

# Border to Coast Overseas Developed Market Equity Fund



## Proxy Voting Report

Period: January 01, 2019 - March 31, 2019

Votes Cast	737	Number of Meetings	66
For	559	With Management	563
Withhold	0	Against Management	173
Abstain	0	Other	1
Against	178		
Other	0		
Total	737	Total	737

In 59 (89%) out of 66 meetings we have cast one or more votes against management recommendation.

# General Highlights

## **Gender Diversity: Balancing Out the Scales**

Research shows that a gender-balanced workforce positively supports corporate performance in relation to either the company's profitability, risk reduction, or share price. A gender diverse workforce at all levels of the organization can support business and financial performance while improving human capital management. Gender diversity has become a very relevant topic in the international corporate governance arena. A Spencer Stuart survey found that in 2018, 40% of incoming directors on S&P 500 boards were women. This has translated into an overall female representation of 24% across S&P 500 boards, up 2% from the previous year.

In several markets, it is common to include nominations to the board of directors in shareholder meeting agendas. Before casting our votes, a thorough assessment of the overall board diversity in terms of tenure, skills, gender and external commitments is conducted, and compared to local best practices. Key expectations towards companies include increasing the disclosures related to gender diversity throughout the workforce, equal remuneration practices, and disclosure of how gender diversity is approached at the board level. However, commitments put forward by companies to enhance diversity are not always followed by concrete policies.

Insufficient disclosure has, as a result, been the topic of shareholder resolutions filed at companies' AGMs, seeking enhanced disclosures on both female workforce representation at different job levels and equal remuneration opportunities. We believe that addressing these topics would support companies to better attract and retain talent while enhancing the value of their human capital.

In the last couple of years, an increasing amount of gender-related shareholder resolutions have been filed, predominantly in the US. The content of these resolutions ranges from requesting companies to issue either a gender pay gap or employment diversity report to enhance diversity at the board level. Receiving on average 28% of votes in favor, it sends a clear signal to the company regarding the relevance of the topic for a large proportion of shareholders and creates an incentive to address the topic. The rationale behind such proposals is that enhanced disclosures on gender diversity within the workforce would benefit shareholders, as failure to address these matters could present significant legal, reputational, and talent-retention concerns for companies.

# Market Highlights

## **Corporate Governance Update: Korea**

The Korean corporate governance system remains significantly weaker than its peers in the region. Korean companies operating internationally are becoming more aware that they must benchmark their practices against global standards of governance and sustainability, rather than just their local peers. Recent changes implemented by the Act on External Audit of Stock Companies aim to improve independence, corporate accountability and regulatory control in the market.

Companies' audit committees or statutory auditors will be the designated parties to appoint the external auditor. In the past, this responsibility was placed with the companies' management team. During the first quarter of 2019, most Korean companies have put up for vote at their shareholder meetings a proposal requesting the amendment of their articles of association to reflect the new duties of the audit committee or statutory auditor board. We support this development as it reinforces external auditors' independence, and have therefore voted in favor of most of these resolutions.

Nonetheless, it remains challenging for shareholders to access the audited financial statements prior to exercising our voting rights at Annual General Meetings (AGM). According to the Korean Commercial Act, companies must disclose the notice and circular for convocation of a general meeting at least 14 days prior to the meeting date. The same regulation states that listed companies shall publish their audited financial statements at least seven days prior to the AGM.

Those shareholders voting via proxy normally need to send their voting instructions two weeks prior to the AGM. We refrain from supporting the approval of financial statements in case we do not have access to the auditor's unqualified opinion. Moreover, we believe that the chairman of the audit committee shall be held accountable for the failure to disclose this information in a timely manner for those shareholders voting electronically. Should this director be up for vote at the AGM, a vote against his reappointment is warranted.

# Voting Highlights

## **Walgreens Boots Alliance Inc - 01/25/2019 - United States**

Proposal: Shareholder Proposal regarding Independent Chair

Walgreens Boots Alliance, Inc. operates as a pharmacy-led health and wellbeing company. It operates through three segments: Retail Pharmacy USA, Retail Pharmacy International, and Pharmaceutical Wholesale. Walgreens Boots Alliance, Inc. was founded in 1901 and is based in Deerfield, Illinois.

Board independence is a central battleground in today's corporate governance landscape. Differing market requirements and best practices vie for authority, each seeking to ideally balance the need for conflict-free oversight and the valuable input of insiders. Nonetheless, the percentage of independent directors on a board alone does not tell the whole story – particularly in the US, where Executive Chairs and combined CEO-Chairman positions remain the norm. According to executive and board advisory firm Spencer Stuart, only 31% of S&P 500 boards feature an independent chair. Walgreens Boots Alliance, therefore, saw a shareholder proposal filed at its 2019 AGM that aimed to install an independent Chairman.

