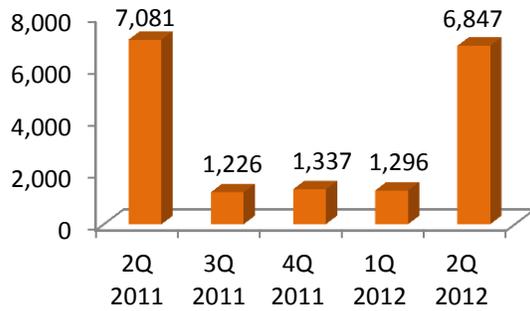


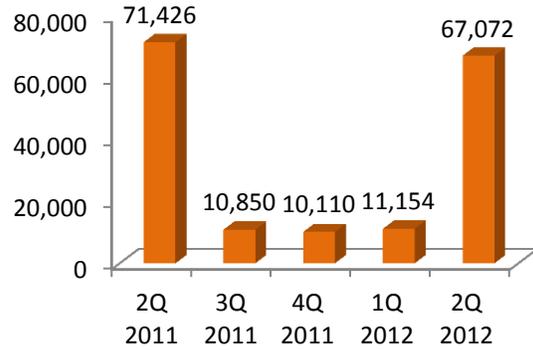


# Overview of Global Proxy Votes Cast

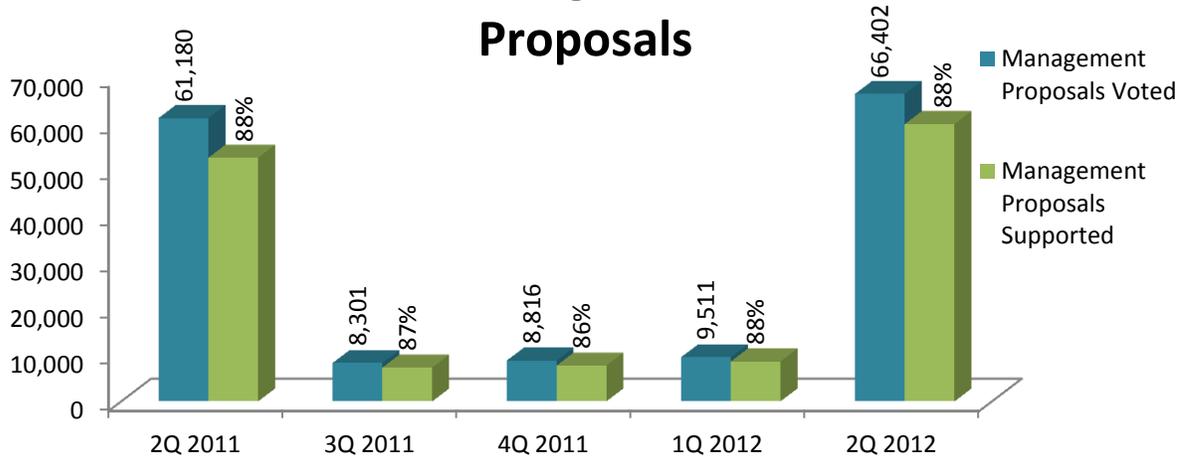
### Number of Meetings Voted



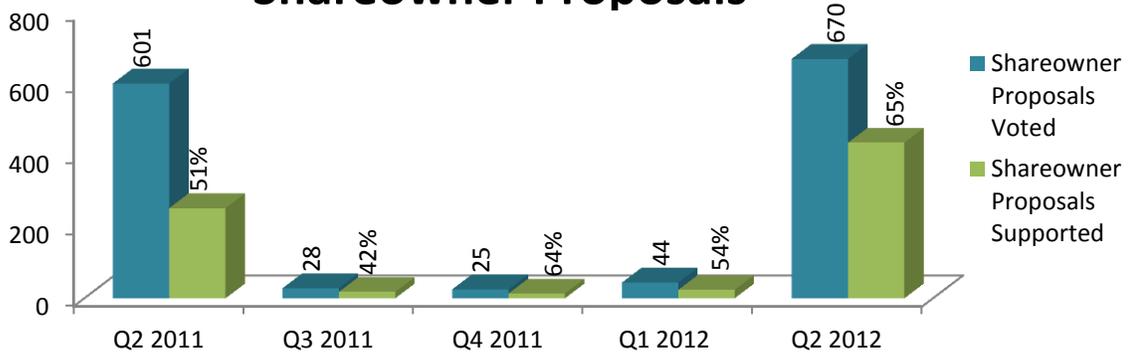
### Resolutions Voted



### Management Proposals



### Shareowner Proposals



Source: Glass Lewis (Viewpoint)



