



Proxy Voting Fact Sheet

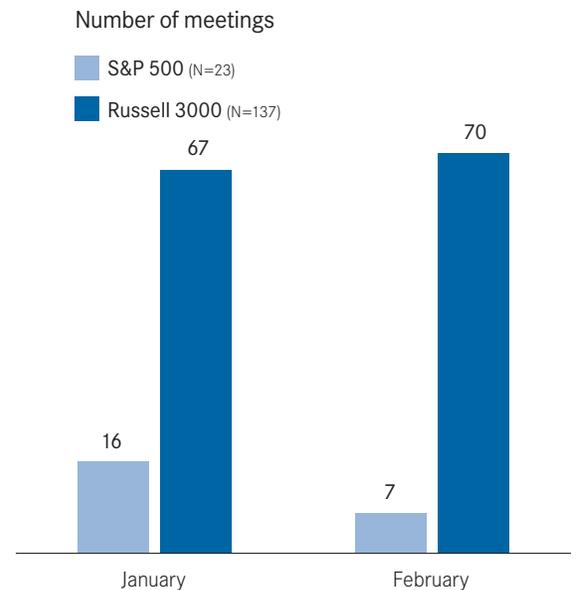
PV-V3N1 | MARCH 2014

HIGHLIGHTS

- For meetings that took place in January and February 2014, shareholder proposal volume declined compared with same period last year, possibly a sign that investor engagement continues to be fruitful for companies.
- The proportion of proposals that went to a vote increased versus last year, while omissions declined. Over the last couple of proxy seasons, activists have been introducing new topics to the voting ballot seeking sustainability reporting, proxy access, information about corporate political contributions, and the elimination of tax gross-ups and golden coffins. Data on the number of resolutions that went to a vote may indicate that proponents are refining the formulation of these new requests to reduce the likelihood of exclusion by management.
- Only two proposals requesting a political contribution policy went to a vote during the examined period, but their average support level was 37.7 percent—significantly higher than the 29.6 percent registered on this topic during the same period in 2013. If confirmed, this finding may indicate that the movement to expand this area of corporate disclosure is gaining momentum among investors.

Chart 1 **Shareholder Meetings—by Index**

During the January 1–February 28, 2014, period, 137 Russell 3000 companies held AGMs. During the same period, 23 S&P 500 companies held AGMs. Results of early meetings show that the volume of shareholder proposals is down compared to the same period last year, even though the number of meetings in both indexes is similar. During the same period in 2013, 141 Russell 3000 companies held meetings, and 24 S&P companies did so. As shown in Chart 3 and discussed on p. 3, the volume of proposals to date in 2014 is considerably lower: 24 versus 39 in the Russell 3000 (or a 38.5 percent decline) and 22 versus 33 in the S&P (-33.3 percent). It is too early in the proxy season to base any definitive conclusion on this finding. However, the continued effort by many companies to better engage with investors, especially after the introduction of mandatory say-on-pay votes, may explain this reduction.

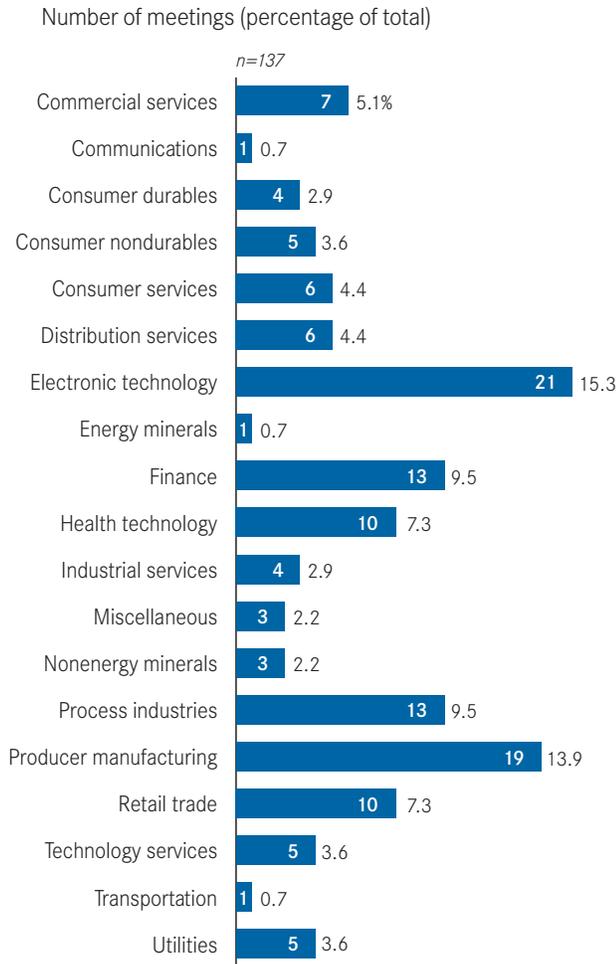


Data include companies (including non-US) that held AGMs between January 1 and February 28, 2014. Results exclude special meetings and written consents.

Source: The Conference Board/FactSet, 2014.

Chart 2 **Shareholder Meetings—by Industry (Russell 3000)**

Russell 3000 companies that held AGMs during the period comprised 19 industries. Electronic technology companies had the greatest proportion of AGMs during the period, followed by companies in the producer manufacturing industry. The industries with the smallest proportion of meetings were communications, energy minerals, and transportation.



Note: Percentages may not add to 100 due to rounding.

Source: The Conference Board/FactSet, 2014.

Methodology

The *Proxy Voting Fact Sheet* examines shareholder proposals submitted to business corporations registered with the US Securities and Exchange Commission (SEC) that held their annual general shareholder meetings (AGMs) between January 1, 2014, and February 28, 2014, and, at the time of their AGM, were in the Russell 3000 Index. The analysis is based on data compiled by FactSet from public disclosures as of March 11, 2014.

Data reviewed in The *Proxy Voting Fact Sheet* include AGM volume; shareholder proposal volume, topics, sponsorship, and voting results; and results of shareholder votes on management say-on-pay proposals.

