

Slater Investments Limited Voting Summary
01 April 2023 to 30 June 2023

The below table gives a summary of all of Slater Investments’s voting instructions across all portfolio companies during the second quarter of 2023:

Meetings	
Total number of meetings voted at	70
Total number of resolutions voted on	1,010
Number of resolutions where we voted with management	720
Number of resolutions where we voted against management	290
Number of resolutions where we abstained	0
Number of resolutions where we voted against our voting policy	6

Of Slater Investments’s votes against management recommendations:

- 33.45% related to the disapplication of pre-emptive rights;
- 21.16% related to the power for Directors to allot shares;
- 19.80% related to (Non-)Executive Director remuneration;
- 13.99% related to the (re-)election of (Non-)Executive Directors;
- 7.17% related to the request to make political donations;
- 1.71% related to amendments of Articles of Association;
- 0.68% related to LTIPs;
- 0.68% related to resolutions falling under the Environmental pillar of ESG;
- 0.68% related to resolutions falling under the Social pillar of ESG; and
- 0.68% related to employee (ex Director) remuneration.

During the quarter, there were three notable meetings where Slater Investments voted in favour of authorising directors to allot shares and for the disapplication of pre-emption rights, totalling five resolutions. The respective companies were Franchise Brands Plc (“Franchise Brands”), Arbuthnot Banking Group plc (“Arbuthnot”), and Rathbones Group Plc (“Rathbones”). Slater Investments felt all three sets of proposed resolutions were in the best interest of the respective companies. Therefore, we voted against our voting policy and in favour of the resolutions.

- Arbuthnot Banking Group Plc – Authority to allot shares, and without pre-emption rights. ([link](#))
- Franchise Brands Plc – Authority to allot shares, and without pre-emption rights. ([link](#))
- Rathbones – Authority to allot shares ([link](#))

At the Franchise Brands meeting, Slater Investments also voted in favour of re-electing a Chair of the Remuneration Committee who employed the use of nil-cost options within their Remuneration Policy. In accordance with our voting policy, we would generally oppose the re-election of the Chair of the Remuneration Committee of any company which utilises nil-cost options as part of its Remuneration Policy. However, in the case of Franchise Brands, it became clear to us that the company has made meaningful effort to ensure it uses nil-cost options in a way which is measured and retains shareholder alignment. The nil-cost element of share awards is only present as a part of a matching scheme where the director is required to purchase an equal number of shares to those being granted and is awarded nil-cost shares only if performance targets are met. After ESG Committee discussions, it was concluded that we were satisfied the use of nil-cost options within the Remuneration Policy is sufficiently

restrained and adequately aligns shareholders and executives. We therefore voted against our voting policy and in favour of the resolution to re-elect the Chair of the Remuneration Committee.

- Franchise Brands – Re-election of the Chair of the Remuneration Committee. ([link](#)).

The majority of votes against management recommendations concern the disapplication of pre-emption rights and authority for Directors to allot shares that were not in conjunction with a targeted capital raise. Slater Investments does not believe Directors require such a general authority. If there is a business case, this can duly be presented to investors.

The votes against management recommendations classed as related to (Non-)Executive Director remuneration are where Slater Investments disagreed with either a company's remuneration report or policy. The rationale for these votes mostly surrounds the use of nil-cost options. In the instance where Slater Investments votes against either the remuneration report or policy, the re-election of the Chair of the Remuneration Committee, who presided over the report and/or policy, is also voted against.

Slater Investments does not support the funding of political parties or organisations.

There were five resolutions during the quarter proposed by shareholders at the Annual General Meetings ("AGM") of BP plc ("BP"), Shell PLC ("Shell") and Walt Disney Co ("DIS"). The resolutions at BP and Shell's AGM were both proposed by activist group 'Follow This', requesting the companies set and publish targets that are consistent with the goal of the Paris Climate Agreement. We voted against these resolutions as, in both cases, the companies have already adhered to this request. At the DIS AGM we voted in favour of one resolution requesting specific reporting on the alignment of political expenditure with DIS values, as this is in line with our opposition to political donations as per our voting policy. We voted against two resolutions, one requesting DIS to more aggressively broadcast charitable donations, and the other a request to report on vulnerabilities to communist China which we felt was already covered by existing policies and reporting structures.

The Company's Voting Policy can be found on its [website](#), along with a full archive of historic vote reports.

ESG Committee
Slater Investments Limited
August 2023