



West Yorkshire Pension Fund

Proxy Voting Review
April 2011 – June 2011

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UK Voting Review

Smith & Nephew AGM 14th April

Remuneration was an issue at Smith & Nephew. Disclosure of cash remuneration and pension entitlements is satisfactory. There is no disclosure of an expected value calculation for share awards and specific targets for the annual bonus are not quantified.

Performance targets and maximum award levels are set out for the long-term incentives. Executive share schemes are not linked to non-financial KPI's. In light of the level of awards and brokers' forecasts, targets attached to the PSP and the Executive Share Option scheme are deemed not challenging. PIRC considers that the vesting scales are sufficiently broad for both schemes.

We welcome the use of concurrent performance criteria for the PSP scheme, however, the Company uses only one criteria for its Executive Share Option scheme which is in contravention to best practice. We note that even if the company under performs the market, they will still receive 100% of the EPSA target. PIRC considers the maximum combined award level to be potentially excessive and this was the case during the year. The company has a shareholding requirement for executive directors equivalent to two times of salary, which we welcome. However, the time frame for the shareholding requirement is five years. PIRC would like to see it reduced to no more than three years. There are no schemes enabling a majority of employees to participate in business success without subscription. We note with concern that incoming CEO (with effect from April 2011), O. Bohuon will receive a restricted stock award of over 200,000 shares and a cash payment of 1400,000 Euros to enable him to repay the cash amount and compensate partially for the forfeited unvested shares from his previous employment.

All executive directors have contracts with 12 months notice. On termination of the contract, the remuneration committee has the discretion to pay executive directors a sum equivalent to the salary and benefits including a proportion of the bonus they would have received had they worked their 12 months' notice. On change of control, executive directors will be entitled to 12 months salary and benefits plus 12 months bonus at target. PIRC considers the inclusion of unearned bonuses as a breach of best practice. We recommended that shareholders oppose the remuneration report.

BP plc AGM 14th April

Remuneration was an issue at BP. The accident in the Gulf of Mexico has impacted on the executive directors with two directors leaving the company, a new chief executive being appointed, and compensation being paid. In October 2010, Bob Dudley was promoted to the role of chief executive and saw his base salary increase from US\$ 750,000 to US\$1,175,000. This figure will not increase in 2011. He received no annual bonus award but will receive an award under the EDIP of 550% of base salary. The two other remaining executive directors, Iain Conn and Byron Grote received annual bonus awards of 45% of base salary and awards under the EDIP of 400% of base salary.

In respect of Tony Hayward, the outgoing chief executive, he received salary and benefits, but no bonus, of GBP 1.053m. In addition he was awarded compensation of GBP 1.045m and a further GBP 30,000 compensation in respect of UK statutory employment rights and has retained the potential to gain in excess of 1.8m performance shares. He is currently acting as a non-executive director with TNK-BP earning US\$ 150,000 per annum. With regard to Andy Inglis, the outgoing chief executive of BP's exploration and production business, he received salary and benefits, but no bonus, of GBP 753,000. In addition he was awarded compensation of GBP 690,000 and a further GBP 200,000 to cover various repatriation and relocation costs. In addition to these amounts, under a tax equalization arrangement, BP discharged a US tax liability arising from the participation by Mr Inglis in the UK pension scheme amounting to US\$ 1.26m. He has retained the potential to gain in excess of 1.3m performance shares. Mr

Inglis was appointed an executive director at Petrofac Limited in January 2011 but both in his case and to a lesser extent in the case of Dr Hayward there is no mention of BP enforcing the principle of mitigation as outlined in the annual report. We are also concerned that they are being treated as good leavers for the purposes of the share scheme.

In PIRC's view, notwithstanding that BP is a genuine global company, elements of the remuneration package are excessive particularly in respect of the departing directors retaining an interest in performance shares. Should these shares fully vest, they would be worth over GBP 8m to Dr Hayward and over GBP 6m to Mr Inglis, at today's share price, which in our view is wholly unacceptable. In addition, there has been no indication that the principle of mitigation, particularly in Mr Inglis' case, will be enforced. Going forward we would recommend that any compensation payments should be staggered over at least one calendar year.

We therefore recommended that shareholders oppose the remuneration report.

Rio Tinto Group plc AGM 14th April

There were a number of notable issues at Rio Tinto. Adequate environmental and employment policies are in place along with quantifiable environmental reporting. Following discussions with the Financial Reporting Review Panel (FRRP) during summer 2010, the company has included additional details of issues relating to employees, community and the environment. PIRC welcomes these further disclosures. However, the company had paid a dividend during the year but no resolution regarding the dividend has been put before shareholders. In PIRC's view shareholders should have an annual opportunity to approve any dividend(s) paid or proposed relating to the year under review, whether or not there is a legal requirement to do so. For this reason an abstention was recommended.

Separately, the board sought shareholder approval to increase the individual Performance Share Plan (PSP) limits so that annual maximum face value of Performance Shares that may be awarded is increased from 200 per cent to 300 per cent of base salary, with the opportunity to earn up to one and a half times this amount.

PIRC already considers the maximum award of the PSP to be excessive and not challenging. For this reason an oppose vote to any further increase in the award was recommended.

Finally Stephen Mayne is an Australian business journalist and professional shareholder advocate was seeking a position on the board. He contended that the board has not been held accountable for Rio Tinto's acquisition of Alcan, debt levels and discounted rights issue, its previously proposed strategic partnership with Chinalco and iron ore production joint venture with BHP Billiton and its response to the BHP Billiton takeover offer.

He believed that there should be more than three Australia based directors, given the relative contribution of Australian operations to the Group; and he believed that Canada is over-represented on the board and that non-executive director Mr Paul Tellier (a former director of Alcan) should not seek re-election for a further three-year term.

The Board recommended that shareholders vote against the election of Mr Mayne. We also recommended shareholders vote against his election as we did not consider Mr Mayne to demonstrate the relevant and significant competency and experience.

Shire plc AGM 26th April

Reporting and remuneration were issues at Shire. A first interim dividend for the first half of 2010 of 2.25 US cents (1.41 pence) per Ordinary Share, equivalent to 6.75 US cents per ADS, was paid in October 2010.

The Board resolved to pay a second interim dividend of 10.85 US cents (6.73 pence) per Ordinary Share equivalent to 32.55 US cents per ADS for the six months to December 31, 2010. This is consistent with Shire's stated policy of paying a dividend semi-annually, set in US cents per Ordinary Share. The company has previously explained that the reason that no final dividend is declared is to maintain in full a tax benefit for shareholders by ensuring that Stamp Duty Reserve Tax (SDRT) is not charged on sales of

shares by reference to the income access arrangements (IAS). SDRT is payable on share transactions for UK incorporated companies and foreign companies that maintain a share register in the UK. Shire has been incorporated as a holding company for the Shire group in Jersey and the prospectus issued at the time disclosed the fact that SDRT is not payable on transfer of shares in the holding company.

We consider distribution policy fundamental both to the income requirements of investors and to a company's investment and financial planning. It is clear from the company's explanation that the declaration of a final dividend creates a tax liability for shareholders. Specifically, SDRT is not then charged on any sale of Shire plc shares at a time when the shares also have a legal right to receive declared but, as yet, unpaid dividends under the income access arrangements.

We consider that the annual report should set out clearly that the relief from SDRT arises from a decision not to declare a final dividend and therefore deny shareholders a vote.

We recommended that shareholders oppose the report and accounts.

Turning to remuneration, combined executive incentive awards are excessive. Several changes have been made to the design of pay policy in 2010 over which we have concerns. The operation and design of pay is overly complex in our view. PWC act as pay consultants but also provide tax advice to the company. We consider the Adjusted ROIC targets introduced for 2011 to be challenging. Contracts provide for severance to include unearned bonus although mitigation is applied.

We recommended that shareholders oppose the remuneration report.

Barclays plc AGM 27th April

Reporting and remuneration were issues at Barclays. Total dividend paid in the year of 5.5p (2.5p) comprises 3p interim and 2.5p final and is covered by earnings however no vote was provided in order that shareholders may approve the dividend distribution policy. It is the Group's policy to declare and pay dividends on a quarterly basis. We were further concerned at the linking of distribution policy to executive pay. The company has adopted clawback provisions which become executable if a dividend is not paid. Historically dividend has been decided without introducing the possibility that executives may have to return incentive awards and the new clawback arrangements change this situation.

Given the impact on the economy of the global financial crisis and the pivotal role of banks we consider that shareholders should focus on reporting by financial institutions and any misalignment with governance arrangements. In this context we are concerned at the company's statement that the "chief operating decision maker" - for applying IFRS 8 is the executive committee and not the board. The company's segmental reporting note (IFRS 8) states that the "chief operating decision maker" is the executive committee. Given that the objective of IFRS 8 is to segment the business according to how the major capital allocation decisions are taken and then reported, the company's disclosure appears at odds with the schedule of matters reserved for the board which includes approval of financial statements and any significant changes in accounting policies. The segmental reporting is contrary in our view to the intention of Section 393 Companies Act in which it is the directors who are responsible for ensuring that the accounts give a true and fair view. Under section 393 the directors of a company must not approve accounts unless they are satisfied that they give a true and fair view of the assets, liabilities, financial position and profit or loss of the consolidated group. The UK legal environment also provides complementary governance rights to shareholders. Shareholders have the right to dismiss board members and elect directors. Such rights do not extend to all executive committee members. We recommended shareholders oppose the report and accounts.

We also recommended shareholders oppose the remuneration report. Disclosure of executive pay is opaque and design of executive pay is overly complex. This prevents analysis of the design and quantum of executive pay. We are particularly concerned about the choice of performance targets which link incentives to prudent share capital management. This is not appropriate, particularly in a regulated bank where regulatory requirements are being used to justify incentive payments. The financial underpin used to determine whether incentive awards should be reduced includes Core Tier 1 capital ratio. Clawback conditions only apply if a dividend is not paid. Contingent capital awards only vest if Group Core Tier 1

capital ratio is at least 7%. The mandatory TSR performance disclosure shows under performance against the FTSE 100 index over five years to 2010 and contrasts with incentive award policy over the same five year period. Termination provisions allow for the inclusion of bonuses, which we consider to be contrary to best practice.

Xstrata plc AGM 4th May

Remuneration and a lack of independent representation were issues at Xstrata. We recommended that shareholders oppose the election of a number of directors. Non-executives Ivan Glasenberg, Aristotelis Mistakidis and Tor Peterson were not considered independent by the company or PIRC as they are nominees of Glencore International AG, which owns 34.08% of the company's issued share capital. Non-executive Sir Steve Robson and senior independent director David Rough were not considered independent as they have been on the board for more than nine years. There is insufficient independent representation on the board in our view. We therefore recommended that shareholders oppose the election of all five directors.

Turning to remuneration, disclosure is considered to be adequate. Maximum awards and performance conditions are disclosed except for quantified annual bonus targets. Combined remuneration was excessive in the year under review with, for example, an annual bonus paid to the chief executive amounting to 300% of base salary. In addition, he received an award of 300% of base salary under the LTIP. Although the upper LTIP performance targets are considered sufficiently challenging, we have concerns over the lower TSR target. Pre-determined termination provisions provide for an amount equal to one year's salary and benefits as well as the previous year's bonus, which will be capped at 300% of salary. PIRC considers that any pre-determined termination payments should be limited to one year's salary and benefits. We recommended that shareholders oppose the remuneration report.

Fidessa plc AGM 6th May

Board independence and remuneration were issues at Fidessa. We consider there to be insufficient independent representation on the board. Non-executive director Philip Hardaker was not considered independent by PIRC as he was recently a partner of KPMG, the company's auditors. Non-executive director Elizabeth Lake was not considered independent by PIRC as she has connections with KPMG. We recommended that shareholders oppose the election of both directors.

Turning to remuneration policy, specific performance criteria are not disclosed for performance related cash bonus and partially for the Share Bonus Plan. Combined remuneration was excessive in the year under review with the chief executive receiving awards of over 400% of salary. Chief executive Chris Aspinwall and finance director Andy Malpass are employed on one year rolling contracts. In the event of termination the director is eligible to salary, benefits and bonus accrued during the notice period and payable in equal monthly instalments subject to mitigation. We recommended that shareholders oppose the remuneration report.

The board proposed a Performance Share Plan (PSP) with a maximum limit of 250% of average executive salary. Vesting of the awards are based on EPS over four financial years with TSR as an underpin. 25% of the awards would vest if the compound EPS growth is 8% and 100% will vest if the EPS is greater than 15% with no vesting below 8% EPS and a straight line between these points. EPS targets are not considered challenging and combined remuneration is excessive when taken into account the annual bonus. We therefore recommended opposition.

The board also proposed the Deferred Annual Bonus Plan (DABP) that included two elements - Part A that can be used to conditionally defer into shares of a director's annual bonus and Part B that will permit the committee to grant one-off conditional awards to newly-appointed directors. Maximum awards under Part A element is 100% of salary and 200% of salary under the Part B with vesting of the former subject to employment and the latter to undisclosed, performance conditions.

PIRC considers the granting of one-off awards, devoid of performance conditions, is not in line with best practice. We therefore recommended opposition.

Standard Life plc AGM 17th May

Remuneration was an issue at Standard Life.

We consider that combined bonus and share incentive awards made during the year were excessive. In particular, combined awards made to Mr Skeoch amounted to over 750% of his salary.

In the year under review the LTIP performance conditions have moved solely to being based on IFRS operating profits. Previously we indicated our support for the addition of a TSR performance condition to the Long-Term Incentive Plan, which operated concurrently with the RoEV performance condition. We view the reversion to a sole performance target as a retrograde step. In relation to the Standard Life Investments Long-Term Incentive Plan agreed by shareholders at the last AGM, performance conditions are based on investment performance and consolidated cumulative three year third party EBIT. Awards will only vest if Standard Life's investment performance is above the lower quartile of the money weighted average of all assets under management compared to other asset managers. Minimum threshold is 60% of EBIT target and maximum 140% of EBIT target. However the company does not disclose the specific EBIT hurdles, we cannot therefore independently assess whether the targets can be considered sufficiently challenging.

We recommended that shareholders oppose the remuneration report.

HSBC Holdings plc AGM 27th May

A new share scheme was proposed at HSBC.

Name of scheme: HSBC Share Plan 2011

Type of scheme: Umbrella Scheme: Conditional long term awards, deferred cash awards, options

Additional or replacement scheme: Replacement scheme to HSBC Share Plan

Eligibility in theory and practice: senior executives

Administered by: Remuneration Committee

Maximum annual award per participant: Rules do not specify grant limits for individuals. A limit of 600% annual basic salary is stated but may be exceeded at the discretion of the board. No individual limit for deferred cash awards. The exercise limit for an individual in 12 months is 1% of HSBC issued shares. At share price for London listed shares on date of writing this is a limit of over £1bn. This is clearly excessive.

Performance criteria and target: Not stated in annual report or notice of meeting or other material provided to shareholders relevant to the resolution. Rules of the scheme state that any criteria that are subsequently adopted may be waived pre-vesting by the board.

Comparator group: Not stated

Performance period: Awards under the Group Performance Share Plan vest 5 years from grant. This is an unusual feature which we welcome however this only applies to certain awards. Options may vest 1 year from grant. No performance period for other awards.

Additional holding period: Awards vested under the Group Performance Share Plan must be retained until employment ceases. As with the five year performance period for group plan awards this is an unusual feature which we strongly support. No holding period stated for other awards

Retesting: Scheme rules give total discretion to board on adoption, application or changes to performance conditions and therefore appear to allow for retesting.

Dilution limits: 5% of issued share capital over 10 years for discretionary scheme, 10% of ordinary share capital over ten years for all schemes

Financial commitment: None

Source of shares: existing shares, although new shares might be used.

Take-over arrangements: Discretion of the board as to the full extent to which the award will vest or Awards vest proportionately to the extent that performance conditions have been met. There fore provides for unvested awards to fully vest on change in control regardless of loss of employment by participant in

the scheme.

Potential or expected value calculation: No potential value or expected value calculation is provided.

Other concerns: Rules allow participants to accrue dividends on shares that are not vested therefore misaligning participant and shareowner interests. Rules explicitly allow for awards which are not conditional on performance. Rules have an explicit provision relating to recruitment incentive (golden hello) which sanctions the practice of buying out executive contracts from former employees.

We consider this practice negates retentive payments and distorts the market for executive talent. Rules do not require clawback on financial restatement but provide discretion to the board in this area. Rules provide for early vesting on retirement even where this is the decision of the employee. Rule on overseas transfer is not clear as uncertain whether both the tax criteria and the legal/regulatory change criteria are necessary to trigger early vesting of award.

Rules support different treatment of UK and overseas shareholders regarding consent to plan changes. The scheme rules appear to require shareholder approval of any change which is of benefit to participants. When taken together with Rule 2.4.1 (ii), Rule 7.2.1 (iv) would appear to require shareholder approval of target adjustments in light of share repurchase.

We recommended shareholders oppose the proposal.

WPP plc AGM 2nd June

Remuneration was a concern at WPP. Concerns lay in excessiveness and the balance between reward and incentive. The long-term incentive plan LEAP has TSR targets attached and a five year performance period. A fairness review occurs following the performance period that assesses the overall performance of the business before any shares vest. Several factors are welcomed: the broad vesting scale, the five year performance period and the clawback facility introduced during the year. However, for the level of award, the TSR targets are not deemed sufficiently challenging. Furthermore, despite the additional fairness review, there is essentially only one clearly quantified performance target attached to awards PIRC expects to see; a minimum of two applied in a concurrent fashion is expected. A consideration of non-financial KPIs into the LEAP would also be welcomed. It is noted that the committee reviewed the need to introduce further performance conditions during the year but concluded that TSR was the best reflection for the Company.

There were serious concerns over excessiveness in the policy. Shares invested in LEAP are matched 5:1. This resulted in the CEO receiving conditional matching shares equivalent to 1,500% of his base salary during the year. Based only on short-term targets, executives are entitled to 300% of salary (in cash and shares deferred for two years). Given these concerns, PIRC recommended shareholders oppose.

Antofagasta plc AGM 8th June

Remuneration and board independence were issues at Antofagasta. The board does not consider it appropriate to make regular performance-related pay awards such as bonuses to the only executive director, Mr J-P Luksic, given his role as chairman of the board and his interest in the Company's shares both directly and as a member of the Luksic family. However, in addition to the fees paid to Mr R F Jara for advisory services to the Group, the Company has also paid an 'exceptional bonus' for his contribution to 'long-term value creation of the Group over the years from the development of the Los Pelambres mine in the late 1990s to the commissioning of the Esperanza mine towards the end of 2010.' PIRC does not support such practices. Also, the discretionary nature of remuneration structure does not preclude potentially excessive remuneration in the future.

Mr J-P Luksic has a contract for services with both the Antofagasta Railway Company plc and Antofagasta Minerals S.A. Both contracts can be terminated by either party on one month's notice. There is also a contract between Antofagasta Minerals S.A. and Asesorías Ramón F Jara Ltd for the provision of advisory services by Mr R F Jara, which can be terminated on one month's notice. Contracts do not provide for liquidated damages in excess of payment in lieu of notice. We recommended shareholders oppose the remuneration report.

