

# Share Voting Activity 1 July 2019 to 30 June 2020

The Chief Minister, Treasury and Economic Development Directorate (CMTEDD) utilises the services of global proxy voting advisor, Institutional Shareholder Services (ISS) in relation to share voting for directly owned share investments. ISS provides research and voting recommendations on all company governance matters based on the ISS Sustainability Policy guidelines. The share voting services include the maintenance of a share voting database holding details of the share voting activity. This report provides details of the share voting activity for the period identified.

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**Produced By:** Asset Liability Management, Economic and Financial Group, Chief Minister, Treasury and Economic Development Directorate

Table 1 –Antitakeover Related

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Adjourn Meeting	20	20	18	1	0	0	1	0	0	0	18	1	19	0
Adopt Double Voting Rights for	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Long-Term Registered Shareholders														
Adopt, Renew or Amend NOL	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Rights Plan (NOL Pill)														
Adopt, Renew or Amend	16	16	10	6	0	0	0	0	0	0	10	6	16	0
Shareholder Rights Plan (Poison														
Pill)														
Amend Articles/Charter	6	7	7	0	0	0	0	0	0	0	7	0	7	0
Governance-Related														
Amend Right to Call Special	4	4	4	0	0	0	0	0	0	0	4	0	4	0
Meeting														
Approve Modification in Share	11	11	7	4	0	0	0	0	0	0	7	4	11	0
Ownership Disclosure Threshold														
Authorize Board to Repurchase	1	1	0	1	0	0	0	0	0	0	0	1	1	0
Shares in the Event of a Public														
Tender Offer or Share Exchange														
Offer														
Authorize the Company to Call	77	77	76	0	0	0	1	0	0	0	76	0	76	0
EGM with Two Weeks' Notice														
Eliminate/Restrict Right to Act by	2	2	0	2	0	0	0	0	0	0	0	2	2	0
Written Consent														
Provide Right to Act by Written	3	3	3	0	0	0	0	0	0	0	3	0	3	0
Consent														
Provide Right to Call Special	5	5	5	0	0	0	0	0	0	0	5	0	5	0
Meeting														
Reduce Supermajority Vote	18	27	27	0	0	0	0	0	0	0	27	0	27	0
Requirement														
Renew Partial Takeover Provision	25	25	25	0	0	0	0	0	0	0	25	0	25	0

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Require Advance Notice for	5	5	5	0	0	0	0	0	0	0	5	0	5	0
Shareholder														
Proposals/Nominations														
<b>Totals for Antitakeover</b>	186	205	189	14	0	0	2	0	0	0	189	14	203	0
Related:														

#### Table 2 – Capitalization

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Adopt/Amend Dividend	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Reinvestment Plan														
Amend Articles/Charter Equity-	7	8	5	2	0	0	1	0	0	0	5	2	7	0
Related														
Amend Articles/Charter to Reflect	6	8	5	3	0	0	0	0	0	0	5	3	8	0
Changes in Capital														
Approve Cancellation of Capital	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Authorization														
Approve Capital Raising	3	3	2	1	0	0	0	0	0	0	2	1	3	0
Approve Change-of-Control Clause	3	5	5	0	0	0	0	0	0	0	5	0	5	0
Approve Increase in Borrowing	3	3	3	0	0	0	0	0	0	0	3	0	3	0
Powers														
Approve Issuance of Equity or	163	172	154	17	0	0	1	0	0	0	154	17	171	0
Equity-Linked Securities with or														
without Pre-emptive Rights														
Approve Issuance of Equity or	215	287	235	45	0	0	7	0	0	0	235	45	280	0
<b>Equity-Linked Securities without</b>														
Pre-emptive Rights														
Approve Issuance of Preferred	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Stock without Pre-emptive Rights														
Approve Issuance of Shares for a	38	49	41	7	0	0	1	0	0	0	41	7	48	0
Private Placement														

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Approve Issuance of	6	6	6	0	0	0	0	0	0	0	6	0	6	0
Warrants/Convertible Debentures														
Approve Reduction in Share Capital	112	116	112	0	0	0	4	0	0	0	112	0	112	0
Approve Reverse Stock Split	4	4	4	0	0	0	0	0	0	0	4	0	4	0
Approve Shares Issued for a Private	2	7	7	0	0	0	0	0	0	0	7	0	7	0
Placement to a Director or														
Executive														
Approve Stock Split	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Approve/Amend Conversion of	15	29	27	0	0	0	2	0	0	0	27	0	27	0
Securities														
Approve/Amend Securities Transfer	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Restrictions														
Authorize Board to Increase Capital	28	28	22	6	0	0	0	0	0	0	22	6	28	0
in the Event of Demand Exceeding														
Amounts Submitted to Shareholder														
Vote Above														
Authorize Board to Set Issue Price	12	12	10	2	0	0	0	0	0	0	10	2	12	0
for 10 Percent of Issued Capital														
Pursuant to Issue Authority without														
Pre-emptive Rights														
Authorize Capital Increase for	13	13	10	3	0	0	0	0	0	0	10	3	13	0
Future Share Exchange Offers														
Authorize Capital Increase of up to	31	31	26	5	0	0	0	0	0	0	26	5	31	0
10 Percent of Issued Capital for														
Future Acquisitions														
Authorize Capitalization of	35	35	30	5	0	0	0	0	0	0	30	5	35	0
Reserves for Bonus Issue or														
Increase in Par Value														
Authorize Directed Share	6	6	4	1	0	0	1	0	0	0	4	1	5	0
Repurchase Program														
Authorize Issuance of	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Bonds/Debentures														

