



BRIEFING NOTE:

STATE OF **SAY ON PAY** IN CANADA

APRIL 2019

More than 71% of companies in the TSX Composite Index have now adopted an advisory shareholder vote on executive compensation practices (“Say on Pay” votes) and 52 of the TSX60 Index companies have adopted the practice. Another 52 Canadian publicly-traded companies that are not on the TSX Composite Index have adopted the practice, making a total of 220 companies in Canada offering an annual “Say on Pay” vote.¹

Since 2017, there has been a 6.3% increase in the percentage of the TSX Composite Index and an 8.3% increase in the percentage of the TSX60 Index that has adopted Say on Pay thanks to persistent shareholder engagement by a group of large Canadian pension funds and institutional investors including the Shareholder Association for Research & Education (SHARE) and its members.

The group (which includes Alberta Investment Management Corporation, British Columbia Investment Management Corporation (BCI), the Caisse de dépôt et placement du Québec (CDPQ), Public Sector Pension Investment Board (PSP Investments), and SHARE) has been collectively asking companies in their portfolios to provide shareholders with an opportunity to vote annually on the board’s approach to compensating top executives. Where necessary, they have filed shareholder proposals to back up the request. To date, all of those proposals were withdrawn after successful negotiations.

“Say on Pay” votes create a critical accountability mechanism for shareholders, providing them with an opportunity to voice concerns with executive compensation practices in a focused, effective and appropriate manner. Adopting Say on Pay has been a way for boards to demonstrate their willingness to communicate and discuss their approach to compensation in open dialogue with shareholders, both before and after the annual vote. It provides the right balance between accountability to a company’s owners and the board’s discretion to oversee the company’s overall health and success.

The group, working together with other large Canadian institutional investors, has also asked securities regulators to make Say on Pay a requirement for all issuers. Regulators in other jurisdictions, notably the United States, United Kingdom, Australia and Switzerland, already require Say-on-Pay votes for publicly-traded companies. Although Canadian securities regulators have been slow to act, as of this writing the federal government has introduced legislation requiring certain companies incorporated under the *Canada Business Corporations Act* to hold an annual Say on Pay vote.

Direct shareholder engagement and policy advocacy continues.

A full list of companies in each index that have adopted the practice follows.

About SHARE

SHARE is a leader in responsible investment services, research and education. We work with a growing network of institutional investors helping them to become active owners and develop and implement responsible investment policies and practices. If you would like to know more about our shareholder engagement program, please contact us:

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¹ Note: three of the 220 companies that have an advisory vote on executive compensation hold their votes tri-annually, not annually. These companies have been marked with an asterisk in the attached list.

