Appendix 'A'

Lancashire Council

Proxy Voting Review

July 2012 – September 2012

October 2012

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Table Of Contents

UK Corporate Governance Review

SABMiller Plc - AGM 26th July

A lack of independent representation on the board was an issue at SABMiller.

Non-executives Geoffrey Bible and Dinyar Devitre are not considered independent as they are nominees of Altria, the largest shareholder. Non-executive Howard Willard is not considered independent as he is a nominee and former CFO of Altria.

Non-executives Carlos Pérez Dávila and Cyril Ramaphosa are not considered independent as they are nominees of Santo Domingo Group - the Company's second largest shareholder. Alejandro Santo Domingo Dávila is not considered independent as he is also a nominee of the Santo Domingo group. Furthermore, he has served on the board for over nine years and there are concerns regarding his time commitments.

Senior independent director and newly appointed deputy chairman John Manser is not considered to be independent as he has served on the board for more than nine years. His promotion to deputy chairman is designed to appease fears of a concentration of power at the head of the Company, following the appointment of an executive chairman, but his length of tenure raises questions over his ability to ensure independent oversight.

There is insufficient independent representation on the board. Therefore, we recommended shareholders oppose the election of all seven directors.

Newly appointed executive chairman Graham Mackay stepped up to this position from that of chief executive, following the retirement of Meyer Kahn, who himself was a former chief executive of the Company. It is intended that he will make the transition to non-executive chairman once Alan Clark is appointed as the new chief executive in a year's time. This does little to allay fears of a concentration of power at the head of the Company. We recommended shareholders oppose his election.

We also recommended that shareholders oppose the remuneration report. The report clearly states that "a significant proportion of executive pay is variable." It fails, however, to give any realistic estimate as to the potential future payouts under the 'value share award' scheme that was instigated two years ago. The 'value share award' scheme, for which disclosure in the remuneration report is less than transparent, essentially rewards executives a cut of any increase in market capitalisation of the Company above the median over a five year period.

Combined awards under the annual bonus, share option and performance share programmes, during the year under review, are considered to be excessive, with the soon to be executive chairman, Mr Mackay, and the CFO receiving 520% and 634%, respectively, of their base salaries.

The lower vesting thresholds for EPS growth attached to the share option scheme (based on real EPS growth) and performance share awards (compound annual EPS growth) are not challenging against brokers' forecasts. Moreover, the EPS vesting scale for these schemes are not sufficiently wide to encourage outperformance.

Micro Focus Plc - AGM 26th September

Combined roles and remuneration were concerns at Micro Focus.

There is no de-facto division of responsibilities as executive chair Kevin Loosemore assumes both the role of the Chairman and of a CEO. His service contract provides him with possible termination payments in excess of one year. We recommended shareholders oppose his re-election.

In terms of remuneration policy, General termination provisions amount to 12 months base salary however, in the case of Mr Loosemore his termination provisions provides for 150% of salary pay out. In addition, if he is dismissed other than for cause (or if his role is diminished), the recruitment share awards will vest and he may be entitled to a pro-rated bonus for any period worked but, not for any part of the notice period worked. An oppose vote was recommended.

UK Corporate Governance Review

The long and the short of it

The publication of the final report of the Kay Review in July signalled a potentially important shift in the discussion about the nature and function of financial markets. But will its recommendations bite?

Before we look at the specifics of the report it's worth reflecting on the broad picture that emerges. In fact, if you stand back and look at the full picture the Review has outlined, it is clear that the investment chain as currently structured is not working effectively. The Review suggests that in almost every link in the chain there is a bias in favour of activity, regardless of whether this can be proven to be in the interests of either issuers or savers.

This bias in favour of transactions is underpinned by a set of ideas that fetishise certain aspects of the operation of equity markets to the exclusion of any discussion of their over-riding function. The Review is particularly strong on these points, arguing that there has been plenty of talk about liquidity, efficient price discovery and so on, but these are seen as ends in their own right, rather than features of a market that serves issuers and savers well. In fact, there might even be tension between different objectives.

The Review states: "Measures to make the market more 'efficient,' in the technical sense implied by the efficient market hypothesis, may have the effect of making the market less efficient in the broader and more important sense of achieving better resource allocation through better corporate decisions."

This kind of disconnect between the operation of markets in themselves, separate from the interests of either users or providers of capital, is a significant theme of the report. The two threads that weave through the Review's 17 reform proposals seem to us to be the need for disintermediation on the one hand and the re-establishment of trust and professional standards in the investment industry on the other.

This is most explicit in the Review's recommendation that both directors and shareholders (whether asset managers or asset owners) should adopt Good Practice Statements that promote stewardship and long-term decision making. This isn't a million miles away from the approach floated by the Tomorrow's Company report *Restoring Trust* issued back in 2004. Sir Richard Sykes, who led the project, even suggested that the financial services sector needed the equivalent of a Hippocratic Oath. To state the obvious, trust in financial services is rather lower now even than when that recommendation was put forward.

It's not just a question of best practice. The Review rightly highlights the need for fiduciary duty to be embedded throughout the system. Once again, it's indicative of how little trust there is in the system at present that we need a set of basic ideas such as that intermediaries should act in their client's interest.

Kay's call for the establishment of a new investor forum to facilitate collective engagement is helpful. Regular PIRC Alerts readers will be aware of our scepticism about the value of the existing lash-up of trade bodies, now going under the name of the Institutional Investor Committee. If stewardship is going to be effective and command public confidence a new start is needed, and that requires a genuinely independent body. The mainstream of the investment industry makes the valid point that any body needs senior practitioners involved. We agree, but these cannot just be positions – how often has the IIC's advisory council met, for instance? In addition, such a body needs at least some radical voices. It is, after all, senior practitioners who have been in place whilst the events of the last few years have taken place.

Finally, the emphasis on allowing companies to shift away from the need to manage short-term earnings announcements ought to be widely welcomed. Moving the focus to truly informative narrative reporting and away from quarterly updates should enable directors to focus on the needs of the business, rather than short-term pressures.

Of course, the big unanswered question is, will all this work? The Review steers largely clear of direct regulatory intervention. This must raise a question about the extent to which the reforms will have force. But if the industry doesn't start to put its house in order will Government be able to resist a more direct approach?

New investor body is an old idea

The Kay Review's suggestion that a new body needs to be created to facilitate stewardship activities is a good one. It's also been floated before.

Governance geeks may want to have a look at a speech Lord Myners gave when he was a Treasury minister back in October 2009. In it he said: "I question the absence of an organisation in the UK that speaks solely on behalf of institutional investors without a commercial interest, as opposed to a tangential activity of trade associations. The most appropriate arena for this to take place would surely be an industry-wide institute operating with close ties to the academic institutions also engaging in the debate. I have in mind something similar to the Council of Institutional Investors. But no such organisation exists in the UK. Such a body would focus exclusively on promoting understanding and best practices in stewardship and good governance, unfettered by any other loyalties or priorities."

