

Investec Wealth and Investment voting summary 2021



Introduction

We exercise voting rights on behalf of our discretionary clients, and will engage with the boards of companies where appropriate. We partner with Institutional Shareholder Services (ISS), which provides us with governance and voting analysis as an input into our decision making, with our overall voting and engagement activities overseen by our Investment Corporate Governance Committee.

We believe it is important to take an active role in engaging with the companies that we invest in on our clients' behalf. One of the most effective ways to achieve this is by exercising the voting rights of our clients' investments.

Our full voting policy can be found here:
https://www.investec.com/en_gb/wealth/private-clients/about-us/responsible-investing-approach.html

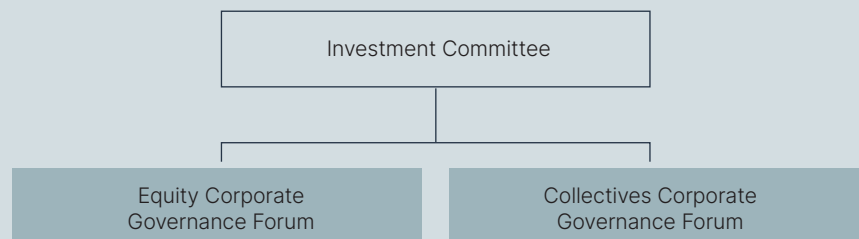
This report provides oversight into our voting activity in 2021.

Governance structure

Our governance structure has been created to ensure appropriate oversight is in place across our asset classes. Our research specialists in both direct equities and collectives are responsible for implementing IW&I's approach to governance across their respective asset classes. These forums report into the Investment Committee (IC).

This robust structure ensures that the differing priorities of governance for investment trusts and direct equities are appropriately considered. In turn this helps ensure that our clients' interests are being best served.

The IC is chaired by an Executive Committee member, reflecting our commitment to engagement.



Direct equities

SUMMARY OF 2021 ACTIVITY

SUMMARY OF VOTES CAST:

Over the course of 2021 we voted at 169 meetings, casting 2828 votes. This compares to 143 meetings and 2578 votes in 2020.

2021

	AGM or EGM	Votes lodged	Votes against management	%
United Kingdom	129	2137	32	1.5
United States	38	637	45	7.1
Europe	2	54	0	0.0
Totals	169	2828	77	2.7

VOTES IN DETAIL:

Q1 2021	Country	Meeting	Votes Lodged	Votes Against Management	%	Votes Against Shareholders	Votes Against Iss
Air Products and Chemicals, Inc.	United States	AGM	11				
Apple Inc.	United States	AGM	12			2	1
Compass Group	United Kingdom	AGM	23				
Costco Wholesale Corporation	United States	AGM	9				
Countryside Properties	United Kingdom	AGM	16				
CRH	Ireland	Special	6				
Deere & Company	United States	AGM	13				
Flutter Entertainment	Ireland	Special	4				
Grainger	United Kingdom	AGM	18				
Hipgnosis Songs Fund Limited Shs GBP	Guernsey	Special	1				
Imperial Brands	United Kingdom	AGM	24	1			
Marston's	United Kingdom	AGM	15				
Melrose Industries	United Kingdom	EGM	2				2
RSA Insurance Group	United Kingdom	Court	1				
RSA Insurance Group	United Kingdom	Special	1				
Sage Group	United Kingdom	AGM	22				
Shaftesbury	United Kingdom	AGM	18				
Tesco	United Kingdom	Special	6				
Visa Inc. Class A	United States	AGM	18	1		1	
Walt Disney Company	United States	AGM	14	2		1	
			234	4	1.7%	4	3
Of which:							
United Kingdom			147	1	0.7%	0	2
United States			77	3	3.9%	4	1
Europe			10	0	0.0%	0	0

INVESTEC WEALTH AND INVESTMENT
VOTING SUMMARY 2021

VOTES IN DETAIL:

