

2 Approve the Remuneration Report **Oppose**

Targets, award levels and vesting scales for the PSP and option schemes are disclosed, with the exception of baseline ROCE figures for the PSP. The company operated the PSP, Executive Share option scheme and Executive Incentive Plan. The executive share option scheme is based on EPS growth targets that are considered sufficiently challenging. Combined remuneration is considered excessive in the year under review and salaries are in the top of the sector.

The inclusion of mature property sales within the measures used (EPS, PBT, ROCE) to inform pay out under the long term incentive scheme is not appropriate. Mature property sales are not in our view indicative of sustainable operational group performance. EPS informs a significant element of executive pay as EPS performance is used for 75% of the cash element and 50% of the share element on a maximum payout basis and it was observed that 57% of total remuneration paid to executives in 2010 came in the form of short term cash and deferred shares. Underlying EPS has grown primarily because of property sales and we note that EPS is favoured over other objective, measurable targets like TSR. The company has duly noted that TSR performance has been behind the market over the past year.

Clawback provisions for deferred share awards under the annual bonus plan and PSP allow the committee to scale back awards in the event that results are materially misstated. It is not clear if the committee is empowered to claim back the money already paid or if the provisions allow reduction of awards which may in fact never be earned due to performance conditions. We do not consider the latter constitutes a robust clawback arrangement.

Executive directors are on a one year rolling contract and upon cessation of employment; the company will pay a sum calculated on the basis of basic salary and the average annual bonus paid for the last two years. A mitigation statement is provided. However, the committee has the discretion to vary the notice period to 24 months. We note that this arrangement only relates to an initial period of appointment and welcome that the incoming CEO's termination provisions are limited to one year's salary and benefits only. This will also be the policy going forward for new executives joining the Board. Rating: BDE

For: 96.68% - Oppose: 2.80% - Abstain: 0.52%

6 To re-elect Mr David Reid **Abstain**

Chairman. Not considered independent by PIRC as he has served in an executive capacity.

For: 97.77% - Oppose: 1.18% - Abstain: 1.05%

19 Appoint the auditors **Abstain**

PricewaterhouseCoopers LLP proposed. Consultancy-related non audit fees amounted to £1.6m and is more than 25% of the audit fee in the year under review and on a three year aggregate basis.

For: 97.59% - Oppose: 1.21% - Abstain: 1.20%

23* Authorise Share Repurchase **Abstain**

Authority limited to 10% of the issued share capital and expires no later than the next AGM. However, there is no written assurance that EPS targets will be adjusted to take account of the effect of any share buyback during the year and therefore an abstention is recommended.

For: 98.34% - Oppose: 0.63% - Abstain: 1.03%

25 Approve the Tesco PLC Performance Share Plan 2011 **Oppose**

Authority sought to approve and adopt the Tesco PLC Performance Share Plan 2011. Awards will vest subject to a combination of return on capital employed ("ROCE") and earnings per share ("EPS") performance over a three year performance period. Full vesting occurs when cumulative earnings grow by 12% per annum and ROCE must have increased to at least 14.6% for 2013-14. No payout will be made unless ROCE is increased to 13.6%, however, no baseline figures for ROCE are disclosed. Maximum award limit is 350% of salary under this scheme, however, it is currently intended that the maximum performance share award will be 225% of base salary for Executive Directors and 275% of base salary for the CEO. There are claw-back provisions in place, however, retesting of performance is not possible. Un-vested awards will normally lapse unless under certain specific circumstances, however, we note that the Committee has the discretion to do otherwise. Dilution levels are limited to 10 percent of the issues share capital.

With regards to the performance conditions, we do not consider the EPS targets to be sufficiently challenging vis-a-vis consensus forecast. We welcome the use of concurrent performance conditions, but we would welcome the broadening of the vesting scale as it is considered too narrow to encourage out-performance. Moreover, combined remuneration is considered excessive when taking this plan into account. Rating:DB

For: 97.32% - Oppose: 2.52% - Abstain: 0.16%

3i INFRASTRUCTURE PLC AGM Date: 2011-07-05

9 To re-elect Paul Waller **Oppose**

Non-Executive Director. Not independent as he is a nominee of 3i, the investment manager. The Company has advised PIRC that Mr. Waller is nominated by the 3i Group as a significant shareholder rather than as a representative of 3i Investments plc as Investment Advisor to the Company. However we consider his role as a Managing Partner at 3i Group and a Director at 3i Investments raises a conflict between the director and the investment manager to ensure objective scrutiny of their activities.

For: 99.33% - Oppose: 0.38% - Abstain: 0.28%

BROWN (N) GROUP PLC AGM Date: 2011-07-05

2 Approve the Remuneration Report **Abstain**

During the year under review executive directors received an annual bonus and conditional share grant as well as their base salary. Payments were also made on their behalf into an employee benefit trust. In the case of the CEO, GBP 2.2 million was paid into the trust (last year, GBP 0.3 million) and his base salary is roughly GBP 0.5 million. No information is provided on how the trust works and how payments are determined which raises a concern. Executives may also receive award grants under an option scheme (but not at the same time as received awards under the LTIP) and the lower vesting point has not been disclosed. Other than these concerns, disclosure is generally good, particularly regarding bonus targets.

The share awards granted during the year have TSR targets attached. The application of only one target is not best practice; two applied in a concurrent fashion is the expected minimum. Given the potential level of award, the targets are not sufficiently challenging. There are no excessive concerns regarding variable pay for the year under review and service contracts allow for termination payments that are in line with best practice guidelines. Overall rating: CCB

For: 91.57% - Oppose: 3.61% - Abstain: 4.82%

6 Re-Elect Lord Alliance of Manchester CBE **Oppose**

Chairman. Not independent upon appointment. Lord Alliance of Manchester holds 27.05% of the company's issued share capital. In addition he holds 19,731,784 non-beneficial shares (7.09% of the company's issued share capital.)

For: 96.44% - Oppose: 2.31% - Abstain: 1.25%

7 Re-Elect Nigel Alliance OBE **Oppose**

Non-Executive Director. Not independent as he is a former executive director and has also been on the board for more than twenty years. He holds 8.86% of the company's issued share capital and has 6,830,943 non-beneficial shares (2.45% of the company's issued share capital). He is the bother of the Chairman. There is insufficient independent representation on the Board.

For: 95.80% - Oppose: 3.12% - Abstain: 1.08%

8 Re-Elect Ivan Fallon **Oppose**

Senior Independent Director. Not independent due to his Board tenure of seventeen years. There are insufficient independent directors on the Board.

For: 76.57% - Oppose: 22.42% - Abstain: 1.02%

9 Re-Elect Lord Stone of Blackheath **Oppose**

Non-Executive Director. Not independent by PIRC as he has been on the Board for more than nine years. There is insufficient independent representation on the Board.

For: 96.15% - Oppose: 2.72% - Abstain: 1.13%

12 Appoint the auditors and allow the board to determine their remuneration **Oppose**

Deloitte LLP. proposed. Non-audit fees of GBP 0.8 million are equivalent to 400% of the audit fee during the year and over 300% of the audit fee on a three-year aggregate. This raises independence concerns over the external auditors.

For: 87.16% - Oppose: 3.81% - Abstain: 9.03%

3i GROUP PLC AGM Date: 2011-07-06

2 Approve the Remuneration Report **Oppose**

Under the Discretionary Share Plan, both performance share awards and option awards are based on a single performance criterion. PIRC considers that all schemes should use at least two performance conditions concurrently. The performance shares are based on TSR as a performance condition which are not considered challenging according to the level of awards available. Combined remuneration is considered excessive in the year under review and salaries are at the top of the sector.

Executive directors have one year rolling contracts. The Chief Executive's contract contains provisions entitling the Company to terminate employment without notice subject to making 12 monthly payments thereafter equivalent to monthly basic pay and benefits less any amounts earned from alternative employment. All directors' contracts entitle the Company to give pay in lieu of notice. Rating:BDB

For: 91.88% - Oppose: 7.33% - Abstain: 0.79%

11 Appoint the auditors

Abstain

Ernst & Young LLP proposed. Consultancy-related non audit fees amounted to £500,000 and is more than 25% of the audit fee in the year under review and on a three year aggregate basis, raising independence concerns over the external auditors.

For: 98.08% - Oppose: 0.25% - Abstain: 1.67%

15 Approve renewal of LTIP

Oppose

Approval is sought with regards to the 3i Group Discretionary Share Plan renewal for a further 10 years and to extend the life of the Plan by authorising the Directors to amend the rules of the Plan to allow for the grant of awards till 5 July 2021.

Under the Discretionary Share Plan, both performance share awards and option awards are based on a single performance criterion. PIRC considers that all schemes should use at least two performance conditions concurrently. The performance shares are based on TSR as a performance condition which are not considered challenging according to the level of awards available. Combined remuneration is considered excessive taking this plan into account. However, we do welcome the claw-back policy in place for these awards. Rating:DB

For: 61.68% - Oppose: 29.36% - Abstain: 8.96%

LONDON & STAMFORD PPTY LTD AGM Date: 2011-07-06

1 Receive the Annual Report

Abstain

The Business Review does not meet guidelines as there is a lack of disclosure on appropriate employment policies. There are some other significant corporate governance issues. First, the whole board assumes the responsibility of the Nomination committee which does not comply with the UK Corporate Governance Code. The company did not provide a clear explanation for not complying except from stating that this role is performed by the whole board. The presence of executives puts into question the independence of decisions being taken concerning succession and other matters normally addressed by an independent Nomination committee. Second, there is no clear evidence of the Chairman's performance being appraised. Third, there is no succession planning process in place.

After a discussion with the company, the latter confirmed that they had a formal succession planning process in place which is led by the Senior Independent Director, with the other non-executives. It was also mentioned that the appraisal of the Chairman and the Board members will be undertaken in 2011 following a longer period (near 12 months) in office. Finally the company also advised that the creation of a Nomination committee will be considered in the near future. Based on that response, we would recommend an abstain but will keep a close eye on the progress made by the company both in terms of governance structure and reporting thereof.

For: 99.35% - Oppose: 0.14% - Abstain: 0.51%

2 Approve the Remuneration Report

Oppose

Cash remuneration is well presented. The company's policy has been disclosed although we believe this is a standard and generic policy which does not go beyond the simple "attract and retain". The company uses an external consultant to structure its remuneration. The company advised that the external consultant does not undertake any other duty. The company has no LTIPs. However, executives were awarded shares upon the acquisition of LSI Management LLP, for which the breakdown on an individual basis has not been provided. Part of these shares is subject to clawback on which performance conditions are applied. The bonus criteria and targets have not been disclosed either, and we note that the full amount was paid in FY 2010.

The company does not have any long term incentive plan. Upon the acquisition of LSI Management LLP, the executive directors and senior executives were award £55 million in shares, which is subject to a 3 year vesting. The company advised PIRC that it intends to have a formal LTIP after the 3 year period, and will be subject to shareholder approval. We view the amount awarded following the acquisition to be excessive, although the individual allocations were not disclosed. Only a small portion of it is subject to performance conditions, which is even more of a concern. The performance condition is linked to only one criteria, which is a improvement of 11.5% in NAV performance. From the historic disclosure of the NAV performance, it can be inferred that the increase over 3 years averaged about 13%. With respect to this, we believe the target of 11.5% is not challenging. We note however that the directors base salary ranks at the lowest of the comparator

group (FTSE MidCap Real Estate Holding & Development).

Executive Directors contract are 12 months rolling. Termination benefits have not been reported in the Annual report. The company however stated that this information has been given to shareholders in a Prospectus. We would expect such information to be part of future Annual Reports. There is no statement on mitigation. Rating DDB

For: 97.97% - Oppose: 2.03%

- 4 Appoint the auditors** **Abstain**
BDO LLP proposed. Non audit fees of GBP 0.46 million was paid to BDO LLP. This represents more than twice the statutory audit fees. We would normally oppose the re-election of the auditor. However the company got listed last year and incurred Corporate Advisory fees of GBP 0.44 million, which we believe to be in relation to the enlistment. As such, on this occasion and due to the present circumstances, we would advise shareholders to abstain.

For: 98.53% - Oppose: 0.95% - Abstain: 0.52%

- 9 To elect Mr Mark Burton** **Abstain**
Independent Non-Executive Director. There are concerns about his aggregate time commitments. Abstention is recommended.

For: 98.94% - Oppose: 0.59% - Abstain: 0.47%

- 10 To elect of Mr Charles Cayzer** **Oppose**
Senior Independent Director, not independent by PIRC. He is a director of Caledonia Investment, which is a significant shareholder of the company. There is insufficient independence on the board.

For: 96.64% - Oppose: 2.68% - Abstain: 0.67%

- 13 To elect Mr Humphrey Price** **Oppose**
Non-Executive Director. Not independent by company, not independent by PIRC due to his long working association with the three Executive Directors at Pillar Property Plc and Arlington Securities. There is insufficient independence on the board.

For: 96.84% - Oppose: 2.65% - Abstain: 0.51%

- 14 Issue shares with pre-emption rights** **Abstain**
Authority limited to 1/3rd of share capital, 2/3rds when in relation to a Rights issue and expires at the next AGM. However, the company has made no commitment to submit all directors for election in case the 2/3rds limit is exercised. As such we recommend abstention.

For: 95.98% - Oppose: 0.77% - Abstain: 3.25%

BABCOCK INTERNATIONAL GROUP PLC AGM Date: 2011-07-07

- 3 To re-elect Peter Rogers** **Oppose**
Chief Executive. One year rolling contract. Termination payments upon change of control entitles the director for a 12-month period, to be paid (on a monthly basis) his base salary plus 40% (compared to a maximum entitlement under the annual bonus scheme of 150%) in lieu of bonus and all other contractual entitlements. Inclusion of bonus is not considered best practice.

For: 96.78% - Oppose: 2.28% - Abstain: 0.94%

- 4 To re-elect Bill Tame** **Oppose**
Finance Director. One year rolling contract. Termination payments upon change of control entitles the director for a 12-month period, to be paid (on a monthly basis) his base salary plus 40% (compared to a maximum entitlement under the annual bonus scheme of 150%) in lieu of bonus and all other contractual entitlements. Inclusion of bonus is not considered best practice.

For: 96.78% - Oppose: 2.28% - Abstain: 0.94%

- 13 Approve the Remuneration Report** **Oppose**
The company has operated the PSP during the year with absolute TSR and EPS as the performance conditions. However, these performance conditions are used independently of each other which is not considered best practice. The EPS targets are not considered challenging based on consensus forecast and the company's performance. It is difficult to assess absolute TSR as a criteria because there is insufficient disclosure with regards to its performance against other companies in the benchmark index.

Combined remuneration is considered excessive during the year under review. All directors are on a one year rolling contract. It is unclear what elements of executive remuneration could be payable in the event of termination. The agreements for Peter Rogers and Bill Tame (but not the agreements for Archie Bethel and Kevin Thomas) state that the directors receive 100% of salary plus 40% of salary in lieu of bonus and other contractual entitlements. We do not consider the inclusion of unearned bonuses to be appropriate. Rating: BDD

For: 95.57% - Oppose: 3.43% - Abstain: 0.99%

- 14 Appoint the auditors** **Abstain**

PricewaterhouseCoopers LLP proposed. Consultancy-related non audit fees amounted to £800,000 and is more than 25% of the audit fee in the year under review and on a three year aggregate basis raising independence concerns over the external auditors.

For: 96.84% - Oppose: 1.09% - Abstain: 2.06%

20* Authorise Share Repurchase

Abstain

Authority limited up to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance that EPS targets will for the purpose of any awards be adjusted to take account of any share buybacks during the year.

For: 97.89% - Oppose: 0.10% - Abstain: 2.00%

MAN GROUP PLC AGM Date: 2011-07-07

2 Approve the Remuneration Report

Abstain

Overall disclosure is adequate and termination payments allowed under Executive Director service contracts are in line with best practice. Concern lies in excessiveness within the policy which stems mainly from the uncapped bonus potential of cash awards (although pay-outs are drawn from a pool based on adjusted pre-tax profit). A proportion of the annual bonus is deferred into shares on which further awards under the PSP and DBSOP are based. The proportion deferred is decided by the Remuneration Committee. Although a pre-determined overall pay-out balance of the remuneration package is applied, pre-determined maxima should be applied to incentive schemes as a percentage of base salary. Executive directors may also participate in the ESOS which has the same performance conditions as the PSP which allows for directors to be awarded twice for achieving the same targets. In addition, variable pay was excessive during the year under review for a UK-listed company. Nevertheless, it is noted that annual bonus pay-outs have decreased over the years and variable pay in the alternative investment industry is generally more excessive. Overall rating: BCB

For: 84.52% - Oppose: 8.79% - Abstain: 6.69%

6 To re-appoint Alison Carnwath

Abstain

Non-Executive Director. Not independent due to her board tenure of more than years although there are sufficient independent directors on the board. Nevertheless, Ms. Carnwath has missed two out of the thirteen board meetings she was eligible to attend and based on this attendance, abstention is recommended.

For: 94.68% - Oppose: 3.24% - Abstain: 2.08%

8 Appoint the auditors

Abstain

PricewaterhouseCoopers LLP proposed. Consultancy-related non-audit fees of USD 2.86 million are equivalent to approximately 63% of the audit fee during the year, and are greater than 25% of the audit fee on a three-year aggregate basis. This raises independence concerns over the external auditors.

For: 95.91% - Oppose: 2.07% - Abstain: 2.03%

15 To adopt the Man Group plc 2011 Executive Share Option Plan

Oppose

Proposal to put in place the 2011 ESOS due to the eminent expiry of the current plan. The plan allows for awards of 200% of base salary to be awarded which may increase to 500% of base salary in exceptional circumstances. A three-year performance period applies where the performance conditions are set annually. The maximum award is excessive, regardless of common industry practices. Overall rating: DC

For: 85.40% - Oppose: 8.77% - Abstain: 5.83%

GREAT PORTLAND ESTATES PLC AGM Date: 2011-07-07

3 Approve the Remuneration Report

Abstain

Great Portland Estates adequately reports on cash remuneration and pension arrangements. Share incentive awards are also adequately disclosed for the most part. Share prices at grant date were not provided for awards made in 2010. The company has described each portion of the remuneration package in terms of the company's objectives. The Annual Report makes clear the intended balance of executive pay packages in terms of different elements of fixed and performance-related pay at both 'on-target' and maximum levels. The company also states that executive salaries are determined with reference to pay and conditions across the Group and elsewhere. In addition, the company makes clear the composition of non-executive fees in terms of board and committee responsibilities. GPE clearly disclose the award caps applying to annual bonuses, the nature of performance conditions used during the year in general terms and some of the specific targets. Maximum awards and performance conditions are clearly disclosed for the New 2010 LTIP.

