

# ASN Beleggingsinstellingen Beheer B.V. (ABB) Voting Behaviour – Q1 2020

## Themes and case studies

In the first quarter of 2020, ABB participated in 32 shareholder meetings at 30 companies (two companies had both a regular meeting and an extraordinary meeting). Of those 32 meetings, six each were held in the United States and in Sweden and five in the United Kingdom. The number of meetings where votes were cast against management was 12 (or 38 percent) while for 20 ballots, ABB sided with management on all agenda items. In the United States, one of the main causes for opposition was auditor tenure, a long-standing issue in the country. For the three companies in this case, average tenure for the auditor firm was 42 years. The lack of ESG metrics in the remuneration policy was also a common issue. In Sweden, ABB opposed the remuneration policy twice where targets or hurdles were not stringent enough. In the UK, ABB voted against a CFO's excessive remuneration.

In addition to the meetings mentioned above, note that to date, four meetings that had been voted on have been cancelled due to the Coronavirus epidemic. For one other meeting, ABB sold the shares after the vote was cast.

## General trends

In this first quarter, the proportion of meetings where at least one vote was cast against management was low when compared to last year, with 62% of meetings where ABB voted for all management resolutions. ABB do not believe this indicates a change in behaviour among companies. Indeed, for the meetings where one opposing vote was cast, it was noticed the same reasons as before. In the United States, auditor tenure often exceeds 20 years; in the UK, remuneration is at times excessive and frequently lacks ESG metrics.

## Pressing for diversity

New guidelines on diversity have been added to ABB's voting policy, whereby the proportion of each gender on the board should be at least 40%. As mentioned above, there was a small number of meetings, twelve, that generated at least one opposition vote to management. Of those, ABB voted three times against male directors due to a proportion of female board members below 40%. Of those three votes, two concerned boards where there were two women for five men, or a proportion of 28.6%, a level that should have triggered an opposition vote with the previous target level of 30%. In the case of Finnish industrial Uponor, however, ABB voted against the slate of six directors as there were only two women present, or 33%.

ABB will continue to monitor the impact of this more stringent level in the months ahead and expect an increase in the number of associated opposition votes.

## Voting behaviour – Q1 2020

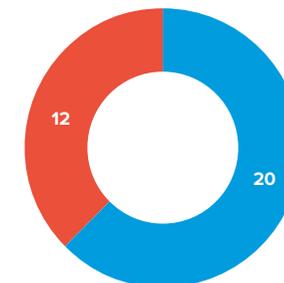
A summary of Q1 2020 voting for ABB is displayed below.

	Q1	Q2	H1	Q3	Q4	Annual
<b>Total Meetings Voted</b>	<b>32</b>					
Voted For Management	20					
Voted Against Management <sup>1</sup>	12					
<b>Total Management Resolutions:</b>	<b>409</b>					
Votes For	389					
Votes Against	20					
Votes Abstain	0					
<b>Total Shareholder Resolutions:</b>	<b>11</b>					
Votes For	5					
Votes Against	6					
Votes Abstain	0					
<b>Total Resolutions:</b>	<b>420</b>					
Votes For	394					
Votes Against	26					
Votes Abstain	0					

In Q1 2020, ABB voted a total of 32 company meetings in its accounts, represented by 30 companies. ABB's voting policy was applied to all voting decisions made. ABB voted with management recommendations at 62 percent of the meetings and voted against management recommendations on at least one resolution at the remaining 38 percent of the meetings.

### Total Meetings Votes For/Against Management

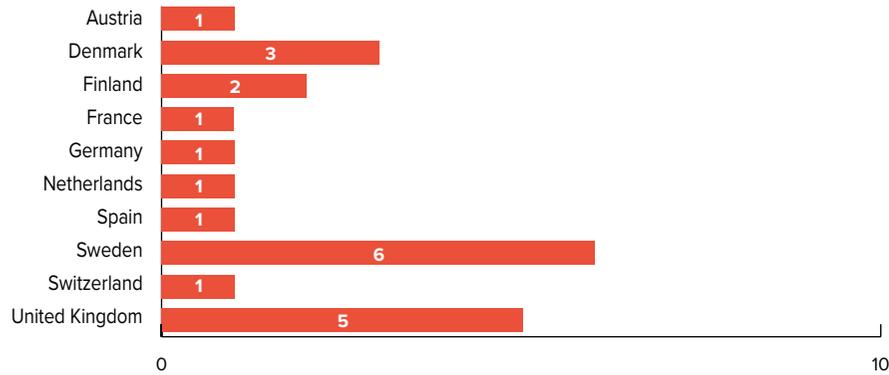
For Management	62%
Against Management	38%



<sup>1</sup> Opposed management on at least one resolution

Out of the 32 meetings voted during Q1 2020, 22 meetings were voted in Europe, six meetings were voted in the Americas, two meetings were voted in the Asia Pacific region and two meetings were voted in Africa. The four charts below display the meeting distribution by country in each region.

