sitting on the board for 20 years, which exceeds guidelines.
1.3	Re-elect Mr. Jeffrey T. Huber	POUR	POUR	
1.4	Re-elect Ms. Talbott Roche	POUR	POUR	
1.5	Re-elect Mr. Richard A. Simonson	POUR	POUR	
1.6	Re-elect Mr. Luis A. Ubinas	POUR	POUR	
1.7	Re-elect Ms. Heidi J. Ueberroth	POUR	POUR	
1.8	Re-elect Mr. Andrew Wilson	POUR	● CONTRE	Combined chairman and CEO.
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Allow shareholders to act by written consent	POUR	● CONTRE	The threshold of 25% of all shares to request a record date to initiate written consent is considered too high.
5	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM. The proposed threshold is more shareholder friendly than the one requested by the board under item 4.

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No.	Ordre du jour	Board	Ethos
1.	Election of the chairman of the Meeting	POUR	POUR
2.	Preparation and approval of the voting register	POUR	POUR
3.	Approval of the agenda	POUR	POUR
4.1.	Election of Per Colleen to verify the minutes of the Meeting	POUR	POUR
4.2.	Election of Caroline Sjösten to verify the minutes of the Meeting	POUR	POUR
5.	Determination whether the Meeting has been duly convened	POUR	POUR
6.	Approve allocation of income and dividend	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1.	Opening of the Meeting	SANS VOTE	SANS VOTE	
2.	Election of the chairman of the Meeting	POUR	POUR	
3.	Preparation and approval of the voting register	POUR	POUR	
4.	Approval of the agenda	POUR	POUR	
5.1.	Election of Per Colleen to verify the minutes of the Meeting	POUR	POUR	
5.2.	Election of Filippa Gerstädt to verify the minutes of the Meeting	POUR	POUR	
6.	Determination whether the Meeting has been duly convened	POUR	POUR	
7.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	SANS VOTE	SANS VOTE	
8.	Adoption of the financial statements	POUR	POUR	
9.	Approve allocation of income and dividend	POUR	POUR	
10.1.	Discharge of Laurent Leksell	POUR	POUR	
10.2.	Discharge of Caroline Leksell Cooke	POUR	POUR	
10.3.	Discharge of Johan Malmquist	POUR	POUR	
10.4.	Discharge of Wolfgang Reim	POUR	POUR	
10.5.	Discharge of Jan Secher	POUR	POUR	
10.6.	Discharge of Birgitta Stymne Göransson	POUR	POUR	
10.7.	Discharge of Cecilia Wikström	POUR	POUR	
10.8.	Discharge of Gustaf Salford	POUR	POUR	
10.9.	Discharge of Richard Hausmann	POUR	POUR	
11.1.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	POUR	POUR	
11.2.	Resolution on the number of deputy directors to be appointed	POUR	POUR	
12.1.	Approve directors' fees	POUR	POUR	
12.2.	Approve auditors' fees	POUR	POUR	
13.	Composition of the board of directors			
13.1.	Election of Laurent Leksell	POUR	● CONTRE	<p>Representative of an important shareholder who is sufficiently represented on the board.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>

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

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Katherine Baicker	POUR	● CONTRE	Non independent director (various reasons). The board is not sufficiently independent.
1.2	Re-elect Mr. J. Erik Fyrwald	POUR	● CONTRE	Non independent director (business connections with the company). The board is not sufficiently independent.
1.3	Re-elect Mr. Jamere Jackson	POUR	POUR	
1.4	Elect Ms. Gabrielle Sulzberger	POUR	POUR	
1.5	Re-elect Mr. Jackson Peter (Jack) Tai	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Declassify the Board of Directors	POUR	POUR	
5	Eliminate Supermajority Vote Requirement	POUR	POUR	
6	Shareholder resolution: Disclose lobbying contributions	CONTRE	● POUR	Enhanced disclosure on lobbying expenses.
7	Shareholder resolution: Independent chairman	CONTRE	● POUR	The separation of functions allows an effective supervision of the management by the board.
8	Shareholder resolution: Implement a bonus deferral policy	CONTRE	● POUR	The proposal aims at improving the remuneration policy.
9	Shareholder resolution: Disclosure on clawbacks	CONTRE	● POUR	Enhanced disclosure on executive remuneration.

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
5	Re-election of Florence Noblot as a Director for 4 years	POUR	POUR	
6	Re-election of Joy Verlé as a Director for 4 years	POUR	POUR	
7	Re-election of Anne-Laure Commault as a Director for 4 years	POUR	POUR	
8	To approve the modifications of the 2020 remuneration policy of the Management Board Chairman	POUR	● CONTRE	The pay-for-performance connection is not demonstrated.
9	To approve the modifications of the 2020 remuneration policy of the Management Board members	POUR	● CONTRE	The pay-for-performance connection is not demonstrated.
10	To approve the Chairman of the Supervisory Board new remuneration policy	POUR	POUR	
11	To approve the Members of the Supervisory Board new remuneration policy	POUR	POUR	
12	To approve the Chairman of the Management Board new remuneration policy	POUR	● CONTRE	Concerns over the pension allowance which exceeds guidelines.
13	To approve the Members of the Management Board new remuneration policy	POUR	● CONTRE	Concerns over the pension allowance which exceeds guidelines.
14	To approve the remuneration report	POUR	● CONTRE	Some important elements of best practice are missing from the structure of the executive remuneration.
15	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Thierry Morin, Chair of the Supervisory Board	POUR	POUR	
16	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Xavier Martiré, Chair of the Management Board	POUR	● CONTRE	The pay-for-performance connection is not demonstrated.

No.	Ordre du jour	Board	Ethos	
17	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Louis Guyot, member of the Management Board	POUR	● CONTRE	The pay-for-performance connection is not demonstrated.
18	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Mathieu Lecharny, member of the Management Board	POUR	● CONTRE	The pay-for-performance connection is not demonstrated.
19	To approve Directors' fees	POUR	POUR	
20	To approve a treasury share buy-back and disposal programme	POUR	POUR	
21	To authorise capital increases related to a foreign all-employee share ownership plan	POUR	POUR	
22	To authorise a potential reduction in the company's share capital	POUR	● CONTRE	The company proposes to cancel shares despite its significant capital need.
23	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos
1.	Election of the chairman of the Meeting	POUR	POUR
2a.	Election of Madeleine Wallmark to verify the minutes of the Meeting	POUR	POUR
2b.	Election of Anders Oscarsson to verify the minutes of the Meeting	POUR	POUR
3.	Preparation and approval of the voting register	POUR	POUR
4.	Determination whether the Meeting has been duly convened	POUR	POUR
5.	Approval of the agenda	POUR	POUR
6.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	SANS VOTE	SANS VOTE
7a.	Adoption of the financial statements	POUR	POUR
7b.	Approve allocation of income and dividend	POUR	POUR
7c (i).	Discharge of Ewa Björling	POUR	POUR
7c (ii).	Discharge of Pär Boman	POUR	POUR
7c (iii).	Discharge of Maija-Liisa Friman	POUR	POUR
7c (iv).	Discharge of Annemarie Gardshol	POUR	POUR
7c (v).	Discharge of Magnus Groth	POUR	POUR
7c (vi).	Discharge of Susanna Lind	POUR	POUR
7c (vii).	Discharge of Bert Nordberg	POUR	POUR
7c (viii).	Discharge of Louise Svanberg	POUR	POUR
7c (ix).	Discharge of Örjan Svensson	POUR	POUR
7c (x).	Discharge of Lars Rebien Sørensen	POUR	POUR
7c (xi).	Discharge of Barbara Milian Thoralfsson	POUR	POUR
7c (xii).	Discharge of Niclas Thulin	POUR	POUR
7c (xiii).	Discharge of the CEO	POUR	POUR
8.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	POUR	POUR
9.	Resolution on the number of auditors to be appointed	POUR	POUR
10.1.	Approve directors' fees	POUR	POUR
10.2.	Approve auditors' fees	POUR	POUR
11.	Composition of the board of directors		
11a.	Election of Ewa Björling	POUR	POUR

No.	Ordre du jour	Board	Ethos	
11b.	Election of Pär Boman	POUR	● CONTRE	Concerns over the director's time commitments.
11c.	Election of Annemarie Gardshol	POUR	● CONTRE	Concerns over the director's time commitments.
11d.	Election of Magnus Groth	POUR	POUR	
11e.	Election of Bert Nordberg	POUR	POUR	
11f.	Election of Louise Svanberg	POUR	POUR	
11g.	Election of Lars Rebien Sørensen	POUR	POUR	
11h.	Election of Barbara M. Thoralfsson	POUR	POUR	
11i.	Election of Torbjörn Lööf	POUR	POUR	
12.	Election of the Chairman of the board	POUR	● CONTRE	Concerns over the director's time commitments.
13.	Election of auditor	POUR	POUR	
14.	Approve executive remuneration policy	POUR	POUR	
15.	Approve remuneration report	POUR	POUR	
16a.	Authorisation to repurchase own shares	POUR	POUR	
16b.	Authorisation to repurchase own shares	POUR	POUR	
17.	Amendment of Articles 1 and 11 of the Articles of Association	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Sandra E. Bergeron	POUR	POUR	
1.2	Elect Ms. Elizabeth L. Buse	POUR	POUR	
1.3	Re-elect Mr. Michel Combes	POUR	● CONTRE	Concerns over the director's attendance rate, which was below 75% during the year under review.
1.4	Re-elect Mr. Michael L. Dreyer	POUR	POUR	
1.5	Re-elect Mr. Alan J. Higginson	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.6	Re-elect Mr. Peter S. Klein	POUR	POUR	
1.7	Re-elect Mr. François Locoh-Donou	POUR	POUR	
1.8	Re-elect Mr. Nikhil Mehta	POUR	POUR	
1.9	Re-elect Ms. Marie E. Myers	POUR	● CONTRE	Concerns over the director's time commitments.
1.10	Elect Mr. Sripada Shivananda	POUR	POUR	
2	To approve the adoption of the Omnibus Incentive Plan	POUR	● CONTRE	Potential excessive awards.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Elect Mr. Siew Kai Choy	POUR	POUR	
1.b	Elect Mr. Lee Shavel	POUR	POUR	
1.c	Re-elect Mr. Joseph R. Zimmer	POUR	POUR	
2	Re-election of Ernst & Young as the auditor	POUR	POUR	
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration. Performance targets are not sufficiently challenging.
4	Shareholder resolution: Proxy access	CONTRE	● POUR	The proposal aims at improving shareholder rights.

No.	Ordre du jour	Board	Ethos	
1	Receive the Annual Report and Approve the Annual Financial Statements	POUR	POUR	
2	Approve the Dividend	POUR	POUR	
3	Approve Discharge of Personally Liable Partner	POUR	POUR	
4	Approve Discharge of Supervisory Board	POUR	POUR	
5	Appoint the Auditors	POUR	POUR	
6	Approve Remuneration System for the Management Board members	POUR	● CONTRE	The information provided on the performance targets is insufficient.
7	Approve Remuneration of the Supervisory Board members and related amendments to the Articles of Association	POUR	● CONTRE	The non-executive directors receive variable remuneration.
	Board main features			
8a	Elections to the Supervisory Board: Prof. Dr. med. D. Michael Albrecht	POUR	POUR	
8b	Elections to the Supervisory Board: Michael Diekmann	POUR	POUR	
8c	Elections to the Supervisory Board: Wolfgang Kirsch	POUR	POUR	
8d	Elections to the Supervisory Board: Prof. Dr. med. Iris Löw-Friedrich	POUR	● CONTRE	Concerns over the director's time commitments.
8e	Elections to the Supervisory Board: Klaus-Peter Müller	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
8f	Elections to the Supervisory Board: Hauke Stars	POUR	POUR	
9a	Elections to the Joint Committee: Michael Diekmann	POUR	POUR	
9b	Elections to the Joint Committee: Hauke Stars	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Dividend Allocation	POUR	POUR	
2	Election of Directors			
2.1	Re-elect Mr. Kenji Sukeno	POUR	POUR	
2.2	Re-elect Mr. Teiichi Goto	POUR	POUR	
2.3	Re-elect Mr. Kouichi Tamai	POUR	POUR	
2.4	Re-elect Mr. Takashi Iwasaki	POUR	POUR	
2.5	Re-elect Mr. Takatoshi Ishikawa	POUR	POUR	
2.6	Re-elect Mr. Junji Okada	POUR	POUR	
2.7	Re-elect Mr. Tatsuo Kawada	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
2.8	Re-elect Mr. Kunitaro Kitamura	POUR	POUR	
2.9	Re-elect Ms. Makiko Eda	POUR	POUR	
2.10	Re-elect Mr. Takashi Shimada	POUR	POUR	
2.11	Elect Mr. Masayuki Higuchi	POUR	POUR	
3	Elect Ms. Motoko Kawasaki as a Corporate Auditor	POUR	POUR	
4	Approve new restricted and performance-based share plans for executive directors	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
5	Approve payment of special bonus to Mr. Shigetaka Komori	POUR	● CONTRE	Concerns over the special retirement bonus for the former CEO of the company.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Mary T. Barra	POUR	● CONTRE	Combined chairman and CEO.
1.2	Re-elect Mr. Wesley G. Bush	POUR	POUR	
1.3	Re-elect Ms. Linda R. Gooden	POUR	POUR	
1.4	Re-elect Mr. Joseph Jimenez	POUR	POUR	
1.5	Re-elect Ms. Jane L. Mendillo	POUR	POUR	
1.6	Re-elect Ms. Jami Miscik	POUR	POUR	
1.7	Re-elect Ms. Patricia F. Russo	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.8	Re-elect Mr. Thomas M. Schoewe	POUR	POUR	
1.9	Re-elect Ms. Carol M. Stephenson	POUR	POUR	
1.10	Elect Mr. Mark A. Tatum	POUR	POUR	
1.11	Re-elect Mr. Devin Wenig	POUR	POUR	
1.12	Elect Ms. Margaret C. Whitman	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	POUR	
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Link Greenhouse Gas Emission Targets to Executive Remuneration	CONTRE	● POUR	The proposal aims at improving the remuneration policy and increasing the management's accountability in regard to climate change.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Prof. Dr. Jacqueline K. Barton	POUR	POUR	
1.2	Elect Dr. Jefferey A. Bluestone	POUR	POUR	
1.3	Re-elect Dr. Sandra J. Horning	POUR	POUR	
1.4	Re-elect Ms. Kelly A. Kramer	POUR	POUR	
1.5	Re-elect Mr. Kevin E. Lofton	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.6	Re-elect Mr. Harish Manwani	POUR	POUR	
1.7	Re-elect Mr. Daniel O'Day	POUR	● CONTRE	Combined chairman and CEO.
1.8	Elect Mr. Javier J. Rodriguez	POUR	POUR	
1.9	Elect Mr. Anthony Welters	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	CONTRE	● POUR	The separation of functions allows an effective supervision of the management by the board.