Q2 2021	Country	Meeting	Votes lodged	Votes against management	%	Votes against shareholders	Votes against ISS
Admiral Group	United Kingdom	AGM	25				
Adobe Inc.	United States	AGM	14				
Alphabet Inc. Class A	United States	AGM	21	3		6	7
Amazon.com, Inc.	United States	AGM	23	1		10	9
Anglo American	United Kingdom	AGM	22				
Anglo American	United Kingdom	EGM	1				
Ascential	United Kingdom	AGM	24	2			
AstraZeneca	United Kingdom	AGM	25	2			
AstraZeneca	United Kingdom	Special	1				
Aviva	United Kingdom	AGM	30				
BAE Systems	United Kingdom	AGM	23	1			
Ball Corporation	United States	AGM	6	1			2
Barclays	United Kingdom	AGM	29			1	
Beyond Meat, Inc.	United States	AGM	5	1			
Boeing Company	United States	AGM	14	2			
Booking Holdings Inc.	United States	AGM	18	2		1	1
BP p.l.c.	United Kingdom	AGM	13			1	
British American Tobacco p.l.c.	United Kingdom	AGM	20	1			1
Bunzl	United Kingdom	AGM	23				
Carnival	United Kingdom	AGM	21				
Carnival Corporation	United States	AGM	21				
Centrica	United Kingdom	AGM	19				
Charles Schwab Corporation	United States	AGM	10	3			
Citigroup Inc.	United States	AGM	25			6	1
Coca-Cola Company	United States	AGM	15			1	
Croda International	United Kingdom	AGM	20				
Danaher Corporation	United States	AGM	15				4
Domino's Pizza Group	United Kingdom	AGM	23	1			
Facebook, Inc. Class A	United States	AGM	17	3		3	5
Fevertree Drinks	United Kingdom	AGM	16				
GlaxoSmithKline	United Kingdom	AGM	22				
Glencore	Jersey	AGM	20	2			
Goldman Sachs Group, Inc.	United States	AGM	19	3		2	
Greggs	United Kingdom	AGM	16				
Hammerson	United Kingdom	AGM	22	1			
Home Depot, Inc.	United States	AGM	17	2		1	
Howden Joinery Group	United Kingdom	AGM	18				
HSBC Holdings	United Kingdom	AGM	26			1	
Ibstock	United Kingdom	AGM	19				
Illinois Tool Works Inc.	United States	AGM	13	1			
IMI	United Kingdom	AGM	22				
Informa	United Kingdom	AGM	19	2			
InterContinental Hotels Group	United Kingdom	AGM	25				
International Consolidated Airlines Group SA	United Kingdom	AGM	31	1			
Intertek Group	United Kingdom	AGM	23	1			
Intuitive Surgical, Inc.	United States	AGM	14				1
ITV	United Kingdom	AGM	24				
Johnson & Johnson	United States	AGM	20	4		2	
JPMorgan Chase & Co.	United States	AGM	18	3		1	
Keywords Studios	United Kingdom	AGM	14				
Kingfisher	United Kingdom	AGM	20				
Kroger Co.	United States	AGM	13	1			
Legal & General Group	United Kingdom	AGM	24				
Lloyds Banking Group	United Kingdom	AGM	25				
London Stock Exchange Group	United Kingdom	AGM	25				1
Meggitt	United Kingdom	AGM	20				1
Melrose Industries	United Kingdom	AGM	21				
Melrose Industries	United Kingdom	EGM	1				
Mondelez International, Inc. Class A	United States	AGM	15			1	
Mondi	United Kingdom	AGM	20				
National Grid	United Kingdom	EGM	2				
NatWest Group	United Kingdom	AGM	28				
Next	United Kingdom	AGM	20	1			1
Northern Trust Corporation	United States	AGM	15				
Ocado Group	United Kingdom	AGM	24	1			
PayPal Holdings Inc.	United States	AGM	15	1		1	
Pearson	United Kingdom	AGM	20	2			
PepsiCo, Inc.	United States	AGM	18	1		2	
Persimmon	United Kingdom	AGM	18				
Philip Morris International Inc.	United States	AGM	15				
Prudential	United Kingdom	AGM	26				
Raytheon Technologies Corporation	United States	AGM	19	1		1	1
Reckitt Benckiser Group	United Kingdom	AGM	24				
RELX	United Kingdom	AGM	21				
Rightmove	United Kingdom	AGM	20				
Rio Tinto	United Kingdom	AGM	22	3			
Rolls-Royce Holdings	United Kingdom	AGM	25				
Roper Technologies, Inc.	United States	AGM	11				
Rotork	United Kingdom	AGM	19				
Royal Dutch Shell Class B	United Kingdom	AGM	21			1	
S&P Global, Inc.	United States	AGM	16			1	
Schroders	United Kingdom	AGM	21				
SEGRO	United Kingdom	AGM	23				
Serco Group	United Kingdom	AGM	21				
Smart Metering Systems	United Kingdom	AGM	15				1

INVESTEC WEALTH AND INVESTMENT
VOTING SUMMARY 2021

VOTES IN DETAIL:

