

1. VOTING VOLUMES

This section shows the number of Meetings, Meeting Types & Resolutions voted by the Surrey pension fund.

1.1 MEETINGS

Table 1 below shows that 35 meetings were voted in total, all of which were AGMs.

Table 1: Meetings Voted

Region	Meeting Type						Total
	AGM	EGM	GM	Class	Court	SGM	
Asia & Oceania: Developed	3	0	0	0	0	0	3
Europe: Developed	7	0	0	0	0	0	7
Japan	2	0	0	0	0	0	2
North America	18	0	0	0	0	0	18
UK & Ireland	5	0	0	0	0	0	5
Total	35	0	0	0	0	0	35

In all tables:

AGM	The Annual General Meeting of shareholders, normally required by law.
EGM	An Extraordinary General Meeting of shareholders, where a meeting is required to conduct business of an urgent or extra-ordinary nature. Such business may require a special quorum or approval level.
GM	A General Meeting of shareholders, often used interchangeably with the term EGM or OGM, depending on the term used by the company in question.
Class	A Class Meeting is held where approval from a specific class of shareholders is required regarding a business item.
Court	A Court Meeting, where shareholders can either order an annual meeting or a special meeting.
SGM	A Special General Meeting of shareholders, where a meeting is required to conduct special business. Often business which requires a special quorum or approval level.

1.2 RESOLUTIONS

Table 2 shows the total number of resolutions voted by region, broken down by meeting type. This clearly shows the high volume of voting decisions that AGMs bring compared to other meetings.

In the Quarter under review, the fund was eligible to vote on 596 resolutions (of which, two were later withdrawn), with the majority of these in North America (53.52%), UK & Ireland (19.80%) and Europe: Developed (18.62%).

Table 2: Resolutions Voted

Region	Meeting Type						Total
	AGM	EGM	GM	Class	Court	SGM	
Asia & Oceania: Developed	28	0	0	0	0	0	28
Europe: Developed	111	0	0	0	0	0	111
Japan	20	0	0	0	0	0	20
North America	319	0	0	0	0	0	319
UK & Ireland	118	0	0	0	0	0	118
Total	596	0	0	0	0	0	596

1.3 MEETINGS BY MONTH

The table below shows the majority of the meetings were held in April and May, reflecting the relatively condensed AGM season for companies in the UK & Ireland, Europe and North America regions.

Table 3: Meetings Voted Per Month

Event	April	May	June	Total
AGM	12	17	6	35
EGM	0	0	0	0
GM	0	0	0	0
Class	0	0	0	0
Court	0	0	0	0
SGM	0	0	0	0
Total	12	17	6	35

2. VOTING PATTERNS

This section analyses some patterns of voting by resolution category and voting policy.

2.1 VOTES AGAINST MANAGEMENT

Table 4 shows the total number of resolutions which Surrey was entitled to vote along with the number of contentious resolutions voted during the Quarter. Surrey voted against management on 29.36% of the resolutions for which votes were cast during 2022 Q2, which is a higher dissent rate than the proportion of resolutions opposed in the previous quarter (2022 Q1: 24.67% 2021 Q4: 25.88%, 2021 Q3: 60.61%, 2021 Q2: 26.27%).

Board resolutions accounted for 55.54% of all resolutions voted and 27.43% of the total resolutions voted against management. 32 of the board-related resolutions voted against management were votes cast against management-proposed director candidates where independence concerns were held and eight were votes against the discharge of directors from liability. Surrey supported seven board-related shareholder proposals.

61.19% of Remuneration resolutions were voted against management. Of the 41 resolutions opposed, 27 were remuneration report approvals, six were remuneration policy approvals, five were long-term incentive plan approvals, two were shareholder proposals, and one was a resolution concerning non-executive remuneration.

Surrey voted against 14 (51.85%) resolution in the Shareholder Rights category. Four of the resolutions opposed related to a request from a board for an authority to convene ordinary general meetings (other than AGMs) with a 14-day notice period and the remainder concerned the shareholder right to call special meetings.

All Capital-related resolutions opposed concerned share issue authority requests. Surrey voted in line with management recommendation on all resolutions in the Corporate Action category.

