

SHAREHOLDER DEMOCRACY SUMMIT

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CSCS

2011 SHAREHOLDER DEMOCRACY SUMMIT

MONDAY, OCTOBER 24th and TUESDAY, OCTOBER 25th, 2011
TORONTO • FAIRMONT ROYAL YORK HOTEL



EQUITY



Toronto Stock Exchange | TSX Venture Exchange



CNW

Official Newswire

CONFERENCE PROGRAM

The Shareholder Democracy Summit program, background papers and other documentation for the conference is available at www.cscs.org/SummitResources.

DAY ONE		
7:30 a.m. to 8:30 a.m.	Registration and Continental Breakfast	
8:30 a.m. to 8:45 a.m.	Welcome from the Organizing Committee	
8:45 a.m. to 9:15 a.m.	Summit Overview	
9:15 a.m. to 10:15 a.m.	Shareholders' Panel	
10:15 a.m. to 10:30 a.m.	Break	
10:30 a.m. to 12:00 p.m.	Issuers' Panel	
12:00 p.m. to 1:30 p.m.	Luncheon and Keynote Address	Imperial Room, Main Floor
1:30 p.m. to 2:45 p.m.	Service Providers' Panel	
2:45 p.m. to 3:00 p.m.	Break	
3:00 p.m. to 4:30 p.m.	Markets and Intermediaries	
4:30 p.m. to 5:15 p.m.	Briefing Policy Makers	
5:15 p.m. to 7:30 p.m.	Cocktail Reception	Salon 1, 19 th Floor
DAY TWO		
7:30 a.m. to 8:10 a.m.	Registration and Continental Breakfast	
8:15 a.m. to 8:30 a.m.	Summit Update	
8:30 a.m. to 9:30 a.m.	Voting Agents	
9:30 a.m. to 10:30 a.m.	Views from the US Market	
10:30 a.m. to 10:45 a.m.	Break	
10:45 a.m. to 12:15 p.m.	Views from Other Markets	
12:15 p.m. to 1:30 p.m.	Luncheon	
1:30 p.m. to 3:00 p.m.	Regulators	
3:00 p.m. to 3:15 p.m.	Break	
3:15 p.m. to 5:00 p.m.	Summit Wrap Up and Call to Action	

SESSION DESCRIPTIONS

DAY ONE

Summit Overview

8:45 a.m. to 9:15 a.m.

The Organizing Committee will present the summit process, objectives, repository of documentation, role of the panel moderators, timing for the panels and other considerations intended to maximize the benefit of the Summit for all of the participants.

Shareholders' Panel

9:15 a.m. to 10:15 a.m.

This session will focus on the shareholder's economic and governance roles, policy objectives, expectations of the proxy voting process and perceived opportunities for improvement.

Panel Moderator: **William (Bill) Mackenzie**, Senior Advisor, Hermes Equity Ownership Services

Panelists: **Danielle LaRivière**, Partner, Jarislowsky Fraser Limited; **Paul S. Schneider**, Senior Investment Associate, Corporate Governance, Ontario Teachers' Pension Plan; **Jason J. Milne**, Manager, ESG Policy and Research, Phillips, Hager & North

Break

10:15 a.m. to 10:30 a.m.

Issuers

10:30 a.m. to 12:00 p.m.

This session will focus on the issuer's role and view of the strengths, weaknesses and opportunities for improvement in the proxy voting process.

Panel Moderator: **Carol Hansell**, Senior Partner, Davies Ward Phillips & Vineberg LLP

Panelists: **Dawn Moss**, Vice President, Administration and Corporate Secretary, Eldorado Gold Corporation; **Jill Aebker**, Senior Vice President, Legal and Corporate Secretary, Tim Hortons Inc.; **Tom Enright**, President and Chief Executive Officer, Canadian Investor Relations Institute (CIRI); **David Masse**, Senior Legal Counsel and Assistant Corporate Secretary, CGI Group Inc.; **Carol McNamara**, Vice-President and Corporate Secretary, RBC Financial Group

Luncheon and Keynote Address

12:00 p.m. to 1:30 p.m. (Imperial Room, Main Floor)

Speaker: **Daniel Chornous**, Chief Investment Officer, RBC Global Asset Management Inc. and Chair of the Canadian Coalition for Good Governance (CCGG) Board of Directors

Service Providers

1:30 p.m. to 2:45 p.m.