Proponent types considered in the sponsorship analysis reflect the categorizations used by FactSet LionShares. Shareholder proposal subjects considered in the subject analysis are executive compensation; corporate governance; social and environmental policy; and a fourth, all-inclusive “other” category comprising resolutions on director nomination, mergers and acquisitions transactions, asset divestitures, or other value maximization proposals. The discussion of voting results is integrated with information on shareholder proposals that did not receive a vote because sponsors withdrew them, management decided to omit them from the voting ballot, or for an undisclosed reason. Omission figures indicate that the company was granted no-action relief from the staff of the SEC in connection with the exclusion of a shareholder proposal from its proxy materials, in reliance on Rule 14a-8 under the Securities Exchange Act of 1934. Data on withdrawn proposals is limited to publicly available information or information provided to FactSet by the proponent or issuer.

Aggregate data on shareholder proposals are examined and segmented based on business industry and company size (as measured in terms of market capitalization). In addition, to highlight differences between small and large companies, in some instances, findings in the Russell 3000 sample are compared with those regarding companies that, at the time of their AGMs, were in the S&P 500.

Chart 3 **Voted, Omitted, and Withdrawn Shareholder Proposals—by Index**

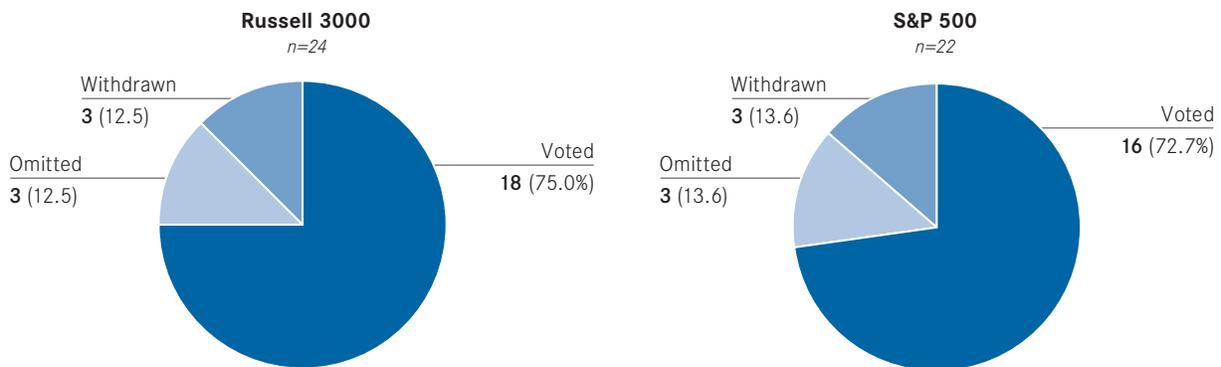
As shown in Chart 3, 18 of the 24 proposals submitted by shareholders to Russell 3000 companies that held meetings during the period, or 75.0 percent, went to a vote. Of the remaining six proposals, three were withdrawn and three were omitted (12.5 percent each). The percentages were similar among the S&P 500: 16 of the 22 proposals submitted went to a vote (72.7 percent), three were omitted, and three were withdrawn (13.6 percent each).

For both indexes, the proportion of voted proposals is higher than last year. For the same period in 2013, roughly 54 percent of the 39 proposals submitted at Russell 3000 companies went to a vote, while 45.5 percent of the 33 proposals at S&P companies went to a vote. The percentage of omissions for the January–February 2014 period is much lower compared to the same period in 2013: 12.5 percent in the Russell 3000 and 13.6 percent

in the S&P, compared to 35.9 percent and 45.5 percent, respectively. The high number of omissions registered in the 2013 proxy season was possibly due to the shift by activist investors to new types of requests (such as those seeking proxy access, a policy on political contributions, or the elimination of questionable pay practices); many of those proposals were excluded from the voting ballot by management based on noncompliance with securities laws. The preliminary data on omissions in 2014 may show that investors are receptive to interpretive guidance issued by the SEC and are coalescing around the most appropriate formulation of these new requests.

In both indexes, the proportion of withdrawals for the period (12.5 percent in the Russell 3000 and 13.6 percent in the S&P) is slightly higher than for the same period last year (10.3 percent and 9.1 percent, respectively).

Number of shareholder proposals (percentage of total)



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

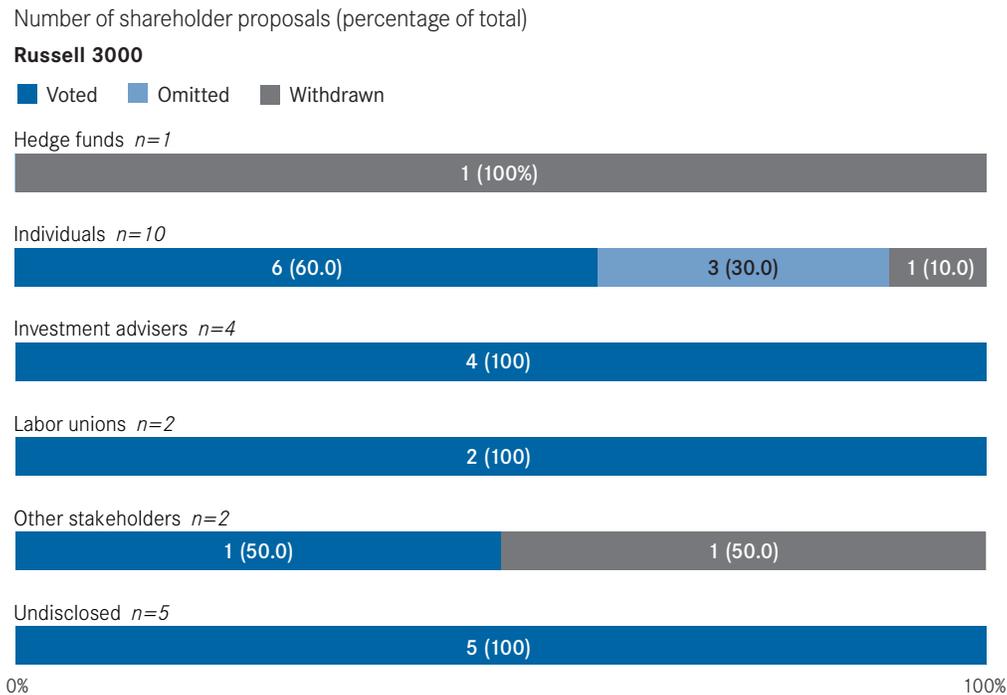
Source: The Conference Board/FactSet, 2014.

