

## UPCOMING MEETINGS

Iberdrola S.A.  
March 26, 2010

Doosan Group  
Companies  
March 26, 2010

Allied Capital  
Corporation  
March 26, 2010

Ares Capital  
Corporation  
March 26, 2010

SSAB Svenskt Stål  
March 26, 2010

Clariant AG  
March 29, 2010

Sapporo Holdings  
March 30, 2010

Canon Inc.  
March 30, 2010

Electrolux AB  
March 30, 2010

Bridgestone  
Corporation  
March 30, 2010

McCormick &  
Company, Inc.  
March 31, 2010

KB Home  
April 1, 2010

# GLASS LEWIS WEEKLY PROXY BULLETIN

## 2010 MEETING HIGHLIGHTS

MARCH 24, 2010

**Iberdrola S.A. AGM March 26, 2010** Iberdrola is appointing two new independent directors to the board. Wary of a major competitor gaining strategic influence over its board of directors, the Company has ignored a request for board representation from its largest shareholder, ACS Actividades de Construcción y Servicios. This is the third time it has denied ACS, while Bilbao Bizkaia Kutxa, Iberdrola's second largest shareholder, does hold a board seat.

**Sapporo Holdings Contested AGM March 30, 2010** For the past few years, trouble has been brewing at Sapporo, which has been embroiled in disputes with its largest shareholder, Steel Partners Japan Strategic Fund (Offshore) L.P. In 2007, the Sapporo board fended off advances from Steel Partners to acquire a larger equity stake in the Company by renewing its takeover defense plan and refusing to engage in discussions. While the board later agreed to negotiate and touted a series of initiatives to enhance its stale performance, Sapporo still lags behind peers Asahi and Kirin. This year, Steel has nominated six dissident candidates and four incumbent directors for election to the Sapporo board. Sapporo has gone flat, and we believe its past performance warrants a significant change to the current board. We recommend supporting all of the six dissident candidates.

**Zurich Financial Services AGM March 30, 2010** At the urging of an activist Swiss shareholder group, Zurich Financial Services voluntarily included an advisory vote on its compensation policy on their 2010 AGM agenda. Though Glass Lewis recommends supporting it, we have a less favorable view of a proposed increase in capital for equity incentive plans. Equally unfavorable, in our eyes, is the Company's nomination of Josef Ackermann as a new supervisory board candidate despite his record of poor oversight at other boards.

**KB Home AGM April 1, 2010** KB Home has had concerning executive compensation practices for the past several years, 2009 being no exception. In addition to receiving its third consecutive "F" grade according to our pay-for-performance analysis, the board also failed to implement a say-on-pay shareholder proposal that received majority support from voting shares at last year's annual meeting. Given this lack of oversight and responsiveness, the management development and compensation committee of KB Home may need to be rebuilt from the ground up.

**MAN SE AGM April 1, 2010** A recent bribery scandal, increasing speculation about a possible takeover by Volkswagen, and a management board shake-up have put MAN's chairman, Ferdinand Piëch, in the spotlight. Amid signs of tension on the supervisory board caused by the domineering Piëch, shareholders may be wondering who is watching out for their interests.