

Chin Francis Y
 Form 4
 October 24, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Chin Francis Y

(Last) (First) (Middle)

C/O MBIA INC., 1
 MANHATTANVILLE ROAD

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MBIA INC [mbi]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/20/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	10/20/2017		A	17 (1) A	\$ 7 26,236	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Hypothetical Stock Units	\$ 7	10/20/2017		A	53.57 (2)	(3) (3)	Common Stock	53.57

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chin Francis Y C/O MBIA INC. 1 MANHATTANVILLE ROAD PURCHASE, NY 10577	X			

Signatures

/s/ Jonathan C. Harris,
Attorney-in-Fact
Date: 10/24/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) Reconciliation of additional Shares acquired in payment of director retainer and meeting fees.
 - (2) Reconciliation of additional contribution credited to units acquired under Director Deferred Compensation Plan for retainer and meeting fees.
 - (3) Exercisable and expiration dates of units is date of termination of Reporting Person's status as Director which triggers payment.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. n authorised account holder or a clearing organisation certifying the number of shares owned on the record date by the relevant shareholder and for which it has notified its intention to participate in the Meeting. An issuer of certificates relating to registered shares must notify its capacity of issuer to the company, which will record such capacity in the register of such shares. An issuer which refrains from notifying this capacity to the company can only vote at a Shareholders' Meeting if the written notification indicating its intention to participate in that Shareholders' Meeting specifies its capacity of issuer. An issuer of certificates linked to dematerialised shares must notify its capacity of issuer to the company before exercising any vote, at the latest through the written notification indicating its intention to participate in the Shareholders' Meeting, failing which such shares cannot participate in voting. b) Proxies and powers of attorney: Any shareholder with the right to vote may either personally

participate in the Meeting or give a proxy to another person, who need not be a shareholder, to represent it at a Shareholders' Meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the company. The signed original paper form or electronic form must be received by the company at the latest on the sixth (6th) calendar day preceding the date of the Meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirement. c) Formalities for admission: Prior to the Meeting, the shareholders or their proxies are required to sign an attendance sheet, indicating their first name, last name, and place of residence or corporate denomination and registered office, as well as the number of shares in respect of which they are participating in the Meeting. Representatives of legal entities must provide the documents evidencing their capacity as bodies or special proxy holders. The natural persons, shareholders, bodies or proxy holders who take part in the Shareholders' Meeting must be able to prove their identity. d) Other securities: The holders of profit sharing certificates, non-voting shares, bonds, subscription rights or other securities issued by the company, as well as the holders of certificates issued with the assistance of the company and representing securities issued by the latter, may participate in the Shareholders' Meeting insofar as the law entitles them to do so, and, as the case may be, gives them the right to participate in voting. If they propose to participate, they are subject to the same formalities concerning admission and access, and forms and filing of proxies, as those imposed on the shareholders." A.3.d Modification to Article 26 BIS - Vote by correspondence: Mgmt Take No Action Proposal to rename Article 26BIS "Remote Voting Before The Shareholders' Meeting" and to replace it as follows: "Any shareholder may vote remotely before the Meeting, by sending a paper form or, if permitted by the company in the notice convening the Shareholders' Meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the company. The original signed paper form must be received by the company at the latest on the sixth (6th) calendar day preceding the date of the Meeting. Voting through the sending of the signed electronic form may occur until the calendar day before the date of the Meeting. The company may also organise a remote vote before the Meeting through other electronic communication methods, such as, among others, through one or several Web sites. It shall specify the practical terms of any such remote vote in the convening notice. The company will ensure that, when arranging remote electronic voting before the Shareholders' Meeting, either through the sending of an electronic form or through other electronic communication methods, the company is able, through the system used, to control the identity and capacity as shareholder of each person casting a vote electronically. Shareholders voting remotely, must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the conditions set out in Article 25." A.3.e Modification to Article 28 - Deliberations: Mgmt Take No Action Proposal to rename Article 28 "Agenda And Deliberations" and to replace the first paragraph with the following paragraphs: "The Shareholders' Meeting may deliberate only the business on its agenda. One or more shareholders representing at least 3% of the capital of the company may request for items to be added to the agenda and submit resolution proposals in relation to existing agenda items or new items to be added to the agenda provided that they prove holding of such shareholding as at the date of their request by, as far as registered shares are concerned, a certificate evidencing the registration of the shares in the register of shares of the company or, as far as dematerialised shares are concerned, by a certificate issued by an authorised account holder or a clearing organisation certifying the book-entry of the shares in one or several accounts held by such account holder or clearing organisation. Such right shall not be available in relation to a second extraordinary Shareholders' Meeting that is convened for lack of a quorum at the first extraordinary Shareholders' Meeting. The new agenda items and/or resolution proposals should be received by the company in signed original paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), at the latest on the twentysecond (22nd) calendar day preceding the date of the Shareholders' Meeting and the company shall publish a revised agenda at the latest on the fifteenth (15th) calendar day preceding the date of the Meeting. The handling of such new agenda items and/or resolution proposals during the Meeting is subject to the relevant shareholder(s) having satisfied, with respect to shares representing at least 3% of the capital, the conditions set forth in Article 25, a), (i) and (ii)." A.3.f Modification to Article 30 - Adjournments: Proposal Mgmt Take No Action to replace the second and third paragraphs of Article 30 as follows: "Such

