

Meeting-Level Statistical Issues Summary (SIS) Report

Report was run from: 1/1/15 to 12/31/15

	Instructions									Management	
	Proposals	For	Against	Abstain	Withhold	DNV	1 YR	2 YRS	3 YRS	With	Against
M06 Antitakeover Related											
"Adopt, Renew or Amend NOL Rights Plan (NOL Pill)"	1	1	0	0	0	0	0	0	0	1	0
Add Antitakeover Provision(s)	2	0	1	0	0	1	0	0	0	1	0
Adjourn Meeting	29	27	1	0	0	1	0	0	0	27	1
Amend Right to Call Special Meeting	4	4	0	0	0	0	0	0	0	4	0
Approve/Amend Stock Ownership Limitations	2	2	0	0	0	0	0	0	0	2	0
Provide Right to Act by Written Consent	1	1	0	0	0	0	0	0	0	1	0
Provide Right to Call Special Meeting	9	8	1	0	0	0	0	0	0	8	1
Reduce Supermajority Vote Requirement	25	23	1	1	0	0	0	0	0	23	2
Rescind Fair Price Provision	1	1	0	0	0	0	0	0	0	1	0
Totals for M06 Antitakeover Related :	74	67	4	1	0	2	0	0	0	68	4
M03 Capitalization											
Amend Articles/Charter Equity-Related	1	1	0	0	0	0	0	0	0	1	0
Approve Issuance of Equity without Preemptive Rights	1	1	0	0	0	0	0	0	0	1	0
Approve Reduction/Cancellation of Share Premium Account	1	1	0	0	0	0	0	0	0	1	0
Approve Reverse Stock Split	1	1	0	0	0	0	0	0	0	1	0
Approve/Amend Conversion of Securities	2	2	0	0	0	0	0	0	0	2	0
Authorize Issuance of Equity with Preemptive Rights	1	0	1	0	0	0	0	0	0	0	1
Authorize Share Repurchase Program	1	1	0	0	0	0	0	0	0	1	0
Increase Authorized Common Stock	10	1	9	0	0	0	0	0	0	1	9
Increase Authorized Preferred Stock	1	0	1	0	0	0	0	0	0	0	1

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Totals for M03 Capitalization :	19	8	11	0	0	0	0	0	0	8	11
M02 Directors Related											
Adopt Majority Voting for Uncontested Election of Directors	5	4	0	1	0	0	0	0	0	4	1
Approve Decrease in Size of Board	1	1	0	0	0	0	0	0	0	1	0
Declassify the Board of Directors	8	8	0	0	0	0	0	0	0	8	0
Elect Director	4394	3482	651	5	256	0	0	0	0	3482	912
Elect Directors (Management Slate)	16	0	0	0	2	14	0	0	0	0	2
Elect Subsidiary Director	7	7	0	0	0	0	0	0	0	7	0
Eliminate Cumulative Voting	2	0	2	0	0	0	0	0	0	0	2
Provide Proxy Access Right	6	2	3	1	0	0	0	0	0	2	4
Totals for M02 Directors Related :	4439	3504	656	7	258	14	0	0	0	3504	921
M05 Non-Salary Comp.											
Advisory Vote on Golden Parachutes	23	4	18	0	0	1	0	0	0	4	18
Advisory Vote on Say on Pay Frequency	5	0	0	0	0	0	5	0	0	5	0
Amend Executive Share Option Plan	1	0	1	0	0	0	0	0	0	0	1
Amend Non-Employee Director Omnibus Stock Plan	4	0	4	0	0	0	0	0	0	0	4
Amend Non-Employee Director Restricted Stock Plan	1	0	1	0	0	0	0	0	0	0	1
Amend Omnibus Stock Plan	83	1	81	1	0	0	0	0	0	1	82
Amend Qualified Employee Stock Purchase Plan	16	16	0	0	0	0	0	0	0	16	0
Amend Restricted Stock Plan	1	1	0	0	0	0	0	0	0	1	0
Approve Executive Share Option Plan	1	0	1	0	0	0	0	0	0	0	1