Compliance and annual elections

Following the end of the UK AGM season approaches, we thought it would be interesting to look at those companies that are still lagging behind in terms of best practice.

We focused on companies in the FTSE350 (ex-Investment Trusts) that are still not allowing shareholders to approve all directors on an annual basis [Code B.7.1]. At the end of June 2011, 125 companies had not sought shareholder approval for all directors at the most recent AGM. Since the turn of the year, this number has fallen to 14: Bellway PLC; Electrocomponents PLC; Grainger PLC; Elementis PLC; Jardine Lloyd Thompson Group; Millennium & Copthorne Hotels; KCom Group PLC; Schroders PLC; Shanks Group PLC; Aegis Group PLC; Ip Group PLC; London & Stamford Ppty Ltd; Kentz Corp; and International Consolidated Airlines Group SA.

Company compliance statements on this point make for interesting reading. For example, Millennium & Copthorne Hotels offers no explanation of its non-compliance, or Shanks where the board "does not believe it is necessary to require executive directors to stand for annual re-election as the Chairman and non-executives have an existing accountability to shareholders for ensuring executives perform effectively and a responsibility if necessary to remove them from their post if they fail to do so."

A similar stance is taken at London & Stamford, where the board states that it "has not followed the provisions of the UK Corporate Governance Code, which requires all Directors to retire and offer themselves for re-election, as the Board believes this provision to be potentially detrimental to the effective and ongoing management of the Company." We considered this to be a statement rather than a suitable explanation, as it does not provide any clear evidence in support of such claims.

Haldane backs 'pluralistic' boards

Input from various stakeholders on company boards would lessen the risk of catastrophic errors, according to a senior Bank of England official.[6]

The case for pluralistic boards is "very strong," said Andy Haldane, executive director of financial stability at the Bank of England in an interview with openDemocracy. He said institutions could benefit from moving away from the corporate governance model of singular, non-plural decision-making, particularly in countries like the UK where company law makes the primary responsibility of managers to its shareholders. Haldane notes that this singular focus is reinforced through remuneration policies based around equity or equity-like instruments. He said that within the banking and financial sectors this has led to a corporate governance structure that allows those owning around 5% of the balance sheet to have the primary, and in some instances exclusive power, over the firm. While he suggests that pluralistic boards might be, on average, slightly "inefficient" decision-making, this is off-set by the decline in "group think" and avoidance of catastrophic errors that can arise from too homogeneous boards.

UK 2012 half-year voting trends

Remuneration continues to be the most controversial issue at UK AGMs, according to PIRC voting analysis.

We looked at a sample of just over 300 AGM results for FTSE All-Share companies in the first two quarters of 2012. The average vote against a remuneration report is 7.64%. The figure for the same period in 2011 was 6.1%. Defeats this year include Aviva, Cairn Energy, Centamin, Central Rand Gold, Pendragon and WPP.

If we compare individual companies directly between 2011 and 2012 there are some further interesting findings. Looking at a sample of 234 directly comparable results, we can see that the average change in the absolute level of opposition is 1.5%, or an average oppose vote of 7.9% in 2012 versus 6.4 in 2011. In contrast, the average level of abstention is down by 0.5%, which reflects anecdotal feedback that some investors are choosing to oppose rather than abstain on pay votes more often this season.

What is really striking is that the four highest year-on-year increases in opposition to remuneration policy came at companies that were defeated on their reports – Pendragon, Centamin, Cairn and Aviva. All four received oppose votes on their remuneration reports last year of less than 3%. In contrast, both Robert Walters and Afren, which were both defeated last year, saw very large reductions in the level of opposition compared to last year. Robert Walters saw the largest fall in the sample with a 38%.

Looking at director elections, the average vote against is virtually unchanged for the first half of 2012 at 1.88%, compared to 1.7% in 2011. easyJet saw four of its directors receive 42% votes against their re-election, although this is explained by the poor relationship with its controlling shareholder Sir Stelios Haji-Ioannou. Notably, a number of companies that received large votes against their remuneration reports also saw large votes against directors, including Pendragon, WPP, UTV and Barclays.

The average vote against an auditor appointment so far in 2012 is 1.1%, similar to 1.05% for the same period in 2011. The most notable votes against were at Grainger (17.8%) and Shaftesbury (16.5%). Both votes appear to have resulted from concerns about non-audit work being undertaken by the audit firm.

Votes against share issue authorities are also little changed with an average vote against of 2.98% for the first half of 2012, compared with 2.89% in 2011. There were a number of defeats, as often such authorities are special resolutions and as such require 75% in favour to pass. Defeated companies include easyJet, Anglo Pacific Group and Mondi. Notably, in Mondia's case, its AGM statement refers directly to the influence of South African shareholders. Lonmin, which also registered a large vote against a resolution relating to share authorities, made a similar statement.

One resolution type where the vote against is up are those where companies are seeking authority to hold meetings on short notice. The average vote against in 2012 so far is 5.47%, compared to 4.52% in the same period last year. As such, they are also the second most controversial issue for shareholders, if we use levels of voting dissent as an indicator. These are special resolutions, so they require 75% in favour to pass. At easyJet it was defeated though this was again largely the result of its controlling shareholder voting against. However, Unite Group came close to losing its vote too, with a 24.43% vote against.

Once again, it seems that overseas investors are having an impact. Our analysis of shareholder voting records suggests that resolutions relating to notice for holding general meetings are rarely opposed by UK institutional investors. This means that the level of opposition we are picking up in the figures is likely driven by overseas investors.

Vedanta suffers pay upset

Controversial Indian miner Vedanta saw a 12% vote against its remuneration policy in August, as its AGM was again targeted by human rights campaigners.

Given that the majority of Vedanta shares are controlled by Volcan Investments, representing the interests of the executive chairman and his immediate family, this denotes a significant vote against by minority shareholders. According to reports, inside the company's AGM human rights campaigner Bianca Jagger once again attacked Vedanta's record on human rights and environmental issues. Some investors also challenged the board.

Asil Nadir jailed for ten years

Having dodged criminal charges for years, in August Asil Nadir was jailed for 10 years for stealing millions from Polly Peck, his former business.

Nadir was found guilty of 10 counts of theft from the company totalling £29m. The former FTSE100 constituent collapsed in 1990 with significant debts and the company that controlled the Nadir family interests was raided by the Serious Fraud Office.

