

VOTING POLICY



We introduced our own customised voting policy in the first quarter of 2014, run in parallel with ISS's policy. The majority of areas in which our policy differs from that of ISS are within the smaller company sector, in which we are a leading participant, and relates to capital raising with pre-emptive shareholder rights; these are by their nature often associated with smaller companies. It is not inconceivable that we will make exceptions and vote against our own policy: as with all our voting, we proceed on a case by case basis.

We regard a smaller company as having a market capitalisation of £1.5bn or less.

Below are the specifics of the policy:

Agenda Type	ISS policy	Majedie Policy
Smaller Company Board Structure	Where Non-Executive Directors (NEDs) are members of internal boards, or where members of the board sit on more than one internal committee, this is regarded as being against best practice, and therefore the recommendation is to vote against such proposals.	Give smaller companies greater flexibility in the composition of their boards for practical reasons, given personnel limitations, unless we take issue with one of the board members.
Issuances with Pre-emptive Rights	Proposals of greater than 33% of Issued Share Capital are against best practice and therefore the recommendation is to vote against.	As shareholders we will be given the right to take up the issuance, and therefore will not be diluted. We therefore vote for such proposals.
Issuances without Pre-emptive Rights	Proposals of greater than 10% of Issued Share Capital are against best practice and therefore the recommendation is to vote against.	Vote in line with ISS as such issuances are potentially dilutive for shareholders.
Political Contributions	Vote for.	Vote against. We like to maintain an Independent stance.

VOTING SUMMARY

Please see below a breakdown of the meetings and resolutions which pertain to your portfolio.

SUMMARY	VOTES	PERCENT
Number of meetings voted at this period	27	
Number of resolutions	253	
Where we voted in line with Management	248	98.0
Where we have not voted in line with Management	5	2.0
Where we have voted against ISS's recommendation	22	8.7

Source: Majedie, ISS (Institutional Shareholder Services)

The table below is a breakdown of the number of resolutions where we have either voted against Management or against the recommendation of ISS.

CATEGORY	AGAINST MANAGEMENT	AGAINST ISS	AGAINST POLICY
Board election & related proposals	0	9	6
Capitalisation	1	4	4
Miscellaneous	0	0	0
Remuneration	1	5	4
Reorganisations, mergers & anti-takeover	0	1	1
Routine/Business	3	3	0
Total	5	22	15

Sources: Majedie, ISS (Institutional Shareholder Services)

VOTING BREAKDOWN

SECURITY NAME	MEETING DATE	MEETING TYPE	MAJEDIE VOTE	IN LINE WITH ISS
BANCO POPULAR ESPANOL*	19 Feb 2017	EGM	Voted for all	No
CARETECH HOLDINGS*	07 Mar 2017	AGM	Against Resolution 9	No
CENTAMIN*	21 Mar 2017	AGM	Voted for all	No
CHEMRING*	17 Mar 2017	AGM	Voted for all	No
CONYGAR INVESTMENT	23 Mar 2017	EGM	Voted for all	Yes
CONYGAR INVESTMENT*	07 Feb 2017	AGM	Voted for all	No
DUNELM	07 Mar 2017	EGM	Voted for all	Yes
E2V	25 Jan 2017	EGM	Voted for all	Yes
E2V	25 Jan 2017	Court	Voted for all	Yes
FASTJET PLC*	23 Jan 2017	EGM	Voted for all	No
GRESHAM HOUSE*	10 Mar 2017	EGM	Voted for all	No
ITE GROUP	26 Jan 2017	AGM	Voted for all	Yes
JOHNSTON PRESS	11 Jan 2017	EGM	Voted for all	Yes
KAO CORP	21 Mar 2017	AGM	Voted for all	Yes
LONMIN*	26 Jan 2017	AGM	Voted for all	No
MITCHELLS & BUTLERS*	24 Jan 2017	AGM	Against Resolution 17	No
OPG POWER VENTURE	25 Jan 2017	EGM	Voted for all	Yes
PATISSERIE*	25 Jan 2017	AGM	Voted for all	No
PURPLEBRICKS	13 Mar 2017	EGM	Voted for all	Yes
RAKUTEN	30 Mar 2017	AGM	Voted for all	Yes
RM	22 Mar 2017	AGM	Voted for all	Yes
RM	22 Mar 2017	EGM	Voted for all	Yes
RWS HOLDINGS*	14 Feb 2017	AGM	Abstain on Resolution 2	No
SAGE GROUP	28 Feb 2017	AGM	Voted for all	Yes
SIRIUS REAL ESTATE	23 Feb 2017	EGM	Voted for all	Yes
URBAN & CIVIC*	15 Feb 2017	AGM	Against Resolution 19	No
VICTREX*	08 Feb 2017	AGM	Against Resolution 16	No

Source : ISS (Institutional Shareholder Services)

* See notes overleaf

VOTING NOTES

- Banco Popular Espanol, EGM: On Resolution 4.3, we voted to elect and ratify the appointment of Jaime Ruiz Sacristan as director. He is a representative of the shareholder Del Valle Group with which Banco Popular Espanol has a Mexican joint venture. According to press reports they instigated the change in chairman, which ISS supported. In general, the Fund Manager considered that this appointment was part of the joint venture arrangements, a strategy we supported. Therefore, we voted against ISS and with management.
- CareTech Holdings, AGM: On Resolution 2, whilst unexplained, we took the view that the increase in the CEO's salary was justified by the performance and size of the business. Following our vote, the Fund Manager met the company and explained our decision. The company responded by telling us that the appointment of a new Chief Operating Officer (COO) on a higher salary than the previous incumbent had meant that the gap between the COO and the CEO had closed. They appointed a remuneration consultant who conducted a market survey and recommended a one-off adjustment in the CEO's salary. On Resolution 9, ISS recommended a vote against the issue of equity without pre-emptive rights as the amount proposed exceeded the recommended amount (10%). We agreed and voted against. The company were not well advised as they did not realise that the level of 20% was significantly higher than the best practice level of 10%. In future, they will take this into consideration.
- Centamin, AGM: On Resolution 4.4, Centamin cited Trevor Schultz's knowledge and experience from a key role in the company's mining operation as a source of significant value that Schultz could add to the activities of the Remuneration Committee. Centamin contended, for example, that his previous practical experience would give him a valuable insight when setting challenging but realistic performance targets, as well as critically assessing senior management and executive directors' performance. Given our willingness to allow our holdings flexibility in the smaller companies arena, we supported management on his re-election.
- Chemring Group, AGM: On Resolution 14, we were consulted by the company on the new Remuneration Policy and the Incentive Plan and both the Fund Managers of the funds which hold Chemring responded. Our feedback resulted in an improvement in the terms, so we are supportive of the changes, which are focused on achieving returns for shareholders in the medium term to long term. On Resolution 2, we noted that ISS did not accept the company's offer of a meeting or call before they made their recommendation. We also considered that ISS comments on the single year nature of the Policy and the Plan were incomplete, as the company's Remuneration Policy is ultimately intended to guide the business long term but with some stage posts on the way. Therefore, we voted with the management and against ISS on this item.
- Conygar Investment, AGM: On Resolution 6, whilst we would prefer to see directors serve on only one committee, we acknowledge that smaller companies need to be allowed more leeway in the composition of their boards. We therefore chose to vote in favour.
- FastJet, EGM: On Resolution 3, we would not normally support this proposal, as the proposed amount exceeds recommended limits of 10% of the enlarged share capital. However, we are supporting the company's essential fund raising for their long-term strategic objective.
- Gresham House, EGM: On Resolution 4, although the issue of equity without pre-emptive rights is more than we would normally prefer, this issuance is to enable a strategic investment in the company by Royal Company of Berkshire Pension Fund. The authority to issue shares will expire in fifteen months. We therefore support the issuance without pre-emptive rights on this occasion.
- Lonmin, AGM: On Resolution 2, we considered the objections to the Remuneration Report raised by ISS but we believe the executive team are reasonably effective in very difficult and complex circumstances as they

seek to engage all stakeholders. We will, however, raise the point about providing more disclosure in the next Remuneration Report at our next meeting with them.

- Mitchells & Butlers, AGM: On Resolutions 4, 7, 8 and 11, we supported the board's directors who represent the interests of significant shareholders. Their involvement is important to the company's success and outweighs the absence of independent non-executive directors. On Resolution 17, our internal guidelines are against the granting of political donations.
- Patisserie Valerie, AGM: On Resolution 3, whilst we would prefer to see directors serve on only one committee, we acknowledge that smaller companies need to be allowed more leeway in the composition of their boards. We therefore chose to vote in favour.
- RWS Holdings, AGM: Resolution 2, the Remuneration Report: we are supportive of the management's strategy, which has delivered good returns for all shareholders, not just the majority shareholder. Therefore, we chose to abstain as, while we agreed with ISS that the company had provided insufficient information, we did not consider the item merited a vote against. On Resolution 4, to re-elect Peter Mountford as director, Peter Mountford serves on both the Audit Committee and the Remuneration Committee. Whilst we would prefer to see directors serve on only one committee, we acknowledge that smaller companies need to be permitted greater leeway in the composition of their boards, so we chose to vote in favour. In a similar vein, on Resolution 9, we chose to give the management greater flexibility and voted in favour of the resolution and against ISS. On Resolution 10, which seeks to approve a waiver on the tender-bid requirement, we did not think it likely that the chairman would seek a takeover: Mr. Brode has shown himself to be aligned with shareholders' interests and we did not see a reason to doubt that this would continue. Therefore, we voted with the management and against ISS. Nonetheless, the Fund Manager has a meeting arranged with the chairman at which he will raise our concerns about providing better quality information and about improving the standard of governance as the company develops.
- Urban & Civic, AGM: On Resolution 19, our internal guidelines are against the granting of political donations.
- Victrex, AGM: On Resolution 16, our internal guidelines are against the granting of political donations.

