



Suffolk CC Pension Fund

PROXY VOTING REVIEW

PERIOD 1st July 2016 to 30th September 2016

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1 Resolution Analysis

- Number of resolutions voted: 149 (note that it MAY include non-voting items).
- Number of resolutions opposed by client: 16

1.1 Number of meetings voted by geographical location

Location	Number of Meetings Voted
UK & BRITISH OVERSEAS	10
EUROPE & GLOBAL EU	1
USA & CANADA	2
ASIA	1
JAPAN	1
TOTAL	15

1.2 Number of Resolutions by Vote Categories

Vote Categories	Number of Resolutions
For	129
Abstain	2
Oppose	16
Non-Voting	2
Not Supported	0
Withhold	0
US Frequency Vote on Pay	0
Withdrawn	0
TOTAL	149

1.3 Number of Votes by Region

	For	Abstain	Oppose	Non-Voting	Not Supported	Withhold	Withdrawn	US Frequency Vote on Pay	Total
UK & BRITISH OVERSEAS	95	2	8	0	0	0	0	0	105
EUROPE & GLOBAL EU	4	0	0	2	0	0	0	0	6
USA & CANADA	13	0	5	0	0	0	0	0	18
ASIA	7	0	1	0	0	0	0	0	8
JAPAN	10	0	2	0	0	0	0	0	12
TOTAL	129	2	16	2	0	0	0	0	149

1.4 Votes Made in the Portfolio Per Resolution Category

	Portfolio						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	11	1	2	0	0	0	0
Articles of Association	1	0	0	0	0	0	0
Auditors	11	0	2	0	0	0	0
Corporate Actions	5	0	0	0	0	0	0
Corporate Donations	2	1	1	0	0	0	0
Debt & Loans	3	0	0	0	0	0	0
Directors	57	0	3	0	0	0	0
Dividend	6	0	1	0	0	0	0
Executive Pay Schemes	1	0	1	0	0	0	0
Miscellaneous	9	0	1	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	2	0	0	0
Say on Pay	0	0	2	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	15	0	3	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.5 Votes Made in the UK Per Resolution Category

	UK						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	8	1	2	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	10	0	0	0	0	0	0
Corporate Actions	2	0	0	0	0	0	0
Corporate Donations	2	1	1	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	39	0	2	0	0	0	0
Dividend	5	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	6	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	15	0	3	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.6 Votes Made in the US Per Resolution Category

US/Global US & Canada

	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	0	0	1	0	0	0	0
Corporate Actions	1	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	11	0	0	0	0	0	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	1	0	0	0	0
Miscellaneous	1	0	1	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	2	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0

1.7 Votes Made in the EU Per Resolution Category

	EU & Global EU						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	0	0	0	0	0	0	0
Articles of Association	0	0	0	0	0	0	0
Auditors	0	0	0	0	0	0	0
Corporate Actions	2	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	0	0	0	0	0	0	0
Directors	0	0	0	0	0	0	0
Dividend	0	0	0	0	0	0	0
Executive Pay Schemes	0	0	0	0	0	0	0
Miscellaneous	2	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	2	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.8 Votes Made in the GL Per Resolution Category

	Global						
	For	Abstain	Oppose	Non-Voting	Not Supported	Withheld	Withdrawn
All Employee Schemes	0	0	0	0	0	0	0
Annual Reports	3	0	0	0	0	0	0
Articles of Association	1	0	0	0	0	0	0
Auditors	1	0	1	0	0	0	0
Corporate Actions	0	0	0	0	0	0	0
Corporate Donations	0	0	0	0	0	0	0
Debt & Loans	3	0	0	0	0	0	0
Directors	7	0	1	0	0	0	0
Dividend	1	0	1	0	0	0	0
Executive Pay Schemes	1	0	0	0	0	0	0
Miscellaneous	0	0	0	0	0	0	0
NED Fees	0	0	0	0	0	0	0
Non-Voting	0	0	0	0	0	0	0
Say on Pay	0	0	0	0	0	0	0
Share Capital Restructuring	0	0	0	0	0	0	0
Share Issue/Re-purchase	0	0	0	0	0	0	0
Shareholder Resolution	0	0	0	0	0	0	0