**Meeting Distribution by Country - Europe**



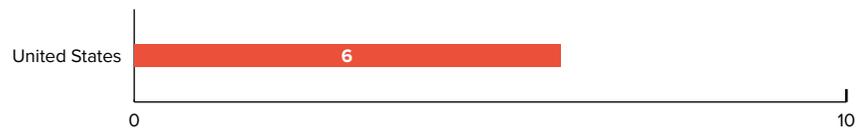
**Meeting Distribution by Country - Asia Pacific**



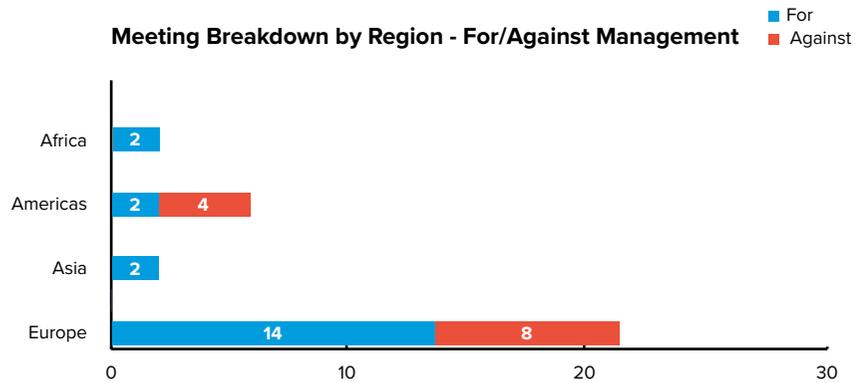
**Meeting Distribution by Country - Africa**



**Meeting Distribution by Country - Americas**



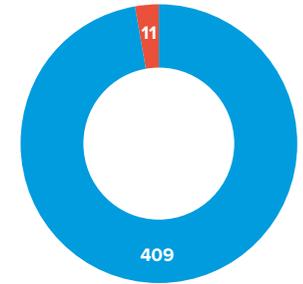
The chart below shows meetings voted by region broken down by votes cast for and against.



A total of 420 voting resolutions were reviewed and voted, of which 409 were management resolutions and eleven were shareholder resolutions. As illustrated in the second chart below, ABB did not support 6.2 percent of all resolutions.

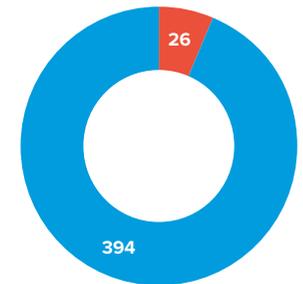
**Type of Resolution - Management/Shareholder**

Management Resolutions	97%
Shareholder Resolutions	3%



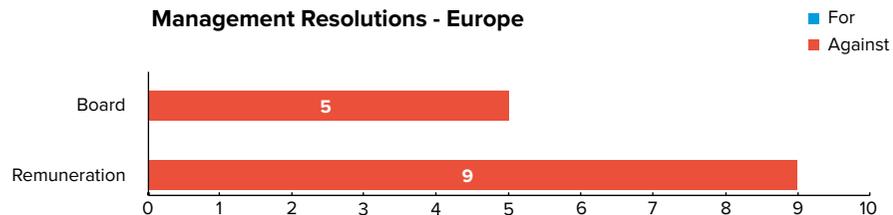
**Resolutions - Votes For/Against**

For	93.8%
Against	6.2%



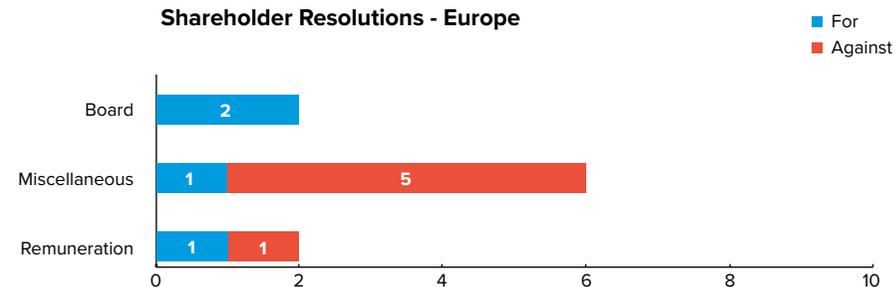
A total of 20 management resolutions were opposed during Q1 2020. The breakdown of these resolutions by region, type of resolution and the vote cast is provided in the charts below.