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Authorize Issuance of Equity Upon	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Conversion of a Subsidiary's Equity-														
Linked Securities														
Authorize Issuance of Equity or	48	48	41	7	0	0	0	0	0	0	41	7	48	0
<b>Equity-Linked Securities with</b>														
Pre-emptive Rights														
Authorize Issuance of Preferred	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Stock with Pre-emptive Rights														
Authorize Issuance of	25	26	16	7	0	0	3	0	0	0	16	7	23	0
Warrants/Bonds with Warrants														
Attached/Convertible Bonds														
without Pre-emptive Rights														
Authorize Reissuance of	39	40	17	23	0	0	0	0	0	0	17	23	40	0
Repurchased Shares														
Authorize Repurchase of Debt	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Instruments and Reissuance of														
Repurchased Debt Instruments														
Authorize Share Repurchase	310	320	297	20	0	0	3	0	0	0	297	20	317	0
Program														
Authorize Share Repurchase	6	6	5	0	0	0	1	0	0	0	5	0	5	0
Program and Cancellation of														
Repurchased Shares														
Authorize Share Repurchase	39	40	33	2	0	0	5	0	0	0	33	2	35	0
Program and Reissuance of														
Repurchased Shares														
Authorize Use of Financial	8	8	7	1	0	0	0	0	0	0	7	1	8	0
Derivatives														
Authorize a New Class of Common	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Stock														
Company Specific - Equity Related	15	18	16	0	0	0	2	0	0	0	16	0	16	0
Eliminate Pre-emptive Rights	19	24	19	5	0	0	0	0	0	0	19	5	24	0
Increase Authorized Common Stock	11	11	11	0	0	0	0	0	0	0	11	0	11	0

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Ratify Past Issuance of Shares	35	42	41	1	0	0	0	0	0	0	41	1	42	0
Set Global Limit for Capital Increase to Result from All Issuance	14	16	16	0	0	0	0	0	0	0	16	0	16	0
Requests														
Totals for Capitalization:	483	1435	1241	163	0	0	31	0	0	0	1241	163	1404	0

#### Table 3 –Directors Related

			Votes	Votes	Votes	Votes		1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold	DNV				Mgmt.	Mgmt.	Policy	Policy
Adopt Majority Voting for	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Uncontested Election of Directors														
Allow Directors to Engage in	1	1	0	1	0	0	0	0	0	0	0	1	1	0
Commercial Transactions with the														
Company and/or Be Involved with														
Other Companies														
Amend Articles Board-Related	72	143	140	3	0	0	0	0	0	0	140	3	143	0
Amend Quorum Requirements	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Appoint Alternate Internal	45	50	48	2	0	0	0	0	0	0	48	2	50	0
Statutory Auditor(s) [and Approve														
Auditor's/Auditors' Remuneration]														
Appoint Internal Statutory	144	280	246	34	0	0	0	0	0	0	246	34	280	0
Auditor(s) [and Approve														
Auditor's/Auditors' Remuneration]														
Approve Decrease in Size of Board	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Approve Director/Officer Liability	6	6	6	0	0	0	0	0	0	0	6	0	6	0
and Indemnification														
Approve Discharge Other	2	3	3	0	0	0	0	0	0	0	3	0	3	0
Approve Discharge of Auditors	13	16	16	0	0	0	0	0	0	0	16	0	16	0
Approve Discharge of Board and	83	166	150	15	0	0	1	0	0	0	150	15	165	0
President														

			Votes	Votes	Votes	Votes		1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold	DNV				Mgmt.	Mgmt.	Policy	Policy
Approve Discharge of Directors and	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Auditors														
Approve Discharge of Management	96	120	106	9	0	0	5	0	0	0	106	9	115	0
Board						•								
Approve Discharge of Management and Supervisory Board	6	6	6	0	0	0	0	0	0	0	6	0	6	0
Approve Discharge of Supervisory Board	58	137	112	22	0	0	3	0	0	0	112	22	134	0
Approve Executive Appointment	7	13	13	0	0	0	0	0	0	0	13	0	13	0
Approve Increase in Size of Board	4	4	4	0	0	0	0	0	0	0	4	0	4	0
Approve Remuneration of Directors and/or Committee Members	180	200	175	6	0	0	19	0	0	0	175	6	181	0
Approve the Spill Resolution	16	16	0	16	0	0	0	0	0	0	16	0	16	0
Authorize Board to Fix Remuneration of Internal Statutory Auditor(s)	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Classify the Board of Directors	1	1	0	1	0	0	0	0	0	0	0	1	1	0
Company SpecificBoard-Related	5	5	4	1	0	0	0	0	0	0	4	1	5	0
Declassify the Board of Directors	14	14	14	0	0	0	0	0	0	0	14	0	14	0
Deliberations on Possible Legal Action Against Directors/(Internal) Auditors	11	11	0	11	0	0	0	0	0	0	11	0	11	0
Discussion of Supervisory Board Profile	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Dismiss/Remove Director(s)/Auditor(s) (Non- contentious)	5	6	6	0	0	0	0	0	0	0	6	0	6	0
Elect Alternate/Deputy Directors	24	32	30	1	0	0	1	0	0	0	30	1	31	0
Elect Board Chairman/Vice- Chairman	38	39	29	7	0	0	3	0	0	0	29	7	36	0
Elect Board of Directors and Auditors (Bundled)	2	2	1	1	0	0	0	0	0	0	1	1	2	0

