

PIRC Summary Report Appendix

US

PROCTER & GAMBLE CO AGM Date: 2011-10-11

- | | | |
|-----------|--|----------------|
| 1c | Elect Scott D. Cook
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. | Oppose |
| 1e | Elect Robert A. McDonald
Chairman and CEO. Combined roles at top of company. It is considered best practice for these roles to be separated, with a CEO responsible for the running of the company and a Chairman responsible for the functioning of the board. There is insufficient independent representation on the board according to PIRC guidelines. | Oppose |
| 1g | Elect Johnathan A. Rodgers
Non-Executive Director. Not 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. It is noted that he was the president and CEO of TV One, a cable television network which has a material business relationship with the company. Procter & Gamble paid TV One an amount exceeding 2% of that company's gross revenue for advertising services in 2009. | Oppose |
| 1k | Elect Ernesto Zedillo
Non-Executive Director. Independent by company, not independent by PIRC as he has been on the board for over nine years. There are insufficient independent directors on the board according to PIRC guidelines. | Oppose |
| 3 | An advisory vote on the frequency of holding an advisory vote on executive compensation.
The Company is providing shareholders with an advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years. The Board is required by Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act to offer this vote on the frequency of a say-on-pay proposal not less than every six years, although they have the option to offer this proposal more often.

The Board of Directors recommends an annual vote for shareholders on their executive compensation. An annual vote on executive compensation is considered to be best practice for companies, and a vote with the Board for a vote for every year is recommended. | 1 |
| 4 | Advisory vote on executive compensation
As a result of new SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB

Disclosure rating: B

Balance rating: D

Contracts rating: B

Based upon this rating an oppose vote is recommended. | Oppose |
| 6 | Shareholder resolution regarding cumulative voting
Proponent: Mrs. Evelyn Y. Davis

The proponent is requesting that the board Board of Directors to take the necessary steps to provide for cumulative voting in the election of directors. In their supporting arguments, the proponent states that 24.2% of shares voted for this proposal at the 2010 AGM and 30.23% at the 2009 AGM.

The board opposes the proposal, stating that the "majority vote standard that was approved overwhelmingly by shareholders two years ago". It is considered that cumulative voting potentially allows small shareholder groups to have a disproportionate influence over the election of directors. The principle of "one share, one vote" is supported and an oppose vote is therefore recommended. | Oppose |
| 7 | Shareholder proposal regarding Animal Testing | Abstain |

Proponent: People for the Ethical Treatment of Animals

The shareholders propose that the board to release to shareholders by the end of 2011 a plan for entirely phasing out Lams' use of animals in laboratories for testing dog and cat food products and formulations, and instead, relying entirely on humane testing methods with companion animals in their own homes. This comes after reports of inhumane treatment of animals in laboratories.

The board opposes this proposal, stating that only a few tests are conducted in laboratories, which are necessary to monitor the animals' diet and operate complex monitoring equipment. The company states that the animals receive the highest level of care.

There are relevant arguments from both sides, and the ethical treatment of animals is considered a serious SEE issue. However, the request of the shareholder to develop a plan entirely phasing out the use of animals in laboratories is considered too prescriptive and does not consider the needs of the company. While a report on the assurance of ethical treatment of animals would be supported, the proponent seeks merely a plan to eliminate laboratory testing, and for this reason, an abstain vote is recommended.

ORACLE CORP. AGM Date: 2011-10-12

1.1 Re-elect Jeffrey S. Berg **Withhold**

Non-Executive Director. Independent by company, not independent by PIRC as he has served on the board for over nine years. There are insufficient independent directors on the board according to PIRC guidelines.

1.3 Re-elect Michael J. Boskin **Withhold**

Non-Executive Director. Independent by company, not independent by PIRC as he has served on the board for over nine years. There are insufficient independent directors on the board according to PIRC guidelines.

1.8 Re-elect Hector Garcia-Molina **Withhold**

Non-Executive Director. Independent by company, not independent by PIRC as he has served on the board for over nine years. There are insufficient independent directors on the board according to PIRC guidelines.

1.9 Re-elect Jeffrey O. Henley **Withhold**

Executive Chairman. There are insufficient independent directors on the board according to PIRC guidelines. Therefore a withhold vote is recommended.

1.11 Re-elect Donald L. Lucas **Withhold**

Non-Executive Director. Independent by company, not independent by PIRC as he has served on the board for over nine years. There are insufficient independent directors on the board according to PIRC guidelines.