No.	Ordre du jour	Board	Ethos	
	To receive the annual report for the year ended 30 June 2021	SANS VOTE	SANS VOTE	
1	Re-election of KPMG as the auditor of Goodman Logistics (HK) Limited	POUR	POUR	
	Elections of directors			
2	Re-elect Ms. Rebecca McGrath	POUR	POUR	
3.a	Re-elect Mr. Danny Peeters	POUR	● CONTRE	Executive director. The number of executives on the board exceeds market practice.
3.b	Re-elect Mr. Danny Peeters as board member of Goodman Logistics (HK) Limited	POUR	POUR	
4	Re-elect Mr. David Collins as board member of Goodman Logistics (HK) Limited	POUR	POUR	
5	Advisory vote on the remuneration report	POUR	● CONTRE	Excessive variable remuneration.
6	Grant of Performance Rights to Mr. Gregory Goodman (CEO)	POUR	● CONTRE	Excessive variable remuneration.
7	Grant of Performance Rights to Mr. Danny Peeters (Head Central Europe and Brazil)	POUR	● CONTRE	Excessive variable remuneration.
8	Grant of Performance Rights to Mr. Anthony Rozic (Deputy CEO and CEO North America)	POUR	● CONTRE	Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos
1	Approve the annual report and financial statements	POUR	POUR
2	Elections of directors		
2.a	Re-elect Ms. Louisa Cheang	POUR	● CONTRE Executive director. The board is not sufficiently independent.
2.b	Re-elect Ms. Margaret Wing Han Kwan	POUR	● CONTRE Executive director. The board is not sufficiently independent.
2.c	Re-elect Ms. Irene Yun Lien Lee	POUR	POUR
2.d	Re-elect Mr. Peter Tung Shun Wong	POUR	● CONTRE Non independent director (representative of an important shareholder). The board is not sufficiently independent. Concerns over the director's attendance rate, which was below 75% during the year under review.
3	Election of the auditor	POUR	POUR
4	Approve share buyback	POUR	POUR
5	Approve capital increase	POUR	POUR
6	Approve Hybrid General Meetings	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Receive the Annual Report and Approve the Annual Financial Statements	POUR	POUR	
2	Approve the Dividend	POUR	POUR	
3	Approve Discharge of Personally Liable Partner	POUR	POUR	
4	Approve Discharge of Supervisory Board	POUR	POUR	
5	Approve Discharge of Shareholders' Committee	POUR	POUR	
6	Appoint the Auditors	POUR	POUR	
7	Elections to the Shareholders' Committee: James Rowan	POUR	POUR	
8	Approve Remuneration System for the Management Board members	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
9	Amend Articles: Remuneration of the Supervisory Board and of the Shareholders' Committee	POUR	● CONTRE	Bundled item and shareholder committee members should not be entitled to personal tax and social security liabilities.
10	Approve Remuneration of the Supervisory Board members and of Shareholders' Committee members and related amendments to the Articles of Association	POUR	● CONTRE	Bundled item and shareholder committee members should not be entitled to personal tax and social security liabilities.
11	Amend Articles: Various	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Gerard J. Arpey	POUR	POUR	
1.2	Re-elect Mr. Ari Bousbib	POUR	POUR	
1.3	Re-elect Mr. Jeffery H. Boyd	POUR	POUR	
1.4	Re-elect Mr. Gregory D. Brenneman	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Mr. J. Frank Brown	POUR	POUR	
1.6	Re-elect Mr. Albert P. Carey	POUR	POUR	
1.7	Re-elect Ms. Helena B. Foulkes	POUR	POUR	
1.8	Re-elect Ms. Linda R. Gooden	POUR	POUR	
1.9	Re-elect Mr. Wayne M. Hewett	POUR	POUR	
1.10	Re-elect Mr. Manuel Kadre	POUR	POUR	
1.11	Re-elect Ms. Stephanie Linnartz	POUR	POUR	
1.12	Re-elect Mr. Craig A. Menear	POUR	● CONTRE	Combined chairman and CEO.
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Political Contributions Congruency Report	CONTRE	● POUR	Enhanced disclosure on political donations.
6	Shareholder resolution: Report on Prison Labour in the Supply Chain	CONTRE	● POUR	Enhanced disclosure on human rights.

No.	Ordre du jour	Board	Ethos
1	Amend Articles of Association: Dividend frequency, board of directors with 3-committees and other revisions	POUR	POUR
2	Election of Directors		
2.1	Re-elect Mr. Toshiaki Mikoshiba	POUR	POUR
2.2	Re-elect Mr. Toshihiro Mibe	POUR	POUR
2.3	Re-elect Mr. Seiji Kuraishi	POUR	POUR
2.4	Re-elect Mr. Kohei Takeuchi	POUR	POUR
2.5	Elect Ms. Asako Suzuki	POUR	POUR
2.6	Re-elect Mr. Masafumi Suzuki	POUR	POUR
2.7	Re-elect Mr. Kunihiko Sakai	POUR	POUR
2.8	Re-elect Mr. Fumiya Kokubu	POUR	POUR
2.9	Elect Mr. Yoichiro Ogawa	POUR	POUR
2.10	Elect Mr. Kazuhiro Higashi	POUR	POUR
2.11	Elect Ms. Ryoko Nagata	POUR	POUR

No.	Ordre du jour	Board	Ethos
1	To receive the audited consolidated financial statements of the company	POUR	●
2	Elections of directors		
2.a	Elect Mr. Nicholas Charles Allen	POUR	POUR
2.b	Elect Ms. Anna Ming Ming Cheung	POUR	POUR
2.c	Elect Mr. Zhang Yichen	POUR	● CONTRE Concerns over the director's time commitments.
3	Election of the auditor and to fix their remuneration	POUR	POUR
4	To authorise the buy back of shares in the company	POUR	POUR
5	To issue and deal with additional shares in the company	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Aida M. Alvarez	POUR	POUR	
1.2	Re-elect Mr. Shumeet Banerji	POUR	POUR	
1.3	Re-elect Mr. Robert R. Bennett	POUR	POUR	
1.4	Re-elect Mr. Charles V. Bergh	POUR	POUR	
1.5	Re-elect Ms. Stacy Brown-Philpot	POUR	POUR	
1.6	Re-elect Ms. Stephanie Burns	POUR	POUR	
1.7	Re-elect Ms. Mary Anne Citrino	POUR	POUR	
1.8	Re-elect Mr. Richard L. (Rick) Clemmer	POUR	POUR	
1.9	Re-elect Mr. Enrique Lores	POUR	POUR	
1.10	Elect Ms. Jami Miscik	POUR	POUR	
1.11	Re-elect Mr. Subra Suresh	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Thomas Buberl	POUR	● CONTRE	Concerns over the director's time commitments.
1.2	Re-elect Mr. Michael L. Eskew	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.3	Re-elect Mr. David N. Farr	POUR	POUR	
1.4	Re-elect Mr. Alex Gorsky	POUR	POUR	
1.5	Re-elect Prof. Michelle Howard	POUR	POUR	
1.6	Re-elect Mr. Arvind Krishna	POUR	● CONTRE	Combined chairman and CEO.
1.7	Re-elect Mr. Andrew N. Liveris	POUR	POUR	
1.8	Re-elect Mr. F. William McNabb III	POUR	POUR	
1.9	Re-elect Ms. Martha E. Pollack	POUR	POUR	
1.10	Re-elect Mr. Joseph R. Swedish	POUR	POUR	
1.11	Re-elect Mr. Peter R. Voser	POUR	POUR	
1.12	Re-elect Mr. Frederick H. Waddell	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	CONTRE	● POUR	The separation of functions allows an effective supervision of the management by the board.
5	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
6	Shareholder resolution: Diversity and Inclusion Report	CONTRE	● POUR	Enhanced disclosure on gender equality and ethnic diversity.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Daniel J. Brutto	POUR	POUR	
1.2	Re-elect Ms. Susan Crown	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Elect Mr. Darrell L. Ford	POUR	POUR	
1.4	Re-elect Mr. James W. Griffith	POUR	POUR	
1.5	Re-elect Mr. Jay L. Henderson	POUR	POUR	
1.6	Re-elect Mr. Richard H. Lenny	POUR	POUR	
1.7	Re-elect Mr. E. Scott Santi	POUR	● CONTRE	Combined chairman and CEO.
1.8	Re-elect Mr. David B. Smith Jr.	POUR	POUR	
1.9	Re-elect Ms. Pamela B. Strobel	POUR	POUR	
1.10	Re-elect Mr. Anré D. Williams	POUR	POUR	
2	Election of the auditor	POUR	POUR	
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Patrick P. Gelsinger	POUR	POUR	
1.2	Re-elect Mr. James J. Goetz	POUR	POUR	
1.3	Re-elect Ms. Alyssa Henry	POUR	POUR	
1.4	Re-elect Mr. Omar Ishrak	POUR	POUR	
1.5	Re-elect Prof. Risa Lavizzo-Mourey	POUR	POUR	
1.6	Re-elect Prof. Dr. Tsu-Jae King Liu	POUR	POUR	
1.7	Re-elect Mr. Gregory B. Smith	POUR	POUR	
1.8	Re-elect Mr. Dion J. Weisler	POUR	POUR	
1.9	Re-elect Mr. Frank D. Yeary	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Median Gender and Racial Pay Equity Report	CONTRE	● POUR	Enhanced disclosure on gender equality and ethnic diversity.
6	Shareholder resolution: Report Assessing whether Corporate written policies / unwritten norms reinforce racism in Company Culture	CONTRE	● POUR	The proposal would help the company to address discrimination issues.

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	POUR	POUR	
2	Binding vote on changes to Directors' Remuneration policy	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
3	Advisory vote on Directors' Remuneration report	POUR	● CONTRE	Concerns over the pension allowance which exceeds guidelines.
4	Declare a final dividend	POUR	POUR	
	Elections to the Board of Directors			
5	Elect Ms. Lynda Clarizio	POUR	POUR	
6	Elect Ms. Tamara Ingram	POUR	POUR	
7	Elect Mr. Jonathan Timmis	POUR	POUR	
8	Re-elect Mr. Andrew Martin	POUR	POUR	
9	Re-elect Mr. André Lacroix	POUR	POUR	
10	Re-elect Mr. Graham Allan	POUR	POUR	
11	Re-elect Ms. Gurnek Bains	POUR	POUR	
12	Re-elect Dame Louise Makin	POUR	POUR	
13	Re-elect Ms. Gillian Rider	POUR	POUR	
14	Re-elect Mr. Jean-Michel Valette	POUR	POUR	
15	Appoint PricewaterhouseCoopers as auditor	POUR	POUR	
16	Auditor's remuneration	POUR	POUR	
17	Directors' authority to allot shares	POUR	POUR	
18	Political donations and political expenditure	POUR	POUR	
19	Disapplication of pre-emption rights on the issue of shares for cash	POUR	POUR	
20	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	POUR	POUR	
21	Purchase of own shares	POUR	POUR	
22	Authority to call general meetings on short notice	POUR	● CONTRE	14-days is insufficient for shareholders to vote in an informed manner.
23	Amendment of new Articles of Association	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Ms. Eve Burton	POUR	POUR	
1.b	Re-elect Mr. Scott D. Cook	POUR	POUR	
1.c	Re-elect Mr. Richard L. Dalzell	POUR	POUR	
1.d	Re-elect Mr. Sasan Goodarzi	POUR	POUR	
1.e	Re-elect Ms. Deborah Liu	POUR	POUR	
1.f	Elect Ms. Tekedra Mawakana	POUR	POUR	
1.g	Re-elect Ms. Suzanne Nora Johnson	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.h	Re-elect Mr. Dennis D. Powell	POUR	POUR	
1.i	Re-elect Mr. Brad D. Smith	POUR	POUR	
1.j	Re-elect Mr. Thomas Szkutak	POUR	POUR	
1.k	Re-elect Mr. Raul Vazquez	POUR	POUR	
1.l	Re-elect Mr. Jeff Weiner	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration. Performance targets are not sufficiently challenging.
3	Re-election of Ernst & Young as the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.

No.	Ordre du jour	Board	Ethos	
1	To resolve on the 2020 financial statements	POUR	POUR	
2	To resolve on the proposal for application of results	POUR	POUR	
3	To assess the management and audit of the Company	POUR	POUR	
4	To resolve on the Corporate Bodies Remuneration Policy	POUR	● CONTRE	Some important elements of best practice are missing from the structure of the executive remuneration.

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 March 2021	POUR	POUR	
2	Advisory vote on Directors' Remuneration report	POUR	● CONTRE	Concerns over the excessive sign-on bonus granted to the new CFO.
3	Declare a final dividend	POUR	POUR	
	Elections to the Board of Directors			
4	Elect Mr. Stephen Oxley	POUR	POUR	
5	Re-elect Ms. Jane Griffiths	POUR	POUR	
6	Re-elect Ms. Xiaozhi Liu	POUR	● CONTRE	Concerns over the director's time commitments.
7	Re-elect Mr. Robert J. MacLeod	POUR	POUR	
8	Re-elect Mr. Christopher Mottershead	POUR	POUR	
9	Re-elect Mr. John O'Higgins	POUR	POUR	
10	Re-elect Mr. Patrick W. Thomas	POUR	● CONTRE	Chairman of the nomination committee. The representation of women on the board is insufficient.
11	Re-elect Mr. Douglas Webb	POUR	POUR	
12	Appoint PricewaterhouseCoopers as auditor	POUR	POUR	
13	Auditor's remuneration	POUR	POUR	
14	Political donations and political expenditure	POUR	POUR	
15	Directors' authority to allot shares	POUR	POUR	
16	Disapplication of pre-emption rights on the issue of shares for cash	POUR	POUR	
17	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	POUR	POUR	
18	Purchase of own shares	POUR	● CONTRE	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.
19	Authority to call general meetings on short notice	POUR	● CONTRE	14-days is insufficient for shareholders to vote in an informed manner.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Gary Daichendt	POUR	POUR	
1.2	Re-elect Ms. Anne DeSanto	POUR	POUR	
1.3	Re-elect Mr. Kevin DeNuccio	POUR	POUR	
1.4	Re-elect Mr. James Dolce	POUR	POUR	
1.5	Re-elect Ms. Christine M. Gorjanc	POUR	POUR	
1.6	Re-elect Ms. Janet Haugen	POUR	POUR	
1.7	Re-elect Mr. Scott Kriens	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Mr. Rahul Merchant	POUR	POUR	
1.9	Re-elect Mr. Rami Rahim	POUR	POUR	
1.10	Re-elect Mr. William R. Stensrud	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos
1	To approve the migration of the migrating shares to Euroclear Bank's Central Securities Depository	POUR	POUR
2	To amend and adopt the Articles of Association of the Company	POUR	POUR
3	To authorise the Company to take all actions to implement the migration	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	POUR	POUR	
2	Declare a final dividend	POUR	POUR	
	Elections to the Board of Directors			
3(a)	Re-elect Mr. Gene M. Murtagh	POUR	POUR	
3(b)	Re-elect Mr. Geoff Doherty	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3(c)	Re-elect Mr. Russell Shiels	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3(d)	Re-elect Mr. Gilbert McCarthy	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3(e)	Re-elect Ms. Linda Hickey	POUR	POUR	
3(f)	Re-elect Mr. Michael A. Cawley	POUR	● CONTRE	Concerns over the director's time commitments.
3(g)	Re-elect Mr. John Cronin	POUR	● CONTRE	Non independent director (business connections with the company). The board is not sufficiently independent.
3(h)	Re-elect Mr. Jost Massenberg	POUR	POUR	
3(i)	Re-elect Ms. Anne Heraty	POUR	POUR	
4	Auditor's remuneration	POUR	POUR	
5	Advisory vote on Directors' Remuneration report	POUR	POUR	
6	Non-executive directors' fees	POUR	POUR	
7	Directors' authority to allot shares	POUR	POUR	
8	Disapplication of pre-emption rights on the issue of shares for cash	POUR	POUR	
9	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	POUR	POUR	
10	Purchase of own shares	POUR	● CONTRE	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.
11	Re-issue of treasury shares	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
12	Authority to call general meetings on short notice	POUR	● CONTRE	14-days is insufficient for shareholders to vote in an informed manner.

