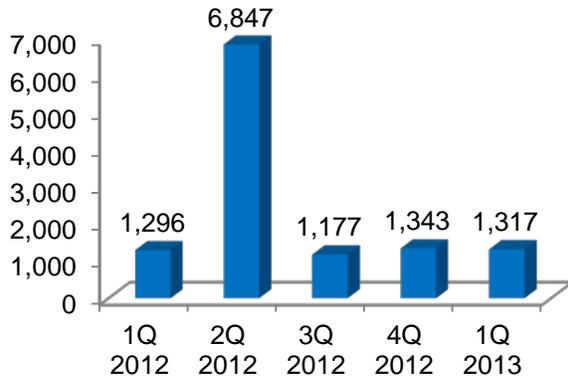


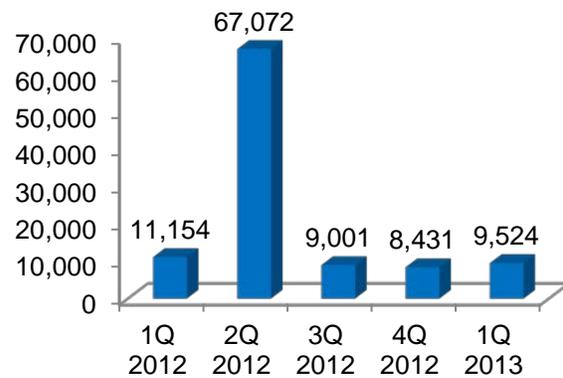


2013 Q1 Overview of Global Proxy Votes Cast

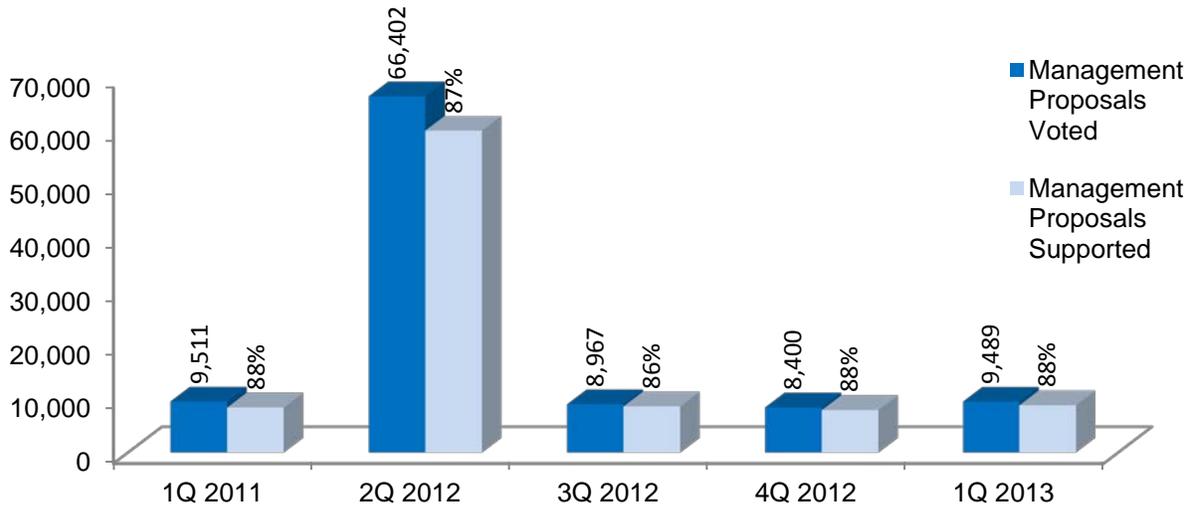
Number of Meetings Voted



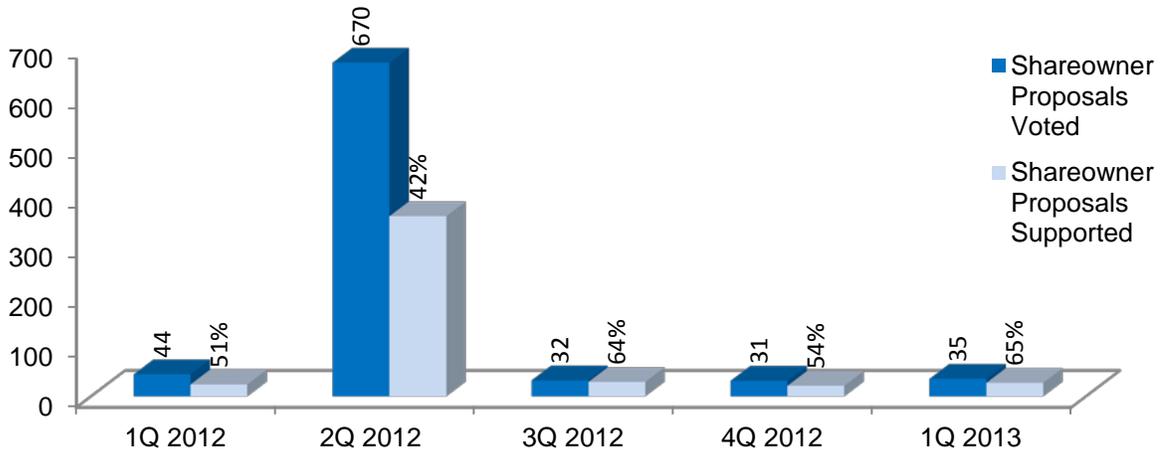
Resolutions Voted



Management Proposals



Shareowner Proposals





Domestic Management Proposals Examples of CalPERS FOR Votes



Apple Inc.

- Issue:** Amend the Articles of Incorporation allowing for Majority Voting and the elimination of blank check preferred stock
- Reason:** The proposal strengthens shareowner rights in-line with CalPERS principles.
- Vote Result:** 98% FOR; however, the proposal was removed from the ballot due to legal action. Apple Inc. management has committed to bring the proposal back to shareowners for vote later in 2013.



Hewlett Packard Co.

- Issue:** Amend the Bylaws to allow for Proxy Access
- Reason:** Shareowners should have access to the director nomination process.
- Vote Result:** 98% FOR



Joy Global Inc.

- Issue:** Adopt Majority Vote for Director Elections
- Reason:** CalPERS believes directors should be elected by a majority of the proxy votes cast.
- Vote Result:** 96% FOR



Domestic Management Proposals Examples of CalPERS AGAINST Votes



Northfield Bancorp Inc.

- Issue:** Provision requiring a Supermajority Vote
- Reason:** CalPERS believes shareowners should not be subject to Supermajority Voting thresholds.
