



Corporate Governance
Voting Report 2007

We believe that high standards of corporate governance protect our clients' interests, assist risk management, contribute to the maximisation of shareholder value and underpin the integrity and efficient operation of the financial markets.

Considered voting is at the core of our work as active shareowners; we believe that voting at company meetings is an important part of the dialogue between a company and its shareholders and a fundamental aspect of our fiduciary duty to our clients.

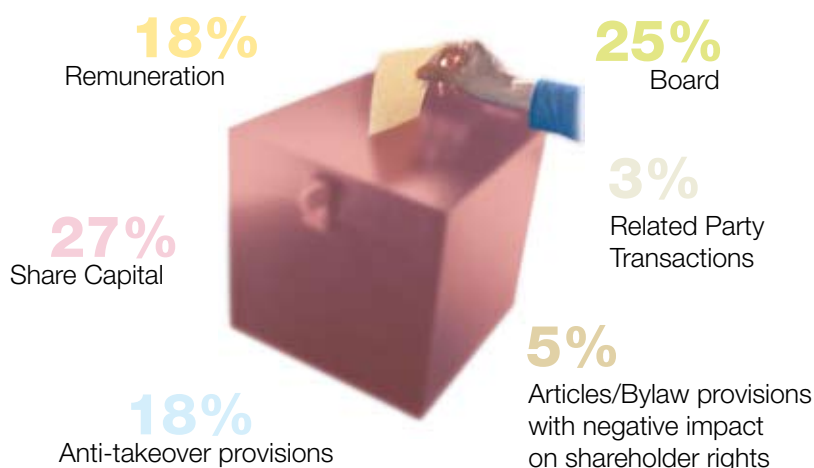
We recognise that corporate governance practices vary in different jurisdictions and that the companies in which we invest are subject to different local laws and regulations on governance matters. When reviewing resolutions proposed at general meetings we judge resolutions against fundamental principles of good corporate governance, while taking account of best practice standards pertinent to the relevant market and the Company's particular circumstances.

2007 VOTING HIGHLIGHTS

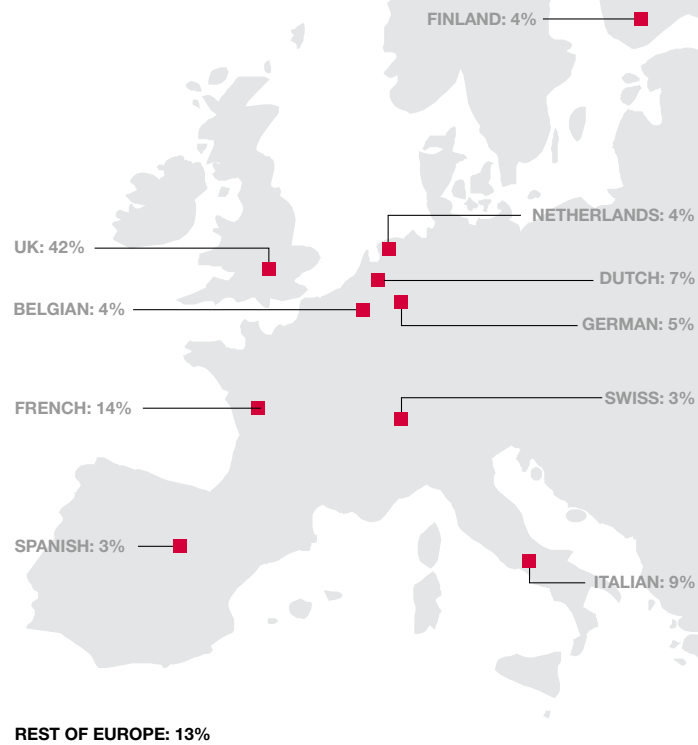
Meetings voted



Rationale for Votes Against/Abstentions



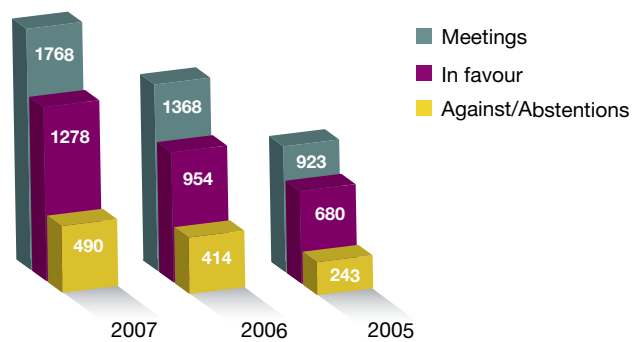
Geographical distribution



A.1. MEETINGS VOTED

	2007	2006	2005
Meetings	1768	1368	923
Voted for all items	1278	954	680
Votes against/abstentions *	490	414	243

* Meetings at which we voted against or abstained on at least one resolution



A.3. RATIONALE FOR VOTES AGAINST & ABSTENTIONS

ISSUE	RESOLUTIONS	%
Share Capital	289	27%
Board	269	25%
Remuneration	195	19%
Anti-takeover provisions	186	18%
Article/By-laws	50	5%
Related Party Transactions	27	3%

1. Share capital – requests to issue new shares that could result in excessive dilution of shareholders’ existing holdings in the company; and proposals to repurchase shares which would increase control by a significant shareholder without payment of a control premium.

2. Board – election of non-independent directors where the board does not include a sufficient number of independent directors; concerns about the composition of board committees; concerns about the board’s exercise of its oversight responsibilities; bundled directors elections; and non-provision of necessary information on proposed nominees.

3. Remuneration – executive service contract terms out of line with best practice; award of discounted options to executives; excessively dilutive stock options plans; insufficiently challenging performance criteria on variable remuneration components; and non-provision of relevant information.

4. Anti-takeover provisions: covers all devices that have the effect of restricting shareholders right to decide on ‘change of control’ transactions – includes poison pills, issuance of shares to management-friendly foundations; proposed share repurchases during a public bid at a significant premium to the fair market value of the Company’s shares; and transactions which transfer the legal title of a key asset to a friendly foundation.

5. Articles/By-laws: proposed amendments to constitutional documents which have the effect of restricting or curtailing the exercise of shareholders’ ownership rights. Such provisions include limitation on voting rights; restrictive shareholding disclosure practices; provisions contrary to the ‘one share-one vote’ principle; and other amendments with a negative impact on shareholders’ interest.

6. Related-Party Transactions – includes concerns about transactions with company insiders; and where the auditors’ report on related-party transactions was not provided within the recommended timeframe.

In addition, we voted in support of 14 shareholder resolutions. In particular, we supported shareholder resolutions asking the Board to respect the voting proportionality principle and remove limitations in Articles and Bylaws restricting the rights of shareholders to exercise their full voting power. We voted against 83 shareholder resolutions.

AXA IM voted against 47 ‘Other’ resolutions covering diverse matters including 5 merger and acquisitions resolutions, bundled resolutions dealing with different substantive issues; late delivery of reports and accounts; and ‘any other business’ resolutions which requires shareholders to vote in advance on items for which information has not been disclosed.