Turning to the re-election of executive chairman Mr J-P Luksic, in the absence of a board level individual with responsibility for the overall overview of strategic direction, the chairman, Mr Luksic, also ultimately fulfils the role of group chief executive, in our view. His family controls 60.66% of the ordinary share capital and 94.12% of the preference share capital through various investment vehicles. PIRC does not support the re-election of a chairman who is also considered to fulfil the role of chief executive. We recommended shareholders oppose.

Non-executive director Mr G S Menéndez is a director of Quinenco, a company controlled by the Luksic family. He also served on the board for more than nine years. Non-executive director Mr Jara provides advisory services to the Company through Asesorías Ramón F Jara Ltd and was awarded a bonus during the year. Non-executive director Mr G A Luksic is the brother of the chairman. He is also chairman of Quinenco. Non-executive director Mr H Dryland has provided advisory services to the Group in his capacity as a senior managing director at Rothschild, which remains a financial advisor to the Group. For these reasons and due to an insufficient number of directors on board, PIRC recommended shareholders oppose their re-appointment.

Morrison (WM) Supermarkets AGM 9th June

Remuneration was an issue at Morrisons. The areas of concern that impacted upon the voting recommendation were excessiveness and the balance between reward and incentive in the policy. Total variable pay is excessive both in theory and in practice although the remuneration package is in-line for the sector. The EPS targets attached to the LTIP are not sufficiently challenging given current brokers' forecasts for either upper or lower vesting points. For retention purposes, the Group Finance Director Richard Pennycook, was granted a restricted share award equivalent to roughly 230% of his base salary. It vests on the second anniversary of grant date and is subject to continued employment and EPS growth being at least equal to the RPI. The EPS targets attached to this award are not challenging and the restrictive period is not sufficiently long. Such awards are not best practice as the existing LTIP should be a sufficient retentive measure. In addition, it has the potential to render the LTIP ineffective, particularly as less challenging EPS targets are attached to the award. For these reasons, an oppose vote is recommended.

SOCO International AGM 23rd June

Board independence, non-executive fees and a new incentive scheme were issues at SOCO International. Chairman Rui C de Sousa is not considered independent by PIRC due to his substantial shareholdings relating to shares and warrants held by Palamos Limited, a connected person to Mr de Sousa. Non-executives Oliver Barbaroux, Ettore Contini and John Norton are not considered independent due to tenure on the board. There is insufficient independent representation on the board in our view. We therefore recommended that shareholders oppose the election of all four directors.

The company also sought authority to increase the maximum aggregate annual sum payable to directors by way of fees for their services as directors to £800,000. The Company stated that there is no current intent to utilise the increased aggregate in the short-term and is intended to provide adequate headroom for potential future additional non-executive directors. The current fees paid in FY 2010 stands at USD 766,000 (approximately £478,750). This represents more than 50% increase, which was viewed to be excessive for providing headroom for additional directors. The directors had not stated any intention of increasing the board size in the near future. Based on uncertainty surrounding the evolution of the board and the high percentage increase, opposition was recommended.

With the expiry of the Company's Long-Term Incentive Plan in May 2011, the Board recommended the introduction of a new equity incentive plan, the SOCO International plc 2011 Long-Term Incentive Plan. The Plan is substantially similar to the incentive plan it was replacing. However, some further modifications were noted (e.g. dividend equivalents and the ability to "claw-back" unvested amounts in the event of serious misconduct, fraud or mis-statement).

Awards will vest dependent on the Company's TSR ranking against a group of comparable companies in the oil exploration and production sector. No award will vest if the TSR ranking is below the median. If ranking exceeds the median, 30 per cent of the award will become capable of vesting with full vesting for performance in at least the upper quartile. These targets are not considered challenging enough with respect to the limits involved.

The Company also asked shareholders to authorise the Board to adopt further plans, based on this Plan, for the benefit of employees in the group outside the United Kingdom and the United States of America. Any such plans would be in substantially the same form as the Plan. The Plan will allow for the grant of awards over shares worth up to a normal maximum of 200% of a participant's salary in any year. However, awards over up to 400% of a participant's salary may be granted in exceptional circumstances. Awards will normally vest on the third anniversary of the date of grant subject to satisfaction of performance conditions.

The Company provided good disclosure of the proposed plan. However, the potential excessiveness of the payouts was of concern and therefore shareholders were recommended to oppose.

UK Corporate Governance Review

Is UK ownership really atomising?

The conventional wisdom about the ownership of UK Plc is that it's both fragmenting and gradually shifting from domestic investors to overseas.

What's more, these aspects of the nature of the ownership of our public companies are sometimes put forward as a reason why well-intentioned attempts to encourage shareholder engagement are likely to be ineffective.

The interesting thing is that when you look at disclosed shareholdings in our largest public companies the assertion that ownership is atomising does not look well founded. If anything, there is evidence of a trend in the other direction.

In the process of researching our recently-published Stewardship Review, PIRC carried out some fairly straightforward analysis of largest shareholders. As part of our normal research process we record the names and holdings of notifiable shareholders. The first thing we did was to look at the average size of the largest shareholder in FTSE100 constituents and how it changed from 2006 to 2010. What we found was that the average holding of the largest shareholder increased from a bit over 10% in 2006 to just under 15% in 2010.

This does not fit with the common assumption of what is happening in the UK's companies so we tried to look at it another way. Perhaps the average was being distorted by some very large holders at the top end. Indeed you can see the effect of controlling shareholders, bank recapitalisations and so on. The median largest holding in the FTSE100 in 2010 was 10%, but this was still up from around 8.5% in 2006.

We also looked at the bottom end – the proportion of the FTSE100 where the largest investor held under 5%. It more than halves over the five years. Finally, we looked at the average number of notifiable holders. Again, the proportion of companies where there are four or fewer drops considerably over the period.

Again, it is worth stressing that our analysis is fairly basic, focussing as it does only on notifiable shareholders. PIRC believes that there is a need to undertake a more detailed analysis of company ownership. But, based on the analysis that we have undertaken to date, we don't believe that the assertion that ownership of our biggest public companies is atomising is necessarily an accurate one.

House of Lords blasts auditors

The House of Lords Economic Affairs Committee has called for a competition probe into the Big Four auditors' oligopoly.

In a report published last week, the committee claims that auditors' 'complacency' and 'dereliction of duty' contributed to financial crisis. The report follows an eight month investigation into the audit market. There are three main areas of findings.

In 2010 they audited 99 of the FTSE 100 largest listed companies, which change auditors every 48 years on average. In bank audit in the UK only three of the Big Four are active. There is also the risk that one of the Big Four might leave the audit market, leading to an unacceptable degree of market concentration.

The Committee calls on the Office of Fair Trading to hold a detailed investigation into the audit market with a view to a possible inquiry by the Competition Commission. It recognises that the global reach of the Big Four audit firms – Deloitte, Ernst & Young, KPMG and PricewaterhouseCoopers – goes beyond the scope of national authorities, but considers that the UK should take a lead since London is a major global financial centre where the Big Four are particularly prominent.

Auditors were either unaware of the mounting dangers in the banks or, if they were aware, failed to alert the supervisory authority. The paucity of meetings between bank auditors and the supervisor was a "dereliction of duty" by both auditors and regulators. The Committee recommends legislation to re-establish mandatory two-way confidential dialogue between bank auditors and supervisors to help avoid a

similar crisis in future.

The Committee heard that International Financial Reporting Standards (IFRS), which became mandatory for EU listed companies in 2005 and are intended to pave the way towards common accounting standards around the world, had lowered audit standards. They encouraged box-ticking and reduced scope for auditors to exercise judgement to reach a true and fair view. The Committee recommends that prudence be reasserted as the guiding principle of audit.

Banking Commission avoids splits

The Independent Commission on Banking avoided calling for a formal split between retail and investment banking, but its package of proposals will still give the banks something to think about.

The remit of the Commission, whose interim report was published in April, was to make recommendations covering: "Structural measures to reform the banking system and promote stability and competition, including the complex issue of separating retail and investment banking functions; and related non-structural measures to promote stability and competition in banking for the benefit of consumers and businesses."

Its core two objectives are to make the banking system safer and a better deal for customers. In light of this, and given that it is explicitly referenced in the remit, a key question has been whether there should be a formal split between retail and investment banking, essentially ending big 'universal' banks.

It was always an easy point for critics of such a proposal to make that actually two of the first important casualties in the current crisis – Northern Rock and Lehmans – were not universal banks. As such perhaps it isn't surprising to see that the Commission does not advocate a formal separation, although some commentators have suggested that there is a hint that this could be returned in future if necessary. Instead the Commission identifies two main areas of action for lessening the likelihood that banks will fall back on taxpayer support in future - capital requirements and ring-fencing. In the first case large UK retail banking operations will be required to have a core tier one capital of 10%. In respect of ring-fencing, universal banks will be required to have firewalls to separate retail from investment banking and thus protect depositors. According to the FT, it will be Barclays, HSBC and RBS that feel the impact of these reforms most.

In respect of its brief to ensure competition, the Commission also recommends that Lloyds should sell off more branches and divest more current accounts than it is currently required to. Lloyds has already hit out at the proposals.

The political reaction so far to the report has also seen the Commission successfully dodge a split, most notably between the Conservative Chancellor George Osborne and Liberal Democrat Business Secretary Vince Cable, both of whom reacted positively to the report. Shadow Chancellor Ed Balls has also welcomed it. The one dissenting voice was former Chancellor Alistair Darling who warned against a false sense of security.

The Commission will make its final recommendations in September.

BP takes flak but survives AGM

BP's board received a bloody nose from investors at its AGM in April. Still frustrated with the Company's poor response to last year's Deep Horizon oil spill catastrophe, many shareholders voted against management.

Sir William Castell, Safety, Ethics and Environmental Assurance Committee Chair, faced the brunt of the revolt as 43% abstained or voted against his retention, according to voting results from the Company website.² Last year Castell saw only 2% abstain on his election. To further put the vote into perspective, PIRC's own research shows the average vote against a FTSE 100 director for the whole of 2010 was just 1.66%. Meanwhile, the remuneration report saw 26.4% in abstentions and oppose votes, which is about triple the average for 2010. 15% of shareholders voted against or withheld votes on the company's accounts and reports. Again, to emphasize the results, only 1% abstained or withheld support last year.

PIRC had advised voting against the remuneration report and the report and accounts.

Christian Brothers Investment Services, MMA Praxis Mutual Funds along with other members of the Interfaith Center on Corporate Responsibility were part of an international coalition of investors announcing the decision to vote against BP's accounts and reports. The California Public Employees' Retirement System, the Florida State Board of Administration and KLP voted against the Company's annual report and Castell.

CofE cracks down on bonuses

The Church of England will no longer support pay schemes where senior executive bonuses exceed four times annual salary, the Financial Times reported in April.

The decision is part of the Church's wider ethical stance that refrains from investing in industries deemed morally inappropriate such as tobacco, alcohol or firearms. It has stated that it does not object to top managers receiving a competitive salary or rewards based on "genuine" success but stressed that such benefits should align with those of shareholders and society as a whole. Interest in executive pay is rising amongst religious institutions. Last year the Church Investors Group issued a report that floated the idea of a maximum 75:1 lowest to highest paid ratio within companies.

Auditors: where's the challenge?

Some of the best questions PIRC receives on the state of corporate governance often come from asset managers. In April we got two, both on auditors.

The first was whether there had been any change in voting on auditor appointments in recent years, the second whether companies that had failed saw increased opposition to reappointments. Rather surprisingly there isn't evidence of much change on either point.

First let's look at the headline voting trends. In our recently-published Annual Stewardship Review 2011, we looked at the average level of opposition to auditor appointments over the past five years.⁵ In 2006 it was 0.8%, by 2010 it had barely risen to 0.88%. In 2006 77% of auditor appointments were approved with a vote against of under 1%. In 2010 this had fallen to just under 76% of all appointments. Overall, there was not much evidence of changing investor behaviour across the market as a whole.

If we look at which companies registered the highest opposition to their auditor reappointments in 2010, the UK-listed banks that required recapitalising are conspicuous by their absence. In fact, in a sample of just over 500 companies we looked at, Barclays, Lloyds and RBS all appear in the bottom half. None of them recorded anything close to the average level of opposition. Similarly in 2009 none of the three banks appeared in the top 150 oppose votes against auditor appointments, and again actual votes against are below average.

FRC consults on board diversity

The Financial Reporting Council (FRC) has launched a consultation on a potential revision of the UK Corporate Governance Code with respect to board diversity.¹³

The change being considered would require listed companies to publish and report against their policies on gender diversity in the boardroom. Such an amendment was first recommended by Lord Davies in his February 2011 report on female representation on UK boards. There has been widespread criticism of the speed of change in respect of the diversity of UK boards.

Within the consultation document, the FRC is seeking feedback on whether further changes to the Code are needed to ensure more diverse and effective boards. Views on the draft revision to the Code included in the document are also sought as well as suggestions for the timing of any changes that might be made should they come into effect.

The FRC is accepting feedback on the consultation until it closes on 29 July 2011. Decisions on any amendments to the Code and timescale for doing so will be announced later in the year.

National Express rebels back off

After all the anticipation, May's National Express AGM proved a bit of an anti-climax, due to a last-minute deal struck between the company and Elliott Advisors.

Elliott had filed resolutions seeking the appointment of three new non-executive directors, and had also called for a vote against the re-election of one of the existing non-executives. It had argued this approach in terms of refreshing the board to facilitate proper consideration of various strategic options facing the company.

Elliott appears to have been largely unsuccessful in convincing shareholders to back its nominees, though the position of the Cosmen family, which has a major holding and board representation, remains unclear. However the company did give ground to the hedge fund, agreeing to include the nominees in its own recruitment process, and subsequently appointing one of them, Chris Muntwyler.

In return Elliott agreed to pull its resolutions ahead of the AGM and, according to a statement, to not "call a general meeting or seek to agitate against the company, its Board or management publicly until after the Company's 2012 AGM at the earliest."

From the outside it is not obvious who has come out ahead as a result of this campaign. The company appeared to be quite canny in including Elliott's nominees in its process, but Elliott in turn can point to getting one onto the board without even needing a vote. On the other hand Elliott now has to keep quiet for at least a year, which the board may consider an important breathing space.

M&G vs F&C

The great thing about public disclosure of shareholder voting records is that, if you look hard enough, there are always one or two good stories to be had.

Earlier this year F&C Asset Management was the subject of a successful boardroom coup led by Sherborne. But Sherborne didn't have enough of a holding to win by itself, so which other asset managers supported it? Aviva Investors' support was already public at the time of the EGM, but M&G's public reporting reveals that it also backed the rebels, and helped oust the chair. It will be interesting to see if F&C has returned the favour and is among those who voted against M&G owner Prudential's chair.

M&G's reporting also reveals that it wasn't amongst the 30% who voted against the remuneration report at fellow manager Aberdeen Asset Management.

OFT to probe audit concentration

The Office of Fair Trading (OFT) believes conditions have been found in the audit market that meet the statutory test for referral to the Competition Commission.

There has been a long-standing concern at the OFT that elements in the audit market restrict, distort or prevent competition in the UK. These features, according to the OFT, have led to high concentration in the market for external audit services leading to substantial barriers to entry and switching. For these reasons and reflection of these concerns in the House of Lords Economic Affairs Select Committee's report on audit, the OFT has decided to conduct a series of roundtables and bilateral discussions with selected parties in May and June. The intention of these meetings is to discuss the OFT's provisional decision with regulators, government, business and the audit industry prior to referencing the Competition Commission. A statutory consultation on the provisional decision will take place later this year.

IMA stewardship survey

The Investment Management Association's (IMA) first Stewardship Survey since the launch of the Stewardship Code suggests UK institutional investors are committed to improving corporate governance over the long-term.

Findings in 'Adherence to the FRC's Stewardship Code' show that of the 50 firms surveyed, 90% now vote all or the great majority of their shares in UK companies while nearly two thirds now disclose their

voting records. Further evidence suggests 43 out of 50 respondents published a statement as the survey was being conducted with an additional six subsequently doing so. More than 1,300 people involved in stewardship activities are employed by 43 of survey respondents, according to the IMA.

The report included in-depth case studies on how institutional investors handled controversial issues such as remuneration, board composition, environmental concerns, mergers and financing for the first time. Investors believed their set objectives were achieved in over 80% of cases. The report summarised responses of 41 asset managers, seven asset owners and two service providers.

WPP takes a pay pounding

Advertising giant WPP was on the receiving end of an humiliating remuneration revolt in June, provoking a rather sour response from chief executive Martin Sorrell.

The company's remuneration report received a vote against of just under 42%, with abstentions accounting for approximately another 2%. This is three times the level of opposition to the remuneration policy that the company received last year. A particular issue of concern was a major increase in salary for the company's head of digital Mark Read.

In response Sorrell accused shareholders of trying to 'micromanage' the company. He told the Wall Street Journal: "I have to say the vote is rather dispiriting, demotivating and depressing for the individuals concerned. If you look at the competitive salary for a CFO or chief strategy officer and head of digital in our industry, we were under the mark."

Needless to say, we don't agree. If you want the benefits of a public listing, you have to accept that your owners, and providers of capital, have a say in how you use their resources. Shareholders have a legal right to vote on remuneration policy, and these days are encouraged under initiatives like the Stewardship Code to exercise such rights responsibly. Companies in turn ought to accept that sometimes investors don't agree with them about pay.

Afren loses remuneration vote

Oil company Afren became the third PLC to lose the vote on its remuneration report this season in June. Results from the AGM showed that on a straightforward for/against split the company narrowly lost, with 51.57% voting against. However, if abstentions are included active support fell to 40%. In fact the level of active support for Afren's remuneration report is almost exactly the same as last year.¹¹ What seems to have happened over the last twelve months is a small shift from abstentions to outright opposition, just enough to tip the balance.

ENRC directors culled

Eurasian Natural Resources saw four of its directors leave the board in June, as the Company's corporate governance became a news story.

At the AGM, four directors, Mr Kenneth Olisa, Sir Richard Sykes, Mr Eduard Utepov and Mr Abdraman Yedilbayev left the Board with immediate effect. Messrs. Olisa and Sykes both received just over 83% of the votes against and were subsequently voted out of the board, and in the morning ahead of the AGM, both Mr Abdraman Yedilbayev and Mr Eduard Utepov did not put their names forward for re-election to the Board. Accordingly resolutions 14 and 15 for their re-election were withdrawn, and they similarly stepped down from the board.

Naturally, this puts into question what succession plans will be in place in order to restructure the board, and the company will undoubtedly be under close scrutiny to see who joins the board, in particular in relation to new projects the company is undertaking. In addition, the similar figures of 83.47% and 83.7%, which were the percentage of votes against Messrs. Olisa and Sykes suggest the possibility that a large influential shareholder or a group of large influential shareholders in unison acted to vote against both of these directors. Messrs Yedilbayev and Utepov may have also known that they would have suffered the

same fate, hence their standing down before the election. While this is speculation, there are certainly signs of an agenda for the change of the board structure for Eurasian Natural Resources.

The Eurasian case must also raise questions about listing requirements. A company with such a small free float was always risked being a plaything of the major shareholders, so should the minimum free float required be raised? More generally minority shareholders need to give some thought to how they deal with companies with controlling shareholders. 'Caveat emptor' is a sound enough principle for active managers, and the Eurasian example demonstrates why investors need to factor governance risk into their investment decisions, but what about index-trackers? Is there an argument that minority shareholders ought to expect, or push for, slightly higher standards where the share structure disadvantages them?