A selection of service providers will discuss their role in the process, as well as perceived strengths, weaknesses and opportunities for improvement.

Panel Moderator: **Benjamin Silver**, Counsel, McCarthy Tétrault LLP

Panelists: **Glenn G. Keeling, Partner**, Phoenix Advisory; **Chris Makuch**, Vice President, National Sales and Marketing, Georgeson Canada, **Penny Rice**, Senior Vice President, Proxy Advisory Services, Laurel Hill Advisory Group; **Patricia Rosch**, President, Investor Communication Solutions, International, Broadridge Financial Solutions, Inc; **Bill Brolly**, Senior Manager Market Development, Global Capital Markets Group, Computershare; **Helen Stratigeas**, Vice-President of Client Services, Equity Transfer & Trust Company; **James Hinnecke**, Director, Product Development, Canadian Stock Transfer Company (CST).

DAY ONE - CONTINUED

Break 2:45 p.m. to 3:00 p.m.

Markets and Intermediaries

3:00 p.m. to 4:30 p.m.

A selection of market participants will present their respective roles in the process, as well as perceived strengths, weaknesses and opportunities for improvement.

Panel Moderator: **Ross McKee**, Partner, Blake, Cassels & Graydon LLP

Panelists: **Rick Gant**, Regional Head, Western Canada, RBC Dexia Investor Services Trust; **Kathy Byles**, Director, Compliance Americas, Legal, Compliance and Corporate Secretarial, RBC Dexia Investor Services Trust; **Fran Daly**, Managing Director, Business Development, CDS Clearing and Depository Services Inc.; **Ungad Chadda**, Senior Vice President, Toronto Stock Exchange

Briefing Policy Makers

4:30 p.m. to 5:15 p.m.

The Organizing Committee will provide a synopsis of the Summit process and current state as well as prospects and opportunities to improve Canadian shareholder democracy and create value for the Canadian capital markets.

Cocktail Reception 5:15 p.m. to 7:30 p.m. Salon 1, 19th Floor

DAY TWO

Registration and Continental Breakfast 7:30 a.m. to 8:30 a.m.

Summit Update

8:15 a.m. to 8:30 a.m.

The Organizing Committee will summarize the previous day's proceedings and outline the agenda for day two.

Voting Agents

8:30 a.m. to 9:30 a.m.

A selection of voting agents will discuss the shareholder's economic and governance roles, policy objectives, expectations of the proxy voting process, and perceived opportunities for improvement.

Panel Moderator: **Sylvia Groves**, Principal, GG Consulting

Panelists: **Robert McCormick**, Chief Policy Officer, Glass, Lewis & Co; Michael Jennings, Proxy Voting Specialist, Institutional Shareholder Services Inc. (ISS)

Views from the US Market

9:30 a.m. to 10:30 a.m.

This session will focus on how the US market has approached shareholder democracy, comparing and contrasting processes and outcomes, and suggest lessons that might guide reform in Canada.

Panel Moderator: **Ken Bertsch**, President and Chief Executive Officer, The Society of Corporate Secretaries and Governance Professionals

Panelists: **Charlie Rossi**, Executive Vice President, Client Services, Computershare and President, US Security Transfer Association; **Lyell Dampeer**, President Investor Communications Solutions, North America, Broadridge Financial Solutions Inc.

Break

10:30 a.m. to 10:45 p.m.

Views from Other Markets

10:45 a.m. to 12:15 p.m.

This session will focus on how other markets have approached shareholder democracy, comparing and contrasting processes and outcomes, and suggest lessons that might guide reform in Canada.

Panel Moderator: **Robert Pouliot**, Managing Partner, FidRisk Investor Services

Panelists: **Sarah Wilson**, Chief Executive Officer, Manifest Information Services; **Laurens Vis**, Managing Director, KAS Bank UK; **Jean-Paul Valuet**, Secrétaire général, Association Nationale des Sociétés par Actions (ANSA); **Jane Ambachtsheer**, Partner and Global Head of Responsible Investment, Mercer

Luncheon

12:15 p.m. to 1:30 p.m.