No.	Ordre du jour	Board	Ethos	
1	Receive the Annual Report	SANS VOTE	SANS VOTE	
2	Approve the Dividend	POUR	POUR	
3	Approve Discharge of Management Board	POUR	POUR	
4	Approve Discharge of Supervisory Board	POUR	● CONTRE	Concerns over a director's attendance rate, which was below 75% for two consecutive years.
5	Appoint the Auditors	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
6	Approve Remuneration System for the Management Board members	POUR	● CONTRE	The information provided is insufficient.
7	Approve Remuneration of the Supervisory Board members	POUR	POUR	
8	Authorise Share Repurchase	POUR	POUR	
9	Amend Articles: Articles 19 (4), 20 (1) and 20 (2)	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income to the retained earnings account	POUR	POUR	
4	To approve the dividend payment	POUR	POUR	
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
	Board main features			
6	Re-election of David Simon as a Director for 3 years	POUR	POUR	
7	Re-election of John Carrafiell as a Director for 3 years	POUR	POUR	
8	Re-election of Steven Fivel as a Director for 3 years	POUR	POUR	
9	Re-election of Robert Fowlds as a Director for 3 years	POUR	POUR	
10	To approve the non-executives new remuneration policy	POUR	POUR	
11	To approve the new remuneration policy of the CEO	POUR	POUR	
12	To approve the new remuneration policy of the Management board's members	POUR	● CONTRE	Concerns over the severance payments which are considered excessive.
13	To approve the remuneration report	POUR	POUR	
14	Ex-post binding "Say on Pay" vote on the individual remuneration of the chairman of the Supervisory board	POUR	POUR	
15	Ex-post binding "Say on Pay" vote on the individual remuneration of the CEO	POUR	POUR	
16	Ex-post binding "Say on Pay" vote on the individual remuneration of CFO	POUR	POUR	
17	Ex-post binding "Say on Pay" vote on the individual remuneration of COO	POUR	POUR	
18	To approve a treasury share buy-back and disposal programme	POUR	POUR	
19	To authorise a potential reduction in the company's share capital	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
20	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
21	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
22	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
23	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
24	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
25	To authorise capital increases by transfer of reserves	POUR	POUR	
26	To limit capital increases with or without pre-emptive rights	POUR	POUR	
27	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1.	Opening of the Meeting	SANS VOTE	SANS VOTE	
2.	Calling the Meeting to order	SANS VOTE	SANS VOTE	
3.	Election of persons to scrutinize the minutes and to supervise the counting of votes	POUR	POUR	
4.	Recording the legality of the Meeting	POUR	POUR	
5.	Recording the attendance at the Meeting and adoption of the list of votes	POUR	POUR	
6.	Presentation of the annual accounts, the report of the board of directors and the auditor's report	SANS VOTE	SANS VOTE	
7.	Adoption of the financial statements	POUR	POUR	
8.	Approve allocation of income and dividend	POUR	POUR	
9.	Resolution on the discharge of the members of the board of directors and the CEO from liability	POUR	POUR	
10.	Approve remuneration report	POUR	● CONTRE	Lack of transparency and information provided is insufficient.
11.	Approve directors' fees	POUR	● CONTRE	The chairman of the board receives variable remuneration.
12.	Resolution on the number of members of the board of directors	POUR	POUR	
13.	Election of the board of directors	POUR	● CONTRE	The board is not sufficiently independent in our view and the proposed slate would not improve the level of independence.
14.	Approve auditors' fees	POUR	● CONTRE	On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.
15.	Resolution on the number of auditors	POUR	POUR	
16.	Election of auditor	POUR	POUR	
17.	Authorisation to repurchase own shares	POUR	POUR	
18.	Authorisation to issue shares	POUR	POUR	
19.	Closing of the Meeting	SANS VOTE	SANS VOTE	

No.	Ordre du jour	Board	Ethos
1.	Opening of the Meeting	SANS VOTE	SANS VOTE
2.	Report of the executive - and supervisory board of the past financial year	SANS VOTE	SANS VOTE
3.	Adoption of the financial statements	POUR	POUR
4.	Approve remuneration report	POUR	POUR
5.	Explanation of the policy on reserves and dividends	SANS VOTE	SANS VOTE
6.	Approve allocation of income	POUR	POUR
7.	Discharge of executive board	POUR	POUR
8.	Discharge of supervisory board	POUR	POUR
9.	Election of auditor	POUR	POUR
	Composition of the supervisory board		
10.	Opportunity to make recommendations for the appointment of (a) member(s) of the supervisory board	SANS VOTE	SANS VOTE
11.	Election of Edzard Overbeek	POUR	POUR
12.	Election of Gerard van de Aast	POUR	POUR
13.	Announcement concerning vacancies in the supervisory board arising in 2022	SANS VOTE	SANS VOTE
14.	Authorisation to repurchase own shares	POUR	POUR
15.	Reduce share capital via cancellation of shares	POUR	POUR
16.	Authorisation to issue shares	POUR	POUR
17.	Authorisation to restrict or exclude pre-emptive rights	POUR	POUR
18.	Any other business	SANS VOTE	SANS VOTE
19.	Closing of the Meeting	SANS VOTE	SANS VOTE

No.	Ordre du jour	Board	Ethos	
1	1)To approve the parent company's financial statements; 2)To approve specific luxury or non-deductible expenses	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	To approve the remuneration report	POUR	POUR	
5	Ex-post binding "Say on Pay" vote on Gilles Schnepf's remuneration, as chairman until the 30th of June	POUR	POUR	
6	Ex-post binding "Say on Pay" vote on Angeles Garcia-Poveda's remuneration, as chairman, since the 1st of July	POUR	POUR	
7	Ex-post binding "Say on Pay" vote on Benoît Coquart's remuneration, as CEO	POUR	POUR	
8	To approve the new Chairman remuneration policy	POUR	POUR	
9	To approve the new CEO remuneration policy	POUR	POUR	
10	To approve the non-executive new remuneration policy	POUR	POUR	
	Board main features			
11	Re-election of Annalisa Loustau Elia as a Director for 3 years	POUR	POUR	
12	Election of Jean-Marc Chery as a Director for 3 years	POUR	POUR	
13	To approve a treasury share buy-back and disposal programme	POUR	POUR	
14	To authorise a potential reduction in the company's share capital	POUR	POUR	
15	To authorise the Board to issue restricted shares for employees and executive directors	POUR	● CONTRE	Potential excessive awards.
16	Conformity of the bylaws in accordance with the new codification of the Commercial Code.	POUR	POUR	
17	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos
1	Note the audited consolidated financial statements for the financial year ended 31 March 2021	SANS VOTE	SANS VOTE
2	Note the appointment of auditor and the fixing their remuneration	SANS VOTE	SANS VOTE
3	Elections of directors		
3.1	Re-elect Mr. Nicholas Charles Allen	POUR	POUR
3.2	Re-elect Mr. Christopher John Brooke	POUR	POUR
3.3	Re-elect Ms. Poh Lee Tan	POUR	POUR
3.4	Re-elect Mr. Ian Keith Griffiths	POUR	POUR
4.1	Elect Mr. Lincoln Leong Kwok-kuen	POUR	POUR
5	Approve Share Buyback	POUR	POUR
6	Trust Deed Distribution Formula		
6.1	Amendments to the Trust Deed Distribution Formula Re: Realised Losses on the Disposal of Relevant Investments, Properties and/or Disposal of the Special Purpose Vehicle which Holds Such Properties	POUR	POUR
6.2	Amendments to the Trust Deed Distribution Formula Re: Non-Cash Losses	POUR	POUR
7	Approve Amended Investment Limit for Property Development and Related Activities and the Corresponding Property Development Trust Deed Amendments	POUR	POUR
8	Amend Trust Deed Re: Hybrid General Meeting Amendments	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements.	POUR	POUR	
2	To approve the consolidated financial statements.	POUR	POUR	
3	To approve the allocation of income and the dividend payment.	POUR	POUR	
	Board main features			
4	Election of Nicolas Hieronimus as a Director for 4 years.	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
5	Election of Alexandre Ricard as a Director for 4 years.	POUR	POUR	
6	Re-election of Françoise Bettencourt Meyers as a Director for 4 years.	POUR	POUR	
7	Re-election of Paule Bulcke as a Director for 4 years.	POUR	POUR	
8	Re-election of Virginie Morgon as a Director for 4 years.	POUR	● CONTRE	Concerns over the director's time commitments.
9	To approve the remuneration report.	POUR	● CONTRE	Some important elements of best practice are missing from the structure of the executive remuneration.
10	Ex-post binding "Say on Pay" vote on the executive individual remuneration.	POUR	POUR	
11	To approve the non-executives new remuneration policy.	POUR	POUR	
12	To approve the new remuneration policy of the Chairman-CEO until 1st of May.	POUR	POUR	
13	To approve the new remuneration policy of the CEO from the 1st of May.	POUR	POUR	
14	To approve the new remuneration policy of the Chairman from the 1st of May.	POUR	● CONTRE	Excessive total remuneration.
15	Approval of the agreement regarding the status of Mr. Nicolas Hieronimus and his employment contract.	POUR	● CONTRE	Some important elements of best practice are missing from the employment contract.
16	To approve a treasury share buy-back and disposal programme.	POUR	POUR	
17	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights.	POUR	POUR	
18	To authorise capital increases by transfer of reserves.	POUR	POUR	

No.	Ordre du jour	Board	Ethos
19	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company.	POUR	POUR
20	To authorise capital increases related to an all-employee share ownership plan.	POUR	POUR
21	To authorise capital increases related to an all-international-employee share ownership plan.	POUR	POUR
22	To amend Articles of Association on size or structure of the Board:	POUR	POUR
23	Delegation of powers for the completion of formalities.	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Richard M. McVey	POUR	● CONTRE	Combined chairman and CEO.
1.b	Re-elect Ms. Nancy A. Altobello	POUR	POUR	
1.c	Re-elect Mr. Steven L. Begleiter	POUR	POUR	
1.d	Re-elect Mr. Stephen P. Casper	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.e	Re-elect Ms. Jane Chwick	POUR	POUR	
1.f	Re-elect Mr. Christopher R. Concannon	POUR	POUR	
1.g	Re-elect Mr. William F. Cruger	POUR	POUR	
1.h	Elect Ms. Kourtney Gibson	POUR	POUR	
1.i	Re-elect Mr. Justin G. Gmelich	POUR	POUR	
1.j	Re-elect Mr. Richard G. Ketchum	POUR	POUR	
1.k	Re-elect Ms. Emily H. Portney	POUR	POUR	
1.l	Re-elect Mr. Richard L. Prager	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos	
	Election of Directors			
1.1	Re-elect Mr. Akira Marumoto	POUR	POUR	
1.2	Re-elect Mr. Kiyoshi Fujiwara	POUR	POUR	
1.3	Re-elect Mr. Kiyotaka Shobuda	POUR	POUR	
1.4	Re-elect Mr. Mitsuru Ono	POUR	POUR	
1.5	Re-elect Mr. Akira Koga	POUR	POUR	
1.6	Re-elect Mr. Masahiro Moro	POUR	POUR	
1.7	Elect Mr. Yasuhiro Aoyama	POUR	● CONTRE	Executive director and the board size is excessive.
1.8	Re-elect Mr. Kiyoshi Sato	POUR	POUR	
1.9	Re-elect Ms. Michiko Ogawa	POUR	POUR	
2	Election of directors to the audit and supervisory committee			
2.1	Re-elect Mr. Masatoshi Maruyama	POUR	POUR	
2.2	Elect Mr. Nobuhiko Watabe	POUR	● CONTRE	The director has held executive functions in the company during the last three years and sits on the Audit and Supervisory committee.
2.3	Re-elect Mr. Ichiro Sakai	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
2.4	Re-elect Mr. Akira Kitamura	POUR	POUR	
2.5	Re-elect Ms. Hiroko Shibasaki	POUR	POUR	
2.6	Elect Mr. Masato Sugimori	POUR	POUR	
3	Approve stock option plan for executive directors	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Reid G. Hoffman	POUR	POUR	
1.2	Re-elect Mr. Hugh F. Johnston	POUR	● CONTRE	Concerns over the director's time commitments.
1.3	Re-elect Ms. Teri L. List-Stoll	POUR	POUR	
1.4	Re-elect Mr. Satya Nadella	POUR	● CONTRE	Combined chairman and CEO.
1.5	Re-elect Ms. Sandra E. Peterson	POUR	POUR	
1.6	Re-elect Ms. Penny S. Pritzker	POUR	POUR	
1.7	Elect Mr. Carlos A. Rodriguez	POUR	POUR	
1.8	Re-elect Mr. Charles W. Scharf	POUR	POUR	
1.9	Re-elect Mr. John W. Stanton	POUR	POUR	
1.10	Re-elect Mr. John W. Thompson	POUR	POUR	
1.11	Re-elect Ms. Emma Walmsley	POUR	POUR	
1.12	Re-elect Ms. Padmasree Warrior	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration.
3	Approve Employee Stock Purchase Plan	POUR	POUR	
4	Re-election of Deloitte & Touche LLP as the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Report on median pay gaps across race and gender	CONTRE	● POUR	Enhanced disclosure on gender and ethnic equality.
6	Shareholder resolution: Report on effectiveness of workplace sexual harassment policies	CONTRE	● POUR	Enhanced disclosure on social issues.
7	Shareholder resolution: Prohibition on sales of facial recognition technology to all government entities	CONTRE	● POUR	The proposal aims at preventing potential human rights violations linked to the company's facial recognition technology.
8	Shareholder resolution: Report on implementation of the Fair Chance Business Pledge	CONTRE	● POUR	Enhanced disclosure on social issues.
9	Shareholder resolution: Report on how lobbying activities align with company policies	CONTRE	● POUR	Enhanced disclosure on lobbying expenses.

No.	Ordre du jour	Board	Ethos
	Election of Directors		
1.1	Re-elect Mr. Nobuhiro Endo	POUR	POUR
1.2	Re-elect Mr. Takashi Niino	POUR	POUR
1.3	Re-elect Mr. Takayuki Morita	POUR	POUR
1.4	Re-elect Mr. Norihiko Ishiguro	POUR	POUR
1.5	Re-elect Mr. Hajime Matsukura	POUR	POUR
1.6	Re-elect Mr. Motoo Nishihara	POUR	POUR
1.7	Re-elect Mr. Kaoru Seto	POUR	POUR
1.8	Re-elect Ms. Noriko Iki	POUR	POUR
1.9	Re-elect Mr. Masatoshi Ito	POUR	POUR
1.10	Re-elect Mr. Kuniharu Nakamura	POUR	POUR
1.11	Re-elect Mr. Jun Ohta	POUR	POUR
1.12	Elect Prof. Christina Ahmadjian	POUR	POUR
2	Election of Mr. Nobuhiro Odake as Corporate Auditor	POUR	POUR

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No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Alan B. Graf, Jr.	POUR	● S'ABSTENIR	Representative of an important shareholder who is sufficiently represented on the board.
1.b	Re-elect Dr. Peter B. Henry	POUR	POUR	
1.c	Re-elect Ms. Michelle A. Peluso	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration.
3	Re-election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Disclose political contributions	CONTRE	● POUR	Enhanced disclosure on political donations.
5	Shareholder resolution: Human Rights impact assessment	CONTRE	● POUR	Enhanced disclosure on human rights.
6	Shareholder resolution: Supplemental pay equity disclosure	CONTRE	● POUR	Enhanced disclosure on gender and ethnic equality.
7	Shareholder resolution: Report on diversity and inclusion efforts	CONTRE	● POUR	Enhanced disclosure on gender equality and ethnic diversity.