Q2 2021	Country	Meeting	Votes Lodged	Votes Against Management	%	Votes Against Shareholders	Votes Against Iss
Smith & Nephew	United Kingdom	AGM	22				
Spirax-Sarco Engineering	United Kingdom	AGM	20				
Standard Chartered	United Kingdom	AGM	29				
Standard Life Aberdeen	United Kingdom	AGM	15				
Taylor Wimpey	United Kingdom	AGM	22				
Tesco	United Kingdom	AGM	28				
Thermo Fisher Scientific Inc.	United States	AGM	15	1			
Travis Perkins	United Kingdom	AGM	21				
Travis Perkins	United Kingdom	EGM	3	1			
U.S. Bancorp	United States	AGM	15				
Unilever	United Kingdom	AGM	26				
Weir Group	United Kingdom	AGM	21				
Whitbread	United Kingdom	AGM	22	1			
WPP	Jersey	AGM	24				
Xylem Inc.	United States	AGM	14			1	1
Zoetis, Inc. Class A	United States	AGM	7	1			
			1908	58	3.0%	44	37
Of which:							
United Kingdom			1371	23	1.7%	4	5
United States			493	35	7.1%	40	32
Europe			44	0	0.0%	0	0

Q3 2021	Country	Meeting	Votes Lodged	Votes Against Management	%	Votes Against Shareholders	Votes Against Iss
ABCAM PLC	United Kingdom	EGM	6	2			
Auto Trader Group PLC	United Kingdom	AGM	19				
British Land Company PLC	United Kingdom	AGM	20				
BT Group plc	United Kingdom	AGM	22				
Burberry Group plc	United Kingdom	AGM	25				
Cranswick plc	United Kingdom	AGM	20				
Diageo plc	United Kingdom	Annual	20				
Experian PLC	Jersey	AGM	20				
GB Group PLC	United Kingdom	AGM	13				
Halma plc	United Kingdom	AGM	21				1
Hipgnosis Songs Fund Limited Shs GBP	Guernsey	AGM	13				
J Sainsbury plc	United Kingdom	AGM	21				
Johnson Matthey Plc	United Kingdom	AGM	19				
Land Securities Group PLC	United Kingdom	AGM	21				
Linde plc	Ireland	AGM	19				
LondonMetric Property Plc	United Kingdom	AGM	18				
Meggitt PLC	United Kingdom	Court	1				
Meggitt PLC	United Kingdom	Special	1				
National Grid plc	United Kingdom	AGM	25				
Pennon Group Plc	United Kingdom	AGM	18				
Playtech plc	Isle of Man	EGM	1	1			1
Severn Trent Plc	United Kingdom	AGM	22				
SSE plc	United Kingdom	AGM	23				
Syncona Ltd GBP	Guernsey	AGM	15				
Tate & Lyle PLC	United Kingdom	AGM	21				
Tate & Lyle PLC	United Kingdom	Special	2				
Ultra Electronics Holdings plc	United Kingdom	Court	1				
Ultra Electronics Holdings plc	United Kingdom	Special	1				
United Utilities Group PLC	United Kingdom	AGM	21				
Vodafone Group Plc	United Kingdom	AGM	23				
			472	3	0.6%	0	2
Of which:							
United Kingdom			472	3	0.6%	0	2
United States			0	0		0	0
Europe			0	0		0	0

Q4 2021	Country	Meeting	Votes Lodged	Votes Against Management	%	Votes Against Shareholders	Votes Against Iss
Associated British Foods plc	United Kingdom	Annual	19	1			
BHP Group Ltd	United Kingdom	AGM	23			2	
Cisco Systems, Inc.	United States	Annual	14	1			
Close Brothers Group plc	United Kingdom	Annual	26	1			
Decbra Pharmaceuticals PLC	United Kingdom	AGM	21				
Estee Lauder Companies Inc. Class A	United States	Annual	6	1			1
Hays plc	United Kingdom	Annual	21				
ITM Power PLC	United Kingdom	Annual	8	1			
ITM Power PLC	United Kingdom	Special	2	2			2
Medtronic Plc	United States	Annual	17				
Microsoft Corporation	United States	Annual	20	3			
NIKE, Inc. Class B	United States	AGM	9	2		3	
Procter & Gamble Company	United States	Annual	1			1	
Shell PLC Class B	United Kingdom	Special	1				
Smiths Group Plc	United Kingdom	Annual	22				
Smiths Group Plc	United Kingdom	Special	2				
Wm Morrison Supermarkets plc	United Kingdom	Court	1				
Wm Morrison Supermarkets plc	United Kingdom	Special	1				
			214	12	5.6%	6	3
Of which:							
United Kingdom			147	5	3.4%	2	2
United States			67	7	10.4%	4	1
Europe			0	0		0	0

A SUMMARY OF ISSUES VOTED
AGAINST DURING THE COURSE
OF THE YEAR

2021

Shareholder resolution	Remuneration	Board re-election	Other
33	26	10	8

Specific examples of issues voted against:

- We voted against management on 77 occasions (2.7% of votes cast). This compares to 86 occasions and 3.3% in 2020.
- 26 of the votes contrary to management involved remuneration issues, 10 were around board re-elections, 33 were supporting shareholder-led resolutions and 8 were 'Other'.
- We voted contrary to the recommendations of ISS on 44 occasions and contrary to shareholder-led proposals in 54 instances.

