

RIVER AND MERCANTILE
ASSET MANAGEMENT

VOTING & COMPANY ENGAGEMENT REPORT

2019

Introduction

River and Mercantile Asset Management LLP (RAMAM) strongly believe the best process to improve corporate attitudes is through engagement and investor peer group pressure. Where we are amongst the largest shareholders in a company, we can exert more influence, otherwise voting at annual and extraordinary general meetings is our most effective way of encouraging change.

We regard voting at company general meetings as an important aspect in improving the stewardship of a company in the interests of all stakeholders. The fundamental principles of our voting policy are included in the River & Mercantile Asset Management LLP Corporate Governance Voting & Engagement Policy, available on our website.

We use a third party, ISS Corporate Solutions, to implement our voting policy, overriding their recommended action when it differs from our General Principles on standards for good corporate governance and management of environmental and social issues.

In this Report we outline our voting and engagement activity during 2019 across all equity strategies. The information contained covers all company meetings, including annual general meetings and extraordinary general meetings that we voted at globally and those companies which we interacted with on topics related to governance, environmental or social issues. The voting activity summary on page 3 is just for the respective ES River & Mercantile ICVC Funds, which are also representative of how we voted on behalf of our segregated clients that follow the same UK and Global equity strategies.

VOTING ACTIVITY 2019

Total number of meetings voted – 889

Agenda items where voted against management recommendations – 17.9%

Percentage of votes cast differently to ISS recommendation – 12.0%

Number of meetings with at least one vote against management recommendation –
68.3%

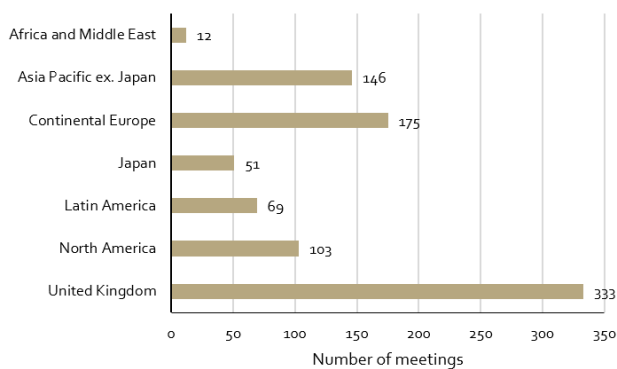
ENGAGEMENT ACTIVITY 2019

Total number of interactions (through emails, letters, telephone calls and meetings) – 41

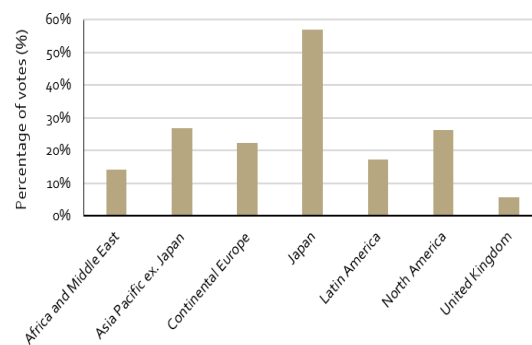
2019 VOTING SUMMARY

In 2019 we voted at 889 company general meetings, voting against management recommendations on 18% of the resolutions, with at least one vote not supporting management recommendations at 68% of the meetings. We voted on 171 shareholder resolutions, 52% of votes were against management recommendations. The graphs below illustrate where such votes were exercised by region and resolution category, as well details of votes against management recommendations by our fund managers.

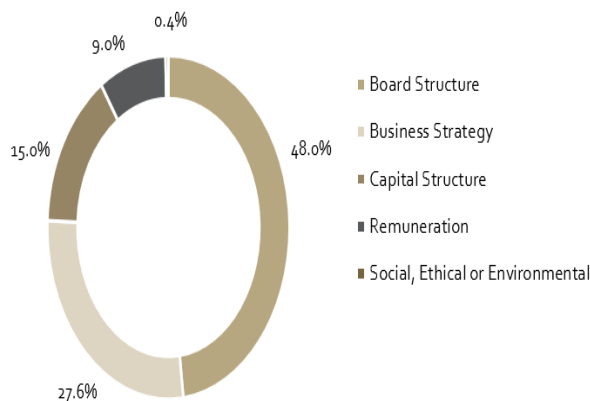
Meetings voted (by region)



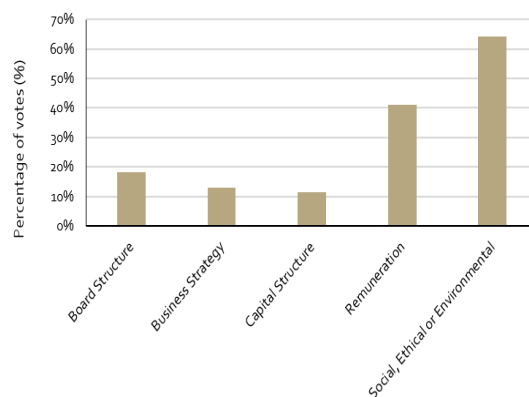
Eligible votes exercised that were against management (by region)



Eligible votes exercised by resolution category



Eligible votes exercised that were against management (by resolution category)