Imperial Room, Main Floor

Regulators

1:30 p.m. to 3:00 p.m.

A selection of regulators will discuss their regulatory agendas, short and long term objectives, strengths and weaknesses of existing regulation and opportunities for renewal.

Panel Moderator: **Mihkel Voore**, Partner, Stikeman Elliott LLP

Panelists: **Winnie Sanjoto**, Senior Legal Counsel, Ontario Securities Commission (OSC); **Lucie Roy**, Senior Policy Adviser, Autorité des marchés financiers; **David Masse**, Senior Legal Counsel and Assistant Corporate Secretary, CGI Group Inc.

Break

3:00 p.m. to 3:15 p.m.

Summit Wrap Up and Call to Action

3:15 p.m. to 5:00 p.m.

The Organizing Committee will wrap up the summit with a summary of important findings, suggestions for evolving new processes, a preliminary view for future summits and how participants can contribute value in the interim.

SPEAKER PROFILES

Jill Aebker

Senior Vice President, Legal and Corporate Secretary
Tim Hortons Inc.

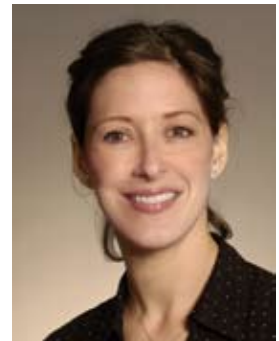
Ms. Aebker is the Senior Vice President, Legal and Corporate Secretary of Tim Hortons Inc., a Canadian public company. In her current role, she is accountable for the company's corporate governance and general board and committee functions. She also leads the public company securities team, and she and her team provide legal support for external financial reporting, finance, investor relations, and complex corporate transactions. In addition, Ms. Aebker assists with the review of various strategic initiatives and has accountability for legal matters in connection with the company's international development.



Jane Ambachtsheer

Partner and Global Head of Responsible Investment
Mercer

Ms. Ambachtsheer leads Mercer's global responsible investment business, which includes a team of 15 professionals around the world. She consults to pension funds and other institutional investors in North America, Europe and Asia Pacific on a range of topics relating to responsible investment and active ownership. Prior to joining Mercer, Ms. Ambachtsheer worked for the pension-benchmarking firm CEM, in Amsterdam and Toronto. In 2005, she acted as consultant to the United Nations on the development of the Principles for Responsible Investment, which have now been supported by more than 900 investors worldwide.



Ken Bertsch

President and Chief Executive Officer
The Society of Corporate Secretaries and Governance Professionals

New to the Society of Corporate Secretaries and Governance Professionals, Mr. Bertsch was previously Executive Director for Corporate Governance for Morgan Stanley Investment Management (MSIM). The position entailed work in understanding the corporate governance practices of portfolio companies in more than 40 markets, and engaging with the companies as appropriate on those practices, including through proxy voting, and interactions with officers and outside directors.

Other work experience has included heading the corporate governance analytical team for fundamental ratings groups at Moody's Investors Service, as Director, Corporate Governance, for Teachers Insurance and Annuity Association/College Retirement Equities Fund (TIAA-CREF), and in a variety of capacities for the Investor Responsibility Research Center.



Bill Brolly

Senior Manager Market Development, Global Capital Markets Group
Computershare

Mr. Brolly has been active in the Canadian trust and securities industry for over 25 years. He has chaired various industry committees relating to depository and securities processing including for the Canadian Capital Markets Association (CCMA). His consulting work has focused on advising government agencies on the pre-issue logistics of wide spread public distribution of securities (demutualization, commercialization, privatization, and government retail savings bonds). His experience and knowledge of securities processing, has also included depository, registration and share transfer in the UK, Caribbean, Latin America, US, India, Philippines, Hong Kong, and Canada.



A founder and past president of the Securities Transfer Association of Canada (STAC), Mr. Brolly is also a past board member of the US Stock Transfer Association (STA).

