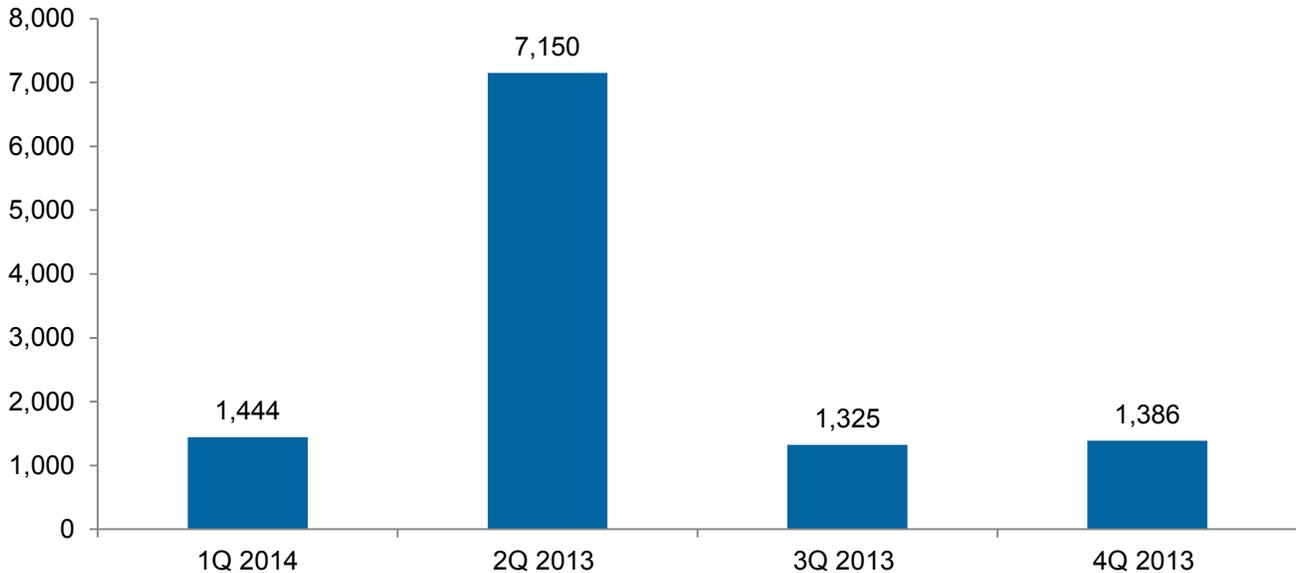


Overview of Global Proxy Votes Cast

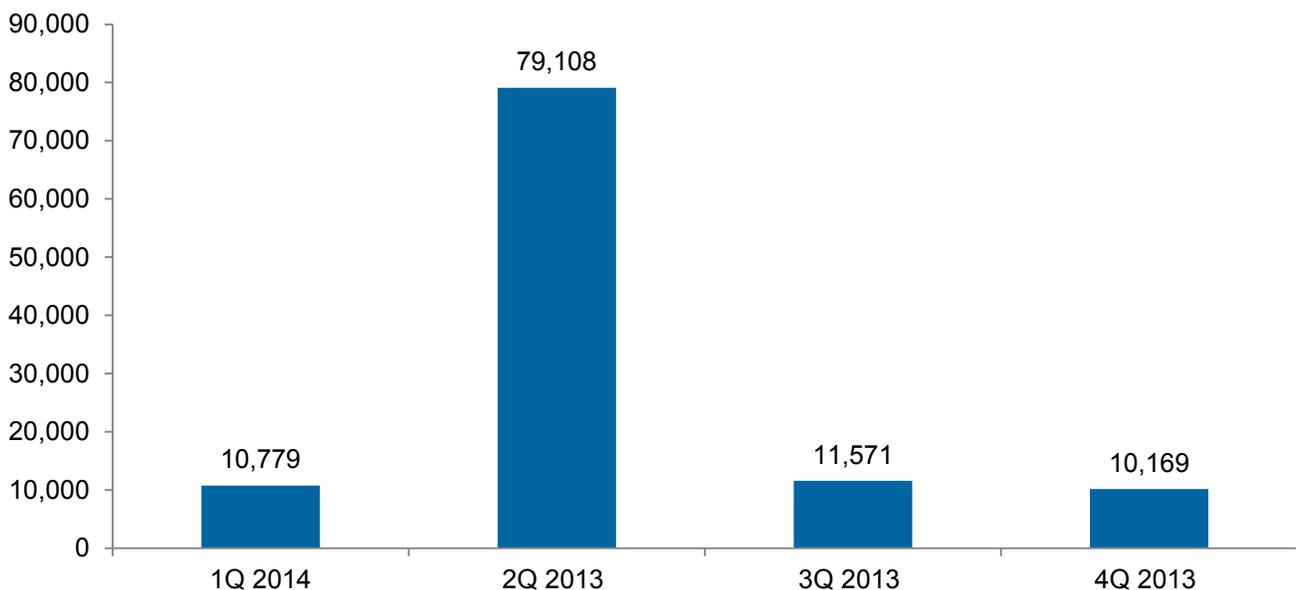
Q1 2014 (January – March) 1,444 meetings voted