Source: Institutional Shareholder Services

ES RIVER & MERCANTILE FUNDS ICVC VOTING ACTIVITY 2019

UK Equity Funds

VOTING – UK Dynamic

- Total number of meetings* voted – 40
- Agenda items where voted against management – 6.4%
- Percentage of votes cast differently to ISS recommendation – 6.0%

VOTING – UK High Alpha

- Total number of meetings* voted – 138
- Agenda items where voted against management – 5.6%
- Percentage of votes cast differently to ISS recommendation – 5.4%

VOTING – UK Income

- Total number of meetings* voted – 55
- Agenda items where voted against management – 8.3%
- Percentage of votes cast differently to ISS recommendation – 6.8%

VOTING – UK Recovery

- Total number of meetings* voted – 167
- Agenda items where voted against management – 10.9 %
- Percentage of votes cast differently to ISS recommendation – 9.0%

VOTING – UK Smaller Companies

- Total number of meetings* voted – 52
- Agenda items where voted against management – 6.2%
- Percentage of votes cast differently to ISS recommendation – 7.2%

Global Equity Funds

VOTING – Global High Alpha Fund

- Total number of meetings* voted – 291
- Agenda items where voted against management – 26.9%
- Percentage of votes cast differently to ISS recommendation – 16.2%

VOTING – Global Recovery Fund

- Total number of meetings* voted – 343
- Agenda items where voted against management – 27.0%
- Percentage of votes cast differently to ISS recommendation – 16.7%

*Annual and Special (Extraordinary) General meetings

Source: Institutional Shareholder Services

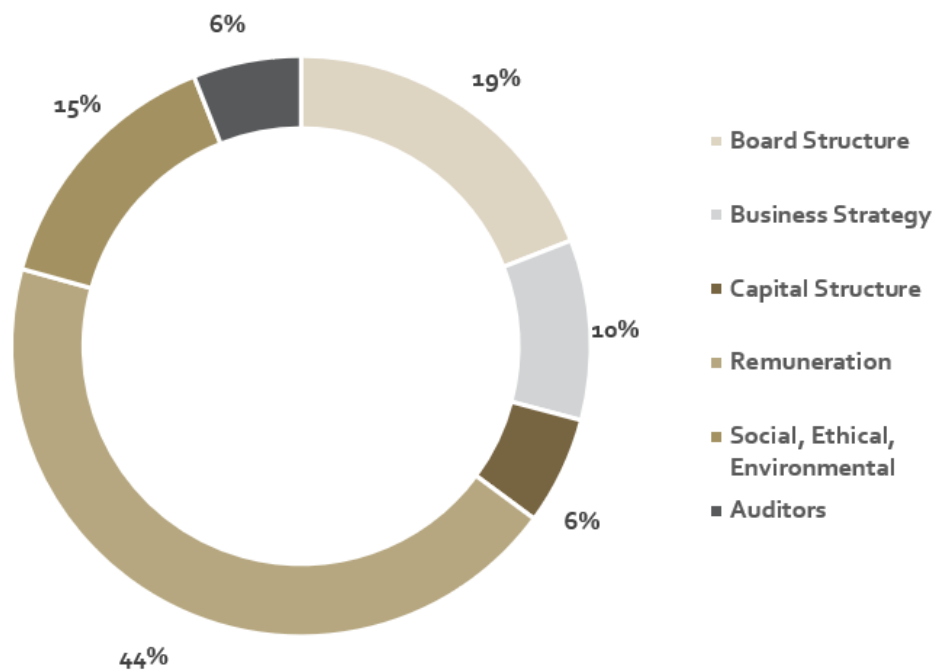
ENGAGEMENT ACTIVITY 2019

Our engagement with companies focuses on developing and testing our investment case for buying or holding a stock and improving an understanding of the business and strategy. Separately, we hold meetings or calls with a board chairperson, and/or non-executive directors to discuss stewardship matters. During 2019, we engaged with the following 41 companies on stewardship related issues.

<u>COMPANY</u>	<u>COUNTRY</u>
AdEPT Technology	United Kingdom
Altitude Group	United Kingdom
Amerisur Resources	United Kingdom
ANIMA	Italy
Applus Services	Spain
Aquis Exchange	United Kingdom
Blue Prism	United Kingdom
BOKU	United Kingdom
Borr Drilling	Norway
Brand Architekts	United Kingdom
Brasil Brokers Participacoes	Brazil
Capita	United Kingdom
Capital Drilling	United Kingdom
Centamin	United Kingdom
Cegedim	France
CGG	France
Chemring	United Kingdom
Codemasters	United Kingdom
Consort Medical	United Kingdom
Ei Group	United Kingdom
Euromoney Institutional	United Kingdom
Gafisa	Brazil
Greencore	Ireland
Ibstock	United Kingdom
Lloyds Bank	United Kingdom
McKesson	USA
Mitie	United Kingdom
Ocean Wilsons Holdings	United Kingdom

Playtech	United Kingdom
QinetiQ	United Kingdom
Sabre Insurance	United Kingdom
SDL	United Kingdom
Solocal	France
Stock Spirits	United Kingdom
Tax Systems	United Kingdom
Technos	Brazil
Tekmar Group	United Kingdom
Tremor International	United Kingdom
Van Lanschot Kempen	Netherlands
Veeco Instruments	USA
Zhejiang Expressway	China

ISSUES DISCUSSED BY CATEGORY*



*Note: More than one issue may have been discussed with a company

Source: Institutional Shareholder Services