Empirical evidence on the effects of electing an independent Chair is mixed, especially when the move emanates from direct shareholder pressure, rather than internal willingness or structural reasons. Nonetheless, academic studies have found links between independent Chairs and better long-term shareholder returns and lower executive compensation costs. These findings support our view that having an independent Chairperson amounts to international best practice, as underlined by the International Corporate Governance Network (ICGN) Global Governance Principles, an important set of guidelines that call for an independent Chair. Ultimately, the fact that an independent Chair is better able to oversee the executives of a company and set a pro-shareholder agenda warranted our support for the shareholder proposal.

The Walgreens Boots Alliance board already comprised a Lead Independent Director (LID), as prescribed by the company's bylaws. The company argued that the board had already vested significant responsibility in the LID, including the ability to convene 'executive sessions' with only independent board members and leading the annual board evaluation of the Chairman and CEO. Nonetheless, we also note that, in addition to the Executive Chair, the CEO was designated as Vice Chairman of the board, with little disclosure on the scope of responsibilities this position entails.

With both the Chair and Vice Chair being members of management, the shareholder proposal's request for an independent Chairman would ensure better board oversight at the company. Seeking to support corporate governance best practice, we supported the proposal, which received 38% votes in favour.

## **Accenture plc - 02/01/2019 - United States**

Proposal: Advisory Vote on Executive Compensation

Accenture Plc. provides consulting, technology, and outsourcing services internationally. The company operates in the following five segments; Communications, Media & Technology; Financial Services; Health and Public Services; Products; and Resources. Accenture plc was founded in 1989 and is based in Dublin, Ireland.

The executive compensation plan is one of the main instruments companies use to guide, evaluate, and reward the behaviour and achievements of executives. Therefore, it is in the interest of stakeholders to have a compensation policy in place that satisfies both executives as well as shareholders. While US companies come under fire for their executive pay most often, culprits can also be found in other markets. For instance, the highest median European CEO compensation in 2018 was found at companies based in the Netherlands, with Irish companies coming in a close second. At Accenture, there has been a steady increase in the compensation received by the CEO over the last few years. Moreover, there is inadequate disclosure on how this increase in pay was calculated and whether it is aligned with shareholder returns and company performance. We voted against the executive compensation plan at the company's 2019 AGM.

At 68% of total pay, the largest component of CEO compensation in 2018 was performance-based. The majority of this component was based on cumulative total shareholder returns (TSR), which is a common performance metric in compensation plans. However, the specific thresholds and targets used to determine the amount of pay based on this metric are not disclosed. Furthermore, over a quarter of total compensation received by the CEO was discretionary, which means there is no evidence on how this component was calculated. Although some portion of compensation may be discretionary, the remuneration committee should explain their use of discretion.

Total compensation increased by 12% in 2018, and could increase further in 2019 since the maximum bonus attainable by the CEO has been raised. While we do not expect companies to disclose information that is commercially sensitive, increases in executive pay and their underlying business metrics should be explained to shareholders.

Even though executive compensation has been an ongoing and contentious topic throughout several markets, its ultimate purpose is to appropriately incentivize management to deliver long-term shareholder value, thus aligning pay and performance. At Accenture, the importance of this alignment is underscored by the CEO to median employee pay ratio of over 1200:1. As executive compensation may continue to rise in the future, an acceptable pay gap between management and the company's wider workforce must be found.

### **Apple Inc - 03/01/2019 - United States**

Proposal: Advisory Vote on Executive Compensation

Apple Inc. designs, manufactures, and markets mobile communication and media devices and personal computers, along with a variety of software, services, accessories, and third-party digital content and applications. Apple Inc. was founded in 1977 and is headquartered in Cupertino, California.

Executive compensation shall be defined in a way that it provides adequate incentives to top management linked to the company's performance while providing sufficient safeguards for investors. We acknowledge Apple's strong financial performance. Net income has increased by 23% and top line growth by 15% compared to figures from 2017. Nonetheless, at its shareholder meeting, we voted against the advisory vote on executive compensation due to several concerns regarding the structure of the pay package.

Apple's management team is currently incentivized through an annual bonus plan lacking a comprehensive clawback policy. In effect, the company's CEO received his entire variable pay under the annual bonus plan and therefore was not subject to such recoupment policy. We encourage the company to extend its current clawback policy to all components comprising the variable pay, as it constitutes a widely-accepted market practice and an important safeguard for shareholders.

Having an adequate remuneration package in place to attract and retain qualified executives is crucial when recruiting new employees. Sign-on bonuses shall compensate incoming employees for payments foregone from their previous employer within reasonable limits. Apple provided a sign-on pay package to a Senior Vice President in connection with her hiring exceeding the compensation waived from her previous employer.