Although we support the use of three different performance conditions under the New 2010 LTIP, we would like to see them treated in a linked fashion rather than separately. We welcome the company's initiative to have very distinct performance measure that does not overlap between schemes, noting that although the matching shares have the same performance conditions, they are more challenging. We view the targets under the LTIP to be sufficient challenging. As for the bonus, it is hard to have a say on the NAV targets, since there is no base to compare it with. The total

variable pay made during the year exceeds 200% of salary (although the precise figure cannot be calculated due to the market price of the grants made during the year 2010 being undisclosed), and thus consider the same to be excessive. The maximum potential is considered equally excessive. Average salaries are below the median for the relevant market.

All directors have one year rolling contracts. The Remuneration Committee has the discretion to allow share incentive awards to vest on termination but only subject to satisfactory performance conditions. In view of the excessive payout and the potential maximum payouts we would recommend an abstain vote. Rating BCB

For: 98.39% - Oppose: 0.55% - Abstain: 1.05%

11 Appoint the auditors

Oppose

Deloitte LLP proposed. Non-audit fees for the year under review (amounting to less than GBP10,000) are not considered to be material. We note that Chairman Martin Scicluna was Chairman of the company's audit firm Deloitte LLP from 1995 to 2007, head of its London Audit Division and previously a member of its Executive Committee. The company clarifies that Mr Scicluna's appointment as Chairman does not affect the independence of the auditors, however, we are concerned it might render it more difficult for the auditors to express an objective view of the company's financial affairs. In view of our concerns, we recommend an oppose vote.

For: 90.57% - Oppose: 8.51% - Abstain: 0.93%

AVEVA GROUP PLC AGM Date: 2011-07-07

2 Approve the Remuneration Report

Oppose

The company states that there are no rules under the LTIP scheme which govern the maximum awards that can be made to participants, raising excessive concerns over pay. Performance conditions are adequately disclosed. The primary long term incentive is the LTIP which is based on diluted EPS as the performance measure. All schemes should use at least two performance conditions concurrently. Since there is no maximum limits for the LTIP, it is not possible to assess the stringency of the targets. However, when 100% of salary is considered as a maximum limit, the upper target is not considered to be challenging. The company has not disclosed the level of awards at minimum threshold.

Combined remuneration is not considered excessive in the year under review, however, there are concerns that there is no set maximum limit under the LTIP. Executives are employed on rolling contracts of one year or less. There are no predetermined special provisions for executive or non-executive directors with regard to compensation for the loss of office. The Remuneration Committee would be responsible for considering the circumstances of the early termination and in exceptional circumstances will determine compensation payments in excess of the company's contractual obligations. This is not considered best practice. Rating: BDC

For: 96.23% - Oppose: 1.36% - Abstain: 2.40% - Discretionary to Chair: 0.00%

7 To re-elect Jonathan Brooks

Abstain

Independent Non Executive Director. However, being the audit committee chairman concerns over the audit committee report is raised through this resolution.

For: 99.03% - Oppose: 0.54% - Abstain: 0.43% - Discretionary to Chair: 0.00%

8 To re-elect Philip Dayer

Abstain

Senior Independent Director. Independent by PIRC. However, there are concerns over his aggregate time commitments.

For: 97.26% - Oppose: 0.29% - Abstain: 2.44% - Discretionary to Chair: 0.00%

12* Authorise share repurchase

Abstain

Authority limited up to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance that EPS targets will for the purpose of awards be adjusted to take account of share buy-backs.

For: 99.48% - Oppose: 0.09% - Abstain: 0.43% - Discretionary to Chair: 0.00%

JPMORGAN EUROPEAN SMALLER COMPANIES TRUST PLC AGM Date: 2011-07-08

1 Receive the Annual Report

Abstain

SEE and institutional voting policies are in place. However, the manager's remuneration does not have a performance-related element. PIRC considers that the managers remuneration should be compared against a relevant benchmark in order to reward relative out-performance.

BT GROUP PLC AGM Date: 2011-07-13

1 Receive the Annual Report

Oppose

Business Review meets guidelines. Adequate environmental and employment policies in place along with quantitative environmental reporting. We note that the company spent £11,935 on political party expenditure. £2,000 Labour Party, £3,686 Conservative Party, £600 Liberal Democrats, £4,650

SNP and £999 Plaid Cymru. The company state that such expenditure is incurred through hosting of events at which Members of Parliament attend in order to gain a better understanding of the group's activities. However it is not clear how the hosting of such events translates into the party by party expenditure which is disclosed. Although these amounts were covered by the prior year authorisation and are not excessive in themselves In our view the company has not provided a clear justification for why such party political expenditure is in shareholders interests Therefore an oppose vote is recommended.

For: 98.93% - Oppose: 0.93% - Abstain: 0.14%

2 Approve the Remuneration Report **Oppose**

Disclosure is adequate in terms of the cash remuneration, pensions, share incentives and options. Annual bonus targets for the year under review are disclosed however the company does not publish details of the EPS and cash flow targets, since these are considered market sensitive and commercially confidential. Performance targets and vesting scales are disclosed for the ISP, although the range between threshold and maximum vesting under the cumulative cash flow measure of the award is not disclosed. We consider both the upper and lower targets under the TSR performance condition of the ISP to be insufficiently challenging. The vesting scales are narrow in our view. The remuneration package is considered to be potentially excessive and has been raised from last year. Awards made during the year were excessive in our view. Contracts are 12 months rolling and mitigation is to be applied. No termination benefits exist on change of control. Rating: BDB

For: 93.60% - Oppose: 5.20% - Abstain: 1.20%

4 To re-elect Sir Michael Rake **Abstain**

Chairman. Independent on appointment. We note that he missed one board meeting during the year. The Company has provided the reason for the absence. However, our primary concern surrounds Sir Michael's aggregate time commitments.

For: 98.16% - Oppose: 0.85% - Abstain: 1.00%

15 Appoint the auditors **Abstain**

PricewaterhouseCoopers LLP proposed. Non-audit fees represent 27% for the year under review and approximately 25% on a three year aggregate.

For: 98.56% - Oppose: 0.47% - Abstain: 0.97%

26 Renewal of the executive portfolio. **Abstain**

Shareholder approval granted in 2001 to operate the Company's Executive Portfolio expires later this year. Shareholders are being asked to approve the adoption of BT's share-based Executive Portfolio comprising: the BT Group Incentive Share Plan, BT Group Retention Share Plan, BT Group Deferred Bonus Plan and the BT Group Global Share Option Plan (together the Executive Portfolio) which will replace the previous executive share plans.

The Company has advised PIRC that the renewal does not result in any 'material changes' to the schemes and that the schemes have been updated to reflect legislative changes since 2001 and make them compliant with 'market best practice'. However, the specific changes have not been disclosed. We do not consider that shareholders should be required to approve of changes without sight of the changes being made. An abstain vote is therefore recommended.

For: 71.52% - Oppose: 25.66% - Abstain: 2.82%

ICAP PLC AGM Date: 2011-07-13

1 Receive the Annual Report **Abstain**

Adequate environmental policies in place. We note that CEO Michael Spencer is also the largest shareholder of the company, and he serves on the Nomination Committee together with Chairman Charles Gregson, who is a former executive of the company. This does not ensure that the board decision making process reflects the interest of all shareholders.

For: 98.57% - Oppose: 0.04% - Abstain: 1.39%

3 To re-elect Charles Gregson **Abstain**

Chairman. Not independent upon appointment as he served as executive chairman from 1998 to 2001, before being appointed as a non-executive Chairman.

For: 95.46% - Oppose: 3.23% - Abstain: 1.31%

10 To re-appoint Robert Standing **Abstain**

Independent Non Executive Director. However, he has missed two audit committee meetings, therefore an abstention is recommended.

For: 96.79% - Oppose: 1.89% - Abstain: 1.31%

11 Appoint the auditors **Abstain**

PricewaterhouseCoopers LLP proposed. Consultancy related non audit fees amounted to £1.1 million and are more than 25% of the audit fee in the year under review and on a three year aggregate basis raising independence concerns over the external auditors.

For: 98.61% - Oppose: 0.08% - Abstain: 1.31%

13 Approve the Remuneration Report

Oppose

There is no cap on the Bonus award scheme which is a significant concern. The hurdle operated for the determination of the bonus pool is described, together with the additional performance hurdle for BSMP awards. There is no indication of any specific performance targets based upon which the additional element of the bonus pool is determined. Basic awards are based on a profit measures and awards under the matching plan are based on adjusted basic EPS by at least 9% above RPI. There is no cap on the size of the bonus pool that can be generated as it directly reflects the financial performance of the Group and consequently there is no cap on the level of awards granted in the Bonus Plan. As such, it is not possible for assessing the stringency of the performance criteria.

Share-based bonus pool awards are not performance based and the BSMP uses cliff vesting for a performance condition which is used in the other long term incentive as well. Despite the disclosure on various KPI's in the business review, performance based pay is solely based on profit.

Remuneration during the year is considered excessive in the year under review. Cash bonus for the CEO amounted to £3.15 million which is almost 9 times his salary and M Yallop received £4.5 million which is almost 20 times his salary, J Nixon received £2.25 million which is 7 times his salary and I Torres has received 3 times his salary during the year under the review. In addition, bonus in lieu of dividend for the year under review represent 265% of the CEO's salary and 88% for Mark Yallop. Under the matching element of the bonus plan, directors received in the range of 445% and 544% of salary in the year. It is noted that the base salaries of these executive directors have not increased since the time of their appointment.

All executives have one year rolling contracts with liquidated damages of one year's salary plus benefits. There is no evidence that mitigation is applied to termination payouts. Rating: CDB

For: 65.42% - Oppose: 32.95% - Abstain: 1.63%

MARKS & SPENCER GROUP PLC AGM Date: 2011-07-13

2 Approve the Remuneration Report

Oppose

The main concerns with the remuneration practices during the year are excessiveness. The Remuneration Committee has the potential to grant a variable remuneration which we consider excessive. The company justifies this level to address "key recruitment and retention issues" particularly for long term incentives over 200% of salary.

Marc Bolland was appointed Chief Executive from 1 May 2010. In order to facilitate his recruitment the company agreed to pay Mr Bolland three one-off awards to compensate him for renouncing to potential share and cash awards from his previous employer. Mr Bolland is therefore entitled to receive:

1. As compensation for bonus and share awards that would have vested in 2010 had he remained with his previous employer, £1.6m in cash and £1m in shares. The shares vest immediately however they will have to be retained for a five years period.

2. A restricted share award worth £1m which is not linked to any performance condition (only continued employment).

3. A performance share award worth £3.9m (equivalent to 400% of salary). This award will be linked to the same performance conditions that apply to the PSP award.

We believe that the decision of linking a further 400% of salary to the same performance targets is not appropriate as it multiplies the reward for reaching the same hurdle. We are still concerned about the lack of (at least) a second target linked to a comparator group.

Alan Stewart was awarded restricted shares with a value of GBP 300,000 under the same terms as Marc Bolland in addition to receiving PSP grants.

PIRC is concerned about the size of these recruitment incentives. We believe that all of these awards should be subject to stringent performance conditions and should all be awarded in shares instead of cash. We believe that this practice is not in the company's long term interest as it contributes to a general tendency to grant such replacement awards, which devalues the retentive effect of long term incentive schemes.

The Company is aware of the risks of such practices but felt they were imperative in securing the recruitment of Marc Bolland which was seen as a priority.

Overall rating: BDB

For: 96.69% - Oppose: 2.91% - Abstain: 0.40%

12 To re-elect Steven Holliday

Abstain

Independent Non-Executive Director. However, Mr. Holliday missed one Audit Committee meeting during the year due to other business commitments.

For: 98.21% - Oppose: 0.93% - Abstain: 0.85%

13 To re-elect Sir David Michels **Abstain**

Deputy Chairman/Senior Independent Director. Independent by PIRC. However, there are concerns over the time commitments on Sir David who, in addition, missed two Audit Committee meetings during the year and two Board meetings during the year due to conflicting business commitments.

For: 98.52% - Oppose: 0.59% - Abstain: 0.89%

16 Appoint the auditors **Abstain**

PricewaterhouseCoopers LLP proposed. Non-audit fees of GBP 700,000 are approximately 43% of the total audit fee for the year under review and are more than 25% of the total audit fee on a three year aggregate. This raises concerns over the independence of the external auditors.

For: 96.22% - Oppose: 1.30% - Abstain: 2.47%

SAINSBURY (J) PLC AGM Date: 2011-07-13

2 Approve the Remuneration Report **Oppose**

The LTIP is the primary long term incentive plan in operation which utilises a vesting matrix including ROCE and cash flow per share measures. Although the use of alternative performance conditions and the inter-linked manner in which they are operated is supported, the introduction of a condition within the scheme that measures performance relative to the company's peers is preferred. The Deferred share awards however, do have a relative performance condition in place. The company has not provided forecasts or historical data on these measures, which makes it difficult to assess whether they are sufficiently challenging. Executive salaries are in line with the sector but it is considered that combined awards under the deferred plan and the LTIP are excessive for awards made during the year under review.

Executives are employed on one year rolling contracts. If Mr King's contract is terminated without cause, the company may request that he works his notice period or takes a period of garden leave or can make a payment in lieu of notice equal to 100% of salary plus 75% of salary in lieu of pension and bonus. The provision of an amount corresponding to projected bonus in termination payments is not supported. If the other executive directors' contracts are terminated without cause their maximum payout would be 100% of salary plus 50% in lieu of other benefits. Liquidated damages payments should amount to no more than 100% of salary and benefits. Messrs. Coupe and Shapland are required to mitigate their losses and would receive phased payments, although there is no indication that this is also the case for Mr King. It is noted that the committee has agreed that the termination provisions within future Executive Directors' service agreements will state that any severance payments will be limited to one year's salary and benefits, be made on a phased basis and be subject to mitigation. John Roger's service contract follows these provisions in full. Rating: BDD

For: 97.56% - Oppose: 1.80% - Abstain: 0.64%

6 To re-elect Mike Coupe **Abstain**

Executive Director. One year rolling contract. Upon termination, the maximum payment they would receive would be equal to one times basic salary for the 12-month notice period plus 50 per cent of basic salary in lieu of all other elements of remuneration, except share plans. We do not support the provision of an amount corresponding to projected bonus in termination payments under his contract. In normal circumstances we would recommend an oppose vote however as the committee has agreed that termination payments in future service agreements would be limited to one year's salary and benefits and be made on a phased basis and be subject to mitigation, an abstention is recommended.

For: 99.23% - Oppose: 0.36% - Abstain: 0.41%

10 To re-elect Justin King **Abstain**

Chief Executive. 12 months rolling contract however the provision of an amount corresponding to projected bonus in termination payments under Mr King's contract is not supported. In normal circumstances, an oppose vote would be recommended, however, as the committee has agreed that termination payments in future service agreements would be limited to one year's salary and benefits and be made on a phased basis and be subject to mitigation, abstain vote is recommended

For: 99.24% - Oppose: 0.36% - Abstain: 0.40%

14 Appoint the auditors **Abstain**

PricewaterhouseCoopers LLP proposed. Consultancy related non audit fees amounted to £200,000 and is more than 25% of the audit fee in the year under review and on a three year aggregate basis. There are concerns that this level of non-audit fees creates a potential for conflict of interest on the independent auditor. Therefore, an abstain vote is recommended.

For: 99.36% - Oppose: 0.24% - Abstain: 0.40%

19 Approve Political Donations **Abstain**

The company is seeking approval to make donations to political parties or independent election candidates not exceeding £50,000 in total; make donations to political organisations other than political parties not exceeding £50,000 in total; and incur political expenditure not exceeding £50,000 in total. The aggregate therefore represents £150,000 which exceeds recommended limits.

For: 98.59% - Oppose: 0.54% - Abstain: 0.87%

20* Authorise Share Repurchase

Abstain

Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance that EPS targets will for the purpose of any awards will be adjusted to take account of any share buy-backs during the year.

For: 99.27% - Oppose: 0.33% - Abstain: 0.40%

MOTHERCARE PLC AGM Date: 2011-07-14

3 Approve the Remuneration Report

Oppose

Disclosure is adequate, however the company does not clarify the expected value of long term incentive awards. There is no evidence that pay elsewhere in the group is considered when setting salary levels. There is a shareholding policy for executives however without a clear time frame set. The fixed pay is not a cause of concern, however the variable pay is considered potentially excessive.

The company has not granted any award under the PSP plan. The Executive Incentive Plan (EIP) maximum cap depends on the company's surplus value and there is no cap in terms of percentage of individual salary. During the year, executive directors received approximately between 590% and 650% of basic salary under the EIP, which is deemed highly excessive. Contracts are one year rolling. Rating: BDB

For: 95.51% - Oppose: 4.36% - Abstain: 0.04% - Discretionary to Chair: 0.09%

7 Appoint the auditors

Oppose

Deloitte LLP proposed. Consultancy-related non-audit fees of GBP 300,000 are equivalent to approximately 100% of the audit fee during the year. This raises independence concerns over the independence of external auditors.

For: 99.30% - Oppose: 0.59% - Abstain: 0.01% - Discretionary to Chair: 0.09%

BURBERRY GROUP PLC AGM Date: 2011-07-14

2 Approve the Remuneration Report

Oppose

Main concern lies in excessiveness within the policy and the balance between incentive and reward. Executive directors participate in Co-Investment Plan, RSP in addition to annual bonus scheme, and also currently hold awards under EPP. All plans have PBT and TSR targets attached. Total awards are potentially excessive and were so during the year under review. No specific targets are disclosed for the annual bonus awards and actual awards are at the discretion of the Remuneration Committee. Under the RSP, TSR target is considered challenging only at the lower level, but not the upper. The CEO has received a large one-off stock award during the year under review, worth 584% of her base salary, which is subject to not quantified performance conditions. Termination provisions for the Chief Executive include unearned bonuses, which is not considered appropriate. Further disclosure on allowance paid in cash, as reported under the directors' remuneration table, would be welcomed.

