

# ROCKEFELLER ASSET MANAGEMENT PROXY VOTING POLICY

## Proxy Voting and Corporate Governance

Rockefeller Asset Management ("RAM") considers proxy voting a fiduciary duty to protect and enhance the long-term interests of our clients. RAM seeks to assure that proxies are regarded as assets of portfolios subject to the same fiduciary standards as other client assets. In essence, this means that proxies will be voted in an informed and timely fashion on behalf of their "owners," our clients.

Corporate governance, which includes proxy voting, is an integral part of RAM's effort to manage and enhance the long-term value of our clients' assets. We seek to make a positive contribution to good corporate governance and consider internationally recognized corporate governance best practices in our voting decisions. We take an active interest in the companies we invest in, and one of the ways we seek to achieve this is through proxy voting. RAM considers proxy voting to be a key element of our stewardship responsibility.

The proxy statement is a vital document from companies because it is the only formal basis for a dialogue between the board and shareholders. Most proxies address questions of corporate governance, as well as consider social and environmental issues at the request of shareholders. We recognize that the interests of shareholders are not always identical to those of management but that an effective proxy system serves as a signal to a board and management that they have engaged shareholders who expect accountability. We believe that active engagement with portfolio companies leads to greater transparency and is an important element of our stewardship process.

## General

RAM has implemented these policies and procedures to ensure that proxies are voted in the best interest of our clients in fulfillment of RAM's fiduciary duties and in accordance with Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended (the "Advisers Act").

RAM is a signatory of the Principles for Responsible Investment ("PRI"), a global network of investors with the aspirational goal to incorporate environmental, social and governance ("ESG") issues that may have a material business impact into their investment analysis and decision-making process. RAM integrated PRI/ESG into its overall proxy voting process beginning with Proxy Season 2013 in an effort to align our proxy voting policies and processes with the PRI as much as reasonably possible.

RAM has engaged Institutional Shareholder Services Inc. ("ISS"), an organization unaffiliated with RAM, to assist with proxy voting. In addition to the execution of proxy votes in accordance with RAM's guidelines and record-keeping services, ISS also provides RAM with corporate governance information, due diligence related to making informed proxy voting decisions and vote recommendations. RAM also obtains research on social issues impacting certain issuers of public securities from a range of additional service providers including MSCI Inc. Research and shareholder engagement underpin our decision-making process. RAM retains final authority and responsibility for proxy voting.

A client may, at any time, retain the right to vote proxies or take action relating to securities held in the client's account, provided the client advises RAM of such decision in advance of any proxy vote(s). If a client retains proxy voting authority, RAM will instruct the appropriate custodian banks to forward proxy material directly to the client and RAM shall have no further responsibility. In certain cases, however, RAM may provide administrative services to clients who have retained proxy voting authority but desire that RAM assist with the technical aspects of processing related paperwork and executing the client's voting decision.

Upon reasonable notice, RAM will also adhere to any specific client directions and/or guidelines with respect

to proxy voting, even if such directions or guidelines conflict with RAM's proxy voting guidelines.

Upon request, RAM will promptly provide clients with a copy of these policies and procedures, as well as information on how RAM voted proxies of securities held in their accounts.

### **Proxy Voting Committee and Personnel**

Senior representatives from a variety of functional areas, such as the Investment, Institutional Sales, and Legal Departments, serve as members of the Proxy Voting & Shareholder Engagement Committee (the "Committee").

The Committee is charged with the responsibility for administering these policies and procedures, and meets periodically and as necessary to: (1) oversee the proxy voting process and the implementation of these policies and procedures; (2) consider matters of a non-routine or unusual nature, including any material conflict of interest presented in connection with a pending vote; (3) assure that the wishes of clients who have provided voting guidelines to RAM have been followed; (4) review and periodically update RAM voting guidelines; (5) arrange for the necessary voting and other records to be maintained in accordance with applicable regulatory requirements; and (6) review the services of any third party engaged by RAM to assist with proxy voting.

The Committee has designated a Voting Delegate and one or more Proxy Administrators who are responsible for the day-to-day administration of these policies and procedures, and who report periodically to the Committee on these matters (see Exhibit A).

### **Proxy Voting Guidelines**

RAM has developed guidelines that govern voting proxies in a prudent and diligent manner. We believe that non-financial issues such as ESG practices can have a significant economic impact on the value of a company, and we evaluate these factors when voting. RAM also believes that good citizenship is good business and that encouraging companies to improve their environmental and social responsiveness can lead to improved financial performance.

We do not automatically vote for or against any class of resolutions, but rather follow a list of preferences. Each case is reviewed individually and when it makes sense to deviate from these guidelines, we would do so only after due research and discussion with the company. We recognize that there are often circumstances that even well thought out guidelines fail to contemplate. Exceptions to these guidelines can be made after due research and discussion with the company has led analysts and/or portfolio managers to conclude that a change in voting is warranted and in the best interest of the shareholders.

On governance issues, we tend to favor resolutions that increase disclosure and reporting and that enhance the transparency of decision-making without placing an undue burden on the company or requiring the disclosure of proprietary or competitive information. In addition, our guidelines favor proposals that:

- Preserve and enhance the rights of minority shareholders
- Increase the board's skill base
- Increase the accountability of both the board and management

With respect to environmental and social factors, RAM believes that companies should be able to demonstrate that they have appropriate policies and systems in place and that they encompass relevant sustainability risks and opportunities. Our voting guidelines seek to encourage progress and leadership from companies in areas such as:

- Production of products and services in a manner that is aligned with the sustainable development of the world's economy

- Human capital management policies and practices
- Environmental practices and risk mitigation

The Proxy Voting Guidelines are based on three underlying principles, which we believe are fundamental to financial viability and long-term sustainability:

- The primacy of shareholders and the recognition of the standing of other stakeholders
- The independence of the Board of Directors and its duty to represent the shareholders, including minority shareholders
- A commitment to promoting a culture of transparency and accountability throughout the company for sound corporate decision-making

The guidelines address a broad range of issues reflecting our general views and are meant to be used in evaluating individual proxy proposals and to serve as a framework for exercising voting rights. They are not intended to provide a guide as to how RAM will vote in every instance. Rather, these guidelines share our view about corporate governance issues generally and provide insight into how we typically approach issues that commonly arise on corporate ballots. They are applied with policy discretion, taking into consideration the issues and facts specific to the company and the individual ballot item. They are not meant as a comprehensive guide for assessing a corporation or an industry.

### **Proxy Voting Limitations**

RAM will not vote proxies in countries that engage in “share blocking” -- the practice of prohibiting investors who have exercised voting rights from disposing of their shares for a defined period of time. RAM will also not vote in cases where a proxy is received after the requisite voting date or with respect to specific proposals that are incoherent or that would entail extensive and uneconomic investigation or research.

### **Conflicts of Interest**

We actively seek to identify, mitigate and monitor potential conflicts of interest that may emerge in relationship with our proxy voting activities, and have adopted policies and procedures to address potential conflicts which may arise in connection with providing investment advisory services to clients.

Conflicts of interest may arise from the varying types of financial services and products offered by Rockefeller Capital Management and its affiliates (“RCM”) and the types of clients that we serve. For example, Rockefeller Financial LLC and other RAM affiliates may provide strategic advisory services to both public and private companies and other types of clients including with respect to acquisitions, divestitures and capital raising activities. We and our affiliates may also provide investment advisory and other services to directors, officers and other persons who have material relationships with public and private companies or who own shares of public and private companies. We or our affiliates may also have relationships with pension plans and other investors who sponsor proposals or participate in engagement activities. In addition, certain directors, officers and employees of RAM and its affiliates may also serve as directors and/or officers of public and private companies or have a material relationship with or own shares in such companies.

RAM’s policy is that proxy voting activities must seek to further the long-term interests of our clients and not the interests of RAM, its affiliates or their respective directors, officers and employees. RAM’s Voting Delegate, in consultation with RAM’s portfolio management team, is responsible for conducting proxy voting activity in accordance with this Policy. The Voting Delegate and RAM portfolio management team members are required to disclose to the Committee any potential material conflicts of interest that may arise in connection with performing engagement activities on behalf of clients, including any attempt by persons seeking to influence any engagement activity. Material conflict issues which are identified will be referred for resolution to the Committee, which will consult with RAM’s Conflicts Committee as appropriate. Committee members are required to consider if they have a conflict of interest in any proxy voting matter that is referred to the Committee and must disclose such conflict to the Committee and potentially recuse themselves from matters

relating to the conflict. In the event a material conflict of interest is identified, the Committee will generally direct the Voting Delegate to vote the proxy based upon the recommendation of ISS. If the Committee determines to resolve the conflict in a different manner, the approach will be documented.

### **Proxy Voting Procedures**

The current procedures for voting client proxies are attached as Exhibit C.

### **Recordkeeping**

RAM must maintain the following proxy voting records pursuant to the Advisers Act:

(1) a copy of its proxy voting policies and procedures; (2) proxy statements received regarding client securities; (3) a record of each vote cast; (4) a copy of any document created by RAM that was material to making a decision on how to vote proxies on behalf of a client or that memorializes the basis for that decision; and (5) each written client request for proxy voting records and RAM's written response to any (written or oral) client request for such records. RAM relies on ISS for the records specified in (2) and (3) above. Proxy voting records will be maintained by the Proxy Administrator for a period of six years.

**Proxy Voting Committee**

Casey Clark (Chair), Grace Yoon, Laura Esposito,  
Timothy J. McCarthy, Elizabeth P. Munson, Jimmy Chang, and Christopher Quinn

**Voting Delegate**

Mia Overall

**Proxy Administrator(s)**

Mia Overall

## VOTING PRINCIPLES & GUIDELINES

### ***Principle 1 - The Rights and Responsibilities of Shareholders***

RAM recognizes that shareholders, as owners of the enterprise in which they are invested, have certain fundamental rights and responsibilities that derive from their ownership interest. As stewards of our clients' capital, in deciding whether to support or oppose a proxy proposal, we seek to assure that the proposal is consistent with the following guidelines:

- Effective voting rights are central to the rights of ownership; all shareowners must be treated equitably and upon the principle of one share/one vote

Basic shareholder rights must be scrupulously maintained, including:

- The right to participate in decisions "concerning" fundamental corporate changes affecting the company's governing documents
- The authorization of new shares and the sale of the company
- Protection against excessive dilution, the election of directors and the ratification of the appointment of auditors
- The right to elect, remove and nominate directors
- Company accountability with appropriate checks and balances; effective enterprise risk management systems covering all significant issues, including corporate responsibility issues

In line with these principles, we will use the following guidelines to vote proxy resolutions. We will generally vote in favor of the following proxy resolutions:

- Majority Vote Standard: We believe directors should be elected based on a majority of votes cast; majority voting provisions will likely lead to greater director accountability
- CEO and Management Succession Planning: We believe boards should be actively engaged in CEO and senior management succession planning consistent with the company's strategic direction
- Shareholder Right to Call a Special Meeting and Act by Written Consent: Shareholders should be able to call special meetings between annual meetings or act by written consent
- Proxy Access: RAM believes proxy access is a fundamental right which should afford long-term shareholders owning in aggregate at least 3 percent of a company's voting stock the ability to nominate up to 25 percent of the board

We will generally oppose proposals that:

- Restrict or prohibit the right of shareholders to call a special meeting
- Restrict or prohibit the right of shareholders to take action by written consent
- Reprice underwater options unless there are valid reasons that the repricing will benefit all shareholders
- Adopt anti-takeover provisions, including the issuance of new shares, shareholder rights plans (poison pills), and golden parachutes. We will generally withhold votes on all members of the board if new shares are issued, or if a poison pill or golden parachute was implemented or extended without shareholder approval. The link between the financial interests of shareholders and their right to consider and accept buyout offers is significant, and therefore it is important that shareholders be allowed to weigh in and vote on whether or not they support a rights plan

In general, we will oppose proposals that limit shareholder rights:

- We will generally oppose supermajority-voting requirements that limit the rights of minority investors
- We will generally oppose cumulative voting for companies that have not adopted a true majority voting standard but have adopted some form of majority voting
- We will generally oppose dual classes of stock which skew voting rights such that one share does not equal one vote. Directors should represent all shareholders equally and voting power should be held in direct proportion to a shareholder's economic interest in the company
- Bundled Proposals: Shareowners should be allowed to vote on unrelated issues separately. Individual voting issues should not be bundled with proposals that impede the rights of shareholders

## ***Principle 2 - Accountability & Transparency***

### **Integrity of Financial Reports**

A strong disclosure policy has important benefits for shareholders and is crucial to their ability to vote intelligently. Such a policy influences corporate policy in positive ways and helps to maintain the confidence of capital markets. The basic principle of strong disclosure is an effort to assure that all constituencies of the corporation have timely and accurate information to make informed decisions. We do not support resolutions calling for more disclosure than is necessary or for the disclosure of information that would materially and adversely affect the company's competitive position.

