

VOTING POLICY



We introduced our own customised voting policy in Q1 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

Over the quarter, Majedie Asset Management voted at a total of 69 meetings on 824 resolutions.

Please see below a breakdown of the meetings and resolutions which pertain to the UK Equity Fund.

Number of meetings we voted at this quarter	54	
Number of resolutions	617	
Where we voted in line with Management	598	(96.9%)
Where we have not voted in line with Management	19	(3.1%)
Where we voted against ISS's recommendation	35	(5.7%)

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.

RESOLUTION	AGAINST MANAGEMENT	AGAINST ISS
Routine/Business	17	17
Remuneration	2	7
Board election & related proposals	0	11
Capitalisation	0	0
Miscellaneous	0	0
Reorg. and Mergers	0	0
Shareholder proposals	0	0
Total	19	35

Sources: Majedie, ISS (Institutional Shareholder Services)

VOTING BREAKDOWN

SECURITY	MEETING DATE	MEETING TYPE	MAJEDIE VOTE	IN LINE WITH ISS
888 Holdings (1)	29 Sep 2015	EGM	Abstention on Resolutions 1, 2, 3, 4, 5	No
Accsys Technologies	17 Sep 2015	AGM	Voted for all	Yes
AGA Rangemaster	08 Sep 2015	EGM	Voted for all	Yes
Ambrian (2)	07 Jul 2015	AGM	Voted for all	No
Anite	30 Jul 2015	EGM	Voted for all	Yes
Banca Monte dei Paschi di Siena	15 Sep 2015	EGM	Voted for all	Yes
Blinkx	25 Aug 2015	AGM	Voted for all	Yes
blur Group (3)	11 Aug 2015	EGM	Voted for all	No
BT (4)	15 Jul 2015	AGM	Against Resolution 21	No
Charles Stanley	31 Jul 2015	AGM	Voted for all	Yes
Creston (5)	07 Sep 2015	AGM	Against Resolution 13	No
Dairy Crest (6)	14 Jul 2015	AGM	Against Resolution 13	No
Darty (7)	10 Sep 2015	AGM	Against Resolution 17	No
De La Rue (8)	23 Jul 2015	AGM	Against Resolution 13	No
Eckoh	23 Sep 2015	AGM	Voted for all	Yes
Electrocomponents	23 Jul 2015	AGM	Voted for all	Yes
EMED Mining (9)	29 Jul 2015	AGM	Voted for all	No
FirstGroup (10)	16 Jul 2015	AGM	Against Resolution 18	No
Griffin Mining (11)	15 Jul 2015	AGM	Against Resolution 8	No
Helical Bar	24 Jul 2015	AGM	Voted for all	Yes
Hogg Robinson	24 Jul 2015	AGM	Voted for all	Yes
Home Retail (12)	01 Jul 2015	AGM	Against Resolution 13	No
HomeServe	17 Jul 2015	AGM	Voted for all	Yes
ITM Power (13)	16 Sep 2015	AGM	Against Resolution 1	No
KCOM	31 Jul 2015	AGM	Voted for all	Yes
Koninklijke KPN (14)	11 Sep 2015	EGM	Abstention on Resolutions 1, 4	No
Marks and Spencer (15)	07 Jul 2015	AGM	Against Resolution 23	No
National Grid	21 Jul 2015	AGM	Voted for all	Yes
Optimal Payments	28 Sep 2015	EGM	Voted for all	Yes
Petroceltic	24 Jul 2015	AGM	Voted for all	Yes
Petroceltic (16)	07 Sep 2015	EGM	Against Resolution 1	Yes
QinetiQ (17)	22 Jul 2015	AGM	Against Resolution 14	No
Quintain Estates (18)	20 Jul 2015	AGM	Voted for all	No
RPC	15 Jul 2015	AGM	Voted for all	Yes
Ryanair (19)	24 Sep 2015	AGM	Voted for all	No
Scapa (20)	21 Jul 2015	AGM	Against Resolution 12	No
Shanks Group (21)	23 Jul 2015	AGM	Against Resolution 13	No
Sirius Real Estate (22)	18 Sep 2015	AGM	Voted for all	No
Spark Ventures	06 Aug 2015	EGM	Voted for all	Yes
Spark Ventures	22 Sep 2015	AGM	Voted for all	Yes
Speedy Hire (23)	15 Jul 2015	AGM	Against Resolution 13	No
SSE	23 Jul 2015	AGM	Voted for all	Yes
Tarsus	01 Sep 2015	EGM	Voted for all	Yes

SECURITY	MEETING DATE	MEETING TYPE	MAJEDIE VOTE	IN LINE WITH ISS
Tate & Lyle (24)	29 Jul 2015	AGM	Abstention on Resolution 11, Against Resolution 16	No
Tesco	30 Sep 2015	EGM	Voted for all	Yes
Torotrak (25)	22 Jul 2015	EGM	Against Resolution 5	Yes
Vectura	24 Sep 2015	EGM	Voted for all	Yes
Vectura (26)	24 Sep 2015	AGM	Against Resolution 2	Yes
Vertu Motors	23 Jul 2015	AGM	Voted for all	Yes
Vodafone (27)	28 Jul 2015	AGM	Against Resolution 20	No
WYG (28)	24 Sep 2015	AGM	Voted for all	No
ZincOx Resources	17 Aug 2015	EGM	Voted for all	Yes

Source : ISS (Institutional Shareholder Services)