2 Approve Pay Structure **Oppose**

As a result of new SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The Compensation Rating is: BEB (Disclosure Rating of B; Reward Balance Rating of E; and Contracts Rating of B).

Based on this rating, an oppose vote is recommended.

3 Advisory vote on the frequency of future votes relating to executive compensation **1**

The Company is providing shareholders with an advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years. The Board is required by Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act to offer this vote on the frequency of a say-on-pay proposal not less than every six years, although they have the option to offer this proposal more often.

Board determined not to make a recommendation on this proposal but instead wait and consider the views of the company's shareholders before making any determination as to the appropriate frequency of future advisory votes on executive compensation.

It is viewed that an annual vote on executive compensation is best practice for companies. Executive compensation comprises of both fixed and variable pay elements, with the variable including share based incentive awards and cash bonuses over which the compensation committee have discretion. Decisions affecting the quantum and design of variable pay are made annually by the committee and it is therefore appropriate that shareholder approval is sought at the maximum frequency permitted by the new legislation. Contentious compensation payments

and issues could occur in the intervening years between votes, if the frequency is less than annually, support is therefore recommended for a one year frequency.

NEWS CORPORATION AGM Date: 2011-10-21

- | | |
|---|---------------|
| 1a Re-elect José María Aznar | Oppose |
| <p>Non-Executive Director. Independent by company, not independent by PIRC as he had a consultancy arrangement with the company prior to his appointment. Jose Maria Aznar was 50 percent owner of a consulting firm that was paid 120,000 pounds (\$195,000) for advisory services to News Corp. in the fiscal year that ended June 30, 2006; he and the company terminated the agreement on June 20, 2006, just before he joined the board. There is insufficient independent representation on the board according to PIRC guidelines.</p> | |
| 1b Re-elect Natalie Bancroft | Oppose |
| <p>Non-Executive Director. Independent by company, not independent by PIRC as she was appointed pursuant to the Dow Jones Merger Agreement, which requires the company to nominate a member of the Bancroft family. There are insufficient independent directors on the board according to PIRC guidelines. In addition there are concerns over her competency as a director, with no prior commercial or management experience, and insufficient justification of her appointment.</p> | |
| 1c Re-elect Peter L. Barnes | Oppose |
| <p>Non-Executive Director. Independent by company, not independent by PIRC as it is considered that the process that led to his appointment to be compromised by the fact that the chairman of the Nominating Committee at the time of his appointment (Geoffrey Bible, who retired from the board in 2004) was his superior officer at the Philip Morris Group from 1994-1998. In addition, he has a connection to the controlling shareholder, Rupert Murdoch, who was a director and member of the Executive Committee of Philip Morris over the period of Mr Barnes' employment at that company. There are insufficient independent directors on the board according to PIRC guidelines.</p> | |
| 1g Re-elect Viet Dinh | Oppose |
| <p>Non-Executive Director. Independent by company, not independent by PIRC. Viet Dinh has been placed in charge of an internal enquiry into the phone hacking scandal. Dinh has been a friend of Lachlan Murdoch's since 2003 and is godfather to Lachlan's second child. In addition Viet Dinh is close friends with the US Attorney leading a federal investigation into the phone hacking scandal. Preet Bharara was best man at Dinhs wedding. Due to the close relationship with relatives of the director at the centre of the phone hacking scandal which his committee is investigating and a close relationship with the regulator, an oppose vote is recommended. There is insufficient independent representation on the board according to PIRC guidelines.</p> | |
| 1h Re-elect Sir Roderick I. Eddington | Oppose |
| <p>Lead Director. Independent by company, not independent by PIRC as he has served on the board of the company or a subsidiary for more than nine years and is a former director of News Ltd., an Australian subsidiary of the company, while he was chief executive of Ansett Holdings Ltd. from 1998-2000. News Corp had a 50% ownership stake in Ansett Holdings Ltd. until 1999. In addition, Eddington reportedly advised Shine Group, a company run by Murdoch's daughter Elisabeth, as News Corp. was arranging its purchase this year. That acquisition is the subject of a lawsuit by a group of shareholders. There are insufficient independent directors on the board according to PIRC guidelines.</p> | |
| 1j Re-elect Andrew S.B. Knight | Oppose |
| <p>Non-Executive Director. Independent by company, not independent by PIRC as he is a former executive of News International Ltd., a subsidiary of the company, and has served on the board of the company or a subsidiary for over nine years. Also, Mr. Knight is the chairman of J. Rothschild Capital Management Ltd., the main operating entity of Rothschild Investment Trust Capital Partners plc, founded in 1980 by Lord Jacob Rothschild, the deputy chairman of British Sky Broadcasting plc, in which News Corp. owns a 39% interest. There are also concerns over the actions of the compensation committee, of which Mr. Knight is the chairman, with a compensation rating of DED. There are concerns over compensation practices which include awarding Mr. Chase Carey a \$10 million "signing bonus" in fiscal 2010 and a minimum EPS bonus of \$5 million payable. There are insufficient independent directors on the board according to PIRC guidelines.</p> | |
| 1k Re-elect James R. Murdoch | Oppose |
| <p>Executive Director. Mr. Murdoch is the son of Rupert Murdoch and the brother of Lachlan Murdoch. Mr Murdoch as head of Europe and asia and executive chairman of News International was in charge of handling the groups response to the escalating crisis caused by employees involvement in illegal phone hacking. At the time of writing there is sufficient doubt surrounding when Mr. Murdoch's became aware that the practice of phone hacking went beyond a rogue reporter. We also have concerns about the failure to respond robustly to initial allegations of phone hacking. The failure to deal with these issues satisfactorily gave rise to the public and political outcry that informed a decision to drop the bid for BskyB which was previously the main focus of the groups UK growth strategy.</p> | |