No.	Ordre du jour	Board	Ethos
1.	Opening of the Meeting	SANS VOTE	SANS VOTE
2.	Report of the executive - and supervisory board of the past financial year	SANS VOTE	SANS VOTE
3.	Approve remuneration report	POUR	POUR
4a.	Adoption of the financial statements	POUR	POUR
4b.	Explanation of the policy on reserves and dividends	SANS VOTE	SANS VOTE
4c.	Approve allocation of income	POUR	POUR
5a.	Discharge of executive board	POUR	POUR
5b.	Discharge of supervisory board	POUR	POUR
6.	Composition of the supervisory board		
6a.	Election of Cecilia Reyes	POUR	POUR
6b.	Election of Rob Lelieveld	POUR	POUR
6c.	Election of Inga Beale	POUR	POUR
7.	Proposal to approve an increase of the variable remuneration caps in special circumstances	POUR	POUR
8a (i).	Authorisation to issue shares without pre-emptive rights	POUR	POUR
8a (ii).	Authorisation to restrict or exclude pre-emptive rights	POUR	POUR
8b.	Authorisation to issue shares with pre-emptive rights	POUR	POUR
9.	Authorisation to repurchase own shares	POUR	POUR
10.	Reduce share capital via cancellation of shares	POUR	POUR
11.	Any other business and closing	SANS VOTE	SANS VOTE

No.	Ordre du jour	Board	Ethos	
1.	Report on the Company's activities	SANS VOTE	SANS VOTE	
2.	Adoption of the financial statements	POUR	POUR	
3.	Approve allocation of income and dividend	POUR	POUR	
4.	Approve remuneration report	POUR	● CONTRE	Performance targets are not sufficiently challenging. We do not consider the performance period for the long-term incentive plan to be long enough.
5.1.	Approve directors' fees for the past FY 2020	POUR	POUR	
5.2.	Approve directors' fees for the upcoming FY 2021	POUR	POUR	
6.	Composition of the board of directors			
6.1.	Election of Helge Lund	POUR	POUR	
6.2.	Election of Jeppe Christiansen	POUR	POUR	
6.3 (a)	Election of Laurence Debroux	POUR	● ABSTENTION	Concerns over the director's time commitments. Oppose is not allowed by company.
6.3 (b)	Election of Andreas Fibig	POUR	POUR	
6.3 (c)	Election of Sylvie Grégoire	POUR	POUR	
6.3 (d)	Election of Kasim Kutay	POUR	POUR	
6.3 (e)	Election of Martin MacKay	POUR	POUR	
6.3 (f)	Election of Henrik Poulsen	POUR	POUR	
7.	Election of auditor	POUR	POUR	
8.1.	Reduce share capital via cancellation of shares	POUR	POUR	
8.2.	Authorisation to repurchase own shares	POUR	POUR	
8.3 (a)	Amend Articles: Delete authorisation to increase share capital	POUR	POUR	
8.3 (b)	Authorisation to issue shares	POUR	POUR	
8.4.	Indemnification			
8.4 (a)	Indemnification: board of directors	POUR	POUR	
8.4 (b)	Indemnification: executive management	POUR	POUR	
8.5.	Approve executive remuneration policy	POUR	POUR	
8.6 (a)	Allow shareholder meetings to be held by electronic means only	POUR	POUR	

No.	Ordre du jour	Board	Ethos
8.6 (b)	Approve language of the documentation of the general meetings	POUR	POUR
8.6 (c)	Amendment article concerning voting rights	POUR	POUR
8.7.	Shareholder proposal: To request the board of directors to make a plan for how to change the ownership to be without private shareholders	CONTRE	CONTRE
9.	Any other business	SANS VOTE	SANS VOTE

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Robert K. Burgess	POUR	POUR
1.b	Re-elect Mr. Tench Coxe	POUR	● S'ABSTENIR The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.c	Elect Mr. John O. Dabiri	POUR	POUR
1.d	Re-elect Prof. Dr. Persis S. Drell	POUR	POUR
1.e	Re-elect Mr. Jen-Hsun Huang	POUR	POUR
1.f	Re-elect Ms. Dawn Hudson	POUR	POUR
1.g	Re-elect Mr. Harvey C. Jones	POUR	● S'ABSTENIR The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.h	Re-elect Mr. Michael G. McCaffery	POUR	POUR
1.i	Re-elect Mr. Stephen C. Neal	POUR	POUR
1.j	Re-elect Mr. Mark L. Perry	POUR	POUR
1.k	Re-elect Mr. A. Brooke Seawell	POUR	● S'ABSTENIR The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.l	Elect Ms. Aarti Shah	POUR	POUR
1.m	Re-elect Mr. Mark A. Stevens	POUR	● S'ABSTENIR The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Advisory vote on executive remuneration	POUR	● CONTRE Excessive variable remuneration.
3	Election of the auditor	POUR	POUR
4	Authorisation to increase the number of shares of the company's common stock	POUR	● CONTRE Excessive potential capital increase without pre-emptive rights. Additional potential dilution which is not in shareholders' interests.

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 29 November 2020	POUR	POUR	
2	Advisory vote on Directors' Remuneration report	POUR	● CONTRE	Excessive total remuneration.
Elections to the Board of Directors				
3	Re-elect Mr. Timothy Steiner	POUR	POUR	
4	Re-elect Mr. Neill Abrams	POUR	● CONTRE	Executive director. The number of executives on the board exceeds market practice.
5	Re-elect Mr. Mark Richardson	POUR	POUR	
6	Re-elect Mr. Luke Jensen	POUR	● CONTRE	Executive director. The number of executives on the board exceeds market practice.
7	Re-elect Mr. Jörn Rausing	POUR	POUR	
8	Re-elect Mr. Andrew Harrison	POUR	● CONTRE	Chairman of the remuneration committee. We have serious concerns over remuneration.
9	Re-elect Ms. Emma Lloyd	POUR	POUR	
10	Re-elect Ms. Julie Southern	POUR	● CONTRE	Concerns over the director's time commitments.
11	Re-elect Mr. John Martin	POUR	POUR	
12	Re-elect Mr. Michael Sherman	POUR	POUR	
13	Elect Mr. Richard Haythornthwaite	POUR	POUR	
14	Elect Mr. Stephen Daintith	POUR	POUR	
15	Re-appoint the auditor	POUR	POUR	
16	Auditor's remuneration	POUR	POUR	
17	Political donations and political expenditure	POUR	● CONTRE	Authorisation to make political donations exceeds our guidelines.
18	Amendment to the Ocado Employee Share Purchase Plan	POUR	POUR	
19	Directors' authority to allot shares	POUR	POUR	
20	Directors' authority to allot shares in connection with a rights issue only	POUR	POUR	
21	Disapplication of pre-emption rights on the issue of shares for cash	POUR	POUR	
22	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
23	Purchase of own shares	POUR	● CONTRE	The amount of the repurchase is excessive given the financial situation and perspectives of the company.
24	Authority to call general meetings on short notice	POUR	● CONTRE	14-days is insufficient for shareholders to vote in an informed manner.

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Kapila K. Anand	POUR	POUR
1.2	Re-elect Mr. Craig R. Callen	POUR	POUR
1.3	Re-elect Ms. Barbara Hill	POUR	POUR
1.4	Re-elect Mr. Kevin J. Jacobs	POUR	POUR
1.5	Re-elect Mr. Edward Lowenthal	POUR	<p>● S'ABSTENIR The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.6	Re-elect Mr. C. Taylor Pickett	POUR	POUR
1.7	Re-elect Mr. Stephen D. Plavin	POUR	<p>● S'ABSTENIR The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.8	Re-elect Mr. Burke W. Whitman	POUR	POUR
2	Election of the auditor	POUR	<p>● CONTRE The auditor's long tenure raises independence concerns.</p> <p>On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.</p>
3	Advisory vote on executive remuneration	POUR	<p>● CONTRE Excessive variable remuneration.</p>

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. John D. Wren	POUR	● CONTRE	Combined chairman and CEO.
1.2	Re-elect Ms. Mary Claire Choksi	POUR	POUR	
1.3	Re-elect Mr. Leonard S. Coleman	POUR	● CONTRE	Non independent lead director, which is not best practice. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.4	Re-elect Ms. Susan S. Denison	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Mr. Ronnie S. Hawkins	POUR	POUR	
1.6	Re-elect Ms. Deborah J. Kissire	POUR	POUR	
1.7	Re-elect Ms. Gracia C. Martore	POUR	POUR	
1.8	Re-elect Ms. Linda Johnson Rice	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.9	Re-elect Ms. Valerie M. Williams	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	POUR	
4	To approve the adoption of the Omnibus Incentive Plan	POUR	● CONTRE	The non-executive directors receive variable remuneration.
5	Shareholder resolution: Disclose political contributions	CONTRE	● POUR	Enhanced disclosure on political donations.

No.	Ordre du jour	Board	Ethos
1	Receive the Annual Report	SANS VOTE	SANS VOTE
2	Approve the Dividend	POUR	POUR
3a	Approve Discharge of Management Board member Rainer Seele (CEO)	POUR	POUR
3b	Approve Discharge of Management Board member Johann Pleininger	POUR	POUR
3c	Approve Discharge of the remaining Management Board members	POUR	POUR
4a	Approve Discharge of Supervisory Board member Alyazia Ali Al Kuwaiti (Vice Chairwoman)	POUR	POUR
4b	Approve Discharge of Supervisory Board member Mansour Mohamed Al Mulla	POUR	POUR
4c	Approve Discharge of Supervisory Board member Karl Rose	POUR	POUR
4d	Approve Discharge of Supervisory Board member Gertrude Tumpel-Gugerell	POUR	POUR
4e	Approve Discharge of Supervisory Board member Thomas Schmid (Vice Chairman)	POUR	POUR
4f	Approve Discharge of Supervisory Board member Stefan Doboczky	POUR	POUR
4g	Approve Discharge of Supervisory Board member Elisabeth Stadler	POUR	POUR
4h	Approve Discharge of Supervisory Board member Christoph Swarovski	POUR	POUR
4i	Approve Discharge of Supervisory Board member Cathrine Trattner	POUR	POUR
4j	Approve Discharge of Supervisory Board member Wolfgang C. Berndt (Chairman until 29 September 2020)	POUR	POUR
4k	Approve Discharge of Supervisory Board member Mark Garrett (Chairman since 29 September 2020)	POUR	POUR
4l	Approve Discharge of Supervisory Board member Christine Asperger (until 1 October 2020)	POUR	POUR
4m	Approve Discharge of Supervisory Board member Herbert Lindner	POUR	POUR
4n	Approve Discharge of Supervisory Board member Alfred Redlich (until 2 December 2020)	POUR	POUR
4o	Approve Discharge of Supervisory Board member Angela Schorna	POUR	POUR

No.	Ordre du jour	Board	Ethos	
4p	Approve Discharge of Supervisory Board member Gerhard Singer	POUR	POUR	
5	Approve non-executive director fees	POUR	POUR	
6	Appoint the Auditors	POUR	POUR	
7	Approve Remuneration Report	POUR	● CONTRE	Excessive variable remuneration.
8a	Approve Long-Term Incentive Plan 2021	POUR	● CONTRE	Potential excessive awards.
8b	Approve Equity Deferral 2021	POUR	● CONTRE	Potential excessive awards.
Board main features				
9	Elections to the Supervisory Board: Saeed Al Mazrouei	POUR	● CONTRE	Non independent director (representative of an important shareholder). The board is not sufficiently independent.
10	Authorisation to utilise the Company's treasury stock or dispose of it for the purpose of share transfer programmes	POUR	POUR	

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Jeffrey S. Berg	POUR	● S'ABSTENIR The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.2	Re-elect Dr. Michael J. Boskin	POUR	● S'ABSTENIR The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Re-elect Ms. Safra A. Catz	POUR	● S'ABSTENIR Executive director. The board is not sufficiently independent.
1.4	Re-elect Mr. Bruce R. Chizen	POUR	● S'ABSTENIR Chairman of the nomination committee. The composition of the board is unsatisfactory.
1.5	Re-elect Mr. George H. Conrades	POUR	● S'ABSTENIR The director is over 75 years old, which exceeds guidelines.
1.6	Re-elect Mr. Lawrence J. Ellison	POUR	● S'ABSTENIR Chairman of the board and the composition of the board is very unsatisfactory.
1.7	Re-elect Ms. Rona A. Fairhead	POUR	POUR
1.8	Re-elect Mr. Jeffrey O. Henley	POUR	● S'ABSTENIR Executive director. The board is not sufficiently independent. The director is over 75 years old, which exceeds guidelines.
1.9	Re-elect Ms. Renée J. James	POUR	● S'ABSTENIR Non independent director (business connections with the company). The board is not sufficiently independent.
1.10	Re-elect Mr. Charles W. Moorman IV	POUR	POUR
1.11	Re-elect Mr. Leon E. Panetta	POUR	● S'ABSTENIR The director is over 75 years old, which exceeds guidelines.
1.12	Re-elect Mr. William G. Parrett	POUR	● S'ABSTENIR The director is over 75 years old, which exceeds guidelines.

No.	Ordre du jour	Board	Ethos	
1.13	Re-elect Ms. Naomi O. Seligman	POUR	● S'ABSTENIR	The director is over 75 years old, which exceeds guidelines.
1.14	Re-elect Dr. Vishal Sikka	POUR	● S'ABSTENIR	Non independent director (consultancy agreement). The board is not sufficiently independent.
2	Advisory vote on executive remuneration	POUR	● CONTRE	The remuneration committee amended the long-term plan during the performance period, which is not best practice. Excessive total remuneration.
3	Amendment to the 2020 Equity Incentive Plan	POUR	● CONTRE	Potential excessive awards.
4	Re-election of the auditor	POUR	POUR	
5	Shareholder resolution: Racial equity audit	CONTRE	● POUR	The proposal encourages the company to address racial diversity and inclusion.
6	Shareholder resolution: Independent board chairman	CONTRE	● POUR	The proposal aims at improving the overall board independence.
7	Shareholder resolution: Political spending	CONTRE	CONTRE	

No.	Ordre du jour	Board	Ethos	
1	Dividend Allocation	POUR	● CONTRE	The proposed dividend is inconsistent with the company's financial situation.
2	Approve the Change in the Directors' Term of Office	POUR	POUR	
	Election of Directors			
3.1	Re-elect Mr. Toshio Kagami	POUR	● CONTRE	Combined chairman and CEO.
3.2	Re-elect Mr. Yumiko Takano	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3.3	Re-elect Mr. Yuichi Katayama	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3.4	Re-elect Mr. Akiyoshi Yokota	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3.5	Re-elect Mr. Wataru Takahashi	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3.6	Re-elect Mr. Yuichi Kaneki	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3.7	Re-elect Ms. Rika Kanbara	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3.8	Re-elect Mr. Tsutomu Hanada	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
3.9	Re-elect Mr. Yuzaburo Mogi	POUR	● CONTRE	The director is 86 years old, which exceeds guidelines.
3.10	Elect Mr. Kenji Yoshida	POUR	● CONTRE	Executive director. The board is not sufficiently independent.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. John M. Donovan	POUR	POUR	
1.b	Re-elect Sir John Key	POUR	POUR	
1.c	Re-elect Ms. Mary P. McCarthy	POUR	POUR	
1.d	Re-elect Mr. Nir Zuk	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
2	Re-election of Ernst & Young LLP as the auditor	POUR	POUR	
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration. Excessive variable remuneration.
4	To approve the adoption of the 2021 Equity Incentive Plan	POUR	● CONTRE	Potential excessive awards.

