

Pensions Sub-Committee

Thursday, 05 February 2015 at 10:30

County Hall, County Hall, West Bridgford, Nottingham, NG2 7QP

AGENDA

1	Minutes of the last meeting held on 6 November 14	5 - 8
2	Apologies for Absence	
3	Declarations of Interests by Members and Officers:- (see note below) (a) Disclosable Pecuniary Interests (b) Private Interests (pecuniary and non-pecuniary)	
4	Update on the implementation of the New Pensions Administration System	9 - 12
5	Update Protections for Public service	13 - 16
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10	Work Programme	177 - 180
11	Working Party Recommendations	181 - 182

12 Exclusion of the public

The Committee will be invited to resolve:-

“That the public be excluded for the remainder of the meeting on the grounds that the discussions are likely to involve disclosure of exempt information described in paragraph 3 of the Local Government (Access to Information) (Variation) Order 2006 and the public interest in maintaining the exemption outweighs the public interest in disclosing the information.”

Note

If this is agreed, the public will have to leave the meeting during consideration of the following items.

13 Exempt Appendix Working Party Recommendations

Notes

- (1) Councillors are advised to contact their Research Officer for details of any Group Meetings which are planned for this meeting.
- (2) Members of the public wishing to inspect "Background Papers" referred to in the reports on the agenda or Schedule 12A of the Local Government Act should contact:-

Customer Services Centre 0300 500 80 80

- (3) Persons making a declaration of interest should have regard to the Code of Conduct and the Council's Procedure Rules. Those declaring must indicate the nature of their interest and the reasons for the declaration.

Councillors or Officers requiring clarification on whether to make a declaration of interest are invited to contact Keith Ford (Tel. 0115 977 2590) or a colleague in Democratic Services prior to the meeting.

- (4) Councillors are reminded that Committee and Sub-Committee papers, with the exception of those which contain Exempt or Confidential Information, may be

recycled.

- (5) This agenda and its associated reports are available to view online via an online calendar - <http://www.nottinghamshire.gov.uk/dms/Meetings.aspx>

minutes

Meeting PENSIONS SUB COMMITTEE

Date Tuesday 6 November 2014 at 10.30am

membership

Persons absent are marked with 'A'

COUNCILLORS

Ken Rigby (Vice Chairman) in the Chair

	Reg Adair		Sheila Place
	Chris Barnfather	A	Darrell Pulk
A	Ian Campbell		Parry Tsimbirdis
	Mrs Kay Cutts		John Wilkinson

Nottingham City Council

A Councillor Alan Clark
A Councillor Thulani Molife
A Councillor Jackie Morris

Nottinghamshire Local Authorities' Association

A Executive Mayor Tony Egginton
A Councillor Milan Radulovic MBE

Trades Unions

Mr A Woodward
Mr C King

Scheduled Bodies

A Mr N Timms

Pensioners

A Mr S Haggerty
Mr T Needham

Officers in Attendance

Simon Cunnington (Environment & Resources)
David Forster (Policy Planning and Corporate Services)

Neil Robinson (Environment & Resources)
Nigel Stevenson (Environment & Resources)
Sarah Stevenson (Environment & Resources)

Other Attendees

Eric Lambert – Independent Advisor

ONE MINUTES SILENCE

Members stood in silence as a mark of respect for Councillor Stella Smedley who died on 22 October 2014.

MEMBERSHIP

The Clerk reported that Councillor Ian Campbell had been appointed to the Committee to fill the vacancy.

MINUTES

The minutes of the last meeting of the Sub-Committee held on 22 July 2014, having been previously circulated, were confirmed and signed by the Chairman, subject to Alan Woodward's name replacing J Hall's name as a Trade Union representative.

APOLOGIES FOR ABSENCE

Apologies for absence were received from Councillor Alan Clark, Councillor Darrell Pulk and Mr Haggerty.

DECLARATIONS OF INTEREST BY MEMBERS AND OFFICERS

None.

PERFORMANCE REVIEW 2013/14

Karen Thrumble, from State Street Investment Analysts, gave a slide presentation on the performance of the Pension Fund for the Fiscal year. She highlighted that Nottinghamshire's Pension Fund has been well managed both internally and by external fund managers over the year.

RESOLVED 2014/028

That the report and presentation be noted.

LOCAL AUTHORITY PENSION FUND FORUM BUSINESS MEETING

Neil Robinson introduced the report on the Local Authority Pension Fund Forum (LAPFF) business meeting held in London on 8 October 2014.

RESOLVED 2014/029

That the report be noted.

PROPERTY INSPECTION 2014

Simon Cunnington introduced the report on the Property Inspection Tour 2014.

RESOLVED 2014/030

That the report be noted and that the property tours are considered as an important part of fulfilling members' fiduciary duties

PROXY VOTING

Simon Cunnington introduced the report on Proxy Voting for the third quarter of 2014.

RESOLVED 2014/031

That the report be noted.

LGC INVESTMENT SUMMIT 2014

Simon Cunnington introduced the report on the LGC Investment Summit 2014 held at Celtic Manor, Newport.

RESOLVED 2014/032

That the report be noted, it was also noted that the attendance at key conferences is part of the Fund's commitment to ensuring those charged with decision-making and financial management have effective knowledge and skills.

WORK PROGRAMME

RESOLVED 2014/033

That the work programme be noted.

LOCAL PROPERTY INVESTMENT

RESOLVED: 2014/034

That the report be noted and the process flow for potential purchases be adopted.

EXCLUSION OF THE PUBLIC

RESOLVED: 2014/035

That the public be excluded for the remainder of the meeting on the grounds that the discussions are likely to involve the disclosure of exempt information as described in paragraph 3 of the Local Government (Access to Information)

(Variation) Order 2006 and the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

LOCAL PROPERTY INVESTMENT – EXEMPT APPENDIX

RESOLVED 2014/036

That the exempt appendix be noted.

The meeting closed at 11.45 am.

CHAIRMAN

5 February 2015**Agenda Item:xx**

REPORT OF THE SERVICE DIRECTOR – HR AND CUSTOMER SERVICE

LOCAL GOVERNMENT PENSION SCHEME

Update on The Implementation of the New Pensions Administration System

Purpose of the Report

1. The purpose of this report is to provide the Pensions Sub Committee with an update on the implementation of the new Pension Administration system into the BSC Pension Office.

Information and Advice

Background

2. Members will be aware that a report was brought to this Committee in December 2013 explaining the need to procure a new Pensions Administration system. Following a procurement process the Civica Universal Pensions Manager (UPM) system was selected, and an implementation programme started to implement the new system by December 2014.
3. The new software and infrastructure were installed in June 2014, in preparation for a full user acceptance test programme together with data cleansing activities.
4. A full training plan was developed for the NCC Pensions Administration Team, and also included colleagues from Nottingham City Council administration function. The training was completed in September and October as scheduled to ensure that the Pensions Office were ready for go live on 18 November 2014.
5. In order to prepare other LGPS employers a communication plan was put together to inform them of the new system, and what the arrangements were for go live of the system including what to expect in respect of changes to pension administration processes.
6. In the final weeks up until go live a cut over plan was prepared to detail the activities that were required to move from the existing AXISE administration system to the new UPM system.

7. The new UPM system has been successfully implemented and went live on 18 November 2014.

Current Position

8. With the move to the new system the Pensions office continued to have access to the old AXISE system until 31 December. This enabled the Pensions Office to undertake an additional check of calculations and administration tasks whilst the Pensions Office became more familiar with the use to the new UPM system. The AXISE system has now been decommissioned in line with contractual arrangements.
9. There are still a number of outstanding operational issues from the go live which the implementation team are working closely with the supplier to address over the coming weeks, these relate to Transfers, Deaths and Retirements.
10. With the implementation of the new UPM system it was always understood that there would be an impact on productivity within the Pensions Office for a period of time. To address this position additional support is being provided from the in house project team and the supplier.

Future Phases

11. Planning has started for Phase two of the project which will include the implementation of a web portal. This development will allow LGPS Scheme Employers to be able to undertake some of their administration duties on line. The final development will be the deployment of a scheme member's portal which will provide a range of self service functions.
12. The final phase of the project is also a further development to interface the new system with the payroll system.

Statutory and Policy Implications

13. This report has been compiled after consideration of implications in respect of finance, equal opportunities, human resources, crime and disorder, human rights, the safeguarding of children, sustainability and the environment and those using the service and where such implications are material they are described below. Appropriate consultation has been undertaken and advice sought on these issues as required.

RECOMMENDATION

1. That the report is noted for information and a further update report will be provided at the next Pension Sub Committee meeting.

MARJORIE TOWARD
SERVICE DIRECTOR – HR AND CUSTOMER SERVICE

For any enquiries about this report please contact:

Jonathan Clewes, Payroll and Pensions Manager on 0115 9773434 or

Jon.Clewes@nottsc.gov.uk

Constitutional Comments (KK 13/01/15)

14. The proposal in this report is for noting.

Financial Comments (SC 14/01/15)

15. The cost of procuring, implementing and maintaining the pension administration system is a legitimate charge to the pension fund under governing regulations.

Background Papers

Further information on the implementation of the new pension administration system can be found in the report to Pensions Committee 17 December 2013 and 16 September 2014.

Electoral Division(s) and Member(s) Affected

All

REPORT OF THE SERVICE DIRECTOR – HR AND CUSTOMER SERVICE

LOCAL GOVERNMENT PENSION SCHEME

Update on The Protections For Public Service Schemes

Purpose of the Report

1. The purpose of this report is to provide the Pensions Sub Committee with an update on the announced changes in the way people can take their Pensions as requested by Elected Members at the Pensions Sub Committee held on 6 November 2014.

Information and Advice

Background

2. In his 2014 Budget, the Chancellor, announced changes in the way people can take their pensions. The changes move away from individuals being required to purchase an annuity and instead, offer a number of different options for taking their pension benefits. Some key points of his announcements are as follows:
3. From April 2015, those individuals aged over 55, with defined contribution pension savings (such as through a personal pension scheme), will be able to withdraw their savings, subject to the schemes own rules and tax.
4. The tax free lump sum (of up to 25% of the fund) is to remain available, with any remaining balance taxed as income.
5. To encourage further pension saving, individuals who are currently receiving part of their pension whilst continuing to invest the remainder (known as income drawdown) and are as a result barred from receiving tax relief on future contributions, will have that restriction lifted, subject to certain limits.

Protections for Public Service Schemes

6. The provisions of the Pension Schemes Bill provide various protections for members and schemes. It is intended that Public Service Schemes will have particular safeguards as follows:

- To protect taxpayers from potential significant costs if large numbers were to transfer out, the Bill has been amended to impose a ban on members of unfunded public service pension schemes (such as the Police & Fire Pension Schemes), from transferring to defined contribution pension schemes.
- Members of funded public service pension schemes (such as the LGPS), will continue to be allowed to transfer out to defined contribution pension schemes, but, subject to the following safeguards:
- The requirement on members to take **independent financial advice** when transferring from a defined benefit scheme to a defined contribution scheme.
- Ministers will be given the **power to reduce ‘transfer out’ payments** in funded public service pension schemes, should it prove necessary to protect the taxpayer.
- Schemes will continue to be able to apply to the Pensions Regulator to delay the payment of transfers where appropriate.

Financial Advice safeguard

7. The government believes that it will be in most peoples’ interests to remain in their defined benefit schemes, but where individuals do wish to transfer their pension pot to a defined contribution arrangement. They believe it is important that they are fully informed before making any decision. Making professional financial advice mandatory will help to ensure that individuals are not subject to potentially fraudulent activity.
8. Those whose pension pot is less than £30,000 will be exempt from having to take independent financial advice.
9. In most cases the individual pension member will need to pay for professional financial advice but responsibility for paying for the advice will fall on the employer if the transfer is from defined benefit to defined contribution within the same scheme, or as a result of an employer led incentive exercise.
10. Before the pension benefits of any member (or survivor) of a defined benefit scheme can be transferred to a defined contribution scheme, the trustees or managers of the defined benefits scheme must check that the member has received appropriate independent advice.
11. Secondary legislation from HM Treasury will set out what the trustees or managers must do to check that a member (or survivor) has received appropriate independent advice.

Transfer Out payment reduction safeguard

12. This safeguard will allow Ministers to reduce the value of transfer out payments for transfers from a funded defined benefit public service pension schemes to a defined contribution scheme in the event that there is a cost risk to taxpayers.
13. The government expects to set out a method for calculating the level of the reduction in secondary legislation and expects to consult on these regulations in due course.

Statutory and Policy Implications

14. This report has been compiled after consideration of implications in respect of finance, equal opportunities, human resources, crime and disorder, human rights, the safeguarding of children, sustainability and the environment and those using the service and where such implications are material they are described below. Appropriate consultation has been undertaken and advice sought on these issues as required.

RECOMMENDATION

15. That the report is noted for information

MARJORIE TOWARD SERVICE DIRECTOR – HR AND CUSTOMER SERVICE

For any enquiries about this report please contact:

Jonathan Clewes, Payroll and Pensions Manager on 0115 9773434 or
Jon.Clewes@nottsc.gov.uk

Constitutional Comments (KK 13.01.2015)

The proposal in this report is for noting.

Financial Comments

No Financial implications

Background Papers

Electoral Division(s) and Member(s) Affected

All

REPORT OF SERVICE DIRECTOR – FINANCE & PROCUREMENT**LAPFF CONFERENCE 2014****Purpose of the Report**

1. To report on the Local Authority Pension Fund Forum (LAPFF) Conference 2014 held in Bournemouth.

Information and Advice

2. The LAPFF Conference 2014 was held on 3rd to 5th December 2014 at the Highcliff Marriott Hotel in Bournemouth. In accordance with prior approval and as part of the Fund's commitment to ensuring those charged with decision-making and financial management have effective knowledge and skills, the conference was attended by Councillor John Wilkinson and Neil Robinson (Group Manager – Financial Management). The theme of the conference was Productive Investment: Public Funds and Public Purpose.

3. **Councillor Kieran Quinn, Chair of LAPFF; Sir Merrick Cockell, Deputy Chairman of the LPFA**

The conference began with a welcome from Councillor Kieran Quinn who reinforced the reason for LAPFF's existence: to promote the long-term investment interests of UK local authority pension funds and, in particular, to maximise their influence as investors to promote corporate social responsibility and high standards of corporate governance amongst the companies in which they invest. He outlined the main themes of the conference: urban renewal, investment and working together.

Sir Merrick expounded the view that funds should invest for the long term in infra-structure but that, individually, funds are not large enough. What is needed is collective investment, with larger pooled funds. Pooled assets would give an opportunity for constructive investment which would generate greater long term financial returns but also have the potential for delivering long term social benefits.

4. **LAPFF Engagement**

This session began with Councillor Kieran Quinn outlining the main topics in which the LAPFF Executive and PIRC, its engagement partner, have been engaged. Each executive has their own particular expertise on which they can draw from their day job and which they can use to provide challenge to companies. The main topics included executive pay, employment practices, dividends, phone hacking, accounting policies and climate risk.

Councillor Quinn cited two specific examples in which he has been involved:

- Trinity Mirror, where senior executives buried their heads in the sand with regard to a phone hacking problem in their organisation; they are now facing legal challenges;
- Remuneration practices at the banks where they got the equation wrong vis a vis shareholder and executive financial rewards; Barclays in 2009 and the fixing of the LIBOR.

Councillor Richard Greening, LAPFF Executive & Chair of LB Islington PF outlined his involvement in two further topics:

- National Express, where the unions have raised concerns over issues of health and safety on the “yellow school buses” in the U.S. With the company refusing to engage with the issues, LAPFF is gathering evidence and pressing the board to set up an independent review;
- Discussions with the Chairs of the boards of Shell and BP over remuneration, safety, carbon disclosure, shale gas and the oil price. The Chairs have shown their appreciation of LAPFF’s support in building relations and keeping issues alive.

Cllr Cameron Rose, Vice Chair of LAPFF, Lothian Pension Fund summed up the session by reflecting on LAPFF’s constructive but challenging approach.

5. **How Better Business Practice Can Drive Both Market & Social Returns**

In the next session Cherie Blair, CBE, QC, Chair Omnia Strategy LLP started by reflecting on the changes that have taken place since she started her career in the 1970s; human rights were talked about more in the abstract in those days with a focus more on tyrants. Now we are in a world where corporate social responsibility and good corporate governance are high on the agenda. LAPFF encourages the view that human rights are important and there is also a public demand for it. Consumers’ behaviour through their purchasing practices are encouraged to buy from ethical companies and they are showing their willingness to do so.

For Ms Blair the message is clear; companies are well advised to look beyond the bottom line to see what will bring long-term returns. It is important to keep investors and staff (with an eye on productivity) happy. There is a need for robust corporate governance and LAPFF can offer a unique and fresh perspective for management because of who the organisation represents, i.e. customers and shareholders.

Given the leverage that they have because they hold the key to capital, Ms Blair cited several instances where pressure from investors has made a difference; from the Norwegian State Pension Fund that has strict investment criteria which makes it stronger, to the Japanese fund which is currently strengthening its investment criteria and which form part of the current Japanese Prime Minister’s economic reforms.

6. **What Kind Of Infrastructure Investment Do We Need?**

Mike Weston, CEO of Pensions Infrastructure Platform LTD summed up the answer to this question at the start of his presentation as “The kind that helps us pay pensions!” He then went on to consider the answer in more detail from the different perspectives of the country, local authorities and UK pension schemes.

The Chief Secretary to the Treasury launched 'Investing in UK Infrastructure' at the Commonwealth Games Business Summit in July 2014. It sets out the reasons why the UK is a great place to invest, highlighting the country's strong regulatory regime, streamlined planning system and support for finance. The guide also provides a clear market overview of the sectors where investment opportunities exist and details specific projects which are seeking third party investment. In addition, Infrastructure UK has been established as a dedicated unit within HM Treasury with responsibility for coordinating and simplifying the planning and prioritisation of investment in UK infrastructure, together with achieving greater value for money on infrastructure projects and transitions.

NAPF has called for an 'Infrastructure Minister to provide cross departmental coordination, to deal with tax and regulatory issues and to also provide the right kind of investment opportunities.

From a local authority perspective the main issues relate to:

- social versus fiduciary pressures
- local versus national projects
- separate versus pooled approaches (regional or national groupings)

Infrastructure investment by UK pension schemes is low by international comparison, despite the national need. The reasons for this relate to various factors such as scale prohibiting direct investment, poorly structured third party funds and high fees. There is also what Mr Weston calls the "persistent illiquidity fallacy": the argument that investment in infrastructure is illiquid. He argues that, on the contrary, operating infrastructure assets are easy to value, limited partnership shares can be bought and sold and, anyway, just how much liquidity does a pension scheme actually need (to ensure pensions can be paid and to avoid being a forced seller of assets)?

Mr Weston concluded that we get the right kind of investment by having the right investment vehicles, investor pooling and less focus on liquidity. There is an accepted need for infrastructure investments in the UK and pension funds are ready to fund it (having the right characteristics and fund structures). Structural issues, however, make it difficult to access and advisors/consultants need to translate client enthusiasm into action, to move away from the "illiquidity fallacy".

7. No Stone Unturned, Urban Regeneration

The Rt Hon The Lord Heseltine, Former Deputy Prime Minister started his presentation with the observation that the world is awash with money and that local government pension schemes represent mountains of cash. There are, though, serious obstacles to getting this "wall" of money into regeneration. Firstly, there is no intellectual blockage because there is a consensus that the money is needed. There is, however, no agreement between the institutions / Treasury about what the "deals" should look like.

Lord Heseltine cited two main reasons for this:

- Individual pension schemes are too small – they need to join together in some way;
- The construction risks are formidable, with 60% of Government-let construction either running over budget, time or both.

Lord Heseltine observed that, on big projects like HS2, there is little press coverage on the possibility of reducing public sector costs by making deals with institutions. Also, with regard to social housing, this costs taxpayers huge amounts but there is nobody in charge. He gave an example of a council estate with high levels of unemployment and with a job centre that is 2 miles away – a £2 bus journey there and £2 back. But there is a local authority office on the estate, so why not move the job centre to the local authority office?

Lord Heseltine argued that there is a window of opportunity opening with the recent “Scottish Deal” making devolution unstoppable in England. The Local Enterprise Zones, comprising LA leaders, vice chancellors and representatives from big/small companies are bidding for larger pots of money and they will have to have strategies for growth with specific projects to build local economies. Pension funds belong to the public and local people and these funds should be brought to the table in order to meet the needs of building the local economy.

8. Shredded Inside RBS

In a punchy presentation Ian Fraser, Journalist & Author described the banking crisis and, in particular, the story of the Royal Bank of Scotland (RBS). He started by highlighting the fundamental reasons for the crisis.

Institutional investors had a role in the build up to the global crisis through the 1990s up to 2008 by driving banks to “cheat”. For example Lloyds engaged in the industrial scale mis-selling of PPI packages, with others following suit in conning clients in a very profitable business. Mr Fraser contended that having the finance/banking sector as a National champion is dangerous – banks write their own rules and will write them in their own favour. Governments were persuaded that regulation would be disastrous and they were basically in the bankers’ pockets. Auditors were paid by the banks but had vested interests and credit rating agencies were bribed to give fraudulent ratings for worthless bundles of debt.

Internally, banking staff were dealt with on a “rank and yank” basis: sell, sell, sell, with the bottom 10% performers sacked and the top 10% given bonuses. RBS had inept boards with a lack of diversity and lots of back slapping. The CEO was vilified by the Government in 2009 and can be seen as a convenient scapegoat but under his leadership the bank became too big, with a monumental failure to invest in ICT – RBS reportedly had 38 recording systems that were not integrated properly which made an assessment of the total exposure to risk impossible.

In Mr Fraser’s view, the bail out (under Gordon Brown) was flawed. The investment of £500 million had no enforceable strings and the Government was itself being advised by bankers who hoped for a return to the status quo. RBS should have been nationalised, culled and reorganised. (President Obama also failed to force reform home in the USA.)

Now RBS has an unreformed culture and recently has been fined £400 million for rigging financial equity markets and £56 million (in 2012) for letting an ICT meltdown occur that left thousands of customers unable to access their money.

9. International Activism

The next presentation began with a video recording of James Hoffa, General President, International Brotherhood of Teamsters, in which he thanked the LGPS and LAPFF for trying to shake up National Express over the issue of school buses in the USA.

The presentation was continued in the auditorium by Louis Malizia, Asst Director, Capital Strategies Dept, International Brotherhood of Teamsters who outlined the issues faced by the Union in trying drive up standards for workers employed by First Group and National Express. Both companies are involved in the profitable market of providing the school (yellow) bus service across America.

Following privatisation the employees were low wage, part-time and with no retirement planning and a ban on collective bargaining. The Union met with employees of First Group, wrote to the Board and filed resolutions at the company's AGM. This resulted in a big win, with new contracts being issued to employees in 2010. Unlike First Group, National Express has so far, however, according to Mr Malizia, engaged in intimidation and illegal firing in not isolated incidents involving rogue managers, with the company taking an unsustainable path.

The Teamsters have, therefore, reached out to UK investors. LAPFF introduced a resolution in 2014 encouraging the National Express Board to do something positive. This prompted the Board to engage in delaying tactics but eventually the resolution appeared on the AGM's agenda (as the last item) and received a 13% vote in favour – a solid base with which to engage the company. A further resolution asking for an independent review to be commissioned is to be introduced to a future Board meeting.

Yasuaki Kinoshita, Chief Portfolio Manager, Nissay Asset Management ended this session by giving delegates an update on corporate governance reform and shareholder engagement in Japan.

Japan has probably passed the worst (in particular, two decades of deflation). Deflationary pressure has eased significantly since the central bank took new steps to ease the money supply in 2013 with an inflationary target of 2% and the Japanese equity market finally bottomed out after a depressingly long period of time. Many more Japanese corporations have achieved record sales and profit numbers in recent years. In December 2012 Japan's Prime Minister Shinzo Abe initiated an economic policy (now called Abenomics) based on the "three arrows" of:

- Monetary easing (reflation)
- Fiscal stimulus (government spending)
- Structural reform (growth strategy)

These are starting to show some encouraging results.

Typical Japanese corporate managers in previous decades did not speak with foreign investors in English, did not care about return on equity and were not interested in future growth. This was because Japanese corporate managers did not have to care about shareholders; Japan's corporate governance system did not require it. Now, the shareholder structure has dramatically changed and corporate managers are no longer able to continue the old way of business; nearly 60% of shares are now owned by institutional investors, foreign investors, etc. Prime Minister Abe believes that more active engagement between corporate managers and shareholders should improve corporate competitiveness in the global market and enhance shareholder's value through increasing growth opportunities, improving management efficiency and boosting returns to shareholders. In response corporate managers are increasing the number of independent directors, increasing

dividends and share buybacks, setting ROE targets in medium term plans and they are becoming more receptive to shareholders. Mr Kinoshita firmly believes that “this time is different”!

10. LGPS Issues

The first day of the conference ended with a consideration of three of the main hot topics that are currently on the LGPS agenda.

- Governance
- Fiduciary Duty
- Value for Money

The four protagonists were Bob Holloway, DCLG, Cllr Kieran Quinn, Chair of LAPFF & GMPF, Cllr Denise Le Gal, Chair Surrey CC Pension Fund and Terry Crossley, Barnett Waddingham.

Bob Holloway described the current position on pension boards, the consultations in June and October and his expectation that regulations will be issued in (early) January 2015. Terry Crossley queried whether the establishment of a board would actually improve accountability; it was never asked for by Hutton. He did confirm, though, that it is possible to share a board as long as a joint committee exists.

With regard to fiduciary duty the role of councillors as trustees was discussed, particularly in relation to ESG issues and boundaries. The panel's view was that investment in tobacco is still valuable, as is that in the defence industry. Trustees should delegate the investment decision to fund managers and trust them. Pension funds want the best returns within the law and returns are paramount.

As far as value for money is concerned, delegates were informed that the idea of mandatory merged funds is dead. Although collective investment vehicles are being encouraged these, again, would not be mandatory.

11. Sorry, Wrong Number

The second day of the conference began with Tim Bush, PIRC LTD describing some of the recent “headline grabbers” relating to problems with company accounts and the failings of auditors. He started with Parmalat. Having become the leading global company in the production of long-life milk using the ultra-high-temperature (UHT) process, the company collapsed in 2003 with a £13bn hole in its accounts in what remains Europe's biggest bankruptcy. The auditors were Deloitte, but it wasn't until Marco Ricci, investment director of the €2.4 billion Hermes European Focus Fund, asked the right questions that fraud was identified. The best question was “Why was Parmalat debt showing on Bloomberg screens but was not in the Parmalat accounts?” Parmalat's response was to send letters to 6 Hermes employees promising them a slow and painful death, whilst the management fled to Ecuador. Why hadn't the auditors asked the question?

In the case of Tesco in 2014, the false accounting for commercial income in the UK retail business went back for at least 3 years. This came to light when a new CEO was appointed and a whistle-blower divulged the information – it is interesting that they did not feel able to go to the auditors, PWC. Mr Bush pointed out that it is a criminal offence in the UK for anyone to mislead an auditor; so are the auditors speaking to the right people?

The Bank of England review of the Co-op Bank in 2013 revealed several issues including overstated loans. Some time before, after the financial crisis, the Financial Reporting Council (the UK's independent regulator responsible for promoting high quality corporate governance and reporting) carried out a review of bank audits during which it had reviewed Co-op's 2011 accounts audit and passed it. The detail of the review, though, showed that KPMG had audited loans that Co-op had made provisions against but it had not audited their sufficiency or loans that had not been provided for. Loans were massively overvalued.

Mr Birch, after citing several more examples of dubious auditing and accounting practises, set out LAPFF's approach to encouraging "reliable accounts":

- Being attentive to specific problems with company accounts
- Focussing on the auditors and accounting standards
- Being active with the investor coalition
- Initiating engagements

12. Executive Pay

The second slot of the morning involved a discussion on "what now for executive pay?" involving Cllr Kieran Quinn, Chair of LAPFF & GMPF, Natasha Landell-Mills, Sarasin & Partners and James Upton, Senior Manager, Governance, BHP Billiton. The panel started by describing what is wrong with pay for senior executives:

- It is too high – Over the last 15 years the pay for the average CEO has increased from 16 times the average UK worker to 160 times. In recognition of this the political discourse has changed from Peter Mandelson MP in 1998 being "intensely relaxed about people getting filthy rich" to Christine Lagarde's, (Head of the IMF) quote in May 2014, "capitalism has been characterised by excess – in risk taking, leverage, opacity, complexity and compensation. It led to massive destruction of value. It has also been associated with high unemployment, rising social tensions and growing political disillusion".
- There is an inadequate link to performance – Even after reforms in the UK, headlines include "Barclays – profits down, bonuses up". There is beginning to be recognition that the rationale for executive pay: to attract, retain and motivate, is nonsense and that it is impossible to design a package that does that.
- Accountability lacks teeth – despite remuneration consultants being described in the press as "arms dealers in arms race" shareholders have almost never voted a remuneration report down.

In discussing what could be done, the panel considered reducing the number of key performance indicators on senior executives' scorecards and going back to basics: salary + a share based bonus. In addition, there needs to be recognition that money isn't everything. In driving the change the Government is already taking action given the corrosive impact of inequality and market failure: in April 2014 FTSE 100 remuneration committee chairs were informed that action would inevitably result if they were unable to curb pay increases. Government action is mostly about making the market work better by strengthening accountability to shareholders and pushing them to behave long-term.

13. Board Diversity & Director Competencies

Laura Carstensen, Non-Executive Director, Equality & Human Rights Commission and Fiona Reynolds, CEO, Principles for Responsible Investment (PRI) began their presentation by stating that board diversity (gender, race, age, etc.) is the hallmark for well-run companies.

Ms Reynolds stated that women globally represent 19% of board members, with representation ranging from 29% on pension boards, to 21% on asset management companies' boards and 10% on the boards of trade bodies. Quotas and targets, she said, do matter with Norway being the first to introduce one for gender balance. Other Scandinavian countries have followed and now France and Spain have introduced a target of 40% female board representation to be achieved by 2016. One of PRI's (of which she is CEO) aims is to foster good governance and its members are engaging with companies to improve effectiveness.

Ms Carstensen added that if non-executive directors are stripped out of the figures then the position is a lot worse. Companies need adequate diversity statements and companies need to be challenged to encourage them to tap in to what she sees as a pipeline of female talent. She finished the presentation by expressing her surprise that after many years she's still talking about it!

Statutory and Policy Implications

14. This report has been compiled after consideration of implications in respect of finance, the public sector equality duty, human resources, crime and disorder, human rights, the safeguarding of children, sustainability and the environment and those using the service and where such implications are material they are described below. Appropriate consultation has been undertaken and advice sought on these issues as required.

RECOMMENDATIONS

1. That it be noted that attendance at key conferences is part of the Fund's commitment to ensuring those charged with decision-making and financial management have effective knowledge and skills.
2. That the report be noted.

Report Author:

Neil Robinson

Group Manager – Financial Management

For any enquiries about this report please contact: Neil Robinson

Constitutional Comments

15. Because this report is for noting only, no Constitutional Comments are required.

Financial Comments (SRC 27/01/15)

16. There are no direct financial implications arising from this report.

REPORT OF SERVICE DIRECTOR – FINANCE & PROCUREMENT**REVISION OF FUND POLICIES****Purpose of the Report**

1. To propose revised versions of the Risk Management Strategy and Risk Register.

Information and Advice

2. It is considered best practice for the Fund to have a Risk Management Strategy and Risk Register and to review these on a regular basis. The revised documents are attached as Appendices A and B. One of the main changes is the presentation of “inherent” and “current” risks and this is to ensure consistency with the approach to risk management taken by the County Council.
3. Members are asked to recommend that the revised statements be approved by the Nottinghamshire Pension Fund Committee.

Statutory and Policy Implications

4. This report has been compiled after consideration of implications in respect of finance, the public sector equality duty, human resources, crime and disorder, human rights, the safeguarding of children, sustainability and the environment and those using the service and where such implications are material they are described below. Appropriate consultation has been undertaken and advice sought on these issues as required.

RECOMMENDATION/S

- 1) That the revised Risk Management Strategy and Risk Register be recommended for approval by the Nottinghamshire Pension Fund Committee.

Report Author:**Simon Cunnington****Senior Accountant – Pensions & Treasury Management****For any enquiries about this report please contact: Simon Cunnington**

Constitutional Comments

5. To follow.

Financial Comments (SRC 16/01/15)

6. There are no direct financial implications arising from this report.

Background Papers and Published Documents

Except for previously published documents, which will be available elsewhere, the documents listed here will be available for inspection in accordance with Section 100D of the Local Government Act 1972.

None

Objectives

- The objectives of the Risk Register are to:
 - identify key risks to the achievement of the Fund's objectives
 - assess the significance of the risks
 - consider existing controls to mitigate the risks identified
 - Identify additional action required.

Risk Assessment

- Identified risks are assessed separately and for each the following is determined:
 - the likelihood of the risk materialising
 - the severity of the impact/potential consequences if it does occur.
- Each factor is evaluated on a sliding scale of 1 to 5 with 5 being the highest value i.e. highest likelihood/most severe impact/consequences. The risk evaluation tables below have been used in order to assess specific risks and to introduce a measure of consistency into the risk assessment process. The overall rating for each risk is calculated by multiplying the likelihood value against the impact value.

LIKELIHOOD:		
1	Rare	0 to 5% chance
2	Unlikely	6 to 20% chance
3	Possible	21 to 50% chance
4	Likely	51 to 80% chance
5	Almost certain	81%+ chance

IMPACT:		
1	Insignificant	0 to 5% effect
2	Minor	6 to 20% effect
3	Moderate	21 to 50% effect
4	Significant	51 to 80% effect
5	Catastrophic	81%+ effect

- Having scored each risk for likelihood and impact, the risk ratings can be plotted onto the following matrix to enable risks to be categorised into Low, Medium, High and Very High Risk.

Risk Rating Matrix							
Relative Impact	(5)	Catastrophic	M	H	VH	VH	VH
		(4)	M	H	VH	VH	VH
	(3)	Moderate	M	M	H	H	H
	(2)	Minor	L	L	M	M	M
	(1)	Insignificant	L	L	L	L	L
				(1)	(2)	(3)	(4)
			Rare	Unlikely	Possible	Likely	Almost Certain
Relative Likelihood							

5. This initial assessment gives the inherent risk level. Existing controls are then identified and each risk is re-assessed to determine if the controls are effective at reducing the risk rating. This gives the current (or residual) risk level. The current risk rating scores and categories are then used to prioritise the risks shown in the register in order to determine where additional action is required in accordance with the following order of priority:

Red = Very High Priority

Take urgent action to mitigate the risk.

Orange = High Priority

Take action to mitigate the risk.

Yellow = Medium Priority




Check current controls and consider if others are required.

Green = Low Priority

No immediate action other than to set a review date to re-consider your assessment.