**Negative Voting Breakdown  
Management Resolutions - Europe**

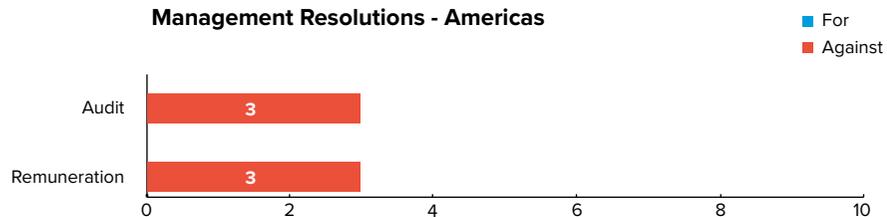


The breakdown of the shareholder resolutions by region, type of resolution and vote cast is provided in the chart below. No shareholder resolutions were put forward in Asia Pacific and Africa in Q1 2020.

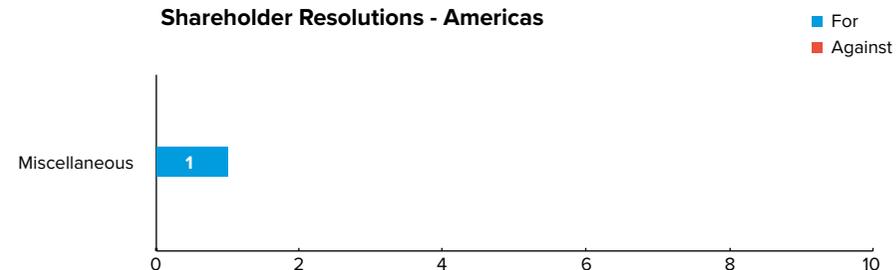
**Voting Breakdown  
Shareholder Resolutions - Europe**



**Negative Voting Breakdown  
Management Resolutions - Americas**



**Voting Breakdown  
Shareholder Resolutions - Americas**



## ASN Beleggingsinstellingen Beheer B.V. Voting Appendix – Q1 2020

<i>Company Name</i>	<i>Meeting Type</i>	<i>Item</i>	<i>Proposal</i>	<i>Proposed by</i>	<i>Vote</i>	<i>For/Against Management</i>	<i>Comments</i>
Becton, Dickinson and Company	Annual	2.	Ratification of selection of independent registered public accounting firm.	Management	Against	Against	The audit firm's tenure raises concerns about their continuing independence.
Becton, Dickinson and Company	Annual	3.	Advisory vote to approve named executive officer compensation.	Management	Against	Against	No element of remuneration is subject to performance against sustainability criteria. We therefore recommend a vote against the remuneration policy, in line with guidelines.
Becton, Dickinson and Company	Annual	6.	Shareholder proposal regarding special shareholder meetings.	Shareholder	For	Against	Approval of the proposal would enhance shareholder rights.
Evoqua Water Technologies	Annual	2.	Approval, on an advisory basis, of the compensation of our named executive officers.	Management	Against	Against	No element of remuneration is subject to performance against sustainability criteria. We therefore recommend a vote against the remuneration report, in line with guidelines.
Holmen AB	Annual General Meeting	16	Board's proposal regarding guidelines for remuneration of senior management (chapter 8 sections 51- 55 of the Swedish Companies Act)	Management	Against	Against	The plan does not appear to include metrics related to sustainability and a vote against is therefore warranted.
Lassila & Tikanoja Oyj	Annual General Meeting	11	Please note that this resolution is a shareholder proposal: resolution on the remuneration of the members of the board of directors	Shareholder	For	Against	We find that the proposed fees are reasonable and so we recommend support.
Lassila & Tikanoja Oyj	Annual General Meeting	12	Please note that this resolution is a shareholder proposal: the shareholders mentioned above have announced that they will propose to the general meeting that the number of board members be confirmed as seven (7)	Shareholder	For	Against	We believe that the proposal to fix the board at seven members is within the boundaries of a reasonable range and so we recommend support.
Lassila & Tikanoja Oyj	Annual General Meeting	13	Please note that this resolution is a shareholder proposal: election of members of the board of directors: the shareholders mentioned above have announced that they will propose to the general meeting that for the term lasting until the close of the next annual general meeting the current board members Heikki Bergholm, Teemu Kangas-Karki, Laura Lares, Sakari Lassila, Miikka Majjala and Laura Tarkka be re-elected as members of the board, and that Pasi Tolppanen would be elected as a new member of the board	Shareholder	For	Against	We find that the composition of board is in line with ABB's policy and therefore we recommend a vote for this resolution.

