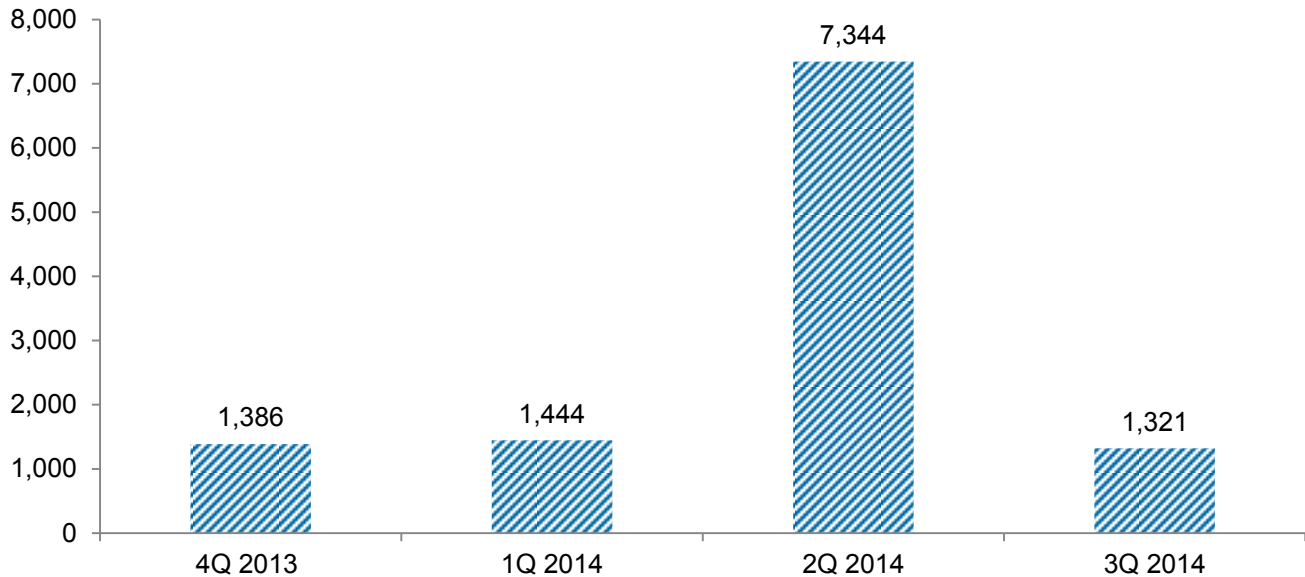


Overview of Global Proxy Votes Cast

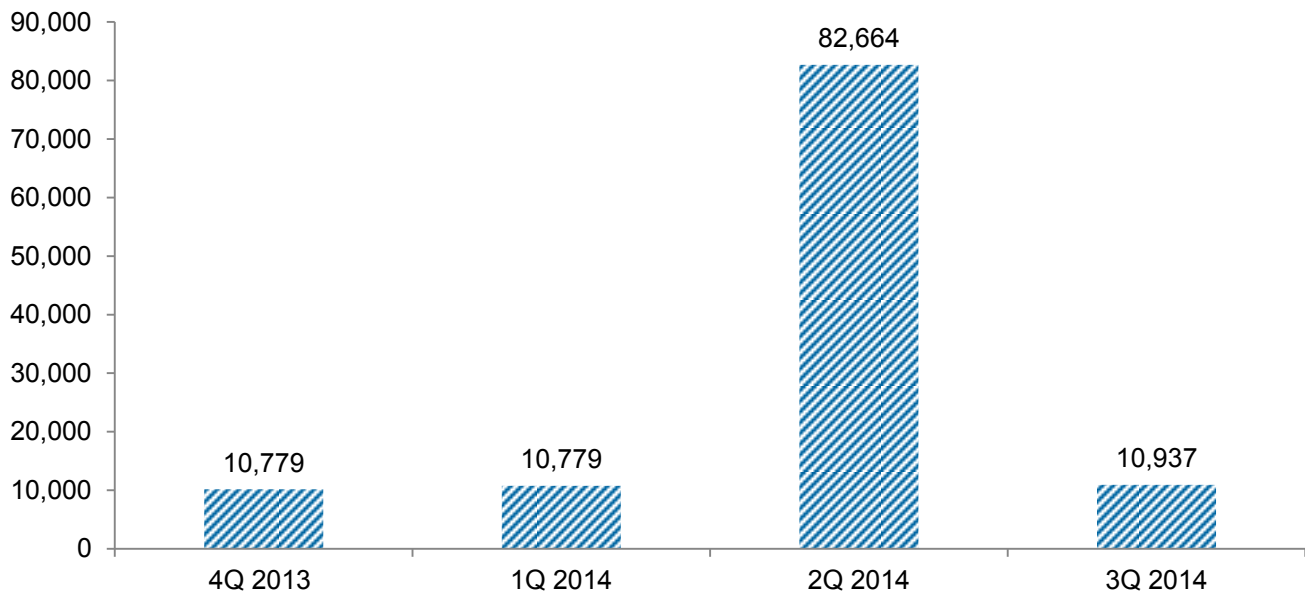
Q3 2014 (July – September) 1,321 meetings voted