All public statements of the corporation should be in non-technical language appropriate to their audiences and should be free of obfuscation. This is especially important with respect to financial statements, including their footnotes. Companies should disclose all material risk factors and the steps taken to manage those risks. Risk factors include those arising from the environmental, social and governance impacts of the company's activities.

Accountability and transparency are key. Directors must be accountable to their shareholders and should be accessible for shareholder inquiries. Companies must disclose operational, financial and governance information in a timely, complete and comprehensible manner, and in accordance with applicable regulatory requirements. We expect companies to report on potential material environmental and social risks and opportunities which may impact long-term performance.

We believe it is the duty of management to take steps to ensure the objectivity and accuracy of financial reports. To this end, we expect management to proactively identify threats to auditor independence, put in place safeguards to preserve this independence and evaluate their effectiveness over time. We recommend that management consider the periodic rotation of auditors, which we recognize as a best practice, with the goal of protecting the integrity of financial reporting. We believe management is usually best placed to select the best auditor for the company.

In line with these principles, we will generally vote in favor of the following proxy proposals that:

- Limit consulting by auditors to a maximum of 25% of total audit fees
- Ensure the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for monitoring risk, financial control and compliance with the law

## ***Principle 3 - Boards and Directors***

Every company should be headed by an effective board which provides the foundation for a well governed company whose board should reflect a good balance of skills, diversity, expertise, independence and knowledge to capably manage their fiduciary responsibilities effectively. The composition and effectiveness of the board is a crucial element in determining long-term corporate performance. In building an effective board, a company should seek candidates from the most diverse pool of relevant talent.

**Composition:**

- There should be clear definitions of the role of the board, its committees and senior management to ensure that the responsibilities of each are well understood and delineated
- The roles of Chairman and Chief Executive Officer (CEO) should be separate to ensure there is a clear division of responsibilities at the head of a company and to potentially mitigate the risk of a concentration of decision-making powers in the hands of a single individual
- Absent separate Chairman and CEO positions, a company should have an independent lead director elected by and from the independent board members with clearly delineated and comprehensive duties
- Directors should stand for re-election on an annual basis
- The board should have formal procedures to assure that neither any of its members nor any officer of the corporation has a conflict of interest or engages in undisclosed related-party transactions

**Responsibilities of the Board of Directors:**

Among the most important missions of the board is ensuring that shareholder value is both enhanced through corporate performance and protected through adequate internal financial controls. There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. The following are key responsibilities of the board:

- Providing oversight of the company; guiding corporate strategy, risk management and policy, annual budgets and business plans, the setting of performance objectives, monitoring corporate performance, overseeing major capital allocation, capital expenditures, acquisitions and divestitures
- Establishing appropriate executive compensation structures
- Monitoring the effectiveness of the governance practices and ensuring risk mitigation is in place
- Disclosing and communicating board oversight role and responsibilities to shareholders. In line with these principles, we will use the following guidelines to vote proxy resolutions

We will generally vote in favor of the following proxy resolutions:

- Separate CEO and Chairman positions
- Annual election of board of directors
- Proposals related to declassifying or staggered boards; all directors should stand for election every year
- Independent audit, compensation, nominating and governance committees
- Authorization of increases in common shares provided the amount requested is necessary for sound business practice and is reasonable given the company's industry and performance history
- Mandatory share ownership - executives and directors should be required to own a minimum level of equity ownership in the companies on whose board they sit



- We will support resolutions asking directors to continue the process of in- person annual meetings. Under normal circumstances, “Virtual” annual meetings should not replace face-to-face annual meetings

We will generally these proxy resolutions on a case-by-case basis:

- Proposals that request executives to retain a significant portion of shares either until retirement or for a specified period after retirement, if not overly prescriptive
- Proposals that request the creation of a board committee dedicated to long-term sustainability risk management

We may withhold or vote against directors under the following circumstances:

- A director who failed to attend a minimum of 75% of board and applicable committee meetings unless the poor attendance was justifiable and unusual, and unlikely to be repeated in the future
- A director who sits on four or more public company boards; or serves as CEO of any public company and also sits on more than one other public company board in addition to their own board
- A director who has ignored shareholder concerns or failed to act upon a shareholder proposal which received majority shareholder support at the last annual or special meeting
- A director who is also the Chief Financial Officer (CFO). Given the critical importance of financial disclosure and reporting, the CFO should report to the board and not be a member of it
- Compensation chair (or entire committee) when the Say-on-Pay proposal has received over 30% shareholder votes against the proposal and the company has not responded to the shareholder concerns over pay
- We will consider withholding or voting against any director(s) based on issues that our proxy advisor brings to our attention and recommends us to withhold or vote against as a result thereof. The issues may include directors that have served on what is considered a “failed” board, conflicts of interest, or other issues
- We may vote against or withhold from individual directors, members of a committee, or the entire board, which has failed to exercise stewardship including material failure of governance, risk oversight, or fiduciary responsibilities at the company; failure to replace management as appropriate; or egregious actions related to a director's service on other boards that raise substantial doubt about his or her ability to effectively oversee management and serve the best interests of shareholders
- We may vote against directors if we believe a company is not taking steps to appropriately monitor ESG factors
- We may vote against all directors eligible for re-election at companies that lack diversity on their boards

**Principle 4 - Board Committees**

Companies should have audit, nominating and governance, and compensation committees composed of at least three directors to oversee key oversight functions.

**Nominating and Governance Committee**

The Nominating and Governance Committee is responsible and accountable for assessing the skills and competencies of directors to ensure the board has a diverse range of expertise as well as formulating a process for the selection, appointment and re-appointment of directors to the board. It is also responsible

for providing leadership on governance policies adopted by the company, such as decisions to implement shareholder proposals that have received a majority vote.

The Nominating and Governance Committee should report annually on its activities, in particular providing a detailed discussion of its process for identifying and appointing executive and non-executive directors and the processes it employs to ensure that members reflect an appropriate diversity of perspectives, experiences and cultural backgrounds. The report should also include results of the board evaluation process.

We will generally vote in favor of Nominating and Governance Committee members, but would vote against certain members under the following circumstances:

- All members of the governance committee during whose tenure the board failed to implement a shareholder proposal with substantial impact on shareholder rights, where the proposal received a majority vote to allow the board to implement that proposal
- The governance committee chair if the CEO holds the position of the Chairman as well
- The governance committee chair if there are no women on the board or board slate

In line with these principles, we will also generally vote against the following proxy resolutions:

- Bundled proposals by U.S. companies

### **Audit Committee**

The Audit Committee monitors and oversees the process and procedures that management and auditors perform. Additionally, the audit committee monitors and approves related party transactions, and should ensure that any such transactions do not disadvantage minority shareholders. The audit committee report should include a narrative description of any related-party transactions, with reference to how these might impact the interests of minority shareholders.

The Committee should comment on the process for ensuring independence of the auditors and for evaluating the impact of non-audit work.

Shareholders should be given the right to approve the ratification of auditors annually.

We will generally vote in favor of audit committee members, but would vote against certain members under the following circumstances:

- All audit committee members if there is a lack of adequate controls in place, there is a resulting restatement of financial statements, and disclosures indicate there is lack of documentation with regard to option grants
- The audit committee chair, if the committee has less than three members and/or no member has appropriate financial expertise
- Members of an audit committee who are up for election and who served on the committee at the time of the audit, if non-audit fees are excessive (generally over 25% or more of audit fees)
- The audit committee chair if the committee failed to put auditor ratification on the ballot for shareholder approval
- All members of the audit committee if the company has aggressive accounting policies or poor disclosure/lack of transparency in its financial statements

### **Compensation Committee**

A standing compensation committee of the board must be responsible for the compensation policy of the corporation. Such policies should be written to protect shareholders from the conflict of interest inherent in the practice of managers and directors using shareholder money to compensate themselves. Shareholders should not be diluted without their approval. All plans that grant options or award stock to officers and directors must be approved by shareholders. In general, shareholder approval should be sought also for plans that grant options to non-officers and directors.

Compensation committees are also responsible for the oversight of the transparency of compensation. This oversight includes disclosure of compensation arrangements, the metrics used in assessing pay for performance, and the use of compensation consultants. In order to ensure the independence of the compensation consultant, the compensation committee should only engage a compensation consultant that is not also providing any other services to the company or management.

Compensation practices should allow a company to attract, motivate and retain proven talent. Good pay practices should align management's interests with the creation of long-term shareholder value. A company should also have an appropriate balance of short-term vs. long-term metrics and the metrics should be aligned with business goals and objectives. External benchmarks should be disclosed and transparent, such as total shareholder return ("TSR") compared to a well-selected sector index, peer group or other performance hurdle. The rationale for the selection of a specific index or peer group should be disclosed as well.

Finally, compensation committees are responsible for reviewing and setting compensation so that compensation is not viewed as "excessive" and certain practical criteria are met aligning the interests of management with those of the corporation and shareholders.

### **Say on Pay**

Say on Pay enhances transparency in setting executive pay, improves accountability to shareholders, and provides a more effective link between pay and performance. Compensation practices should allow a company to attract and retain proven talent. Although Say on Pay proposals are non-binding, a high level of "against" or "abstain" votes indicate substantial shareholder concern about a company's compensation policies and procedures and should elicit board response. In the absence of any evidence that the board is engaging shareholders on the issue and responding accordingly, we will hold compensation committee members accountable for a failure to respond and we may withhold votes from members of the compensation committee for their unresponsiveness to shareholders in subsequent years.

We generally vote on a case-by-case basis on Say on Pay and for annual frequency of the Say on Pay vote.