Long-term plan on short-termism

One thing you can say about Vince Cable's plans to tackle short-termism is that he isn't rushing things.

In his speech to the Association of British Insurers (ABI) in June the Business Secretary announced that he had asked economist John Kay to lead an independent review of equity investment in the UK tackling issues such as:

how best to ensure that the timescales over which companies and fund managers operate match the interests of clients and beneficiaries;

ways to strengthen engagement between institutional investors and quoted companies;

the most effective means of boosting transparency for clients, underlying beneficiaries and companies themselves;

the legal duties and responsibilities of asset owners and managers; and

the implications of increasingly fragmented share ownership (though we're not convinced about this!)

Cable said that the review would issue a final report and recommendations in 2012.

Without doubt John Kay is a good choice, and PIRC believes that giving the review some political independence is the right approach. But we do wonder why this couldn't have been done at the start of the process. At the risk of sounding, well, short-termist, a further period of analysis pushes the timetable for reform back further. The review will report, presumably to which the Government will officially respond, and then there could be further consultation if legislative solutions are felt necessary. Let's hope the plan doesn't get overtaken by political events.

A further point we would urge the Government to take seriously is the need for the review's expert panel to be representative of all those parties that have an interest in this area. It should not make the mistake of the previous Labour administration's Bischoff review, for example, in simply appointing traditional City representatives. There should input from business and employee representatives too. If the Business Secretary wants a better model of how to approach this, we recommend he cast his mind back to the Wilson Committee.

Cable's ABI speech also floated further action on executive pay, with consultation on reforms to the disclosure regulations likely to be the first focus. This will be taken forward under the narrative reporting strand of work. Given Cable's allusion to the Dodd-Frank Act some action on pay ratio disclosure seems likely. But the bigger focus is likely to be on linking pay with performance.

Cable also said: "Transparency, of course, only gets us so far – and may have the perverse effect of encouraging a race to the top. So I intend to explore other ways to intervene sensibly and, in particular, to put an end to the culture of rewards for failure."

So some 'structural' reform may yet be a possibility.

UK Voting Analysis

Table 1: Top Oppose Votes

	Company	Type	Date	Resolution	Proposal	Funds Vote	Oppose %
1	RIO TINTO GROUP (GBP)	AGM	14 Apr 11	15	To elect Stephen Mayne	Oppose	96.78
2	GKN PLC	AGM	05 May 11	15	Issue shares with pre-emption rights	For	93.72
3	EURASIAN NATURAL RESOURCES	AGM	08 Jun 11	12	To re-elect Sir Richard Sykes	For	60.04
4	EURASIAN NATURAL RESOURCES	AGM	08 Jun 11	10	To re-elect Mr Kenneth Olisa	Abstain	59.73
5	KAZAKHMYS PLC	AGM	13 May 11	13	Notice of General Meetings	For	50.56
6	KAZAKHMYS PLC	AGM	13 May 11	11	Issue shares for cash	For	49.97
7	KAZAKHMYS PLC	AGM	13 May 11	12	Authorise Share Repurchase	For	49.95
8	AFREN PLC	AGM	06 Jun 11	2	Approve the Remuneration Report	Oppose	42.79
9	WPP PLC	AGM	02 Jun 11	2	Approve the Remuneration Report	Oppose	41.76
10	TRAVIS PERKINS PLC	AGM	26 May 11	8	Approve the Remuneration Report	Oppose	39.90

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	23	95	0	0	1	4	0	0	24
Annual Reports	157	50	41	13	114	36	0	0	312
Articles of Association	19	86	2	9	1	4	0	0	22
Auditors	202	72	58	20	18	6	0	0	278
Corporate Actions	15	93	1	6	0	0	0	0	16
Corporate Donations	35	74	9	19	3	6	0	0	47
Debt & Loans	0	0	0	0	0	0	0	0	0
Directors	984	84	93	7	89	7	3	0	1169
Dividend	135	99	1	0	0	0	0	0	136
Executive Pay Schemes	10	21	12	26	24	52	0	0	46
Miscellaneous	134	100	0	0	0	0	0	0	134
NED Fees	9	69	3	23	1	7	0	0	13
Non Voting	0	0	0	0	0	0	0	0	0
Say On Pay	0	0	0	0	1	100	0	0	1
Share Capital Restructuring	5	100	0	0	0	0	0	0	5
Share Issue/Re-purchase	381	83	70	15	7	1	0	0	458
Shareholder Resolution	0	0	0	0	0	0	0	0	0
Undefined	6	100	0	0	0	0	0	0	6

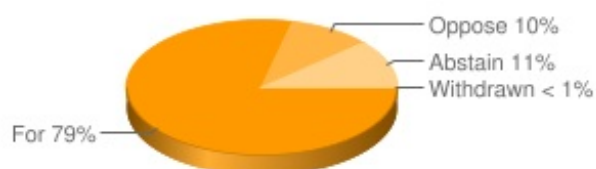
UK Voting Charts

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.

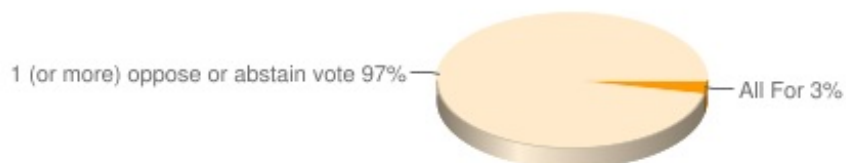
Total Resolutions	
For	2115
Oppose	259
Abstain	290
Withdrawn	3
Total	2667

Meetings	AGM	EGM	Total
Total Meetings	154	13	167
1 (or more) oppose or abstain vote	149	2	151

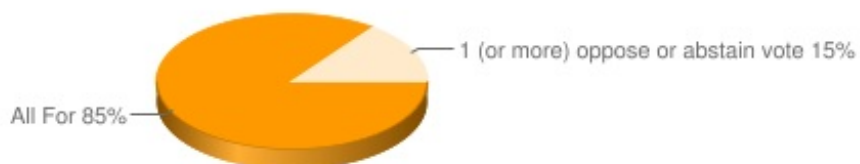
UK Voting Record



UK AGM Record



UK EGM Record



UK Voting Timetable Q2 2011

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	Proxy Edge	Postal Voting
1	DRAX GROUP	13 Apr 11	AGM	28 Mar 11		X
2	CARNIVAL CORP/PLC (GBR)	13 Apr 11	AGM	28 Mar 11		X
3	SMITH & NEPHEW PLC	14 Apr 11	AGM	17 Mar 11		X
4	RIO TINTO GROUP (GBP)	14 Apr 11	AGM	28 Mar 11		X
5	BP PLC	14 Apr 11	AGM	28 Mar 11		X
6	HERALD INVESTMENT TRUST PLC	19 Apr 11	AGM	31 Mar 11		X
7	ROYAL BANK OF SCOTLAND GROUP	19 Apr 11	AGM	07 Apr 11		X
8	HUNTING PLC	20 Apr 11	AGM	30 Mar 11		X
9	CHARTER INTERNATIONAL PLC	20 Apr 11	AGM	01 Apr 11		X
10	MEGGITT PLC	20 Apr 11	AGM	01 Apr 11		X
11	BUNZL PLC	20 Apr 11	AGM	04 Apr 11		X
12	REED ELSEVIER PLC	20 Apr 11	AGM	04 Apr 11		X
13	ELEMENTIS PLC	21 Apr 11	AGM	30 Mar 11		X
14	CAPITAL & COUNTIES PROPERT	21 Apr 11	AGM	01 Apr 11		X
15	PERSIMMON PLC	21 Apr 11	AGM	04 Apr 11		X
16	WOLFSON MICROELECTRONICS PLC	21 Apr 11	AGM	04 Apr 11		X
17	ANGLO AMERICAN PLC	21 Apr 11	AGM	04 Apr 11		X
18	AFRICAN BARRICK GOLD	21 Apr 11	AGM	04 Apr 11		X
19	ULTRAELECTRONICS HLDGS PLC	21 Apr 11	AGM	04 Apr 11		X
20	ROTORK PLC	21 Apr 11	AGM	07 Apr 11		X
21	SHIRE PLC	26 Apr 11	AGM	18 Apr 11		X
22	AGGREKO PLC	27 Apr 11	AGM	07 Apr 11		X
23	BODYCOTE PLC	27 Apr 11	AGM	07 Apr 11		X
24	BARCLAYS PLC	27 Apr 11	AGM	12 Apr 11		X
25	FORTH PORTS PLC	28 Apr 11	EGM	07 Apr 11		X
26	BAT-BRITISH AMER TOBACCO PLC	28 Apr 11	AGM	11 Apr 11		X
27	JOHNSTON PRESS PLC	28 Apr 11	AGM	11 Apr 11		X
28	PEARSON PLC	28 Apr 11	AGM	11 Apr 11		X
29	HAMMERSON PLC	28 Apr 11	AGM	11 Apr 11		X
30	CRODAINTERNATIONAL PLC	28 Apr 11	AGM	11 Apr 11		X
31	SENIOR PLC	28 Apr 11	AGM	11 Apr 11		X
32	JARDINE LLOYD THOMPSON GROUP	28 Apr 11	AGM	11 Apr 11		X
33	SEGRO PLC	28 Apr 11	AGM	11 Apr 11		X
34	ASTRAZENECAPLC	28 Apr 11	AGM	12 Apr 11		X
35	INMARSAT PLC	03 May 11	AGM	18 Apr 11		X
36	F&C ASSET MANAGEMENT PLC	03 May 11	AGM	18 Apr 11		X
37	RANDGOLD RESOURCES LTD	03 May 11	AGM	19 Apr 11		X

38	CARILLION PLC	04 May 11	AGM	15 Apr 11		X
39	WSP GROUP PLC	04 May 11	AGM	15 Apr 11		X
40	SPIRENT COMMUNICATIONS	04 May 11	AGM	15 Apr 11		X
41	BBAVIATION PLC	04 May 11	AGM	15 Apr 11		X
42	BAE SYSTEMS PLC	04 May 11	AGM	15 Apr 11		X
43	WEIR GROUP PLC	04 May 11	AGM	15 Apr 11		X
44	PROVIDENT FINL GROUP	04 May 11	AGM	15 Apr 11		X
45	XSTRATAPLC	04 May 11	AGM	18 Apr 11		X
46	AZ ELECTRONIC MATERIALS SA	04 May 11	AGM	18 Apr 11		X
47	AVIVAPLC	04 May 11	AGM	18 Apr 11		X
48	AVIVAPLC	04 May 11	EGM	21 Apr 11		X
49	RECKITT BENCKISER GROUP PLC	05 May 11	AGM	18 Apr 11		X
50	STANDARD CHARTERED PLC	05 May 11	AGM	18 Apr 11		X
51	FISHER (JAMES) AND SONS PLC	05 May 11	AGM	19 Apr 11		X
52	AGARANGEMASTER GROUP PLC	05 May 11	AGM	19 Apr 11		X
53	COSTAIN GROUP PLC	05 May 11	AGM	19 Apr 11		X
54	GLAXOSMITHKLINE PLC	05 May 11	AGM	19 Apr 11		X
55	AMEC PLC	05 May 11	AGM	20 Apr 11		X
56	GKN PLC	05 May 11	AGM	20 Apr 11		X
57	NOVAE GROUP	05 May 11	AGM	20 Apr 11		X
58	REXAM PLC	05 May 11	AGM	20 Apr 11		X
59	SCHRODERS PLC	05 May 11	AGM	26 Apr 11		X
60	FORTH PORTS PLC	06 May 11	AGM	19 Apr 11		X
61	MILLENNIUM & COPTHORNE HOTELS	06 May 11	AGM	19 Apr 11		X
62	ROLLS-ROYCE HOLDINGS PLC	06 May 11	AGM	20 Apr 11		X
63	FIDESSAPLC	06 May 11	AGM	21 Apr 11		X
64	COBHAM PLC	06 May 11	AGM	21 Apr 11		X
65	IMI PLC	06 May 11	AGM	21 Apr 11		X
66	PSION PLC	06 May 11	AGM	26 Apr 11		X
67	LAIRD PLC	06 May 11	AGM	26 Apr 11		X
68	CENTRICAPLC	09 May 11	AGM	26 Apr 11		X
69	SERCO GROUP PLC	09 May 11	AGM	26 Apr 11		X
70	INFORMA	10 May 11	AGM	27 Apr 11		X
71	SPIRAX-SARCO ENGINEERING PLC	10 May 11	AGM	27 Apr 11		X
72	MORGAN CRUCIBLE CO PLC	10 May 11	AGM	28 Apr 11		X
73	HGCAPITAL TRUST PLC	10 May 11	AGM	27 Apr 11		X
74	AEGIS GROUP PLC	10 May 11	AGM	27 Apr 11		X
75	CAPITAGROUP PLC	10 May 11	AGM	27 Apr 11		X
76	UNITED BUSINESS MEDIA	10 May 11	AGM	27 Apr 11		X
77	IMPAX ENVIRONMENTAL MARKETS PLC	10 May 11	AGM	27 Apr 11		X
78	MARSHALLS	11 May 11	AGM	21 Apr 11		X
79	RATHBONE BROTHERS PLC	11 May 11	AGM	27 Apr 11		X
80	GREGGS PLC	11 May 11	AGM	28 Apr 11		X
81	WOOD GROUP (JOHN) PLC	11 May 11	AGM	28 Apr 11		X
82	UNILEVER PLC	11 May 11	AGM	28 Apr 11		X
83	ITV PLC	11 May 11	AGM	04 May 11		X
84	HILL & SMITH HOLDINGS PLC	12 May 11	AGM	04 May 11		X
85	ARM HOLDINGS PLC	12 May 11	AGM	04 May 11		X
86	TULLETT PREBON PLC	12 May 11	AGM	04 May 11		X

87	MELROSE PLC	12 May 11	AGM	04 May 11		X
88	BALFOUR BEATTY PLC	12 May 11	AGM	04 May 11		X
89	HUNTSWORTH PLC	12 May 11	AGM	04 May 11		X
90	BG GROUP PLC	12 May 11	AGM	04 May 11		X
91	COOKSON GROUP PLC	12 May 11	AGM	04 May 11		X
92	PACE PLC	12 May 11	AGM	04 May 11		X
93	TRINITY MIRROR PLC	12 May 11	AGM	04 May 11		X
94	CATLIN GROUP LTD	12 May 11	AGM	04 May 11		X
95	AMLIN PLC	12 May 11	AGM	04 May 11		X
96	OLD MUTUAL PLC	12 May 11	AGM	04 May 11		X
97	ST JAMES'S PLACE	12 May 11	AGM	04 May 11		X
98	WILLIAM HILL PLC	12 May 11	AGM	04 May 11		X
99	TULLOW OIL PLC	12 May 11	AGM	04 May 11		X
100	TULLOW OIL PLC	12 May 11	EGM	04 May 11		X
101	LADBROKES	13 May 11	AGM	04 May 11		X
102	KAZAKHMYS PLC	13 May 11	AGM	04 May 11		X
103	PETROFAC LTD	13 May 11	AGM	04 May 11		X
104	SPECTRIS PLC	13 May 11	AGM	04 May 11		X
105	ROYAL DUTCH SHELL PLC	17 May 11	AGM	04 May 11		X
106	STANDARD LIFE PLC	17 May 11	AGM	04 May 11		X
107	FRESNILLO PLC	17 May 11	AGM	04 May 11		X
108	INTERNATIONAL POWER PLC	17 May 11	AGM	04 May 11		X
109	EVOLUTION GROUP PLC	17 May 11	AGM	05 May 11		X
110	CINEWORLD GROUP PLC	18 May 11	AGM	04 May 11		X
111	RESOLUTION LTD	18 May 11	AGM	05 May 11		X
112	CSR PLC	18 May 11	AGM	05 May 11		X
113	CANDOVER INVESTMENTS PLC	18 May 11	AGM	06 May 11		X
114	ESSAR ENERGY PLC	18 May 11	AGM	06 May 11		X
115	LLOYDS BANKING GROUP PLC	18 May 11	AGM	10 May 11		X
116	THE VITEC GROUP PLC	19 May 11	AGM	06 May 11		X
117	CHAUCER HOLDINGS PLC	19 May 11	AGM	06 May 11		X
118	COLLINS STEWART HAWKPOINT PLC	19 May 11	AGM	06 May 11		X
119	CAIRN ENERGY PLC	19 May 11	AGM	06 May 11		X
120	NEXT PLC	19 May 11	AGM	06 May 11		X
121	TT ELECTRONICS PLC	19 May 11	AGM	06 May 11		X
122	PRUDENTIAL PLC	19 May 11	AGM	06 May 11		X
123	JOHN LAING INFRASTRUCTURE FUND LIMITED	19 May 11	AGM	10 May 11		X
124	G4S PLC	19 May 11	AGM	10 May 11		X
125	INVESCO PERPETUAL UK SMALLER CO'S I.T. PLC	19 May 11	AGM	10 May 11		X
126	MICHAEL PAGE INTERNATIONAL	20 May 11	AGM	10 May 11		X
127	PREMIER OIL PLC	20 May 11	AGM	10 May 11		X
128	RSAINSURANCE GROUP PLC	23 May 11	AGM	10 May 11		X
129	LEGAL & GENERAL GROUP PLC	25 May 11	AGM	12 May 11		X
130	INTERNATIONAL PUBLIC PARTNERSHIPS LTD	25 May 11	AGM	12 May 11		X
131	ENQUEST PLC	25 May 11	AGM	17 May 11		X
132	F&C PRIVATE EQUITY TRUST PLC	26 May 11	AGM	13 May 11		X
133	TRAVIS PERKINS PLC	26 May 11	AGM	13 May 11		X

134	FERREXPO PLC	26 May 11	AGM	13 May 11		X
135	HSBC HLDGS PLC	27 May 11	AGM	17 May 11		X
136	INTERCONTINENTAL HOTELS GRP	27 May 11	AGM	17 May 11		X
137	WOOD GROUP (JOHN) PLC	01 Jun 11	EGM	20 May 11		X
138	WPP PLC	02 Jun 11	AGM	20 May 11		X
139	CHAUCER HOLDINGS PLC	03 Jun 11	EGM	18 May 11		X
140	AFREN PLC	06 Jun 11	AGM	18 May 11		X
141	CHAUCER HOLDINGS PLC	07 Jun 11	EGM	25 May 11		X
142	LAMPRELL PLC	07 Jun 11	AGM	26 May 11		X
143	ANTOFAGASTA PLC	08 Jun 11	AGM	20 May 11		X
144	SEVERFIELD-ROWEN PLC	08 Jun 11	AGM	01 Jun 11		X
145	EURASIAN NATURAL RESOURCES	08 Jun 11	AGM	25 May 11		X
146	HISCOX LTD	08 Jun 11	AGM	26 May 11		X
147	MEARS GROUP PLC	08 Jun 11	AGM	26 May 11		X
148	MELROSE RESOURCES PLC	09 Jun 11	AGM	26 May 11		X
149	MORRISON (WM) SUPERMARKETS	09 Jun 11	AGM	26 May 11		X
150	LAMPRELL PLC	13 Jun 11	EGM	01 Jun 11		X
151	UMECO PLC	13 Jun 11	EGM	02 Jun 11		X
152	GRAINGER PLC	13 Jun 11	EGM	02 Jun 11		X
153	BLACKROCK SMALLER COMPANIES TRUST PLC	14 Jun 11	AGM	01 Jun 11		X
154	TED BAKER PLC	14 Jun 11	AGM	01 Jun 11		X
155	KINGFISHER PLC	16 Jun 11	AGM	03 Jun 11		X
156	HEADLAM GROUP PLC	17 Jun 11	AGM	07 Jun 11		X
157	HERITAGE OIL PLC	20 Jun 11	AGM	07 Jun 11		X
158	WHITBREAD PLC	21 Jun 11	AGM	08 Jun 11		X
159	BRAEMAR SHIPPING SERVICES PLC	22 Jun 11	AGM	08 Jun 11		X
160	TUI TRAVEL PLC	22 Jun 11	EGM	14 Jun 11		X
161	JD SPORTS FASHION PLC	23 Jun 11	AGM	10 Jun 11		X
162	SOCO INTERNATIONAL PLC	23 Jun 11	AGM	14 Jun 11		X
163	METRIC PROPERTY INV PLC	29 Jun 11	AGM	17 Jun 11		X
164	MONDI PLC	30 Jun 11	EGM	15 Jun 11		X
165	HOME RETAIL GROUP PLC	30 Jun 11	AGM	17 Jun 11		X
166	LONDON STOCK EXCH GROUP PLC	30 Jun 11	EGM	21 Jun 11		X
167	WOOD GROUP (JOHN) PLC	30 Jun 11	EGM	21 Jun 11		X