1.9 Geographic Breakdown of Meetings All Supported

SZ

Meetings	All For	AGM	EGM
0	0	0	0

AS

Meetings	All For	AGM	EGM
1	0	0	0

UK

Meetings	All For	AGM	EGM
10	5	0	5

EU

Meetings	All For	AGM	EGM
1	0	0	0

SA

Meetings	All For	AGM	EGM
0	0	0	0

GL

Meetings	All For	AGM	EGM
0	0	0	0

JP

Meetings	All For	AGM	EGM
1	0	0	0

US

Meetings	All For	AGM	EGM
2	0	0	0

TOTAL

Meetings	All For	AGM	EGM
15	5	0	5

1.10 List of all meetings voted

Company	Meeting Date	Type	Resolutions	For	Abstain	Oppose
LONDON STOCK EXCHANGE GROUP PLC	04-07-2016	COURT	1	1	0	0
LONDON STOCK EXCHANGE GROUP PLC	04-07-2016	EGM	2	2	0	0
BT GROUP PLC	13-07-2016	AGM	21	19	2	0
EMC CORPORATION	19-07-2016	EGM	3	1	0	2
LAND SECURITIES GROUP PLC	21-07-2016	AGM	19	18	0	1
VODAFONE GROUP PLC	29-07-2016	AGM	23	19	0	4
CA INC.	03-08-2016	AGM	15	12	0	3
APOLLO HOSPITALS ENTERPRISES	12-08-2016	AGM	8	7	0	1
ARM HOLDINGS PLC	30-08-2016	COURT	1	1	0	0
ARM HOLDINGS PLC	30-08-2016	EGM	1	1	0	0
DIAGEO PLC	21-09-2016	AGM	21	19	0	2
AUTO TRADER GROUP PLC	22-09-2016	AGM	15	14	0	1
DON QUIJOTE CO LTD	28-09-2016	AGM	12	10	0	2
ANHEUSER-BUSCH INBEV SA	28-09-2016	EGM	6	4	0	0
AUTO TRADER GROUP PLC	29-09-2016	EGM	1	1	0	0

2 Notable Oppose Vote Results With Analysis

Note: Here a notable vote is one where the Oppose result is at least 10%.

VODAFONE GROUP PLC AGM - 29-07-2016

6. Re-elect Dr Mathias Döpfner

Independent non-executive director.

Vote Cast: *For*

Results: For: 84.9, Abstain: 1.1, Oppose/Withhold: 14.0,

23. Meeting Notification-related Proposal

All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. However, as the proposed change is permissible by the Companies Act, support is recommended.

Vote Cast: *For*

Results: For: 87.2, Abstain: 0.9, Oppose/Withhold: 11.9,

CA INC. AGM - 03-08-2016

5. Ratify Stockholder Protection Rights Agreement

The Board has asked shareholders to ratify a November 2015 Stockholder Protection Rights Agreement (Rights Agreement) entered into with the Computershare Trust Company, N.A. as rights agent. The Rights Agreement is substantially similar to an expired rights agreement that was previously approved by shareholders in 2013, 2010 and 2007. The threshold for triggering the provisions of the Rights Agreement is the acquisition of 20% of the shares of the Company. It is considered that a Rights Agreement may lead to management entrenchment and discourage legitimate tender offers and a company's chances of receiving a takeover offer in the first place may be reduced by the presence of this Agreement. However, this Rights agreement has a relatively short term (three years) and that it will not be triggered by a fully-funded tender offer to at least a majority of the shares outstanding. The Rights Agreement clearly states what would count as a 'Qualifying Offer' and further, it contains a 'Sunset Provision'. On this basis, shareholders are advised to support the resolution.

Vote Cast: *For*

Results: For: 74.0, Abstain: 0.1, Oppose/Withhold: 26.0,

3 Oppose/Abstain Votes With Analysis

BT GROUP PLC AGM - 13-07-2016

2. Approve the Remuneration Report

Disclosure: All elements of each director's remuneration are disclosed. All share incentive awards are fully disclosed with award dates and prices.