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Institution Account(s): 5984 -Shropshire County Pension Fund

Samsung Electronics Co. Ltd.

Meeting Date: 03/24/2017	Country: South Korea	Primary Security ID: Y74718100
Record Date: 12/31/2016	Meeting Type: Annual	Ticker: A005930
Primary CUSIP: Y74718100	Primary ISIN: KR7005930003	Primary SEDOL: 6771720
Shares Voted: 1,910		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For	For
2	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For	For

Daimler AG

Meeting Date: 03/29/2017	Country: Germany	Primary Security ID: D1668R123
Record Date:	Meeting Type: Annual	Ticker: DAI
Primary CUSIP: D1668R123	Primary ISIN: DE0007100000	Primary SEDOL: 5529027
Shares Voted: 116,576		

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
1	Receive Financial Statements and Statutory Reports for Fiscal 2016 (Non-Voting)	Mgmt			
2	Approve Allocation of Income and Dividends of EUR 3.25 per Share	Mgmt	For	For	For
3	Approve Discharge of Management Board for Fiscal 2016	Mgmt	For	For	For
4	Approve Discharge of Supervisory Board for Fiscal 2016	Mgmt	For	For	For
5.1	Ratify KPMG AG as Auditors for Fiscal 2017	Mgmt	For	For	For
5.2	Ratify KPMG AG as Auditors for the 2018 Interim Financial Statements Until the 2018 AGM	Mgmt	For	For	For
6.1	Elect Clemens Boersig to the Supervisory Board	Mgmt	For	For	For
6.2	Elect Bader Mohammad Al Saad to the Supervisory Board	Mgmt	For	For	For
7	Approve Remuneration of Supervisory Board	Mgmt	For	For	For
8	Amend Articles Re: Participation and Voting at Shareholder Meetings	Mgmt	For	For	For

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Institution Account(s): 5984 -Shropshire County Pension Fund



Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Sally Beauty Holdings, Inc.

Meeting Date: 01/26/2017

Country: USA

Primary Security ID: 79546E104

Meeting ID: 1104772

Record Date: 12/01/2016

Meeting Type: Annual

Ticker: SBH

Primary CUSIP: 79546E104

Primary ISIN: US79546E1047

Primary SEDOL: B1GZ005

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Katherine Button Bell	Mgmt	For	For
1.2	Elect Director Christian A. Brickman	Mgmt	For	For
1.3	Elect Director Erin Nealy Cox	Mgmt	For	For
1.4	Elect Director Marshall E. Eisenberg	Mgmt	For	For
1.5	Elect Director David W. Gibbs	Mgmt	For	For
1.6	Elect Director Robert R. McMaster	Mgmt	For	For
1.7	Elect Director John A. Miller	Mgmt	For	For
1.8	Elect Director Susan R. Mulder	Mgmt	For	For
1.9	Elect Director Edward W. Rabin	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
4	Ratify KPMG LLP as Auditors	Mgmt	For	For

Monsanto Company

Meeting Date: 01/27/2017

Country: USA

Primary Security ID: 61166W101

Meeting ID: 1105175

Record Date: 12/05/2016

Meeting Type: Annual

Ticker: MON

Primary CUSIP: 61166W101

Primary ISIN: US61166W1018

Primary SEDOL: 2654320

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Dwight M. 'Mitch' Barns	Mgmt	For	For
1b	Elect Director Gregory H. Boyce	Mgmt	For	For
1c	Elect Director David L. Chicoline	Mgmt	For	For
1d	Elect Director Janice L. Fields	Mgmt	For	For
1e	Elect Director Hugh Grant	Mgmt	For	For

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Monsanto Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1f	Elect Director Arthur H. Harper	Mgmt	For	For
1g	Elect Director Laura K. Ipsen	Mgmt	For	For
1h	Elect Director Marcos M. Lutz	Mgmt	For	For
1i	Elect Director C. Steven McMillan	Mgmt	For	For
1j	Elect Director Jon R. Moeller	Mgmt	For	For
1k	Elect Director George H. Poste	Mgmt	For	For
1l	Elect Director Robert J. Stevens	Mgmt	For	For
1m	Elect Director Patricia Verduin	Mgmt	For	For
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
5	Amend Omnibus Stock Plan	Mgmt	For	For
6	Report on Lobbying Payments and Policy	SH	Against	Against
7	Report on Effectiveness and Risks of Glyphosate Use	SH	Against	Against

Visa Inc.

Meeting Date: 01/31/2017	Country: USA	Primary Security ID: 92826C839	Meeting ID: 1104609
Record Date: 12/02/2016	Meeting Type: Annual	Ticker: V	
Primary CUSIP: 92826C839	Primary ISIN: US92826C8394	Primary SEDOL: B2PZN04	

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Lloyd A. Carney	Mgmt	For	For
1b	Elect Director Mary B. Cranston	Mgmt	For	For
1c	Elect Director Francisco Javier Fernandez-Carbajal	Mgmt	For	For
1d	Elect Director Gary A. Hoffman	Mgmt	For	For
1e	Elect Director Alfred F. Kelly, Jr.	Mgmt	For	For
1f	Elect Director Robert W. Matschullat	Mgmt	For	For
1g	Elect Director Suzanne Nora Johnson	Mgmt	For	For

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Visa Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1h	Elect Director John A.C. Swainson	Mgmt	For	For
1i	Elect Director Maynard G. Webb, Jr.	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
4	Ratify KPMG LLP as Auditors	Mgmt	For	For

Compass Group plc

Meeting Date: 02/02/2017	Country: United Kingdom	Primary Security ID: G23296190	Meeting ID: 1102238
Record Date: 01/31/2017	Meeting Type: Annual	Ticker: CPG	
Primary CUSIP: G23296182	Primary ISIN: GB00BLNN3L44	Primary SEDOL: BLNN3L4	

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Remuneration Report	Mgmt	For	For
3	Approve Final Dividend	Mgmt	For	For
4	Elect Stefan Bomhard as Director	Mgmt	For	For
5	Re-elect Dominic Blakemore as Director	Mgmt	For	For
6	Re-elect Richard Cousins as Director	Mgmt	For	For
7	Re-elect Gary Green as Director	Mgmt	For	For
8	Re-elect Johnny Thomson as Director	Mgmt	For	For
9	Re-elect Carol Arrowsmith as Director	Mgmt	For	For
10	Re-elect John Bason as Director	Mgmt	For	For
11	Re-elect Don Robert as Director	Mgmt	For	For
12	Re-elect Nelson Silva as Director	Mgmt	For	For
13	Re-elect Ireena Vittal as Director	Mgmt	For	For
14	Re-elect Paul Walsh as Director	Mgmt	For	For
15	Reappoint KPMG LLP as Auditors	Mgmt	For	For
16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Compass Group plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
17	Approve Increase in the Limit on the Aggregate Remuneration of the Non-Executive Directors	Mgmt	For	For
18	Authorise Political Donations and Expenditure	Mgmt	For	For
19	Authorise Issue of Equity with Pre-emptive Rights	Mgmt	For	For
20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Capital Investment	Mgmt	For	For
22	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
23	Authorise the Company to Call General Meeting with 14 Working Days' Notice	Mgmt	For	For

Accenture plc

Meeting Date: 02/10/2017

Country: Ireland

Primary Security ID: G1151C101

Meeting ID: 1105541

Record Date: 12/12/2016

Meeting Type: Annual

Ticker: ACN

Primary CUSIP: G1151C101

Primary ISIN: IE00B4BNMY34

Primary SEDOL: B4BNMY3

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Jaime Ardila	Mgmt	For	For
1b	Elect Director Charles H. Giancarlo	Mgmt	For	For
1c	Elect Director Herbert Hainer	Mgmt	For	For
1d	Elect Director William L. Kimsey	Mgmt	For	For
1e	Elect Director Marjorie Magner	Mgmt	For	For
1f	Elect Director Nancy McKinstry	Mgmt	For	For
1g	Elect Director Pierre Nanterme	Mgmt	For	For
1h	Elect Director Gilles C. Pelisson	Mgmt	For	For
1i	Elect Director Paula A. Price	Mgmt	For	For
1j	Elect Director Arun Sarin	Mgmt	For	For
1k	Elect Director Frank K. Tang	Mgmt	For	For

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Accenture plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
4	Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For
5	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights	Mgmt	For	For
6	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For
7	Determine the Price Range at which Accenture Plc can Re-issue Shares that it Acquires as Treasury Stock	Mgmt	For	For

Franklin Resources, Inc.