UK Upcoming Meetings Q3 2011

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

Table 4: Upcoming Meetings

	Company	Meeting Date	Type
1	SAINSBURY (J) PLC	13 Jul 11	AGM
2	MARKS & SPENCER GROUP PLC	13 Jul 11	AGM
3	BT GROUP PLC	13 Jul 11	AGM
4	ICAP PLC	13 Jul 11	AGM
5	MOTHERCARE PLC	14 Jul 11	AGM
6	THE BIOTECH GROWTH TRUST PLC	14 Jul 11	AGM

7	BURBERRY GROUP PLC	14 Jul 11	AGM
8	BRITISH LAND CO PLC	15 Jul 11	AGM
9	FIRSTGROUP PLC	15 Jul 11	AGM
10	JOHNSON MATTHEY PLC	19 Jul 11	AGM
11	INTERMEDIATE CAPITAL GROUP	19 Jul 11	AGM
12	EXPERIAN PLC	20 Jul 11	AGM
13	LONDON STOCK EXCH GROUP PLC	20 Jul 11	AGM
14	SEVERN TRENT PLC	20 Jul 11	AGM
15	LAND SECURITIES GROUP PLC	21 Jul 11	AGM
16	SCOTTISH & SOUTHERN ENERGY	21 Jul 11	AGM
17	SABMiller PLC	21 Jul 11	AGM
18	TEMPLETON EMERGING MARKETS I.T. PLC	22 Jul 11	AGM
19	KCOM GROUP PLC	22 Jul 11	AGM
20	UNITED UTILITIES GROUP PLC	22 Jul 11	AGM
21	HOGG ROBINSON GROUP PLC	25 Jul 11	AGM
22	VOLEX GROUP PLC	25 Jul 11	AGM
23	NATIONAL GRID PLC	25 Jul 11	AGM
24	TR PROPERTY INVESTMENT TRUST PLC	26 Jul 11	AGM
25	PUNCH TAVERNS	26 Jul 11	EGM
26	VODAFONE GROUP PLC	26 Jul 11	AGM
27	E2V TECHNOLOGIES PLC	27 Jul 11	AGM
28	RPC GROUP PLC	27 Jul 11	AGM
29	VEDANTARESOURCES	27 Jul 11	AGM
30	SYNERGY HEALTH PLC	27 Jul 11	AGM
31	HALMA PLC	28 Jul 11	AGM
32	TATE & LYLE PLC	28 Jul 11	AGM
33	INVENSYS PLC	28 Jul 11	AGM
34	PENNON GROUP PLC	28 Jul 11	AGM
35	TALKTALK TELECOM GROUP PLC	28 Jul 11	AGM
36	MONTANARO UK SMALLER COMPANIES I.T. PLC	29 Jul 11	AGM
37	HOMESERVE PLC	29 Jul 11	AGM
38	CRANSWICK PLC	01 Aug 11	AGM
39	UMECO PLC	02 Aug 11	AGM
40	QINETIQ GROUP	02 Aug 11	AGM
41	IMAGINATION TECHNOLOGIES GROUP PLC	13 Aug 11	AGM
42	GREENE KING PLC	06 Sep 11	AGM
43	DS SMITH PLC	07 Sep 11	AGM
44	ASHTED GROUP PLC	07 Sep 11	AGM
45	ATKINS (WS) PLC	08 Sep 11	AGM
46	NORTHGATE PLC	09 Sep 11	AGM
47	VP PLC	09 Sep 11	AGM
48	KESAELECTRICALS PLC	16 Sep 11	AGM
49	NCC GROUP PLC	21 Sep 11	AGM
50	MICRO FOCUS INTL PLC	23 Sep 11	AGM
51	HENDERSON SMALLER COMPANIES I.T. PLC	24 Sep 11	AGM

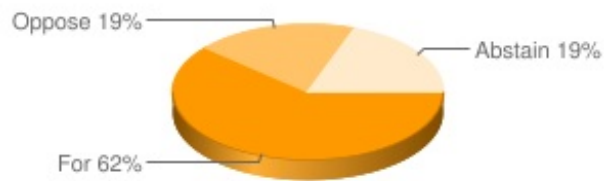
AIM UK Market Voting Charts

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	32
Oppose	10
Abstain	10
Withdrawn	0
Total	52

Meetings	AGM	EGM	Total
Total Meetings	5	2	7
1 (or more) oppose or abstain vote	5	1	6

AIM UK Market Voting Record



AIM UK Market AGM Record



AIM UK Market EGM Record



AIM UK Market Voting Timetable Q2 2011

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

Voted Meetings

Table 5: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted	Proxy Edge	Postal Voting
1	CAMBIUM GLOBAL TIMBERLAND	14 Apr 11	EGM	31 Mar 11		X
2	FYFFES PLC	12 May 11	AGM	28 Apr 11	X	
3	TOTAL PRODUCE PLC	19 May 11	AGM	10 May 11	X	
4	METALRAX GROUP PLC	24 May 11	AGM	10 May 11		X
5	CAPE PLC	25 May 11	EGM	12 May 11		X
6	KENTZ CORP	27 May 11	AGM	17 May 11		X
7	TITAN EUROPE PLC	30 Jun 11	AGM	16 Jun 11		X

AIM UK Market Upcoming Meetings Q3 2011

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

Table 6: Upcoming Meetings

	Company	Meeting Date	Type
1	MINERAIRL LTD	12 Aug 11	AGM
2	UTILICO EMERGING MKTS	30 Aug 11	AGM

Fledgling UK Market 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.

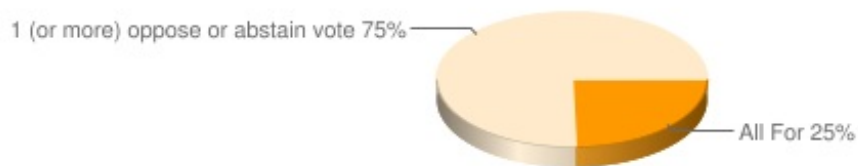
Total Resolutions	
For	38
Oppose	1
Abstain	4
Withdrawn	0
Total	43

Meetings	AGM	EGM	Total
Total Meetings	4	0	4
1 (or more) oppose or abstain vote	3	0	3

Fledgling UK Market Voting Record



Fledgling UK Market AGM Record



Fledgling UK Market EGM Record

There were no EGMs during the last period in the client's portfolio.

Fledgling UK Market Voting Timetable Q2 2011

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

Voted Meetings

Table 7: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted	Proxy Edge	Postal Voting
1	STV GROUP PLC	20 Apr 11	AGM	01 Apr 11		X
2	JPMORGAN US SMALLER CO IT PLC	27 Apr 11	AGM	07 Apr 11		X
3	XAAR PLC	17 May 11	AGM	06 May 11		X
4	CAYENNE TRUST PLC	07 Jun 11	AGM	25 May 11		X

Fledgling UK Market Upcoming Meetings Q3 2011

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

Table 8: Upcoming Meetings

	Company	Meeting Date	Type
1	BLACKS LEISURE GROUP PLC	27 Jul 11	AGM
2	JUPITER GREEN INVESTMENT TRUST PLC	28 Jul 11	AGM
3	FILTRONIC PLC	24 Sep 11	AGM

European Corporate Governance Review

People power vs banker bonuses

The people have spoken. Dutch ING customers united in what began as a Twitter led campaign against banker bonus payouts, according to the Guardian.

Although miniscule by US and UK standards (£1m), the Dutch denied bonuses to government bailed out Amsterdam-based ING executives by threatening mass withdrawals. Due to public outcry, Jan Hommen, ING chief executive, has promised to withdraw bonuses until all state aid (estimated at €5bn) has been repaid around 2012/13. Unions are also pushing for a law that would cap executive pay at 20 times more than the lowest paid employee and restricted payouts no greater than 50% a director's salary.

Germany moves on diversity

The recent debate on board diversity in Germany has led to 30 companies listed on Frankfurt's Dax index agreeing to increase the number of women in executive management positions.

The government wants 30% female board representation by 2013 and has suggested applying sanctions on companies that fail to comply. Ursula von der Leyen, Germany's minister for labour, wants women to represent 30% on supervisory and executive boards of listed companies by 2018 – women currently represent 3.2% among the top 200. She would also like to introduce mandatory quotas. Kristina Schröder, the family affairs minister, opposes quotas but suggested if companies fail to triple female representation by 2013, government targets could be set. Employers also disapprove of gender based quotas but agree that change is needed.

EC paper hints at more regulation

The long-awaited European Commission Green paper on corporate governance was published in April. Whilst not the death knell for 'comply or explain' that some had feared, it does suggest a tilt towards a mandatory approach to some issues.

The Green Paper is seeking views in four areas – general questions about the applicability of governance measures; the board of directors; the role of shareholders; and monitoring and implementation of governance codes. The section on boards of directors provides some of the most interesting reading, and is the area where some concerns may arise.

There are at least three questions that suggest the EC may consider a mandatory approach to some aspects of governance. These focus on the separation of powers, board diversity and potential limits on the number of directorships that an individual can hold. Clearly, in all these areas the UK has to date decided to take a voluntary approach.

In terms of separation of powers (splitting chair and chief executive roles) we estimate that 97% of the FTSE350 now comply, though there are some notable exceptions. PIRC has recently suggested that if there were a desire to make some aspects of governance mandatory then the separation of powers would be one principle that may be worth enshrining in law. We see no value from companies combining the roles and it can sour relationships with investors.

However, a limit on directorships and a requirement to improve gender balance could provide quite a challenge. As the Davies Review recently found, the UK has made little progress in ensuring women are better represented on boards. Lord Davies set out a voluntary approach to address the problem, with the implicit threat of mandatory requirements if progress was not made. Therefore, many will no doubt argue that an intervention at EU level will disrupt progress. Similarly, whilst many investors will have sympathy with a tougher line on the number of directorships held, it seems unlikely that many will find an EU-wide rule is the right way to address this issue.

The Green Paper also features some questions on remuneration, and here the consultation cuts with the grain of existing practice in the UK. A requirement to produce a remuneration report, including individual directors' pay and benefits, and to put it to a shareholder approval vote would extend the model the UK already has in place further across Europe.

We have to note that the proxy advisory sector also comes under the microscope, with questions about the need for disclosure of methodology and conflicts of interest, and a suggestion of banning advisers from also providing consulting to companies. PIRC believes that these are entirely reasonable questions to ask, and we would be comfortable with further intervention here. Early in 2010 we set out our own best practice principles precisely because we found it was time for the proxy advisory sector to exhibit the transparency and accountability expected of others.

The final section of the Green Paper deals with the operation of 'comply or explain'. The EC's decision to look at this question was one of the issues that caused the most concern amongst some in the UK investment community. In reality, the Commission is not, as yet, seeking to move far from existing practice, although there is definite emphasis on closer scrutiny on the explanations companies provide for deviating from governance codes.

The Green Paper states that many of these explanations provide little reasoning for why companies have decided not to comply. This is something that many investors would probably agree with. The EC's solution is to seek more useful reporting from companies on non-compliance and to give monitoring bodies a greater role in respect of assessing the quality of such statements. This latter point could be reasonably significant, even for a market like the UK with well-developed governance arrangements.

The consultation on the Green Paper runs until 22nd July.

Novethic sees RI increase

One euro out of six is from a socially responsible investment (SRI), according to Novethic's annual review of the French market.

Results show that SRI now represents 18% of the nearly EUR 10 billion assets under management of the entire French employee savings market. The increase is a result of French law passed on 1 January 2010 that mandated companies offer at least one community investment fund in employee savings schemes. The research also revealed a reported 35% growth of the Eur 68.3 billion SRI assets under management owned by French clients between the year end of 2009 and the year end of 2010. Novethic attributed the robust growth to "the conversion of large existing funds to SRI and buoyant employee savings, despite the relatively challenging context for asset management."

The problem with self-regulation

This week the European Fund and Asset Management Association launched a Code for External Governance, in reality its own version of the Stewardship Code.

Whilst we would normally welcome efforts to encourage investors taking their ownership responsibilities more seriously, this initiative raises some concerns. Whilst clearly modelled on the Stewardship Code, the EFAMA version has important differences. Firstly, the Stewardship Code in the UK was published by the Financial Reporting Council, a quasi-regulator, not a trade body. This is in part because of the failure of trade bodies in the UK to demonstrate ability to self-regulate in this area.

Second, we can't help noticing some significant policy divergences from the UK Code. The separate principle on conflicts of interest – an area incidentally where UK Code statements are seen as weak – has disappeared. Whilst conflicts are mentioned under other principles, it seems an odd item to remove as a headline principle.

Language elsewhere is notably weaker than the UK Code, for example, in relation to voting disclosure, which many asset managers hate. Principle 6 suggests that managers report "on request to their clients/investors." That falls some way short of the UK's position that public disclosure (not just to clients)

of voting records is now best practice.

So, it's really a watered down version of the Stewardship Code rather than a new beginning. Perhaps this is the inevitable result of letting trade bodies design their own standards.

Irish banks may go beyond IFRS

Irish banks may be compelled to take on billions of additional losses earlier as part of a larger €24 billion Central Bank recapitalisation scheme, according to the Irish Independent.

According to the paper the Central Bank is considering options that to allow Irish banks to take account of likely future losses, allowing them to take the hit in the second half of 2011 as opposed to when these losses actually occur. The smoothing of profits in this way goes beyond current International Financial Reporting Standards (IFRS) which no longer allow general provision that are not tied to identified past events. Announcement of any measures taken could be made by the Central Bank in July. IFRS rules regarding provisions are due to be revised at the end of the year.

Publicis suffers shareholder revolt

In a major shareholder revolt, investors voted against a string of proposals at the Publicis Groupe AGM in June.

61.4% of shareholders voted against a proposal for the delegation of authority to issue shares or securities without preferential subscription rights by means of a public offer. PIRC had advised an oppose vote as it was considered contrary to shareholders' interest.

A proposal on capital increases without preferential subscription rights by means of a private placement or placements was opposed by 61% of voters. PIRC is not in favour of operations reserved to a circle of investors and therefore recommended opposition.

The delegation of authority to issue shares and equity securities, up to the limit of 10% of stated capital, with the right to set the issue price received 64.1% votes against. PIRC had concerns about the 25% discount below market price, which exceeds the maximum acceptable limit, therefore opposition was advised.

Proposals for the authority to issue shares or securities that confer equity rights to the Company's capital in the event of a public offering initiated by the Company and the authorisation to be granted to the Management Board to increase the number of securities to be issued in the event of a capital increase, maintaining or suspending pre-emptive rights, "green shoe," both received 65.2% of votes in opposition.

PIRC recommended shareholders oppose the former proposal as the authorisation would amount to 52% of the share capital and could be used for a public tender offer involving a merger without prior or later shareholders' approval and the latter as such additional price dilution is not favourable to shareholders' interest.

The proposal for a poison pill was also defeated as 63.2% of shareholders voted against. PIRC had recommended shareholders oppose.

Gender quota for bank boards?

Banks could be forced to allocate a set minimum number of board seats to women under proposals being develop in Europe, The Guardian has claimed.

The paper reports EU internal markets commissioner Michel Barnier is considering whether banks should be required to allocate a third of their board seats to women. The report states that the draft text of the latest capital requirements directive (known as CRD 4) includes the statement that "representation of each gender shall not fall below one-third of membership of the management board".

This would go further than the Davies Review which proposed a voluntary target of 25% female board membership.

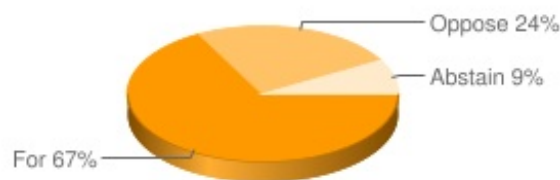
European Voting Charts

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.