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	POUR	POUR	
2	Advisory vote on Directors' Remuneration report	POUR	POUR	
	Elections to the Board of Directors			
3	Re-elect Mr. Roger Devlin	POUR	POUR	
4	Elect Mr. Dean Finch	POUR	POUR	
5	Re-elect Mr. Michael Killoran	POUR	POUR	
6	Re-elect Mr. Nigel G. Mills	POUR	● CONTRE	Non independent lead director, which is not best practice.
7	Re-elect Ms. Rachel Kentleton	POUR	POUR	
8	Re-elect Mr. Simon Litherland	POUR	POUR	
9	Re-elect Ms. Joanna Place	POUR	POUR	
10	Elect Ms. Annemarie Durbin	POUR	POUR	
11	Elect Mr. Andrew Wyllie	POUR	POUR	
12	Re-elect Ernst & Young as auditor	POUR	POUR	
13	Auditor's remuneration	POUR	POUR	
14	Directors' authority to allot shares	POUR	POUR	
15	Disapplication of pre-emption rights on the issue of shares for cash	POUR	POUR	
16	Purchase of own shares	POUR	● CONTRE	Contrary to best practice, the dividend is not put to the vote.
17	Amendments to the Articles of Association	POUR	POUR	
18	Authority to call general meetings on short notice	POUR	● CONTRE	14-days is insufficient for shareholders to vote in an informed manner.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Ronald E. Blaylock	POUR	POUR	
1.2	Re-elect Dr. Albert Bourla	POUR	● CONTRE	Combined chairman and CEO.
1.3	Re-elect Dr. Susan D. Desmond-Hellmann	POUR	POUR	
1.4	Re-elect Mr. Joseph J. Echevarria	POUR	POUR	
1.5	Re-elect Mr. Scott Gottlieb	POUR	POUR	
1.6	Re-elect Prof. Dr. Helen H. Hobbs	POUR	POUR	
1.7	Re-elect Dr. Susan Hockfield	POUR	POUR	
1.8	Re-elect Prof. Dan R. Littman	POUR	POUR	
1.9	Re-elect Mr. Shantanu Narayen	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.10	Re-elect Ms. Suzanne Nora Johnson	POUR	POUR	
1.11	Re-elect Mr. James Quincey	POUR	POUR	
1.12	Re-elect Mr. James C. Smith	POUR	POUR	
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	CONTRE	● POUR	An independent chairman can ensure independent oversight of management.
5	Shareholder resolution: Disclose political contributions	CONTRE	● POUR	Enhanced disclosure on political donations.
6	Shareholder resolution: Report on Access to COVID-19 Products	CONTRE	● POUR	The proposal aims at improving the company's responsible business practices especially with regard to ensuring a safe and affordable COVID-19 vaccine.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Steven A. Davis	POUR	POUR	
1.2	Re-elect Mr. Michael W. Lamach	POUR	POUR	
1.3	Elect Mr. Michael T. Nally	POUR	POUR	
1.4	Elect Mr. Guillermo Novo	POUR	POUR	
1.5	Re-elect Prof. Dr. Martin H. Richenhagen	POUR	POUR	
1.6	Re-elect Ms. Cathy R. Smith	POUR	● CONTRE	Concerns over the director's time commitments.
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Declassify the Board of Directors	POUR	POUR	
4	Amend the supermajority voting requirements	POUR	POUR	
5	Election of the auditor	POUR	POUR	
6	Shareholder resolution: Independent chairman	CONTRE	● POUR	The separation of functions allows an effective supervision of the management by the board.

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	To approve the dividend reinvestment plan (option for scrip dividend)	POUR	POUR	
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
Board main features				
6	Re-election of Maurice Lévy as a member of the Supervisory Board for 4 years	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
7	Re-election of Simon Badinter as a member of the Supervisory Board for 4 years	POUR	POUR	
8	Re-election of Jean Charest as a member of the Supervisory Board for 4 years	POUR	POUR	
9	To approve the new remuneration policy of the Supervisory Board's Chairman	POUR	POUR	
10	To approve the new remuneration policy of the Supervisory Board's members	POUR	POUR	
11	To approve the new remuneration policy of the Management Board's Chairman and CEO	POUR	● CONTRE	Potential excessive awards.
12	To approve the new remuneration policy of the Management Board's member, Michel-Alain Proch	POUR	POUR	
13	To approve the new remuneration policy of the Management Board's members	POUR	POUR	
14	To approve the remuneration report	POUR	POUR	
15	Ex-post binding "Say on Pay" vote on the remuneration of Maurice Lévy, Supervisory Board's Chairman	POUR	● CONTRE	Excessive total remuneration.
16	Ex-post binding "Say on Pay" vote on the individual remuneration of Arthur Sadoun, Management Board's Chairman and CEO	POUR	● CONTRE	Performance targets are not sufficiently challenging.

No.	Ordre du jour	Board	Ethos	
17	Ex-post binding "Say on Pay" vote on the executive emuneration of Jean-Michel Etienne, Management Board's member	POUR	POUR	
18	Ex-post binding "Say on Pay" vote on the individual remuneration of Anne-Gabrielle Heilbronner, Management Board's member	POUR	POUR	
19	Ex-post binding "Say on Pay" vote on the individual remuneration of Steve King, Management Board's member	POUR	● CONTRE	The pay-for-performance connection is not demonstrated.
20	To approve a treasury share buy-back and disposal programme	POUR	POUR	
21	To authorise a potential reduction in the company's share capital	POUR	POUR	
22	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	● CONTRE	Excessive potential dilution which is not in the shareholders' interests.
23	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
24	To authorise capital increases related to an all-foreign employee share ownership plan	POUR	POUR	
25	To change Articles provisions in line with legal requirements or compliment in line with previous resolutions	POUR	POUR	
26	Delegation of powers for the completion of formalities	POUR	POUR	

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No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Vicky B. Gregg	POUR	POUR	
1.2	Re-elect Mr. Wright L. Lassiter III	POUR	POUR	
1.3	Re-elect Mr. Timothy L. Main	POUR	POUR	
1.4	Re-elect Ms. Denise M. Morrison	POUR	POUR	
1.5	Re-elect Mr. Gary M. Pfeiffer	POUR	POUR	
1.6	Re-elect Mr. Timothy M. Ring	POUR	POUR	
1.7	Re-elect Mr. Steve Rusckowski	POUR	● CONTRE	Combined chairman and CEO.
1.8	Re-elect Dr. Helen I. Torley	POUR	POUR	
1.9	Re-elect Dr. Gail R. Wilensky	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Ordre du jour	Board	Ethos	
1.	Opening of the Meeting	SANS VOTE	SANS VOTE	
2a.	Report of the executive - and supervisory board of the past financial year	SANS VOTE	SANS VOTE	
2b.	Approve remuneration report	POUR	POUR	
2c.	Adoption of the financial statements	POUR	POUR	
2d.	Explanation of the policy on reserves and dividends	SANS VOTE	SANS VOTE	
2e.	Approve allocation of income	POUR	● CONTRE	The proposed dividend is inconsistent with the company's financial situation.
2f.	Approve allocation of income	POUR	POUR	
3a.	Discharge of executive board	POUR	POUR	
3b.	Discharge of supervisory board	POUR	POUR	
4.	Approve executive remuneration policy	POUR	POUR	
	Composition of the supervisory board			
5.	Election of Sander van 't Noordende	POUR	POUR	
6a.	Authorisation to issue shares	POUR	POUR	
6b.	Authorisation to repurchase own shares	POUR	POUR	
6c.	Reduce share capital via cancellation of shares	POUR	POUR	
7.	Election of auditor	POUR	POUR	
8.	Any other business	SANS VOTE	SANS VOTE	
9.	Closing of the Meeting	SANS VOTE	SANS VOTE	

No.	Ordre du jour	Board	Ethos
1.	Opening of the Meeting	SANS VOTE	SANS VOTE
2.	Election of Sander van 't Noordende to the executive board	POUR	POUR
3.	Any other business	SANS VOTE	SANS VOTE
4.	Closing of the Meeting	SANS VOTE	SANS VOTE

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	POUR	POUR	
2	Advisory vote on Directors' Remuneration report	POUR	● CONTRE	Excessive total remuneration. The remuneration of the non-executive chairman largely exceeds that of the other non-executive board members without adequate justification.
3	Declare a final dividend	POUR	POUR	
4	Re-elect Ernst & Young as auditor	POUR	POUR	
5	Auditor's remuneration	POUR	POUR	
Elections to the Board of Directors				
6	Elect Mr. Paul Walker	POUR	POUR	
7	Elect Ms. June Felix	POUR	POUR	
8	Re-elect Mr. Erik Engstrom	POUR	POUR	
9	Re-elect Dr. Wolfhart Hauser	POUR	POUR	
10	Re-elect Ms. Charlotte Hogg	POUR	POUR	
11	Re-elect Ms. Marike van Lier Lels	POUR	POUR	
12	Re-elect Mr. Nick Luff	POUR	POUR	
13	Re-elect Mr. Robert J. MacLeod	POUR	POUR	
14	Re-elect Ms. Linda S. Sanford	POUR	● CONTRE	Non-independent director sitting on the remuneration committee, which is not best practice.
15	Re-elect Mr. Andrew Sukawaty	POUR	POUR	
16	Re-elect Ms. Suzanne Wood	POUR	● CONTRE	Concerns over the director's time commitments.
17	Directors' authority to allot shares	POUR	POUR	
18	Disapplication of pre-emption rights on the issue of shares for cash	POUR	POUR	
19	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	POUR	POUR	
20	Purchase of own shares	POUR	● CONTRE	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.
21	Authority to call general meetings on short notice	POUR	● CONTRE	14-days is insufficient for shareholders to vote in an informed manner.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Ms. Karen Drexler	POUR	POUR	
1.b	Re-elect Mr. Michael Farrell	POUR	POUR	
1.c	Re-elect Mr. Peter Farrell	POUR	● CONTRE	<p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.d	Re-elect Ms. Harjit Gill	POUR	POUR	
1.e	Re-elect Mr. Ronald R. Taylor	POUR	POUR	
1.f	Elect Mr. John Hernandez	POUR	● CONTRE	Concerns over the director's time commitments.
1.g	Elect Mr. Desney Tan	POUR	POUR	
2	Re-election of KPMG as the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos
1	Dividend Allocation	POUR	POUR
2	Election of Directors		
2.1	Re-elect Mr. Yoshinori Yamashita	POUR	● CONTRE Executive director sitting on the remuneration committee, which is not best practice.
2.2	Re-elect Mr. Nobuo Inaba	POUR	POUR
2.3	Re-elect Mr. Hidetaka Matsuishi	POUR	POUR
2.4	Re-elect Mr. Seiji Sakata	POUR	POUR
2.5	Elect Mr. Akira Oyama	POUR	POUR
2.6	Re-elect Mr. Masami Iijima	POUR	POUR
2.7	Re-elect Prof. Mutsuko Hatano	POUR	POUR
2.8	Re-elect Mr. Kazuhiro Mori	POUR	● CONTRE The director is over 75 years old, which exceeds guidelines.
2.9	Re-elect Mr. Keisuke Yokoo	POUR	POUR
2.10	Elect Mr. Sadafumi Tani	POUR	POUR
3	Elect 2 Corporate Auditors		
3.1	Elect Mr. Shinji Sato as a Corporate Auditor	POUR	POUR
3.2	Re-elect Mr. Yo Ota as a Corporate Auditor	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. oec. Julia L. Coronado	POUR	POUR	
1.2	Re-elect Mr. Dirk A. Kempthorne	POUR	POUR	
1.3	Re-elect Mr. Harold M. Messmer	POUR	● CONTRE	<p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.4	Re-elect Mr. Marc H. Morial	POUR	POUR	
1.5	Re-elect Ms. Barbara J. Novogradac	POUR	● CONTRE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.6	Re-elect Mr. Rob J. Pace	POUR	POUR	
1.7	Re-elect Mr. Frederick A. Richman	POUR	● CONTRE	<p>Non independent lead director, which is not best practice.</p> <p>The director is over 75 years old, which exceeds guidelines.</p>
1.8	Re-elect Mr. M. Keith Waddell	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Marco Alverà	POUR	POUR	
1.2	Re-elect Mr. William J. Amelio	POUR	POUR	
1.3	Re-elect Mr. William D. Green	POUR	POUR	
1.4	Re-elect Ms. Stephanie C. Hill	POUR	POUR	
1.5	Re-elect Ms. Rebecca Jacoby	POUR	POUR	
1.6	Re-elect Ms. Monique F. Leroux	POUR	POUR	
1.7	Elect Mr. Ian Paul Livingston	POUR	POUR	
1.8	Re-elect Ms. Maria R. Morris	POUR	POUR	
1.9	Re-elect Mr. Douglas L. Peterson	POUR	POUR	
1.10	Re-elect Mr. Edward B. Rust Jr.	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.11	Re-elect Mr. Kurt L. Schmoke	POUR	POUR	
1.12	Re-elect Mr. Richard E. Thornburgh	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Advisory Vote on the GHG Emissions Reduction Plan	POUR	● CONTRE	The company has not set CO2e emission reduction targets consistent with limiting the global temperature increase to 1.5°.
5	Shareholder resolution: Transition to Public Benefit Corporation	CONTRE	● POUR	The proposal aims at promoting the company's environmental and social responsibility.