Rating: BDD

For: 87.19% - Oppose: 9.23% - Abstain: 3.59%

5 To re-elect Angela Ahrendts

Oppose

Chief Executive Officer. Ms. Ahrendts is entitled to 75% of her annual maximum bonus opportunity in the case of termination of her contract. Termination provisions are not considered appropriate as they include unearned bonuses.

For: 94.91% - Oppose: 5.09% - Abstain: 0.00%

6 To re-elect Philip Bowman

Oppose

Senior Independent Director. Not independent by PIRC as he has been on the board for more than nine years. There is insufficient independent representation on the board according to PIRC guidelines.

For: 98.18% - Oppose: 1.75% - Abstain: 0.07%

7 To re-elect Ian Carter

Abstain

Non-Executive Director. Independent by PIRC. However, Mr. Carter has missed an audit committee meeting during the year under review.

For: 98.76% - Oppose: 0.59% - Abstain: 0.65%

10 To re-elect David Tyler

Oppose

Non-Executive Director. Not independent by PIRC as he previously held an executive role with GUS

and was appointed as a result of a relationship agreement. Board member for more than nine years. There is insufficient independent representation on the board according to PIRC guidelines. In addition, Mr. Tyler has missed an audit committee meeting during the year under review.

For: 96.86% - Oppose: 1.60% - Abstain: 1.54%

THE BIOTECH GROWTH TRUST PLC AGM Date: 2011-07-14

1 Receive the Annual Report **Abstain**

There is no independent representation on the board in our opinion, due to length of tenure exceeding nine years and two of the directors' relationship with the investment manager, Orbimed Capital. This a serious corporate governance concern, and one which usually would lead to an oppose vote. However, given that four of the six directors are not considered independent due to length of tenure, and given that we are voting against re-election for all six directors, we recommend shareholders abstain on this resolution.

For: 94.34% - Oppose: 2.55% - Abstain: 3.12%

2 To re-elect John Sclater **Oppose**

Chairman. Not independent as he has served on the board for more than nine years. In addition, there are no independent directors on the board.

For: 69.09% - Oppose: 28.99% - Abstain: 1.92%

3 To re-elect Sven Borho **Oppose**

Non-Executive Director. Not independent as he is a founding general partner of Orbimed, the company's investment manager.

For: 77.80% - Oppose: 22.13% - Abstain: 0.07%

4 To re-elect Paul Gaunt **Oppose**

Non-Executive Director. Not independent as he is a director of Worldwide Healthcare Trust PLC for which OrbiMed also acts as Investment Manager. In addition, he has served on the board for more than nine years.

For: 75.77% - Oppose: 22.25% - Abstain: 1.98%

5 To re-elect Dr John Gordon **Oppose**

Senior Independent Director. Not independent as he has served on the board for more than nine years. In addition, there are no independent directors on the board.

For: 94.12% - Oppose: 5.85% - Abstain: 0.04%

6 To re-elect Peter Keen **Oppose**

Non-Executive Director. Not independent as he has served on the board for more than nine years. In addition, there are no independent directors on the board.

For: 94.12% - Oppose: 5.79% - Abstain: 0.10%

7 To re-elect Lord Waldegrave of North Hill **Oppose**

Non-Executive Director. Not independent as he has served on the board for more than nine years. In addition, there are no independent directors on the board.

For: 93.78% - Oppose: 6.12% - Abstain: 0.10%

BRITISH LAND CO PLC AGM Date: 2011-07-15

1 Receive the Annual Report **Oppose**

Adequate environmental policies in place. The Board is proposing a dividend for the fourth quarter of 6.5 pence bringing the total for the year to 26.0 pence per share. This has not been put for shareholder approval. 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: 98.93% - Oppose: 1.00% - Abstain: 0.08%

2 Approve the Remuneration Report **Oppose**

Under the LTIP, the performance condition used is net asset value per share (NAV) compared against the Capital Growth Component of the Investment Property Databank (IPD) Annual Index. The company has previously informed us that over the previous three years, NAV out-performance of 4.5% would equate to upper decile performance. We do not consider these targets sufficiently challenging. Combined potential remuneration is considered excessive as was the case during the year under review. Average salaries are in line with the FTSE 100, though are significantly higher than the other four FTSE 100 Real Estate groups.

It is the company's policy to have service contracts of one year, except for recruitment purposes whereby the notice period will reduce to one year after an initial period. Termination provisions do not exceed one year's salary and benefits. Rating: BDC

For: 94.05% - Oppose: 3.44% - Abstain: 2.52%

12 To re-elect Richard Pym **Abstain**

Independent Non Executive Director. However, we have concerns over his aggregate time commitments.

For: 98.01% - Oppose: 0.52% - Abstain: 1.47%

15 To re-elect Lord Turnbull

Abstain

Independent Non Executive Director. However, he has missed an audit committee meeting and therefore an abstention is recommended.

For: 99.03% - Oppose: 0.34% - Abstain: 0.63%

16 Appoint the auditors

Oppose

Deloitte LLP proposed. Consultancy related non audit fees amounted to £0.5m and is 100% of the audit fee in the year under review and is over 25% in the year under review, raising independence concerns over the external auditors.

For: 97.12% - Oppose: 2.15% - Abstain: 0.73%

FIRSTGROUP PLC AGM Date: 2011-07-15

2 Approve the Remuneration Report

Abstain

The annual bonus scheme is based on operating profit and other objectives such as safety and customer service. Whilst an adequate breakdown has been provided, the specific targets have not been quantified. We accept that this may be due to reasons of commercial sensitivity, however we consider that the company should be able to disclose the performance which led to the level of award made during the year under review.

The company currently operates the LTIP as the primary long term incentive. We welcome the use of two performance conditions, EPS and TSR, however both the measures are used independently. PIRC considers that all schemes should use at least two performance conditions concurrently. Whilst the EPS targets are considered to be appropriate given the current brokers forecasts, the upper TSR target is not considered sufficiently challenging, although it is noted that awards granted in 2009 are unlikely to vest. The vesting scale between the vesting points are also not considered sufficiently broad to encourage out-performance.

Awards made during the year under review is not considered to be excessive however aggregate potential awards can be excessive in the future. Average salaries are broadly in line within the transport sector. We note that there is a deferred equity element in the annual bonus scheme for executives.

Contracts are one year rolling. Termination payments are limited to basic salary plus certain benefits and would not include entitlement to bonus or share options.

Rating CCB. Please refer to Section 4.5 of this report for further information from the company.

Note: The company has informed PIRC that the Remuneration Committee, with advice and assistance from remuneration consultants has been concerned about the underlying objectives of the LTIP in terms of the retention and motivation of Executive Directors and Senior Executives of the Group and accordingly is considering a further review of the conditionality relating to LTIP awards going forward.

For: 51.05% - Oppose: 37.90% - Abstain: 11.05%

13 Appoint the auditors

Abstain

Deloitte LLP proposed. Non-audit fees of GBP 0.5 million are approximately 33% of the total audit fee for the year under review and are greater than 25% of the total audit fee on a three-year aggregate. This raises independence concerns over the external auditors. Abstain vote recommended.

For: 96.61% - Oppose: 0.65% - Abstain: 2.74%

17* Authorise Share Repurchase

Abstain

Authority limited up to 10% of the issued share capital and expires no later than the next AGM. However, there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

For: 96.86% - Oppose: 0.39% - Abstain: 2.75%

JOHNSON MATTHEY PLC AGM Date: 2011-07-19

2 Approve the Remuneration Report

Abstain

There is evidence that remuneration policy is linked to corporate objectives and that consideration of employees is made when setting executive pay. The vesting scale attached to the annual bonus is disclosed and precise bonus targets for the year under review are disclosed this year, although not the ROIC underpin. Remuneration policy is mostly similar to last year. However, the EPS growth targets under the LTIP are not considered challenging, given that performance targets, where they

are only marginally below broker forecasts for minimum vesting. In addition, we would like to see an additional performance condition with clearly disclosed targets in place. Combined awards under the bonus scheme and LTIP have the potential to be excessive at maximum levels, and the combined awards were marginally excessive in our view. All executive directors are employed on one year rolling contracts. The company has previously stated to us in writing that it applies the principle of mitigation where appropriate. Rating: BCB

For: 95.21% - Oppose: 0.64% - Abstain: 4.15%

INTERMEDIATE CAPITAL GROUP AGM Date: 2011-07-19

2 Approve the Remuneration Report Oppose

Maximum awards and performance targets are not disclosed under all schemes. Variable remuneration for the year under review amounts to approximately 500% of base salaries for all executives. Combined awards during the year under review under all incentive schemes are considered actually and potentially excessive given the level of award and brokers' forecasts. Payments for annual and medium bonuses reached GBP 14,666,000 for the year under review. Contracts are acceptable. Remuneration Rating: CDB

For: 90.11% - Oppose: 8.67% - Abstain: 1.22%

4 Appoint the auditors Abstain

Deloitte LLP proposed. The total unacceptable non-audit fees were approximately 50% of audit and audit related fees during the year under review. Non-audit fees over a three-year period were approximately 100% of audit and audit related fees. There are concerns that this level of non-audit fees creates a potential for conflict of interest on the part of the independent auditor. However, we operate a materiality threshold for non-audit fees when one of the big four audit companies are engaged, and only when this threshold is exceeded will we make an assessment as to the excessiveness of non-audit work in relation to audit work. As the £200,000 non-audit fees threshold has been reached there is a concern with the level of non-audit fees. Therefore, an abstain vote on the resolution is recommended.

For: 95.89% - Oppose: 0.50% - Abstain: 3.61%

6 To re-elect James Nelson Oppose

Non-executive director. Not independent by PIRC as he has served on the board for over nine years. There is insufficient independent representation on the board according to PIRC guidelines.

For: 94.18% - Oppose: 3.93% - Abstain: 1.89%

10 To re-elect Jean-Daniel Camus Abstain

Non-Executive Director. Independent by the company, independent by PIRC. However, as he has missed one of the Audit and Risk Committee meetings he was eligible to attend, with no stated explanation, an abstain vote is recommended.

For: 96.02% - Oppose: 0.37% - Abstain: 3.62%

17* Authorise Share Repurchase Abstain

Authority limited up to 10% of the issued share capital and expires no later than the next AGM. However, there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

For: 95.80% - Oppose: 0.59% - Abstain: 3.61%

EXPERIAN PLC AGM Date: 2011-07-20

1 Receive the Annual Report Oppose

Business Review meets guidelines.

The Board is not seeking shareholder approval for the dividend policy as the Company pays a series of interim dividends which do not require shareholder approval. The Company advised PIRC that this is in order to ensure fair tax treatment for UK shareholders. However, it is considered best practice for UK and Irish Companies that dividend policy be put before shareholders for approval. In addition, the link between shareholder fair tax treatment and shareholder approval for the dividend is not disclosed. Therefore, an oppose vote is recommended.

For: 99.10% - Oppose: 0.90% - Abstain: 0.01%

2 Approve the Remuneration Report Oppose

The remuneration policy is well explained and the link between variable pay and the Company's objectives is adequately described. Disclosure of cash remuneration, share awards and pension arrangements is satisfactory, although disclosure of expected values for share-based awards is missing.

Variable pay is potential excessive and this was the case for the year under review. In addition, executive salaries rank at the top end of the comparator. Based on expected Profit Before Tax (PBT), growth, both PBT targets under the Performance Share Plan are not challenging, although the

vesting scale is sufficiently wide. TSR targets are both deemed challenging however the vesting scale is not sufficiently broad.

PIRC would welcome the use quantifiable non-financial performance targets for the vesting of long-term incentives, although the Company states that non-financial strategic objectives are taken into account via a performance management process.

Termination provisions in place for the chief executive Don Robert include one year's future bonuses, which PIRC does not consider appropriate. However, it is noted that this provision does not apply to new recruits and was not applied to the contract of Mr Callero.

Rating BDC.

For: 89.20% - Oppose: 8.31% - Abstain: 2.49%

6 To re-elect Roger Davis **Abstain**

Independent Non-Executive Director. However there are concerns over his attendance record as he missed one meeting of the Audit Committee during the year under review, and the Company fails to provide any justification for it. Therefore, an abstain vote is recommended.

For: 98.57% - Oppose: 0.89% - Abstain: 0.54%

8 To re-elect John Peace **Abstain**

Non-Executive Chairman. Not independent upon appointment by PIRC as he was previously the chief executive of GUS plc, from which Experian demerged in 2006. Mr Peace was appointed as a director of GUS plc in 1997.

For: 96.12% - Oppose: 3.34% - Abstain: 0.54%

9 To re-elect Don Robert **Oppose**

Chief Executive. Termination payment include a 100% Annual Bonus payout.

For: 95.02% - Oppose: 4.97% - Abstain: 0.01%

10 To re-elect Sir Alan Rudge **Abstain**

Non-Executive Director. Independent by Company, not independent by PIRC as he has had an association with the company of more than nine years, due to his appointment as a director at GUS plc in 1997. The company demerged from GUS plc in 2006. There is sufficient independent representation on the Board.

However there are concerns over his attendance record as he missed one meeting of the Audit Committee during the year under review, and the Company fails to provide any justification for it. Therefore, an abstain vote is recommended.

For: 95.24% - Oppose: 4.06% - Abstain: 0.70%

14 Appoint the auditors **Abstain**

PricewaterhouseCoopers LLP proposed. Non-audit fees are 75% of audit fees for the year under review, and exceed audit fees on a three-year aggregate basis. PIRC has concerns that the level of non-audit fees creates the potential for a conflict of interest on the part of the external auditor. Therefore, an abstain vote is recommended.

For: 97.58% - Oppose: 1.62% - Abstain: 0.80%

LONDON STOCK EXCH GROUP PLC AGM Date: 2011-07-20

3 Approve the Remuneration Report **Abstain**

The LTIP uses two performance conditions namely TSR and EPS as performance conditions. The TSR is an absolute measure and cannot be assessed as there is insufficient information with regards to the company's performance. The EPS targets are considered sufficiently challenging based on consensus forecast. Executive awards are considered to be potentially excessive when combined with annual bonuses, and were so during the year under review for Messrs Rolet, Webb and Jerusalem. All directors have one year or less rolling contracts with the company. The current policy is that contracts should not contain termination arrangements, although it is not considered to apply this retrospectively and alter the terms on which directors were hired. No contracts will provide for liquidated damages in excess of 1 year's salary.

Raffaele Jerusalem is entitled to severance payments under Italian law to: (i) *Trattamento di Fine Rapporto*, which accrues during his employment and is released or paid into a retirement fund as a lump sum payment when the employment ends and is equal to 7.4 per cent of all sums paid to Raffaele Jerusalem during his employment; (ii) pro-rated supplementary monthly payments (the annual salary is normally paid in 12 instalments plus two supplementary monthly payments, pursuant to the fixed term employment contract dated 1 October 2001; and (iii) a payment in lieu of untaken holidays, if any. Where no just cause for termination exists, a payment in lieu of notice is payable if the employment is terminated with immediate effect. The payment in lieu of notice is in addition to the payments at (i), (ii), (iii) above and is equal to the overall salary due to Raffaele

Jerusalmi during the notice period. However, we are concerned that for these purposes, monthly salary included base salary, the average of any bonuses or commissions during the last 36 months of employment and benefits. Inclusion of bonus is not considered best practice. Nevertheless, we recognize that the company must follow Italian law in this case. Rating:BCB

For: 99.10% - Oppose: 0.50% - Abstain: 0.40%

- 4 To re-elect Janet Cohen** **Oppose**
 Non-executive director. Not independent by PIRC as she has served on the board for more than nine years. There is insufficient independent representation on the board.

For: 99.42% - Oppose: 0.43% - Abstain: 0.15%

- 5 To re-elect Sergio Ermotti** **Oppose**
 Non-executive director. Not independent by PIRC as Mr Ermotti was recently employed by Unicredit which owns 5.95% of the company's issued share capital. There is insufficient independent representation on the board in our view.

For: 99.45% - Oppose: 0.39% - Abstain: 0.15%

- 7 To re-elect Paul Heiden** **Abstain**
 Independent Non-executive director. However, concerns over the audit committee report is raised through this resolution.

For: 99.68% - Oppose: 0.08% - Abstain: 0.24%

- 10 To re-elect Andrea Munari** **Oppose**
 Non-executive director. Not independent by PIRC. Mr Munari is employed by Banca IMI (part of Intesa Sanpaolo Group), which is a shareholders of the Company and customer of the Company's Italian subsidiaries. There is insufficient independent representation on the board.

For: 99.37% - Oppose: 0.48% - Abstain: 0.15%

- 14 To re-elect Robert Webb** **Oppose**
 Non-executive director. Independent by the company, not independent by PIRC as he has served on the board for more than nine years. There is insufficient independent representation on the board.

For: 99.49% - Oppose: 0.36% - Abstain: 0.15%

- 16 Appoint the auditors** **Oppose**
 PricewaterhouseCoopers LLP proposed. Consultancy-related non-audit fees of GBP 1 million are equivalent to approximately 100% of the audit fee during the year, and are equivalent to 67% of total audit fees on a three-year aggregate basis. This raises independence concerns over the external auditors.

For: 99.64% - Oppose: 0.36% - Abstain: 0.00%

- 22* Authorise Share Repurchase** **Abstain**
 Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance that EPS results will for the purpose of any awards be adjusted to take account of any share buyback during the year.

For: 99.64% - Oppose: 0.11% - Abstain: 0.24%

SEVERN TRENT PLC AGM Date: 2011-07-20

- 3 Approve the remuneration report** **Abstain**
 The company has one performance measure of comparative TSR under its LTIP. Given the level of award available, we consider neither the upper or the lower TSR targets to be challenging. However, only 50% of salary was awarded during the year under review to the executives. Awards during the year under review were not excessive in our view. However, the potential combined level of award available under the annual bonus scheme and the LTIP is excessive in our view.