Balance: The changes in the CEO pay over the last five years are considered in line with the changes in Company's TSR performance over the same period. However, the CEO's variable pay for the year under review is considered excessive at more than 400% of salary. The ratio of CEO pay compared to average employee pay is also not appropriate at 58:1. Also, the changes in CEO salary are not considered in line with the rest of the Group.

Rating: AC.

Based on this rating it is recommended that Suffolk abstain.

Vote Cast: *Abstain*

Results: For: 95.0, Abstain: 3.5, Oppose/Withhold: 1.4,

21. Approve Political Donations

Authority is sought for British Telecommunications plc, a wholly-owned subsidiary of the Company, to make donations to parties and/or independent election candidates not exceeding £75,000 in total; and organisations other than political parties not exceeding £25,000 in total. The Company's policy is that no company in the group will make contributions in cash or kind to any political party, whether by gift or loan.

During 2015/16, the company's wholly-owned subsidiary, British Telecommunications plc, paid the costs of attending the Conservative party corporate day and helped, with others, defray the costs of an economists' dialogue, and associated report, hosted by the independent Centre for European Reform think-tank in the EU referendum context. These costs totalled £4,192 (2014/15: £2,579). The nature and rationale behind these costs is unclear, and further disclosure would be welcomed. On this basis, an abstain vote is recommended.

Vote Cast: *Abstain*

Results: For: 97.1, Abstain: 1.4, Oppose/Withhold: 1.5,

EMC CORPORATION EGM - 19-07-2016

2. Advisory Vote on Executive Compensation

The Board is seeking shareholders' approval of the compensation payable to the Company's Named Executive Officers (NEOs) in connection with the Merger. PIRC considers that payments relating to merger and acquisition transactions have the potential to interfere with the exercise of objective judgement by the board responsible for making the decision in the best interests of shareholders. This is particularly the case where board members include NEOs who will receive such payments; but even where this is not the case the quantum of such payments can represent a conflict of interest in board deliberations of the relevant transaction.

In considering whether NEO payments related to the Merger are appropriate PIRC seeks to identify whether amounts normally payable to NEOs are enhanced as a result of the change in control and include elements that are not pro-rated against performance or earned by service prior to payment. The Company provides for double-trigger severance payments as they will only be payable in the event of a qualifying termination of his or her employment immediately following the completion of the transaction, plus pro-rata target bonus for the year of termination. However the unvested EMC restricted stock units held by the named executive officers will be accelerated immediately prior to the completion of the transaction. An oppose vote is recommended.

Vote Cast: *Oppose*

Results: For: 92.5, Abstain: 2.3, Oppose/Withhold: 5.2,

3. To adjourn the special meeting, to solicit additional proxies

The Board proposes to adjourn the special meeting, if necessary, to permit further solicitation of proxies. Opposition is recommended as it is considered that if a sufficient number of votes are cast at the meeting for a quorum to be present, the outcome should be considered representative of shareholder opinion.

Vote Cast: *Oppose*

Results: For: 90.8, Abstain: 0.7, Oppose/Withhold: 8.5,

LAND SECURITIES GROUP PLC AGM - 21-07-2016

18. Issue Shares for Cash for purposes of acquisitions or capital investments

The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority is sufficient enough. Best practice is to seek special authority from shareholders in relation to specific transactions if such situations arise. Otherwise, the Company should use the general authority, as described in resolution 17, to finance small transactions. An oppose vote is therefore recommended.

Vote Cast: *Oppose*

Results: For: 94.8, Abstain: 0.6, Oppose/Withhold: 4.6,

VODAFONE GROUP PLC AGM - 29-07-2016

11. Re-elect Nick Land

Non-Executive Director. Not considered independent due to a tenure of more than nine years. However there is sufficient independent representation on the Board. He is a non-independent member of the Audit Committee which does not meet Suffolk guidelines.