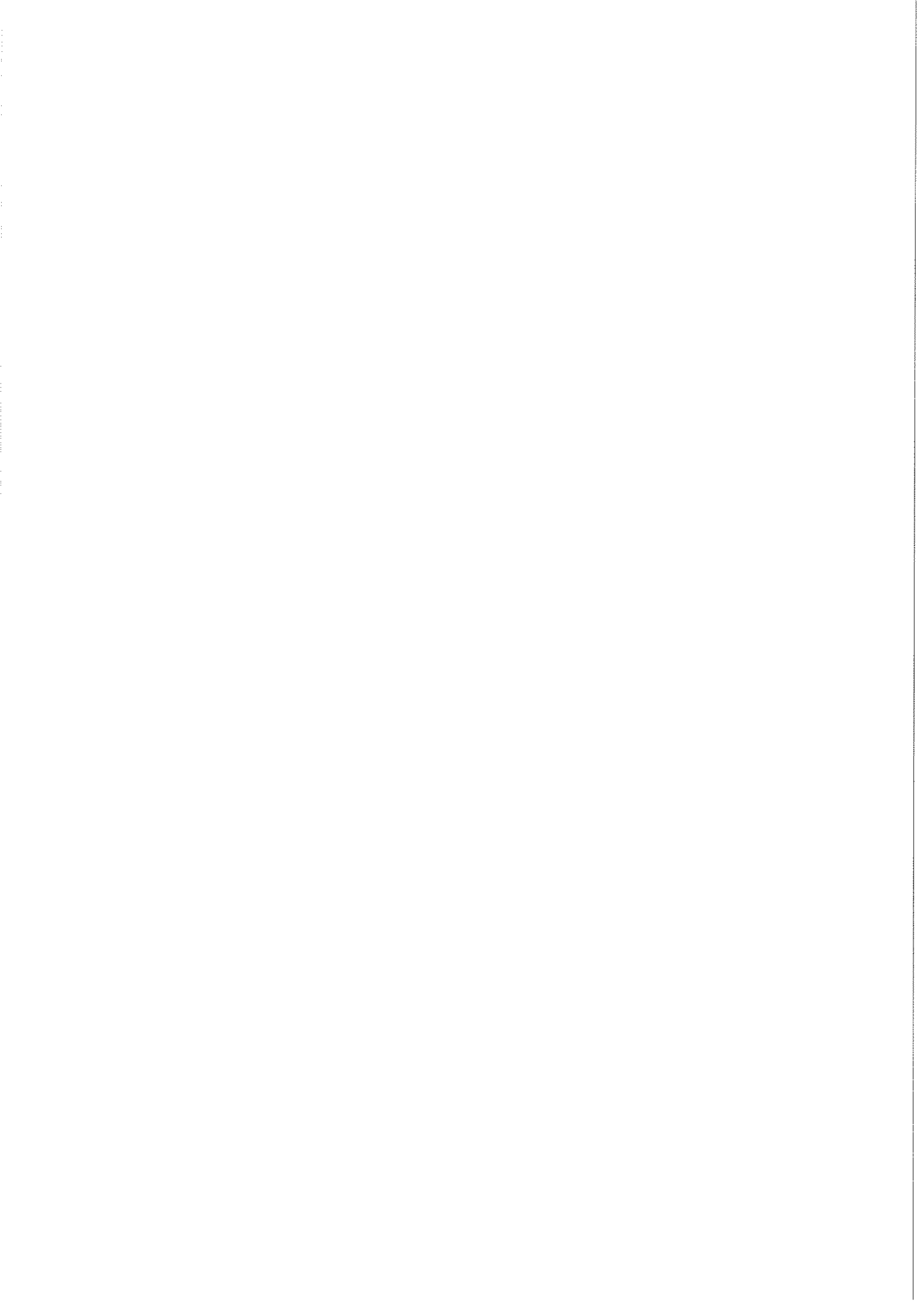
VOTING NOTES

- 1) 888 Holdings: ISS recommended a vote against the long-term incentive plan as the maximum individual award has been increased from 100% to 200% of basic salary with no explanation provided, and the Remuneration Committee has granted the discretion to make awards above the new limit in exceptional circumstances. After engaging with management, they assured us, there was no change to the existing Asset and Equity Plan in place, this was just intended to roll it over and that there are protective measures in place to ensure that directors are not overpaid. We note that the 888 management have never exercised this in the past, however, we feel it is important that they are able to use their discretion when incentivising employees.
- 2) Ambrian: Nicolas Rouveyre 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.
- 3) Blur Group: ISS recommended a vote against the Financial Statements and Statutory Reports because of ongoing deviations from best practice in the composition of their Board. After engaging with the company, we have been assured by management that there is a firm commitment to separate the CEO and Chairman role by the interim reports in September. There are also plans to appoint a new Audit Director and there is a new Non-Executive Director expected to join. We feel management have made sizable steps to meeting best practice, we therefore voted for. We note that if these changes are not implemented as promised, we would not support the resolution next year.
- 4) BT: we voted in line with Majedie policy with regard to political donations.
- 5) Creston: we voted in line with Majedie policy with regard to political donations.
- 6) Dairy Crest: on Resolution 2, we listened to the company's explanation in a recent meeting with management when they explained that they were in the midst of a year of significant change for the businesses. Therefore there was an exceptional rationale for the proposed awards. On Resolution 13, we voted in line with Majedie policy with regard to political donations.
- 7) Darty: we voted in line with Majedie policy with regard to political donations.
- 8) De La Rue: we voted in line with Majedie policy with regard to political donations.
- 9) EMED Mining: on Resolution 9, ISS recommend vote against awarding grant options to directors and senior managers, owing to short vesting period. Management have finally brought the company to the stage where it is poised for growth. We consider this award is merited under those circumstances. We therefore voted in favour. On Resolution 10, ISS recommend a vote against awarding an equity grant, owing to shares being issued at a discount to the market price. We feel that the amount is not excessive. We therefore voted in favour.
- 10) FirstGroup: we voted in line with Majedie policy with regard to political donations.
- 11) Griffin Mining: On Resolutions 4, 5 and 7, Dal Brynelsen, Rupert Crowe and Adam Usdan serve on 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. On Resolution 8, ISS recommended a vote against the electronic distribution of company communications as the

resolution also proposes amending the bylaws of the company, permitting a shorter notice period for shareholders and reducing the time that shareholders have to review materials and evaluate their voting decision. We agreed and voted against.

