

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
<b>M06 Antitakeover Related</b>											
"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
<b>Totals for M06 Antitakeover Related :</b>	<b>74</b>	<b>67</b>	<b>4</b>	<b>1</b>	<b>0</b>	<b>2</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>68</b>	<b>4</b>
<b>M03 Capitalization</b>											
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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<b>Totals for M03 Capitalization :</b>	19	8	11	0	0	0	0	0	0	8	11
<b>M02 Directors Related</b>											
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
<b>Totals for M02 Directors Related :</b>	4439	3504	656	7	258	14	0	0	0	3504	921
<b>M05 Non-Salary Comp.</b>											
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
<b>Totals for M05 Non-Salary Comp. :</b>	<b>681</b>	<b>255</b>	<b>413</b>	<b>5</b>	<b>0</b>	<b>3</b>	<b>5</b>	<b>0</b>	<b>0</b>	<b>260</b>	<b>418</b>
<b>M04 Reorg. and Mergers</b>											
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
<b>Totals for M04 Reorg. and Mergers :</b>	<b>32</b>	<b>28</b>	<b>3</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>28</b>	<b>3</b>
<b>M01 Routine/Business</b>											
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
<b>Totals for M01 Routine/Business :</b>	<b>498</b>	<b>299</b>	<b>194</b>	<b>1</b>	<b>0</b>	<b>4</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>300</b>	<b>194</b>

**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
<b>Totals for S05 SH-Compensation :</b>	<b>66</b>	<b>61</b>	<b>1</b>	<b>4</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>65</b>

**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
<b>Totals for S03 SH-Corp Governance :</b>	<b>28</b>	<b>19</b>	<b>9</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>10</b>	<b>18</b>

**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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<b>Totals for S02 SH-Dirs' Related :</b>	153	143	7	1	0	2	0	0	0	24	127
<b>S07 SH-Health/Environ.</b>											
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
<b>Totals for S07 SH-Health/Environ. :</b>	61	56	3	1	0	1	0	0	0	4	56
<b>S08 SH-Other/misc.</b>											
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
<b>Totals for S08 SH-Other/misc. :</b>	<b>88</b>	<b>79</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>3</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>8</b>	<b>77</b>
<b>S01 SH-Routine/Business</b>											
Require Independent Board Chairman	54	54	0	0	0	0	0	0	0	0	54
<b>Totals for S01 SH-Routine/Business :</b>	<b>54</b>	<b>54</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>54</b>
<b>S04 SH-Soc./Human Rights</b>											
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
<b>Totals for S04 SH-Soc./Human Rights :</b>	<b>11</b>	<b>10</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>9</b>
<b>S09 Social Proposal</b>											
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
<b>Totals for S09 Social Proposal :</b>	<b>6</b>	<b>0</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6</b>	<b>0</b>
<b>Totals for the report :</b>	<b>6210</b>	<b>4583</b>	<b>1313</b>	<b>20</b>	<b>258</b>	<b>31</b>	<b>5</b>	<b>0</b>	<b>0</b>	<b>4222</b>	<b>1957</b>