NOTTINGHAMSHIRE PENSION FUND RISK REGISTER - SUMMARY

Key to risk rating change since previous version of Risk Register:

 Increase
  Decrease
  No Change
 ★ New

Risk	Inherent Risk			Current Risk		
	Rating	Change		Rating	Change	
Risk Inv3 Fund assets are assessed as insufficient to meet long term liabilities.	16	VERY HIGH	↔	9	HIGH	★
Risk Adm1 Standing data & permanent records are not accurate.	16	VERY HIGH	↑	9	HIGH	★
Risk Inv4 Significant variations from assumptions used in the actuarial valuation	12	HIGH	↓	9	HIGH	★
Risk Gov3 An effective performance management framework is not in place.	12	VERY HIGH	↓	6	MEDIUM	★
Risk Inv1 Inappropriate investment strategy is adopted.	12	VERY HIGH	↔	6	MEDIUM	★
Risk Inv5b Custody arrangements	12	VERY HIGH	↓	6	MEDIUM	★
Risk Adm2 Inadequate controls to safeguard pension fund records	12	VERY HIGH	↔	6	MEDIUM	★
Risk Gov1 Pension Fund governance arrangements are not effective	9	HIGH	↔	6	MEDIUM	★
Risk Gov2 Pension Fund objectives are not defined and agreed.	9	HIGH	↔	6	MEDIUM	★
Risk Gov4 Inadequate resources are available to manage the pension fund.	9	HIGH	↑	6	MEDIUM	★
Risk Inv2 Fund cash is insufficient to meet its current obligations.	9	HIGH	↔	6	MEDIUM	★
Risk Inv5a Fund manager mandates	9	HIGH	↔	6	MEDIUM	★
Risk Inv5d Financial Administration	9	HIGH	↔	6	MEDIUM	★

Appendix B

Risk Adm3 Failure to communicate adequately with all relevant stakeholders.	9	HIGH	↑	6	MEDIUM	★
Risk Gov5 Failure to adhere to relevant legislation and guidance.	9	HIGH	↑	4	LOW	★
Risk Inv5c Accounting arrangements	6	MEDIUM	↓	4	LOW	★
Risk Inv5e Stewardship	6	MEDIUM	↔	4	LOW	★

Governance					
Risk: Gov1 - Pension Fund governance arrangements are not effective					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	3	9	HIGH	↔
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	<ul style="list-style-type: none"> The Council's constitution clearly delegates the functions of administering authority of the pension fund to the Nottinghamshire Pension Fund Committee (NPF Committee), supported by two Sub-Committees. 				
	<ul style="list-style-type: none"> The terms of reference of each Sub-Committee are agreed. 				
	<ul style="list-style-type: none"> The Fund publishes a Governance Compliance Statement which details the governance arrangements of the Fund and assesses compliance with best practice. This is kept regularly under review. 				
	<ul style="list-style-type: none"> A training policy is in place which requires Members to receive continuing training and all new Members to attend the Local Government Employers training course. 				
	<ul style="list-style-type: none"> Officers of the Council attend meetings of the NPF Committee and Sub-Committees. 				
	<ul style="list-style-type: none"> The Fund has a formal contract for an independent adviser to give advice on investment matters. They are contracted to attend each meeting of the pension fund Sub-Committees. 				
Action Required:	<ul style="list-style-type: none"> Continue to monitor via existing processes. 				
Responsibility:	Group Manager (Financial Management); Group Manager (BSC) Group Manager (Legal Services)		Timescale:	On-going	

Governance					
Risk: Gov2 - Pension Fund objectives are not defined and agreed.					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	3	9	HIGH	↔
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	<ul style="list-style-type: none"> Purpose and objectives are outlined in the Funding Strategy Statement (FSS) and Statement of Investment Principles (SIP). Both documents are approved by the NPF Committee and reviewed on a regular basis. 				
Action Required:	<ul style="list-style-type: none"> Continue to monitor via existing processes. 				
Responsibility:	NPF Committee; Group Manager (Financial Management)		Timescale:	On-going	

Governance					
Risk: Gov3 - An effective performance management framework is not in place.					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	4	12	VERY HIGH	↓
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	<ul style="list-style-type: none"> Investment performance is reported quarterly to the Pensions Investment Sub-Committee. The Fund's main managers attend each quarter and officers receive regular updates from the Fund's other managers. 				
	<ul style="list-style-type: none"> Poor investment performance is considered by the Sub-Committees and referred for decision if necessary to the NPF Committee. 				
	<ul style="list-style-type: none"> Fund strategic benchmark has been implemented to improve monitoring of decisions regarding asset allocation and investment management arrangements. 				
Action Required:	<ul style="list-style-type: none"> Consider performance monitoring framework for Fund Administration. 				
Responsibility:	NPF Committee and Sub-Committees; Group Manager (Financial Management); Group Manager (BSC)		Timescale:	March 2016	

Governance					
Risk: Gov4 - Inadequate resources are available to manage the pension fund.					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	3	9	HIGH	↑
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	<ul style="list-style-type: none"> The pension fund is managed by the Pensions & Treasury Management and HR Pensions teams. 				
	<ul style="list-style-type: none"> Operating costs are recharged to the pension fund in accordance with regulations. 				
	<ul style="list-style-type: none"> Staffing levels and structures are kept under regular review. 				
Action Required:	<ul style="list-style-type: none"> Continue to monitor via existing processes. 				
Responsibility:	Group Manager (Financial Management); Group Manager (BSC)		Timescale:	On-going	

Governance					
Risk: Gov5 - Failure to adhere to relevant legislation and guidance.					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	3	9	HIGH	↑
Current Risk:	2	2	4	LOW	★
Current Controls:	<ul style="list-style-type: none"> • An established process exists to inform members and officers of statutory requirements and any changes to these. • Sufficient resources are in place to implement LGPS changes while continuing to administer the scheme. • Membership of relevant professional groups ensures changes in statutory and other requirements are registered before the implementation dates. 				
Action Required:	• Continue to monitor requirements via appropriate sources.				
Responsibility:	Group Manager (Financial Management); Group Manager (BSC); Senior Accountant - Pensions & TM		Timescale:	On-going	

Investments					
Risk: Inv1 - Inappropriate investment strategy is adopted.					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	4	12	VERY HIGH	↔
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	<ul style="list-style-type: none"> • The Investment Strategy is in accordance with LGPS investment regulations and is documented, reviewed and approved by the NPF Committee. • The Strategy takes into account the expected returns assumed by the actuary at the triennial valuation. • Investment performance is monitored against the Fund's strategic benchmark. • A regular review takes place of the Fund's asset allocation strategy by the Pension Fund Working Party. • An external advisor provides specialist guidance to the Pensions Investment Sub-Committee on the investment strategy. 				
Action Required:	• Continue to monitor via existing processes.				
Responsibility:	Group Manager (Financial Management); Senior Accountant - Pensions & TM		Timescale:	Ongoing	

Investments					
Risk: Inv2 - Fund cash is insufficient to meet its current obligations.					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	3	9	HIGH	↔
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	<ul style="list-style-type: none"> Fund cash flow is monitored daily and a summary fund account is reported to Pensions Investment Sub-Committee each quarter. Annual accounts are produced for the pension fund and these show the movements in net cash inflow Regular assessment of Fund assets and liabilities is carried out through actuarial valuations. The Fund's Investment and Funding Strategies are regularly reviewed 				
Action Required:	<ul style="list-style-type: none"> Continue to monitor via existing processes. 				
Responsibility:	Investments Sub-Committee; Group Manager (Financial Management); Senior Accountant (Pensions & TM)		Timescale:	On-going	

Investments					
Risk: Inv3 - Fund assets are assessed as insufficient to meet long term liabilities.					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	4	4	16	VERY HIGH	↔
Current Risk:	3	3	9	HIGH	★
Current Controls:	<ul style="list-style-type: none"> Fund assets are kept under review as part of the Fund's performance management framework. Regular assessment of Fund assets and liabilities is carried out through Actuarial valuations. The Fund's Investment and Funding Strategies are regularly reviewed. An external advisor provides specialist guidance to the Pensions Investment Sub-Committee on the investment strategy. 				
Action Required:	<ul style="list-style-type: none"> Continue to monitor via existing processes. Review cash flow projections prepared by actuaries on a regular basis. 				
Responsibility:	Investments Sub-Committee; Group Manager (Financial Management); Senior Accountant - Pensions & TM		Timescale:	Ongoing	

Investments					
Risk: Inv4 - Significant variations from assumptions used in the actuarial valuation					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	4	3	12	HIGH	↓
Current Risk:	3	3	9	HIGH	★
Current Controls:	<ul style="list-style-type: none"> Actuarial assumptions are reviewed by officers and discussed with the actuaries 				
	<ul style="list-style-type: none"> Sensitivity analysis undertaken on assumptions to measure impact 				
	<ul style="list-style-type: none"> Valuation undertaken every 3 years 				
	<ul style="list-style-type: none"> Monitoring of cash flow position and preparation of medium term business plan. 				
	<ul style="list-style-type: none"> Contributions made by employers vary according to their member profile. 				
Action Required:	<ul style="list-style-type: none"> Continue to monitor via existing processes. Review cash flow projections prepared by actuaries on a regular basis. 				
Responsibility:	Group Manager (Financial Management); Senior Accountant - Pensions & TM		Timescale:	On-going	

Investments					
Risk: Inv5 - Inadequate controls to safeguard pension fund assets.					
Inv5a - Fund manager mandates					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	3	9	HIGH	↔
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	<ul style="list-style-type: none"> Complete and authorised client agreements are in place. This includes requirement for fund managers to report quarterly on their performance. 				
	<ul style="list-style-type: none"> Client portfolios are managed in accordance with investment objectives. 				
	<ul style="list-style-type: none"> AAF 01/06 (or equivalent) reports on internal controls of service organisations are reviewed for external managers. 				
	<ul style="list-style-type: none"> In-House Fund has a robust framework in place which is regularly tested by internal audit 				
	<ul style="list-style-type: none"> Fund Managers maintain an appropriate risk management framework to minimise the level of risk to Pension Fund assets. 				
Action Required:	<ul style="list-style-type: none"> Continue to monitor via existing processes. 				
Responsibility:	Group Manager (Financial Management); Senior Accountant - Pensions & TM		Timescale:	On-going	

Inv5b - Custody arrangements					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	4	12	VERY HIGH	↓
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	• Complete and authorised agreements are in place with external custodian.				
	• AAF 01/06 (or equivalent) report on internal controls of service organisations is reviewed for external custodian.				
	• Regular reconciliations carried out to check external custodian records.				
	• Where assets are custodied in-house, physical stock certificates are held in a secure cabinet to which access is limited.				
Action Required:	• Continue to monitor via existing processes.				
Responsibility:	Group Manager (Financial Management); Senior Accountant - Pensions & TM		Timescale:	On-going	
Inv5c - Accounting arrangements					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	2	6	MEDIUM	↓
Current Risk:	2	2	4	LOW	★
Current Controls:	• Pension Fund accounting arrangements conform to the Local Authority Accounting Code, relevant IFRS/IAS and the Pensions' SORP.				
	• The Pension Fund subscribes to the CIPFA Pensions Network and Technical Information Service and officers attend courses as appropriate.				
	• Regular reconciliations are carried out between in-house records and those maintained by external custodian and investment managers.				
	• Internal Audits are carried out regularly.				
	• External Audit review the Pension Fund's accounts annually.				
Action Required:	• Continue to monitor via existing processes.				
Responsibility:	Group Manager (Financial Management); Senior Accountant - Pensions & TM		Timescale:	On-going	

Inv5d - Financial Administration					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	3	9	HIGH	↔
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	• The pension fund adheres to the County Council’s financial regulations with appropriate separation of duties and authorisation limits for transactions.				
	• Daily cash settlements are made with external custodian to maximise returns on cash.				
	• Investment transactions are properly authorised, executed and monitored.				
	• Contributions due to the fund are governed by Scheme rules which are implemented by the Pensions Manager				
	• The Pension fund maintains a bank account which is operated within regulatory guidelines.				
Action Required:	• Continue to monitor via existing processes.				
Responsibility:	Group Manager (Financial Management); Senior Accountant - Pensions & TM		Timescale:	On-going	

Inv5e - Stewardship					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	2	6	MEDIUM	↔
Current Risk:	2	2	4	LOW	★
Current Controls:	• The pension fund aims to be a long term responsible investor and has adopted the FRC’s Stewardship code.				
	• The Fund is a member of Local Authority Pension Fund Forum (LAPFF) and National Association of Pension Funds (NAPF), and supports their work on shareholder engagement.				
	• The pension fund has a contract in place for a proxy voting services. Voting is reported to the Pensions Sub-Committee each quarter and published on the Fund website.				
Action Required:	• Continue to monitor via existing processes.				
Responsibility:	Group Manager (Financial Management); Senior Accountant - Pensions & TM		Timescale:	On-going	

Administration				
Risk: Adm1 - Standing data and permanent records are not accurate.				
	Likelihood:	Impact:	Risk Rating:	
Inherent Risk:	4	4	16	VERY HIGH ↑
Current Risk:	3	3	9	HIGH ★
Current Controls:	<ul style="list-style-type: none"> • Business processes are in place to identify changes to standing data. • Records are supported by appropriate documentation; input and output checks are undertaken; reconciliation occurs to source records once input. • Documentation is maintained in line with agreed policies. • Change of details form sent out to members alongside annual statement. • Data matching exercises (National Fraud Initiative) help to identify discrepancies. • Data cleansing has been undertaken as part of transfer to new Pensions Administration system 			
Action Required:	<ul style="list-style-type: none"> • Continue to monitor via existing processes. • Introduce quarterly monitoring of returns from major fund employers 			
Responsibility:	Group Manager (BSC)		Timescale:	On-going

Administration				
Risk: Adm2 - Inadequate controls to safeguard pension fund records.				
	Likelihood:	Impact:	Risk Rating:	
Inherent Risk:	3	4	12	VERY HIGH ↑
Current Risk:	2	3	6	MEDIUM ★
Current Controls:	<ul style="list-style-type: none"> • ICT Disaster Recovery Plan and Security Plan are agreed and in place • New Data Centre and back up arrangements in place • Software is regularly updated to meet LGPS requirements. • Audit trails and reconciliations are in place. • Documentation is maintained in line with agreed policies. • Physical records are held securely. 			
Action Required:	<ul style="list-style-type: none"> • Continue to monitor via existing processes. 			
Responsibility:	Group Manager (BSC)		Timescale:	On-going

Administration					
Risk: Adm3 - Failure to communicate adequately with all relevant stakeholders.					
	Likelihood:	Impact:	Risk Rating:		
Inherent Risk:	3	3	9	HIGH	↑
Current Risk:	2	3	6	MEDIUM	★
Current Controls:	<ul style="list-style-type: none"> • A communications strategy is in place. 				
	<ul style="list-style-type: none"> • The Fund website is periodically updated and Nest Egg newsletter is published regularly. 				
	<ul style="list-style-type: none"> • The Fund has an annual meeting aimed at all participating employers. 				
	<ul style="list-style-type: none"> • The Pensions Sub-Committee has representatives of the County Council, City Council, Nottinghamshire Local Authorities, Trade Unions, Scheduled and Admitted Bodies. 				
	<ul style="list-style-type: none"> • Regular Pension road shows and communication takes place. 				
	<ul style="list-style-type: none"> • Meetings are held regularly with employers within the Fund. 				
	<ul style="list-style-type: none"> • Benefit Illustrations are sent annually to contributing and deferred Fund members. 				
	<ul style="list-style-type: none"> • Annual report, prepared in accordance with statutory guidelines, is published on the website. 				
Action Required:	<ul style="list-style-type: none"> • Consider employer risk analysis to safeguard contributions to the Fund. • Carry out a review of the communications strategy 				
Responsibility:	Group Manager (BSC)		Timescale:	June 2015	

RISK MANAGEMENT STRATEGY

Introduction

1. This is the Risk Management Strategy for the Nottinghamshire County Council Pension Fund. Risk Management is a key element in the Fund's overall framework of internal control and its approach to sound governance. However, it is not an end in itself, but a means of minimising the costs and disruption to the Fund caused by undesirable or unexpected events. The aim is to eliminate or reduce the frequency of risk events occurring (where possible and practicable) and minimise the severity of the consequences if they do occur.
2. Risk can be defined as any event or action which could adversely affect the Fund's ability to achieve its purpose and objectives. Risk management is the process by which:
 - risks are systematically identified
 - the potential consequences are evaluated
 - the element of risk is reduced where reasonably practicable
 - actions are taken to control the likelihood of the risk arising and reducing the impact if it does

Purpose and Objectives of the Fund

3. The purpose of the Fund is to:
 - Pay pensions, lump sums and other benefits provided under the LGPS Regulations
 - Meet the costs associated in administering the Fund
 - Receive contributions, transfer values and investment income
 - Invest any Fund money not needed immediately to make payments.
4. The funding objectives are to:
 - Set levels of employer contribution that will build up a fund of assets that will be sufficient to meet all future benefit payments from the Fund
 - Build up the required assets in such a way that employer contribution rates are kept as low and stable as possible.
5. The following principles underpin the Fund's investment activity:
 - The Fund will aim to be sufficient to meet all its obligations on a continuing basis.
 - The Fund will be invested in a diversified range of assets.
 - Proper advice on the suitability of types of investment will be obtained and considered at reasonable intervals.
 - The Fund will aim to conduct its business and to use its influence in a long term responsible way.

Key Parties

6. The key parties involved in the Fund and their responsibilities are as follows.

The Administering Authority

7. The Administering Authority for the Pension Fund is Nottinghamshire County Council. The main responsibilities of the Administering Authority are to:

- Collect employee and employer contributions
- Invest the Fund's assets
- Pay the benefits due to Scheme members
- Manage the actuarial valuation process in conjunction with the Fund Actuary
- Prepare and maintain the Funding Strategy Statement (FSS) and Statement of Investment Principles (SIP) after consultation with other interested parties as appropriate
- Monitor all aspects of the Fund's performance.

Scheme Employers

8. In addition to the Administering Authority, a number of other Scheme Employers, including Admission Bodies, participate in the Fund. The responsibilities of each Scheme Employer that participates in the Fund, including the Administering Authority, are to:

- Collect employee contributions and pay these together with their own employer contributions as certified by the Fund Actuary to the Administering Authority within the statutory timescales
- Notify the Administering Authority of any new Scheme members and any other membership changes promptly
- Exercise any discretions permitted under the Regulations
- Meet the costs of any augmentations or other additional costs in accordance with agreed policies and procedures
- Notify the Administering Authority of significant changes in the employer's structure or membership.

Trustees

9. The members of the Nottinghamshire Pension Fund Committee and its Sub-Committees act in a quasi-trustee capacity and are hereafter referred to as "Trustees". The main responsibilities of the Trustees are to:

- Determine the overall investment strategy, and what restrictions, if any, are to be placed on particular types and market locations of investments
- Determine the type of investment management to be used and appoint and dismiss fund managers
- Receive quarterly reports on performance from the main fund managers and question them regularly on their performance
- Receive independent reports on the performance of fund managers on a regular basis
- Be encouraged to receive suitable training to help them discharge their responsibilities and attend such training courses, conferences and meetings that deliver value for money to the Fund.

Fund Actuary

10. The Fund Actuary for the Pension Fund is Barnett Waddingham LLP. The main responsibilities of the Fund Actuary are to:

- Advise interested parties on funding strategy and completion of actuarial valuations in accordance with the FSS and the Regulations
- Advise on other actuarial matters affecting the financial position of the Fund.

Chief Finance Officer

11. Under the Council's constitution, the Service Director (Finance & Procurement) is designated the Council's Chief Finance Officer (also known as the Section 151 Officer). The Group Manager (Financial Management) is the deputy Section 151 Officer. Financial Regulations specify that the Section 151 Officer is responsible for arranging the investment of the Pension Fund. Operational matters falling under this responsibility are exercised by the Senior Accountant (Pensions & Treasury Management).

12. Representatives of the Service Director (Finance & Procurement) provide advice to the Trustees on investment matters and attend meetings of the Pension Fund Committees as required.

Service Director (HR & Customer Service)

13. The Service Director (HR & Customer Service) is responsible for the Pensions Administration function, operated by the Pensions Office within the Business Support Centre. This function covers:

- Pensions administration and employers support
- Pensions administration systems
- Communications
- Technical/performance support

14. Representatives of the Service Director (HR & Customer Service) provide advice to the Trustees on pension administration matters and attend meetings of the Pension Fund Committees as required.

Independent Adviser

15. The Fund has an Independent Adviser who attends meetings of the Pensions Investment Sub-Committee, Pensions Sub-Committee and Pensions Working Party as required.

16. The independent adviser is engaged to provide advice on:

- the objectives and policies of the fund
- investment strategy and asset allocation
- the fund's approach to responsible investment
- choice of benchmarks
- investment management methods and structures
- choice of managers and external specialists
- activity and performance of investment managers and the fund
- the risks involved with existing or proposed investments
- the fund's current property portfolio and any proposals for purchases, sales, improvement or development
- new developments and opportunities in investment theory and practice.

Risk Management Strategy

17. The Pension Fund's Risk Management Strategy is to:
- identify key risks to the achievement of the Fund's aims
 - assess the risks for likelihood and impact
 - identify mitigating controls
 - allocate responsibility for the mitigating controls
 - maintain a risk register detailing the risk features in a)-d) above
 - review and update the risk register on an annual basis
 - report the outcome of the review to the Nottinghamshire Pension Fund Committee.
18. The Risk Register is a key part of the Risk Management Strategy as it identifies the main risks to the operation of the Fund, prioritising the risks identified and detailing the actions required to further reduce the risks involved. These actions will link to the Service Plan process currently reported to the Nottinghamshire Pension Fund Committee in accordance with the *Principles for Investment Decision Making and Disclosure in the Local Government Pension Scheme in the United Kingdom 2012*.
19. All staff involved in the Pension Fund and Members of the Nottinghamshire Pension Fund Committee and its two Sub-Committees need to have an appropriate level of understanding of risk and how risks affect the performance of the Fund. To consolidate the risk management process, the Pension Fund Committee will be asked to:-
- agree the Risk Management Strategy
 - approve the Risk Register and agreed actions
 - receive and approve the Annual Governance Statement, which will comment upon the Fund's risk management process.
20. By adopting this approach, the Pension Fund will be able to demonstrate a clear commitment, at a strategic level, to the effective management of Pension Fund risks. The Risk Management Strategy and Risk Register will be kept under review and will be revised following any material changes in policy.

REPORT OF SERVICE DIRECTOR – FINANCE & PROCUREMENT**PROXY VOTING****Purpose of the Report**

1. The Fund is committed to supporting best practice in corporate governance and has adopted the *UK Stewardship Code* as recommended by the CIPFA *Principles for investment decision making and disclosure*. This report is to inform members of the voting of equity holdings in the fourth quarter of 2014 (calendar year) as part of this ongoing commitment.

Information and Advice

2. The *UK Stewardship Code*, issued in September 2012 by the Financial Reporting Council, highlights the responsibilities that institutional investors have with regard to the 'long-term success of companies in such a way that the ultimate providers of capital [in this case, the Nottinghamshire Pension Fund] also prosper'. These responsibilities include, among other things, having a clear policy on voting and on the disclosure of voting activity. The *Code* states that investors "should not automatically support the board".
3. Alongside this the CIPFA *Principles for investment decision making and disclosure* require administering authorities to include a statement of their policy on responsible investment in the Statement of Investment Principles and report periodically on the discharge of such responsibilities. The Fund's statement on responsible investment states that 'the Fund continues to exercise its ownership rights by adopting a policy of actively voting stock it holds'.
4. The Fund retains responsibility for voting (rather than delegating to its investment managers) and votes the majority of its equity holdings in the UK, Europe, US and Japan. Voting is implemented by Pensions Investment Research Consultants (PIRC). PIRC issue Shareholder Voting Guidelines each year and these are the basis of the voting implemented on behalf of the Fund.
5. An overview of the voting activity and analysis of the key issues during the quarter will be published on the Fund website (<http://www.nottspf.org.uk/>) and with the meeting papers on the Council Diary (<http://www.nottinghamshire.gov.uk/dms/Meetings.aspx>).

Statutory and Policy Implications

6. This report has been compiled after consideration of implications in respect of finance, the public sector equality duty, human resources, crime and disorder, human rights, the

safeguarding of children, sustainability and the environment and those using the service and where such implications are material they are described below. Appropriate consultation has been undertaken and advice sought on these issues as required.

RECOMMENDATION/S

- 1) That the report be noted.

Report Author:
Ciaran Guilfoyle
Investments Officer

For any enquiries about this report please contact: Ciaran Guilfoyle

Constitutional Comments

7. Because this report is for noting only, no Constitutional Comments are required.

Financial Comments (SRC 27/01/15)

8. There are no direct financial implications arising from this report.

Background Papers and Published Documents

Except for previously published documents, which will be available elsewhere, the documents listed here will be available for inspection in accordance with Section 100D of the Local Government Act 1972.

- PIRC – Nottinghamshire CC Pension Fund, Proxy Voting Review, 1st October 2014 to 31st December 2014
- Financial Reporting Council, The UK Stewardship Code, September 2012.



Nottinghamshire CC Pension Fund

PROXY VOTING REVIEW

PERIOD 1st October 2014 TO 31st December 2014

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1 Resolution Analysis

- Number of resolutions voted: 598 (note that it MAY include non-voting items).
- Number of resolutions opposed by client: 147

1.1 Number of meetings voted by geographical location

Location	Number of Meetings Voted
UK & BRITISH OVERSEAS	25
EUROPE & GLOBAL EU	12
USA & CANADA	24
JAPAN	1
TOTAL	62

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	382
Abstain	40
Oppose	147
Non-Voting	4
Not Supported	2
Withhold	23
US Frequency Vote on Pay	0
Withdrawn	0
TOTAL	598

1.3 List of meetings not voted and reasons why

Company	Meeting Date	Type	Comment
TWENTY-FIRST CENTURY FOX INC	2014-11-12	AGM	Shares not held at record date
NEWS CORPORATION	2014-11-13	AGM	No ballot generated
ING GROEP NV	2014-11-19	EGM	Non voting meeting
ALLERGAN INC.	2014-12-18	EGM	Meeting Cancelled

1.4 Number of Votes by Region

	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total
UK & BRITISH OVERSEAS	214	20	40	1	0	0	0	0	275
EUROPE & GLOBAL EU	46	6	42	3	2	0	0	0	99
USA & CANADA	120	14	65	0	0	23	0	0	222
JAPAN	2	0	0	0	0	0	0	0	2
TOTAL	382	40	147	4	2	23	0	0	598

1.5 Votes Made in the UK Per Resolution Category

	UK						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	2	0	0	0	0	0	0
Annual Reports	21	4	17	0	0	0	0
Articles of Association	5	0	0	0	0	0	0
Auditors	14	7	2	0	0	0	0
Corporate Actions	8	0	3	0	0	0	0
Corporate Donations	3	2	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	91	7	8	0	0	0	0
Dividend	13	0	0	0	0	0	0
Executive Pay Schemes	1	0	7	0	0	0	0
Miscellaneous	12	0	1	0	0	0	0
NED Fees	1	0	0	0	0	0	0
Non-Voting	0	0	0	1	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	1	0	0	0	0	0	0
Share Issue/Re-purchase	42	0	2	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.6 Votes Made in the US Per Resolution Category

US/Global US & Canada

	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	3	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	5	1	0	0	0	0	0
Auditors	14	3	0	0	0	0	0
Corporate Actions	2	1	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	86	3	35	0	0	23	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	1	7	0	0	0	0
Miscellaneous	0	0	4	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	1	18	0	0	0	0
Share Capital Restructuring	1	0	0	0	0	0	0
Share Issue/Re-purchase	0	2	0	0	0	0	0
Shareholder Resolution	9	2	1	0	0	0	0

1.7 Votes Made in the EU Per Resolution Category

	EU & Global EU						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	1	0	1	0	0	0	0
Annual Reports	1	1	5	0	0	0	0
Articles of Association	5	2	2	0	0	0	0
Auditors	0	1	0	0	0	0	0
Corporate Actions	1	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	15	0	14	0	2	0	0
Dividend	2	0	0	0	0	0	0
Executive Pay Schemes	0	0	2	0	0	0	0
Miscellaneous	3	0	3	0	0	0	0
NED Fees	3	0	0	0	0	0	0
Non-Voting	0	0	0	3	0	0	0
Say on Pay	0	2	5	0	0	0	0
Share Capital Restructuring	6	0	0	0	0	0	0
Share Issue/Re-purchase	9	0	10	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

2 Notable Oppose Vote Results With Analysis

Note: Here a notable vote is one where the Oppose result is at least 10%.

TIME WARNER CABLE INC EGM - 09-10-2014

1. To adopt the Agreement and Plan of Merger with Comcast Corporation

The Board are seeking shareholder approval to adopt the Agreement and Plan of Merger, dated as of February 12, 2014, as may be amended, among Time Warner Cable Inc. ("TWC"), Comcast Corporation and Tango Acquisition Sub, Inc.

Comcast, Merger Sub and TWC have entered into the merger agreement. Subject to the terms and conditions of the merger agreement and in accordance with applicable law, Merger Sub will be merged with and into TWC, with TWC continuing as the surviving corporation. Upon completion of the merger, TWC will be a wholly owned subsidiary of Comcast, and TWC common stock will be delisted from the New York Stock Exchange and deregistered under the Securities Exchange Act of 1934.

At the record date for the TWC special meeting, TWC's directors and executive officers and their affiliates beneficially owned and had the right to vote 139,191 shares of TWC common stock at the TWC special meeting, which represents less than 0.1% of the shares of TWC common stock entitled to vote at the TWC special meeting. Robert D. Marcus, Chairman and Chief Executive Officer of TWC, stands to receive USD 81,797,139 in parachute payments as a result of the merger, which is considered to be excessive. Other current executives - Arthur T. Minson, Jr., Michael LaJoie and Philip G. Meeks - stand to receive a total of USD 54,727,394, an amount also deemed to be excessive.

Based on the number of shares of TWC common stock outstanding as of August 29, 2014, and the number of shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock) outstanding as of August 29, 2014, it is expected that, immediately after completion of the merger, former TWC stockholders will own approximately 24% of the outstanding shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock), representing 27% of the outstanding shares of Comcast Class A common stock and 18% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock.

It is noted that Brian L. Roberts, Chairman and Chief Executive Officer of Comcast Corporation, and certain members of his family trusts and investment vehicles, have entered into the voting agreement, pursuant to which they have agreed to vote all of their shares in favour of the stock issuance. As of the record date for the Comcast special meeting, the Comcast shareholders who are parties to the voting agreement held in the aggregate 682,105 shares of Comcast Class A common stock (representing 0.03% of the outstanding shares of Comcast Class A common stock) and 9,444,375 shares of Comcast Class B common stock (representing 100% of the outstanding shares of Comcast Class B common stock), which together represent approximately 33.4% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock. There are concerns over the voting control of the Chairman and Chief Executive of Comcast Corporation, Brian Roberts. Corporate actions, like merger decisions are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, there were only 6 out of 12 directors considered to be independent, as this equates to only 50% of the Board there is considered to be insufficient independence on the Board to provide an adequate objective scrutiny of the transaction, especially in light of parachute payment to the Chairman and CEO. Therefore, an abstain vote is recommended on the merger proposal.

Vote Recommendation: *Abstain*

Results: For: 33.3, Abstain: 33.3, Oppose/Withhold: 33.3,

2. To approve, on an advisory (non-binding) basis, the "golden parachute" compensation payments that will or may be paid by TWC to its named executive officers in connection with the merger.

The Board of TWC is providing its stockholders with the opportunity to cast an advisory (non-binding) vote to approve the "golden parachute" compensation payments that will or may be made by TWC to its named executive officers in connection with the merger, as required by the Dodd-Frank Wall Street Reform and Consumer

Protection Act of 2010.

As a result of the merger Robert D. Marcus, Chairman and Chief Executive Officer of TWC, stands to receive USD 81,797,139, which is considered to be excessive. Other current executives - Arthur T. Minson, Jr., Michael LaJoie and Philip G. Meeks - stand to receive a total of USD 54,727,394 which is also deemed to be excessive. Golden Parachutes are not considered to be in line with best practice, and the compensation payments involved are considered to be excessive. As such, a vote against this proposal is recommended.

Vote Recommendation: *Oppose*

Results: For: 66.8, Abstain: 2.4, Oppose/Withhold: 30.7,

PROCTER & GAMBLE CO AGM - 14-10-2014

5. Shareholder Resolution: Report on Unrecyclable Packaging

Proposed by: As you Sow

The proponent is requesting that the board of directors issue a report at reasonable cost, omitting confidential information, assessing the environmental impacts of continuing to use unrecyclable brand packaging. The proponent state that "Procter & Gamble is known for its leadership on environmental sustainability yet a portion of its product packaging is unrecyclable including some plastics, a growing component of marine litter, which authorities say kills and injures marine life, spreads toxics and poses a potential threat to human health."

The Board are against this proposal and state that, whilst they agree with the proponent that recyclability is an important consideration when designing packaging, they believe that the Company has focused significant effort on minimizing the environmental impacts from their packaging through materials reduction and recycling. They believe that given the Company has clearly demonstrated commitment to this issue, they do not believe that the report requested by the proponent would add meaningful value to our ongoing efforts, or to shareholders.

It is considered that reporting on environmental issues is in shareholders' interests both as a means of informing shareholders of potential risks and opportunities faced by the company, but also as a means of ensuring that the management and board of a company gives due consideration to these issues. The board has not indicated why it considers that such a report would be prohibitively expensive, and the fact that many companies already produce them suggests that this is not the case. A vote for the proposal is therefore recommended.

Vote Recommendation: *For*

Results: For: 23.2, Abstain: 6.8, Oppose/Withhold: 70.1,

6. Shareholder Resolution: Report on Alignment Between Corporate Values and Political Contributions

Proposed by: NorthStar Asset Management

The proponent has requested that the Board of Directors report to shareholders annually at reasonable expense, excluding confidential information, a congruency analysis between corporate values as defined by P&G's stated policies and Company and P&G GGF political and electioneering contributions, including a list of any such contributions occurring during the prior year which raise an issue of misalignment with corporate values, and stating the justification for such exceptions.

The Board are against this proposal and believe that political engagement is necessary to ensure the interests of the Company's employees, consumers and shareholders are fairly represented at all levels of government around the world, and P&G is committed to being transparent about our political involvement.

It is considered regular disclosure of political donations to be best practice, and that the company has not disclosed all political donations that the shareholders are requesting. It is noted that the reports will not be strenuous if the company does not make significant contributions. Support is therefore recommended.

Vote Recommendation: *For*

Results: For: 6.1, Abstain: 5.4, Oppose/Withhold: 88.4,

3. Approve The Procter & Gamble 2014 Stock and Incentive Compensation Plan

The Board are requesting shareholder approval of the Procter & Gamble 2014 Stock and Incentive Compensation Plan. The purpose of the Plan is to strengthen the alignment of interests between those employees of the Company and its subsidiaries who are largely responsible for the success of the business, as well as non-employee Directors, and the Company's shareholders through increased ownership of the Company. The participants in the Plan shall be non-employee Directors and those employees who, in the opinion of the Committee, have demonstrated a capacity for contributing in a substantial manner to the success of the Company. This currently includes 10 non-employee Directors and approximately 6,000 of the Company's key managers who receive awards on an annual basis. It also includes an additional 8,000 employees currently eligible for cash bonuses who can elect to take all or part of their bonuses in stock options issued pursuant to the Plan. The maximum number of shares with respect to which options or other awards may be granted to any non-employee Director in any calendar year shall not exceed 10,000. The maximum number of shares with respect to which stock options or SARs may be granted to any employee who is a participant in any calendar year shall not exceed two million.

There are the following concerns with the plan: the maximum award that may be granted to an employee has the monetary value of USD 168.88 million (share price was \$84.44 as of 30/09/2014) which is considered to be excessive; the plan will have 160 million outstanding shares that can be awarded, which amount to 6% of the current issued share capital; and performance criteria for the performance based awards are not included. Due to these concerns a vote against the plan is recommended.

Vote Recommendation: *Oppose*

Results: For: 88.1, Abstain: 0.7, Oppose/Withhold: 11.2,

CITY OF LONDON INVESTMENT GROUP AGM - 22-10-2014

2. Approve the Remuneration Report

Rewarded CEO pay over the last five years is considered in line with Company's financial performance over the same period. The variable element of CEO pay for the year under review is less than 200% of salary, which is considered acceptable. No loss of office payments or payments to past directors were made during the year under review. Figures for cash payments, pension contributions and share based payments have been disclosed. All share incentive awards are fully disclosed with award dates and prices.

Rating: A.

Vote Recommendation: *For*

Results: For: 78.5, Abstain: 4.0, Oppose/Withhold: 17.5,

3. Approve Remuneration Policy

Pay policy aims do not appear to be linked with Company's overarching strategy and could be more fully explained in terms of the Company's objectives. There is no individual maximum cap for awards under the Annual bonus or the Employee Share Option Plan (ESOP).

There are concerns over the potential excessiveness of the Annual Bonus and the ESOP as awards under each plan are uncapped, granted on a discretionary basis and without any performance conditions attached. The only link between the Annual discretionary bonus and Company's performance is the size of the Annual Bonus pool, which is determined based the Group's profitability, allocating a maximum of 30% of pre-bonus, pre-tax, operating profit for this purpose. Although awards under the ESOP are not excessive in practice and are made to all employees, it would be best practice to set a maximum cap for Executives as part of the policy.

Contract policy for Executives also raises concerns. Barry Olliff, the current CEO, has a contract valid until 75 years of age with liquidated damages in excess of one year, which is considered inappropriate. No clawback or malus provisions are in place for any of the incentive plans. No mitigation statement has been made. On recruitment, the Committee can make awards outside the policy, which can be considered as potential Golden Hellos.

It is noted that following the majority of shareholder votes Against the Remuneration Report the Company explained that that compensation payments paid to the

former CEO and FD on the previous year have not been disclosed by the Company due to 'Compromise Agreements' entered with these individuals. This raises critical concerns over the Company's transparency and accountability towards shareholders of the Company.

Rating: DDE

Vote Recommendation: *Oppose*

Results: For: 83.7, Abstain: 0.4, Oppose/Withhold: 15.9,

10. Authorise the trustees from time to time of the City of London Employee Benefit Trust (the "EBT") to hold ordinary shares in the capital of the Company, for and on behalf of the ESOP

The Board proposes to authorise the trustees of the City of London Employee Benefit Trust (EBT) to hold ordinary shares on behalf of the Employee Share Option Plan (ESOP), up to maximum 10% of the issued share capital. The ABI Guidelines recommend that no more than 5% of a Company's issued share capital be held in an employee benefit trust (EBT). As of 30th June 2014 the EBT holding comprises 6.8% of issued share capital (2013: 6.8%). The Board considers that this will align more closely the interests of staff and shareholders. It also states that the issuance of share awards to executives and employees has been a very useful tool in motivating and retaining key staff.

Although this is an all-employee share plan, the explanations provided are not considered to be sufficient to exceed ABI recommendations, as it goes little beyond 'attract, retain and motivate'. Also, as described in resolution 3, there are important concerns over the absence of cap and the discretionary nature of the Share plan. Based on these concerns an oppose vote is recommended.

Note: The same resolution received 19.2% of vote against at the 2013 AGM.

Vote Recommendation: *Oppose*

Results: For: 83.8, Abstain: 0.3, Oppose/Withhold: 15.9,

BHP BILLITON GROUP (GBR) AGM - 23-10-2014

25. To elect Ian Dunlop

Nominated for Non-Executive Director by shareholders representing 0.06 per cent of the issued share capital of BHP Billiton.

The Board does not support Mr Dunlop's nomination.

This is the second consecutive year that Mr Dunlop has stood for election.

There is insufficient evidence of his experience in running large listed companies of extractive industries and therefore his election can not be supported despite some relevant experience in carbon risk matters.

However, in light of the public position of BHP Billiton in the last 12 months regarding both climate risk and carbon pricing issues, which raises questions over the board's collective capability to assess the potential risks to shareholder value of political and economic change in these key areas, an ABSTAIN vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 2.2, Abstain: 2.9, Oppose/Withhold: 94.9,

MICRO FOCUS INTL PLC EGM - 27-10-2014

4. Amend Remuneration Policy

It is proposed that employees of any company within the Enlarged Group be eligible to receive an Additional Share Grants (ASG) conditional on completion of the Merger. The ASGs will comprise nil cost options over, in aggregate, up to 5,142,240 ordinary Shares (representing a maximum of 2.5% of the Enlarged Share Capital

and, when combined with awards under all other employee share plans, will not exceed 10% of the issued ordinary share capital of the Company over any 10 year period. ASG awards will be subject to TSR measured from Completion to the third anniversary of Completion. Kevin Loosemore, Mike Phillips and Stephen Murdoch have been granted ASGs over 947,140 shares (equivalent to £7,760,865), 676,529 shares (equivalent to £5,543,478) and 405,917 shares (equivalent to £3,326,084), respectively. The Remuneration Committee may determine in its discretion that the ASG will become exercisable in part or in whole on the normal vesting date in the event of termination of employment. Vesting is accelerated if there is takeover.

It is also proposed that the Remuneration Policy of the Company be amended by the inclusion of the ASG and Additional Responsibility Allowance (ARA) elements of pay, in the Directors' pay structure. Accordingly, it is proposed that, an Additional Responsibility Allowance is paid monthly to certain Executive Directors and senior managers of the Enlarged Group as additional salary until such time as clear determinations of the relevant base salaries can be made. The ARA will be a monthly fixed payment per individual for a period of at least six months but not exceeding three years. At the conclusion of the integration period, the ARA will fall away and appropriate base salaries proposed. The aggregate payments made under the ARA will not exceed £1.0 million per annum. The total number of ARA recipients will not exceed 12. The initial monthly amounts payable under the ARA to Kevin Loosemore, Mike Phillips and Stephen Murdoch will not exceed £21,667, £10,000 and £6,667 respectively. It is noted the ARA will not be paid to Attachmate executives. The Remuneration Committee may review and subsequently increase or decrease the ARA every six months for the first eighteen months following Completion and then at any time thereafter.

As these awards are additional to existing awards that may be made under current plans, the Directors' remuneration is considered excessive. It is noted from the Company's 2014 Annual report that the CEO's maximum potential award are already considered excessive as they can amount up to 350% of salary.

With regards to the ASG plan, awards vest subject to one performance condition, which is contravenes best practice. Vesting should be based on multiple performance conditions which work interdependently. Also, a non-financial measure should be used. At three years, the performance period is not considered sufficiently long term. Accelerated vesting of awards in the event of a takeover is also not supported as Directors are rewarded for performance not obtained. The ASGs do not contain malus or claw-back provisions. Long Term Incentive Plans based schemes are inherently flawed. There is the inherent risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They are inherently acting as a complex and opaque hedge against absolute company under performance and long-term share price falls. They are also a significant factor in reward for failure. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 58.4, Abstain: 3.2, Oppose/Withhold: 38.4,

ORACLE CORP. AGM - 05-11-2014

1.02. *Elect H. Raymond Bingham*

Non-Executive Director. Not considered independent as he has served on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Withhold*

Results: For: 74.1, Abstain: 0.0, Oppose/Withhold: 25.9,

1.03. *Elect Michael J. Boskin*

Non-Executive Director. Not considered independent as he has served on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Withhold*

Results: For: 79.5, Abstain: 0.0, Oppose/Withhold: 20.5,

1.05. *Elect Bruce R. Chizen*

Independent Non-Executive Director. However, Mr Chizen is the Chairman of the Compensation Committee and the compensation report received 57% oppose votes at the last AGM and 59% in the previous year. On the basis that there was substantial opposition to pay package which awarded the CEO close to USD 70 million for each

of the last four years, and the committee has stated that no change will be made to their compensation policy, a "withhold" vote on his re-election is recommended. Note: Mr. Chizen had 42.2% of votes cast withholding on his re-election at the 2013 Annual Meeting.

Vote Recommendation: *Withhold*

Results: For: 72.1, Abstain: 0.0, Oppose/Withhold: 27.9,

1.09. *Elect Jeffrey O. Henley*

Executive Chairman. There is no independent Non-Executive Chairman, contrary to best practice guidelines. As there is also no Lead Director and insufficient independence on the Board, a withhold vote on his re-election is recommended.

Vote Recommendation: *Withhold*

Results: For: 88.7, Abstain: 0.0, Oppose/Withhold: 11.3,

LINEAR TECHNOLOGY CORP. AGM - 05-11-2014

1.05. *Re-elect David S. Lee*

Non-Executive Director. Independent by Company, not considered to be independent as he has been on the Board for over nine years. Additionally there are concerns over his overall aggregate time commitments. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 88.9, Abstain: 0.2, Oppose/Withhold: 10.9,

PERNOD RICARD SA AGM - 06-11-2014

O.7. *Elect Gilles Samyn*

Non-Executive Director. Not considered to be independent as he is currently executive of Groupe Bruxelles Lambert, which he joined in 1983. Groupe Bruxelles Lambert holds 6.9% of the company's voting rights. There are concerns over his aggregate time commitments. There is insufficient independent representation on the board.

Vote Recommendation: *Oppose*

Results: For: 83.1, Abstain: 0.1, Oppose/Withhold: 16.7,

O.12. *Authorise Share Repurchase*

Authority allows the Board to repurchase and use capital stock within legal boundaries. The repurchase is limited to 10% of share capital. The authority will be valid for 18 months and cannot be used during a period of public offer. Meets guidelines.

Vote Recommendation: *For*

Results: For: 61.4, Abstain: 0.1, Oppose/Withhold: 38.5,

E.13. *Authorise the Board of directors to allocate free performance shares to employees and executives*

It is proposed to grant the board authorization to allocate performance shares free of charge to employees and executives. The authorization will be valid for 38 months. Actual allocation will be subject to presence and performance conditions, one internal and one external, of which only the external has been disclosed and quantified (TSR). Performance will be measured over two years and shares will vest over a minimum of three years.