CalPERS cast 1,321 votes at company meetings worldwide, supporting 85 percent of management proposals and 64 percent of shareholder proposals. Votes are cast in line with CalPERS Global Principles of Accountable Corporate Governance, as approved by the Board.

Number of Meetings Voted

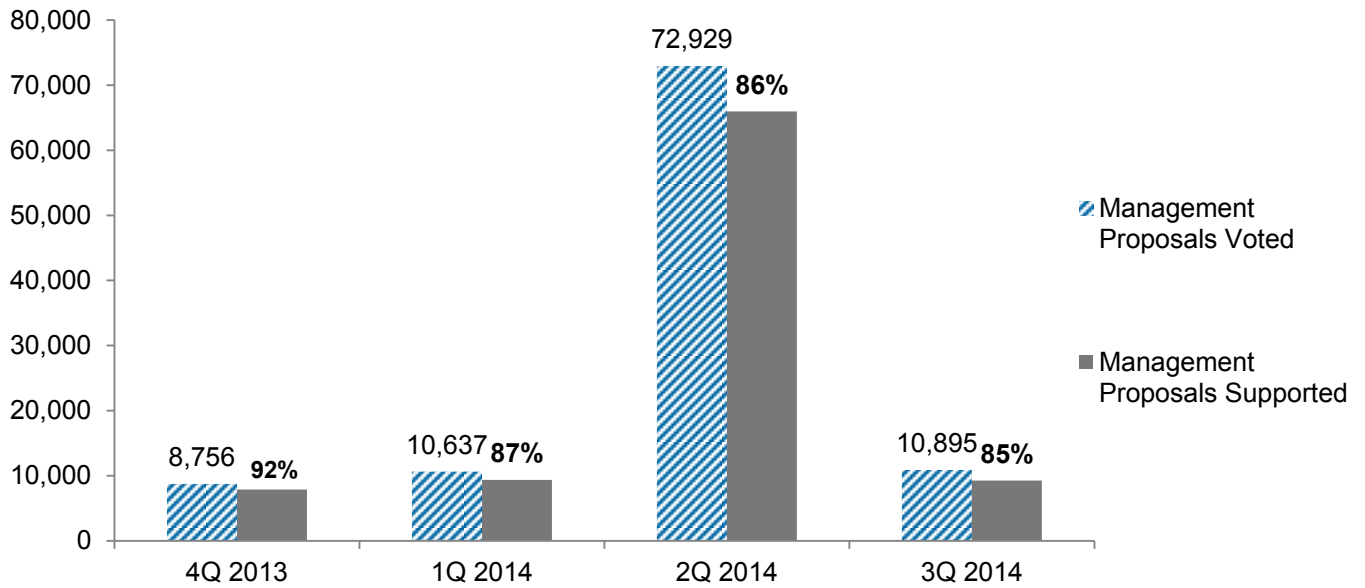


Total Resolutions Voted

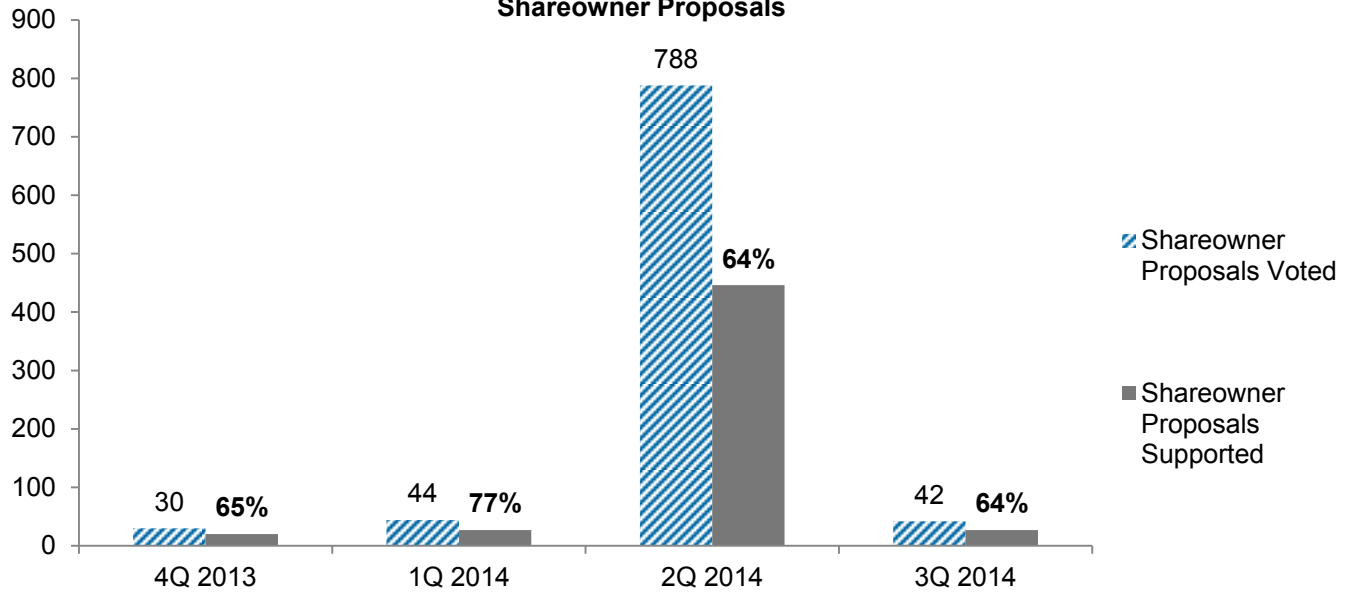


Staff has prepared detailed reports of CalPERS proxy votes cast during the period July 1, 2014 to September 30, 2014 for this agenda item. The attachments are not included in the agenda materials due to their size.

Management Proposals



Shareowner Proposals



Source: Glass Lewis (Viewpoint)

Domestic Management Proposals: Examples of CalPERS FOR Votes



Bob Evans Farms Inc.

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



CA Inc.

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 97% support.



Medtronic 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



Nike Inc.

Issue: Ratification of Auditor

Reason: CalPERS supported the company auditor consistent with the CalPERS Global Principles of Accountable Corporate Governance.

Vote Result: 99% FOR



Valley National Bancorp.

Issue: Increase Authorized Common Stock

Reason: The proposal request is acceptable consistent with the CalPERS Global Principles of Accountable Corporate Governance.

Vote Result: 90% FOR



Paulson Capital Corp.

Issue: Eliminate Classified Board Structure

Reason: CalPERS is a firm supporter of annual director elections.