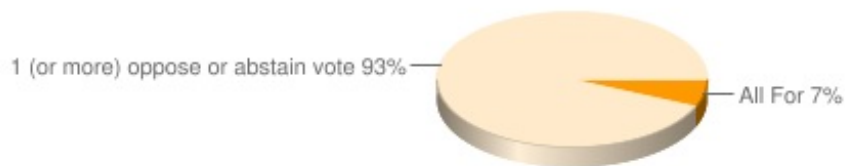
Total Resolutions	
For	1299
Oppose	467
Abstain	168
Withdrawn	0
Total	1934

Meetings	AGM / Combined	EGM	Total
Total Meetings	137	3	140
1 (or more) oppose or abstain vote	128	3	131

European Voting Record



European AGM Record / Combined



European EGM Record



European Voting Timetable Q2 2011

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

Voted Meetings

Table 9: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted	Proxy Edge	Postal Voting
1	SKANSKAAB	05 Apr 11	AGM	24 Mar 11	X	
2	TELIASONERAAB	06 Apr 11	AGM	24 Mar 11	X	
3	KONINKLIJKE (ROYAL) KPN NV	06 Apr 11	AGM	23 Mar 11	X	
4	VOLVO AB	06 Apr 11	AGM	25 Mar 11	X	
5	NOKIAN TYRES PLC	07 Apr 11	AGM	28 Mar 11	X	
6	JULIUS BAER GRUPPE AG	07 Apr 11	AGM	28 Mar 11	X	
7	SCA(SVENSKACELLULOSA) AB	07 Apr 11	AGM	29 Mar 11	X	
8	NOVARTIS AG	08 Apr 11	EGM	28 Mar 11	X	
9	BANCO POPULAR ESPANOL	08 Apr 11	AGM	31 Mar 11	X	
10	TELECOM ITALIA SPA	09 Apr 11	AGM	30 Mar 11	X	
11	HENKEL AG & Co KGaA	11 Apr 11	AGM	28 Mar 11	X	
12	PRYSMIAN SPA	12 Apr 11	AGM	04 Apr 11	X	
13	INVESTOR AB	12 Apr 11	AGM	31 Mar 11	X	
14	SSAB (SVENSKT STAL AB)	12 Apr 11	AGM	31 Mar 11	X	
15	DAIMLER AG	13 Apr 11	AGM	30 Mar 11	X	
16	ERICSSON	13 Apr 11	AGM	01 Apr 11	X	
17	SNAM RETE GAS SPA	13 Apr 11	AGM	01 Apr 11	X	
18	VERBUND AG	13 Apr 11	AGM	04 Apr 11	X	
19	AXEL SPRINGER VERLAG AG	14 Apr 11	AGM	31 Mar 11	X	
20	NESTLE SA	14 Apr 11	AGM	01 Apr 11	X	
21	NESTE OIL OYJ	14 Apr 11	AGM	05 Apr 11	X	
22	SAMPO OYJ	14 Apr 11	AGM	05 Apr 11	X	

23	ENERGIAS DE PORTUGAL SA(EDP)	14 Apr 11	AGM	05 Apr 11	X	
24	CASINO GUICHARD PERRACHON SA	14 Apr 11	AGM	05 Apr 11	X	
25	ORKLAASA	14 Apr 11	AGM	05 Apr 11	X	
26	ACS (ACTIVIDADES DE CONSTRUCCION Y SERVICIOS) SA	14 Apr 11	AGM	06 Apr 11	X	
27	GAS NATURAL SDG SA	14 Apr 11	AGM	06 Apr 11	X	
28	SWISS RE	15 Apr 11	AGM	06 Apr 11	X	
29	BRISA- AUTO-ESTRADAS DE PORTUGAL SA	15 Apr 11	AGM	01 Apr 11	X	
30	REED ELSEVIER NV	19 Apr 11	AGM	05 Apr 11	X	
31	ATLANTIASPA	19 Apr 11	AGM	07 Apr 11	X	
32	GAM HOLDING	19 Apr 11	AGM	07 Apr 11	X	
33	MEDIASET SPA	19 Apr 11	AGM	07 Apr 11	X	
34	SYNGENTAAG	19 Apr 11	AGM	07 Apr 11	X	
35	RWE AG	20 Apr 11	AGM	06 Apr 11	X	
36	SWISSCOMAG	20 Apr 11	AGM	13 Apr 11	X	
37	MUENCHENER RUECK AG (MUNICH RE)	20 Apr 11	AGM	07 Apr 11	X	
38	PIRELLI & CO	20 Apr 11	AGM	12 Apr 11	X	
39	ATLAS COPCO AB	20 Apr 11	AGM	11 Apr 11	X	
40	RTL GROUP	20 Apr 11	AGM	11 Apr 11	X	
41	SCHNEIDER ELECTRIC SA	21 Apr 11	AGM	11 Apr 11	X	
42	VIVENDI SA	21 Apr 11	AGM	11 Apr 11	X	
43	AUTOGRILL SPA	21 Apr 11	AGM	13 Apr 11	X	
44	LOREAL SA	22 Apr 11	AGM	12 Apr 11	X	
45	ASSICURAZIONI GENERALI SPA	26 Apr 11	AGM	14 Apr 11	X	
46	AGEAS NV	27 Apr 11	AGM	11 Apr 11	X	
47	AKZO NOBEL NV	27 Apr 11	AGM	13 Apr 11	X	
48	WOLTERS KLUWER NV	27 Apr 11	AGM	13 Apr 11	X	
49	ALFALAVAL AB	27 Apr 11	AGM	14 Apr 11	X	
50	AXA	27 Apr 11	AGM	15 Apr 11	X	
51	UNICREDIT SPA	27 Apr 11	AGM	15 Apr 11	X	
				14 Apr		

52	KONINKLIJKE (ROYAL) DSM NV	28 Apr 11	AGM	14 Apr 11	X	
53	HENNES & MAURITZ AB (H&M)	28 Apr 11	AGM	15 Apr 11	X	
54	AGEAS NV	28 Apr 11	AGM	15 Apr 11	X	
55	SKF AB	28 Apr 11	AGM	15 Apr 11	X	
56	DNB NOR ASA	28 Apr 11	AGM	15 Apr 11	X	
57	SYNTHES INC	28 Apr 11	AGM	20 Apr 11	X	
58	LUXOTTICAGROUP SPA	28 Apr 11	AGM	18 Apr 11	X	
59	EXOR SPA	28 Apr 11	AGM	18 Apr 11	X	
60	UBS AG	28 Apr 11	AGM	20 Apr 11	X	
61	BAYER AG	29 Apr 11	AGM	15 Apr 11	X	
62	ASSAABLOY AB	29 Apr 11	AGM	18 Apr 11	X	
63	ENEL SPA	29 Apr 11	AGM	19 Apr 11	X	
64	ENI SPA	29 Apr 11	AGM	20 Apr 11	X	
65	FINMECCANICASPA	29 Apr 11	AGM	20 Apr 11	X	
66	BANCAMONTE DEI PASCHI DI SIENASPA	29 Apr 11	AGM	20 Apr 11	X	
67	BANCO POPOLARE SCRL	29 Apr 11	COMBINED	26 Apr 11	X	
68	UNIONE DI BANCHE ITALIANE SCPA	29 Apr 11	COMBINED	20 Apr 11	X	
69	CREDIT SUISSE GROUP	29 Apr 11	AGM	21 Apr 11	X	
70	SAIPEM SPA	30 Apr 11	AGM	20 Apr 11	X	
71	VINCI	02 May 11	AGM	18 Apr 11	X	
72	GDF SUEZ	02 May 11	AGM	18 Apr 11	X	
73	NOKIAOYJ	03 May 11	AGM	20 Apr 11	X	
74	SANDVIK AB	03 May 11	AGM	20 Apr 11	X	
75	ALLIANZ SE	04 May 11	AGM	15 Apr 11	X	
76	AIR LIQUIDE SA	04 May 11	AGM	21 Apr 11	X	
77	CRH PLC	04 May 11	AGM	26 Apr 11	X	
78	HUSQVARNA AB	04 May 11	AGM	25 Apr 11	X	
79	CGG VERITAS	04 May 11	AGM	25 Apr 11	X	
80	E.ON AG	05 May 11	AGM	21 Apr 11	X	
				26 Apr		

81	NORSK HYDRO ASA	05 May 11	AGM	20 Apr 11	X	
82	ARCELORMITTAL SA	05 May 11	AGM	28 Apr 11	X	
83	PORTUGAL TELECOM SGPS SA	06 May 11	AGM	21 Apr 11	X	
84	SANOFI-AVENTIS	06 May 11	AGM	27 Apr 11	X	
85	BASF SE	06 May 11	AGM	22 Apr 11	X	
86	COCA-COLAHELLENIC BOTTLING	06 May 11	AGM	03 May 11	X	
87	ING GROEP NV	09 May 11	AGM	27 Apr 11	X	
88	INTESA SANPAOLO SPA	09 May 11	AGM	28 Apr 11	X	
89	ENDESASA	09 May 11	AGM	04 May 11	X	
90	YARA INTERNATIONAL ASA	10 May 11	AGM	28 Apr 11	X	
91	KERRY GROUP PLC	10 May 11	AGM	03 May 11	X	
92	BNP PARIBAS	11 May 11	AGM	02 May 11	X	
93	UNILEVER NV	12 May 11	AGM	28 Apr 11	X	
94	LAFARGE SA	12 May 11	AGM	02 May 11	X	
95	ADIDAS AG	12 May 11	AGM	28 Apr 11	X	
96	DEUTSCHE TELEKOM	12 May 11	AGM	28 Apr 11	X	
97	LINDE AG	12 May 11	AGM	28 Apr 11	X	
98	AEGON NV	12 May 11	AGM	03 May 11	X	
99	FRESENIUS SE	13 May 11	AGM	30 Apr 11	X	
100	TOTAL	13 May 11	AGM	03 May 11	X	
101	TELE2 AB	16 May 11	AGM	04 May 11	X	
102	INVESTMENTS AB KINNEVIK	16 May 11	AGM	05 May 11	X	
103	CELESIO AG	17 May 11	AGM	05 May 11	X	
104	VEOLIA ENVIRONNEMENT	17 May 11	AGM	06 May 11	X	
105	OMV AG	17 May 11	AGM	06 May 11	X	
106	LANXESS AG	18 May 11	AGM	04 May 11	X	
107	MTG-MODERN TIMES GROUP AB	18 May 11	AGM	06 May 11	X	
108	CREDIT AGRICOLE SA	18 May 11	COMBINED	06 May 11	X	
109	TELEFONICA SA	18 May 11	AGM	10 May 11	X	
				10 May		

110	STATOILHYDRO ASA	19 May 11	AGM	10 May 11	X	
111	TELENOR ASA	19 May 11	AGM	10 May 11	X	
112	SUEZ ENVIRONNEMENT SA	19 May 11	COMBINED	10 May 11	X	
113	BANK OF CYPRUS PUBLIC CO LTD	24 May 11	AGM	12 May 11	X	
114	SOCIETE GENERALE SA	24 May 11	AGM	12 May 11	X	
115	DEUTSCHE POST AG	25 May 11	AGM	10 May 11	X	
116	REC (RENEWABLE ENERGY CORPORATION) ASA	25 May 11	AGM	17 May 11	X	
117	DEUTSCHE BANK AG	26 May 11	AGM	12 May 11	X	
118	EADS NV	26 May 11	AGM	12 May 11	X	
119	DASSAULT SYSTEMES SA	26 May 11	AGM	16 May 11	X	
120	SUBSEA7 SA	27 May 11	AGM	17 May 11	X	
121	IBERDROLASA	27 May 11	AGM	20 May 11	X	
122	GALP ENERGIASGPS SA	30 May 11	AGM	19 May 11	X	
123	ACCOR SA	30 May 11	AGM	17 May 11	X	
124	SWATCH GROUP AG	31 May 11	AGM	12 May 11	X	
125	PEUGEOT SA	31 May 11	COMBINED	18 May 11	X	
126	MILLICOM INTL CELLULAR SA	31 May 11	AGM	20 May 11	X	
127	FCC (FOMENTO DE CONSTRUCCIONES Y CONTRATAS) SA	01 Jun 11	AGM	23 May 11	X	
128	BANCAMONTE DEI PASCHI DI SIENASPA	06 Jun 11	EGM	26 May 11	X	
129	FRANCE TELECOM	07 Jun 11	AGM	25 May 11	X	
130	ACCIONASA	08 Jun 11	AGM	31 May 11	X	
131	RAIFFEISEN INTERNATIONAL BANK-HOLDING AG	08 Jun 11	AGM	27 May 11	X	
132	BANCO ESPIRITO SANTO SA	09 Jun 11	EGM	26 May 11	X	
133	BANCO SANTANDER SA	17 Jun 11	AGM	06 Jun 11	X	
134	INDRASISTEMAS SA	20 Jun 11	AGM	10 Jun 11	X	
135	CARREFOUR SA	21 Jun 11	AGM	08 Jun 11	X	
136	ABERTIS INFRAESTRUCTURAS SA	21 Jun 11	AGM	13 Jun 11	X	
137	NATIONAL BANK OF GREECE	23 Jun 11	AGM	13 Jun 11	X	
138	MAN SE	27 Jun 11	AGM	10 Jun 11	X	

Not Voted Meetings

Table 10: Meetings not voted in quarter

	Company	Meeting Date	Type	Reason Not Voted
1	AP MOELLER - MAERSK AS	04 Apr 11	AGM	No ballot
2	BMWAG	12 May 11	AGM	Shares have no voting rights

European Upcoming Meetings Q3 2011

There are no upcoming meetings for this region.

US Corporate Governance Review

Community investment to grow

Community investing continues to rise and is set to become a major US mainstream trend.¹¹

Research from the Social Investment Forum, Green America, One PacificCoast Bank and the National Federation of Community Development Credit Unions identified three key trends expected to continue leading to substantial growth in community investing assets in 2011: consumers breaking up with mega-banks due to high fees and other abusive practices, rising institutional interest in community investing and growing consumer awareness of community investing success stories.

Community investing involves capital from investors and lenders that is directed, generally from development financial institutions (CDFIs) and other community investing institutions, to communities and individuals that are underserved by traditional financial services. Since 2007, assets in community investing institutions have grown over 60% from \$25 billion to \$41.7 billion at the beginning of 2010.

AFL-CIO Executive Paywatch

The American Federation of Labour and Congress of Industrial Organizations (AFL-CIO) has released its 2011 version of Executive Paywatch.

The website provides information on trends in CEO pay, case studies, pay disparity ratio as well as a CEO pay database. The website also works as a useful tool to for searching companies by industry, state and an up-to-date list of the 100 highest paid CEOs. According to analysis from the AFL-CIO, the average salary plus all other compensation for a CEO in the S&P 500 in 2010 was \$11.4 million. Further data from the US Federal Reserve shows US corporations raked in an astronomical \$1.93 trillion in 2010. "Yet, rather than invest[ing] in creating good, middle-class jobs, corporate CEOs are literally hoarding their company's cash-except when it comes to their own paychecks," said AFL-CIO.

Moody's defeat over chair vote

A shareholder resolution calling on Moody's board to split the roles of chief executive and chairman was passed at the company's April meeting.

The shareholder proposal request that Moody's adopts a policy that the chairman of the company's board of directors be an independent director passed with 56% supporting votes despite the Board's disapproval. Although common practice among US companies, PIRC considers the separation of roles to be best practice in corporate governance, on the basis that an independent chairman can provide independent oversight of management and facilities. We also consider that all board meetings should be led by an independent director and judge that in practice this means that there should be an independent chairman. We noted that Moody's current lead director was not independent according to PIRC guidelines, and therefore supported the proposal.

Asset manager Hermes co-filed the proposal with the Laborers International Union of North America. The proposal is advisory and non-binding.

Citi's political spending targeted

Citigroup's shareholders sent a number of strong messages to the board at the company's AGM.

The Firefighters' Pension System of the City of Kansas proposal requesting a report on political contributions received 21.1% votes in favour and 29.66% votes withheld. This is the second year for the proposal, which received 24% support at the 2010 AGM. The shareholder backed proposal requesting that stockholders holding 15% or more of Citi's common stock have the right to call special shareholder

meetings passed with 46.7% votes in favour. New York City Comptroller's proposal requesting an independent review received 24.8% supporting votes with an additional 15.23% votes withheld. Also noted, was the adoption of the proposal that an advisory vote on executive compensation would be held annually. 92.9% voted in favour of an advisory vote on Citi's 2010 executive compensation while 87.2% favoured an annual vote. PIRC had recommended a vote in favour for all the proposals.

US exec comp surges higher

CEO compensation levels have surged 11 % after a two-year decline, according to the fourth annual Wall Street Journal/Hay Group 2010 CEO Compensation Study.

The report found that companies departing from retention-oriented time-vested stock plans to plans with incorporated performance-based long-term objectives contributed to the increase. Overall, there has been a 37% increase since last year - considered a key indicator. Performance awards now comprise 41% of long-term incentive programs. Annual incentive payments increased to \$2.2 million (up 19.7%). Long-term incentives rose to \$6.2 million (7.3%). Companies vary in terms of the options used as stock options remain the most common at 70% (up 64%) with long-term performance plans in second at 68% (up 58%) and time-vested restricted stock increasing to 55% (up 46%).

US funds plan ESG action

Major US pension funds have confirmed their commitment to environmental, social and governance investments.

Two dozen senior executives from Fortune 500s, organized labor groups, foundations, investment firms and pensions attended the Ceres Conference last week where the announcement was made. Sustainability issues were at the crux of the two day conference where California Public Employees' Retirement System (CalPERS) pledged to implement the following four components of the CalPERS/Ceres vision: integration of environmental, social and governance actions into investment decision-making across all five CalPERS asset classes, generation of the first annual responsible investment report, integration of the Ceres Roadmap for Sustainability into CalPERS corporate governance engagements and collaboration with other signatories of the Investor Network on Climate Risk (INCR) to encourage Russell 1000 companies to address environmental sustainability issues.

Mutual funds let US execs cash in

The largest mutual funds fail to use their proxy power to rein in executive pay, according to a recent report by the American Federation of State, County and Municipal Employees (AFSCME).

The report, *Tipping the Balance? Large Mutual Funds' Influence upon Executive Compensation*, lists Vanguard, BlackRock, ING and Lord Abbett as the four greatest "Pay Enablers." According to the study, on average, these mutual funds supported over 90% of management proposals, 7% of shareholder proposals and 80% of directors who received a significant percentage of shareholder votes withheld due to remuneration practices. In contrast, the report found smaller funds tend to vote "against" management backed compensation proposals, and "for" shareholder Say on Pay proposals.

The union's fifth annual report demonstrates the power top funds yield over executive compensation, and the very little they do to control it. In fact, the study suggests the largest funds based on assets under management (Vanguard, Fidelity and American) show the greatest amount of compensation-related passivity. Combined, these three groups control 59% of the assets reviewed (\$1.2 trillion) while the other 23 funds control 41% (\$800 billion).

Dimensional, Dreyfus, Oppenheimer and Wells Fargo were the leading "Pay Constrainters" as they voted, on average, 88% in support of proposals that linked executive performance to pay and against all directors of compensation committees where the companies had pay concerns.

Shareholders win at Kinetic

Kinetic Concepts, Inc. (KCI) has conceded to board declassification as shareholders declare triumph. The Texas-based US medical technology company issued a press release in May stating that the board of directors will amend its By-laws prior to the 2012 AGM whereby each director whose term is ending will be elected for just a one-year term. Currently, the Company's directors are divided into three classes, where each serves a three-year term and only one class elected each year. Existing directors will serve their remaining terms, permissible under Texas law and KCI's current governing charter.

KCI was the focus of recent investor scrutiny for denying shareholder John Chevedden his right to submit a proposal for board declassification and to have all members up for re-election. Disregarding the Security and Exchange Commission's (SEC) rejection of its filing, KCI had sent a letter informing the SEC that Chevedden's proposal would not be included in their proxy. Shareholders had feared the broader implications this act of company rebellion would have over investor rights.

News Corp to reveal donations

In a surprise turn of events, News Corporation, led by media mogul Rupert Murdoch, announced that it will disclose political donations starting July this year.

The New York-based media company's board of directors made the decision on 12 April, stating that all corporate donations will be published on the company website once a year going forward. News Corporation's significant donations of \$1.25m to the Republican Governors Association and \$1m to the US Chamber of Commerce came under fire last year as critics highlighted the secretive nature (contributions to the Chamber went unannounced) and the support to conservative causes.

In defence, News Corporation claimed that its news operation was not involved in political contribution decisions and denied any impact these gifts would have on its "newsgathering operations." Critics, however, noted the million dollar political ad campaigns by Republican supporting groups such as the Chamber and Karl Rove's Crossroads Grassroots Policy Strategies that did not disclose funding but were aired on Fox News Channel, part of News Corporation. A bias they believe extends to the other major arm of Murdoch's empire – the Wall Street Journal.

Some shareholders believe the decision is an outcome of last year's AGM where investors expressed concern over their exclusion from News Corporation's political donation decision-making process and how investors benefited from their money being used to fund these groups.

Political donations in the US have become part of a larger ongoing debate that began after the controversial 2010 Supreme Court decision Citizens United came into effect, giving corporations unbridled spending limits to a political party of their choice.

SEC whistleblower programme

The Securities and Exchange Commission (SEC) has officially adopted rules to create a whistleblower programme.