- 12) Home Retail: we voted in line with Majedie policy with regard to political donations.
- 13) ITM Power: ISS recommended a vote against the financial statements and statutory reports owing to concerns surrounding the vesting period of awards granted to Executive Directors during the year under review. We feel that concern over the immediate awards granted to executive directors is warranted, as rigorous performance criteria are important in achieving the company's long term goals. We therefore voted against. On Resolutions 2 to 4 ISS recommended a vote against the election of Robert Pendlebury, Peter Hargreaves, Roger Putnam and Lord Roger as they serve on at least the Audit Committee and the Remuneration Committee, which is against best practice. 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. We feel each of these directors makes a significant contribution to the strategic direction of the company and brings useful industry knowledge to the board. We therefore voted in favour.
- 14) Koninklijke KPN: we voted in line with Majedie policy with regard to political donations.
- 15) Marks and Spencer: we voted in line with Majedie policy with regard to political donations.
- 16) Petroceltic: We voted against this shareholder proposal in line with ISS recommendation.
- 17) QinetiQ: we voted in line with Majedie policy with regard to political donations.
- 18) Quintain Estates: ISS recommended we abstain from voting for William Rucker, who serves on both the Remuneration Committee and the Nomination 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.
- 19) Ryanair: On Resolution 2, ISS recommended a vote against the Remuneration Report as it lacked sufficient detail. We voted in favour of the Remuneration Report, in line with how we voted last year, as we have no doubt that the company is acting in shareholders' best interests. On Resolution 3, ISS recommended a vote against the David Bonderman as he is currently the Chairman of the Nomination Committee and therefore responsible for the composition of the Board. While we like to see independence on the Board, we are supportive of management and therefore voted in favour. On Resolution 3h, ISS recommended a vote against the re-election of James Osborne as he is no longer independent due to his length of tenure and holding options. We feel that this experience is invaluable and therefore voted to re-elect him on to the Board.
- 20) Scapa: we voted in line with Majedie policy with regard to political donations.
- 21) Shanks Group: we voted in line with Majedie policy with regard to political donations.
- 22) Sirius Real Estate: ISS recommended we vote against re-electing James Peggie, who serves on Audit Committee, Remuneration Committee and the Nomination 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.

- 23) Speedy Hire: ISS recommended we vote against the authorisation of payment of the auditors, KPMG, as non-audit fees paid exceed 100% of the audit fees, which is against best practice. We chose to vote in favour as we feel confident that KPMG were acting legitimately in carrying out the audit. On Resolution 13, we voted in line with Majedie policy with regard to political donations.
- 24) Tate & Lyle: ISS recommended vote against the Remuneration Report. The Remuneration Committee has allowed CFO Nick Hampton to exchange a performance-related award granted in connection with his recruitment for an award without performance requirements. The exchange of a performance-related award for an award with no performance conditions is poor practice. The Fund Manager engaged with the Chairman and made his reservations clear. Although we understand their rationale, we disagree with the lack of performance targets. We therefore voted against. On Resolution 16, we voted in line with Majedie policy with regard to political donations.
- 25) Torotrak: ISS recommend vote against a grant of options to Adam Robson (CEO), because in the event of a change of control, he will be entitled to receive pro-rated bonus payments in respect of both the six-month notice period and the subsequent six-month period. We agreed that this is not in the shareholders' best interests and therefore voted against.
- 26) Vectura: ISS recommended a vote against the Remuneration Report as the salary increase awarded to the CEO, Chris Blackwell, was above inflationary levels (7%). The increased salary was granted after he announced his intention to leave the company meaning his termination payment will be based on the increased salary. We therefore voted against the Remuneration Report.
- 27) Vodafone: we voted in line with Majedie policy with regard to political donations.
- 28) WYG: ISS recommended a vote against approving the share incentive plan owing to the lack of performance conditions and vesting period. Management engaged with the Fund Manager during the process and he is supportive of the overall plan. We therefore voted in favour.





Vote Summary Report

Reporting Period: 07/01/2015 to 09/30/2015

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

NXP Semiconductors NV

Meeting Date: 07/02/2015

Country: Netherlands
Meeting Type: Special

Ticker: NXPI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
	Special Meeting	Mgmt				
1A	Approve Acquisition of Freescale Through a Cash and Share Consideration	Mgmt	For	For	Refer	For
1B	Approve Issuance of 12,500,000 Shares in Connection with the Acquisition under Item 1A	Mgmt	For	For	Refer	For
1C	Grant Board Authority to Issue Share Based Remuneration Units Re: Freescale Acquisition	Mgmt	For	For	Refer	For
2A	Elect Gregory L. Summe as Non-executive Director	Mgmt	For	For	For	For
2B	Elect Peter Smitham as Non-executive Director	Mgmt	For	For	For	For

Red Electrica Corporacion SA

Meeting Date: 07/17/2015

Country: Spain
Meeting Type: Special

Ticker: REE

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction
1	Receive Report on Process of Splitting Positions of Chairman of the Board and Chief Executive Officer	Mgmt				
2	Fix Number of Directors at 12	Mgmt	For	For	For	For

Vote Summary Report

Reporting Period: 07/01/2015 to 09/30/2015

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
3	Elect Juan Francisco Lasala Bernad as Director	Mgmt	For	For	For	For
4	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For	For