Meeting Date: 02/15/2017

Country: USA

Primary Security ID: 354613101

Meeting ID: 1107809

Record Date: 12/19/2016

Meeting Type: Annual

Ticker: BEN

Primary CUSIP: 354613101

Primary ISIN: US3546131018

Primary SEDOL: 2350684

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Peter K. Barker	Mgmt	For	For
1b	Elect Director Mariann Byrwalter	Mgmt	For	For
1c	Elect Director Charles E. Johnson	Mgmt	For	For
1d	Elect Director Gregory E. Johnson	Mgmt	For	For
1e	Elect Director Rupert H. Johnson, Jr.	Mgmt	For	For
1f	Elect Director Mark C. Pigott	Mgmt	For	For
1g	Elect Director Chuttha Ratnathicam	Mgmt	For	For
1h	Elect Director Laura Stein	Mgmt	For	For
1i	Elect Director Seth H. Waugh	Mgmt	For	For
1j	Elect Director Geoffrey Y. Yang	Mgmt	For	For
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
3	Advisory Vote on Say on Pay Frequency	Mgmt	Three Years	One Year

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Franklin Resources, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
4	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
5	Report on Climate Change Position and Proxy Voting	SH	Against	Against
6	Report on Executive Pay and Proxy Voting	SH	Against	Against

Time Warner Inc.

Meeting Date: 02/15/2017	Country: USA	Primary Security ID: 887317303	Meeting ID: 1108323
Record Date: 01/03/2017	Meeting Type: Special	Ticker: TWX	
Primary CUSIP: 887317303	Primary ISIN: US8873173038	Primary SEDOL: B63QTN2	

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Merger Agreement	Mgmt	For	For
2	Advisory Vote on Golden Parachutes	Mgmt	For	Against
3	Adjourn Meeting	Mgmt	For	For

Grupo Financiero Banorte, S.A.B. de C.V.

Meeting Date: 02/24/2017	Country: Mexico	Primary Security ID: P49501201	Meeting ID: 1111807
Record Date: 02/13/2017	Meeting Type: Special	Ticker: GFNORTE O	
Primary CUSIP: P49501201	Primary ISIN: MXP370711014	Primary SEDOL: 2421041	

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Ordinary Business	Mgmt		
1.1	Approve Advancement of Payment for Cash Dividend of MXN 1.23 Approved at the Shareholder Meeting on August 19, 2016	Mgmt	For	For
1.2	Approve Pay Date of Cash Dividends for March 7, 2017	Mgmt	For	For
2	Accept Auditor's Report on Fiscal Situation of Company	Mgmt		

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Grupo Financiero Banorte, S.A.B. de C.V.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For

The Walt Disney Company

Meeting Date: 03/08/2017

Country: USA

Primary Security ID: 254687106

Meeting ID: 1108908

Record Date: 01/09/2017

Meeting Type: Annual

Ticker: DIS

Primary CUSIP: 254687106

Primary ISIN: US2546871060

Primary SEDOL: 2270726

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Susan E. Arnold	Mgmt	For	For
1b	Elect Director John S. Chen	Mgmt	For	For
1c	Elect Director Jack Dorsey	Mgmt	For	For
1d	Elect Director Robert A. Iger	Mgmt	For	For
1e	Elect Director Maria Elena Lagomasino	Mgmt	For	Against
1f	Elect Director Fred H. Langhammer	Mgmt	For	For
1g	Elect Director Aylwin B. Lewis	Mgmt	For	For
1h	Elect Director Robert W. Matschullat	Mgmt	For	For
1i	Elect Director Mark G. Parker	Mgmt	For	For
1j	Elect Director Sheryl K. Sandberg	Mgmt	For	For
1k	Elect Director Orin C. Smith	Mgmt	For	For
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year
5	Report on Lobbying Payments and Policy	SH	Against	For
6	Proxy Access Bylaw Amendment	SH	Against	Against

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

The Cooper Companies, Inc.

Meeting Date: 03/13/2017

Country: USA

Primary Security ID: 216648402

Meeting ID: 1111027

Record Date: 01/17/2017

Meeting Type: Annual

Ticker: COO

Primary CUSIP: 216648402

Primary ISIN: US2166484020

Primary SEDOL: 2222631

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director A. Thomas Bender	Mgmt	For	For
1.2	Elect Director Colleen E. Jay	Mgmt	For	For
1.3	Elect Director Michael H. Kalkstein	Mgmt	For	For
1.4	Elect Director William A. Kozy	Mgmt	For	For
1.5	Elect Director Jody S. Lindell	Mgmt	For	For
1.6	Elect Director Gary S. Petersmeyer	Mgmt	For	For
1.7	Elect Director Allan E. Rubenstein	Mgmt	For	For
1.8	Elect Director Robert S. Weiss	Mgmt	For	For
1.9	Elect Director Stanley Zinberg	Mgmt	For	For
2	Ratify KPMG LLP as Auditors	Mgmt	For	For
3	Approve Executive Incentive Bonus Plan	Mgmt	For	For
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For
5	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year

Kubota Corp.

Meeting Date: 03/24/2017

Country: Japan

Primary Security ID: J36662138

Meeting ID: 1118258

Record Date: 12/31/2016

Meeting Type: Annual

Ticker: 6326

Primary CUSIP: J36662138

Primary ISIN: JP3266400005

Primary SEDOL: 6497509

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Kimata, Masatoshi	Mgmt	For	For
1.2	Elect Director Kubo, Toshihiro	Mgmt	For	For
1.3	Elect Director Kimura, Shigeru	Mgmt	For	For
1.4	Elect Director Ogawa, Kenshiro	Mgmt	For	For

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Kubota Corp.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.5	Elect Director Kitao, Yuichi	Mgmt	For	For
1.6	Elect Director Iida, Satoshi	Mgmt	For	For
1.7	Elect Director Yoshikawa, Masato	Mgmt	For	For
1.8	Elect Director Matsuda, Yuzuru	Mgmt	For	For
1.9	Elect Director Ina, Koichi	Mgmt	For	For
2	Appoint Alternate Statutory Auditor Morishita, Masao	Mgmt	For	For
3	Approve Annual Bonus	Mgmt	For	For
4	Approve Restricted Stock Plan	Mgmt	For	For

Samsung Electronics Co. Ltd.

Meeting Date: 03/24/2017

Country: South Korea

Primary Security ID: Y74718100

Meeting ID: 1116380

Record Date: 12/31/2016

Meeting Type: Annual

Ticker: A005930

Primary CUSIP: Y74718100

Primary ISIN: KR7005930003

Primary SEDOL: 6771720

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Approve Financial Statements and Allocation of Income	Mgmt	For	For
2	Approve Total Remuneration of Inside Directors and Outside Directors	Mgmt	For	For

Carlsberg

Meeting Date: 03/30/2017

Country: Denmark

Primary Security ID: K36628137

Meeting ID: 1110587

Record Date: 03/23/2017

Meeting Type: Annual

Ticker: CARL B

Primary CUSIP: K36628137

Primary ISIN: DK0010181759

Primary SEDOL: 4169219

Voting Policy: MFS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Receive Report of Board	Mgmt		

Vote Summary Report

Date range covered: 01/01/2017 to 03/31/2017

Location(s): Massachusetts Financial Services

Institution Account(s): MFS Investment Fund - Global Equity Fund

Carlsberg

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
2	Accept Financial Statements and Statutory Reports; Approve Remuneration of Directors; Approve Discharge of Management and Board	Mgmt	For	For
3	Approve Allocation of Income and Dividends of DKK 10 Per Share	Mgmt	For	For
4a	Approve Guidelines for Incentive-Based Compensation for Executive Management and Board	Mgmt	For	For
4b	Approve Remuneration of Directors in the Amount of DKK 1.85 Million for Chairman, DKK 618,000 for Vice Chair, and DKK 412,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	Against
4c	Amend Articles Re: Company Announcements in English Only	Mgmt	For	For
4d	Amend Articles Re: Abolish the Use of the Danish Business Authority's IT System for Convening and Announcing Annual General Meetings	Mgmt	For	For
5a	Reelect Flemming Besenbacher as Director	Mgmt	For	For
5b	Reelect Lars Reblen Sorensen as Director	Mgmt	For	For
5c	Reelect Richard Burrows as Director	Mgmt	For	For
5d	Reelect Donna Cordner as Director	Mgmt	For	For
5e	Reelect Cornelius Job van der Graaf as Director	Mgmt	For	For
5f	Reelect Carl Bache as Director	Mgmt	For	For
5g	Reelect Soren-Peter Fuchs Olesen	Mgmt	For	For
5h	Reelect Nina Smith as Director	Mgmt	For	For
5i	Reelect Lars Stemmerik as Director	Mgmt	For	For
5j	Elect Nancy Cruickshank as New Director	Mgmt	For	For
6	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	For

