

RIVER AND MERCANTILE
ASSET MANAGEMENT

VOTING & COMPANY ENGAGEMENT REPORT

Quarter 2

1st April – 30th June 2020

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 Quarter 2 2020 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 2020

Total number of meetings voted – 495

Agenda items where voted against management recommendations – 15.8%

Percentage of votes cast differently to ISS recommendation – 11.9%

Number of meetings with at least one vote against management recommendation –
74.7%

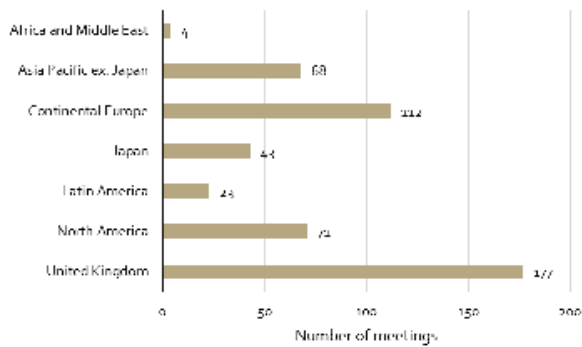
ENGAGEMENT ACTIVITY Q2 2020

Total number of interactions (through emails, letters, telephone calls and meetings) – 20

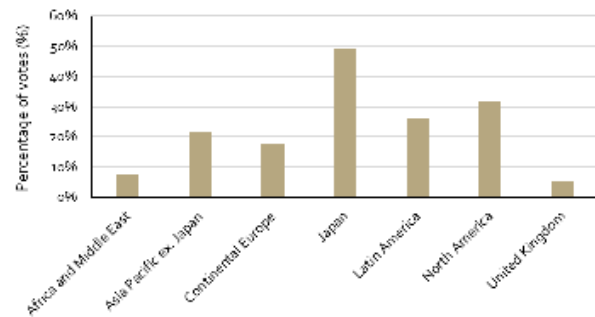
Q2 2020 VOTING SUMMARY

In Quarter 2 2020 we voted at 495 company general meetings, voting against management recommendations on 16% of the resolutions, with at least one vote not supporting management recommendations at 75% of the meetings. We voted on 188 shareholder resolutions, 57% 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 – click here](#).

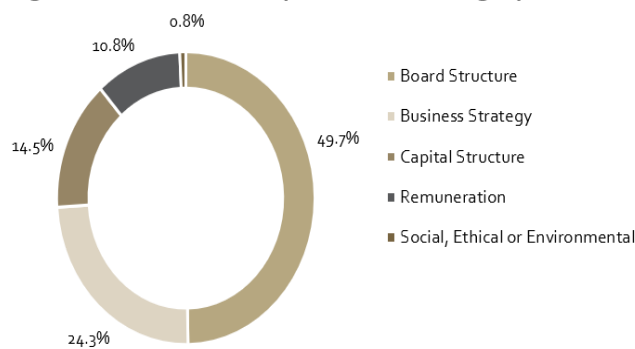
Meetings voted (by region)



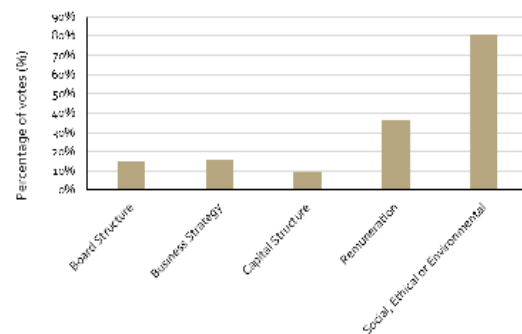
Eligible votes exercised that were against management (by region)



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 2020

UK Equity Funds

VOTING – UK Dynamic

- Total number of meetings* voted – 44
- Agenda items where voted against management – 4.3%
- Percentage of votes cast differently to ISS recommendation – 3.5%

VOTING – UK High Alpha

- Total number of meetings* voted – 140
- Agenda items where voted against management – 5.2%
- Percentage of votes cast differently to ISS recommendation – 3.5%

VOTING – UK Income

- Total number of meetings* voted – 52
- Agenda items where voted against management – 6.0%
- Percentage of votes cast differently to ISS recommendation – 4.9%

VOTING – UK Recovery

- Total number of meetings* voted – 177
- Agenda items where voted against management – 8.7%
- Percentage of votes cast differently to ISS recommendation – 7.2%

VOTING – UK Smaller Companies

- Total number of meetings* voted – 42
- Agenda items where voted against management – 5.0%
- Percentage of votes cast differently to ISS recommendation – 6.8%

Global Equity Funds

VOTING – Global High Alpha Fund

- Total number of meetings* voted – 213
- Agenda items where voted against management – 25.6%
- Percentage of votes cast differently to ISS recommendation – 15.9%

VOTING – Global Recovery Fund

- Total number of meetings* voted – 272
- Agenda items where voted against management – 25.8%
- Percentage of votes cast differently to ISS recommendation – 16.7%

*Annual and Special (Extraordinary) General meetings

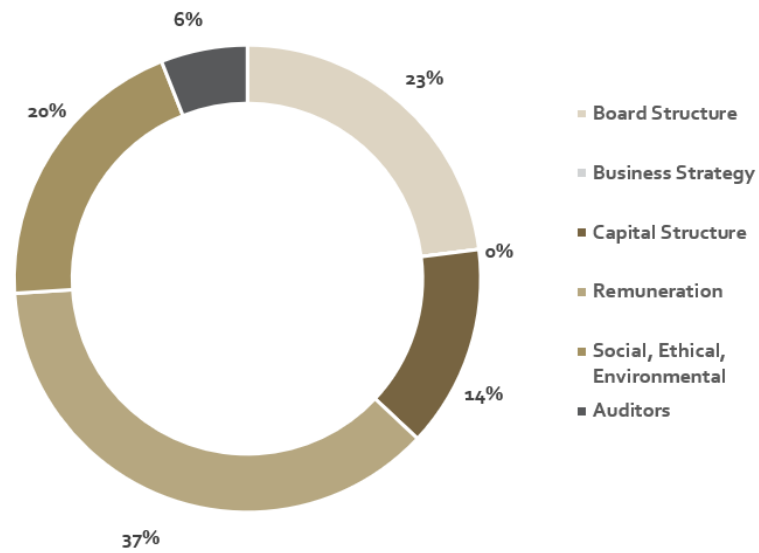
Source: Institutional Shareholder Services

ENGAGEMENT ACTIVITY Q2 2020

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 2020, we engaged with the following 20 companies on stewardship related issues.

<u>COMPANY</u>	<u>COUNTRY</u>
Applus Services	Spain
Aquis Exchange	United Kingdom
Biffa	United Kingdom
Capita	United Kingdom
Capital Drilling	United Kingdom
CGG	France
Flowtech Fluidpower	United Kingdom
Foxtons	United Kingdom
Gafisa	Brazil
Keystone Law Group	United Kingdom
Learning Technologies Group	United Kingdom
Lloyds Bank	United Kingdom
Northbridge Industrial Services	United Kingdom
Playtech	United Kingdom
Resolute Mining	Australia
SDX Energy	United Kingdom
Serabi Gold	United Kingdom
Somero Enterprises	United Kingdom
Southwestern Energy	USA
Tremor International	United Kingdom

ISSUES DISCUSSED BY CATEGORY*



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

Source: Institutional Shareholder Services