In one sense Nadir was one of the fathers of UK corporate governance. His behaviour at Polly Peck added to the momentum for reform of British boardrooms. The collapse of the company was, along with that of Coloroll, one of the factors that led to the Financial Reporting Council setting up the Cadbury committee. The scandal also convinced mainstream investors that governance was not just an abstract concern.

The jailing of Nadir has also exposed the problem of corporate funding of political parties. Nadir was a major Conservative Party donor and his conviction has led to calls, including from some senior Conservatives, for his donations to be returned.

Sports Direct bonus bungle

Sports Direct was another victim of the so-called 'shareholder spring' in September when its proposed bonus plan for Mike Ashley was defeated.

The company had proposed a new scheme to benefit executive chair Ashley, which, if approved, would have given him the option to acquire eight million shares in the company at no cost, if four "Super Stretch Targets" were met. However, in a RNS release the company stated that the resolution failed to pass.

It's interesting to note that it was a special resolution proposing the new scheme, meaning that it required 75% in favour to pass. The vote is also binding on the company, rather than advisory. PIRC Alerts readers may remember that much energy was expended by business lobbyists arguing that the introduction of binding votes on remuneration combined with a higher voting threshold to pass would lead to chaos. This, then, is a perfect test case of that proposition.

The extent of the crisis at Sports Direct caused by this vote can be seen in the company's response to the defeat: "[A] new Super Stretch Share Scheme with further performance criteria will be proposed to shareholders at a future meeting."

Still, not everyone was happy with the result. One 'top ten' Sports Direct shareholder said that each shareholder should be asked how they voted and why. This call for accountability was rather compromised by the fact that the investor concerned would only comment anonymously.

UK directors' pensions: enormous

Figures from the TUC's tenth annual PensionsWatch survey reveals a growing disparity between the pension pots of directors at top UK companies compared to the rest of the workforce.

An analysis of the pension arrangements of 351 directors from the FTSE100 found that the average transfer value for a director's defined benefit (DB) pension is now £4.33 million. This represents an average annual pension of £240,191, or 24.4 times the size of the average occupational pension (£9,828).

The survey also revealed that the average company contribution to directors' defined contribution (DC) pension is £144,508. The average contribution rate to a director's DC scheme is 22%, nearly four times the size of the average employer contribution rate of six percent in DC pensions. It is over seven times the size of the maximum employer contribution required under the new automatic enrolment regime. Payment methods are also changing with an increasing number of executives receiving cash payments instead of participating in company pension schemes.

The TUC said that although executive pay and bonuses have come under major scrutiny, the confusing and sometimes misleading reporting of directors' pensions has escaped shareholder and media scrutiny. So far the most notable attempt by investors to improve disclosure of directors' pension entitlements was a joint letter by the National Association of Pension Funds and the Local Authority Pension Fund Forum. But to date shareholders in general have not tackled this issue.

More pay vote defeats

Darty and AEA Technology were the latest companies to lose the votes on their remuneration reports in September, as shareholder opposition to high pay continued.

The resignation of Darty's chief executive, Thierry Falque-Pierrontin, failed to prevent major investor revolt at its AGM. Irritated by the company's announcement last month that it erroneously stated stock options awarded to Falque-Pierrontin in 2009 were linked to performance targets, 58% of shareholders voted against Europe's third-largest retailer's remuneration report. PIRC had advised shareholders to vote against the remuneration report.

According to the AEA's RNS statement, the vote against its remuneration report was an enormous 71.32%. PIRC had recommended that shareholders vote against. Only Central Rand Gold has recorded a worse defeat this year, with a 74.36% vote against its remuneration report.[3] AEA's defeat makes the total nine so far this season, well ahead of any previous year.

Ofcom clears Sky, mauls Murdoch

As expected, in September broadcasting regulator Ofcom ruled that BSkyB was 'fit and proper' to hold a broadcasting licence. But it also fired a broadside at former chair James Murdoch.

Essentially Ofcom's decision can be distilled down to two important points. First, there is little in Sky's own behaviour to suggest that it is not 'fit and proper'. Second, that James Murdoch's influence is not significant enough for his presence as a non-executive director on the board to count against the company. So far, for Sky, so good.

However, the language used by Ofcom in respect of James Murdoch's role at News International is extremely harsh. One might even argue that it has criticised him personally more severely than even the Department of Culture, Media and Sport (DCMS) select committee's report into phone-hacking did. Ofcom points out that Murdoch had a number of opportunities to dig deeper into practices at The News of the World (NOTW).

First there was the famous 2008 meeting, and email exchanges, involving then NOTW editor Colin Myler and legal manager Tom Crone. Then there was The Guardian's 2009 story alleging that the Gordon Taylor settlement had been used to cover up the extent of phone-hacking. Finally, there was the first report of the DCMS committee which accused News International of "collective amnesia" in respect of wrongdoing.

Ofcom concludes: "We consider James Murdoch's conduct, including his failure to initiate action on his own account on a number of occasions, to be both difficult to comprehend and ill-judged. In respect of the matters set out above, in our view, James Murdoch's conduct in relation to events at NGN repeatedly fell short of the exercise of responsibility to be expected of him as CEO and chairman."

Of course, criticism from an industry regulator alone isn't sufficient to have any impact on Murdoch. In both News Corp and Sky he is protected by his own family's dominant shareholding. So, despite Murdoch having been criticised by both the select committee and Ofcom, the FT reported last week that James Murdoch was likely to gain an expanded role at News Corp.

However, this isn't the end of the story. For one, Ofcom clearly leaves the door open, saying it will look at what comes out of the Leveson Inquiry and what gets disclosed in criminal proceedings. Perhaps this will come to nothing. But then some market participants confidently predicted that James Murdoch had passed the worst last July. Since then he has lost the BSkyB chair and stood down from other companies' boards. The hacking scandal has not played out in its entirety yet, and it's possible that Ofcom may need to revisit its decision.

Second, as a number of news reports picked up last week, there is an implication in the Ofcom report that had Murdoch remained as chair of Sky then things might have been different. Yet the BSkyB board unanimously backed him, and recommended shareholders re-elect him as chair. That now looks to have been a very risky gamble. In light of this, does leaving him on the board, rather than removing him entirely, look to be sensible?

Bumi faces probe into finances

UK-listed Indonesian miner Bumi has launched an investigation into alleged financial irregularities in one of its affiliates.

According to reports, a probe has been ordered into to potentially suspect transactions at PT Bumi Resources. This follows evidence being presented to the board by non-executive directors. The reports states that PT Bumi Resources, in which Bumi has a 29% holding. is controlled by the Bakrie family. The Bakries in turn are one of the largest shareholders in Bumi.

