



# 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 Surrey voted at six shareholder meetings during the Quarter under review.

Table 1: Meetings Voted

Region	Meeting Type							Total
	AGM	Class	Court	EGM	GM	OGM	SGM	
Europe: Developed	0	0	0	1	0	0	0	1
North America	5	0	0	0	0	0	0	5
<b>Total</b>	<b>5</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6</b>

In all tables:

AGM	The Annual General Meeting of shareholders, normally required by law.
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 order an annual meeting or a special meeting from a court or where a meeting is called by a Court of Law to approve a Scheme of Arrangement.
EGM	An Extraordinary General Meeting of shareholders, where a meeting is required to conduct business of an urgent or extraordinary nature. Such business may require a special quorum or approval level.
GM	A General Meeting, a term often used interchangeably with the terms EGM and OGM depending on the term used by the company in question.
OGM	An Ordinary General Meeting, a term often used interchangeably with the terms EGM, and GM depending on the term used by the company in question.
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.

In the Quarter under review, the fund was eligible to vote on 78 resolutions, with the majority (99%) of these in North America.

Table 2: Resolutions Voted

Region	Meeting Type							Total
	AGM	Class	Court	EGM	OGM	GM	SGM	
Europe: Developed	0	0	0	1	0	0	0	1
North America	78	0	0	0	0	0	0	78
<b>Total</b>	<b>78</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>79</b>

## 1.3 MEETINGS BY MONTH

The table below shows Surrey voted at three meetings in October, one in November and two in December during the Quarter under review.

Table 3: Meetings Voted Per Month

Event	October	November	December	Total
AGM	2	1	2	5
Class	0	0	0	0
Court	0	0	0	0
EGM	1	0	0	1
GM	0	0	0	0
OGM	0	0	0	0
SGM	0	0	0	0
<b>Total</b>	<b>3</b>	<b>1</b>	<b>2</b>	<b>6</b>

## 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 32.91% of the resolutions for which votes were cast during 2024 Q4, which is a higher dissent rate than the proportion opposed in the previous quarter (2024: Q3: 17.58%, Q2: 27.49%, Q1: 26.85%, 2023: Q4: 26.98%).

In the Audit & Reporting category, Surrey voted against management on all resolutions during the Quarter. The dissenting votes concerned the re-appointment of an external auditor where concerns were held with audit tenure and the lack of disclosure regarding a recent tender and/or planned tender of the audit contract.

Board resolutions accounted for 72.15% of all resolutions voted on during the Quarter and 30.77% of the total resolutions voted against management. The majority of Surrey's dissenting votes on board-related resolutions related to votes cast against management proposed director candidates due to independence concerns.

In the Capital category, Surrey voted against a board request for an authority to undertake share buybacks.

Remuneration accounted for 6.33% of all resolution voted on during the Quarter and 19.23% of the total resolutions voted against management. Surrey voted against all five remuneration report approvals voted on during the quarter.

Surrey voted against management on one resolution in the Shareholder Rights category. The resolution was a shareholder proposal requesting AutoZone Inc's board of directors to amend the bylaws to give shareholders with an aggregate of 10% of outstanding shares the right to call a special shareholder general meeting.

All resolutions in the Sustainability category were shareholder proposed resolutions and Surrey voted in favour of all six proposals. The proposals asked for enhanced reporting and transparency on a variety of environmental and social factors, such as racial and ethnic pay gap reporting, human rights-related practices, and risks associated with artificial intelligence.

Surrey voted in line with management on all resolutions in the Corporate Action category.