Chart 4 **Voted, Omitted, and Withdrawn Shareholder Proposals—by Sponsor**

Individuals filed the most shareholder proposals at Russell 3000 companies (10, or roughly 42 percent of the 24 submitted). Sponsors for five proposals were not disclosed, while investment advisers sponsored four proposals (16.7 percent). None of the proposals at Russell 3000 companies with meetings during the January–February period were submitted by pension funds, corporations, religious groups, mutual fund managers, named stockholders, or other institutions.

During the same period in 2013, public pension funds submitted 9 of the 39 proposals at Russell 3000 companies, and religious groups filed two.

In the Russell 3000, six of the ten proposals sponsored by individuals were voted, one was withdrawn, and three were omitted (the only omissions for the period). The only proposal sponsored by a hedge fund was withdrawn. All four of the proposals sponsored by investment advisers were voted, while one proposal submitted by other stakeholders was withdrawn and the other was voted.



Source: The Conference Board/FactSet, 2014.

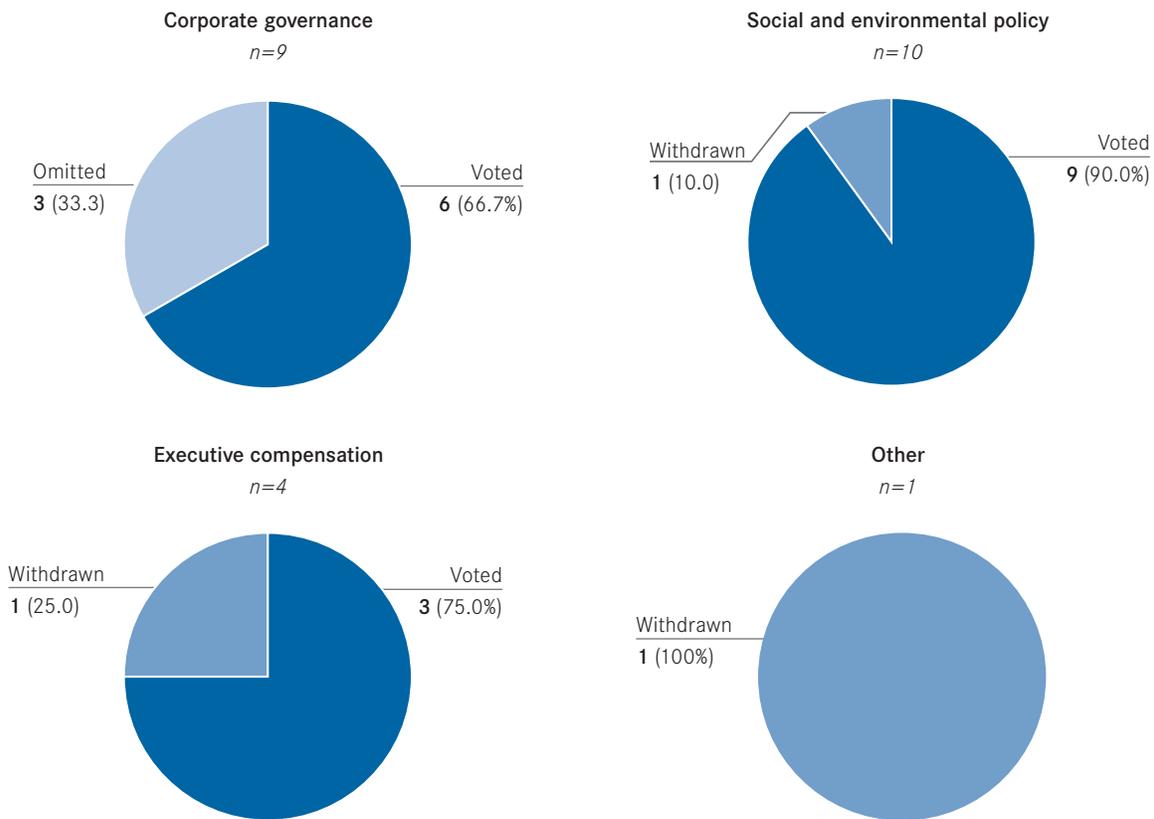
Chart 5 **Voted, Omitted, and Withdrawn Shareholder Proposals—by Subject**

For the early meetings, the bulk of proposals introduced at Russell 3000 companies related to social/environmental policy (10, or 41.7 percent of the total submitted) and corporate governance (9, or 37.5 percent). All but one of the social/environmental proposals during the period went to a vote (see Table 3, p. 7 for vote details). One animal rights proposal submitted to Tyson Foods, Inc. was withdrawn. Of the nine voted proposals, three related to sustainability reporting; the rest were evenly split among health issues, human rights, and political issues.

Six of the nine governance proposals were voted, while three, each submitted by a different individual (Deere & Company, D.R. Horton, Inc., and Walgreen Co.), were omitted. Three of the four executive compensation proposals submitted were voted, while one was withdrawn. The only proposal in the all-inclusive “other” category—a nonbinding proposal submitted by Carl Icahn’s hedge fund, High River Limited Partnership, asking Apple Inc. to increase its stock buyback program in 2014—was withdrawn after proxy advisory firm ISS recommended against it.¹

1 “Carl C. Icahn Issues Open Letter to Apple Shareholders,” February 10, 2014 (www.sec.gov/Archives/edgar/data/320193/000092846414000013/aaplpx14a6g021014.htm).

Number of shareholder proposals (percentage of total)



Source: The Conference Board/FactSet, 2014.

Shareholder Proposals—by Topic

Tables 1–3 show the number of proposals voted for each topic within each of the subjects considered, as well as the *for* votes as a percentage of votes cast and as a percentage of shares outstanding. There were no voted proposals in the “other” category during the examined period. (For a description of the subject categories, see Methodology on page 2).