adjournment cancels all decisions taken during the Meeting. The Shareholders' Meeting shall be held again within five (5) weeks and with the same agenda. Shareholders wishing to participate in such Meeting shall fulfil the admission conditions set out in Article 25 a). To this effect, a record date shall be set on the fourteenth (14th) calendar day at midnight Central European Time preceding the date of the second Meeting." A.3.g Modification to Article 36 BIS: Proposal to Mgmt Take No Action delete Article 36 BIS A.4.a Issuance of 215,000 subscription rights and Non-Voting No vote capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the Board of Directors on the issuance of subscription rights and the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with Articles 583, 596 and 598 of the Companies Code A.4.b Issuance of 215,000 subscription rights and Non-Voting No vote capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the statutory auditor on the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with Articles 596 and 598 of the Companies Code A.4.c Issuance of 215,000 subscription rights and Mgmt Take No Action capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Proposed resolution: excluding the preference right of the existing shareholders in relation to the issuance of subscription rights in favour of all current Directors of the Company, as identified in the report referred under item (a) above A.4.d Issuance of 215,000 subscription rights and Mgmt Take No Action capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Issuance of subscription rights: Proposed resolution: approving the issuance of 215,000 subscription rights and determining their terms and conditions (as such terms and conditions are appended to the report referred under item (a) above). The main provisions of these terms and conditions can be summarised as follows: each subscription right confers the right to subscribe in cash to one ordinary share in the Company, with the same rights (including dividend rights) as the existing shares. Each subscription right is granted for no consideration. Its exercise price equals the average price of the Company share on Euronext Brussels over the 30 calendar days preceding the issuance of the subscription rights by the Shareholders' Meeting. All subscription rights have a term of five years as from their issuance and become exercisable as follows: a first third may be exercised from 1 January 2013 up to and including 25 April 2016, a second third may be exercised from 1 January 2014 up to and including 25 April 2016 and the last third may be exercised from 1 January 2015 up to and including 25 April 2016. At the end of the exercise period, the subscription rights that have not been exercised automatically become null and void A.4.e Issuance of 215,000 subscription rights and Mgmt Take No Action capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Conditional capital increase: Proposed resolution: increasing the capital of the Company, under the condition precedent and to the extent of the exercise of the subscription rights, for a maximum amount equal to the number of subscription rights issued multiplied by their exercise price and allocation of the issuance premium to an account not available for distribution A.4.f Issuance of 215,000 subscription rights and Mgmt Take No Action capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Express approval pursuant to Article 554, indent 7, of the Companies Code: Proposed resolution: expressly approving the granting of the above-mentioned subscription rights to any Director of the Company who is independent within the meaning of Article 526ter of the Companies Code A.4.g Issuance of 215,000 subscription rights and Mgmt Take No Action capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Powers: Proposed resolution: granting powers to two Directors acting jointly to have recorded by notarial deed the exercise of the subscription rights, the corresponding increase of the capital, the number of new shares issued, the resulting modification to the articles of association and the allocation of the issuance premium to an account not available for distribution B.1 Management report by the Board of Directors Non-Voting No vote on the accounting year ended on 31 December 2010 B.2 Report by the statutory auditor on the accounting Non-Voting No vote year ended on 31 December 2010 B.3 Communication of the consolidated annual accounts Non-Voting No vote relating to the accounting year ended on 31 December 2010, as well as the management report by the Board of Directors and the report by the statutory auditor on the consolidated annual accounts B.4 Approval of the statutory annual accounts: Proposed Mgmt Take No Action resolution: approving the statutory annual accounts relating to the accounting year ended on 31 December 2010, including the following allocation of the result: Profit of the accounting year: EUR 53,198, Profit carried forward from the preceding accounting year: EUR 7,018,197, Result to be allocated: EUR 7,071,395, Deduction for the unavailable reserve: - EUR 68, Gross dividend for the shares (*): EUR 1,275,707, Balance of carried forward profit: EUR 5,795,620, (*) On a per share basis, this represents a gross dividend of EUR

0.8, giving right to a dividend net of Belgian withholding tax of EUR 0.6 per share (in case of 25% Belgian withholding tax), of EUR 0.68 per share (in case of 15% Belgian withholding tax) and of EUR 0.8 per share (in case of exemption from Belgian withholding tax). Such amount may fluctuate depending on the number of own shares held by the Company on the dividend payment date. The dividend will be payable as from 02 May 2011 B.5 Discharge to the Directors: Proposed resolution: Mgmt Take No Action granting discharge to the Directors for the performance of their duties during the accounting year ended on 31 December 2010 B.6 Discharge to the statutory auditor: Proposed Mgmt Take No Action resolution: granting discharge to the statutory auditor for the performance of his duties during the accounting year ended on 31 December 2010. B.7 Acknowledgment of the end of the mandate as Non-Voting No vote director of Mr. Arnoud de Pret, Mr. Jean-Luc Dehaene and Mr. August Busch IV. B.8.a Appointment of directors: Proposed resolution: Mgmt Take No Action renewing the appointment as director of Mr. St fan Descheemaeker, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014 B.8.b Proposed resolution: appointing as director Mgmt Take No Action Mr. Paul Cornet de Ways Ruart, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Paul Cornet is a Belgian citizen. He is a Commercial Engineer Cum Laude from the Catholic University of Louvain (1991) and holds an MBA with Dean's Honour from the University of Chicago (1996) with concentration in Finance. He is currently working for Yahoo! EMEA where he is Chief of Staff and Senior Financial Director responsible for Corporate Development and Audience. Before Yahoo!, Mr. Cornet was the Director of Strategy for Orange (UK mobile operator) and spent seven years with McKinsey&Company in London and Palo Alto (CA). He is also on the Boards of EPS, Rayvax, Sparflex and several venture capital backed technology companies B.8.c Proposed resolution: renewing the appointment Mgmt Take No Action as independent director of Mr. Kees Storm, for a period of two years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2012. The renewal of the mandate for only two years is in line with the Company's Corporate Governance Charter which provides that the term of office of directors shall end immediately after the shareholders' meeting following their 70th birthday. Mr. Storm complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter, except for the requirement not to have been a non-executive director of the company for more than three successive terms (Article 526ter, par. 1, 2). Except when legally required to apply the definition of Article 526ter, par. 1, 2 , the Board proposes to consider that Mr. Storm continues to qualify as independent director. The Board is of the opinion that the quality and independence of the contribution of Mr. Storm to the functioning of the Board has not been influenced by the length of his tenure. Mr. Storm has acquired a superior understanding of the Company's business, its underlying strategy and specific culture, in particular in his capacity of Chairman of the Audit Committee, and in light of his particular experience, reputation and background it is in the Company's best interests to renew him as an independent director for an additional term of 2 years. Moreover, Mr. Storm expressly stated and the Board is of the opinion that he does not have any relationship with any company which could compromise his independence B.8.d Proposed resolution: renewing the appointment Mgmt Take No Action as independent director of Mr. Peter Harf, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Harf complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter, except for the requirement not to have been a non-executive director of the company for more than three successive terms (Article 526ter, par. 1, 2). Except when legally required to apply the definition of Article 526ter, par. 1, 2 , the Board proposes to consider that Mr. Harf continues to qualify as independent director. The Board is of the opinion that the quality and independence of the contribution of Mr. Harf to the functioning of the Board has not been influenced by the length of his tenure. Mr. Harf has acquired a superior understanding of the Company's business, its underlying strategy and specific culture, in particular in his capacity of Chairman of the Board, and in light of his particular experience, reputation and background it is in the Company's best interests to renew him as an independent director for an additional term of 4 years. Moreover, Mr. Harf expressly stated and the Board is of the opinion that he does not have any relationship with any company which could compromise his independence B.8.e Proposed resolution: appointing as independent Mgmt Take No Action director Mr. Olivier Goudet, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Olivier Goudet is a French citizen. He is Executive Vice President and Chief Financial Officer of Mars, Incorporated. He joined Mars in 1990, serving on the finance team of the French business. After six years, he left Mars to join the VALEO Group,

where he held several senior executive positions. In 1998, he returned to Mars, where he became Chief Financial Officer in 2004. In 2008, his role was broadened to the position of Executive Vice President and CFO. Mr. Goudet is also a director of the Wm. Wrigley Jr. Company, Mars' gum and confections subsidiary, where Berkshire Hathaway is a minority investor. He holds a degree in engineering from l'Ecole Centrale de Paris and graduated from the ESSEC Business School in Paris with a major in finance. Mr. Goudet complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter. Moreover, Mr. Goudet expressly stated and the Board is of the opinion that he does not have any relationship with any company which could compromise his independence