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Approve Non-Employee Director Omnibus Stock Plan	3	0	3	0	0	0	0	0	0	0	3
Approve Non-Employee Director Restricted Stock Plan	1	1	0	0	0	0	0	0	0	1	0
Approve Non-Employee Director Stock Option Plan	1	0	1	0	0	0	0	0	0	0	1
Approve Non-Qualified Employee Stock Purchase Plan	1	1	0	0	0	0	0	0	0	1	0
Approve Omnibus Stock Plan	41	0	41	0	0	0	0	0	0	0	41
Approve Outside Director Stock/Options in Lieu of Cash	1	1	0	0	0	0	0	0	0	1	0
Approve Qualified Employee Stock Purchase Plan	9	9	0	0	0	0	0	0	0	9	0
Approve Remuneration Report	448	218	224	4	0	2	0	0	0	218	228
Approve Remuneration of Directors	1	1	0	0	0	0	0	0	0	1	0
Approve/Amend Deferred Share Bonus Plan	1	1	0	0	0	0	0	0	0	1	0
Approve/Amend Executive Incentive Bonus Plan	39	1	38	0	0	0	0	0	0	1	38
Totals for M05 Non-Salary Comp. :	681	255	413	5	0	3	5	0	0	260	418
M04 Reorg. and Mergers											
Approve Merger Agreement	22	20	1	0	0	1	0	0	0	20	1
Approve Reorganization/Restructuring Plan	1	1	0	0	0	0	0	0	0	1	0
Change Jurisdiction of Incorporation	2	0	2	0	0	0	0	0	0	0	2
Issue Shares in Connection with Acquisition	7	7	0	0	0	0	0	0	0	7	0
Totals for M04 Reorg. and Mergers :	32	28	3	0	0	1	0	0	0	28	3
M01 Routine/Business											
Accept Financial Statements and Statutory Reports	1	1	0	0	0	0	0	0	0	1	0

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Adopt Jurisdiction of Incorporation as Exclusive Forum	6	0	6	0	0	0	0	0	0	0	6
Amend Articles/Bylaws/Charter -- Non-Routine	16	12	3	0	0	1	0	0	0	12	3
Approve Auditors and their Remuneration	1	1	0	0	0	0	0	0	0	1	0
Authorize Board to Fix Remuneration of External Auditor(s)	1	0	1	0	0	0	0	0	0	0	1
Ratify Auditors	473	285	184	1	0	3	0	0	0	286	184
Totals for M01 Routine/Business :	498	299	194	1	0	4	0	0	0	300	194

S05 SH-Compensation

Adopt Anti Gross-up Policy	1	1	0	0	0	0	0	0	0	0	1
Claw-back Compensation in Specified Circumstances	14	13	0	1	0	0	0	0	0	0	14
Company-Specific--Compensation-Related	9	7	1	1	0	0	0	0	0	1	8
Limit/Prohibit Accelerated Vesting of Awards	24	23	0	1	0	0	0	0	0	0	24
Link Executive Pay to Social Criteria	5	5	0	0	0	0	0	0	0	0	5
Performance-Based and/or Time-Based Equity Awards	2	2	0	0	0	0	0	0	0	0	2
Stock Retention/Holding Period	11	10	0	1	0	0	0	0	0	0	11
Totals for S05 SH-Compensation :	66	61	1	4	0	0	0	0	0	1	65

S03 SH-Corp Governance

Approve Recapitalization Plan for all Stock to Have One-vote	7	7	0	0	0	0	0	0	0	0	7
Company-Specific--Governance-Related	1	0	1	0	0	0	0	0	0	1	0
Eliminate/Restrict Severance Agreements (Change-in-Control)	1	1	0	0	0	0	0	0	0	0	1
Provide for Confidential Vote Tally	7	0	7	0	0	0	0	0	0	7	0

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Reduce Supermajority Vote Requirement	9	9	0	0	0	0	0	0	0	0	9
Reincorporate in Another State	1	0	1	0	0	0	0	0	0	1	0
Remove Antitakeover Provisions	1	1	0	0	0	0	0	0	0	1	0
Submit Severance Agreement to Shareholder Vote	1	1	0	0	0	0	0	0	0	0	1
Totals for S03 SH-Corp Governance :	28	19	9	0	0	0	0	0	0	10	18