Although the performance conditions are above market practice (both in terms of disclosure and criteria), internal performance criteria are still undefined. In addition, the vesting time is not considered long term. On these bases, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 80.6, Abstain: 0.1, Oppose/Withhold: 19.3,

E.14. Authorise the Board of Directors to grant stock options to executive and employees

The company requests general approval to issue stock options, corresponding to maximum 1.5% of the issued share capital, to employees and management over a period of 38 months.

Performance conditions to be applied to those options awarded are not disclosed in full.

Dilution meets guidelines; however, the performance conditions applied to this specific plan are not disclosed. Opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 64.0, Abstain: 0.1, Oppose/Withhold: 36.0,

HAYS PLC AGM - 12-11-2014

19. Meeting notification related proposal

The proposed resolution reflects the implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009 as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice.

All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. However, as the proposed change is permissible by the Companies Act, support is recommended.

Vote Recommendation: *For*

Results: For: 86.3, Abstain: 0.1, Oppose/Withhold: 13.5,

KIER GROUP PLC AGM - 13-11-2014

3. Approve the Remuneration Report

Rewards made to the Executive Directors for the year are not considered excessive in comparison with their base salaries. The CEO realised pay over the last five years, is commensurate with financial performance of the Company. All elements of each director's cash remuneration are disclosed. All share incentive awards are stated with award dates and market prices at the date of grant. Pension contributions and entitlements are disclosed. Salary increases made to the Executives are considered excessive. The CEO's salary was increased by 33.5%, however as Mr Haydn Mursell was internally promoted to the position of CEO, the increase is justified. For Mr Steve Bowcotts, the COO of the company, the salary was increased by 11.5%, 5 % of which relates to average salary increase of all employees in the Group. The additional 6.5% is not adequately justified. Compensation payments were made to Executive Director Ian Lawson and Paul Sheffield who stood down as Chief Executive.

Rating: C

Vote Recommendation: *Abstain*

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Results: For: 87.7, Abstain: 1.0, Oppose/Withhold: 11.4,

8. To re-elect Mrs A J Mellor

Independent Non-Executive Director.

Vote Recommendation: *For*

Results: For: 88.5, Abstain: 0.1, Oppose/Withhold: 11.3,

SMITHS GROUP PLC AGM - 18-11-2014**19. Meeting notification related proposal**

The proposed resolution reflects the implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009 as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice.

All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. However, as the proposed change is permissible by the Companies Act, support is recommended.

Vote Recommendation: *For*

Results: For: 89.0, Abstain: 0.4, Oppose/Withhold: 10.6,

SKY PLC AGM - 21-11-2014**4. Approve the Remuneration Report**

Rewards made to the Executive Directors for the year are considered excessive in comparison with their base salaries. It is noted that variable remuneration for the year was still disproportionate in a year where no LTIP vested. LTIP awards vest every other year, meaning that remuneration can be more excessive than the 2014 figures suggest. CEO realised pay in the past five years is considered above suitable levels and is not commensurate with the financial performance over the same period. All elements of each director's cash remuneration are disclosed. All share incentive awards are stated with award dates and prices at the date of grant are provided. Pension contributions and entitlements are disclosed.

Rating: C

Vote Recommendation: *Abstain*

Results: For: 69.9, Abstain: 19.0, Oppose/Withhold: 11.2,

WOLSELEY PLC AGM - 25-11-2014**18. Issue shares with pre-emption rights**

The authority is limited to one third of the share capital and another third in connection with a Rights Issue. This is in line with normal market practice and expires at the next AGM. All directors are standing for annual re-election. Support is recommended.

Vote Recommendation: *For*

Results: For: 88.0, Abstain: 0.5, Oppose/Withhold: 11.5,

UBM PLC EGM - 26-11-2014*1. Approve the Acquisition*

On 1 October 2014, UBM plc (UBM) announced that it had reached agreement on the terms of the proposed acquisition of the entire issued and outstanding capital stock of VSS-AHC Consolidated Holdings Corp, (Advanstar) for a total cash consideration of \$972 million (approximately £608 million). The UBM Board believes the Acquisition is a compelling opportunity to acquire a large portfolio of high quality, “must-attend” events, with strong brands and leading positions in the fashion, licensing, pharmaceutical, medical and powersports and automotive sectors. UBM proposes to undertake a Rights Issue, the net proceeds of which will be used to part fund the cash consideration payable for the proposed acquisition, to raise approximately £565 million (approximately \$902 million) by the issue of 196,717,483 New Ordinary Shares through a 4 for 5 Rights Issue at 287 pence per New Ordinary Share. This amounts represents 80% of the Company’s issued share capital.

Such transactions are considered on the basis of whether it has been adequately explained and whether there is sufficient independent oversight of the recommended transaction. The proposal has been adequately described and no major governance concerns have been identified. The use of a rights issue to fund the acquisition is considered best practice. Finally, there is sufficient independent representation on the Board, which provides assurance that the decision was taken with appropriate independence and objectivity. A vote in favour is recommended.

Vote Recommendation: *For*

Results: For: 83.7, Abstain: 5.1, Oppose/Withhold: 11.2,

2. Issue shares with pre-emption rights

As described in resolution 1, the Company is proposing to raise approximately £565 million (gross proceeds) by way of the Rights Issue of 196,717,483 New Ordinary Shares. The Rights Issue Price of 287 pence per New Ordinary Share represents a 47.4 per cent. discount to the Closing Price of 546 pence per Existing Ordinary Share on 5 November 2014 and a 33.4 per cent. discount to the theoretical ex-rights price. Under this authority the Board proposes to offer to shareholders 4 New Ordinary Shares at 287 pence each for every 5 Existing Ordinary Shares held. The use of a rights issue is considered best practice when raising capital. The proposed acquisition does not raise significant concerns. In line with the vote recommendation on resolution 1, a vote in favour is recommended.

Vote Recommendation: *For*

Results: For: 83.5, Abstain: 5.1, Oppose/Withhold: 11.4,

3. Issue shares for cash

It is proposed the directors the authority to disapply pre-emption rights in relation to the allotment of ordinary shares pursuant to the authority conferred by Resolution 2. In line with the vote recommendation on resolution 1 and 2 and the approval of the Company’s rights issue, a vote in favour is recommended.

Vote Recommendation: *For*

Results: For: 88.7, Abstain: 0.5, Oppose/Withhold: 10.8,

CONNECT GROUP PLC EGM - 01-12-2014*1. Approve the Acquisition*

Shareholders are being asked to approve the acquisition of The Big Green Parcel Holding Company Limited, whose principal trading subsidiary is Tuffnells Parcels Express Limited (Tuffnells) on a debt-free basis for a total consideration of up to £128.7 million. An initial consideration of £113.4 million is payable on Completion and a deferred consideration of up to a further maximum amount of £15.3 million.

Tuffnells is a leading provider of next-day business-to-business delivery of mixed freight/parcel consignments, specialising in items of irregular dimension and weight. The Connect Group's strategic ambition is to achieve 50% of profits from activities outside newspaper and magazine wholesaling. The proposed acquisition of Tuffnells represents a step towards achieving this ambition. The Company proposes to finance the Initial Consideration through: i) its recently extended debt facilities of £50.0 million; and ii) the net proceeds of a 2 for 7 Rights Issue at 102 pence per New Ordinary Share, being approximately £52.3 million, net of expenses. The Rights Issue Price represents a 33.7% discount to the theoretical ex-Rights price based on the closing middle-market price of 168.75 pence per Ordinary Share on 11 November 2014. The Rights Issue will be made on the basis of: 2 New Ordinary Shares at 102 pence per New Ordinary Share for every 7 Ordinary Shares held by Qualifying Shareholders. The Rights Issue will result in up to 54,136,442 New Ordinary Shares being issued (representing approximately 29% of the existing issued share capital and 22% of the enlarged issued share capital immediately following completion of the Rights Issue).

Such transactions are considered on the basis of whether the transaction has been adequately explained and whether there is sufficient independent oversight of the recommended transaction. The circular contains full details of the transaction and there is a sufficient balance of independence on the Board. This provides assurance that the decision was taken with appropriate independence and objectivity. Also, the use of a rights issue is considered an appropriate way to raise capital as it offers all shareholders to participate in the raising on an equal basis. A vote in favour is therefore recommended.

Vote Recommendation: *For*

Results: For: 84.5, Abstain: 0.2, Oppose/Withhold: 15.4,

CABLE & WIRELESS COMMUNICATIONS PLC EGM - 05-12-2014

1. Approve the Acquisition

Shareholders are being asked to approve the full acquisition by Cable & Wireless Communications PLC (CWC) of Columbus International Inc (Columbus) for a consideration of approximately USD1.85bn. In addition, CWC will assume Columbus' existing net debt as part of the Acquisition which was USD1.17bn as at 30 June 2014.

While the proposed acquisition has been adequately described and the current Board is considered sufficiently independent, there are important concerns over the potential dilution and the nomination of three shareholders representatives on the Board after the Completion of the transaction. The enlarged Board will no longer be sufficiently independent, and the new major shareholders (principal vendors), which are considered as concert parties, will have an important influence over the Board. Also, the dilutive effect to existing shareholders, due to the issuance of Consideration Shares to the Principal vendors, is not considered appropriate. These issues raise important Corporate Governance concerns for existing shareholders and an oppose vote is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 88.9, Abstain: 0.4, Oppose/Withhold: 10.7,

2. Approve the allotment of Consideration Shares

Subject to the approval of the proposed acquisition, shareholders are asked to authorise the issuance to the Principal Vendors (Clearwater, Brendan Paddick and CHLLC) of 1,557,529,605 new Ordinary Shares (the Consideration Shares). As a result, the Principal Vendors will in aggregate hold 36% of the Ordinary Shares in the Enlarged Group. Pre-emption rights do not apply to the issue of the Consideration Shares to the Principal Vendors pursuant to the Acquisition. Each Principal Vendor has agreed at Completion to enter into lock-up and put option arrangements in respect of its Consideration Shares, an exception to which will enable it to require the Company to acquire certain of the Consideration Shares at their notional issue price of USD0.7349 in certain circumstances.

This issuance of shares is considered overly dilutive for existing shareholders and takes the concert party over an important governance threshold. In line with our voting recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

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Results: For: 88.8, Abstain: 0.4, Oppose/Withhold: 10.8,

3. Approving the entry into the Put Option Deeds

Shareholders are being asked to approve the entry into of each Put Option Deed, which will expire five years from the day on which this resolution is passed. At Completion, the Acquiring Company will enter into lock-up and put option agreements with the Principal Vendors in respect of their holdings of Consideration Shares (Put Option Deeds). Under the terms of the Put Option Deeds, the Consideration Shares issued to the Principal Vendors will be subject to lock-up arrangements, an exception to which will enable each Principal Vendor to either (i) require the Acquiring Company to purchase for cash up to a certain number of its Consideration Shares each year from 2016 to 2019 inclusive for the notional issue price of USD0.734917 per share (such right of each Principal Vendor each year being a "Put Option"); or (ii) sell up to that number of Consideration Shares each year from 2016 to 2019 in the market (subject to orderly market arrangements with CWC).

While the use of put option agreements is not a major concern for such acquisition, it is important to note that this will protect the Principal vendors from potential share price fall, unlike other shareholders.

In line with our voting recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 77.6, Abstain: 8.6, Oppose/Withhold: 13.8,

4. Approve the share allotments to fund the repurchase of shares pursuant to the Put Option Deeds

Shareholders are being asked to authorise the Directors to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company of an aggregate nominal amount of up to USD100,000,000 in connection with the Company funding the payment of all or part of the price due by it on repurchase of any of the ordinary shares pursuant to an exercise under the Put Option Deeds. In line with recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 87.1, Abstain: 2.2, Oppose/Withhold: 10.8,

6. Approve Rule 9 Waiver

The Directors are proposing a Rule 9 waiver, which will exempt the Principal vendors, acting as a concert parties, from the requirement of the City Code that they make an offer for the entire share capital of the company. The issuance of consideration shares linked to the acquisition will mean that the Principal vendors becomes a controlling shareholder (approx. 36% of the enlarged capital) and therefore this requested waiver is not supported in light of its impact on the governance of the company for minority shareholders.

Vote Recommendation: *Oppose*

Results: For: 87.4, Abstain: 1.3, Oppose/Withhold: 11.3,

COLT GROUP SA EGM - 16-12-2014

1. Approve the Acquisition

Shareholders are being asked to approve the purchase by the Company of KVH with FMR LLC, FIL Limited, InfoTech Fund I LLC and Asia Telecom Group L.P. (the 'Sellers') for cash consideration of Yen 18.595 billion.

KVH is a similar business to Colt, operating in Asia with products and solutions spanning network, voice, data centre and IT services. The Board believes the acquisition of KVH fits well with the Company's strategy and considers that KVH provides Colt with a platform for presence and growth in Asia.

The consideration for the acquisition of KVH will be Yen 18.595bn (equivalent to approximately EUR130.3m), payable in cash on completion of the Transaction. During August 2014 the Group entered into a revolving credit facility agreement for a maximum of 1.5 billion USD. The agreement is for an initial three-year term with an option to extend for an

additional two years. The facility, and cash on balance sheet, provides the Group with the liquidity to accommodate the acquisition of KVH and fund working capital and scheduled investments.

No significant governance concerns have been identified. Such transactions are considered on the basis of whether the transaction has been adequately explained and whether there is sufficient independent oversight of the recommended transaction. The circular contains full details of the transaction and there is a sufficient balance of independence on the board. This provides assurance that the decision was taken with appropriate independence and objectivity. Therefore shareholders are recommended to approve.

Vote Recommendation: *For*

Results: For: 76.6, Abstain: 11.3, Oppose/Withhold: 12.1,

3 Oppose/Abstain Votes With Analysis

COMCAST CORP EGM - 08-10-2014

1. To Approve The Issuance Of Shares Of Comcast Class A Common Stock To Time Warner Cable Inc. Stockholders In The Merger.

The Board of Comcast Corporation is seeking shareholder approval of the issuance of Shares of Comcast Class A Stock to Time Warner Cable Inc (TWC) stockholders as part of the merger.

The merger will not be completed unless TWC stockholders adopt the merger agreement and Comcast shareholders approve the stock issuance.

Upon completion of the merger, each share of TWC common stock will be converted into the right to receive 2.875 shares of Comcast Class A common stock. Based on the number of shares of TWC common stock outstanding as of August 29, 2014, Comcast expects to issue approximately 806 million shares of Comcast Class A common stock to TWC stockholders pursuant to the merger. The actual number of shares of Comcast Class A common stock to be issued pursuant to the merger will be determined at completion of the merger based on the exchange ratio and the number of shares of TWC common stock outstanding at such time. Based on the number of shares of TWC common stock outstanding as of August 29, 2014, and the number of shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock) outstanding as of August 29, 2014, it is expected that, immediately after completion of the merger, former TWC stockholders will own approximately 24% of the outstanding shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock), representing 27% of the outstanding shares of Comcast Class A common stock and 18% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock.

It is noted that Brian L. Roberts, Chairman and Chief Executive Officer of Comcast Corporation, and certain members of his family trusts and investment vehicles, have entered into the voting agreement, pursuant to which they have agreed to vote all of their shares in favour of the stock issuance. As of the record date for the Comcast special meeting, the Comcast shareholders who are parties to the voting agreement held in the aggregate 682,105 shares of Comcast Class A common stock (representing 0.03% of the outstanding shares of Comcast Class A common stock) and 9,444,375 shares of Comcast Class B common stock (representing 100% of the outstanding shares of Comcast Class B common stock), which together represent approximately 33.4% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock.

Corporate actions, like merger decisions are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, there were only 5 out of 12 directors considered to be independent. As this equates to only 42% of the Board, there is considered to be insufficient independent representation on the Board to ensure adequate objective scrutiny of the transaction. It is also noted that at as of the last fiscal year end the company already had negative tangible net equity of US\$53.097bn.

In addition, there is also concern over the voting control of the Chairman and Chief Executive of Comcast Corporation, Brian Roberts. Therefore, an abstain vote is recommended on this proposal.

Vote Recommendation: *Abstain*

Results: For: 99.2, Abstain: 0.4, Oppose/Withhold: 0.4,

2. To Approve The Adjournment Of The Comcast Special Meeting If Necessary To Solicit Additional Proxies.

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Recommendation: *Oppose*

TIME WARNER CABLE INC EGM - 09-10-2014***1. To adopt the Agreement and Plan of Merger with Comcast Corporation***

The Board are seeking shareholder approval to adopt the Agreement and Plan of Merger, dated as of February 12, 2014, as may be amended, among Time Warner Cable Inc. ("TWC"), Comcast Corporation and Tango Acquisition Sub, Inc.

Comcast, Merger Sub and TWC have entered into the merger agreement. Subject to the terms and conditions of the merger agreement and in accordance with applicable law, Merger Sub will be merged with and into TWC, with TWC continuing as the surviving corporation. Upon completion of the merger, TWC will be a wholly owned subsidiary of Comcast, and TWC common stock will be delisted from the New York Stock Exchange and deregistered under the Securities Exchange Act of 1934.

At the record date for the TWC special meeting, TWC's directors and executive officers and their affiliates beneficially owned and had the right to vote 139,191 shares of TWC common stock at the TWC special meeting, which represents less than 0.1% of the shares of TWC common stock entitled to vote at the TWC special meeting. Robert D. Marcus, Chairman and Chief Executive Officer of TWC, stands to receive USD 81,797,139 in parachute payments as a result of the merger, which is considered to be excessive. Other current executives - Arthur T. Minson, Jr., Michael LaJoie and Philip G. Meeks - stand to receive a total of USD 54,727,394, an amount also deemed to be excessive.

Based on the number of shares of TWC common stock outstanding as of August 29, 2014, and the number of shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock) outstanding as of August 29, 2014, it is expected that, immediately after completion of the merger, former TWC stockholders will own approximately 24% of the outstanding shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock), representing 27% of the outstanding shares of Comcast Class A common stock and 18% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock.

It is noted that Brian L. Roberts, Chairman and Chief Executive Officer of Comcast Corporation, and certain members of his family trusts and investment vehicles, have entered into the voting agreement, pursuant to which they have agreed to vote all of their shares in favour of the stock issuance. As of the record date for the Comcast special meeting, the Comcast shareholders who are parties to the voting agreement held in the aggregate 682,105 shares of Comcast Class A common stock (representing 0.03% of the outstanding shares of Comcast Class A common stock) and 9,444,375 shares of Comcast Class B common stock (representing 100% of the outstanding shares of Comcast Class B common stock), which together represent approximately 33.4% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock. There are concerns over the voting control of the Chairman and Chief Executive of Comcast Corporation, Brian Roberts. Corporate actions, like merger decisions are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, there were only 6 out of 12 directors considered to be independent, as this equates to only 50% of the Board there is considered to be insufficient independence on the Board to provide an adequate objective scrutiny of the transaction, especially in light of parachute payment to the Chairman and CEO. Therefore, an abstain vote is recommended on the merger proposal.

Vote Recommendation: *Abstain*

Results: For: 33.3, Abstain: 33.3, Oppose/Withhold: 33.3,

2. To approve, on an advisory (non-binding) basis, the "golden parachute" compensation payments that will or may be paid by TWC to its named executive officers in connection with the merger.

The Board of TWC is providing its stockholders with the opportunity to cast an advisory (non-binding) vote to approve the "golden parachute" compensation payments that will or may be made by TWC to its named executive officers in connection with the merger, as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

As a result of the merger Robert D. Marcus, Chairman and Chief Executive Officer of TWC, stands to receive USD 81,797,139, which is considered to be excessive.

Other current executives - Arthur T. Minson, Jr., Michael LaJoie and Philip G. Meeks - stand to receive a total of USD 54,727,394 which is also deemed to be excessive. Golden Parachutes are not considered to be in line with best practice, and the compensation payments involved are considered to be excessive. As such, a vote against this proposal is recommended.

Vote Recommendation: *Oppose*

Results: For: 66.8, Abstain: 2.4, Oppose/Withhold: 30.7,

ASSICURAZIONI GENERALI SPA EGM - 14-10-2014

1.1. *Approve the reintegration of Mr. Paolo Scaroni as a member of the Board of Directors*

Mr. Scaroni has a key function at the Company, as chairman of the remuneration committee and member of the nomination committee. It considered that he will have to invest a considerable amount of time in defending himself through the next years (as the average length for a trial over three degrees at an Italian court of justice is 10 years). Although he is to be considered innocent at all levels until the sentences over the mentioned cases are final, his decision of self-suspension moves towards the requisites of honorability that he sponsored as CEO of ENI (although they were not approved at the AGM). On balance, his reintegration is not deemed to be beneficial for the Company, as his aggregate time commitments and the investigations upon him may prevent him from taking active part in the company, as his role demands. On this basis, it is recommended to oppose this resolution.

Vote Recommendation: *Oppose*

1.3. *Abstention from the vote on the reintegration to or the revocation from the Board of Mr. Scaroni*

It is considered that the current position of Mr. Scaroni entails a high level of risk in terms of time commitments and inability to pursue his duty at the Company. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

PROCTER & GAMBLE CO AGM - 14-10-2014

1c. *Re-elect Scott D. Cook*

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.9, Abstain: 0.5, Oppose/Withhold: 2.6,

1e. *Re-elect A.G. Lafley*

Re-appointed Chairman and CEO having previously served in this capacity. Continued combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Recommendation: *Oppose*

Results: For: 96.2, Abstain: 0.8, Oppose/Withhold: 3.0,

1g. Re-elect W. James McNerney, Jr.

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.0, Abstain: 0.4, Oppose/Withhold: 3.6,

1k. Re-elect Ernesto Zedillo

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.6, Abstain: 0.6, Oppose/Withhold: 2.8,

4. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA

Disclosure: B - There is disclosure of the bonus targets on a retrospective basis. The targets for the year under review are not considered to be challenging.

Balance: D - Not all awards have performance conditions attached.

Contracts: A - There are no severance agreements with executive officers. There is no automatic acceleration of vesting upon a change in control and the Company does have a clawback policy in place.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 94.5, Abstain: 0.9, Oppose/Withhold: 4.6,

3. Approve The Procter & Gamble 2014 Stock and Incentive Compensation Plan

The Board are requesting shareholder approval of the Procter & Gamble 2014 Stock and Incentive Compensation Plan. The purpose of the Plan is to strengthen the alignment of interests between those employees of the Company and its subsidiaries who are largely responsible for the success of the business, as well as non-employee Directors, and the Company's shareholders through increased ownership of the Company. The participants in the Plan shall be non-employee Directors and those employees who, in the opinion of the Committee, have demonstrated a capacity for contributing in a substantial manner to the success of the Company. This currently includes 10 non-employee Directors and approximately 6,000 of the Company's key managers who receive awards on an annual basis. It also includes an additional 8,000 employees currently eligible for cash bonuses who can elect to take all or part of their bonuses in stock options issued pursuant to the Plan. The maximum number of shares with respect to which options or other awards may be granted to any non-employee Director in any calendar year shall not exceed 10,000. The maximum number of shares with respect to which stock options or SARs may be granted to any employee who is a participant in any calendar year shall not exceed two million.

There are the following concerns with the plan: the maximum award that may be granted to an employee has the monetary value of USD 168.88 million (share price was \$84.44 as of 30/09/2014) which is considered to be excessive; the plan will have 160 million outstanding shares that can be awarded, which amount to 6% of the current issued share capital; and performance criteria for the performance based awards are not included. Due to these concerns a vote against the plan is recommended.

Vote Recommendation: *Oppose*

Results: For: 88.1, Abstain: 0.7, Oppose/Withhold: 11.2,

PAYCHEX INC. AGM - 15-10-2014

1a. Elect B. Thomas Golisano

Non-Executive Chairman. Not independent as he holds 10.4% of the issued share capital and was President and CEO of the company until 2004. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 98.6, Abstain: 0.3, Oppose/Withhold: 1.1,

1b. Elect Joseph G. Doody

Non-Executive Director. Not considered independent as Mr. Doody is Vice Chairman of Staples, Inc. During fiscal 2014, the Company purchased through negotiated transactions approximately \$1.3 million (2013: \$1.6 million, 2012: \$1.8 million) of office supplies from Staples, Inc. There are also concerns over his time commitments. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 98.9, Abstain: 0.3, Oppose/Withhold: 0.8,

1c. Elect David J. S. Flaschen

Non-Executive Director. Not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 95.8, Abstain: 0.4, Oppose/Withhold: 3.8,

1d. Elect Phillip Horsley

Non-Executive Director. Not considered independent as he has served the Board for more than nine years during his first tenure with the company between 1982 and 2009. He was re-elected again at the 2011 AGM. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.4, Abstain: 0.3, Oppose/Withhold: 3.3,

1e. Elect Grant M. Inman

Non-Executive Director. Not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 92.9, Abstain: 0.4, Oppose/Withhold: 6.7,

1f. Elect Pamela A. Joseph

Non-Executive Director. Not considered independent as she will have served on the board for more than nine years as of the 2014 AGM. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.1, Abstain: 0.3, Oppose/Withhold: 0.6,

1h. Elect Joseph M. Tucci

Lead Director. Not considered independent as he has served on the board for more than nine years. Furthermore, Mr. Tucci is the Chairman and Chief Executive Officer of EMC Corporation. During fiscal 2014, the Company purchased through negotiated transactions approximately \$4.7 million of data processing equipment and software from EMC Corporation. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 94.8, Abstain: 0.3, Oppose/Withhold: 4.9,

2. Approve Pay Structure

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BEA

Disclosure: B - The company discloses the annual bonus targets retrospectively. Qualitative metrics are not disclosed.

Balance: E - There are no performance criteria attached to stock options or time-vested restricted stock awards and the vesting periods are considered insufficient. Annual bonus targets are not considered challenging.

Contracts: A - The company has a recoupment policy in place and double triggers for award in the event of a change in control.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 93.0, Abstain: 0.7, Oppose/Withhold: 6.3,

IG GROUP HLDGS PLC AGM - 16-10-2014**3. Approve Remuneration Policy**

Disclosure is considered limited with regards to the Sustained Performance Plan performance targets. The Remuneration Committee does not disclose specific targets for the DEPS and non-financial measures. Also, pay policy aims should be adequately explained in terms of the Company's objectives which is not been the case with the Company.

The Company operates one long term incentive scheme (SPP) for Executive Directors, under which awards vest in tranches with the first tranche vesting in the first year, which goes against best practice. A performance period of no less than 5 years is recommended. The performance conditions do not operate interdependently which again contravenes guidelines. It is commended that non-financial measures are incorporated. The vesting scale is not considered sufficiently broad for the relative TSR element. The CEO's total potential rewards under all incentive schemes are considered excessive as they may amount to 500%. The ratio of CEO pay to employee average pay is not disclosed, however it has been estimated and it is also considered excessive (24 to 1). Directors are entitled to a dividend income which is accrued on vesting share awards from the date of grant to the vesting date. The practice is not in line with shareholders best interests. Shareholding guidelines are in place, however, the Company does not set an adequate time-frame. [Page 71 of 182](#)

subscription.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. It is considered this practice undermines the rationale behind the remuneration policy to retain Executive Directors. Upside discretion may be used while determining severance. Accelerated vesting may be applied and awards may continue to vest for Directors who have left office.

Rating: DDD

Vote Recommendation: *Oppose*

Results: For: 96.1, Abstain: 0.1, Oppose/Withhold: 3.8,

13. *Re-appoint the auditors: PricewaterhouseCoopers LLP*

Non-audit fees represented 39.36% of the audit fees during the year and 157.22% on a three year aggregate basis. This level raises significant concerns over the Auditor's independence. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 97.9, Abstain: 0.1, Oppose/Withhold: 1.9,

15. *Approve new long term incentive plan*

The IG Group Long Term Incentive Plan (LTIP) is proposed. The scheme expires in 10 years. The amount of awards that may be granted under the scheme shall not exceed 10% of the Company's issued ordinary share capital. Any employee of the Company (other than an executive director) and its subsidiaries is eligible to participate in the Plan at the discretion of the Committee. Participation in the Plan is currently limited to selected senior management. The grants are individually capped at 100% of base salary up to 150% of base salary in exceptional circumstances. Awards are subject to a performance period of three years.

Disclosure is inadequate as performance conditions and targets are not provided. The vesting period is not considered sufficiently long term. No holding period applies. Dividend equivalents may be accrued on vesting shares from the date of grant. This is not considered to be in line with shareholders' best interests. A clawback policy is in place but it only applies to unvested shares. Vesting of awards may be accelerated in the event of cessation of employment (and they usually will in the event of a takeover), which is considered inappropriate as executives may be rewarded for performance not obtained. It is noted that the awards would be subject to performance conditions up to date of termination of employment/ takeover. The Remuneration Committee can decide not to pro-rate the awards. The Committee have the ability to amend or waive any performance conditions for existing awards without shareholders approval. Such a high level of discretion negates the purpose of safeguards. Furthermore, Long Term Incentive Plans based schemes are inherently flawed. There is the inherent risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They are inherently acting as a complex and opaque hedge against absolute company under performance and long-term share price falls. They are also a significant factor in reward for failure.

Rating: DD

Vote Recommendation: *Oppose*

Results: For: 98.2, Abstain: 0.1, Oppose/Withhold: 1.7,

REED ELSEVIER NV EGM - 21-10-2014

3. *Amend Articles: Reflect Legislative Changes on Repurchase Limit*

It is proposed to amend the company's bylaws to implement a recent change in the Dutch Civil Code which introduces the possibility to hold in treasury up to 50% of the share capital. Although now permitted by Dutch law, it is considered that a threshold of 10% would be more appropriate, as well as in accordance with other European markets. Opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.3, Abstain: 0.3, Oppose/Withhold: 1.4,

CITY OF LONDON INVESTMENT GROUP AGM - 22-10-2014

3. *Approve Remuneration Policy*

Pay policy aims do not appear to be linked with Company's overarching strategy and could be more fully explained in terms of the Company's objectives. There is no individual maximum cap for awards under the Annual bonus or the Employee Share Option Plan (ESOP).

There are concerns over the potential excessiveness of the Annual Bonus and the ESOP as awards under each plan are uncapped, granted on a discretionary basis and without any performance conditions attached. The only link between the Annual discretionary bonus and Company's performance is the size of the Annual Bonus pool, which is determined based the Group's profitability, allocating a maximum of 30% of pre-bonus, pre-tax, operating profit for this purpose. Although awards under the ESOP are not excessive in practice and are made to all employees, it would be best practice to set a maximum cap for Executives as part of the policy.

Contract policy for Executives also raises concerns. Barry Olliff, the current CEO, has a contract valid until 75 years of age with liquidated damages in excess of one year, which is considered inappropriate. No clawback or malus provisions are in place for any of the incentive plans. No mitigation statement has been made. On recruitment, the Committee can make awards outside the policy, which can be considered as potential Golden Hellos.

It is noted that following the majority of shareholder votes Against the Remuneration Report the Company explained that that compensation payments paid to the former CEO and FD on the previous year have not been not disclosed by the Company due to 'Compromise Agreements' entered with these individuals. This raises critical concerns over the Company's transparency and accountability towards shareholders of the Company.

Rating: DDE

Vote Recommendation: *Oppose*

Results: For: 83.7, Abstain: 0.4, Oppose/Withhold: 15.9,

7. *Re-appoint the auditors: Moore Stephens LLP*

Non-audit fees represent approximately 14% of audit fees during the year under review and approximately 32% of audit fees over a three-year aggregate basis. This raises concerns over the independence of the auditor. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.2, Abstain: 0.8, Oppose/Withhold: 0.0,

10. *Authorise the trustees from time to time of the City of London Employee Benefit Trust (the "EBT") to hold ordinary shares in the capital of the Company, for and on behalf of the ESOP*

The Board proposes to authorise the trustees of the City of London Employee Benefit Trust (EBT) to hold ordinary shares on behalf of the Employee Share Option Plan (ESOP), up to maximum 10% of the issued share capital. The ABI Guidelines recommend that no more than 5% of a Company's issued share capital be held in an employee benefit trust (EBT). As of 30th June 2014 the EBT holding comprises 6.8% of issued share capital (2013: 6.8%). The Board considers that this will align more closely the interests of staff and shareholders. It also states that the issuance of share awards to executives and employees has been a very useful tool in motivating and retaining key staff.

Although this is an all-employee share plan, the explanations provided are not considered to be sufficient to exceed ABI recommendations, as it goes little beyond 'attract, retain and motivate'. Also, as described in resolution 3, there are important concerns over the absence of cap and the discretionary nature of the Share plan. Based on these concerns an oppose vote is recommended.

Note: The same resolution received 19.2% of vote against at the 2013 AGM.

Vote Recommendation: *Oppose*

Results: For: 83.8, Abstain: 0.3, Oppose/Withhold: 15.9,

BHP BILLITON GROUP (GBR) AGM - 23-10-2014

1. *Receive the Annual Report*

Strategic Report meets guidelines. Adequate environmental and employment policies are in place and quantifiable environmental reporting is disclosed. There is no vote relating to the final dividend paid during the year. In August 2014 the Board declared a final dividend of 62 US cents per share. A statement is made that Company articles permit dividend payment in any manner or by any means determined by the Board. However the lack of opportunity to approve the dividend is a concern. The vote by shareholders on the dividend, on unqualified accounts, discharges the duties of the directors in tandem with the legal responsibilities of the auditors, and reaffirms the necessity of reliably audited accounts for financial governance to function properly. Consequently, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.1, Abstain: 1.1, Oppose/Withhold: 0.8,

2. *Re-appoint the auditors: KPMG LLP*

The total non-audit fees were approximately 30.4% of audit fees during the year under review, and the three year average is 26.9%. There are concerns that this level of non-audit fees creates a potential for conflict of interest on the part of the independent auditor. In addition, Mr. Maxsted, a Director of the Company, has previously been CEO at KPMG, the company's external auditor, until 2007. KPMG has audited the company since 2003. This may raise concerns regarding the independence of the auditing firm. Based on these concerns, an abstain vote on the resolution is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.7, Abstain: 1.0, Oppose/Withhold: 0.3,

7. *Approve Remuneration Policy*

Remuneration at the Company remains wholly excessive, with potential aggregate awards of 728% of base salary in exceptional circumstances and 640% in normal circumstances.

Other concerns persist with regard to the design of pay policy. The 2009 LTIP relies on the use of discretion to avoid payout for absolute negative returns to shareholders. Since its inception the use of discretion has only been applied once, to reduce the overall level of vesting, which is welcomed. The Long Term Incentive scheme uses only one performance condition, TSR. It is considered that long-term incentive schemes should apply at least two performance criteria concurrently, one of which against a named comparator group. The performance period is over five years which is considered best practice and the vesting scale is sufficiently broad.

Contracts are one year rolling with termination provisions of 12 months salary plus retirement benefits. Adequate malus and clawback provisions are in place on the Annual bonus. However, discretion is relied upon to mitigate payout from one-off sign-on awards. It is considered that such awards distort the market for executive talent and undermine the attract and retain principles that inform BHP's pay policy.

Rating: BDC

Vote Recommendation: *Oppose*

Results: For: 96.2, Abstain: 1.0, Oppose/Withhold: 2.8,

8. *Approve the Remuneration Report*

Variable remuneration in the current year is excessive as it represent 340% of base salary. Face value of 2014 and 2015 LTIP awards are approximately US\$6.8m. There are further concerns over the rules of the scheme under which former CEO, Mr Kloppers, is allowed to retain unvested performance awards after he has left the company. Upon engagement with the Company, it has been confirmed that these awards are vested pro-rata based on performance period completed. This was not

obvious form remuneration report disclosure. Similarly, remuneration paid to Mr. Kloppers in 2013 has not been disclosed in the 'Single total figure of remuneration' table, which is deemed a significant omission. There were no major changes in policy during the year under review. Implementation rating: D

Vote Recommendation: *Oppose*

Results: For: 97.8, Abstain: 0.4, Oppose/Withhold: 1.8,

9. Approve the Remuneration Report

Item 9 is an ordinary resolution required under Australian law and is an advisory vote. For Australian law purposes, the Remuneration Report for the year ended 30 June 2014 comprises the whole of section 4 of the Annual Report. As a result, the analysis and three letter rating of Item 7 is applicable.

Rating: BDC

Vote Recommendation: *Oppose*

Results: For: 97.6, Abstain: 0.4, Oppose/Withhold: 2.0,

10. Approval of leaving entitlements

Shareholder approval is being sought for the purposes of sections 200B and 200E of the Australian Corporations Act for any 'termination benefits' that may be provided to a member of the Group Management Committee [(GMC) (including the CEO)] under the relevant employment agreement; Long Term Incentive Plan (LTIP); Group Incentive Scheme (GIS) BHP Billiton Group Global Employee Share Plan (Shareplus); and defined contribution plans and defined benefit plans (Retirement Plans). It is noted that these are not new benefits and are the same as described in the remuneration report over the years. The Company has the authority to accelerate vesting and/or may decided not to pro-rate, which is against best practice.

Vote Recommendation: *Oppose*

Results: For: 97.5, Abstain: 0.4, Oppose/Withhold: 2.0,

11. Approval of grants to Executive Director

The Board is seeking shareholder approval for the purposes of ASX Listing Rule 10.14 for the for the acquisition of securities under the Group's STIP and LTIP by the Chief Executive Officer (CEO).

The maximum value of the STIP award will be US\$1,568,080. This maximum value has been determined based on deferral of 50 per cent of Mr Mackenzie's maximum STI amount of US\$3,136,160 for performance during FY2014. In addition, the Board has approved an LTIP award with a face value equal to 400 per cent of Mr Mackenzie's annual base salary (i.e. US\$1,700,000 x 400 per cent = US\$6,800,000). The LTIP Rules limit the maximum award to an Expected Value (or fair value) of two times base salary based on the fair value factor.

Performance is measured by ranking the Company's TSR against 50 largest companies ranked by market capitalisation listed on the Australian Securities Exchange, excluding listed property trusts and mining companies.

The use of a single performance criteria is not best practice, particularly since relative performance is outside of the control of the executive. At less than three deciles between the lower and upper performance levels, the vesting scale is not considered sufficiently broad. Furthermore, the size of the grant is potentially excessive, particularly when combined with the annual short term incentives. Based on these concerns, it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 96.0, Abstain: 1.0, Oppose/Withhold: 3.0,

25. To elect Ian Dunlop

Nominated for Non-Executive Director by shareholders representing 0.06 per cent of the issued share capital of BHP Billiton.

The Board does not support Mr Dunlop's nomination.

This is the second consecutive year that Mr Dunlop has stood for election

There is insufficient evidence of his experience in running large listed companies of extractive industries and therefore his election can not be supported despite some relevant experience in carbon risk matters.

However, in light of the public position of BHP Billiton in the last 12 months regarding both climate risk and carbon pricing issues, which raises questions over the board's collective capability to assess the potential risks to shareholder value of political and economic change in these key areas, an ABSTAIN vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 2.2, Abstain: 2.9, Oppose/Withhold: 94.9,

MICRO FOCUS INTL PLC EGM - 27-10-2014

4. Amend Remuneration Policy

It is proposed that employees of any company within the Enlarged Group be eligible to receive an Additional Share Grants (ASG) conditional on completion of the Merger. The ASGs will comprise nil cost options over, in aggregate, up to 5,412,240 Ordinary Shares (representing a maximum of 2.5% of the Enlarged Share Capital and, when combined with awards under all other employee share plans, will not exceed 10% of the issued ordinary share capital of the Company over any 10 year period. ASG awards will be subject to TSR measured from Completion to the third anniversary of Completion. Kevin Loosemore, Mike Phillips and Stephen Murdoch have been granted ASGs over 947,140 shares (equivalent to £7,760,865), 676,529 shares (equivalent to £5,543,478) and 405,917 shares (equivalent to £3,326,084), respectively. The Remuneration Committee may determine in its discretion that the ASG will become exercisable in part or in whole on the normal vesting date in the event of termination of employment. Vesting is accelerated if there is takeover.