Implemented under the Dodd-Frank Act, the programme now rewards individuals with high-quality tips that lead to successful enforcement actions. To receive an award, a whistleblower "must voluntarily provide the SEC with original information that leads to the successful enforcement by the SEC of a federal court or administrative action in which the SEC obtains monetary sanctions totalling more than \$1 million." The amendments have slightly deviated from the previous rules where only alleged allegations of insider trading resulted in bounty payments.

The final rules, which will come into effect 60 days after they are submitted to Congress or published in the Federal Register, have undergone scrutiny by some law firms. Some reservation stems from the belief that the new rules will undermine internal compliance systems (reinforced under the Sarbanes-Oxley Act) by enabling whistleblowers to bypass these programmes. The SEC addressed this issue by encouraging internal reporting in the final version.

However, a recent report by KPMG's Audit Committee Institute revealed that 45 percent surveyed at its 2011 conference claimed they were very concerned about the impact of the expanded bounty programme

on the ability of the company to discover and address compliance issues.

ESG support rises at US AGMs

Recent results suggest that support for environmental, social and governance proposals has continued to rise this proxy season at US company AGMs.

Results from ExxonMobil's AGM present a case in point where the widely criticised practice of hydraulic fracturing ('fracking') received a respectable 28.2% support, a slight increase from 26.4% in 2010. The proposal for quantitative greenhouse gas emissions goals earned 26.5% votes in favour while a request for a report on the associated risks of Canadian oil sands operations won 27.1% investor backing. On the governance front, proposals on political contributions, independent board chairman and amendment of the Company's equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity received 23.5%, 31.3% and 20% shareholder support, respectively. The proposal for annual Say-on-Pay won with 67.2% votes in favour.

Meanwhile, Chevron also saw an increase in investor concern over ESG related issues. 40.5% of shareholders voted in favour of a proposal regarding hydraulic fracturing while a stockholder proposal on the appointment of an independent director with environmental expertise won 24.8% of votes. Proposals on sustainability metrics for executive compensation (5.6%) and financial risks from climate change (7.3%) did not pass but met the mandatory threshold needed to be placed on next year's proxy. Annual advisory votes on the compensation of the executive officers (Say on Pay) passed with 84.2% support.

At Ultra Petroleum, a shareholder proposal jointly filed by As You Sow and Green Century Capital Management on hydraulic fracturing received 42% shareholder backing, doubling last year's result. Ultra Petroleum had angered shareholders by its decision to deny shareholders their rights under Securities and Exchange Commission law allowing shareholders the right to present this proposal at the AGM.

Investors push ESG disclosure

Over two dozen major institutional investors led by Ceres, collectively holding \$1 trillion assets under management, have issued a joint letter to Russell 1000 companies asking them to embrace environmental, social and governance (ESG) risks in their actions and required investor disclosures.

The letter urges companies to catalyze comprehensive strategies and actions by imbedding sustainability across all aspects of their business using the 21st Century Corporation: Ceres Roadmap for Sustainability – a Ceres-developed tool as a guide. It also asks companies to “use your standard investor communication vehicles – analyst calls, road shows, annual meetings- to highlight actions you are taking to address material sustainability risks and transform them into competitive opportunities.”

Signatories, which include the California Public Employees Retirement System (CalPERS) and California State Teachers' Retirement System (CalSTRS) as well as other major players like the American Federation of Labor and Congress of Industrial Organizations (AFL-CIO) announced last month coordinated commitments to combat climate change and other societal sustainability challenges as part of a large group, the Investor-Business Roundtable for a Sustainable Economy.

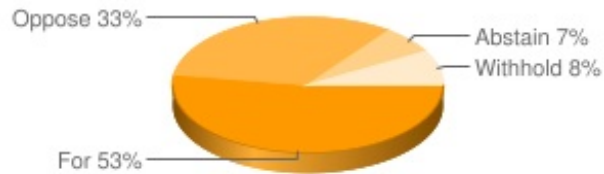
US Voting Charts

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	569
Oppose	352
Abstain	76
Withhold	86
Withdrawn	0
Total	1083

Meetings	AGM	EGM	Total
Total Meetings	73	0	73
1 (or more) oppose or abstain vote	73	0	73

US Voting Record



US AGM Record



US EGM Record

There were no EGMs during the last period in the client's portfolio.

US Voting Timetable Q2 2011

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

Voted Meetings

Table 11: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted	Proxy Edge	Postal Voting
1	SCHLUMBERGER LTD	06 Apr 11	AGM	11 Mar 11	X	
2	BANK OF NEW YORK MELLON CORP.	12 Apr 11	AGM	28 Mar 11	X	
3	UNITED TECHNOLOGIES CORP	13 Apr 11	AGM	18 Mar 11	X	
4	SPECTRAENERGY CORP.	19 Apr 11	AGM	29 Mar 11	X	
5	PUBLIC SERVICE ENTERPRISE GROUP INC.	19 Apr 11	AGM	25 Mar 11	X	
6	CITIGROUP INC.	21 Apr 11	AGM	23 Mar 11	X	
7	METLIFE INC.	26 Apr 11	AGM	05 Apr 11	X	
8	PNC FINANCIAL SERVICES GROUP INC	26 Apr 11	AGM	07 Apr 11	X	
9	INTERNATIONAL BUSINESS MACHINES CORP	26 Apr 11	AGM	08 Apr 11	X	
10	COCA-COLACO.	27 Apr 11	AGM	28 Mar 11	X	
11	DUPONT E I DE NEMOURS & CO	27 Apr 11	AGM	18 Apr 11	X	
12	AMERIPRISE FINANCIAL INC.	27 Apr 11	AGM	05 Apr 11	X	
13	GENERAL ELECTRIC CO	27 Apr 11	AGM	08 Apr 11	X	
14	DIRECTV Class A	28 Apr 11	AGM	04 Apr 11	X	
15	JOHNSON & JOHNSON	28 Apr 11	AGM	07 Apr 11	X	
16	PFIZER INC.	28 Apr 11	AGM	11 Apr 11	X	
17	KELLOGG CO.	29 Apr 11	AGM	19 Apr 11	X	
18	AT&T INC.	29 Apr 11	AGM	13 Apr 11	X	
19	ABBOTT LABORATORIES	29 Apr 11	AGM	13 Apr 11	X	
20	AMERICAN EXPRESS CO	02 May 11	AGM	13 Apr 11	X	
21	BOEING COMPANY	02 May 11	AGM	15 Apr 11	X	
22	WELLS FARGO & CO	03 May 11	AGM	19 Apr 11	X	
23	GENERAL DYNAMICS CORP.	04 May 11	AGM	03 May 11	X	
24	PEPSICO INC.	04 May 11	AGM	20 Apr 11	X	
25	STARWOOD HOTELS & RESORTS WORLDWIDE INC	05 May 11	AGM	19 Apr 11	X	
26	UNION PACIFIC CORP.	05 May 11	AGM	20 Apr 11	X	
27	VERIZON COMMUNICATIONS INC	05 May 11	AGM	20 Apr 11	X	
28	APACHE CORP.	05 May 11	AGM	21 Apr 11	X	
29	WISCONSIN ENERGY CORP.	05 May 11	AGM	26 Apr 11	X	
30	OCCIDENTAL PETROLEUM CORP.	06 May 11	AGM	21 Apr 11	X	
31	GOLDMAN SACHS GROUP	06 May 11	AGM	26 Apr 11	X	
32	3M COMPANY	10 May 11	AGM	26 Apr 11	X	
33	PRUDENTIAL FINANCIAL INC.	10 May 11	AGM	05 May 11	X	
34	WATERS CORPORATION	10 May 11	AGM	03 May 11	X	
35	CVS CAREMARK CORP	11 May 11	AGM	02 May 11	X	
36	PHILIP MORRIS INTERNATIONAL INC.	11 May 11	AGM	02 May 11	X	
37	BANK OF AMERICACORP.	11 May 11	AGM	04 May 11	X	

38	GILEAD SCIENCES INC	12 May 11	AGM	05 May 11	X	
39	ST JUDE MEDICAL INC	12 May 11	AGM	05 May 11	X	
40	MATTEL INC.	13 May 11	AGM	05 May 11	X	
41	WELLPOINT INC	17 May 11	AGM	09 May 11	X	
42	J.P. MORGAN CHASE & CO	17 May 11	AGM	13 May 11	X	
43	SOUTHWESTERN ENERGY CO.	17 May 11	AGM	09 May 11	X	
44	AMERICAN TOWER CORP	18 May 11	AGM	05 May 11	X	
45	JUNIPER NETWORKS INC	18 May 11	AGM	10 May 11	X	
46	HARTFORD FINANCIAL SERVICES GRP	18 May 11	AGM	10 May 11	X	
47	SOUTHWEST AIRLINES CO	18 May 11	AGM	11 May 11	X	
48	STATE STREET CORP.	18 May 11	AGM	11 May 11	X	
49	INTEL CORP	19 May 11	AGM	11 May 11	X	
50	MCDONALD'S CORP.	19 May 11	AGM	12 May 11	X	
51	NATIONAL OILWELL VARCO, INC	19 May 11	AGM	12 May 11	X	
52	TIFFANY & CO	19 May 11	AGM	13 May 11	X	
53	WESTERN UNION CO.	20 May 11	AGM	13 May 11	X	
54	MACYS INC.	20 May 11	AGM	13 May 11	X	
55	AON CORP.	20 May 11	AGM	16 May 11	X	
56	NEXTERAENERGY INC	20 May 11	AGM	16 May 11	X	
57	MERCK & CO.	24 May 11	AGM	17 May 11	X	
58	AMPHENOL CORP.	25 May 11	AGM	19 May 11	X	
59	CHEVRON CORP.	25 May 11	AGM	19 May 11	X	
60	EXXON MOBIL CORP	25 May 11	AGM	19 May 11	X	
61	SOUTHERN CO.	25 May 11	AGM	19 May 11	X	
62	THERMO FISHER SCIENTIFIC INC.	25 May 11	AGM	23 May 11	X	
63	INTERPUBLIC GROUP OF COMPANIES INC	26 May 11	AGM	20 May 11	X	
64	LIMITED BRANDS INC.	26 May 11	AGM	20 May 11	X	
65	Google Inc.	02 Jun 11	AGM	26 May 11	X	
66	WAL MART STORES INC	03 Jun 11	AGM	27 May 11	X	
67	AMAZON COM INC.	07 Jun 11	AGM	31 May 11	X	
68	MASTERCARD INC	07 Jun 11	AGM	27 May 11	X	
69	CATERPILLAR INC.	08 Jun 11	AGM	31 May 11	X	
70	DEVON ENERGY CORP.	08 Jun 11	AGM	02 Jun 11	X	
71	CELGENE CORPORATION	15 Jun 11	AGM	06 Jun 11	X	
72	FREEMPORT MCMORAN COPPER & GOLD INC	15 Jun 11	AGM	06 Jun 11	X	

Not Voted Meetings

Table 12: Meetings not voted in quarter

	Company	Meeting Date	Type	Reason Not Voted
1	CBS Corp	26 May 11	AGM	Non voting shares

US Upcoming Meetings Q3 2011

There are no upcoming meetings for this region.

Japanese 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.

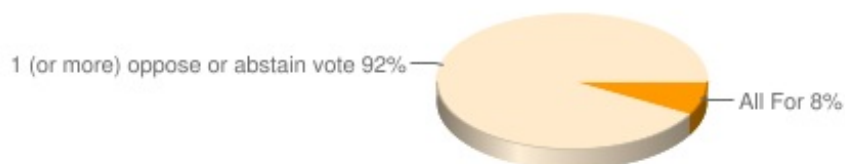
Total Resolutions	
For	989
Oppose	182
Abstain	8
Withdrawn	0
Total	1179

Meetings	AGM	EGM	Total
Total Meetings	87	0	87
1 (or more) oppose or abstain vote	80	0	80

Japanese Voting Record



Japanese AGM Record



Japanese EGM Record

There were no EGMs during the last period in the client's portfolio.

Japanese Voting Timetable Q2 2011

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

Voted Meetings

Table 13: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted	Proxy Edge	Postal Voting
1	AEON CO LTD	19 May 11	AGM	04 May 11	X	
2	TAKASHIMAYA CO LTD	24 May 11	AGM	12 May 11	X	
3	RENOWN INC	26 May 11	AGM	16 May 11	X	
4	SEVEN & I HOLDINGS CO LTD	26 May 11	AGM	17 May 11	X	
5	TOYOTA INDUSTRIES CORP	16 Jun 11	AGM	03 Jun 11	X	
6	NTT DOCOMO INC	17 Jun 11	AGM	03 Jun 11	X	
7	TOYOTAMOTOR CORP	17 Jun 11	AGM	06 Jun 11	X	
8	KEYENCE CORP	17 Jun 11	AGM	07 Jun 11	X	
9	THK CO LTD	18 Jun 11	AGM	02 Jun 11	X	
10	ASTELLAS PHARMA INC	20 Jun 11	AGM	06 Jun 11	X	
11	NIDEC CORP	21 Jun 11	AGM	07 Jun 11	X	
12	NIPPON SHOKUBAI CO LTD	21 Jun 11	AGM	07 Jun 11	X	
13	EISAI CO LTD	21 Jun 11	AGM	07 Jun 11	X	
14	NTT DATA CORP	21 Jun 11	AGM	07 Jun 11	X	
15	DIC CORPORATION	22 Jun 11	AGM	07 Jun 11	X	
16	Mitsubishi Tanabe Pharma	22 Jun 11	AGM	07 Jun 11	X	
17	TEIJIN LTD	22 Jun 11	AGM	07 Jun 11	X	
18	NEC CORP	22 Jun 11	AGM	07 Jun 11	X	
19	TOSHIBA CORP	22 Jun 11	AGM	08 Jun 11	X	
20	DENSO CORP	22 Jun 11	AGM	08 Jun 11	X	
21	NIPPON TELEGRAPH & TELEPHONE	23 Jun 11	AGM	07 Jun 11	X	
22	HONDAMOTOR CO LTD	23 Jun 11	AGM	08 Jun 11	X	
23	EAST JAPAN RAILWAY CO	23 Jun 11	AGM	08 Jun 11	X	
24	SHARP CORP	23 Jun 11	AGM	09 Jun 11	X	
25	WEST JAPAN RAILWAY CO	23 Jun 11	AGM	09 Jun 11	X	
26	FUJITSU LTD	23 Jun 11	AGM	10 Jun 11	X	
27	JS GROUP CORP	23 Jun 11	AGM	10 Jun 11	X	
28	TAKEDA PHARMACEUTICAL CO	24 Jun 11	AGM	10 Jun 11	X	
29	MITSUBISHI CORP	24 Jun 11	AGM	09 Jun 11	X	
30	SHISEIDO CO LTD	24 Jun 11	AGM	10 Jun 11	X	
31	PANASONIC CORP	24 Jun 11	AGM	10 Jun 11	X	
32	mitsui & co ltd	24 Jun 11	AGM	10 Jun 11	X	
33	NIPPON STEEL CORP	24 Jun 11	AGM	10 Jun 11	X	
34	PROMISE CO LTD	24 Jun 11	AGM	10 Jun 11	X	
35	RESONANCE HDGS INC	24 Jun 11	AGM	10 Jun 11	X	
36	FUJI HEAVY INDUSTRIES LTD	24 Jun 11	AGM	10 Jun 11	X	
37	NSK LTD	24 Jun 11	AGM	13 Jun 11	X	
38	SECOM CO LTD	24 Jun 11	AGM	13 Jun 11	X	

39	YOKOGAWAELECTRIC CORP	24 Jun 11	AGM	13 Jun 11	X	
40	HITACHI LTD	24 Jun 11	AGM	14 Jun 11	X	
41	RICOH CO LTD	24 Jun 11	AGM	14 Jun 11	X	
42	DAIWASECURITIES GROUP INC	25 Jun 11	AGM	07 Jun 11	X	
43	DAIICHI SANKYO COMPANY LTD	27 Jun 11	AGM	13 Jun 11	X	
44	SANGETSU CO LTD	28 Jun 11	AGM	09 Jun 11	X	
45	AIFUL CORP	28 Jun 11	AGM	10 Jun 11	X	
46	SEINO HOLDINGS CO	28 Jun 11	AGM	14 Jun 11	X	
47	ANRITSU CORP	28 Jun 11	AGM	14 Jun 11	X	
48	JAPAN RADIO CO LTD	28 Jun 11	AGM	14 Jun 11	X	
49	SONY CORP	28 Jun 11	AGM	14 Jun 11	X	
50	NOMURAHOLDINGS INC	28 Jun 11	AGM	14 Jun 11	X	
51	NIPPON SYSTEM DEVELOPMENT CO	28 Jun 11	AGM	14 Jun 11	X	
52	TOKYO ELECTRIC POWER CO INC	28 Jun 11	AGM	15 Jun 11	X	
53	TOEI CO LTD	29 Jun 11	AGM	15 Jun 11	X	
54	HIROSE ELECTRIC CO LTD	29 Jun 11	AGM	14 Jun 11	X	
55	KAJIMACORP	29 Jun 11	AGM	14 Jun 11	X	
56	KAMIGUMI CO LTD	29 Jun 11	AGM	14 Jun 11	X	
57	AJINOMOTO CO INC	29 Jun 11	AGM	15 Jun 11	X	
58	AMADACO LTD	29 Jun 11	AGM	15 Jun 11	X	
59	DAI NIPPON PRINTING CO LTD	29 Jun 11	AGM	15 Jun 11	X	
60	DAIWAHOUSE INDUSTRY CO	29 Jun 11	AGM	15 Jun 11	X	
61	NINTENDO CO LTD	29 Jun 11	AGM	16 Jun 11	X	
62	CHIBABANK LTD	29 Jun 11	AGM	16 Jun 11	X	
63	FUJIFILM HLDGS CORP	29 Jun 11	AGM	16 Jun 11	X	
64	SENKO CO LTD	29 Jun 11	AGM	16 Jun 11	X	
65	MITSUBISHI ESTATE CO LTD	29 Jun 11	AGM	17 Jun 11	X	
66	KURIMOTO LTD	29 Jun 11	AGM	17 Jun 11	X	
67	MITSUBISHI LOGISTICS CORP	29 Jun 11	AGM	17 Jun 11	X	
68	MS&AD INS GROUP HLDGS INC	29 Jun 11	AGM	17 Jun 11	X	
69	ORIENTAL LAND CO LTD	29 Jun 11	AGM	17 Jun 11	X	
70	MINEBEACO LTD	29 Jun 11	AGM	17 Jun 11	X	
71	OJI PAPER CO LTD	29 Jun 11	AGM	17 Jun 11	X	
72	SEKISUI CHEMICAL CO LTD	29 Jun 11	AGM	17 Jun 11	X	
73	SUZUKI MOTOR CO LTD	29 Jun 11	AGM	17 Jun 11	X	
74	mitsui fudosan CO LTD	29 Jun 11	AGM	17 Jun 11	X	
75	KAO CORP	29 Jun 11	AGM	17 Jun 11	X	
76	FANUC LTD	29 Jun 11	AGM	17 Jun 11	X	
77	TOKYO GAS CO LTD	29 Jun 11	AGM	20 Jun 11	X	
78	TAIYO NIPPON SANSEI CORP	29 Jun 11	AGM	17 Jun 11	X	
79	NIPPON EXPRESS CO LTD	29 Jun 11	AGM	17 Jun 11	X	
80	TAIHEIYO CEMENT CORP	29 Jun 11	AGM	20 Jun 11	X	
81	ASAHI KASEI CORP	29 Jun 11	AGM	20 Jun 11	X	
82	MATSUMOTOKIYOSHI HLDGS CO	29 Jun 11	AGM	20 Jun 11	X	
83	MITSUBISHI UFJ FINANCIAL GRP	29 Jun 11	AGM	20 Jun 11	X	
84	MURATAMANUFACTURING CO LTD	29 Jun 11	AGM	20 Jun 11	X	
85	PIONEER CORP	29 Jun 11	AGM	20 Jun 11	X	
86	SUMITOMO BAKELITE CO LTD	29 Jun 11	AGM	20 Jun 11	X	
87	SUMITOMO MITSUI FINANCIAL GR	29 Jun 11	AGM	20 Jun 11	X	

Japanese Upcoming Meetings Q3 2011

There are no upcoming meetings for this region.