We would encourage the company to revise the one-time payments provided for hiring purposes to ensure these cover the foregone remuneration from the previous employer, whilst being dependent upon concrete performance metrics and preferably awarded as stock units.

The way an executive remuneration policy is structured has a deep impact on the focus, risk appetite and decision-making process for top management. Despite having a positive view on the financial performance of the company, we believe there is room for improvement in the structure of Apple's compensation plan. We will monitor how the remuneration policy evolves going forward.

### **Hyundai Motor - 03/22/2019 - South Korea**

Proposal: Election of Directors

Hyundai Motor Company manufactures and distributes motor vehicles and parts worldwide, and offers vehicle financing, credit card processing, marketing, and insurance services, amongst others. The company was founded in 1967 and is headquartered in Seoul, South Korea.

Hyundai Group is facing increasing shareholder pressure to improve its corporate governance and capital allocation practices. Elliot Management, one of the largest US hedge funds, raised the stakes by initiating a proxy fight against the South Korean carmaker.

At Hyundai Motor's AGM, shareholders were presented with clashing agenda items proposed by both parties regarding board nominations and dividend plans. We discussed the proposals up for vote with the company and Elliot prior to the shareholder meeting date.

Shareholder concern regarding the company's falling profitability did not fade away after it published its strategic investment plan and commitment to enhance shareholder value. Hyundai's financial strategy needs to be improved to deliver the ambitious business strategy ahead. Elliot requested a return of substantial excess of capital to shareholders through a special dividend.

We supported this resolution as we believe the retained cash generated by the current overcapitalization of the company is not in the best interest of shareholders. Moreover, it is a compelling message to the supervisory board signalling shareholders' discomfort with the capital management status quo, encouraging them to drive the necessary reforms.

Three independent directors were proposed by each party with only three available board seats for outside directors. Our support towards the election of directors was mixed, endorsing candidates appointed both by the company and the shareholder dissident. We supported Mr. Yoon, proposed by management, due to his strong background in finance and positive reputation in the market. A vote in favour of two directors nominated by the shareholder dissident, namely Mr. Liu and Ms. Billson, was warranted. These candidates have extensive experience as board members and executives of large companies, as well as strong backgrounds ranging from telecommunications to aviation that can broaden the industries represented on the board.

Although at the AGM investors in Hyundai Motor rejected Elliott Management's demands for a special dividend and board seats, the proxy contest represented a clear signal from shareholders that the company needs to prioritize shareholder friendly policies and an improved management system.

# Votes Against Management

In the following instance, Border to Coast Pension Partnership voted against the recommendation of management at the shareholder meeting. In each instance where a vote against management has been cast, the rationale for the vote is also provided.

Issuer Name	Meeting Date	Proposal Description	Management Recommendation	Vote Decision	With Or Against Management	Vote Note	Meeting Type
Becton, Dickinson And Co.	1/22/2019	Elect Vincent A. Forlenza	For	Against	Against Management	The nominee serves as both Chairman and CEO.	Annual
Becton, Dickinson And Co.	1/22/2019	Advisory Vote on Executive Compensation	For	Against	Against Management	Not sufficient disclosure of directors' remuneration in the policy published in the annual report. Large discretionary component in the annual bonus. The company did not provide a discussion of any repayment conditions for Executive Vice President's one-off payments.	Annual
Costco Wholesale Corp	1/24/2019	Advisory Vote on Executive Compensation	For	Against	Against Management	The performance period under the LTIP is too short.	Annual
Walgreens Boots Alliance Inc	1/25/2019	Ratification of Auditor	For	Against	Against Management	Excessive non-audit fees for the past 3 years. The current year non-audit fees are too high.	Annual
Walgreens Boots Alliance Inc	1/25/2019	Shareholder Proposal Regarding Independent Chair	Against	For	Against Management	An independent chair is better able to oversee the executives of a company and set a pro-shareholder agenda	Annual
Walgreens Boots Alliance Inc	1/25/2019	Shareholder Proposal Regarding Report on Response to Opioid Epidemic	Against	For	Against Management	The requested report would allow shareholders to better understand how the Company is managing and mitigating risks associated with its role in the opioid epidemic	Annual
Walgreens Boots Alliance Inc	1/25/2019	Shareholder Proposal Regarding Right to Call a Special Meeting	Against	For	Against Management	A 10% threshold for calling a special meeting is appropriate	Annual
Visa Inc	1/29/2019	Advisory Vote on Executive Compensation	For	Against	Against Management	The performance period is too short.	Annual
Don Quijote Holdings Co Ltd	1/31/2019	Elect Takao Yasuda as Non-Audit Committee Director	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence.	Special
Accenture plc	2/1/2019	Advisory Vote on Executive Compensation	For	Against	Against Management	The performance period is too short. Annual bonus is determined on a discretionary basis. Performance goals not disclosed for long-term incentives.	Annual
Kone Corp.	2/26/2019	Election of Directors	For	Against	Against Management	Affiliate/Insider on a committee; Board is not sufficiently independent; Audit committee met fewer than four times; No independent lead or presiding director	Annual



