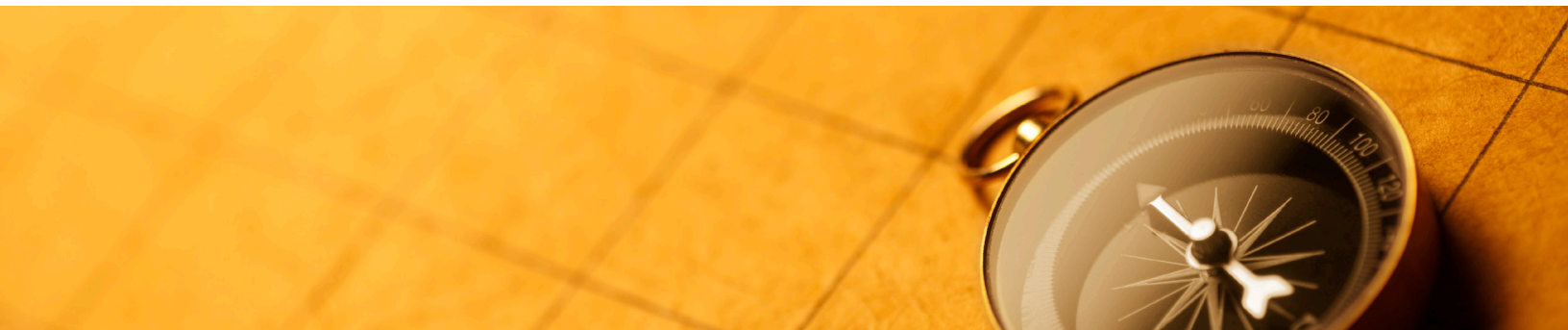


Chart of the Week



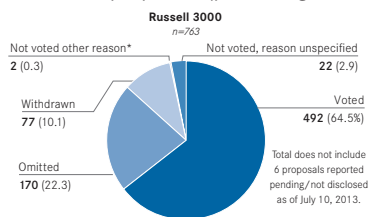
Proxy Season 2013: Voted, Omitted, and Withdrawn Shareholder Proposals

FROM PROXY VOTING FACT SHEET (JULY 2013)

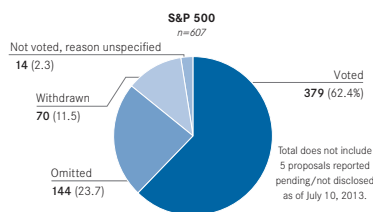
Shareholders were more active in filing proposals during the 2013 proxy season than in 2012. Both the volume of shareholder proposals submitted and the rate of withdrawals increased among companies that held annual meetings during the first half of the year. At the 2,442 Russell 3000 companies that held annual meetings between January 1 and June 30, 2013, shareholders submitted 769 proposals, up from 726 during the same period in 2012. Among S&P 500 companies that held meetings during the same period, the number of proposals increased from 585 to 612. For both indexes, the proportion of proposals that were withdrawn during the period also increased: to 10.1 percent in 2013 for the Russell 3000, up from 5.9 percent in 2012; and to 11.5 percent for the S&P 500, up from 6.5 percent. The proportion of proposals that were omitted based on no-action relief granted by the Securities and Exchange Commission staff declined for companies in both indexes.

Voted, Omitted, and Withdrawn Shareholder Proposals—by Index

Number of proposals (percentage of total)



*A proposal filed by Pension Reserves Investment Management Board to declassify the board at National Fuel Gas Company was not voted. The company filed notice with the SEC that it was excluding the proposal based on Rules 14a-8(b)(1) and 14a-8(b)(2), as the proponent failed to provide the required proof of stock ownership in response to the company's request. The company did not seek a response from the SEC. Rather, it filed suit in Federal District Court for the Southern District of Texas to exclude the proposal. The court granted the company's motion for declaratory judgment.



A proposal submitted by John Chevedden on behalf of James McRitchie to allow for/ decrease the requirement to call special meetings at Waste Connections, Inc. was not voted. The company filed notice with the SEC that it was excluding this proposal based on rule 14a-8(i)(8)(ii), as the proponent failed to provide the required proof of stock ownership in response to the company's request. The company did not seek a response from the SEC and instead filed suit in Federal District Court for the Southern District of Texas to exclude the proposal. The court granted the company's motion for declaratory judgment.

Note: Totals may not add to 100 percent due to rounding.

Source: The Conference Board/FactSet, 2013.

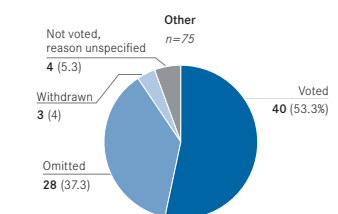
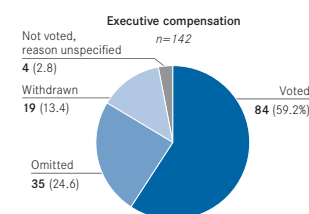
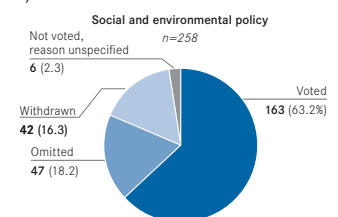
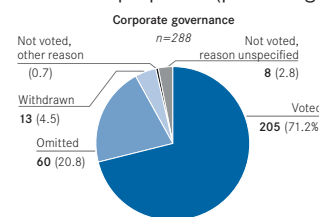
Why it matters...

- Say on pay and governance disclosure enhancement reforms have encouraged more shareholder activity.
- The increase in proposals coupled with the decrease in omission shows that shareholders are increasingly engaged and active, but they are also refining the formulation of their proposals to avoid any objections by the SEC.

For a snapshot of the most relevant proxy season data for Russell 3000 companies that held annual general meetings (AGMs) between January 1 and June 30, 2013, download the Proxy Voting Fact Sheet (July 2013) at: www.conference-board.org/publications or contact Matteo Tonello at matteo.tonello@conference-board.org

Voted, Omitted, and Withdrawn Shareholder Proposals—by Subject

Number of proposals (percentage of total)



Note: Total may not add to 100 percent due to rounding.

Source: The Conference Board/FactSet, 2013.