## WALTER SCOTT

> BNY MELLON INVESTMENT MANAGEMENT

Q4 2022

## PROXY VOTING DISCLOSURE

1<sup>ST</sup> OCTOBER 2022-31<sup>ST</sup> DECEMBER 2022

This voting report reflects the votes cast by Walter Scott & Partners Limited during the quarter on behalf of our clients for whom we have full voting discretion. The information provided in this report relating to specific holdings should not be considered a recommendation to buy or sell any particular security. There is no assurance that any securities discussed herein will feature in any future strategy run by us.



Issuer Name	Meeting Date	Meeting Type	Proposal Number	Proposal	Proponent	Vote Instruction	Against Voter Rationale Momt
Diageo Plc	06/10/2022	Annual	1	Accept Financial Statements and Statutory Reports	Mgmt	For	No
č			2	Approve Remuneration Report	Mgmt	For	No
			3	Approve Final Dividend	Mgmt	For	No
			4	Elect Karen Blackett as Director	Mgmt	For	No
			5	Re-elect Melissa Bethell as Director	Mgmt	For	No
			6	Re-elect Lavanya Chandrashekar as Director	Mgmt	For	No
			7	Re-elect Valerie Chapoulaud-Floquet as Director	Mgmt	For	No
			8	Re-elect Javier Ferran as Director	Mgmt	For	No
			9	Re-elect Susan Kilsby as Director	Mgmt	For	No
			10	Re-elect Sir John Manzoni as Director	Mgmt	For	No
			11	Re-elect Lady Mendelsohn as Director	Mgmt	For	No
			12	Re-elect Ivan Menezes as Director	Mgmt	For	No
			13	Re-elect Alan Stewart as Director	Mgmt	For	No
			14	Re-elect Ireena Vittal as Director	Mgmt	For	No
			15	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	No
			16	Authorise the Audit Committee to Fix Remuneration of Auditors	Mgmt	For	No
			17	Authorise UK Political Donations and Expenditure	Mgmt	Against	Yes Political donations
			18	Amend Irish Share Ownership Plan	Mgmt	For	No
			19	Authorise Issue of Equity	Mgmt	Against	Yes Due to potential dilution greater than 10%
			20	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Against	Yes Due to potential dilution greater than 10%
			21	Authorise Market Purchase of Ordinary Shares	Mgmt	For	No
			22	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	No
CSL Limited	12/10/2022	Annual	2a	Elect Marie McDonald as Director	Mgmt	For	No
			2b	Elect Megan Clark as Director	Mgmt	For	No
			3	Approve Remuneration Report	Mgmt	For	No
			4	Approve Grant of Performance Share Units to Paul Perreault	Mgmt	For	No
Paychex, Inc.	13/10/2022	Annual	1a	Elect Director Martin Mucci	Mgmt	For	No
			1b	Elect Director Thomas F. Bonadio	Mgmt	For	No
			1c	Elect Director Joseph G. Doody	Mgmt	For	No
			1d	Elect Director David J.S. Flaschen	Mgmt	For	No
			1e	Elect Director B. Thomas Golisano	Mgmt	For	No
			1f	Elect Director Pamela A. Joseph	Mgmt	For	No
			1g	Elect Director Kevin A. Price	Mgmt	For	No
			1h	Elect Director Joseph M. Tucci	Mgmt	For	No
			1i	Elect Director Joseph M. Velli	Mgmt	For	No
			1j	Elect Director Kara Wilson	Mgmt	For	No
			2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	No
			3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	No
Cochlear Limited	18/10/2022	Annual	1.1	Approve Financial Statements and Reports of the Directors and Auditors	Mgmt	For	No
			2.1	Approve Remuneration Report	Mgmt	For	No
			3.1	Elect Yasmin Allen as Director	Mgmt	For	No
			3.2	Elect Michael del Prado as Director	Mgmt	For	No
			3.3	Elect Karen Penrose as Director	Mgmt	For	No
			4.1	Approve Grant of Options and Performance Rights to Dig Howitt	Mgmt	For	No
			5.1	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	Mgmt	For	No
						_	
Hargreaves Lansdown Plc	19/10/2022	Annual	1	Accept Financial Statements and Statutory Reports	Mgmt	For	No
			2	Approve Final Dividend	Mgmt	For	No
			3	Approve Remuneration Report	Mgmt	For	No
			4	Reappoint PricewaterhouseCoopers LLP as Auditors	Mgmt	For	No
			5	Authorise Board to Fix Remuneration of Auditors	Mgmt	For	No
			6	Re-elect Deanna Oppenheimer as Director	Mgmt	For	No
			7	Re-elect Christopher Hill as Director	Mgmt	For	No
				Elect Amy Stirling as Director	Mgmt	For	No