We will generally vote in favor of compensation committee members, but would vote against certain members under the following circumstances:

- Compensation chair (or entire committee) if we observe a lack of board response to investor concerns and against votes to reject executive compensation proposals in excess of 30%
- All members of the compensation committee if the company entered into excessive employment agreements or severance agreements during their tenure
- All members of the compensation committee if option exercise prices were backdated in the last fiscal year
- All members of the compensation committee if egregious compensation practices are identified
- All members of the compensation committee if we observe an overreliance on discretion or

extraordinary pay decisions to reward executives without evidence of alignment with shareholder interests

In line with these principles, we will generally vote in favor of proxy resolutions that:

- Adopt a policy that some portion of future stock option grants to senior executives be performance-based
- Expense option value at the time of grant

In line with these principles, we will generally vote in favor of proxy resolutions that:

- Require that all board members have and maintain a material investment in the common stock of the company
- Require that directors be compensated for their efforts through a combination of cash and stock, with the latter being the predominant element
- Request approval of Employee Stock Ownership Plans (ESOPs). ESOPs may promote active employee ownership, attract and retain higher quality employees, create more employee wealth and help to achieve sustained superior performance

In line with these principles, we will generally vote against equity compensation plans that:

- Do not provide clawback provisions

We will generally vote against Say on Pay and the following proxy resolutions:

- Where specific policies fail to link compensation with performance
- Where compensation is excessive
- Where disclosure is inadequate
- Where the compensation program had excessive discretion without an objective, formula-based methodology being used
- Where there was no valid rationale for significant changes to performance targets or metrics
- Executive compensation for CEO, executives and management if the compensation does not reflect the economic and social circumstances of company (i.e., during times of financial strains, layoffs, downsizing or underperformance)
- Stock option plans that in total offer greater than 10% of shares outstanding because of voting and earnings dilution unless the company is growing rapidly
- Options repricing without prior shareholder approval
- Stock option plans where option exercise prices are below the marketplace on the day of the grant
- ESOPs whose purpose is to prevent a corporate takeover
- Egregious Special Executive Retirement Plans (SERPs) payouts

Reasons to vote against a Say on Pay resolution could include the following:

- Lack of board responsiveness to shareholder requests for engagement on compensation, risk management and capital allocation issues (for example, we would withhold from compensation committee members for the board's failure to respond to majority-supported shareholder proposals on executive compensation issues)

- Lack of board responsiveness if company's Say on Pay shareholder vote was 20% or more in opposition of the Say on Pay resolution in the previous year

### ***Principle 5 - Environmental, Social and Governance (ESG) Factors***

RAM recognizes that ESG factors provide shareholders with an additional lens into the leadership, quality, strategic focus and operational standards of practice of a company. Such factors may also affect a company's share price and reputation as well as identify potential investment risks and opportunities. We believe that well-managed companies are responsive to ESG impacts and take appropriate steps to manage and disclose policies, and performance with respect to these issues. RAM seeks to balance ESG issues with economic implications within the broader context of stewardship.

Companies should be able to demonstrate that they have appropriate ESG policies and systems in place and that they encompass relevant sustainability risks and opportunities.

To that end, we believe companies should adopt progressive practices toward the elimination of human rights violations in all countries or environments in which the company operates including: policies to prevent workplace discrimination and harassment of any kind including sexual harassment, and/or violence based on race, color, religion, national origin, age, disability, sexual orientation, gender identity, marital status, or any other status protected by laws or regulations in areas of a company's operations. Through communications with companies and voting proxies, we will generally favor initiatives that seek to increase accountability and transparency or to prevent abuse.

Environmental and social proposals are primarily initiated by shareholders and typically request that a company enhance its disclosure or amend certain business practices. When evaluating shareholder proposals, we consider whether the proposal itself is well-framed and compare companies relative to their peers (leaders, laggards) as well as the potential cost of implementation. We review and vote ESG proposals on a case-by-case basis and assess whether adoption of the proposal is likely to enhance or protect long-term shareholder value.

We will generally vote in favor of the following shareholder proposals:

- Requests for increased disclosures of a company's policies, initiatives and oversight mechanisms related to environmental practices (if not onerous to produce or cost prohibitive)
- Requests for a report on how a company is measuring, mitigating and disclosing greenhouse gas (GHG) emissions / methane emissions from their operations and products, as well as their progress towards reducing such emissions
- Requests for disclosure on climate change risk and opportunities as well as long-term strategy and mitigation (if not onerous to produce or cost prohibitive)
- Requests for board oversight and responsibility of environmental policies and practices
- Request for a report on risks of water scarcity and/or water pollution (usually embedded in a general sustainability report)
- Requests for energy efficiency efforts/renewables programs
- Requests for a company's sustainability report
- Requests to nominate an environmental or risk expert to the board
- Requests for a feasibility report on a company's drilling, mining or logging activities in environmentally sensitive areas

We will generally vote on a case-by-case basis on resolutions that:

- Request company disclosure on human capital management including training and development initiatives; employee engagement, workplace harassment practices, and health and safety management
- Request management to provide a report on race and/or gender pay equity
- Request a report on commitment and progress to inclusive boards
- Request to link executive compensation to sustainability metrics
- Request a board to establish a particular committee, such as a sustainability committee or human rights committee
- Request a company to adopt anti-discrimination policies with respect to gender and sexual orientation
- Request an adoption/report on company or company supplier labor and/or human rights standards and policies, or on the impact of its operations on society
- Request a report on a company's environmental and social (community and human rights) impact on indigenous communities
- Request a report using Global Reporting Initiative (GRI) Sustainability Guidelines and Integrated Reporting using principles and KPIs developed by the Sustainability Accounting Standards Board ("SASB") and/or the International Integrated Reporting Council ("IIRC")
- Request that certain mainstream retail companies stop selling handgun and related ammunition

We will generally vote against resolutions that:

- Are contrary to transparency and accountability
- Are overly prescriptive or that should be left to board discretion
- Are overly burdensome and could harm the long-term interests of the company or place the company at a competitive disadvantage

### **Political Contributions and Lobbying Activities**

We believe that robust board oversight should guide corporate political contributions and expenditures to help ensure shareholder assets are protected. Corporations can legally donate to state and local candidates, and state-level political committees through employees' Political Action Committees (PACs). They can also frequently use trade associations for political lobbying purposes. Trade associations are not required to report the funds they receive for or spend on political activity as a means for corporate political action.

It is important that a company's position regarding political contributions is understood, monitored, transparent and regularly reviewed. Improved disclosure would benefit shareholders by allowing them to weigh the benefits and risks of political donations. The number of shareholder proposals requesting more transparency has been steadily increasing as investors realize there are reputational risks, in addition to economic risks, associated with the companies' political involvement.

We will generally vote on a case-by-case basis on proposals requesting information on a company's lobbying activities, policies, or procedures considering:

- Board oversight of all political contributions/spending
- The disclosure of a company's political contributions and trade association spending
- Recent significant controversies, fines, or litigation regarding the company's lobbying-related activities

We will generally vote against resolutions that:

- Are overly burdensome and could harm the long-term interests of the company or place the company at a competitive disadvantage
- Are overly prescriptive and seek to bar a company from making any political contributions. Businesses are impacted by legislation at the federal, state and local level and barring political contributions can put a company at a competitive disadvantage

## **Proxy Voting Procedures**

### **A. ISS Proxy Voting Process (RAM Voting Authority)**

1. RAM may engage third party administrators to assist in various support functions including assistance with proxy voting in conjunction with client accounts where RAM has proxy voting authority.
2. RAM has arranged for proxy information to be forwarded to ISS on a regular basis. ISS is responsible for reconciling the holdings information provided by RAM and the other custodians with the actual proxies received from the custodians.
3. The Voting Delegate will provide ISS with a copy of RAM's proxy voting principles and guidelines, as well as any future updates.
4. ISS posts meeting and record date information and delivers proxy analyses and recommendations via its website ("the Website"). The Voting Delegate is responsible for accessing the Website, reviewing the data posted and making the voting decisions in accordance with RAM's guidelines or any specific client request. Prior to voting, the Voting Delegate must assess the extent to which there may be a material conflict of interest between RAM's interests and those of any client. If such a conflict is identified, the Voting Delegate will advise the Committee and the matter will be resolved as set forth in the Proxy Voting Policy.
5. The Voting Delegate will periodically obtain reports from ISS to review the record of proxy voting and to ensure that ISS is properly executing client proxies. Any material deviations will be promptly reported to the Committee.

### **B. Proxy Voting Procedures for Certain Accounts (RAM No Voting Authority)**

1. In cases where clients have retained proxy voting authority, Account Administration will instruct the appropriate custodians to forward proxy material directly to the client.
2. If a client has retained proxy voting authority, but desires RAM's assistance in the process, the Voting Delegate will be responsible for processing related paperwork and recording voting decisions for those accounts (the "Special Accounts"). The Wealth Advisory group or other relevant staff will assist the Voting Delegate in this regard.
  - All proxies related to the Special Accounts will be forwarded to the Voting Delegate. Upon receipt of a proxy, the Voting Delegate will print a holding report for the account to confirm the number of shares held and other relevant details
  - The Voting Delegate will coordinate with the Wealth Advisory group or other relevant staff to obtain the client's instructions with respect to the proxy vote
  - The Voting Delegate will complete the proxy based upon the client's instruction and return the proxy to the relevant proxy service representing the issuer. A proxy may be voted online, by email or telephone in order to meet a deadline
  - In lieu of the above-described manual process and for purposes of enhancing administrative efficiency, RAM may, in certain cases, forward to ISS the holdings information for the Special Accounts in a separate block and execute the client's voting decisions via the Website. The Voting Delegate and Wealth Advisory personnel will coordinate in this regard



# Q1 2020 US ESG - UCITS

## Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Voting Statistics

	Total	Percent
Votable Meetings	7	
Meetings Voted	7	100.00%
Votable Ballots	7	
Ballots Voted	7	100.00%

			Management Proposals		Shareholder Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	114		110		4	
Proposals Voted	114	100.00%	110	100.00%	4	100.00%
FOR Votes	64	56.14%	61	55.45%	3	75.00%
AGAINST Votes	50	43.86%	49	44.55%	1	25.00%
ABSTAIN Votes	0	0.00%	0	0.00%	0	0.00%
WITHHOLD Votes	0	0.00%	0	0.00%	0	0.00%
Votes WITH Management	62	54.39%	61	55.45%	1	25.00%
Votes AGAINST Management	52	45.61%	49	44.55%	3	75.00%

Note: Instructions of Do Not Vote are not considered voted; Frequency on Pay votes of 1, 2 or 3 Years are only reflected statistically, where applicable, but present in the underlying detail; and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted may be higher than unique proposals voted.