			Votes	Votes	Votes	Votes		1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold	DNV				Mgmt.	Mgmt.	Policy	Policy
Elect Director	1478	11581	10929	434	9	142	67	0	0	0	10930	584	11514	0
Elect Director (Cumulative Voting or More Nominees Than Board Seats)	4	16	9	0	3	0	4	0	0	0	9	3	12	0
Elect Directors (Bundled)	27	27	14	9	0	0	4	0	0	0	14	9	23	0
Elect Members and Deputy Members of Corporate Assembly and/or Committee of Representatives	1	1	0	0	0	0	1	0	0	0	0	0	0	0
Elect Representative of Employee Shareholders to the Board	6	18	15	3	0	0	0	0	0	0	18	0	18	0
Elect Subsidiary Director	1	15	15	0	0	0	0	0	0	0	15	0	15	0
Elect Supervisory Board Member	58	205	156	43	0	0	6	0	0	0	156	43	199	0
Elect Supervisory Board Members (Bundled)	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Eliminate Cumulative Voting	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Fix Board Terms for Directors	3	3	3	0	0	0	0	0	0	0	3	0	3	0
Fix Number of Directors and/or Auditors	58	71	70	0	0	0	1	0	0	0	70	0	70	0
Indicate Personal Interest in Proposed Agenda Item	15	15	0	15	0	0	0	0	0	0	15	0	15	0
Indicate X as Independent Board Member	4	6	5	1	0	0	0	0	0	0	5	1	6	0
Provide Proxy Access Right	2	2	2	0	0	0	0	0	0	0	2	0	2	0
<b>Totals for Directors Related:</b>	1621	13241	12337	635	12	142	115	0	0	0	12383	743	13126	0

Table 4 –Non-Salary Compensation

			Votes	Votes	Votes	Votes		1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	<b>Proposals</b>	For	Against	Abstain	Withhold	DNV				Mgmt.	Mgmt.	Policy	Policy
Advisory Vote on Golden	10	10	9	1	0	0	0	0	0	0	9	1	10	0
Parachutes														
Advisory Vote on Say on Pay	27	27	0	0	0	0	0	27	0	0	26	1	27	0
Frequency														
Advisory Vote to Ratify Named	1103	1276	1089	185	0	0	2	0	0	0	1091	183	1274	0
Executive Officers 'Compensation														
Amend Articles/Charter	2	3	3	0	0	0	0	0	0	0	3	0	3	0
Compensation-Related														
Amend Executive Share Option	9	9	8	1	0	0	0	0	0	0	8	1	9	0
Plan														
Amend Non-Employee Director	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Omnibus Stock Plan														
Amend Non-Employee Director	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Restricted Stock Plan														
Amend Omnibus Stock Plan	69	70	57	13	0	0	0	0	0	0	57	13	70	0
Amend Qualified Employee Stock	28	28	28	0	0	0	0	0	0	0	28	0	28	0
Purchase Plan														
Amend Restricted Stock Plan	16	17	14	3	0	0	0	0	0	0	14	3	17	0
Amend Terms of Outstanding	2	2	0	2	0	0	0	0	0	0	0	2	2	0
Options														
Approve Alternative Equity Plan	1	1	0	1	0	0	0	0	0	0	0	1	1	0
Financing														
Approve Annual Bonus Payment for	24	24	24	0	0	0	0	0	0	0	24	0	24	0
Directors and Statutory Auditors														
Approve Bonus Matching Plan	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Approve Equity Plan Financing	24	49	36	11	0	0	2	0	0	0	36	11	47	0
Approve Executive Share Option	26	27	20	7	0	0	0	0	0	0	20	7	27	0
Plan	-													
Approve Increase in Aggregate	59	60	56	4	0	0	0	0	0	0	57	3	60	0
Compensation Ceiling for Directors														