17 of Surrey's oppositional votes in the Audit & Reporting category were votes cast against the appointment of an external auditor due to concerns with audit tenure and independence. The other oppositional vote was a vote cast against the report & accounts due to the absence of a board-level nomination committee.

Surrey voted against management on 43 shareholder proposals in the Sustainability category and against five management-proposed resolutions. The management resolutions opposed concerned resolutions to allow political expenditure at UK companies and the approval of the climate strategy reports at Barclays and Shell.

Table 4: Votes Against Management By Resolution Category

Resolution Category	Total Resolutions	Voted Against Management	% Against Management	% All Votes Against Management
Audit & Reporting	61	18	29.51%	10.29%
Board	331	48	14.50%	27.43%
Capital	55	6	10.91%	3.43%
Corporate Action	5	0	0.00%	0.00%
Remuneration	67	41	61.19%	23.43%
Shareholder Rights	27	14	51.85%	8.00%
Sustainability	50	48	96.00%	27.43%
Total	596	175	29.36%	100.00%

2.2 DISSENT BY RESOLUTION CATEGORY

Table 5 shows the number of resolutions voted by Surrey, broken down by resolution category, along with Surrey's level of dissent and average general shareholder dissent in each category.

Surrey was more active than the average shareholder in expressing concerns through votes at corporate meetings. Whereas general shareholder dissent stood at 7.36%, Surrey opposed management on 29.36% of resolutions.

Resolutions opposed by Surrey received average general shareholder dissent of 15.76%, a much higher level than the dissent received on resolutions which Surrey supported (3.89%). This highlights that Surrey has a robust policy which is consistent and aligned with other investors governance concerns.

Table 5: Dissent by Resolution Category

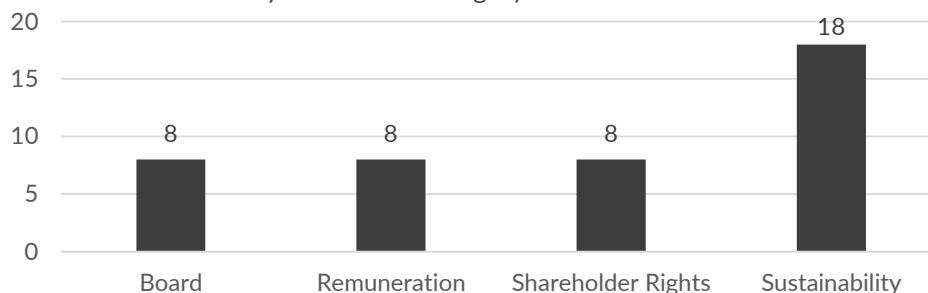
Resolution Category	Total Resolutions	% Surrey Against Management	Average Shareholder Dissent %
Audit & Reporting	61	29.51%	2.49%
Board	331	14.50%	4.93%
Capital	55	10.91%	3.69%
Corporate Action	5	0.00%	14.39%
Remuneration	67	61.19%	13.84%
Shareholder Rights	27	51.85%	16.43%
Sustainability	50	96.00%	19.38%
Total	596	29.36%	7.36%

Poll data was collected for 99.66% of resolutions voted by Surrey during the Quarter.

2.2.1 VOTE OUTCOMES

The UK Corporate Governance Code recommends boards to take action where 20% or more of votes are cast against the board recommendation on a resolution. As such, a dissent level of 20% is generally considered to be significant. During the Quarter, 42 resolutions opposed by Surrey received dissent of 20% or more. This compares to 11 resolutions opposed with high dissent in the previous quarter.

Figure 1: High Dissent Resolutions By Resolution Category



During the Quarter, four resolutions proposed by management were defeated and two shareholder-proposed resolution were successful. This compares to one defeated management-proposed resolutions, and three successful shareholder-proposed resolutions voted on in the previous quarter.

All four defeated management-proposed resolutions were remuneration report approvals. The resolutions occurred at Bayer AG, CME Group Inc, Informa plc and JPMorgan Chase & Co and Surrey voted against all four items.

At Bayer's AGM, shareholders voted down the remuneration report due to concerns regarding the Board's decision to adjust short-term incentive pay outcomes for litigation costs. Namely, concerns were held with the decision to exclude the impact of litigation from the free cash flow performance metric in the bonus which resulted in an increased payout under the plan. Bayer has faced numerous lawsuits related to its weedkiller Roundup, a product it inherited as part of the 2018 acquisition of Monsanto.

