

Press Release
August 21, 2012

Shareholder Rights Project and Massachusetts Pension Reserves Investment Management Board Announce Collaboration to Facilitate Annual Elections in Public Companies

CAMBRIDGE, MA - The Shareholder Rights Project (SRP) and the Massachusetts Pension Reserves Investment Management Board (PRIM) are pleased to announce that they are working together to encourage a significant number of public companies to consider moving to annual elections during the 2012 and 2013 proxy seasons.

PRIM, on behalf of the Pension Reserves Investment Trust (PRIT) Fund, which it manages, has submitted shareholder proposals to twenty companies that have classified boards, and the SRP has been representing and advising PRIM and the PRIT Fund in connection with these proposals. The proposals, which were submitted for voting at the companies' next annual meetings, urge a repeal of the companies' classified board structures and a move to annual elections.

The SRP and PRIM are currently engaging with a number of the companies that received declassification proposals, and are pleased to report negotiated outcomes with four of these companies. These companies have entered into agreements to bring management proposals to declassify their boards of directors. PRIM and the SRP commend the companies entering into such agreements for their responsiveness to shareholder concerns and for their willingness to move to annual elections.

Annual elections are widely viewed as corporate governance best practice. Moving to annual elections could make directors more accountable and thereby contribute to improving performance and increasing firm value.

The PRIM Board is charged with the general supervision of the PRIT Fund, with pension assets exceeding \$49 billion. The PRIT Fund is a pooled investment fund that invests the assets of the Massachusetts Teachers' and State Employees' Systems, and the assets of county, authority, district, and municipal retirement systems that choose to invest in the PRIT Fund. More information about the PRIM Board and the PRIT Fund can be found at <http://www.mapension.com>.

The Shareholder Rights Project is a clinical program at Harvard Law School that assists public pension funds and charitable organizations to improve corporate governance at publicly traded companies in which they are shareowners. Any views expressed and positions taken by the SRP and its representatives should be attributed solely to the SRP and not to Harvard Law School or Harvard University. During the current proxy season, the SRP is advising and representing several institutional investors in connection with the submission of board declassification proposals to a large number of public companies. More information regarding the SRP can be found at <http://srp.law.harvard.edu>.

Inquiries should be directed to Emily Lewis, Administrative Director of the SRP, at (617) 495-8254 or emlewis@law.harvard.edu.

###