On average, shareholder proposals on corporate governance had the highest average percentage of *for* votes as a percentage of votes cast (44.0 percent). Within that subject, the highest average shareholder support (64.9 percent) was for a proposal seeking to eliminate supermajority vote requirements at Costco Wholesale Corp. (Table 2). The only other governance proposal to win majority support during the period sought to change from plurality to majority voting for director elections at Rockwell Automation Inc.

Table 1 **Shareholder Proposals on Executive Compensation—Average Voting Results, by Topic**

| Topic | Voted proposals | As a percentage of votes cast | | | As a percentage of votes outstanding | | | |
|--|-----------------|-------------------------------|-------------|------------|--------------------------------------|-------------|------------|-------------|
| | | For | Against | Abstain | For | Against | Abstain | Non Votes |
| Recoup incentive pay (“clawback”) | 1 | 36.4% | 62.5% | 1.0% | 26.7% | 45.9% | 0.8% | 13.0% |
| Require equity retention period | 1 | 27.5 | 71.8 | 0.6 | 19.3 | 50.3 | 0.4 | 15.1 |
| Limit (vote on) severance agreements (“golden parachutes”) | 1 | 40.6 | 57.1 | 2.4 | 35.0 | 49.2 | 2.0 | 6.2 |
| Subject average | 3 | 34.8 | 63.8 | 1.3 | 27.0 | 48.5 | 1.1 | 11.4 |

Note: Percentages may not add up to 100 due to rounding.

Source: The Conference Board/FactSet, 2014.

Table 2 **Shareholder Proposals on Corporate Governance—Average Voting Results, by Topic**

| Topic | Voted proposals | As a percentage of votes cast | | | As a percentage of votes outstanding | | | |
|---|-----------------|-------------------------------|-------------|------------|--------------------------------------|-------------|------------|-------------|
| | | For | Against | Abstain | For | Against | Abstain | Non Votes |
| Change from plurality to majority voting | 1 | 62.2% | 35.0% | 2.8% | 44.4% | 25.0% | 2.0% | 12.2% |
| Eliminate supermajority vote requirements | 1 | 64.9 | 34.7 | 0.4 | 45.8 | 24.5 | 0.3 | 13.6 |
| Include shareholder nominee in company proxy (proxy access) | 2 | 23.8 | 75.3 | 0.9 | 16.3 | 45.4 | 0.6 | 20.1 |
| Separate chairman/CEO | 1 | 29.6 | 69.5 | 0.8 | 22.7 | 53.2 | 0.6 | 10.1 |
| Other corporate governance issues | 1 | 39.2 | 59.8 | 1.0 | 28.8 | 43.9 | 0.7 | 13.0 |
| Subject average | 6 | 44.0 | 54.9 | 1.2 | 31.6 | 38.4 | 0.8 | 13.8 |

Note: Percentages may not add up to 100 due to rounding.

Source: The Conference Board/FactSet, 2014.

Social and environmental policy proposals had the highest average proportion of *against* votes as a percentage of votes cast (73.5 percent). None of those proposals won majority support; however, support for the two political issues proposals that went to a vote averaged 37.7 percent (Table 3).

That is significantly higher than the average of 29.6 percent for two political issues proposals voted during the same period in 2013 and, if confirmed in the coming months, may indicate that investors increasingly recognize the importance of transparency on corporate political contributions.

Table 3 **Shareholder Proposals on Social/Environmental Policy—Average Voting Results, by Topic**

| Topic | Voted proposals | As a percentage of votes cast | | | As a percentage of votes outstanding | | | |
|--------------------------|-----------------|-------------------------------|-------------|-------------|--------------------------------------|-------------|------------|-------------|
| | | For | Against | Abstain | For | Against | Abstain | Non Votes |
| Health issues | 2 | 4.7% | 83.4% | 11.9% | 3.8 | 66.7% | 9.5% | 6.5% |
| Human rights | 2 | 2.7 | 94.6 | 2.7 | 1.5 | 51.7 | 1.5 | 25.1 |
| Political issues | 2 | 37.7 | 47.0 | 15.3 | 26.9 | 33.6 | 10.9 | 14.4 |
| Sustainability reporting | 3 | 18.3 | 68.9 | 12.8 | 14.5 | 49.2 | 9.2 | 14.3 |
| Subject average | 9 | 15.9 | 73.5 | 10.7 | 11.7 | 50.3 | 7.8 | 15.1 |

Note: Percentages may not add up to 100 due to rounding.

Source: The Conference Board/FactSet, 2014.

Say-on-Pay Management Proposals—Voting Results

All 120 of the Russell 3000 companies that reported detailed vote results during the January–February 2014 period won majority support for their say-on-pay proposals. Only two companies (Emulex Corporation and Nuance Communications, Inc.) received shareholder support of less than 70 percent (widely viewed as the threshold to avoid further scrutiny by proxy advisory firms). Nuance Communications failed to win majority support for its SOP proposal in 2013.

Overall, *for* votes as a percentage of votes cast averaged 94.3 percent, higher than the average of 90.8 percent for the 109 companies reporting results for meetings during the same period in 2013. Vote results for one company that held a SOP vote during the period (J & J Snack Foods Corp.) were pending or not disclosed as of March 11, 2014 (Table 4).