- 11 Re-elect K. Rupert Murdoch** **Oppose**
 Chairman and CEO. Combined roles at the top of the company. Mr. Murdoch is the father of Mr. James Murdoch and Mr. L.K. Murdoch. It is considered best practice for these roles to be separated, with a chairman responsible for the functioning of the board and a CEO responsible for the running of the company. There is insufficient independent representation on the board to represent minority interests and prevent misuse of the controlling shareholders dominant position at the head of the company.
- 1m Re-elect Lachlan K. Murdoch** **Oppose**
 Non-Executive Director. Not independent by company, not independent by PIRC as he was the deputy COO of the company from 2000-2005, and is the son of Rupert Murdoch and the brother of James Murdoch. There are insufficient independent directors on the board according to PIRC guidelines.
- 1n Re-elect Arthur M. Siskind** **Oppose**
 Non-Executive Director and Senior Advisor to the Chairman. Not independent by company, not independent by PIRC due to his position as senior advisor to the chairman, a post for which he received \$1,200,000 in stock awards, and a \$773,000 increase in pension during this fiscal year. There are insufficient independent directors on the board according to PIRC guidelines.
- 1o Re-elect John L. Thornton** **Oppose**
 Non-Executive Director. Independent by company, not independent by PIRC as he has served the board for over nine years. There are insufficient independent directors on the board according to PIRC guidelines.
- 2 Appoint the auditors** **Abstain**
 Ernst & Young LLP proposed. The unacceptable non-audit fees were approximately 67.1% of audit and audit related fees during the year under review. Non-audit fees over a three-year period were approximately 72.3% 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. An abstain vote is therefore recommended.
- 3 Advisory vote on Executive Compensation** **Oppose**
 As a result of new SEC ruling that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DED
- Disclosure rating: D - Specific performance targets are not disclosed for long or short term incentive awards, and peer groups are not disclosed due to the fact that the company believes that it operates in a complex mix of industries and deems them not to be relevant. Severance payments are, however, disclosed.
- Balance rating: E - As performance targets are not disclosed, they cannot be assessed in terms of whether they are challenging. Performance Stock Units (PSUs) vest after a three year period, which is considered acceptable, but Restricted Stock Units (RSUs) do not. Discretion by the compensation committee can be exercised with "other bonus compensation" awards, in cash.
- Contracts rating: D - Severance payments can exceed well over three times base salary and annual bonus in some cases, and equity awards automatically vest upon a change in control. The Board maintains policies regarding the recoupment of bonus compensation paid to the named executive officers.
- Based upon this rating an oppose vote is recommended on the proposal, and against the chairman of the compensation committee.
- 4 An advisory vote on the frequency of holding an advisory vote on executive compensation.** **1**
 The Company is providing shareholders with an advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years. The Board is required by Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act to offer this vote on the frequency of a say-on-pay proposal not less than every six years, although they have the option to offer this proposal more often.
- The Board of Directors recommends an annual vote for shareholders on their executive compensation. An annual vote on executive compensation is considered to be best practice for companies, and a vote with the Board for a vote for every year is recommended.