In a formal statement Bumi said: "An independent investigation has been commissioned to investigate the allegations on an urgent basis, and is to report to the Board. The Company also intends to contact relevant authorities in the UK and Indonesia, as appropriate, in respect of some of the allegations. "

Bumi is one of a number of recently listed companies that, whilst traded on the UK market, are essentially overseas businesses. In addition, a number of such companies in the extractives industries have a very limited free float, meaning that minority shareholders can struggle to have their voices heard, and unusual governance practices are difficult to challenge.

UK Voting Analysis

Table 1: Top Oppose Votes

	Company	Type	Date	Resolution	Proposal	Funds Vote	Oppose %
1	EASYJET PLC	**EGM**	13 Aug 12	1	To remove Sir Michael Rake from office as director and Chairman of the Company	Abstain	52.76
2	SABMiller PLC	AGM	26 Jul 12	2	Approve the Remuneration Report	Oppose	22.57
3	NATIONAL GRID PLC	AGM	30 Jul 12	19	Issue shares with pre-emption rights	For	20.22
4	ATKINS (WS) PLC	AGM	01 Aug 12	20	Adopt Long-term Growth Unit plan	Abstain	18.51
5	SABMiller PLC	AGM	26 Jul 12	11	Re-elect Mr M Q Morland	Oppose	17.52
6	DAIRY CREST GROUP PLC	AGM	17 Jul 12	14	Meeting notification related proposal	For	17.42
7	SABMiller PLC	AGM	26 Jul 12	9	Re-elect Mr P J Manser	Oppose	15.62
8	SABMiller PLC	AGM	26 Jul 12	14	Re-elect Mr M C Ramaphosa	Oppose	13.72
9	NATIONAL GRID PLC	AGM	30 Jul 12	22	Meeting notification related proposal	For	12.32
10	GREENE KING PLC	AGM	04 Sep 12	9	Issue shares with pre-emption rights	For	12.11

Note: Levels of opposition percentage represent opposition votes cast as a percentage of all votes cast either in favour or against a resolution.

Table 2: Votes by Resolution

Resolution Type	For	%	Abstain	%	Oppose	%	Withdrawn	%	Total
All Employee Schemes	2	66	0	0	1	33	0	0	3
Annual Reports	13	48	3	11	11	40	0	0	27
Articles of Association	2	100	0	0	0	0	0	0	2
Auditors	17	68	6	24	2	8	0	0	25
Corporate Actions	2	100	0	0	0	0	0	0	2
Corporate Donations	7	100	0	0	0	0	0	0	7
Debt & Loans	0	0	0	0	0	0	0	0	0
Directors	88	75	17	14	12	10	0	0	117
Dividend	13	100	0	0	0	0	0	0	13
Executive Pay Schemes	1	20	2	40	2	40	0	0	5
Miscellaneous	13	100	0	0	0	0	0	0	13
NED Fees	0	0	0	0	0	0	0	0	0
Non Voting	0	0	0	0	0	0	0	0	0
Say On Pay	0	0	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0	0	0
Share Issue/Re-purchase	37	80	9	19	0	0	0	0	46
Shareholder Resolution	0	0	0	0	0	0	0	0	0
Undefined	0	0	0	0	2	100	0	0	2

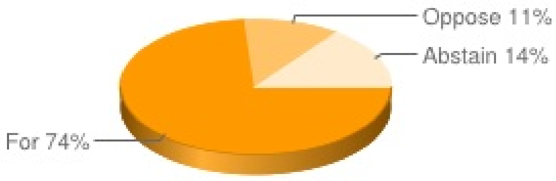
UK Voting Charts

These graphs include meetings where the client held a voting entitlement exercisable by PIRC according to portfolio details communicated to PIRC prior to execution of the vote.

Total Resolutions	
For	195
Oppose	30
Abstain	37
Withdrawn	0
Total	262

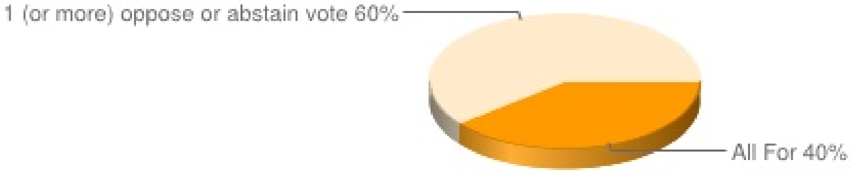
Meetings	**AGM**	**EGM**	**Total**
Total Meetings	13	5	18
1 (or more) oppose or abstain vote	13	3	16

UK Voting Record



UK AGM Record

UK EGM Record



UK Voting Timetable Q3 2012

List of meetings held throughout the period in the fund's portfolio.

Voted Meetings

Table 3: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted
1	BT GROUP PLC	11 Jul 12	AGM	2012-06-28
2	MITIE GROUP PLC	11 Jul 12	AGM	2012-06-28
3	ICAP PLC	11 Jul 12	AGM	2012-06-29
4	MELROSE PLC	16 Jul 12	**EGM**	2012-07-04
5	DAIRY CREST GROUP PLC	17 Jul 12	AGM	2012-07-11
6	DE LA RUE PLC	26 Jul 12	AGM	2012-07-17
7	TATE & LYLE PLC	26 Jul 12	AGM	2012-07-16
8	SABMiller PLC	26 Jul 12	AGM	2012-07-16
9	PAYPOINT PLC	27 Jul 12	AGM	2012-07-17
10	NATIONAL GRID PLC	30 Jul 12	AGM	2012-07-18
11	ATKINS (WS) PLC	01 Aug 12	AGM	2012-07-18
12	EASYJET PLC	13 Aug 12	**EGM**	2012-08-02
13	DAIRY CREST GROUP PLC	16 Aug 12	**EGM**	2012-08-06
14	STAGECOACH GROUP PLC	24 Aug 12	AGM	2012-08-14
15	GREENE KING PLC	04 Sep 12	AGM	2012-08-20
16	XSTRATA PLC	07 Sep 12	**EGM**	2012-08-28
17	XSTRATA PLC	07 Sep 12	COURT	2012-08-28
18	MICRO FOCUS INTL PLC	26 Sep 12	AGM	2012-09-13

Not Voted Meetings

Table 4: Meetings not voted in quarter

	Company	Meeting Date	Type	Reason Not Voted
1	MICRO FOCUS INTL PLC	26 Sep 12	**EGM**	0 shares available to vote

UK Upcoming Meetings Q4 2012

List of meetings scheduled to be held throughout the period by UK companies currently in the fund's portfolio.