			Votes	Votes	Votes	Votes		1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold	DNV				Mgmt.	Mgmt.	Policy	Policy
Approve Increase in Aggregate	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Compensation Ceiling for Directors														
and Statutory Auditors														
Approve Increase in Aggregate	14	14	14	0	0	0	0	0	0	0	14	0	14	0
Compensation Ceiling for Statutory														
Auditors														
Approve Non-Employee Director	3	3	3	0	0	0	0	0	0	0	3	0	3	0
Omnibus Stock Plan														
Approve Non-Qualified Employee	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Stock Purchase Plan														
Approve Omnibus Stock Plan	64	65	61	4	0	0	0	0	0	0	62	3	65	0
Approve Outside Director Stock	3	10	10	0	0	0	0	0	0	0	10	0	10	0
Awards/Options in Lieu of Cash														
Approve Qualified Employee Stock	71	89	88	1	0	0	0	0	0	0	88	1	89	0
Purchase Plan														
Approve Remuneration Policy	268	389	300	66	2	0	21	0	0	0	300	68	368	0
Approve Remuneration of	37	57	49	5	0	0	3	0	0	0	49	5	54	0
Executive Directors and/or														
Non-Executive Directors														
Approve Restricted Stock Plan	123	135	112	23	0	0	0	0	0	0	112	23	135	0
Approve Retirement Bonuses for	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Directors														
Approve Retirement Bonuses for	2	2	0	2	0	0	0	0	0	0	0	2	2	0
Statutory Auditors														
Approve Share Plan Grant	163	220	196	24	0	0	0	0	0	0	196	24	220	0
Approve Special Payments to	1	2	0	2	0	0	0	0	0	0	0	2	2	0
Continuing Directors in Connection														
with Abolition of Retirement Bonus														
System														
Approve Stock Option Plan Grants	22	28	15	13	0	0	0	0	0	0	18	10	28	0

		Votes	Votes	Votes	Votes		1 YR	2 YRS	3 YRS	With	Against	With	Against
Meetings	<b>Proposals</b>	For	Against	Abstain	Withhold	DNV				Mgmt.	Mgmt.	Policy	Policy
14	16	11	5	0	0	0	0	0	0	11	5	16	0
4	4	4	0	0	0	0	0	0	0	4	0	4	0
8	8	6	2	0	0	0	0	0	0	6	2	8	0
12	14	14	0	0	0	0	0	0	0	14	0	14	0
5	8	8	0	0	0	0	0	0	0	8	0	8	0
14	19	15	4	0	0	0	0	0	0	15	4	19	0
1	1	1	0	0	0	0	0	0	0	1	0	1	0
4	10	2	8	0	0	0	0	0	0	2	8	10	0
7	8	8	0	0	0	0	0	0	0	8	0	8	0
8	10	10	0	0	0	0	0	0	0	10	0	10	0
7	7	7	0	0	0	0	0	0	0	7	0	7	0
1	1	1	0	0	0	0	0	0	0	1	0	1	0
1329	2730	2286	387	2	0	28	27	0	0	2319	383	2702	0
	14 4 8 12 5 14 1 4 7 8 7	14 16  4 4  8 8  12 14  5 8  14 19  1 1  4 10  7 8  8 10  7 7  1 1	Meetings         Proposals         For           14         16         11           4         4         4           8         8         6           12         14         14           5         8         8           14         19         15           1         1         1           4         10         2           7         8         8           8         10         10           7         7         7           1         1         1         1	Meetings         Proposals         For Against           14         16         11         5           4         4         4         0           8         8         6         2           12         14         14         0           5         8         8         0           14         19         15         4           1         1         1         0           4         10         2         8           7         8         8         0           8         10         10         0           7         7         0           1         1         1         0	Meetings         Proposals         For Against         Abstain           14         16         11         5         0           4         4         4         0         0           8         8         6         2         0           12         14         14         0         0           5         8         8         0         0           14         19         15         4         0           4         10         2         8         0           7         8         8         0         0           8         10         10         0         0           7         7         0         0           1         1         1         0         0	Meetings         Proposals         For Against         Abstain Abstain         Withhold           14         16         11         5         0         0           4         4         4         0         0         0           8         8         6         2         0         0           12         14         14         0         0         0           5         8         8         0         0         0           14         19         15         4         0         0           4         10         2         8         0         0           7         8         8         0         0         0           8         10         10         0         0         0           7         7         7         0         0         0           1         1         1         0         0         0	Meetings         Proposals         For Against Abstain         Withhold Withhold         DNV           14         16         11         5         0         0         0           4         4         4         0         0         0         0           8         8         6         2         0         0         0         0           12         14         14         0         0         0         0         0           5         8         8         0         0         0         0         0           14         19         15         4         0         0         0         0           4         10         2         8         0         0         0         0           7         8         8         0         0         0         0         0           8         10         10         0         0         0         0         0           9         7         7         0         0         0         0         0           1         1         1         0         0         0         0         0	Meetings         Proposals         For Against Abstain         Withhold DNV           14         16         11         5         0         0         0           4         4         4         0         0         0         0         0           8         8         6         2         0         0         0         0           12         14         14         0         0         0         0         0           5         8         8         0         0         0         0         0           14         19         15         4         0         0         0         0           1         1         1         0         0         0         0         0           4         10         2         8         0         0         0         0           7         8         8         0         0         0         0         0           8         10         10         0         0         0         0         0           9         7         7         0         0         0         0         0           1	Meetings         Proposals         For Against Abstain         Withhold DNV           14         16         11         5         0         0         0         0         0           4         4         4         0         0         0         0         0         0           8         8         6         2         0         0         0         0         0           12         14         14         0         0         0         0         0         0           5         8         8         0         0         0         0         0         0           14         19         15         4         0         0         0         0         0           4         10         2         8         0         0         0         0         0           7         8         8         0         0         0         0         0         0           8         10         10         0         0         0         0         0         0         0           9         7         7         0         0         0         0         0	Meetings         Proposals         For Against         Abstain Abstain         Withhold DNV           14         16         11         5         0         0         0         0         0         0           4         4         4         0         0         0         0         0         0         0         0           8         8         6         2         0         0         0         0         0         0         0         0           12         14         14         0	Meetings         Proposals         For Against         Abstain         Withhold DNV         Mgmt.           14         16         11         5         0         0         0         0         0         11           4         4         4         0         0         0         0         0         0         0         4           8         8         6         2         0         0         0         0         0         0         0         6           12         14         14         0         0         0         0         0         0         0         14           5         8         8         0         0         0         0         0         0         0         14           5         8         8         0         0         0         0         0         0         0         0         0         0         15           1         1         1         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0         0	Meetings         Proposals         For Against         Abstain         Withhold         DNV         Mgmt         Mgmt <th< td=""><td>Meetings         Proposals         For Against         Abstain         Withhold         DNV         Mgmt.         Mgmt.         Policy           14         16         11         5         0         0         0         0         0         11         5         16           4         4         4         0         0         0         0         0         0         4         0         4           8         8         6         2         0         0         0         0         0         0         6         2         8           12         14         14         0         0         0         0         0         0         14         0         14           5         8         8         0         0         0         0         0         0         14         0         14           5         8         8         0         0         0         0         0         0         15         4         19           1         1         1         0         0         0         0         0         0         1         1         1         1           <td< td=""></td<></td></th<>	Meetings         Proposals         For Against         Abstain         Withhold         DNV         Mgmt.         Mgmt.         Policy           14         16         11         5         0         0         0         0         0         11         5         16           4         4         4         0         0         0         0         0         0         4         0         4           8         8         6         2         0         0         0         0         0         0         6         2         8           12         14         14         0         0         0         0         0         0         14         0         14           5         8         8         0         0         0         0         0         0         14         0         14           5         8         8         0         0         0         0         0         0         15         4         19           1         1         1         0         0         0         0         0         0         1         1         1         1 <td< td=""></td<>