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
	Board main features			
4	To ratify the co-optation of Gilles Schnepf as a Director for 1 year	POUR	POUR	
5	Re-election of Fabienne Lecorvaisier as a Director for 4 years	POUR	● CONTRE	Concerns over the director's time commitments.
6	Re-election of Melanie Lee as a Director for 4 years	POUR	POUR	
7	Election of Barbara Lavernos as a Director for 4 years	POUR	POUR	
8	To approve the remuneration report	POUR	POUR	
9	Ex-post binding "Say on Pay" vote on the individual remuneration of the Chairman of the Board	POUR	● CONTRE	Excessive fixed remuneration.
10	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Paul Hudson	POUR	● CONTRE	Excessive variable remuneration.
11	To approve the new non-executives remuneration policy	POUR	POUR	
12	To approve the new remuneration policy of the Chairman of the Board	POUR	● CONTRE	Excessive fixed remuneration.
13	To approve the new remuneration policy of the CEO	POUR	POUR	
14	To approve a treasury share buy-back and disposal programme	POUR	POUR	
15	To authorise a potential reduction in the company's share capital	POUR	POUR	
16	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
17	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
18	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
19	Autorisation to issue debt instruments	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
20	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
21	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
22	To authorise capital increases by transfer of reserves	POUR	POUR	
23	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
24	To authorise the Board to issue performance shares for employees and/or executive directors	POUR	● CONTRE	Potential excessive awards.
25	Amendment of Article 13 of the Statutes to allow the Board of Directors to take decisions by written consultation	POUR	POUR	
26	Amendment of Article 14 and Article 17 of the Articles of Association to bring their content in line with the PACTE Act.	POUR	POUR	
27	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
5	To approve the remuneration report	POUR	POUR	
6	Ex-post binding "Say on Pay" vote on Jean-Pascal Tricoire's remuneration, as CEO	POUR	● CONTRE	Excessive total remuneration.
7	To approve the CEO's new remuneration policy for FY2021	POUR	● CONTRE	The pay-for-performance connection is not demonstrated with vesing below median performance.
8	To approve the non-executives new remuneration policy Board main features	POUR	● CONTRE	The proposed remuneration for the board of directors is considered excessive.
9	Re-election of Jean-Pascal Tricoire as a Director for for 4 years	POUR	● CONTRE	Combined chairman and CEO.
10	Election of Anna Ohlsson-Leijon as a Director for 4 years	POUR	● CONTRE	Concerns over the director's time commitments.
11	Competitive election of a Director: Thierry Jacquet for 4 years (not supported by the Board)	CONTRE	● POUR	The proposed representative of the employee shareholders should be supported.
12	Competitive election of a Director : Zennia Csikos for 4 years (not supported by the Board)	CONTRE	CONTRE	
13	Competitive election of a Director : Xiaoyun Ma for 4 years (supported by the Board)	POUR	● CONTRE	The representative of the employee shareholders under ITEM 11 is supported.
14	Competitive election of a Director : Malene Kvist Kristensen for 4 years (not supported by the Board)	CONTRE	CONTRE	
15	To approve a treasury share buy-back and disposal programme	POUR	POUR	
16	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
17	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.

No.	Ordre du jour	Board	Ethos	
18	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
19	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
20	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
21	To authorise capital increases by transfer of reserves	POUR	POUR	
22	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
23	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
24	To authorise a potential reduction in the company's share capital	POUR	POUR	
25	Amendment of Article 13 of the Articles of Association to rectify a material error	POUR	POUR	
26	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the allocation of income and the dividend payment	POUR	POUR	
3	To approve the consolidated financial statements	POUR	POUR	
4	To approve the remuneration report	POUR	POUR	
5	Ex-post binding "Say on Pay" vote on the 2020 remuneration of Denis Kessler, Chairman and CEO	POUR	● CONTRE	Excessive total remuneration.
6	To approve the non-executive new remuneration policy	POUR	POUR	
7	To approve Directors' fees	POUR	POUR	
8	To approve the 2021 remuneration policy of the Chairman and CEO	POUR	● CONTRE	Excessive total remuneration.
Board main features				
9	Re-election of Denis Kessler as a Director for 3 years	POUR	POUR	
10	Re-election of Claude Tendil as a Director for 3 years	POUR	● CONTRE	Member of the nomination and remuneration committee. We have serious concerns over the lack of transparency on the succession policy and remuneration of the CEO.
11	Re-election of Bruno Pfister as a Director for 3 years	POUR	● CONTRE	Member of the nomination and remuneration committee. We have serious concerns over the lack of transparency on the succession policy and remuneration of the CEO.
12	Election of Patricia Lacoste as a Director for 3 years	POUR	POUR	
13	Election of Laurent Rousseau as a Director for 3 years	POUR	POUR	
14	To ratify the co-optation of Adrien Couret as a Director for 2 years	POUR	POUR	
15	To approve a treasury share buy-back and disposal programme	POUR	POUR	
16	To authorise capital increases by transfer of reserves	POUR	POUR	
17	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
18	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
19	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.

No.	Ordre du jour	Board	Ethos	
20	To approve issues of shares or other capital related securities as a payment for any public exchange offer	POUR	POUR	
21	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
22	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
23	To issue warrants without preemption rights ("Warrants Contingent 2021")	POUR	POUR	
24	To issue warrants without preemption rights ("Warrants AOF 2021")	POUR	POUR	
25	To authorise a potential reduction in the company's share capital	POUR	POUR	
26	To authorise allocation of options (new or existing shares)	POUR	POUR	
27	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	● CONTRE	Potential excessive awards.
28	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
29	To limit capital increases with or without pre-emptive rights	POUR	POUR	
30	Harmonization of the Articles of Association with recent legislative changes and deletion of obsolete provisions.	POUR	POUR	
31	To amend article 16 of the Articles of Association regarding the General Management of the Company	POUR	POUR	
32	Amendments to the Articles of Association concerning the term of office of directors.	POUR	POUR	
33	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Receive the Annual Report	SANS VOTE	SANS VOTE	
2	Approve the Dividend	POUR	POUR	
3	Approve Discharge of Management Board	POUR	POUR	
4	Approve Discharge of Supervisory Board	POUR	POUR	
5	Appoint the Auditors	POUR	POUR	
6	Approve Remuneration System for the Management Board members	POUR	● CONTRE	<p>The information provided on the performance targets is insufficient.</p> <p>Excessive variable remuneration.</p>
7	Approve Remuneration of the Supervisory Board members	POUR	POUR	
8	Approve the Conversion of the Company's legal form into a European Company (Societas Europaea, SE)	POUR	POUR	
9	Authorise Share Repurchase (also by use of Equity Derivatives)	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Approve Scheme of Arrangement	POUR	POUR	
2	Amend Constitution	POUR	POUR	
3	Approve Creation of Distributable Reserves	POUR	POUR	
4	To approve the adjournment proposal	POUR	● CONTRE	We consider that when a quorum is achieved, the vote outcome should be considered representative of the shareholder opinion regardless of the result.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Mark W. Adams	POUR	● CONTRE	Concerns over the director's time commitments.
1.b	Elect Mr. Shankar Arumugavelu	POUR	POUR	
1.c	Elect Mr. Pratik Bhatt	POUR	POUR	
1.d	Re-elect Ms. Judy Bruner	POUR	POUR	
1.e	Re-elect Mr. Michael R. Cannon	POUR	POUR	
1.f	Re-elect Mr. Jay L. Geldmacher	POUR	POUR	
1.g	Re-elect Mr. Dylan G. Haggart	POUR	POUR	
1.h	Re-elect Dr. William D. Mosley	POUR	POUR	
1.i	Re-elect Ms. Stephanie Tilenius	POUR	POUR	
1.j	Re-elect Mr. Edward J. Zander	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration. Excessive variable remuneration.
3	Re-election of Ernst & Young as the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Approval of the 2022 Equity Incentive Plan	POUR	● CONTRE	Potential excessive awards.

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
	Board main features			
4	Re-election of Yseulys Costes as a Director for 4 years	POUR	● CONTRE	Concerns over the director's time commitments.
5	Re-election of Peugeot Invest Assets as a Director for 4 years	POUR	● CONTRE	Non independent director (representative of an important shareholder). The board is not sufficiently independent.
6	Re-election of Brigitte Forestier as a Director for 4 years	POUR	POUR	
7	1)To elect Deloitte & Associés as auditor for 6 years; 2)To elect KPMG as auditor for 6 years	POUR	POUR	
8	To approve the executives new remuneration policy	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
9	To approve the non-executive new remuneration policy	POUR	POUR	
10	To approve the remuneration report	POUR	● CONTRE	Excessive variable remuneration.
11	Ex-post binding "Say on Pay" vote on the Chairman CEO's individual remuneration	POUR	● CONTRE	The information provided on the performance targets is insufficient. Excessive total remuneration.
12	Ex-post binding "Say on Pay" vote on the Deputy CEO's individual remuneration	POUR	● CONTRE	The information provided on the performance targets is insufficient. Excessive total remuneration.
13	To approve a treasury share buy-back and disposal programme	POUR	● CONTRE	The authorisation allows for share repurchase during a period of public offer and can potentially be used as an anti-takeover device.
14	To authorise a potential reduction in the company's share capital	POUR	POUR	
15	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	● CONTRE	Anti takeover measure that can lead to an exclusion of any potentially non-friendly offer which could be in the interests of shareholders.

No.	Ordre du jour	Board	Ethos	
16	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
17	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
18	To limit capital increases with or without pre-emptive rights	POUR	POUR	
19	To authorise capital increases by transfer of reserves	POUR	POUR	
20	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	● CONTRE	Potentially excessive awards.
21	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
22	Amendment of the articles of association: lowering of the statutory declaration threshold from 2.5% to 0.5%.	POUR	● CONTRE	The amendment has a negative impact on the rights or interests of all the shareholders.
23	To change Articles provisions in line with legal requirements	POUR	POUR	
24	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Revocation of the mandate of Federactive as a Director	POUR	● CONTRE	The proposed dismissal would not improve the company's governance.
2	Delegation of powers for the completion of formalities	POUR	POUR	
A	** Shareholder proposal not supported by the Board: Election of Pascal Girardot as a Director for 4 years	CONTRE	● POUR	The proposed election would counterbalance the power held by the members of the founding family on the board and help improve the company's governance.

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Carl A. Guarino	POUR	POUR
1.b	Re-elect Mr. Carmen V. Romeo	POUR	<p>● CONTRE</p> <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
2	Advisory vote on executive remuneration	POUR	POUR
3	Re-election of the auditor	POUR	POUR

No.	Ordre du jour	Board	Ethos
1	Dividend Allocation	POUR	POUR
2	Election of Directors		
2.1	Re-elect Mr. Minoru Usui	POUR	POUR
2.2	Re-elect Mr. Yasunori Ogawa	POUR	POUR
2.3	Re-elect Mr. Koichi Kubota	POUR	POUR
2.4	Re-elect Mr. Tatsuaki Seki	POUR	POUR
2.5	Re-elect Mr. Taro Shigemoto	POUR	POUR
2.6	Re-elect Mr. Hideaki Omiya	POUR	● CONTRE The director is 75 years old, which exceeds guidelines.
2.7	Re-elect Ms. Mari Matsunaga	POUR	POUR
3	Elect Mr. Masayuki Kawana to the audit and supervisory committee	POUR	POUR
4	Approve Bonus for executive directors	POUR	POUR

No.	Ordre du jour	Board	Ethos
1	Dividend Allocation	POUR	POUR
2	Approve amendments to articles of association	POUR	POUR
3	Election of Directors		
3.1	Re-elect Mr. Yoshihiro Nakai	POUR	POUR
3.2	Re-elect Mr. Yosuke Horiuchi	POUR	POUR
3.3	Re-elect Mr. Kunpei Nishida	POUR	POUR
3.4	Re-elect Mr. Satoshi Tanaka	POUR	POUR
3.5	Re-elect Mr. Toshiharu Miura	POUR	POUR
3.6	Re-elect Mr. Toru Ishii	POUR	POUR
3.7	Re-elect Ms. Yukiko Yoshimaru	POUR	POUR
3.8	Re-elect Mr. Toshifumi Kitazawa	POUR	POUR
3.9	Elect Ms. Yoshimi Nakajima	POUR	POUR
3.10	Elect Prof. Keiko Takegawa	POUR	POUR
4	Election of the Corporate Auditors		
4.1	Elect Ms. Midori Ito as a Corporate Auditor	POUR	POUR
4.2	Re-elect Mr. Takashi Kobayashi as a Corporate Auditor	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Approve Allocation of Income and Dividend	POUR	POUR	
2	Election of Directors			
2.1	Re-elect Mr. Ryuichi Isaka	POUR	● CONTRE	Combined chairman and CEO.
2.2	Re-elect Mr. Katsuhiko Goto	POUR	POUR	
2.3	Re-elect Mr. Junro Ito	POUR	POUR	
2.4	Re-elect Mr. Kimiyoshi Yamaguchi	POUR	POUR	
2.5	Re-elect Mr. Yoshimichi Maruyama	POUR	POUR	
2.6	Re-elect Mr. Fumihiko Nagamatsu	POUR	POUR	
2.7	Re-elect Mr. Shigeki Kimura	POUR	POUR	
2.8	Re-elect Mr. Joseph M. DePinto	POUR	POUR	
2.9	Re-elect Mr. Yoshio Tsukio	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
2.10	Re-elect Prof. Kunio Ito	POUR	POUR	
2.11	Re-elect Mr. Toshiro Yonemura	POUR	POUR	
2.12	Re-elect Mr. Tetsuro Higashi	POUR	POUR	
2.13	Re-elect Ms. Kazuoko Kiriya	POUR	POUR	
3	Elect Mr. Noriyuki Habano as a Corporate Auditor	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the consolidated financial statements	POUR	POUR	
2	To approve the parent company's financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
5	To approve the new remuneration policy of the Chairman	POUR	● CONTRE	Excessive total remuneration.
6	To approve the new remuneration policy of the CEO and Deputy CEOs	POUR	POUR	
7	To approve the Directors' new remuneration policy	POUR	POUR	
8	To approve the remuneration report	POUR	POUR	
9	Ex-post binding "Say on Pay" vote on the individual remuneration of Lorenzo Bini Smaghi, Chairman	POUR	● CONTRE	Excessive total remuneration.
10	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Frédéric Oudéa, CEO	POUR	POUR	
11	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Philippe Aymerich, Deputy CEO	POUR	POUR	
12	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Séverin Cabannes, Deputy CEO	POUR	POUR	
13	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Philippe Heim, Deputy CEO	POUR	POUR	
14	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Diony Lebot, Deputy CEO	POUR	POUR	
15	Ex-post binding "Say on Pay" vote on the individual remuneration granted to regulated officers mentioned in the French Financial Code (article L.511-71 Code monétaire et financier)	POUR	POUR	
	Board main features			