The executives are on twelve-month rolling service contracts. The maximum termination payment is capped at 175% of base salary (which is calculated as an estimate of the value of salary, fixed benefits and on-target bonus). PIRC believes that termination payments should be limited to 100% of base salary and benefits, and that unearned bonuses should not be included in termination provisions. However, the Company states that they are aware of current best practice regarding termination payments and will adopt this policy in the service agreements of future executives. Overall rating: BCC

For: 89.77% - Oppose: 8.70% - Abstain: 1.52%

- 5 To re-elect Bernard Bulkin** **Abstain**
 Independent Non-Executive Director. However, Mr Bulkin missed one audit committee meeting during the year.

For: 98.38% - Oppose: 0.89% - Abstain: 0.72%

LAND SECURITIES GROUP PLC AGM Date: 2011-07-21

3 Approve the Remuneration Report

Abstain

Although we support the use of two different performance criteria under the LTIP, we would like to see them used concurrently rather than separately. The company upon engagement, has stated that the Committee deems the TSR targets to sufficiently challenging "as, in order to obtain maximum vesting, the company would need to demonstrate outperformance against a comparator group of some of the largest and most successful property companies in the UK by 4% per annum over the three year vesting period which would not be just a general increase in the value of commercial property or shares". In relation to the TPR, the company states that conditions are based on more than 10 years of historic data and require TPR performance to fall broadly within the top 30th percentile of each relevant Investment Property Databank (IPD) performance benchmark if any additional bonus is to be earned. Any payout for beating the IPD benchmark by more than 2% is conditional upon the relative performance in the following year exceeding the IPD benchmark or delivering outperformance over the two years of at least 1% per annum.

Potential awards are excessive in our view and actual awards are considered marginally excessive. Total annual bonus potential is 300% of base salary and 200% is available under the LTIP and matching award. Variable pay during the year under review was not excessive.

We do not support the availability of discretionary bonuses to executive directors. These will be awarded by the Committee only where there has been exceptional achievement in a specific area or the establishment or successful execution of a strategic initiative. There is no quantifiable target disclosed and the risk therefore exists that executive directors may be rewarded without a clear and measurable basis. The chief executive and other executive directors are required to build up shareholdings of 200% and 150% of base salary respectively over a five year period. We note that all of the executive directors have now met the shareholding requirement.

Executive directors have one year rolling contracts. The remuneration committee considers bonus payments in determining termination payments but it is not clear whether this refers to projected as well as earned bonus. It is the committee's policy to make phased payments of termination payments to allow the application of the principle of mitigation. Overall rating: BCB

For: 93.99% - Oppose: 4.40% - Abstain: 1.60%

11 To re-elect David Rough

Oppose

Senior Independent Director. No longer considered independent due to his board tenure of more than nine years. There is insufficient independent representation on the Board.

For: 98.07% - Oppose: 1.91% - Abstain: 0.03%

SABMiller PLC AGM Date: 2011-07-21

2 Approve the Remuneration Report

Oppose

Cash remuneration and pension arrangements are adequately disclosed. Specific targets under the annual bonus are not provided. With regards to the share option awards, targets are considered challenging given brokers' consensus forecasts, however the vesting scales are not sufficiently broad. With regards to the Performance Share awards, in view of the level of awards granted during the year for TSR, the zero vesting below median performance is welcomed, but there is insufficient historical data to assess whether the TSR performance targets are challenging. However, the EPS performance targets are viewed as challenging given brokers' consensus forecasts. Vesting scales are not considered sufficiently broad for both the TSR and EPS components of the Performance Share awards. Combined annual bonus and share scheme awards were made to executives during the year were approximately 700-762% of base salary, which is considered highly excessive. Directors contracts are one-year rolling but liquidated damages may include pension. A mitigation statement is made. Rating: CDB

It is noted that following the remuneration committee's review of remuneration policies for financial year 2010 and consultation with major shareholders, it was determined to modify the TSR-based performance share component of the overall package to have different weightings on differing peer group companies. The company has not sought approval of all shareholders for the proposed changes, which is not considered appropriate.

For: 82.62% - Oppose: 15.67% - Abstain: 1.71%

7 To re-elect Mr G C Bible

Oppose

Non-Executive Director, not independent by company, not independent by PIRC as he is a nominee of Altria, the largest shareholder. There is insufficient independent representation on the board according to PIRC guidelines.

For: 97.11% - Oppose: 2.56% - Abstain: 0.33%

8 To re-elect Mr D S Devitre

Oppose

Non-Executive Director, not independent by company, not independent by PIRC as he is a nominee of Altria, the largest shareholder. There is insufficient independent representation on the board

according to PIRC guidelines.

For: 96.45% - Oppose: 3.22% - Abstain: 0.33%

- 10 To re-elect Mr P J Manser** **Oppose**
Senior Independent Director. Independent by company, Not independent by PIRC as he has served the board for more than nine years. There is insufficient independent representation on the board according to PIRC guidelines.

For: 96.46% - Oppose: 3.46% - Abstain: 0.08%

- 12 To re-elect Mr M Q Morland** **Oppose**
Non-Executive Director, independent by company, not independent by PIRC as he has served on the board for more than nine years. There is insufficient independent representation on the board according to PIRC guidelines.

For: 86.32% - Oppose: 12.67% - Abstain: 1.01%

- 14 To re-elect Mr C A Pérez Dávila** **Oppose**
Non-Executive Director. Not independent by company, not independent by PIRC as he is a nominee of the Santo Domingo Group - the company's second largest shareholder. There is insufficient independent representation on the board.

For: 97.98% - Oppose: 1.69% - Abstain: 0.33%

- 16 To re-elect Mr M C Ramaphosa** **Oppose**
Non-Executive Director. Independent by company, not independent by PIRC as he has served on the board for over nine years. There is insufficient independent representation on the board in our view. In addition, there are concerns regarding his time commitments.

For: 96.99% - Oppose: 2.35% - Abstain: 0.66%

- 17 To re-elect Mr A Santo Domingo Dávila** **Oppose**
Non-Executive Director, not independent by PIRC as he is a nominee of the Santo Domingo Group - the company's second largest shareholder. There is insufficient independent representation on the board.

For: 96.98% - Oppose: 2.70% - Abstain: 0.33%

- 18 To re-elect Mr HA Willard** **Oppose**
Non-Executive Director, not independent by PIRC as he is a nominee of Altria, the largest shareholder. There is insufficient independent representation on the board.

For: 97.98% - Oppose: 1.69% - Abstain: 0.33%

- 19 To re-elect Mr J M Kahn** **Abstain**
Not independent on appointment as he is a former Executive Chairman and Managing Director of the Company.

For: 90.26% - Oppose: 1.54% - Abstain: 8.20%

- 21 Appoint the auditors** **Abstain**
PricewaterhouseCoopers LLP proposed. Non-audit fees (US\$9m) are more than 25% of the audit fees for the year under review and represent over 100% of audit fees on a three year aggregate basis. There are concerns that this level of non-audit fees may affect the auditor's independence.

For: 99.02% - Oppose: 0.45% - Abstain: 0.52%

- 25* Authorise Share Repurchase** **Abstain**
Authority limited up to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance that EPS results will for the purpose of any awards be adjusted to take account of any share buyback during the year.

For: 99.53% - Oppose: 0.19% - Abstain: 0.28%

SSE PLC AGM Date: 2011-07-21

- 2 Approve the Remuneration Report** **Abstain**
The annual bonus scheme is based on financial performance, teamwork (which includes customer service, safety and sustainability) and other personal objectives. Whilst a clear breakdown between each element has been provided, the specific targets have not been quantified.

The Performance Share Plan (PSP) is the primary long term incentive in operation and uses EPS and TSR as the performance conditions. PIRC considers that each long term incentive scheme should apply two testing performance conditions concurrently. With the current brokers forecasts, we consider the EPS targets to be sufficiently challenging however the TSR targets are not. The Company has advised PIRC that the TSR targets are challenging as this criterion has not been triggered last year and this year, and on current market information not being triggered next year either. The EPS vesting scale is considered to be sufficiently broad however the TSR scale is not. The company has previously advised PIRC that the TSR targets are considered to be challenging and it was not triggered for the period 2007 - 2010.

Combined awards are not considered excessive during the year however there is the potential for

excessiveness in the future. The Company believes that future potential awards would not be excessive, as the maximum is regarded as at or below median. We note that there were no salary increases for the year under review. All directors have one year rolling contracts with termination payments based on salary alone and will be phased to allow for mitigation. A specific provision obliging the departing executive to mitigate their loss is included. Rating: BCB

For: 96.82% - Oppose: 1.63% - Discretionary to Chair: 1.55%

- | | | |
|----------|--|----------------|
| 6 | To re-elect Lord Smith of Kelvin
Chairman. Independent on appointment. Appointed chairman in January 2005. We have concerns over his aggregate time commitments. | Abstain |
|----------|--|----------------|

For: 96.24% - Oppose: 0.81% - Discretionary to Chair: 2.95%

UNITED UTILITIES GROUP PLC AGM Date: 2011-07-22

- | | | |
|----------|---|----------------|
| 3 | Approve the Remuneration Report
The company provides good disclosure on director's cash remuneration, share incentives and pension entitlements. Total remuneration during the year is not considered to be excessive during the year but potentially they may be excessive. Salaries increased approximately by 1% during the last financial year. The company has two incentive plans, the Performance Share Plan (PSP) and the Share Matching Plan. The plans are subject to TSR against an index and several non-financial performance measures. Although the non-financial performance measures are welcomed under both plans the performance targets are not disclosed. In addition, it is not considered that directors should be rewarded twice for the same performance. In our view the maximum vesting targets are challenging but the minimum ones are not. All executive directors have one year rolling contracts. Rating BCB | Abstain |
|----------|---|----------------|

For: 89.42% - Oppose: 8.03% - Abstain: 2.54%

- | | | |
|----------|--|----------------|
| 9 | To re-elect David Jones
Independent Non-Executive Director. However, he missed one audit committee meeting which he was to attend. | Abstain |
|----------|--|----------------|

For: 92.64% - Oppose: 1.17% - Abstain: 6.19%

- | | | |
|-----------|--|---------------|
| 18 | Approve Political Donations
Approval sought to continue to make make donations to political parties, other political organisations and incur EU political expenditure. The company has provided detailed disclosure on its expenditure in political donations, which is welcomed. Total political expenditure amounted to £50,000. It is not considered appropriate for companies to use shareholder funds to host events with political parties. In addition it is unclear how exactly the political donations are to be used. An oppose vote is recommended. | Oppose |
|-----------|--|---------------|

For: 97.69% - Oppose: 1.99% - Abstain: 0.31%

TEMPLETON EMERGING MARKETS LT. PLC AGM Date: 2011-07-22

- | | | |
|-----------|---|----------------|
| 1 | Receive the Annual Report
Appropriate institutional voting and SEE policies in place. However there is no performance related element to the Investment Manager's remuneration. | Abstain |
| 10 | To re-elect Gregory E Johnson
Non-Executive Director. Not independent as he is the President of Templeton Worldwide Inc, the parent company of the Investment Manager. | Oppose |

KCOM GROUP PLC AGM Date: 2011-07-22

- | | | |
|----------|---|----------------|
| 2 | Approve the Remuneration Report
Disclosure: All elements of each directors' cash remuneration are disclosed, including pension entitlements. However, an expected value calculation for option awards is not disclosed. Although some targets for awards made under the annual bonus scheme have been disclosed, others have not. | Abstain |
|----------|---|----------------|

Balance: Average salaries are at the top of the sector and, it considered that potential awards under the Company's EIP and LTIP to be excessive and that the threshold for receiving awards under the EIP is not sufficiently challenging. The company does however state that the remuneration committee has ultimate discretion over the awards and has demonstrated that they historically do not issue awards if there is not a demonstrable and sustainable improvement in the company's financial and non-financial performance.

Contracts: Provisions relating to contracts are on the whole good. No contract is longer than 12 months duration. Executive Directors' Service Contracts allow for payment in lieu of notice (12 months) in the event of loss of office. A statement of mitigation is made where the company can make payments in lieu of notice in instalments.

Rating: CCB.

For: 97.49% - Oppose: 1.23% - Abstain: 1.28%

- 4 Appoint the auditors** **Oppose**
PricewaterhouseCoopers LLP proposed. Consultancy-related non-audit fees of GBP 230,000 are equivalent to approximately 109% of the audit fee during the year, and are greater than 100% of the audit fee on a three-year aggregate basis.

For: 99.05% - Oppose: 0.91% - Abstain: 0.03%

- 6 To re-elect Bill Halbert** **Abstain**
Executive Chairman acting as temporary combined CEO and Chairman. 6 Month Rolling Contract. De facto combined roles at the top of the company. However, the company have acknowledged the non-compliance with the UK Corporate Governance code, and these combined roles will be separated by the 2012 Annual Meeting.

For: 95.86% - Oppose: 3.78% - Abstain: 0.36%

- 8 Issue shares with pre-emption rights** **Abstain**
General authority limited to one third of the issued share capital, and two thirds of the issued share capital if in connection with a pre-emptive rights issue. The requested authority follows the recent published guidance of the Rights Issue Review Group in connection with the ABI. It is considered that the degree of independent supervision on the Board is sufficient to monitor the use of the authority but there is no commitment for all directors to stand for re-election if authority is used.

For: 89.32% - Oppose: 6.75% - Abstain: 3.93%

- 10* Authorise Share Repurchase** **Abstain**
Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

For: 99.60% - Oppose: 0.06% - Abstain: 0.35%

NATIONAL GRID PLC AGM Date: 2011-07-25

- 8 To re-elect Ken Harvey** **Oppose**
Senior Independent Director. Not independent by PIRC as he has been on the board for more than nine years. There is insufficient independence on the board according to PIRC guidelines.

For: 90.79% - Oppose: 7.82% - Abstain: 1.01% - Discretionary to Chair: 0.38%

- 11 To re-elect Stephen Pettit** **Oppose**
Non-Executive Director. Not independent by PIRC as he has been on the board for more than nine years. There is insufficient independence according to PIRC guidelines.

For: 90.90% - Oppose: 7.81% - Abstain: 0.91% - Discretionary to Chair: 0.38%

- 13 To re-elect George Rose** **Oppose**
Non-Executive Director. Not independent by PIRC as he has been on the board for more than nine years. There is insufficient independence on the board according to PIRC guidelines. Moreover, he missed 2 board meeting for which he was entitled to attend.

For: 90.80% - Oppose: 7.81% - Abstain: 1.00% - Discretionary to Chair: 0.39%

- 14 Appoint the auditors** **Abstain**
PricewaterhouseCoopers LLP proposed. Consultancy-related non-audit fees of GBP 2.2 million are equivalent to approximately 37.93% of the audit fee during the year, and are slightly more than 25% of the audit fee on a three-year aggregate basis.

For: 97.50% - Oppose: 0.56% - Abstain: 1.56% - Discretionary to Chair: 0.38%

- 16 Approve the Remuneration Report** **Oppose**
Disclosure in general is acceptable, despite the lack of transparency over the performance targets applied to the company's annual bonus. Combined remuneration was seen as excessive in the year under review and has the potential to be so going forward. Both the base salaries and variable pay are considered excessive.

Performance conditions attached to the LTIP are on the whole are seen sufficiently challenging, with the exception of the lower TSR target. The vesting scales are not considered broad enough to encourage outperformance. In PIRC's view, long term incentive schemes should use at least two performance conditions concurrently, which is not the case at National Grid.

Compensation on early termination reflects the notice periods provided. The company has a policy on mitigation which is subject to the discretion of the Remuneration Committee. Rating: BDB

For: 61.11% - Oppose: 35.18% - Abstain: 3.31% - Discretionary to Chair: 0.39%

- 19* Authorise Share Repurchase** **Abstain**
Authority limited up to 10% of the issued share capital and expires no later than the next AGM. However, there is no written assurance provided that EPS results will be, for the purpose of any

incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

For: 97.66% - Oppose: 0.75% - Abstain: 1.19% - Discretionary to Chair: 0.40%

24 Approve the National Grid plc Long Term Performance Plan **Oppose**

The LTTP is a discretionary share plan under which participants may be granted awards of Company shares or ADSs, normally subject to continued employment and the satisfaction of agreed performance conditions over a set performance period. The awards under the scheme will be subject to 3 performance conditions, namely EPS over a three year period, TSR over 3 year period and ROE(Return on Equity) over 4 years. All the targets proposed by the company are considered challenging except the lower TSR limit. The vesting scale is also not considered broad enough. We welcome the reduction of the amount of the award vesting for threshold performance from 30% to 25% in comparison with the former plan. While we welcome the addition of a third performance criteria, we would have preferred them to be used in a concurrent fashion. The maximum limit of 250% of base salary for executives and 225% for the CEO is considered to be excessive. In light of the above, an oppose vote is recommended. Rating: DB

For: 91.51% - Oppose: 7.68% - Abstain: 0.40% - Discretionary to Chair: 0.41%

HOGG ROBINSON GROUP PLC AGM Date: 2011-07-25

11 Approve the Remuneration Report **Oppose**

With effect from April 2011, there were pay increases for senior staff, 2.5% for key executives and 3.8% for the CEO. At the same time, the annual bonus will increase from 80% of salary to 100%. This increase will therefore multiply the effect of the salary increases. However, any bonus award over 80% of salary must be taken as shares until undisclosed shareholding requirement is achieved. Share based incentives are awarded under either the PSP (conditional), the CSOP (options). Both utilise the same performance conditions TSR and EPS. Thus the participants get awarded twice for the same performance. The remuneration committee took independent advice during the year.

The Executive Directors have service contracts which are less than or equal to 12 months rolling. Service contracts have been signed which now include a liquidated damages clause which will be applicable in the event of the company terminating the role or employment following a takeover of the company, but for a maximum period of 12 months only following such event. Further information has not been provided on this in the Remuneration Report. Rating: BCD

For: 96.79% - Oppose: 2.54% - Abstain: 0.67%

VOLEX PLC AGM Date: 2011-07-25

2 Approve the Remuneration Report **Oppose**

The company only operated the PSP with TSR as its sole performance condition. The application of at least two performance conditions operating in a concurrent manner is considered best practice. The company uses absolute TSR for both the awards made, however, there is insufficient data provided by the company to assess the challenging nature of the targets. The company also has a policy to grant awards based on performance conditions to NEDs which compromises their independence in our view.