Table 4 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting date | Proposal result | As a percentage of votes cast | | | As a percentage of shares outstanding | | | |
|----------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Accenture plc | 1/30/14 | Pass | 96.3% | 3.1% | 0.6% | 58.3% | 1.9% | 0.4% | 3.4% |
| Actuant Corporation | 1/14/14 | Pass | 98.4 | 1.2 | 0.5 | 89.9 | 1.1 | 0.4 | 2.9 |
| Acuity Brands, Inc. | 1/7/14 | Pass | 98.0 | 1.5 | 0.5 | 85.8 | 1.3 | 0.5 | 4.9 |
| Air Products and Chemicals, Inc. | 1/23/14 | Pass | 85.7 | 13.9 | 0.4 | 71.2 | 11.5 | 0.4 | 6.8 |
| Alico, Inc. | 2/28/14 | Pass | 99.2 | 0.7 | 0.1 | 78.8 | 0.5 | 0.1 | 14.8 |
| Analogic Corporation | 1/21/14 | Pass | 95.1 | 4.6 | 0.3 | 88.9 | 4.3 | 0.3 | 3.5 |
| Apple Inc. | 2/28/14 | Pass | 95.7 | 3.0 | 1.3 | 52.3 | 1.7 | 0.7 | 25.1 |
| Ashland Inc. | 1/30/14 | Pass | 96.7 | 1.9 | 1.5 | 81.1 | 1.6 | 1.2 | 6.3 |
| Atmos Energy Corporation | 2/5/14 | Pass | 96.5 | 2.8 | 0.7 | 70.1 | 2.0 | 0.5 | 17.9 |
| Atwood Oceanics, Inc. | 2/19/14 | Pass | 97.7 | 1.9 | 0.3 | 83.8 | 1.7 | 0.3 | 6.1 |
| AVANIR Pharmaceuticals, Inc. | 2/12/14 | Pass | 95.2 | 4.3 | 0.5 | 43.8 | 2.0 | 0.2 | 41.3 |
| Beacon Roofing Supply, Inc. | 2/12/14 | Pass | 98.0 | 1.6 | 0.3 | 90.5 | 1.5 | 0.3 | 4.7 |
| Beazer Homes USA, Inc. | 2/6/14 | Pass | 98.4 | 1.0 | 0.6 | 56.2 | 0.6 | 0.4 | 21.8 |
| Becton, Dickinson and Company | 1/28/14 | Pass | 96.7 | 2.2 | 1.1 | 74.0 | 1.7 | 0.8 | 10.1 |
| Brooks Automation, Inc. | 2/5/14 | Pass | 81.9 | 17.5 | 0.6 | 66.3 | 14.2 | 0.5 | 9.5 |
| Cantel Medical Corp. | 1/9/14 | Pass | 94.3 | 2.2 | 3.5 | 79.0 | 1.8 | 3.0 | 6.8 |
| Capitol Federal Financial, Inc. | 1/21/14 | Pass | 96.8 | 2.3 | 0.9 | 81.9 | 2.0 | 0.7 | 10.9 |
| Central Garden & Pet Company | 2/10/14 | Pass | 97.9 | 1.8 | 0.3 | 51.1 | 0.9 | 0.1 | 11.1 |
| Charter Financial Corporation | 2/19/14 | Pass | 97.2 | 2.3 | 0.4 | 64.7 | 1.6 | 0.3 | 28.7 |
| Coherent, Inc. | 2/26/14 | Pass | 97.6 | 2.3 | 0.1 | 89.3 | 2.1 | 0.1 | 5.2 |
| Commercial Metals Company | 1/30/14 | Pass | 97.8 | 2.0 | 0.2 | 81.1 | 1.7 | 0.2 | 8.2 |
| Costco Wholesale Corporation | 1/30/14 | Pass | 98.7 | 0.8 | 0.5 | 69.6 | 0.6 | 0.3 | 13.6 |
| Courier Corporation | 1/21/14 | Pass | 92.9 | 6.5 | 0.6 | 76.4 | 5.4 | 0.5 | 12.4 |
| Cubic Corporation | 2/18/14 | Pass | 97.3 | 2.5 | 0.2 | 83.3 | 2.1 | 0.2 | 5.7 |
| D.R. Horton, Inc. | 1/23/14 | Pass | 94.8 | 4.6 | 0.5 | 74.5 | 3.6 | 0.4 | 8.6 |
| Dawson Geophysical Company | 1/21/14 | Pass | 86.9 | 11.3 | 1.8 | 60.7 | 7.9 | 1.3 | 17.1 |
| Deere & Company | 2/26/14 | Pass | 92.7 | 5.4 | 1.9 | 59.3 | 3.5 | 1.2 | 16.8 |
| Destination Maternity Corp. | 1/24/14 | Pass | 99.6 | 0.4 | 0.1 | 82.4 | 0.3 | 0.1 | 6.2 |
| Diamond Foods, Inc. | 1/14/14 | Pass | 80.5 | 12.4 | 7.1 | 46.4 | 7.2 | 4.1 | 23.3 |