Remuneration

We voted against **AstraZeneca's** proposals around the Remuneration Policy and Amendments to the Performance share plan at the AGM. Having just approved a three-year remuneration policy at the 2020 AGM, Astra's RemCo believed that the market had moved to such an extent in the preceding 12-months that they need more flexibility to reward the CEO. In aggregate, the proposed policy if achieved in full would represent a 20% uplift to last 2020's package.

Whilst we accept and sympathise that Mr Soiro may not have a total compensation package that competes with the highest in the industry in a European context (and certainly doesn't vs. US peers), a phased increase and perhaps with the justification of a more complex organisation once Alexion is integrated would have been received more sympathetically.

Re-elections

Ocado has in the past been subject to scrutiny over the pay level of its CEO, Tim Steiner, but this is no longer flagged as out of step with performance. However, Ocado's Board has the lowest percentage of women on its Board of any FTSE100 company. The senior independent director, Andrew Harrison (ex CEO of Carphone Warehouse, now Dixons), who is a member of the nomination committee has responsibility for improving gender diversity, which is a stated aim of the company. The stated goal is to have 33% female representation. At last year's AGM (6th May 2020), 20% of votes were against Andrew Harrison's reelection, but no improvement has been forthcoming in the intervening period. Hence, while acknowledging that it may not always be easy to change the Board composition "to order", enough time has passed for it to have been achievable, and we voted against his re-election.

Votes contrary to ISS

NEXT

In May 2021 ISS raised concerns about the Remuneration Report at Next, but stopped short of recommending a vote against it. Our analyst disagreed. Whilst accepting CEO that Lord Wolfson is one of the leading retailers of his generation and Next has navigated the challenges of Covid far better than most, the quantum of the increase in long term incentives that was being sought and the very narrow set of criteria that would be used to determine the level of that award was unacceptable to us.

LONDON STOCK EXCHANGE

In May 2021 ISS raised concerns about the Remuneration Report at the LSE, and recommended voting against it. Primarily, it was an objection to the 25% increase in basic salary for the CEO, which the company argued was warranted given the significant increase in size of the LSE and the complexity of the business after the Refinitiv acquisition. Our analyst disagreed with this conclusion, noting that the business had indeed become significantly more complicated post-Refinitiv and that in the context of similarly sized UK companies, the CEO's remuneration did not stand out as excessive. We ultimately supported the Remuneration Report.

Investment trusts

Q1 2021

	Fund Name	Votes Lodged	Voting: #Res voted against
AGM	Aberforth Smaller Companies Trust plc	11	0
AGM	Bankers Investment Trust PLC	16	0
EGM	BH Global IT	1	0
EGM	BH Macro IT	1	0
EGM	Blackrock Frontier IT	2	0
AGM	Blackrock Frontiers IT	2	0
AGM	BlackRock North American Income IT	14	0
AGM	Ediston Property IT	14	0
AGM	Finsbury Growth & Income Trust PLC	16	0
AGM	GCP Infrastructure Investments	14	0
AGM	Henderson European Focus Trust PLC	15	0
EGM	Impax Environmental Markets IT	2	0
AGM	JP Morgan Chinese IT plc	15	0
EGM	KKV Secured Loan IT	1	0
EGM	Pacific Horizon IT	3	0
EGM	Polar Capital Global Financials IT	1	0
AGM	Polar Capital Global Financials Trust PLC	12	0
AGM	Polar Capital Global Healthcare Trust PLC	12	0
AGM	Schroder Asia Pacific IT	14	0
AGM	Schroder European Property IT	12	0
EGM	Target Healthcare IT	2	0
AGM	The BlackRock Throgmorton Trust PLC	15	0
EGM	The Renewable Infrastructure Group IT	1	0
EGM	UK Mortgages Ltd IT	1	0
EGM	Worldwide Healthcare IT	4	0
		201	0

