



# S&P 500 AGM VOTING RESULTS

1/1/18 - 5/15/18, vs. YEAR-AGO PERIOD

Midway through the AGM season, 2018 is looking a lot like 2017. With 256 companies in the S&P 500 reporting AGM results, shareholder support for management across all agenda items clocks in at 95%, same as last year. But, this high overall rate, including a 97% “with” rate on director elections (75% of all agenda items) masks a number of contentious, though isolated, votes.

Proposal Group / Category	2018 YTD						Change	2017 Comparable Period				
	# of proposals	Avg % Mgmt Support	Avg % Mgmt Opposition	Avg % Abstention	Minimum % Mgmt Support	Company with Lowest Mgmt. Support On Proposal		Chg % Avg Mgmt Support Vs. 2017	# of proposals	Avg % Mgmt Support	Avg % Mgmt Opposition	Avg % Abstention
<b>Audit</b>	<b>227</b>	<b>97.6%</b>	<b>2.2%</b>	<b>0.2%</b>	<b>64.6%</b>	<b>General Electric Company</b>	<b>(0.3)%</b>	<b>256</b>	<b>98.0%</b>	<b>1.8%</b>	<b>0.2%</b>	<b>75.8%</b>
Ratify Auditors	227	97.6%	2.2%	0.2%	64.6%	General Electric Company	(0.3)%	256	98.0%	1.8%	0.2%	75.8%
<b>Capitalization</b>	<b>21</b>	<b>94.0%</b>	<b>5.4%</b>	<b>0.5%</b>	<b>71.1%</b>	<b>Verizon Communications, Inc.</b>	<b>(1.1)%</b>	<b>16</b>	<b>95.1%</b>	<b>4.3%</b>	<b>0.6%</b>	<b>78.8%</b>
Issue New Equity	14	96.4%	3.1%	0.5%	86.6%	Advanced Micro Devices, Inc.	0.8%	12	95.6%	3.7%	0.7%	83.4%
Other Capital Structure Changes	7	89.2%	10.1%	0.7%	71.1%	Verizon Communications, Inc.	(4.4)%	4	93.6%	6.1%	0.3%	78.8%
<b>Compensation</b>	<b>291</b>	<b>91.4%</b>	<b>8.1%</b>	<b>0.6%</b>	<b>24.3%</b>	<b>Ameriprise Financial, Inc.</b>	<b>(1.0)%</b>	<b>379</b>	<b>92.3%</b>	<b>7.1%</b>	<b>0.6%</b>	<b>31.9%</b>
Director Compensation	2	94.5%	5.3%	0.2%	92.6%	Carnival Corporation	5.9%	2	88.5%	11.1%	0.4%	84.9%
Employee / Exec Incentive Plans	41	90.8%	8.8%	0.4%	65.7%	Goldman Sachs Group, Inc.	(2.7)%	88	93.4%	6.2%	0.4%	69.7%
Employee Incentive Compensation	13	98.4%	1.3%	0.3%	95.3%	Agilent Technologies, Inc.	(0.6)%	13	99.0%	0.8%	0.2%	97.1%
Executive Compensation	13	83.9%	15.4%	0.8%	61.0%	Moody's Corporation	(1.7)%	23	85.6%	13.1%	1.3%	64.4%
Say-on-Pay	222	91.5%	7.9%	0.6%	24.3%	Ameriprise Financial, Inc.	(0.8)%	253	92.2%	7.1%	0.7%	31.9%
<b>Director Election</b>	<b>2304</b>	<b>97.2%</b>	<b>2.6%</b>	<b>0.3%</b>	<b>53.0%</b>	<b>Andeavor</b>	<b>0.1%</b>	<b>2537</b>	<b>97.0%</b>	<b>2.7%</b>	<b>0.3%</b>	<b>52.3%</b>
Elect Directors	2304	97.2%	2.6%	0.3%	53.0%	Andeavor	0.1%	2537	97.0%	2.7%	0.3%	52.3%
<b>Environmental/Social</b>	<b>58</b>	<b>69.6%</b>	<b>28.1%</b>	<b>2.3%</b>	<b>39.3%</b>	<b>Kinder Morgan, Inc.</b>	<b>(2.3)%</b>	<b>85</b>	<b>71.9%</b>	<b>23.5%</b>	<b>4.6%</b>	<b>31.9%</b>
Environmental	17	66.8%	31.6%	1.6%	39.3%	Kinder Morgan, Inc.	2.5%	28	64.4%	30.4%	5.2%	31.9%