Table 4: Votes Against Management By Resolution Category

Resolution Category	Total Resolutions	Voted Against Management	% Against Management	% All Votes Against Management
Audit & Reporting	5	5	100.00%	19.23%
Board	57	8	14.04%	30.77%
Capital	3	1	33.33%	3.85%
Corporate Action	1	0	0.00%	0.00%
Remuneration	5	5	100.00%	19.23%
Shareholder Rights	2	1	50.00%	3.85%
Sustainability	6	6	100.00%	23.08%
<b>Total</b>	<b>79</b>	<b>26</b>	<b>32.91%</b>	<b>100.00%</b>

## 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 6.21%, Surrey opposed management on 32.91% of resolutions.

Resolutions opposed by Surrey received average general shareholder dissent of 13.19%, a much higher level than the dissent received on resolutions that Surrey supported (2.79%). 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	5	100.00%	7.58%
Board	57	14.04%	3.33%
Capital	3	33.33%	3.90%
Corporate Action	1	0.00%	0.97%
Remuneration	5	100.00%	9.30%
Shareholder Rights	2	50.00%	27.30%
Sustainability	6	100.00%	24.87%
<b>Total</b>	<b>79</b>	<b>32.91%</b>	<b>6.21%</b>

Poll data was collected for 100% 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 shareholder dissent level of 20% is generally considered to be significant. During the Quarter, Surrey voted against management on four resolutions that received shareholder dissent of more than 20%. This compares to one resolution with high dissent in the previous quarter. All four high dissenting resolutions were resolutions filed by shareholders (see [2.3.1](#)),

During 2024 Q4, no resolutions proposed by management were defeated and no shareholder-proposed resolution was successful. This was also the case in the previous quarter

## 2.3 RESOLUTION TYPES AND SUB-CATEGORIES

### 2.3.1 SHAREHOLDER PROPOSED RESOLUTIONS

Eight resolutions voted during the period were proposed by shareholders. All of the shareholder resolutions were proposed in the North America region. Surrey did not vote on any shareholder proposals 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 24.34% shareholder dissent during the Quarter. Management recommended shareholders to vote against all eight shareholder proposals and no proposal was successful.

Table 6: Shareholder Proposed Resolutions

Company	Shareholder Proposal	Surrey Vote	% Dissent
AutoZone Inc	To request the Board to take the steps necessary to improve Special Shareholder Meetings	For	44.53%
Microsoft Inc	To request the Board report to shareholders on Artificial Intelligence and Machine Learning Tools for Oil and Gas Development and Production.	For	32.76%
Microsoft Inc	To request the Board report to shareholders on risks of weapons development.	For	30.76%
Microsoft Inc	To request the Board report to shareholders on AI Misinformation and Disinformation.	For	19.84%
Microsoft Inc	To request the Board report to shareholders on Data Sourcing Accountability.	For	16.27%
Microsoft Inc	To request the Board report to shareholders on Data Operations in Human Rights Hotspots.	For	10.74%
Microsoft Inc	To request the Board report to shareholders on Assessment of Investing in Bitcoin.	Against	0.97%
Procter & Gamble Co Inc	To request the Board to prepare a report to shareholders on Racial and Gender Pay Gaps	For	38.85%

## 2.3.2 REMUNERATION

Votes against remuneration resolutions in 2024 Q4 reflected the principles advocated in Surrey's voting policy.

Three distinct concerns informed Surrey's remuneration voting during the Quarter:

- **Disclosure:** There was incomplete forward-looking disclosure on the performance conditions applicable to long-term incentive awards to be granted in the coming year. This was a factor in five of the remuneration resolutions opposed by the fund.
- **Accelerated vesting:** Accelerated vesting of long-term incentive awards on termination was permitted for executive directors (i.e. vesting of awards not pro-rated down on termination following a change of control). This was a factor in four of remuneration resolutions opposed by the fund.
- **Severance Provisions:** Contract provisions for executives provided for potentially excessive severance payments on early termination and/or a change of control. This was a factor in four of remuneration resolutions opposed by the fund.
- **LTIP Vesting:** The performance period and /or vesting was considered too short. This was a factor in three of the remuneration resolutions opposed by the fund.

All remaining concerns featured in less than three resolutions opposed during the Quarter. These concerns included a lack of clear link between the performance measures used in incentive pay and a company's reported key performance indicators, a lack of disclosure on the quantitative targets and/or qualitative objectives used in an annual bonus plan, a lack of disclosure on a cap on annual bonus awards, and a long-term incentive plan providing for the partial vesting of awards for below-median performance.

Table 7: Remuneration Votes Against Management

Resolution Category	Total Resolutions	Voted Against Management	% Against Management
Remuneration - Report	5	5	100%
Total	5	5	100%

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