Table 5: Upcoming Meetings

	Company	Meeting Date	Type
1	DIAGEO PLC	17 Oct 12	AGM
2	PERSIMMON PLC	17 Oct 12	**EGM**
3	BHP BILLITON GROUP (GBR)	25 Oct 12	AGM
4	SMITHS GROUP PLC	01 Nov 12	AGM
5	BARRATT DEVELOPMENTS PLC	01 Nov 12	AGM

6	WOLSELEY PLC	01 Nov 12	AGM
7	HAYS PLC	07 Nov 12	AGM
8	GALLIFORD TRY PLC	09 Nov 12	AGM
9	ASSOCIATED BRITISH FOODS PLC	01 Dec 12	AGM

AIM UK Market Voting Timetable Q3 2012

There were no meetings held by the client during the period.

AIM UK Market Upcoming Meetings Q4 2012

There are no upcoming meetings for this region.

Fledgling UK Market Voting Timetable Q3 2012

There were no meetings held by the client during the period.

Fledgling UK Market Upcoming Meetings Q4 2012

There are no upcoming meetings for this region.

European Corporate Governance Review

Employee reps on the board

A recent announcement by the new French government suggesting that employee representation on public company boards could be introduced, may herald more interest in the idea.

According to a report in the FT in July, Pierre Moscovici, the finance minister, told a conference that the Government would be outlining legislation in the next few months aimed at tackling executive pay. Part of the package will apparently include “provisions to place workers’ representatives on the boards of companies, including on remuneration committees.”

Obviously official employee representation in the governance of companies is not a particularly novel reform in Europe. In a number of countries employees are represented on the supervisory boards of companies, and it’s a well-known feature of the Rhineland capitalist model. But could it spread to the UK? Whilst the overwhelming opinion would currently be against this kind of reform, there are reasons to think that moves in this direction could be possible.

For example, it is notable that the Department of Business, Innovation and Skills has twice sought views on the idea of employee representation on remuneration committees. To date, the large majority of opinion has been against this idea, and BIS has not sought to pursue it. But the fact that such a reform even made it into consultations marks a significant break with recent history. In addition, it is clear that there is some sympathy with the idea of employee representation within the Liberal Democrat half of the Coalition Government.

More generally, the idea of employee representation on remuneration committees has been championed by the High Pay Centre. The opposition Labour Party has committed to introduce the Centre’s reform proposals in full, including the proposal on remuneration committee membership, and senior figures in the party have repeatedly spoken in favour of the idea. And the reform, not surprisingly, has the support of trades unions.

Incoming TUC General Secretary Frances O’Grady made it clear in a recent interview with the Independent that it is a key public policy issue for the UK labour movement.

It’s fair to say that the UK corporate governance community is largely unsympathetic. But then again, there wasn’t much support for annual director elections, and the idea of a binding vote on executive pay was opposed by most investors. Both reforms were introduced anyway. On that basis, perhaps we ought to keep an open mind about some form of employee representation in corporate governance being introduced in the next few years.

Hedge funds may face pay battle

Some hedge fund managers could see an overhaul of their pay practices as soon as next year under new regulations included in the European Union’s Alternative Investment Fund Managers directive (AIFMD).

Provisions in the AIFMD would impose restrictions on fund manager pay, such as bonus deferrals and clawbacks, as part of the EU’s latest move to regulate the hedge fund and private equity industry. UK hedge funds thought they would be somewhat safeguarded from the EU’s rule by the Financial Services Authority but the draft guidance issued from the European Securities and Markets Authority did not include measures for national authorities to exempt categories of funds from the curbs, according to the Financial Times. Not surprisingly, hedge fund managers like their pay the way it is, with some calling the idea of deferral and clawback rules “wholly unreasonable.”

Deutsche Bank pay clampdown

Deutsche Bank has adopted rules that will allow the company to clawback awards its employees earned at former employers.

Under the new rules, recently hired senior staff of Europe's largest bank by assets will have to forego unvested stock from previous positions that was exchanged for shares at the bank that has not yet been paid out should staff fail to meet expectations. The decision comes after a number of recent banking scandals have put pressure on banks to hold their employees accountable for excessive risk taking and illicit behaviour. Clawback rules have been in place in the UK and Europe since 2009, but UBS was the first international bank to begin introducing clawbacks after the 2008 financial crisis. While pay consultants expect a sharp increase in the use of clawbacks this year, they warn that the financial sector must work in unison if the plan is to work.

Investors back radical audit rules

A Europe-wide coalition of investors has backed plans for a tougher stance on auditor appointments as a way to avoid conflicts of interest.

In a letter to the Financial Times the group set out support for both mandatory rotation of auditor and for auditors to derive no more than 50% of the audit fee in the provision of non-audit work. The group also called on the European Commission to "investigate as a matter of some urgency whether IFRS is delivering accounts that provide a 'true and fair' view".

Signatories include the Universities Superannuation Scheme and Railpen, two of the UK's biggest pension funds, Legal & General Investment Management, one of the largest asset managers, and investor groups such as VEB, the Dutch investors association, and the Local Authority Pension Fund Forum.

Since the financial crisis some shareholders have sought a greater focus on accounting and audit issues. There is a sense that the audit process has not worked effectively. During the crisis dozens of banks across Europe have required financial assistance from the state in one form or another. Yet auditors apparently failed to find anything at fault before the banks ran into trouble.

The suspicion that part of the problem might be conflicts of interest that affect auditor scepticism has received support from a new source in recent years from the field of behavioural ethics. In the book *Blindspots*, Max Bazerman and Ann Tenbrunsel argue that the way that the audit system is currently structured makes it "psychologically impossible" to make objective judgments. They argue for a very tough line on potential conflicts of interest, backing mandatory rotation and a bar on non-audit work.

Interestingly, the position adopted in the investor letter is stronger than that advocated by some UK investors. For example, in its response to the EC's proposals, the Institutional Investor Committee argued against both mandatory auditor rotation and low threshold on the level of non-audit work.

Swiss plan for binding pay vote

'They'll all move to Switzerland' has been the stock response of defenders of high pay in the City and elsewhere for years. But Switzerland may not be a safe haven for the highly-paid for much longer.

A campaign led by businessman turned politician Thomas Minder seeks to introduce a binding shareholder vote on the remuneration of managers and directors. He also wants to ban golden parachutes and golden hellos. His proposal will be voted on in a national referendum next March.

Current practice in Switzerland is that some companies voluntarily put their policies to an advisory vote, but it is not mandatory. If Minder's campaign for a binding vote is not successful, a counter motion put forward by the business lobby group Economiesuisse which would make it mandatory for companies to hold an advisory vote on remuneration policy could be adopted.

Europe pursues gender quotas

The European Commission may press ahead with plans to require at least 40% of non-executive positions on listed company boards to be held by women, according to reports in September.