Political	29	67.1%	30.4%	2.5%	52.2%	The Allstate Corporation	(1.5)%	31	68.6%	27.7%	3.7%	51.6%
Social	12	79.6%	17.8%	2.6%	52.2%	Applied Materials, Inc.	(4.4)%	26	83.9%	11.2%	4.9%	58.9%
<b>Governance</b>	<b>118</b>	<b>70.5%</b>	<b>28.7%</b>	<b>0.8%</b>	<b>13.1%</b>	<b>Costco Wholesale Corporation</b>	<b>(1.4)%</b>	<b>99</b>	<b>72.0%</b>	<b>27.1%</b>	<b>0.9%</b>	<b>23.6%</b>
Board Structure	26	71.2%	27.6%	1.1%	51.2%	Emerson Electric Co.	(1.7)%	24	73.0%	25.9%	1.1%	52.4%
Other Governance	8	91.3%	7.7%	1.0%	55.8%	AmerisourceBergen Corporation	(3.2)%	6	94.5%	5.0%	0.6%	77.6%
Proxy Access	14	72.2%	26.8%	1.0%	65.2%	Edison International	2.6%	26	69.6%	29.6%	0.9%	23.6%
Shareholder Rights	50	60.9%	38.4%	0.7%	48.8%	Gilead Sciences, Inc.	2.5%	23	58.4%	40.6%	1.0%	35.6%
Voting-Related	19	86.1%	13.5%	0.5%	13.1%	Costco Wholesale Corporation	3.4%	20	82.7%	16.5%	0.8%	27.2%
<b>Routine / Other</b>	<b>19</b>	<b>97.0%</b>	<b>2.6%</b>	<b>0.3%</b>	<b>64.2%</b>	<b>TE Connectivity, LTD</b>	<b>1.2%</b>	<b>16</b>	<b>95.8%</b>	<b>3.4%</b>	<b>0.8%</b>	<b>72.4%</b>
Adjourn	1	64.2%	35.6%	0.2%	64.2%	TE Connectivity, LTD	(8.2)%	1	72.4%	27.3%	0.3%	72.4%
Amend Bylaws-Routine	9	98.2%	1.4%	0.4%	92.4%	Monsanto Company	1.8%	5	96.5%	3.1%	0.4%	86.0%
Routine/Other	8	99.5%	0.3%	0.2%	98.7%	Carnival Corporation	1.7%	10	97.8%	1.2%	1.0%	91.5%

## Key Takeaways:

In the **environmental** arena, not one but two shareholder proposals have received majority support, both on the proxy of Kinder Morgan. These two proposals, concerning an annual sustainability report and an assessment of the long-term impact of climate change, both received over 59% support from shareholders. More broadly, so far this year 9 of 17 (53%) environmental proposals have received more than 30% support, compared with 16 of 28 (57%) proposals last year.

Turning to **political proposals**, Allstate shareholders nearly passed a proposal floated by the Teamsters Union – a slim majority of 52% of shareholders voted against the proposal, concerning disclosure of company spending on political campaigns. Barely halfway through the AGM season, 29 proposals focused on political issues such as lobbying disclosures have reached a vote, with 55% of these garnering heavy (>30%) support, slightly higher than the 48% receiving heavy support on 31 political **proposals** in the same period last year.

Data from Ipreo BD Corporate Governance

## ► FIND OUT MORE ABOUT IPREO

Contact us at [irinfo@ipreo.com](mailto:irinfo@ipreo.com) for more information or +1-212-849-3788

Copyright © 2018 Ipreo. All rights reserved. Articles are published without any responsibility for any loss resulting from any action or decision by any person as a result of any information contained herein.