Issuer Name	Meeting Date	Meeting Type	Proposal Number	Proposal	Proponent	Vote Instruction	Against Voter Rationale
			Number 9	Re-elect Dan Olley as Director	Mgmt	For	Mgmt No
			10	Re-elect Roger Perkin as Director	Mgmt	For	No
			11	Re-elect John Troiano as Director	Mgmt	For	No
			12	Re-elect Andrea Blance as Director	Mgmt	For	No
			13	Re-elect Moni Mannings as Director	Mgmt	For	No
			14	Re-elect Adrian Collins as Director	Mgmt	For	No
			15	Re-elect Penny James as Director	Mgmt	For	No
			16	Elect Darren Pope as Director	Mgmt	For	No
			17	Authorise Market Purchase of Ordinary Shares	Mgmt	For	No
			18	Authorise Issue of Equity	Mgmt	Against	Yes Due to potential dilution greater than 10%
			19	Authorise Issue of Equity without Pre-emptive Rights	Mgmt	Against	Yes Due to potential dilution greater than 10%
			20	Authorise the Company to Call General Meeting with Two Weeks' Notice	Mgmt	For	No
Allegro.eu SA	27/10/2022	Special	1	Approve Co-optation of Roy Perticucci as Director	Mgmt	For	No
Fleury SA	28/10/2022	Special	1	Approve Agreement to Absorb Centro de Endoscopia Digestiva do Recife Ltda.,	Mgmt	For	No
				Diagmax Diagnosticos por Imagem Ltda., Diagmax Participacoes Societarias			
				S.A., and Inlab - Investigacao Laboratorial Ltda.			
			2	Ratify Apsis Consultoria e Avaliacoes Ltda. as Independent Firm to Appraise Proposed Transaction	Mgmt	For	No
			3	Approve Independent Firm's Appraisals	Mgmt	For	No
			4	Approve Absorption of Diagmax Participacoes Societarias S.A. and Inlab -	Mgmt	For	No
				Investigacao Laboratorial Ltda.			
			5	Approve Absorption of Centro de Endoscopia Digestiva do Recife Ltda. and Diagmax Diagnosticos por Imagem Ltda.	Mgmt	For	No
Copart, Inc.	31/10/2022	Special	1	Increase Authorized Common Stock	Mgmt	Against	Yes Due to potential dilution greater than 10%
copan, mc.	01110/2022	opeolar	2	Adjourn Meeting	Mgmt	Against	Yes Adjournment - Not in support of underlying
							proposal
Domino's Pizza Enterprises Limited	02/11/2022	Annual	1	Approve Remuneration Report	Mgmt	For	No
			2	Elect John James Cowin as Director	Mgmt	For	No
			3	Elect Ursula Schreiber as Director	Mgmt	For	No
			4	Approve Grant of a Right to Don Meij in Respect of the FY23 STI	Mgmt	For	No
			5	Approve Grant of Performance Rights to Don Meij in Respect of the FY23 LTI	Mgmt	For	No
			6	Approve Renewal of Proportional Takeover Bid Provisions	Mgmt	For	No
Automatic Data Processing, Inc.	09/11/2022	Appual	1a	Elect Director Peter Bisson	Mgmt	For	No
Automatic Data Processing, Inc.	03/11/2022	Annuar	1b	Elect Director David V. Goeckeler	Mgmt	For	No
			10	Elect Director Linnie M. Haynesworth	Mgmt	For	No
			10 1d	Elect Director John P. Jones	Mgmt	For	No
			1e	Elect Director Francine S. Katsoudas	Mgmt	For	No
			1f	Elect Director Nazzic S. Keene	Mgmt	For	No
			1g	Elect Director Thomas J. Lynch	Mgmt	For	No
			1h	Elect Director Scott F. Powers	Mgmt	For	No
			1i	Elect Director William J. Ready	Mgmt	For	No
			1i	Elect Director Carlos A. Rodriguez	Mgmt	For	No
			1k	Elect Director Sandra S. Wijnberg	Mgmt	For	No
			2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	No
			3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	No
			4	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	No
Zhejiang Supor Co., Ltd.	10/11/2022	Special	1	Approve Profit Distribution in the Third Quarter	Mgmt	For	No
Abcam Plc	11/11/2022	Special	1	Approve Cancellation of Admission of Company's Ordinary Shares to Trading on AIM	Mgmt	For	No
Jack Henry & Associates, Inc.	15/11/2022	Annual	1.1	Elect Director David B. Foss	Mgmt	For	No
ouon nomy a Associates, IIIC.	10/11/2022	, unual	1.1	Elect Director Matthew C. Flanigan	Mgmt	For	No
			1.2	Elect Director Thomas H. Wilson, Jr.	Mgmt	For	No
			1.5		Mynn	1.01	