Kathy Byles

Director, Compliance
RBC Dexia Investor Services

Ms. Byles began her career with Royal Trust Corporation of Canada in 1974 and held a series of positions with increasing responsibilities within the Corporate Trust division of Royal Trust until 1993, when she transferred to the Trust and Custody side of Royal Trust in the role of Director, Compliance for RBC Global Services. In January 2006, RBC Global Services united with Dexia Fund Services to become RBC Dexia Investor Services.

Ms. Byles and her team of compliance specialists provide compliance advice to institutional clients, specializing in pension and securities regulations. She plays a key role in developing and implementing policies, controls and staff training to ensure compliance with a wide range of regulatory requirements, including code of conduct, conflict of interest, anti-money laundering, privacy, KYC and anti-terrorist account reviews.



Ungad Chadda

Senior Vice President
Toronto Stock Exchange (TSX)

Mr. Chadda joined the Canadian Dealing Network (CDN), the over-the-counter market previously owned by the Toronto Stock Exchange, in 1997 in Corporate Finance. He has held progressively senior roles, including Director of Listings for TSX Venture Exchange, Chief Operating Officer, TSX Venture Exchange, and Vice President, Business Development, Toronto Stock Exchange and TSX Venture Exchange. Mr. Chadda assumed his current role in May of 2009 and is responsible for all aspects of Toronto Stock Exchange's listings business.



Daniel Chornous

Chief Investment Officer
RBC Global Asset Management Inc.

As Chief Investment Officer at RBC Global, Mr. Chornous is responsible for the overall direction of investment policy and fund management. In addition, he chairs the RBC Investment Strategy Committee, the group responsible for global asset mix recommendations, and global fixed income and equity portfolio construction for use in RBC Wealth Management's key client groups.

Prior to joining RBC Global Asset Management, Mr. Chornous was Managing Director, Capital Markets Research and Chief Investment Strategist at RBC Capital Markets. In that role, he was responsible for developing the firm's outlook for global and domestic economies and capital markets, as well as managing the firm's global economics, technical and quantitative research teams.

Mr. Chornous is also Chair of the Board of Directors of the Canadian Coalition for Good Governance (CCGG). Representing the interests of institutional investors, CCGG promotes good governance practices in Canadian public companies and the improvement of the regulatory environment to best align the interests of boards and management with those of their shareholders, and to promote the efficiency and effectiveness of the Canadian capital markets.



Fran Daly

Managing Director, Business Development
CDS Clearing and Depository Services Inc.

Mr. Daly has worked at CDS for over 22 years, holding a range of positions within the organization. He has been Managing Director, Business Development since 2010. Working with a dedicated team, Mr. Daly is responsible for the identification and development of strategic initiatives and works closely with all areas of the organization to continually improve the services offered by CDS.

Prior to assuming his current role, Mr. Daly managed the customer service team at CDS and was responsible for ensuring that participants effectively utilize the clearing and depository services of CDS. He also managed the operational integration of the CDSX® system in 2003. This system provides clearing, depository and entitlement services for eligible debt and equity securities. Mr. Daly started his career at CDS in Risk Management, and has managed both the entitlements processing function and the operations function at CDS.



Lyell Dampeer

President, Investor Communication Solutions, North America
Broadridge Financial Solutions Inc.

Mr. Dampeer is currently President, Investor Communication Solutions, North America, for Broadridge Financial Solutions, formerly ADP's Brokerage Services Group. Prior to that, he was Senior Vice President, Operations for ADP's Retirement Services Group and Vice President, Client Services for ADP's Investor Communications Services. Before joining ADP, he held senior management positions at large outsourced services providers.



Tom Enright

President and Chief Executive Officer
Canadian Investor Relations Institute (CIRI)

Mr. Enright is a proven leader with extensive senior executive experience. Prior to joining CIRI in November 2008, he was the President and Chief Executive Officer of CNW Group, a global leader in news and information distribution services. He was with CNW Group for fourteen years, led that organization through a major expansion of electronic communication services for public companies and played a leading role in developing new platforms for professional communicators. Mr. Enright was an independent director of the CNW Group board in the role of Deputy Chairman until March 2011. Mr. Enright is also the Chairman of the Board of Healthscreen Solutions (listed on the TSXV). Prior to joining CNW Group, Mr. Enright had extensive experience working with public companies having spent fifteen years with the Toronto Stock Exchange and three years with the Financial Post.