Vote Summary Report

Date range covered : 01/01/2017 to 03/31/2017

Institution Account(s): Investec Funds Series iii - Global Dynamic

Amdocs Limited

Meeting Date: 01/27/2017

Country: Guernsey

Meeting Type: Annual

Ticker: DOX

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Director Robert A. Minicucci	Mgmt	For	For	Refer	For
1.2	Elect Director Adrian Gardner	Mgmt	For	For	Against	Against
1.3	Elect Director John T. McLennan	Mgmt	For	For	Against	For
1.4	Elect Director Simon Olswang	Mgmt	For	For	Against	Abstain
1.5	Elect Director Zohar Zisapel	Mgmt	For	For	Against	For
1.6	Elect Director Julian A. Brodsky	Mgmt	For	For	Against	For
1.7	Elect Director Clayton Christensen	Mgmt	For	For	Against	For
1.8	Elect Director Eli Gelman	Mgmt	For	For	For	For
1.9	Elect Director James S. Kahan	Mgmt	For	For	Against	For
1.10	Elect Director Richard T.C. Lefave	Mgmt	For	For	For	For
1.11	Elect Director Giora Yaron	Mgmt	For	For	For	For
2	Amend Omnibus Stock Plan	Mgmt	For	For	For	For
3	Approve Dividends	Mgmt	For	For	For	For
4	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For	For
5	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For	For

Vote Summary Report

Date range covered : 01/01/2017 to 03/31/2017

Institution Account(s): Investec Funds Series III - Global Dynamic

NXP Semiconductors NV

Meeting Date: 01/27/2017

Country: Netherlands

Meeting Type: Special

Ticker: NXPI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
Special Meeting Agenda						
1	Open Meeting	Mgmt				
2	Discuss Offer by Qualcomm	Mgmt				
3a	Elect Steve Mollenkopf as Executive Director	Mgmt	For	For	Refer	For
3b	Elect Derek K Aberle as Non-Executive Director	Mgmt	For	For	Refer	For
3c	Elect George S Davis as Non-Executive Director	Mgmt	For	For	Refer	For
3d	Elect Donald J Rosenberg as Non-Executive Director	Mgmt	For	For	Refer	For
3e	Elect Brian Modoff as Non-Executive Director	Mgmt	For	For	Refer	For
4	Approve Discharge of Board of Directors	Mgmt	For	For	For	For
5a	Approve Asset Sale Re: Offer by Qualcomm	Mgmt	For	For	Refer	For
5b	Approve Dissolution of NXP	Mgmt	For	For	Refer	For
6a	Amend Article Post-Acceptance Re: Offer by Qualcomm	Mgmt	For	For	Refer	For
6b	Amend Articles Post-Delisting Re: Offer by Qualcomm	Mgmt	For	For	Refer	For

Siemens AG

Meeting Date: 02/01/2017

Country: Germany

Meeting Type: Annual

Ticker: SIE

Vote Summary Report

Date range covered : 01/01/2017 to 03/31/2017

Institution Account(s): Investec Funds Series iii - Global Dynamic

Siemens AG

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Receive Financial Statements and Statutory Reports for Fiscal 2015/2016 (Non-Voting)	Mgmt				
2	Approve Allocation of Income and Dividends of EUR 3.60 per Share	Mgmt	For	For	For	For
3	Approve Discharge of Management Board for Fiscal 2015/2016	Mgmt	For	For	For	For
4	Approve Discharge of Supervisory Board for Fiscal 2015/2016	Mgmt	For	For	For	For
5	Ratify Ernst & Young GmbH as Auditors for Fiscal 2016/2017	Mgmt	For	For	For	For

Helmerich & Payne, Inc.

Meeting Date: 03/01/2017

Country: USA

Meeting Type: Annual

Ticker: HP

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director Randy A. Foutch	Mgmt	For	For	Refer	For
1b	Elect Director Hans Helmerich	Mgmt	For	For	Refer	For
1c	Elect Director John W. Lindsay	Mgmt	For	For	For	For
1d	Elect Director Paula Marshall	Mgmt	For	Against	Against	Against
1e	Elect Director Thomas A. Petrie	Mgmt	For	For	For	For

Vote Summary Report

Date range covered : 01/01/2017 to 03/31/2017

Institution Account(s) : Investec Funds Series III - Global Dynamic

Helmerich & Payne, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1f	Elect Director Donald F. Robillard, Jr.	Mgmt	For	For	For	For
1g	Elect Director Edward B. Rust, Jr.	Mgmt	For	For	Against	Against
1h	Elect Director John D. Zeglis	Mgmt	For	For	Against	Against
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For
4	Advisory Vote on Say on Pay Frequency	Mgmt	None	One Year	One Year	One Year

Johnson Controls International plc

Meeting Date: 03/08/2017

Country: Ireland

Meeting Type: Annual

Ticker: JCI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1a	Elect Director David P. Abney	Mgmt	For	For	For	For
1b	Elect Director Natalie A. Black	Mgmt	For	For	For	For
1c	Elect Director Michael E. Daniels	Mgmt	For	For	For	For
1d	Elect Director Brian Duperrault	Mgmt	For	For	For	For
1e	Elect Director Jeffrey A. Joerres	Mgmt	For	For	For	For
1f	Elect Director Alex A. Molinari	Mgmt	For	For	For	For
1g	Elect Director George R. Oliver	Mgmt	For	For	For	For

Vote Summary Report

Date range covered : 01/01/2017 to 03/31/2017

Institution Account(s): Investec Funds Series iii - Global Dynamic

Johnson Controls International plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1h	Elect Director Juan Pablo del Valle Perochena	Mgmt	For	For	For	For
1i	Elect Director Jurgén Tinggren	Mgmt	For	For	For	For
1j	Elect Director Mark Verghano	Mgmt	For	For	For	For
1k	Elect Director R. David Yost	Mgmt	For	For	For	For
2a	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For	For
2b	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For	For	For
3	Authorize Market Purchases of Company shares	Mgmt	For	For	For	For
4	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For	For	For
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Refer	Against
6	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year	One Year
7	Amend Omnibus Stock Plan	Mgmt	For	For	For	For
8	Approve the Directors' Authority to Allot Shares	Mgmt	For	For	For	For
9	Approve the Disapplication of Statutory Pre-Emption Rights	Mgmt	For	For	For	For

Samsung Electronics Co. Ltd.

Meeting Date: 03/24/2017 Country: South Korea Meeting Type: Annual

Ticker: A005930

Vote Summary Report

Date range covered : 01/01/2017 to 03/31/2017

Institution Account(s): Investec Funds Series III - Global Dynamic

Samsung Electronics Co. Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
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- | | | | | | | |
|---|--|------|-----|-----|-----|-----|
| 1 | Approve Financial Statements and Allocation of Income | Mgmt | For | For | For | For |
| 2 | Approve Total Remuneration of Inside Directors and Outside Directors | Mgmt | For | For | For | For |

Red Electrica Corporación SA

Meeting Date: 03/30/2017

Country: Spain

Meeting Type: Annual

Ticker: REE

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
-----------------	---------------	-----------	----------	---------	-------------------	------------------

- | | | | | | | |
|-----|--|------|-----|-----|-----|-----|
| 1 | Approve Standalone Financial Statements | Mgmt | For | For | For | For |
| 2 | Approve Consolidated Financial Statements | Mgmt | For | For | For | For |
| 3 | Approve Allocation of Income and Dividends | Mgmt | For | For | For | For |
| 4 | Approve Discharge of Board | Mgmt | For | For | For | For |
| 5.1 | Reelect Maria Jose Garcia Beato as Director | Mgmt | For | For | For | For |
| 5.2 | Ratify Appointment of and Elect Arsenio Fernandez de Mesa y Diaz del Rio as Director | Mgmt | For | For | For | For |
| 5.3 | Elect Alberto Carballo Josa as Director | Mgmt | For | For | For | For |
| 6.1 | Approve Remuneration of Executive Directors and Non-Executive Directors | Mgmt | For | For | For | For |