Vote Summary Report

Reporting Period: 07/01/2015 to 09/30/2015

Location(s): All Locations

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

Experian plc

Meeting Date: 07/22/2015

Country: United Kingdom

Primary Security ID: G32655105

Record Date: 07/20/2015

Meeting Type: Annual

Ticker: EXPN

Shares Voted: 204,700

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Remuneration Report	Mgmt	For	Abstain	For
3	Elect Lloyd Pitchford as Director	Mgmt	For	For	For
4	Elect Kerry Williams as Director	Mgmt	For	For	For
5	Re-elect Fabiola Arredondo as Director	Mgmt	For	For	For
6	Re-elect Jan Babiak as Director	Mgmt	For	For	For
7	Re-elect Brian Cassin as Director	Mgmt	For	For	For
8	Re-elect Roger Davis as Director	Mgmt	For	For	For
9	Re-elect Deirdre Mahlan as Director	Mgmt	For	For	For
10	Re-elect Don Robert as Director	Mgmt	For	For	For
11	Re-elect George Rose as Director	Mgmt	For	For	For
12	Re-elect Judith Sprieser as Director	Mgmt	For	For	For
13	Re-elect Paul Walker as Director	Mgmt	For	For	For
14	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
15	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For	For
16	Authorise Issue of Equity with Pre-emptive Rights	Mgmt	For	For	For
17	Approve Performance Share Plan	Mgmt	For	For	For
18	Approve Co-Investment Plan	Mgmt	For	For	For
19	Approve Share Option Plan	Mgmt	For	For	For
20	Approve UK Tax-Qualified Sharesave Plan	Mgmt	For	For	For
21	Approve UK Tax-Qualified All-Employee Plan	Mgmt	For	For	For
22	Approve Free Share Plan	Mgmt	For	For	For
23	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
24	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For

Vote Summary Report

Reporting Period: 07/01/2015 to 09/30/2015

Location(s): All Locations

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

Compagnie Financiere Richemont SA

Meeting Date: 09/16/2015

Country: Switzerland

Primary Security ID: H25662182

Record Date:

Meeting Type: Annual

Ticker: CFR

Shares Voted: 65,504

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Allocation of Income and Dividends of CHF 1.60 per Registered A Share and of CHF 0.16 per Bearer B Share	Mgmt	For	For	For
3	Approve Discharge of Board of Directors	Mgmt	For	For	For
4.1	Elect Johann Rupert as Director	Mgmt	For	Against	For
4.2	Elect Jean-Blaise Eckert as Director	Mgmt	For	Against	For
4.3	Elect Bernard Fornas as Director	Mgmt	For	For	For
4.4	Elect Yves-Andre Istel as Director	Mgmt	For	Against	For
4.5	Elect Richard Lepeu as Director	Mgmt	For	For	For
4.6	Elect Ruggero Magnoni as Director	Mgmt	For	Against	For
4.7	Elect Josua Malherbe as Director	Mgmt	For	Against	For
4.8	Elect Simon Murray as Director	Mgmt	For	Against	For
4.9	Elect Alain Dominique Perrin as Director	Mgmt	For	Against	For
4.10	Elect Guillaume Pictet as Director	Mgmt	For	For	For
4.11	Elect Norbert Platt as Director	Mgmt	For	Against	For
4.12	Elect Alan Quasha as Director	Mgmt	For	Against	For
4.13	Elect Maria Ramos as Director	Mgmt	For	For	For
4.14	Elect Lord Renwick of Clifton as Director	Mgmt	For	Against	For
4.15	Elect Jan Rupert as Director	Mgmt	For	Against	For
4.16	Elect Gary Saage as Director	Mgmt	For	Against	For
4.17	Elect Juergen Schrempp as Director	Mgmt	For	Against	For
4.18	Elect The Duke of Wellington as Director	Mgmt	For	Against	For
5.1	Appoint Lord Renwick of Clifton as Member of the Compensation Committee	Mgmt	For	Against	For
5.2	Appoint Yves-Andre Istel as Member of the Compensation Committee	Mgmt	For	Against	For
5.3	Appoint The Duke of Wellington as Member of the Compensation Committee	Mgmt	For	Against	For

Vote Summary Report

Reporting Period: 07/01/2015 to 09/30/2015

Location(s): All Locations

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

Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
6	Ratify PricewaterhouseCoopers SA as Auditors	Mgmt	For	For	For
7	Designate Francois Demierre Morand as Independent Proxy	Mgmt	For	For	For
8	Amend Articles Re: Ordinance Against Excessive Remuneration at Listed Companies	Mgmt	For	Against	For
9.1	Approve Maximum Remuneration of Board of Directors in the Amount of CHF 10.3 Million	Mgmt	For	For	For
9.2	Approve Maximum Fixed Remuneration of Executive Committee in the Amount of CHF 14 Million	Mgmt	For	Against	For
9.3	Approve Variable Remuneration of Executive Committee in the Amount of CHF 23.7 Million	Mgmt	For	For	For
10	Transact Other Business (Voting)	Mgmt	For	Against	Against

Diageo plc

Meeting Date: 09/23/2015

Country: United Kingdom

Primary Security ID: G42089113

Record Date: 09/21/2015

Meeting Type: Annual

Ticker: DGE

Shares Voted: 186,730

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Remuneration Report	Mgmt	For	For	For
3	Approve Final Dividend	Mgmt	For	For	For
4	Re-elect Peggy Bruzelius as Director	Mgmt	For	For	For
5	Re-elect Lord Davies of Abersoch as Director	Mgmt	For	For	For
6	Re-elect Ho KwonPing as Director	Mgmt	For	For	For
7	Re-elect Betsy Holden as Director	Mgmt	For	For	For
8	Re-elect Dr Franz Humer as Director	Mgmt	For	For	For
9	Re-elect Deirdre Mahlan as Director	Mgmt	For	For	For
10	Re-elect Nicola Mendelsohn as Director	Mgmt	For	For	For
11	Re-elect Ivan Menezes as Director	Mgmt	For	For	For
12	Re-elect Philip Scott as Director	Mgmt	For	For	For
13	Re-elect Alan Stewart as Director	Mgmt	For	For	For

Vote Summary Report

Reporting Period: 07/01/2015 to 09/30/2015

Location(s): All Locations

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

Diageo plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Vote Instruction
14	Appoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	For
15	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For	For
16	Authorise Issue of Equity with Pre-emptive Rights	Mgmt	For	For	For
17	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For	For
18	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For	For
19	Authorise EU Political Donations and Expenditure	Mgmt	For	For	For

Our Corporate Governance & Responsible Investment

Policy and Practice

We aim to maximise and protect shareholder value on behalf of our clients by exercising their voting rights. We also engage with companies both directly and collaboratively with other investors to reduce risks of corporate failure and promote best practice. We comply with the principles set out in the UK Stewardship Code and are a signatory to the UN Principles of Responsible Investment (PRI) <http://www.igim.com/uk/en/capabilities/corporate-governance/>

In order to demonstrate key governance issues, voting statistics are divided up into main voting categories. We engage on a range of Environmental, Social, Governance (ESG) and Financial issues and integrate all components where appropriate. All UK votes are disclosed on our website.