At CME Group, shareholders expressed concerns regarding the grant of a one-time special bonus to CEO Terry Duffy in the amount of USD\$5.0m in connection with the extension of his contract. The special bonus was in addition to the annual bonus earned by Mr. Duffy with respect to 2021 performance.

Informa's remuneration report received over 70% against votes with the key concern relating to the Board's response to shareholder concerns. Informa has received high dissent on remuneration-related resolutions in consecutive years. In particular, shareholders expressed ongoing concerns regarding the structure and operation of Informa's restricted share plan.

Just under 70% of shareholders withheld support from the approval of JPMorgan Chase & Co's remuneration report. The key concern was the grant of a special award of 1,500,000 stock options to CEO James Dimon worth USD\$56.2m. The grant resulted in Mr. Dimon's reported pay for the year increasing from USD\$31.7m to USD\$84.4m in 2021. The Board stated it granted the award as part of the firm's long-term executive retention and succession planning and reflected its desire for him to continue to lead the bank for a further significant number of years. However, shareholders are generally unsupportive of the grant of special one-off awards as effective remuneration planning should make exceptional awards unnecessary and may indicate poor planning by the remuneration committee.

2.3 RESOLUTION TYPES AND SUB-CATEGORIES

2.3.1 SHAREHOLDER PROPOSED RESOLUTIONS

66 resolutions voted during the period were proposed by shareholders. The majority of the shareholder resolutions were proposed in the North America region (65) and one shareholder proposal was filed in the UK & Ireland region. Surrey voted on 12 resolutions proposed by shareholders in the previous quarter.

Shareholder proposals are resolutions put forward by shareholders who want the board of a company to implement certain measures, for example around corporate governance, social and environmental practices. Although they are generally not binding, they are a powerful way to advocate publicly for change on policies such as climate change and often attract relatively high levels of votes against management.

On average, the shareholder proposals received 21.37% support during the Quarter and there were two successful proposals.

At Altria Group Inc's AGM, a shareholder proposal requesting the Board commission a third-party civil rights equity audit to review its corporate policies, practices, products and services, above legal and regulatory matters; to assess the impact of the Company's policies, practices, products and services on BIPOC (Black, Indigenous and people of color) and Latinx/a/o/e communities, including youth, was successful. Surrey voted in favour of the proposal, and it received 61.43% shareholder support.

At Dollar Tree Inc's AGM, a shareholder proposal requesting enhanced political spending disclosure was approved by shareholders. Surrey voted in favour of the proposal, and it received 56.76% votes in favour. The proposal requested the Board provide a report, updated semi-annually, disclosing the Company's:

- Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.
- Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described above, including: The identity of the recipient as well as the amount paid to each; and the title(s) of the person(s) in the Company responsible for decision-making.

Table 6: Shareholder Proposed Resolutions

Company	Shareholder Proposal	Surrey Vote	% For
Abbott Laboratories	To request the Board to take the steps necessary to amend the Bylaws so that a lower threshold is required for shareholders to call a special shareholder meeting	For	47.15%
Abbott Laboratories	To request that the Board establish a policy of the Chairman being an independent director	For	27.76%
Abbott Laboratories	To request that the Board establish a "Cooling Off Period" of at least 120 days between Plan adoption and initial trading under the Plan	For	48.77%
Abbott Laboratories	To request the Board to prepare a report to shareholders on lobbying activities and expenditures	For	34.52%
Abbott Laboratories	To request the Board report on health costs created by decisions not to invest additional resources in slowing the growth of antimicrobial resistance	For	11.51%