According to the FT, which saw a draft of the proposal, the EC plans to require firms with over 250 employees or more than 50m Euros in revenue to report annually on their boards' gender make up. The report claims that if businesses fail to meet the mandatory target they could be hit with fines and also barred from contracts. The EC wants to introduce quotas to address slow progress in improving board diversity.

Such a move would put the EC on collision with the UK, which, in common with its position on most governance issues, continues to support a voluntarist model. However, a number of other European Union countries including France, Italy, the Netherlands and Spain are already pursuing a mandatory approach.

European Voting Timetable Q3 2012

There were no meetings held by the client during the period.

European Upcoming Meetings Q4 2012

There are no upcoming meetings for this region.

US Corporate Governance Review

ICCR reports engaging behaviour

Could this proxy season be the start of a new era in US corporate dialogue?

Poor engagement on the part of US companies has often been cited as a leading cause for shareholders with investments in these companies to file a much higher number of resolutions than here in the UK where corporate dialogue is commonplace. Yet, for the first time in 40 years, the Interfaith Center on Corporate Responsibility (ICCR) has done the reverse. During the current proxy season, ICCR has filed 160 resolutions and engaged in 170 dialogues with companies, Social Funds reported. ICCR offers a twofold explanation for this change: an increase in mainstream investors voting in line with shareholders like ICCR on environmental, social and governance issues and a growing recognition of the business case for sustainability by corporate America.

Splitting top roles is key US issue

The separation of the roles of CEO and chair at S&P500 companies remained a major concern for investors this season, according to analysis by Sullivan & Cromwell.

Shareholder proposals calling for the separation of top roles or that the chairperson be an independent director increased by 50% compared to last year. Though they received strong shareholder backing (35% on average), just two actually passed at S&P500 companies. Other governance related shareholder proposals that received significant investor support include those that sought to declassify the board, adopt majority voting, eliminate supermajority provisions and cumulative voting. In particular, board declassification proposals showed a significant increase compared to 2012. Turning to social policy issues, the law firm noted a marked increase in both the number of proposals and shareholder support compared to recent years. Of these, the most notable were requests for additional disclosure on political expenditure and/or lobbying costs. However, none of the proposals on political issues passed this proxy season.

Smucker’s agrees to climate plan

Two major U.S. sustainable investment houses pulled a climate-related risk shareholder proposal after American food conglomerate Smucker’s agreed to their demands.

Trillium Asset Management and Calvert Asset Management announced in a joint statement that the 115 year old Ohio-based manufacturer agreed to a goal for certified coffee to reach 10% of its total retail purchase by 2016. The company has also agreed to a partnership with the sustainable development Hanns R. Neumann Stiftung Foundation and a partnership with the World Coffee Research. Shareholders applauded the move but cautioned that this is just a first step, and that the company “must do more to address investor concerns through greater disclosure, performance improvements, and accountability mechanisms.”

The two investment firms submitted a similar proposal at last year’s AGM, which received 30% of shareholder votes. PIRC had advised shareholders to support the pair’s proposal to adopt an expanded green coffee stability plan.

CII targets banks over Libor

The Council of Institutional Investors (CII) has written to 18 banks about the integrity of Libor.

The U.S. shareholder activist group is calling on the banks to undertake reviews, led by independent directors, of how they set Libor, Euribor and other rates. The CII also wants full disclosure of potential losses related to Libor misreporting. Recipients of the CII letter included all Libor-reporting banks: Bank of America, Barclays, BNP Paribas, Citibank, Credit Agricole, Credit Suisse, Deutsche Bank, HSBC, JPMorgan Chase, Lloyds Banking Group, Norinchukin Bank, Rabobank, Royal Bank of Canada, Royal Bank of Scotland, Societe Generale, Sumitomo Mitsui, Tokyo-Mitsubishi UFJ and UBS.

CalPERS dual class boycott threat

The U.S.' largest pension fund announced in August it is considering boycotting initial public offerings (IPOs) of companies that have a dual-class ownership structure.

According to the California Public Employees' Retirement System's (CalPERS) Global Governance Program Update, the $238 billion of assets under management giant has decided to throw its weight behind the removal of the ill received dual-class structure by developing an IPO governance strategic plan that will address core governance standards of accountability and transparency such as removing dual class, classified or plurality voting structures. The decision was based on a number of significant events in 2012 such as Facebook and Manchester United where a minority of shareholders control a majority of votes.

Withhold votes reveal concerns

Withhold votes for board nominees may offer a better insight into investor perceptions of a company than previously thought, according to new research.

The Investor Responsibility Research Center Institute (IRRCi), which commissioned the study, said that their findings strongly suggest higher withhold votes for board nominees are often indicative of investor concern for oversight, and should be taken seriously. In the study, *The Election of Corporate Directors: What Happens When Shareholders Withhold a Majority of Votes from Director Nominee?*, which reviewed the cause and effects of shareholder opposition to 175 director nominees at Russell 3000 companies between 2009 and 2012, IRRCi found that 50% of withheld votes can be attributed to company specific issues and that over 75% of withhold votes are attributed to six main factors. The first four of these issues are considered violations of governance practices: poison pill adoption without shareholder approval, failed attendance, related party transactions and overboarding, while the last two relate to company specific remuneration and discontent with the board's oversight of the company's affairs. The study also found that only 5% of majority withheld votes led to the removal of a director nominee among the sample.

Aetna political spending probe

Pressure is building against U.S. health care giant Aetna to disclose information about multi-million dollar donations in political spending found in the company's Political Contributions and Related Activity report.

Institutional investors began questioning Aetna about the "voter education initiatives" that had appeared only in the company's footnotes. The coalition wrote to Aetna's CEO Mark Bertolini asking for further disclosure but he has refused to provide specific details of the contributions, claiming that they were for "educational activities." Separate regulatory findings revealed that the company had previously made payments to two conservative "think tanks" – the American Action Network and the U.S. Chamber of Commerce, in the amount of $3 million and $4 million, respectively. The $922 billion in assets investor coalition has kept the pressure on Aetna despite the company's reluctance to cooperate. The group's request has also been supported by investors outside of the U.S. New York State Comptroller Thomas DiNapoli said that "this episode should serve as a wake-up call that disclosure of political spending is an issue about which shareholders should be deeply concerned."

PIRC believes that all political contributions should be disclosed in the annual report for the benefit of shareholders. Therefore, in May, PIRC backed the shareholder proposal put forward at the company's AGM that sought greater disclosure.

News Corp reshuffles its board

Rupert Murdoch has reshuffled the News Corp board by nominating the former President of Colombia Alvaro Uribe and former U.S. Secretary of Labor Elaine L. Chao.