CANADIAN COMPANIES THAT HAVE ADOPTED AN ADVISORY VOTE ON EXECUTIVE COMPENSATION

ARE	Aecon Group Inc.	CSU	Constellation Software Inc.
AEM	Agnico Eagle Mines Limited	CMMC	Copper Mountain Mining Corp.
AIM	Aimia Inc.	BCB.TO	Cott Corporation
AC	Air Canada	CPG	Crescent Point Energy Corp.
ASR	Alacer Gold Corp.	CR	Crew Energy Inc.
AGI	Alamos Gold Inc.	CRR.UN	Crombie Real Estate Investment Trust
AQN	Algonquin Power & Utilities Corp.	DML	Denison Mines Corp
ATD.B	Alimentation Couche-Tard Inc.	DSG	Descartes Systems Group Inc. (The)
ALA	AltaGas Ltd.	DGC	Detour Gold Corporation
ARX	ARC Resources Ltd.	DOL	Dollarama Inc.
AR	Argonaut Gold Inc.	DPM	Dundee Precious Metals Inc.
ATP	Atlantic Power Corporation	ECN	ECN Capital Corp.
ACB	Aurora Cannabis Inc.	ELD	Eldorado Gold Corporation
BAD	Badger Daylighting Ltd.	EFN	Element Fleet Management Corp.
BLD	Ballard Power Systems Inc.	EMA	Emera Incorporated
BMO	Bank Of Montreal	EMP.A	Empire Company Limited
BNS	Bank of Nova Scotia	ENB	Enbridge Inc.
ABX	Barrick Gold Corporation	ECA.TO	EnCana Corporation
BHC	Bausch Health Companies Inc. (Valeant Pharmaceuticals)	EDV	Endeavour Mining Corporation
BTE	Baytex Energy Corp.	EFX	Enerflex Ltd.
BCE	BCE Inc.	ERF	Enerplus Corporation
BXE	Bellatrix Exploration Ltd.	ESL	Enghouse Systems Limited
BB	BlackBerry Limited	ESI	Ensign Energy Services Inc.
BEI.UN	Boardwalk Real Estate Investment Trust	EXE	Extencare Inc.
BBD.B	Bombardier Inc.	FRX	Fennec Pharmaceuticals Inc.
BNP	Bonavista Energy Corporation	FTT	Finning International Inc.
BLX	Boralex Inc.	FCR	First Capital Realty Inc.
BAM.A	Brookfield Asset Management Inc.	FR	First Majestic Silver Corp.
DOO	BRP Inc.	FM	First Quantum Minerals Ltd.
CAE	CAE Inc.	FSV	FirstService Corporation
CCO	Cameco Corporation	FW	Flow Capital Corp.
CAR.UN	Canadian Apartment Properties Real Estate Investment Trust	FTS	Fortis Inc.
CM	Canadian Imperial Bank of Commerce	FNV	Franco-Nevada Corporation
CNR	Canadian National Railway Company	WN	George Weston Limited
CNQ	Canadian Natural Resources Limited	GEI	Gibson Energy Inc.
CP	Canadian Pacific Railway Limited	GIL	Gildan Activewear Inc.
CWB	Canadian Western Bank	GVC	Glacier Media, Inc.
CPX	Capital Power Corporation	G	Goldcorp Inc.
CS	Capstone Mining Corp.	GTE	Gran Tierra Energy Inc.
CJ	Cardinal Energy Ltd.	GC	Great Canadian Gaming Corporation
CAS	Cascades Inc.	GUY	Guyana Goldfields Inc.
CLS	Celestica Inc.	HR.UN	H&R Real Estate Investment Trust
CVE	Cenovus Energy Inc.	HL	Hecla Mining Company
CERV	Cervus Equipment Corp.	HLF	High Liner Foods Incorporated
CSH.UN	Chartwell Retirement Residences	HCG	Home Capital Group Inc.
CHE.UN	Chemtrade Logistics Income Fund	HBM	Hudbay Minerals Inc.
CHP.UN	Choice Properties REIT	HBC	Hudson's Bay Company
CHR	Chorus Aviation Inc.	H	Hydro One Limited
CIX	CI Financial Corp.	IMG	IAMGOLD Corporation
CGX	Cineplex Inc.	IMAX	IMAX Corporation
CCA	Cogeco Communications Inc.	IAG	Industrial Alliance Insurance and Financial Services Inc.
CGO	Cogeco Inc.	INE	Innergex Renewable Energy Inc.
CUF.UN	Cominar Real Estate Investment Trust	IFC	Intact Financial Corporation