It is also proposed that the Remuneration Policy of the Company be amended by the inclusion of the ASG and Additional Responsibility Allowance (ARA) elements of pay, in the Directors' pay structure. Accordingly, it is proposed that, an Additional Responsibility Allowance is paid monthly to certain Executive Directors and senior managers of the Enlarged Group as additional salary until such time as clear determinations of the relevant base salaries can be made. The ARA will be a monthly fixed payment per individual for a period of at least six months but not exceeding three years. At the conclusion of the integration period, the ARA will fall away and appropriate base salaries proposed. The aggregate payments made under the ARA will not exceed £1.0 million per annum. The total number of ARA recipients will not exceed 12. The initial monthly amounts payable under the ARA to Kevin Loosemore, Mike Phillips and Stephen Murdoch will not exceed £21,667, £10,000 and £6,667 respectively. It is noted the ARA will not be paid to Attachmate executives. The Remuneration Committee may review and subsequently increase or decrease the ARA every six months for the first eighteen months following Completion and then at any time thereafter.

As these awards are additional to existing awards that may be made under current plans, the Directors' remuneration is considered excessive. It is noted from the Company's 2014 Annual report that the CEO's maximum potential award are already considered excessive as they can amount up to 350% of salary.

With regards to the ASG plan, awards vest subject to one performance condition, which is contravenes best practice. Vesting should be based on multiple performance conditions which work interdependently. Also, a non-financial measure should be used. At three years, the performance period is not considered sufficiently long term. Accelerated vesting of awards in the event of a takeover is also not supported as Directors are rewarded for performance not obtained. The ASGs do not contain malus or claw-back provisions. Long Term Incentive Plans based schemes are inherently flawed. There is the inherent risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They are inherently acting as a complex and opaque hedge against absolute company under performance and long-term share price falls. They are also a significant factor in reward for failure. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 58.4, Abstain: 3.2, Oppose/Withhold: 38.4,

DANIELI & C. OFFICINE MECCAN AGM - 28-10-2014**O.1. Approve Consolidated and Individual Financial Statements and allocation of income**

The Board seeks shareholders' approval for the consolidated and individual financial statements for the year under review. Disclosure is adequate. The financial statements have been audited and the auditors have not qualified their opinion. The reports have been made available to shareholders sufficiently prior to the date of the general meeting. The Board also proposes to distribute a dividend of EUR 0.3 per ordinary share and EUR 0.32 per saving share, which is covered by earnings. It would be welcomed that the Company submitted the approval of the financial statements and the distribution of income individually, under two separate resolutions. In addition, there are concerns over the corporate governance of the company. Mr. Benedetti is chairman and CEO, which is against best practice. Furthermore, he is also the controlling shareholder, as his family holds SIND International (67% of the share capital), together with the Danieli family. This may lead to unhealthy corporate governance practices, which might eventually harm the company. Concern should be voiced by abstaining from voting on this resolution.

Vote Recommendation: Abstain

O.2. Approve the Remuneration Report

It is proposed to approve the remuneration report.

Balance of fixed and variable remuneration:

Policy has not changed sensibly during the past years. It supports a mix between fixed and variable remuneration. The company does not seem to targets a split of 70% fixed and 30% long term variable (corresponding to 66% of fixed remuneration). However it appears possible for variable pay to exceed the target of fixed pay where targets are exceeded. There do not seem to be excessiveness concerns at the company. However, the level of disclosure is poor: targets and measured criteria are not disclosed, making an accurate assessment not available.

Annual bonus and long term incentives:

For executives, the annual bonus is represented by a one-time payment authorized by the board. For the year under review, it amounted to EUR 200,000 for the CEO (30% of his fixed remuneration). No disclosure is made of levels of targets applied to annual bonus in the year under review and achievement against these targets. No disclosure is made of the predetermined minimum thresholds used for the year under review. There are no share-based incentive plans. The company has not adopted a claw-back clause.

Severance:

The Remuneration Policy does not provide for ad-hoc severance agreements. The CEO is entitled to a severance of up to 7% of salary per year of work, in accordance with local legislation. This may eventually lead to excessive severance.

Analysis and Recommendation:

There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from an informed assessment. Although total remuneration may not be excessive, it may be overpaying for underperformance.

The board may allocate a one-time payment as annual bonus. This is of concern as, out of five members, the board comprises three executives (among which the chairman and controlling shareholder) and one representative of the Danieli family. Severance is in line with the local legislation. Based on these concerns, opposition is advised.

Vote Recommendation: *Oppose*

O.3. Authorise Share Repurchase

Authority is sought for the purchase and following disposal of own shares in portfolio up to 20% of the Company share capital. The sought authority expires in 18 months.

This is not a standard proposal, as local legislation limits repurchase to 10% and 20% is allowed only in special cases. As the company has not provided an adequate justification for this authority, opposition is recommended.

Vote Recommendation: *Oppose*

E.1. Amend Articles: 6, 16, 19 and 22 of the bylaws

In this bundled resolution, it is proposed to amend the bylaws in order to renew the five-year authorization to the board to increase the share capital (article 6), to grant the board the power to set executive remuneration (article 16), to entitle shareholders to set the fixed-to-variable remuneration ratio (article 19) and to clarify the replacement of auditors within the board of statutory auditors (article 22).

It is regrettable that the company has bundled the proposed amendments. Concerns identified with at least one of them would lead to an oppose vote. In particular, the proposed renewal of the five-year authorization for capital increase (article 6), would allow the board to increase up EUR 100 million, which exceeds the current share capital. In addition, the structure of the board of directors does not seem to be fit for a transparent executive remuneration process (article 16). On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

MEDIOBANCA SPA AGM - 28-10-2014

4. Approve the Remuneration Report

It is proposed to approve the remuneration report.

Balance of fixed and variable remuneration:

Policy supports a mix between fixed and variable remuneration. The company targets variable remuneration double the fixed component. However it appears possible for variable pay to exceed the target of fixed pay where targets are exceeded. The company states that variable remuneration decreased 20% with respect to 2013 despite the company returned to paying dividend. However, the fixed to variable ratio may lead to excessiveness concerns at the company, as targets and measured criteria are not disclosed which makes an accurate assessment not possible.

Annual bonus and long term incentives:

The bonus allocation criteria will focus only on financial criteria. No disclosure is made of levels of targets applied to annual bonus in the year under review and achievement against these targets. No disclosure is made of the predetermined minimum thresholds used for the year under review. At least 60% of the variable remuneration is deferred over a three year term and a three-year vesting term is also provided for the only stock option in place. Three years are not considered to be long term. The company has put in place a clawback clause for the variable remuneration component, which is welcomed.

Severance:

The Remuneration Report does not include severance arrangements, other than that provided by Italian legislation (7% of the fixed salary per year of work).

Analysis and Recommendation:

There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. Although total remuneration may not be excessive, it may be overpaying for underperformance. Based on these concerns, abstention is advised.

Vote Recommendation: *Abstain*

SYMANTEC CORP. AGM - 28-10-2014**1b. *Re-elect Frank E. Dangeard***

Independent Non-Executive Director. However, there are concerns regarding his time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1d. *Re-elect David L. Mahoney*

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1e. *Re-elect Robert S. Miller*

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1g. *Re-elect Daniel H. Schulman*

Non-executive Chairman since January 2013. Independent by Company, not considered to be independent as he has served on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1h. *Re-elect V. Paul L. Unruh*

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

3. *Approve Pay Structure*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDB

Disclosure: C - The Company discloses targets for the annual bonus only on a retrospective basis, but not for the year ahead.

Balance: D - The performance targets for performance based awards are not specific, it is not possible to determine whether they are challenging. Overall, total pay for the CEO potentially excessive.

Contracts: B - There is adequate disclosure of contract terms and there is a clawback provision in place.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

PERRIGO CO AGM - 04-11-2014

1.02. *Elect Gary M. Cohen*

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

1.04. *Elect David T. Gibbons*

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

1.05. *Elect Ran Gottfried*

Not considered independent as Mr. Gottfried also served as an advisor to Careline-Neca, a consumer division of Perrigo's Israeli subsidiary from 2004 until March 2007, when his consulting ended. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

3. *Approve Pay Structure*

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating

is: BDB

Disclosure rating: B - performance targets for the annual bonus are included for the year under review and the forthcoming year.

Balance rating: D - The Committee has, or, in the case of the CEO, the independent directors have, the discretion to adjust any named executive officer's actual award up by as much as 50% or down by as much as 100% based on individual performance, provided that, in the case of any upward adjustment, the maximum incentive award opportunity for any individual executive is capped at 200% of the target award opportunity.

Contracts rating: B - there are "double trigger" and "clawback" provisions within the contracts.

Based upon this rating an oppose vote is recommended.

Vote Recommendation: Oppose

2. Appoint the auditors

Ernst & Young LLP proposed. The total unacceptable non-audit fees were approximately 57.2% of audit and audit related fees during the year under review. Non-audit fees over a three-year period were approximately 37.7% of audit and audit related fees. There are concerns that this level of non-audit fees creates a potential for a conflict of interest on the part of the independent auditor. Therefore, an abstain vote on the resolution is recommended.

Vote Recommendation: Abstain

1.09. Elect Herman Morris Jr.

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: Oppose

1.07. Elect Michael J. Jandernoa

Not considered independent as he is the former Chief Executive and Chairman at the Company and has served on the Board for more than nine years. He served as Perrigo's Chief Executive Officer from February 1988 through April 2000 and as Chairman of the Board from October 1991 to August 2003. There is insufficient independence on the Board.

Vote Recommendation: Oppose

1.01. Elect Laurie Brlas

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: Oppose

1.08. Elect Gary K. Kunkle Jr.

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: Oppose

1.10. Elect Donal O'Connor

Newly-nominated Non-Executive Director. Not deemed independent as prior to his nomination for election to the Perrigo Board of Directors, Mr. O'Connor provided consulting services to Perrigo and received a total of \$60,000 in fees. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

1.11. Elect Joseph C. Papa

Chairman and Chief Executive. Combined role at the top of the Company. It is considered best practice for the roles of Chairman and CEO to be separated with a Chairman responsible for the functioning of the Board and a CEO responsible for the running of the Company. No one individual should have unfettered powers of decision as the combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Recommendation: *Oppose*

ORACLE CORP. AGM - 05-11-2014**2. Approve Pay Structure**

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA

Disclosure rating: B - performance targets for the annual bonus are set out both for the year under review and the forthcoming year.

Balance rating: D - There is a concern over Executive Compensation Committee having a discretion in awarding additional bonuses, and stock options vesting in less than three years.

Contracts rating: A - There are "double-trigger" and "clawback" policies in place.

Based upon this rating an oppose vote is recommended.

Note: The 2013 'say-on-pay vote' received an oppose vote of approximately 56%.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

4. Shareholder Resolution: Vote Tabulation

Proposed by: Chief Executive of Investor Voice, Bruce T. Herbert.

It is proposed that the Board amend the Company's governing documents to provide that all matters presented to shareholders be decided by a simple majority unless shareholders have approved higher thresholds or the law or stock exchange regulations require higher thresholds.

The shareholders' concern is related to the company's practice with respect to vote counting for the resubmission of shareholder proposals. The Company does not follow the SEC's vote-counting standard, but instead includes Abstain votes as well. The shareholder points out this lowers the vote to shareholder sponsored proposals. He considers that "these practices fail to respect voter intent, are arbitrary, and run counter to the core principles of democracy".

The Company does not recommend support for the proposal. They state that their current voting standard "does not favour management-sponsored proposals over stockholder-sponsored proposals, does not prevent the passage of stockholder proposals and does not circumvent SEC standards". They consider it appropriate to include abstentions in the tabulation of the vote on proposals other than the election of directors and do not consider that the proposal will enhance the company's corporate governance.

It is considered that the investors concerns and the proposal have somewhat different implications. The proposal is that all matters be decided by simple majority. Generally, it is considered that shareholders should have the right to approve most matters submitted for their consideration by a simple majority of the shares voted. However, it is considered that it is appropriate for certain matters to be subject to a higher approval threshold. Therefore, it is recommended shareholders abstain.

Vote Recommendation: *Abstain*

Results: For: 96.2, Abstain: 3.8, Oppose/Withhold: 0.0,

KLA-TENCOR CORP. AGM - 05-11-2014

3. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BCB

Disclosure rating: B - performance conditions for the bonus are disclosed for the year under review, in retrospect, but not for the forthcoming year.

Balance rating: C - There is a concern over Executive Compensation Committee having a discretion in adjusting bonuses upwards, and the award of discretionary bonuses.

Contracts rating: B - a change-in-control automatically triggering accelerated vesting of all outstanding equity awards.

Based upon this rating an abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

CARDINAL HEALTH INC. AGM - 05-11-2014

1.03. Re-elect George S. Barrett

Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running

of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Recommendation: *Oppose*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

3. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDA

Disclosure: C - There is no disclosure of future targets or individual goals.

Balance: D - Restricted stock awards are not subject to performance conditions. PSU grants have two-year and three-year performance periods. Pay levels for the CEO are considered to be quite high as the total aggregate pay has exceed \$10 million for each of the previous four years.

Contracts: A - The Company does not automatically accelerate vesting upon a change in control. Change in control provisions do not define good reason in an appropriate manner.

Based upon this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

4. Approve the material terms of the performance goal under the Cardinal Health Inc. Management Incentive Plan

The proposal seeks approval for an extension of the Management Incentive Plan ("MIP") from 2009 for a further five years in line with section 162(m) of the Internal Revenue Code of 1986. One of the purposes of the MIP is provide employees in leadership positions with an annual bonus incentive. Shareholder approval is required for the terms of the scheme so that it may qualify for a tax benefit under the Code, namely that remuneration paid in excess of USD 1 million may be subject to an income tax deduction.

There are concerns that the maximum limit disclosed amounts to USD 7.5 million, which is deemed excessive. There are also concerns that, although the nature of performance criteria that may be applied is disclosed in general terms, specific targets are not. Furthermore, the tax treatment of performance pay is intended to act as performance incentive itself. However, it is not considered that favourable tax treatment under such schemes can be justified unless it is possible to evaluate the targets that are in use in a more specific fashion. In view of these concerns an oppose vote for this proposal is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

CAREFUSION CORP. AGM - 05-11-2014

2. Appoint the auditors

PricewaterhouseCoopers LLP proposed. The Company has changed auditors for the 2014 fiscal year replacing Ernst & Young with PricewaterhouseCoopers LLP. The

total unacceptable non-audit fees were approximately 87.3% of audit and audit related fees during the year under review. There are concerns that this level of non-audit fees creates a potential for a conflict of interest on the part of the independent auditor. Therefore, an abstain vote on the resolution is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

3. Approve Pay Structure.

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is CDA:

Disclosure: C - The remuneration policy is disclosed. There is no disclosure of future targets.

Balance: D - The lack of quantifiable targets and clear vesting scales does not allow an informed assessment of whether targets used are challenging. In addition, the Compensation Committee has the discretion to grant annual bonus awards even for below-threshold performance.

Contracts: A - Contracts' provisions do not raise major concerns, with the exception of some share-based incentive plans which allow for accelerated vesting in case of change in control, which does not meet best practice.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1b. Elect Michael D. O'Halloran

Class II Director. Not considered independent as he was a non-executive director of Cardinal Health Inc prior to the spinoff from Cardinal Health on 31 August 2009 as a result he has been on the Board for more than nine years through his service on the Board of Cardinal Health. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.9, Abstain: 0.1, Oppose/Withhold: 0.0,

LINEAR TECHNOLOGY CORP. AGM - 05-11-2014

1.01. Re-elect Robert H. Swanson, Jr.

Executive Chairman. Not independent as he is the former CEO of the Company. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.8, Abstain: 0.2, Oppose/Withhold: 3.0,

1.05. Re-elect David S. Lee

Non-Executive Director. Independent by Company, not considered to be independent as he has been on the Board for over nine years. Additionally there are concerns over his overall aggregate time commitments. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 88.9, Abstain: 0.2, Oppose/Withhold: 10.9,

1.06. *Re-elect Richard M. Moley*

Non-Executive Director. Independent by Company, not considered to be independent as he has been on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 97.5, Abstain: 0.2, Oppose/Withhold: 2.2,

1.07. *Re-elect Thomas S. Volpe*

Non-Executive Director. Independent by Company, not considered to be independent as he has been on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 98.3, Abstain: 0.2, Oppose/Withhold: 1.5,

2. *Approve Pay Structure*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDD

Disclosure: C - Annual bonus based upon profit share percentage.

Balance: D - Equity based awards begin vesting after one year and do not have performance conditions attached.

Contracts: D - Severance agreements do not define good reason in an appropriate manner. There is no clawback provision and unvested awards can be accelerated on a change in control.

Based upon this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

4. *Amend existing bonus plan*

The Board are asking stockholders to re-approve the Linear Technology Corporation Executive Bonus Plan. In particular they are seeking stockholder approval of the material terms of the Bonus Plan for purposes of continuing to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)"). The principle of performance-related pay is supported and the rationale of 162(m) is considered to enable shareholders to implement this principle for all awards above \$1 million. The Bonus Plan was last approved by stockholders at the 2009 Annual Meeting.

There are concerns that: awards may not be subject to robust enough performance targets, and be insufficiently challenging; the added discretion to make awards from the Executive Bonus Plan, without strict guidelines upon the Plan's use, potentially gives less weight to performance based awards; the performance measures added under the amended Plan make no reference to comparative measures with peer company performance, which is not considered best practice; the bonus limit is considered to be quite high; and the target awards become payable in full upon a change-in-control.

In addition there are concerns that the Compensation Committee, which administers the plan, is not considered to have any independent members.

Based on the concerns noted above, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

PERNOD RICARD SA AGM - 06-11-2014

O.1. Approval of the Financial Statements

Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. However, the following serious corporate governance concerns have been identified.

First, there is no de facto division at the head of the company between the chairmanship of the board and executive responsibilities, as these are both run by members of the Pernod family. In addition, the former CEO Mr. Pringuet remains of the board, having reached the statutory age limit for the post of Chief Executive. The roles of chairman and chief executive are completely different and should be separated. Although the two roles at the company are formally separated, their de facto coincidence represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. Generally, it is considered that the combination of roles at a listed company can only be justified on a temporary basis under exceptional circumstances. In addition, seven out of 14 non-executive directors are linked to significant shareholders. The founding family Pernod (13.14% of the issued share capital) and Raphael Gonzales-Gallarza (0.56% of the issued share capital) seem to have a disproportionate representation on the Board as they jointly hold 13.7% of the share capital (and 19.68% of the voting rights) but have seven representatives on the Board. On this ground, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.4, Abstain: 0.2, Oppose/Withhold: 0.4,

O.2. Approval of the Consolidated Financial Statements

Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. However, given the serious governance concerns reported in resolution 1, opposition is recommended also for this resolution.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.3,

O.4. Approval of the regulated agreements and commitments

It is proposed to approve the third-party transactions authorized and renewed during the year under review. Two new agreements are under this resolution. First, a Multicurrency Revolving Facility Agreement for EUR 2.5 billion with, amongst others, BNP Paribas and J.P. Morgan Ltd as Mandated Lead Arrangers and Bookrunners and BNP Paribas and J.P. Morgan Chase Bank N.A. as Original Lenders. Under this agreement, the lenders would make available to the Group a line of credit up to EUR 2.5 billion. In addition, the the renewal of the brand licensing agreements has been authorised for a period of 5 years.

Such transactions are considered on the basis of whether the transaction has been adequately explained and whether there is sufficient independent oversight of the recommended transaction. The circular contains full details of the transaction; however, there is not a sufficient balance of independence on the board.

Vote Recommendation: *Oppose*

Results: For: 99.4, Abstain: 0.1, Oppose/Withhold: 0.5,

O.5. Re-elect Martina Gonzalez-Gallarza

Non-Executive Director. Not considered to be independent as there is a shareholder agreement between her father, Raphael Gonzalez-Gallarza (holder of 0.56% of the share capital) and Société Paul Ricard (which holds 13.14% of the company's voting rights) pursuant to which Rafaël Gonzalez-Gallarza undertakes to consult Société Paul Ricard prior to any Pernod Ricard general meeting in order for them to agree on the voting at the meeting. There is insufficient independent representation on the board.

Vote Recommendation: *Oppose*

Results: For: 94.8, Abstain: 0.1, Oppose/Withhold: 5.1,

O.6. Re-elect Ian Gallienne

Non-Executive Director. Not considered to be independent as he is connected to Groupe Bruxelles Lambert (GBL), which holds 6.86% of the company's voting rights. Furthermore there are concerns over his aggregate time commitment. There is insufficient independent representation on the board.

Vote Recommendation: *Oppose*

Results: For: 96.6, Abstain: 0.1, Oppose/Withhold: 3.3,

O.7. Elect Gilles Samyn

Non-Executive Director. Not considered to be independent as he is currently executive of Groupe Bruxelles Lambert, which he joined in 1983. Groupe Bruxelles Lambert holds 6.9% of the company's voting rights. There are concerns over his aggregate time commitments. There is insufficient independent representation on the board.

Vote Recommendation: *Oppose*

Results: For: 83.1, Abstain: 0.1, Oppose/Withhold: 16.7,

O.9. Advisory Vote on Compensation of Daniele Ricard, Chairman of the Board

Shareholders are asked to approve the annual compensation, paid or due to the Chairwoman of the Board, Danielle Ricard. This is an advisory vote, whose outcome is not binding for the Company.

The Chairwoman only receives fixed remuneration, in the amount of EUR 110,000. Despite the corporate governance concerns identified at the company, the remuneration for the Chairman is not considered to be excessive and her compensation structure does not raise serious concerns. However, the chairwoman is also a member of the founding family and major shareholder. On the basis of the governance concerns identified at the company, abstention is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.4,

O.10. Advisory Vote on Compensation of Pierre Pringuet, Vice Chairman and CEO

Shareholders are asked to approve the annual compensation, paid or due to the Pierre Pringuet, Vice Chairman and CEO. This is an advisory vote, whose outcome is not binding for the Company.

The Company does not disclose quantified targets for the annual bonus or the long time incentives, which prevents shareholders from evaluating the potential excessiveness of the pay structure as a whole. The overall variable remuneration for the CEO seems to exceed guidelines potentially; in addition, there are concerns over the severance agreement entered into with the CEO, which is deemed excessive. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 97.9, Abstain: 0.1, Oppose/Withhold: 2.1,

O.11. Advisory Vote on Compensation of Alexandre Ricard, Vice CEO

Shareholders are asked to approve the annual compensation, paid or due to the Alexandre Ricard, Vice CEO. This is an advisory vote, whose outcome is not binding for the Company.

The Company does not disclose quantified targets for the annual bonus or the long time incentives, which prevents shareholders from evaluating the potential excessiveness of the pay structure as a whole. The overall variable remuneration for the Vice CEO has not been excessive for 2013: fixed salary of EUR 750,000 and variable remuneration of EUR 950,000. However, due to lack of disclosure, an accurate assessment of balance between performance and pay is not possible. In addition, there are concerns over the severance agreement entered into with him (severance and non-compete clause capped at 1 year of total remuneration) which is deemed excessive. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 97.9, Abstain: 0.1, Oppose/Withhold: 2.1,

E.13. Authorise the Board of directors to allocate free performance shares to employees and executives

It is proposed to grant the board authorization to allocate performance shares free of charge to employees and executives. The authorization will be valid for 38 months. Actual allocation will be subject to presence and performance conditions, one internal and one external, of which only the external has been disclosed and quantified (TSR). Performance will be measured over two years and shares will vest over a minimum of three years.

Although the performance conditions are above market practice (both in terms of disclosure and criteria), internal performance criteria are still undefined. In addition, the vesting time is not considered long term. On these bases, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 80.6, Abstain: 0.1, Oppose/Withhold: 19.3,

E.14. Authorise the Board of Directors to grant stock options to executive and employees

The company requests general approval to issue stock options, corresponding to maximum 1.5% of the issued share capital, to employees and management over a period of 38 months.

Performance conditions to be applied to those options awarded are not disclosed in full.

Dilution meets guidelines; however, the performance conditions applied to this specific plan are not disclosed. Opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 64.0, Abstain: 0.1, Oppose/Withhold: 36.0,

AUTOMATIC DATA PROCESSING INC. AGM - 11-11-2014*2. Approve Pay Structure*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB (2013: BDB)

Disclosure: B - Targets for the annual bonus are disclosed but on a retrospective basis.

Balance: D - Stock options have no performance criteria and vesting begins in less than three years.

Contracts: B - "Good reason" for triggering change in control provisions is not considered to be appropriate.

Based on this rating, it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

3. *Appoint the auditors*

Deloitte & Touche LLP are proposed. Non-audit fees on the year under review were approximately 30.4% of audit fees. On a three year basis non-audit fees were approximately 24% of audit fees. This level of non-audit fees raises concerns over the independence of the auditors. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

BARRATT DEVELOPMENTS PLC AGM - 12-11-2014

2. *Approve Remuneration Policy*

Disclosure is considered acceptable with the exception of specific targets which are not provided for EPS and ROCE performance conditions, for the Long Term Performance Plan (LTPP).

Awards made under the LTPP vest subject to ROCE targets, relative TSR and absolute EPS targets. Although, it is welcomed that a third performance metric has been introduced, the performance conditions do not work interdependently, which runs against best practice. Also, guidelines recommend non-financial metric(s) to be used. At less than three deciles between the lower and upper performance levels, the TSR vesting scale is not considered sufficiently broad. The three-year performance period is not considered sufficiently long term. It is also welcomed that the Remuneration Committee has introduced a holding period of two years. Total CEO potential rewards under all incentive schemes are considered excessive. The ratio of CEO pay to employee average pay is not disclosed, however it has been estimated and it is also considered excessive at 36 to 1. Shareholding requirements by Directors in the Company are in place, however the five-year time-frame in place is not considered adequate. Schemes are not available to enable all employees to benefit from business success without subscription.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This is considered an inappropriate practice as it undermines the rationale behind the remuneration policy to retain Executive Directors. Upside discretion may be used while determining severance. Awards may continue to vest for Directors who have left office. A bonus may be payable (to a Good Leaver) for the 12 months notice period; this practice is against best practice. Awards vest early in the case of a takeover, although subject to time pro-rata and the level of performance conditions achieved during that period. Mitigation arrangements exist. A clawback policy is in place, although limited to two years after vesting of awards.

Rating: BDC

Vote Recommendation: *Oppose*

Results: For: 98.3, Abstain: 0.7, Oppose/Withhold: 1.0,

13. *Re-appoint the auditors: Deloitte LLP*

Non-audit fees represent 38.81% of audit fees during the year under review and 80.04% of audit fees over a three-year aggregate basis. This level of audit fees raises significant concerns over the Auditor's independence.

Vote Recommendation: *Abstain*

Results: For: 97.8, Abstain: 1.1, Oppose/Withhold: 1.1,

MAXIM INTEGRATED PRODUCTS AGM - 12-11-2014**2. *Appoint the auditors***

Deloitte & Touche LLP are proposed. Non audit fees on the year under review were approximately 60.4% of audit fees. On a three year aggregate basis non-audit fees were approximately 36.8% of audit fees. This level of non-audit fees raises concerns over the independence of the auditors. An abstain vote is recommended.

Vote Recommendation: Abstain

6. *Approve Pay Structure*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDA (2013:CDA)

Disclosure: C - The performance targets for the annual awards are disclosed; however, the weighting of how the bonus pool is divided is not disclosed.

Balance: D - Vesting of restricted stock units can take place in less than three years. There is no disclosure of performance hurdles, if any, attached to these awards other than continued employment.

Contracts: A - There is double trigger provision in the severance and change in control contracts.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: Oppose

4. *Amend Maxim Integrated's 1996 Stock Incentive Plan*

The Board is seeking shareholder approval to increase Maxim Integrated's 1996 Stock Incentive Plan by an additional 5,000,000 shares. As of August 29, 2014, approximately 25,103,848 shares were available for purchase under the 1996 Equity Plan, and there were 15,771,543 outstanding stock options and 7,266,161 outstanding restricted stock units. The potential dilution from existing shares awards and shares available represent approximately 16.98% which is considered to be excessive. While the additional amount requested is not excessive, when combined with share available and awarded the level of potential dilution is clearly excessive. The 1996 Equity Plan provides for the grant of the following types of incentive awards: (1) stock options, (2) restricted stock units (including performance shares), and (3) restricted stock. Those who will be eligible for Awards under the 1996 Equity Plan include employees, directors and consultants who provide services to the Company and its parent and subsidiary companies. The 1996 Equity Plan limits the number of shares with respect to which incentive stock options and non-qualified stock options may be granted in any fiscal year of the Company to any participant to 4,000,000 shares and limits the number of shares with respect to which restricted stock units and restricted stock may be granted in any fiscal year of the Company to any participant to 2,000,000 shares. These limits are considered to be excessive. There are no minimum vesting requirements for restricted stock units.

Based upon the excessive potential dilution from this plan, the lack of specific performance conditions and the excessive award limits, it is recommended that shareholders oppose.

Vote Recommendation: Oppose

7. Approve Maxim Integrated's Executive Bonus Plan

The Board seeks for approval for the Integrated Executive Bonus Plan. The company has not disclosed specific targets for the plan. Performance metrics may be based on one or more of a number of generic financial, strategic and operational business criteria. The maximum amount of the Bonus plan has been set at USD 5 million, which is considered excessive. Executives may receive a full year salary in the event of a change of control. This is not considered best practice. Given this concern it is recommended not to support this resolution.

Vote Recommendation: *Oppose*

HAYS PLC AGM - 12-11-2014*2. Approve Remuneration Policy*

Disclosure is acceptable. However, we would welcome further disclosure of TSR performance targets for the Performance Share Plan (PSP) awards made during the year.

The variable element of CEO pay is considered potentially excessive as it can amount up to 325% of his salary. The ratio CEO pay to average employee pay is also not considered adequate. The PSP performance metrics are not operating interdependently and its performance period is three years, without a further holding period, which is not considered sufficiently long-term.

The CEO's contract allows him to receive a sum in lieu of notice that equates to his salary, benefits and also his on-target bonus pro-rated for time, which is deemed inadequate. It is considered that all contracts, including those agreed prior 27 June 2012, should be in line with Company's policy. Malus provision exists for the PSP which is welcomed. Nevertheless, best practice would be to operate real clawback provisions for all incentive schemes, such that money already paid are shares which already vested (after the implementation of the clawback provision) can be recovered under exceptional circumstances. Also, upside discretion can be used by the Committee when determining severance payments under the different incentive schemes.

Rating: BDD.

Vote Recommendation: *Oppose*

Results: For: 92.2, Abstain: 0.5, Oppose/Withhold: 7.3,

5. Re-elect Alan Thomson

Incumbent Chairman. Independent upon appointment. It is noted that he is the Chairman of another FTSE 250 Company, Bodycote plc, which is considered inappropriate. The role of the chairman is considered to be crucial to good governance as they are primarily responsible for the culture of the board, and by extension the organisation as a whole and for ensuring that the board operates effectively. As such we consider the chairman should be expected to commit a substantial proportion of his or her time to the role. A chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and the possibility of having to commit additional time to the role in times of crisis is ever present, particularly in diverse international, complex and heavily regulated groups or groups which are undergoing significant governance changes. An oppose vote is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 94.2, Abstain: 0.7, Oppose/Withhold: 5.1,

13. Re-appoint the auditors: Deloitte LLP

Non-audit fees represent approximately 22% of audit fees during the year under review and approximately 32% of audit fees over a three-year aggregate basis. This level of non-audit fees raises concerns over the independence of the auditor. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.8, Abstain: 1.1, Oppose/Withhold: 0.1,

MEREDITH CORP. AGM - 12-11-2014

2. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDC

Disclosure: B - The performance targets for the annual awards are disclosed.

Balance: D - There are no performance conditions attached to stock options or restricted stock grants.

Contracts: C - Equity awards automatically vest upon a change in control.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

3. To approve the Meredith Corporation 2014 Stock Incentive Plan

The Board seeks approval for the Meredith Corporation 2014 Stock Incentive Plan. Plan provides for the grant of any or all of the following types of awards: stock options, stock appreciation rights, restricted stock, restricted stock units, stock equivalent units, performance shares, and performance cash awards. The committee shall determine the nature and amount of each award. The maximum number of options or stock appreciation shares, in the aggregate, that may be awarded to a participant during any annual period is 750,000 shares. The maximum number of shares, in the aggregate, that may be awarded to any participant as restricted stock, restricted stock units, stock equivalent units, or performance shares in any annual period is 300,000 shares. It is further proposed that the maximum amount that a Covered employee is allowed to receive shall not exceed USD 7,500,000 which is considered excessive.

The Company has not disclosed specific targets for the plan which is not considered best practice. Given these concerns it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

KIER GROUP PLC AGM - 13-11-2014

2. Approve Remuneration Policy

Disclosure is considered acceptable.

The Company operates one Long Term Incentive Plan (LTIP), under which awards vest subject to performance conditions that do not operate interdependently. This runs against best practice. Also, guidelines recommend non-financial metric(s) to be used. It is noted vesting scales are considered sufficiently broad. The three-year performance period is not considered sufficiently long term and no holding period is used. Total CEO potential awards under all incentive schemes are considered excessive as they can amount to 300% of base salary. The increase initially made in LTIP opportunity from 100% to 150% which related to the ROCE performance

condition is not justified, as the condition has been dropped for the year financial year 2015. The ratio of CEO pay to employee average pay is not disclosed, however it has been estimated and it is also considered excessive at 24 to 1. Shareholding requirements by Directors in the Company are in place, however a time-frame exceeding three years is not considered adequate.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This is considered an inappropriate practice as it undermines the rationale behind the remuneration policy to retain Executive Directors. Upside discretion may be used while determining severance. Awards may continue to vest for Directors who have left office. A bonus may be payable (to a Good Leaver) relating to year of cessation of employment which may be at the sole discretion of the Remuneration Committee. Awards vest early in the case of a takeover, although subject to time pro-rata and the level of performance conditions achieved during that period. Mitigation arrangements exist. No real clawback policy exist. It is noted malus provisions have been introduced for 2014 awards, onwards.

Rating: BDC

Vote Recommendation: *Oppose*

Results: For: 98.5, Abstain: 0.4, Oppose/Withhold: 1.1,

3. Approve the Remuneration Report

Rewards made to the Executive Directors for the year are not considered excessive in comparison with their base salaries. The CEO realised pay over the last five years, is commensurate with financial performance of the Company. All elements of each director's cash remuneration are disclosed. All share incentive awards are stated with award dates and market prices at the date of grant. Pension contributions and entitlements are disclosed. Salary increases made to the Executives are considered excessive. The CEO's salary was increased by 33.5%, however as Mr Haydn Mursell was internally promoted to the position of CEO, the increase is justified. For Mr Steve Bowcotts, the COO of the company, the salary was increased by 11.5%, 5 % of which relates to average salary increase of all employees in the Group. The additional 6.5% is not adequately justified. Compensation payments were made to Executive Director Ian Lawson and Paul Sheffield who stood down as Chief Executive.

Rating: C

Vote Recommendation: *Abstain*

Results: For: 87.7, Abstain: 1.0, Oppose/Withhold: 11.4,

10. To re-elect Mr P M White

Incumbent Chairman. Independent on appointment. He is also Chairman of Unite Group plc, a constituent of FTSE 350 company index, which raises concerns about his external time commitments, as such it is considered the Chairman should be expected to commit a substantial proportion of his time to the role. Chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and the possibility of having to commit additional time to the role in times of crisis if ever present. Mr White is also Chairman of two other SmallCap companies. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 92.4, Abstain: 0.2, Oppose/Withhold: 7.3,

12. Appoint the auditors: PricewaterhouseCoopers LLP

Following the completion of a tender process, the Board proposes PricewaterhouseCoopers LLP to replace KPMG, as the external Auditor of the Company. The independence of the Auditor is of paramount importance to ensure objectivity and confidence in financial reporting. PwC is not considered independent as they have been providing internal audit services to the Company. The length of tenure as internal Auditor is not disclosed in the annual report, however, the Audit Committee has stated that PwC will cease to provide internal audit services to the Group, upon appointment.

Vote Recommendation: *Oppose*

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Results: For: 98.4, Abstain: 0.2, Oppose/Withhold: 1.4,

BROADRIDGE FINANCIAL SOLUTIONS AGM - 13-11-2014**1a. Re-elect Leslie A. Brun**

Non-executive Chairman. Not considered independent as he has been on the Board for more than nine years. It is noted that he is the Non-Executive Chairman of the former parent company, Automatic Data Processing. There is sufficient independent representation on the Board. However, there are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

2. Approve the pay Structure

As a result of new SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA

Disclosure rating: B - Specific targets for the annual bonus are disclosed, though not forward looking targets.

Balance rating: D - There are no additional performance targets attached to the stock options. The performance period is less than three years. EPS is used as a performance metric under both the annual bonus and the RSU plan.

Contracts rating: A - both a "double trigger" and a "clawback" policy are in place.

Based upon this rating an oppose vote is recommended.

Vote Recommendation: *Oppose*

SMITHS GROUP PLC AGM - 18-11-2014**1. Receive the Annual Report**

Strategic Report meets guidelines. Adequate environmental and employment policies are in place and relevant, up-to-date, quantified environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. However, the company has made donations in the US which are deemed to be political during the year. The Group made political donations of US\$42,600 (£25,000) to 'raise awareness and to promote the interests of the Company, on a bi-partisan basis'. Such donations require additional clarification as to who are exactly the recipients and how such expenditure is in the best interest of shareholders. An abstain vote is therefore recommended.

Vote Recommendation: *Abstain*

Results: For: 98.6, Abstain: 1.1, Oppose/Withhold: 0.3,

2. Approve Remuneration Policy

Disclosure is acceptable

Maximum potential awards under all incentive schemes are considered highly excessive and the use of a Co-Investment Plan (CIP) to match the deferred element of the Annual Bonus is considered inappropriate. The Long-Term Incentive Plan (LTIP) is based on metrics which are not operating interdependently. The performance period of the LTIP is three years, without further holding period beyond vesting, which is not sufficiently long-term.

The contract policy is not in line with best practice. The contracts of the CEO allows him to receive termination payments in excess of one year salary and benefits. Upside discretion can also be used by the Committee when determining severance payments under the different incentive schemes. Finally, the Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers, which is an inappropriate practice.

Rating: ADD.

Vote Recommendation: *Oppose*

Results: For: 92.3, Abstain: 2.8, Oppose/Withhold: 4.9,

6. Re-elect Mr P. Bowman

Chief Executive Officer. 12 months rolling contract. There are concerns over his aggregate time commitments. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.5, Abstain: 1.1, Oppose/Withhold: 0.4,

CAMPBELL SOUP CO AGM - 19-11-2014

4. Amend annual share incentive plan

The Board seek shareholder approval for The Campbell Soup Company Annual Incentive Plan ("AIP"), which has been in effect for 57 years. The shareowners first approved the AIP at the 1957 Annual Meeting, and most recently in amended form at the 2009 Annual Meeting. The Committee also determines the total bonus pool available for all participants. There are performance criteria described for 2014. No award, or awards may be granted to any participant for one fiscal year that exceeds \$5 million. While this cap is considered to be excessive, actual awards have not been excessive.

The Plan is open to a wide range of participants, is capped and has relatively challenging performance criteria. There is a concern that payouts of target bonuses may be made upon a change in control. On this basis of the challenging performance conditions, an abstain recommendation is made.

Vote Recommendation: *Abstain*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

3. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDC

Disclosure: B - Targets for the annual awards are disclosed but not the specific non-financial targets. However, they are not disclosed for the year ahead.

Balance: D - The performance period is only two years which is not considered sufficiently long term.

Contracts: C - Upon a Change in Control and termination of employment within two years thereafter, all restrictions upon any time-lapse restricted shares would lapse immediately and all such shares would become fully vested. There is no clawback policy in place.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.2, Abstain: 0.8, Oppose/Withhold: 0.0,

SYSCO CORP AGM - 19-11-2014

1a. Elect John M. Cassaday

Non-Executive Director. Not considered to be independent as he has been on the Board for more than nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1e. Elect Jonathan Golden

Non-Executive Director. Not considered independent as he is a partner and the sole shareholder of the law firm Arnall Golden Gregory LLP, which is counsel to Sysco. In addition, he has served on the Board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1f. Elect Joseph A. Hafner, Jr.

Non-Executive Director. Not considered to be independent as he has been on the Board for nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1g. Elect Hans-Joachim Koerber

Independent Non-Executive Director. There are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1j. Elect Jackie M. Ward

Chairman. Not considered to be independent as she has been on the Board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

3. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of the opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA.

Disclosure rating: B - performance targets for the annual bonus are disclosed for the year under review, but not for the year ahead.