CalPERS cast 1,444 votes at company meetings worldwide, supporting 92 percent of management proposals and 65 percent of shareowner proposals. Votes are cast in line with CalPERS Global Principles of Accountable Corporate Governance, as approved by the Board.

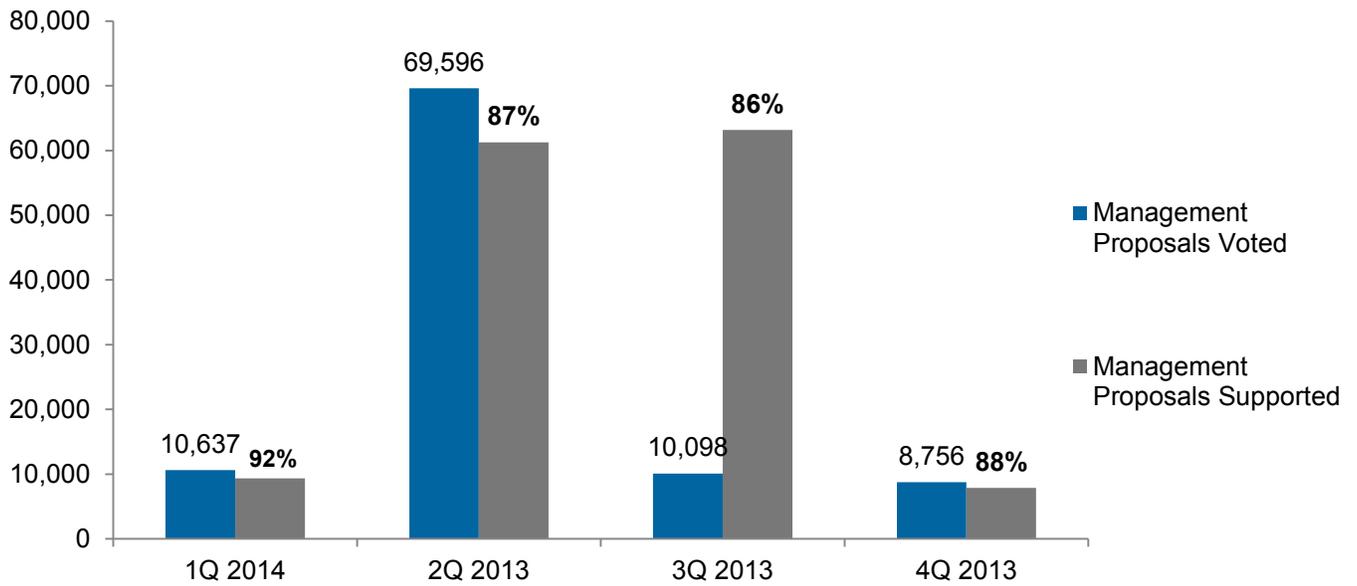
Number of Meetings Voted



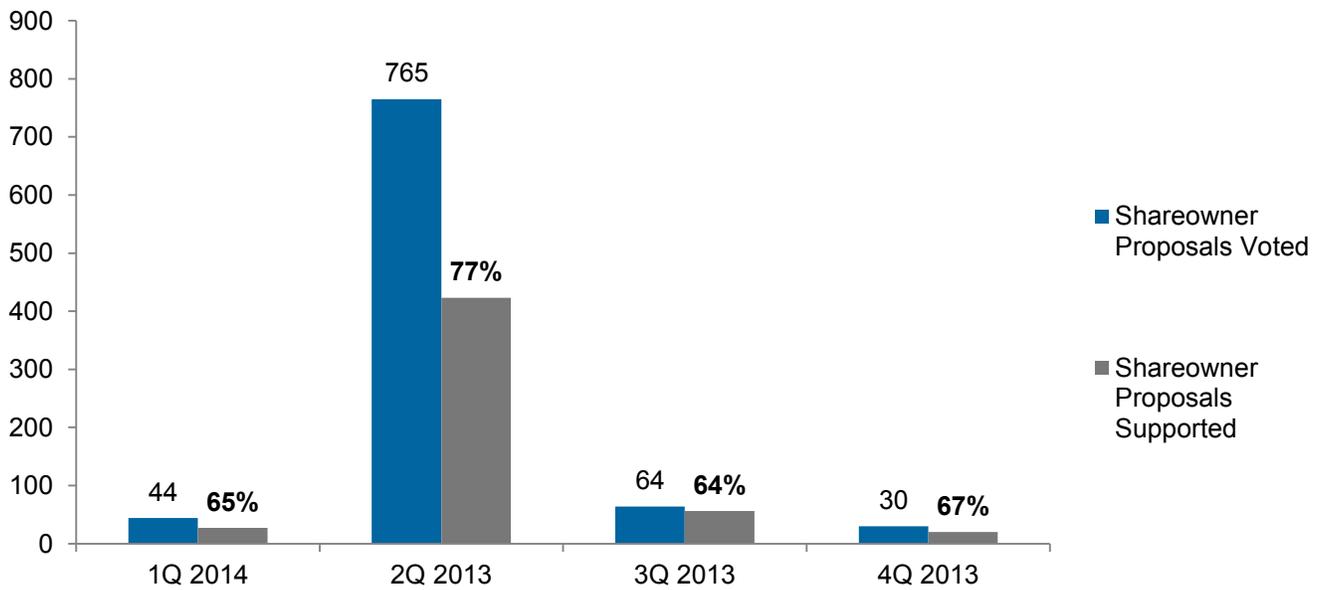
Total Resolutions Voted



Management Proposals



Shareowner Proposals



Source: Glass Lewis (Viewpoint)

Domestic Management Proposals: Examples of CalPERS FOR Votes

- ✓ **Piedmont Natural Gas Co.**
Issue: Eliminate the Use of Supermajority Vote Requirements
Reason: The proposal strengthens shareowner rights that are in line with CalPERS Global Principles of Accountable Corporate Governance.
Vote Result: 98% FOR
- ✓ **Deere & Co.**
Issue: Elect Directors
Reason: CalPERS supported each director nominee up for election consistent with CalPERS Global Principles of Accountable Corporate Governance.
Vote Result: Each director received over 90% support.
- ✓ **Healthcare Trust of America Inc.**
Issue: Adopt Majority Vote for Director Elections
Reason: CalPERS believes a majority of the proxies cast should be required to elect a director.
Vote Result: 98% FOR
- ✓ **Johnson Controls Inc.**
Issue: Ratification of Auditor
Reason: CalPERS supported the company auditor consistent with the CalPERS Global Principles of Accountable Corporate Governance.
Vote Result: 97% FOR
- ✓ **Lannett Co., Inc.**
Issue: Increase Authorized Common Stock
Reason: The proposal request is acceptable consistent with the CalPERS Global Principles of Accountable Corporate Governance.
Vote Result: 80% FOR
- ✓ **Air Products & Chemicals Inc.**
Issue: Eliminate Classified Board Structure
Reason: CalPERS is a firm supporter of annual director elections.
Vote Result: 99% FOR
- ✓ **Post Holdings**
Issue: Issuance of Preferred Stock