We have extended our public voting disclosure to cover the North American and Japanese markets. These can also be found on our webpage.

LGIM votes in all major developed markets including: Europe, North America, Japan and Asia Pacific, and have minimised abstentions. We also vote in the major emerging markets and have started reporting on our activities in this region.

Latest News and Development

Appointment of new Corporate Governance Manager

We are pleased to announce the appointment of Jeannette Andrews to the LGIM Corporate Governance team. Jeannette has over 12 years of experience in Corporate Governance, most recently as the Senior Analyst at USS Investment Management Ltd. Jeannette also holds the CFA Charter and was recognised by Financial News as one of the 40 under 40 Rising Stars of Asset Management in 2014.

Presence in the US and International Corporate Governance Network (ICGN) Conference

Clare Payn, Head of Corporate Governance North America, has been relocated to our Chicago office for a minimum of a year. Her presence in the region will build on our growing profile and will enable LGIM to gain better access and to meet many more companies and market participants.

In addition, Clare was a panellist at the ICGN conference in Boston on the topic of ESG integration where we shared with the audience how to integrate ESG into the investment process, the obstacles and successes around this.

Principles of Responsible Investment Conference in London

We attended the annual Principles of Responsible Investment (PRI) conference in September where 800 global delegates attended. We presented our work on corporate tax on a panel and attended events on a variety of topics including: Climate Change, Japanese FSA, CEO-level discussion on future of responsible investment.

Master Trust Annual Forum

For the second year running, LGIM presented to the Master Trust Annual Forum on Corporate Governance. The purpose of the presentation is to educate the trustees on the topic of Corporate Governance as well as discuss recent trends and issues. The feedback has been positive on understanding Corporate Governance.

Italy Trip

LGIM was a panel member at the Geogeson Annual Conference in Rome covering the 2015 Proxy Season in Italy. The presentation centred upon corporate governance practices in the UK but also covered European topics such as double voting rights.

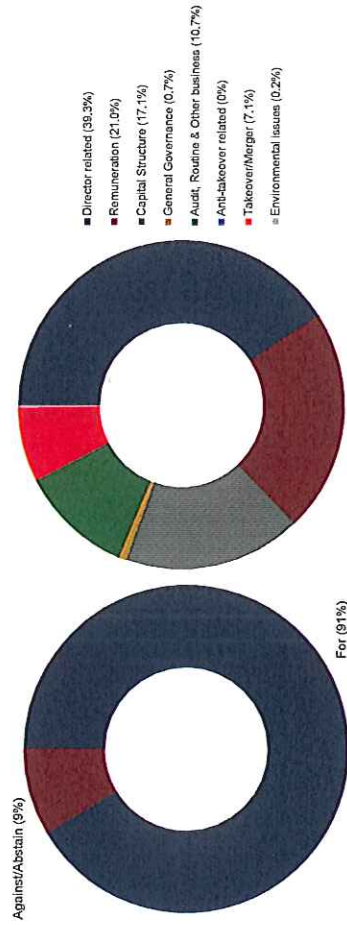
Hong Kong Stock Exchange (HKSE) consultation on ESG

We submitted a response to the HKSE giving our views around guidance on ESG reporting in companies. There were six main areas of focus in our submission including materiality, integrated reporting and the use of global reporting standards.

Fundamentals – Climate Change

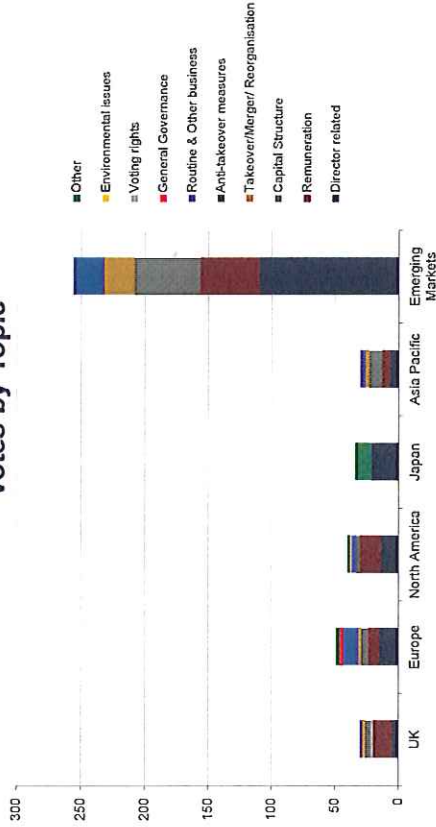
In the latest LGIM thought piece, Fundamentals, we discussed the impacts of climate change and energy transition. We outline some of the biggest changes that are taking place in the policy and energy space and the role of investors, like us, to engage on the topic and provide solutions. A link to this report will shortly be available on our website.

Voting Decisions Against/Abstain Votes by Topic



Our Corporate Governance & Responsible Investment

Regional Breakdown of AGAINST and ABSTAIN Votes by Topic



Europe

Compagnie Financiere Richemont SA M.Cap: CHF41.3bn

Luxury Goods

Switzerland

The company's Board does not satisfy the criteria of independent balance under corporate governance guidelines. We engaged with the company and decided to vote against a number of non-independent directors where the reasons that affect their independence were due to long serving tenure and lack of shareholding in the business.

US

Bank of America M.Cap: \$163.8bn

Banking and Finance

US

An EGM was called asking support to combine the roles of Chairman and CEO. After engaging with the company we voted against this proposal as the company had previously revoked a majority supported proposal to ensure the company would always have an independent Chair. We also had concerns about the balance of power on the Board and the robustness of the succession policy for board members. The EGM proposal only received yes votes from 63% of shareholders, meaning that 37% of shareholders did not support the company's proposal which is relatively a high protest vote in the US.