IPL	Inter Pipeline Ltd.	R	Red Eagle Mining Corp
IFP	Interfor Corporation	QSR	Restaurant Brands International
ITH.TO	International Tower Hill Mines Ltd.	RPI.UN*	Richards Packaging Income Fund*
ITP	Intertape Polymer Group Inc.	REI.UN	RioCan Real Estate Investment Trust
JE	Just Energy Group Inc.	RBA	Ritchie Bros. Auctioneers Incorporated
KEY	Keyera Corp.	RME	Rocky Mountain Dealerships Inc.
KMP.UN	Killam Apartment Real Estate Investment Trust	RY	Royal Bank of Canada
K	Kinross Gold Corporation	RUS	Russel Metals Inc.
KL	Kirkland Lake Gold Ltd.	SAP	Saputo Inc.
LB	Laurentian Bank of Canada	SES*	Secure Energy Services Inc.*
LGF	Lions Gate Entertainment Corp.	SMF	SEMAFO Inc.
L	Loblaw Companies Limited	VII	Seven Generations Energy Ltd.
LUC	Lucara Diamond Corp.	SCL	Shawcor Ltd.
LUN	Lundin Mining Corporation	S	Sherritt International Corporation
MG	Magna International Inc.	SHOP	Shopify Inc.
MDI	Major Drilling Group International Inc.	SW	Sierra Wireless, Inc.
MFC	Manulife Financial Corporation	ZZZ	Sleep Country Canada Holdings Inc.
MFI	Maple Leaf Foods Inc.	SRU.UN	SmartCentres Real Estate Investment Trust
MRE	Martinrea International Inc.	SNC	SNC-Lavalin Group Inc.
MAXR	Maxar Technologies Ltd.	SSRM	SSR Mining Inc.
MDCA	MDC Partners Inc.	STN	Stantec Inc.
MEG	MEG Energy Corp.	SLF	Sun Life Financial Inc.
MX	Methanex Corporation	SU	Suncor Energy Inc.
MRU	Metro Inc.	STKL	SunOpta Inc.
MITL-Q	Mitel Networks Corporation	SPB	Superior Plus Corp.
TPX-B	Molson Coors Canada Inc.	THO	Tahoe Resources Inc.
NA	National Bank of Canada	TKO	Taseko Mines Limited
NSU	Nevsun Resources Ltd.	TCK.B	Teck Resources Limited
NGD	New Gold Inc.	T	TELUS Corporation
NFI	NFI Group, Inc.	NWC	The North West Company Inc.
NBD	Norbord Inc.	TRI	Thomson Reuters Corporation
NPI	Northland Power Inc.	X	TMX Group Limited
NVJ.UN	Northview Apartment Real Estate Investment Trust	TOG	TORC Oil & Gas Ltd.
NGD	NovaGold Resources Inc.	TXG	Torex Gold Resources Inc.
NOVT	Novanta Inc.	TIH	Toromont Industries Ltd.
NVLN	Novelion Therapeutics Inc.	TD	Toronto-Dominion Bank
NTR	Nutrien Ltd.	TA	TransAlta Corporation
NVA	NuVista Energy Ltd.	TRZ	Transat A.T. Inc.
OBE	Obsidian Energy Ltd.	TRP	TransCanada Corporation
OGC	OceanaGold Corporation	TGL	TransGlobe Energy Corporation
ARLZQ	Old API Wind-down Ltd.	TCW	Trican Well Service Ltd.
OCX	Onex Corporation	TMQ*	Trilogy Metals*
OTEX	Open Text Corporation	TRQ	Turquoise Hill Resources Ltd.
OR	Osisko Gold Royalties Ltd	URG	Ur-Energy Inc.
PAAS	Pan American Silver Corp.	VET	Vermilion Energy Inc.
PXT	Parex Resources Inc.	VGZ	Vista Gold Corp.
PKI	Parkland Fuel Corporation	WJX	Wajax Corporation
PSI	Pason Systems Inc.	WCN	Waste Connections Inc.
PPL	Pembina Pipeline Corporation	WFT	West Fraser Timber Co. Ltd.
PGF.TO	Pengrowth Energy Corporation	WEF	Western Forest Products Inc.
PSK	PrairieSky Royalty Ltd.	WJA	WestJet Airlines Ltd.
PD	Precision Drilling Corporation	WPM	Wheaton Precious Metals Corp.
PBH	Premium Brands Holdings Corporation	WCP	Whitecap Resources Inc.
PVG	Pretium Resources Inc.	WPK	Winpak Ltd.
PSD	Pulse Seismic Inc.	WSP	WSP Global Inc.
QBR.B	Quebecor Inc.	YRI	Yamana Gold Inc.
RRX	Raging River Exploration Inc.		
REEMF	Rare Element Resources Ltd.		