Reason: The proposal request is acceptable consistent with the CalPERS Global Principles of Accountable Corporate Governance.
Vote Result: 95% FOR



Domestic Management Proposals: Examples of CalPERS **AGAINST** Votes

✘	Gencorp Inc.	
	<p>Issue: Reincorporation from Ohio to Georgia</p> <p>Reason: The reincorporation from Ohio to Georgia would reduce shareowner rights and increase the company's ability to implement anti-takeover provisions.</p> <p>Vote Result: 12% AGAINST</p>	
✘	Atwood Oceanics Inc.	
	<p>Issue: Increase Authorized Common Stock</p> <p>Reason: CalPERS believes the request is excessive and the additional shares could be used as an anti-takeover measure.</p> <p>Vote Result: 21% AGAINST</p>	
✘	Hewlett-Packard Co.	
	<p>Issue: Elect Directors</p> <p>Reason: CalPERS withheld votes from Rajiv Gupta and Raymond Lane due to a series of failed acquisitions that had led to over \$19 billion in write downs and a collapse in share price.</p> <p>Vote Result: Rajiv Gupta – 11% AGAINST; Raymond Lane - 26% AGAINST</p>	
✘	Clifton Savings Bancorp Inc.	
	<p>Issue: Adoption of Supermajority Vote Requirements to Amend the Articles of Incorporation</p> <p>Reason: CalPERS believes shareowners should not be subject to supermajority vote requirements.</p> <p>Vote Result: 4% AGAINST</p>	
✘	Harleysville Savings Financial Corp.	
	<p>Issue: Ratification of Auditor</p> <p>Reason: CalPERS believes fees for non-audit services exceeding 50% are excessive.</p> <p>Vote Result: 25% AGAINST</p>	
✘	Luby's Inc.	
	<p>Issue: Adoption a Poison Pill</p> <p>Reason: CalPERS believes the adoption of this anti-takeover measure is not in shareowner best interest.</p> <p>Vote Result: 26% AGAINST</p>	
✘	Varian Medical Systems Inc.	
	<p>Issue: Eliminate Cumulative Voting</p> <p>Reason: CalPERS is a firm supporter of cumulative voting.</p> <p>Vote Result: 7% AGAINST</p>	