Vote Summary Report

Date range covered : 01/01/2017 to 03/31/2017

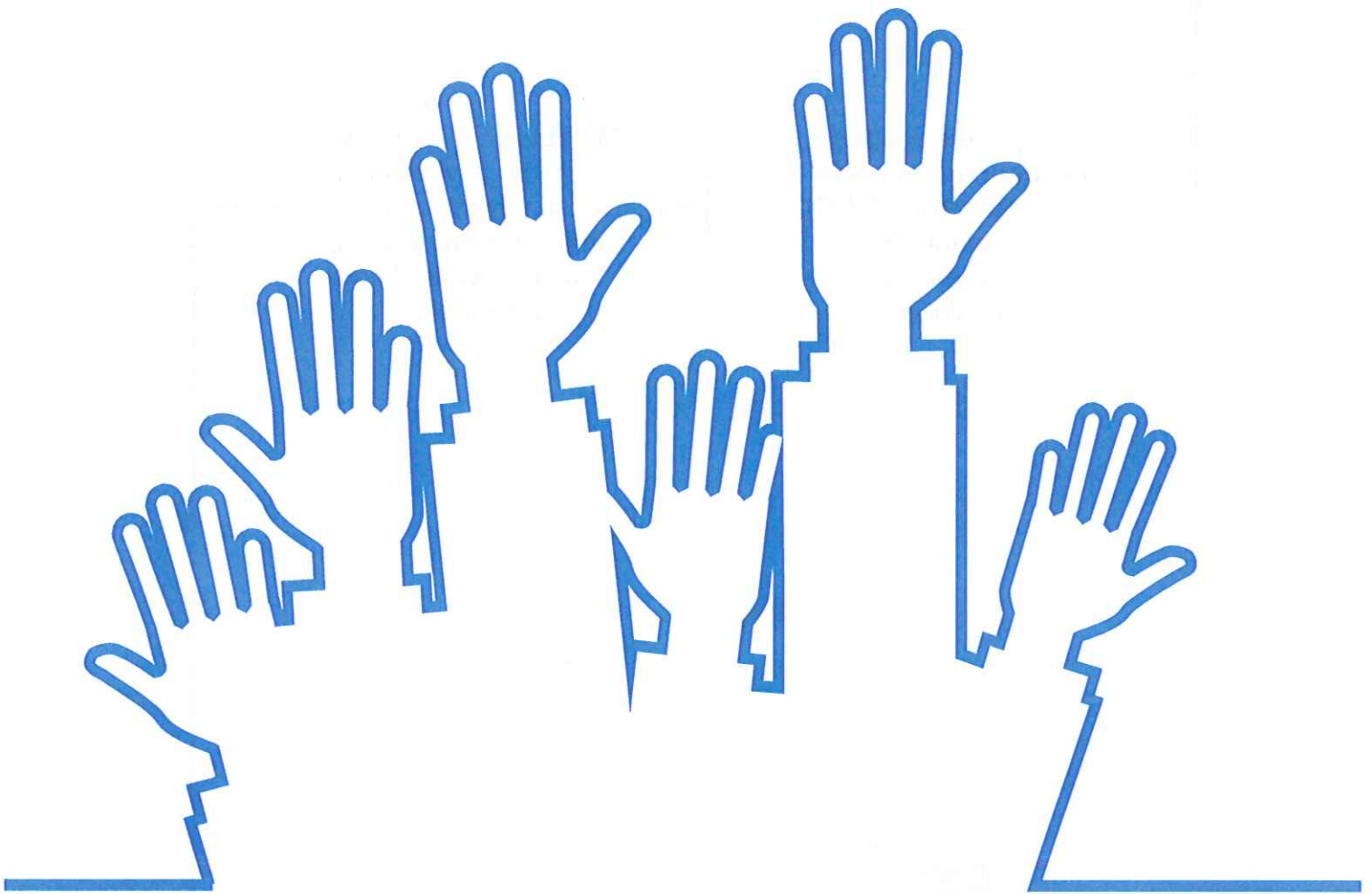
Institution Account(s): Investec Funds Series III - Global Dynamic

Red Electrica Corporacion SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
6.2	Approve Remuneration Report	Mgmt	For	For	For	For
7	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For
8	Receive Corporate Governance Report	Mgmt				
9	Receive Amendments to Board of Directors Regulations	Mgmt				

Corporate governance and active ownership

Q1 2017 ESG Impact Report



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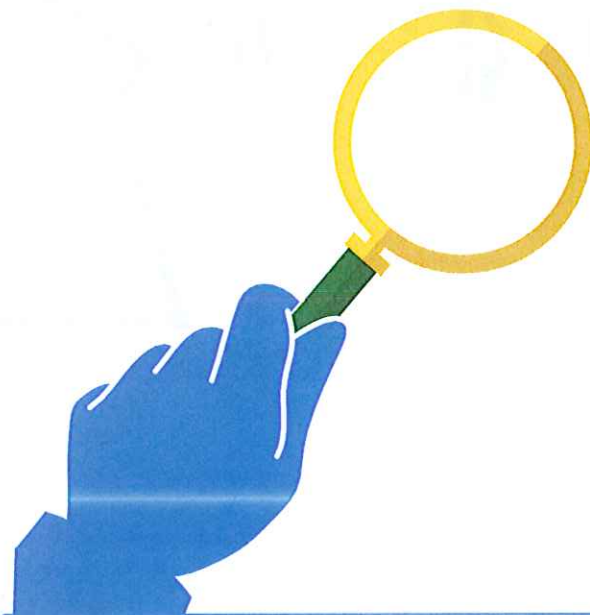
Our mission

To use our influence to ensure that:

Companies integrate **environmental, social and governance (ESG)** factors into their culture and everyday thinking.



Markets and regulators create an **environment** in which **good management** of ESG factors is valued and supported.

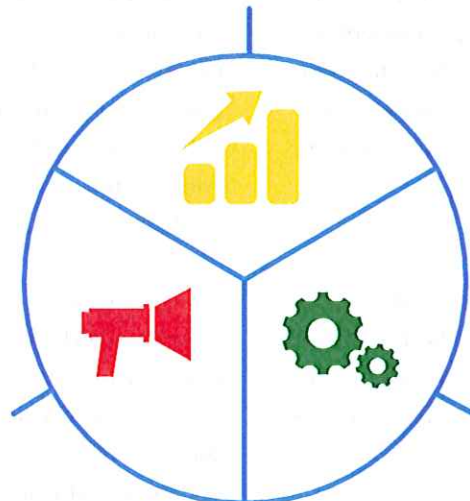


Our focus



Creating sustainable value: Ensuring that boards and management are best equipped to create resilient and long-term growth.

We want to safeguard and grow our clients' assets by ensuring that companies are well positioned for sustainable growth. To be successful in the long term, companies need to have people at the top who are able to deliver sustainable value. We engage directly and collaboratively with them to highlight key challenges and opportunities in their sector and support strategies that can deliver long-term success.



Influencing the debate: Identifying and engaging on key themes and emerging governance topics.

We use our scale to influence markets and the regulatory environment to ensure that issues impacting the value of our clients' investments are recognised and appropriately managed. We identify key themes and emerging governance topics so that we can understand these risks and opportunities and react accordingly. This includes working with governments, regulators and other decision-makers to promote a certain course of action and often collaborating with others to effect change.



Improving companies: Protecting and enhancing our clients' assets by supporting change and holding management accountable for their decisions.

As stewards of our clients' assets, we believe that real change is best achieved through being an engaged and active owner. In doing so, our investment process includes an assessment of how well companies incorporate relevant environmental, social and governance factors into their everyday thinking. We act on our analysis and engage with companies to improve their performance to protect client assets. Voting is also an important tool, which we use to hold management to account.

Latest news and developments

Q1 2017

Corporate Governance Annual Report 2016

On the 4th April, we launched our sixth Corporate Governance Annual Report which is now available on our website: http://www.lgim.com/library/capabilities/CG_Annual_Report_2016-full.pdf

This demonstrates to our clients the highlights and activities during 2016 on various environmental, social and governance themes. The comprehensive report includes many specific examples of our company engagement, voting and how we are influencing market practice. Publication of the report attracted national press attention including the FT, Guardian, The Times, City A.M. and The Evening Standard.

Corporate Governance reform in the UK

In November 2016, the UK Government launched a review into corporate governance reform in the UK. The Green Paper asks for views on executive pay, employee and customer voice and corporate governance in large private businesses.

In addition to the points raised above, LGIM also provided comprehensive suggestions on other areas that should be examined by the government in looking at corporate governance reform. LGIM suggested a wide ranging review in to the Corporate Governance Code itself, alongside how it is monitored, disclosure of pay ratios, stronger enforcement of directors' duties and better disclosure from the asset management industry of how stewardship capabilities are utilised.

We continue to engage directly with government on our proposals.

Financial Conduct Authority (FCA) consultation on Initial Public Offerings (IPO) process

Since 2012, LGIM has been engaged in seeking improvements in the IPO process. This engagement includes meeting with the FCA directly as well as working collaboratively with other market participants through the Investment Association.

In our proposals, we sought for better information and communication on the roadshow in order to improve investor expectations. Furthermore, we also requested processes be put in place to promote and incentivise the publication of independent research (i.e. sell-side analysts who are not associated with a bank that is floating the company).

We were pleased to see that the FCA have taken these comments on board and have worked them into a package of policy measures intended to improve the range and quality of information available to investors during the IPO process. LGIM believes this will help with transparency and improve the integrity of the overall equity market for all our clients' investments.

Parliamentary Committee

We presented to the All Party Parliamentary Corporate Governance Group meeting at the House of Lords in March on our views on key governance topics in light of the recent review of the Corporate Governance Code by the UK Government.

We highlighted that some investors, including LGIM, have become more active on ESG topics. However, we think that regulators should take a tougher stance in order to empower asset owners, and should also make sure they can distinguish between investors who act on their stewardship responsibilities and those who don't.

Taskforce

LGIM participated in the second consultation of the Taskforce on Climate Related Financial Disclosure. Setup by the Financial Stability Board of Bank of England and supported by G20 leadership, it is a pivotal industry development to create a market-wide disclosure framework on climate risk. It also provides a guideline on how asset owners like pension funds and asset managers like LGIM can improve transparency on the topic of climate change going forward.

We welcomed the initiative and many of the suggested formats. We also gave detailed feedback on areas that they could improve on, such as making the disclosure much more quantitative and consistent. The final guidelines will come out in July 2017.

Regional voting policies updates

We have recently reviewed our UK and US voting policies and decided to strengthen them further. This ensures that they are aligned with evolutions in the corporate landscape and that they continue to respect our clients' investment beliefs and represent their interests.