S02 SH-Dirs' Related

Adopt Proxy Access Right	65	64	0	1	0	0	0	0	0	3	62
Amend Articles/Bylaws/Charter - Call Special Meetings	16	16	0	0	0	0	0	0	0	1	15
Amend Vote Requirements to Amend Articles/Bylaws/Charter	1	1	0	0	0	0	0	0	0	0	1
Board Diversity	2	2	0	0	0	0	0	0	0	0	2
Company-Specific Board-Related	3	0	3	0	0	0	0	0	0	3	0
Declassify the Board of Directors	3	3	0	0	0	0	0	0	0	1	2
Elect Directors (Opposition Slate)	16	12	2	0	0	2	0	0	0	14	0
Establish Environmental/Social Issue Board Committee	6	6	0	0	0	0	0	0	0	0	6
Establish Other Board Committee	2	1	1	0	0	0	0	0	0	1	1
Establish Term Limits for Directors	1	0	1	0	0	0	0	0	0	1	0
Provide Right to Act by Written Consent	32	32	0	0	0	0	0	0	0	0	32
Require Environmental/Social Issue Qualifications for Direct	3	3	0	0	0	0	0	0	0	0	3
Require a Majority Vote for the Election of Directors	1	1	0	0	0	0	0	0	0	0	1
Restore or Provide for Cumulative Voting	2	2	0	0	0	0	0	0	0	0	2

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Totals for S02 SH-Dirs' Related :	153	143	7	1	0	2	0	0	0	24	127
S07 SH-Health/Environ.											
Climate Change	10	10	0	0	0	0	0	0	0	0	10
Community -Environmental Impact	5	5	0	0	0	0	0	0	0	0	5
GHG Emissions	18	16	2	0	0	0	0	0	0	2	16
Genetically Modified Organisms (GMO)	3	2	0	0	0	1	0	0	0	1	1
Hydraulic Fracturing	3	3	0	0	0	0	0	0	0	0	3
Phase Out Nuclear Facilities	1	0	1	0	0	0	0	0	0	1	0
Product Toxicity and Safety	1	1	0	0	0	0	0	0	0	0	1
Recycling	4	4	0	0	0	0	0	0	0	0	4
Renewable Energy	3	3	0	0	0	0	0	0	0	0	3
Review Drug Pricing or Distribution	3	3	0	0	0	0	0	0	0	0	3
Sustainability Report	10	9	0	1	0	0	0	0	0	0	10
Totals for S07 SH-Health/Environ. :	61	56	3	1	0	1	0	0	0	4	56
S08 SH-Other/misc.											
Animal Testing	2	2	0	0	0	0	0	0	0	0	2
Animal Welfare	2	2	0	0	0	0	0	0	0	0	2
Anti-Discrimination Miscellaneous	6	5	1	0	0	0	0	0	0	1	5
Company-Specific -- Shareholder Miscellaneous	2	1	0	0	0	1	0	0	0	1	0
Political Activities and Action	9	4	5	0	0	0	0	0	0	5	4
Political Contributions and Lobbying	30	29	0	0	0	1	0	0	0	0	29
Political Lobbying Disclosure	34	33	0	0	0	1	0	0	0	1	32

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Report on EEO	3	3	0	0	0	0	0	0	0	0	3
Totals for S08 SH-Other/misc. :	88	79	6	0	0	3	0	0	0	8	77
S01 SH-Routine/Business											
Require Independent Board Chairman	54	54	0	0	0	0	0	0	0	0	54
Totals for S01 SH-Routine/Business :	54	54	0	0	0	0	0	0	0	0	54
S04 SH-Soc./Human Rights											
Human Rights Risk Assessment	4	4	0	0	0	0	0	0	0	0	4
Improve Human Rights Standards or Policies	3	3	0	0	0	0	0	0	0	0	3
Internet Censorship	2	2	0	0	0	0	0	0	0	0	2
Plant Closures and Outsourcing	2	1	0	0	0	1	0	0	0	1	0
Totals for S04 SH-Soc./Human Rights :	11	10	0	0	0	1	0	0	0	1	9
S09 Social Proposal											
Anti-Social Proposal	5	0	5	0	0	0	0	0	0	5	0
Social Proposal	1	0	1	0	0	0	0	0	0	1	0
Totals for S09 Social Proposal :	6	0	6	0	0	0	0	0	0	6	0
Totals for the report :	6210	4583	1313	20	258	31	5	0	0	4222	1957