- Vote Result:** 24% AGAINST



Hovnanian Enterprises Inc.

- Issue:** Authorization of Dual Class Stock
- Reason:** CalPERS is a firm supporter of the concept of one share one vote.
- Vote Result:** 15% AGAINST



Hewlett Packard Co.

- Issue:** Elect Directors
- Reason:** Withhold from directors R. Lane, J. Hammergren, and K. Thompson and others due to oversight failures at the company.
- Vote Result:** After high vote opposition R. Lane (41% Against) will step down from his chairmanship. Both J. Hammergren (46% Against) and K. Thompson (45% Against) also announced they will leave the board.





International Proposals

Examples of CalPERS AGAINST Votes



Randstad Holding



- **Country:** Netherlands
- **Issue:** Share issuance with unequal voting rights
- **Reason:** CalPERS is a firm supporter of the concept of one-share-one vote.
- **Vote Result:** 93% FOR



Thomas Cook Group



- **Country:** Switzerland
- **Issue:** Remuneration Report
- **Reason:** CalPERS has concerns the company has not adequately linked pay and financial performance.
- **Vote Result:** 70% FOR



Chemring Group Plc



- **Country:** United Kingdom
- **Issue:** Authority to set General Meeting Notice at 14 days
- **Reason:** CalPERS believes this reduced timeframe may not allow shareowners sufficient time to review voting matters.
- **Vote Result:** 93% FOR



Canon Electronics Inc.



