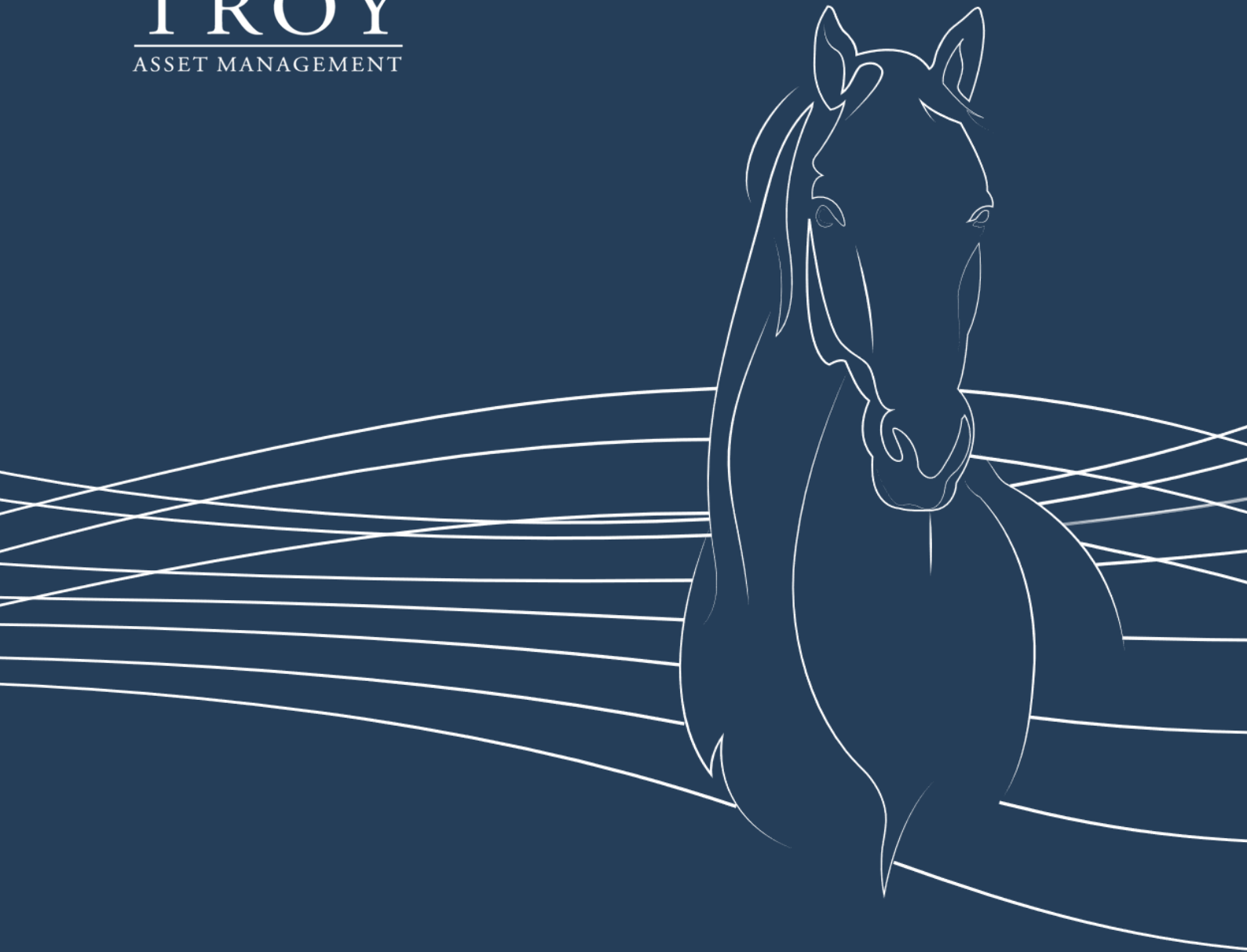


TROY
ASSET MANAGEMENT



Troy Asset Management Limited

Engagement and Voting Disclosure for 2023



Engagement and Voting Disclosure for 2023

1. Introduction

Troy Asset Management Limited (“Troy”) is an asset management company providing investment management services to a number of collective investment schemes, investment trusts and segregated accounts. As an investment management firm, Troy recognises its obligations as a steward of its investors’ capital and has therefore developed a Responsible Investment & Stewardship Policy which sets out our approach to responsible investing including Troy’s policy on engagement; and a Voting Policy and General Voting Guidelines which sets out our policy on voting. These policies are available on our website.