International Proposals: Examples of CalPERS **AGAINST** Votes

- | | | | | |
|---|---|--------------------------|---|---|
|  |  | Koninkijke NV | <p>Country: Netherlands</p> <p>Issue: Election of Directors</p> <p>Reason: CalPERS voted against the re-election of Rudy Kluiber being an affiliated director while serving on a key committee of the board.</p> <p>Vote Result: N/A</p> |  |
|  |  | Uco Bank Ltd. | <p>Country: India</p> <p>Issue: Authority to Issue Shares without Preemptive Rights</p> <p>Reason: Consistent with CalPERS Global Principles of Accountable Corporate Governance. we support the protection of preemptive rights.</p> <p>Vote Result: Company disclose resolution passed by >50%</p> |  |
|  |  | Givaudan SA | <p>Country: Switzerland</p> <p>Issue: Remuneration Report</p> <p>Reason: CalPERS has concerns the company has not adequately linked pay and financial performance.</p> <p>Vote Result: 22% AGAINST</p> |  |
|  |  | Fujita Kanko Inc. | <p>Country: Japan</p> <p>Issue: Election of Statutory Auditors</p> <p>Reason: Withhold vote from non-independent director nominee Kazuo Nakata. CalPERS believes a majority of the statutory auditors should be independent.</p> <p>Vote Result: 12% AGAINST</p> |  |
|  |  | Diploma Plc. | <p>Country: United Kingdom</p> <p>Issue: Authority to set general meeting notice period at 14 days</p> <p>Reason: CalPERS believes the shortened time period may not allow shareowners sufficient time to make a voting decision.</p> <p>Vote Result: 8% AGAINST</p> |  |
|  |  | BP Plc. | <p>Country: United Kingdom</p> <p>Issue: Remuneration Report</p> <p>Reason: CalPERS has concerns the company has not adequately linked pay and financial performance.</p> <p>Vote Result: 18% AGAINST</p> |  |

Domestic Shareowner Proposals: Examples of CalPERS FOR Votes

- ✓ **Becton, Dickenson & Co.**
Issue: Request for an Independent Board Chairman
Reason: CalPERS believes an independent Board Chair can strengthen oversight of management.
Votes Result: 29% FOR
- 
- ✓ **Rockwell Automation 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.
Votes Result: 62% FOR
- 
- ✓ **The Walt Disney Co.**
Issue: Adopt Proxy Access
Reason: CalPERS is a firm supporter of providing shareowners access to the proxy.
Votes Result: 58% FOR
- 
- ✓ **Clarcor Inc.**
Issue: Regarding Sustainability Report
Reason: Consistent with CalPERS Principles we believe detailed information disclosed in sustainability reporting is a benefit to shareowners.
Votes Result: 33% FOR
- 
- ✓ **Emerson Electric Co.**
Issue: Regarding Political Contributions Reporting
Reason: CalPERS believes board oversight and disclosure of corporate charitable and political activity is necessary to ensure alignment with business strategy and to protect assets on behalf of shareowners.
Votes Result: 40% FOR
- 
- ✓ **Applied Materials Inc.**
Issue: Regarding Right to Call a Special Meeting
Reason: CalPERS believes shareowners should be able to call a special meeting.
Votes Result: 55% FOR
- 
- ✓ **Navistar International Corp.**
Issue: Regarding Approval of Poison Pills
Reason: CalPERS believes companies should not enact or amend a poison pill without shareowner approval.
Votes Result: 92% FOR
- 

Domestic Shareowner Proposals: Examples of CalPERS **AGAINST** Votes



Oclaro Inc.

Issue: Request to Limit Executive Compensation

Reason: CalPERS believes the proponent's request on the topic is unnecessary as the company's compensation structures are in-line with CalPERS Principles. Additionally, the proposal is overly prescriptive and could put the company at a competitive disadvantage when attempting to attract qualified talent.