Kone Corp.	2/26/2019	Authority to Set Auditor's Fees	For	Against	Against Management	Audit fees are excessive.	Annual
Kone Corp.	2/26/2019	Appointment of Auditor	For	Against	Against Management	Audit fees are excessive.	Annual
Deere & Co.	2/27/2019	Shareholder Proposal Regarding Right to Act by Written Consent	Against	For	Against Management	Action by written consent enables shareholders to take action on important issues that arise between annual meetings	Annual
Novartis AG	2/28/2019	Elect Srikant M. Datar	For	Against	Against Management	The nominee serves on the Remuneration Committee that lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Novartis AG	2/28/2019	Elect Andreas von Planta	For	Against	Against Management	The nominee serves on the Nominating Committee that lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Novartis AG	2/28/2019	Elect Srikant M. Datar as Compensation Committee Member	For	Against	Against Management	The nominee serves on the Remuneration Committee that lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Novartis AG	2/28/2019	Additional or Amended Proposals	For	Against	Against Management	Granting unfettered discretion is unwise	Annual
Apple Inc	3/1/2019	Advisory Vote on Executive Compensation	For	Against	Against Management	Although the company achieved an outstanding financial performance and the merits of the management team shall be recognized, improvements could be made in the structure of the compensation plan: a) Lack of clawback provisions in the cash-based component of the variable pay (annual bonus), b) STIP target performance metrics defined by the remuneration committee seem to be consistently low over the last years, as the actual performance achieved tends to outpace it and regularly reach the maximum threshold defined, c) LTIP relies on a single financial metric (TSR) and executives become eligible to receive awards if they perform below median compared to the peer group. This is not applicable for the CEO.	Annual
Apple Inc	3/1/2019	Shareholder Proposal Regarding Proxy Access Bylaw Amendment	Against	For	Against Management	Supporting this proposal is in the best interests of shareholders. It requests an increase in the amount of directors nominated by shareholders, namely moving from 1 to 2 directors. Directors nominated by shareholders would be up for vote at a shareholder meeting.	Annual
Walt Disney Co	3/7/2019	Advisory Vote on Executive Compensation	For	Against	Against Management	Pay and performance disconnect; Concerning pay practices	Annual
Walt Disney Co	3/7/2019	Shareholder Proposal Regarding Lobbying Report	Against	For	Against Management	Increased disclosure would allow shareholders to assess the risks associated with the Company's lobbying activities	Annual
Walt Disney Co	3/7/2019	Shareholder Proposal Regarding Linking	Against	For	Against Management	Since these risks are financially material for the sector, the Company's board should explore more fully integrating	Annual

Stora Enso Oyj	3/14/2019	Executive Pay to Cybersecurity Authority to Set Auditor's Fees	For	Against	Against Management	cybersecurity and data privacy metrics into executive compensation Audit fees are excessive.	Annual
Stora Enso Oyj	3/14/2019	Appointment of Auditor	For	Against	Against Management	Audit fees are excessive.	Annual
LG Electronics Inc	3/15/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	Unaudited financial statements	Annual
Amorepacific Corporation	3/15/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends, unaudited financial statements	Annual
Amorepacific Corporation	3/15/2019	Elect EOM Young Ho	For	Against	Against Management	Chairman of the audit committee shall be held accountable for unaudited financial statements	Annual
Amorepacific Corporation	3/15/2019	Election of Audit Committee Member: EOM Young Ho	For	Against	Against Management	Chairman of the audit committee shall be held accountable for unaudited financial statements	Annual
Amorepacific Corporation	3/15/2019	Directors' Fees	For	Against	Against Management	The compensation provided to the non-executive directors does not reflect their roles and responsibilities as it is significantly larger than peers	Annual
Kia Motors	3/15/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
Kia Motors	3/15/2019	Election of Directors (Slate)	For	Against	Against Management	Board is not sufficiently independent; Affiliate/Insider on a committee; Unaudited financial statements	Annual
Posco	3/15/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
Posco	3/15/2019	Elect CHON Jung Son	For	Against	Against Management	The nominee is an executive who serves on the Nomination Committee.	Annual
Posco	3/15/2019	Elect CHUNG Moon Ki	For	Against	Against Management	Chairman of audit committee shall be held accountable for unaudited financial statements	Annual
Posco	3/15/2019	Election of Audit Committee Member: CHUNG Moon Ki	For	Against	Against Management	Chairman of audit committee shall be held accountable for unaudited financial statements	Annual
LG Household & Healthcare Ltd.	3/15/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
LG Household & Healthcare Ltd.	3/15/2019	Elect CHA Suk Yong	For	Against	Against Management	The roles of Chair and CEO are combined and there is no lead independent director.	Annual
LG Household & Healthcare Ltd.	3/15/2019	Elect KIM Hong Gi	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence.	Annual
LG Household & Healthcare Ltd.	3/15/2019	Elect HA Bum Jong	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence.	Annual