Rick Gant

Regional Head, Western Canada
RBC Dexia

Mr. Gant is responsible for managing RBC Dexia's business in Western Canada from their two branches in Calgary and Vancouver. He has been in financial services for 22 years, 20 of those years with RBC Dexia. Mr. Gant held numerous management positions in Toronto before moving to Halifax as Director of Relationship Management in 1998 and then to Vancouver in 2006.



Sylvia Groves

Principal
GG Consulting

Ms. Groves is a governance solutions provider focused on “Getting Corporate Secretaries Home in Time for Dinner” and “Adding Value for Boards”. She is a past chair of the Canadian Society of Corporate Secretaries (CSCS) and was Chief Governance Advisor at Nexen, where she led the development of their award-winning governance programs and related public disclosure. Her extensive experience and client work covers governance for domestic and international private companies, US and Canadian listed issuers, crown corporations, and not-for-profit and charitable organizations.



Carol Hansell

Senior Partner
Davies Ward Phillips & Vineberg LLP

As one of the senior partners in the Corporate Finance and Securities, Corporate Governance and Mergers and Acquisitions practices, Ms. Hansell has acted for both private and public corporations and for governments on a variety of matters, including acquisitions, financings, and reorganizations.

Ms. Hansell has had extensive involvement in the development of public policy in Canada. She is currently leading the firm's thought leadership piece on the shareholder voting process in Canada. She has worked closely with securities regulators and with the TSX. She is currently a member of the TSX Listing Advisory Committee and is the past Chair of the Securities Advisory Committee (“SAC”), which provides advice and assistance to the Ontario Securities Commission. She has also been retained by the Ontario Securities Commission on a number of occasions. She was a member of the Five Year Review Committee, the Advisory Committee established by the Minister of Finance to review securities laws in Ontario (which produced the Crawford Report).



James Hinnecke

Director, Product Management
Canadian Stock Transfer Company (CST)

Mr. Hinnecke is responsible for ensuring CST's products and services are developed that incorporate client needs, current and pending regulatory requirements, and technological opportunities. Having worked in the Canadian life insurance and financial services industries for more than 30 years (including 22 years in transfer agency services, working for a number of different transfer agents), Mr. Hinnecke has been an active participant in the evolution of beneficial shareholder communications. He currently serves on the Securities Transfer Association of Canada's (STAC) Legal Regulatory Working Group.



Michael Jennings

Proxy Voting Specialist
Institutional Shareholder Services Inc. (ISS)

Mr. Jennings current role with ISS is to provide expertise to their internal teams with regard to the mechanics around proxy voting. Mr. Jennings has been with ISS for 12 years and has held management positions within account management, custodian operations, vote disclosure, and client implementation.



Glenn Keeling

Partner
Phoenix Advisory Partners

Mr. Keeling began his career in the mid 1980's, holding a number of senior management positions in the electronic publishing and newswire communications services industries in Canada, most notably at Canada NewsWire, The Globe & Mail (Info Globe), and the Financial Post (FP Online).

In 1998, he became President and Chief Executive Officer of Georgeson Canada. He held this position until 2007 when he moved to Laurel Hill Advisory Group as a founder and partner. Most recently, Mr. Keeling, along with his partners from Laurel Hill, developed Phoenix Advisory Partners, a significant cross border and internationally connected shareholder communications and corporate governance advisory firm in concert with Pacific Equity Partners (PEP) from Australia and American Stock Transfer (AST) in New York.

Over the past 18 years, Mr. Keeling has developed significant expertise in the shareholder services and corporate governance arenas. He has a broad network of contacts in the legal, investment banking and issuer communities in Canada and the US, and has emerged as an authority in Canada for issues involving strategic solicitation or corporate governance advisory issues.



Danielle LaRivière

Partner
Jarislowsky Fraser Limited (JFL)

Ms. LaRivière joined the investment industry in January 1987 at the CN Investment Division (pension fund) where she worked for sixteen years in equity research and portfolio management. Her investment experience includes Canadian, US and international equity research and portfolio management. She joined JFL as an analyst in November 2002 and in January 2008, she moved to operations and compliance. Ms. LaRivière has been responsible for the proxy voting process at JFL since 2005, ensuring that voting is executed along the firm's policies and properly documented.