B.9.a Proposed resolution: approving the Remuneration Mgmt Take No Action report for the financial year 2010 as set out in the 2010 annual report, including the executive remuneration policy. Such policy provides for the possibility of granting variable compensation in the form of shares that are immediately vested, subject to a five-year blocking period. In addition, the executive remuneration policy provides that the Company may also grant matching shares (in the form of restricted stock units) and stock options, the value of which can exceed 25% of the annual remuneration and which vest after a period of five years but without being subject to a specific performance test. Special forfeiture rules apply to matching shares and stock options in case of termination of service before the end of the five-year vesting period. The 2010 annual report and remuneration report containing the executive remuneration policy, can be reviewed as indicated at the end of this notice

B.9.b Proposed resolution: confirming the specified Mgmt Take No Action grants of stock options and restricted stock units to executives:

a) Confirmation, for US law purposes, of two new programs launched in November 2010 under the Company's Long Term Incentive Stock Options Plan, allowing for the offer, over a period of 10 years, of (i) stock options on a maximum of 5,000,000 ordinary shares of the Company and (ii) stock options on a maximum of 5,000,000 American Depositary Shares (ADSs) of the Company, all of which can be granted to employees of the Company and/or its majority owned subsidiaries in the form of Incentive Stock Options (ISOs) pursuant to Sections 421 and 422 of the US Internal Revenue Code of 1986, as amended. Each stock option gives the recipient the right to purchase one existing share in the Company listed on Euronext Brussels or one existing American Depositary Share of the Company traded on the New York Stock Exchange. The exercise price of each stock option corresponds to the fair value of the Company share or of the ADS at the time of granting of the options.

b) Confirmation of three specific Long Term Restricted Stock Unit Programs

i. a program allowing for the offer of restricted stock units to certain employees in certain specific circumstances at the discretion of the Chief Executive Officer of Anheuser-Busch InBev e.g. to compensate for assignments of expatriates to certain specific countries. Each restricted stock unit will vest only after a five-year vesting period without performance test. In case of termination of service before the vesting date, special forfeiture rules apply. Confirmation of the hardship grant of approximately 120,000 restricted stock units under the Program in 2010 to employees of the Company and/or its majority owned subsidiaries.

ii. a program allowing for the exceptional offer of restricted stock units to certain employees at the discretion of the Remuneration Committee of Anheuser-Busch InBev as a long-term retention incentive for key employees of the Company. The first half of the restricted stock units vest after five years and the other half vest only after a ten-year period. No performance test is applied. In case of termination of service before the vesting date, special forfeiture rules apply. Confirmation of the grant of approximately 320,000 restricted stock units under the Program in 2010 to employees of the Company and/or its majority owned subsidiaries.

iii. a program allowing certain employees to purchase Company shares at a discount aimed as a long-term retention incentive for highpotential employees of the Company and/or its majority owned subsidiaries, who are at a mid-manager level. The voluntary investment in Company shares leads to the grant of 3 matching shares for each share invested. The discount and matching shares are granted in the form of restricted stock units which vest after 5 years. In case of termination before the vesting date, special forfeiture rules apply

B10.a Approval of change of control provisions relating Mgmt Take No Action to the Updated EMTN Programme: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) Condition 7.5 of the Terms & Conditions (Change of Control Put) of the EUR 15,000,000,000 updated Euro Medium Term Note Programme dated 18 October 2010 of the Company and Brandbrew SA (the "Issuers") and Deutsche Bank AG., London Branch acting as Arranger (the "Updated EMTN Programme"), which may be applicable in the case of notes issued under the Updated EMTN Programme and (ii) any other provision in the Updated EMTN Programme granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Terms & Conditions of

the Updated EMTN Programme) (*). (*) Pursuant to the Updated EMTN Programme, (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". If a Change of Control Put is specified in the applicable Final Terms of the notes, Condition 7.5 of the Terms & Conditions of the Updated EMTN Programme grants, to any noteholder, in essence, the right to request the redemption of his notes at the redemption amount specified in the Final Terms of the notes, together, if appropriate, with interest accrued upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade B10.b Approval of change of control provisions relating Mgmt Take No Action to the US Dollar notes: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the USD 3,250,000,000 notes issued on 29 and 26 March 2010, consisting of USD 1,000,000,000 2.50% notes due 2013, USD 750,000,000 3.625% notes due 2015, USD 1,000,000,000 5.00% notes due 2020 and USD 500,000,000 Floating Rate Notes due 2013 (the "Unregistered Notes issued in March 2010"), (ii) the Change of Control clause of the USD 3,250,000,000 registered notes issued in September 2010, consisting of USD 1,000,000,000 2.50% notes due 2013, USD 750,000,000 3.625% notes due 2015, USD 1,000,000,000 5.00% notes due 2020 and USD 500,000,000 Floating Rate Notes due 2013, issued in exchange for corresponding amounts of the corresponding unregistered notes issued in March 2010, in accordance with a US Form F-4 Registration Statement pursuant to an exchange offer launched by Anheuser-Busch InBev Worldwide Inc. in the U.S. on 5 August 2010 and expired on 2 September 2010 (the "Registered Notes issued in September 2010"), (iii) the Change of Control clause of the USD 8,000,000,000 registered notes issued in March 2011, consisting of USD 1,250,000,000 7.20% notes due 2014, USD 2,500,000,000 7.75% notes due 2019 and USD 1,250,000,000 8.20% notes due 2039, USD 1,550,000,000 5.375% notes due 2014, USD 1,000,000,000 6.875% notes due 2019 and USD 450,000,000 8.00% notes due 2039, each issued in exchange for corresponding amounts of the corresponding unregistered notes issued in January 2009 and of the corresponding unregistered notes issued in May 2009, in accordance with a US Form F-4 Registration Statement pursuant to an exchange offer launched by Anheuser-Busch InBev Worldwide Inc. in the U.S. on 11 February 2011 and expired on 14 March 2011 (the "Registered Notes issued in March 2011"), whereby each of the Unregistered Notes issued in March 2010, the Registered Notes issued in September 2010 and the Registered Notes issued in March 2011 are issued by Anheuser-Busch InBev Worldwide Inc. (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (iv) any other provision applicable to the Unregistered Notes issued in March 2010, the Registered Notes issued in September 2010 and the Registered Notes issued in March 2011 granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Offering Memorandum with respect to the unregistered notes, as the case may be, and in the Registration Statement with respect to the registered notes) (*). (*) (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition

directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade B10.c Approval of change of control provisions relating Mgmt Take No Action to the notes issued under Anheuser-Busch InBev's Shelf Registration Statement filed in the United States on Form F-3: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the Brazilian real ("BRL") 750,000,000 9.750% registered notes issued on 17 November 2010 by Anheuser-Busch InBev Worldwide Inc. under Anheuser-Busch InBev's Shelf Registration Statement filed on Form F-3 on 21 September 2010 (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (ii) any other provision applicable to the registered notes granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Prospectus Supplement dated 9 November 2010 to the Prospectus dated 21 September 2010). (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade B10.d Approval of change of control provisions relating Mgmt Take No Action to the CAD Dollar notes issued via a Canadian Private Placement: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the CAD 600,000,000 3.65% notes due 2016 issued on 8 December 2010 via a Canadian Private Placement by Anheuser-Busch InBev Worldwide Inc. (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (ii) any other provision applicable to the notes granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Offering Memorandum dated 8 December 2010). AB_INBEV_form_vote_110426_EN.doc (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of

share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade C

Proposed resolution: granting powers to Mr. Mgmt Take No Action Benoit Loore, VP Legal Corporate, with power to substitute and without prejudice to other delegations of powers to the extent applicable, for (i) the acknowledgment of the realisation of the condition precedent referred to under A.3 (a) above, (ii) the restatements of the articles of association as a result of all changes referred to above, the signing of the restated articles of association and their filings with the clerk's office of the Commercial Court of Brussels, (iii) the filing with the same clerk's office of the resolutions referred under item B.10 above and (iv) any other filings and publication formalities in relation to the above resolutions PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION Non-Voting Take No Action IN THE TEXT OF THE RESOLUTION C.IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU

----- ARM HLDGS
PLC Agenda Number: 702851280

----- Security:
G0483X122 Meeting Type: AGM Meeting Date: 12-May-2011 Ticker: ISIN: GB0000595859

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management 1 To receive the Company's annual report and accounts Mgmt For For for the financial year ended 31 December 2010 2 To declare a final dividend of 1.74 pence per Mgmt For For share in respect of the financial year ended 31 December 2010 3 To approve the directors' remuneration report Mgmt For For as set out on pages 60 to 71 of the annual report and accounts for the financial year ended 31 December 2010 4 To elect Larry Hirst as a director Mgmt For For 5 To elect Janice Roberts as a director Mgmt For For 6 To elect Andy Green as a director Mgmt For For 7 To re-elect Doug Dunn as a director Mgmt For For 8 To re-elect Warren East as a director Mgmt For For 9 To re-elect Tudor Brown as a director Mgmt For For 10 To re-elect Mike Inglis as a director Mgmt For For 11 To re-elect Mike Muller as a director Mgmt For For 12 To re-elect Kathleen O'Donovan as a director Mgmt For For 13 To re-elect Philip Rowley as a director Mgmt For For 14 To re-elect Tim Score as a director Mgmt For For 15 To re-elect Simon Segars as a director Mgmt For For 16 To re-elect Young Sohn as a director Mgmt For For 17 To re-appoint PricewaterhouseCoopers LLP as Mgmt For For auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company 18 To authorise the directors to fix the remuneration Mgmt For For of the auditors 19 That the directors be generally and unconditionally Mgmt For For authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares: (i) up to a nominal amount of GBP 221,939; (ii) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of GBP 221,939 of ordinary issued share capital in connection with an offer by way of a rights issue, such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the end of the next AGM or on 30 June 2012, whichever is the earlier but, in each case, so that the CONTD CONT CONTD Company may make offers and enter into Non-Voting No vote agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authorities end. For the purposes of this resolution, "rights issue" means an offer to: (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities, to subscribe further securities by means of the issue of a renounceable letter (or CONTD CONT CONTD other negotiable document) which may be Non-Voting No vote traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory 20 That subject to the passing of resolution 19 Mgmt For For above, the directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash: (i) pursuant to the authority given by paragraph (i) of resolution 19 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006, in each case: (I) In connection with a

pre-emptive offer; and (II) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of GBP 33,627; and (ii) pursuant to the authority given by paragraph (ii) of resolution 19 above in connection with a rights issue, as if Section 561 (1) of the Companies Act 2006 did not apply to any such allotment; such power to expire at the end of the next Annual General Meeting or CONTD CONT CONTD on 30 June 2012, whichever is the earlier Non-Voting No vote but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends. For the purposes of this resolution: (a) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the directors to (I) holders (other than the Company) on the register on a record date fixed by the directors of ordinary shares in proportion to their respective holdings and (II) other persons so entitled by virtue of the rights attaching to any other securities held by them, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, CONTD CONT CONTD fractional entitlements, record dates Non-Voting No vote or legal, regulatory or practical problems in, or under the laws of, any territory; (b) "rights issue" has the same meaning as in resolution 19 above; (c) references to an allotment of equity securities shall include a sale of treasury shares; and (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights 21 That the Company be and is hereby unconditionally Mgmt For For and generally authorised for the purpose of Section 693 of the Companies Act 2006 to make market purchases (as defined in Section 693 of that Act) of ordinary shares of 0.05 pence each in the capital of the Company provided that: (a) the maximum number of shares which may be purchased is 134,508,636; (b) the minimum price which may be paid for each share is 0.05 pence; (c) the maximum price (excluding expenses) which may be paid for any ordinary share is an amount equal to 105% of the average of the closing mid market price of the Company's ordinary shares as derived from the Daily Official List of the London Stock Exchange plc for the five business CONTD CONT CONTD days immediately preceding the day on Non-Voting No vote which such share is contracted to be purchased; and (d) this authority shall expire at the conclusion of the AGM of the Company held in 2012 or, if earlier, on 30 June 2012 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time 22 That a general meeting other than an annual Mgmt For For general meeting may be called on not less than 14 clear days' notice

----- ASML

HOLDING NV, VELDHOVEN Agenda Number: 702821136

----- Security:

N07059178 Meeting Type: AGM Meeting Date: 20-Apr-2011 Ticker: ISIN: NL0006034001

----- Prop.# Proposal

Proposal Proposal Vote For/Against Type Management CMMT PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN Non-Voting No vote THERE IS A RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU 1 Opening Non-Voting No vote 2 Overview of the Company's business, financial Non-Voting No vote situation and sustainability 3 Discussion of the Annual Report 2010, including Mgmt For For ASML's corporate governance chapter, and the Remuneration Report 2010, and adoption of the financial statements for the financial year 2010, as prepared in accordance with Dutch law 4 Discharge of the members of the Board of Management Mgmt For For from liability for their responsibilities in the financial year 2010 5 Discharge of the members of the Supervisory Mgmt For For Board from liability for their responsibilities in the financial year 2010 6 Clarification of the reserves and dividend policy Non-Voting No vote 7 Proposal to adopt a dividend of EUR 0.40 per Mgmt For For ordinary share of EUR 0.09 8 Proposal to amend the Articles of Association Mgmt For For of the Company 9 Approval of the number of stock options, respectively Mgmt For For shares, for employees 10.1 Composition of the Supervisory Board: Nomination Mgmt For For by the Supervisory Board of Messrs. W.T. Siegle for re-appointment as member of the Supervisory Board, effective April 20, 2011 10.2 Composition of the Supervisory Board: Nomination Mgmt For For by the Supervisory Board of J.W.B. Westerburgen for re-appointment as member of the Supervisory Board, effective April 20, 2011 11 Composition of the Supervisory Board in 2012: Non-Voting No vote Notification that Mr. O. Bilous will retire by rotation in 2012; Notification that Mr. F.W. Frohlich will retire by rotation in 2012; Notification that Mr. A.P.M. van der Poel will retire by rotation in 2012 12 Remuneration of the Supervisory Board Mgmt For For 13.a Proposal to authorize the Board of Management Mgmt For For to issue shares or rights to subscribe for shares in the capital of the Company within the limits set forth in the Articles of Association of the

Company, as well as to restrict or exclude the pre-emption rights accruing to shareholders: Proposal to authorize the Board of Management for a period of 18 months from April 20, 2011, to issue shares or rights to subscribe for shares in the capital of the Company, subject to approval of the Supervisory Board, limited to 5% of the issued share capital at the time of the authorization 13.b Proposal to authorize the Board of Management Mgmt For For to issue shares or rights to subscribe for shares in the capital of the Company within the limits set forth in the Articles of Association of the Company, as well as to restrict or exclude the pre-emption rights accruing to shareholders: Proposal to authorize the Board of Management for a period of 18 months from April 20, 2011 to restrict or exclude the pre-emption rights accruing to shareholders in connection with the issue of shares or rights to subscribe for shares as described under a., subject to approval of the Supervisory Board 13.c Proposal to authorize the Board of Management Mgmt For For to issue shares or rights to subscribe for shares in the capital of the Company within the limits set forth in the Articles of Association of the Company, as well as to restrict or exclude the pre-emption rights accruing to shareholders: Proposal to authorize the Board of Management for a period of 18 months from April 20, 2011, to issue shares or rights to subscribe for shares in the capital of the Company, subject to approval of the Supervisory Board, for an additional 5% of the issued share capital at the time of the authorization, which 5% can only be used in connection with or on the occasion of mergers and/or acquisitions 13.d Proposal to authorize the Board of Management Mgmt For For to issue shares or rights to subscribe for shares in the capital of the Company within the limits set forth in the Articles of Association of the Company, as well as to restrict or exclude the pre-emption rights accruing to shareholders: Proposal to authorize the Board of Management for a period of 18 months from April 20, 2011, to restrict or exclude the pre-emption rights accruing to shareholders in connection with the issue of shares or rights to subscribe for shares as described under c., subject to approval of the Supervisory Board 14 Proposal to authorize the Board of Management Mgmt For For for a period of 18 months from April 20, 2011 to acquire - subject to the approval of the Supervisory Board - such a number of ordinary shares in the Company's share capital as permitted within the limits of the law and the current Articles of Association of the Company, taking into account the possibility to cancel the re-purchased shares, for valuable consideration, on Euronext Amsterdam by NYSE Euronext ("Euronext Amsterdam") or the Nasdaq Stock Market LLC ("Nasdaq"), or otherwise, at a price between, on the one hand, an amount equal to the nominal value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on CONTD CONTD Euronext Amsterdam or Nasdaq; the market Non-Voting No vote price being the average of the highest price on each of the five days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam or as reported on Nasdaq 15 Proposal to cancel ordinary shares in the share Mgmt For For capital of the Company repurchased or to be repurchased by the Company. The number of ordinary shares that will be cancelled shall be determined by the Board of Management, but shall not exceed 10% of the issued share capital of the Company as of April 20, 2011 16 Proposal to cancel additional ordinary shares Mgmt For For in the share capital of the Company repurchased by the Company following the cancellation of the ordinary shares under item 15. The number of ordinary shares that will be cancelled shall be determined by the Board of Management, but shall not exceed 10% of the issued share capital of the Company as of April 20, 2011, reduced with the number of ordinary shares cancelled pursuant to item 15 17 Any other business Non-Voting No vote 18 Closing Non-Voting No vote

----- AUTONOMY

CORP PLC Agenda Number: 702804166

----- Security:

G0669T101 Meeting Type: AGM Meeting Date: 24-Mar-2011 Ticker: ISIN: GB0055007982

----- Prop.# Proposal

Proposal Proposal Vote For/Against Type Management 1 To receive and adopt the accounts of the Company Mgmt For For for the financial year ended 31 December 2010 together with the directors' report and the auditors' report on those accounts 2 To approve the directors' remuneration report Mgmt For For included in the Annual Report and Accounts for the year ended 31 December 2010 3 To re-elect Robert Webb as a director of the Mgmt For For Company 4 To elect Jonathan Bloomer as a director of the Mgmt For For Company 5 To re-elect Richard Gaunt as a director of the Mgmt For For Company 6 To re-elect Sushovan Hussain as a director of Mgmt For For the Company 7 To elect Frank Kelly as a director of the Company Mgmt For For 8 To re-elect Michael Lynch as a director of the Mgmt For For Company 9 To re-elect John McMonigall as a director of Mgmt For For the Company 10 To re-appoint Deloitte LLP as auditors of the Mgmt For For Company 11 To authorise the directors to determine the Mgmt For For auditors' remuneration for the ensuing year 12 To authorise the directors to allot equity securities Mgmt For For in

accordance with the limitations set out in the Notice of Meeting 13 To authorise the directors to allot equity securities
Mgmt For For for cash in accordance with the limitations set out in the Notice of Meeting 14 To authorise the
Company to make market purchases Mgmt For For of ordinary shares in accordance with the limitations set out in the
Notice of Meeting 15 That a general meeting, other than an annual Mgmt For For general meeting, may be called on
not less than 14 clear days notice

----- CANON INC.
Agenda Number: 702814078

----- Security:
J05124144 Meeting Type: AGM Meeting Date: 30-Mar-2011 Ticker: ISIN: JP3242800005