Company Name	Meeting Type	Item	Proposal	Proposed by	Vote	For/Against Management	Comments
Micron Technology, Inc.	Annual	2.	To approve a non-binding resolution to approve the compensation of our named executive officers as described in the proxy statement.	Management	Against	Against	No element of remuneration is subject to performance against sustainability criteria. We therefore recommend a vote against the remuneration report, in line with guidelines.
Micron Technology, Inc.	Annual	3.	To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending September 3, 2020.	Management	Against	Against	The audit firm's tenure raises concerns about their continuing independence.
Novo Nordisk A/S	Annual General Meeting	8.1	Please note that this resolution is a shareholder proposal: information on the ratio between executive and employee remuneration	Shareholder	Against	For	Given the lack of reasoning on this proposal a vote against the resolution was warranted.
Novozymes A/S	Annual General Meeting	6.A	Election of vice chairman: election of Cornelis (Cees) de Jong	Management	Against	Against	The candidate joined the board in the last year. As female directors represent less than 40 percent of the board, a vote against is recommended in line with ABB's policy on board diversity.
Novozymes A/S	Annual General Meeting	7.E	Election of other board member: Heine Dalsgaard	Management	Against	Against	The candidate joined the board in the last year. As female directors represent less than 40 percent of the board, a vote against is recommended in line with ABB's policy on board diversity.
Safestore Holdings plc	Annual General Meeting	6	To elect David Hearn, who has been appointed as a director since the last annual general meeting of the company, as a director of the company	Management	Against	Against	The candidate joined the board in the last year. As female directors represent less than 40 percent of the board, a vote against is recommended in line with ABB's policy on board diversity.
Simcorp A/S	Annual General Meeting	6.A.2	Approve remuneration of directors	Management	Against	Against	No element of remuneration is subject to performance against sustainability criteria. We therefore recommend a vote against the remuneration report, in line with guidelines.
SSP Group plc	Annual General Meeting	2	To approve the directors' remuneration report (excluding the directors' remuneration policy) set out on pages 45 to 59 of the annual report and accounts for the financial year ended 30 September 2019	Management	Against	Against	The salary increase seems excessive and not in accordance with guidelines.
Telefon AB L.M.Ericsson	Annual General Meeting	8.2	Resolution with respect to: discharge of liability for the members of the board of directors and the president	Management	Against	Against	Considering the company's involvement in the corruption scheme in five countries over a period from 2000 to 2016, a vote against ratification of board is warranted.
Telefon AB L.M.Ericsson	Annual General Meeting	16	Resolution on the guidelines for remuneration to group management	Management	Against	Against	The plan does not include metrics related to sustainability and a vote against is therefore warranted.

Company Name	Meeting Type	Item	Proposal	Proposed by	Vote	For/Against Management	Comments
Telefon AB L.M.Ericsson	Annual General Meeting	17.1	Long-term variable compensation program 2020 ("LTV 2020"): resolution on implementation of LTV 2020	Management	Against	Against	The plan does not include metrics related to sustainability and a vote against is therefore warranted.
Telefon AB L.M.Ericsson	Annual General Meeting	17.2	Long-term variable compensation program 2020 ("LTV 2020"): resolution on transfer of treasury stock for the LTV 2020	Management	Against	Against	The plan does not include metrics related to sustainability and a vote against is therefore warranted.
Telefon AB L.M.Ericsson	Annual General Meeting	17.3	Long-term variable compensation program 2020 ("LTV 2020"): resolution on equity swap agreement with third party in relation to the LTV 2020	Management	Against	Against	The plan does not include metrics related to sustainability and a vote against is therefore warranted.
Telefon AB L.M.Ericsson	Annual General Meeting	18	Resolution on transfer of treasury stock to employees and on an exchange in relation to the resolution on the long-term variable compensation programs 2018 and 2019	Management	Against	Against	The remuneration plan does not appear to include metrics related to sustainability and therefore a vote against this proposal is warranted.
Telefon AB L.M.Ericsson	Annual General Meeting	19	Resolution on transfer of treasury stock in relation to the resolutions on the long-term variable compensation programs 2016 and 2017	Management	Against	Against	The remuneration plan does not appear to include metrics related to sustainability and therefore a vote against this proposal is warranted.
Telefon AB L.M.Ericsson	Annual General Meeting	20.1	Please note that this resolution is a shareholder proposal: resolution on proposal from the shareholder Thorwald Arvidsson to amend the articles of association in the following way: to make an addition to section 5 of the articles of association - a new section two - stating: all shares carry equal rights	Shareholder	For	Against	The resolution gives both share classes of the company equal voting rights and therefore enhances shareholder rights.
Telefon AB L.M.Ericsson	Annual General Meeting	20.2	Please note that this resolution is a shareholder proposal: resolution on proposal from the shareholder Thorwald Arvidsson to amend the articles of association in the following way: to delete section 6 of the articles of association, and to adjust the numbering accordingly	Shareholder	Against	For	We believe that the proponent has failed to provide sufficient explanation in relation to the proposed action and so it is unclear how the shareholders would benefit from its implementation.
Telefon AB L.M.Ericsson	Annual General Meeting	21.1	Please note that this resolution is a shareholder proposal: resolution on proposal from the shareholder Thorwald Arvidsson that the annual general meeting resolve to delegate to the board of directors: to work for the abolishment of the possibility to have voting power differences in the Swedish Companies Act, primarily by turning to the government of Sweden	Shareholder	Against	For	We believe that the proponent has failed to provide sufficient explanation in relation to the proposed action and so it is unclear how the shareholders would benefit from its implementation.