## Domestic Management Proposals Examples of CalPERS FOR Votes



### Hampton Roads Bankshares Inc.

- **Issue:** Eliminate Supermajority Voting Requirements
- **Reason:** CalPERS believes shareowners should not be subject to supermajority voting thresholds.
- **Vote Result:** 99% FOR



### Pacific Premier Bancorp Inc.

- **Issue:** Eliminate Classified Board Structure
- **Reason:** Annual director elections are in line with CalPERS principles.
- **Vote Result:** 98% FOR



### Kansas City Southern

- **Issue:** Request Cumulative Voting
- **Reason:** CalPERS believes shareowners should have the ability to cumulate votes.
- **Vote Result:** 99% FOR



## Domestic Management Proposals Examples of CalPERS AGAINST Votes



### Hospitality Properties Trust

- **Issue:** Elect Directors
- **Reason:** Withhold vote from director nominee Bruce Gans for being member of a board that has failed to implement a majority passed CalPERS shareowner proposal to declassify the board of directors.
- **Vote Result:** 42% FOR



### Triad Guaranty Inc.

- **Issue:** Increase Authorized Common Stock
- **Reason:** The increase could be used as an anti-takeover defense.
- **Vote Result:** 92% FOR



### Wal-Mart Stores Inc.

- **Issue:** Elect Directors
- **Reason:** Withhold vote from J. Breyer, M. Burns, D. Daft, M. Duke, L. Scott, J. Walton, R. Walton, C. Williams and L. Wolf for failure to oversee management during a bribery scandal dating back to 2005.
- **Vote Result(FOR):** Breyer - 97%, Burns - 93%, Daft - 97%, Duke - 86%, Scott - 84%, Walton(J) - 95%, Walton(R) - 86%, Williams - 86%, Wolf - 97%





## International Proposals

### Examples of CalPERS AGAINST Votes



#### Constellation Software Inc.



- **Country:** Canada
- **Issue:** Director Election
- **Reason:** Withhold vote from Tim Patterson for being an affiliated director while sitting on a key committee of the board.
- **Vote Result:** 96% FOR



#### UEM Land Holdings Berhad



- **Country:** France
- **Issue:** Long-Term Equity Award Grant
- **Reason:** CalPERS believes long-term incentive awards should have minimum vesting periods of three years.
- **Vote Result:** Pending



#### HSBC Holdings plc



- **Country:** United Kingdom
- **Issue:** Director Remuneration Report
- **Reason:** CalPERS believes has not appropriately linked pay with performance.
- **Vote Result:** 90% FOR



#### Sumitomo Metal Mining Co. Ltd



- **Country:** Japan
- **Issue:** Elect Statutory Auditor
- **Reason:** Withhold vote from director nominee Naoki Tajiri. CalPERS believes a majority of the statutory auditors should be independent.
- **Vote Result:** 97% FOR



#### Yorozu Corporation



- **Country:** Japan
- **Issue:** Takeover Defense Plan
- **Reason:** CalPERS believes the authority to issue warrants as a takeover defense is not in shareowner best interests.
- **Vote Result:** Pending



## Shareowner Proposals

### Examples of CalPERS FOR Votes



#### New York Community Bancorp



- **Issue:** Request to adopt Majority Vote for Director Elections
- **Reason:** CalPERS believes a majority of the votes cast should be required to elect a director.  
**CalPERS filed this shareowner proposal which received support from 53% of the votes cast.**



**NABORS**

#### Nabors Industries



- **Issue:** Executive Compensation - Severance Agreements
- **Reason:** CalPERS believes executive severance agreements exceeding 2.99x salary and bonus should be shareowner approved.  
**CalPERS filed this shareowner proposal which received support from 66% of the FOR vote cast.**