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management Please reference meeting materials. Non-Voting No vote 1.
Approve Appropriation of Retained Earnings Mgmt For For 2.1 Appoint a Director Mgmt For For 2.2 Appoint a
Director Mgmt For For 2.3 Appoint a Director Mgmt For For 2.4 Appoint a Director Mgmt For For 2.5 Appoint a
Director Mgmt For For 2.6 Appoint a Director Mgmt For For 2.7 Appoint a Director Mgmt For For 2.8 Appoint a
Director Mgmt For For 2.9 Appoint a Director Mgmt For For 2.10 Appoint a Director Mgmt For For 2.11 Appoint a
Director Mgmt For For 2.12 Appoint a Director Mgmt For For 2.13 Appoint a Director Mgmt For For 2.14 Appoint a
Director Mgmt For For 2.15 Appoint a Director Mgmt For For 2.16 Appoint a Director Mgmt For For 2.17 Appoint a
Director Mgmt For For 2.18 Appoint a Director Mgmt For For 2.19 Appoint a Director Mgmt For For 3. Appoint a
Corporate Auditor Mgmt For For 4. Approve Payment of Bonuses to Directors Mgmt For For 5. Issuance of Share
Options as Stock Options without Mgmt For For Compensation

----- CHECK POINT
SOFTWARE TECHNOLOGIES LTD. Agenda Number: 933435592

----- Security:
M22465104 Meeting Type: Annual Meeting Date: 24-May-2011 Ticker: CHKP ISIN: IL0010824113

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management 01 DIRECTOR GIL SHWED Mgmt For For MARIUS
NACHT Mgmt For For JERRY UNGERMAN Mgmt For For DAN PROPPER Mgmt For For DAVID RUBNER
Mgmt For For DR. TAL SHAVIT Mgmt For For 02 RE-ELECTION OF TWO OUTSIDE DIRECTORS: IRWIN
Mgmt For For FEDERMAN AND RAY ROTHROCK. 03 TO RATIFY THE APPOINTMENT AND
COMPENSATION OF Mgmt For For KOST, FORER, GABBAY & KASIERER, A MEMBER OF ERNST &
YOUNG GLOBAL, AS CHECK POINT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR
2011. 04 TO AMEND THE FEE STRUCTURE FOR CHECK POINT'S Mgmt For For DIRECTORS. 05 TO
APPROVE COMPENSATION TO CHECK POINT'S CHIEF Mgmt For For EXECUTIVE OFFICER WHO IS
ALSO THE CHAIRMAN OF THE BOARD OF DIRECTORS.

----- CNOOC LTD
Agenda Number: 702697282

----- Security:
Y1662W117 Meeting Type: EGM Meeting Date: 24-Nov-2010 Ticker: ISIN: HK0883013259

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management CMMT PLEASE NOTE IN THE HONG KONG MARKET
THAT A VOTE Non-Voting No vote OF "ABSTAIN" WILL BE TREATED THE SAME AS A "TAKE NO
ACTION" VOTE. CMMT PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE Non-Voting No vote
BY CLICKING ON THE URL LINK:

<http://www.hkexnews.hk/listedco/listconews/sehk/20101103/LTN20101103035.pdf> CMMT PLEASE NOTE THAT
EUROCLEAR DOES NOT OFFER ANY Non-Voting No vote VOTING SERVICES ON THIS ISSUE. THIS
NOTICE IS SENT FOR INFORMATION PURPOSES ONLY. BY DEFAULT EOC WILL TAKE NO ACTION. 1
To approve the Non-exempt Continuing Connected Mgmt For For Transactions 2 To approve the Proposed Caps for
each category Mgmt For For of the Non-exempt Continuing Connected Transactions PLEASE NOTE THAT THIS IS
A REVISION DUE TO CHANGE Non-Voting No vote IN RECORD DATE. IF YOU HAVE ALREADY SENT IN
YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR
ORIGINAL INSTRUCTIONS. THANK YOU.

----- CNOOC LTD
Agenda Number: 702926998

----- Security:
Y1662W117 Meeting Type: AGM Meeting Date: 27-May-2011 Ticker: ISIN: HK0883013259

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management CMMT PLEASE NOTE IN THE HONG KONG MARKET THAT A VOTE Non-Voting No vote OF "ABSTAIN" WILL BE TREATED THE SAME AS A "TAKE NO ACTION" VOTE. CMMT PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE Non-Voting No vote BY CLICKING ON THE URL LINK:

<http://www.hkexnews.hk/listedco/listconews/sehk/20110407/LTN20110407065.pdf> A1 To receive and consider the audited Statement Mgmt For For of Accounts together with the Report of the Directors and Independent Auditors' Report thereon for the year ended 31 December 2010 A2 To declare a final dividend for the year ended Mgmt For For 31 December 2010 A3I To re-elect Mr. Wang Yilin as Non-executive Mgmt For For Director A3II To re-elect Mr. Li Fanrong as Executive Director Mgmt For For A3III To re-elect Mr. Lawrence J. Lau as Independent Mgmt For For Non-executive Director A3IV To re-elect Mr. Wang Tao as Independent Non-executive Mgmt For For Director A3V To authorise the Board of Directors to fix the Mgmt For For remuneration of each of the Directors A4 To re-appoint the Company's independent auditors Mgmt For For and to authorise the Board of Directors to fix their remuneration B1 To grant a general mandate to the Directors Mgmt For For to repurchase shares in the capital of the Company not exceeding 10% of the share capital of the Company in issue as at the date of passing of this resolution B2 To grant a general mandate to the Directors Mgmt For For to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of the share capital of the Company in issue as at the date of passing of this resolution B3 To extend the general mandate granted to the Mgmt For For Directors to allot, issue and deal with shares in the capital of the Company by the aggregate number of shares repurchased, which shall not exceed 10% of the share capital of the Company in issue as at the date of passing of this resolution CMMT PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT Non-Voting No vote OF ACTUAL RECORD DATE AND CHANGE IN DIRECTOR NAME FOR RESOLUTION NO. A3.1. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

----- DANONE,
PARIS Agenda Number: 702819600

----- Security:
F12033134 Meeting Type: MIX Meeting Date: 28-Apr-2011 Ticker: ISIN: FR0000120644

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management CMMT PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY Non-Voting No vote VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. CMMT French Resident Shareowners must complete, sign Non-Voting No vote and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative CMMT PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING Non-Voting No vote INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: <https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100550.pdf> O.1 Approval of the corporate financial statements Mgmt For For for the financial year ended on December 31, 2010 O.2 Approval of the consolidated financial statements Mgmt For For for the financial year ended on December 31, 2010 O.3 Allocation of income for the financial year Mgmt For For ended December 31, 2010 and setting the dividend at EUR 1.30 per share O.4 Ratification of the co-optation of Mr. Yoshihiro Mgmt For For Kawabata as Board member O.5 Renewal of Mr. Bruno Bonnell's term as Board Mgmt For For member O.6 Renewal of Mr. Bernard Hours's term as Board Mgmt For For member O.7 Renewal of Mr. Yoshihiro Kawabata's term as Mgmt For For Board member O.8 Renewal of Mr. Jacques Vincent's term as Board Mgmt For For member O.9 Appointment of Mrs. Isabelle Seillier as