Combined remuneration is considered excessive in the year under review as directors were awarded shares worth 200% of salary. A Cherry received a retention payment which is not in line with best practice. There is no justification provided for the move to award two grants under the PSP in the year under review. We note that no PSP awards will be granted in 2012. Executive directors are on a one year rolling contract and does not include any specific provisions relating to compensation. It is not clear if bonuses are included in the termination payments and the impact on unvested awards under the LTIP. Rating: CDC

For: 80.23% - Oppose: 17.99% - Abstain: 1.77%

4 To elect Paul Mountford **Abstain**

Independent Non Executive Director. It is not clear if he will participate in the Non Executive LTIS.

For: 99.69% - Oppose: 0.01% - Abstain: 0.30%

5 To re-elect Karen Slatford **Oppose**

Non Executive Director. Not independent by PIRC as she participates in the Longterm incentive schemes for Non-Executive Directors. In addition, there are insufficient representation directors on the Board.

For: 89.94% - Oppose: 10.06% - Abstain: 0.00%

6 To re-elect Chris Geoghegan **Oppose**

Senior Independent Director. Not independent by PIRC as he participates in the Long-term incentive schemes for Non-Executive Directors. In addition, there is insufficient independent representation on the Board.

For: 89.93% - Oppose: 10.06% - Abstain: 0.00%

9 Issue shares with pre-emption rights **Abstain**

General authority limited to one third of the issued share capital, and two thirds of the issued share capital if in connection with a pre-emptive rights issue. The requested authority follows the published guidance of the Rights Issue Review Group in connection with the ABI. There is insufficient independent supervision on the Board to monitor the use of the authority and therefore recommend an abstain.

For: 98.04% - Oppose: 0.03% - Abstain: 1.93%

VODAFONE GROUP PLC AGM Date: 2011-07-26

11 To re-elect Nick Land **Abstain**

Independent Non Executive Director. However, we have concerns over his aggregate time commitments.

For: 97.84% - Oppose: 0.57% - Abstain: 1.58%

12 To re-elect Anne Lauvergeon **Abstain**

Independent Non Executive Director. However, the director has missed two board meetings and one audit committee meeting and no explanation is provided.

For: 96.18% - Oppose: 2.65% - Abstain: 1.17%

14 To re-elect Anthony Watson **Abstain**

Independent Non Executive Director. However, we have concerns over his aggregate time commitments.

For: 97.81% - Oppose: 0.60% - Abstain: 1.58%

17 Approve the Remuneration Report **Oppose**

Concerning the GLTI, the use of two performance conditions operating concurrently is welcomed. However, in respect of the free cash flow (FCF) targets, no consensus forecasts are available. In PIRC's view, when an incentive scheme applies such a performance measure, the onus is on the company to justify the stringency of the precise targets chosen. In this case, the company's disclosure does not adequately justify the chosen targets. In view of the potential multiplier effect of the TSR vesting scale, we find neither the lower nor upper performance targets sufficiently challenging. Variable pay grants are considered excessive in both absolute and relative terms. Average directors' salaries are within the top quartile of the FTSE 100 and the highest paid director is in the top five of the FTSE 100.

Mr Colao, Mr Halford, Mr Combes and Mr Pusey were granted conditional share awards in the year under review with equivalent values on grant of approximately £7233,000, £3803,000, £4183,000 and £2,988,000 respectively. This equates to approximately 5 times salary for the CEO and an average of 4 times salary for the other executive directors. Directors can further invest shares which lead to grant 4 times of salary for the CEO, and roughly two times for other executives in the year under review.

All executives have one year rolling contracts with no pre-determined compensation other than the salary and bonus paid up to the termination day and such entitlements under incentive plans and benefits that are consistent with the terms of such plans. Rating:BDB

For: 95.68% - Oppose: 3.86% - Abstain: 0.45%

TR PROPERTY INVESTMENT TRUST PLC AGM Date: 2011-07-26

5 To re-elect Paul Spencer **Abstain**

Independent Non-Executive Director. We have concerns over his aggregate time commitments.

For: 93.03% - Oppose: 0.35% - Abstain: 6.61%

6 To re-elect Caroline Burton **Oppose**

Non-Executive Director. Not independent as she has served on the board for more than nine years. In addition, majority of the board is not considered independent.

For: 93.53% - Oppose: 4.99% - Abstain: 1.48%

7 To re-elect Peter Salsbury **Oppose**

Chairman. Not independent as he has served on the board for more than nine years. In addition, majority of the board is not considered independent.

For: 92.47% - Oppose: 6.12% - Abstain: 1.41%

8 To re-elect Richard Stone **Oppose**

Senior Independent Director. Not independent as he has served on the board for more than nine years. In addition, majority of the board is not considered independent.

For: 91.99% - Oppose: 6.23% - Abstain: 1.78%

PUNCH TAVERNS EGM Date: 2011-07-26

2 Approve the amendments to the Punch Taverns PLC's Long-Term Incentive plan 2008 and share bonus Plan. Oppose

Currently award holders under the Punch Taverns plc Long Term Incentive Plan 2008 have awards over Punch ordinary shares (nil-cost options or conditional share awards) and as a result of the de-merger each Punch shareholder will be receiving Spirit Ordinary shares in addition to his Punch Ordinary shares and it is intended that the rules of the LTIP relating to company distributions be amended so that a similar effect can be achieved for award holders. Approval is sought so that the current limits on the number of shares which may be issued in any 10 year period of 10% of the company's share capital for all share plans and 5% for the company's discretionary share plans be amended in such a way that the any shares which are issued to satisfy awards held by persons who became employees of the Spirit group following the de-merger will be excluded for the purposes of these limits. These un-counted shares would be included in Spirit's shareholder dilution calculations in addition to any shares that Spirit issues under its employee share plans.

Currently rules of the LTIP state that employees who transfer to the Spirit Group would be treated as leavers and thus the number of shares subject to their awards would be subject to time pro rating to reflect the proportion of the original vesting period that they served in the Punch group. However, the company is seeking approval to dis-apply this arrangement for transferring awards to the Spirit group. Such practices are not considered appropriate and therefore an oppose vote is recommended.

VEDANTA RESOURCES AGM Date: 2011-07-27

1 Receive the Annual Report Abstain

Adequate environmental policy in place. We commend the fact that the company has publicly (through its Sustainable development report) committed to achieving recommendations made by the Scott Wilson consultancy following a review of the group's sustainable development. Some important governance improvements like the establishment of the sustainability committee, modification of the Code of Conduct, appointment of a group Chief Sustainability Officer and in general, formalised policies and standards have been implemented. We note that the company is currently developing its stakeholder consultation standards.

We also note that the Group made political donations in India of US\$0.02 million (2010: US\$3.66 million) either through a trust or directly in respect of the Indian general election. No further information provided on the payment and details of recipients are not given therefore an abstain vote is recommended.

For: 98.91% - Oppose: 0.17% - Abstain: 0.91%

2 Approve the Remuneration Report Oppose

Local market practice is followed across the Group in determining the remuneration of key operational and financial heads. It is not clear if pay elsewhere in the group is considered while determining executive pay, however, it is for senior management. The intended balance of the pay package is described and at target performance, over half of directors' remuneration consist of fixed pay elements and the remainder is based on variable pay. However, at stretch performance 2/3rds is variable pay and 1/3rd is fixed. Base salaries were increased in the range of 20%- 25% in the year under review. The remuneration report states that bonus awards are dependent on "effective stakeholder management which resulted in recognition and achievement of awards in CSR, safety, quality, business excellence and best employer status". In light of the loss of 26 lives occurring across Group operations and projects, it is not clear how the award of bonuses can be reconciled with stated policy.

The company has a single incentive scheme and uses relative TSR as its sole performance condition. However, 40% of salary for median performance is considered to be excessive in our view. Minimum vesting limit is median and maximum is at upper quartile. TSR vesting scales should stretch over at least three deciles in order to incentivise superior performance. However, no awards were made during the year under review.

Executive directors are retained on (up to) six months rolling contracts. The Executive Chairman's contract allows for payments in lieu of notice on termination of contract, equal to basic salary and benefits during the notice period. Termination provisions for Mr N. Agarwal and Mr Mehta are not clearly disclosed. No mitigation statement is provided. Rating: CDC

For: 85.72% - Oppose: 13.62% - Abstain: 0.67%

5 To re-elect Mr N Chandra Oppose

Senior Independent Director. Chair of the Remuneration committee. We have concerns over the payment of annual bonuses by the committee of which he is chairman in apparent contradiction of the safety criteria upon which bonus awards can be made and the award of unexplained significant salary increases to executives in the year. We advise opposition.

For: 90.31% - Oppose: 7.03% - Abstain: 2.66%

7	Appoint the auditors Deloitte LLP proposed. Inappropriate non audit fees amounted to \$5.8m and is more than 300% of the audit fee in the year under review and more than 200% on a three year aggregate basis. This raises independence concerns over the external auditors.	Oppose
For: 98.77% - Oppose: 0.89% - Abstain: 0.35%		

E2V TECHNOLOGIES PLC AGM Date: 2011-07-27

4	To elect Kevin Dangerfield Independent Non Executive Director. Audit committee report does not comply with PIRC guidelines.	Abstain
For: 99.66% - Oppose: 0.00% - Abstain: 0.33%		

8	Approve the Remuneration Report Combined remuneration is considered excessive in the year under review. Directors received a one-off LTIP award, the justification for which has not been disclosed. The grant of such one-off awards is not considered best practice. This award was based solely on absolute TSR as a performance condition. Upon engagement, the company has justified the use of absolute TSR by stating that "given that the company was in recovery phase" and was therefore "appropriate as it would only reward the creation of shareholder value as opposed to rewarding out-performance of comparator companies even if no/little absolute value was created." However, the rationale behind this grant is still not clear. Notice periods are one year rolling. Termination payments are based on basic salary and benefits only, and are limited to contractual notice periods. There is no statement of mitigation. Rating: BDB	Oppose
For: 87.77% - Oppose: 7.97% - Abstain: 4.26%		

9	Issue shares with pre-emption rights General authority limited to one third of the issued share capital, and two thirds of the issued share capital if in connection with a pre-emptive rights issue. The requested authority follows the published guidance of the Rights Issue Review Group in connection with the ABI. We consider that there is sufficient independent supervision on the Board to monitor the use of the authority; however, the company has not made a commitment for all directors to seek re-election if the authority is used, as recommended by the published guidance. In light of this an abstain vote is recommended.	Abstain
For: 85.08% - Oppose: 10.27% - Abstain: 4.65%		

RPC GROUP PLC AGM Date: 2011-07-27

2	Approve the Remuneration Report Overall disclosure regarding remuneration is good and specific performance targets are provided for the long term incentive plan. Directors are eligible to a new annual bonus scheme which started in April 2011 with a maximum payout equating to 50% of salary, and shares granted in the year under review were not considered excessive. Under the performance share plan the targets are not considered to be adequately challenging given the level of award available and the brokers' consensus forecast; in addition, the vesting scale is not considered sufficiently broad to be geared towards out-performance. Executives have one year rolling contracts. In the event of a change of control, Mr Vervaat's notice period is extended to 24 months if the employing Group company gives notice during a period of one year following such change of control. Thereafter the notice period reverts to 12 months. However, it is noted that this notice period of 24 months will cease to apply with effect from 1 July 2012 and will be simply 12 months. It is considered that termination provisions should be limited to 12 months salary and benefits. Rating: BCC.	Abstain
For: 97.83% - Oppose: 0.05% - Abstain: 2.11%		

10	Appoint the auditors KPMGAudit PLC proposed. Consultancy-related non-audit fees of GBP 0.4m and other fees of an additional 0.4m are equivalent to approximately 88.9% of the audit fee during the year, and are greater than 25% of the audit fee on a three-year aggregate basis. This raises independence concerns over the external auditors.	Abstain
For: 97.88% - Oppose: 0.08% - Abstain: 2.04%		

SYNERGY HEALTH PLC AGM Date: 2011-07-27

2	Approve the Remuneration Report Figures for cash awards and pensions are clearly disclosed. There are concerns though over the disclosure of options awards, particularly with respect to those made to Mr Jacques, who left the board during the year. There are concerns that early vesting was applied in the year and the previous year. Expected values of share awards are not disclosed. Performance targets under the annual bonus have not been quantified. Furthermore, the EPS and TSR performance criteria used under the LTIP are not considered to be challenging at either the upper or the lower thresholds in light of the current brokers forecasts. The vesting schedule of the TSR element of the LTIP is also considered to be insufficiently broad. The committee has the discretion to make option awards up to 450% of base salary, which is considered excessive. The actual maximum potential awards granted	Oppose
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were reduced during the year, but are still considered excessive. In addition, although contracts granted to executives are generally based on a notice period of 12 months, Mr Smit's service contract requires six months' notice to be given to the Company and 12 months' notice to be given by the Company; if the Company serves notice then, in addition to such notice, Mr Smit is entitled to compensation of not less than 24 months' salary and benefits, plus the bonus for the previous calendar year. The potential payment is considered to be excessive. Though he left the board during the year, he continues to be a member of the executive committee. Rating: CDD

For: 95.90% - Oppose: 3.59% - Abstain: 0.51%

7 To re-elect Sir Duncan Kirkbride Nichol **Oppose**

Senior Independent Director. Independent by company, not independent by PIRC as he as served on the board for more than nine years. There are concerns over his aggregate time commitments and note that he missed two of the one meeting of the audit committee during the year under review. There is insufficient independent representation on the board.

For: 98.46% - Oppose: 1.33% - Abstain: 0.21%

12 Issue shares with pre-emption rights **Abstain**

General authority limited to one third of the issued share capital, and two thirds of the issued share capital if in connection with a pre-emptive rights issue. The requested authority follows the recent published guidance of the Rights Issue Review Group in connection with the ABI. However, the company has not made a commitment for all directors to seek re-election if the authority is used, as recommended by the published guidance.

For: 90.83% - Oppose: 0.34% - Abstain: 8.83%

15* Authorise Share Repurchase **Abstain**

Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, the company has not provided written assurance that EPS targets related to share based schemes will be adjusted accordingly if the authority is used. It is recommended shareholders abstain.

For: 99.12% - Oppose: 0.08% - Abstain: 0.80%

INVENSYS PLC AGM Date: 2011-07-28

2 Approve the Remuneration Report **Oppose**

The main concerns regard payments to the departing CEO Ulf Henriksson. Payments on termination exceed 12 months salary and benefits. Benefits included a company car and driver, paid for assistance with tax filings, and notional interest on a personal loan. Mr Henriksson's contract, agreed by the remuneration committee on recruitment, allowed for payment on termination of 12 months salary plus "contractual benefits". The contract also entitled Mr Henriksson to receive a lump sum payment on termination such that mitigation could not be applied to the whole of the severance payment. The committee exercised discretion to preserve the CEO's 2008 awards although the CEO left before the end of the performance period. The award to Mr Henriksson was worth an estimated £1m. Overall rating: CDD

For: 88.51% - Oppose: 5.86% - Abstain: 5.63%

3a To re-elect Mr Francesco Caio **Abstain**

Independent Non-Executive Director. However, Mr Caio missed one Audit Committee meeting during the year.

For: 98.90% - Oppose: 0.28% - Abstain: 0.82%

3c To re-elect Mr Bay Green **Abstain**

Independent Non-Executive Director. However, Mr. Green missed one Audit Committee meeting during the year.

For: 98.90% - Oppose: 0.28% - Abstain: 0.82%

3g To re-elect Dr Martin Read **Oppose**

Independent Non-Executive Director. Chair of remuneration committee. The committee used its discretion and did not apply mitigation to the whole of a severance payment in excess of 12 month salary and benefits to departing CEO Mr Henriksson. The committee also used discretion in allowing Mr Henriksson to receive incentive payments worth approximately £1m under an incentive scheme for which the performance period had not expired. PIRC considers the retentive effect of incentive awards is undermined by the subsequent relaxation of conditions which are applied at the time an award is agreed.

For: 99.05% - Oppose: 0.94% - Abstain: 0.01%

4 Appoint the auditors **Abstain**

Ernst & Young LLP proposed. The non-audit fees of GBP 3 million are 87% of the audit fees during the year under review and are greater than 25% of the total audit fee on a three year aggregate. This raises independence concerns over the external auditors.

For: 98.48% - Oppose: 0.69% - Abstain: 0.84%

10* Authorise Share Repurchase **Abstain**

Authority limited up to 10% of the issued share capital and expires no later than the next AGM. However, there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

For: 98.89% - Oppose: 0.29% - Abstain: 0.81%

PENNON GROUP PLC AGM Date: 2011-07-28

11 Appoint the auditors **Oppose**

PricewaterhouseCoopers LLP proposed. Non-audit fees of £1.38m exceeded the audit fees in the year under review and on a three year aggregate basis.

For: 93.55% - Oppose: 3.01% - Abstain: 3.15% - Discretionary to Chair: 0.29%

HALMA PLC AGM Date: 2011-07-28

3 Approve the Remuneration Report **Abstain**

The inter-linked use of one absolute and one relative performance condition under the Performance Share Plan is welcomed. The TSR targets linked to maximum and minimum vesting in view of the level of award available are sufficiently challenging and consider that the TSR vesting scale is broad enough to incentivise a significant improvement in performance beyond the vesting threshold. As the Company have not supplied forecasts as to ROTIC performance, or justified the stringency of the targets, the targets linked to maximum and minimum vesting are considered not demanding enough. The company have previously confirmed to us that only changes of an 'administrative' nature may be made to the PSP without shareholder approval. Combined remuneration is considered excessive in the year under review. Executive contracts are one-year rolling. The company states that none of the contracts have clauses providing for pre-determined compensation in the event of early termination. Rating: BCB

For: 95.33% - Oppose: 2.75% - Abstain: 1.44% - Discretionary to Chair: 0.47%

4 To re-elect Mr Geoff Unwin **Abstain**

Chairman. Independent on appointment. There are concerns over his aggregate time commitments.

For: 95.73% - Oppose: 2.39% - Abstain: 1.41% - Discretionary to Chair: 0.48%

13 Appoint the auditors **Abstain**

Deloitte LLP proposed. Consultancy related non audit fees amounted to £226,000 and represents more than 25% of the audit fee in the year under review and on a three year aggregate basis which raises independence concerns over the external auditors.