Issuer Name	Meeting Date	Meeting Type	Proposal Number	Proposal	Proponent	Vote Instruction		t Voter Rationale
			1.4	Elect Director Jacque R. Fiegel	Mgmt	For	No	
			1.5	Elect Director Thomas A. Wimsett	Mgmt	For	No	
			1.6	Elect Director Laura G. Kelly	Mgmt	For	No	
			1.7	Elect Director Shruti S. Miyashiro	Mgmt	For	No	
			1.8	Elect Director Wesley A. Brown	Mgmt	For	No	
			1.9	Elect Director Curtis A. Campbell	Mgmt	For	No	
			2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	No	
			3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	No	
ResMed Inc.	16/11/2022	Annual	1a	Elect Director Carol Burt	Mgmt	For	No	
	10/11/2022	, united	1b	Elect Director Jan De Witte	Mgmt	For	No	
			1c	Elect Director Karen Drexler	Mgmt	For	No	
			1d	Elect Director Michael 'Mick' Farrell	Mgmt	For	No	
			1e	Elect Director Peter Farrell	Mgmt	For	No	
			1f	Elect Director Harjit Gill	Mgmt	For	No	
			1g	Elect Director John Hernandez	Mgmt	For	No	
			1h	Elect Director Richard Sulpizio	Mgmt	For	No	
			1i	Elect Director Desney Tan	Mgmt	For	No	
			1j	Elect Director Ronald Taylor	Mgmt	For	No	
			2	Ratify KPMG LLP as Auditors	Mgmt	For	No	
			3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	No	
The Estee Lauder Companies Inc.	18/11/2022	Annual	1a	Elect Director Ronald S. Lauder	Mgmt	For	No	
•			1b	Elect Director William P. Lauder	Mgmt	For	No	
			1c	Elect Director Richard D. Parsons	Mgmt	For	No	
			1d	Elect Director Lynn Forester de Rothschild	Mgmt	For	No	
			1e	Elect Director Jennifer Tejada	Mgmt	For	No	
			1f	Elect Director Richard F. Zannino	Mgmt	For	No	
			2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	No	
			3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	No	
NWS Holdings Limited	21/11/2022	Annual	1	Accept Financial Statements and Statutory Reports	Mgmt	For	No	
			2	Approve Final Dividend	Mgmt	For	No	
			3a	Elect Chan Ka Keung, Ceajer as Director	Mgmt	For	No	
			3b	Elect Cheng Chi Kong, Adrian as Director	Mgmt	For	No	
			3c	Elect Cheng Chi Ming, Brian as Director	Mgmt	For	No	
			3d	Elect Shek Lai Him, Abraham as Director	Mgmt	Against	Yes	Corporate governance issues - Excessive number of outside board appointments
			3e	Elect Oei Wai Chi Grace Fung as Director	Mgmt	For	No	
			Зf	Authorize Board to Fix Remuneration of Directors	Mgmt	For	No	
			4	Approve PricewaterhouseCoopers as Auditor and Authorize Board to Fix Their Remuneration	Mgmt	For	No	
			5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	s Mgmt	Against	Yes	Due to potential dilution greater than 10%
			6	Authorize Repurchase of Issued Share Capital	Mgmt	For	No	
			7	Authorize Reissuance of Repurchased Shares	Mgmt	Against	Yes	Due to potential dilution greater than 10%
			8	Adopt Amended and Restated By-Laws	Mgmt	For	No	
Chr. Hansen Holding A/S	23/11/2022	Annual	2	Accept Financial Statements and Statutory Reports	Mgmt	For	No	
			3	Approve Allocation of Income and Dividends of DKK 7.04 Per Share	Mgmt	For	No	
			4	Approve Remuneration Report (Advisory Vote)	Mgmt	For	No	
			5	Approve Remuneration of Directors in the Amount of DKK 1.3 Million for Chair, DKK 840,000 for Vice-Chair and DKK 420,000 for Other Directors; Approve Remuneration for Committee Work	Mgmt	For	No	
			<u> </u>		Manat		Nie	
				Approve Creation of 10 Percent of Pool of Capital without Preemptive Rights	Mgmt	For	No	
			6.b	Authorize Share Repurchase Program Amend Articles Re: Board of Directors	Mgmt	For For	No No	
			6.c 7a	Reelect Dominique Reiniche (Chair) as Director	Mgmt Mgmt	For	No	
			/ a		wymt	FUI	INU	