Table 5 –Preferred / Bondholder

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
If you are a Senior Officer as	14	14	0	14	0	0	0	0	0	0	14	0	14	0
defined in Section 37(D) of the														

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Securities Law, 1968, vote FOR.														
Otherwise, vote against.														
If you are an Institutional Investor	14	14	0	14	0	0	0	0	0	0	14	0	14	0
as defined in Regulation 1 of the														
Supervision Financial Services														
Regulations 2009 or a Manager of a														
Joint Investment Trust Fund as														
defined in the Joint Investment														
Trust Law, 1994, vote FOR.														
Otherwise, vote against.														
If you are an Interest Holder as	14	14	0	14	0	0	0	0	0	0	14	0	14	0
defined in Section 1 of the														
Securities Law, 1968, vote FOR.														
Otherwise, vote against.														
If you do not fall under any of the	1	1	0	1	0	0	0	0	0	0	1	0	1	0
categories mentioned under items														
A2a through A2c, vote FOR.														
Otherwise, vote against.														
The Undersigned Hereby Certifies	2	4	0	1	1	0	2	0	0	0	2	0	2	0
that the Shares Represented by this														
Proxy are Owned and Controlled by														
a @ Citizen														
Totals for	16	47	0	44	1	0	2	0	0	0	45	0	45	0
Preferred/Bondholder:														

Table 6 –Reorganization and Mergers

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	<b>Proposals</b>	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Amend Articles to: (Japan)	68	70	70	0	0	0	0	0	0	0	70	0	70	0
Approve Acquisition OR Issue	21	25	25	0	0	0	0	0	0	0	25	0	25	0
Shares in Connection with														
Acquisition														
Approve Affiliation Agreements	4	4	3	0	0	0	1	0	0	0	3	0	3	0
with Subsidiaries														
Approve Formation of Holding	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Company														
Approve Loan Agreement	1	1	0	0	0	0	1	0	0	0	0	0	0	0
Approve Merger Agreement	13	13	12	1	0	0	0	0	0	0	12	1	13	0
Approve Pledging of Assets for Debt	11	17	17	0	0	0	0	0	0	0	17	0	17	0
Approve	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Reorganization/Restructuring Plan														
Approve Sale of Company Assets	6	6	5	1	0	0	0	0	0	0	5	1	6	0
Approve Scheme of Arrangement	14	17	17	0	0	0	0	0	0	0	17	0	17	0
Approve Spin-Off Agreement	6	6	6	0	0	0	0	0	0	0	6	0	6	0
Approve Transaction with a Related	20	37	36	1	0	0	0	0	0	0	36	1	37	0
Party														
Approve/Amend Loan Guarantee	1	1	1	0	0	0	0	0	0	0	1	0	1	0
to Subsidiary														
Change Jurisdiction of Incorporation	3	3	1	2	0	0	0	0	0	0	1	2	3	0
Change of Corporate Form	4	6	6	0	0	0	0	0	0	0	6	0	6	0
Company Specific Organization Related	7	12	6	6	0	0	0	0	0	0	6	6	12	0
Waive Requirement for Mandatory Offer to All Shareholders	1	1	0	0	0	0	1	0	0	0	0	0	0	0
Totals for Reorganization and	178	223	209	11	0	0	3	0	0	0	209	11	220	0
Mergers:														