- UK voting policy

LGIM's new UK voting policy incorporates our Principles on Remuneration, published in September 2016, and therefore reflects our strengthened stance on the topic.

In addition, we have chosen to align our diversity strategy with our objective of achieving a minimum of 30% women on the board of FTSE 350 companies by 2020.

- North America voting policy

We acknowledge the development of the Lead Independent Director (LID) role in this market in recent years and have therefore included a section on the role of the LID which sets out our expectations.

We have also decided to strengthen our position on remuneration to reflect wider society concerns on this topic.

Our regional voting policies are publicly available on our website at: http://documentlibrary.lgim.com/litlibrary/lglibrary_463150.html

Regional updates

UK

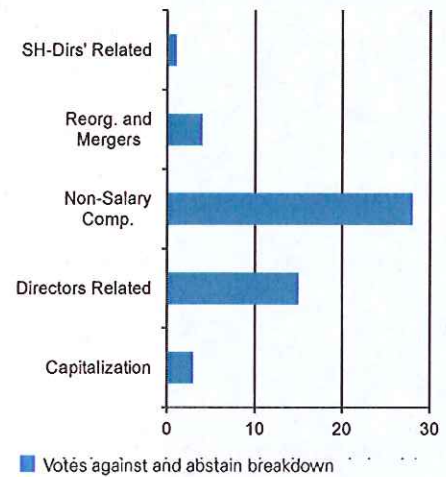
KEY COMPANY ENGAGEMENTS

HSBC Holdings plc	<p>What is the issue: During 2015 and 2016, we have engaged privately with HSBC on their succession plans at the board and executive level. HSBC's chairman, who LGIM supported, has been in the role since 2010. LGIM wanted assurance that appropriate succession plans were in place. Additionally HSBC's Chief Executive Officer (CEO) who has been in this role since 2011 indicated his wish to step down in due course.</p> <p>Why is it an issue: Finding an individual who has both the ability and willingness to chair a large international, globally important bank can be difficult. Additionally, HSBC has a history of promoting insiders to the role of chairman whereas in this instance we called for the appointment of an independent external chairman.</p> <p>What did LGIM do? During the past 18 months, LGIM has engaged pro-actively with HSBC on their succession planning process for the chairman position. The search for the chairman role was led by the senior independent director, and supported by other non-executive directors.</p> <p>Our discussions were constructive as we set out our position and expectations clearly to the board in advance of the succession planning. We explained that we would support the appointment of an independent chairman, and encouraged the board to look outside of its current members. We set out our expectation that the new chairman would be named prior to the 2017 AGM and would be in position prior to the year end.</p> <p>During 2016, and in the first quarter of 2017, LGIM held over five private and constructive meetings and conversations with the relevant HSBC directors on succession issues. This close monitoring allowed us to maintain support for the board in their search and to demonstrate the importance of filling this role.</p> <p>The outcome? In March 2016, HSBC later announced that the current chairman would be departing in 2017 and confirmed the successor will be the current CEO at AIA. LGIM publicly welcomed the appointment of such a highly-regarded individual with extensive experience in Hong Kong and Asia – markets which will continue to be essential to the future success of HSBC.</p> <p>HSBC also confirmed the succession plan for the CEO position, with the incoming chairman leading the process to appoint a new CEO by 2018. LGIM agree it is the best governance practice for the new chairman to appoint the incoming CEO.</p>
Market cap £129bn	
Financials	
Imperial Brands plc	<p>What is the issue: The company is a major FTSE 100 tobacco company. Their remuneration is mainly focused towards the delivery of long-term goals; however, the quantum is already relatively high, with total variable pay being 550% of salary.</p> <p>The company was proposing to increase the long-term element of the package for its executives, with the CEO's LTIP increasing from 350% of salary to 450% of salary, on top of an annual bonus of 200% of salary.</p> <p>Why is it an issue: LGIM believes that executive remuneration should be aligned with long-term shareholder value creation. We have concerns with the continued divergence in pay equality between the boards of companies and their employees.</p> <p>The company stated that its executives were relatively under-paid based on a benchmark exercise. However, the benchmark chosen included peer companies with significantly high pay levels.</p> <p>What did LGIM do? The company engaged early with its major shareholders including LGIM.</p> <p>Following consultations, we instructed the company that the proposed increase was too significant and we felt that the current remuneration was sufficient.</p> <p>The outcome? Just before the AGM, the company issued a press release scrapping the resolution to increase the remuneration. Their existing policy is not due for renewal until 2018, therefore the current remuneration policy approved by shareholders will continue to apply.</p> <p>We shall watch this matter closely and continue to engage with the company.</p>
Market cap £36.3bn	
Tobacco	

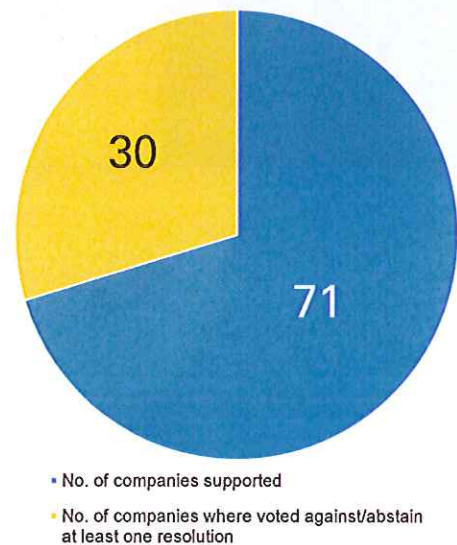
Q1 2017 VOTING SUMMARY UK

Proposal category	UK		
	For	Against	Abstain
Anti-takeover Related	51		
Capitalisation	278	3	
Directors Related	518	15	
Non-Salary Comp.	129	28	
Reorg. and Mergers	14	4	
Routine/Business	350		
SH-Compensation			
SH-Corp Governance			
SH-Dirs' Related		1	
SH-Gen Econ Issues			
SH-Health/Environ.			
SH-Other/misc.			
SH-Routine/Business			
SH-Soc./Human Rights			
Social Proposal			
Total	1340	51	0
Total resolutions	1391		
No. AGMs	81		
No. EGMs	28		
No. of companies voted	101		
No. of companies where voted against/abstain at least one resolution	30		
% no. of companies where at least one vote against	30%		

Voting issue breakdown (against and abstain)



Number of companies voted against/abstain



'LGIM voted against at least one resolution at 30% of UK companies over the quarter.'

Regional updates

Europe

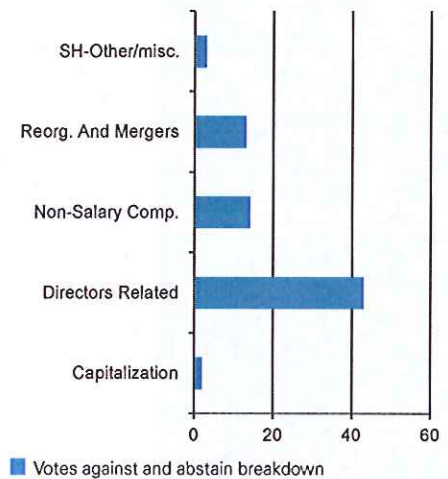
KEY COMPANY ENGAGEMENTS

Renault	<p>What is the issue: At the 2016 AGM, 54% of shareholders opposed the remuneration granted to the company's CEO and chairman. This was the first time in France that a 'say on pay' resolution was rejected.</p>
Market cap €24.31bn	
Automobiles	<p>Despite this significant level of shareholder dissent, and as the vote was only consultative, the board decided to support the remuneration granted to the CEO.</p> <p>The board's decision to ignore shareholders' votes sparked controversy in France.</p> <p>Why is it an issue: We believe the board's decision undermined the role of shareholders and their power to hold the company to account on executive pay and performance.</p> <p>What did LGIM do? In January 2017, LGIM met with the chairman of the Remuneration Committee to discuss the board's decision to validate the remuneration of the CEO despite a significant level of shareholder dissent. This meeting was the opportunity for us to share our concerns with a board member and get a better insight into the board's decision making process.</p> <p>We also reviewed the proposed remuneration structure for 2017 and provided the chairman of the Remuneration Committee and other company representatives with relevant feedback.</p> <p>The outcome? The French government decided to intervene through legislation.</p> <p>In November 2016, the French Parliament adopted a new law introducing a binding vote for all remuneration elements.</p> <p>We shall continue to engage with the company and will be reviewing closely the company's public disclosures before casting our vote at the 2017 AGM.</p>

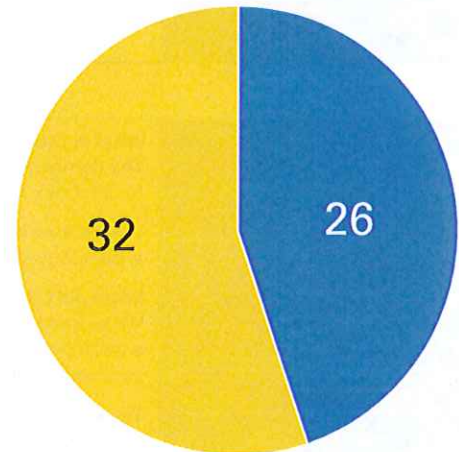
Q1 2017 VOTING SUMMARY EUROPE

Proposal category	EUROPE		
	For	Against	Abstain
Anti-takeover Related			
Capitalisation	80	2	
Directors Related	449	42	1
Non-Salary Comp.	72	14	
Reorg. and Mergers	4	0	
Routine/Business	306	13	
SH-Compensation	1		
SH-Corp Governance	1		
SH-Dirs' Related	12		
SH-Gen Econ Issues	0		
SH-Health/Environ.	7		
SH-Other/misc.	44	3	
SH-Routine/Business	1		
SH-Soc./Human Rights			
Social Proposal			
Total	977	74	1
Total resolutions	1052		
No. AGMs	53		
No. EGMs	5		
No. of companies voted	58		
No. of companies where voted against/abstain at least one resolution	32		
% no. of companies where at least one vote against	55%		

Voting issue breakdown (against and abstain)



Number of companies voted against/abstain



- No. of companies supported
- No. of companies where voted against/abstain at least one resolution

'LGIM voted against at least one resolution at 55% of European companies over the quarter.'