In access Name	Martin Data	Mars first Trans	Deserves	Deserved	Durant	Mata	Analysis Maken Dationals
Issuer Name	Meeting Date	Meeting Type	Proposal Number	Proposal	Proponent	Vote Instruction	Against Voter Rationale
			7b.a	Reelect Jesper Brandgaard as Director	Mgmt	For	Mgmt No
			7b.a	Reelect Luis Cantarell as Director	Mgmt	For	No
			7b.c	Reelect Lise Kaae as Director	Mgmt	For	No
			7b.d	Reelect Heidi Kleinbach-Sauter as Director	Mgmt	For	No
			7b.e	Reelect Kevin Lane as Director	Mgmt	For	No
			8	Reelect PricewaterhouseCoopers as Auditor	Mgmt	For	No
			9	Authorize Editorial Changes to Adopted Resolutions in Connection with	Mgmt	For	No
				Registration with Danish Authorities			
		a				_	
Grupo Aeroportuario del Centro Norte SAB de	30/11/2022	Special	1	Receive Report on Share Purchase Agreement Entered into Among	Mgmt	For	No
				Shareholders of Company Dated July 31, 2022	Married	<b>F</b>	Ni-
			2	Receive Report on Resignation of Members and Chairman of Board of Directors	Mgmt	For	No
			4.a	Elect Eric Delobel as Director Representing Series B Shareholders	Mgmt	For	No
			4.a 4.b	Elect Pierre-Hughes Schmit as Director Representing Series B Shareholders	Mgmt	For	No
			4.c	Elect Emmanuelle Huon as Director Representing Series B Shareholders	Mgmt	For	No
			 5.a	Elect Nicolas Notebaert as Board Chairman	Mgmt	For	No
			5.a	Ratify Adriana Diaz Galindo (Non-Member) as Board Secretary	Mgmt	For	No
			6	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	No
			0		Mgm	101	
Coloplast A/S	01/12/2022	Annual	1	Approve General Meeting Materials and Reports to be Drafted in English	Mgmt	For	No
			3	Accept Financial Statements and Statutory Reports	Mgmt	For	No
			4	Approve Allocation of Income	Mgmt	For	No
			5	Approve Remuneration Report	Mgmt	For	No
			6	Approve Remuneration of Directors in the Amount of DKK 1.35 Million for	Mgmt	For	No
				Chairman, DKK 787,500 for Deputy Chairman, and DKK 450,000 for Other			
				Directors; Approve Remuneration for Committee Work			
			7.1	Amend Articles Re: Extend Current Authorizations in Articles 5(a) and 5(b)	Mgmt	For	No
			7.2	Amend Articles Re: Corporate Language	Mgmt	For	No
			8.1	Reelect Lars Soren Rasmussen as Director	Mgmt	For	No
			8.2	Reelect Niels Peter Louis-Hansen as Director	Mgmt	For	No
			8.3	Reelect Annette Bruls as Director	Mgmt	For	No
			8.4	Reelect Carsten Hellmann as Director	Mgmt	For	No
			8.5	Reelect Jette Nygaard-Andersen as Director	Mgmt	For	No
			8.6	Reelect Marianne Wiinholt as Director	Mgmt	For	No
			9	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	No
			10	Authorize Editorial Changes to Adopted Resolutions in Connection with	Mgmt	For	No
				Registration with Danish Authorities			
Copart, Inc.	02/12/2022	Annual	1.1	Elect Director Willis J. Johnson	Mgmt	For	No
			1.2	Elect Director A. Jayson Adair	Mgmt	For	No
			1.3	Elect Director Matt Blunt	Mgmt	For	No
			1.4	Elect Director Steven D. Cohan	Mgmt	For	No
			1.5	Elect Director Daniel J. Englander	Mgmt	For	No
			1.6	Elect Director James E. Meeks	Mgmt	For	No
			1.7	Elect Director Thomas N. Tryforos	Mgmt	For	No
			1.8	Elect Director Diane M. Morefield	Mgmt	For	No
			1.9	Elect Director Stephen Fisher	Mgmt	For	No
			1.10	Elect Director Cherylyn Harley LeBon	Mgmt	For	No
			1.11	Elect Director Carl D. Sparks	Mgmt	For	No
			2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	No
			3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	No
Cisco Systems, Inc.	08/12/2022	Annual	1a	Elect Director M. Michele Burns	Mgmt	For	No
>jotomo, mor	00, .L/L0LL		1b	Elect Director Wesley G. Bush	Mgmt	For	No
			10	Elect Director Michael D. Capellas	Mgmt	For	No
			1d	Elect Director Mark Garrett	Mgmt	For	No
			1e	Elect Director John D. Harris, II	Mgmt	For	No
				Lion Bronn B. Humb, II	····g····		