This disclosure document seeks to provide transparency to investors in relation to Troy’s voting behaviour and activity. The document is also intended to meet our regulatory requirements to disclose to investors on an annual basis how Troy’s engagement policy has been implemented, as set out in COBS 2.2B.5R sourcebook of the FCA’s Handbook.

2. A general description of Troy’s voting behaviour

Troy considers voting to be an important part of its active ownership activity and investment process. Our aim is to use voting rights to safeguard our investors’ interests. We seek to instruct votes on all resolutions on behalf of clients and investors for whom we have voting authority. Troy conducts analysis of each management or shareholder resolution ahead of voting. Votes are cast to reflect what Troy believes to be the best long-term interests of shareholders.

Troy has a Voting Policy and General Voting Guidelines. These guidelines have been implemented by Troy’s proxy voting provider, Institutional Shareholder Services (“ISS”), to ensure a consistent approach to voting. The guidelines are informed by what we consider to be best-practice standards and the corporate governance codes of the jurisdictions in which we invest. Troy’s Investment Analysts and Fund Managers review and apply the Guideline recommendations, though they may on occasion vote differently to the recommendations when circumstances dictate a divergence to be in the best interests of our underlying investors. Voting on such proposals is therefore done on a case-by-case basis. A summary of the firm’s voting behaviour is reported every quarter in the responsible investment report. Through its website, Troy discloses information on how votes have been cast in general meetings of companies invested in on behalf of our clients. The following table summarises our voting behaviour for 2023.



DESCRIPTION	2023
Number of votable meetings	98
Number of meetings voted in	98
Number of meetings with at least one vote against management recommendations, withheld or abstained	43
Number of meetings with at least one vote against management recommendations	43
Number of votable proposals	1,697
Number of proposals voted	1,697
Number of votes with management	1,582
Number of votes against management recommendations	115

3. Troy’s use of the service of proxy advisors

Troy does not outsource voting decisions, its proxy voting policy or engagements to a third party. ISS is used for proxy research as well as to administer proxy voting. Each proxy vote is considered by Troy’s Investment Team and a decision is made on a ballot-by-ballot basis. Troy’s Voting Policy and Guidelines on Voting ensures that our voting decisions remain independent from the recommendation of any proxy advisor. Further, Troy’s internal research and ISS research help support this process. Votes are not automatically cast in line with ISS’s recommendations. For example, in 2023 8.1% of the votes cast were different to the proxy advisor’s recommendation.

As part of Troy’s due diligence of ISS, their Code of Ethics is reviewed to consider any potential conflicts of interest. We aim to review the appointment of any service provider on a regular basis.

4. Summary of how Troy has cast votes in general meetings of investee companies

Through its website, Troy discloses information on how votes have been cast in general meetings of companies invested in on behalf of our clients. This also highlights those votes which are deemed to be ‘significant’. We consider votes to be ‘significant’ if: (i) Troy holds a material stake in the company (greater than 5% of the shares in issue); (ii) where a vote on the subject matter of any resolution represents an escalation of a previous engagement (usually within the previous 24 months); or (iii) any other material ESG matters are voted on.



5. An explanation of Troy’s most significant votes

The below table provides detail on what Troy considers to be the most significant votes in the period.