William (Bill) Mackenzie

Senior Advisor
Hermes Equity Ownership Services

Currently, Mr. Mackenzie is Senior Advisor to UK-based Hermes Equity Ownership Services. Recently he was Director of Special Projects with the Canadian Coalition for Good Governance (CCGG). Prior to working with CCGG, he spent most of his career serving as the president of governance/proxy advisor ISS Canada and as the president and vice president of its predecessor, Fairvest. He currently serves on various committees of the CCGG and is an active member of the Institute of Corporate Directors (ICD).



Chris Makuch

Vice President, National Sales and Marketing
Georgeson Canada

As a specialist in shareholder response services, Mr. Makuch provides strategic counseling and program execution in proxy solicitation, shareholder base analysis, information agent services, and shareholder asset reunification/small shareholder programs.

Before joining Georgeson in 2008, Mr. Makuch co-founded The Shareholder Response Group in 2002. He also worked in the Financial Services Division of Hill & Knowlton Canada and at Georgeson Shareholder Communications as Director of Business Development.

Mr. Makuch has defended senior management and boards during hostile M&A transactions, successfully solicited shareholder votes for multi-billion dollar international mergers and implemented strategic, cost-saving programs for issuers.



David Masse

Senior Legal Counsel and Assistant Corporate Secretary
CGI Group Inc.

Based in Montreal, Mr. Masse is responsible for corporate and securities law matters as well as related compliance activities in more than 90 jurisdictions worldwide and manages the day to day affairs of the CGI board of directors and its standing committees.

Listed on the Toronto and New York stock exchanges, CGI Group Inc. is one of the largest independent information technology and business process services firms in the world. CGI and its affiliated companies employ approximately 31,000 professionals. CGI provides end-to-end IT and business process services to clients worldwide from offices in Canada, the United States, Europe, Asia Pacific, as well as from centers of excellence in North America, Europe and India.

Mr. Masse is Chairman of the Board of the Canadian Society of Corporate Secretaries (CSCS).



Robert McCormick

Chief Policy Officer
Glass, Lewis & Co.

Mr. McCormick oversees the analysis of 20,000 proxy paper research reports on shareholder meetings of public companies in 100 countries. Before joining Glass Lewis, he was the Director of Investment Proxy Research at Fidelity Investments where he managed the proxy voting of over 700 accounts, holding 5,000 global securities worth in excess of \$1 trillion. Prior to joining Fidelity, Mr. McCormick was a staff attorney at Keenan, Powers & Andrews and Prudential Securities, both in New York City.



Ross McKee

Partner
Blake, Cassels & Graydon LLP

A partner in the securities group in the Toronto office of Blakes, Mr. McKee's practice involves all aspects of Canadian and cross-border securities regulation and financial compliance, with experience ranging from micro-cap venture capital to billion dollar international structured finance. He has served as a member of the Ontario Securities Commission's Continuous Disclosure Advisory Committee, and was retained by the Toronto Stock Exchange to develop and maintain its Filing Guide for TSX-listed companies. He also assisted in developing the Canadian Investor Relations Institute's Standards & Guidance for Disclosure for public companies.



Carol McNamara

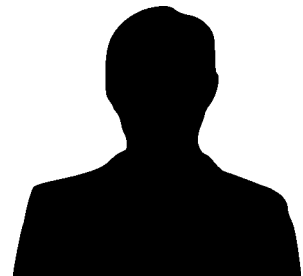
Vice President and Corporate Secretary
RBC Financial Group



Jason Milne

Manager, ESG Policy and Research
Phillips, Hager & North (PH&N)

Mr. Milne's responsibility at PH&N is for proxy voting, and he is the in-house expert on environmental, social and corporate governance issues as they relate to the investment process. Prior to joining PH&N, Mr. Milne worked in the corporate finance department of a national brokerage firm, and as a mutual fund accountant.



Dawn Moss

Vice President, Administration and Corporate Secretary
Eldorado Gold Corporation

Ms. Moss joined Eldorado Gold Corporation as Corporate Administrator in November 1997. On October 27, 2000, she was appointed Corporate Secretary. Subsequently in January 2009, she was also appointed Vice President, Administration. During the course of her career, Ms. Moss has held administrative and management positions in the forestry and mineral resource industries for both private and public companies.