Japan

Kuroda Electric Co Ltd. M.Cap: ¥92.1bn

Industrial

Japan

Shareholder activist, Yoshiaki Murakami's private companies requested the nominations of four outside directors (including himself) to the board. Their concern was about the company's major surpluses of cash which wasn't paid out to its shareholders, and they believed that the appointment of new outside directors would provide valuable insight through their extensive knowledge and experience in finance. We voted against the appointment of the outside directors to the Board as we believed their proposed dividend payout ratio was too aggressive at 100% and not in line with promoting long-term shareholder value.

Asia –Pacific

Samsung C&T M.Cap: KRW28.8tn

Industrial

South Korea

We voted against the takeover deal by Cheil Industries Inc. Samsung C&T was facing tough economic conditions due to competition in the construction sector and falling commodity prices in its trading business. The company argued that the deal would bring about synergies, but we did not believe this would compensate for both the significant undervaluation and dilution of shares. Instead, it appeared the interests of the founding family were put above shareholders as Samsung Group and the affiliates' stake in the company increased significantly from 14% to 40%. The merger passed in a landmark proxy, with 69.5% of shares in favour, just 3.5% above the required amount. This was a big protest vote in South Korea.

AGL Energy M.Cap: AUD10.9bn

Utilities

Australia

We supported the shareholder resolution to amend the company's constitution to require the board to develop a business model that incorporates climate change mitigation efforts. Despite having some commitments to address climate change, such as decommissioning all coal-fired power plants by 2050, the company does not have quantitative emissions reduction targets or emissions intensity reduction targets. Since AGL is Australia's largest emitter of greenhouse gases, we believe that the company needs to take a more ambitious approach towards mitigating climate change.

Key Voting Decisions

United Kingdom

Sports Direct International M.Cap: £4.6bn

Retail

UK

LGIM voted against the re-election of the Board Chairman for two years in a row to express our continuing concerns of the governance at the Company and slow pace of change on the Board. We also requested increased transparency surrounding their supply chain which has not been disclosed. The acquisition strategy still remains unclear and while communication with shareholders has improved the company fails to be supported by the usual communication lines you would expect from a FTSE company. The Chairman received a 22% vote against his re-election by independent shareholders.

Dairy Crest M.Cap: £838m

Food Producers

UK

We voted against the Remuneration Report due to the lack of transparency surrounding bonus payments and the decision to go ahead with the one-off transaction award to the CEO despite significant opposition from us and other shareholders. The resolution received a 36.6% vote against. We subsequently engaged with the company to explore why they went ahead with the award despite a high opposition.

Intermediate Capital Group M.Cap: £1.7bn

Financial Services

UK

We voted against the Remuneration Report due to poor disclosure of management's total remuneration package. The resolution received a 34% vote against. We subsequently met with the company's Chairman and Chairman of the Remuneration Committee to discuss remuneration as well as other governance topics.

Our Corporate Governance & Responsible Investment

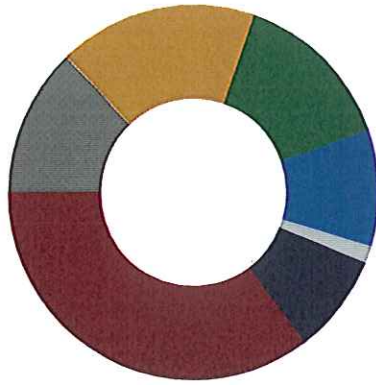
LGIM Voting Summary by Topic and Region

	UK			Europe			North America			Japan			Asia Pacific			Emerging Markets			Total	
	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN		
Between 01/07/2015 and 30/09/2015																				
Director related	998	5		60	15		241	4	10		42	15		107	6		374	109		1986
Remuneration	209	15		12	9		33	12		3				32	6		60	46		437
Capital structure	455	5		14	5		3	3						22	10		350	52		919
Voting rights																				
Management Proposals																				
General governance																				
Audit, Routine and company business	610	2		56	10		38	4			4	1		48	1		568	24		1366
Anti-takeover related	108						8							1						117
Takeover/merger/reorganisation	25	2		3	2		12				4			6	3		86	24		167
Social issues																				
SP – Anti-takeover measures																				
SP – Director related				2			4					6					8		1	22
SP - Remuneration							1	4												5
SP - Capital structure																				
SP - Voting rights																				
SP – Corporate Governance											1						12			16
SP - Routine and company business							1							3			11			17
SP – Health/Environment									1											1
SP - Social issues																				
SP - Other																				
Total Votes	2405	29		147	49		346	30	10		54	34		219	27		1469	255	1	22
Total number of resolutions	2434			196			386				88			246			1725			5075
Annual General Meetings (AGM)	146			10			31				7			26			124			344
Extraordinary General Meetings (EGM)	28			9			10				2			10			116			175
Number of companies voted at	165			19			40				9			34			204			471

The above table details the voting that has been carried out for the PMC UK, Europe, North America, Japan, Asia Pacific and Emerging Markets – Equity Index Funds

Our Corporate Governance & Responsible Investment

Engagement Topics & Frequencies



- E - Environment/ Sustainability
- S - Social/employee issues
- G - Board Structure
- G - Remuneration
- Capital Structure
- G - Takeover/Merger
- G - General Governance

Key Company Engagements on E(Environmental), S(Social), G(Governance) and F(Financial) Topics

BP M.Cap: £67.5bn Oil & Gas UK EGF

Subject: Board structure, Environment and strategy

A meeting was held with the Board Chairman to discuss the performance of the company and strategy in a low oil price environment and following the settlement in the US. Furthermore, we raised the issue of succession planning for management to ensure that there is an orderly process. Lastly, we discussed the issue of climate change and went through the opportunities and risks for the business in a low carbon environment and pushed for increased disclosure.