Vote Result: 98% FOR



Selectica Inc.

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



Duke Energy Corp.

Issue: Elect Directors

Reason: CalPERS withheld vote from director nominee Preetha Reddy due to poor attendance levels. CalPERS also withheld vote from nominee Kendall Powell for being an affiliated director while sitting on a key board committee.

Vote Result: Preetha Reddy – 43% AGAINST; Kendall Powell – 14% AGAINST



Gas Natural Inc.

Issue: Increase Authorized Common Stock

Reason: CalPERS believes the request is excessive and the additional shares could be used as an anti-takeover measure.

Vote Result: 24% AGAINST



Cheniere Energy Inc.

Issue: Elect Directors

Reason: CalPERS withheld vote from Randy Foutch for being an over-boarded director – Mr. Foutch is an executive of a public company while sitting on more than 3 company boards.

Vote Result: Randy Foutch – 24% AGAINST



Illumina Inc.

Issue: Adoption of a Exclusive Venue Provision

Reason: CalPERS believes companies should not attempt to restrict the venue for shareowner claims by adopting charter or bylaw provisions that seek to establish an exclusive forum.

Vote Result: 29% AGAINST



Sprint Corp.

Issue: Ratification of Auditor

Reason: CalPERS believes fees for non-audit services exceeding 50% are excessive.

Vote Result: 4% AGAINST

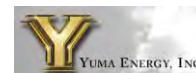


Yuma Energy Inc.

Issue: Eliminate Cumulative Voting

Reason: CalPERS is a firm supporter of cumulative voting.