Robert Pouliot

Managing Partner
FidRisk Investor Services

Mr. Pouliot has been engaged in financial risk evaluation since 1982. His experience covers the credit rating of banks in emerging markets (he founded in 1982 Capital Intelligence Ltd, the largest bank rating agency active across emerging markets), the training of correspondent banking teams in Europe (universal banks in France, the Netherlands and Germany), and the build-up of methodology to rate micro-finance institutions for the World Bank and the Inter-American Development Bank.

In fiduciary risk and rating, he helped develop the whole evaluation methodology of investment managers on various asset classes, both in Europe and across emerging markets, and was commissioned to carry out a fiduciary mapping of Latin America in 1999-2000. He co-founded the Centre for Fiduciary Excellence (CEFEX) in 2005, based in Toronto and Pittsburgh, the Coalition for the Protection of Investors in 2006, and is board member of Fair Canada, an independent foundation for the advancement of investors' rights, since June 2009.



Penny Rice

Senior Vice President, Proxy Advisory Services
Laurel Hill Advisory Group

Ms. Rice is responsible for the Proxy Advisory Services division at Laurel Hill. The proxy division is responsible for the implementation of various aspects of shareholder communication and related activities including shareholder identification, proxy solicitation and information agent services.

Ms. Rice is a seasoned and highly knowledgeable securities industry professional, with 20 plus years of multi-faceted experience in shareholder relations for publicly traded companies. Prior to joining Laurel Hill, she was entrusted with progressively expanding responsibilities within Computershare Investor Services and Georgeson Shareholder.



Patricia Rosch

President, Investor Communication Solutions, International
Broadridge Financial Solutions, Inc.

Ms. Rosch joined Broadridge in 1996 as Director of Sales and Marketing. Prior to that, she held strategic planning positions at a major Canadian bank and a number of product development and marketing positions in the brokerage and mutual fund industries.

In 2004, she was named president of Investor Communication Solutions, Canada. Under her leadership, Broadridge in Canada has been recognized as a Great Place to Work for the past three years. She is also an inaugural member of Broadridge's Women's Leadership Forum, launched in January 2010.

In May 2011, Ms. Rosch was named President of Investor Communication Solutions, International. She is now responsible for Broadridge's global proxy business.



Charlie Rossi

Executive Vice President, Client Services
Computershare

Mr. Rossi's role at Computershare includes a focus on client relationships, prospects and industry issues. He has over 25 years of experience in corporate stock and mutual funds operations management at Boston Financial, Shawmut Bank, BankBoston, and EquiServe.

He maintains a high profile in the stock transfer industry. He is the current president of the Securities Transfer Association (STA), which represents more than 150 commercial stock transfer agents within the United States, including corporate and mutual fund agents. Collectively, the association's members serve as transfer agents for more than 15,000 publicly traded corporations, aggregating more than 100,000,000 shareholders.



Lucie Roy

Senior Policy Advisor
Autorité des marchés financiers (AMF)

Ms. Roy represents the AMF on many regulatory committees of the Canadian Securities Administrators, and chairs the committee on corporate governance. Before joining the AMF, Ms. Roy practised securities and business law, and advised issuers and dealers on corporate financings and take-over bids. She also developed an international expertise and advised governmental agencies on regulation of financial markets.



Winnie Sanjoto

Senior Legal Counsel
Ontario Securities Commission (OSC)

Ms. Sanjoto has extensive policy experience in the area of shareholder voting, including recent work on proposed amendments to permit a "notice-and-access" method of delivering proxy-related materials to registered and beneficial shareholders of Canadian public companies. Prior to joining the OSC, she was an associate at a large Toronto law firm.



Paul Schneider

Senior Investment Associate, Corporate Governance
Ontario Teachers' Pension Plan

Mr. Schneider joined the Ontario Teachers' Pension Plan (Teachers') in January 2010 and has responsibility for the Fund's global corporate governance initiatives including corporate governance policy development, shareholder engagement and proxy voting activities.