Company Name	Meeting Type	Item	Proposal	Proposed by	Vote	For/Against Management	Comments
Telefon AB L.M.Ericsson	Annual General Meeting	21.2	Please note that this resolution is a shareholder proposal: resolution on proposal from the shareholder Thorwald Arvidsson that the annual general meeting resolve to delegate to the board of directors: to prepare a proposal for board and nomination committee representation for the small and midsize shareholders, to be presented to the annual general meeting 2021, or any earlier held extraordinary general shareholders meeting. the assignment shall also include working to ensure that the corresponding change is made in national legislation, primarily by turning to the government of Sweden	Shareholder	Against	For	We believe that the proponent has failed to provide sufficient explanation in relation to the proposed action and so it is unclear how the shareholders would benefit from its implementation.
Telefon AB L.M.Ericsson	Annual General Meeting	22	Please note that this resolution is a shareholder proposal: resolution on proposal from the shareholder Thorwald Arvidsson for an examination through a special examiner (sw. Sarskild Granskning) of the circumstances leading to the company reportedly having to pay SEK 10.1 billion to the US public treasury. this special examination shall also cover the company auditors' actions or lack of actions	Shareholder	Against	For	The proponent has failed to provide a sufficient rationale and so a vote against is warranted.
Telefon AB L.M.Ericsson	Annual General Meeting	23	Please note that this resolution is a shareholder proposal: resolution on proposal from the shareholder Einar Hellbom that the annual general meeting resolve that the board of directors shall propose at the next general meeting of shareholders that all shares carry equal voting rights and describe how this should be implemented	Shareholder	Against	For	The proponent has failed to provide a sufficient rationale and so a vote against is warranted.

<i>Company Name</i>	<i>Meeting Type</i>	<i>Item</i>	<i>Proposal</i>	<i>Proposed by</i>	<i>Vote</i>	<i>For/Against Management</i>	<i>Comments</i>
Uponor Oyj	Annual General Meeting	13	Election of the members and chair of the board of directors: the nomination board proposes to the annual general meeting that Ms Pia Aaltonen-Forsell, Mr Johan Falk, Mr Markus Lengauer, Mr Casimir Lindholm and Ms Annika Paasikivi, currently members of the board of directors, be re-elected as members of the board of directors for the following term of office. Ms Eva Nygren has notified that she is no longer available for re-election. The nomination board proposes that Mr Michael G. Marchi (b.1959) will be elected as a new member. Mr Marchi has in depth experience in the plumbing industry. He has served as COO of Lixil Water Technology Americas, CEO of Grohe Americas and President of Kohler Kitchen and Bath Americas. Earlier in his career, he has held various leadership positions at GE and Citibank among others. He holds B.S. in marketing and economics, and an MBA in finance. Mr Marchi, a U.S. citizen, is CEO at MGM Executive Consulting, which provides executive coaching and consult services to public companies, family owned privately held companies and private equity firms. The nomination board further proposes that the general meeting elects Ms Annika Paasikivi as the chair of the board	Management	Against	Against	Considering overall lack of diversity, a vote against nominee directors is warranted.
Westrock Company	Annual	3.	Ratification of appointment of Ernst & Young LLP.	Management	Against	Against	The audit firm's tenure raises concerns about their continuing independence.