Regional updates

North America

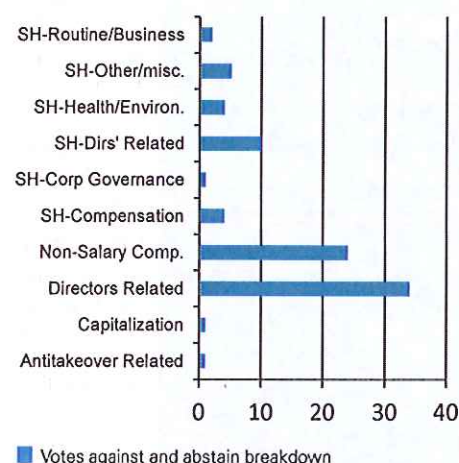
KEY COMPANY ENGAGEMENTS

58 US listed companies	What is the issue: Board level refreshment and diversity.
Market wide	Why is it an issue: We continue to focus on these important aspects of board composition as they impact the board performance and long-term success of the companies.
	What did LGIM do? LGIM collaborated with CalSTRS and OPERS in the US, and APG in the Netherlands, and wrote to 58 companies to request a discussion on their board diversity and refreshment commitments and processes. The outcome? To date, meetings with 22 of the companies have been or are due to be undertaken. Two companies have appointed a qualified woman to their board, and three companies have enhanced disclosures on their commitment and processes.
Snap Inc.	What is the issue: The company is intending to list on stock exchanges without allowing voting rights for shareholders. As an index investor we have no choice but to invest in those companies included in the index.
Market cap \$28.4bn	
Technology	Why is it an issue: A company should allow its stakeholders a voting right equal to the economic stake held. What did LGIM do? We worked with the Council of Institutional Investors and the Investment Association to put together a collaborative response to FTSE and worked closely with our index teams who represented our perspective at the FTSE Advisory Committee meetings. The outcome? FTSE, MSCI and S&P have all confirmed that they shall be launching a public consultation on listing standards in order to receive comprehensive shareholder feedback. Snap is not currently in the indices so we will continue to push for this.

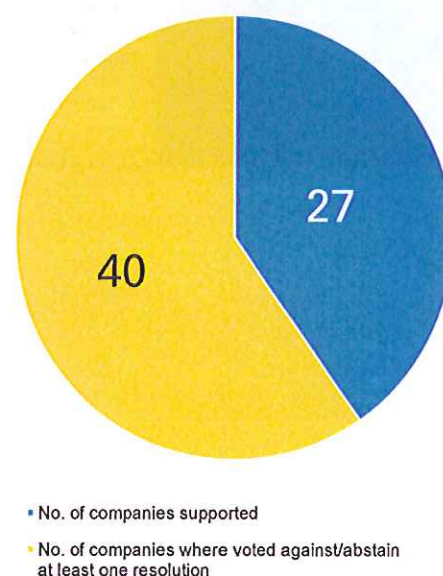
Q1 2017 VOTING SUMMARY NORTH AMERICA

Proposal category	NORTH AMERICA		
	For	Against	Abstain
Anti-takeover Related	12	1	
Capitalisation	13	1	
Directors Related	463	34	
Non-Salary Comp.	95	24	
Reorg. and Mergers	15		
Routine/Business	84		
SH-Compensation	2	4	
SH-Corp Governance	2	1	
SH-Dirs' Related	5	10	
SH-Gen Econ Issues			
SH-Health/Environ.	1	4	
SH-Other/misc.	1	5	
SH-Routine/Business	3	2	
SH-Soc./Human Rights			
Social Proposal			
Total	696	86	0
Total resolutions	782		
No. AGMs	55		
No. EGMs	13		
No. of companies voted	67		
No. of companies where voted against/abstain at least one resolution	40		
% no. of companies where at least one vote against	60%		

Voting issue breakdown (against and abstain)



Number of companies voted against/abstain



'LGIM voted against at least one resolution at 60% of North American companies over the quarter.'

Regional updates

Japan

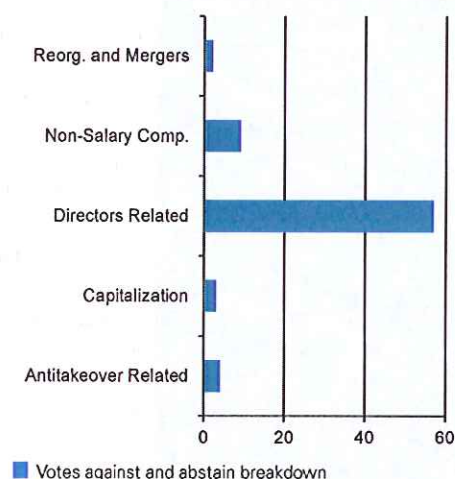
KEY COMPANY ENGAGEMENTS

Honda Motor Co Ltd	<p>What is the issue: A meeting was held with the company, one of the largest car manufacturers in the world, to discuss the issue of climate change and how their business model is adapting to changing legislation in the industry.</p>
Market cap ¥5.76tn	
Automobiles	<p>Why is it an issue: The automobile industry has high risk exposure to climate change given the changing technological, political and scientific landscape.</p> <p>The move towards electrification and driverless vehicles poses a threat for traditional vehicle manufacturers. It is important that the company embraces and responds to these developments in order to adapt the business model, so that it is resilient in a low-carbon economy.</p> <p>Furthermore, there is heightened scrutiny by legislators around car emissions given recent scandals.</p> <p>What did LGIM do? Due to its size and the nature of its overall impact at an economic and environmental level, the company was included in LGIM's Climate Impact Pledge. The Pledge aims to ensure that companies are equipped to be successful over the long term, through addressing the challenges of climate change and seizing opportunities created by the transition to a low-carbon economy.</p> <p>LGIM met the company to explain the methodology of the Pledge and areas where improvements need to be made. We asked the company to improve transparency on scenario analysis, to show us how they will respond and adapt to the low-carbon transition. In addition, we asked the company to provide additional information around R&D and how much spending goes in to low-carbon technologies. This will enable investors to understand the company's ambition in this area.</p> <p>The outcome? The company was receptive to our requests and assured us that they would be more transparent on scenario analysis. This engagement initiated a one-year engagement period in which we will monitor the company's improvements.</p>

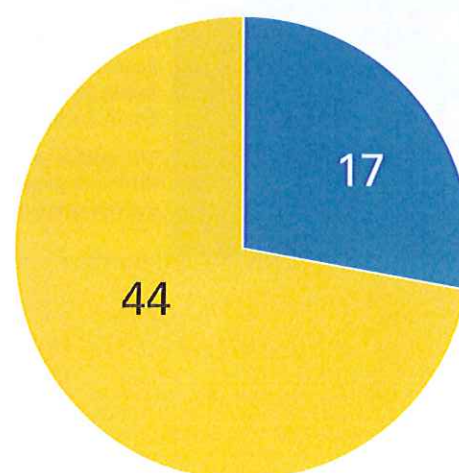
Q1 2017 VOTING SUMMARY JAPAN

Proposal category	JAPAN		
	For	Against	Abstain
Anti-takeover Related		4	
Capitalisation	1	3	
Directors Related	470	57	
Non-Salary Comp.	30	9	
Reorg. and Mergers	15	2	
Routine/Business	45		
SH-Compensation			
SH-Corp Governance			
SH-Dirs' Related			
SH-Gen Econ Issues			
SH-Health/Environ.			
SH-Other/misc.			
SH-Routine/Business	1		
SH-Soc./Human Rights			
Social Proposal			
Total	562	75	0
Total resolutions	637		
No. AGMs	59		
No. EGMs	2		
No. of companies voted	61		
No. of companies where voted against/abstain at least one resolution	44		
% no. of companies where at least one vote against	72%		

Voting issue breakdown (against and abstain)



Number of companies voted against/abstain



- No. of companies supported
- No. of companies where voted against/abstain at least one resolution

'LGIM voted against at least one resolution at 72% of Japanese companies over the quarter.'