Global Corporate Governance Review

Controlling investor guidelines

The Canadian Coalition for Good Governance (CCGG) has issued guidelines on governance differences of controlled corporations.

In the guidelines, CCGG states that representation of the controlling shareholder on the board and its influence over the corporation should generally be proportionate to its equity holdings, and the board should always have a meaningful number of independent directors who are not related to the controlling shareholder. The aim of the document is to ensure that the legitimate ownership interests of a controlling shareholder are not in conflict with a guideline designed for widely held issuers.

Canadian SRI resilient

Canada's socially responsible investment (SRI) remains resilient in spite of the global economic and financial crisis, according to the Social Investment Organization's (SIO) biannual study.

The research found that SRI continues to account for almost one-fifth or \$530.9 billion of assets under management in the financial industry. The 2010 review estimates that this represents about 19 % of the total assets in the pension industry, the asset management industry and the mutual fund industry. Findings in the report suggest that SRI stands to benefit from the present circumstances as investors seek alternatives to the investment approaches that contributed to the financial collapse. The SIO has been producing the report since 2000.

Rio Tinto remuneration revolt

Once again, Rio Tinto's executive pay was in the spotlight this summer. At the dual-listed company's Australian AGM there was a 38% vote against its remuneration report.

Normally this would be enough votes under the country's new framework for executive pay to trigger a full board re-election vote. The Australian 'say on pay' system requires the re-election of the full board at companies that receive more than 25% opposition to their remuneration report for two consecutive years. Last year a majority of Australian investors opposed the remuneration report, but it passed on UK shareholder support. However, as Rio Tinto complies with the UK Corporate Governance Code, which calls for annual elections at FTSE350 companies, the provision is irrelevant.

This year there was a 22% vote against the remuneration report at the UK AGM, bringing the overall combined vote against to 26%. The Australian Council of Super Investors (ACSI), which represents \$300 billion in funds under management, announced before the Australian AGM that it would oppose the remuneration report. UK investors Railpen and Standard Life also both raised concerns about the remuneration policy. ACSI stressed the misalignment of the CEO's rewards with shareholder results. Rio's chief executive Tom Albanese, whose remuneration is the second highest among the Australian Securities Exchange, saw a 31.4% salary increase from the previous year while absolute shareholder return was minus 34.7% with share price falling by 19.1% and dividends per share by 22.4%.

OECD updates guidelines

The Organisation for Economic Co-operation and Development (OECD) has issued an updated of its Guidelines for Multinational Enterprises.

34 OECD countries plus Argentina, Brazil, Egypt, Latvia, Lithuania, Morocco, Peru and Romania will commit to the new, more stringent standards of corporate behaviour, reported the OECD. The non-binding code of conduct now includes recommendations on issues like human rights abuse and company

responsibility for their supply chains, making them the first inter-governmental agreement in this area.

Companies are advised to apply good corporate practices drawn from the OECD Principles of Corporate Governance, which call for the protection and facilitation of the exercise of shareholder rights, including the equitable treatment of shareholders. They are also expected to disclose sufficient information on the remuneration of board members and key executives for investors to properly assess the costs and benefits of remuneration plans and the contribution of incentive schemes to performance.

Ministers from adhering countries will also agree to a Recommendation designed to combat the illicit trade in minerals that finance armed conflict.

The Guidelines are part of the OECD Declaration on International Investment and Multinational Enterprises.

CAMAC report on remuneration

At the request of the Australian Government, the Corporations and Markets Advisory Committee (CAMAC) has published a report on reducing the complexity of executive remuneration reports and revising the remuneration setting framework.

CAMAC takes the position that the “incentive and other components of remuneration policies and arrangements are matters for each company to determine, taking into account various factors, including the experience and skills required of its senior management, the marketplace for executive talent and the expectations of shareholders and other stakeholders of the company.” The report also includes specific suggestions for improvement regarding the remuneration governance framework, disclosure and accounting standards. No major legislative changes were proposed.

Pay and sustainability link lacking

A new report finds that just 29% of firms disclose links between executive compensation and sustainability.

The Greening the Green, a Glass Lewis report on executive competition and sustainability in 2010 suggests companies are more likely to link compensation to social issues (69%) than to environmental (29%). However, the research maintains, of those companies that link compensation to sustainability goals, 40% are considered weak, 29% medium and 31% strong. The utilities sector held the highest score (69%) while the information technology sector fared the worst (13%) at disclosing a link. Australian firms held the highest proportion (60%) among the countries surveyed with Germany coming in last place (17%). The study included a review of the most recent short and long-term compensation plans disclosed for the S&P100, FTSE50, CAC40, DAX30, AEX25 and the S&P/ASX20.

US investors lag on climate issues

US investors continue to fall behind their European and Australian counterparts when considering climate change, according to a recent report analysing the investment practices of regional asset managers and asset owners.

The Global Investor Survey, jointly published by Institutional Investor Group on Climate Change, the North American Investor Network on Climate Risk and Australia/New Zealand Investors Group on Climate Change, conducted by Mercer, surveyed 44 asset owners and 46 asset managers, with assets totalling over \$12 trillion on the importance of understanding climate change through their investment practices.

Regional approaches to climate change vary significantly. While European and Australian boards increasingly maintain responsibility, the majority of companies in North America leave socially responsible investment teams to handle these issues for investors.

Nearly all respondents claimed to report on their climate change activities and the large majority of investors view climate change as a risk or opportunity. However, the report concluded that major regional differences remain. European investors continue to make the most progress in addressing climate issues, largely driven by action at the European Union level on carbon pricing and the setting of targets for

renewable energy usage and emissions reductions. Australian investors showed strong enthusiasm in developing their approach to climate change, and were found to be catching up with their European counterparts despite delays on the policy side. Lack of coherent climate policy has led to US investors placing an emphasis on engaging with companies, particularly with regards to improving disclosure, rather than integrating climate change into valuations or actively encouraging investment managers to do so.

Canadian governance research

The Canadian Coalition for Good Governance (CCGG) has published a study on shareholder democracy. The report found that the majority of companies (70% by market capitalization) now appoint an independent chair compared to just over one third in 2003. The number of companies that did not have an independent chair by 2010 had however appointed an independent lead director, a 25% increase from 2003. Consequently, 88% of Index company boards (92% by market capitalization) had either an independent chair or lead director by 2010. Other changes include decreased multi-year board terms, permission of shareholders to vote “for” or to “withhold” their votes for individual director elections (previously not practiced) and a profound increase in companies (over half) adopting a “majority voting” policy. However, many leading Canadian companies continue to disallow shareholders to effectively vote for or against each individual nominee. 43% of issuers still refrain from adopting majority voting (20% of market capitalization).

Voting disclosure: India beats UK

The UK now trails India in terms of the level of transparency required of managers.

Last year the Securities and Exchange Board of India (SEBI) introduced a rule requiring mutual funds to disclose both voting policy and votes cast. This year the first wave of disclosures has started appearing and the Indian media has reported on whether funds are challenging investee companies. Apparently they aren't. According to one media report major mutual fund providers like ICICI Pru and Reliance MF did not vote against a single proposal in the disclosures analysed. SEBI is concerned that some funds are not complying – some disclose votes but not company names, others don't disclose all votes. Officials are looking at a crackdown.

Still, at least interested parties in India can access relevant data, with enough for the media to report. In the UK it is still the decision of asset managers whether or not to disclose, and, despite the Stewardship Code, most still don't, or provide only partial details and, as a result, media coverage of institutions' actual voting is rare. So much for the UK as a trailblazer.

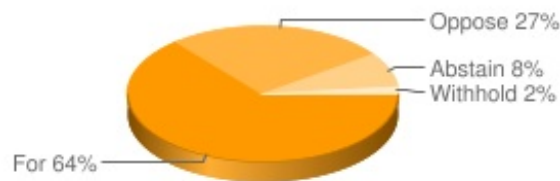
Global Voting Charts

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.

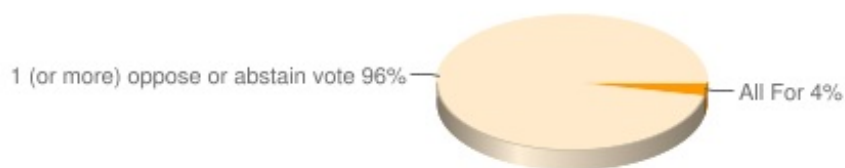
Total Resolutions	
For	889
Oppose	376
Abstain	106
Withhold	27
Withdrawn	0
Total	1398

Meetings	AGM	EGM	Total
Total Meetings	128	18	146
1 (or more) oppose or abstain vote	123	11	134

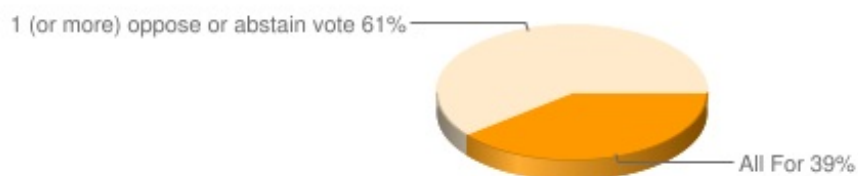
Global Voting Record



Global AGM Record



Global EGM Record



Global Voting Timetable Q2 2011

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

Voted Meetings

Table 14: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted	Proxy Edge	Postal Voting
1	CARDO AB	04 Apr 11	AGM	16 Mar 11	X	
2	ANSALDO STS PA	04 Apr 11	AGM	25 Mar 11	X	
3	TRACTEBEL ENERGIASA	05 Apr 11	AGM	28 Mar 11	X	
4	ABENGOASA	09 Apr 11	AGM	28 Mar 11	X	
5	LOJAS RENNER SA	11 Apr 11	AGM	01 Apr 11	X	
6	MACQUARIE ATLAS ROADS LTD	12 Apr 11	AGM	28 Mar 11	X	
7	NCC AB	13 Apr 11	AGM	28 Mar 11	X	
8	CHARLES VOGELE HLDG AG	13 Apr 11	AGM	05 Apr 11	X	
9	RECORDATI SPA	13 Apr 11	AGM	05 Apr 11	X	
10	MOTA-ENGIL SGPS SA	14 Apr 11	AGM	31 Mar 11	X	
11	AKER ASA	14 Apr 11	AGM	04 Apr 11	X	
12	SARE HOLDING S.A.B. DE C.V.	14 Apr 11	AGM	07 Apr 11	X	
13	ZON MULTIMEDIASERVICOS DE	15 Apr 11	AGM	29 Mar 11	X	
14	BANCAPOPOLARE EMIL ROMAGNA	15 Apr 11	AGM	08 Apr 11	X	
15	BULGARI SPA	18 Apr 11	AGM	08 Apr 11	X	
16	VALE SA	19 Apr 11	AGM	07 Apr 11	X	
17	COMPANHIASIDERURGICANACION	19 Apr 11	EGM	11 Apr 11	X	
18	PRELIOS SPA	19 Apr 11	AGM	11 Apr 11	X	
19	KONINKLIJKE BAM GROEP NV	20 Apr 11	AGM	07 Apr 11	X	
20	TOD`S GROUP SPA	20 Apr 11	AGM	12 Apr 11	X	
21	WOODSIDE PETROLEUM LTD	20 Apr 11	AGM	13 Apr 11	X	
22	KUONI REISEN AG	20 Apr 11	AGM	13 Apr 11	X	
23	AMPLIFON SPA	20 Apr 11	AGM	14 Apr 11	X	
24	CHINAANIMAL HEALTHECARE LTD	20 Apr 11	AGM	14 Apr 11	X	
25	PEOPLES FOOD HOLDINGS LTD	20 Apr 11	AGM	14 Apr 11	X	
26	UNITED FOOD HOLDINGS LTD	20 Apr 11	AGM	14 Apr 11	X	
27	ENCANACORP	20 Apr 11	AGM	15 Apr 11	X	
28	DIALOG SEMICONDUCTOR PLC	21 Apr 11	AGM	06 Apr 11	X	
29	THE INDIAFUND INC	21 Apr 11	AGM	20 Apr 11	X	
30	INTERPUMP GROUP SPA	26 Apr 11	COMBINED	14 Apr 11	X	
31	YOOX SPA	26 Apr 11	AGM	14 Apr 11	X	
32	IMPREGILO SPA	26 Apr 11	EGM	14 Apr 11	X	

33	TCL COMMUNICATION TECH HLDG	26 Apr 11	EGM	20 Apr 11	X	
34	CENOVUS ENERGY INC	27 Apr 11	AGM	13 Apr 11	X	
35	BARRICK GOLD CORP	27 Apr 11	AGM	13 Apr 11	X	
36	TISCALI SPA	27 Apr 11	AGM	15 Apr 11	X	
37	IMPREGILO SPA	27 Apr 11	AGM	15 Apr 11	X	
38	FONDIARIA SAI SPA	27 Apr 11	AGM	18 Apr 11	X	
39	GJENSIDIGE FORSIKRING BA	27 Apr 11	AGM	18 Apr 11	X	
40	BANCO DO BRASIL	27 Apr 11	AGM	18 Apr 11	X	
41	SONAE SGPS SA	27 Apr 11	AGM	12 Apr 11	X	
42	SORIN SPA	27 Apr 11	AGM	20 Apr 11	X	
43	LIFESTYLE INTL HLDGS LTD	27 Apr 11	AGM	20 Apr 11	X	
44	GAMMAHOLDING NV	28 Apr 11	AGM	15 Apr 11	X	
45	SARAS RAFFINERIE SARDE SPA	28 Apr 11	AGM	18 Apr 11	X	
46	BENETTON GROUP SPA	28 Apr 11	AGM	18 Apr 11	X	
47	APULIAPRONTOPRESTITO SPA	28 Apr 11	AGM	18 Apr 11	X	
48	LOTTOMATICA SPA	28 Apr 11	AGM	18 Apr 11	X	
49	ELCOTEQ SE	28 Apr 11	AGM	18 Apr 11	X	
50	TOMRASYSTEMS A/S	28 Apr 11	AGM	18 Apr 11	X	
51	CIR-COMPAGNIE INDUSTRI	28 Apr 11	AGM	18 Apr 11	X	
52	OESTERREICH POST AG	28 Apr 11	AGM	19 Apr 11	X	
53	ENIRO AB	29 Apr 11	AGM	18 Apr 11	X	
54	FLSMIDTH & CO AS	29 Apr 11	AGM	18 Apr 11	X	
55	COMPANHIA SIDERURGICANACION	29 Apr 11	AGM	19 Apr 11	X	
56	JBS SA	29 Apr 11	EGM	20 Apr 11	X	
57	DAVIDE CAMPARI SPA	29 Apr 11	AGM	20 Apr 11	X	
58	FBD HOLDINGS	29 Apr 11	AGM	20 Apr 11	X	
59	FLUGHAFEN WIEN AG	29 Apr 11	AGM	20 Apr 11	X	
60	FBD HOLDINGS	29 Apr 11	EGM	20 Apr 11	X	
61	AGRICULTURAL BANK OF GREECE	29 Apr 11	AGM	21 Apr 11	X	
62	GRUPO MEXICO SADE CV	29 Apr 11	AGM	21 Apr 11	X	
63	ANHANGUERA EDUCACIONAL PARTICIPACOES SA	29 Apr 11	EGM	21 Apr 11	X	
64	ANHANGUERA EDUCACIONAL PARTICIPACOES SA	29 Apr 11	AGM	21 Apr 11	X	
65	MULTIPLAN EMPREENDIMENTOS	29 Apr 11	AGM	21 Apr 11	X	
66	GRUPO TELEVISASAB	29 Apr 11	AGM	25 Apr 11	X	
67	MARFRIG ALIMENTOS SA	30 Apr 11	AGM	25 Apr 11	X	
68	SGL CARBON SE	03 May 11	AGM	25 Apr 11	X	
69	TAKKT AG	04 May 11	AGM	20 Apr 11	X	
70	GRAFTON GROUP PLC	04 May 11	AGM	26 Apr 11	X	
71	LOJAS RENNER SA	04 May 11	EGM	27 Apr 11	X	
72	COCA-COLA AMTIL LTD	04 May 11	AGM	28 Apr 11	X	
73	MAGNA INTERNATIONAL INC	04 May 11	AGM	28 Apr 11	X	
74	HEXCEL CORP	05 May 11	AGM	04 May 11	X	
75	KANSAS CITY SOUTHERN	05 May 11	AGM	04 May 11	X	
76	RHI AG	06 May 11	AGM	28 Apr 11	X	
77	HUTCHISON CHINAMEDITECH LTD	09 May 11	AGM	03 May 11	X	

78	TCL COMMUNICATION TECH HLDG	09 May 11	AGM	04 May 11	X	
79	AGRIUM INC	10 May 11	AGM	28 Apr 11	X	
80	PGS-PETROLEUM GEO-SERVICES	11 May 11	AGM	04 May 11	X	
81	OIL SEARCH LTD	11 May 11	AGM	04 May 11	X	
82	SEABIRD EXPLORATION LTD	11 May 11	AGM	05 May 11	X	
83	BW OFFSHORE LTD	12 May 11	AGM	02 May 11	X	
84	JARDINE MATHESON HLDGS LTD	12 May 11	AGM	05 May 11	X	
85	AMP LTD	12 May 11	AGM	05 May 11	X	
86	KINGSPAN GROUP PLC	12 May 11	AGM	06 May 11	X	
87	SCHIBSTED ASA	13 May 11	AGM	06 May 11	X	
88	CDON GROUP AB	16 May 11	AGM	05 May 11	X	
89	SEB SA	17 May 11	COMBINED	06 May 11	X	
90	PADDY POWER PLC	17 May 11	AGM	11 May 11	X	
91	HELLENIC EXCHANGE HOLDING SA	18 May 11	AGM	11 May 11	X	
92	MARFIN POPULAR BANK PUB CO	18 May 11	AGM	12 May 11	X	
93	IRISH LIFE & PERMANENT PLC	18 May 11	AGM	12 May 11	X	
94	GEELY AUTOMOBILE HLDGS LTD	18 May 11	AGM	13 May 11	X	
95	POLYTEC HOLDING AG	19 May 11	AGM	10 May 11	X	
96	MAP GROUP	19 May 11	AGM	12 May 11	X	
97	INTRALOT SA- INTEGRATED IT	19 May 11	AGM	12 May 11	X	
98	ELTEK ASA	19 May 11	AGM	13 May 11	X	
99	SEMAPA-SOC DE INVEST GESTAO	20 May 11	AGM	06 May 11	X	
100	BANK OF PIRAEUS	20 May 11	AGM	13 May 11	X	
101	OBRASCON HUARTE LAIN SA	23 May 11	AGM	18 May 11	X	
102	BRILLIANCE CHINA AUTOMOTIVE	23 May 11	AGM	18 May 11	X	
103	ARKEMA	24 May 11	AGM	13 May 11	X	
104	FRED OLSEN ENERGY ASA	24 May 11	AGM	17 May 11	X	
105	WASION GROUP HOLDINGS LTD	24 May 11	AGM	19 May 11	X	
106	PROSAFE SE	25 May 11	AGM	11 May 11	X	
107	GAMESA COOPERACION TECNOLOGICA SA	25 May 11	AGM	18 May	✓	