Company	Shareholder Proposal	Surrey Vote	% For
Alphabet Inc	To request the Board to prepare a report to shareholders on lobbying	For	18.94%
Alphabet Inc	To request the Board to prepare a report to shareholders on climate lobbying	For	18.80%
Alphabet Inc	To request that the Board reports to shareholders on environmental issues	For	17.74%
Alphabet Inc	To request that the Board reports to shareholders on Water Management Risks	For	22.54%
Alphabet Inc	To request that the Board reports to shareholders on a Racial Equity Audit	For	22.31%
Alphabet Inc	To request that the Board reports to shareholders on Concealment Clauses	For	11.95%
Alphabet Inc	To request the Board adopt a policy Regarding Equal Shareholder Voting	For	33.16%
Alphabet Inc	To request the Board to Report on Government Takedown Requests	Against	0.40%
Alphabet Inc	To request a Human Rights Assessment of Data Center Siting	For	16.99%
Alphabet Inc	To request that the Board report on Data Collection, Privacy, and Security	For	12.21%
Alphabet Inc	To request that the Board provide more quantitative and qualitative information on its algorithmic systems	For	19.54%
Alphabet Inc	To request a independent human rights impact report relating to misinformation and disinformation	For	23.00%
Alphabet Inc	To request that the Board report on External Costs of Disinformation	For	3.51%
Alphabet Inc	To request that the Board report on Board Diversity	For	5.25%
Alphabet Inc	To request that the Board Establish an Environmental Sustainability Board Committee	For	4.74%
Alphabet Inc	To request the Board adopt a policy on Non-Management Employee Representative Director	For	2.55%
Alphabet Inc	To request that the Board report on policies regarding Military and Militarized Policing Agencies	For	9.16%
Altria Group Inc	To request the Board to Commission a Civil Rights Equity Audit	For	61.43%
Amazon.com Inc	To request the Board to report to shareholders on retirement plan options	Against	8.72%

Company	Shareholder Proposal	Surrey Vote	% For
Amazon.com Inc	To request the Board to report to shareholders on customer due diligence	For	39.99%
Amazon.com Inc	To request the Board adopt an alternative director candidate policy	For	22.15%
Amazon.com Inc	To request the Board to report to shareholders on packaging materials	For	48.62%
Amazon.com Inc	To request the Board to report to shareholders on worker health and safety differences	For	12.71%
Amazon.com Inc	To request the Board to report additionally on risks associated with the use of certain contract clauses	For	24.65%
Amazon.com Inc	To request the Board to report to shareholders on charitable contributions	For	2.69%
Amazon.com Inc	To request the Board to report to shareholders on alternative tax	For	17.35%
Amazon.com Inc	To request the Board to report to shareholders on freedom of association	For	38.57%
Amazon.com Inc	To request the Board to prepare a report to shareholders on lobbying	For	47.03%
Amazon.com Inc	To request the Board to adopt a policy requiring more director candidates than board seats	For	0.81%
Amazon.com Inc	To request the Board to report to shareholders on warehouse working conditions	For	43.74%
Amazon.com Inc	To request the Board to report to shareholders on gender/racial pay	For	28.65%
Amazon.com Inc	To request a Diversity and Equity Audit	For	40.42%
Amazon.com Inc	To request the Board to report to shareholders on customer use of certain technologies	For	0.25%
Citigroup Inc	To request the Board to adopt a Management Pay Clawback policy	For	9.11%
Citigroup Inc	To amend the Bylaws so as to require that the Chairman of the Board shall be an independent director	For	20.58%
Citigroup Inc	To request that the Board reports to shareholders on the effectiveness of Citi's policies and practices in respecting Indigenous Peoples' rights in Citi's existing and proposed financing	For	33.12%
Citigroup Inc	To request the Board to adopt a policy to end new fossil fuel financing	For	12.82%