For: 96.67% - Oppose: 2.09% - Abstain: 0.75% - Discretionary to Chair: 0.48%

TATE & LYLE PLC AGM Date: 2011-07-28

1 Receive the Annual Report **Oppose**

Adequate environmental and employment policies are in place, and quantifiable environmental reporting is disclosed. Political expenditure was incurred in the year in the USA (equivalent to GBP 17,000). No further information is provided on this payment, including the details of recipients. For this reason opposition is recommended.

For: 98.75% - Oppose: 0.59% - Abstain: 0.67%

2 Approve the Remuneration Report **Oppose**

Disclosure of cash remuneration, share awards and pension arrangements is clear for the year under review. It is considered that the absence of an expected value calculation for share awards is a material omission. Concerning the Performance Share Plan, there is insufficient historic data to assess how challenging the new ROCE (Return on Capital Employed). There are also particular concerns regarding the fact that the EPS lower threshold target appears to be below forecast, although the upper threshold target appears stretching.

Awards made in the year to Executive Director Tim Lodge in terms of bonus and performance related shares are considered to be excessive, representing 432% of salary.

All executives are retained on one-year rolling contracts. The contracts of the executive directors give the company the right, but not the obligation, to pay liquidated damages of up to one year's salary and benefits. The company makes a statement on mitigation.

Rating: BDB

For: 86.51% - Oppose: 1.60% - Abstain: 11.90%

4 Re-Election of Sir Peter Gershon **Abstain**

Chairman. Independent upon appointment. However, there are concerns over his aggregate time commitments.

For: 97.74% - Oppose: 0.61% - Abstain: 1.65%

9 Re-Election of Evert Henkes **Abstain**

Independent Non-Executive Director. During the year he missed three board meetings and one audit committee meeting, and no explanation is provided.

For: 98.64% - Oppose: 0.24% - Abstain: 1.12%

10 Re-Election of Douglas Hurt **Abstain**

Independent Non-Executive Director. However, he has missed four board meetings and one audit committee meeting. While explanation for the board meeting absence has been provided, it has not for the audit committee absence.

For: 96.82% - Oppose: 2.06% - Abstain: 1.12%

13 Appoint the auditors **Abstain**

PriceWaterhouseCoopers LLP proposed. Consultancy-related non-audit fees of GBP 900,000 during the year equate to approximately 54% of audit fees, and 27% of audit fees over a three year average, and are therefore considered to potentially impact on the auditor's independence.

For: 97.14% - Oppose: 1.75% - Abstain: 1.11%

TALKTALK TELECOM GROUP PLC AGM Date: 2011-07-28

1 Receive the Annual Report **Oppose**

No Environmental policy published

For: 99.40% - Oppose: 0.58% - Abstain: 0.01% - Discretionary to Chair: 0.01%

2 Approve the Remuneration Report **Oppose**

Maximum awards and specific performance conditions for the TalkTalk Group Value Enhancement Scheme are not disclosed clearly. Disclosure on the share gift scheme and legacy schemes is not clearly disclosed with regards to their actual operation. The company only operated the Discretionary Share Option Plan during the year under review with absolute TSR as its sole performance condition at cliff vesting. The use of at least two performance conditions operating in a concurrent manner is considered best practice.

Combined remuneration during the year is not considered excessive, however, it is on a potential basis especially due to non-disclosure of a maximum limit under the TTG VES. Executive directors are on a one year rolling contract. There is no information provided if liquidated damages are provided in their termination provisions. Rating: DDB

For: 81.60% - Oppose: 14.36% - Abstain: 4.03% - Discretionary to Chair: 0.01%

4 To re-elect Charles Dunstone **Oppose**

Chairman. Not independent on his appointment due to the fact that he was previously Chief Executive Officer of Carphone Warehouse (CPW) and is also the controlling shareholder in the company.

For: 95.26% - Oppose: 4.72% - Abstain: 0.01% - Discretionary to Chair: 0.01%

13 Appoint the auditors and allow the board to determine their remuneration **Abstain**

Deloitte LLP proposed. Consultancy related non audit fees amounted to £200,000 and is 25% of the audit fee in the year under review and on a three year aggregate basis raising independence concerns over the external auditors.

For: 99.35% - Oppose: 0.32% - Abstain: 0.32% - Discretionary to Chair: 0.01%

15* Issue shares with pre-emption rights **Abstain**

General authority limited to one third of the issued share capital, and two thirds of the issued share capital if in connection with a pre-emptive rights issue. The requested authority follows the published guidance of the Rights Issue Review Group in connection with the ABI. We consider that there is sufficient independent supervision on the Board to monitor the use of the authority; however, the company has not made a commitment for all directors to seek re-election if the authority is used, as recommended by the published guidance. In light of this an abstain vote is recommended.

For: 89.16% - Oppose: 9.79% - Abstain: 1.04% - Discretionary to Chair: 0.01%

MONTANARO UK SMALLER COMPANIES LT. PLC AGM Date: 2011-07-29

9* Reissue of treasury shares pre-emption rights disaplied **Abstain**

Subject to the authority sought to issue shares for cash, the Directors are seeking approval to allot shares held in Treasury at a discount to NAV up to the same aggregate nominal amount of 10% of the issued shares. The Company states that the shares re-issued will be at an absolute profit and at a lower discount than when they were originally purchased. As the shares are issued at a discount, an abstain vote is recommended.

For: 90.07% - Oppose: 5.59% - Abstain: 4.33%

HOMESERVE PLC AGM Date: 2011-07-29

2 Approve the Remuneration Report **Oppose**

The company provided estimates of fair values of awards made. Disclosure of cash remuneration,

pensions and share incentives is adequate. The remuneration policy does not go beyond the usual attract and retain and there is no clear link between the remuneration structure and the company's goals and strategy used. The performance criteria for both the bonus and long term incentive are clearly disclosed. However, targets for Bonus have not been discussed in light of payments made during the year under review. Some legacy plans which have outstanding awards (but where no grants have been made in FY 2010) have been discussed without mention to their performance conditions.

The company's 2008 LTIP is now the sole operational Long term Share Scheme. The scheme also encompasses a matching share award scheme on a 2:1 basis. In light of the performance of the TSR reported by the company in its Annual report, we do not consider the targets set to be challenging. Likewise, the EPS growth targets are not challenging in light of broker's forecast. The company has underlined the fact that the remuneration committee will also take into account the underlying financial performance of the business, which in their view acts as an underpin when determining the vesting of awards under the TSR part of the award. Potential combined awards are viewed as excessive. Aggregate variable compensation paid during the year was also excessive. Salaries are on the top of the comparator group. Directors are required to build a significant shareholding equal to the value of their basic salary which we welcome.

All executive directors are employed on one year rolling contracts with liquidated damage provisions of one year's remuneration including benefits. Unlike other directors, Mr. Bennett's contract does not include the bonus in the total remuneration figure, which make the aggregate potential payments exceed a year's salary. No mitigation statement is made. Rating CED

For: 96.84% - Oppose: 2.42% - Abstain: 0.74%

16* Authorise Share Repurchase

Abstain

Authority limited up to 10% of the issued share capital and expires no later than the next AGM. However, there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

For: 99.02% - Oppose: 0.08% - Abstain: 0.91%

CRANSWICK PLC AGM Date: 2011-08-01

8 Approve the Remuneration Report

Oppose

Cash remuneration and pension contributions are clearly disclosed. Outstanding share options are stated but an expected value calculation has not been provided. The maximum bonus level payable is also disclosed; however, the targets associated with past and present bonus awards are not. The performance conditions attached to the ESOS and LTIP are provided but the maximum award level for the ESOS is not set out.

Under the LTIP, the lower targets set under the EPS or TSR elements of the scheme are considered challenging on account of a combination of brokers' consensus forecasts and the fact that vesting scales under neither the EPS nor the TSR element are considered broad enough to be geared towards out-performance. The upper targets for TSR are not considered challenging either for the same reasons, although the upper targets for the EPS are. It is considered that long term incentives should use two performance criteria concurrently and that separate schemes should utilise different criteria in order to avoid rewarding directors twice for the attainment of a single performance measure. It is considered that the ESOS and the LTIP use the same measure in respect of TSR which is not supported. However, it is noted that the ESOS scheme has not been used since 2005 and is unlikely to be used up until its expiry in 2015.

The service contracts for Messrs Davey and Hoggarth are one year, except in the case of takeover when the notice period is 2 years for the first six months following the takeover. The contracts also have provisions relating to liquidated damages requiring that the notice period stipulated in the contract be paid in full. For the other contracts, the remuneration committee will determine compensation payments.

Rating: CDD

For: 89.73% - Oppose: 4.89% - Abstain: 5.38%

12* Authorise Share Repurchase

Abstain

Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

For: 99.73% - Oppose: 0.15% - Abstain: 0.12%

QINETIQ GROUP AGM Date: 2011-08-02

- 1 Receive the Annual Report** **Oppose**
Adequate environmental policy in place. However, the company incurred political expenditure of £15,000 "in making MPs and others in the political world aware of key industry issues and matters affecting QinetiQ, which make an important contribution to their understanding of QinetiQ, the markets in which it operates and their constituents work."
For: 98.90% - Oppose: 1.09% - Abstain: 0.01%
- 2 Approve the Remuneration Report** **Oppose**
The company operated its new scheme - Value Sharing Plan (VSP) during the year. Targets such as PBT Value cannot be assessed by shareholders. Performance conditions are not operated in a concurrent manner either. Combined remuneration is considered excessive as directors received over 500% of salary under the VSP based on highest market price during the year.
Directors are required to build up a shareholding within a four year period, however, three year limit is considered best practice. Contracts for executives are one year rolling. The company reports that there are no provisions in for compensation on early termination. The company states that it will generally require mitigation. Rating: BDB
For: 66.25% - Oppose: 31.70% - Abstain: 2.05%
- 6 To re-elect Noreen Doyle** **Abstain**
Independent Non Executive Director. However, she has missed two board meetings and no explanation is provided by the company.
For: 95.43% - Oppose: 3.67% - Abstain: 0.90%
- 16* Authorise Share Repurchase** **Abstain**
Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance that EPS targets will be adjusted if any buyback is undertaken during the year.
For: 98.86% - Oppose: 0.24% - Abstain: 0.90%

UMECO PLC AGM Date: 2011-08-02

- 2 Approve the Remuneration Report** **Oppose**
The company did not operate long term incentive schemes during the year. Targets under the LTIP are not considered challenging at both levels. In addition, the LTIP uses two performance conditions although not in a concurrent fashion. A one-off share appreciation plan was introduced for the chairman on appointment. Whilst no further awards can be made under the SAP, the grant of incentive awards to the Chairman or any Non-Executive Director is not in line with best practice as it compromises independence. Combined remuneration is not considered excessive during the year, however, it has the potential to be so. The board has appointed existing COO Andrew Moss as CEO in the year and Steve Bowers as finance director. We are particularly concerned at the transaction related bonuses which will be paid to these directors in connection with the disposal of the supply chain business. Directors have a shareholding requirement in place of 100% of salary, however no time scale is disclosed. Executive directors are on a one year rolling contract with termination provisions including basic salary and pension contributions. Rating: BDB
For: 46.10% - Oppose: 29.16% - Abstain: 24.74%
- 5 To re-elect Christopher James Hole** **Abstain**
Independent Non Executive Director. The chairman of the Board participates in a (one-off) long term incentive scheme which is not in line with best practice. Normally, concerns would be raised through this election, but since he is not standing for election and neither is the Remuneration Committee chairman, an abstain vote on other committee members is recommended.
For: 98.19% - Oppose: 0.02% - Abstain: 1.80%
- 7 To re-elect James Graham Zacharias** **Abstain**
Independent Non Executive Director. The chairman of the Board participates in a (one-off) long term incentive scheme which is not in line with best practice. Normally, concerns would be raised through this election, but since he is not standing for election and neither is the Remuneration Committee chairman, an abstain vote on other committee members is recommended.
For: 98.16% - Oppose: 0.05% - Abstain: 1.79%
- 8 Appoint the auditors** **Oppose**
KPMGAudit Plc proposed. Consultancy related non audit fees amounted to £1.8m and represents over 300% of the audit fee in the year under review and on a three year aggregate basis. This raises independence concerns over the external auditors.
For: 98.08% - Oppose: 0.57% - Abstain: 1.35%
- 12* Authorise Share Repurchase** **Abstain**
Authority limited up to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance that EPS targets will for the purpose of any incentive awards be adjusted to take account of any buyback during the year.

IMAGINATION TECHNOLOGIES GROUP PLC AGM Date: 2011-08-19**1 Receive the Annual Report** **Abstain**

The Business Review meets ASB RS guidelines as interpreted by PIRC. An adequate environmental and a basic employment policy are in place, however there is no formal policy on community involvement.

There are concerns over the Board composition as only one director is considered independent according to PIRC guidelines and the Board has an Executive Chairman. It is also noted that no nomination committee is in place, as the Board as a whole performs the functions of the nomination committee. However the company states that it is taking steps to formalise the formation of a nomination committee and improve the independence of the board.

PIRC remains concerned over the Board independence and appointment process. However it is noted that some progress has been made over the year under review and the Company gave sufficient evidence to expect further improvement towards best practice over the forthcoming financial year, which PIRC will keep under review. On this basis, an abstain vote is recommended.

For: 96.96% - Oppose: 1.20% - Abstain: 1.75% - Discretionary to Chair: 0.09%

2 Approve the Remuneration Report **Abstain**

The remuneration policy does not provide an adequate link between the performance criteria used for executive compensation and the key strategic objectives of the company. In addition, there is no indication of the intended balance between the fixed and the variable remuneration, and there is no evidence that executive remuneration is determined taking into consideration the level of remuneration elsewhere in the company.

Disclosure of cash remuneration and pension arrangements is adequate. The performance targets for the schemes are disclosed. There are concerns over the use of share price for the ESP awards. It is not considered that share price is a reliable indicator of executive directors' performance as it can be influenced by a number of factors which are outside executives' control. In addition, there are concerns over the one-off retention award granted to the CEO in 2009, under the terms of which Mr Yassaie received 2.25 million shares vesting in three equal tranches of 750,000 shares each, on the third, fourth and fifth anniversary from grant date. The vesting of the retention award will be subject to the same performance target operated for the ESP awards. However, average salaries rank at the bottom of the comparator group and no cash award has been granted over the year under review and the previous year.

Contracts are six months rolling and do not contain specific compensation entitlement provisions. No mitigation statement made.

Rating: CCB.

For: 94.39% - Oppose: 3.16% - Abstain: 2.37% - Discretionary to Chair: 0.09%

3 Elect GS Shingles **Abstain**

Executive Chairman. The election of a chairman with executive responsibilities is not supported, in particular in cases such as at Imagination Technologies, where there is only one director on the board considered independent. An abstain vote is therefore recommended.

For: 90.10% - Oppose: 7.24% - Abstain: 2.57% - Discretionary to Chair: 0.09%

7 Re-elect IR Pearson **Oppose**

Senior Independent Director. Not independent by PIRC as he has served on the board for more than nine years. There is insufficient independent representation on the board according to PIRC guidelines.

For: 81.44% - Oppose: 15.71% - Abstain: 2.76% - Discretionary to Chair: 0.09%

8 Elect D Hurst-Brown **Oppose**

Non-Executive Director. Not independent by PIRC as he has served on the board for more than nine years. There is insufficient independent representation on the board according to PIRC guidelines.

For: 81.55% - Oppose: 5.50% - Abstain: 12.87% - Discretionary to Chair: 0.09%

11 Issue shares with pre-emption rights **Abstain**

General authority limited to one third of the issued share capital, and two thirds of the issued share capital if in connection with a pre-emptive rights issue. The requested authority follows the recent published guidance of the Rights Issue Review Group in connection with the ABI. It is not considered that there is sufficient independent supervision on the Board to monitor the use of the authority, and therefore an abstain vote is recommended.

For: 93.24% - Oppose: 4.86% - Abstain: 1.81% - Discretionary to Chair: 0.09%

2 Approve the CSR plc 2011 Executive Incentive Plan **Oppose**

Authority is sought to approve the CSR plc 2011 Executive Incentive Plan with the maximum annual limit being 250% of salary (paid in shares until the shareholding requirement is met, following which the maximum cash element is 100% of salary). The total value of incentive grants under both the incentive and the option plan is capped at 500% of salary. 37.5% of the award will vest based on revenue, 37.5% on profit and the remaining 25% on KPIs operating on three year rolling periods. The use of revenue as a performance criterion in conjunction with a merger is questionable as the revenue of the merged entity will be greater of current revenues and no quantifiable target is disclosed. This raises concerns over the effective alignment of executive and shareholder interest in the aftermath of the proposed merger.

The maximum annual contribution is split into two elements- Element A is paid at the end of Plan Year 1 and is 50% of the maximum annual contribution (125% of salary) with a maximum of 100% of salary paid in cash and the balance paid in shares. For Executive directors, Element A will be paid in shares until their requirement has been satisfied, following which they will be on the same basis as for any other participants. Element B is paid at the end of Plan year 3 which is 50% of the maximum contribution (125% of salary) and is paid in shares. The vesting of this element is subject to continued employment and risk adjustment if the forfeiture thresholds for the performance requirements are not met.

The inclusion of KPI as a performance target is welcomed. However, the combined remuneration is considered excessive when the option plan is taken into account. Rating: DB. Based on this rating, an oppose vote is recommended.

For: 94.80% - Oppose: 2.79% - Abstain: 2.42%

3 Amend the CSR plc Share Option Plan **Oppose**

Approval sought to amend the rules of the CSR Share Option Plan so that the market value of shares which may be placed under the option shall not exceed 300% (currently 200% of salary) of the employee's base salary except in exceptional circumstances (recruitment or retention) where it can go up to 400% of salary. The intended total cap of incentive grants under the option and the incentive plan would be 500% of salary. The company also proposes to move to absolute targets from comparative TSR targets for the vesting of future option grants. 25% of the award vests at 7.5% TSR growth p.a. and full vesting at 10.5% growth with straight line vesting between the thresholds.

