

RIVER AND MERCANTILE
ASSET MANAGEMENT

VOTING & COMPANY ENGAGEMENT REPORT

Quarter 2

1st April – 30th June 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.

In this Report we outline our voting and engagement activity during Quarter 2 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 Q2 2019

Total number of meetings voted – 572

Agenda items where voted against management recommendations – 19.9%

Percentage of votes cast differently to ISS recommendation – 13.2%

Number of meetings with at least one vote against management recommendation –
74.5%

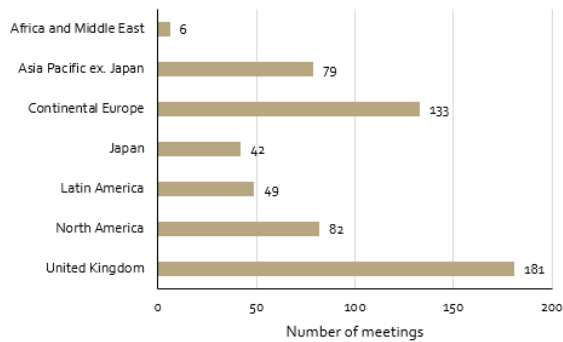
ENGAGEMENT ACTIVITY Q2 2019

Total number of interactions (through emails, letters, telephone calls and meetings – 18

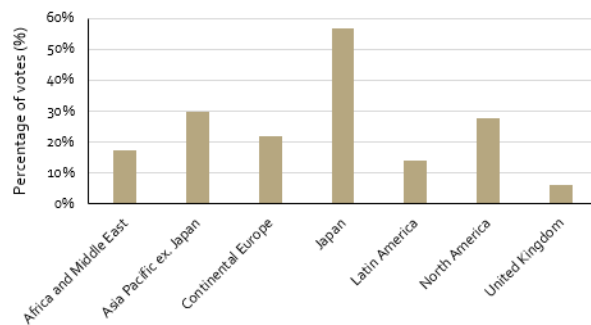
Q2 2019 VOTING SUMMARY

In Quarter 2 2019 we voted at 572 company general meetings, voting against management recommendations on 20% of the resolutions, with at least one vote not supporting management recommendations at 74% of the meetings. We voted on 140 shareholder resolutions, 56% 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. Full details of our votes can be found on [our website – please click here](#).

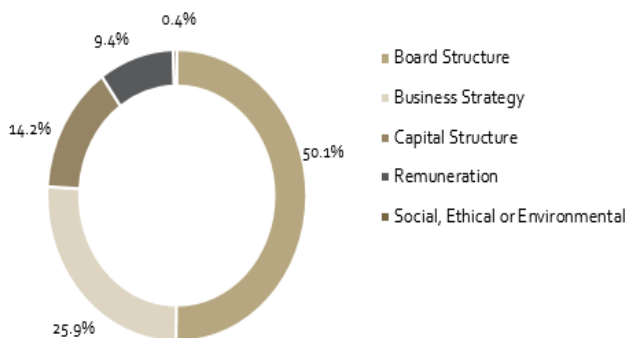
Meetings voted (by region)



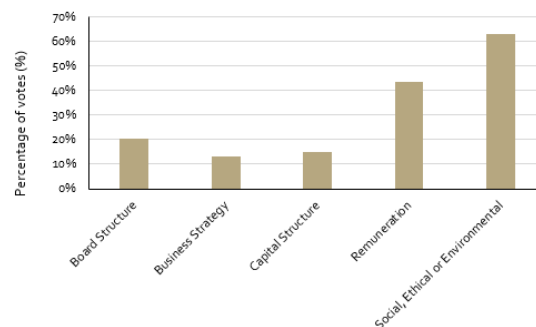
Eligible votes exercised that were against management (by region)



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 Q2 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%

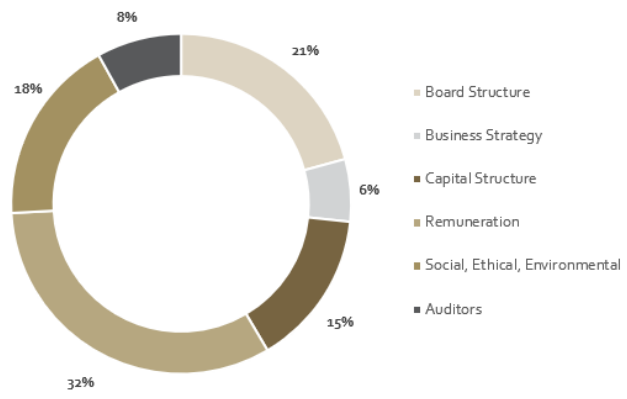
*Annual and Special (Extraordinary) General meetings

ENGAGEMENT ACTIVITY Q2 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 Quarter 2 2019, we engaged with the following 18 companies on stewardship related issues.

<u>COMPANY</u>	<u>COUNTRY</u>
Altitude Group	United Kingdom
Amerisur Resources	United Kingdom
ANIMA	Italy
Applus Services	Spain
BOKU	United Kingdom
Brazil Brokers Participacoes	Brazil
Capital Drilling	United Kingdom
CGG	France
Gafisa	Brazil
Lloyds Bank	United Kingdom
Mitie	United Kingdom
Ocean Wilsons Holdings	United Kingdom
Sabre Insurance	United Kingdom
Technos	Brazil
Tekmar Group	United Kingdom
Tremor International	United Kingdom
Veeco Instruments	United States
Zhejiang Expressway	China

ISSUES DISCUSSED BY CATEGORY*



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

Source: Institutional Shareholder Services