Regional updates

Asia Pacific

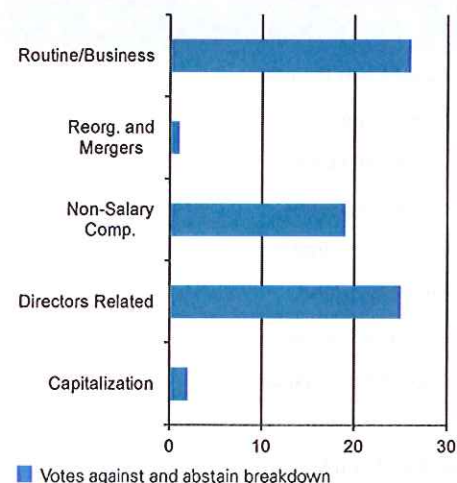
KEY COMPANY ENGAGEMENTS

Samsung Electronics Co Ltd	What is the issue: The company is increasingly coming under pressure to improve its corporate governance structure and the level of transparency in the business.
Market cap ₩324.51tn	
Consumer Electronics	This is evidenced by the launch of a second campaign against the company by an activist shareholder. Their aim is to simplify the business by separating the operating company from the holding company and to unlock further value by increasing distribution to shareholders.
	Furthermore, the activist is calling for the appointment of independent directors with international experience to the board.
	Finally, there are concerns around the arrest of the vice chairman, who is a key figure of control in the company and the board. The charges against the vice chairman involve bribery and corruption at a high level in the political environment in South Korea.
	Why is it an issue: The company's complicated group structure and family holdings make it difficult for investors to value the business. In addition, the structure of the board is not in line with best practice due to a lack of diverse international experience. A lack of transparency inhibits investors' understanding of whether there is an appropriate level of governance oversight and minority shareholder protection. What did LGIM do? LGIM had direct meetings with the company in December 2016 and February 2017 to discuss a number of issues. These included corporate governance, strategy, recent performance, capital allocation policies and bribery. Furthermore, in order to escalate the issue and exert maximum influence over the company on these matters, we collaborated with other investors through the Investment Association. The objective was to increase the pressure on the company to respond to a joint letter signed by investors, which sent a clear message to the company: push forward changes in order to become a market leader in governance in South Korea. The outcome? During engagement, the company explained that they were reviewing the proposals put forward by the activist shareholder.

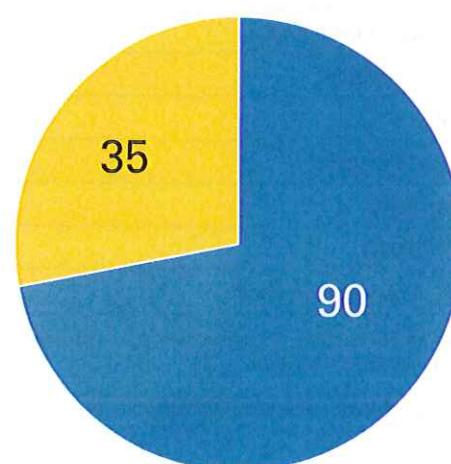
Q1 2017 VOTING SUMMARY ASIA PACIFIC

Proposal category	ASIA PACIFIC		
	For	Against	Abstain
Anti-takeover Related	1		
Capitalisation	3	2	
Directors Related	307	25	
Non-Salary Comp.	116	19	
Reorg. and Mergers	18	1	
Routine/Business	289	26	
SH-Compensation			
SH-Corp Governance			
SH-Dirs' Related			
SH-Gen Econ Issues			
SH-Health/Environ.			
SH-Other/misc.			
SH-Routine/Business			
SH-Soc./Human Rights			
Social Proposal			
Total	734	73	0
Total resolutions	807		
No. AGMs	116		
No. EGMs	13		
No. of companies voted	125		
No. of companies where voted against/abstain at least one resolution	35		
% no. of companies where at least one vote against	28%		

Voting issue breakdown (against and abstain)



Number of companies voted against/abstain



- No. of companies supported
- No. of companies where voted against/abstain at least one resolution

'LGIM voted against at least one resolution at 28% of Asia Pacific companies over the quarter.'

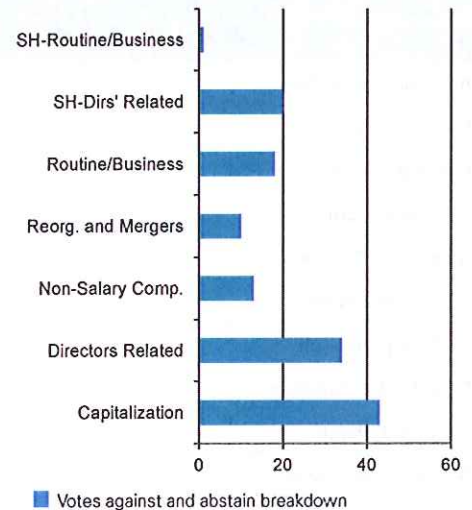
Regional updates

Emerging markets

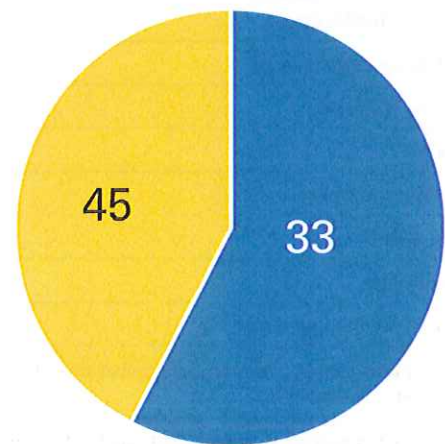
Q1 2017 VOTING SUMMARY EMERGING MARKETS

Proposal category	EMERGING MARKETS		
	For	Against	Abstain
Anti-takeover Related			
Capitalisation	114	43	
Directors Related	213	34	8
Non-Salary Comp.	20	13	
Reorg. and Mergers	56	10	
Routine/Business	236	18	1
SH-Compensation			
SH-Corp Governance			
SH-Dirs' Related	5	20	2
SH-Gen Econ Issues			
SH-Health/Environ.			
SH-Other/misc.			
SH-Routine/Business		1	
SH-Soc./Human Rights			
Social Proposal			
Total	644	139	11
Total resolutions		794	
No. AGMs		43	
No. EGMs		65	
No. of companies voted		102	
No. of companies where voted against/abstain at least one resolution		46	
% no. of companies where at least one vote against		45%	

Voting Issue breakdown (against and abstain)



Number of companies voted against/abstain



- No. of companies supported
- No. of companies where voted against/abstain at least one resolution

'LGIM voted against at least one resolution at 45% of emerging market companies over the quarter.'

Source for all data LGIM. The votes above represents against management voting instructions for our main FTSE pooled index funds

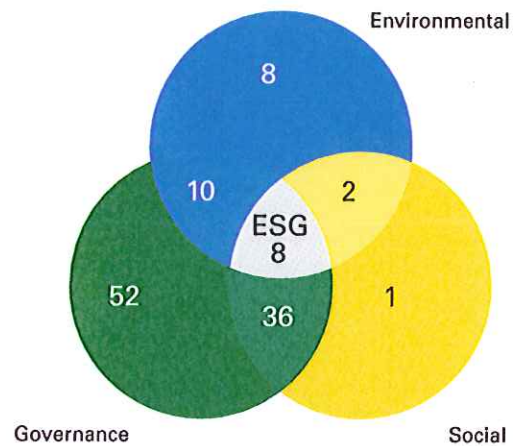
Global summary

VOTING TOTALS

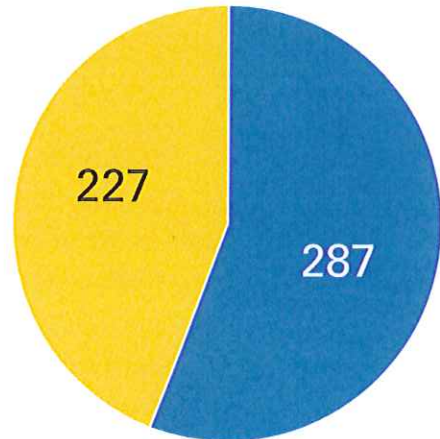
Proposal category	Total
Anti-takeover Related	69
Capitalisation	543
Directors Related	2636
Non-Salary Comp.	569
Reorg. and Mergers	139
Routine/Business	1368
SH-Compensation	7
SH-Corp Governance	4
SH-Dirs' Related	55
SH-Gen Econ Issues	0
SH-Health/Environ.	12
SH-Other/misc.	53
SH-Routine/Business	8
SH-Soc./Human Rights	0
Social Proposal	0

Total resolutions	5463
No. AGMs	407
No. EGMs	126
No. of companies voted	514
No. of companies where voted against/abstain at least one resolution	227

Frequency of ESG topics



Number of companies voted against/abstain



• No. of companies supported

• No. of companies where voted against/abstain at least one resolution

COMPANY ENGAGEMENT STATISTICS

Proposal category	Total
Total number of companies	99
Total number of meetings	120
Number of meetings where environmental topics discussed	28
Number of meetings where social topics discussed	47
Number of meetings where governance topics discussed	106
Number of meetings where other topics (e.g. financial and strategy) discussed	75
% of meetings including environmental and social issues discussed	54%

Top 3 engagement themes this quarter:	Board composition	Strategy	Remuneration
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