Company	Shareholder Proposal	Surrey Vote	% For
Citigroup Inc	To request a non-discrimination audit analysing the Company's impacts on civil rights and non-discrimination for all Americans	For	2.90%
Dollar General Corp	To request the Board to prepare a report to shareholders on the Company's political donations	For	56.76%
Ecolab Inc	To request the Board to take the steps necessary to amend the Bylaws so that a lower threshold is required for shareholders to call a special shareholder meeting	For	10.03%
Exelon Corp	To request that the Board reports on the impact of Exelon plans involving electric vehicles and charging stations with regard to child labor outside the United States	For	Withdrawn
General Electric Company Inc	To request that the Board consider the cessation of all Executive Stock Option Programs, and Bonus Programs	Against	1.90%
General Electric Company Inc	To request that the Remuneration Committee gain shareholder ratification for termination pay	For	36.07%
General Electric Company Inc	To request that the Board nominate an Employee Representative Director for election to the Board by shareholders	For	3.93%
Goldman Sachs Group Inc	To request the Board to prepare a report to shareholders on the Company's charitable donations	For	3.10%
Goldman Sachs Group Inc	To request that the Board establish a policy of the Chairman being an independent director	For	15.50%
Goldman Sachs Group Inc	To request that the Board establish a policy to ensure that the company's lending and underwriting do not contribute to new fossil fuel development	For	11.19%
Goldman Sachs Group Inc	To request the Board to take the steps necessary to amend the Bylaws so that a lower threshold is required for shareholders to call a special shareholder meeting	For	39.28%
JPMorgan Chase & Co	To request the Board to adopt a policy to cease financing new fossil fuel development	For	9.98%
JPMorgan Chase & Co	To request the Board to take the steps necessary to amend the Bylaws so that a lower threshold is required for shareholders to call a special shareholder meeting	For	46.52%
JPMorgan Chase & Co	To amend the Bylaws so as to require that the Chairman of the Board shall be an independent director	For	39.62%
JPMorgan Chase & Co	To request that the Board adopt a policy to encourage greater diversity for the Board of Directors	For	4.10%
JPMorgan Chase & Co	To request that the Board amend the Bylaws to become a public benefit corporation	Against	0.74%

Company	Shareholder Proposal	Surrey Vote	% For
JPMorgan Chase & Co	To request the Board to prepare a report on setting absolute contraction targets for the greenhouse gas emissions	For	15.31%
MasterCard Inc	To request the Board to take the steps necessary to amend the Bylaws so that shareholders may call a special shareholder meeting	For	32.33%
MasterCard Inc	To request that any future donation to any one or more objectors be subject to approval of a majority of the directors	For	10.07%
MasterCard Inc	To request the Board to prepare a report to shareholders on the Company's charitable donations	For	2.05%
MasterCard Inc	To request that the Board report to shareholders on the reduction of risk associated with the purchase of firearms	For	10.22%
Norfolk Southern Corp	To request the Board to take the steps necessary to amend the Bylaws so that a lower threshold is required for shareholders to call a special shareholder meeting	For	44.58%
Shell plc	To request that the Company report to shareholders on the strategy and policies for reaching greenhouse gas emission targets	For	19.90%
Texas Instruments Inc	To request the Stockholder proposal to permit a combined 10% of stockholders to call a special meeting	For	47.27%

2.3.2 REMUNERATION

Votes against remuneration resolutions in 2022 Q2 reflected the principles advocated in Surrey's voting policy. Six distinct concerns informed Surrey's remuneration voting during the Quarter:

- **Disclosure:** There was incomplete forward-looking disclosure on the performance conditions applicable to the long-term incentive awards to be granted in the coming year. This was a factor in 23 of the resolutions opposed by the fund.
- **Assessment:** In 17 of the resolutions opposed by the fund the company in question had received a low Minerva Remuneration Assessment grade.
- **LTIP Vesting:** The performance period and/or vesting period was considered too short. This was a factor in 12 of the resolutions opposed by the fund.
- **Severance Provisions:** Contract provisions for executives provided for potentially excessive severance payments on early termination. This was a factor in 10 of the resolutions opposed by the fund.
- **LTIP Vesting:** The proportion of the award vesting for threshold performance was considered too high. This was a factor in five of the resolutions opposed by the fund.
- **Bonus Cap:** No upper individual limit been not disclosed for the annual bonus scheme. This was a factor in five of the resolutions opposed by the fund.

All remaining concerns featured in less than five resolutions opposed during the Quarter. These concerns included a lack of transparency on the upper individual limit in respect of a long-term incentive plan, a lack of shareholding requirements for the executive directors, no clawback provisions disclosed for the long-term incentives, and various disclosure and alignment concerns.

Table 7: Remuneration Votes Against Management

Resolution Category	Total Resolutions	Voted Against Management	% Against Management
Remuneration - Report	27	27	100.00%
Remuneration - Policy (Long-term Incentives)	13	6	46.15%
Remuneration - Non-executive	10	1	10.00%
Remuneration - Policy (Overall)	7	6	85.71%
Remuneration - Amount (Total, Individual)	7	0	0.00%
Remuneration - Policy (All-employee Share Plans)	2	0	0.00%
Remuneration - Other	1	1	100.00%
Total	67	41	61.19%