## Becton, Dickinson and Company

Meeting Date: 01/28/2020

Country: USA

Primary Security ID: 075887109

Record Date: 12/09/2019

Meeting Type: Annual

Ticker: BDX

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Catherine M. Burzik	Mgmt	For	For	For	For	No	No	No
1.2	Elect Director R. Andrew Eckert	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1.3	Elect Director Vincent A. Forlenza	Mgmt	For	For	For	For	No	No	No
1.4	Elect Director Claire M. Fraser	Mgmt	For	For	For	For	No	No	No

## Q1 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Becton, Dickinson and Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.5	Elect Director Jeffrey W. Henderson	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1.6	Elect Director Christopher Jones	Mgmt	For	For	For	For	No	No	No
1.7	Elect Director Marshall O. Larsen	Mgmt	For	For	For	For	No	No	No
1.8	Elect Director David F. Melcher	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.9	Elect Director Thomas E. Polen	Mgmt	For	For	For	For	No	No	No
1.10	Elect Director Claire Pomeroy	Mgmt	For	For	For	For	No	No	No
1.11	Elect Director Rebecca W. Rimel	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.12	Elect Director Timothy M. Ring	Mgmt	For	For	For	For	No	No	No
1.13	Elect Director Bertram L. Scott	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Amend Omnibus Stock Plan	Mgmt	For	For	For	For	No	No	No
5	Amend Omnibus Stock Plan	Mgmt	For	For	For	For	No	No	No
6	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For	For	Yes	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the ability of the holders of 10 percent of outstanding shares to call a special meeting would supplement shareholders' existing right under New Jersey law to petition the Superior Court to call a special meeting upon a showing of good cause.</i>									

## Deere & Company

Meeting Date: 02/26/2020

Country: USA

Primary Security ID: 244199105

Record Date: 12/31/2019

Meeting Type: Annual

Ticker: DE

# Q1 2020 US ESG - UCITS

## Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Deere & Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Samuel R. Allen	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Alan C. Heuberger	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1c	Elect Director Charles O. Holliday, Jr.	Mgmt	For	For	For	For	No	No	No
1d	Elect Director Dipak C. Jain	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1e	Elect Director Michael O. Johanns	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Clayton M. Jones	Mgmt	For	For	For	For	No	No	No
1g	Elect Director John C. May	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Gregory R. Page	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1i	Elect Director Sherry M. Smith	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1j	Elect Director Dmitri L. Stockton	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1k	Elect Director Sheila G. Talton	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	Mgmt	For	Against	Against	Against	Yes	No	No
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted, as the board has not articulated a compelling argument for restricting shareholders' litigation rights.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Approve Omnibus Stock Plan	Mgmt	For	For	For	For	No	No	No
5	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									

# Q1 2020 US ESG - UCITS

## Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Deere & Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Disclose Board Qualifications Matrix	SH	Against	Against	Against	Against	No	No	No

*Voting Policy Rationale: A vote AGAINST this resolution is warranted for the following reasons: Deere provides information regarding the experience and qualifications of director nominees; and The practice is not an appropriate topic of inquiry in the nomination or selection process because political ideology should play no role in the execution of board responsibilities.*

## Micron Technology, Inc.

Meeting Date: 01/16/2020

Country: USA

Primary Security ID: 595112103

Record Date: 11/18/2019

Meeting Type: Annual

Ticker: MU

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Robert L. Bailey	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is an incumbent member of the audit committee and non-audit fees are excessive (30%+ of non-audit fees).</i>									
1.2	Elect Director Richard M. Beyer	Mgmt	For	For	For	For	No	No	No
1.3	Elect Director Steven J. Gomo	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is an incumbent member of the audit committee and non-audit fees are excessive (30%+ of non-audit fees).</i>									
1.4	Elect Director Mary Pat McCarthy	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is an incumbent member of the audit committee and non-audit fees are excessive (30%+ of non-audit fees).</i>									
1.5	Elect Director Sanjay Mehrotra	Mgmt	For	For	For	For	No	No	No
1.6	Elect Director Robert E. Switz	Mgmt	For	For	For	For	No	No	No
1.7	Elect Director MaryAnn Wright	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. However, shareholders would benefit from greater disclosure regarding the performance goals applicable to incentive compensation programs.</i>									
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years. Non-audit fees are excessive (30% + of non-audit fees).</i>									

# Q1 2020 US ESG - UCITS

## Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## TE Connectivity Ltd.

**Meeting Date:** 03/11/2020

**Country:** Switzerland

**Primary Security ID:** H84989104

**Record Date:** 02/20/2020

**Meeting Type:** Annual

**Ticker:** TEL

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Pierre R. Brondeau	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is a CEO and serves on more than one public company board in addition to their own board.</i>								
1b	Elect Director Terrence R. Curtin	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Carol A. ('John') Davidson	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1d	Elect Director Lynn A. Dugle	Mgmt	For	For	For	For	No	No	No
1e	Elect Director William A. Jeffrey	Mgmt	For	For	For	For	No	No	No
1f	Elect Director David M. Kerko	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1g	Elect Director Thomas J. Lynch	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>								
1h	Elect Director Yong Nam	Mgmt	For	For	For	For	No	No	No
1i	Elect Director Daniel J. Phelan	Mgmt	For	For	For	For	No	No	No
1j	Elect Director Abhijit Y. Talwalkar	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>								
1k	Elect Director Mark C. Trudeau	Mgmt	For	For	For	For	No	No	No
1l	Elect Director Dawn C. Willoughby	Mgmt	For	For	For	For	No	No	No
1m	Elect Director Laura H. Wright	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
2	Elect Board Chairman Thomas J. Lynch	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>								
3a	Elect Daniel J. Phelan as Member of Management Development and Compensation Committee	Mgmt	For	For	For	For	No	No	No

# Q1 2020 US ESG - UCITS

## Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## TE Connectivity Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3b	Elect Abhijit Y. Talwalkar as Member of Management Development and Compensation Committee	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
3c	Elect Mark C. Trudeau as Member of Management Development and Compensation Committee	Mgmt	For	For	For	For	No	No	No
3d	Elect Dawn C. Willoughby as Member of Management Development and Compensation Committee	Mgmt	For	For	For	For	No	No	No
4	Designate Rene Schwarzenbach as Independent Proxy	Mgmt	For	For	For	For	No	No	No
5.1	Accept Annual Report for Fiscal Year Ended September 27, 2019	Mgmt	For	For	For	For	No	No	No
5.2	Accept Statutory Financial Statements for Fiscal Year Ended September 27, 2019	Mgmt	For	For	For	For	No	No	No
5.3	Approve Consolidated Financial Statements for Fiscal Year Ended September 27, 2019	Mgmt	For	For	For	For	No	No	No
6	Approve Discharge of Board and Senior Management	Mgmt	For	For	For	For	No	No	No
7.1	Ratify Deloitte & Touche LLP as Independent Registered Public Accounting Firm for Fiscal Year 2020	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
7.2	Ratify Deloitte AG as Swiss Registered Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
7.3	Ratify PricewaterhouseCoopers AG as Special Auditors	Mgmt	For	For	For	For	No	No	No
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
9	Approve the Increase in Maximum Aggregate Remuneration of Executive Management	Mgmt	For	For	For	For	No	No	No
10	Approve the Increase in Maximum Aggregate Remuneration of Board of Directors	Mgmt	For	For	For	For	No	No	No
11	Approve Allocation of Available Earnings at September 27, 2019	Mgmt	For	For	For	For	No	No	No
12	Approve Declaration of Dividend	Mgmt	For	For	For	For	No	No	No
13	Amend Articles of Association Re: Authorized Capital	Mgmt	For	Against	Against	Against	Yes	No	No
<i>Voting Policy Rationale: A vote AGAINST this resolution is warranted because the issuance request would result in a potentially excessive dilution of more than 10 percent.</i>									

# Q1 2020 US ESG - UCITS

## Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## TE Connectivity Ltd.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
14	Approve Reduction of Share Capital	Mgmt	For	For	For	For	No	No	No
15	Adjourn Meeting	Mgmt	For	Against	Against	Against	Yes	No	No

*Voting Policy Rationale: A vote AGAINST this proposal is warranted given that it is not narrowly crafted and there is an item on the agenda that does not warrant support.*

## Tetra Tech, Inc.

**Meeting Date:** 02/26/2020

**Country:** USA

**Primary Security ID:** 88162G103

**Record Date:** 01/03/2020

**Meeting Type:** Annual

**Ticker:** TTEK

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1A	Elect Director Dan L. Batrack	Mgmt	For	For	For	For	No	No	No
1B	Elect Director Gary R. Birkenbeuel	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1C	Elect Director Patrick C. Haden	Mgmt	For	For	For	For	No	No	No
1D	Elect Director J. Christopher Lewis	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1E	Elect Director Joanne M. Maguire	Mgmt	For	For	For	For	No	No	No
1F	Elect Director Kimberly E. Ritrievi	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1G	Elect Director J. Kenneth Thompson	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1H	Elect Director Kirsten M. Volpi	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes

*Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.*

# Q1 2020 US ESG - UCITS

## Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Visa Inc.

**Meeting Date:** 01/28/2020

**Country:** USA

**Primary Security ID:** 92826C839

**Record Date:** 11/29/2019

**Meeting Type:** Annual

**Ticker:** V

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Lloyd A. Carney	Mgmt	For	Against	Against	Against	Yes	No	No
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is a CEO and serves on more than one public company board in addition to their own board.</i>								
1b	Elect Director Mary B. Cranston	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1c	Elect Director Francisco Javier Fernandez-Carbajal	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>								
1d	Elect Director Alfred F. Kelly, Jr.	Mgmt	For	For	For	For	No	No	No
1e	Elect Director Ramon L. Laguarta	Mgmt	For	For	For	For	No	No	No
1f	Elect Director John F. Lundgren	Mgmt	For	For	For	For	No	No	No
1g	Elect Director Robert W. Matschullat	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Denise M. Morrison	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1i	Elect Director Suzanne Nora Johnson	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>								
1j	Elect Director John A. C. Swainson	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1k	Elect Director Maynard G. Webb, Jr.	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review.</i>								
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>								



# Q1 2020 US ESG - UCITS

## Vote Summary Report

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Walgreens Boots Alliance, Inc.

Meeting Date: 01/30/2020

Country: USA

Primary Security ID: 931427108

Record Date: 12/02/2019

Meeting Type: Annual

Ticker: WBA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Jose E. Almeida	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Janice M. Babiak	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1c	Elect Director David J. Brailer	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1d	Elect Director William C. Foote	Mgmt	For	For	For	For	No	No	No
1e	Elect Director Ginger L. Graham	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1f	Elect Director John A. Lederer	Mgmt	For	For	For	For	No	No	No
1g	Elect Director Dominic P. Murphy	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Stefano Pessina	Mgmt	For	For	For	For	No	No	No
1i	Elect Director Nancy M. Schlichting	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1j	Elect Director James A. Skinner	Mgmt	For	For	For	For	No	No	No
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Require Independent Board Chairman	SH	Against	For	For	For	Yes	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>									
5	Adopt a Policy on Bonus Banking *Withdrawn Resolution*	SH							
6	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For	For	Yes	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed 10 percent ownership threshold would make the special meeting right more easily exercisable by institutional investors, while still providing protection against abuse.</i>									

Q1 2020 US ESG - UCITS

**Vote Summary Report**

Reporting Period: 01/01/2020 to 03/31/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Voting Statistics

	Total	Percent
Votable Meetings	31	
Meetings Voted	31	100.00%
Votable Ballots	31	
Ballots Voted	31	100.00%

			Management Proposals		Shareholder Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	393		357		36	
Proposals Voted	393	100.00%	357	100.00%	36	100.00%
FOR Votes	241	61.32%	213	59.66%	28	77.78%
AGAINST Votes	120	30.53%	112	31.37%	8	22.22%
ABSTAIN Votes	0	0.00%	0	0.00%	0	0.00%
WITHHOLD Votes	31	7.89%	31	8.68%	0	0.00%
Votes WITH Management	222	56.49%	214	59.94%	8	22.22%
Votes AGAINST Management	171	43.51%	143	40.06%	28	77.78%

Note: Instructions of Do Not Vote are not considered voted; Frequency on Pay votes of 1, 2 or 3 Years are only reflected statistically, where applicable, but present in the underlying detail; and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted may be higher than unique proposals voted.