- 1.02 Elect George S. Barrett** **Oppose**
 Chairman and CEO. Combined roles at the top of the company. It is considered best practice for these roles to be separated with a chairman responsible for the functioning of the board and a CEO responsible for the running of the company. There is insufficient independent representation on the board according to PIRC guidelines.
- 1.04 Elect Carrie S. Cox** **Oppose**
 Non-Executive Director. Independent by company, not independent by PIRC. Since the beginning of fiscal 2010 through the date that Ms. Cox ceased to be an executive officer of Schering-Plough, the company made payments for products totalling approximately \$414 million to Schering-Plough and payments for products totalling approximately \$359 million to the Merck/Schering-Plough Cholesterol Joint Venture, for which Ms. Cox was previously a sponsor. There is insufficient independent representation on the board according to PIRC guidelines.
- 1.06 Elect Bruce L. Downey** **Oppose**
 Non-Executive Director. Independent by the company, not independent by PIRC. Mr. Downey previously served as Chairman and Chief Executive Officer of Barr until December 23, 2008 when Barr was acquired by Teva. Since the beginning of fiscal 2009 through the date that Mr. Downey ceased to be an executive officer of Barr, the company made payments totaling approximately \$167 million to Barr. There is insufficient independent representation on the board according to PIRC guidelines.
- 1.07 Elect John F. Finn** **Oppose**
 Presiding Director. Independent by company, not independent by PIRC as he has been on the board for over nine years. There is insufficient independent representation on the board according to PIRC guidelines.
- 1.10 Elect Richard C. Notebaert** **Oppose**
 Non-Executive Director. Independent by company, not independent by PIRC since he has served on the board for over nine years. There is insufficient independent representation on the board according to PIRC guidelines.
- 1.11 Elect David W. Raisbeck** **Oppose**
 Non-Executive Director. Independent by company, not independent by PIRC since he has served on the board for over nine years. There is insufficient independent representation on the board according to PIRC guidelines.
- 1.12 Elect Jean G. Spaulding** **Oppose**
 Non-Executive Director. Independent by company, not independent by PIRC since he has served on the board for over nine years. There is insufficient independent representation on the board according to PIRC guidelines.
- 3 Approve the Cardinal Health Inc. 2011 Long Term Incentive Plan** **Oppose**
 Shareholders are being asked to approve the Cardinal Health Inc 2011 Long Term Incentive Plan. The Plan is an “omnibus” plan, which means that bundled within the same official plan there are various incentive plan elements aimed at rewarding different groups of employees, officers and executives. The plan is open to eight executive officers and 1,500 other employees. These plans permit the granting of options, stock appreciation rights, restricted stock, restricted stock units, 'other equity awards' and cash awards. There will be 30,000,000 shares authorised for issuance under the plan which represents 8.7% of the issued share capital. Approval of the proposed plan will allow the committee to award key executives with cash awards with full tax deductibility under Section 162(m) of the Internal Revenue Code. Unless the Compensation Committee determines that an award will not be performance-based compensation, no participant may be granted in any one calendar year options to purchase more than 1,500,000 shares; any equity awards are capped at 750,000 shares per individual per year and cash awards are limited to \$10,000,000. The Compensation Committee has the power to select employees to receive awards and determine the terms and conditions of awards.
- The principle of performance-related pay is supported and it is considered the rationale of 162(m) is to enable shareholders to implement this principle for all awards above \$1 million. It is welcomed that the committee has disclosed maximum levels of awards but it is considered that it allows the committee too much discretion to determine the size, type and term of awards. Performance targets, for awards granted under the plan that are performance based, are not disclosed which prevents shareholder assessment whether future payouts will be commensurate with performance. In addition, the limit of \$10,000,000 for cash awards per individual is considered excessive. For these reasons, opposition is recommended.
- 4 Advisory vote on Executive Compensation** **Oppose**
 As a result of new SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of

disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDA

Disclosure rating: C

Balance rating: D

Contracts rating: A

Based upon this rating an oppose vote is recommended.

5 An advisory vote on the frequency of holding an advisory vote on executive compensation. 1

The Company is providing shareholders with an advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years. The Board is required by Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act to offer this vote on the frequency of a say-on-pay proposal not less than every six years, although they have the option to offer this proposal more often.

The Board of Directors recommends an annual vote for shareholders on their executive compensation. An annual vote on executive compensation is considered to be best practice for companies, and a vote with the Board for a vote for every year is recommended.

ARCHER DANIELS MIDLAND CO. AGM Date: 2011-11-03

1.2 Re-elect M.H. Carter Oppose

Non-Executive Director. Independent by Company, not independent by PIRC as she is the beneficial owner of approximately 1.76% of the outstanding share equity, and has served on the Board for over nine years. There is insufficient independent representation on the Board.