Vote Cast: *Oppose*

Results: For: 97.7, Abstain: 1.9, Oppose/Withhold: 0.4,

13. Re-elect Philip Yea

Senior Independent Director. Not considered independent as he has been on the Board for more than nine years and as he was on the advisory board of PwC, the current Auditor of the Company, until January 2014.

He is a non-independent member of the Audit Committee which does not meet Suffolk guidelines.

PIRC issue: It is considered that a Senior Independent Director should meet all criteria of independence, in order to fulfil the responsibilities assigned to that role.

Vote Cast: *Oppose*

Results: For: 96.5, Abstain: 1.2, Oppose/Withhold: 2.3,

15. Approve the Remuneration Report

Disclosure: Specific targets are not disclosed for the annual bonus non-financial performance measures.

Balance: The CEO's total realised variable pay is considered excessive at circa 300% of salary (Annual Bonus: 117%, LTIP: 183%). The ratio of CEO to average employee pay has been estimated and is found unacceptable at 88:1. The CEO's salary is above upper quartile in PIRC's comparator group, as such it is considered excessive.

Rating: AD.

Based on this rating it is recommended that Suffolk oppose.

Vote Cast: *Oppose*

Results: For: 94.4, Abstain: 2.6, Oppose/Withhold: 3.0,

20. Reissue Treasury Shares with Pre-emption Rights Disapplied in connection with an acquisition or specified capital investment

The Board is seeking approval to issue up to an additional 5% of the Company's treasury shares for cash for use only in connection with an acquisition or specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority is sufficient enough. Best practice is to seek special authority from shareholders in relation to specific transactions if such situations arise. Otherwise, the Company should use the general authority, as described in resolution 18, to finance small transactions. An oppose vote is therefore recommended.

Vote Cast: *Oppose*

Results: For: 91.9, Abstain: 0.3, Oppose/Withhold: 7.8,

CA INC. AGM - 03-08-2016

2. Appoint the auditors

KPMG proposed. Non-audit fees represented 6.59% of audit fees during the year under review and 6.04% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.

Vote Cast: *Oppose*

Results: For: 98.9, Abstain: 0.1, Oppose/Withhold: 1.0,

3. Advisory vote on executive compensation

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDC. Based on this rating, it is recommended that shareholders oppose.

Vote Cast: *Oppose*

Results: For: 92.5, Abstain: 0.1, Oppose/Withhold: 7.4,

4. Re-approve CA, Inc. 2011 Equity Incentive Plan

The Board has asked shareholders to re-approve the material terms of the performance goals in the CA, Inc. 2011 Equity Incentive Plan (Plan) for the purposes of Section 162(m) of the Internal Revenue Code of 1986. Section 162(m) requires that shareholders approve the material terms of the Plan at least every five years in order for the Company to qualify for certain tax deductions. No amendments have been proposed.

The Plan identifies a number of performance goals that may be used, but leaves it to the discretion of the Compensation Committee as to which metrics are chosen. Shareholders cannot tell from the Plan what performance targets (if any) would be applied to the metrics selected by the Committee. Given that, there is no meaningful way that shareholders can approve or re-approve performance goals of which they have scant prior knowledge. Accordingly, a vote to oppose is recommended.

Vote Cast: *Oppose*

Results: For: 98.1, Abstain: 0.1, Oppose/Withhold: 1.9,

APOLLO HOSPITALS ENTERPRISES AGM - 12-08-2016**4. *Appoint the Auditors***

M/s. S. Viswanathan proposed. Non-audit fees represented 34.22% of audit fees during the year under review and 39.95% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The date of appointment of the current audit firm is undisclosed, meaning the length of tenure is not known. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Opposition is thus recommended.

Vote Cast: *Oppose*

DIAGEO PLC AGM - 21-09-2016**2. *Approve the Remuneration Report***

Disclosure: Overall disclosure is considered acceptable.

Balance: The CEO's total realised variable pay is considered excessive at 242.6% of salary (Annual Bonus: 129.6%, PSP: 113%). Awards granted during the year are considered excessive considering that the DLTIP award alone was made at 750% of salary (equating to 500% of salary in performance share equivalents). The CEO's salary is considered in the upper quartile of a peer comparator group.