## Aflac Incorporated

Meeting Date: 05/04/2020

Country: USA

Primary Security ID: 001055102

Record Date: 02/25/2020

Meeting Type: Annual

Ticker: AFL

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Daniel P. Amos	Mgmt	For	For	For	For	No	No	No
1b	Elect Director W. Paul Bowers	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1c	Elect Director Toshihiko Fukuzawa	Mgmt	For	For	For	For	No	No	No
1d	Elect Director Thomas J. Kenny	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Aflac Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1e	Elect Director Georgette D. Kiser	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1f	Elect Director Karole F. Lloyd	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1g	Elect Director Nobuchika Mori	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Joseph L. Moskowitz	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1i	Elect Director Barbara K. Rimer	Mgmt	For	For	For	For	No	No	No
1j	Elect Director Katherine T. Rohrer	Mgmt	For	For	For	For	No	No	No
1k	Elect Director Melvin T. Stith	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									

### Agnico Eagle Mines Limited

Meeting Date: 05/01/2020

Country: Canada

Primary Security ID: 008474108

Record Date: 03/17/2020

Meeting Type: Annual/Special

Ticker: AEM

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Leanne M. Baker	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and auditor tenure is greater than 10The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1.2	Elect Director Sean Boyd	Mgmt	For	For	For	For	No	No	No
1.3	Elect Director Martine A. Celej	Mgmt	For	For	For	For	No	No	No
1.4	Elect Director Robert J. Gemmell	Mgmt	For	For	For	For	No	No	No
1.5	Elect Director Mel Leiderman	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and auditor tenure is greater than 10</i>									
1.6	Elect Director Deborah McCombe	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Agnico Eagle Mines Limited

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.7	Elect Director James D. Nasso	Mgmt	For	For	For	For	No	No	No
1.8	Elect Director Sean Riley	Mgmt	For	For	For	For	No	No	No
1.9	Elect Director J. Merfyn Roberts	Mgmt	For	For	For	For	No	No	No
1.10	Elect Director Jamie C. Sokalsky	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and auditor tenure is greater than 10</i>									
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote on Executive Compensation Approach	Mgmt	For	For	For	For	No	No	No

### Alnylam Pharmaceuticals, Inc.

Meeting Date: 05/06/2020

Country: USA

Primary Security ID: 02043Q107

Record Date: 03/09/2020

Meeting Type: Annual

Ticker: ALNY

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Michael W. Bonney	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1b	Elect Director John M. Maraganore	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Phillip A. Sharp	Mgmt	For	For	For	For	No	No	No
2	Amend Omnibus Stock Plan	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The potential dilution of all plans exceeds 10%.</i>									
3	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For	For	No	No	No
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
5	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Amazon.com, Inc.

**Meeting Date:** 05/27/2020

**Country:** USA

**Primary Security ID:** 023135106

**Record Date:** 04/02/2020

**Meeting Type:** Annual

**Ticker:** AMZN

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Jeffrey P. Bezos	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Rosalind G. Brewer	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Jamie S. Gorelick	Mgmt	For	For	For	For	No	No	No
1d	Elect Director Daniel P. Huttenlocher	Mgmt	For	For	For	For	No	No	No
1e	Elect Director Judith A. McGrath	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Indra K. Nooyi	Mgmt	For	For	Against	For	No	Yes	No
<i>Voter Rationale: .</i>									
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1g	Elect Director Jonathan J. Rubinstein	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Thomas O. Ryder	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1i	Elect Director Patricia Q. Stonesifer	Mgmt	For	For	For	For	No	No	No
1j	Elect Director Wendell P. Weeks	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Ratify Ernst & Young LLP as Auditor	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Mgmt	For	For	For	For	No	No	No
5	Report on Management of Food Waste	SH	Against	For	For	For	Yes	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as a report on the company's efforts to reduce food waste would allow shareholders to assess the effectiveness of the company's food waste programs, as well as provide a better understanding of the company's food waste reduction strategy. In addition, a number of the company's peers have set goals to reduce the amount of food waste that is sent to landfills.</i>									

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Amazon.com, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
6	Report on Customers' Use of its Surveillance and Computer Vision Products or Cloud-Based Services	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to assess human rights impacts in its operations would allow shareholders to better gauge how well Amazon is managing human rights related risks</i></p>									
7	Report on Potential Human Rights Impacts of Customers' Use of Rekognition	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional information regarding the processes the company uses to assess human rights impacts in its operations would allow shareholders to better gauge how well Amazon is managing human rights related risks, specifically around new technologies like facial recognition.</i></p>									
8	Report on Products Promoting Hate Speech and Sales of Offensive Products	SH	Against	For	For	Against	No	Yes	Yes
<p><i>Voter Rationale: .</i></p> <p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as a report assessing the enforcement of its content policies could help provide shareholders with information on the effectiveness of the company's processes, given that the company continues to face controversies related to hate speech on its site.</i></p>									
9	Require Independent Board Chairman	SH	Against	Against	For	For	Yes	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i></p>									
10	Report on Global Median Gender/Racial Pay Gap	SH	Against	Against	Against	Against	No	No	No
11	Report on Reducing Environmental and Health Harms to Communities of Color	SH	Against	Against	For	Against	No	Yes	No
<p><i>Voter Rationale: .</i></p> <p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as a report on the company's efforts to reduce the environmental and health harms of its operations on communities of color would allow shareholders to better assess the effectiveness of the company's efforts to evaluate the environmental and social impacts of its activities.</i></p>									
12	Report on Viewpoint Discrimination	SH	Against	Against	Against	Against	No	No	No
13	Report on Promotion Velocity	SH	Against	Against	For	For	Yes	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as greater disclosure about the company's retention and promotion velocity rates could increase accountability for the company's diversity efforts.</i></p>									
14	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the proposed threshold would enhance shareholders' right to call a special meeting, while presenting very little risk of abuse in light of the company's market capitalization and the composition of its shareholder base.</i></p>									
15	Human Rights Risk Assessment	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures and oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i></p>									

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Amazon.com, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
16	Report on Lobbying Payments and Policy	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional disclosure of the company's direct and indirect lobbying-related expenditures and oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</i></p>									

## Biogen Inc.

**Meeting Date:** 06/03/2020      **Country:** USA      **Primary Security ID:** 09062X103  
**Record Date:** 04/06/2020      **Meeting Type:** Annual      **Ticker:** BIIB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Alexander J. Denner	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Caroline D. Dorsa	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i></p>									
1c	Elect Director William A. Hawkins	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1d	Elect Director Nancy L. Leaming	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1e	Elect Director Jesus B. Mantas	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Richard C. Mulligan	Mgmt	For	For	For	For	No	No	No
1g	Elect Director Robert W. Pangia	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Stelios Papadopoulos	Mgmt	For	For	For	For	No	No	No
1i	Elect Director Brian S. Posner	Mgmt	For	For	For	For	No	No	No
1j	Elect Director Eric K. Rowinsky	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i></p>									
1k	Elect Director Stephen A. Sherwin	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1l	Elect Director Michel Vounatsos	Mgmt	For	For	For	For	No	No	No



## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Biogen Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No

### Cerner Corporation

**Meeting Date:** 05/22/2020

**Country:** USA

**Primary Security ID:** 156782104

**Record Date:** 03/24/2020

**Meeting Type:** Annual

**Ticker:** CERN

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Julie L. Gerberding	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Brent Shafer	Mgmt	For	For	For	For	No	No	No
1c	Elect Director William D. Zollars	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Declassify the Board of Directors	Mgmt	For	For	For	For	No	No	No
5	Amend Advance Notice Provisions	Mgmt	For	For	For	For	No	No	No

### Comcast Corporation

**Meeting Date:** 06/03/2020

**Country:** USA

**Primary Security ID:** 20030N101

**Record Date:** 04/03/2020

**Meeting Type:** Annual

**Ticker:** CMCSA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Kenneth J. Bacon	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Comcast Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards</i>									
1.2	Elect Director Madeline S. Bell	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the auditor tenure is greater than 10</i>									
1.3	Elect Director Naomi M. Bergman	Mgmt	For	For	For	For	No	No	No
1.4	Elect Director Edward D. Breen	Mgmt	For	Withhold	Withhold	Withhold	Yes	No	No
<i>Voting Policy Rationale: WITHHOLD voted are warranted for compensation committee members Edward Breen, Gerald Hassell, and David Novak due to consecutive years of high director pay to a non-executive director, without reasonable rationale disclosed.</i>									
1.5	Elect Director Gerald L. Hassell	Mgmt	For	Withhold	Withhold	Withhold	Yes	No	No
<i>Voting Policy Rationale: WITHHOLD voted are warranted for compensation committee members Edward Breen, Gerald Hassell, and David Novak due to consecutive years of high director pay to a non-executive director, without reasonable rationale disclosed.</i>									
1.6	Elect Director Jeffrey A. Honickman	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the auditor tenure is greater than 10</i>									
1.7	Elect Director Maritza G. Montiel	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boardsThe nominee is an incumbent member of the audit committee and the auditor tenure is greater than 10</i>									
1.8	Elect Director Asuka Nakahara	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the auditor tenure is greater than 10</i>									
1.9	Elect Director David C. Novak	Mgmt	For	Withhold	Withhold	Withhold	Yes	No	No
<i>Voting Policy Rationale: WITHHOLD voted are warranted for compensation committee members Edward Breen, Gerald Hassell, and David Novak due to consecutive years of high director pay to a non-executive director, without reasonable rationale disclosed.</i>									
1.10	Elect Director Brian L. Roberts	Mgmt	For	For	For	For	No	No	No
2	Ratify Deloitte & Touche LLP as Auditor	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Amend Stock Option Plan	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The potential dilution of all plans, including this proposal, is more than '10%' of fully diluted shares outstanding</i>									
4	Amend Restricted Stock Plan	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Comcast Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against	Against	Yes	No	No
<p><i>Voting Policy Rationale: -A vote AGAINST this proposal is warranted. While pay and performance were reasonably aligned for the year in review, problematic above-market interest payments continued to increase NEO pay by many millions in 2019. The company did take certain steps to address the issue by eliminating sizable company contributions in 2020 and imposing a cap on the portion of deferred compensation that can be invested in the "above-market" interest accruing account. However, while the company states this will significantly lower benefits under the program, the potential impact of this change is not clear from the disclosure. The company also has discretion to waive or modify the cap and the program has not been closed to new participants. Above-market interest payments are not a performance-based benefit and are inconsistent with market practice. Shareholders may question the need for supplemental benefits for highly paid executives, particularly as many companies have frozen or eliminated such programs.-Lastly, although NEO Burke is expected to retire in 2020, the company continued to have a structure where there are two highly-paid NEOs for 2019, which can be costly to shareholders in terms of overall compensation expense.</i></p>									
6	Report on Lobbying Payments and Policy	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as additional reporting on the company's lobbying-related practices and policies, such as its trade association memberships and payments, would benefit shareholders in assessing its management of related risks.</i></p>									
7	Require Independent Board Chair	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i></p>									
8	Report on Risks Posed by Failing to Prevent Sexual Harassment	SH	Against	Against	For	For	Yes	No	Yes
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as additional information on the company's evaluation of risks associated with potential failures of its sexual harassment policies could help shareholders better assess the company's management of related risks.</i></p>									

## Comerica Incorporated

**Meeting Date:** 04/28/2020

**Country:** USA

**Primary Security ID:** 200340107

**Record Date:** 02/28/2020

**Meeting Type:** Annual

**Ticker:** CMA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Michael E. Collins	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1.2	Elect Director Roger A. Cregg	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1.3	Elect Director T. Kevin DeNicola	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Comerica Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.4	Elect Director Curtis C. Farmer	Mgmt	For	For	For	For	No	No	No
1.5	Elect Director Jacqueline P. Kane	Mgmt	For	For	For	For	No	No	No
1.6	Elect Director Richard G. Lindner	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.7	Elect Director Barbara R. Smith	Mgmt	For	For	For	For	No	No	No
1.8	Elect Director Robert S. Taubman	Mgmt	For	For	For	For	No	No	No
1.9	Elect Director Reginald M. Turner, Jr.	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.10	Elect Director Nina G. Vaca	Mgmt	For	For	For	For	No	No	No
1.11	Elect Director Michael G. Van de Ven	Mgmt	For	For	For	For	No	No	No
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No