- **Country:** Japan
- **Issue:** Elections of Statutory Auditors
- **Reason:** Withhold vote from director nominee Tatsuya Kawana. CalPERS believes a majority of the statutory auditors should be independent.
- **Vote Result:** Pending



Yamaha Motor Co. Ltd



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



Shareowner Proposals

Examples of CalPERS FOR Votes



Walt Disney Co.

- Issue:** Request to adopt Proxy Access
- Reason:** CalPERS believes shareowners should have effective access to the director nomination process.
- Vote Result:** 35% FOR



Johnson Controls Inc.

- Issue:** Request for an Independent Board Chairman
- Reason:** CalPERS believes if the Board Chair was independent the Board may be able to exercise stronger oversight of management.
- Vote Result:** 30% FOR



Toll Brothers Inc.

- Issue:** Request to Adopt Majority Vote for Director Elections
- Reason:** CalPERS believes a majority of the proxies cast should be required to elect a director.
- Vote Result:** 44% FOR



Rock-Tenn Co.

- Issue:** Declassify the Board of Directors
- Reason:** CalPERS is a firm supporter of annual director elections.
- Vote Result:** 86% FOR



Hewlett Packard Co.

- Issue:** Stock Retention Requirements
- Reason:** CalPERS is a firm supporter of holding and stock retention requirements.
- Vote Result:** 28% FOR





Shareowner Proposals Examples of CalPERS AGAINST Votes



Apple Inc.

- **Issue:** Regarding Formation of a special Human Rights Committee
- **Reason:** CalPERS is a firm supporter in the protection of human rights. However, the company's current policy and board level oversight address the request.
- **Vote Result:** 5% FOR



Whole Foods Market Inc.

- **Issue:** Regarding Adoption of Extended Producer Responsibility
- **Reason:** CalPERS believes the proponent's request on the topic is unnecessary due to the company's existing policies.
- **Vote Result:** 12% FOR



Starbucks Corp.

- **Issue:** Eliminate Electioneering Expenditures
- **Reason:** CalPERS believes board oversight and disclosure of political contributions and activities benefit shareowners. However, we feel the proponent's request to eliminate the practice is unnecessary.
- **Vote Result:** 3% FOR



Executive Compensation Proposals Examples of CalPERS FOR Votes



Qualcomm Inc.

- **Issue:** Amend Long-Term Stock Incentive 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:** 84% FOR



JOHN DEERE

Deere & Co.

- **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:** 96% FOR



Intuit Inc.

- **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:** 97% FOR





Executive Compensation Proposals Examples of CalPERS AGAINST Votes



keynote

Keynote Systems Inc.

- **Proposal:** Say-on-Pay
- **Reason:** The company has failed to link pay with performance.
- **Vote Result:** 86% FOR



Alico Inc.

- **Issue:** Long-term Incentive Plan
- **Reason:** The company allows for re-load stock options.
- **Vote Result:** 98% FOR



Spartech Corp.

- **Issue:** Advisory Vote on Golden Parachutes
- **Reason:** The presence of a single trigger related to a change in control.
- **Vote Result:** 60% FOR



Mergers & Acquisitions Votes Cast



Alliance Bank

Alliance Financial Corp.

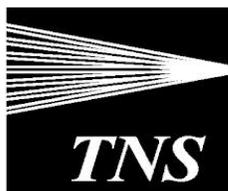
- **Aquirer:** NBT Bancorp Inc.
- **Reasons:** Strategic board rationale, positive market reaction and premium offered. CalPERS had a position in both securities.
- **Vote Result:** 98% FOR



WARNACO INC

Warnaco Company Inc.

- **Aquirer:** PVH Corp.
- **Reasons:** Strategic board rationale, positive market reaction, and premium offered. CalPERS had a position in both securities
- **Vote Result:** 92% FOR



TNS

TNS Inc.

- **Aquirer:** Trident Private Holdings LLC
- **Reasons:** Positive market reaction and premium offered. Going private transaction.
- **Vote Result:** 99% FOR