continued on the next page

Table 4 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting date | Proposal result | As a percentage of votes cast | | | As a percentage of shares outstanding | | | |
|------------------------------------|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Digi International Inc. | 1/27/14 | Pass | 99.0 | 1.0 | 0.0 | 81.2 | 0.8 | 0.0 | 9.1 |
| Dolby Laboratories, Inc. | 2/4/14 | Pass | 96.6 | 3.3 | 0.0 | 95.1 | 3.3 | 0.0 | 0.8 |
| Emerson Electric Co. | 2/4/14 | Pass | 95.8 | 3.1 | 1.1 | 68.4 | 2.2 | 0.8 | 14.4 |
| Emulex Corporation | 2/6/14 | Pass | 58.3 | 40.5 | 1.2 | 44.3 | 30.8 | 0.9 | 14.5 |
| Energizer Holdings, Inc. | 1/27/14 | Pass | 93.7 | 3.1 | 3.2 | 72.5 | 2.4 | 2.5 | 9.8 |
| ESCO Technologies Inc. | 2/5/14 | Pass | 98.3 | 1.5 | 0.1 | 91.3 | 1.4 | 0.1 | 3.5 |
| Fair Isaac Corporation | 2/11/14 | Pass | 98.5 | 1.3 | 0.3 | 86.0 | 1.1 | 0.2 | 5.1 |
| Family Dollar Stores, Inc. | 1/16/14 | Pass | 96.3 | 3.5 | 0.2 | 79.1 | 2.9 | 0.2 | 5.2 |
| Franklin Covey Company | 1/24/14 | Pass | 96.7 | 3.2 | 0.1 | 66.6 | 2.2 | 0.0 | 21.3 |
| Franklin Financial Corp. | 2/25/14 | Pass | 99.1 | 0.8 | 0.1 | 77.2 | 0.6 | 0.1 | 14.5 |
| Geospace Technologies Corporation | 2/6/14 | Pass | 97.9 | 2.1 | 0.1 | 87.8 | 1.8 | 0.1 | 6.2 |
| Greif, Inc. | 2/24/14 | Pass | 97.2 | 0.4 | 2.5 | 79.5 | 0.3 | 2.0 | n/a |
| Griffon Corporation | 1/30/14 | Pass | 70.5 | 13.6 | 15.9 | 64.8 | 12.5 | 14.6 | 3.6 |
| Haynes International, Inc. | 2/24/14 | Pass | 97.2 | 0.7 | 2.1 | 92.4 | 0.7 | 2.0 | 2.0 |
| Headwaters Incorporated | 2/27/14 | Pass | 96.8 | 2.6 | 0.5 | 59.4 | 1.6 | 0.3 | 21.1 |
| Hillenbrand Inc. | 2/26/14 | Pass | 97.0 | 1.4 | 1.6 | 78.1 | 1.1 | 1.3 | 9.3 |
| Hutchinson Technology Incorporated | 1/30/14 | Pass | 93.5 | 5.5 | 1.0 | 43.5 | 2.6 | 0.4 | 42.8 |
| Ingles Markets, Incorporated | 2/11/14 | Pass | 97.3 | 0.1 | 2.6 | 88.9 | 0.1 | 2.4 | n/a |
| Insteel Industries, Inc. | 2/12/14 | Pass | 97.8 | 1.5 | 0.7 | 84.6 | 1.3 | 0.6 | 5.9 |
| Integrated Silicon Solution, Inc. | 2/11/14 | Pass | 98.3 | 1.0 | 0.7 | 79.1 | 0.8 | 0.5 | 12.0 |
| INTL FCStone Inc. | 2/27/14 | Pass | 93.4 | 6.6 | 0.1 | 68.7 | 4.8 | 0.0 | 17.0 |
| Intuit Inc. | 1/23/14 | Pass | 82.1 | 17.7 | 0.2 | 69.7 | 15.1 | 0.1 | 5.4 |
| Jabil Circuit, Inc. | 1/23/14 | Pass | 99.2 | 0.6 | 0.2 | 76.7 | 0.5 | 0.1 | 11.1 |
| Jack In The Box Inc. | 2/14/14 | Pass | 97.8 | 2.1 | 0.1 | 86.3 | 1.9 | 0.1 | 5.3 |
| Jacobs Engineering Group Inc. | 1/23/14 | Pass | 94.3 | 5.3 | 0.4 | 71.5 | 4.0 | 0.3 | 11.4 |
| Johnson Controls, Inc. | 1/29/14 | Pass | 95.4 | 3.2 | 1.5 | 74.9 | 2.5 | 1.2 | 10.6 |
| Johnson Outdoors Inc. | 2/26/14 | Pass | 99.3 | 0.7 | 0.1 | 95.1 | 0.6 | 0.1 | 1.6 |
| Landauer, Inc. | 2/20/14 | Pass | 73.4 | 25.0 | 1.6 | 58.0 | 19.8 | 1.3 | n/a |
| Lindsay Corporation | 1/27/14 | Pass | 93.5 | 4.5 | 2.1 | 68.2 | 3.3 | 1.5 | 13.0 |
| Liquidity Services, Inc. | 2/27/14 | Pass | 92.2 | 7.4 | 0.4 | 73.8 | 5.9 | 0.3 | 8.7 |
| Luby's, Inc. | 1/24/14 | Pass | 98.7 | 0.9 | 0.4 | 77.4 | 0.7 | 0.3 | 9.3 |
| MarineMax, Inc. | 2/26/14 | Pass | 98.9 | 0.9 | 0.1 | 85.1 | 0.8 | 0.1 | 10.5 |
| Matthews International Corporation | 2/20/14 | Pass | 94.2 | 3.7 | 2.1 | 76.1 | 3.0 | 1.7 | 7.8 |
| Meridian Bioscience, Inc. | 1/22/14 | Pass | 95.2 | 3.9 | 0.8 | 79.7 | 3.3 | 0.7 | 10.5 |
| Meritor, Inc. | 1/23/14 | Pass | 94.6 | 4.2 | 1.1 | 71.2 | 3.2 | 0.9 | 10.9 |
| Meta Financial Group, Inc. | 1/27/14 | Pass | 94.0 | 5.4 | 0.6 | 63.5 | 3.6 | 0.4 | n/a |
| Micron Technology, Inc. | 1/23/14 | Pass | 95.6 | 4.2 | 0.2 | 71.5 | 3.2 | 0.1 | n/a |
| Microsemi Corporation | 2/11/14 | Pass | 97.1 | 2.9 | 0.1 | 89.9 | 2.6 | 0.0 | 2.6 |
| Mitek Systems Inc. | 2/19/14 | Pass | 78.9 | 16.8 | 4.2 | 33.6 | 7.2 | 1.8 | 44.7 |
| Monsanto Company | 1/28/14 | Pass | 96.9 | 2.2 | 0.9 | 77.4 | 1.8 | 0.7 | 6.5 |
| MSC Industrial Direct Co., Inc. | 1/16/14 | Pass | 99.4 | 0.4 | 0.1 | 97.5 | 0.4 | 0.1 | 0.7 |
| MTS Systems Corporation | 2/11/14 | Pass | 99.2 | 0.6 | 0.2 | 84.8 | 0.5 | 0.2 | 9.6 |