No.	Ordre du jour	Board	Ethos	
16	Re-election of William Connelly as a Director for 4 years	POUR	POUR	
17	Re-election of Lubomira Rochet as a Director for 4 years	POUR	POUR	
18	Re-election of Alexandra Schaapveld as a Director for 4 years	POUR	POUR	
19	Election of Henri Poupart-Lafarge as a Director, replacing Jean-Bernard Levy, for 4 years	POUR	POUR	
20	Competitive election of Hélène Crinquant as a Director for 4 years	POUR	POUR	
21	Competitive election of Sébastien Wetter as a Director, for 4 years	POUR	● CONTRE	The proposed employee shareholder representative under ITEM 20 is supported.
22	To approve a treasury share buy-back and disposal programme	POUR	POUR	
23	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
	Board main features			
4	Re-election of Sophie Bellon-Clamens as a Director for 3 years	POUR	POUR	
5	Re-election of Nathalie Bellon-Szabo as a Director for 3 years	POUR	● CONTRE	Executive director sitting on the nomination committee, which is not best practice.
6	Re-election of Françoise Brouger as a Director for 3 years	POUR	POUR	
7	Election of Federico J. Gonzalez Tejera as a Director for 3 years	POUR	POUR	
8	To re-elect KPMG as auditor for 6 years	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
9	To approve the remuneration report	POUR	POUR	
10	Ex-post binding "Say on Pay" vote on the individual remuneration of the chair, Sophie Bellon.	POUR	POUR	
11	Ex-post binding "Say on Pay" vote on the individual remuneration of the CEO, Denis Machuel	POUR	POUR	
12	To approve the new non-executive remuneration policy	POUR	POUR	
13	To approve the new remuneration policy of the Chair	POUR	● CONTRE	Excessive total remuneration.
14	To approve the new remuneration policy of the CEO	POUR	POUR	
15	To approve a treasury share buy-back and disposal programme	POUR	POUR	
16	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	● CONTRE	Concerns over one or more related party agreements that are not in the interests of shareholders.
5	Election / To ratify the co-optation for 1 years	POUR	● CONTRE	Concerns over the director's time commitments.
6	Election / To ratify the co-optation for 4 years	POUR	● CONTRE	Concerns over the director's time commitments.
7	Election / To ratify the co-optation for 4 years of Patrick Jeantet as a Director	POUR	POUR	
8	Ex-post binding "Say on Pay" vote on the executive individual remuneration	POUR	POUR	
9	To approve the executives new remuneration policy	POUR	POUR	
10	To approve the remuneration report	POUR	● CONTRE	The pay-for-performance connection is not demonstrated.
11	To approve the non-executive new remuneration policy	POUR	POUR	
12	To approve a treasury share buy-back and disposal programme	POUR	POUR	
13	To authorise a potential reduction in the company's share capital	POUR	POUR	
14	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
15	To authorise capital increases related to an all-employee share ownership plan for foreign employees	POUR	POUR	
16	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	POUR	
17	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos
1	Dividend Allocation	POUR	POUR
2	Election of Directors		
2.1	Re-elect Mr. Tomomi Nakamura	POUR	POUR
2.2	Re-elect Mr. Kazuo Hosoya	POUR	POUR
2.3	Elect Mr. Katsuyuki Mizuma	POUR	POUR
2.4	Re-elect Mr. Tetsuo Onuki	POUR	POUR
2.5	Elect Mr. Atsushi Osaki	POUR	POUR
2.6	Elect Mr. Fumiaki Hayata	POUR	POUR
2.7	Re-elect Mr. Yasuyuki Abe	POUR	POUR
2.8	Re-elect Mr. Natsunosuke Yago	POUR	POUR
2.9	Re-elect Ms. Miwako Doi	POUR	POUR
2	Elect Mr. Yoichi Kato as a Corporate Auditor	POUR	POUR
3	Re-elect Mr. Hirohisa Ryu as a Substitute Corporate Auditor	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Receive the audited financial statements and related reports for the year ended 30 June 2021	POUR	POUR	
2	Declare a final dividend	POUR	POUR	
3.1	Elections of directors			
3.1.a	Re-elect Mr. Chik-wing (Mike) Wong	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3.1.b	Re-elect Dr. Ka-cheung (Eric) Li	POUR	● CONTRE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
3.1.c	Re-elect Ms. May-yee (Margaret) Leung Ko	POUR	POUR	
3.1.d	Re-elect Mr. Xiang-dong Wu	POUR	● CONTRE	Concerns over the director's attendance rate, which was below 75% during the year under review.
3.1.e	Re-elect Mr. Kai-chun (Geoffrey) Kwok	POUR	POUR	
3.1.f	Re-elect Mr. Kai-fai (Adam) Kwok	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
3.2	Fix the directors' fees for the year ending 30 June 2022	POUR	POUR	
4	Re-elect Deloitte Touche Tohmatsu as auditor and authorise the board of directors to fix its remuneration	POUR	POUR	
5	Grant a general mandate to the board to buy back shares	POUR	POUR	
6	Grant a general mandate to the board to issue new shares	POUR	POUR	
7	Extend the general mandate to issue new shares by adding the number of shares bought back	POUR	● CONTRE	Excessive potential capital increase without preemptive rights.
8	Approve the new share option scheme of SmarTone Telecommunications Holdings Limited	POUR	● CONTRE	The information provided is insufficient. Potential excessive awards.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Aart J. de Geus	POUR	● CONTRE	Combined chairman and CEO.
12.2	Re-elect Mr. Chi-Foon Chan	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
1.3	Re-elect Ms. Janice D. Chaffin	POUR	POUR	
1.4	Re-elect Mr. Bruce R. Chizen	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Ms. Mercedes Johnson	POUR	POUR	
1.6	Re-elect Prof. Dr. Chrysostomos L. Max Nikias	POUR	POUR	
1.7	Elect Ms. Jeannine P. Sargent	POUR	POUR	
1.8	Re-elect Mr. John G. Schwarz	POUR	POUR	
1.9	Re-elect Mr. Roy Vallee	POUR	● CONTRE	Non independent lead director, which is not best practice.
2	To approve and amend the 2006 Employee Equity Incentive Plan	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Call Special Shareholder Meetings	CONTRE	● POUR	The proposed threshold would enhance the right of shareholders to call a special meeting.

Target

09.06.2021

AGO

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Douglas M. Baker, Jr.	POUR	POUR	
1.2	Re-elect Mr. George S. Barrett	POUR	POUR	
1.3	Re-elect Mr. Brian C. Cornell	POUR	● CONTRE	Combined chairman and CEO.
1.4	Re-elect Mr. Robert L. Edwards	POUR	POUR	
1.5	Re-elect Ms. Melanie L. Healey	POUR	POUR	
1.6	Re-elect Mr. Donald R. Knauss	POUR	POUR	
1.7	Elect Ms. Christine A. Leahy	POUR	POUR	
1.8	Re-elect Ms. Monica C. Lozano	POUR	POUR	
1.9	Re-elect Ms. Mary E. Minnick	POUR	POUR	
1.10	Elect Mr. Derica W. Rice	POUR	POUR	
1.11	Re-elect Mr. Kenneth L. Salazar	POUR	POUR	
1.12	Re-elect Mr. Dmitri L. Stockton	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Amend Proxy Access Right	CONTRE	● POUR	The proposal aims at improving shareholder rights.

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	Statement of related-party agreements reported in the Statutory Auditors Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
5	To approve the remuneration report	POUR	POUR	
6	Ex-post binding "Say on Pay" vote on the individual remuneration of Daniel Julien, Chairman and CEO	POUR	● CONTRE	Excessive total remuneration.
7	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Olivier Rigaudy, Deputy CEO	POUR	● CONTRE	Excessive total remuneration.
8	To approve the new non-executive remuneration policy	POUR	POUR	
9	To approve the new executive remuneration policy of the Chairman and CEO	POUR	● CONTRE	Potential excessive awards.
10	To approve the new executive remuneration policy of the Deputy CEO	POUR	● CONTRE	Potential excessive awards.
	Board main features			
11	Re-election of Daniel Julien as a Director for 3 years	POUR	● CONTRE	Combined chairman and CEO.
12	Re-election of Emily Abrera as a Director for 3 years	POUR	POUR	
13	Re-election of Alain Boulet as a Director for 3 years	POUR	POUR	
14	Re-election of Robert Paszczak as a Director for 2 years	POUR	POUR	
15	Re-election of Stephen Winningham as a Director for 2 years	POUR	POUR	
16	To approve a treasury share buy-back and disposal programme	POUR	POUR	
17	To authorise a potential reduction in the company's share capital	POUR	POUR	
18	To authorise capital increases by transfer of reserves	POUR	POUR	
19	To change Articles provisions in line with legal requirements.	POUR	POUR	

No.	Ordre du jour	Board	Ethos
20	Delegation of powers for the completion of formalities	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 27 February 2021	POUR	POUR	
2	Advisory vote on Directors' Remuneration report	POUR	● CONTRE	Concerns over the severance payments which are considered excessive.
3	Binding vote on Directors' Remuneration policy	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
4	Declare a final dividend	POUR	POUR	
	Elections to the Board of Directors			
5	Re-elect Mr. John Allan CBE	POUR	POUR	
6	Re-elect Ms. Melissa Bethell	POUR	POUR	
7	Re-elect Mr. Stewart Gilliland	POUR	POUR	
8	Re-elect Mr. Steve Golsby	POUR	POUR	
9	Re-elect Dr. Byron Elmer Grote	POUR	● CONTRE	Concerns over the director's time commitments.
10	Re-elect Mr. Ken Murphy	POUR	POUR	
11	Re-elect Mr. Simon Patterson	POUR	POUR	
12	Re-elect Ms. Alison Platt	POUR	POUR	
13	Re-elect Ms. Lindsey Pownall OBE	POUR	POUR	
14	Elect Mr. Bertrand Bodson	POUR	● CONTRE	Concerns over the director's time commitments.
15	Elect Mr. Thierry Garnier	POUR	POUR	
16	Elect Mr. Imran Nawaz	POUR	POUR	
17	Elect Ms. Karen Whitworth	POUR	POUR	
18	Appoint PricewaterhouseCoopers as auditor	POUR	POUR	
19	Auditor's remuneration	POUR	POUR	
20	Directors' authority to allot shares	POUR	POUR	
21	Disapplication of pre-emption rights on the issue of shares for cash	POUR	POUR	
22	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	POUR	POUR	
23	Purchase of own shares	POUR	● CONTRE	The amount of the repurchase is excessive given the financial situation and perspectives of the company.
24	Political donations and political expenditure	POUR	POUR	

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25.06.2021

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No.	Ordre du jour	Board	Ethos	
25	Authority to call general meetings on short notice	POUR	● CONTRE	14-days is insufficient for shareholders to vote in an informed manner.
26	Adopt Long-Term Incentive Plan 2021	POUR	● CONTRE	Potential excessive awards.
27	Adopt Savings-Related Share Option Scheme (2021)	POUR	POUR	
28	Adopt new Articles of Association	POUR	● CONTRE	Several proposed amendments but the proposed increase in board fees of 50% is excessive and unjustified.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Mark A. Blinn	POUR	POUR	
1.2	Re-elect Mr. Todd M. Bluedorn	POUR	POUR	
1.3	Re-elect Ms. Janet F. Clark	POUR	POUR	
1.4	Re-elect Ms. Carrie S. Cox	POUR	POUR	
1.5	Re-elect Mr. Martin S. Craighead	POUR	POUR	
1.6	Re-elect Ms. Jean M. Hobby	POUR	POUR	
1.7	Re-elect Mr. Michael D. Hsu	POUR	POUR	
1.8	Re-elect Mr. Ronald D Kirk	POUR	POUR	
1.9	Re-elect Ms. Pamela H. Patsley	POUR	POUR	
1.10	Re-elect Mr. Robert E. Sanchez	POUR	POUR	
1.11	Re-elect Mr. Richard K. Templeton	POUR	● CONTRE	Combined chairman and CEO.
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Kirk E. Arnold	POUR	POUR	
1.2	Re-elect Ms. Ann C. Berzin	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Re-elect Mr. John Bruton	POUR	POUR	
1.4	Re-elect Dr. Jared L. Cohon	POUR	POUR	
1.5	Re-elect Mr. Gary D. Forsee	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.6	Re-elect Ms. Linda P. Hudson	POUR	POUR	
1.7	Re-elect Mr. Michael W. Lamach	POUR	● CONTRE	Combined chairman and CEO.
1.8	Re-elect Mr. Myles P. Lee	POUR	POUR	
1.9	Elect Ms. April Miller Boise	POUR	POUR	
1.10	Re-elect Ms. Karen B. Peetz	POUR	POUR	
1.11	Re-elect Mr. John P. Surma	POUR	POUR	
1.12	Re-elect Mr. Tony L. White	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor and fix their remuneration	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Renew the Directors' existing authority to issue shares	POUR	POUR	
5	Renew Directors' Authority to Issue Shares for Cash	POUR	POUR	
6	Determine the price range at which the Company can reissue shares	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Jesse A. Cohn	POUR	POUR	
1.2	Re-elect Ms. Baroness Martha Lane Fox	POUR	POUR	
1.3	Re-elect Prof. Dr. Fei-Fei Li	POUR	POUR	
1.4	Re-elect Mr. David Rosenblatt	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Advisory vote on say on pay frequency	UN AN	UN AN	
4	Election of the auditor	POUR	POUR	
5	Declassify the Board of Directors	POUR	POUR	
6	Shareholder resolution: Report on Net Zero Benchmark	CONTRE	● POUR	The shareholder proposal was withdrawn by the proponent prior to the Annual Meeting.
7	Shareholder resolution: Independent Director Nominee with Human and/or Civil Rights Experience	CONTRE	● POUR	The proposal strengthens the monitoring of human rights risks by the board.

No.	Ordre du jour	Board	Ethos	
ORDINARY PART				
1	Report of the board of directors on the annual accounts	SANS VOTE	SANS VOTE	
2	Report of the statutory auditor on the annual accounts	SANS VOTE	SANS VOTE	
3	Communication of the consolidated annual accounts	SANS VOTE	SANS VOTE	
4	Adoption of the financial statements, including the allocation of profit	POUR	POUR	
5	Approve remuneration report	POUR	● CONTRE	Performance targets are not sufficiently challenging.
6	Approve remuneration policy 2021	POUR	● CONTRE	The information provided is insufficient.
7	Discharge of members of the board of directors	POUR	POUR	
8	Discharge of the statutory auditor	POUR	POUR	
9	Appointments and renewal of mandates of (independent) Directors			
9.1.A	Appointment of Mr. Stefan Oschmann as director for a 4-year term	POUR	POUR	
9.1.B	Acknowledgment of Mr. Stefan Oschmann as independent director	POUR	POUR	
9.2	Appointment of Mrs. Fiona du Monceau as director for a 4-year term	POUR	POUR	
9.3.A	Ratification of the co-optation of Mrs. Susan Gasser as independent director	POUR	POUR	
9.3.B	Appointment of Mrs. Susan Gasser as director for a 4-year term	POUR	POUR	
9.3.C	Acknowledgment of Mrs. Susan Gasser as independent director	POUR	POUR	
9.4.A	Appointment of Mr. Jonathan Peacock as director for a 4-year term	POUR	POUR	
9.4.B	Acknowledgment of Mr. Jonathan Peacock as independent director	POUR	POUR	
9.5.A	Re-appointment of Mr. Albrecht De Graeve as director for a 4-year term	POUR	POUR	
9.5.B	Acknowledgment of Mr. Albrecht De Graeve as independent director	POUR	POUR	

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No.	Ordre du jour	Board	Ethos
9.6.A	Re-appointment of Mrs. Viviane Monges as director for a 4-year term	POUR	POUR
9.6.B	Acknowledgment of Mrs. Viviane Monges as independent director	POUR	POUR
10	Election of Mazars Bedrijfsrevisoren - Réviseurs d'Entreprises CVBA as Statutory Auditor	POUR	POUR
SPECIAL PART			
11	Long-Term Incentive Plans - Program of free allocation of shares	POUR	POUR
12	Renewal of the EMTN program	POUR	POUR