1.3 Elect T. Crews Oppose

Non-Executive Director. Independent by Company, not independent by PIRC as he is a director of Rock-Tenn Company, which sold approximately \$5.1 million of certain supplies to the Company and and a director Hormel Foods Corporation, which purchased approximately \$41.1 million of certain commodity products from the Company. There is insufficient independent representation on the Board.

1.4 Re-elect P. Dufour Oppose

Non-Executive Director. Independent by Company, not independent by PIRC as Air Liquide Group, of which Mr. Dufour is Senior Executive Vice President, sold approximately \$1.7 million of certain supplies and commodity products to the Company on an arms-length basis during the fiscal year. There is insufficient independent representation on the Board.

1.5 Re-elect D.E. Felsingher Oppose

Non-Executive Director. Independent by Company, not independent by PIRC as Sempra Energy, of which Mr. Felsingher is the Executive Chairman and former Chief Executive Officer, sold approximately \$2.9 million of ethanol to the Company, on an arms-length basis during the fiscal year. There is insufficient independent representation on the Board.

1.7 Re-elect P.J. Moore Oppose

Lead Director. Independent by company, not independent by PIRC as Smurfit-Stone Container Corporation, of which Mr. Moore is Chief Executive Officer, purchased approximately \$17.1 million worth of certain commodity products from the Company. There is insufficient independent representation on the Board.

1.10 Re-elect P.A. Woertz Oppose

Chairman, President and CEO. Combined roles at the top of the Company. As there are insufficient independent directors on the board by PIRC's guidelines, an oppose vote is recommended.

3 Approve Pay Structure Oppose

As a result of new SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The Compensation Rating is: CDC (Disclosure Rating of C; Reward Balance Rating of D; and Contracts Rating of C).

Based on this rating, an oppose vote is recommended.

4 Say When On Pay 1

The Company is providing shareholders with an advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years. The Board is required by Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act to offer this vote on the frequency of a say-on-pay proposal not less than every six years, although they have the

option to offer this proposal more often.

The Board of Directors recommends an annual vote for shareholders on their executive compensation. An annual vote on executive compensation is considered to be best practice for companies, and a vote with the Board for a vote for every year is recommended.

ESTEE LAUDER COMPANIES INC. AGM Date: 2011-11-11

1.01 Elect Charlene Barshefsky **Withhold**

Class III Non-Executive Director. Independent by company, not independent by PIRC as she has been on the board for over nine years. There is insufficient independent representation on the board according to PIRC guidelines.

1.05 Elect Leonard Lauder **Withhold**

Class III Non-Executive Director. Chairman Emeritus. Not independent by the company, not independent by PIRC as he was Executive Chairman until June 2009. He beneficially owns shares amounting to approximately 51.8% of the voting power in the company, and is a member of the Lauder family, the controlling shareholder. There is insufficient independent representation on the board according to PIRC guidelines.

2 Advisory vote on Executive Compensation **Oppose**

As a result of new SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDA

Disclosure rating: B

Balance rating: D

Contracts rating: A

Based upon this rating an oppose vote is recommended.

3 An advisory vote on the frequency of holding an advisory vote on executive compensation. **1**

The Company is providing shareholders with an advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years. The Board is required by Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act to offer this vote on the frequency of a say-on-pay proposal not less than every six years, although they have the option to offer this proposal more often.

The Board of Directors recommends an annual vote for shareholders on their executive compensation. An annual vote on executive compensation is considered to be best practice for companies, and a vote with the Board for a vote for every year is recommended.

MICROSOFT CORP. AGM Date: 2011-11-15

7 Re-elect David F. Marquardt **Abstain**

Non-Executive Director. Independent by company, not independent by PIRC as he has served on the board for over nine years. There are sufficient independent directors on the board according to PIRC guidelines. However, there are concerns over his aggregate time commitments.

10 Advisory vote on Executive Compensation **Oppose**

As a result of new SEC legislation that has entered into force (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDC

Disclosure rating: C

Balance rating: D

Contracts rating: C

Based upon this rating an oppose vote is recommended.

11 An advisory vote on the frequency of holding an advisory vote on executive compensation. 1

The Company is providing shareholders with an advisory vote on whether the advisory vote on executive compensation should be held every one, two or three years. The Board is required by Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act to offer this vote on the frequency of a say-on-pay proposal not less than every six years, although they have the option to offer this proposal more often.

