

## 2014 Proxy Season Sees Intense Shareholder Activism and Lower Support for Pay Plans

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NEW YORK, Oct. 15, 2014 /PRNewswire/ -- [Broadridge Financial Solutions, Inc.](#) (NYSE: BR) and [PwC's Center for Board Governance](#) today released their final [ProxyPulse™](#) report for the 2014 season, covering all 4,113 U.S. shareholder meetings from January 1 to June 30, 2014.

This edition of ProxyPulse offers data and analytics on topics including share ownership, director elections, "say-on-pay," shareholder proposals, proxy material distribution and voting mechanics.

"Shareholder activism remains intense, most notably for the largest companies," said Mary Ann Cloyd, leader of PwC's Center for Board Governance. "Although the number of reported proxy contests and 'no vote' campaigns decreased from last season, a significant number of campaigns were resolved without a shareholder vote."

Chuck Callan, Senior Vice President, Regulatory Affairs, Broadridge, added, "There were increases both in the number of shareholder proposals to split the roles of Chair and CEO, and in the number of pay plans that failed to receive a majority of street shares voted in support. On the topic of director elections, shareholder support for directors remains strong, yet out of 22,554 directors up for election, 1,180 failed to attain the support of at least 70% of the shares voted."

In today's release, key findings highlighted by Broadridge and PwC include:

- On average, directors were elected with 96% of the voted shares cast in favor. Support levels were highest at the largest firms, with 93% of director elections attaining votes in the 90-100% support range. In contrast, support levels were lowest at the smallest firms – where 75% of the voted shares were cast in the 90-100% support range.
- Shareholder proposals to split the roles of Chair and CEO increased this year, with 62 proposals in 2014 compared to 53 in 2013. Average support was 30% and six proposals received majority support of the street shares voted.
- In total, institutional shareholders held 71% of street shares and retail shareholders held 29% –reflecting a continuing trend toward professional investment management.
- There was a season-over-season increase in the number of pay plans that failed to receive majority shareholder support – 123 in 2014 compared to 104 in 2013. But overall, shareholders continue to support "say-on-pay" proposals at high levels. Average support was 89%, about the same as in 2013.

The report is based upon Broadridge's processing of shares held in street name, which accounts for over 80% of all shares outstanding of U.S. publicly-listed companies. In addition, it provides perspectives from PwC's annual surveys of directors and investors. Visit [ProxyPulse.com](#) to access the full report.

ProxyPulse is a collaboration between Broadridge, the leading provider of investor communication solutions for financial services firms, mutual funds and corporate issuers globally, and PwC's Center for Board Governance, a group within PwC whose mission is to help directors effectively meet the challenges of their critical roles.

### About Broadridge

Broadridge Financial Solutions, Inc. (NYSE: BR) is the leading provider of investor communications and technology-driven solutions for broker-dealers, banks, mutual funds and corporate issuers globally. Broadridge's investor communications, securities processing and business process outsourcing solutions help clients reduce their capital investments in operations infrastructure, allowing them to increase their focus on core business activities. With over 50 years of experience, Broadridge's infrastructure underpins proxy voting services for over 90% of public companies and mutual funds in North America, and processes more than \$5 trillion in fixed income and equity trades per day. Broadridge employs approximately 6,700 full-time associates in 14 countries.

For more information about Broadridge, please visit [www.broadridge.com](http://www.broadridge.com).

### About PwC's Center for Board Governance

PwC's Center for Board Governance is a group within PwC whose mission is to help directors effectively meet the challenges of their critical roles. This is done by sharing governance leading practices, publishing thought leadership and offering forums on current issues.

For more information, please visit <http://www.pwc.com/US/CenterForBoardGovernance>.

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