## CVS Health Corporation

Meeting Date: 05/14/2020

Country: USA

Primary Security ID: 126650100

Record Date: 03/18/2020

Meeting Type: Annual

Ticker: CVS

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Fernando Aguirre	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1b	Elect Director C. David Brown, II	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Alecia A. DeCoudreaux	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1d	Elect Director Nancy-Ann M. DeParle	Mgmt	For	For	For	For	No	No	No
1e	Elect Director David W. Dorman	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Roger N. Farah	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## CVS Health Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1g	Elect Director Anne M. Finucane	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Edward J. Ludwig	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1i	Elect Director Larry J. Merlo	Mgmt	For	For	For	For	No	No	No
1j	Elect Director Jean-Pierre Millon	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1k	Elect Director Mary L. Schapiro	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1l	Elect Director William C. Weldon	Mgmt	For	For	For	For	No	No	No
1m	Elect Director Tony L. White	Mgmt	For	For	For	For	No	No	No
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against	Against	Yes	No	No
<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. Reported CEO compensation was elevated due to previous changes in the denomination of long-term incentives, which has resulted in two cycles of awards being reported in the same pay year for 2018 and 2019 as a result of disclosure rules. In addition, the compensation committee accelerated the grant of CEO Merlo's PSUs for 2020 to August 2019. While regular-cycle PSUs vest after three years, Merlo's August 2019 PSUs vest in May 2021, less than two years after grant, and use the same target goals and performance period as were set for the regular cycle 2019 PSUs. When grants are intended to cover future years of incentive pay, rigorous performance criteria and meaningful vesting periods are warranted. Another NEO also received three additional years of performance units during the year in review, as a front-loaded award in lieu of PSUs for 2020 through 2022, in addition to a \$1 million discretionary cash bonus.</i>									
4	Amend Omnibus Stock Plan	Mgmt	For	For	For	For	No	No	No
5	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For	For	No	No	No
6	Amend Shareholder Written Consent Provisions	SH	Against	Against	Against	Against	No	No	No
7	Require Independent Board Chairman	SH	Against	Against	For	For	Yes	No	Yes
<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>									

## Expedia Group, Inc.

Meeting Date: 06/10/2020

Country: USA

Primary Security ID: 30212P303

Record Date: 04/13/2020

Meeting Type: Annual

Ticker: EXPE

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Expedia Group, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Samuel Altman	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Susan C. Athey	Mgmt	For	For	For	For	No	No	No
1c	Elect Director A. George 'Skip' Battle	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1d	Elect Director Chelsea Clinton	Mgmt	For	For	For	For	No	No	No
1e	Elect Director Barry Diller	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Jon T. Gieselman	Mgmt	For	For	For	For	No	No	No
1g	Elect Director Craig A. Jacobson	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1h	Elect Director Peter M. Kern	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is a CEO and serves on more than one public company board in addition to their own board</i>									
1i	Elect Director Dara Khosrowshahi	Mgmt	For	For	For	For	No	No	No
1j	Elect Director Greg Mondre	Mgmt	For	For	For	For	No	No	No
1k	Elect Director David Sambur	Mgmt	For	For	For	For	No	No	No
1l	Elect Director Alexander von Furstenberg	Mgmt	For	For	For	For	No	No	No
1m	Elect Director Julie Whalen	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Amend Omnibus Stock Plan	Mgmt	For	Against	Against	Against	Yes	No	No
<i>Voting Policy Rationale: Based on evaluation of the estimated cost, plan features, and grant practices using the Equity Plan Scorecard (EPSC), a vote AGAINST this proposal is warranted due to the following key factor(s):- The equity program is estimated to be excessively dilutive (overriding factor); and- The plan cost is excessive;- The three-year average burn rate is excessive;- The plan permits liberal recycling of shares;- The plan allows broad discretion to accelerate vesting. The potential dilution of all plans, including this proposal, is more than '10%' of fully diluted shares outstanding.</i>									
4	Ratify Ernst & Young as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
5	Report on Political Contributions and Expenditures	SH	Against	For	For	For	Yes	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as shareholders could benefit from additional information regarding the company's political expenditures and trade association activities.</i>									

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Facebook, Inc.

**Meeting Date:** 05/27/2020

**Country:** USA

**Primary Security ID:** 30303M102

**Record Date:** 04/03/2020

**Meeting Type:** Annual

**Ticker:** FB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Peggy Alford	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.2	Elect Director Marc L. Andreessen	Mgmt	For	Withhold	Withhold	Withhold	Yes	No	No
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. WITHHOLD votes are warranted for incumbent compensation committee members Marc Andreessen and Peter Thiel, in the absence of a say-on-pay proposal on the ballot, due to unmitigated concerns with respect to executive pay.</i>								
1.3	Elect Director Andrew W. Houston	Mgmt	For	For	For	For	No	No	No
1.4	Elect Director Nancy Killefer	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>								
1.5	Elect Director Robert M. Kimmitt	Mgmt	For	For	For	For	No	No	No
1.6	Elect Director Sheryl K. Sandberg	Mgmt	For	For	For	For	No	No	No
1.7	Elect Director Peter A. Thiel	Mgmt	For	Withhold	Withhold	Withhold	Yes	No	No
	<i>Voting Policy Rationale: WITHHOLD votes are warranted for incumbent compensation committee members Marc Andreessen and Peter Thiel, in the absence of a say-on-pay proposal on the ballot, due to unmitigated concerns with respect to executive pay. The nominee is chair of the nominating/governance committee and there is a combined Chair/CEO and no Lead Independent Director</i>								
1.8	Elect Director Tracey T. Travis	Mgmt	For	For	For	For	No	No	No
1.9	Elect Director Mark Zuckerberg	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
	<i>Voting Policy Rationale: Significant risks to shareholders stemming from severe ESG controversies have been identified at the company, which reflects a failure by the board to proficiently guard against and manage material environmental, social and governance risks. WITHHOLD votes for CEO/Chair Mark Zuckerberg are warranted given that the CEO and chair of the board ultimately shoulders the most responsibility amongst all board members for failing to effectively supervise the management of risks to the company and its shareholders, and should therefore be held the most accountable for poor board oversight of ESG risk exposures at the firm.</i>								
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>								
3	Approve Non-Employee Director Compensation Policy	Mgmt	For	Against	Against	Against	Yes	No	No
	<i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. The proposed director pay program would provide relatively large compensation for directors compared to board members at other companies in the same market index and industry sector. The proposal also provides for onboarding equity grants to new directors valued at \$1 million, which is oversized and not in line with the company's peers or general market practices.</i>								

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Facebook, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Approve Recapitalization Plan for all Stock to Have One-vote per Share	SH	Against	For	For	For	Yes	No	No
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would convey to the board nonaffiliated shareholders' preference for a capital structure in which the levels of economic ownership and voting power are aligned</i>								
5	Require Independent Board Chair	SH	Against	For	For	For	Yes	No	No
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted given the importance of having an independent board chair.</i>								
6	Require a Majority Vote for the Election of Directors	SH	Against	For	For	For	Yes	No	No
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted as it would give shareholders a more meaningful voice in the election of directors and further enhance the company's corporate governance.</i>								
7	Report on Political Advertising	SH	Against	For	For	For	Yes	No	No
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as the company and shareholders could benefit from a fuller understanding of the risks related to its political advertising policies in light of ongoing controversies and changing industry standard practices.</i>								
8	Require Independent Director Nominee with Human and/or Civil Rights Experience	SH	Against	Against	Against	Against	No	No	No
9	Report on Civil and Human Rights Risk Assessment	SH	Against	Against	For	For	Yes	No	Yes
	<i>Voting Policy Rationale: A vote FOR this resolution is warranted as shareholders would benefit from additional information on how the company is assessing civil and human rights risks, including additional information on how it is managing compliance with its policies and related oversight mechanisms.</i>								
10	Report on Online Child Sexual Exploitation	SH	Against	For	For	For	Yes	No	No
	<i>Voting Policy Rationale: A vote FOR this proposal is warranted, as additional information on risks related to potential sexual exploitation of children through the company's platforms would give shareholders more information on how well the company is managing related risks.</i>								
11	Report on Median Gender/Racial Pay Gap	SH	Against	Against	Against	Against	No	No	No

## Fifth Third Bancorp

Meeting Date: 04/14/2020

Country: USA

Primary Security ID: 316773100

Record Date: 02/21/2020

Meeting Type: Annual

Ticker: FITB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Nicholas K. Akins	Mgmt	For	For	For	For	No	No	No
1.2	Elect Director B. Evan Bayh, III	Mgmt	For	For	Against	Against	Yes	No	Yes

*Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.*



## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Fifth Third Bancorp

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.3	Elect Director Jorge L. Benitez	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.4	Elect Director Katherine B. Blackburn	Mgmt	For	For	For	For	No	No	No
1.5	Elect Director Emerson L. Brumback	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.6	Elect Director Jerry W. Burris	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.7	Elect Director Greg D. Carmichael	Mgmt	For	For	For	For	No	No	No
1.8	Elect Director C. Bryan Daniels	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.9	Elect Director Thomas H. Harvey	Mgmt	For	For	For	For	No	No	No
1.10	Elect Director Gary R. Heminger	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>								
1.11	Elect Director Jewell D. Hoover	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.12	Elect Director Eileen A. Mallesch	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>								
1.13	Elect Director Michael B. McCallister	Mgmt	For	For	For	For	No	No	No
1.14	Elect Director Marsha C. Williams	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>								
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>								
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Advisory Vote on Say on Pay Frequency	Mgmt	One Year	One Year	One Year	One Year	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### First Horizon National Corporation

**Meeting Date:** 04/24/2020

**Country:** USA

**Primary Security ID:** 320517105

**Record Date:** 02/24/2020

**Meeting Type:** Special

**Ticker:** FHN

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Issue Shares in Connection with Merger	Mgmt	For	For	For	For	No	No	No
2	Increase Authorized Common Stock	Mgmt	For	For	For	For	No	No	No
3	Advisory Vote on Golden Parachutes	Mgmt	For	For	For	For	No	No	No
4	Adjourn Meeting	Mgmt	For	For	For	For	No	No	No

### First Horizon National Corporation

**Meeting Date:** 04/28/2020

**Country:** USA

**Primary Security ID:** 320517105

**Record Date:** 02/28/2020

**Meeting Type:** Annual

**Ticker:** FHN

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Kenneth A. Burdick	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.2	Elect Director John C. Compton	Mgmt	For	For	For	For	No	No	No
1.3	Elect Director Wendy P. Davidson	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.4	Elect Director Mark A. Emkes	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.5	Elect Director Corydon J. Gilchrist	Mgmt	For	For	For	For	No	No	No
1.6	Elect Director D. Bryan Jordan	Mgmt	For	For	For	For	No	No	No
1.7	Elect Director Vicki R. Palmer	Mgmt	For	For	For	For	No	No	No
1.8	Elect Director Colin V. Reed	Mgmt	For	For	For	For	No	No	No
1.9	Elect Director Cecelia D. Stewart	Mgmt	For	For	Against	Against	Yes	No	Yes
	<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>								
1.10	Elect Director Rajesh Subramaniam	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### First Horizon National Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.11	Elect Director R. Eugene Taylor	Mgmt	For	For	For	For	No	No	No
1.12	Elect Director Luke Yancy, III	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify KPMG LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									