Table 7 – Routine / Business

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Accept Consolidated Financial	96	96	96	0	0	0	0	0	0	0	96	0	96	0
Statements and Statutory Reports														
Accept Financial Statements and	368	370	362	0	0	0	8	0	0	0	362	0	362	0
Statutory Reports														
Acknowledge Proper Convening of	46	46	46	0	0	0	0	0	0	0	46	0	46	0
Meeting														
Adopt New Articles of	32	32	29	2	0	0	1	0	0	0	29	2	31	0
Association/Charter														
Adopt the Jurisdiction of	1	1	0	1	0	0	0	0	0	0	0	1	1	0
Incorporation as the Exclusive														
Forum for Certain Disputes														
Allow Electronic Distribution of	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Company Communications														
Amend Articles/Bylaws/Charter	117	165	155	7	0	0	3	0	0	0	155	7	162	0
Non-Routine														
Amend Articles/Bylaws/Charter	41	68	58	0	0	0	10	0	0	0	58	0	58	0
Routine														
Amend Corporate Purpose	12	12	12	0	0	0	0	0	0	0	12	0	12	0
Appoint Appraiser/Special	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Auditor/Liquidator														
Appoint Auditors and Deputy	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Auditors														
Appoint Censor(s)	3	5	3	2	0	0	0	0	0	0	3	2	5	0
Approve Allocation of Income and	423	424	417	0	1	0	6	0	0	0	417	1	418	0
Dividends														

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	<b>Proposals</b>	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Approve Auditors and Authorize	128	129	125	2	0	1	1	0	0	0	125	3	128	0
Board to Fix Their Remuneration														
Auditors														
Approve Charitable Donations	3	3	3	0	0	0	0	0	0	0	3	0	3	0
Approve Delisting of Shares from	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Stock Exchange														
Approve Dividends	138	139	121	0	14	0	4	0	0	0	121	14	135	0
Approve Financial Statements,	23	23	18	0	0	0	5	0	0	0	18	0	18	0
Allocation of Income, and														
Discharge Directors														
Approve Minutes of Previous	41	41	33	0	0	0	8	0	0	0	33	0	33	0
Meeting														
Approve Political Donations	61	61	60	0	0	0	1	0	0	0	60	0	60	0
Approve Remuneration of Directors	15	15	14	0	0	0	1	0	0	0	14	0	14	0
and Auditors														
Approve Special Auditors' Report	49	49	39	10	0	0	0	0	0	0	39	10	49	0
Regarding Related-Party														
Transactions														
Approve Special/Interim Dividends	8	10	8	0	2	0	0	0	0	0	8	2	10	0
Approve Standard Accounting	7	7	7	0	0	0	0	0	0	0	7	0	7	0
Transfers														
Approve Stock Dividend Program	22	28	28	0	0	0	0	0	0	0	28	0	28	0
Approve Treatment of Net Loss	3	3	3	0	0	0	0	0	0	0	3	0	3	0
Approve XX XXX, 20XX, as Record	4	4	4	0	0	0	0	0	0	0	4	0	4	0
Date for Effectiveness of This														
Meeting's Resolutions														
Approve/Amend Regulations on	7	19	18	1	0	0	0	0	0	0	18	1	19	0
General Meetings														
Authorize Board to Fix	139	139	129	1	0	0	9	0	0	0	129	1	130	0
Remuneration of External														
Auditor(s)														

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Authorize Board to Ratify and	28	33	33	0	0	0	0	0	0	0	33	0	33	0
<b>Execute Approved Resolutions</b>														
Authorize Filing of Required	81	83	83	0	0	0	0	0	0	0	83	0	83	0
Documents/Other Formalities														
Change Company Name	17	17	17	0	0	0	0	0	0	0	17	0	17	0
Change Location of Registered	3	3	3	0	0	0	0	0	0	0	3	0	3	0
Office/Headquarters														
Designate Inspector or Shareholder	49	52	49	0	0	0	3	0	0	0	49	0	49	0
Representative(s) of Minutes of														
Meeting and/or Vote Tabulation														
Designate X as Independent Proxy	37	37	35	0	0	0	2	0	0	0	35	0	35	0
Discuss/Approve Company's	3	3	0	0	0	0	3	0	0	0	0	0	0	0
Corporate Governance														
Structure/Statement														
Elect Chairman of Meeting	39	39	34	0	0	0	5	0	0	0	34	0	34	0
Elect Member of Nominating	23	36	19	0	0	0	17	0	0	0	19	0	19	0
Committee														
Elect Member of Remuneration	35	129	106	12	0	0	11	0	0	0	106	12	118	0
Committee														
Miscellaneous Proposal: Company-	20	22	15	5	0	0	2	0	0	0	15	5	20	0
Specific	26	20	•	26	•		2	•	•		2	22	26	•
Other Business	36	38	0	36	0	0	2	0	0	0	3	33	36	0
Prepare and Approve List of	45	45	45	0	0	0	0	0	0	0	45	0	45	0
Shareholders														
Ratify Alternate Auditor	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Ratify Auditors	856	882	874	1	1	0	6	0	0	0	874	2	876	0
Receive/Approve	7	8	8	0	0	0	0	0	0	0	8	0	8	0
Report/Announcement														
Receive/Approve Special Report	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Totals for Routine/Business:	1340	3325	3118	80	18	1	108	0	0	0	3121	96	3217	0