continued on the next page

Table 4 **Say-on-Pay Management Proposals—Voting Results**

| Company | Meeting date | Proposal result | As a percentage of votes cast | | | As a percentage of shares outstanding | | | |
|---|--------------|-----------------|-------------------------------|---------|---------|---------------------------------------|---------|---------|----------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Mueller Water Products, Inc. | 1/29/14 | Pass | 98.5 | 0.5 | 1.0 | 73.4 | 0.4 | 0.7 | 14.1 |
| Multimedia Games Holding Company, Inc. | 1/30/14 | Pass | 98.3 | 0.3 | 1.4 | 78.2 | 0.2 | 1.1 | 11.3 |
| MWI Veterinary Supply, Inc. | 2/12/14 | Pass | 98.4 | 0.4 | 1.1 | 89.1 | 0.4 | 1.0 | 5.2 |
| NASB Financial, Inc. | 1/28/14 | Pass | 96.6 | 1.9 | 1.5 | 79.4 | 1.5 | 1.2 | 10.9 |
| NCI Building Systems, Inc. | 2/25/14 | Pass | 99.9 | 0.1 | 0.0 | 91.6 | 0.0 | 0.0 | 4.5 |
| New Jersey Resources Corporation | 1/22/14 | Pass | 95.2 | 3.8 | 1.0 | 65.5 | 2.6 | 0.7 | 16.4 |
| Nordson Corporation | 2/25/14 | Pass | 97.9 | 1.7 | 0.4 | 86.0 | 1.5 | 0.3 | 4.8 |
| Nuance Communications, Inc. | 2/3/14 | Pass | 50.5 | 49.1 | 0.5 | 31.2 | 30.3 | 0.3 | 21.2 |
| Nutraceutical International Corporation | 1/27/14 | Pass | 81.2 | 14.5 | 4.3 | 63.7 | 11.4 | 3.4 | 12.9 |
| Oshkosh Corporation | 2/4/14 | Pass | 98.1 | 1.6 | 0.3 | 84.5 | 1.4 | 0.2 | 6.2 |
| Patriot Transportation Holding, Inc. | 2/5/14 | Pass | 99.5 | 0.5 | 0.1 | 80.2 | 0.4 | 0.1 | 16.8 |
| Penford Corporation | 1/30/14 | Pass | 94.3 | 4.8 | 1.0 | 80.8 | 4.1 | 0.8 | 8.8 |
| Plexus Corp. | 2/12/14 | Pass | 90.9 | 8.8 | 0.3 | 78.6 | 7.6 | 0.3 | 8.2 |
| Post Holdings, Inc. | 1/30/14 | Pass | 91.5 | 1.3 | 7.2 | 78.7 | 1.1 | 6.2 | 6.1 |
| Powell Industries, Inc. | 2/26/14 | Pass | 99.3 | 0.5 | 0.2 | 90.0 | 0.4 | 0.2 | n/a |
| Pure Cycle Corporation | 1/15/14 | Pass | 99.2 | 0.5 | 0.3 | 61.0 | 0.3 | 0.2 | 26.3 |
| Quanex Building Products Corporation | 2/27/14 | Pass | 96.1 | 3.5 | 0.4 | 87.2 | 3.1 | 0.4 | n/a |
| Raymond James Financial, Inc. | 2/20/14 | Pass | 98.7 | 1.2 | 0.1 | 78.1 | 1.0 | 0.1 | n/a |
| Rock-Tenn Company | 1/31/14 | Pass | 98.4 | 1.5 | 0.2 | 80.5 | 1.2 | 0.1 | 6.9 |
| Rockwell Automation, Inc. | 2/4/14 | Pass | 96.0 | 2.4 | 1.6 | 70.3 | 1.8 | 1.2 | 10.7 |
| Rockwell Collins, Inc. | 2/6/14 | Pass | 95.5 | 2.8 | 1.7 | 72.1 | 2.1 | 1.2 | 11.4 |
| Sally Beauty Holdings, Inc. | 1/30/14 | Pass | 97.6 | 0.9 | 1.5 | 90.0 | 0.8 | 1.4 | 3.6 |
| Sanderson Farms, Inc. | 2/13/14 | Pass | 98.8 | 1.2 | 0.1 | 84.6 | 1.0 | 0.1 | 6.8 |
| Schnitzer Steel Industries, Inc. | 1/29/14 | Pass | 75.9 | 23.9 | 0.1 | 57.7 | 18.2 | 0.1 | n/a |
| Sirona Dental Systems, Inc. | 2/19/14 | Pass | 98.5 | 1.5 | 0.0 | 87.7 | 1.3 | 0.0 | 4.6 |
| Sonic Corp. | 1/16/14 | Pass | 99.0 | 0.9 | 0.1 | 83.9 | 0.7 | 0.1 | 9.4 |
| Spectrum Brands Holdings, Inc. | 1/28/14 | Pass | 97.7 | 1.9 | 0.4 | 89.5 | 1.8 | 0.3 | n/a |
| Sterling Bancorp | 2/20/14 | Pass | 93.5 | 3.7 | 2.8 | 72.0 | 2.8 | 2.2 | 13.7 |
| Straight Path Communications, Inc. | 1/16/14 | Pass | 99.2 | 0.2 | 0.6 | 87.3 | 0.1 | 0.6 | 6.8 |
| Super Micro Computer, Inc. | 2/13/14 | Pass | 98.1 | 1.4 | 0.4 | 82.3 | 1.2 | 0.4 | 11.0 |
| SurModics, Inc. | 2/4/14 | Pass | 95.4 | 3.5 | 1.1 | 75.6 | 2.8 | 0.8 | 12.5 |
| TD Ameritrade Holding Corporation | 2/12/14 | Pass | 94.1 | 3.1 | 2.8 | 85.9 | 2.8 | 2.5 | 3.2 |
| Tetra Tech, Inc. | 2/27/14 | Pass | 98.0 | 1.9 | 0.1 | 77.6 | 1.5 | 0.1 | 7.3 |
| TFS Financial Corporation | 2/20/14 | Pass | 88.9 | 11.0 | 0.1 | 83.3 | 10.3 | 0.1 | 4.3 |
| The Greenbrier Companies, Inc. | 1/8/14 | Pass | 94.1 | 2.2 | 3.7 | 72.9 | 1.7 | 2.9 | 12.4 |
| The Laclede Group, Inc. | 1/30/14 | Pass | 95.2 | 2.3 | 2.4 | 64.6 | 1.6 | 1.7 | 17.2 |
| The Scotts Miracle-Gro Company | 1/30/14 | Pass | 98.2 | 1.3 | 0.5 | 88.7 | 1.2 | 0.4 | 4.1 |
| The Valspar Corporation | 2/19/14 | Pass | 96.1 | 3.4 | 0.5 | 82.6 | 2.9 | 0.4 | 6.8 |
| Tyson Foods, Inc. | 1/31/14 | Pass | 98.8 | 1.0 | 0.2 | 91.9 | 0.9 | 0.2 | 1.9 |
| UGI Corporation | 1/30/14 | Pass | 94.9 | 4.1 | 1.0 | 74.7 | 3.3 | 0.8 | n/a |
| Universal Technical Institute, Inc. | 2/19/14 | Pass | 92.8 | 1.9 | 5.3 | 80.6 | 1.7 | 4.6 | 6.0 |
| Varian Medical Systems, Inc. | 2/20/14 | Pass | 93.3 | 6.3 | 0.4 | 72.6 | 4.9 | 0.3 | 7.7 |