Balance rating: D - Executive Compensation Committee has discretion in awarding additional bonuses which is not best practice. Stock options and RSU's begin vesting one year from date of grant. Performance awards have a single performance criteria.

Contracts rating: A - A change-in-control automatically triggers accelerated vesting of all outstanding equity awards.

Based upon this rating an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.0, Abstain: 1.0, Oppose/Withhold: 0.0,

1b. Elect Judith B. Craven

Non-Executive Director. Not considered independent as he has served on the Board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1i. Elect Richard G. Tilghman

Non-Executive Director. Not considered to be independent as he has served on the Board for more than nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

CISCO SYSTEMS INC. AGM - 20-11-2014

1a. Re-elect Carol A. Bartz

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

5. Shareholder Resolution: Establish a public policy committee

Proposed by Jing Zhao. The proponent requests that the company establish a public policy committee to assist the board of directors in overseeing the Company's policies and practice that relate to public policy including human rights, corporate social responsibility, vendor chain management, charitable giving, political activities and expenditures, government relations activities, international relations, and other public issues that may affect the Company's operations, performance or reputation, and shareholders' value.

In summary, the board argues that it currently has a government affairs team in place that overlooks this duty.

A vote against the proposal is recommended as the company already has efficient structures in place to tackle public policy issues in the form of the government affairs team. In addition, the proponent's argument is based on one specific event in the pacific Asian region which doesn't warrant a global company like Cisco creating a board committee just to tackle the specific problem.

Vote Recommendation: *Oppose*

Results: For: 42.5, Abstain: 57.5, Oppose/Withhold: 0.0,

1b. Re-elect M. Michele Burns

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

1c. Re-elect Michael D. Capellas

Non-Executive Director. Not considered independent due to having a material interest with the company. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

1d. Re-elect John T. Chambers

Chairman & CEO. Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Recommendation: *Oppose*

Results: For: 99.3, Abstain: 0.7, Oppose/Withhold: 0.0,

1f. Re-elect Dr. John L. Hennessy

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1h. Re-elect Roderick C. McGearry

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1i. Re-elect Arun Sarin

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1j. Re-elect Steven M. West

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board

and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

3. Approval, on an advisory basis, of executive compensation.

The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDD (2013: CDD). Based upon this rating an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.3, Abstain: 0.7, Oppose/Withhold: 0.0,

KINDER MORGAN INC EGM - 20-11-2014

1. Amend Articles of Incorporation: Increase the number of authorizes shares of Class P common stock.

The board is seeking shareholder approval to increase the number of authorised shares of common stock from 2,000 million to 4,000 million shares in line with the current mergers of KMP, EPB and KMR. Currently the board has 1,028 million stock outstanding and based on the number of publicly held KMP common units, EPB common units and KMR shares outstanding as of October 20, 2014, the board estimates that it would need to issue a total of approximately 1,096 million shares of common stock in the three mergers.

Merger decisions are based on the information presented and based on the independence of the board. It is noted that, over the time that the merger agreement was approved and continuing today, only approximately 18% of the board directors was considered independent by guidelines. It is to be noted that, if the deal is approved, the executives of the group will not receive any cash severance payments. Based upon the view that 2 out of the 11 directors are independent according to guidelines, an abstain vote on the merger proposal is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

2. To approve the issuance of shares of KMI common stock in the proposed merger of KMR and EPB.

The board is seeking in line with NYSE requirements, approval to issue shares that will exceed the 20% threshold authorised under the listing rules in relation to the mergers.

Merger decisions are based on the information presented and based on the independence of the board. Based upon the view that 2 out of the 11 directors are independent according to guidelines, an abstain vote on the merger proposal is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

3. To adjourn the special meeting if necessary and to solicit additional proxies if there are not sufficient votes.

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger.

An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Recommendation: *Oppose*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

SKY PLC AGM - 21-11-2014**3. Approve Remuneration Policy**

Disclosure of pay policy aims are fully described in terms of the Company's objectives. Past performance targets are not provided, however the Company stated that disclosure of specific targets is commercially sensitive and gives adequate reasoning as to why this is. Performance targets for operating profit, operating cash flow and revenue growth are not disclosed and limited forward-looking data is provided to enable evaluation.

Vesting of awards is based on performance over a three-year period, this is not considered sufficiently long term. Awards are made in Year 1 and in Year 2 with vesting of both awards at the end of Year 3. This means that vesting of awards occurs every other year. The ratio of CEO to employee pay is not disclosed, however it has been estimated and is deemed excessive at 72:1. Executive share schemes long-term performance measures are not linked to non-financial KPIs. Maximum vesting targets are challenging relative to performance required. Minimum vesting targets are not challenging relative to performance required. Vesting scales are neither sufficiently broad nor geared towards better performance. It is also possible for awards to vest after only two years which is considerably lower than best practice.

Executive directors are employed on one year rolling contracts. Termination payments comprise salary and benefits for the notice period, while bonus payments will be pro-rated. Consideration of a bonus for termination payments is not considered best practice. LTIP awards continue to vest at original vesting dates, subject to the performance conditions being met. Pro-rata for time in service may be dis-applied at the discretion of the Committee. Accelerated vesting of awards may be applied in the event of a takeover. Malus provisions have been put in place for the LTIP, which is welcomed, however it would be preferred if a clawback policy was also in place. Rating: CDD

Vote Recommendation: *Oppose*

Results: For: 92.1, Abstain: 1.0, Oppose/Withhold: 7.0,

4. Approve the Remuneration Report

Rewards made to the Executive Directors for the year are considered excessive in comparison with their base salaries. It is noted that variable remuneration for the year was still disproportionate in a year where no LTIP vested. LTIP awards vest every other year, meaning that remuneration can be more excessive than the 2014 figures suggest. CEO realised pay in the past five years is considered above suitable levels and is not commensurate with the financial performance over the same period. All elements of each director's cash remuneration are disclosed. All share incentive awards are stated with award dates and prices at the date of grant are provided. Pension contributions and entitlements are disclosed.

Rating: C

Vote Recommendation: *Abstain*

Results: For: 69.9, Abstain: 19.0, Oppose/Withhold: 11.2,

12. Re-elect Matthieu Pigasse

Independent Non-Executive Director. There are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.0, Abstain: 0.6, Oppose/Withhold: 0.4,

13. Re-elect Danny Rimer

Independent Non-Executive Director. There are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.2, Abstain: 0.5, Oppose/Withhold: 0.3,

14. Re-elect Andy Sukawaty

Independent Non-Executive Director. There are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.2, Abstain: 0.5, Oppose/Withhold: 0.3,

17. Re-elect James Murdoch

Non-Executive Director. Not considered independent as he was the Chief Executive of the Company prior to his appointment as a Non-Executive Chairman. He is the son of Rupert Murdoch, the ultimate controlling shareholder, through 21st Century Fox. Also he has been on the Board for more than nine years. On 3 April 2012 Mr Murdoch stepped down from his chairmanship and became Non-Executive Director. Due to concerns over Mr Murdoch's fitness to serve, as explained in the supporting information, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 95.5, Abstain: 0.1, Oppose/Withhold: 4.3,

19. Re-appoint the auditors: Deloitte LLP and allow the board to determine their remuneration

Non-audit fees for the year under review represent 37.5% of the statutory audit fee. On a three year basis the figure is 44.92%. This level of non-audit fee raises questions of the independence of the external auditor. Abstention is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.6, Abstain: 0.6, Oppose/Withhold: 0.8,

20. Approve Political Donations

Approval sought to make donations to EU political organisations and incur EU political expenditure not exceeding £300,000 in total. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. However, the maximum limit sought under this authority is considered excessive. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.1, Abstain: 0.6, Oppose/Withhold: 1.3,

WOLSELEY PLC AGM - 25-11-2014**2. Approve the Remuneration Report**

All elements of each director's cash remuneration and pension contributions are disclosed. All share incentive awards are fully disclosed with award dates and prices. There were no significant changes in policy and no compensation payments were made during the year under review. However, changes in CEO pay over the last five years are not considered in line with Company's financial performance. The variable remuneration paid to the CEO for the year under review is considered excessive. Rating: C.

Vote Recommendation: *Abstain*

Results: For: 92.5, Abstain: 6.0, Oppose/Withhold: 1.5,

3. Approve Remuneration Policy

Disclosure is acceptable.

Maximum potential awards under all incentive schemes are considered highly excessive. The ratio of CEO pay to average employee pay is also considered inappropriate. The use of two long-term incentive schemes, each using only one performance criteria, is deemed contrary to best practice. The performance periods are also not considered sufficiently long-term. Also, there are no schemes available to enable all employees to benefit from business success without subscription. Finally, upside discretion can be used by the Committee when determining severance payments under the different incentive schemes. Furthermore, the Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers, which is an inappropriate practice. Rating: AEC.

Vote Recommendation: *Oppose*

Results: For: 89.0, Abstain: 5.0, Oppose/Withhold: 6.1,

7. To re-elect Mr Gareth Davis

Incumbent Chairman. Considered independent upon appointment. However, it is noted that he is also the Chairman of two other FTSE 350 companies. The role of the chairman is considered to be crucial to good governance as they are primarily responsible for the culture of the board, and by extension the organisation as a whole and for ensuring that the board operates effectively. As such we consider the chairman should be expected to commit a substantial proportion of his or her time to the role. A chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and the possibility of having to commit additional time to the role in times of crisis is ever present, particularly in diverse international, complex and heavily regulated groups or groups which are undergoing significant governance changes.

Vote Recommendation: *Oppose*

Results: For: 92.4, Abstain: 1.3, Oppose/Withhold: 6.3,

15. Re-appoint the auditors: PricewaterhouseCoopers LLP

Non-audit fees represent approximately 21% of audit fees during the year under review and approximately 34% of audit fees over a three-year aggregate basis. This raises concerns over the independence of the auditor. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 96.7, Abstain: 2.2, Oppose/Withhold: 1.1,

17. Approve Political Donations

Approval sought to make donations to political organisations and incur political expenditure not exceeding £125,000 in total. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. However, the maximum limit sought under this authority is considered excessive. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 97.1, Abstain: 1.9, Oppose/Withhold: 1.1,

INTERNATIONAL FERRO METALS AGM - 26-11-2014

2. Approve the Remuneration Report

Disclosure is considered adequate with reference to cash remuneration and maximum share awards. The main concerns with disclosure relate to the lack of quantitative Short Term Incentive (STI) targets.

The STI is awarded upon the achievement of three benchmarks related to two performance criteria which are decided upon each year. A lack of forward looking targets is a frustration for shareholders as it does not allow them to assess stringency of targets. STI is capped at 45% of total compensation, however there is no limit in

relation to fixed pay.

In relation to the LTIP, awards of performance shares are made annually with a three year vesting cycle, which is not considered sufficiently long term. The LTIP is capped at 60% of total remuneration, however, again, there is no limit in relation to fixed pay. Awards are subject to three equally weighted performance criteria, absolute TSR, relative TSR and ROCE. There are no non-financial targets for awards, it is best practice for there to be at least one, alongside other targets working interdependently. Dividends accrue on unvested shares which is not considered to be best practice. A lack of disclosure of performance targets both prospectively and retrospectively is also a concern. Furthermore, LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This practice undermines the rationale behind the remuneration policy to retain Executive Directors. Executive Directors have a service contract which is terminable by either party on 6 or 12 months' notice. Overall remuneration is not considered to be excessive and has not been during the year under review. However, due to a lack of disclosure of short term incentive targets and concerns over the LTIP scheme, opposition is recommended.

Vote Recommendation: Oppose

3. Re-elect Terry Willstead

Senior Independent Director. Not considered to be independent as he has served on the board for more than nine years. There is insufficient independence on the board, therefore opposition is recommended.

Vote Recommendation: Oppose

4. Re-elect Tian Xia

Non-Executive Director. Not considered independent as she is a representative of JISCO, a major shareholder and customer of the company. In addition, she has served on the board for more than nine years. There is insufficient independence on the board, therefore opposition is recommended.

Vote Recommendation: Oppose

6. Issue of Performance Rights to Mr Chris Jordaan

Authority is sought to grant 890,352 performance rights under the LTIP to Mr Jordaan. There are no non-financial targets for awards, it is best practice for there to be at least one, alongside other targets working interdependently. Dividends accrue on unvested shares which is not considered to be best practice. A lack of disclosure of performance targets both prospectively and retrospectively is also a concern. The three year vesting cycle is not considered sufficiently long term. Also LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure. Based on these concerns opposition is recommended.

Vote Recommendation: Oppose

7. Issue of Performance Rights to Mr Jannie Muller

Authority is sought to grant 638,280 performance rights under the LTIP to Mr Muller. There are no non-financial targets for awards, it is best practice for there to be at least one, alongside other targets working interdependently. Dividends accrue on unvested shares which is not considered to be best practice. A lack of disclosure of

performance targets both prospectively and retrospectively is also a concern. The three year vesting cycle is not considered sufficiently long term. Also LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure. Based on these concerns opposition is recommended.

Vote Recommendation: *Oppose*

8. *Issue of Performance Rights to Mr Xiaoping Yang*

Authority is sought to grant 588,363 performance rights under the LTIP to Mr Yang. There are no non-financial targets for awards, it is best practice for there to be at least one, alongside other targets working interdependently. Dividends accrue on unvested shares which is not considered to be best practice. A lack of disclosure of performance targets both prospectively and retrospectively is also a concern. The three year vesting cycle is not considered sufficiently long term. Also LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure. Based on these concerns opposition is recommended.

Vote Recommendation: *Oppose*

MICROSOFT CORP. AGM - 03-12-2014

2. *Advisory Vote on Compensation*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CEA (2013: CDA). Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.3, Abstain: 0.7, Oppose/Withhold: 0.0,

4. *Shareholder Resolution: Proxy Access for Shareholders*

Proponent: Myra K. Young.

The proponents asks the Board, to the fullest extent permitted by law, to amend the Company's governing documents to allow share owners to make board nominations. It is noted that shareholders may already nominate one or more directors whom the board will then evaluate under the same criteria it applies to its own candidates.

Recommendation: While we are in sympathy with the aims of this proposal and believe that the board is need of replenishment, there are concerns over the way in which the proposal is structured which may give rise to confusion, if adopted. On this basis, it is recommended that shareholders abstain.

Vote Recommendation: *Abstain*

Results: For: 95.0, Abstain: 5.0, Oppose/Withhold: 0.0,

JDS UNIPHASE CORP. AGM - 05-12-2014**3. Approve Advisory vote on Executive Compensation**

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDC. Based on this rating an oppose vote is recommended.

Vote Recommendation: *Oppose*

4. Amend the Company's 2003 Amended and Restated Equity Incentive Plan

The board is seeking shareholder approval to amend the company's 2003 equity incentive plan to increase the number of shares of common stock available to issue by 9,000,000 shares. In determining the number of shares to recommend to the Board, the Compensation Committee reviewed the 2003 Plan, the number of shares remaining available for grant under the 2003 Plan, and the Company's compensation policies with the assistance of the Compensation Committee's compensation consultant and management. Finally, the Compensation Committee considered the fact that the Company repurchased \$155.3M of shares of its common stock during fiscal year 2014 in order to increase stockholder value and reduce dilution. After taking into consideration the Company's current and anticipated burn rate, the Board determined that it expects the additional 9,000,000 shares would enable the Company to continue utilizing the long-term equity incentive component of the compensation program through the Company's fiscal year 2016.

While the increase of 3.92% is not considered overly dilutive, it is noted that under the plan, the company has already issued shares that total 27.35% of the outstanding share capital which is considered overly excessive. An Oppose vote is recommended.

Vote Recommendation: *Oppose*

ASSOCIATED BRITISH FOODS PLC AGM - 05-12-2014**11. To re-elect Charles Sinclair**

Incumbent Chairman. Independent on appointment. Also Chairman of the Nomination Committee which has not adhered to Lord Davies' recommendation of setting a target for female representation on Board by 2015. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 94.3, Abstain: 5.0, Oppose/Withhold: 0.7,

3. Approve Remuneration Policy

Disclosure with regards to the policy is considered acceptable. The Company operates one Long Term Incentive Plan (LTIP) although awards continue to vest under a legacy plan. LTIP awards vest subject to one single performance measure. This is against best practice as multiple performance conditions which include a non-financial metric should be used in an interdependent manner. At three years, the performance period is not considered sufficiently long term. It is welcomed that an additional holding period of two year has been introduced. Potential awards that can be made to the Directors and under all variable plans are considered excessive, as the maximum individual limits for awards under performance-related plans allow for up to 300% of base salary equivalent of awards. The ratio of CEO pay to employee average pay is not disclosed, however it is, by estimate, also considered excessive at 133 to 1. Shareholding requirements are in place, however the Remuneration Committee does not set an adequate time-frame. Schemes are not available to enable all employees to benefit from business success without subscription.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This practice undermines the rationale

behind the remuneration policy to retain Executive Directors. Upside discretion may be used while determining severance. The Committee has the discretion to determine whether 'Good Leaver' status should be applied on termination. The Executive's notice period may not be taken into account in any pro rating for vesting LTIP awards. Such discretion negates the purpose of safeguards in place. Also, the discretion may reward the Director for performance not obtained. Mitigation arrangements exist. There is a clawback policy in place, however, there is no evidence that the Company may retrieve awards already made to the Directors. Takeover provisions attached to the LTIP are not disclosed.

Rating: ADD

Vote Recommendation: *Oppose*

Results: For: 90.4, Abstain: 0.2, Oppose/Withhold: 9.4,

14. *Re-appoint the auditors: KPMG LLP*

Non-audit fees represent 37.93% of audit fees during the year under review and 36.75% of audit fees over a three-year aggregate basis. This level of audit fees raises significant concerns over the Auditor's independence.

Vote Recommendation: *Abstain*

Results: For: 98.6, Abstain: 0.3, Oppose/Withhold: 1.0,

CABLE & WIRELESS COMMUNICATIONS PLC EGM - 05-12-2014

1. *Approve the Acquisition*

Shareholders are being asked to approve the full acquisition by Cable & Wireless Communications PLC (CWC) of Columbus International Inc (Columbus) for a consideration of approximately USD1.85bn. In addition, CWC will assume Columbus' existing net debt as part of the Acquisition which was USD1.17bn as at 30 June 2014.

While the proposed acquisition has been adequately described and the current Board is considered sufficiently independent, there are important concerns over the potential dilution and the nomination of three shareholders representatives on the Board after the Completion of the transaction. The enlarged Board will no longer be sufficiently independent, and the new major shareholders (principal vendors), which are considered as concert parties, will have an important influence over the Board. Also, the dilutive effect to existing shareholders, due to the issuance of Consideration Shares to the Principal vendors, is not considered appropriate. These issues raise important Corporate Governance concerns for existing shareholders and an oppose vote is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 88.9, Abstain: 0.4, Oppose/Withhold: 10.7,

2. *Approve the allotment of Consideration Shares*

Subject to the approval of the proposed acquisition, shareholders are asked to authorise the issuance to the Principal Vendors (Clearwater, Brendan Paddick and CHLLC) of 1,557,529,605 new Ordinary Shares (the Consideration Shares). As a result, the Principal Vendors will in aggregate hold 36% of the Ordinary Shares in the Enlarged Group. Pre-emption rights do not apply to the issue of the Consideration Shares to the Principal Vendors pursuant to the Acquisition. Each Principal Vendor has agreed at Completion to enter into lock-up and put option arrangements in respect of its Consideration Shares, an exception to which will enable it to require the Company to acquire certain of the Consideration Shares at their notional issue price of USD0.7349 in certain circumstances.

This issuance of shares is considered overly dilutive for existing shareholders and takes the concert party over an important governance threshold. In line with our voting recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

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Results: For: 88.8, Abstain: 0.4, Oppose/Withhold: 10.8,

3. Approving the entry into the Put Option Deeds

Shareholders are being asked to approve the entry into of each Put Option Deed, which will expire five years from the day on which this resolution is passed. At Completion, the Acquiring Company will enter into lock-up and put option agreements with the Principal Vendors in respect of their holdings of Consideration Shares (Put Option Deeds). Under the terms of the Put Option Deeds, the Consideration Shares issued to the Principal Vendors will be subject to lock-up arrangements, an exception to which will enable each Principal Vendor to either (i) require the Acquiring Company to purchase for cash up to a certain number of its Consideration Shares each year from 2016 to 2019 inclusive for the notional issue price of USD0.734917 per share (such right of each Principal Vendor each year being a "Put Option"); or (ii) sell up to that number of Consideration Shares each year from 2016 to 2019 in the market (subject to orderly market arrangements with CWC).

While the use of put option agreements is not a major concern for such acquisition, it is important to note that this will protect the Principal vendors from potential share price fall, unlike other shareholders.

In line with our voting recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 77.6, Abstain: 8.6, Oppose/Withhold: 13.8,

4. Approve the share allotments to fund the repurchase of shares pursuant to the Put Option Deeds

Shareholders are being asked to authorise the Directors to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company of an aggregate nominal amount of up to USD100,000,000 in connection with the Company funding the payment of all or part of the price due by it on repurchase of any of the ordinary shares pursuant to an exercise under the Put Option Deeds. In line with recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 87.1, Abstain: 2.2, Oppose/Withhold: 10.8,

6. Approve Rule 9 Waiver

The Directors are proposing a Rule 9 waiver, which will exempt the Principal vendors, acting as a concert parties, from the requirement of the City Code that they make an offer for the entire share capital of the company. The issuance of consideration shares linked to the acquisition will mean that the Principal vendors becomes a controlling shareholder (approx. 36% of the enlarged capital) and therefore this requested waiver is not supported in light of its impact on the governance of the company for minority shareholders.

Vote Recommendation: *Oppose*

Results: For: 87.4, Abstain: 1.3, Oppose/Withhold: 11.3,

COMPUWARE CORP. EGM - 08-12-2014

2. Adjourn the special meeting and if appropriate solicit additional proxies

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger.

An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Recommendation: *Oppose*

3. *Approve advisory vote on merger-related executive compensation arrangements*

The Board are seeking shareholder approval, on a non-binding advisory basis, of the compensation that may be paid or become payable to the named executive officers in connection with the completion of the Merger. An oppose vote is recommended based on the accelerated vesting of equity awards and an excessive severance payment package.

Vote Recommendation: *Oppose*

CHRISTIAN DIOR SA AGM - 09-12-2014

O.2. *Approve Financial Statements*

Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. The auditors have not qualified their opinion. However, a number of corporate governance concerns have been identified.

The Board is de facto controlled by the Chairman and CEO, who is also the majority shareholder and has a family member among the executive directors. Furthermore, there do not seem to be the necessary checks and balances to offset the power of such chairman and CEO: only two directors out of 11 are considered to be independent, which leads to an audit committee with only one member considered to be independent. All of the above contravenes best practice and the absence of checks and balances may lead to unhealthy governance practices which would receive insufficient independent review. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 100.0, Abstain: 0.0, Oppose/Withhold: 0.0,

O.3. *Approve Consolidated Financial Statements*

Disclosure is adequate. The consolidated financial statements were made available sufficiently before the meeting and have been audited and certified. The auditors have not qualified their opinion. However, based on the corporate governance concerns identified at the Company, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 100.0, Abstain: 0.0, Oppose/Withhold: 0.0,

O.4. *Approve the agreements pursuant to Article L.225-38 of the Commercial Code*

Shareholders are asked to approve the statutory auditors' special report, in compliance with article L. 225-38 and following of the French Commercial Code, concerning the agreements authorised by the Board during the year under review, which include one or more directors or executives.

One new agreement is submitted to shareholders for approval: in May 2014, the Company has agreed with LVMH (also controlled by the Arnault Group) on a contract for the provision of legal services from the subsidiary to the Company. The total cost of such services amounts to EUR 60,000.

Despite the total amount of the transaction, the insufficient independence of the Board and the governance concerns identified lead to recommend opposition, as the transaction may not have received insufficient independent review.

Vote Recommendation: *Oppose*

Results: For: 97.0, Abstain: 0.0, Oppose/Withhold: 3.0,

O.8. *Re-elect Bernard Arnault*

Chairman and CEO. In addition, he is effectively the controlling shareholder as he and his family control 83.32% of the Company's voting power.

Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running of the board and

the executive responsibility for the running of the company's business. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. The level of independence on the Board is not considered to be sufficient to offset the power of a Chairman and CEO who also has relatives on the Board.

No one individual should have unfettered powers of decision. Where there is a controlling shareholder, it would be best practice to have an independent Board and independent Lead Director to offset the power of the controlling shareholder. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 97.6, Abstain: 0.0, Oppose/Withhold: 2.4,

O.11. Advisory Vote on Compensation of Bernard Arnault, Chairman and CEO

Shareholders are asked to approve the annual compensation, paid or due to the Chairman and CEO, Mr. Arnault. This is an advisory vote, whose outcome is not binding for the Company.

The Company does not disclose remuneration caps, remuneration split at target, or quantified targets for the annual bonus or the long time incentives. This lack of disclosure prevents shareholders from evaluating the potential excessiveness of the pay structure as a whole. In addition, long-term incentives are considered to be short term and as criteria have not been disclosed, it is impossible to determine whether they are sufficiently challenging for the purpose. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 96.2, Abstain: 0.0, Oppose/Withhold: 3.8,

O.12. Advisory Vote on Compensation of Sidney Toledano, General Managing Director

Shareholders are asked to approve the annual compensation, paid or due to the Group Managing Director, Mr. Toledano. This is an advisory vote, whose outcome is not binding for the Company.

The Company does not disclose remuneration caps, remuneration split at target, or quantified targets for the annual bonus or the long time incentives. This lack of disclosure prevents shareholders from evaluating the potential excessiveness of the pay structure as a whole. In addition, long-term incentives are considered to be short term and as criteria have not been disclosed, it is impossible to determine whether they are sufficiently challenging for the purpose. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 96.2, Abstain: 0.0, Oppose/Withhold: 3.8,

O.13. Authorise Share Repurchase

Authority allow the Board to repurchase and use capital stock within legal boundaries. The repurchase is limited to 10% of share capital and will be in force for 18 months. The authority can be used during times of public offer. In addition, given the 83.32% stake held by the Arnault Group, every repurchase consolidates and enhances their control unless they sold their shares. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.1, Abstain: 0.0, Oppose/Withhold: 0.8,

E.15. Reduce Share Capital via Cancellation of Repurchased Shares

The Board requests authorisation to reduce capital stock by up to 10% over a period of 24 months. Though it is not generally considered that this has a negative effect on shareholder rights, in companies with a low free float this can give rise to concerns over liquidity or can allow one shareholder to take control over the Company, if the share capital were reduced by 10%. In this case, the free float is 13.7% of the share capital and Group Arnault, which holds 83.37% of the voting capital, can reinforce its controlling shareholder as a consequence of this resolution. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.9, Abstain: 0.0, Oppose/Withhold: 0.1,

E.17. Authorise the Board to issue common shares and/or equity securities without Pre-emption rights

The Board requests authority to approve a global authority for the issue of capital related securities without pre-emptive rights by public offering. The authorisation is valid up to 22% of the issued share capital over a period of 26 months. The maximum discount to be permitted will be 5%. This authority is not requested in connection with a particular operation and has not been duly justified by the Company. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 95.5, Abstain: 0.0, Oppose/Withhold: 4.5,

E.18. Authorise the Board to issue common shares and/or equity securities via private placement in favor of qualified investors or a limited circle of investors

The Board requests authority to approve a global authority for the issue of capital related securities without pre-emptive rights by private placement. The authorisation is valid up to 22% of the issued share capital over a period of 26 months. The maximum discount to be permitted will be 5%. This authority is not requested in connection with a particular operation and has not been duly justified by the Company. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 95.9, Abstain: 0.0, Oppose/Withhold: 4.0,

E.19. Authorise the Board to set the issue price of shares and/or securities giving access to capital, up to 10% of capital per year

The Board requests authority to issue capital related securities without adhering to the general pricing conditions. Article R225-119 of the French commercial code prohibits the issuance of shares at a discount greater than 5% of the average stock price over the preceding three days. Under this authority, the company would be authorised to issues shares at a discount of 10% up to a total of 10% of the issued share capital over a period of 26 months. Given concerns over the level of discount and the amount of the authority, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 95.6, Abstain: 0.0, Oppose/Withhold: 4.4,

E.20. Authorise the Board to increase the number of shares to be issued, in case of a capital increase with or without shareholders preferential subscription rights under over-allotment options

In addition to the share issuance authorities sought above, the Board requests shareholder authority for a capital increase of additional 15%, in case of exceptional demand. This will correspond to up to [X] euro for a period of 26 months. Together with the authority granted in resolutions 16, 17 and 18. This represents a potential dilution of 25%.

A green shoe authorisation enables an authorization of additional shares in the event of exceptional public demand. In this case, the authorization would increase allow the placement of up to 15% additional new shares within a thirty day period at a price equal to that of the initial offer. There are concerns with such authorities as they may potentially represent a discount superior to the discount to which the initial authorisation is limited due to a potential rise in share price in the period between original issuance and secondary issuance. Given the potential for inequitable treatment of shareholders, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 96.0, Abstain: 0.0, Oppose/Withhold: 3.9,

E.21. Authorise the Board to issue shares for shares tendered in any exchange offer initiated by the Company

The Board requests authority to approve a global authority for the issue of capital related securities without pre-emptive rights as a payment for any public offer initiated

by the Company. The authorisation is valid up to 22% of the issued share capital over a period of 26 months. This authority is not requested in connection with a particular operation and has not been duly justified by the Company. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 96.3, Abstain: 0.0, Oppose/Withhold: 3.7,

E.22. Authorise the Board to issue up to 10% issued Capital for Contributions in Kind

The Board requests authority to issue shares and capital securities in consideration for contributions in kind up to 10% of the issued share capital over a period of 26 months. Pre-emptive rights will be waived. As a consequence, this proposal exceeds guidelines (5%). Opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.9, Abstain: 0.0, Oppose/Withhold: 1.1,

E.23. Authorise the Board to issue up to 1% of issued capital for use in share purchase options

The company requests general approval to issue stock options for up to 1% of the issued share capital, to employees and management over a period of 26 months. Performance conditions to be applied to those options awarded to the beneficiaries are not disclosed.

As the performance conditions applied to this specific plan are undisclosed, and based on the concerns over long term incentives at the company, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 95.8, Abstain: 0.0, Oppose/Withhold: 4.2,

E.26. Authorise the Board to carry out the allotments of free shares, up to 1% of the issued capital

It is proposed to issue shares for up to 1% of the share capital, with the purpose of allotment free of charge. Conditions and beneficiaries have not been disclosed. As a consequence, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 95.8, Abstain: 0.0, Oppose/Withhold: 4.2,

E.27. Approve the transformation of the legal form of the Company by adopting the "European Company" form and approval of the terms of the transformation project

It is proposed to change the legal form of the Company from Societe Anonyme (SA) to Societas Europaea (European Company, SE). There are a number of advantages in the SE legal form: from a corporate governance stand point, the company can choose choice between a one-tier and two-tier board and determine employee participation.

In France, as per the Job Security Act of June 2013, companies with more than 5,000 employees and more than 8 directors must include two employee representatives on the board. This is likely one of the reasons for the Company to move from SA to SE. This legal form will allow the Company to maintain the current corporate governance structure, which is not necessarily considered a positive feature as there are numerous concerns associated with it. However, all of the directors on the Board will be elected by shareholders also in the SE legal form.

The auditors certify that assets are equivalent to share capital and distributable reserves, which is a condition for the creation of a SE. In addition, The Company complies with the terms of the Regulation CE 2157/2001 on the constitution of a Societas Europaea. However, given the concerns regarding the corporate governance structure at the company, abstention is recommended.

Vote Recommendation: *Abstain*

Results: For: 100.0, Abstain: 0.0, Oppose/Withhold: 0.0,

E.28. Approve the bylaws of the Company under its new form as an European Company

It is proposed to introduce in the bylaws the change of the legal form from Societe Anonyme to Societas Europaea. Based on the concerns identified in resolution E.27, abstention is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.6, Abstain: 0.0, Oppose/Withhold: 0.3,

BELLWAY PLC AGM - 12-12-2014*2. Approve Remuneration Policy*

Disclosure with regards to the policy is considered acceptable. It is pleasing that, for simplification purpose, the Share Matching Plan has been discontinued. The Company now operates one long term Performance Share Plan (PSP) under which awards vest subject to one performance measure, the relative TSR, although applied to 2 different indexes. The use of a single criterion is against best practice and multiple performance conditions which include a non-financial metric should be used in an interdependent manner. It is noted that a financial underpin will be applied. At three years, the performance period is not considered sufficiently long term. The introduction of an additional two-year holding period is, however, welcomed. Potential awards that can be made under all variable plans are considered excessive, as the maximum individual limits allow for up to 270% of base salary equivalent of awards. The ratio of CEO pay to employee average pay is not disclosed, however it is, by estimate, also considered excessive at 26 to 1. Directors may be entitled to a dividend income which is accrued on vesting PSP awards from the date of grant. Such payments do not align shareholders and executive interests. Shareholding requirements are in place, however the Remuneration Committee does not set an adequate time-frame. Schemes are not available to enable all employees to benefit from business success without subscription.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This practice undermines the rationale behind the remuneration policy to retain Executive Directors. The Committee has the discretion to determine whether 'Good Leaver' status should be applied on termination. Share-based award may vest early. Time pro rata for period actually in service may be disappplied for vesting PSP awards. Such discretion negates the purpose of safeguards. Also, the discretion may reward the Director for performance not obtained. Mitigation arrangements exist. There is no evidence of a real clawback policy in place. Takeover provisions attached to the PSP are not disclosed.

Rating: ADC

Vote Recommendation: *Oppose*

Results: For: 96.5, Abstain: 1.2, Oppose/Withhold: 2.3,

5. Re-elect Mr J K Watson

Incumbent Chairman. Not considered to be independent on appointment as he has previously held executive responsibilities within the Company. Mr Watson was Chief Executive from 1999 to 2013. He has been employee of the Company since 1978. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 93.6, Abstain: 3.6, Oppose/Withhold: 2.8,

8. Re-elect Mr M R Toms

Independent Non-Executive Director. Mr Toms missed one of the seven Board meetings and one of the three Audit Committee meetings held during the year. No adequate justification has been provided. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.2, Abstain: 1.4, Oppose/Withhold: 0.4,

9. Re-elect Mr J A Cuthbert

Senior Independent Director. Considered independent. Also, Chairman of the Nomination Committee which has not adhered to Lord Davies' recommendation of setting a target for female representation on Board by 2015. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.2, Abstain: 0.3, Oppose/Withhold: 1.5,

BG GROUP PLC EGM - 15-12-2014**1. Approve share awards to Mr Helge Lund**

In PIRC's view approval of share awards to Mr Helge Lund is being sought by the company to rectify its own failure of board process, judgement and respect for its shareholders. A Conditional Share Award is being proposed to be granted to Helge Lund, prospective Chief Executive of BG Group plc. Whilst all of the other elements of his remuneration package are within the Company's Remuneration Policy, the Conditional Share Award is outside the policy and is in excess of the annual maximum limit, which caps total variable awards at 600% of base salary. The award which has a face value of £12,000,000 will be equivalent to 800% of Mr Lund's salary.

In PIRC's view, the proposed Conditional Award has not been adequately justified. The Company's remuneration policy was agreed at its May 2014 Annual Meeting by shareholders and this proposal fundamentally undermines the key purpose of the new binding policy vote. This is exacerbated by the fact that the total package proposed to Mr Helge Lund is already considered excessive, more so when compared to the previous CEO's pay as he was awarded £8,368,000 in FY2013; the incoming CEO's introductory pay package, assuming maximum performance, is 3.3 times larger than that of his predecessor. Mr Lund's pay package also greatly exceeds pay packages of SuperSector peers, the next highest being BP plc.

In PIRC's view, such an excessive award could be seen as a golden hello award as it grossly exceeds the maximum limits set in the existing policy. Excluding the Conditional Share Award, the CEO will be granted variable awards equivalent to 867% of his base salary and 1667% inclusive of the Conditional Award. This is considered by PIRC to be exorbitant compared to the acceptable threshold of 200% of base salary. The introductory total package, assuming maximum performance from the Director and at the current market share price, has a value £27,855,660. The additional dividend equivalents are also unacceptable as such payments misalign shareholders' and Executives' interests as shareholders must subscribe for shares in order to receive a dividend whereas Executive participants in the scheme do not. The one-off buyout of forfeited variable pay at Statoil worth up to £3,000,000, will not be subject to performance conditions which is not in the best interests of shareholders and does not fit with the 'pay for performance principle'. Omission of specific performance conditions and targets for the Conditional Share Award is considered material as shareholders are not given an opportunity to assess whether these are challenging. The Board has acknowledged the significant responsibility that comes with the discretion on assessment of performance and although they have committed to detailed disclosure of the performance assessments, such high level of discretion cannot be supported as it negates the purpose of safeguards. In PIRC's opinion, the Board has resorted to the mechanism of an EGM as a result of its incompetent handling of the recruitment process. This vote attests to the failure of the Company's remunerations policy and corrupts the intent of the government's new binding policy vote. PIRC recommends an oppose vote.

Vote Recommendation: *Oppose*

JPMORGAN JAPANESE I.T. PLC AGM - 19-12-2014**1. Receive the Annual Report**

Net asset value per share during the year under review fell from 267.8p to 253.3p. At year end the Company's shares were trading at 218.0p per share, a discount of 13.9% to NAV. At year end 2013 shares traded at 238.3p, a discount of 11.1% to NAV. The company underperformed its benchmark, the Tokyo Stock Exchange First Section

(TOPIX) Index, which returned 0.9%. The Company's NAV fell by 4.4% and its share price fell by 8.51%. There is an institutional voting policy in place and ESG matters are taken into account in investment decisions. It is noted that a new director, Christopher Samuel, is to be appointed to the board following the completion of the AGM and shareholders have not had the opportunity to vote upon his appointment. The recruitment process is not transparent and no open advertising was used. This is considered contrary to best practice and ordinarily opposition against the Chair of the nomination committee would be recommended, however he is stepping down on the date of the AGM and no replacement for this position has been announced.

Administration and company secretarial duties are undertaken by JPMorgan Funds Limited, which is also the Investment Manager of the Company. Independence from the management Company is considered a key governance issue affecting investment trusts and where administrative duties are carried out by a company related to the manager, safeguards are needed to ensure that the management company is not used as a conduit for shareholder communication with the Board. Based on the above concerns, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.4, Abstain: 0.0, Oppose/Withhold: 1.6,

WALGREEN CO. EGM - 29-12-2014

3. To approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger.

An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Recommendation: *Oppose*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

4 Appendix

The regions are categorised as follows:

ASIA	China; Hong Kong; Indonesia; India; South Korea; Malaysia; Philippines; Singapore; Thailand; Taiwan; Papua New Guinea
SANZA	Australia; New Zealand; South Africa
EUROPE/GLOBAL EU	Austria; Belgium; Switzerland; Czech Republic; Germany; Denmark; Spain; France; Hungary; Italy; Luxembourg; Netherlands; Poland; Portugal; Sweden; Norway; Greece; Finland; Ireland
JAPAN	Japan
USA/CANADA	USA; Canada; Bermuda
UK/BRIT OVERSEAS	UK; Cayman Islands; Gibraltar; Guernsey; Jersey
SOUTH AMERICA	Brazil; Mexico; Peru
REST OF WORLD	Israel; Kazakhstan; Russia; Turkey

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Nottinghamshire CC Pension Fund

PROXY VOTING REVIEW OPPOSE VOTES

PERIOD 1st October 2014 TO 31st December 2014

1 Oppose/Abstain Votes With Analysis

COMCAST CORP EGM - 08-10-2014

1. To Approve The Issuance Of Shares Of Comcast Class A Common Stock To Time Warner Cable Inc. Stockholders In The Merger.

The Board of Comcast Corporation is seeking shareholder approval of the issuance of Shares of Comcast Class A Stock to Time Warner Cable Inc (TWC) stockholders as part of the merger.

The merger will not be completed unless TWC stockholders adopt the merger agreement and Comcast shareholders approve the stock issuance.

Upon completion of the merger, each share of TWC common stock will be converted into the right to receive 2.875 shares of Comcast Class A common stock. Based on the number of shares of TWC common stock outstanding as of August 29, 2014, Comcast expects to issue approximately 806 million shares of Comcast Class A common stock to TWC stockholders pursuant to the merger. The actual number of shares of Comcast Class A common stock to be issued pursuant to the merger will be determined at completion of the merger based on the exchange ratio and the number of shares of TWC common stock outstanding at such time. Based on the number of shares of TWC common stock outstanding as of August 29, 2014, and the number of shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock) outstanding as of August 29, 2014, it is expected that, immediately after completion of the merger, former TWC stockholders will own approximately 24% of the outstanding shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock), representing 27% of the outstanding shares of Comcast Class A common stock and 18% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock.