Table 8 – Shareholder - Compensation

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Adjust Executive Compensation	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Metrics for Share Buybacks														
Adopt Policy on Bonus Banking	2	2	2	0	0	0	0	0	0	0	0	2	2	0
Advisory Vote to Ratify Named	1	1	0	1	0	0	0	0	0	0	1	0	1	0
Executive Officers' Compensation														
Clawback of Incentive Payments	2	2	1	1	0	0	0	0	0	0	1	1	2	0
Company-SpecificCompensation- Related	4	5	0	5	0	0	0	0	0	0	5	0	5	0
Increase Disclosure of Executive	4	6	5	1	0	0	0	0	0	0	2	4	6	0
Compensation														
Limit Executive Compensation	5	5	1	4	0	0	0	0	0	0	4	1	5	0
Limit/Prohibit Accelerated Vesting	2	2	2	0	0	0	0	0	0	0	0	2	2	0
of Awards														
Limit/Prohibit Executive	1	1	0	1	0	0	0	0	0	0	1	0	1	0
Stock-Based Awards														
Link Executive Pay to Social Criteria	8	8	8	0	0	0	0	0	0	0	0	8	8	0
Non-Employee Director	3	3	1	2	0	0	0	0	0	0	3	0	3	0
Compensation														
Performance-Based and/or	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Time-Based Equity Awards														
Report on Pay Disparity	3	3	0	3	0	0	0	0	0	0	3	0	3	0
Stock Retention/Holding Period	4	4	4	0	0	0	0	0	0	0	0	4	4	0
Totals for Shareholder -	33	44	26	18	0	0	0	0	0	0	20	24	44	0
Compensation:														

Table 9 – Shareholder – Corporate Governance

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Amend Articles/Charter Equity-	1	1	0	1	0	0	0	0	0	0	1	0	1	0
Related														
Approve Recapitalization Plan for	5	5	5	0	0	0	0	0	0	0	1	4	5	0
all Stock to Have One-vote per Share														
Company-SpecificGovernance-	17	24	5	19	0	0	0	0	0	0	18	6	24	0
Related														
Initiate Share Repurchase Program	1	1	0	1	0	0	0	0	0	0	1	0	1	0
MiscellaneousEquity Related	1	1	0	1	0	0	0	0	0	0	1	0	1	0
Proxy Voting Disclosure	2	2	2	0	0	0	0	0	0	0	0	2	2	0
Reduce Supermajority Vote	8	8	7	1	0	0	0	0	0	0	4	4	8	0
Requirement														
Submit Severance Agreement	1	1	1	0	0	0	0	0	0	0	0	1	1	0
(Change-in-Control) to Shareholder														
Vote														
Totals for Shareholder -	35	43	20	23	0	0	0	0	0	0	26	17	43	0
<b>Corporate Governance:</b>														

Table 10 - Shareholder - Directors Related

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Amend Articles Board-Related	17	17	0	17	0	0	0	0	0	0	17	0	17	0
Amend Articles/Bylaws/Charter -	29	29	27	2	0	0	0	0	0	0	2	27	29	0
Call Special Meetings														
Amend Articles/Bylaws/Charter -	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Removal of Directors														
Amend Proxy Access Right	8	8	8	0	0	0	0	0	0	0	0	8	8	0
Amend Vote Requirements to	2	2	2	0	0	0	0	0	0	0	0	2	2	0
Amend Articles/Bylaws/Charter														

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Appoint Alternate Internal	6	10	6	4	0	0	0	0	0	0	10	0	10	0
Statutory Auditor(s) [and Approve														
Auditor's/Auditors' Remuneration]														
Appoint Chairman of Internal	1	1	1	0	0	0	0	0	0	0	1	0	1	0
Statutory Auditor(s) [and Approve														
His/Her Remuneration]														
Board Diversity	10	10	2	8	0	0	0	0	0	0	8	2	10	0
Change Size of Board of Directors	2	2	2	0	0	0	0	0	0	0	2	0	2	0
Company-Specific Board-Related	16	18	8	10	0	0	0	0	0	0	18	0	18	0
Deliberations on Possible Legal	1	3	0	3	0	0	0	0	0	0	3	0	3	0
Action Against Directors/(Internal)														
Auditors														
Elect Director (Dissident)	4	17	5	12	0	0	0	0	0	0	12	5	17	0
<b>Elect Supervisory Board Members</b>	5	9	4	5	0	0	0	0	0	0	9	0	9	0
(Bundled)														
Elect a Shareholder-Nominee to	12	19	8	10	1	0	0	0	0	0	18	1	19	0
the Board (Proxy Access Nominee)														
Establish Environmental/Social	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Issue Board Committee														
Provide Right to Act by Written	46	46	37	9	0	0	0	0	0	0	10	36	46	0
Consent														
Removal of Existing Board Directors	3	8	1	7	0	0	0	0	0	0	7	1	8	0
Require Environmental/Social Issue	2	2	1	1	0	0	0	0	0	0	1	1	2	0
Qualifications for Director														
Nominees														
Require Majority of Independent	1	1	0	1	0	0	0	0	0	0	1	0	1	0
Directors on Board														
Require a Majority Vote for the	3	3	3	0	0	0	0	0	0	0	1	2	3	0
Election of Directors					_	_	_	_	_	-				_
Totals for Shareholder-	145	207	117	89	1	0	0	0	0	0	120	87	207	0
Directors Related:														