Ladbroke's M.Cap: £1bn Gaming UK G

Subject: Merger and board structure

Earlier in the year it was announced that the Chairman and CEO were to leave the business and a new CEO took over on April 1st 2015. In July, the company announced a proposed merger with the Coral Group, as well as a new strategy. We engaged with both Ladbroke's and Coral regarding the strategic rationale for the deal, the risks around completion (particularly in relation to the Competition and Markets Authority Review) and the governance arrangements for the combined group. It has subsequently been announced that the Ladbroke's CFO will be leaving the company in early 2016. We are continuing to engage with the company to push for a stronger Board going forward, whether in combination with Coral or as a standalone entity.

BHP Billiton M.Cap: £58.4bn Mining UK E

Subject: Sustainability

The Company presented to investors a Climate Change Portfolio Analysis. The aim was to provide an insight in to the scenario planning approach on the issue of climate change including the potential portfolio implications of a transition to a 2 degrees world i.e. a low carbon future. The Company described four scenarios which have also been tested against shock events. Its conclusion was that the company's portfolio remains resilient in a 2 degrees world with opportunities to mitigate the impact on the portfolio and to invest in many capital-efficient growth projects. We will continue to engage with the Company to ensure this analysis remains robust and relevant.

Monsanto/Syngenta M.Cap:\$41bn/CHF30bn Agriculture US/Switzerland G

Subject: Takeover

We met both management teams individually on the potential hostile takeover by Monsanto of Syngenta. Monsanto has subsequently walked away from the transaction. However, we continue to engage with Syngenta on governance concerns to help reduce the substantial discount to the potential offer and hold the board accountable for creating shareholder value in the future.

McKesson M.Cap: \$44bn Pharmaceuticals US G

Subject: Board structure and remuneration

We collaborated with two other investors and spoke to the Lead Independent Director of the Board regarding board leadership, and remuneration concerns. The company has an evergreen contract in place with its CEO which brings into question the likelihood of the CEO/Chair roles ever being split. Positive remuneration changes have been made in the past but there is still room for the company to improve termination agreement specifics for the CEO.

Interserve M.Cap: £869.8m Support Services UK ES

Subject: Environmental and Social

We met the Company to discuss how they integrate ESG into the company's vision, strategy and operations, and to understand how this could translate into stronger, sustainable financial performance. The company also sought our views on how to effectively communicate this to investors. As a result of our meeting, the company will review their ESG disclosure policies, as well as their integrated reporting structure and content. The targeted result is to ensure their sustainable business strategy is more readily valued by the market. In addition, the Company changed its long serving auditors in line with best practice.

Meetings covering one or more of ESG and F topics*		Number of meetings	
E	S	G	F
18	24	97	41
Environment/sustainability		18	
Social/employee issues		24	
Board Structure		20	
Remuneration		14	
Capital Structure		2	
Takeover/merger		12	
General Governance**		49	

*Please note meetings may be double counted as we often discuss more than one issue in a meeting.

**General Governance category covers topics including general corporate governance issues, company performance and strategy, audit and risk, and voting rights.



Vote Summary Report

Date range covered: 07/01/2015 to 09/30/2015

Location(s): Massachusetts Financial Services

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

Time Warner Cable Inc.

Meeting Date: 07/01/2015

Country: USA

Primary Security ID: 88732J207

Meeting ID: 978809

Record Date: 05/07/2015

Meeting Type: Annual

Ticker: TWC

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1a	Elect Director Carole Black	Mgmt	For	For
1b	Elect Director Thomas H. Castro	Mgmt	For	For
1c	Elect Director David C. Chang	Mgmt	For	For
1d	Elect Director James E. Copeland, Jr.	Mgmt	For	For
1e	Elect Director Peter R. Haje	Mgmt	For	For
1f	Elect Director Donna A. James	Mgmt	For	For
1g	Elect Director Don Logan	Mgmt	For	For
1h	Elect Director Robert D. Marcus	Mgmt	For	For
1i	Elect Director N.J. Nicholas, Jr.	Mgmt	For	For
1j	Elect Director Wayne H. Pace	Mgmt	For	For
1k	Elect Director Edward D. Shirley	Mgmt	For	For
1l	Elect Director John E. Sununu	Mgmt	For	For
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against
4	Report on Lobbying Payments and Policy	SH	Against	For
5	Pro-rata Vesting of Equity Awards	SH	Against	Against

Burberry Group plc

Meeting Date: 07/16/2015

Country: United Kingdom

Primary Security ID: G1700D105

Meeting ID: 985871

Record Date: 07/14/2015

Meeting Type: Annual

Ticker: BRBY

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

Vote Summary Report

Date range covered: 07/01/2015 to 09/30/2015

Location(s): Massachusetts Financial Services

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

Burberry Group plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
3	Approve Final Dividend	Mgmt	For	For
4	Re-elect Sir John Peace as Director	Mgmt	For	For
5	Elect Fabiola Arredondo as Director	Mgmt	For	For
6	Re-elect Philip Bowman as Director	Mgmt	For	For
7	Re-elect Ian Carter as Director	Mgmt	For	For
8	Re-elect Jeremy Darroch as Director	Mgmt	For	For
9	Re-elect Stephanie George as Director	Mgmt	For	For
10	Re-elect Matthew Key as Director	Mgmt	For	For
11	Elect Carolyn McCall as Director	Mgmt	For	For
12	Re-elect David Tyler as Director	Mgmt	For	For
13	Re-elect Christopher Bailey as Director	Mgmt	For	For
14	Re-elect Carol Fairweather as Director	Mgmt	For	For
15	Re-elect John Smith as Director	Mgmt	For	For
16	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
17	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	For
18	Authorise EU 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 Market Purchase of Ordinary Shares	Mgmt	For	For
22	Authorise the Company to Call EGM with Two Weeks' Notice	Mgmt	For	For
23	Adopt New Articles of Association	Mgmt	For	For