Issuer Name	Meeting Date	Meeting Type	Proposal	Proposal	Proponent	Vote	Against Voter Rationale
	g zato	meeting type	Number		openent	Instruction	
			1f	Elect Director Kristina M. Johnson	Mgmt	For	No
			1g	Elect Director Roderick C. McGeary	Mgmt	For	No
			1h	Elect Director Sarah Rae Murphy	Mgmt	For	No
			1i	Elect Director Charles H. Robbins	Mgmt	For	No
			1j	Elect Director Brenton L. Saunders	Mgmt	For	No
			1k	Elect Director Lisa T. Su	Mgmt	For	No
			1	Elect Director Marianna Tessel	Mgmt	For	No
			2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	No
			3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	No
			4	Report on Tax Transparency Set Forth in the Global Reporting Initiative's Tax	SH	Against	No
				Standard			
Microsoft Corporation	13/12/2022	Annual	1.1	Elect Director Reid G. Hoffman	Mgmt	For	No
			1.2	Elect Director Hugh F. Johnston	Mgmt	For	No
			1.3	Elect Director Teri L. List	Mgmt	For	No
			1.4	Elect Director Satya Nadella	Mgmt	For	No
			1.5	Elect Director Sandra E. Peterson	Mgmt	For	No
			1.6	Elect Director Penny S. Pritzker	Mgmt	For	No
			1.7	Elect Director Carlos A. Rodriguez	Mgmt	For	No
			1.8	Elect Director Charles W. Scharf	Mgmt	For	No
			1.9	Elect Director John W. Stanton	Mgmt	For	No
			1.10	Elect Director John W. Thompson	Mgmt	For	No
			1.11	Elect Director Emma N. Walmsley	Mgmt	For	No
				Elect Director Padmasree Warrior	Mgmt	For	No
			2	Advisory Vote to Ratify Named Executive Officers' Compensation Ratify Deloitte & Touche LLP as Auditors	Mgmt	For For	No No
			4	Report on Cost/Benefit Analysis of Diversity and Inclusion	Mgmt SH	Against	No
			5	Report on Hiring of Persons with Arrest or Incarceration Records	SH SH	Against	No
			6	Assess and Report on the Company's Retirement Funds' Management of	SH	Against	No
			0	Systemic Climate Risk	511	Against	INU
			7	Report on Government Use of Microsoft Technology	SH	Against	No
			8	Report on Development of Products for Military	SH	Against	No
			9	Report on Tax Transparency	SH	Against	No