Q3 2021

	Fund Name	Votes Lodged	Voting: #Res voted against
AGM	Assura PLC	17	0
EGM	BH Global IT	1	0
EGM	BH Global IT	3	0
EGM	BH Global IT	1	0
EGM	BH Global IT	1	0
EGM	BlackRock North American Income IT	1	0
AGM	BlackRock Smaller Companies IT	13	0
AGM	BMO Global Smaller Companies IT	15	0
AGM	Caledonia Investments PLC	20	0
EGM	GCP Student Living IT	1	0
EGM	GCP Student Living IT	1	0
EGM	Greencoat Renewables IT	1	0
AGM	HarbourVest Global Private Equity IT	12	0
AGM	HICL Infrastructure IT	18	0
AGM	JP Morgan European Smaller Companies Trust plc	15	0
AGM	JPMorgan European Discovery IT	15	0
AGM	Miton Global Opportunities IT	2	0
AGM	Miton UK Microcap IT	13	0
AGM	Monks IT	13	0
AGM	Next Energy IT	12	0
AGM	Polar Capital Technology Trust PLC	13	0
AGM	Schroder Real Estate Investment Trust Limited	11	0
AGM	SDCL Energy Efficiency Income Trust	13	0
EGM	SDCL Energy Efficiency Trust	2	0
AGM	Sequoia Economic Infrastructure IT	14	0
AGM	Templeton Emerging Markets IT	12	0
AGM	The Gabelli Value Plus Trust	8	0
AGM	TR Property Investment Trust plc	14	0
AGM	TwentyFour Income IT	17	0
AGM	UK Commercial Property Trust	14	0
AGM	Warehouse REIT	17	0
AGM	Worldwide Healthcare Trust PLC	17	0
		334	0

Q2 2021

	Fund Name	Votes Lodged	Voting: #Res voted against
AGM	Aberdeen Standard European Logistics Income IT	13	0
AGM	Apax Global Alpha IT	12	1
AGM	Baillie Gifford Shin Nippon IT	12	0
EGM	BH Global IT	1	0
EGM	BH Macro IT	11	0
AGM	Bilfinger Berger Global Infrastructure SICAV SA	18	0
AGM	CVC European Opportunities IT	11	0
AGM	Empiric Student Property IT	17	0
AGM	Fidelity European Values PLC	15	0
AGM	Foreign & Colonial Investment Trust PLC	16	0
AGM	Greencoat UK Wind IT	13	0
AGM	HgCapital Trust plc	15	0
AGM	Impax Environmental Markets IT	15	0
AGM	International Public Prtnrship Ltd	16	0
AGM	Murray International Trust PLC	13	0
EGM	Polar Capital Global Financials IT	3	0
AGM	Primary Healthcare Properties IT	20	0
AGM	RIT Capital Partners plc	18	0
EGM	Scottish Mortgage Investment Trust	15	0
AGM	Secure Income IT	13	0
EGM	The City of London IT	2	0
AGM	The Mercantile Investment Trust Plc	14	0
AGM	The Renewables Infrastructure Group IT	16	0
AGM	Triple Point Social Housing REIT plc	16	0
AGM	Witan Investment Trust plc	18	0
		332	1

Q4 2021

	Fund Name	Votes Lodged	Voting: #Res voted against
AGM	Baillie Gifford Japan Trust PLC	14	0
AGM	City of London IT PLC	15	0
EGM	CVC European Credit Opportunities IT	1	0
AGM	Diverse Income Trust PLC	15	0
AGM	FCPT Limited	14	0
AGM	Fidelity Special Values PLC	14	0
AGM	JP Morgan Emerging Markets IT plc	15	0
AGM	JPMorgan Global Emerging Markets Income Trust plc	14	0
AGM	KKV Secured Loan IT C Shares	9	0
AGM	KKV Secured Loan IT Ordinary Shares	9	0
AGM	Pacific Horizon IT PLC	18	0
AGM	Pantheon International Participations PLC	16	0
AGM	Picton Property Income Ltd	14	0
AGM	Schroder Japan Growth plc	13	0
AGM	Schroder Oriental Income IT	12	0
AGM	Standard Life UK Smaller Companies Trust PLC	17	0
AGM	Target Healthcare REIT	13	0
EGM	The BlackRock Throgmorton Trust PLC	4	0
AGM	UK Mortgages Ltd IT	15	0
		242	0

AIM

SUMMARY OF 2021 ACTIVITY

Votes cast:

2021

	Number of resolutions	Votes against management	Abstentions
Totals	450	5	8

About Investec Wealth and Investment

Investec Wealth & Investment (IW&I) is a division of the Investec Group which was established in 1974. Investec Group is a specialist bank and wealth management company, which has grown from beginnings in the UK and South Africa into a global institution with an international client base. Investec is now one of the UK's leading investment management companies.