LG Display Co Ltd.	3/15/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividend, unaudited financial statements	Annual
E-MART Co Ltd	3/15/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	Unaudited financial statements	Annual
E-MART Co Ltd	3/15/2019	Elect LEE Jeon Hwan	For	Against	Against Management	Chairman of audit committee shall be held accountable due to unaudited financial statements	Annual
E-MART Co Ltd	3/15/2019	Election of Audit Committee Member: LEE Jeon Hwan	For	Against	Against Management	Chairman of audit committee shall be held accountable due to unaudited financial statements	Annual
Danske Bank AS	3/18/2019	Elect Jan Thorsgaard Nielsen	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Danske Bank AS	3/18/2019	Elect Carol Sergeant	For	Against	Against Management	The nominee served on the audit committee when the money laundering scandal arose	Annual
Danske Bank AS	3/18/2019	Appointment of Auditor	For	Against	Against Management	Audit fees are excessive.	Annual
Danske Bank AS	3/18/2019	Remuneration Policy	For	Against	Against Management	Plan does not disclose performance targets.	Annual
Danske Bank AS	3/18/2019	Shareholder Proposal Regarding Conducting a Scrutiny Pursuant to the Danish Companies Act	Against	For	Against Management	Benefits of independent investigation outweigh potential costs	Annual
Samsung SDI Co. Ltd.	3/20/2019	Directors' Fees	For	Against	Against Management	Excessive compensation	Annual
Renesas Electronics Corporation	3/20/2019	Stock Option Plan for Directors, Executive Officers and Employees of the Company and its Subsidiaries, residing in the State of California, USA	For	Against	Against Management	Long term awards are not linked to performance. Plan does not disclose performance targets. The company has not disclosed a maximum award level. Deep discounted exercise price	Annual
Samsung Electronics	3/20/2019	Election of Independent Director: BAHK Jae Wan	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Samsung Electronics	3/20/2019	Election of Audit Committee Member: BAHK Jae Wan	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Samsung Sds Co. Ltd	3/20/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
Novo Nordisk	3/21/2019	Elect Jeppe Christiansen	For	Against	Against Management	The nominee serves on the Remuneration Committee that lacks sufficient independence.	Annual
Novo Nordisk	3/21/2019	Appointment of Auditor	For	Against	Against Management	Audit fees are excessive.	Annual
Novo Nordisk	3/21/2019	Remuneration Policy	For	Against	Against Management	Plan does not disclose performance targets.	Annual

Samsung Life Insurance Co Ltd	3/21/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
Samsung Life Insurance Co Ltd	3/21/2019	Elect KIM Dae Hwan	For	Against	Against Management	The nominee serves on the Remuneration Committee that lacks sufficient independence. The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence.	Annual
Samsung Life Insurance Co Ltd	3/21/2019	Election of Independent Director to become Audit Committee Member: HUH Gyung Uk	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
SK Innovation	3/21/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
BB Biotech AG	3/21/2019	Elect Clive A. Meanwell	For	Against	Against Management	The nominee serves on the Remuneration, Audit and Nomination Committee that lack sufficient independence.	Annual
BB Biotech AG	3/21/2019	Elect Clive A. Meanwell as Compensation Committee Member	For	Against	Against Management	The nominee serves on the Remuneration Committee that lacks sufficient independence.	Annual
Coway	3/21/2019	Elect CHAE Jin Ho	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Special
Coway	3/21/2019	Election of Audit Committee Member: CHAE Jin Ho	For	Against	Against Management	Affiliate/Insider on a committee	Special
Coway	3/21/2019	Share Option Previously Granted by Board Resolution	For	Against	Against Management	Plan does not disclose performance targets.	Special
Hyundai Steel Co.	3/22/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
Hyundai Steel Co.	3/22/2019	Elect AHN Dong Il	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence.	Annual
Hyundai Steel Co.	3/22/2019	Elect PARK Jong Sung	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence.	Annual
Hyundai Steel Co.	3/22/2019	Elect SEO Gang Hyun	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence.	Annual
Korea Electric Power	3/22/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	Unaudited financial statements	Annual
Kubota Corporation	3/22/2019	Elect Masatoshi Kimata	For	Against	Against Management	The roles of Chair and CEO are combined and there is no lead independent director. Lack of diversity on the board	Annual
Samsung C&T Corp.	3/22/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	Unaudited financial statements	Annual

