

## 2013 SAY ON PAY VOTING RESULTS

As of December 31, 2013

	Sample Size	# of Companies		Fail Rate	Average Vote*			% of Sample by "For" Vote Result*			
		Pass	Fail		For	Against	Abstain	>90%	70% - 90%	50% - 70%	<50%
<b>Total Sample</b>	<b>3,363</b>	<b>3,290</b>	<b>73</b>	<b>2.2%</b>	<b>89.8%</b>	<b>8.4%</b>	<b>1.8%</b>	<b>70.6%</b>	<b>20.8%</b>	<b>6.2%</b>	<b>2.3%</b>
Passed Say on Pay	3,290				91%	7%	2%	72%	21%	6%	0%
Failed Say on Pay	73				37%	60%	3%	-	-	-	100%
<b>Revenue</b>											
Less than \$1B	2,251	2,205	46	2%	90%	8%	2%	69%	22%	6%	2%
\$1B - \$2B	320	307	13	4%	89%	10%	1%	72%	17%	7%	4%
\$2B - \$5B	363	356	7	2%	92%	7%	1%	77%	17%	4%	2%
\$5B - \$10B	193	191	2	1%	90%	8%	1%	74%	18%	7%	1%
Greater than \$10B	236	231	5	2%	88%	10%	1%	68%	22%	8%	2%
<b>Market Cap (as of 12/31/2012)</b>											
Less than \$1B	2,073	2,033	40	2%	90%	8%	2%	68%	24%	6%	2%
\$1B - \$2B	383	368	15	4%	90%	9%	1%	75%	14%	7%	4%
\$2B - \$5B	407	397	10	2%	90%	9%	1%	75%	16%	7%	2%
\$5B - \$10B	195	193	2	1%	90%	9%	1%	74%	18%	7%	1%
Greater than \$10B	305	299	6	2%	90%	9%	1%	73%	18%	7%	2%
<b>Industry (GICS Sector)</b>											
Consumer Discretionary	440	430	10	2%	90%	9%	2%	72%	19%	7%	2%
Consumer Staples	131	130	1	1%	91%	7%	3%	73%	18%	8%	1%
Energy	205	200	5	2%	89%	9%	2%	68%	20%	10%	2%
Financials	812	800	12	1%	90%	8%	2%	71%	23%	5%	2%
Health Care	477	461	16	3%	89%	10%	2%	67%	22%	7%	4%
Industrials	447	439	8	2%	91%	7%	2%	75%	19%	4%	2%
Information Technology	557	542	15	3%	89%	9%	2%	71%	18%	8%	3%
Materials	177	173	4	2%	90%	8%	2%	71%	23%	3%	3%
Telecommunication Services	34	33	1	3%	88%	10%	2%	59%	32%	6%	3%
Utilities	83	82	1	1%	90%	8%	2%	66%	29%	4%	1%

\* Rounded