Long time directors Andrew Knight and John Thornton will retire after the company's October 16 AGM in Los Angeles and board member Arthur Siskind will serve as director emeritus. Mr Uribe has been accredited with improving the cities and highways in Colombia during his 2002-2010 presidency, while Ms Chao served as Secretary of Labor under the Bush administration. The board change up comes after New Corp announced plans to separate its publishing business from its entertainment division.

The appointment of Uribe in particular has already been questioned by some commentators. On the surface it appears indicative of News Corp's fascination with well-connected members of the political elite, rather than its respect for the need for independent oversight on board. As such, it looks as though once again the AGM will see the company pushed to reform further. The company's filing ahead of the AGM reveals that this year it faces three shareholder resolutions.

Christian Brothers Investment Services and members of the Local Authority Pension Fund Forum have jointly filed a resolution seeking the appointment of an independent chair. Nathan Cummings Foundation has filed a resolution seeking to eliminate News Corp's controversial dual class share structure. Finally, a small shareholder has filed a resolution calling for the introduction of simple majority voting.

It's also likely that the company will face criticism over executive remuneration. Although both Rupert and James Murdoch have seen their bonuses reduced to take account of the hacking scandal, they still received $10.4m and $5m, respectively. This is despite both being severely criticised in the Department of Culture, Media and Sport select committee's report into phone-hacking. In particular, James Murdoch was criticised for not taking action for addressing phone-hacking earlier, which could have prevented Parliament from being misled in 2009.

The scandal is far from over. It has emerged in September that News Corp is set to face a further wave of civil claims. According to reports, a further 230 claims could be in the works. In addition, it has been reported that Labour MP Siobhain McDonagh has launched a legal action against both News International and The Sun relating to the theft of her mobile phone. According to reports, the MP is seeking damages for alleged invasion of privacy and breach of confidence. This follows the arrest of a journalist in July.

Arrests related to hacking continue, with a number being made as part of Operation Tuleta, the probe into computer hacking. In addition, a senior counter-terrorism detective has been charged with breaching the Official Secrets Act in relation to information allegedly sent to the News of the World about the Scotland Yard probe into phone hacking.

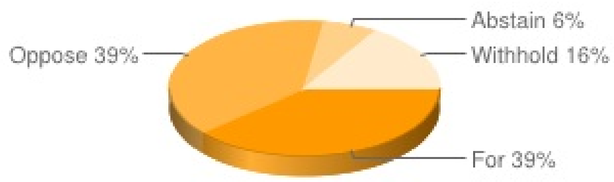
US Voting Charts

These graphs include meetings where the client held a voting entitlement exercisable by PIRC according to portfolio details communicated to PIRC prior to execution of the vote.

Total Resolutions	
For	12
Oppose	12
Abstain	2
Withhold	5
Withdrawn	0
Total	31

Meetings	AGM	EGM	Total
Total Meetings	2	0	2
1 (or more) oppose or abstain vote	2	0	2

US Voting Record



US AGM Record

US EGM Record

There where no EGMs during the last period in the clients portfolio.

US Voting Timetable Q3 2012

List of meetings held throughout the period in the fund's portfolio.

Voted Meetings

Table 6: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted
1	MEDTRONIC INC	23 Aug 12	AGM	2012-08-10
2	H.J. HEINZ CO.	28 Aug 12	AGM	2012-08-16

US Upcoming Meetings Q4 2012

There are no upcoming meetings for this region.

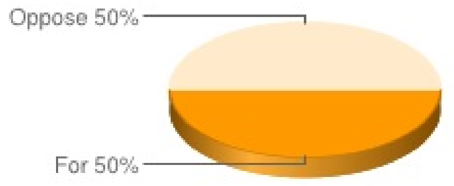
Japanese Voting Charts

These graphs include meetings where PIRC made a voting recommendation to the client during the period.

Total Resolutions	
For	4
Oppose	4
Abstain	0
Withdrawn	0
Total	8

Meetings	AGM	EGM	Total
Total Meetings	1	0	1
1 (or more) oppose or abstain vote	1	0	1

Japanese Voting Record



Japanese AGM Record

Japanese EGM Record

There where no EGMs during the last period in the clients portfolio.

Japanese Reporting Timetable Q3 2012

List of meetings held throughout the period in the fund's portfolio.

Reported Meetings

Table 7: Reported meetings in quarter

	Company	Meeting Date	Type
1	DON QUIJOTE CO LTD	26 Sep 12	AGM

Japanese Upcoming Meetings Q4 2012

There are no upcoming meetings for this region.

Global Corporate Governance Review

Sustainable stock exchanges

Five leading stock exchanges committed to promote long-term, sustainable investments in their markets.

The announcement was made at the United Nations Conference on Sustainable Development in Brazil last month. The group, which includes NASDAQ OMX, the Brazilian Stock Exchange, the Johannesburg Stock Exchange, the Istanbul Stock Exchange and the Egyptian Stock Exchange, voluntarily agreed to work with listed companies, investors and regulators in both developed and emerging markets. The stock exchanges have a combined listing of over 4,600 companies. The endorsements came after three years of successful engagement between the Sustainable Stock Exchanges (SSE) Initiative and the stock exchanges.

“By encouraging companies to adopt good corporate governance practices where a social and environmental dimension is taken into consideration, and by helping investors to make socially responsible decisions, the SSE initiative can enhance transparency of information as regards capital markets and create more aware investors,” said Edemir Pinto, CEO of BM&FBOVESPA.

Investors back arms trade treaty

A coalition of 39 global investors has called on UN Member States to support a strong and comprehensive Arms Trade Treaty (ATT).

The request put forward by the group of institutional investors, with a collective $3 trillion in assets under management, comes ahead of the United Nations Diplomatic Conference on the ATT in New York this month. The investors, who signed the *Global Investor Statement on the Arms Trade* , argue that the economy is “negatively affected by irresponsible transfers of conventional arms which contribute to insecurity, human rights violations, corruption and the diversion of public resources to destructive activities,” say investors in the press release.

An ATT should prevent all types of international transfers of conventional arms and ammunitions where there is a substantial risk as well as include a comprehensive and detailed list of conventional arms, said the signatories in the joint statement.

First State Super stops smoking

Australian superannuation fund First State Super has announced its decision to divest from tobacco investments.

All tobacco-related investments, including companies involved in the manufacture of cigarettes and other tobacco products, will be excluded from the $32 billion fund’s entire investment portfolio of twelve different investment options. The decision is in line with the fund’s 770,000 members’ strong support for the Australian Government’s initiatives to minimise tobacco consumption.

Investments in the tobacco industry have been part of a much broader debate in terms of fiduciary duty. While many pension funds argue that it is their legal obligation to maximise returns and not ethical considerations, some stakeholders claim that these notions are based on misconceptions. On this matter, the CEO of First State Super, Michael Dwyer, said: “Our analysis shows there will be inconsequential financial impact from this decision for members’ investment returns. It adds to the decision that the exclusion of direct tobacco investments is unquestionably the right thing to do.”