Samsung C&T Corp.	3/22/2019	Directors' Fees	For	Against	Against Management	Excessive compensation	Annual
Naver Co Ltd	3/22/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	Unaudited financial statements	Annual
Naver Co Ltd	3/22/2019	Elect CHEONG Ui Jong	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence. The nominee serves on the Nominating Committee that lacks sufficient independence.	Annual
Naver Co Ltd	3/22/2019	Election of Audit Committee Member: CHEONG Ui Jong	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Naver Co Ltd	3/22/2019	Directors' Fees	For	Against	Against Management	Excessive compensation	Annual
Naver Co Ltd	3/22/2019	Share Options Previously Granted by Board Resolution	For	Against	Against Management	Long term awards are not linked to performance.	Annual
Naver Co Ltd	3/22/2019	Share Options Grant	For	Against	Against Management	Excessive issuance	Annual
Samsung Fire & Marine Insurance	3/22/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
SK Hynix Inc	3/22/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
SK Hynix Inc	3/22/2019	Share Option Grant	For	Against	Against Management	Long term awards are not linked to performance. Plan does not disclose performance targets.	Annual
SK Hynix Inc	3/22/2019	Share Options Previously Granted by Board Resolution	For	Against	Against Management	Long term awards are not linked to performance. Plan does not disclose performance targets.	Annual
Hyundai Motor	3/22/2019	Allocation of Profits/Dividends (Shareholder Proposal)	Against	For	Against Management	The company has excessive cash in its balance sheet and does not have a concrete plan to return the benefits to shareholders	Annual
Hyundai Motor	3/22/2019	Elect Eugene M. Ohr	For	Against	Against Management	Supporting other two directors appointed by shareholders	Annual
Hyundai Motor	3/22/2019	Elect LEE Sang Seung	For	Against	Against Management	Supporting other two directors appointed by shareholders	Annual
Hyundai Motor	3/22/2019	Elect John Y. Liu (Shareholder Nominee)	Against	For	Against Management	Brings additional relevant experience to the board	Annual
Hyundai Motor	3/22/2019	Elect Margaret S. Billson (Shareholder Nominee)	Against	For	Against Management	Brings additional relevant experience to the board	Annual
Hyundai Motor	3/22/2019	Elect LEE Won Hee	For	Against	Against Management	Insufficient nominating committee independence requirement	Annual
Hyundai Motor	3/22/2019	Elect Albert Biermann	For	Against	Against Management	Board is not sufficiently independent	Annual
Hyundai Motor	3/22/2019	Election of Audit Committee Member: LEE Sang Seung	For	Against	Against Management	Supporting other two directors appointed by shareholders	Annual

Hyundai Motor	3/22/2019	Election of Audit Committee Member: John Y. Liu (Shareholder Nominee)	Against	For	Against Management	Brings additional relevant experience to the board	Annual
Hyundai Motor	3/22/2019	Election of Audit Committee Member: Margaret S. Billson (Shareholder Nominee)	Against	For	Against Management	Brings additional relevant experience to the board	Annual
Korea Investment Holdings Co., Ltd.	3/22/2019	Elect Hobart Lee Epstein	For	Against	Against Management	The nominee serves as Chairman of the Nominating Committee and the board lacks sufficient diversity.	Annual
Hyundai Mobis	3/22/2019	Financial Statements	For	Against	Against Management	Unaudited financial statements	Annual
Hyundai Mobis	3/22/2019	Allocation of Profits/Dividends (Shareholder Proposal)	Against	For	Against Management	The company has excessive cash in its balance sheet and does not have a concrete plan to return the benefits to shareholders	Annual
Hyundai Mobis	3/22/2019	Amendments to Article 29 (Shareholder Proposal)	Against	For	Against Management	Enables uncontested election; Enhances independence of board	Annual
Hyundai Mobis	3/22/2019	Elect Brian D. Jones (Board Nominee)	For	Against	Against Management	Brings additional relevant experience to the board	Annual
Hyundai Mobis	3/22/2019	Elect Karl-Thomas Neumann (Board Nominee)	For	Against	Against Management	Brings additional relevant experience to the board	Annual
Hyundai Mobis	3/22/2019	Elect Robert Allen Kruse Jr. (Shareholder Nominee)	Against	For	Against Management	Adds requisite experience, perspective	Annual
Hyundai Mobis	3/22/2019	Elect Rudolph William C. Von Meister (Shareholder Nominee)	Against	For	Against Management	Adds requisite experience, perspective	Annual
Hyundai Mobis	3/22/2019	Election of Audit Committee Member: Brian D. Jones (Board Nominee)	For	Against	Against Management	Brings additional relevant experience to the board	Annual
Hyundai Mobis	3/22/2019	Election of Audit Committee Member: Karl-Thomas Neumann (Board Nominee)	For	Against	Against Management	Brings additional relevant experience to the board	Annual
Hyundai Mobis	3/22/2019	Election of Audit Committee Member: Robert Allen Kruse Jr. (Shareholder Nominee)	Against	For	Against Management	Adds requisite experience, perspective	Annual
Hyundai Mobis	3/22/2019	Election of Audit Committee Member: Rudolph William C. Von	Against	For	Against Management	Adds requisite experience, perspective	Annual