### FLIR Systems, Inc.

Meeting Date: 04/16/2020

Country: USA

Primary Security ID: 302445101

Record Date: 02/28/2020

Meeting Type: Annual

Ticker: FLIR

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director James J. Cannon	Mgmt	For	For	For	For	No	No	No
1b	Elect Director John D. Carter	Mgmt	For	For	For	For	No	No	No
1c	Elect Director William W. Crouch	Mgmt	For	For	For	For	No	No	No
1d	Elect Director Catherine A. Halligan	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1e	Elect Director Earl R. Lewis	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Angus L. Macdonald	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1g	Elect Director Michael T. Smith	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1h	Elect Director Cathy A. Stauffer	Mgmt	For	For	For	For	No	No	No
1i	Elect Director Robert S. Tyrer	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1j	Elect Director John W. Wood, Jr.	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### FLIR Systems, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1k	Elect Director Steven E. Wynne	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Ratify KPMG LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Change State of Incorporation Oregon to Delaware	Mgmt	For	For	For	For	No	No	No

### Illumina, Inc.

Meeting Date: 05/27/2020

Country: USA

Primary Security ID: 452327109

Record Date: 03/30/2020

Meeting Type: Annual

Ticker: ILMN

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1A	Elect Director Caroline D. Dorsa	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1B	Elect Director Robert S. Epstein	Mgmt	For	For	For	For	No	No	No
1C	Elect Director Scott Gottlieb	Mgmt	For	For	For	For	No	No	No
1D	Elect Director Philip W. Schiller	Mgmt	For	For	For	For	No	No	No
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Report on Political Contributions	SH	Against	For	For	For	Yes	No	No
<i>Voting Policy Rationale: A vote FOR this resolution is warranted, as additional disclosure of the company's trade association memberships and payments, and the company's board oversight of those contributions, would allow shareholders to better assess related risks.</i>									

### Ionis Pharmaceuticals, Inc.

Meeting Date: 06/04/2020

Country: USA

Primary Security ID: 462222100

Record Date: 04/06/2020

Meeting Type: Annual

Ticker: IONS

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Ionis Pharmaceuticals, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Joseph H. Wender	Mgmt	For	For	For	For	No	No	No
1.2	Elect Director B. Lynne Parshall	Mgmt	For	For	For	For	No	No	No
1.3	Elect Director Spencer R. Berthelsen	Mgmt	For	For	For	For	No	No	No
1.4	Elect Director Joan E. Herman	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Amend Non-Employee Director Omnibus Stock Plan	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The full dilution of the sum of all plans on the ballot exceeds 10%</i>									
3	Ratify Amending the Existing Stock Option and Restricted Stock Unit Awards of Directors to Adjust Vesting	Mgmt	For	For	For	For	No	No	No
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
5	Ratify Ernst & Young LLP as Auditor	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									

## Iridium Communications Inc.

Meeting Date: 05/14/2020

Country: USA

Primary Security ID: 46269C102

Record Date: 03/16/2020

Meeting Type: Annual

Ticker: IRDM

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Robert H. Niehaus	Mgmt	For	For	For	For	No	No	No
1.2	Elect Director Thomas C. Canfield	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.3	Elect Director Matthew J. Desch	Mgmt	For	For	For	For	No	No	No
1.4	Elect Director Thomas J. Fitzpatrick	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is the CFO of the company.</i>									
1.5	Elect Director Jane L. Harman	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Iridium Communications Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.6	Elect Director Alvin B. Krongard	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1.7	Elect Director Suzanne E. McBride	Mgmt	For	For	For	For	No	No	No
1.8	Elect Director Eric T. Olson	Mgmt	For	For	For	For	No	No	No
1.9	Elect Director Steven B. Pfeiffer	Mgmt	For	For	For	For	No	No	No
1.10	Elect Director Parker W. Rush	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.11	Elect Director Henrik O. Schliemann	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.12	Elect Director Barry J. West	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									

### Itron, Inc.

Meeting Date: 05/07/2020

Country: USA

Primary Security ID: 465741106

Record Date: 03/02/2020

Meeting Type: Annual

Ticker: ITRI

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Jerome J. Lande	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Frank M. Jaehnert	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Gary E. Pruitt	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Neurocrine Biosciences, Inc.

**Meeting Date:** 05/19/2020

**Country:** USA

**Primary Security ID:** 64125C109

**Record Date:** 03/23/2020

**Meeting Type:** Annual

**Ticker:** NBIX

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Kevin C. Gorman	Mgmt	For	For	For	For	No	No	No
1.2	Elect Director Gary A. Lyons	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Approve Omnibus Stock Plan	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The potential dilution of all plans, including this proposal, is more than '10%' of fully diluted shares outstanding.</i>									
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									

## Pentair plc

**Meeting Date:** 05/05/2020

**Country:** Ireland

**Primary Security ID:** G7S00T104

**Record Date:** 03/06/2020

**Meeting Type:** Annual

**Ticker:** PNR

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Mona Abutaleb Stephenson	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Glynis A. Bryan	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1c	Elect Director T. Michael Glenn	Mgmt	For	For	For	For	No	No	No
1d	Elect Director Theodore L. Harris	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1e	Elect Director David A. Jones	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Michael T. Speetzen	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Pentair plc

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1g	Elect Director John L. Stauch	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Billie I. Williamson	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
<i>Voting Policy Rationale: A voteFOR this proposal is warranted as pay and performance are reasonably aligned at this time.</i>									
3	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
4	Approve Omnibus Stock Plan	Mgmt	For	For	For	For	No	No	No
5	Authorise Issue of Equity	Mgmt	For	For	For	For	No	No	No
6	Authorize Board to Opt-Out of Statutory Pre-Emption Rights	Mgmt	For	For	For	For	No	No	No
7	Determine Price Range for Reissuance of Treasury Shares	Mgmt	For	For	For	For	No	No	No

## Regeneron Pharmaceuticals, Inc.

**Meeting Date:** 06/12/2020

**Country:** USA

**Primary Security ID:** 75886F107

**Record Date:** 04/14/2020

**Meeting Type:** Annual

**Ticker:** REGN

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director N. Anthony Coles	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1b	Elect Director Joseph L. Goldstein	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Christine A. Poon	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1d	Elect Director P. Roy Vagelos	Mgmt	For	For	For	For	No	No	No
1e	Elect Director Huda Y. Zoghbi	Mgmt	For	For	For	For	No	No	No
2	Ratify PricewaterhouseCoopers LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									



## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Regeneron Pharmaceuticals, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Amend Omnibus Stock Plan	Mgmt	For	Against	Against	Against	Yes	No	No
<p><i>Voting Policy Rationale: The potential dilution of all plans, including this proposal, is more than '10%' of fully diluted shares outstanding. Based on evaluation of the estimated cost, plan features, and grant practices using the Equity Plan Scorecard (EPSC), a vote AGAINST this proposal is warranted due to the following key factor(s): The equity program is estimated to be excessively dilutive (overriding factor); The plan cost is excessive; The three-year average burn rate is excessive; The disclosure of change-in-control ("CIC") vesting treatment is incomplete; The plan permits liberal recycling of shares; and The plan allows broad discretion to accelerate vesting.</i></p>									
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	Against	Against	Against	Yes	No	No
<p><i>Voting Policy Rationale: A vote AGAINST this proposal is warranted. While CEO pay declined and a portion of long-term incentive awards are performance-conditioned, the majority of long-term incentives lack performance conditions. Concerns are also raised regarding the design of the new PSUs, as the awards provide for multiple opportunities for payouts to be earned. Providing additional opportunities for a single award to be earned reduces the at-risk nature of the award. Lastly, annual incentives remain determined at the discretion of the compensation committee, and equity grants to other NEOs remained entirely time-vesting.</i></p>									

## Reinsurance Group of America, Incorporated

Meeting Date: 05/20/2020

Country: USA

Primary Security ID: 759351604

Record Date: 03/17/2020

Meeting Type: Annual

Ticker: RGA

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Pina Albo	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Christine R. Detrick	Mgmt	For	For	For	For	No	No	No
1c	Elect Director J. Cliff Eason	Mgmt	For	For	For	For	No	No	No
1d	Elect Director John J. Gauthier	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1e	Elect Director Anna Manning	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Hazel M. McNeilage	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1g	Elect Director Steven C. Van Wyk	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Reinsurance Group of America, Incorporated

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
3	Amend Articles of Incorporation to Allow Special Meetings be Called from Time to Time and to Remove Certain Provisions	Mgmt	For	For	For	For	No	No	No
4	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes

*Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.*

## Spirit AeroSystems Holdings, Inc.

**Meeting Date:** 04/22/2020

**Country:** USA

**Primary Security ID:** 848574109

**Record Date:** 02/24/2020

**Meeting Type:** Annual

**Ticker:** SPR

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Stephen A. Cambone	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Charles L. Chadwell	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Irene M. Esteves	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1d	Elect Director Paul E. Fulchino	Mgmt	For	For	For	For	No	No	No
1e	Elect Director Thomas C. Gentile, III	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Richard A. Gephardt	Mgmt	For	For	For	For	No	No	No
1g	Elect Director Robert D. Johnson	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Ronald T. Kadish	Mgmt	For	For	For	For	No	No	No
1i	Elect Director John L. Plueger	Mgmt	For	For	For	For	No	No	No
1j	Elect Director Laura H. Wright	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	For	For	No	No	No
4	Require Shareholder Approval of Bylaw Amendments Adopted by the Board of Directors	SH	Against	Against	Against	Against	No	No	No

*Voting Policy Rationale: A vote AGAINST this proposal is warranted, as requiring shareholder ratification of any governing document amendment adopted by the board, even those for administrative purposes, would be overly burdensome. In addition, shareholders have effective recourse to modify any bylaws and articles adopted by the board, if necessary.*

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Stericycle, Inc.

**Meeting Date:** 05/22/2020

**Country:** USA

**Primary Security ID:** 858912108

**Record Date:** 03/27/2020

**Meeting Type:** Annual

**Ticker:** SRCL

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Robert S. Murley	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Cindy J. Miller	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Brian P. Anderson	Mgmt	For	Against	Against	Against	Yes	No	No
<p><i>Voting Policy Rationale: A vote AGAINST incumbent Audit Committee members Brian Anderson, Veronica Hagen, Stephen Hooley, and Kay Priestly is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years. The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i></p>									
1d	Elect Director Lynn D. Bleil	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i></p>									
1e	Elect Director Thomas F. Chen	Mgmt	For	For	For	For	No	No	No
1f	Elect Director J. Joel Hackney, Jr.	Mgmt	For	For	For	For	No	No	No
1g	Elect Director Veronica M. Hagen	Mgmt	For	Against	Against	Against	Yes	No	No
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. A vote AGAINST incumbent Audit Committee members Brian Anderson, Veronica Hagen, Stephen Hooley, and Kay Priestly is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years.</i></p>									
1h	Elect Director Stephen C. Hooley	Mgmt	For	Against	Against	Against	Yes	No	No
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. A vote AGAINST incumbent Audit Committee members Brian Anderson, Veronica Hagen, Stephen Hooley, and Kay Priestly is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years.</i></p>									
1i	Elect Director James J. Martell	Mgmt	For	For	For	For	No	No	No
1j	Elect Director Kay G. Priestly	Mgmt	For	Against	Against	Against	Yes	No	No
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. A vote AGAINST incumbent Audit Committee members Brian Anderson, Veronica Hagen, Stephen Hooley, and Kay Priestly is warranted for failing to address the material weaknesses in the company's internal controls in consecutive years.</i></p>									
1k	Elect Director James L. Welch	Mgmt	For	For	For	For	No	No	No
1l	Elect Director Mike S. Zafirovski	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Stericycle, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For	For	Yes	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 15 percent would improve shareholders' ability to use the special meeting right and no single shareholder would be able to act unilaterally to call a special meeting at the proposed threshold.</i>									
6	Amend Compensation Clawback Policy	SH	Against	For	For	For	Yes	No	No
<i>Voting Policy Rationale: A vote FOR this proposal is warranted as the company's current clawback policy does not provide for the disclosure of the amounts and circumstances surrounding any recoupments. Such disclosure would benefit shareholders.</i>									