Rating: AD.

Based on this rating it is recommended that Suffolk oppose.

Vote Cast: *Oppose*

Results: For: 94.7, Abstain: 0.1, Oppose/Withhold: 5.2,

21. *Approve Political Donations*

Proposal to make political donations to political parties and/or independent election candidates, political organisations other than political parties, and to incur political expenditure up to a total of to £100,000. The aggregate total is within recommended limits and the authority expires at the next AGM. However, the group made contributions to (non-EU) political parties totalling £0.4 million (2015: £0.5 million) during the year. An oppose vote is recommended.

Vote Cast: *Oppose*

Results: For: 96.2, Abstain: 0.3, Oppose/Withhold: 3.5,

AUTO TRADER GROUP PLC AGM - 22-09-2016**13. *Authorise the partial disapplication of pre-emption rights in connection with an acquisition or specified capital investment***

The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority is sufficient enough. Best practice is to seek special authority from shareholders in relation to specific transactions if such situations arise. Otherwise, the Company should use the general authority, as described in resolution 12, to finance small transactions. An oppose vote is therefore recommended.

Vote Cast: *Oppose*

Results: For: 91.6, Abstain: 0.4, Oppose/Withhold: 8.1,

DON QUIJOTE CO LTD AGM - 28-09-2016*1. Appropriation of Surplus*

Japanese companies seek specific authority for the appropriation of any surplus in earnings and this authority includes any distribution of a dividend. The approach to such resolutions rests on the degree to which the dividend payout ratio is in line with the level of distribution which investors could reasonably expect. A dividend of 17 yen per share is proposed and the dividend payout ratio is approximately 13.9%, which is less than shareholders could reasonably expect.

Vote Cast: Oppose

3.1. Elect Koji Oohara

President, Representative Director. It is considered that it is the responsibility of the most senior Board members to ensure that there is appropriate outside oversight of Board decisions. As there is inadequate outside presence on the Board (less than three outside directors) an oppose vote on the most senior directors is recommended.

Vote Cast: Oppose

4 Appendix

The regions are categorised as follows:

ASIA	China; Hong Kong; Indonesia; India; South Korea; Laos; Macao; Malaysia; Philippines; Singapore; Thailand; Taiwan; Papua New Guinea; Vietnam
SANZA	Australia; New Zealand; South Africa
EUROPE/GLOBAL EU	Albania; Austria; Belgium; Bosnia; Bulgaria; Croatia; Cyprus; Czech Republic; Denmark; Estonia; France; Finland; Germany; Greece; Hungary; Ireland; Italy; Latvia; Liechtenstein; Lithuania; Luxembourg; Moldova; Monaco; Montenegro; Netherlands; Norway; Poland; Portugal; Spain; Sweden; Switzerland
JAPAN	Japan
USA/CANADA	USA; Canada; Bermuda
UK/BRIT OVERSEAS	UK; Cayman Islands; Gibraltar; Guernsey; Jersey
SOUTH AMERICA	Argentina; Bolivia; Brazil; Chile; Colombia; Costa Rica; Cuba; Ecuador; El Salvador; Guatemala; Honduras; Mexico; Nicaragua; Panama; Paraguay; Peru; Uruguay; Venezuela
REST OF WORLD	Any Country not listed above

The following is a list of commonly used acronyms and definitions.

Acronym	Description
AGM	Annual General Meeting
CEO	Chief Executive Officer
EBITDA	Earnings Before Interest Tax Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FY	Financial Year
KPI	Key Performance Indicators - financial or other measures of a company's performance
LTIP	Long Term Incentive Plan - Equity based remuneration scheme which provides stock awards to recipients
NED	Non-Executive Director
NEO	Named Executive Officer - Used in the US to refer to the five highest paid executives
PLC	Publicly Listed Company
PSP	Performance Share Plan
ROCE	Return on Capital Employed
SID	Senior Independent Director
SOP	Stock Option Plan - Scheme which grants stock options to recipients
TSR	Total Shareholder Return - Stock price appreciation plus dividends

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