Vote Result: 99% AGAINST



Hewlett-Packard Co.

Issue: Develop a Human Rights Committee

Reason: CalPERS believes the existing board level oversight surrounding human rights issues meets the request of the proposal.

Vote Result: 83% AGAINST



Starbucks Corp.

Issue: Prohibit Political Spending

Reason: CalPERS believes board oversight and disclosure of corporate charitable and political activity is necessary to ensure alignment with business strategy and to protect assets on behalf of shareowners. However, the proposal is overly prescriptive and not in shareowner best interest.

Vote Result: 98% AGAINST



General Electric Co.

Issue: Regarding Cessation of all Stock Options and Bonuses

Reason: CalPERS believes the proponent's request on the topic is unnecessary as the company's compensation structures are in-line with CalPERS Principles. Additionally, the proposal is overly prescriptive and could put the company at a competitive disadvantage when attempting to attract qualified talent and

Vote Result: 97% AGAINST



Apple Inc.

Issue: Regarding Proxy Access

Reason: CalPERS is a firm supporter of allowing shareowners access to the proxy. However, implementation of this proposal as worded may not be in the best interest of shareowners due to problematic holding periods and ownership thresholds.

Vote Result: 94% AGAINST



General Electric Co.

Issue: Stock Retention and Holdings Periods

Reason: CalPERS believes the proponent's request on the topic is unnecessary at this time as the company's existing stock ownership are robust and in-line with CalPERS Global Principles of Accountable Corporate Governance.

Vote Result: 97% AGAINST



Domestic Executive Compensation Proposals: Examples of CalPERS FOR Votes

	<p>Lucas Energy Inc.</p> <p>Issue: Employee Stock Incentive Plan</p> <p>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.</p> <p>Vote Result: 90% FOR</p>	
	<p>Beazer Homes USA Inc.</p> <p>Issue: Say-on-Pay</p> <p>Reason: Proposal is in line with CalPERS Global Principles of Accountable Corporate Governance. CalPERS believes the company has structured a compensation program with a pay-for-performance discipline.</p> <p>Vote Result: 99% FOR</p>	
	<p>Johnson Outdoors Inc.</p> <p>Issue: Cash-Based Incentive Plan</p> <p>Reason: Proposal is in line with CalPERS Global Principles of Accountable Corporate Governance related to annual incentive awards.</p> <p>Vote Result: 99% FOR</p>	
	<p>Geospace Technology Corp.</p> <p>Issue: Long-Term Incentive Plan</p> <p>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.</p> <p>Vote Result: 94% FOR</p>	
	<p>Analogic Corp.</p> <p>Issue: Employee Stock Purchase</p> <p>Reason: Proposal is in line with CalPERS Global Principles of Accountable Corporate Governance related to stock purchase plans.</p> <p>Vote Result: 97% FOR</p>	
	<p>Spectrum Brands Inc.</p> <p>Issue: Amend Long-Term Incentive Plan</p> <p>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.</p> <p>Vote Result: 98% FOR</p>	
	<p>Mac-Gray Corp.</p> <p>Issue: Advisory Vote on Golden Parachutes</p> <p>Reason: Consistent with CalPERS Global Principles of Accountable Corporate Governance there are no concerns related to problematic severance provisions.</p> <p>Result: 89% FOR</p>	

Domestic Executive Compensation Proposals: Examples of CalPERS AGAINST Votes



Hologic Inc.

Proposal: Say-on-Pay

Reason: The company has failed to link pay with performance.

Vote Result: 75% AGAINST



Key Technology

Issue: Long-Term Incentive Plan

Reason: CalPERS believes the cost of the plan is excessive compared to its peers.

Vote Result: 22% AGAINST



Costa Inc.

Issue: Advisory Vote on Golden Parachutes

Reason: CalPERS has concerns surrounding problematic severance provisions which include accelerated vesting of equity, tax gross-up payments, and single trigger provisions.

Vote Result: 39% AGAINST



Transdigm Group Inc.

Proposal: Say-on-Pay

Reason: The company has failed to link pay with performance. Further, the company has not adequately disclosed elements of the compensation program.

Vote Result: 45% AGAINST



PacWest Bancorp

Issue: Advisory Vote on Golden Parachutes

Reason: The presence of a single trigger and tax gross-ups related to a change in control.

Vote Result: 53% AGAINST



Omnova Solutions Inc.

Proposal: Say-on-Pay

Reason: The company has failed to link pay with performance.

Vote Result: 25% AGAINST



Arrowhead Research Inc.

Proposal: 2013 Incentive Plan

Reason: The company incentive plan includes an evergreen provision.

Vote Result: 18% AGAINST