Zhejiang Sanhua Intelligent Controls Co., Ltd.	14/12/2022	Special	1	Approve Issuance of GDR and Listing on Swiss Stock Exchange as well as Conversion to Overseas Fundraising Company	Mgmt	For	No
			2.1	Approve Share Type and Par Value	Mgmt	For	No
			2.2	Approve Issue Time	Mgmt	For	No
			2.3	Approve Issue Manner	Mgmt	For	No
			2.4	Approve Issue Size	Mgmt	For	No
			2.5	Approve Scale of GDR in its Lifetime	Mgmt	For	No
			2.6	Approve Conversion Rate of GDR and Underlying Securities A Shares	Mgmt	For	No
			2.7	Approve Pricing Method	Mgmt	For	No
			2.8	Approve Target Subscribers	Mgmt	For	No
			2.9	Approve Conversion Restriction Period for GDR and Underlying Securities A Shares	Mgmt	For	No
			2 10	Approve Underwriting Method	Mgmt	For	No
			3	Approve Browning Method Approve Report on the Usage of Previously Raised Funds	Mgmt	For	No
			4	Approve Usage Plan of Raised Funds	Mgmt	For	No
			5	Approve Resolution Validity Period	Mgmt	For	No
			6	Approve Distribution on Roll-forward Profits	Mgmt	For	No
			7	Approve Amendments to Articles of Association	Mgmt	For	No
			8	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	No
			9	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	No
			10	Amend Rules and Procedures Regarding Meetings of Board of Supervisors	Mgmt	For	No
			11	Approve Authorization of Board to Handle All Related Matters	Mgmt	For	No
					-		

Issuer Name	Meeting Date	Meeting Type	Proposal Number	Proposal	Proponent	Vote Instruction	Against Voter Rationale Mgmt
Tencent Music Entertainment Group	30/12/2022	Annual/Special	1	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	No
			2	Amend Articles	Mgmt	For	No
			3	Amend Articles	Mgmt	For	No
			1	Amend Articles	Mgmt	For	No

WALTER SCOTT & PARTNERS LIMITED, ONE CHARLOTTE SQUARE, EDINBURGH EH2 4DR TEL: +44 (0)131 225 1357 · FAX: +44 (0)131 225 7997 WWW.WALTERSCOTT.COM

Registered in Scotland 93685. Registered Office as above. Authorised and regulated by the Financial Conduct Authority. FCA Head Office: 12 Endeavour Square, London E20 1JN · www.fca.org.uk