### The Progressive Corporation

Meeting Date: 05/08/2020

Country: USA

Primary Security ID: 743315103

Record Date: 03/13/2020

Meeting Type: Annual

Ticker: PGR

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Philip Bleser	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Stuart B. Burgdoerfer	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1c	Elect Director Pamela J. Craig	Mgmt	For	For	For	For	No	No	No
1d	Elect Director Charles A. Davis	Mgmt	For	For	For	For	No	No	No
1e	Elect Director Roger N. Farah	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Lawton W. Fitt	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1g	Elect Director Susan Patricia Griffith	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Jeffrey D. Kelly	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1i	Elect Director Patrick H. Nettles	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1j	Elect Director Barbara R. Snyder	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## The Progressive Corporation

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1k	Elect Director Jan E. Tighe	Mgmt	For	For	For	For	No	No	No
1l	Elect Director Kahina Van Dyke	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify PricewaterhouseCoopers LLP as Auditor	Mgmt	For	For	Against	Against	Yes	No	Yes

*Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.*

## Trimble Inc.

**Meeting Date:** 05/27/2020

**Country:** USA

**Primary Security ID:** 896239100

**Record Date:** 03/30/2020

**Meeting Type:** Annual

**Ticker:** TRMB

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Steven W. Berglund	Mgmt	For	For	For	For	No	No	No
1.2	Elect Director Borje Ekholm	Mgmt	For	For	For	For	No	No	No
1.3	Elect Director Kaigham (Ken) Gabriel	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.4	Elect Director Merit E. Janow	Mgmt	For	For	For	For	No	No	No
1.5	Elect Director Meaghan Lloyd	Mgmt	For	For	For	For	No	No	No
1.6	Elect Director Sandra MacQuillan	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.7	Elect Director Ronald S. Nersesian	Mgmt	For	For	For	For	No	No	No
1.8	Elect Director Robert G. Painter	Mgmt	For	For	For	For	No	No	No
1.9	Elect Director Mark S. Peek	Mgmt	For	For	Withhold	Withhold	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
1.10	Elect Director Johan Wibergh	Mgmt	For	For	For	For	No	No	No
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes

*Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.*

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Trimble Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Amend Omnibus Stock Plan	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The potential dilution of all plans, including this proposal, is more than '10% of fully diluted shares outstanding.</i></p>									

### Verizon Communications Inc.

Meeting Date: 05/07/2020      Country: USA      Primary Security ID: 92343V104  
 Record Date: 03/09/2020      Meeting Type: Annual      Ticker: VZ

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1.1	Elect Director Shellye L. Archambeau	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i></p>									
1.2	Elect Director Mark T. Bertolini	Mgmt	For	For	For	For	No	No	No
1.3	Elect Director Vittorio Colao	Mgmt	For	For	For	For	No	No	No
1.4	Elect Director Melanie L. Healey	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i></p>									
1.5	Elect Director Clarence Otis, Jr.	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is not a CEO and serves on 4 or more public company boards.</i></p>									
1.6	Elect Director Daniel H. Schulman	Mgmt	For	For	For	For	No	No	No
1.7	Elect Director Rodney E. Slater	Mgmt	For	For	For	For	No	No	No
1.8	Elect Director Hans E. Vestberg	Mgmt	For	For	For	For	No	No	No
1.9	Elect Director Gregory G. Weaver	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
2	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
3	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i></p>									

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Verizon Communications Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
4	Eliminate Above-Market Earnings in Executive Retirement Plans	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted. The proposal is narrowly tailored to eliminate a benefit that is not a best practice. Although no participant received above-market earnings for FY2019, the practice does not appear to have been eliminated from the program. Lastly, above-market earnings are not a performance-based element of compensation and provide a benefit to executives which is not available to the broader employee population.</i></p>									
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted as lowering the ownership threshold for shareholders to call a special meeting from 25 percent to 10 percent would enhance shareholders' rights.</i></p>									
6	Report on Lobbying Payments and Policy	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this resolution is warranted, as additional reporting on the company's lobbying-related practices, such as its trade association payments and oversight mechanisms, would benefit shareholders in assessing its management of related risks.</i></p>									
7	Assess Feasibility of Data Privacy as a Performance Measure for Senior Executive Compensation	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this proposal is warranted due to the scope of the proposal, and the fact that the company faces growing regulatory pressure and regulatory scrutiny in this area. Shareholders would benefit from additional information about how company executives are incentivized to increase consumer privacy protections.</i></p>									
8	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	SH	Against	For	For	For	Yes	No	No
<p><i>Voting Policy Rationale: A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.</i></p>									

## Waste Management, Inc.

**Meeting Date:** 05/12/2020      **Country:** USA      **Primary Security ID:** 94106L109  
**Record Date:** 03/16/2020      **Meeting Type:** Annual      **Ticker:** WM

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Frank M. Clark, Jr.	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									
1b	Elect Director James C. Fish, Jr.	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Andres R. Gluski	Mgmt	For	For	Against	Against	Yes	No	Yes
<p><i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i></p>									

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Waste Management, Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1d	Elect Director Victoria M. Holt	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years. The nominee is a CEO and serves on more than one public company board in addition to their own board.</i>									
1e	Elect Director Kathleen M. Mazzarella	Mgmt	For	For	For	For	No	No	No
1f	Elect Director William B. Plummer	Mgmt	For	For	For	For	No	No	No
1g	Elect Director John C. Pope	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1h	Elect Director Thomas H. Weidemeyer	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors in 10 years.</i>									
2	Ratify Ernst & Young LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years.</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Amend Qualified Employee Stock Purchase Plan	Mgmt	For	For	For	For	No	No	No

### Willis Towers Watson Public Limited Company

Meeting Date: 06/10/2020

Country: Ireland

Primary Security ID: G96629103

Record Date: 03/20/2020

Meeting Type: Annual

Ticker: WLTW

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Anna C. Catalano	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is not a CEO and serves on 4 or more public company boards.</i>									
1b	Elect Director Victor F. Ganzi	Mgmt	For	For	For	For	No	No	No
1c	Elect Director John J. Haley	Mgmt	For	For	For	For	No	No	No
1d	Elect Director Wendy E. Lane	Mgmt	For	For	For	For	No	No	No
1e	Elect Director Brendan R. O'Neill	Mgmt	For	For	For	For	No	No	No
1f	Elect Director Jaymin B. Patel	Mgmt	For	For	For	For	No	No	No
1g	Elect Director Linda D. Rabbitt	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Paul D. Thomas	Mgmt	For	For	For	For	No	No	No



## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Willis Towers Watson Public Limited Company

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1i	Elect Director Wilhelm Zeller	Mgmt	For	For	For	For	No	No	No
2	Ratify the Appointment of Deloitte & Touche LLP as Auditor and Deloitte Ireland LLP to audit the Irish Statutory Accounts, and Authorize the Board to Fix Their Remuneration	Mgmt	For	For	For	For	No	No	No
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Renew the Board's Authority to Issue Shares Under Irish Law	Mgmt	For	For	For	For	No	No	No
5	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	Mgmt	For	For	For	For	No	No	No

## Xylem Inc.

Meeting Date: 05/13/2020

Country: USA

Primary Security ID: 98419M100

Record Date: 03/16/2020

Meeting Type: Annual

Ticker: XYL

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1a	Elect Director Jeanne Beliveau-Dunn	Mgmt	For	For	For	For	No	No	No
1b	Elect Director Patrick K. Decker	Mgmt	For	For	For	For	No	No	No
1c	Elect Director Robert F. Friel	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors after 10 years.</i>									
1d	Elect Director Jorge M. Gomez	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors after 10 years.</i>									
1e	Elect Director Victoria D. Harker	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors after 10 years.</i>									
1f	Elect Director Sten E. Jakobsson	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The nominee is an incumbent member of the audit committee and the company has not changed auditors after 10 years.</i>									
1g	Elect Director Steven R. Loranger	Mgmt	For	For	For	For	No	No	No
1h	Elect Director Surya N. Mohapatra	Mgmt	For	For	For	For	No	No	No
1i	Elect Director Jerome A. Peribere	Mgmt	For	For	For	For	No	No	No

## Q2 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 04/01/2020 to 06/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Xylem Inc.

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1j	Elect Director Markos I. Tambakeras	Mgmt	For	For	For	For	No	No	No
2	Ratify Deloitte & Touche LLP as Auditors	Mgmt	For	For	Against	Against	Yes	No	Yes
<i>Voting Policy Rationale: The auditor has been the company's auditor for more than 10 years</i>									
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Mgmt	For	For	For	For	No	No	No
4	Reduce Ownership Threshold for Shareholders to Call Special Meeting	SH	Against	For	For	For	Yes	No	No

*Voting Policy Rationale: A vote FOR this proposal is warranted as the reduction to a 15 percent threshold to call a special meeting would improve shareholder rights.*

## Q3 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 07/01/2020 to 09/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

### Voting Statistics

	Total	Percent
Votable Meetings	2	
Meetings Voted	2	100.00%
Votable Ballots	2	
Ballots Voted	2	100.00%

			Management Proposals		Shareholder Proposals	
	Total	Percent	Total	Percent	Total	Percent
Votable Proposals	5		5		0	
Proposals Voted	5	100.00%	5	100.00%	0	0.00%
FOR Votes	5	100.00%	5	100.00%	0	0.00%
AGAINST Votes	0	0.00%	0	0.00%	0	0.00%
ABSTAIN Votes	0	0.00%	0	0.00%	0	0.00%
WITHHOLD Votes	0	0.00%	0	0.00%	0	0.00%
Votes WITH Management	5	100.00%	5	100.00%	0	0.00%
Votes AGAINST Management	0	0.00%	0	0.00%	0	0.00%

Note: Instructions of Do Not Vote are not considered voted; Frequency on Pay votes of 1, 2 or 3 Years are only reflected statistically, where applicable, but present in the underlying detail; and in cases of different votes submitted across ballots for a given meeting, votes cast are distinctly counted by type per proposal where total votes submitted may be higher than unique proposals voted.

## Willis Towers Watson Public Limited Company

Meeting Date: 08/26/2020

Country: Ireland

Primary Security ID: G96629103

Record Date: 06/30/2020

Meeting Type: Court

Ticker: WLTW

Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Court Meeting Approve Scheme of Arrangement	Mgmt	For	For	For	For	No	No	No

## Willis Towers Watson Public Limited Company

Meeting Date: 08/26/2020

Country: Ireland

Primary Security ID: G96629103

Record Date: 06/30/2020

Meeting Type: Special

Ticker: WLTW

## Q3 2020 US ESG - UCITS

### Vote Summary Report

Reporting Period: 07/01/2020 to 09/30/2020

Location(s): All Locations

Institution Account(s): Rockefeller US ESG Eq UCITS

## Willis Towers Watson Public Limited Company

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	ISS Rec	Voting Policy Rec	Vote Instruction	Vote Against Mgmt	Vote Against Policy	Vote Against ISS
1	Approve Scheme of Arrangement	Mgmt	For	For	For	For	No	No	No
2	Amend Articles	Mgmt	For	For	For	For	No	No	No
3	Advisory Vote on Golden Parachutes	Mgmt	For	For	For	For	No	No	No
4	Adjourn Meeting	Mgmt	For	For	For	For	No	No	No