		Meister (Shareholder Nominee)						
Hyundai Mipo Dock Yard	3/25/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual	
Hyundai Mipo Dock Yard	3/25/2019	Elect LIM Jae Dong	For	Against	Against Management	The nominee is a newly appointed director, serves on a large company, is not independent, and the board lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence.	Annual	
Hyundai Mipo Dock Yard	3/25/2019	Election of Audit Committee Member: LIM Jae Dong	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Annual	
SK Telecom Co Ltd	3/26/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual	
SK Telecom Co Ltd	3/26/2019	Share Option Previously Granted by Board Resolution	For	Against	Against Management	Long term awards are not linked to performance. Plan does not disclose performance targets. The company has not disclosed a maximum award level.	Annual	
SK Telecom Co Ltd	3/26/2019	Share Option Grant	For	Against	Against Management	Long term awards are not linked to performance. Plan does not disclose performance targets. The company has not disclosed a maximum award level.	Annual	
Celltrion Inc	3/26/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends, unaudited financial statements	Annual	
Kao Corporation	3/26/2019	Elect Chiaki Mukai	For	Against	Against Management	Nominee Mukai received no more than ¥10,000,000 from the Company in FY 2018 for consulting services provided to the Company. Potential conflicts of interests.	Annual	
Kao Corporation	3/26/2019	Elect Hideko Aoki as Statutory Auditor	For	Against	Against Management	Statutory auditor board is not sufficiently independent	Annual	
Shiseido Company Limited	3/26/2019	Directors' Long Term Incentive Plan	For	Against	Against Management	The company has not disclosed a maximum award level.	Annual	
KB Financial Group Inc	3/27/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends. The company has not provided sufficient information.	Annual	
KB Financial Group Inc	3/27/2019	Amendments to Articles	For	Against	Against Management	The company has not provided sufficient information.	Annual	
KB Financial Group Inc	3/27/2019	Elect PARK Jae Ha	For	Against	Against Management	The nominee serves as Chairman of the Nominating Committee and the board lacks sufficient diversity.	Annual	
KB Financial Group Inc	3/27/2019	Directors' Fees	For	Against	Against Management	The company has not provided sufficient information.	Annual	
Telefonaktiebolaget L M Ericsson	3/27/2019	Elect Jan Carlsson	For	Against	Against Management	Potential overcommitment	Annual	
Telefonaktiebolaget L M Ericsson	3/27/2019	Remuneration Guidelines	For	Against	Against Management	Plan does not disclose performance targets. The company has not disclosed a maximum award level. Lack of clawback provisions	Annual	

Telefonaktiebolaget L M Ericsson	3/27/2019	Long-Term Variable Compensation Program 2019 (LTV 2019)	For	Against	Against Management	Plan does not disclose performance targets.	Annual
Telefonaktiebolaget L M Ericsson	3/27/2019	Transfer of Treasury Shares pursuant to LTV 2019	For	Against	Against Management	Plan does not disclose performance targets.	Annual
Telefonaktiebolaget L M Ericsson	3/27/2019	Equity Swap Agreement with third party in relation to the LTV 2019	For	Against	Against Management	Plan does not disclose performance targets.	Annual
Shinhan Financial Group Co. Ltd.	3/27/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends, unaudited financial statements	Annual
Shinhan Financial Group Co. Ltd.	3/27/2019	Elect PARK Cheul	For	Against	Against Management	The nominee serves as Chairman of the Nominating Committee and the board lacks sufficient diversity.	Annual
Shinhan Financial Group Co. Ltd.	3/27/2019	Elect LEE Manwoo	For	Against	Against Management	Chairman of audit committee shall be held accountable for lack of audited financial statements	Annual
Shinhan Financial Group Co. Ltd.	3/27/2019	Election of Audit Committee Member: LEE Manwoo	For	Against	Against Management	Chairman of audit committee shall be held accountable for lack of audited financial statements	Annual
Sk Holdings Co. Ltd	3/27/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends.	Annual
Sk Holdings Co. Ltd	3/27/2019	Elect CHEY Tae Won	For	Against	Against Management	Chairman not independent upon appointment and was previously CEO. Company disclosure still lists nominee as Chairman & CEO. Convicted of market misconduct related to one of the Company's subsidiaries in the past.	Annual
Sk Holdings Co. Ltd	3/27/2019	Elect KIM Byeong Ho	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Sk Holdings Co. Ltd	3/27/2019	Election of Audit Committee Member: KIM Byeong Ho	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Sk Holdings Co. Ltd	3/27/2019	Directors' Fees	For	Against	Against Management	Excessive compensation relative to peers	Annual
Lotte Chemical Corporation	3/27/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	Unaudited financial statements	Annual
Lotte Chemical Corporation	3/27/2019	Election of Directors (Slate)	For	Against	Against Management	Board is not sufficiently independent; Unaudited financial statements; Convicted of market misconduct; Nominated a director w/ concerning issues	Annual
Lotte Chemical Corporation	3/27/2019	Election of Audit Committee Member: PARK Kyung Hee	For	Against	Against Management	Unaudited financial statements;	Annual
Lotte Chemical Corporation	3/27/2019	Directors' Fees	For	Against	Against Management	Excessive compensation	Annual
Hoshizaki Corporation	3/27/2019	Elect Seishi Sakamoto	For	Against	Against Management	The company has not provided sufficient information.	Annual



