

Micro Cap Companies Have Had a Significant Decrease in Shareholder Support for Say-on-Pay, Finds New Report from Broadridge and PwC US

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NEW YORK, June 20, 2016 /PRNewswire/ -- [Broadridge Financial Solutions, Inc.](#) (NYSE:BR) and [PwC's Governance Insights Center](#) today released their [ProxyPulse™](#) report for the 2016 proxy mid-season analyzing data from 1,881 U.S. public company shareholder meetings held between January 1, 2016 and May 15, 2016.

The report revealed that say-on-pay support at micro-cap companies fell 10 percentage points from the same period last year, while small-cap companies saw a decrease in say-on-pay support of two percentage points from 2015 to 87 percent this year.

"Say-on-pay continues to foster discussion between companies of all sizes and their shareholders," said Chuck Callan, senior vice president, regulatory affairs, Broadridge.

Another finding in the report is that support for directors weakened over the same period last year. Although there were fewer directors standing for election, more directors failed to achieve majority support this year than last. Almost half of the companies that had at least one director fail to gain majority support last year also had a director fail to do so this year.

Proxy access continues to be a major theme this season. "So far this proxy season, over 30 shareholder proposals for proxy access came to a vote and more than half have failed to achieve majority support. Although overall support was slightly lower than last year, many companies have voluntarily adopted proxy access bylaws -- thereby averting a shareholder vote," said Paul DeNicola, managing director of PwC's Governance Insights Center.

The report also includes a preview of demographic data on US equity shareholders.

About ProxyPulse

ProxyPulse is based in part on Broadridge's processing of shares held in street name, which accounts for over 80 percent of all shares outstanding of U.S. publicly-listed companies. Shareholder voting trends during a proxy season represent a snapshot in time and may not be predictive of full-year results.

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 Governance Insights Center a group that supports directors and investors with governance knowledge to answer tough questions and tackle complex challenges. Visit [ProxyPulse.com](#) to access the full report.

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 managed services 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 on average \$5 trillion in equity and fixed income trades per day. Broadridge employs approximately 7,400 full-time associates in 14 countries.

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

About PwC US

At PwC, our purpose is to build trust in society and solve important problems. We're a network of firms in 157 countries with more than 208,000 people who are committed to delivering quality in assurance, advisory and tax services. Find out more and tell us what matters to you by visiting us at [www.pwc.com](#).

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About PwC's Governance Insights Center

We support you with governance knowledge to answer tough questions and tackle complex challenges. Learn from our network of subject-matter experts, business leaders, and experienced peers as they share their insights and the latest thinking on current issues. Beyond governance, we help directors and investors alike better understand new financial accounting standards so they can make better oversight and investment decisions. You can count on us to help you connect all the dots for a more complete perspective — and step ahead with confidence. For more information about PwC's Governance Insights Center, please visit <http://www.pwc.com/us/en/governance-insights-center>

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