The company reasons that in a number of jurisdictions such as the US, the company is expected to grant material options upon recruitment and thereafter on a regular basis where due to comparatively low salaries, the current limit was overly restrictive. While the company justifies the use of absolute TSR and believes that the use of such a target moves the company into a stronger competitive position, the use of absolute TSR targets are not considered best practice and difficult to assess. The use of only one performance target is also not considered best practice and performance evaluated against a relative and absolute performance criteria is more apt. In addition, the combined remuneration is considered excessive taking the incentive plan into account. Rating: DB. An oppose vote is recommended.

For: 92.37% - Oppose: 5.44% - Abstain: 2.18%

4 Issue shares with pre-emption rights **Abstain**

Subject to the approval of the merger and the allotment of New Ordinary Shares, authority is sought to allot equity securities up to a nominal amount of £73,376 and £146,752 in connection with an offer by way of a rights issue, such authorities to expire at the conclusion of the annual general meeting 2012 or earlier. Although we support the approval of the merger, the Board has not made a commitment for all directors to seek re-election if the authority is used. Therefore, an abstain vote is recommended.

For: 94.48% - Oppose: 2.38% - Abstain: 3.14%

VP PLC AGM Date: 2011-09-01

3 To re-elect J F G Pilkington **Oppose**

Executive Chairman. Mr. Pilkington previously served as Group Managing Director. He is also director of Ackers P Investment Company Limited which holds a 52.57% stake in the Company.

For: 92.22% - Oppose: 5.29% - Abstain: 2.46% - Discretionary to Chair: 0.03%

4 To re-elect S Rogers **Oppose**

Independent Non-Executive Director. Mr. Rogers is the Chairman of the Audit Committee and the Audit Committee report does not comply with our guidelines. The Audit Committee does not have sufficient number of independent members. Also, the Committee does not describe the policy on awarding non-audit work. In addition, one of the Audit Committee members had missed a meeting

during the year and no explanation or details have been provided.

For: 97.68% - Oppose: 2.30% - Abstain: 0.00% - Discretionary to Chair: 0.03%

- 6 To re-elect P W Parkin** **Oppose**
Senior Independent Director. Not independent due to his length of tenure on the board. In addition, there are insufficient independent directors on the board.

For: 99.80% - Oppose: 0.01% - Abstain: 0.16% - Discretionary to Chair: 0.03%

- 9 Approve the Remuneration Report** **Oppose**
There is limited information on how non-executive remuneration is determined. Pay policy is basic and the intended balance between different parts of the remuneration package is not clear. Termination payments for the Executives have not been disclosed. The bonus scheme is based on financial targets however these have not been specified. Maximum bonuses worth 50% of salaries have been awarded during the year and there is no information on the level of performance that led to the bonus payments.

The LTIP is based on EPS and ROCE. The EPS targets have not been disclosed and therefore it is not possible to assess the stringency of the targets. The ROCE is not considered challenged as the 12% target is lower than the ROCE reported during the year under review (FY2011: 12.3%; FY2010: 13.3%). PIRC considers all long term plans should have transparent and assessable performance conditions, one of which is absolute and the other which is compared to the relevant comparator group. In addition, the Remuneration Committee has the discretion to award directors over the 100% limit. The Matching Share Plan also uses the same conditions as the LTIP. Executives are therefore effectively awarded multiple times for the same performance. Maximum awards worth 100% of salary were awarded during the year under review.

Aggregate awards made during the year are not deemed to be excessive however, there is the potential for excessiveness should the LTIP limit be exceeded. Average salaries are in line with the comparator group. All executives have one year rolling contracts. Rating: DCB

For: 91.08% - Oppose: 8.89% - Abstain: 0.01% - Discretionary to Chair: 0.02%

DS SMITH PLC AGM Date: 2011-09-06

- 3 Approve the Remuneration Report** **Oppose**
Disclosure of cash remuneration, share awards and pension arrangements is considered adequate with the exception of providing expected values. Description of overall remuneration policy is adequate and individual pay components are well described. Contractual liabilities are fully described. Pay elsewhere in the company is considered in determining the pay for the directors.

Variable pay is considered excessive on a potential basis, and that was the case in the year under review. Under the long-term incentive plan PSP, with regard to the TSR criterion, the upper target (both in term of actual and potential awards) and the lower target are not challenging, and the vesting scale is not sufficiently wide. In addition, there is insufficient information to assess whether the ROACE-based targets for the PSP are challenging. EPS targets are challenging. It is noted that long-term awards did not vest over the last two years.

In view of the company's business, and the emphasis given to CR-related issues in the reports and accounts of DS Smith, it would be expected that non-financial KPI's would be used in the determination of executives' variable pay, especially considering that the CEO is the responsible for CR-related matters.

All contracts for current directors are one year rolling. A mitigation statement is provided. PIRC Rating BDB.

- 7 To re-elect Mr G Davis** **Abstain**
Non-executive director. Independent by PIRC. However, Mr G Davis did not attend the Audit Committee meeting held in December 2010. Therefore, a vote to abstain on his re-election is recommended.

- 10 Appoint the auditors** **Oppose**
Deloitte LLP proposed. Non-audit fees of approximately GBP 1.5m are 107% of the total audit fee for the year under review and are 51% of the total audit fee on a three year aggregate. This raises independence concerns over the external auditors. Therefore, a vote to oppose on this resolution is recommended.

- 13 Approve the DS Smith 2011 Share Matching Plan** **Abstain**
2011 Share Matching Plan proposed.

The Plan is limited to those eligible employees who participate in the Annual Bonus Scheme, as a matching award (on 1.5:1 basis for Executive Directors and 1:1 for other participants) will be made in conjunction with the deferral of part of an individual's discretionary bonus into a Deferred Share

Bonus (DSB) Award. The Plan is a ten-year plan and matching-awards will normally vest on their third anniversary. Performance conditions are based 50% on EPS and 50% on ROACE, with targets the same as those set for the Company's Performance Share Plan (PSP).

The Plan on itself is not considered excessive, although in conjunction with other schemes offered by the Company is may be considered excessive on a potential basis. There is insufficient information to assess whether the ROACE-based targets for the PSP are challenging. However, the EPS targets are considered challenging. For those reasons, a vote to abstain on the proposal is recommended.

Rating: BC

ASHTeAD GROUP PLC AGM Date: 2011-09-06

2 Approve the Remuneration Report **Abstain**

The annual bonus scheme is based on cash flow and profit targets, which have not been quantified.

Potential and actual awards are excessive for the CEO however they are not for other executives and average salaries do not rank at the top of the comparator group. The Performance Share Plan (PSP) is the primary long term incentive in operation. Following PIRC's query the Company EPS targets applicable to awards granted in July 2011. The Company clarifies that EPS targets are set by taking into account the cyclical nature of the Company's business. Based on brokers' forecast EPS upper target is challenging however the lower target is not. Both the upper and lower TSR targets are considered challenging in light of the total award available. Vesting scales are considered broad enough to encourage out-performance. It is noted that long-term incentives did not vest for the last two years under review.

All executives have one year rolling contracts and termination payments does not include any bonus for the period under notice. Rating: BCB

For: 95.96% - Oppose: 2.42% - Abstain: 1.63%

17* Authorise Share Repurchase **Abstain**

Authority limited to 15% of the issued share capital. Within recommended limits. However, there is no written assurance that EPS targets will be adjusted to take account of any share buy-back during the year.

For: 98.43% - Oppose: 0.30% - Abstain: 1.27%

GREENE KING PLC AGM Date: 2011-09-06

2 Approve the Remuneration Report **Oppose**

The level of disclosure is considered inadequate as both the annual incentive plan and the long term incentive plan should provide a more complete description of the performance hurdles applied. Policy description is generic. There is a profit sharing scheme in place, allowing all employees to benefit from business success.

The LTIP is based on free cash flow and EPS. The EPS target is not fully disclosed and full details will be provided only at the end of the three-year period. This is not considered acceptable under our guidelines as impedes any oversight of shareholders over the balance of reward and performance of the plan. It is considered that the level of disclosure of the other performance condition is insufficient and does not fully justify to shareholders why the Remuneration Committee considers the free cash flow targets to be challenging.

Potential awards are considered excessive. The vesting scale of the long term incentive plan is deemed too short by us, and no claw-back policy applies. Rating: CDB

For: 93.02% - Oppose: 5.05% - Abstain: 1.94%

4 To re-elect Tim Bridge **Abstain**

Chairman. Not considered independent on appointment as he was previously the Chief Executive of the Company. In addition, his performance was not appraised during the year.

For: 94.28% - Oppose: 1.59% - Abstain: 4.13%

12* Authorise Share Repurchase **Abstain**

Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within recommended limits however there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year.

For: 95.94% - Oppose: 0.39% - Abstain: 3.67%

DIXONS RETAIL PLC AGM Date: 2011-09-07

12 Approve the Remuneration Report Oppose

Disclosure is a concern as the Company does not state if bonuses would be included in termination payments for the Executives. The annual bonus scheme has been clearly described with a breakdown of performance conditions. However, the specific targets have not been disclosed. The Chief Executive received a bonus worth 18% of his base salary with the Finance Director receiving 15% of his salary.

The company primarily operates two long term schemes - the Performance Share Plan (PSP) and Executive Share Option Scheme (ESOS). The PSP uses TSR as the performance condition. The upper target is considered sufficiently challenging however the lower is not. The vesting scale is also not considered broad enough to encourage out-performance. We also commend the Company in having an EPS underpin. Awards were made worth 78% of salary to both the Executives. With regards to the ESOS, the scheme is based on EPS. Based on the current level of earnings and on brokers forecasts, the targets are considered to be challenging. However PIRC considers the ESOS should also have more than one performance condition attached. Options were awarded worth 156% of base salaries for both the Executives.

Aggregate awards made during the year are considered to be excessive. Salaries are broadly in line with the company's sector. Salary increases made during the year were applicable to the whole group. Executives have 12 month rolling contracts with no liquidated damages or change of control provisions. Rating: CDB

For: 95.03% - Oppose: 4.58% - Abstain: 0.40%

ATKINS (WS) PLC AGM Date: 2011-09-08

1 Receive the Annual Report Abstain

Business Review meets guidelines. Adequate environmental and employment policies disclosed along with quantitative environmental reporting.

On 1 October 2010 the Group completed the acquisition of The PBSJ Corporation and its subsidiaries. In the six months from 1 October 2010 to 31 March 2011, the acquired companies made \$16,360 (£10,317) political donations in the US both directly and to affiliated US state and Federal political action committees ('PACs'). PIRC does not support the use of shareholder funds to support political organizations. It can also be noted that the Company made one further corporate political donation between 31 March 2011 and the date of its annual report, the specific details have not been disclosed in this years report.

For: 97.99% - Oppose: 0.29% - Abstain: 1.71%

2 Approve the Remuneration Report Abstain

Disclosure is considered acceptable with the exception of the Company providing further information on termination payments for the Executives. It is unclear if bonuses would be included.

The annual bonus scheme is based on unspecified targets relating to undisclosed financial and individual objectives. We welcome the use of a third of bonuses into the Deferred Bonus Plan. Bonuses were awarded worth between 85% to 93% of salaries during the year. The primary long term incentive in operation is the LTIP which is based on two performance conditions, EPS and TSR. Although we support the use of an absolute and a relative performance condition, we would like to see the conditions applied in a concurrent fashion rather than independently. We consider the EPS targets to be sufficiently challenging in view of the current brokers forecast. We also consider the EPS vesting scale as sufficiently broad in terms of incentivising an improvement in performance beyond the vesting threshold. With regards to TSR, the targets are not challenging in light of the level of awards payable and the vesting scale is also not sufficiently broad. Awards were granted to the Executives worth 115% of salaries during the year.

Aggregate awards made during the year are considered to be excessive. All executive directors have one year rolling contracts. Rating: BCB

For: 58.30% - Oppose: 24.86% - Abstain: 16.84%

13 Appoint the auditors Oppose

PricewaterhouseCoopers LLP proposed. Non-audit fees amounted to GBP 1,900,000 for the year under review. This exceeds the audit fees for the year and exceeds 25% of the audit fees on a three year aggregate basis.

For: 96.06% - Oppose: 3.93% - Abstain: 0.01%

15 Approve Political Donations Oppose

The Company is seeking shareholder approval to make political donations to political parties or independent election candidates; to make political donations to political organisations other than political parties; and to incur political expenditure up to an aggregate limit of £90,000 Whilst the

aggregate amount is within PIRC recommended limits, the authority sought does not explicitly exclude political parties or organisations outside the EU.

For: 97.57% - Oppose: 2.42% - Abstain: 0.02%

19* Authorise Share Repurchase

Abstain

Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within recommended limits however there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year.

For: 97.94% - Oppose: 0.28% - Abstain: 1.78%

NORTHGATE PLC AGM Date: 2011-09-13

2 Approve the Remuneration Report

Oppose

Disclosure of cash remuneration, pensions and share incentive is adequate. The date of grant for awards made under the share option scheme is not disclosed, however the share price at the date of grant is. Information is given on contractual liabilities and non-executive pay. The intended balance between different parts of the pay package is clearly disclosed for each director. Pay elsewhere in the company is taken into account when determining executive remuneration. Maximum awards are stated for all schemes, and both cash and share bonus awards made in the year under review are clearly laid out. Targets under the deferred annual bonus plan and the EPSP are also disclosed.

The company currently operates the Deferred Annual Bonus Plan and the Executive Performance Share Plan. We welcome the use of EPS and ROCE as the two performance conditions under the EPSP, however we consider it best practice for the concurrent use of the conditions. Based on the current brokers' forecasts, we do not consider the EPS targets to be sufficiently challenging. The company has a shareholding requirement for the executives at one time salary, to accumulate, over a period of five years. We consider this amount to be acquired within 3 years to be best practice. Average salaries are in line with the sector. Average salaries are in line with the sector. However total incentive remuneration during the year is considered to be excessive.

Executives have one year rolling contracts which provide for compensation up to the equivalent of one year's salary and benefits. A statement on mitigation is made. Rating BDB

For: 97.84% - Oppose: 2.16% - Abstain: 0.00% - Discretionary to Chair: 0.00%

7 To re-elect Mr JG Astrand

Oppose

Non-Executive Director. Not considered independent as he has been on the board for more than nine years. There is insufficient independence on the board.

For: 97.51% - Oppose: 2.48% - Abstain: 0.00% - Discretionary to Chair: 0.00%

15 Approve the Management Performance Share Plan

Abstain

The board is seeking approval for the rules of the Management Performance Share Plan (MPSP). Any employee is eligible to participate in the Plan, except the executive directors. The maximum awards is capped at 100% although the committee has discretion to increase this limit. The board has stated that awards will be subject to performance conditions. Awards will vest in 3 years provided the performance conditions have been satisfied and the participant is still employed in the group. On takeovers, awards will accelerate to the extent that the performance conditions have been met and will be pro-rata, though we note that the committee has discretion not to pro-rate an award if it regards it as inappropriate to do so in particular circumstances.

Because of the concerns surrounding the discretionary powers of the committee with respect to increasing the limit and disapplying the pro-rata awards, we believe these powers can potentially be exercised in the interest of the participants instead of the shareholders. Hence shareholders are recommended to abstain.

For: 97.82% - Oppose: 0.48% - Abstain: 1.70% - Discretionary to Chair: 0.00%

KESA ELECTRICALS PLC AGM Date: 2011-09-15

4 Approve the Remuneration Report

Oppose

The Remuneration policy is adequate. Disclosure of cash figures paid is adequate. However, there are concerns that there is no disclosure of grant/vest dates as well as the Company's share price at such dates for share-based awards.

Potential and aggregate performance-related pay is not excessive, although salaries rank at the top of the comparator. There is no disclosure of quantifiable performance targets under the annual bonus plan.

The main area of concern relates to the 2010 Long Term Incentive Plan (LTIP). Firstly, the vesting scale under the 2010 LTIP is not clear as it does not specify the percentage of vesting at lower target. However, based on EPS forecast, the upper target is challenging. Secondly, there is no

disclosure of quantifiable performance targets under the Group free operating cash flow (“FCF”) element of the 2010 LTIP. Finally, there are concerns that none of the two criteria is measured against a relevant peer group or benchmark. This represents a matter of concern particularly in light of the company’s TSR performing below the FTSE General Retailers Index over the past three years. In addition, PIRC would welcome the inclusion of non-financial criteria for the vesting of awards under the LTIP.

There are also concerns over the contract provisions for the executive Board members. Accelerate vesting of share-based awards will apply upon termination or upon a change in control for the CEO Mr Falque-Pierrotin. In addition, Finance Director Mr Platt’s service contract provides, inter alia, for a guaranteed bonus of £170,000 per annum (representing approximately 47% of his salary) from his joining until April 2011.

PIRC Rating CDD.

For: 92.36% - Oppose: 7.23% - Abstain: 0.40%

11 To re-elect Dominic Platt

Oppose

Finance Director. Mr Platt’s service contract provides, inter alia, for a guaranteed bonus from his joining until April 2011.

For: 95.53% - Oppose: 4.46% - Abstain: 0.01%

16* Authorise Share Repurchase

Abstain

Authority limited up to 10% of the issued share capital and expires no later than the next AGM. However, there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

For: 98.33% - Oppose: 0.20% - Abstain: 1.47%

NCC GROUP PLC AGM Date: 2011-09-21

2 Approve the Remuneration Report

Oppose

Disclosure is considered to be adequate with reference to maximum awards limits and performance conditions under the bonus scheme and the LTIP however pay policy is quite basic as there is limited information on how remuneration practices are linked to the broad corporate strategy. The intended balance has not been stated in terms of a breakdown between fixed and variable pay. Also, pay elsewhere in the group does not appear to be considered when setting executive remuneration especially when the CEO received a pay increase of 4% from last year and 8% approved for FY2011.

The primary long term plan in operation is the LTIP which is based on EPS. PIRC considers that long term incentives should use two performance criteria concurrently, one with a comparator group. The Company has examined additional performance conditions, e.g. TSR but decided to use just one performance measure as it feels there are no suitable comparable companies. With regards to the EPS targets, we do not consider the targets to be sufficiently challenging in light of the current brokers forecasts.