Microchip Technology Incorporated

Meeting Date: 08/14/2015

Record Date: 06/18/2015

Country: USA

Meeting Type: Annual

Primary Security ID: 595017104

Ticker: MCHP

Meeting ID: 991709

Vote Summary Report

Date range covered: 07/01/2015 to 09/30/2015

Location(s): Massachusetts Financial Services

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

Microchip Technology Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1.1	Elect Director Steve Sanghi	Mgmt	For	For
1.2	Elect Director Matthew W. Chapman	Mgmt	For	For
1.3	Elect Director L.B. Day	Mgmt	For	For
1.4	Elect Director Esther L. Johnson	Mgmt	For	For
1.5	Elect Director Wade F. Meyercord	Mgmt	For	For
2	Approve Conversion of Securities	Mgmt	For	For
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For

Dassault Systemes

Meeting Date: 09/04/2015

Country: France

Primary Security ID: F2457H472

Meeting ID: 993796

Record Date: 09/01/2015

Meeting Type: Special

Ticker: DSY

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
	Extraordinary Business	Mgmt		
1	Authorize up to 2 Percent of Issued Capital for Use in Restricted Stock Plans	Mgmt	For	Against
2	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	Mgmt	For	For
3	Amend Article 2 of Bylaws Re: Corporate Purpose	Mgmt	For	For
4	Authorize Filing of Required Documents/Other Formalities	Mgmt	For	For

Compagnie Financiere Richemont SA

Meeting Date: 09/16/2015

Country: Switzerland

Primary Security ID: H25662182

Meeting ID: 936774

Record Date:

Meeting Type: Annual

Ticker: CFR

Vote Summary Report

Date range covered: 07/01/2015 to 09/30/2015

Location(s): Massachusetts Financial Services

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

Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For
2	Approve Allocation of Income and Dividends of CHF 1.60 per Registered A Share and of CHF 0.16 per Bearer B Share	Mgmt	For	For
3	Approve Discharge of Board of Directors	Mgmt	For	For
4.1	Elect Johann Rupert as Director	Mgmt	For	Against
4.2	Elect Jean-Blaise Eckert as Director	Mgmt	For	Against
4.3	Elect Bernard Fornas as Director	Mgmt	For	Against
4.4	Elect Yves-Andre Istel as Director	Mgmt	For	For
4.5	Elect Richard Lepeu as Director	Mgmt	For	Against
4.6	Elect Ruggero Magnoni as Director	Mgmt	For	Against
4.7	Elect Josua Malherbe as Director	Mgmt	For	Against
4.8	Elect Simon Murray as Director	Mgmt	For	For
4.9	Elect Alain Dominique Perrin as Director	Mgmt	For	Against
4.10	Elect Guillaume Pictet as Director	Mgmt	For	For
4.11	Elect Norbert Platt as Director	Mgmt	For	Against
4.12	Elect Alan Quasha as Director	Mgmt	For	For
4.13	Elect Maria Ramos as Director	Mgmt	For	For
4.14	Elect Lord Renwick of Clifton as Director	Mgmt	For	Against
4.15	Elect Jan Rupert as Director	Mgmt	For	Against
4.16	Elect Gary Saage as Director	Mgmt	For	Against
4.17	Elect Juergen Schrempp as Director	Mgmt	For	Against
4.18	Elect The Duke of Wellington as Director	Mgmt	For	Against
5.1	Appoint Lord Renwick of Clifton as Member of the Compensation Committee	Mgmt	For	Against
5.2	Appoint Yves-Andre Istel as Member of the Compensation Committee	Mgmt	For	For
5.3	Appoint The Duke of Wellington as Member of the Compensation Committee	Mgmt	For	Against
6	Ratify PricewaterhouseCoopers SA as Auditors	Mgmt	For	For

Vote Summary Report

Date range covered: 07/01/2015 to 09/30/2015

Location(s): Massachusetts Financial Services

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

Compagnie Financiere Richemont SA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
7	Designate Francois Demierre Morand as Independent Proxy	Mgmt	For	For
8	Amend Articles Re: Ordinance Against Excessive Remuneration at Listed Companies	Mgmt	For	For
9.1	Approve Maximum Remuneration of Board of Directors in the Amount of CHF 10.3 Million	Mgmt	For	For
9.2	Approve Maximum Fixed Remuneration of Executive Committee in the Amount of CHF 14 Million	Mgmt	For	Against
9.3	Approve Variable Remuneration of Executive Committee in the Amount of CHF 23.7 Million	Mgmt	For	For
10	Transact Other Business (Voting)	Mgmt	For	Against

Time Warner Cable Inc.

Meeting Date: 09/21/2015

Country: USA

Primary Security ID: 88732J207

Meeting ID: 998119

Record Date: 07/28/2015

Meeting Type: Special

Ticker: TWC

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

Diageo plc

Meeting Date: 09/23/2015

Country: United Kingdom

Primary Security ID: G42089113

Meeting ID: 994850

Record Date: 09/21/2015

Meeting Type: Annual

Ticker: DGE

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	Re-elect Peggy Bruzelius as Director	Mgmt	For	For

Vote Summary Report

Date range covered: 07/01/2015 to 09/30/2015

Location(s): Massachusetts Financial Services

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

Diageo plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Vote Instruction
5	Re-elect Lord Davies of Abersoch as Director	Mgmt	For	For
6	Re-elect Ho KwonPing as Director	Mgmt	For	For
7	Re-elect Betsy Holden as Director	Mgmt	For	For
8	Re-elect Dr Franz Humer as Director	Mgmt	For	For
9	Re-elect Deirdre Mahlan as Director	Mgmt	For	For
10	Re-elect Nicola Mendelsohn as Director	Mgmt	For	For
11	Re-elect Ivan Menezes as Director	Mgmt	For	For
12	Re-elect Phillip Scott as Director	Mgmt	For	For
13	Re-elect Alan Stewart as Director	Mgmt	For	For
14	Appoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For
15	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	For
16	Authorise Issue of Equity with Pre-emptive Rights	Mgmt	For	For
17	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	For	For
18	Authorise Market Purchase of Ordinary Shares	Mgmt	For	For
19	Authorise EU Political Donations and Expenditure	Mgmt	For	For