It is noted that Brian L. Roberts, Chairman and Chief Executive Officer of Comcast Corporation, and certain members of his family trusts and investment vehicles, have entered into the voting agreement, pursuant to which they have agreed to vote all of their shares in favour of the stock issuance. As of the record date for the Comcast special meeting, the Comcast shareholders who are parties to the voting agreement held in the aggregate 682,105 shares of Comcast Class A common stock (representing 0.03% of the outstanding shares of Comcast Class A common stock) and 9,444,375 shares of Comcast Class B common stock (representing 100% of the outstanding shares of Comcast Class B common stock), which together represent approximately 33.4% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock.

Corporate actions, like merger decisions are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, there were only 5 out of 12 directors considered to be independent. As this equates to only 42% of the Board, there is considered to be insufficient independent representation on the Board to ensure adequate objective scrutiny of the transaction. It is also noted that at as of the last fiscal year end the company already had negative tangible net equity of US\$53.097bn.

In addition, there is also concern over the voting control of the Chairman and Chief Executive of Comcast Corporation, Brian Roberts. Therefore, an abstain vote is recommended on this proposal.

Vote Recommendation: *Abstain*

Results: For: 99.2, Abstain: 0.4, Oppose/Withhold: 0.4,

2. To Approve The Adjournment Of The Comcast Special Meeting If Necessary To Solicit Additional Proxies.

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement.

An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Recommendation: *Oppose*

TIME WARNER CABLE INC EGM - 09-10-2014***1. To adopt the Agreement and Plan of Merger with Comcast Corporation***

The Board are seeking shareholder approval to adopt the Agreement and Plan of Merger, dated as of February 12, 2014, as may be amended, among Time Warner Cable Inc. ("TWC"), Comcast Corporation and Tango Acquisition Sub, Inc.

Comcast, Merger Sub and TWC have entered into the merger agreement. Subject to the terms and conditions of the merger agreement and in accordance with applicable law, Merger Sub will be merged with and into TWC, with TWC continuing as the surviving corporation. Upon completion of the merger, TWC will be a wholly owned subsidiary of Comcast, and TWC common stock will be delisted from the New York Stock Exchange and deregistered under the Securities Exchange Act of 1934.

At the record date for the TWC special meeting, TWC's directors and executive officers and their affiliates beneficially owned and had the right to vote 139,191 shares of TWC common stock at the TWC special meeting, which represents less than 0.1% of the shares of TWC common stock entitled to vote at the TWC special meeting. Robert D. Marcus, Chairman and Chief Executive Officer of TWC, stands to receive USD 81,797,139 in parachute payments as a result of the merger, which is considered to be excessive. Other current executives - Arthur T. Minson, Jr., Michael LaJoie and Philip G. Meeks - stand to receive a total of USD 54,727,394, an amount also deemed to be excessive.

Based on the number of shares of TWC common stock outstanding as of August 29, 2014, and the number of shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock) outstanding as of August 29, 2014, it is expected that, immediately after completion of the merger, former TWC stockholders will own approximately 24% of the outstanding shares of Comcast common stock (including Comcast Class A common stock, Comcast Class A Special common stock and Comcast Class B common stock), representing 27% of the outstanding shares of Comcast Class A common stock and 18% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock.

It is noted that Brian L. Roberts, Chairman and Chief Executive Officer of Comcast Corporation, and certain members of his family trusts and investment vehicles, have entered into the voting agreement, pursuant to which they have agreed to vote all of their shares in favour of the stock issuance. As of the record date for the Comcast special meeting, the Comcast shareholders who are parties to the voting agreement held in the aggregate 682,105 shares of Comcast Class A common stock (representing 0.03% of the outstanding shares of Comcast Class A common stock) and 9,444,375 shares of Comcast Class B common stock (representing 100% of the outstanding shares of Comcast Class B common stock), which together represent approximately 33.4% of the combined voting power of Comcast Class A common stock and Comcast Class B common stock. There are concerns over the voting control of the Chairman and Chief Executive of Comcast Corporation, Brian Roberts. Corporate actions, like merger decisions are based on the information presented and on the view of the overall independence of the Board. It is noted that, over the time that the merger agreement was approved and until the present time, there were only 6 out of 12 directors considered to be independent, as this equates to only 50% of the Board there is considered to be insufficient independence on the Board to provide an adequate objective scrutiny of the transaction, especially in light of parachute payment to the Chairman and CEO. Therefore, an abstain vote is recommended on the merger proposal.

Vote Recommendation: *Abstain*

Results: For: 33.3, Abstain: 33.3, Oppose/Withhold: 33.3,

2. To approve, on an advisory (non-binding) basis, the "golden parachute" compensation payments that will or may be paid by TWC to its named executive officers in connection with the merger.

The Board of TWC is providing its stockholders with the opportunity to cast an advisory (non-binding) vote to approve the "golden parachute" compensation payments that will or may be made by TWC to its named executive officers in connection with the merger, as required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

As a result of the merger Robert D. Marcus, Chairman and Chief Executive Officer of TWC stands to receive USD 81,797,139, which is considered to be excessive.

Other current executives - Arthur T. Minson, Jr., Michael LaJoie and Philip G. Meeks - stand to receive a total of USD 54,727,394 which is also deemed to be excessive. Golden Parachutes are not considered to be in line with best practice, and the compensation payments involved are considered to be excessive. As such, a vote against this proposal is recommended.

Vote Recommendation: *Oppose*

Results: For: 66.8, Abstain: 2.4, Oppose/Withhold: 30.7,

ASSICURAZIONI GENERALI SPA EGM - 14-10-2014

1.1. *Approve the reintegration of Mr. Paolo Scaroni as a member of the Board of Directors*

Mr. Scaroni has a key function at the Company, as chairman of the remuneration committee and member of the nomination committee. It considered that he will have to invest a considerable amount of time in defending himself through the next years (as the average length for a trial over three degrees at an Italian court of justice is 10 years). Although he is to be considered innocent at all levels until the sentences over the mentioned cases are final, his decision of self-suspension moves towards the requisites of honorability that he sponsored as CEO of ENI (although they were not approved at the AGM). On balance, his reintegration is not deemed to be beneficial for the Company, as his aggregate time commitments and the investigations upon him may prevent him from taking active part in the company, as his role demands. On this basis, it is recommended to oppose this resolution.

Vote Recommendation: *Oppose*

1.3. *Abstention from the vote on the reintegration to or the revocation from the Board of Mr. Scaroni*

It is considered that the current position of Mr. Scaroni entails a high level of risk in terms of time commitments and inability to pursue his duty at the Company. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

PROCTER & GAMBLE CO AGM - 14-10-2014

1c. *Re-elect Scott D. Cook*

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.9, Abstain: 0.5, Oppose/Withhold: 2.6,

1e. *Re-elect A.G. Lafley*

Re-appointed Chairman and CEO having previously served in this capacity. Continued combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Recommendation: *Oppose*

Results: For: 96.2, Abstain: 0.8, Oppose/Withhold: 3.0,

1g. Re-elect W. James McNerney, Jr.

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.0, Abstain: 0.4, Oppose/Withhold: 3.6,

1k. Re-elect Ernesto Zedillo

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.6, Abstain: 0.6, Oppose/Withhold: 2.8,

4. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA

Disclosure: B - There is disclosure of the bonus targets on a retrospective basis. The targets for the year under review are not considered to be challenging.

Balance: D - Not all awards have performance conditions attached.

Contracts: A - There are no severance agreements with executive officers. There is no automatic acceleration of vesting upon a change in control and the Company does have a clawback policy in place.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 94.5, Abstain: 0.9, Oppose/Withhold: 4.6,

3. Approve The Procter & Gamble 2014 Stock and Incentive Compensation Plan

The Board are requesting shareholder approval of the Procter & Gamble 2014 Stock and Incentive Compensation Plan. The purpose of the Plan is to strengthen the alignment of interests between those employees of the Company and its subsidiaries who are largely responsible for the success of the business, as well as non-employee Directors, and the Company's shareholders through increased ownership of the Company. The participants in the Plan shall be non-employee Directors and those employees who, in the opinion of the Committee, have demonstrated a capacity for contributing in a substantial manner to the success of the Company. This currently includes 10 non-employee Directors and approximately 6,000 of the Company's key managers who receive awards on an annual basis. It also includes an additional 8,000 employees currently eligible for cash bonuses who can elect to take all or part of their bonuses in stock options issued pursuant to the Plan. The maximum number of shares with respect to which options or other awards may be granted to any non-employee Director in any calendar year shall not exceed 10,000. The maximum number of shares with respect to which stock options or SARs may be granted to any employee who is a participant in any calendar year shall not exceed two million.

There are the following concerns with the plan: the maximum award that may be granted to an employee has the monetary value of USD 168.88 million (share price was \$84.44 as of 30/09/2014) which is considered to be excessive; the plan will have 160 million outstanding shares that can be awarded, which amount to 6% of the current issued share capital; and performance criteria for the performance based awards are not included. Due to these concerns a vote against the plan is recommended.

Vote Recommendation: *Oppose*

Results: For: 88.1, Abstain: 0.7, Oppose/Withhold: 11.2,

PAYCHEX INC. AGM - 15-10-2014

1a. *Elect B. Thomas Golisano*

Non-Executive Chairman. Not independent as he holds 10.4% of the issued share capital and was President and CEO of the company until 2004. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 98.6, Abstain: 0.3, Oppose/Withhold: 1.1,

1b. *Elect Joseph G. Doody*

Non-Executive Director. Not considered independent as Mr. Doody is Vice Chairman of Staples, Inc. During fiscal 2014, the Company purchased through negotiated transactions approximately \$1.3 million (2013: \$1.6 million, 2012: \$1.8 million) of office supplies from Staples, Inc. There are also concerns over his time commitments. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 98.9, Abstain: 0.3, Oppose/Withhold: 0.8,

1c. *Elect David J. S. Flaschen*

Non-Executive Director. Not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 95.8, Abstain: 0.4, Oppose/Withhold: 3.8,

1d. *Elect Phillip Horsley*

Non-Executive Director. Not considered independent as he has served the Board for more than nine years during his first tenure with the company between 1982 and 2009. He was re-elected again at the 2011 AGM. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.4, Abstain: 0.3, Oppose/Withhold: 3.3,

1e. *Elect Grant M. Inman*

Non-Executive Director. Not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 92.9, Abstain: 0.4, Oppose/Withhold: 6.7,

1f. Elect Pamela A. Joseph

Non-Executive Director. Not considered independent as she will have served on the board for more than nine years as of the 2014 AGM. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.1, Abstain: 0.3, Oppose/Withhold: 0.6,

1h. Elect Joseph M. Tucci

Lead Director. Not considered independent as he has served on the board for more than nine years. Furthermore, Mr. Tucci is the Chairman and Chief Executive Officer of EMC Corporation. During fiscal 2014, the Company purchased through negotiated transactions approximately \$4.7 million of data processing equipment and software from EMC Corporation. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 94.8, Abstain: 0.3, Oppose/Withhold: 4.9,

2. Approve Pay Structure

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BEA

Disclosure: B - The company discloses the annual bonus targets retrospectively. Qualitative metrics are not disclosed.

Balance: E - There are no performance criteria attached to stock options or time-vested restricted stock awards and the vesting periods are considered insufficient. Annual bonus targets are not considered challenging.

Contracts: A - The company has a recoupment policy in place and double triggers for award in the event of a change in control.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 93.0, Abstain: 0.7, Oppose/Withhold: 6.3,

IG GROUP HLDGS PLC AGM - 16-10-2014**3. Approve Remuneration Policy**

Disclosure is considered limited with regards to the Sustained Performance Plan performance targets. The Remuneration Committee does not disclose specific targets for the DEPS and non-financial measures. Also, pay policy aims should be adequately explained in terms of the Company's objectives which is not been the case with the Company.

The Company operates one long term incentive scheme (SPP) for Executive Directors, under which awards vest in tranches with the first tranche vesting in the first year, which goes against best practice. A performance period of no less than 5 years is recommended. The performance conditions do not operate interdependently which again contravenes guidelines. It is commended that non-financial measures are incorporated. The vesting scale is not considered sufficiently broad for the relative TSR element. The CEO's total potential rewards under all incentive schemes are considered excessive as they may amount to 500%. The ratio of CEO pay to employee average pay is not disclosed, however it has been estimated and it is also considered excessive (24 to 1). Directors are entitled to a dividend income which is accrued on vesting share awards from the date of grant to the vesting date. The practice is not in line with shareholders best interests. Shareholding guidelines are in place, however, the Company does not set an adequate time-frame. Success should be available to enable all employees to benefit from business success without

subscription.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. It is considered this practice undermines the rationale behind the remuneration policy to retain Executive Directors. Upside discretion may be used while determining severance. Accelerated vesting may be applied and awards may continue to vest for Directors who have left office.

Rating: DDD

Vote Recommendation: *Oppose*

Results: For: 96.1, Abstain: 0.1, Oppose/Withhold: 3.8,

13. *Re-appoint the auditors: PricewaterhouseCoopers LLP*

Non-audit fees represented 39.36% of the audit fees during the year and 157.22% on a three year aggregate basis. This level raises significant concerns over the Auditor's independence. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 97.9, Abstain: 0.1, Oppose/Withhold: 1.9,

15. *Approve new long term incentive plan*

The IG Group Long Term Incentive Plan (LTIP) is proposed. The scheme expires in 10 years. The amount of awards that may be granted under the scheme shall not exceed 10% of the Company's issued ordinary share capital. Any employee of the Company (other than an executive director) and its subsidiaries is eligible to participate in the Plan at the discretion of the Committee. Participation in the Plan is currently limited to selected senior management. The grants are individually capped at 100% of base salary up to 150% of base salary in exceptional circumstances. Awards are subject to a performance period of three years.

Disclosure is inadequate as performance conditions and targets are not provided. The vesting period is not considered sufficiently long term. No holding period applies. Dividend equivalents may be accrued on vesting shares from the date of grant. This is not considered to be in line with shareholders' best interests. A clawback policy is in place but it only applies to unvested shares. Vesting of awards may be accelerated in the event of cessation of employment (and they usually will in the event of a takeover), which is considered inappropriate as executives may be rewarded for performance not obtained. It is noted that the awards would be subject to performance conditions up to date of termination of employment/ takeover. The Remuneration Committee can decide not to pro-rate the awards. The Committee have the ability to amend or waive any performance conditions for existing awards without shareholders approval. Such a high level of discretion negates the purpose of safeguards. Furthermore, Long Term Incentive Plans based schemes are inherently flawed. There is the inherent risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They are inherently acting as a complex and opaque hedge against absolute company under performance and long-term share price falls. They are also a significant factor in reward for failure.

Rating: DD

Vote Recommendation: *Oppose*

Results: For: 98.2, Abstain: 0.1, Oppose/Withhold: 1.7,

REED ELSEVIER NV EGM - 21-10-2014

3. *Amend Articles: Reflect Legislative Changes on Repurchase Limit*

It is proposed to amend the company's bylaws to implement a recent change in the Dutch Civil Code which introduces the possibility to hold in treasury up to 50% of the share capital. Although now permitted by Dutch law, it is considered that a threshold of 10% would be more appropriate, as well as in accordance with other European markets. Opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.3, Abstain: 0.3, Oppose/Withhold: 1.4,

CITY OF LONDON INVESTMENT GROUP AGM - 22-10-2014

3. *Approve Remuneration Policy*

Pay policy aims do not appear to be linked with Company's overarching strategy and could be more fully explained in terms of the Company's objectives. There is no individual maximum cap for awards under the Annual bonus or the Employee Share Option Plan (ESOP).

There are concerns over the potential excessiveness of the Annual Bonus and the ESOP as awards under each plan are uncapped, granted on a discretionary basis and without any performance conditions attached. The only link between the Annual discretionary bonus and Company's performance is the size of the Annual Bonus pool, which is determined based the Group's profitability, allocating a maximum of 30% of pre-bonus, pre-tax, operating profit for this purpose. Although awards under the ESOP are not excessive in practice and are made to all employees, it would be best practice to set a maximum cap for Executives as part of the policy.

Contract policy for Executives also raises concerns. Barry Olliff, the current CEO, has a contract valid until 75 years of age with liquidated damages in excess of one year, which is considered inappropriate. No clawback or malus provisions are in place for any of the incentive plans. No mitigation statement has been made. On recruitment, the Committee can make awards outside the policy, which can be considered as potential Golden Hellos.

It is noted that following the majority of shareholder votes Against the Remuneration Report the Company explained that that compensation payments paid to the former CEO and FD on the previous year have not been not disclosed by the Company due to 'Compromise Agreements' entered with these individuals. This raises critical concerns over the Company's transparency and accountability towards shareholders of the Company.

Rating: DDE

Vote Recommendation: *Oppose*

Results: For: 83.7, Abstain: 0.4, Oppose/Withhold: 15.9,

7. *Re-appoint the auditors: Moore Stephens LLP*

Non-audit fees represent approximately 14% of audit fees during the year under review and approximately 32% of audit fees over a three-year aggregate basis. This raises concerns over the independence of the auditor. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.2, Abstain: 0.8, Oppose/Withhold: 0.0,

10. *Authorise the trustees from time to time of the City of London Employee Benefit Trust (the "EBT") to hold ordinary shares in the capital of the Company, for and on behalf of the ESOP*

The Board proposes to authorise the trustees of the City of London Employee Benefit Trust (EBT) to hold ordinary shares on behalf of the Employee Share Option Plan (ESOP), up to maximum 10% of the issued share capital. The ABI Guidelines recommend that no more than 5% of a Company's issued share capital be held in an employee benefit trust (EBT). As of 30th June 2014 the EBT holding comprises 6.8% of issued share capital (2013: 6.8%). The Board considers that this will align more closely the interests of staff and shareholders. It also states that the issuance of share awards to executives and employees has been a very useful tool in motivating and retaining key staff.

Although this is an all-employee share plan, the explanations provided are not considered to be sufficient to exceed ABI recommendations, as it goes little beyond 'attract, retain and motivate'. Also, as described in resolution 3, there are important concerns over the absence of cap and the discretionary nature of the Share plan. Based on these concerns an oppose vote is recommended.

Note: The same resolution received 19.2% of vote against at the 2013 AGM.

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Vote Recommendation: *Oppose*

Results: For: 83.8, Abstain: 0.3, Oppose/Withhold: 15.9,

BHP BILLITON GROUP (GBR) AGM - 23-10-2014

1. *Receive the Annual Report*

Strategic Report meets guidelines. Adequate environmental and employment policies are in place and quantifiable environmental reporting is disclosed. There is no vote relating to the final dividend paid during the year. In August 2014 the Board declared a final dividend of 62 US cents per share. A statement is made that Company articles permit dividend payment in any manner or by any means determined by the Board. However the lack of opportunity to approve the dividend is a concern. The vote by shareholders on the dividend, on unqualified accounts, discharges the duties of the directors in tandem with the legal responsibilities of the auditors, and reaffirms the necessity of reliably audited accounts for financial governance to function properly. Consequently, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.1, Abstain: 1.1, Oppose/Withhold: 0.8,

2. *Re-appoint the auditors: KPMG LLP*

The total non-audit fees were approximately 30.4% of audit fees during the year under review, and the three year average is 26.9%. There are concerns that this level of non-audit fees creates a potential for conflict of interest on the part of the independent auditor. In addition, Mr. Maxsted, a Director of the Company, has previously been CEO at KPMG, the company's external auditor, until 2007. KPMG has audited the company since 2003. This may raise concerns regarding the independence of the auditing firm. Based on these concerns, an abstain vote on the resolution is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.7, Abstain: 1.0, Oppose/Withhold: 0.3,

7. *Approve Remuneration Policy*

Remuneration at the Company remains wholly excessive, with potential aggregate awards of 728% of base salary in exceptional circumstances and 640% in normal circumstances.

Other concerns persist with regard to the design of pay policy. The 2009 LTIP relies on the use of discretion to avoid payout for absolute negative returns to shareholders. Since its inception the use of discretion has only been applied once, to reduce the overall level of vesting, which is welcomed. The Long Term Incentive scheme uses only one performance condition, TSR. It is considered that long-term incentive schemes should apply at least two performance criteria concurrently, one of which against a named comparator group. The performance period is over five years which is considered best practice and the vesting scale is sufficiently broad.

Contracts are one year rolling with termination provisions of 12 months salary plus retirement benefits. Adequate malus and clawback provisions are in place on the Annual bonus. However, discretion is relied upon to mitigate payout from one-off sign-on awards. It is considered that such awards distort the market for executive talent and undermine the attract and retain principles that inform BHP's pay policy.

Rating: BDC

Vote Recommendation: *Oppose*

Results: For: 96.2, Abstain: 1.0, Oppose/Withhold: 2.8,

8. *Approve the Remuneration Report*

Variable remuneration in the current year is excessive as it represent 340% of base salary. Face value of 2014 and 2015 LTIP awards are approximately US\$6.8m. There are further concerns over the rules of the scheme under which former CEO, Mr Kloppers, is allowed to retain unvested performance awards after he has left the company. Upon engagement with the Company, it has been confirmed that the awards are vested pro-rata based on performance period completed. This was not

obvious form remuneration report disclosure. Similarly, remuneration paid to Mr. Kloppers in 2013 has not been disclosed in the 'Single total figure of remuneration' table, which is deemed a significant omission. There were no major changes in policy during the year under review. Implementation rating: D

Vote Recommendation: *Oppose*

Results: For: 97.8, Abstain: 0.4, Oppose/Withhold: 1.8,

9. Approve the Remuneration Report

Item 9 is an ordinary resolution required under Australian law and is an advisory vote. For Australian law purposes, the Remuneration Report for the year ended 30 June 2014 comprises the whole of section 4 of the Annual Report. As a result, the analysis and three letter rating of Item 7 is applicable.

Rating: BDC

Vote Recommendation: *Oppose*

Results: For: 97.6, Abstain: 0.4, Oppose/Withhold: 2.0,

10. Approval of leaving entitlements

Shareholder approval is being sought for the purposes of sections 200B and 200E of the Australian Corporations Act for any 'termination benefits' that may be provided to a member of the Group Management Committee [(GMC) (including the CEO)] under the relevant employment agreement; Long Term Incentive Plan (LTIP); Group Incentive Scheme (GIS) BHP Billiton Group Global Employee Share Plan (Shareplus); and defined contribution plans and defined benefit plans (Retirement Plans). It is noted that these are not new benefits and are the same as described in the remuneration report over the years. The Company has the authority to accelerate vesting and/or may decided not to pro-rate, which is against best practice.

Vote Recommendation: *Oppose*

Results: For: 97.5, Abstain: 0.4, Oppose/Withhold: 2.0,

11. Approval of grants to Executive Director

The Board is seeking shareholder approval for the purposes of ASX Listing Rule 10.14 for the for the acquisition of securities under the Group's STIP and LTIP by the Chief Executive Officer (CEO).

The maximum value of the STIP award will be US\$1,568,080. This maximum value has been determined based on deferral of 50 per cent of Mr Mackenzie's maximum STI amount of US\$3,136,160 for performance during FY2014. In addition, the Board has approved an LTIP award with a face value equal to 400 per cent of Mr Mackenzie's annual base salary (i.e. US\$1,700,000 x 400 per cent = US\$6,800,000). The LTIP Rules limit the maximum award to an Expected Value (or fair value) of two times base salary based on the fair value factor.

Performance is measured by ranking the Company's TSR against 50 largest companies ranked by market capitalisation listed on the Australian Securities Exchange, excluding listed property trusts and mining companies.

The use of a single performance criteria is not best practice, particularly since relative performance is outside of the control of the executive. At less than three deciles between the lower and upper performance levels, the vesting scale is not considered sufficiently broad. Furthermore, the size of the grant is potentially excessive, particularly when combined with the annual short term incentives. Based on these concerns, it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 96.0, Abstain: 1.0, Oppose/Withhold: 3.0,

25. To elect Ian Dunlop

Nominated for Non-Executive Director by shareholders representing 0.06 per cent of the issued share capital of BHP Billiton.

The Board does not support Mr Dunlop's nomination.

This is the second consecutive year that Mr Dunlop has stood for election

There is insufficient evidence of his experience in running large listed companies of extractive industries and therefore his election can not be supported despite some relevant experience in carbon risk matters.

However, in light of the public position of BHP Billiton in the last 12 months regarding both climate risk and carbon pricing issues, which raises questions over the board's collective capability to assess the potential risks to shareholder value of political and economic change in these key areas, an ABSTAIN vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 2.2, Abstain: 2.9, Oppose/Withhold: 94.9,

MICRO FOCUS INTL PLC EGM - 27-10-2014

4. Amend Remuneration Policy

It is proposed that employees of any company within the Enlarged Group be eligible to receive an Additional Share Grants (ASG) conditional on completion of the Merger. The ASGs will comprise nil cost options over, in aggregate, up to 5,412,240 Ordinary Shares (representing a maximum of 2.5% of the Enlarged Share Capital and, when combined with awards under all other employee share plans, will not exceed 10% of the issued ordinary share capital of the Company over any 10 year period. ASG awards will be subject to TSR measured from Completion to the third anniversary of Completion. Kevin Loosemore, Mike Phillips and Stephen Murdoch have been granted ASGs over 947,140 shares (equivalent to £7,760,865), 676,529 shares (equivalent to £5,543,478) and 405,917 shares (equivalent to £3,326,084), respectively. The Remuneration Committee may determine in its discretion that the ASG will become exercisable in part or in whole on the normal vesting date in the event of termination of employment. Vesting is accelerated if there is takeover.

It is also proposed that the Remuneration Policy of the Company be amended by the inclusion of the ASG and Additional Responsibility Allowance (ARA) elements of pay, in the Directors' pay structure. Accordingly, it is proposed that, an Additional Responsibility Allowance is paid monthly to certain Executive Directors and senior managers of the Enlarged Group as additional salary until such time as clear determinations of the relevant base salaries can be made. The ARA will be a monthly fixed payment per individual for a period of at least six months but not exceeding three years. At the conclusion of the integration period, the ARA will fall away and appropriate base salaries proposed. The aggregate payments made under the ARA will not exceed £1.0 million per annum. The total number of ARA recipients will not exceed 12. The initial monthly amounts payable under the ARA to Kevin Loosemore, Mike Phillips and Stephen Murdoch will not exceed £21,667, £10,000 and £6,667 respectively. It is noted the ARA will not be paid to Attachmate executives. The Remuneration Committee may review and subsequently increase or decrease the ARA every six months for the first eighteen months following Completion and then at any time thereafter.

As these awards are additional to existing awards that may be made under current plans, the Directors' remuneration is considered excessive. It is noted from the Company's 2014 Annual report that the CEO's maximum potential award are already considered excessive as they can amount up to 350% of salary.

With regards to the ASG plan, awards vest subject to one performance condition, which is contravenes best practice. Vesting should be based on multiple performance conditions which work interdependently. Also, a non-financial measure should be used. At three years, the performance period is not considered sufficiently long term. Accelerated vesting of awards in the event of a takeover is also not supported as Directors are rewarded for performance not obtained. The ASGs do not contain malus or claw-back provisions. Long Term Incentive Plans based schemes are inherently flawed. There is the inherent risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They are inherently acting as a complex and opaque hedge against absolute company under performance and long-term share price falls. They are also a significant factor in reward for failure. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 58.4, Abstain: 3.2, Oppose/Withhold: 38.4,

DANIELI & C. OFFICINE MECCAN AGM - 28-10-2014**O.1. Approve Consolidated and Individual Financial Statements and allocation of income**

The Board seeks shareholders' approval for the consolidated and individual financial statements for the year under review. Disclosure is adequate. The financial statements have been audited and the auditors have not qualified their opinion. The reports have been made available to shareholders sufficiently prior to the date of the general meeting. The Board also proposes to distribute a dividend of EUR 0.3 per ordinary share and EUR 0.32 per saving share, which is covered by earnings. It would be welcomed that the Company submitted the approval of the financial statements and the distribution of income individually, under two separate resolutions. In addition, there are concerns over the corporate governance of the company. Mr. Benedetti is chairman and CEO, which is against best practice. Furthermore, he is also the controlling shareholder, as his family holds SIND International (67% of the share capital), together with the Danieli family. This may lead to unhealthy corporate governance practices, which might eventually harm the company. Concern should be voiced by abstaining from voting on this resolution.

Vote Recommendation: Abstain

O.2. Approve the Remuneration Report

It is proposed to approve the remuneration report.

Balance of fixed and variable remuneration:

Policy has not changed sensibly during the past years. It supports a mix between fixed and variable remuneration. The company does not seem to targets a split of 70% fixed and 30% long term variable (corresponding to 66% of fixed remuneration). However it appears possible for variable pay to exceed the target of fixed pay where targets are exceeded. There do not seem to be excessiveness concerns at the company. However, the level of disclosure is poor: targets and measured criteria are not disclosed, making an accurate assessment not available.

Annual bonus and long term incentives:

For executives, the annual bonus is represented by a one-time payment authorized by the board. For the year under review, it amounted to EUR 200,000 for the CEO (30% of his fixed remuneration). No disclosure is made of levels of targets applied to annual bonus in the year under review and achievement against these targets. No disclosure is made of the predetermined minimum thresholds used for the year under review. There are no share-based incentive plans. The company has not adopted a claw-back clause.

Severance:

The Remuneration Policy does not provide for ad-hoc severance agreements. The CEO is entitled to a severance of up to 7% of salary per year of work, in accordance with local legislation. This may eventually lead to excessive severance.

Analysis and Recommendation:

There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from an informed assessment. Although total remuneration may not be excessive, it may be overpaying for underperformance.

The board may allocate a one-time payment as annual bonus. This is of concern as, out of five members, the board comprises three executives (among which the chairman and controlling shareholder) and one representative of the Danieli family. Severance is in line with the local legislation. Based on these concerns, opposition is advised.

Vote Recommendation: *Oppose*

O.3. Authorise Share Repurchase

Authority is sought for the purchase and following disposal of own shares in portfolio up to 20% of the Company share capital. The sought authority expires in 18 months.

This is not a standard proposal, as local legislation limits repurchase to 10% and 20% is allowed only in special cases. As the company has not provided an adequate justification for this authority, opposition is recommended.

Vote Recommendation: *Oppose*

E.1. Amend Articles: 6, 16, 19 and 22 of the bylaws

In this bundled resolution, it is proposed to amend the bylaws in order to renew the five-year authorization to the board to increase the share capital (article 6), to grant the board the power to set executive remuneration (article 16), to entitle shareholders to set the fixed-to-variable remuneration ratio (article 19) and to clarify the replacement of auditors within the board of statutory auditors (article 22).

It is regrettable that the company has bundled the proposed amendments. Concerns identified with at least one of them would lead to an oppose vote. In particular, the proposed renewal of the five-year authorization for capital increase (article 6), would allow the board to increase up EUR 100 million, which exceeds the current share capital. In addition, the structure of the board of directors does not seem to be fit for a transparent executive remuneration process (article 16). On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

MEDIOBANCA SPA AGM - 28-10-2014

4. Approve the Remuneration Report

It is proposed to approve the remuneration report.

Balance of fixed and variable remuneration:

Policy supports a mix between fixed and variable remuneration. The company targets variable remuneration double the fixed component. However it appears possible for variable pay to exceed the target of fixed pay where targets are exceeded. The company states that variable remuneration decreased 20% with respect to 2013 despite the company returned to paying dividend. However, the fixed to variable ratio may lead to excessiveness concerns at the company, as targets and measured criteria are not disclosed which makes an accurate assessment not possible.

Annual bonus and long term incentives:

The bonus allocation criteria will focus only on financial criteria. No disclosure is made of levels of targets applied to annual bonus in the year under review and achievement against these targets. No disclosure is made of the predetermined minimum thresholds used for the year under review. At least 60% of the variable remuneration is deferred over a three year term and a three-year vesting term is also provided for the only stock option in place. Three years are not considered to be long term. The company has put in place a clawback clause for the variable remuneration component, which is welcomed.

Severance:

The Remuneration Report does not include severance arrangements, other than that provided by Italian legislation (7% of the fixed salary per year of work).

Analysis and Recommendation:

There is lack of disclosure with respect of targets and measurable criteria for variable remuneration, which prevents shareholders from making an informed assessment. Although total remuneration may not be excessive, it may be overpaying for underperformance. Based on these concerns, abstention is advised.

Vote Recommendation: *Abstain*

SYMANTEC CORP. AGM - 28-10-2014**1b. *Re-elect Frank E. Dangeard***

Independent Non-Executive Director. However, there are concerns regarding his time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1d. *Re-elect David L. Mahoney*

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1e. *Re-elect Robert S. Miller*

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1g. *Re-elect Daniel H. Schulman*

Non-executive Chairman since January 2013. Independent by Company, not considered to be independent as he has served on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1h. *Re-elect V. Paul L. Unruh*

Non-Executive Director. Independent by Company but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

3. *Approve Pay Structure*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDB

Disclosure: C - The Company discloses targets for the annual bonus only on a retrospective basis, but not for the year ahead.

Balance: D - The performance targets for performance based awards are not specific, it is not possible to determine whether they are challenging. Overall, total pay for the CEO potentially excessive.

Contracts: B - There is adequate disclosure of contract terms and there is a clawback provision in place.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

PERRIGO CO AGM - 04-11-2014

1.02. *Elect Gary M. Cohen*

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

1.04. *Elect David T. Gibbons*

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

1.05. *Elect Ran Gottfried*

Not considered independent as Mr. Gottfried also served as an advisor to Careline-Neca, a consumer division of Perrigo's Israeli subsidiary from 2004 until March 2007, when his consulting ended. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

3. *Approve Pay Structure*

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating

is: BDB

Disclosure rating: B - performance targets for the annual bonus are included for the year under review and the forthcoming year.

Balance rating: D - The Committee has, or, in the case of the CEO, the independent directors have, the discretion to adjust any named executive officer's actual award up by as much as 50% or down by as much as 100% based on individual performance, provided that, in the case of any upward adjustment, the maximum incentive award opportunity for any individual executive is capped at 200% of the target award opportunity.

Contracts rating: B - there are "double trigger" and "clawback" provisions within the contracts.

Based upon this rating an oppose vote is recommended.

Vote Recommendation: Oppose

2. Appoint the auditors

Ernst & Young LLP proposed. The total unacceptable non-audit fees were approximately 57.2% of audit and audit related fees during the year under review. Non-audit fees over a three-year period were approximately 37.7% of audit and audit related fees. There are concerns that this level of non-audit fees creates a potential for a conflict of interest on the part of the independent auditor. Therefore, an abstain vote on the resolution is recommended.

Vote Recommendation: Abstain

1.09. Elect Herman Morris Jr.

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: Oppose

1.07. Elect Michael J. Jandernoa

Not considered independent as he is the former Chief Executive and Chairman at the Company and has served on the Board for more than nine years. He served as Perrigo's Chief Executive Officer from February 1988 through April 2000 and as Chairman of the Board from October 1991 to August 2003. There is insufficient independence on the Board.

Vote Recommendation: Oppose

1.01. Elect Laurie Brlas

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: Oppose

1.08. Elect Gary K. Kunkle Jr.

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: Oppose

1.10. *Elect Donal O'Connor*

Newly-nominated Non-Executive Director. Not deemed independent as prior to his nomination for election to the Perrigo Board of Directors, Mr. O'Connor provided consulting services to Perrigo and received a total of \$60,000 in fees. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

1.11. *Elect Joseph C. Papa*

Chairman and Chief Executive. Combined role at the top of the Company. It is considered best practice for the roles of Chairman and CEO to be separated with a Chairman responsible for the functioning of the Board and a CEO responsible for the running of the Company. No one individual should have unfettered powers of decision as the combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Recommendation: *Oppose*

ORACLE CORP. AGM - 05-11-2014

2. *Approve Pay Structure*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA

Disclosure rating: B - performance targets for the annual bonus are set out both for the year under review and the forthcoming year.

Balance rating: D - There is a concern over Executive Compensation Committee having a discretion in awarding additional bonuses, and stock options vesting in less than three years.

Contracts rating: A - There are "double-trigger" and "clawback" policies in place.

Based upon this rating an oppose vote is recommended.

Note: The 2013 'say-on-pay vote' received an oppose vote of approximately 56%.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

4. *Shareholder Resolution: Vote Tabulation*

Proposed by: Chief Executive of Investor Voice, Bruce T. Herbert.

It is proposed that the Board amend the Company's governing documents to provide that all matters presented to shareholders be decided by a simple majority unless shareholders have approved higher thresholds or the law or stock exchange regulations require higher thresholds.

The shareholders' concern is related to the company's practice with respect to vote counting for the resubmission of shareholder proposals. The Company does not follow the SEC's vote-counting standard, but instead includes Abstain votes as well. The shareholder points out this lowers the vote to shareholder sponsored proposals. He considers that "these practices fail to respect voter intent, are arbitrary, and run counter to the core principles of democracy".

The Company does not recommend support for the proposal. They state that their current voting standard "does not favour management-sponsored proposals over stockholder-sponsored proposals, does not prevent the passage of stockholder proposals and does not circumvent SEC standards". They consider it appropriate to include abstentions in the tabulation of the vote on proposals other than the election of directors and do not consider that the proposal will enhance the company's corporate governance.

It is considered that the investors concerns and the proposal have somewhat different implications. The proposal is that all matters be decided by simple majority. Generally, it is considered that shareholders should have the right to approve most matters submitted for their consideration by a simple majority of the shares voted. However, it is considered that it is appropriate for certain matters to be subject to a higher approval threshold. Therefore, it is recommended shareholders abstain.

Vote Recommendation: *Abstain*

Results: For: 96.2, Abstain: 3.8, Oppose/Withhold: 0.0,

KLA-TENCOR CORP. AGM - 05-11-2014

3. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BCB

Disclosure rating: B - performance conditions for the bonus are disclosed for the year under review, in retrospect, but not for the forthcoming year.

Balance rating: C - There is a concern over Executive Compensation Committee having a discretion in adjusting bonuses upwards, and the award of discretionary bonuses.

Contracts rating: B - a change-in-control automatically triggering accelerated vesting of all outstanding equity awards.

Based upon this rating an abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

CARDINAL HEALTH INC. AGM - 05-11-2014

1.03. Re-elect George S. Barrett

Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running

of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Recommendation: *Oppose*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

3. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDA

Disclosure: C - There is no disclosure of future targets or individual goals.

Balance: D - Restricted stock awards are not subject to performance conditions. PSU grants have two-year and three-year performance periods. Pay levels for the CEO are considered to be quite high as the total aggregate pay has exceed \$10 million for each of the previous four years.

Contracts: A - The Company does not automatically accelerate vesting upon a change in control. Change in control provisions do not define good reason in an appropriate manner.

Based upon this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

4. Approve the material terms of the performance goal under the Cardinal Health Inc. Management Incentive Plan

The proposal seeks approval for an extension of the Management Incentive Plan ("MIP") from 2009 for a further five years in line with section 162(m) of the Internal Revenue Code of 1986. One of the purposes of the MIP is provide employees in leadership positions with an annual bonus incentive. Shareholder approval is required for the terms of the scheme so that it may qualify for a tax benefit under the Code, namely that remuneration paid in excess of USD 1 million may be subject to an income tax deduction.

There are concerns that the maximum limit disclosed amounts to USD 7.5 million, which is deemed excessive. There are also concerns that, although the nature of performance criteria that may be applied is disclosed in general terms, specific targets are not. Furthermore, the tax treatment of performance pay is intended to act as performance incentive itself. However, it is not considered that favourable tax treatment under such schemes can be justified unless it is possible to evaluate the targets that are in use in a more specific fashion. In view of these concerns an oppose vote for this proposal is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

CAREFUSION CORP. AGM - 05-11-2014

2. Appoint the auditors

PricewaterhouseCoopers LLP proposed. The Company has changed auditors for the 2014 fiscal year replacing Ernst & Young with PricewaterhouseCoopers LLP. The

total unacceptable non-audit fees were approximately 87.3% of audit and audit related fees during the year under review. There are concerns that this level of non-audit fees creates a potential for a conflict of interest on the part of the independent auditor. Therefore, an abstain vote on the resolution is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

3. *Approve Pay Structure.*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is CDA:

Disclosure: C - The remuneration policy is disclosed. There is no disclosure of future targets.