The Board of Directors recommends an annual vote for shareholders on their executive compensation. An annual vote on executive compensation is considered to be best practice for companies, and a vote with the Board for a vote for every year is recommended.

13 Shareholder proposal: Amend Company bylaws to establish a Board Committee on Environmental Sustainability Abstain

Proposed by: Harrington Investments

The proponent requests a change to the company's by-laws by establishing a Board Committee on Environmental Sustainability, as they feel it would help to restore the company's position in this area of increasing concern to investors and policy makers. The proponent further states that beginning October 2009, the company was removed from the NASDAQ Global Sustainability Index due to inadequate disclosure of quantitative environmental metrics.

The board argues that a specific board committee on environmental sustainability is unnecessary since the company already invest significant time and resources to ensure that its activities and policies promote, and are consistent with, its goals and initiatives regarding environmental sustainability. Specifically, the board states that one of the responsibilities of Microsoft's Governance and Nominating Committee is to review Microsoft's policies and programs that relate to corporate responsibility, and the company specifically amended the Committee's charter in 2009 to include consideration of environmental sustainability. The board further states that a chief environmental strategist guides the company's overall environmental sustainability strategy and leads a cross-company team that reports regularly to senior executives. Finally, the board indicates that the company publicly reports on their environmental policies and performance through their website, and meet environmental reporting standards such as the Carbon Disclosure Project, noting that this year the company enhanced the environmental reporting available in their Corporate Citizenship report and "are working to further enhance the environmental metrics they report".

It is noted that the board has not adequately addressed the proponent's concerns regarding its inadequate environmental metric disclosure, however on balance, it is considered that the company has taken reasonable steps to include environmental-related risks into their management structures. While it is viewed that the company could make further changes to improve monitoring of environmental-related risks such as naming a specific officer in charge of environmental issues, it is viewed that a board-level committee with a wider remit than the environmental dimension would be more appropriate and as such, the specific Committee requested by the proponents is considered to be too prescriptive. Given the latter concerns, an abstain vote on the proposal is recommended.

It is noted a similar proposal was made last year and received only 3.61% of votes in favour.

AMERICAN TOWER CORP EGM Date: 2011-11-29

- 2 Transact any other business Oppose**
It is considered to be best practice that shareholders should be given an opportunity to review any other business matters relating to this issue before the EGM. Therefore an oppose vote is recommended.

EXPRESS SCRIPTS INC. EGM Date: 2011-12-21

- 1 Approval of the merger with Medco Abstain**

Background of the Merger

Upon completion of the merger, Medco Merger Sub will be merged with and into Medco, and Express Scripts Merger Sub will be merged with and into Express Scripts. As a result, Medco and Express Scripts will each become wholly owned subsidiaries of New Express Scripts. As a result of the merger, former Medco and Express Scripts stockholders will own stock in New Express Scripts, which is expected to be listed for trading on the NASDAQ. Upon completion of the Express Scripts merger, each share of common stock of Express Scripts, par value \$0.01 per share, will be converted into one share of New Express Scripts common stock. Shares held by Express Scripts as treasury stock or that are owned by any other wholly owned subsidiary of Express Scripts, will be cancelled. Express Scripts stockholders and Medco stockholders will hold

approximately 59% and 41% of the shares, respectively. The New Express Scripts board after the mergers will include each of the directors from the current Express Scripts board.

Reasons for the Merger The company provides various justifications for the merger including: the strategic and transformative nature of the transaction to create a leading healthcare enterprise, with pro forma combined revenues of over \$110 billion; the fact that Express Scripts stockholders would have the opportunity to participate in the future performance of the combined company, holding approximately 59% of the New Express Scripts common stock upon completion of the mergers; the fact that the combined company would have a strong balance sheet and the ability to generate substantial cash flow to finance future expansion as well as to invest in improving and adding new technology, services and products for customers.

Merger and Vote Analysis

Merger decisions are based on the information presented and based on the PIRC view of the independence of the board. It is noted that, over the time that the merger agreement was approved and continuing today, fewer than 50% of the board directors were considered independent by PIRC guidelines. It is to be commended that under the Express Scripts long-term incentive plans, the mergers will not constitute a “change in control” for Express Scripts, and so the vesting of awards is not accelerated. However, with only five of the eleven directors on the board considered independent by PIRC guidelines, an abstain vote on the merger is recommended.

- 2 Approve any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies in favor of the foregoing proposal** **Oppose**

The board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to adopt the merger agreement and approve the merger.

Opposition is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion.

For Private Circulation only

Copyright 2012 PIRC Ltd.