

Press Release
November 28, 2012

Shareholder Rights Project and Massachusetts Pension Reserves Investment Management Board Continue their Collaboration to Encourage Public Companies to Move to Annual Elections

CAMBRIDGE, MA - The Shareholder Rights Project (SRP) and the Massachusetts Pension Reserves Investment Management Board (PRIM) are pleased to announce that, during the 2013 proxy season, they will be continuing their work together to encourage a significant number of public companies to consider moving to annual elections. Their collaboration during the 2012 proxy season has already contributed to moving a number of S&P 500 companies toward annual elections.

PRIM and the SRP are pleased to report that the SRP has submitted shareholder proposals on behalf of PRIM and the Massachusetts Pension Reserves Investment Trust (PRIT) Fund, which PRIM manages, to the following eight S&P 500 and Fortune 500 companies for voting at their 2013 annual meetings:

Air Products and Chemicals, Inc. (APD)	Johnson Controls, Inc. (JCI)
Ashland Inc. (ASH)	Monsanto Company (MON)
Costco Wholesale Corporation (COST)	Rockwell Collins, Inc. (COL)
Jacobs Engineering Group Inc. (JEC)	Varian Medical Systems, Inc. (VAR)

The shareholder proposals urge a repeal of the companies' classified board structures and a move to annual elections, which are widely viewed as corporate governance best practice. A move to annual elections would make directors more accountable and thereby contribute to improving performance and increasing firm value.

PRIM and the SRP expect that, as occurred during the 2012 proxy season, their dialog with companies receiving declassification proposals for 2013 annual meetings will result in agreements to bring management declassification proposals for a vote of shareholder approval.

During the 2012 proxy season, as a result of active engagement with the SRP and PRIM following the submission of proposals, four companies entered into agreements to bring management declassification proposals to a vote, and one of these companies has already declassified following the passage of an agreed-upon management proposal. Additional details regarding the negotiated outcomes resulting from proposals submitted to 2012 annual meetings are available at <http://srp.law.harvard.edu>.

The PRIM Board is charged with the general supervision of the PRIT Fund, with pension assets exceeding \$51 billion and more than 280,000 members. 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. The SRP is working on behalf of eight public pension funds and charitable organizations seeking to improve corporate governance at publicly traded companies in which they are shareowners, as well as on research and policy projects related to corporate governance. 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. More information regarding the SRP can be found at <http://srp.law.harvard.edu>.

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