continued on the next page

Table 4 **Say-on-Pay Management Proposals—Voting Results**

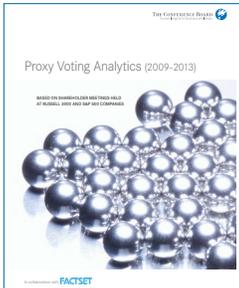
| Company | Meeting date | Proposal result | As a percentage of votes cast | | | As a percentage of shares outstanding | | | |
|-------------------------------|--------------|-----------------|-------------------------------|-------------|-------------|---------------------------------------|-------------|-------------|--------------|
| | | | For | Against | Abstain | For | Against | Abstain | Nonvotes |
| Visa Inc. | 1/29/14 | Pass | 97.4 | 2.3 | 0.3 | 71.3 | 1.7 | 0.2 | 7.7 |
| Walgreen Co. | 1/8/14 | Pass | 96.6 | 2.8 | 0.6 | 67.6 | 2.0 | 0.4 | 15.1 |
| Washington Federal, Inc. | 1/15/14 | Pass | 98.3 | 0.9 | 0.8 | 79.5 | 0.7 | 0.6 | n/a |
| Wesco Aircraft Holdings, Inc. | 1/28/14 | Pass | 99.7 | 0.2 | 0.1 | 94.0 | 0.2 | 0.1 | 1.9 |
| Whole Foods Market, Inc. | 2/24/14 | Pass | 97.1 | 1.9 | 1.0 | 71.3 | 1.4 | 0.7 | 13.0 |
| Woodward, Inc. | 1/22/14 | Pass | 92.8 | 5.9 | 1.3 | 77.3 | 4.9 | 1.1 | 10.4 |
| Zep Inc. | 1/7/14 | Pass | 71.2 | 10.2 | 18.6 | 60.8 | 8.7 | 15.9 | 7.9 |
| Averages | | | 94.3% | 4.4% | 1.3% | 75.6% | 3.4% | 1.0% | 10.6% |

Note: Percentages may not add up to 100 due to rounding. Results do not include 1 proposal at J & J Snack Foods Corp. which was reported as pending/not disclosed as of March 11, 2014.

Source: The Conference Board/FactSet, 2014.

Proxy Voting Fact Sheet

The *Proxy Voting Fact Sheet* is the result of a collaboration between The Conference Board and FactSet. The *Fact Sheet*



is updated on a bimonthly basis in March, May, and July of each year and complements *Proxy Voting Analytics*, a comprehensive annual benchmarking report on the proxy voting season released in the fall. Download *Proxy Voting Analytics (2009-2013)* at www.conference-board.org/proxy2013.

Unless specifically noted, the *Fact Sheet* data are compiled by FactSet and drawn from public disclosure. To access the underlying database, which is updated daily, and retrieve management and shareholder proposals, no-action letter requests, and voting results regarding individual companies, please visit www.conference-board.org/proxyvoting.

About the Executive Editor

Melissa Aguilar is a researcher in the corporate leadership department at The Conference Board in New York. Her research focuses on corporate governance and risk issues, including succession planning, enterprise risk management, and shareholder activism. Aguilar serves as executive editor of *Director Notes*, a bimonthly online publication published by The Conference Board for corporate board members and business executives that covers issues such as governance, risk, and sustainability. She is also coauthor of *CEO Succession Practices* and *Proxy Voting Analytics*. Prior to joining The Conference Board, she reported on compliance and corporate governance issues as a contributor to *Compliance Week* and *Bloomberg Brief Financial Regulation*. Aguilar previously held a number of editorial positions at SourceMedia Inc.

For more information on this report, please contact:

Melissa Aguilar, researcher, corporate leadership at 212 339 0303 or melissa.aguilar@conferenceboard.org

THE CONFERENCE BOARD, INC. | WWW.CONFERENCEBOARD.ORG

AMERICAS | +1 212 759 0900 | CUSTOMER.SERVICE@CONFERENCEBOARD.ORG

ASIA | +65 6325 3121 | SERVICE.AP@CONFERENCEBOARD.ORG

EUROPE, MIDDLE EAST, AFRICA | +32 2 675 54 05 | BRUSSELS@CONFERENCEBOARD.ORG

THE CONFERENCE BOARD OF CANADA | +1 613 526 3280 | WWW.CONFERENCEBOARD.CA

About The Conference Board

The Conference Board is a global, independent business membership and research association working in the public interest. Our mission is unique: to provide the world's leading organizations with the practical knowledge they need to improve their performance *and* better serve society. The Conference Board is a nonadvocacy, not-for-profit entity, holding 501(c)(3) tax-exempt status in the USA.

About FACTSET

FactSet Research Systems Inc., a leading provider of financial information and analytics, helps the world's best investment professionals outperform. More than 48,000 users stay ahead of global market trends, access extensive company and industry intelligence, and monitor performance with FactSet's desktop analytics, mobile applications, and comprehensive data feeds. FactSet's corporate governance database, SharkRepellent, provides information on takeover defense and proxy-related issues. FactSet's corporate activism database, SharkWatch, provides access to detailed activist investor profiles. The company was named the 2012 Best Research Provider at the Inside Market Data and Inside Reference Data Awards and has been included in FORTUNE's Top 100 Best Companies to Work For, the United Kingdom's Great Places to Work, and France's Best Workplaces. FactSet is listed on the New York Stock Exchange and NASDAQ (NYSE: FDS | NASDAQ: FDS). For more information, visit www.factset.com and follow FactSet on Twitter: www.twitter.com/factset.