Nomura scandal claims chief exec

Two senior executives at Japanese bank Nomura have agreed to resign in the wake of an insider trading scandal.

The bank announced that chief executive Kenichi Watanabe and chief operating officer Takumi Shibata have relinquished their positions after a probe into accusations that staff had leaked information on shares to clients before making it public. Koji Nagai, president of Nomura Securities, has replaced Watanabe and the bank's head of US operations, Atsushi Yoshikawa has been appointed to COO. The news comes a month after both Watanabe and Shibata were forced to take pay cuts. The two senior executives were the driving force behind the bank's international expansion as well as responsible for the takeover of the non-US assets of Lehman Brothers. The scandal has already led to the loss of Nomura's prominent role in Japan Airlines' IPO.

Climate remains investor focus

International investor networks remain committed to addressing climate change in their investment activities despite wider economic turmoil.

Key findings from the second annual report on global investor responses to climate change, undertaken by the Institutional Investors Group on Climate Change (Europe), the Investor Network on Climate Risk (North America) and the Investor Group on Climate Change (Australia and New Zealand), show that investors are advancing their practices to mitigate climate change and preparing to make investments in the future. For instance, 57% of asset owners that participated in the study said they conducted formal or informal climate risk assessments of their portfolio and that 26% have made changes to their investment strategies as a result of climate risk assessments. 78% of the 42 asset owner survey respondents said that they consider climate change integration in manager selection while 63% of the 51 asset manager survey participants said that they invest in climate solutions.

Hanwha chair faces fine and jail

In August Kim Seung-youn, chairman of the Hanwha Group was handed a $4.51 million fine and sentenced to a four year prison term for embezzlement, breach of trust and other charges.

The landmark decision by South Korean's courts shows a departure from previous law that often resulted in the country's family owned conglomerates or "chaebol" avoiding punishment. Seung-youn, the son of the Group's founder and controlling shareholder of the Hanwha Group, was often referred to as "God" by management in a display of unconditional loyalty, and that he used Hanwha Group affiliates to "unfairly support" companies that he owned as well as those owned by his brother, said the court. Hawtha Group is one of the largest conglomerates in South Korea.

Australian unions warning on HFT

Certain types of high frequency trading (HFT) act to encourage speculative behaviour across the financial system, according to a new briefing paper.

In the paper the Australian Council of Trade Unions (ACTU) argues there is reason to believe that HFT represents a risk to long-term capital market participants such as Australian industry and not-for-profit super funds. However it says the extent of that risk, and the associated costs to members, is presently unknown.

The ACTU calls on funds to recognise HFT as an investment risk. It says funds should commission a report from their investment teams or consultants that detail how and to what extent HFT is built into their current portfolio, and what costs/benefits HFT delivers to members. This cost/benefit analysis should include an assessment of systemic risks in addition to fund-level risk. In light of this analysis funds should then consider the extent to which portfolio reliance on HFT should be reduced.

Secondly, the ACTU says that via their collective bodies and associations funds should call for and support further detailed analysis and policy development in relation to measuring collective HFT risk and what steps Australian regulators should take to mitigate it.

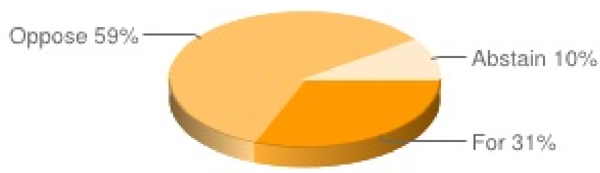
Global Voting Charts

These graphs include meetings where the client held a voting entitlement exercisable by PIRC according to portfolio details communicated to PIRC prior to execution of the vote.

Total Resolutions	
For	9
Oppose	17
Abstain	3
Withdrawn	0
Total	29

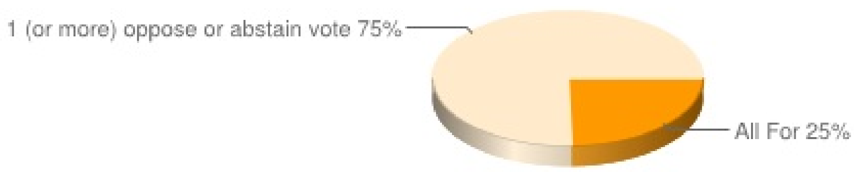
Meetings	AGM	EGM	Total
Total Meetings	1	4	5
1 (or more) oppose or abstain vote	1	3	4

Global Voting Record



Global AGM Record

Global EGM Record



Global Voting Timetable Q3 2012

List of meetings held throughout the period in the fund's portfolio.

Voted Meetings

Table 8: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted
1	BANK SARASIN & CIE AG	31 Jul 12	**EGM**	2012-07-12
2	CCR SA	02 Aug 12	**EGM**	2012-07-23
3	HUABAO INTL HLDGS LTD	08 Aug 12	AGM	2012-07-31
4	ARIBA INC	29 Aug 12	**EGM**	2012-08-24
5	NEXEN INC	20 Sep 12	**EGM**	2012-09-05

Global Upcoming Meetings Q4 2012

List of meetings scheduled to be held throughout the period by Global companies currently in the fund's portfolio.

Table 9: Upcoming Meetings

	Company	Meeting Date	Type
1	CSL LTD	17 Oct 12	AGM
2	SONIC HEALTHCARE LTD	01 Nov 12	AGM
3	WOOLWORTHS LTD	01 Nov 12	AGM
4	WESFARMERS LTD	14 Nov 12	AGM
5	ANZ-AUSTRALIA & NEW ZEALD BK	01 Dec 12	AGM

Asian Voting Timetable Q3 2012

There were no meetings held by the client during the period.

Asian Upcoming Meetings Q4 2012

List of meetings scheduled to be held throughout the period by Asian companies currently in the fund's portfolio.

Table 10: Upcoming Meetings

	Company	Meeting Date	Type
1	SINGAPORE PRESS HOLDINGS LTD	01 Nov 12	AGM

PIRC Summary Report Appendices

UK

Analysis and final proxy results on "Oppose" and "Abstain" votes for resolutions at UK meetings for companies held by the fund during the period.

US

Analysis for "Oppose", "Withhold" and "Abstain" votes for resolutions at US meetings for companies held by the fund during the period.

Japanese

Analysis for "Oppose" and "Abstain" votes for resolutions at Japanese meetings for companies held by the fund during the period.

Global

Analysis and final proxy results on "Oppose" and "Abstain" votes for resolutions at Global meetings for companies held by the fund during the period.

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