Balance: D - The lack of quantifiable targets and clear vesting scales does not allow an informed assessment of whether targets used are challenging. In addition, the Compensation Committee has the discretion to grant annual bonus awards even for below-threshold performance.

Contracts: A - Contracts' provisions do not raise major concerns, with the exception of some share-based incentive plans which allow for accelerated vesting in case of change in control, which does not meet best practice.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.8, Abstain: 0.2, Oppose/Withhold: 0.0,

1b. *Elect Michael D. O'Halloran*

Class II Director. Not considered independent as he was a non-executive director of Cardinal Health Inc prior to the spinoff from Cardinal Health on 31 August 2009 as a result he has been on the Board for more than nine years through his service on the Board of Cardinal Health. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.9, Abstain: 0.1, Oppose/Withhold: 0.0,

LINEAR TECHNOLOGY CORP. AGM - 05-11-2014

1.01. *Re-elect Robert H. Swanson, Jr.*

Executive Chairman. Not independent as he is the former CEO of the Company. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 96.8, Abstain: 0.2, Oppose/Withhold: 3.0,

1.05. *Re-elect David S. Lee*

Non-Executive Director. Independent by Company, not considered to be independent as he has been on the Board for over nine years. Additionally there are concerns over his overall aggregate time commitments. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 88.9, Abstain: 0.2, Oppose/Withhold: 10.9,

1.06. *Re-elect Richard M. Moley*

Non-Executive Director. Independent by Company, not considered to be independent as he has been on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 97.5, Abstain: 0.2, Oppose/Withhold: 2.2,

1.07. *Re-elect Thomas S. Volpe*

Non-Executive Director. Independent by Company, not considered to be independent as he has been on the Board for over nine years. There is insufficient independent representation on the Board.

Vote Recommendation: *Oppose*

Results: For: 98.3, Abstain: 0.2, Oppose/Withhold: 1.5,

2. *Approve Pay Structure*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDD

Disclosure: C - Annual bonus based upon profit share percentage.

Balance: D - Equity based awards begin vesting after one year and do not have performance conditions attached.

Contracts: D - Severance agreements do not define good reason in an appropriate manner. There is no clawback provision and unvested awards can be accelerated on a change in control.

Based upon this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

4. *Amend existing bonus plan*

The Board are asking stockholders to re-approve the Linear Technology Corporation Executive Bonus Plan. In particular they are seeking stockholder approval of the material terms of the Bonus Plan for purposes of continuing to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)"). The principle of performance-related pay is supported and the rationale of 162(m) is considered to enable shareholders to implement this principle for all awards above \$1 million. The Bonus Plan was last approved by stockholders at the 2009 Annual Meeting.

There are concerns that: awards may not be subject to robust enough performance targets, and be insufficiently challenging; the added discretion to make awards from the Executive Bonus Plan, without strict guidelines upon the Plan's use, potentially gives less weight to performance based awards; the performance measures added under the amended Plan make no reference to comparative measures with peer company performance, which is not considered best practice; the bonus limit is considered to be quite high; and the target awards become payable in full upon a change-in-control.

In addition there are concerns that the Compensation Committee, which administers the plan, is not considered to have any independent members.

Based on the concerns noted above, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

PERNOD RICARD SA AGM - 06-11-2014

O.1. Approval of the Financial Statements

Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. However, the following serious corporate governance concerns have been identified.

First, there is no de facto division at the head of the company between the chairmanship of the board and executive responsibilities, as these are both run by members of the Pernod family. In addition, the former CEO Mr. Pringuet remains of the board, having reached the statutory age limit for the post of Chief Executive. The roles of chairman and chief executive are completely different and should be separated. Although the two roles at the company are formally separated, their de facto coincidence represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. Generally, it is considered that the combination of roles at a listed company can only be justified on a temporary basis under exceptional circumstances. In addition, seven out of 14 non-executive directors are linked to significant shareholders. The founding family Pernod (13.14% of the issued share capital) and Raphael Gonzales-Gallarza (0.56% of the issued share capital) seem to have a disproportionate representation on the Board as they jointly hold 13.7% of the share capital (and 19.68% of the voting rights) but have seven representatives on the Board. On this ground, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.4, Abstain: 0.2, Oppose/Withhold: 0.4,

O.2. Approval of the Consolidated Financial Statements

Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. However, given the serious governance concerns reported in resolution 1, opposition is recommended also for this resolution.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.3,

O.4. Approval of the regulated agreements and commitments

It is proposed to approve the third-party transactions authorized and renewed during the year under review. Two new agreements are under this resolution. First, a Multicurrency Revolving Facility Agreement for EUR 2.5 billion with, amongst others, BNP Paribas and J.P. Morgan Ltd as Mandated Lead Arrangers and Bookrunners and BNP Paribas and J.P. Morgan Chase Bank N.A. as Original Lenders. Under this agreement, the lenders would make available to the Group a line of credit up to EUR 2.5 billion. In addition, the the renewal of the brand licensing agreements has been authorised for a period of 5 years.

Such transactions are considered on the basis of whether the transaction has been adequately explained and whether there is sufficient independent oversight of the recommended transaction. The circular contains full details of the transaction; however, there is not a sufficient balance of independence on the board.

Vote Recommendation: *Oppose*

Results: For: 99.4, Abstain: 0.1, Oppose/Withhold: 0.5,

O.5. Re-elect Martina Gonzalez-Gallarza

Non-Executive Director. Not considered to be independent as there is a shareholder agreement between her father, Raphael Gonzalez-Gallarza (holder of 0.56% of the share capital) and Société Paul Ricard (which holds 13.14% of the company's voting rights) pursuant to which Rafaël Gonzalez-Gallarza undertakes to consult Société Paul Ricard prior to any Pernod Ricard general meeting in order for them to agree on the voting at the meeting. There is insufficient independent representation on the board.

Vote Recommendation: *Oppose*

Results: For: 94.8, Abstain: 0.1, Oppose/Withhold: 5.1,

O.6. Re-elect Ian Gallienne

Non-Executive Director. Not considered to be independent as he is connected to Groupe Bruxelles Lambert (GBL), which holds 6.86% of the company's voting rights. Furthermore there are concerns over his aggregate time commitment. There is insufficient independent representation on the board.

Vote Recommendation: *Oppose*

Results: For: 96.6, Abstain: 0.1, Oppose/Withhold: 3.3,

O.7. Elect Gilles Samyn

Non-Executive Director. Not considered to be independent as he is currently executive of Groupe Bruxelles Lambert, which he joined in 1983. Groupe Bruxelles Lambert holds 6.9% of the company's voting rights. There are concerns over his aggregate time commitments. There is insufficient independent representation on the board.

Vote Recommendation: *Oppose*

Results: For: 83.1, Abstain: 0.1, Oppose/Withhold: 16.7,

O.9. Advisory Vote on Compensation of Daniele Ricard, Chairman of the Board

Shareholders are asked to approve the annual compensation, paid or due to the Chairwoman of the Board, Danielle Ricard. This is an advisory vote, whose outcome is not binding for the Company.

The Chairwoman only receives fixed remuneration, in the amount of EUR 110,000. Despite the corporate governance concerns identified at the company, the remuneration for the Chairman is not considered to be excessive and her compensation structure does not raise serious concerns. However, the chairwoman is also a member of the founding family and major shareholder. On the basis of the governance concerns identified at the company, abstention is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.6, Abstain: 0.1, Oppose/Withhold: 0.4,

O.10. Advisory Vote on Compensation of Pierre Pringuet, Vice Chairman and CEO

Shareholders are asked to approve the annual compensation, paid or due to the Pierre Pringuet, Vice Chairman and CEO. This is an advisory vote, whose outcome is not binding for the Company.

The Company does not disclose quantified targets for the annual bonus or the long time incentives, which prevents shareholders from evaluating the potential excessiveness of the pay structure as a whole. The overall variable remuneration for the CEO seems to exceed guidelines potentially; in addition, there are concerns over the severance agreement entered into with the CEO, which is deemed excessive. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 97.9, Abstain: 0.1, Oppose/Withhold: 2.1,

O.11. *Advisory Vote on Compensation of Alexandre Ricard, Vice CEO*

Shareholders are asked to approve the annual compensation, paid or due to the Alexandre Ricard, Vice CEO. This is an advisory vote, whose outcome is not binding for the Company.

The Company does not disclose quantified targets for the annual bonus or the long time incentives, which prevents shareholders from evaluating the potential excessiveness of the pay structure as a whole. The overall variable remuneration for the Vice CEO has not been excessive for 2013: fixed salary of EUR 750,000 and variable remuneration of EUR 950,000. However, due to lack of disclosure, an accurate assessment of balance between performance and pay is not possible. In addition, there are concerns over the severance agreement entered into with him (severance and non-compete clause capped at 1 year of total remuneration) which is deemed excessive. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 97.9, Abstain: 0.1, Oppose/Withhold: 2.1,

E.13. *Authorise the Board of directors to allocate free performance shares to employees and executives*

It is proposed to grant the board authorization to allocate performance shares free of charge to employees and executives. The authorization will be valid for 38 months. Actual allocation will be subject to presence and performance conditions, one internal and one external, of which only the external has been disclosed and quantified (TSR). Performance will be measured over two years and shares will vest over a minimum of three years.

Although the performance conditions are above market practice (both in terms of disclosure and criteria), internal performance criteria are still undefined. In addition, the vesting time is not considered long term. On these bases, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 80.6, Abstain: 0.1, Oppose/Withhold: 19.3,

E.14. *Authorise the Board of Directors to grant stock options to executive and employees*

The company requests general approval to issue stock options, corresponding to maximum 1.5% of the issued share capital, to employees and management over a period of 38 months.

Performance conditions to be applied to those options awarded are not disclosed in full.

Dilution meets guidelines; however, the performance conditions applied to this specific plan are not disclosed. Opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 64.0, Abstain: 0.1, Oppose/Withhold: 36.0,

AUTOMATIC DATA PROCESSING INC. AGM - 11-11-2014**2. *Approve Pay Structure***

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB (2013: BDB)

Disclosure: B - Targets for the annual bonus are disclosed but on a retrospective basis.

Balance: D - Stock options have no performance criteria and vesting begins in less than three years.

Contracts: B - "Good reason" for triggering change in control provisions is not considered to be appropriate.

Based on this rating, it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

3. *Appoint the auditors*

Deloitte & Touche LLP are proposed. Non-audit fees on the year under review were approximately 30.4% of audit fees. On a three year basis non-audit fees were approximately 24% of audit fees. This level of non-audit fees raises concerns over the independence of the auditors. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

BARRATT DEVELOPMENTS PLC AGM - 12-11-2014

2. *Approve Remuneration Policy*

Disclosure is considered acceptable with the exception of specific targets which are not provided for EPS and ROCE performance conditions, for the Long Term Performance Plan (LTPP).

Awards made under the LTPP vest subject to ROCE targets, relative TSR and absolute EPS targets. Although, it is welcomed that a third performance metric has been introduced, the performance conditions do not work interdependently, which runs against best practice. Also, guidelines recommend non-financial metric(s) to be used. At less than three deciles between the lower and upper performance levels, the TSR vesting scale is not considered sufficiently broad. The three-year performance period is not considered sufficiently long term. It is also welcomed that the Remuneration Committee has introduced a holding period of two years. Total CEO potential rewards under all incentive schemes are considered excessive. The ratio of CEO pay to employee average pay is not disclosed, however it has been estimated and it is also considered excessive at 36 to 1. Shareholding requirements by Directors in the Company are in place, however the five-year time-frame in place is not considered adequate. Schemes are not available to enable all employees to benefit from business success without subscription.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This is considered an inappropriate practice as it undermines the rationale behind the remuneration policy to retain Executive Directors. Upside discretion may be used while determining severance. Awards may continue to vest for Directors who have left office. A bonus may be payable (to a Good Leaver) for the 12 months notice period; this practice is against best practice. Awards vest early in the case of a takeover, although subject to time pro-rata and the level of performance conditions achieved during that period. Mitigation arrangements exist. A clawback policy is in place, although limited to two years after vesting of awards.

Rating: BDC

Vote Recommendation: *Oppose*

Results: For: 98.3, Abstain: 0.7, Oppose/Withhold: 1.0,

13. *Re-appoint the auditors: Deloitte LLP*

Non-audit fees represent 38.81% of audit fees during the year under review and 80.04% of audit fees over a three-year aggregate basis. This level of audit fees raises significant concerns over the Auditor's independence.

Vote Recommendation: *Abstain*

Results: For: 97.8, Abstain: 1.1, Oppose/Withhold: 1.1,

MAXIM INTEGRATED PRODUCTS AGM - 12-11-2014**2. *Appoint the auditors***

Deloitte & Touche LLP are proposed. Non audit fees on the year under review were approximately 60.4% of audit fees. On a three year aggregate basis non-audit fees were approximately 36.8% of audit fees. This level of non-audit fees raises concerns over the independence of the auditors. An abstain vote is recommended.

Vote Recommendation: Abstain

6. *Approve Pay Structure*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDA (2013:CDA)

Disclosure: C - The performance targets for the annual awards are disclosed; however, the weighting of how the bonus pool is divided is not disclosed.

Balance: D - Vesting of restricted stock units can take place in less than three years. There is no disclosure of performance hurdles, if any, attached to these awards other than continued employment.

Contracts: A - There is double trigger provision in the severance and change in control contracts.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: Oppose

4. *Amend Maxim Integrated's 1996 Stock Incentive Plan*

The Board is seeking shareholder approval to increase Maxim Integrated's 1996 Stock Incentive Plan by an additional 5,000,000 shares. As of August 29, 2014, approximately 25,103,848 shares were available for purchase under the 1996 Equity Plan, and there were 15,771,543 outstanding stock options and 7,266,161 outstanding restricted stock units. The potential dilution from existing shares awards and shares available represent approximately 16.98% which is considered to be excessive. While the additional amount requested is not excessive, when combined with share available and awarded the level of potential dilution is clearly excessive. The 1996 Equity Plan provides for the grant of the following types of incentive awards: (1) stock options, (2) restricted stock units (including performance shares), and (3) restricted stock. Those who will be eligible for Awards under the 1996 Equity Plan include employees, directors and consultants who provide services to the Company and its parent and subsidiary companies. The 1996 Equity Plan limits the number of shares with respect to which incentive stock options and non-qualified stock options may be granted in any fiscal year of the Company to any participant to 4,000,000 shares and limits the number of shares with respect to which restricted stock units and restricted stock may be granted in any fiscal year of the Company to any participant to 2,000,000 shares. These limits are considered to be excessive. There are no minimum vesting requirements for restricted stock units.

Based upon the excessive potential dilution from this plan, the lack of specific performance conditions and the excessive award limits, it is recommended that shareholders oppose.

Vote Recommendation: Oppose

7. Approve Maxim Integrated's Executive Bonus Plan

The Board seeks for approval for the Integrated Executive Bonus Plan. The company has not disclosed specific targets for the plan. Performance metrics may be based on one or more of a number of generic financial, strategic and operational business criteria. The maximum amount of the Bonus plan has been set at USD 5 million, which is considered excessive. Executives may receive a full year salary in the event of a change of control. This is not considered best practice. Given this concern it is recommended not to support this resolution.

Vote Recommendation: *Oppose*

HAYS PLC AGM - 12-11-2014*2. Approve Remuneration Policy*

Disclosure is acceptable. However, we would welcome further disclosure of TSR performance targets for the Performance Share Plan (PSP) awards made during the year.

The variable element of CEO pay is considered potentially excessive as it can amount up to 325% of his salary. The ratio CEO pay to average employee pay is also not considered adequate. The PSP performance metrics are not operating interdependently and its performance period is three years, without a further holding period, which is not considered sufficiently long-term.

The CEO's contract allows him to receive a sum in lieu of notice that equates to his salary, benefits and also his on-target bonus pro-rated for time, which is deemed inadequate. It is considered that all contracts, including those agreed prior 27 June 2012, should be in line with Company's policy. Malus provision exists for the PSP which is welcomed. Nevertheless, best practice would be to operate real clawback provisions for all incentive schemes, such that money already paid are shares which already vested (after the implementation of the clawback provision) can be recovered under exceptional circumstances. Also, upside discretion can be used by the Committee when determining severance payments under the different incentive schemes.

Rating: BDD.

Vote Recommendation: *Oppose*

Results: For: 92.2, Abstain: 0.5, Oppose/Withhold: 7.3,

5. Re-elect Alan Thomson

Incumbent Chairman. Independent upon appointment. It is noted that he is the Chairman of another FTSE 250 Company, Bodycote plc, which is considered inappropriate. The role of the chairman is considered to be crucial to good governance as they are primarily responsible for the culture of the board, and by extension the organisation as a whole and for ensuring that the board operates effectively. As such we consider the chairman should be expected to commit a substantial proportion of his or her time to the role. A chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and the possibility of having to commit additional time to the role in times of crisis is ever present, particularly in diverse international, complex and heavily regulated groups or groups which are undergoing significant governance changes. An oppose vote is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 94.2, Abstain: 0.7, Oppose/Withhold: 5.1,

13. Re-appoint the auditors: Deloitte LLP

Non-audit fees represent approximately 22% of audit fees during the year under review and approximately 32% of audit fees over a three-year aggregate basis. This level of non-audit fees raises concerns over the independence of the auditor. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.8, Abstain: 1.1, Oppose/Withhold: 0.1,

MEREDITH CORP. AGM - 12-11-2014

2. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDC

Disclosure: B - The performance targets for the annual awards are disclosed.

Balance: D - There are no performance conditions attached to stock options or restricted stock grants.

Contracts: C - Equity awards automatically vest upon a change in control.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

3. To approve the Meredith Corporation 2014 Stock Incentive Plan

The Board seeks approval for the Meredith Corporation 2014 Stock Incentive Plan. Plan provides for the grant of any or all of the following types of awards: stock options, stock appreciation rights, restricted stock, restricted stock units, stock equivalent units, performance shares, and performance cash awards. The committee shall determine the nature and amount of each award. The maximum number of options or stock appreciation shares, in the aggregate, that may be awarded to a participant during any annual period is 750,000 shares. The maximum number of shares, in the aggregate, that may be awarded to any participant as restricted stock, restricted stock units, stock equivalent units, or performance shares in any annual period is 300,000 shares. It is further proposed that the maximum amount that a Covered employee is allowed to receive shall not exceed USD 7,500,000 which is considered excessive.

The Company has not disclosed specific targets for the plan which is not considered best practice. Given these concerns it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

KIER GROUP PLC AGM - 13-11-2014

2. Approve Remuneration Policy

Disclosure is considered acceptable.

The Company operates one Long Term Incentive Plan (LTIP), under which awards vest subject to performance conditions that do not operate interdependently. This runs against best practice. Also, guidelines recommend non-financial metric(s) to be used. It is noted vesting scales are considered sufficiently broad. The three-year performance period is not considered sufficiently long term and no holding period is used. Total CEO potential awards under all incentive schemes are considered excessive as they can amount to 300% of base salary. The increase initially made in LTIP opportunity from 100% to 150% which related to the ROCE performance

condition is not justified, as the condition has been dropped for the year financial year 2015. The ratio of CEO pay to employee average pay is not disclosed, however it has been estimated and it is also considered excessive at 24 to 1. Shareholding requirements by Directors in the Company are in place, however a time-frame exceeding three years is not considered adequate.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This is considered an inappropriate practice as it undermines the rationale behind the remuneration policy to retain Executive Directors. Upside discretion may be used while determining severance. Awards may continue to vest for Directors who have left office. A bonus may be payable (to a Good Leaver) relating to year of cessation of employment which may be at the sole discretion of the Remuneration Committee. Awards vest early in the case of a takeover, although subject to time pro-rata and the level of performance conditions achieved during that period. Mitigation arrangements exist. No real clawback policy exist. It is noted malus provisions have been introduced for 2014 awards, onwards.

Rating: BDC

Vote Recommendation: *Oppose*

Results: For: 98.5, Abstain: 0.4, Oppose/Withhold: 1.1,

3. *Approve the Remuneration Report*

Rewards made to the Executive Directors for the year are not considered excessive in comparison with their base salaries. The CEO realised pay over the last five years, is commensurate with financial performance of the Company. All elements of each director's cash remuneration are disclosed. All share incentive awards are stated with award dates and market prices at the date of grant. Pension contributions and entitlements are disclosed. Salary increases made to the Executives are considered excessive. The CEO's salary was increased by 33.5%, however as Mr Haydn Mursell was internally promoted to the position of CEO, the increase is justified. For Mr Steve Bowcotts, the COO of the company, the salary was increased by 11.5%, 5 % of which relates to average salary increase of all employees in the Group. The additional 6.5% is not adequately justified. Compensation payments were made to Executive Director Ian Lawson and Paul Sheffield who stood down as Chief Executive.

Rating: C

Vote Recommendation: *Abstain*

Results: For: 87.7, Abstain: 1.0, Oppose/Withhold: 11.4,

10. *To re-elect Mr P M White*

Incumbent Chairman. Independent on appointment. He is also Chairman of Unite Group plc, a constituent of FTSE 350 company index, which raises concerns about his external time commitments, as such it is considered the Chairman should be expected to commit a substantial proportion of his time to the role. Chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and the possibility of having to commit additional time to the role in times of crisis if ever present. Mr White is also Chairman of two other SmallCap companies. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 92.4, Abstain: 0.2, Oppose/Withhold: 7.3,

12. *Appoint the auditors: PricewaterhouseCoopers LLP*

Following the completion of a tender process, the Board proposes PricewaterhouseCoopers LLP to replace KPMG, as the external Auditor of the Company. The independence of the Auditor is of paramount importance to ensure objectivity and confidence in financial reporting. PwC is not considered independent as they have been providing internal audit services to the Company. The length of tenure as internal Auditor is not disclosed in the annual report, however, the Audit Committee has stated that PwC will cease to provide internal audit services to the Group, upon appointment.

Vote Recommendation: *Oppose*

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Results: For: 98.4, Abstain: 0.2, Oppose/Withhold: 1.4,

BROADRIDGE FINANCIAL SOLUTIONS AGM - 13-11-2014**1a. Re-elect Leslie A. Brun**

Non-executive Chairman. Not considered independent as he has been on the Board for more than nine years. It is noted that he is the Non-Executive Chairman of the former parent company, Automatic Data Processing. There is sufficient independent representation on the Board. However, there are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

2. Approve the pay Structure

As a result of new SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA

Disclosure rating: B - Specific targets for the annual bonus are disclosed, though not forward looking targets.

Balance rating: D - There are no additional performance targets attached to the stock options. The performance period is less than three years. EPS is used as a performance metric under both the annual bonus and the RSU plan.

Contracts rating: A - both a "double trigger" and a "clawback" policy are in place.

Based upon this rating an oppose vote is recommended.

Vote Recommendation: *Oppose*

SMITHS GROUP PLC AGM - 18-11-2014**1. Receive the Annual Report**

Strategic Report meets guidelines. Adequate environmental and employment policies are in place and relevant, up-to-date, quantified environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. However, the company has made donations in the US which are deemed to be political during the year. The Group made political donations of US\$42,600 (£25,000) to 'raise awareness and to promote the interests of the Company, on a bi-partisan basis'. Such donations require additional clarification as to who are exactly the recipients and how such expenditure is in the best interest of shareholders. An abstain vote is therefore recommended.

Vote Recommendation: *Abstain*

Results: For: 98.6, Abstain: 1.1, Oppose/Withhold: 0.3,

2. Approve Remuneration Policy

Disclosure is acceptable

Maximum potential awards under all incentive schemes are considered highly excessive and the use of a Co-Investment Plan (CIP) to match the deferred element of the Annual Bonus is considered inappropriate. The Long-Term Incentive Plan (LTIP) is based on metrics which are not operating interdependently. The performance period of the LTIP is three years, without further holding period beyond vesting, which is not sufficiently long-term.

The contract policy is not in line with best practice. The contracts of the CEO allows him to receive termination payments in excess of one year salary and benefits. Upside discretion can also be used by the Committee when determining severance payments under the different incentive schemes. Finally, the Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers, which is an inappropriate practice.

Rating: ADD.

Vote Recommendation: *Oppose*

Results: For: 92.3, Abstain: 2.8, Oppose/Withhold: 4.9,

6. Re-elect Mr P. Bowman

Chief Executive Officer. 12 months rolling contract. There are concerns over his aggregate time commitments. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.5, Abstain: 1.1, Oppose/Withhold: 0.4,

CAMPBELL SOUP CO AGM - 19-11-2014

4. Amend annual share incentive plan

The Board seek shareholder approval for The Campbell Soup Company Annual Incentive Plan ("AIP"), which has been in effect for 57 years. The shareowners first approved the AIP at the 1957 Annual Meeting, and most recently in amended form at the 2009 Annual Meeting. The Committee also determines the total bonus pool available for all participants. There are performance criteria described for 2014. No award, or awards may be granted to any participant for one fiscal year that exceeds \$5 million. While this cap is considered to be excessive, actual awards have not been excessive.

The Plan is open to a wide range of participants, is capped and has relatively challenging performance criteria. There is a concern that payouts of target bonuses may be made upon a change in control. On this basis of the challenging performance conditions, an abstain recommendation is made.

Vote Recommendation: *Abstain*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

3. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDC

Disclosure: B - Targets for the annual awards are disclosed but not the specific non-financial targets. However, they are not disclosed for the year ahead.

Balance: D - The performance period is only two years which is not considered sufficiently long term.

Contracts: C - Upon a Change in Control and termination of employment within two years thereafter, all restrictions upon any time-lapse restricted shares would lapse immediately and all such shares would become fully vested. There is no clawback policy in place.

Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.2, Abstain: 0.8, Oppose/Withhold: 0.0,

SYSCO CORP AGM - 19-11-2014

1a. Elect John M. Cassaday

Non-Executive Director. Not considered to be independent as he has been on the Board for more than nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1e. Elect Jonathan Golden

Non-Executive Director. Not considered independent as he is a partner and the sole shareholder of the law firm Arnall Golden Gregory LLP, which is counsel to Sysco. In addition, he has served on the Board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1f. Elect Joseph A. Hafner, Jr.

Non-Executive Director. Not considered to be independent as he has been on the Board for nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1g. Elect Hans-Joachim Koerber

Independent Non-Executive Director. There are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1j. Elect Jackie M. Ward

Chairman. Not considered to be independent as she has been on the Board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

3. Approve Pay Structure

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of the opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA.

Disclosure rating: B - performance targets for the annual bonus are disclosed for the year under review, but not for the year ahead.

Balance rating: D - Executive Compensation Committee has discretion in awarding additional bonuses which is not best practice. Stock options and RSU's begin vesting one year from date of grant. Performance awards have a single performance criteria.

Contracts rating: A - A change-in-control automatically triggers accelerated vesting of all outstanding equity awards.

Based upon this rating an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.0, Abstain: 1.0, Oppose/Withhold: 0.0,

1b. Elect Judith B. Craven

Non-Executive Director. Not considered independent as he has served on the Board for over nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1i. Elect Richard G. Tilghman

Non-Executive Director. Not considered to be independent as he has served on the Board for more than nine years. There is insufficient independence on the Board.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

CISCO SYSTEMS INC. AGM - 20-11-2014

1a. Re-elect Carol A. Bartz

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

5. Shareholder Resolution: Establish a public policy committee

Proposed by Jing Zhao. The proponent requests that the company establish a public policy committee to assist the board of directors in overseeing the Company's policies and practice that relate to public policy including human rights, corporate social responsibility, vendor chain management, charitable giving, political activities and expenditures, government relations activities, international relations, and other public issues that may affect the Company's operations, performance or reputation, and shareholders' value.

In summary, the board argues that it currently has a government affairs team in place that overlooks this duty.

A vote against the proposal is recommended as the company already has efficient structures in place to tackle public policy issues in the form of the government affairs team. In addition, the proponent's argument is based on one specific event in the pacific Asian region which doesn't warrant a global company like Cisco creating a board committee just to tackle the specific problem.

Vote Recommendation: *Oppose*

Results: For: 42.5, Abstain: 57.5, Oppose/Withhold: 0.0,

1b. Re-elect M. Michele Burns

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

1c. Re-elect Michael D. Capellas

Non-Executive Director. Not considered independent due to having a material interest with the company. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.7, Abstain: 0.3, Oppose/Withhold: 0.0,

1d. Re-elect John T. Chambers

Chairman & CEO. Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.

Vote Recommendation: *Oppose*

Results: For: 99.3, Abstain: 0.7, Oppose/Withhold: 0.0,

1f. Re-elect Dr. John L. Hennessy

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1h. Re-elect Roderick C. McGearry

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1i. Re-elect Arun Sarin

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

1j. Re-elect Steven M. West

Non-Executive Director. Not considered independent due to serving on the board for over nine years. There is insufficient independent representation on the board

and therefore an Oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.6, Abstain: 0.4, Oppose/Withhold: 0.0,

3. Approval, on an advisory basis, of executive compensation.

The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDD (2013: CDD). Based upon this rating an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.3, Abstain: 0.7, Oppose/Withhold: 0.0,

KINDER MORGAN INC EGM - 20-11-2014

1. Amend Articles of Incorporation: Increase the number of authorizes shares of Class P common stock.

The board is seeking shareholder approval to increase the number of authorised shares of common stock from 2,000 million to 4,000 million shares in line with the current mergers of KMP, EPB and KMR. Currently the board has 1,028 million stock outstanding and based on the number of publicly held KMP common units, EPB common units and KMR shares outstanding as of October 20, 2014, the board estimates that it would need to issue a total of approximately 1,096 million shares of common stock in the three mergers.

Merger decisions are based on the information presented and based on the independence of the board. It is noted that, over the time that the merger agreement was approved and continuing today, only approximately 18% of the board directors was considered independent by guidelines. It is to be noted that, if the deal is approved, the executives of the group will not receive any cash severance payments. Based upon the view that 2 out of the 11 directors are independent according to guidelines, an abstain vote on the merger proposal is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

2. To approve the issuance of shares of KMI common stock in the proposed merger of KMR and EPB.

The board is seeking in line with NYSE requirements, approval to issue shares that will exceed the 20% threshold authorised under the listing rules in relation to the mergers.

Merger decisions are based on the information presented and based on the independence of the board. Based upon the view that 2 out of the 11 directors are independent according to guidelines, an abstain vote on the merger proposal is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

3. To adjourn the special meeting if necessary and to solicit additional proxies if there are not sufficient votes.

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger.

An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Recommendation: *Oppose*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

SKY PLC AGM - 21-11-2014**3. Approve Remuneration Policy**

Disclosure of pay policy aims are fully described in terms of the Company's objectives. Past performance targets are not provided, however the Company stated that disclosure of specific targets is commercially sensitive and gives adequate reasoning as to why this is. Performance targets for operating profit, operating cash flow and revenue growth are not disclosed and limited forward-looking data is provided to enable evaluation.

Vesting of awards is based on performance over a three-year period, this is not considered sufficiently long term. Awards are made in Year 1 and in Year 2 with vesting of both awards at the end of Year 3. This means that vesting of awards occurs every other year. The ratio of CEO to employee pay is not disclosed, however it has been estimated and is deemed excessive at 72:1. Executive share schemes long-term performance measures are not linked to non-financial KPIs. Maximum vesting targets are challenging relative to performance required. Minimum vesting targets are not challenging relative to performance required. Vesting scales are neither sufficiently broad nor geared towards better performance. It is also possible for awards to vest after only two years which is considerably lower than best practice.

Executive directors are employed on one year rolling contracts. Termination payments comprise salary and benefits for the notice period, while bonus payments will be pro-rated. Consideration of a bonus for termination payments is not considered best practice. LTIP awards continue to vest at original vesting dates, subject to the performance conditions being met. Pro-rata for time in service may be dis-applied at the discretion of the Committee. Accelerated vesting of awards may be applied in the event of a takeover. Malus provisions have been put in place for the LTIP, which is welcomed, however it would be preferred if a clawback policy was also in place.

Rating: CDD

Vote Recommendation: *Oppose*

Results: For: 92.1, Abstain: 1.0, Oppose/Withhold: 7.0,

4. Approve the Remuneration Report

Rewards made to the Executive Directors for the year are considered excessive in comparison with their base salaries. It is noted that variable remuneration for the year was still disproportionate in a year where no LTIP vested. LTIP awards vest every other year, meaning that remuneration can be more excessive than the 2014 figures suggest. CEO realised pay in the past five years is considered above suitable levels and is not commensurate with the financial performance over the same period. All elements of each director's cash remuneration are disclosed. All share incentive awards are stated with award dates and prices at the date of grant are provided. Pension contributions and entitlements are disclosed.

Rating: C

Vote Recommendation: *Abstain*

Results: For: 69.9, Abstain: 19.0, Oppose/Withhold: 11.2,

12. Re-elect Matthieu Pigasse

Independent Non-Executive Director. There are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.0, Abstain: 0.6, Oppose/Withhold: 0.4,

13. Re-elect Danny Rimer

Independent Non-Executive Director. There are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.2, Abstain: 0.5, Oppose/Withhold: 0.3,

14. Re-elect Andy Sukawaty

Independent Non-Executive Director. There are concerns over his aggregate time commitments.

Vote Recommendation: *Abstain*

Results: For: 99.2, Abstain: 0.5, Oppose/Withhold: 0.3,

17. Re-elect James Murdoch

Non-Executive Director. Not considered independent as he was the Chief Executive of the Company prior to his appointment as a Non-Executive Chairman. He is the son of Rupert Murdoch, the ultimate controlling shareholder, through 21st Century Fox. Also he has been on the Board for more than nine years. On 3 April 2012 Mr Murdoch stepped down from his chairmanship and became Non-Executive Director. Due to concerns over Mr Murdoch's fitness to serve, as explained in the supporting information, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 95.5, Abstain: 0.1, Oppose/Withhold: 4.3,

19. Re-appoint the auditors: Deloitte LLP and allow the board to determine their remuneration

Non-audit fees for the year under review represent 37.5% of the statutory audit fee. On a three year basis the figure is 44.92%. This level of non-audit fee raises questions of the independence of the external auditor. Abstention is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.6, Abstain: 0.6, Oppose/Withhold: 0.8,

20. Approve Political Donations

Approval sought to make donations to EU political organisations and incur EU political expenditure not exceeding £300,000 in total. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. However, the maximum limit sought under this authority is considered excessive. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.1, Abstain: 0.6, Oppose/Withhold: 1.3,

WOLSELEY PLC AGM - 25-11-2014**2. Approve the Remuneration Report**

All elements of each director's cash remuneration and pension contributions are disclosed. All share incentive awards are fully disclosed with award dates and prices. There were no significant changes in policy and no compensation payments were made during the year under review. However, changes in CEO pay over the last five years are not considered in line with Company's financial performance. The variable remuneration paid to the CEO for the year under review is considered excessive. Rating: C.

Vote Recommendation: *Abstain*

Results: For: 92.5, Abstain: 6.0, Oppose/Withhold: 1.5,

3. Approve Remuneration Policy

Disclosure is acceptable.

Maximum potential awards under all incentive schemes are considered highly excessive. The ratio of CEO pay to average employee pay is also considered inappropriate. The use of two long-term incentive schemes, each using only one performance criteria, is deemed contrary to best practice. The performance periods are also not considered sufficiently long-term. Also, there are no schemes available to enable all employees to benefit from business success without subscription. Finally, upside discretion can be used by the Committee when determining severance payments under the different incentive schemes. Furthermore, the Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers, which is an inappropriate practice. Rating: AEC.

Vote Recommendation: *Oppose*

Results: For: 89.0, Abstain: 5.0, Oppose/Withhold: 6.1,

7. To re-elect Mr Gareth Davis

Incumbent Chairman. Considered independent upon appointment. However, it is noted that he is also the Chairman of two other FTSE 350 companies. The role of the chairman is considered to be crucial to good governance as they are primarily responsible for the culture of the board, and by extension the organisation as a whole and for ensuring that the board operates effectively. As such we consider the chairman should be expected to commit a substantial proportion of his or her time to the role. A chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and the possibility of having to commit additional time to the role in times of crisis is ever present, particularly in diverse international, complex and heavily regulated groups or groups which are undergoing significant governance changes.

Vote Recommendation: *Oppose*

Results: For: 92.4, Abstain: 1.3, Oppose/Withhold: 6.3,

15. Re-appoint the auditors: PricewaterhouseCoopers LLP

Non-audit fees represent approximately 21% of audit fees during the year under review and approximately 34% of audit fees over a three-year aggregate basis. This raises concerns over the independence of the auditor. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 96.7, Abstain: 2.2, Oppose/Withhold: 1.1,

17. Approve Political Donations

Approval sought to make donations to political organisations and incur political expenditure not exceeding £125,000 in total. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. However, the maximum limit sought under this authority is considered excessive. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 97.1, Abstain: 1.9, Oppose/Withhold: 1.1,

INTERNATIONAL FERRO METALS AGM - 26-11-2014

2. Approve the Remuneration Report

Disclosure is considered adequate with reference to cash remuneration and maximum share awards. The main concerns with disclosure relate to the lack of quantitative Short Term Incentive (STI) targets.

The STI is awarded upon the achievement of three benchmarks related to two performance criteria which are decided upon each year. A lack of forward looking targets is a frustration for shareholders as it does not allow them to assess stringency of targets. STI is capped at 45% of total compensation, however there is no limit in

relation to fixed pay.

In relation to the LTIP, awards of performance shares are made annually with a three year vesting cycle, which is not considered sufficiently long term. The LTIP is capped at 60% of total remuneration, however, again, there is no limit in relation to fixed pay. Awards are subject to three equally weighted performance criteria, absolute TSR, relative TSR and ROCE. There are no non-financial targets for awards, it is best practice for there to be at least one, alongside other targets working interdependently. Dividends accrue on unvested shares which is not considered to be best practice. A lack of disclosure of performance targets both prospectively and retrospectively is also a concern. Furthermore, LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This practice undermines the rationale behind the remuneration policy to retain Executive Directors. Executive Directors have a service contract which is terminable by either party on 6 or 12 months' notice. Overall remuneration is not considered to be excessive and has not been during the year under review. However, due to a lack of disclosure of short term incentive targets and concerns over the LTIP scheme, opposition is recommended.

Vote Recommendation: Oppose

3. Re-elect Terry Willstead

Senior Independent Director. Not considered to be independent as he has served on the board for more than nine years. There is insufficient independence on the board, therefore opposition is recommended.

Vote Recommendation: Oppose

4. Re-elect Tian Xia

Non-Executive Director. Not considered independent as she is a representative of JISCO, a major shareholder and customer of the company. In addition, she has served on the board for more than nine years. There is insufficient independence on the board, therefore opposition is recommended.

Vote Recommendation: Oppose

6. Issue of Performance Rights to Mr Chris Jordaan

Authority is sought to grant 890,352 performance rights under the LTIP to Mr Jordaan. There are no non-financial targets for awards, it is best practice for there to be at least one, alongside other targets working interdependently. Dividends accrue on unvested shares which is not considered to be best practice. A lack of disclosure of performance targets both prospectively and retrospectively is also a concern. The three year vesting cycle is not considered sufficiently long term. Also LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure. Based on these concerns opposition is recommended.

Vote Recommendation: Oppose

7. Issue of Performance Rights to Mr Jannie Muller

Authority is sought to grant 638,280 performance rights under the LTIP to Mr Muller. There are no non-financial targets for awards, it is best practice for there to be at least one, alongside other targets working interdependently. Dividends accrue on unvested shares which is not considered to be best practice. A lack of disclosure of

performance targets both prospectively and retrospectively is also a concern. The three year vesting cycle is not considered sufficiently long term. Also LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure. Based on these concerns opposition is recommended.

Vote Recommendation: *Oppose*

8. *Issue of Performance Rights to Mr Xiaoping Yang*

Authority is sought to grant 588,363 performance rights under the LTIP to Mr Yang. There are no non-financial targets for awards, it is best practice for there to be at least one, alongside other targets working interdependently. Dividends accrue on unvested shares which is not considered to be best practice. A lack of disclosure of performance targets both prospectively and retrospectively is also a concern. The three year vesting cycle is not considered sufficiently long term. Also LTIP based schemes are inherently flawed. There is the risk that they are rewarding volatility rather than the performance of the company (creating capital and - lawful - dividends). They act as a complex and opaque hedge against absolute company underperformance and long-term share price falls. They are also a significant factor in reward for failure. Based on these concerns opposition is recommended.