107	GAMESA CORPORACION TECNOLOGICA SA	23 May 11	AGM	11	^	
108	WESTFIELD GROUP	25 May 11	AGM	18 May 11	X	
109	HELLENIC DUTY FREE SHOPS SA	26 May 11	EGM	19 May 11	X	
110	MOTOR OIL CORINTH REFINERIES	26 May 11	AGM	19 May 11	X	
111	CHINESE ESTATES HOLDINGS LTD	26 May 11	AGM	23 May 11	X	
112	PHOENIX MECANO AG	27 May 11	AGM	23 May 11	X	
113	COMPANHIA SIDERURGICA S A	30 May 11	EGM	23 May 11	X	
114	BANCO DO BRASIL	31 May 11	EGM	24 May 11	X	
115	MARFIN POPULAR BANK PUB CO	31 May 11	EGM	25 May 11	X	
116	CHINA YURUN FOOD GROUP LTD	31 May 11	AGM	26 May 11	X	
117	HELLENIC EXCHANGE HOLDING SA	31 May 11	EGM	25 May 11	X	
118	BOMBARDIER INC -CL B	01 Jun 11	AGM	20 May 11	X	
119	SOL MELIASA	01 Jun 11	AGM	26 May 11	X	
120	FIRST PACIFIC CO LTD	01 Jun 11	AGM	27 May 11	X	
121	JBS SA	03 Jun 11	EGM	27 May 11	X	
122	DYNASTY FINE WINES GROUP LTD	03 Jun 11	AGM	27 May 11	X	
123	PROSPERITY VOSKHOD FUND LTD	03 Jun 11	EGM	27 May 11	X	
124	TGS-NOPEC GEOPHYSICAL CO ASA	07 Jun 11	AGM	02 Jun 11	X	
125	KUNLUN ENERGY CO LTD	08 Jun 11	AGM	27 May 11	X	
126	RHOEN-KLINIKUM AG	08 Jun 11	AGM	31 May 11	X	
127	EBRO FOODS SA	14 Jun 11	AGM	08 Jun 11	X	
128	PETSMART INC	15 Jun 11	AGM	09 Jun 11	X	
129	STADAARZNEIMITTEL AG	16 Jun 11	AGM	06 Jun 11	X	
130	SIGNET JEWELERS LTD	16 Jun 11	AGM	08 Jun 11	X	
131	ELECTROMAGNETIC GEOSERV	22 Jun 11	AGM	13 Jun 11	X	
132	TECNICAS REUNIDAS	22 Jun 11	AGM	15 Jun 11	X	
133	TIM PARTICIPACOES SA	22 Jun 11	EGM	16 Jun 11	X	
134	HELLENIC DUTY FREE SHOPS SA	24 Jun 11	AGM	15 Jun 11	X	
135	PROSEGUR (CIA DE SEGURIDAD)	27 Jun 11	AGM	20 Jun 11	X	
136	THE NEW GERMANY FUND	27 Jun 11	AGM	22 Jun	v	

136	THE NEW GERMAN FUND	27 Jun 11	AGM	11	^	
137	FORTHNET SA	28 Jun 11	AGM	17 Jun 11	X	
138	INTERPUMP GROUP SPA	28 Jun 11	EGM	17 Jun 11	X	
139	C&C GROUP PLC	29 Jun 11	AGM	17 Jun 11	X	
140	ANHANGUERA EDUCACIONAL PARTICIPACOES SA	29 Jun 11	EGM	17 Jun 11	X	
141	DNICK HOLDINGS PLC	30 Jun 11	AGM	14 Jun 11	X	
142	ELLAKTOR SA	30 Jun 11	AGM	21 Jun 11	X	
143	BAKER STEEL RESOURCES TRUST	30 Jun 11	AGM	22 Jun 11	X	
144	THE LATIN AMERICAN DISCOVERY FUND	30 Jun 11	AGM	24 Jun 11	X	

Not Voted Meetings

Table 15: Meetings not voted in quarter

	Company	Meeting Date	Type	Reason Not Voted
1	PETROBRAS-PETROLEO BRASILIER	04 Apr 11	EGM	No ballot
2	BEACON HILL RESOURCES PLC	29 Jun 11	AGM	Shares not held at record date

Global Upcoming Meetings Q3 2011

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

Table 16: Upcoming Meetings

	Company	Meeting Date	Type
1	IRISH LIFE & PERMANENT PLC	20 Jul 11	EGM
2	CARPHONE WAREHOUSE GROUP PLC	27 Jul 11	AGM
3	BALMORAL INTERNATIONAL LAND PLC	01 Aug 11	AGM
4	TEVAPHARMACEUTICALS	01 Aug 11	AGM
5	METAGE SPECIAL EMERGING MARKETS FUND LTD	27 Aug 11	AGM

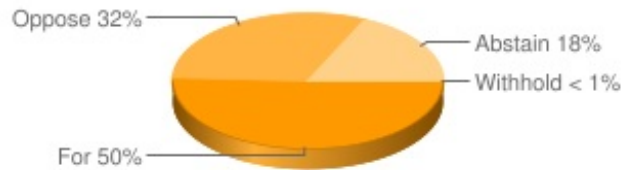
Asian Voting Charts

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.

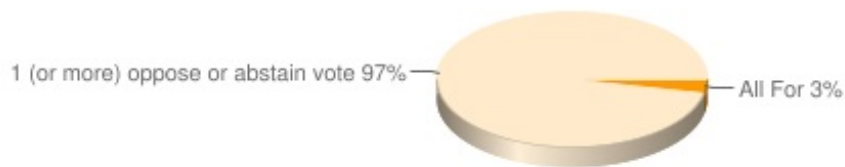
Total Resolutions	
For	584
Oppose	373
Abstain	209
Withhold	1
Withdrawn	0
Total	1167

Meetings	AGM	EGM	Total
Total Meetings	106	13	119
1 (or more) oppose or abstain vote	103	9	112

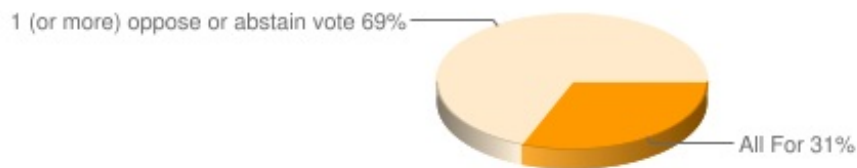
Asian Voting Record



Asian AGM Record



Asian EGM Record



Asian Voting Timetable Q2 2011

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

Voted Meetings

Table 17: Meetings voted in the quarter

	Company	Meeting Date	Type	Date Voted	Proxy Edge	Postal Voting
1	DELTAELECTRONICS (THAILAND)	01 Apr 11	AGM	29 Mar 11	X	
2	BANPU PCL	05 Apr 11	AGM	01 Apr 11	X	
3	PERUSAHAAN GAS NEGARA TBK	06 Apr 11	EGM	31 Mar 11	X	
4	M 1 LTD	07 Apr 11	AGM	28 Mar 11	X	
5	MACQUARIE INTL INFRASTRUCTUR	07 Apr 11	AGM	29 Mar 11	X	
6	KASIKORNBANK PCL	07 Apr 11	AGM	31 Mar 11	X	
7	KEPCO-KOREAELEC POWER CORP	08 Apr 11	EGM	29 Mar 11	X	
8	MANILAWATER CO INC	11 Apr 11	AGM	24 Mar 11	X	
9	AYALALAND INC	13 Apr 11	AGM	25 Mar 11	X	
10	NEPTUNE ORIENT LINES LTD	13 Apr 11	AGM	04 Apr 11	X	
11	BANK OF PHILIPPINE ISLANDS	14 Apr 11	AGM	28 Mar 11	X	
12	OVERSEACHINESE BANKING	15 Apr 11	AGM	06 Apr 11	X	
13	OVERSEACHINESE BANKING	15 Apr 11	EGM	06 Apr 11	X	
14	BRITISH AMER TOB (MALAYSIA)	19 Apr 11	AGM	11 Apr 11	X	
15	BANK OF EAST ASIA LTD	19 Apr 11	AGM	11 Apr 11	X	
16	PACIFIC BASIN SHIPPING LTD	19 Apr 11	AGM	14 Apr 11	X	
17	CHINA EVERBRIGHT INTL LTD	19 Apr 11	AGM	14 Apr 11	X	
18	CITY DEVELOPMENTS LTD	20 Apr 11	AGM	12 Apr 11	X	
19	HONG LEONG FINANCE LTD	21 Apr 11	AGM	07 Apr 11	X	
20	JARDINE CYCLE & CARRIAGE LTD	21 Apr 11	AGM	15 Apr 11	X	
21	KEPPEL LAND LTD	21 Apr 11	AGM	15 Apr 11	X	
22	ELECTRICITY GENERATING PCL	21 Apr 11	AGM	19 Apr 11	X	
23	KEPCO-KOREAELEC POWER CORP	22 Apr 11	EGM	12 Apr 11	X	
24	CIMB GROUP HOLDINGS BERHAD	22 Apr 11	AGM	15 Apr 11	X	
25	CAPITALAND LTD	25 Apr 11	AGM	15 Apr 11	X	
26	THAI UNION FROZEN PRODUCTS	25 Apr 11	AGM	21 Apr 11	X	
27	MACQUARIE INTL INFRASTRUCTUR	26 Apr 11	EGM	20 Apr 11	X	
28	LAND & HOUSES PCL	26 Apr 11	AGM	21 Apr 11	X	
29	GOLDEN AGRI RESOURCES LTD	27 Apr 11	AGM	20 Apr 11	X	
30	BEC WORLD PCL	27 Apr 11	AGM	21 Apr 11	X	
31	BIG C SUPERCENTER PCL	27 Apr 11	AGM	23 Apr 11	X	
32	DBS GROUP HOLDINGS LTD	28 Apr 11	AGM	20 Apr 11	X	
33	DBS GROUP HOLDINGS LTD	28 Apr 11	EGM	20 Apr 11	X	
34	WILMAR INTERNATIONAL LTD	28 Apr 11	EGM	21 Apr 11	X	
35	WILMAR INTERNATIONAL LTD	28 Apr 11	AGM	21 Apr 11	X	
36	WANT WANT CHINA HLDGS LTD	28 Apr 11	AGM	23 Apr 11	X	
37	MIDAS HLDGS	29 Apr 11	EGM	21 Apr 11	X	
38	WHEELLOCK PROPERTIES (SGP)	29 Apr 11	AGM	21 Apr 11	X	

39	MIDAS HLDGS	29 Apr 11	AGM	23 Apr 11	X	
40	ASTRAAGRO LESTARI TBK (PT)	29 Apr 11	AGM	27 Apr 11	X	
41	HANAMICROELECTRONICS PCL	29 Apr 11	AGM	28 Apr 11	X	
42	WING HANG BANK LTD	05 May 11	AGM	23 Apr 11	X	
43	MTR CORP LTD	06 May 11	AGM	28 Apr 11	X	
44	ASTRAINTERNATIONAL TBK (PT)	06 May 11	AGM	27 Apr 11	X	
45	FUFENG GROUP LTD	09 May 11	AGM	04 May 11	X	
46	INDOCEMENT TUNGGAL PRAKARSA	10 May 11	AGM	06 May 11	X	
47	SOHO CHINALTD	11 May 11	AGM	05 May 11	X	
48	CLP HOLDINGS	12 May 11	AGM	05 May 11	X	
49	HANG SENG BANK LTD	13 May 11	AGM	06 May 11	X	
50	DONGFANG ELECTRIC CORP LTD	17 May 11	AGM	05 May 11	X	
51	ZTE CORP	17 May 11	AGM	05 May 11	X	
52	LI & FUNG LTD	18 May 11	AGM	06 May 11	X	
53	PETROCHINACO LTD	18 May 11	AGM	06 May 11	X	
54	POWER ASSETS HOLDINGS LTD	18 May 11	AGM	12 May 11	X	
55	CHINAEVERBRIGHT LTD	18 May 11	AGM	13 May 11	X	
56	CHINAMOBILE LTD	19 May 11	AGM	11 May 11	X	
57	TELEKOMUNIKASI INDONESIA	19 May 11	AGM	12 May 11	X	
58	MEDCO ENERGI INTL TBK PT	19 May 11	AGM	17 May 11	X	
59	HUTCHISON WHAMPOALTD	20 May 11	AGM	13 May 11	X	
60	CHEUNG KONG (HOLDINGS) LTD	20 May 11	AGM	13 May 11	X	
61	CHINA OILFIELD SERVICES LTD	23 May 11	AGM	12 May 11	X	
62	BANK MANDIRI (PERSERO) TBK	23 May 11	AGM	19 May 11	X	
63	CHINA UNICOM (HONG KONG) LTD	24 May 11	AGM	19 May 11	X	
64	TELEVISION BROADCASTS LTD	25 May 11	AGM	18 May 11	X	
65	RAMAYANA LESTARI SENTOSA TBK	26 May 11	AGM	24 May 11	X	
66	HYUNDAI GREEN FOOD CO LTD	27 May 11	EGM	17 May 11	X	
67	DAH SING BANKING GROUP LTD	27 May 11	AGM	24 May 11	X	
68	BANK OF CHINALTD	27 May 11	AGM	24 May 11	X	
69	CNOOC LTD	27 May 11	AGM	24 May 11	X	
70	LENOVO GROUP LTD	27 May 11	EGM	24 May 11	X	
71	CHINA RESOURCES ENTERPRISES	27 May 11	AGM	24 May 11	X	
72	INDOFOOD SUKSES MAKMUR (PT)	27 May 11	AGM	25 May 11	X	
73	TAIWAN GREATER CHINA FUND	27 May 11	AGM	26 May 11	X	
74	ANHUI CONCH CEMENT CO LTD	31 May 11	AGM	20 May 11	X	
75	INDUSTRIAL & COMM BANK CHINA	31 May 11	AGM	24 May 11	X	
76	CHINA RESOURCES LAND LTD	01 Jun 11	AGM	27 May 11	X	
77	SAMSUNG FIRE & MARINE INS	03 Jun 11	AGM	24 May 11	X	
78	CHINA BLUE CHEMICAL LTD	03 Jun 11	AGM	25 May 11	X	
79	HONG KONG & CHINA GAS CO LTD	03 Jun 11	AGM	26 May 11	X	
80	CHINA LIFE INSURANCE (CHN)	03 Jun 11	AGM	31 May 11	X	
81	CHINA RES PWR HLDG	08 Jun 11	AGM	20 May 11	X	
82	HON HAI PRECISION IND CO LTD	08 Jun 11	AGM	31 May 11	X	
83	CHINA CONSTR BANK CORP	09 Jun 11	AGM	27 May 11	X	
84	TAIWAN SEMICONDUCTOR MFG CO	09 Jun 11	AGM	31 May 11	X	
85	HENDERSON LAND DEVELOPMT LTD	09 Jun 11	AGM	02 Jun 11	X	
86	GENTING BHD	09 Jun 11	AGM	02 Jun 11	X	
87	LARGAN PRECISION CO LTD	09 Jun 11	AGM	02 Jun 11	X	

88	SINOPAC FINANCIAL HLDGS CO	10 Jun 11	AGM	03 Jun 11	X	
89	MALAYAN BANKING BHD	13 Jun 11	EGM	03 Jun 11	X	
90	PLDT-PHILIPPINE LNG DIST TEL	14 Jun 11	AGM	03 Jun 11	X	
91	JASAMARGA(INDONESIAHWY CO)	14 Jun 11	AGM	09 Jun 11	X	
92	HTC CORPORATION	15 Jun 11	AGM	06 Jun 11	X	
93	GIANT MANUFACTURING CO LTD	15 Jun 11	AGM	06 Jun 11	X	
94	TAIWAN MOBILE CO LTD	15 Jun 11	AGM	06 Jun 11	X	
95	RADIUM LIFE TECH CO LTD	15 Jun 11	AGM	07 Jun 11	X	
96	UNITED MICROELECTRONICS CORP	15 Jun 11	AGM	08 Jun 11	X	
97	ACER INC	15 Jun 11	AGM	08 Jun 11	X	
98	PINGAN INSURANCE GROUP	16 Jun 11	AGM	06 Jun 11	X	
99	MEGAWORLD CORP	17 Jun 11	AGM	31 May 11	X	
100	MX-MIN XIN HOLDINGS LTD	17 Jun 11	AGM	13 Jun 11	X	
101	NAN YAPPLASTICS CORP	21 Jun 11	AGM	13 Jun 11	X	
102	CHIPBOND TECHNOLOGY	22 Jun 11	AGM	13 Jun 11	X	
103	KULIM (MALAYSIA) BHD	23 Jun 11	AGM	13 Jun 11	X	
104	UNI-PRESIDENT ENTERPRISE CO	23 Jun 11	AGM	15 Jun 11	X	
105	CHUNGHWATELECOM LTD	24 Jun 11	AGM	13 Jun 11	X	
106	INDOSAT TBK	24 Jun 11	AGM	15 Jun 11	X	
107	FUBON FINANCIAL HOLDING CO	24 Jun 11	AGM	17 Jun 11	X	
108	POWERTECH TECHNOLOGY INC	24 Jun 11	AGM	17 Jun 11	X	
109	COMPAL ELECTRONIC INC	24 Jun 11	AGM	17 Jun 11	X	
110	FAR EASTERN NEW CENTURY CORP	24 Jun 11	AGM	17 Jun 11	X	
111	DELTAELECTRONICS INC	24 Jun 11	AGM	17 Jun 11	X	
112	PERUSAHAAN GAS NEGARATBK	27 Jun 11	AGM	16 Jun 11	X	
113	LIANHUASUPERMARKET HOLDINGS	28 Jun 11	AGM	16 Jun 11	X	
114	LOPEZ HOLDINGS CORP	29 Jun 11	AGM	13 Jun 11	X	
115	PLUS EXPRESSWAYS BHD	29 Jun 11	AGM	20 Jun 11	X	
116	NEW WORLD CHINALAND LTD	29 Jun 11	EGM	21 Jun 11	X	
117	NWS HOLDINGS LTD	29 Jun 11	EGM	21 Jun 11	X	

Not Voted Meetings

Table 18: Meetings not voted in quarter

	Company	Meeting Date	Type	Reason Not Voted
1	BANGKOK BANK PCL	12 Apr 11	AGM	Voting by attendance only
2	JIANGSU EXPRESSWAY CO LTD	11 May 11	AGM	No ballot

Asian Upcoming Meetings Q3 2011

There are no upcoming meetings for this region.

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.

AIM UK Market

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

Fledgling UK Market

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

European

Analysis for "Oppose" and "Abstain" votes for resolutions at European 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.

Asian

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

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