Prior to joining Teachers', Mr. Schneider spent six years at the Canadian Coalition for Good Governance (CCGG), which represents more than 40 of Canada's largest institutional investors and promotes good governance practices in Canadian issuers. He contributed in the development of the Coalition's policies and guidelines on a wide range of governance-related issues, including proxy voting, corporate governance, executive compensation, and disclosure. He researched and published a series of best practice disclosures designed to guide Canadian companies on improving the quality and clarity of their disclosure practices. He also investigated the proxy voting system in Canada and produced an annual study assessing and analyzing the voting methods and reporting of Canadian issuers.



Benjamin Silver

Counsel
McCarthy Tétrault LLP

Mr. Silver primarily advises public companies on corporate governance and continuous disclosure matters, and acts for them on acquisitions, reorganizations, and public offerings. He has acted in numerous major public company M&A transactions, for both targets and buyers, that were implemented by plan of arrangement, amalgamation or tender offer. Mr. Silver has also acted in numerous new issues by prospectus and private placement (including the issue of structured products by financial institutions), as well as several initial public offerings.

Mr. Silver was, for many years, a member of the advisory committee to the Québec securities regulator (Autorité des marchés financiers).



Helen Stratigeas

Vice President, Client Services
Equity Transfer & Trust Company

Ms. Stratigeas is a recognized industry expert in investor communications, shareholder meeting conduct, and proxy voting solutions. She has worked closely with the CSA and securities industry participants to implement best practices that meet the needs of all stakeholders. She has been quoted on best practices for investor communications and has led and participated in numerous steering and regulatory committees to identify and improve regulations.



Jean-Paul Valuet

Secrétaire general
Association Nationale des Sociétés par Actions (ANSA)

A noted expert in company law and securities law, Mr. Valuet has authored various articles related to competition law, company law, securities law, and shareholders as well as a book related to stock options (1997).

He has been with the French association of issuers (Association Nationale des Sociétés par Actions – ANSA) since 1986. Previous to joining ANSA, he was with the French association of employers (Conseil National du Patronat Français – CNPF) where he was their representative to the National Prices Committee. During his career, he has been in charge of reviewing companies fiscal and social charges (1983), entrusted with reviewing Company Law (1995), general meetings organisation (2005, 2011), and stock lending and empty voting (2007).



Laurens Vis

Managing Director
KAS Bank UK

Mr. Vis is the Managing Director of KAS Bank UK, an independent European specialist in securities services. In addition to steering KAS Bank's strategy in the UK market, he holds overall responsibility for UK sales and acquisition, relationship management, and product and market development.

During his distinguished 26 year career at KAS BANK, Mr. Vis has held a number of director-level positions.



Mihkel Voore

Partner
Stikeman Elliott LLP

Co-chair of Stikeman's Securities Law Group and head of the Toronto Corporate Finance Group, Mr. Voore's practice focuses on corporate finance (including infrastructure financings), M&A, corporate reorganizations and contested shareholder meetings. He is co-author of *Corporate Meetings: Law and Practice* (Carswell 1992), the leading Canadian authority on corporate meetings and related matters. He has chaired and appeared at numerous conferences on topics such as proxy contests, shareholder meetings and communication, takeover bids and defences, securities law compliance, corporate governance, and securities offerings.

Mr. Voore is a former member of the editorial boards of *The Valuation Law Review* (CICBV) and *Corporate Financing* (Federated Press), and a member of The Law Society of Upper Canada (LSUC), the Canadian Bar Association (CBA), and The International Bar Association (IBA). He has acted as a legal advisor to the Expert Panel on Securities Regulation and as a consultant to Industry Canada on revisions to the regulations under the Canada Business Corporations Act.



Sarah Wilson

Chief Executive Officer
Manifest Information Services Ltd.

Ms. Wilson is the founder and Chief Executive Officer of Manifest which was established in December 1995 to provide high quality proxy voting and governance research support services to institutional investors and professional advisors. In 1994, she developed the business plan for Manifest, secured venture capital funding and launched the first on-line proxy-voting agency in the UK in the spring of 1996. Manifest now employs over 30 staff and has a variety of clients ranging from local government pension schemes, institutional investors, academics, professional advisors, and governments of various jurisdictions.



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