Potential combined variable pay is not considered excessive, and actual payouts during the year do not raise excessiveness concerns. Notice periods are limited to 12 months and 6 months respectively for Messrs Cotton and Patel. Termination provisions are limited to contractual salary and benefits. Rating: CDB

For: 94.28% - Oppose: 1.86% - Abstain: 3.84% - Discretionary to Chair: 0.02%

8 Re-Election of Debbie Hewitt

Abstain

Senior Independent Director. Independent by PIRC. However, there are concerns over her aggregate time commitments. In addition, she has missed two board meetings.

For: 93.75% - Oppose: 1.59% - Abstain: 4.64% - Discretionary to Chair: 0.02%

13* Authorise Share Repurchase

Abstain

Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within recommended limits. However, there is no written assurance that EPS targets will be adjusted to take account of the effects of any share buybacks during the year.

For: 98.39% - Oppose: 0.27% - Abstain: 1.33% - Discretionary to Chair: 0.02%

MICRO FOCUS INTL PLC AGM Date: 2011-09-22

3 Approve the Remuneration Report

Oppose

Remuneration disclosure is deemed adequate. Performance targets under the LTIP are deemed sufficiently challenging in view of brokers’ forecast, considering the single performance criterion chosen (cumulative EPS) and the level of award available. The company has in addition made two one-off awards during the year under review. One to Mr Phillips and one to Mr Loosemore. The performance targets under the one-off award granted to Mr Phillips are deemed sufficiently

challenging considering brokers' forecast and the level of award granted. Mr Loosemore's awards are linked to the achievement of precise TSR targets, however these are not linked to a peer group; and to continued employment. One-off awards of this kind are not deemed to be in line with best practice. Furthermore, the former CEO, Mr Clifford also received a one-off payment of £205,000 for loss of office in addition to his base salary. General termination provisions amount to 12 months base salary however, in the case of Mr Loosemore his termination provisions provides for 150% of salary pay out. In addition, if he is dismissed other than for cause (or if his role is diminished), the recruitment share awards will vest and he may be entitled to a pro-rated bonus for any period worked but, not for any part of the notice period worked. Rating: BCD. Based on this rating an oppose vote is recommended.

For: 67.08% - Oppose: 27.29% - Abstain: 5.63%

4 To re-elect Kevin Loosemore

Oppose

Executive Chairman. No de facto division of responsibilities. Although the company has appointed the current Senior Independent Director as Deputy Chairman there is no description on how he will perform his role as Deputy Chairman. Furthermore, there is no indication by the company of Mr Loosemore's current position being on an interim basis.

In addition Mr Loosemore has a 12 months rolling contract, termination provisions provide for 150% of salary and recruitment awards of 652,000 nil-cost options will vest upon dismissal (or if Mr Loosemore's role is diminished).

For: 80.20% - Oppose: 9.29% - Abstain: 10.51%

14* Authorise Share Repurchase

Abstain

Authority limited to 14.99% of issued share capital. Authority expires no later than next AGM. Within recommended limits. However, the company has not indicated that it will adjust the relevant EPS targets employed in directors' incentive schemes to take into account the effect of any share repurchases during the year.

For: 98.84% - Oppose: 0.12% - Abstain: 1.04%

CITY NATURAL RESOURCES HIGH YIELD TRUST PLC EGM Date: 2011-09-23

1* Placing and open offer

Abstain

Authority sought for the proposed issue of up to £40 million nominal of convertible unsecured loan stock 2018 (the "CULS") through a placing and open offer of CULS at an issue price of 100p per £1 nominal of CULS.

The company is an investment trust and its investment objective and policy in 2003 seeks to provide Shareholders with capital growth and income predominantly from a portfolio of mining and resource equities and of mining, resource and industrial fixed interest securities. The Board and the Investment Manager have confidence in the long-term prospects for investing in the natural resources sector and believe that gearing should enable the Company to generate increased total returns over the longer term which is the rationale behind the placing and open offer. Some the stated advantages of this Offer include- long-term structural gearing at a fixed cost that is competitive; provision of additional investable funds ; following conversion the Company would have an increased number of Ordinary Shares in issue, which should, in due course, enhance the liquidity in the market for the Ordinary Shares and increase in capital base allowing the Company's fixed operating costs to spread.

The company notes that the directors intend to apply the Net Issue Proceeds, which will be approximately £39.2 million (on the assumption that the Issue is fully subscribed and £40 million nominal of CULS is issued), to repay borrowings drawn down under the existing Bank Facility, of which £22.4 million was drawn down as at 26 August 2011. The balance of the Net Issue Proceeds will be available for investment by the Investment Manager in accordance with the Company's investment policy. The Offer is also conditional upon the Placing Agreement having become unconditional in all respects (save for the condition relating to Admission). The Board also reports on the principal risk factors including the volatility of the prices of shares in the natural resources sector; investors may not get back the full value of their original investment in any such securities due to depreciation of value over long term; illiquidity in the market; reduction in proportionate ownership and voting interest in the share cap and where the return on the Company's underlying assets is rising at a lower rate than the costs associated with the gearing or falling, it would further reduce the total return on the Ordinary Shares.

In its analysis, PIRC takes into account the level of information provided in justification of the proposal as well as the level of independent representation on the Board. The board is deemed suitably independent to execute the proposition with the required objective oversight. However, though the company acknowledges that dilution might affect existing shareholders, it does not provide any estimate of the level of dilution in the event that all the CULS are converted. Hence, shareholders are recommended to abstain.

2 Approve the Remuneration Report

Oppose

Disclosure is adequate, however, the Company should provide further information with regard to expected values for incentive based awards. The aims of the pay policy could be better explained in terms of the Company's strategic approach. Full details of the financial and non-financial KPIs used to determine executive remuneration are not disclosed.

Pay elsewhere in the Company is considered in determining directors pay. The adjustment of EPS targets made during the year to account for the disposal of Allscripts and the resulting changes to issued share capital is a welcome move. However, under the MOSP neither maximum nor minimum vesting targets are considered to be challenging in light of brokers' forecasts and vesting scales are considered to be too narrow. The Company applies two performance conditions concurrently which is considered to be in keeping with best practice. However, this only applies to the matching share element of long-term incentive arrangements. Total potential awards are considered to be wholly excessive and actual awards were excessive during the year under review. Both the CEO and CFO received 190% and 147% of basic salary, respectively, in conjunction with the annual bonus plan. Annual salaries are at the top end of the sector and the comparator group used to rank and or determine the overall level of awards is not disclosed. A new CEO Incentive Plan, established in light of the imminent expiry of the previous Transformation Incentive Plan, has been introduced offering potential awards in excess of 900% of basic salary and for which the vesting particulars are considered to be inadequate. The Plan uses share appreciation as sole quantifiable performance measure which is unacceptable given the variability associated with share price due to factors beyond the direct control of the Company. The combination of existing incentive plans working on a concurrent basis raises serious concerns over the design and structure of incentives as well as balance between overall performance and award.

Contracts allow for termination provisions in excess of one year's salary for both the CEO and CFO in addition to the potential for accelerated vesting of incentive based awards for the CEO upon change of control. No mitigation statement is made.

Rating: CDE.

For: 62.54% - Oppose: 37.45% - Abstain: 0.01%

11 Appoint the auditors and allow the board to determine their remuneration

Abstain

PricewaterhouseCoopers LLP proposed. Non-audit fees represent some 50% of the total audit fee for the year under review and more than 65% on a three year aggregate basis. This raises independence concerns over the external auditors.

For: 98.99% - Oppose: 0.28% - Abstain: 0.73%

14* Authorise Share Repurchase

Abstain

The proposed authority represents approximately ten per cent of issued share capital and expires at the next AGM. Within recommended limits. However, there is no written assurance that EPS will be adjusted to account for any buy back during the year.

For: 99.92% - Oppose: 0.07% - Abstain: 0.01%

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PIRC Summary Report Appendix

AIM UK Market

VERTU MOTORS PLC AGM Date: 2011-07-21

- 7 Approve the Remuneration Report** **Oppose**
Combined remuneration was not excessive in the year under review with annual bonuses amounting to 150% and 125% of base salary for R Forrester and M Sherwin respectively, according to the company. No director holds awards under long term share plans. However M Sherwin received 600,000 options on 19 May 2010 under the CSOP plan which equates to 156% of salary. These were awarded based on share price which is not considered an adequate performance measure as it is influenced by several macro-economic factors other than individual or group performance. In addition, the company also issues 'parallel options'. A recipient can choose to exercise either their existing option or their parallel option. The parallel option vests 50% at a share price of 55p and on a pro-rata basis up to 100% vesting at a share price of 60p. Having two sets of separate performance criteria increases the chance of receiving salary and does not encourage performance based pay. Salaries will be increased from £150,000 to £200,000 for R Forrester and from £125,000 to £150,000 for M Sherwin. Contracts are 12 months rolling and a statement of mitigation is made. Rating BDB.
- 10* Authorise Share Repurchase** **Abstain**
Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within acceptable limits. However, there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year. Therefore, an abstain vote is recommended.

UTILICO EMERGING MKTS AGM Date: 2011-09-12

- 2 Receive the Annual Report** **Oppose**
Adequate SEE and voting policies in place. The Investment Manager has a performance related fee. However, the Company had paid dividends during the year which have not been put for shareholder approval.
- 3 Approve the Remuneration Report** **Abstain**
Directors' fees are in line with the sector. Any additional remuneration to the executive Director is paid by the Investment Manager. We consider that shareholders should be provided with more information with regard to the remuneration agreements between the Investment Manager and Mr Jillings.

MINERA IRL LTD AGM Date: 2011-09-14

- 1 Receive the Annual Report** **Oppose**
There are concerns over the excessive concentration of powers in Mr. Chamberlain as he currently holds the position of Executive Chairman without the presence of a separate Chief Executive. In addition, all the Non-Executives are not deemed to be independent, which therefore raises serious governance concerns over board balance. There is also no Senior Independent Director on the board.
- In addition, there are concerns over adequate environmental policies especially due to the nature of the business. Furthermore, the Company has not put forward the remuneration report for shareholder approval, which is considered a material omission.
- For: 97.81% - Discretionary to Chair: 2.19%
- 2 To re-elect Courtney Chamberlain** **Oppose**
Executive Chairman. There is no de-facto separation of responsibilities.
- For: 92.52% - Abstain: 0.01% - Discretionary to Chair: 7.48%
- 3 To re-elect Kenneth Judge** **Oppose**
Non-Executive Director. Not independent as Mr. Judge is a senior consultant adviser at Hamilton Capital Partners Limited, who acts as a consultant to the company. Mr. Judge also holds share options in the company. In addition, there are no independent directors on the board.
- For: 85.47% - Oppose: 7.31% - Abstain: 0.00% - Discretionary to Chair: 7.22%
- 5 Issue shares with pre-emption rights** **Abstain**
Authority sought represents 50% of the issued share capital. Exceeds recommended limits.
- For: 92.46% - Oppose: 0.06% - Abstain: 2.27% - Discretionary to Chair: 5.21%
- 6* Issue shares for cash** **Oppose**
Authority sought represents 50% of the issued share capital. Exceeds recommended limits.
- For: 89.30% - Oppose: 3.12% - Abstain: 0.00% - Discretionary to Chair: 7.58%

CAPE PLC AGM Date: 2011-09-28

- 1 Receive the Annual Report** **Oppose**
Adequate environmental policies in place. However, dividends were paid during the year which has

not been put forward for shareholder approval. This is considered to be a material omission.

- 2 Approve the Remuneration Report** **Oppose**
Disclosure is considered to be adequate with reference to performance conditions and maximum limits under all the incentive plans. The annual bonus scheme is based on unquantified adjusted EPS targets, cash flow targets and personal objectives. Maximum bonuses were granted to Mr. May and Mr. Bingham worth 125% and 100% of salary, respectively.
- The Performance Share Plan is the primary long term incentive in operation and is based on EPS as the sole performance measure. PIRC considers that all schemes should use at least two performance conditions concurrently. Based on the current brokers forecasts, the targets are not considered challenging. Awards were made worth 133% and 100% of salaries to Mr. May and Mr. Bingham, respectively.
- Aggregate awards are considered to be excessive for the year under review. Contracts are 12 months rolling for both the Executives however in the event of a change of control, Mr. May is entitled to a cash bonus equal to the aggregate amount by which the value of 500,000 shares. The provision of a guaranteed bonus is not in-line with best practice. Rating: BDD
- 3 To re-elect Tim Eggar** **Abstain**
Chairman. Considered independent on appointment. However, we have concerns over his aggregate time commitments.
- 4 To re-elect Martin K May** **Oppose**
Chief Executive. 12 months rolling contract. Termination payment on a change of control includes a guaranteed bonus.
- 12* Authorise Share Repurchase** **Abstain**
Authority sought represents 10% of the issued share capital and expires no later than the next AGIM. Within recommended limits however there is no written assurance provided that EPS results will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year

ASOS PLC AGM Date: 2011-09-29

- 1 Receive the Annual Report** **Oppose**
Adequate environmental policy in place. However, the remuneration report has not been put for shareholder approval which we consider to be a material omission.
- For: 96.41% - Oppose: 3.52% - Abstain: 0.01% - Discretionary to Chair: 0.06%
- 2 To re-elect Karen Jones** **Abstain**
Independent Non-Executive Director. However, we have concerns over her aggregate time commitments in general. In addition, Ms. Jones missed 2 board meetings out of 10 during the year.
- For: 78.17% - Oppose: 8.50% - Abstain: 13.26% - Discretionary to Chair: 0.06%
- 5 Appoint the auditors and allow the board to determine their remuneration** **Oppose**
PricewaterhouseCoopers LLP proposed. Non-audit fees amounted GBP 105,000 during the year under review which represented 105% of the audit fees. On a three year basis, non-audit fees exceeds 100% which therefore raises concerns over the independence of the auditors.
- For: 96.91% - Oppose: 3.02% - Abstain: 0.01% - Discretionary to Chair: 0.06%
- 8* Authorise Share Repurchase** **Abstain**
Authority sought represents 5% of the issued share capital and expires no later than the next AGIM. Within recommended limits however there is no written assurance provided that EPS targets will be, for the purpose of any incentive awards, adjusted to take account of the effect of any buyback during the year.
- For: 99.18% - Oppose: 0.00% - Abstain: 0.76% - Discretionary to Chair: 0.06%

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PIRC Summary Report Appendix

Fledgling UK Market

BLACKS LEISURE GROUP PLC AGM Date: 2011-07-27

3	To elect T.W. Knight Senior Independent Director. Not considered independent as he is a former Executive of the Group. There is insufficient independent representation on the Board.	Oppose
For: 78.06% - Oppose: 21.93% - Abstain: 0.01%		
5	To re-elect D.A. Bernstein Chairman. Independent on appointment. A member for more than nine years and less than one third of the Board is independent.	Abstain
For: 78.06% - Oppose: 21.57% - Abstain: 0.37%		
6	Appoint the auditors BDO LLP proposed. Non-audit fees of GBP 238,000 are more than 100% of the total audit fee for the year under review. This raises independence concerns over the external auditors.	Oppose
For: 76.01% - Oppose: 23.98% - Abstain: 0.01%		
8	Issue shares with pre-emption rights Authority limited to one third of the issued share capital and two thirds if in connection with a pre-emptive rights issue. Less than one third of the Board is independent although all directors will seek annual re-election should the authority be used.	Abstain
For: 78.03% - Oppose: 21.58% - Abstain: 0.39%		

JUPITER GREEN INVESTMENT TRUST PLC AGM Date: 2011-09-07

1	Receive the Annual Report Adequate SEE and institutional voting policies are in place. Management remuneration includes a capped and highwatermarked performance related element. However, the Company had paid a dividend during the year which has not been put forward for shareholder approval.	Oppose
For: 89.42% - Oppose: 10.54% - Abstain: 0.04%		
6	To re-elect Mr T. Hillgarth Non-Executive Director. Not independent as he is a representative of the investment manager, Jupiter Investment Management Group Limited.	Oppose
For: 89.34% - Oppose: 10.59% - Abstain: 0.07%		

FILTRONIC PLC AGM Date: 2011-09-23

2	Approve the Remuneration Report No bonuses were awarded to directors. Director's received shares under the performance share plan worth between 40%-50% of salary during the year. 25% of the award vests at a corresponding EPS figure of £5.5m of earnings and full vesting at \$7m. The company only uses one performance criterion, however, the use of at least two performance conditions (one being a relative measure) is considered in line with best practice. Total remuneration is not considered excessive in our view however, the maximum award limit has not been disclosed which could lead to excessive payouts in the future. Contracts are within best practice guidelines. Rating:CBB	Abstain
For: 99.19% - Oppose: 0.04% - Abstain: 0.22% - Discretionary to Chair: 0.55%		
5	To re-elect Graham Meek Senior Independent Director. Not independent as he has been on the board for more than nine years. There are insufficient independent directors on the board in our view.	Oppose
For: 98.41% - Oppose: 1.04% - Abstain: 0.00% - Discretionary to Chair: 0.55%		
6	Appoint the auditors and allow the board to determine their remuneration KPMGAudit Plc proposed. Consultancy related non audit fees amounted to £155,000 and is more than 300% of the audit fee in the year under review and more than 200% of the audit fee on a three year aggregate basis raising independence concerns over the external auditors.	Oppose
For: 98.45% - Oppose: 0.99% - Abstain: 0.01% - Discretionary to Chair: 0.55%		
7	Issue shares with pre-emption rights General authority limited to one third of the issued share capital, and two thirds of the issued share capital if in connection with a pre-emptive rights issue. The requested authority follows the published guidance of the Rights Issue Review Group in connection with the ABI. There is insufficient independent supervision on the Board to monitor the use of the authority, and the company does not have a policy to seek annual re-election for all members of the board. Therefore, an abstain vote is recommended.	Abstain
For: 99.16% - Oppose: 0.12% - Abstain: 0.17% - Discretionary to Chair: 0.55%		
10*	Authorise Share Repurchase Authority limited to 10% of the issued share capital and expires no later than the next AGM. Within recommended limits. However, there is no written assurance that EPS targets will be adjusted to take	Abstain

account of the effects of any share buybacks during the year.

For: 99.21% - Oppose: 0.06% - Abstain: 0.18% - Discretionary to Chair: 0.55%

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