Vote Recommendation: *Oppose*

MICROSOFT CORP. AGM - 03-12-2014

2. *Advisory Vote on Compensation*

The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CEA (2013: CDA). Based on this rating it is recommended that shareholders oppose.

Vote Recommendation: *Oppose*

Results: For: 99.3, Abstain: 0.7, Oppose/Withhold: 0.0,

4. *Shareholder Resolution: Proxy Access for Shareholders*

Proponent: Myra K. Young.

The proponents asks the Board, to the fullest extent permitted by law, to amend the Company's governing documents to allow share owners to make board nominations. It is noted that shareholders may already nominate one or more directors whom the board will then evaluate under the same criteria it applies to its own candidates.

Recommendation: While we are in sympathy with the aims of this proposal and believe that the board is need of replenishment, there are concerns over the way in which the proposal is structured which may give rise to confusion, if adopted. On this basis, it is recommended that shareholders abstain.

Vote Recommendation: *Abstain*

Results: For: 95.0, Abstain: 5.0, Oppose/Withhold: 0.0,

JDS UNIPHASE CORP. AGM - 05-12-2014**3. Approve Advisory vote on Executive Compensation**

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DDC. Based on this rating an oppose vote is recommended.

Vote Recommendation: *Oppose*

4. Amend the Company's 2003 Amended and Restated Equity Incentive Plan

The board is seeking shareholder approval to amend the company's 2003 equity incentive plan to increase the number of shares of common stock available to issue by 9,000,000 shares. In determining the number of shares to recommend to the Board, the Compensation Committee reviewed the 2003 Plan, the number of shares remaining available for grant under the 2003 Plan, and the Company's compensation policies with the assistance of the Compensation Committee's compensation consultant and management. Finally, the Compensation Committee considered the fact that the Company repurchased \$155.3M of shares of its common stock during fiscal year 2014 in order to increase stockholder value and reduce dilution. After taking into consideration the Company's current and anticipated burn rate, the Board determined that it expects the additional 9,000,000 shares would enable the Company to continue utilizing the long-term equity incentive component of the compensation program through the Company's fiscal year 2016.

While the increase of 3.92% is not considered overly dilutive, it is noted that under the plan, the company has already issued shares that total 27.35% of the outstanding share capital which is considered overly excessive. An Oppose vote is recommended.

Vote Recommendation: *Oppose*

ASSOCIATED BRITISH FOODS PLC AGM - 05-12-2014**11. To re-elect Charles Sinclair**

Incumbent Chairman. Independent on appointment. Also Chairman of the Nomination Committee which has not adhered to Lord Davies' recommendation of setting a target for female representation on Board by 2015. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 94.3, Abstain: 5.0, Oppose/Withhold: 0.7,

3. Approve Remuneration Policy

Disclosure with regards to the policy is considered acceptable. The Company operates one Long Term Incentive Plan (LTIP) although awards continue to vest under a legacy plan. LTIP awards vest subject to one single performance measure. This is against best practice as multiple performance conditions which include a non-financial metric should be used in an interdependent manner. At three years, the performance period is not considered sufficiently long term. It is welcomed that an additional holding period of two year has been introduced. Potential awards that can be made to the Directors and under all variable plans are considered excessive, as the maximum individual limits for awards under performance-related plans allow for up to 300% of base salary equivalent of awards. The ratio of CEO pay to employee average pay is not disclosed, however it is, by estimate, also considered excessive at 133 to 1. Shareholding requirements are in place, however the Remuneration Committee does not set an adequate time-frame. Schemes are not available to enable all employees to benefit from business success without subscription.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This practice undermines the rationale

behind the remuneration policy to retain Executive Directors. Upside discretion may be used while determining severance. The Committee has the discretion to determine whether 'Good Leaver' status should be applied on termination. The Executive's notice period may not be taken into account in any pro rating for vesting LTIP awards. Such discretion negates the purpose of safeguards in place. Also, the discretion may reward the Director for performance not obtained. Mitigation arrangements exist. There is a clawback policy in place, however, there is no evidence that the Company may retrieve awards already made to the Directors. Takeover provisions attached to the LTIP are not disclosed.

Rating: ADD

Vote Recommendation: *Oppose*

Results: For: 90.4, Abstain: 0.2, Oppose/Withhold: 9.4,

14. *Re-appoint the auditors: KPMG LLP*

Non-audit fees represent 37.93% of audit fees during the year under review and 36.75% of audit fees over a three-year aggregate basis. This level of audit fees raises significant concerns over the Auditor's independence.

Vote Recommendation: *Abstain*

Results: For: 98.6, Abstain: 0.3, Oppose/Withhold: 1.0,

CABLE & WIRELESS COMMUNICATIONS PLC EGM - 05-12-2014

1. *Approve the Acquisition*

Shareholders are being asked to approve the full acquisition by Cable & Wireless Communications PLC (CWC) of Columbus International Inc (Columbus) for a consideration of approximately USD1.85bn. In addition, CWC will assume Columbus' existing net debt as part of the Acquisition which was USD1.17bn as at 30 June 2014.

While the proposed acquisition has been adequately described and the current Board is considered sufficiently independent, there are important concerns over the potential dilution and the nomination of three shareholders representatives on the Board after the Completion of the transaction. The enlarged Board will no longer be sufficiently independent, and the new major shareholders (principal vendors), which are considered as concert parties, will have an important influence over the Board. Also, the dilutive effect to existing shareholders, due to the issuance of Consideration Shares to the Principal vendors, is not considered appropriate. These issues raise important Corporate Governance concerns for existing shareholders and an oppose vote is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 88.9, Abstain: 0.4, Oppose/Withhold: 10.7,

2. *Approve the allotment of Consideration Shares*

Subject to the approval of the proposed acquisition, shareholders are asked to authorise the issuance to the Principal Vendors (Clearwater, Brendan Paddick and CHLLC) of 1,557,529,605 new Ordinary Shares (the Consideration Shares). As a result, the Principal Vendors will in aggregate hold 36% of the Ordinary Shares in the Enlarged Group. Pre-emption rights do not apply to the issue of the Consideration Shares to the Principal Vendors pursuant to the Acquisition. Each Principal Vendor has agreed at Completion to enter into lock-up and put option arrangements in respect of its Consideration Shares, an exception to which will enable it to require the Company to acquire certain of the Consideration Shares at their notional issue price of USD0.7349 in certain circumstances.

This issuance of shares is considered overly dilutive for existing shareholders and takes the concert party over an important governance threshold. In line with our voting recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

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Results: For: 88.8, Abstain: 0.4, Oppose/Withhold: 10.8,

3. Approving the entry into the Put Option Deeds

Shareholders are being asked to approve the entry into of each Put Option Deed, which will expire five years from the day on which this resolution is passed. At Completion, the Acquiring Company will enter into lock-up and put option agreements with the Principal Vendors in respect of their holdings of Consideration Shares (Put Option Deeds). Under the terms of the Put Option Deeds, the Consideration Shares issued to the Principal Vendors will be subject to lock-up arrangements, an exception to which will enable each Principal Vendor to either (i) require the Acquiring Company to purchase for cash up to a certain number of its Consideration Shares each year from 2016 to 2019 inclusive for the notional issue price of USD0.734917 per share (such right of each Principal Vendor each year being a "Put Option"); or (ii) sell up to that number of Consideration Shares each year from 2016 to 2019 in the market (subject to orderly market arrangements with CWC).

While the use of put option agreements is not a major concern for such acquisition, it is important to note that this will protect the Principal vendors from potential share price fall, unlike other shareholders.

In line with our voting recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 77.6, Abstain: 8.6, Oppose/Withhold: 13.8,

4. Approve the share allotments to fund the repurchase of shares pursuant to the Put Option Deeds

Shareholders are being asked to authorise the Directors to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company of an aggregate nominal amount of up to USD100,000,000 in connection with the Company funding the payment of all or part of the price due by it on repurchase of any of the ordinary shares pursuant to an exercise under the Put Option Deeds. In line with recommendation on resolution 1, an oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 87.1, Abstain: 2.2, Oppose/Withhold: 10.8,

6. Approve Rule 9 Waiver

The Directors are proposing a Rule 9 waiver, which will exempt the Principal vendors, acting as a concert parties, from the requirement of the City Code that they make an offer for the entire share capital of the company. The issuance of consideration shares linked to the acquisition will mean that the Principal vendors becomes a controlling shareholder (approx. 36% of the enlarged capital) and therefore this requested waiver is not supported in light of its impact on the governance of the company for minority shareholders.

Vote Recommendation: *Oppose*

Results: For: 87.4, Abstain: 1.3, Oppose/Withhold: 11.3,

COMPUWARE CORP. EGM - 08-12-2014

2. Adjourn the special meeting and if appropriate solicit additional proxies

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger.

An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Recommendation: *Oppose*

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3. *Approve advisory vote on merger-related executive compensation arrangements*

The Board are seeking shareholder approval, on a non-binding advisory basis, of the compensation that may be paid or become payable to the named executive officers in connection with the completion of the Merger. An oppose vote is recommended based on the accelerated vesting of equity awards and an excessive severance payment package.

Vote Recommendation: *Oppose*

CHRISTIAN DIOR SA AGM - 09-12-2014

O.2. *Approve Financial Statements*

Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. The auditors have not qualified their opinion. However, a number of corporate governance concerns have been identified.

The Board is de facto controlled by the Chairman and CEO, who is also the majority shareholder and has a family member among the executive directors. Furthermore, there do not seem to be the necessary checks and balances to offset the power of such chairman and CEO: only two directors out of 11 are considered to be independent, which leads to an audit committee with only one member considered to be independent. All of the above contravenes best practice and the absence of checks and balances may lead to unhealthy governance practices which would receive insufficient independent review. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 100.0, Abstain: 0.0, Oppose/Withhold: 0.0,

O.3. *Approve Consolidated Financial Statements*

Disclosure is adequate. The consolidated financial statements were made available sufficiently before the meeting and have been audited and certified. The auditors have not qualified their opinion. However, based on the corporate governance concerns identified at the Company, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 100.0, Abstain: 0.0, Oppose/Withhold: 0.0,

O.4. *Approve the agreements pursuant to Article L.225-38 of the Commercial Code*

Shareholders are asked to approve the statutory auditors' special report, in compliance with article L. 225-38 and following of the French Commercial Code, concerning the agreements authorised by the Board during the year under review, which include one or more directors or executives.

One new agreement is submitted to shareholders for approval: in May 2014, the Company has agreed with LVMH (also controlled by the Arnault Group) on a contract for the provision of legal services from the subsidiary to the Company. The total cost of such services amounts to EUR 60,000.

Despite the total amount of the transaction, the insufficient independence of the Board and the governance concerns identified lead to recommend opposition, as the transaction may not have received insufficient independent review.

Vote Recommendation: *Oppose*

Results: For: 97.0, Abstain: 0.0, Oppose/Withhold: 3.0,

O.8. *Re-elect Bernard Arnault*

Chairman and CEO. In addition, he is effectively the controlling shareholder as he and his family control 83.32% of the Company's voting power.

Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running of the board and

the executive responsibility for the running of the company's business. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. The level of independence on the Board is not considered to be sufficient to offset the power of a Chairman and CEO who also has relatives on the Board.

No one individual should have unfettered powers of decision. Where there is a controlling shareholder, it would be best practice to have an independent Board and independent Lead Director to offset the power of the controlling shareholder. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 97.6, Abstain: 0.0, Oppose/Withhold: 2.4,

O.11. Advisory Vote on Compensation of Bernard Arnault, Chairman and CEO

Shareholders are asked to approve the annual compensation, paid or due to the Chairman and CEO, Mr. Arnault. This is an advisory vote, whose outcome is not binding for the Company.

The Company does not disclose remuneration caps, remuneration split at target, or quantified targets for the annual bonus or the long time incentives. This lack of disclosure prevents shareholders from evaluating the potential excessiveness of the pay structure as a whole. In addition, long-term incentives are considered to be short term and as criteria have not been disclosed, it is impossible to determine whether they are sufficiently challenging for the purpose. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 96.2, Abstain: 0.0, Oppose/Withhold: 3.8,

O.12. Advisory Vote on Compensation of Sidney Toledano, General Managing Director

Shareholders are asked to approve the annual compensation, paid or due to the Group Managing Director, Mr. Toledano. This is an advisory vote, whose outcome is not binding for the Company.

The Company does not disclose remuneration caps, remuneration split at target, or quantified targets for the annual bonus or the long time incentives. This lack of disclosure prevents shareholders from evaluating the potential excessiveness of the pay structure as a whole. In addition, long-term incentives are considered to be short term and as criteria have not been disclosed, it is impossible to determine whether they are sufficiently challenging for the purpose. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 96.2, Abstain: 0.0, Oppose/Withhold: 3.8,

O.13. Authorise Share Repurchase

Authority allow the Board to repurchase and use capital stock within legal boundaries. The repurchase is limited to 10% of share capital and will be in force for 18 months. The authority can be used during times of public offer. In addition, given the 83.32% stake held by the Arnault Group, every repurchase consolidates and enhances their control unless they sold their shares. On this basis, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.1, Abstain: 0.0, Oppose/Withhold: 0.8,

E.15. Reduce Share Capital via Cancellation of Repurchased Shares

The Board requests authorisation to reduce capital stock by up to 10% over a period of 24 months. Though it is not generally considered that this has a negative effect on shareholder rights, in companies with a low free float this can give rise to concerns over liquidity or can allow one shareholder to take control over the Company, if the share capital were reduced by 10%. In this case, the free float is 13.7% of the share capital and Group Arnault, which holds 83.37% of the voting capital, can reinforce its controlling shareholder as a consequence of this resolution. [Page 164 of 182](#) Opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 99.9, Abstain: 0.0, Oppose/Withhold: 0.1,

E.17. Authorise the Board to issue common shares and/or equity securities without Pre-emption rights

The Board requests authority to approve a global authority for the issue of capital related securities without pre-emptive rights by public offering. The authorisation is valid up to 22% of the issued share capital over a period of 26 months. The maximum discount to be permitted will be 5%. This authority is not requested in connection with a particular operation and has not been duly justified by the Company. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 95.5, Abstain: 0.0, Oppose/Withhold: 4.5,

E.18. Authorise the Board to issue common shares and/or equity securities via private placement in favor of qualified investors or a limited circle of investors

The Board requests authority to approve a global authority for the issue of capital related securities without pre-emptive rights by private placement. The authorisation is valid up to 22% of the issued share capital over a period of 26 months. The maximum discount to be permitted will be 5%. This authority is not requested in connection with a particular operation and has not been duly justified by the Company. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 95.9, Abstain: 0.0, Oppose/Withhold: 4.0,

E.19. Authorise the Board to set the issue price of shares and/or securities giving access to capital, up to 10% of capital per year

The Board requests authority to issue capital related securities without adhering to the general pricing conditions. Article R225-119 of the French commercial code prohibits the issuance of shares at a discount greater than 5% of the average stock price over the preceding three days. Under this authority, the company would be authorised to issues shares at a discount of 10% up to a total of 10% of the issued share capital over a period of 26 months. Given concerns over the level of discount and the amount of the authority, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 95.6, Abstain: 0.0, Oppose/Withhold: 4.4,

E.20. Authorise the Board to increase the number of shares to be issued, in case of a capital increase with or without shareholders preferential subscription rights under over-allotment options

In addition to the share issuance authorities sought above, the Board requests shareholder authority for a capital increase of additional 15%, in case of exceptional demand. This will correspond to up to [X] euro for a period of 26 months. Together with the authority granted in resolutions 16, 17 and 18. This represents a potential dilution of 25%.

A green shoe authorisation enables an authorization of additional shares in the event of exceptional public demand. In this case, the authorization would increase allow the placement of up to 15% additional new shares within a thirty day period at a price equal to that of the initial offer. There are concerns with such authorities as they may potentially represent a discount superior to the discount to which the initial authorisation is limited due to a potential rise in share price in the period between original issuance and secondary issuance. Given the potential for inequitable treatment of shareholders, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 96.0, Abstain: 0.0, Oppose/Withhold: 3.9,

E.21. Authorise the Board to issue shares for shares tendered in any exchange offer initiated by the Company

The Board requests authority to approve a global authority for the issue of capital related securities without pre-emptive rights as a payment for any public offer initiated

by the Company. The authorisation is valid up to 22% of the issued share capital over a period of 26 months. This authority is not requested in connection with a particular operation and has not been duly justified by the Company. Opposition is therefore recommended.

Vote Recommendation: *Oppose*

Results: For: 96.3, Abstain: 0.0, Oppose/Withhold: 3.7,

E.22. Authorise the Board to issue up to 10% issued Capital for Contributions in Kind

The Board requests authority to issue shares and capital securities in consideration for contributions in kind up to 10% of the issued share capital over a period of 26 months. Pre-emptive rights will be waived. As a consequence, this proposal exceeds guidelines (5%). Opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.9, Abstain: 0.0, Oppose/Withhold: 1.1,

E.23. Authorise the Board to issue up to 1% of issued capital for use in share purchase options

The company requests general approval to issue stock options for up to 1% of the issued share capital, to employees and management over a period of 26 months. Performance conditions to be applied to those options awarded to the beneficiaries are not disclosed.

As the performance conditions applied to this specific plan are undisclosed, and based on the concerns over long term incentives at the company, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 95.8, Abstain: 0.0, Oppose/Withhold: 4.2,

E.26. Authorise the Board to carry out the allotments of free shares, up to 1% of the issued capital

It is proposed to issue shares for up to 1% of the share capital, with the purpose of allotment free of charge. Conditions and beneficiaries have not been disclosed. As a consequence, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 95.8, Abstain: 0.0, Oppose/Withhold: 4.2,

E.27. Approve the transformation of the legal form of the Company by adopting the "European Company" form and approval of the terms of the transformation project

It is proposed to change the legal form of the Company from Societe Anonyme (SA) to Societas Europaea (European Company, SE). There are a number of advantages in the SE legal form: from a corporate governance stand point, the company can choose choice between a one-tier and two-tier board and determine employee participation.

In France, as per the Job Security Act of June 2013, companies with more than 5,000 employees and more than 8 directors must include two employee representatives on the board. This is likely one of the reasons for the Company to move from SA to SE. This legal form will allow the Company to maintain the current corporate governance structure, which is not necessarily considered a positive feature as there are numerous concerns associated with it. However, all of the directors on the Board will be elected by shareholders also in the SE legal form.

The auditors certify that assets are equivalent to share capital and distributable reserves, which is a condition for the creation of a SE. In addition, The Company complies with the terms of the Regulation CE 2157/2001 on the constitution of a Societas Europaea. However, given the concerns regarding the corporate governance structure at the company, abstention is recommended.

Vote Recommendation: *Abstain*

Results: For: 100.0, Abstain: 0.0, Oppose/Withhold: 0.0,

E.28. Approve the bylaws of the Company under its new form as an European Company

It is proposed to introduce in the bylaws the change of the legal form from Societe Anonyme to Societas Europaea. Based on the concerns identified in resolution E.27, abstention is recommended.

Vote Recommendation: *Abstain*

Results: For: 99.6, Abstain: 0.0, Oppose/Withhold: 0.3,

BELLWAY PLC AGM - 12-12-2014*2. Approve Remuneration Policy*

Disclosure with regards to the policy is considered acceptable. It is pleasing that, for simplification purpose, the Share Matching Plan has been discontinued. The Company now operates one long term Performance Share Plan (PSP) under which awards vest subject to one performance measure, the relative TSR, although applied to 2 different indexes. The use of a single criterion is against best practice and multiple performance conditions which include a non-financial metric should be used in an interdependent manner. It is noted that a financial underpin will be applied. At three years, the performance period is not considered sufficiently long term. The introduction of an additional two-year holding period is, however, welcomed. Potential awards that can be made under all variable plans are considered excessive, as the maximum individual limits allow for up to 270% of base salary equivalent of awards. The ratio of CEO pay to employee average pay is not disclosed, however it is, by estimate, also considered excessive at 26 to 1. Directors may be entitled to a dividend income which is accrued on vesting PSP awards from the date of grant. Such payments do not align shareholders and executive interests. Shareholding requirements are in place, however the Remuneration Committee does not set an adequate time-frame. Schemes are not available to enable all employees to benefit from business success without subscription.

The Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers. This practice undermines the rationale behind the remuneration policy to retain Executive Directors. The Committee has the discretion to determine whether 'Good Leaver' status should be applied on termination. Share-based award may vest early. Time pro rata for period actually in service may be disappplied for vesting PSP awards. Such discretion negates the purpose of safeguards. Also, the discretion may reward the Director for performance not obtained. Mitigation arrangements exist. There is no evidence of a real clawback policy in place. Takeover provisions attached to the PSP are not disclosed.

Rating: ADC

Vote Recommendation: *Oppose*

Results: For: 96.5, Abstain: 1.2, Oppose/Withhold: 2.3,

5. Re-elect Mr J K Watson

Incumbent Chairman. Not considered to be independent on appointment as he has previously held executive responsibilities within the Company. Mr Watson was Chief Executive from 1999 to 2013. He has been employee of the Company since 1978. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 93.6, Abstain: 3.6, Oppose/Withhold: 2.8,

8. Re-elect Mr M R Toms

Independent Non-Executive Director. Mr Toms missed one of the seven Board meetings and one of the three Audit Committee meetings held during the year. No adequate justification has been provided. An abstain vote is recommended.

Vote Recommendation: *Abstain*

Results: For: 98.2, Abstain: 1.4, Oppose/Withhold: 0.4,

9. Re-elect Mr J A Cuthbert

Senior Independent Director. Considered independent. Also, Chairman of the Nomination Committee which has not adhered to Lord Davies' recommendation of setting a target for female representation on Board by 2015. An oppose vote is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.2, Abstain: 0.3, Oppose/Withhold: 1.5,

BG GROUP PLC EGM - 15-12-2014**1. Approve share awards to Mr Helge Lund**

In PIRC's view approval of share awards to Mr Helge Lund is being sought by the company to rectify its own failure of board process, judgement and respect for its shareholders. A Conditional Share Award is being proposed to be granted to Helge Lund, prospective Chief Executive of BG Group plc. Whilst all of the other elements of his remuneration package are within the Company's Remuneration Policy, the Conditional Share Award is outside the policy and is in excess of the annual maximum limit, which caps total variable awards at 600% of base salary. The award which has a face value of £12,000,000 will be equivalent to 800% of Mr Lund's salary.

In PIRC's view, the proposed Conditional Award has not been adequately justified. The Company's remuneration policy was agreed at its May 2014 Annual Meeting by shareholders and this proposal fundamentally undermines the key purpose of the new binding policy vote. This is exacerbated by the fact that the total package proposed to Mr Helge Lund is already considered excessive, more so when compared to the previous CEO's pay as he was awarded £8,368,000 in FY2013; the incoming CEO's introductory pay package, assuming maximum performance, is 3.3 times larger than that of his predecessor. Mr Lund's pay package also greatly exceeds pay packages of SuperSector peers, the next highest being BP plc.

In PIRC's view, such an excessive award could be seen as a golden hello award as it grossly exceeds the maximum limits set in the existing policy. Excluding the Conditional Share Award, the CEO will be granted variable awards equivalent to 867% of his base salary and 1667% inclusive of the Conditional Award. This is considered by PIRC to be exorbitant compared to the acceptable threshold of 200% of base salary. The introductory total package, assuming maximum performance from the Director and at the current market share price, has a value £27,855,660. The additional dividend equivalents are also unacceptable as such payments misalign shareholders' and Executives' interests as shareholders must subscribe for shares in order to receive a dividend whereas Executive participants in the scheme do not. The one-off buyout of forfeited variable pay at Statoil worth up to £3,000,000, will not be subject to performance conditions which is not in the best interests of shareholders and does not fit with the 'pay for performance principle'. Omission of specific performance conditions and targets for the Conditional Share Award is considered material as shareholders are not given an opportunity to assess whether these are challenging. The Board has acknowledged the significant responsibility that comes with the discretion on assessment of performance and although they have committed to detailed disclosure of the performance assessments, such high level of discretion cannot be supported as it negates the purpose of safeguards. In PIRC's opinion, the Board has resorted to the mechanism of an EGM as a result of its incompetent handling of the recruitment process. This vote attests to the failure of the Company's remunerations policy and corrupts the intent of the government's new binding policy vote. PIRC recommends an oppose vote.

Vote Recommendation: *Oppose*

JPMORGAN JAPANESE I.T. PLC AGM - 19-12-2014**1. Receive the Annual Report**

Net asset value per share during the year under review fell from 267.8p to 253.3p. At year end the Company's shares were trading at 218.0p per share, a discount of 13.9% to NAV. At year end 2013 shares traded at 238.3p, a discount of 11.1% to NAV. The company underperformed its benchmark, the Tokyo Stock Exchange First Section

(TOPIX) Index, which returned 0.9%. The Company's NAV fell by 4.4% and its share price fell by 8.51%. There is an institutional voting policy in place and ESG matters are taken into account in investment decisions. It is noted that a new director, Christopher Samuel, is to be appointed to the board following the completion of the AGM and shareholders have not had the opportunity to vote upon his appointment. The recruitment process is not transparent and no open advertising was used. This is considered contrary to best practice and ordinarily opposition against the Chair of the nomination committee would be recommended, however he is stepping down on the date of the AGM and no replacement for this position has been announced.

Administration and company secretarial duties are undertaken by JPMorgan Funds Limited, which is also the Investment Manager of the Company. Independence from the management Company is considered a key governance issue affecting investment trusts and where administrative duties are carried out by a company related to the manager, safeguards are needed to ensure that the management company is not used as a conduit for shareholder communication with the Board. Based on the above concerns, opposition is recommended.

Vote Recommendation: *Oppose*

Results: For: 98.4, Abstain: 0.0, Oppose/Withhold: 1.6,

WALGREEN CO. EGM - 29-12-2014

3. To approve the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies

The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger.

An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

Vote Recommendation: *Oppose*

Results: For: 99.5, Abstain: 0.5, Oppose/Withhold: 0.0,

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Version 1

5 February 2015**Agenda Item:****REPORT OF SERVICE DIRECTOR – FINANCE & PROCUREMENT****LOCAL AUTHORITY PENSION FUND FORUM BUSINESS MEETING****Purpose of the Report**

1. To report on the Local Authority Pension Fund Forum (LAPFF) business meeting and annual general meeting held in London on 21 January 2015.

Information and Advice

2. The Local Authority Pension Fund Forum was formed in 1990 to provide an opportunity for the UK's local authority pension funds to discuss investment and shareholder engagement issues. LAPFF currently has 62 members (shown at Appendix A) with combined assets of well over £100 billion and is consequently able to exert significant influence over companies in which funds are invested.
3. LAPFF exists 'to promote the long-term investment interests of UK local authority pension funds, and in particular to maximise their influence as investors to promote corporate social responsibility and high standards of corporate governance amongst the companies in which they invest'. It also:
 - a. Provides a forum for information exchange and discussion about investment issues.
 - b. Facilitates the commissioning of research and policy analysis of issues in a more effective manner than individual members could achieve.
 - c. Provides a forum for consultation on shareholder initiatives.
 - d. Provides a forum to consider issues of common interest to all pension fund administrators and councillors.
4. The business meeting and AGM were attended on behalf of Nottinghamshire Pension Fund by an officer representative.
5. The business meeting covered quarterly updates on changes in statute (concerning local pensions boards) and engagement with companies on corporate governance matters (covering executive pay, environmental impacts, labour practices, etc). However, the main focus of the meeting was to brief members on an issue relating to the interpretation of company accounts.
6. It was reported that the Financial Reporting Council has over a number of years consistently tried to obfuscate the definition of 'true and fair view', attempting to make this more complicated than it need be, and therefore creating an environment wherein errors such as the recently overstated profits of Tesco plc can easily arise.

7. LAPFF are therefore seeking to highlight their concerns with HM Treasury, and are pursuing legal clarification of the 1947 Companies Act which defined 'a true and fair view' in relatively simple terms, stemming from the account books that company directors themselves use for decision-making. Further updates from LAPFF will follow.
8. The AGM incorporated a brief discussion – under the Report of the Honorary Treasurer - on the Forum's future accommodation needs, and whether it is possible for the Forum to establish a permanent London base.

Statutory and Policy Implications

9. This report has been compiled after consideration of implications in respect of finance, the public sector equality duty, human resources, crime and disorder, human rights, the safeguarding of children, sustainability and the environment and those using the service and where such implications are material they are described below. Appropriate consultation has been undertaken and advice sought on these issues as required.

RECOMMENDATION/S

- 1) That the report be noted.

Report Author:
Ciaran Guilfoyle
Investments Officer

For any enquiries about this report please contact: Simon Cunningham

Constitutional Comments

10. Because this report is for noting only, no Constitutional Comments are required.

Financial Comments (SRC 27/01/15)

11. There are no direct financial implications arising from this report.

Membership of LAPFF as at 21 January 2015

- 1 Avon Pension Fund
- 2 Barking and Dagenham LB
- 3 Bedfordshire Pension Fund
- 4 Camden LB
- 5 Cheshire Pension Fund
- 6 City of London Corporation
- 7 Clwyd Pension Fund
- 8 Croydon LB
- 9 Cumbria Pension Scheme
- 10 Derbyshire CC
- 11 Devon CC
- 12 Dorset County Pension Fund
- 13 Dyfed Pension Fund
- 14 Ealing LB
- 15 East Riding of Yorkshire Council
- 16 East Sussex Pension Fund
- 17 Enfield LB
- 18 Falkirk Council
- 19 Greater Gwent Fund
- 20 Greater Manchester Pension Fund
- 21 Greenwich Pension Fund RB
- 22 Gwynedd Pension Fund
- 23 Hackney LB
- 24 Hampshire Pension Fund
- 25 Haringey LB
- 26 Harrow LB
- 27 Hounslow LB
- 28 Islington LB
- 29 Lambeth LB
- 30 Lancashire County Pension Fund
- 31 Lewisham LB
- 32 Lincolnshire CC
- 33 London Pension Fund Authority
- 34 Lothian Pension Fund
- 35 Merseyside Pension Fund
- 36 Newham LB
- 37 Norfolk Pension Fund
- 38 North East Scotland Pension Fund
- 39 North Yorkshire CC Pension Fund
- 40 Northamptonshire CC
- 41 Northern Ireland Local Government Officers Superannuation Committee (NILGOSC)
- 42 **Nottinghamshire CC**
- 43 Rhondda Cynon Taf
- 44 Royal Borough of Greenwich Pension Fund
- 45 Sheffield City Region Combined Authority

- 46 Shropshire Council
- 47 Somerset CC
- 48 South Yorkshire Pensions Authority
- 49 Southwark LB
- 50 Staffordshire Pension Fund
- 51 Surrey CC
- 52 Teesside Pension Fund
- 53 Tower Hamlets LB
- 54 Tyne and Wear Pension Fund
- 55 Waltham Forest LB
- 56 Wandsworth LB
- 57 Warwickshire Pension Fund
- 58 West Midlands ITA Pension Fund
- 59 West Midlands Pension Fund
- 60 West Yorkshire Pension Fund
- 61 Wiltshire CC
- 62 Worcestershire CC

Activist equity investing

Unlocking value by acting as a catalyst for corporate change.

AUGUST 2014

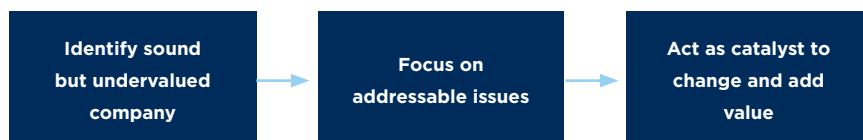
Activist management - what is it?

Traditional active managers buy stocks anticipating that the market will ultimately recognise that they are undervalued. Activist managers seek out similar opportunities, but then act as a **catalyst for the change required to unlock value** through engaging effectively with company management.

Activist portfolios are typically highly concentrated with a medium- to longer-term investment horizon. Managers have deep insights into, and a comprehensive understanding of, the individual businesses in which they invest.

Activism requires investors to act as proactive equity owners with a clear aim of initiating positive corporate change to deliver higher shareholder returns.

Steps for activist management



Clay Lambiotte

Partner

LCP

A more positive environment means time to act

Since the 2008 financial crisis and subsequent risk on/risk off periods, stocks have been highly correlated with each other, with prices driven more by macroeconomic factors than by firm-specific features. This has made life difficult for all stock-pickers. As markets (some at least) normalise, and as stock fundamentals reassert themselves, conditions should become more conducive to both active and activist approaches.

How you can capitalise on the current opportunity set

We believe the current market environment provides opportunities for activist managers.

- Activists often seek to add value by helping company management allocate capital more efficiently. At present, many companies hold high levels of cash on their balance sheets which may be better deployed elsewhere.
- Merger and take-over activity has accelerated recently. Activist managers are likely to be well placed to take advantage of opportunities in this space.

An activist approach provides the potential for investors to generate a higher investment return than conventional (active or passive) equity investment options while being aligned with trustees' wider governance and ownership responsibilities.

- Most developed equity markets do not look particularly cheap on valuation grounds, with many having experienced a substantial “price/earnings re-rating” over recent times. Arguably, the easy market-driven money has been made. Activist managers may be more able to generate outperformance in a “sideways” market environment where value is more difficult to identify.

Incorporating activism within your strategy

Activist strategies have been around for some time and in the US are viewed as mainstream. The approaches used by some managers can be centred on public action and confrontation. By way of contrast, in Europe, activist fund managers mostly work in more collaborative and constructive ways with companies to add value.

We now see activist strategies gaining traction in the UK. If your scheme has an existing core passive equity allocation, this approach could sit alongside as a useful complement. Or if your scheme has a traditional active equity mandate, you may wish to consider replacing with a more activist approach. We have identified a number of activist managers with different areas of expertise (eg geography, industry sector etc) who could allow your scheme to access this more engaged way of investing.

Contact us

For more details on how your scheme could benefit from an activist investment approach, please contact Clay, Paul or Joel.



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What are the key risks for investors?

- Funds are typically concentrated, so returns could be volatile both in absolute terms and relative to an equity index.
- The actions of activist managers can sometimes be viewed in a negative light. More aggressive managers can generate negative press coverage. Investors should be aware of any associated reputational risk this could attract.
- Fees are higher than for traditional active approaches and returns are highly reliant on manager skill. Investors need to be convinced that managers are able to add meaningful value to justify the higher fees.

LCP is a firm of financial, actuarial and business consultants, specialising in the areas of pensions, investment, insurance and business analytics.

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5 February 2015**Agenda Item:****REPORT OF CORPORATE DIRECTOR, POLICY, PLANNING AND
CORPORATE SERVICES****WORK PROGRAMME****Purpose of the Report**

1. To consider the Sub-Committee's work programme.

Information and Advice

2. The County Council requires each sub-committee to maintain a work programme. The work programme will assist the management of the sub-committee's agenda, the scheduling of the sub-committee's business and forward planning. The work programme will be updated and reviewed at each pre-agenda meeting and sub-committee meeting. Any member of the sub-committee is able to suggest items for possible inclusion.
3. The attached work programme has been drafted in consultation with the Chairman and Vice-Chairman, and includes items which can be anticipated at the present time. Other items will be added to the programme as they are identified.

Other Options Considered

4. None.

Reason/s for Recommendation/s

5. To assist the sub-committee in preparing its work programme.

Statutory and Policy Implications

6. This report has been compiled after consideration of implications in respect of finance, public sector equality duty, human resources, crime and disorder, human rights, the safeguarding of children, sustainability and the environment and those using the service and where such implications are material they are described below. Appropriate consultation has been undertaken and advice sought on these issues as required.

RECOMMENDATION

- 1) That the sub-committee's work programme be noted, and consideration be given to any changes which the sub-committee wishes to make.

Jayne Francis-Ward
Corporate Director, Policy, Planning and Corporate Services

For any enquiries about this report please contact:

Dave Forster Democratic Services

E-mail: dave.forster@nottsc.gov.uk Tel: 0115 9773552

Constitutional Comments

7. The Sub-Committee has authority to consider the matters set out in this report by virtue of its terms of reference.

Financial Comments

8. There are no financial implications arising directly from this report.

Background Papers

Except for previously published documents, which will be available elsewhere, the documents listed here will be available for inspection in accordance with Section 100D of the Local Government Act 1972.

None

Electoral Division(s) and Member(s) Affected

All

Nottinghamshire Pension Fund Committees				
Work Programme - Pensions Sub-Committee				
Date	Report Title	Brief summary of agenda item	For Decision or Information ?	Lead Officer
May 2015	Independent Adviser	Selection process for independent adviser	Decision recommendation	Simon Cunnington
	Proxy Voting - Q1 2015	Summary of voting activity during quarter 1 of 2015	Information	Ciaran Guilfoyle
	Investment Sub-Committee Meetings	Review of location of Investment Sub-Committee meetings	Decision recommendation	Simon Cunnington
	LAPFF Business Meeting	Report from LAPFF Business Meeting	Information	Ciaran Guilfoyle
	New Admission/Transferee bodies	Standing item to give details of any new employers within the Fund	Information	Sarah Stevenson
Jul 2015	Proxy Voting - Q2 2015	Summary of voting activity during quarter 2 of 2015	Information	Ciaran Guilfoyle
	LAPFF Business Meeting	Report from LAPFF Business Meeting	Information	Ciaran Guilfoyle
	NAPF Local Authority Conference 2015	Report from the NAPF Local Authority Conference	Information	Simon Cunnington
	LGE LGPS Trustees Conference 2015	Report from the LGE LGPS Trustees Conference	Information	Simon Cunnington
	New Admission/Transferee bodies	Standing item to give details of any new employers within the Fund	Information	Sarah Stevenson
Nov 2015	Fund Performance 2014/15	Presentation from WM on investment performance for 2014/15	Information	Simon Cunnington
	Proxy Voting - Q3 2015	Summary of voting activity during quarter 3 of 2015	Information	Ciaran Guilfoyle
	LAPFF Business Meeting	Report from LAPFF Business Meeting	Information	Ciaran Guilfoyle
	New Admission/Transferee bodies	Standing item to give details of any new employers within the Fund	Information	Sarah Stevenson
Feb 2016	Proxy Voting - Q4 2015	Summary of voting activity during quarter 4 of 2015	Information	Ciaran Guilfoyle
	LAPFF Conference 2015	Report from the LAPFF conference in Bournemouth	Information	Neil Robinson
	New Admission/Transferee bodies	Standing item to give details of any new employers within the Fund	Information	Sarah Stevenson

REPORT OF SERVICE DIRECTOR – FINANCE & PROCUREMENT**WORKING PARTY RECOMMENDATIONS****Purpose of the Report**

1. To seek agreement to the recommendations of the Pensions Working Party in respect of investments in private equity, infrastructure and activist equity funds.

Information and Advice

2. This report is to inform the Sub-Committee of the recommendations of the Pensions Working Party. Some information relating to this report is not for publication by virtue of paragraph 3 of Schedule 12A of the Local Government Act 1972. Having regard to the circumstances, on balance the public interest in disclosing the information does not outweigh the reason for exemption because divulging the information would significantly damage the Council's commercial position in relation to the Pension Fund. The exempt information is set out in the exempt appendix.
3. A meeting of the Pensions Working Party was held on 22 January 2015 to discuss proposals relating to private equity, infrastructure and activist equity funds. The following members of the Sub-Committee attended:

Councillor Darren Langton	County Councillor
Councillor Ken Rigby	County Councillor
Councillor Reg Adair	County Councillor
Councillor John Wilkinson	County Councillor
Mr Neil Timms	Scheduled & Admitted Bodies' Representative
Mr Eric Lambert	Fund Independent Adviser

4. The proposals agreed by the Working Party are detailed in the exempt appendix.

Statutory and Policy Implications

5. This report has been compiled after consideration of implications in respect of finance, the public sector equality duty, human resources, crime and disorder, human rights, the safeguarding of children, sustainability and the environment and those using the service and where such implications are material they are described below. Appropriate consultation has been undertaken and advice sought on these issues as required.

RECOMMENDATION/S

- 1) That the proposals detailed in the exempt appendix be recommended to the Nottinghamshire Pension Fund Committee for approval.

Report Author:

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For any enquiries about this report please contact: Simon Cunnington

Background Papers and Published Documents

Except for previously published documents, which will be available elsewhere, the documents listed here will be available for inspection in accordance with Section 100D of the Local Government Act 1972.

None