COMPANY	DEEMED SIGNIFICANT	MEETING TYPE	MEETING DATE	SIGNIFICANT RESOLUTIONS	EXPLANATION
Alphabet	Other Material ESG	Annual	02/06/2023	<p>Item 3 - Amend Omnibus Stock Plan</p> <p>Item 4 – Advisory Vote to Ratify Named Executive Officers’ Compensation</p> <p>Item 12 - Disclose More Quantitative and Qualitative Information on Algorithmic Systems</p>	<p>Item 3 - We voted against the addition of shares to the company's compensation plan total, this is significant on the grounds of being a material ESG issue.</p> <p>Item 4 – We voted against Executive Officer Compensation. In FY22 the long-term incentive (LTI) programme switched to an LTI mix predominantly in time-vested equity with no rationale provided for change disclosed in the company's proxy statement. Additionally, CEO pay is among the highest in corporate America and significantly above the peer group. The metrics linking pay and performance do not warrant such a level of pay, the TSR hurdle is insufficiently demanding.</p> <p>Item 12 – We supported the proposal for Alphabet to disclose more information on the algorithms used to target its advertisements. Transparency in AI is central to its safe use. Given the increased regulatory attention on the matter, we believe that shareholders would benefit from more transparency and a better understanding of the risks.</p>



American Express Company	Engagement	Annual	02/05/2023	Item 1c – Elect Director Peter Chernin Item 3 - Advisory Vote to Ratify Named Executive Officers' Compensation	Item 1c - We voted against the re-election of Peter Chernin in his capacity as Chair of the Nominations, Governance, and Public Relations Committee to register our dissatisfaction with combined Chair and CEO roles. An engagement had been conducted in the preceding 24 months in relation to the separation of Chair and CEO roles at the company. Item 3 - An engagement had been conducted in the preceding 24 months in relation to remuneration. This item was in relation to ratification of executive remuneration. It was decided that a vote against management was warranted and reflects an escalation of the unresolved issue of remuneration raised during our engagement with the company.
Becton Dickinson Company	Other Material ESG	Annual	24/01/2023	Item 1.7 – Elect Director Christopher Jones	Item 1.7 – We voted against the re-election of Christopher Jones in his capacity as Chair of the Governance and Nominations Committee to register our dissatisfaction with combined Chair and CEO roles.
Intercontinental Hotels Group	Engagement	Annual	05/05/2023	Item 2 – Approve Remuneration Policy	An engagement had been conducted in the preceding 24 months in relation to remuneration. This item was in relation to ratification of executive remuneration. It was decided that a vote in favour of the policy was warranted.
Meta	Other Material ESG	Annual	25/05/2022	Item 6 - Report on Generative AI Misinformation and Disinformation Risks Item 7 - Disclosure of Voting Results Based on Class of Shares	We supported five shareholder resolutions that pertain to material ESG issues that Troy deems significant, including a proposal requiring disclosure of the risks related to generative AI misinformation, one focused on corporate governance standards, a proposal for a report on child safety, and one asking for disclosure of potential misalignment between lobbying activities and company climate commitments.



Item 9 - Amend Corporate Governance Guidelines

Item 11 - Report on Child Safety and Harm Reduction

Item 14 - Report on Framework to Assess Company Lobbying Alignment with Climate Goals

Unilever	Engagement and Other Material ESG	Annual	03/05/2023	Item 2 - Approve Remuneration Report	Item 2 - An engagement had been conducted in the preceding 24 months in relation to remuneration. This item was seeking approval for the remuneration policy. A vote against management reflects an escalation of the unresolved issue of remuneration and incentives raised during our engagement with the company.
Visa	Engagement and Other Material ESG	Annual	24/01/2023	Item 1j - Elect Director Maynard G. Webb, Jr.	Item 1j – We voted against the re-election of Maynard G. Webb Jr in his capacity as Chair of the Nominating and Governance and Committee to register our dissatisfaction with combined Chair and CEO roles. An engagement had been conducted in the preceding 24 months in relation to the separation of Chair and CEO roles at the company.

For further detail in relation to the specifics of each item, please see the results from the relevant company’s meeting, available on their website.