Vote Result: 16% AGAINST



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

		AusNet Services Country: Australia Issue: Election of Directors Reason: CalPERS voted against the re-election of Sun Jianxing for being an affiliated director while serving on a key committee of the board. Vote Result: 17% AGAINST	
		Far East Consortium International Ltd Country: Cayman Islands Issue: Authority to Issue Shares without Preemptive Rights Reason: Consistent with CalPERS Global Principles of Accountable Corporate Governance. We support the protection of preemptive rights. Vote Result: 15% AGAINST	
		Ryanair Holdings Plc. Country: Ireland Issue: Remuneration Report Reason: CalPERS has concerns the company has not adequately linked pay and financial performance. Vote Result: 28% AGAINST	
		Askul Corporation Country: Japan Issue: Election of Directors Reason: Withhold vote from director nominee Mikinao Kitada. CalPERS believes a majority of the statutory auditors should be independent. Vote Result: 8% AGAINST	
		3i Group Plc. Country: United Kingdom Issue: Authority to set general meeting notice period at 14 days Reason: CalPERS believes the shortened time period may not allow shareowners sufficient time to make a voting decision. Vote Result: 9% AGAINST	
		Experian Plc. Country: United Kingdom Issue: Remuneration Report Reason: CalPERS has concerns the company has not adequately linked pay and financial performance. Vote Result: 20% AGAINST	

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

✓	Ralph Lauren Corp. Issue: Request for Human Rights Reporting Reason: CalPERS believes corporations should disclose practices related to the protection of human rights. Votes Result: 12% FOR	
✓	Airgas 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: Proposal withdrawn request implemented by company	
✓	Airgas Inc. Issue: Declassify the Board of Directors Reason: CalPERS is a firm supporter of annual director elections. Votes Result: 71% FOR	
✓	IXYS Corp. Issue: Regarding Board Diversity Reason: Consistent with CalPERS Principles board diversity should be thought of in terms of skill sets, gender, age, nationality, race, and under-represented groups. Votes Result: Proposal withdrawn request implemented by company	
✓	H&R Block Inc. 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: 36% FOR	
✓	Mckesson Inc. Issue: Regarding Right to Act by Written Consent Reason: CalPERS believes shareowners should have the right to act by written consent. Votes Result: 36% FOR	
✓	Lakes Entertainment Inc. Issue: Regarding Approval of Poison Pills Reason: CalPERS believes companies should not enact or amend a poison pill without shareowner approval. Votes Result: 33% FOR	

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



General Mills Inc.

Issue: Request to adopt a Policy Removing all GMO Ingredients from Products

Reason: CalPERS believes the proponent's request on the topic is unnecessary due to the company's existing policies and compliance with government regulations.

Vote Result: 98% AGAINST



Netapp Inc.

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: 95% AGAINST



Safeway Co.

Issue: Request to Label Products with GMO Ingredients

Reason: CalPERS believes the proponent's request on the topic is unnecessary due to the company's existing policies and compliance with government regulations.

Vote Result: 90% AGAINST



FedEx Corp.

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: 97% AGAINST



FedEx Corp.

Issue: Request to Exclude Abstentions from Vote Calculation

Reason: CalPERS believes the proponent's request is unnecessary as the company's vote counting methodology is consistent for management and shareowner proposals.

Vote Result: 92% AGAINST



Domestic Executive Compensation Proposals: Examples of CalPERS FOR Votes



Legg Mason Inc.

Issue: Employee 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: 98% FOR



La-Z-Boy Inc.

Issue: Say-on-Pay

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.

Vote Result: 98% FOR



H&R Block Inc.

Issue: Cash-Based Incentive Plan

Reason: Proposal is in line with CalPERS Global Principles of Accountable Corporate Governance related to annual incentive awards.

Vote Result: 98% FOR



Cosi Inc.

Issue: Long-Term 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: 97% FOR



Applied Micro Circuits Corp.

Issue: Employee Stock Purchase

Reason: Proposal is in line with CalPERS Global Principles of Accountable Corporate Governance related to stock purchase plans.

Vote Result: 97% FOR



Conagra Foods Inc.

Issue: Amend Long-Term 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: 89% FOR



Safeway Inc.

Issue: Advisory Vote on Golden Parachutes

Reason: Consistent with CalPERS Global Principles of Accountable Corporate Governance there are no concerns related to problematic severance provisions.

Result: 98% FOR



Domestic Executive Compensation Proposals: Examples of CalPERS AGAINST Votes



Commvault System Ins.

Proposal: Say-on-Pay

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

Vote Result: 73% AGAINST



Hudson Technologies Inc.

Issue: Long-Term Incentive Plan

Reason: The company incentive plan includes an evergreen provision and allows for the re-pricing of stock options.

Vote Result: 13% AGAINST



North Valley Bancorp

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: 35% AGAINST



Electronic Arts 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



Pepco Holdings Inc.

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: 44% AGAINST



Applied Micro Circuits Corp.

Proposal: Say-on-Pay

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

Vote Result: 54% AGAINST



Exar Corp.

Proposal: 2013 Incentive Plan

Reason: CalPERS believes the plan cost is too costly compared to peers.

Vote Result: 25% AGAINST