#### Chesapeake Energy



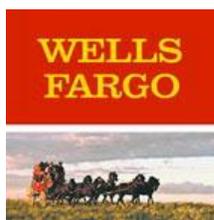
- **Issue:** Eliminate Supermajority Vote Requirements
- **Reason:** CalPERS believes shareowners should not be subject to supermajority vote requirements.  
**CalPERS filed this shareowner proposal which received support from 86% of the votes cast.**



#### Hospitality Properties Trust



- **Issue:** Declassify the Board of Directors
- **Reason:** CalPERS is a firm supporter of annual director elections.  
**CalPERS filed this shareowner proposal which received support from 90% of the votes cast.**



#### Wells Fargo



- **Issue:** Proxy Access
- **Reason:** CalPERS believes shareowners should have access to the director nominations and subsequent director election process.
- **Vote Result:** 32% FOR



## Shareowner Proposals

### Examples of CalPERS AGAINST Votes

**BIGLARI HOLDINGS INC.**

#### Biglari Holdings Inc.



- **Issue:** Regarding Policy on Cage-Free Eggs
- **Reason:** CalPERS believes business decisions such as these are best left to management and the board.
- **Vote Result:** 5% FOR

**PRAXAIR**

#### Praxair Inc.



- **Issue:** Advisory vote on Electioneering Expenditures
- **Reason:** CalPERS believes disclosure of political contributions and activities are a benefit to shareowners. However, we feel the proponents request for an advisory vote on the topic is unnecessary at this time.
- **Vote Result:** 4% FOR

**Bank of America**



#### Bank of America Corp.



- **Issue:** Regarding Disclosure of Prior Government Service
- **Reason:** CalPERS believes the company has addressed the request through existing Code of Conduct Policy.
- **Vote Result:** 4% FOR



## Executive Compensation Proposals

### Examples of CalPERS FOR Votes

**EASTMAN**

The results of insight™

#### Eastman Chemical Co.



- **Issue:** 2012 Stock Option Plan
- **Reason:** Proposal is in line with CalPERS Global Principles of Accountable Corporate Governance. The plan is performance based and awards vest over a three year period.
- **Vote Result:** 95% FOR



**Dominion**  
It all starts here.™

#### Dominion Resources Inc.



- **Issue:** Say on Pay
- **Reason:** Proposal is in line with CalPERS Global Principles of Accountable Corporate Governance. The company has structured a compensation program with a pay for performance discipline.
- **Vote Result:** 94% FOR



#### Lennar Co.



- **Issue:** 2011 Cash-Based Incentive Plan
- **Reason:** Proposal is in line with CalPERS Global Principles of Accountable Corporate Governance related to annual incentive awards.
- **Vote Result:** 83% FOR



## Executive Compensation Proposals Examples of CalPERS AGAINST Votes



### Citigroup Inc.

- **Proposal:** Say on Pay
- **Reason:** The company failed to link pay with financial performance.
- **Vote Result:** 45% FOR



### Camden National Corp.

- **Issue:** Long term incentive plan
- **Reason:** CalPERS believes the plan is too costly.
- **Vote Result:** 94% FOR



### DDI Corp.

- **Issue:** Advisory Vote on Golden Parachutes
- **Reason:** The presence of a single trigger related to a change in control.
- **Vote Result:** 77% FOR



## Mergers & Acquisitions Votes Cast



### RSC Holdings Inc.

- **Aquirer:** United Rentals Inc.
- **Reasons:** Strategic board rationale and premium offered.  
\*\*CalPERS had a position in both securities\*\*
- **Vote Result:** 98% FOR



### SureWest Communications

- **Aquirer:** Consolidated Communications Holdings
- **Reasons:** Strategic board rationale.  
\*\*CalPERS had a position in both securities\*\*
- **Vote Result:** 96% FOR



### Oracle Corporation

- **Target Company:** Taleo Corporation
- **Reasons:** Strategic board rationale and premium offered.  
\*\*CalPERS had a position in both securities\*\*
- **Vote Result:** 95% FOR