Hoshizaki Corporation	3/27/2019	Elect Yasuhiro Kobayashi	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Masami Hongo	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Hideki Kawai	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Satoru Maruyama	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Daizoh Ogura	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Tsukasa Ozaki	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Shinichi Ochiai	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Yoshio Furukawa	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Tadashi Mizutani	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Katsuhiko Kurimoto	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Yasushi Ieta	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Yoshihiko Seko	For	Against	Against Management	The company has not provided sufficient information.	Annual
Hoshizaki Corporation	3/27/2019	Elect Satoe Tsuge	For	Against	Against Management	The company has not provided sufficient information.	Annual
Givaudan SA	3/28/2019	Compensation Report	For	Against	Against Management	Plan does not disclose performance targets.	Annual
Givaudan SA	3/28/2019	Executive Compensation (Short-Term)	For	Against	Against Management	Plan does not disclose performance targets.	Annual
Givaudan SA	3/28/2019	Executive Compensation (Fixed and Long-Term)	For	Against	Against Management	Plan does not disclose performance targets.	Annual
Kirin Holdings Co., Ltd.	3/28/2019	Elect Masakatsu Mori	For	Against	Against Management	Board has insufficient female membership and no nomination committee.	Annual
Deutsche Telekom AG	3/28/2019	Elect Rolf Bösinger as Supervisory Board Member	For	Against	Against Management	The nominee serves on the Remuneration Committee that lacks sufficient independence. The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Otsuka Holdings Co., Ltd.	3/28/2019	Elect Tatsuo Higuchi	For	Against	Against Management	The roles of Chair and CEO are combined and there is no lead independent director.	Annual
Suntory Beverage & Food Limited	3/28/2019	Elect Kazuhiro Saito	For	Against	Against Management	The roles of Chair and CEO are combined and there is no lead independent director.	Annual
Hankook Tire Co Ltd	3/28/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends. Unaudited financial statements	Annual

NC Soft Corporation	3/29/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends, unaudited financial statement	Annual
NC Soft Corporation	3/29/2019	Election of Non-Executive Director: PARK Byung Moo	For	Against	Against Management	The nominee serves on the Remuneration Committee that lacks sufficient independence.	Annual
NC Soft Corporation	3/29/2019	Elect BAEK Sang Hun	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
NC Soft Corporation	3/29/2019	Election of Audit Committee Member: BAEK Sang Hun	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
NC Soft Corporation	3/29/2019	Directors' Fees	For	Against	Against Management	Excessive compensation	Annual
CJ Cheiljedang Corp	3/29/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	The Company has bundled the approval of the financial statements with the allocation of dividends, unaudited financial statements	Annual
CJ Cheiljedang Corp	3/29/2019	Elect SOHN Kyung Shik	For	Against	Against Management	Since he is the chairman of the remuneration committee he shall be held accountable for having the CEO serving on the committee as well.	Annual
CJ Cheiljedang Corp	3/29/2019	Directors' Fees	For	Against	Against Management	Excessive compensation	Annual
Coway	3/29/2019	Accounts and Allocation of Profits/Dividends	For	Against	Against Management	Unaudited financial statements	Annual
Coway	3/29/2019	Elect YOU Ki Seok	For	Against	Against Management	Chairman of audit committee shall be held accountable for unaudited financial statements	Annual
Coway	3/29/2019	Election of Audit Committee Member: YOU Ki Seok	For	Against	Against Management	Chairman of audit committee shall be held accountable for unaudited financial statements	Annual
Coway	3/29/2019	Amendments to Articles	For	Against	Against Management	Not sufficient disclosure provided	Annual
Coway	3/29/2019	Directors' Fees	For	Against	Against Management	Excessive fees paid to directors	Annual

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