Board Mgmt For For member O.10 Appointment of Mr. Jean-Michel Severino as Board Mgmt For For member O.11 Approval of the Agreements referred to in the Mgmt For For Statutory Auditors' special report O.12 Approval of the Agreements and Undertakings Mgmt For For pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code relating to Mr. Bernard Hours O.13 Authorization to be granted to the Board of Mgmt For For Directors to purchase, hold or transfer Company's shares E.14 Delegation of authority to the Board of Directors Mgmt For For to issue ordinary shares of the Company and securities giving access to the capital of the Company, with preferential subscription rights of shareholders E.15 Delegation of authority to the Board of Directors Mgmt For For to issue ordinary shares of the Company and securities giving access to the capital of the Company, with cancellation of preferential subscription rights of shareholders, but with obligation to grant a priority right E.16 Delegation of authority to the Board of Directors Mgmt For For in the event of capital increase with or with cancellation of preferential subscription rights of shareholders to increase the amount of issuable securities E.17 Delegation of authority to the Board of Directors Mgmt For For to issue ordinary shares and securities giving access to the capital of the Company, in the event of public exchange offer initiated by the Company E.18 Delegation of powers to the Board of Directors Mgmt For For to issue ordinary shares, in consideration for in-kind contributions granted to the Company and composed of equity securities or securities giving access to the capital E.19 Delegation of authority to the Board of Directors Mgmt For For to increase the Company's capital by incorporation of reserves, profits or premiums or other amounts which capitalization is authorized E.20 Delegation of authority to the Board of Directors Mgmt For For to carry out capital increases reserved for employees participating in a company savings plan and/or transfers of reserved securities E.21 Authorization granted to the Board of Directors Mgmt For For to reduce capital by cancellation of shares E.22 Powers for formalities Mgmt For For

----- DELL INC.

Agenda Number: 933291750

----- Security:

24702R101 Meeting Type: Annual Meeting Date: 12-Aug-2010 Ticker: DELL ISIN: US24702R1014

----- Prop.# Proposal

Proposal Proposal Vote For/Against Type Management 01 DIRECTOR JAMES W. BREYER Mgmt For For DONALD J. CARTY Mgmt For For MICHAEL S. DELL Mgmt For For WILLIAM H. GRAY, III Mgmt For For JUDY C. LEWENT Mgmt For For THOMAS W. LUCE, III Mgmt For For KLAUS S. LUFT Mgmt For For ALEX J. MANDL Mgmt For For SHANTANU NARAYEN Mgmt For For SAM NUNN Mgmt For For H. ROSS PEROT, JR. Mgmt For For 02 RATIFICATION OF INDEPENDENT AUDITOR Mgmt For For 03 AMENDMENT OF CERTIFICATE OF INCORPORATION TO Mgmt For For ELIMINATE SUPERMAJORITY VOTE PROVISIONS SH1 REIMBURSEMENT OF PROXY EXPENSES Shr Against For SH2 ADVISORY VOTE ON EXECUTIVE COMPENSATION Shr Against For

----- DIAGEO PLC

Agenda Number: 702606368

----- Security:

G42089113 Meeting Type: AGM Meeting Date: 14-Oct-2010 Ticker: ISIN: GB0002374006

----- Prop.# Proposal

Proposal Proposal Vote For/Against Type Management 1 Receive the report and accounts 2010 Mgmt For For 2 Approve the Directors' remuneration report 2010 Mgmt For For 3 Declare the final dividend Mgmt For For 4 Re-elect PB Bruzelius as a Director Mgmt Abstain Against 5 Re-elect LM Danon as a Director Mgmt For For 6 Re-elect BD Holden as a Director Mgmt For For 7 Re-elect Lord Hollick as a Director Mgmt For For 8 Re-elect Dr FB Humer as a Director Mgmt For For 9 Re-elect PG Scott as a Director Mgmt For For 10 Re-elect HT Stitzer as a Director Mgmt For For 11 Re-elect PA Walker as a Director Mgmt For For 12 Re-elect PS Walsh as a Director Mgmt For For 13 Election of Lord Davies as a Director Mgmt For For 14 Election of DA Mahlan as a Director Mgmt For For 15 Re-appoint the Auditor Mgmt For For 16 Approve the remuneration of Auditor Mgmt For For 17 Authorize to allot shares Mgmt For For 18 Approve the disapplication of pre-emption rights Mgmt For For 19 Authorize to purchase own ordinary shares Mgmt For For 20 Authorize to make political donations and/or Mgmt For For to incur political expenditure in the EU 21 Amend the Diageo Plc 2001 Share Incentive Plan Mgmt For For 22 Adopt the Diageo Plc 2010 Sharesave Plan Mgmt For For 23 Authorize to establish International share plans Mgmt For For 24 Approve the reduced notice of a general meeting Mgmt For For other than an AGM

----- GENERAL
ELECTRIC COMPANY Agenda Number: 933387664
----- Security:
369604103 Meeting Type: Annual Meeting Date: 27-Apr-2011 Ticker: GE ISIN: US3696041033
----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management A1 ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE
Mgmt For For A2 ELECTION OF DIRECTOR: JAMES I. CASH, JR. Mgmt For For A3 ELECTION OF
DIRECTOR: ANN M. FUDGE Mgmt For For A4 ELECTION OF DIRECTOR: SUSAN HOCKFIELD Mgmt For
For A5 ELECTION OF DIRECTOR: JEFFREY R. IMMELT Mgmt For For A6 ELECTION OF DIRECTOR:
ANDREA JUNG Mgmt For For A7 ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY Mgmt For For A8
ELECTION OF DIRECTOR: ROBERT W. LANE Mgmt For For A9 ELECTION OF DIRECTOR: RALPH S.
LARSEN Mgmt For For A10 ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS Mgmt For For A11
ELECTION OF DIRECTOR: JAMES J. MULVA Mgmt For For A12 ELECTION OF DIRECTOR: SAM NUNN
Mgmt For For A13 ELECTION OF DIRECTOR: ROGER S. PENSKE Mgmt For For A14 ELECTION OF
DIRECTOR: ROBERT J. SWIERINGA Mgmt For For A15 ELECTION OF DIRECTOR: JAMES S. TISCH Mgmt
For For A16 ELECTION OF DIRECTOR: DOUGLAS A. WARNER III Mgmt For For B1 RATIFICATION OF
KPMG Mgmt For For B2 ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION Mgmt For For B3
ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY Mgmt 1 Year For VOTES ON
EXECUTIVE COMPENSATION C1 SHAREOWNER PROPOSAL: CUMULATIVE VOTING Shr Against For C2
SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS Shr Against For C3 SHAREOWNER PROPOSAL:
WITHDRAW STOCK OPTIONS Shr Against For GRANTED TO EXECUTIVES C4 SHAREOWNER
PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE Shr Against For C5 SHAREOWNER PROPOSAL:
TRANSPARENCY IN ANIMAL Shr Against For RESEARCH