No.	Ordre du jour	Board	Ethos	
A	ORDINARY GENERAL MEETING			
1	Report of the board of directors on the annual accounts	SANS VOTE	SANS VOTE	
2	Approve remuneration report	POUR	POUR	
3	Adoption of the financial statements, including the allocation of profit	POUR	POUR	
4	Approval of the grant of an identical profit premium to Umicore employees in Belgium	POUR	POUR	
5	Communication of the consolidated annual accounts	SANS VOTE	SANS VOTE	
6	Discharge of members of the Supervisory Board	POUR	POUR	
7	Discharge of the Statutory Auditor	POUR	POUR	
8	Supervisory Board composition			
8.1	Re-electing Mr. Thomas Leysen as member of the Supervisory Board for a 3-year term	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
8.2	Re-electing Mr. Koenraad Debackere as independent member of the Supervisory Board for a 3-year term	POUR	POUR	
8.3	Re-electing Mr. Mark Garrett as independent member of the Supervisory Board for a 3-year term	POUR	POUR	
8.4	Re-electing Mr. Eric Meurice as independent member of the Supervisory Board for a 3-year term	POUR	POUR	
8.5	Electing Mrs. Birgit Behrendt as new, independent member of the supervisory board for a 3-year term	POUR	POUR	
9	Approve directors' fees	POUR	POUR	
10	Election of a new statutory auditor and remuneration			
10.1	Election of a new statutory auditor and remuneration	POUR	POUR	
10.2	Annual remuneration of the Statutory Auditor	POUR	POUR	
B	SPECIAL GENERAL MEETING			
11	Approval of change of control provisions			
11.1	Finance contract dated 10 June 2020 between Umicore (as borrower) and the European Investment Bank (as lender)	POUR	POUR	

No.	Ordre du jour	Board	Ethos
11.2	Revolving facility agreement dated 11 June 2020 between Umicore (as borrower) and J.P. Morgan AG (as lender)	POUR	POUR
11.3	All clauses in the terms and conditions (the "Conditions") of the convertible bonds, issued by the company on 15 June 2020, maturing on 23 June 2025	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve specific luxury or non-deductible expenses	POUR	POUR	
4	To approve the allocation of income and the dividend payment	POUR	● CONTRE	The proposed dividend is inconsistent with the long-term interests of shareholders.
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	● CONTRE	Concerns over one or more related party agreements that are not in the interests of shareholders.
	Board main features			
6	Re-election of Caisse des dépôts et des consignations as a Director for 4 years of Olivier Mareuse as a at the Board	POUR	POUR	
7	Re-election of Marion Guillou as a Director for 4 years	POUR	POUR	
8	Election of Pierre André de Chalendar as a Director for 4 years	POUR	● CONTRE	Concerns over the director's time commitments.
9	Modification of the economic performance criterion for the acquisition of performance shares by the Chairman and Chief Executive Officer (1st plan)	POUR	POUR	
10	Modification of the economic performance criterion for the acquisition of performance shares by the Chairman and Chief Executive Officer (2nd plan)	POUR	POUR	
11	Modification of the economic performance criterion for the acquisition of performance shares by the Chairman and Chief Executive Officer (3rd plan)	POUR	POUR	
12	Ex-post binding "Say on Pay" vote on the executive individual remuneration	POUR	● CONTRE	Excessive discretion of the remuneration committee in determining the performance criteria.
13	To approve the remuneration report	POUR	● CONTRE	The information provided is insufficient.
14	To approve the executives new remuneration policy of the Chairman-CEO	POUR	POUR	
15	To approve the non-executives new remuneration policy	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
16	To approve a treasury share buy-back and disposal programme	POUR	● CONTRE	The amount of the repurchase is excessive given the financial situation and perspectives of the company.
17	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
18	1) Global allowance to issue capital related securities without pre-emptive rights by public issuance; 2) To approve issues of shares or other capital related securities as a payment for any public exchange offer	POUR	POUR	
19	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
20	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
21	To authorise capital increases related to an all-employee share ownership plan for employees located abroad	POUR	POUR	
22	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	POUR	
23	To amend on article 11 of the By laws regarding the designation of shareholder employee representatives on the Board	POUR	POUR	
24	To amend article 1 in line with legal requirements or compliment in line with previous resolutions	POUR	POUR	
25	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
	Board main features			
4	To ratify the co-optation of BW Gestão de Investimentos Ltda, in replacement of Claudia Sarico, resigned, as a Director for 2 years	POUR	● CONTRE	Non independent director (representative of an important shareholder). The board is not sufficiently independent.
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
6	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Michel Giannuzzi, Chairman and CEO	POUR	● CONTRE	We do not consider the performance period for the long-term incentive plan to be long enough.
7	To approve the Chairman and CEO new remuneration policy	POUR	● CONTRE	The proposed increase relative to the previous year is excessive.
8	To approve the remuneration report	POUR	POUR	
9	To approve the Directors new remuneration policy	POUR	POUR	
10	To approve a treasury share buy-back and disposal programme	POUR	POUR	
11	To authorise a potential reduction in the company's share capital	POUR	POUR	
12	To authorise capital increases by transfer of reserves	POUR	POUR	
13	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR	
14	1) Global allowance to issue capital related securities without pre-emptive rights by public issuance ; 2) To approve issues of shares or other capital related securities as a payment for any public exchange offer	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
15	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.

No.	Ordre du jour	Board	Ethos	
16	To depart from the legal rules defining the maximum discount for capital increase without preemptive rights (up to 10% of share capital) in application of resolutions 14 and 15	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
17	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
18	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
19	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
20	To authorise capital increases related to a foreign all-employee share ownership plan	POUR	POUR	
21	To amend the article 15 of the bylaws linked to the election of the director representing employee shareholders	POUR	POUR	
22	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Shellye L. Archambeau	POUR	POUR	
1.2	Elect Ms. Roxanne S. Austin	POUR	POUR	
1.3	Re-elect Mr. Mark T. Bertolini	POUR	POUR	
1.4	Re-elect Ms. Melanie L. Healey	POUR	POUR	
1.5	Re-elect Mr. Clarence Otis Jr.	POUR	● CONTRE	Non independent lead director, which is not best practice.
1.6	Re-elect Mr. Daniel H. Schulman	POUR	POUR	
1.7	Re-elect Mr. Rodney E. Slater	POUR	POUR	
1.8	Re-elect Mr. Hans Vestberg	POUR	● CONTRE	Combined chairman and CEO.
1.9	Re-elect Mr. Gregory G Weaver	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Clawback Policy Amendment	CONTRE	● POUR	The proposal aims at improving the remuneration policy.
6	Shareholder resolution: Amend Severance Approval Policy	CONTRE	● POUR	The proposal aims at improving the remuneration policy.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.A	Re-elect Mr. Neil Dimick	POUR	POUR	
1.B	Re-elect Mr. Michael Goettler	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
1.C	Re-elect Mr. Ian C. Read	POUR	● CONTRE	Non independent director (former executive). The board is not sufficiently independent.
1.D	Re-elect Ms. Pauline F. M. van der Meer Mohr	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration. Excessive variable remuneration.
3	Advisory vote on say on pay frequency	UN AN	UN AN	
4	Re-election of Deloitte & Touche LLP as the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Lloyd A. Carney	POUR	● CONTRE	Concerns over the director's time commitments.
1.b	Re-elect Ms. Mary B. Cranston	POUR	POUR	
1.c	Re-elect Mr. Francisco J. Fernández-Carbajal	POUR	POUR	
1.d	Re-elect Mr. Alfred F. Kelly, Jr.	POUR	● CONTRE	Combined chairman and CEO.
1.e	Re-elect Mr. Ramon Laguarta	POUR	POUR	
1.f	Re-elect Mr. John F. Lundgren	POUR	POUR	
1.g	Re-elect Mr. Robert W. Matschullat	POUR	POUR	
1.h	Re-elect Ms. Denise M. Morrison	POUR	POUR	
1.i	Re-elect Ms. Suzanne Nora Johnson	POUR	POUR	
1.j	Elect Ms. Linda J. Rendle	POUR	POUR	
1.k	Re-elect Mr. John A. C. Swainson	POUR	POUR	
1.l	Re-elect Mr. Maynard G. Webb, Jr.	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration. Concerns over the excessive sign-on bonus granted to the new CRO.
3	Re-election of KPMG LLP as auditor	POUR	POUR	
4	Amend and restate the equity incentive plan	POUR	● CONTRE	Excessive discretion of the remuneration committee in determining the performance criteria. Potential excessive awards.
5	Introduce a right for shareholders to call a special meeting	POUR	POUR	
6	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
7	Shareholder resolution: Amend principles of executive compensation program	CONTRE	● POUR	The proposal aims at improving the remuneration policy.

No.	Ordre du jour	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 March 2021	POUR	POUR	
	Elections to the Board of Directors			
2	To elect Mr. Olaf Swantee as a non-executive Director	POUR	POUR	
3	To re-elect Mr. Jean-François van Boxmeer as a non-executive Director	POUR	POUR	
4	To re-elect Nicholas Read as an executive Director	POUR	POUR	
5	To re-elect Margherita Della Valle as an executive Director	POUR	POUR	
6	To re-elect Sir Crispin Davis as a non-executive Director	POUR	POUR	
7	To re-elect Michel Demaré as a non-executive Director	POUR	POUR	
8	To re-elect Dame Clara Furse as a non-executive Director	POUR	POUR	
9	To re-elect Valerie Gooding as a non-executive Director	POUR	POUR	
10	To re-elect Maria Amparo Moraleda Martínez as a non-executive Director	POUR	POUR	
11	To re-elect Sanjiv Ahuja as a non-executive Director	RETIRÉE	● POUR	Mr. Ahuja stepped down from the board shortly prior to the meeting.
12	To re-elect David Nish as a non-executive Director	POUR	POUR	
13	To declare a final dividend of €0.045 per ordinary share	POUR	POUR	
14	Advisory vote on Directors' Remuneration Report	POUR	● CONTRE	Excessive variable remuneration.
15	Re-elect EY as auditor for a 1-year period	POUR	POUR	
16	Auditor's remuneration	POUR	POUR	
17	Directors' authority to allot shares	POUR	POUR	
18	Disapplication of pre-emptive rights on the issue of shares for cash	POUR	POUR	
19	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	POUR	POUR	
20	Purchase of own shares	POUR	POUR	
21	Amendment of the Articles of Association	POUR	POUR	
22	Political donations and political expenditure	POUR	POUR	

No.	Ordre du jour	Board	Ethos
23	Authorisation to call Extraordinary General Meetings on a minimum of 14 clear days' notice	POUR	<ul style="list-style-type: none"> ● CONTRE 14-days is insufficient for shareholders to vote in an informed manner.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Elect Dr. Udit Batra	POUR	POUR	
1.2	Re-elect Ms. Linda Baddour	POUR	POUR	
1.3	Re-elect Dr. Michael J. Berendt	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.4	Re-elect Mr. Edward Conard	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Mr. Gary E. Hendrickson	POUR	POUR	
1.6	Elect Dr. Pearl S. Huang	POUR	POUR	
1.7	Re-elect Mr. Christopher A. Kuebler	POUR	POUR	
1.8	Re-elect Dr. Flemming Ornskov	POUR	POUR	
1.9	Re-elect Mr. Thomas P. Salice	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Martin I. Cole	POUR	POUR	
1.2	Re-elect Mr. Hikmet Ersek	POUR	POUR	
1.3	Re-elect Mr. Richard A. Goodman	POUR	POUR	
1.4	Re-elect Ms. Betsy D. Holden	POUR	POUR	
1.5	Re-elect Mr. Jeffrey A. Joerres	POUR	POUR	
1.6	Re-elect Mr. Michael A. Miles	POUR	POUR	
1.7	Re-elect Mr. Timothy P. Murphy	POUR	POUR	
1.8	Elect Ms. Joyce A. Phillips	POUR	POUR	
1.9	Re-elect Mr. Jan Siegmund	POUR	POUR	
1.10	Re-elect Ms. Angela Sun	POUR	POUR	
1.11	Re-elect Mr. Solomon D. Trujillo	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3	Election of the auditor	POUR	POUR	
4	Shareholder resolution: Allow shareholders to act by written consent	CONTRE	● POUR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Ordre du jour	Board	Ethos
1	To approve the parent company's financial statements	POUR	POUR
2	To approve the consolidated financial statements	POUR	POUR
3	To approve the allocation of income and the dividend payment	POUR	POUR
4	To approve 2 related-party agreements with SIX Group AG - Second Settlement Agreement and Lock-up Agreement	POUR	POUR
5	To approve a related-party agreement with Deutscher Sparkassen Verlag GmbH (DSV)	POUR	POUR
	Board main features		
6	Re-election of Agnès Audier as a Director for 3 years	POUR	POUR
7	Re-election of Nazan Somer Özelgin as a Director for 3 years	POUR	POUR
8	Re-election of Danielle Lagarde as a Director for 3 years	POUR	POUR
9	Re-election of Lorenz von Habsburg Lothringen as a Director for 3 years	POUR	POUR
10	Re-election of Daniel Schmucki as a Director for 3 years	POUR	POUR
11	Re-election of Johannes Dijsselhof as non-voting Director for 1 year	POUR	POUR
12	To approve the remuneration report	POUR	POUR
13	Ex-post binding "Say on Pay" vote on Gilles Grapinet's remuneration, as Chairman and CEO	POUR	POUR
14	Ex-post binding "Say on Pay" vote on Marc-Henri Desportes' remuneration, as Deputy CEO	POUR	POUR
15	To approve the Chairman and CEO new remuneration policy	POUR	POUR
16	To approve the Deputy CEO new remuneration policy	POUR	POUR
17	To approve the Chairman new remuneration policy	POUR	POUR
18	To approve the directors new remuneration policy	POUR	POUR
19	To approve a treasury share buy-back and disposal programme	POUR	POUR
20	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	POUR	POUR

No.	Ordre du jour	Board	Ethos	
21	Global allowance to issue capital related securities without pre-emptive rights by public issuance	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
22	Global allowance to issue capital related securities without pre-emptive rights through private placement	POUR	● CONTRE	Discount of 10% of the share price is not in line with French market practice.
23	"Green shoe" authorisation	POUR	● CONTRE	Additional potential dilution which is not in shareholders' interests.
24	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	POUR	POUR	
25	To authorise capital increases for Ingenico's employees related to an all-employee share ownership plan	POUR	POUR	
26	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR	
27	To authorise capital increases related to an all-non-French-employee share ownership plan	POUR	POUR	
28	To authorise allocation of options (new or existing shares)	POUR	POUR	
29	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	POUR	
30	Approval of the agreement for the partial contribution of assets, subject to the regime for spin-offs, by the Company of its operational and commercial activities and associated support functions to Worldline France SAS, a wholly-owned subsidiary of	POUR	POUR	
31	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Approve Merger Agreement	POUR	POUR	
2	Advisory Vote on Golden Parachutes	POUR	● CONTRE	Concerns over the severance payments which are considered excessive.
3	To approve the adjournment proposal	POUR	● CONTRE	We consider that when a quorum is achieved, the vote outcome should be considered representative of the shareholder opinion regardless of the result.

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Paget L. Alves	POUR	POUR	
1.2	Re-elect Mr. Keith Barr	POUR	POUR	
1.3	Re-elect Mr. Christopher M. Connor	POUR	POUR	
1.4	Re-elect Mr. Brian C. Cornell	POUR	POUR	
1.5	Re-elect Ms. Tanya Domier	POUR	● CONTRE	Concerns over the director's time commitments.
1.6	Re-elect Mr. David Gibbs	POUR	POUR	
1.7	Re-elect Dr. Mirian Graddick-Weir	POUR	POUR	
1.8	Elect Ms. Lauren R. Hobart	POUR	POUR	
1.9	Re-elect Mr. Thomas C. Nelson	POUR	POUR	
1.10	Re-elect Mr. P. Justin Skala	POUR	POUR	
1.11	Re-elect Ms. Elane B. Stock	POUR	POUR	
1.12	Re-elect Ms. Annie Young-Scrivner	POUR	● CONTRE	Concerns over the director's time commitments.
2	Election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.

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