Table 11 – Shareholder – Health / Environment

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Climate Change Action	4	4	3	1	0	0	0	0	0	0	1	3	4	0
Community -Environment Impact	5	6	6	0	0	0	0	0	0	0	0	6	6	0
GHG Emissions	3	3	2	1	0	0	0	0	0	0	1	2	3	0
Phase Out Nuclear Facilities	4	18	0	18	0	0	0	0	0	0	18	0	18	0
Prepare Report on Health Care Reform	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Product Toxicity and Safety	6	6	6	0	0	0	0	0	0	0	0	6	6	0
Recycling	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Renewable Energy	3	5	0	5	0	0	0	0	0	0	5	0	5	0
Report on Climate Change	21	24	23	1	0	0	0	0	0	0	1	23	24	0
Report on Environmental Policies	2	2	2	0	0	0	0	0	0	0	0	2	2	0
Sustainability Activities and Action	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Totals for Shareholder- Health/Environment:	44	71	45	26	0	0	0	0	0	0	26	45	71	0

Table 12 – Shareholder – Other / Miscellaneous

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Animal Testing	1	1	0	1	0	0	0	0	0	0	1	0	1	0
Animal Welfare	3	3	0	3	0	0	0	0	0	0	3	0	3	0
Charitable Contributions	2	2	0	2	0	0	0	0	0	0	2	0	2	0
Company-Specific Shareholder Miscellaneous	13	27	1	26	0	0	0	0	0	0	26	1	27	0
Gender Pay Gap	13	13	5	8	0	0	0	0	0	0	8	5	13	0
Labour Issues - Discrimination and Miscellaneous	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Political Activities and Action	1	1	1	0	0	0	0	0	0	0	0	1	1	0
Political Contributions Disclosure	20	20	20	0	0	0	0	0	0	0	0	20	20	0

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against	
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy	
Political Lobbying Disclosure	20	20	20	0	0	0	0	0	0	0	0	20	20	0	
Report on EEO	7	7	7	0	0	0	0	0	0	0	0	7	7	0	
Totals for Shareholder- Other/Miscellaneous:	73	95	55	40	0	0	0	0	0	0	40	55	95	0	

Table 13 – Shareholder – Routine/Business

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Amend Articles/Bylaws/Charter	15	16	0	16	0	0	0	0	0	0	16	0	16	0
Non-Routine														
Amend Meeting Procedures	2	2	1	1	0	0	0	0	0	0	1	1	2	0
Amend Ordinary Business Items	6	16	4	12	0	0	0	0	0	0	12	4	16	0
Approve Alternative Income	1	1	0	1	0	0	0	0	0	0	1	0	1	0
Allocation/Distribution Policy														
Company-Specific Miscellaneous	9	19	2	17	0	0	0	0	0	0	17	2	19	0
Require Independent Board	40	40	40	0	0	0	0	0	0	0	0	40	40	0
Chairman														
Totals for Shareholder –	67	94	47	47	0	0	0	0	0	0	47	47	94	0
Routine/Business:														

Table 14 – Shareholder – Social / Human Rights

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Data Security, Privacy, and Internet	4	4	0	4	0	0	0	0	0	0	4	0	4	0
Issues														
Human Rights Risk Assessment	7	7	7	0	0	0	0	0	0	0	0	7	7	0
Improve Human Rights Standards or Policies	6	6	6	0	0	0	0	0	0	0	0	6	6	0
Plant Closures and Outsourcing	1	1	0	1	0	0	0	0	0	0	1	0	1	0

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Totals for Shareholder –	17	18	13	5	0	0	0	0	0	0	5	13	18	0
Social/Human Rights:														

#### Table 15 – Social Proposal

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Adopt a Policy on Ideological Board	2	2	0	2	0	0	0	0	0	0	2	0	2	0
Diversity														
Miscellaneous Environmental &	4	4	0	4	0	0	0	0	0	0	4	0	4	0
Social Counterproposal														
Miscellaneous Proposal	15	20	18	2	0	0	0	0	0	0	2	18	20	0
Environmental & Social														
Totals for Social Proposal:	20	26	18	8	0	0	0	0	0	0	8	18	26	0

#### Table 16 – Miscellaneous

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Accept/Approve Corporate Social	16	16	16	0	0	0	0	0	0	0	16	0	16	0
Responsibility Report														
Totals for Miscellaneous:	16	16	16	0	0	0	0	0	0	0	16	0	16	0

#### Table 17 – Totals for the Report

			Votes	Votes	Votes	Votes	DNV	1 YR	2 YRS	3 YRS	With	Against	With	Against
Action	Meetings	Proposals	For	Against	Abstain	Withhold					Mgmt.	Mgmt.	Policy	Policy
Totals for the report	1738	21821	19738	1590	34	143	289	27	0	0	19816	1716	21532	0