----- HTC CORP
Agenda Number: 703110647
----- Security:
Y3732M103 Meeting Type: AGM Meeting Date: 15-Jun-2011 Ticker: ISIN: TW0002498003
----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management CMMT PLEASE NOTE THAT THIS IS AN AMENDMENT
TO MEETING Non-Voting No vote ID 834998 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES
RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO
REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. CMMT PLEASE NOTE THAT IN CASES WHERE
THE CLIENT INSTRUCTS Non-Voting No vote US TO VOTE AGAINST ANY PROPOSAL TO BE DISCUSSED
AT A SHAREHOLDERS MEETING AND THE VOTING WITH RESPECT TO SUCH PROPOSAL IS DONE BY
BALLOT, WE OR OUR DESIGNEE WILL FILL OUT THE BALLOT IN RESPECT OF SUCH PROPOSAL IN
ACCORDANCE WITH THE CLIENTS INSTRUCTIONS. HOWEVER, IF THE VOTING AT THE
SHAREHOLDERS MEETING IS DONE BY ACCLAMATION, WE/OUR DESIGNEE WILL NOT TAKE ANY
ACTION IN RESPECT OF THE RELEVANT PROPOSAL. THANK YOU A.1 The 2010 business operations
Non-Voting No vote A.2 The 2010 audited reports Non-Voting No vote A.3 The status of buyback treasury stock
Non-Voting No vote A.4 The revision of conditions for buyback stock Non-Voting No vote of transferring to
employees B.1 The 2010 business reports and financial statements Mgmt For For B.2 The 2010 profit distribution
proposed cash dividend: Mgmt For For TWD37 per share B.3 The issuance of new shares from retained earnings
Mgmt For For and staff bonus. Proposed stock dividend: 50 for 1,000 shs held B.4 The revision to the Articles of
incorporation Mgmt For For B.5 The revision to the procedures of asset acquisition Mgmt For For or disposal B.6.1
The election of director: David Bruce Yoffie, Mgmt For For ID: 19540707DA B.6.2 The election of supervisor: Jerry
H C Chu, ID: Mgmt For For A121108388 B.7 The proposal to release the prohibition on directors Mgmt For For from
participation in competitive business B.8 Extraordinary motions Mgmt For Against

----- JOHNSON &
JOHNSON Agenda Number: 933382854
----- Security:
478160104 Meeting Type: Annual Meeting Date: 28-Apr-2011 Ticker: JNJ ISIN: US4781601046

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management 1A ELECTION OF DIRECTOR: MARY SUE COLEMAN
Mgmt For For 1B ELECTION OF DIRECTOR: JAMES G. CULLEN Mgmt For For 1C ELECTION OF
DIRECTOR: IAN E.L. DAVIS Mgmt For For 1D ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS Mgmt For
For 1E ELECTION OF DIRECTOR: SUSAN L. LINDQUIST Mgmt For For 1F ELECTION OF DIRECTOR:
ANNE M. MULCAHY Mgmt For For 1G ELECTION OF DIRECTOR: LEO F. MULLIN Mgmt For For 1H
ELECTION OF DIRECTOR: WILLIAM D. PEREZ Mgmt For For 1I ELECTION OF DIRECTOR: CHARLES
PRINCE Mgmt For For 1J ELECTION OF DIRECTOR: DAVID SATCHER Mgmt For For 1K ELECTION OF
DIRECTOR: WILLIAM C. WELDON Mgmt For For 02 RATIFICATION OF APPOINTMENT OF
PRICEWATERHOUSECOOPERS Mgmt For For LLP AS INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM FOR 2011 03 ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION
Mgmt For For 04 ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE Mgmt 1 Year For ON NAMED
EXECUTIVE OFFICER COMPENSATION 05 SHAREHOLDER PROPOSAL ON PHARMACEUTICAL PRICE
Shr Against For RESTRAINT 06 SHAREHOLDER PROPOSAL ON AMENDMENT TO COMPANY'S Shr Against
For EQUAL EMPLOYMENT OPPORTUNITY POLICY 07 SHAREHOLDER PROPOSAL ON ADOPTING
NON-ANIMAL Shr Against For METHODS FOR TRAINING

----- MEDTRONIC,
INC. Agenda Number: 933309139

----- Security:
585055106 Meeting Type: Annual Meeting Date: 25-Aug-2010 Ticker: MDT ISIN: US5850551061

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management 1 DIRECTOR RICHARD H. ANDERSON Mgmt For For
DAVID L. CALHOUN Mgmt For For VICTOR J. DZAU, M.D. Mgmt For For WILLIAM A. HAWKINS Mgmt For
For SHIRLEY A. JACKSON, PHD Mgmt For For JAMES T. LENEHAN Mgmt For For DENISE M. O'LEARY
Mgmt For For KENDALL J. POWELL Mgmt For For ROBERT C. POZEN Mgmt For For JEAN-PIERRE ROSSO
Mgmt For For JACK W. SCHULER Mgmt For For 2 TO RATIFY THE APPOINTMENT OF
PRICEWATERHOUSECOOPERS Mgmt For For LLP AS MEDTRONIC'S INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM.

----- MICROSOFT
CORPORATION Agenda Number: 933331011

----- Security:
594918104 Meeting Type: Annual Meeting Date: 16-Nov-2010 Ticker: MSFT ISIN: US5949181045

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management 01 ELECTION OF DIRECTOR: STEVEN A. BALLMER
Mgmt For For 02 ELECTION OF DIRECTOR: DINA DUBLON Mgmt For For 03 ELECTION OF DIRECTOR:
WILLIAM H. GATES III Mgmt For For 04 ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN Mgmt For
For 05 ELECTION OF DIRECTOR: REED HASTINGS Mgmt For For 06 ELECTION OF DIRECTOR: MARIA M.
KLAWE Mgmt For For 07 ELECTION OF DIRECTOR: DAVID F. MARQUARDT Mgmt For For 08 ELECTION
OF DIRECTOR: CHARLES H. NOSKI Mgmt For For 09 ELECTION OF DIRECTOR: HELMUT PANKE Mgmt
For For 10 RATIFICATION OF THE SELECTION OF DELOITTE & Mgmt For For TOUCHE LLP AS THE
COMPANY'S INDEPENDENT AUDITOR 11 SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD
Shr Against For COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY

----- NESTLE S A
Agenda Number: 702847596

----- Security:
H57312649 Meeting Type: AGM Meeting Date: 14-Apr-2011 Ticker: ISIN: CH0038863350

----- Prop.# Proposal
Proposal Proposal Vote For/Against Type Management CMMT PLEASE NOTE THAT THIS IS AN AMENDMENT
TO MEETING Non-Voting Take No Action ID 799253 DUE TO DELETION OF RESOLUTION. ALL VOTES
RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO
REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. CMMT BLOCKING OF REGISTERED SHARES IS

NOT A LEGAL Non-Voting Take No Action REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON REC