

March 22, 2010

Via Email: Michel.Barnier@ec.europa.eu

Mr. Michael Barnier
European Commissioner for Internal Market and Services
European Commission
B – 1049 Brussels
BELGIUM

RE: Implementation of the EU Shareholder Rights Directive on Share Blocking

Dear Commissioner Barnier:

We are writing on behalf of the undersigned global institutional investors, whose collective assets under management total over €1.8 trillion. Our portfolios include substantial holdings of publicly-owned companies throughout the EU.

As you are no doubt aware, the EU Shareholder Rights Directive (the "Directive") was adopted as 2007/36/EC in July 2007, with a deadline of August 2009 for all Member States to implement its provisions. One of the most significant provisions in the Directive is a requirement that Members fully abolish the practice of share blocking during annual and extraordinary shareholder meetings. Share blocking is the practice under which shares, when voted, can be temporarily blocked from trading. The Directive recommends that Member States instead introduce a record date system that would allow custodians to record an investor's holding on a given date so those shares might be voted without any share blocking. Unfortunately, share blocking continues to be practiced in Austria, Belgium, Italy, Luxembourg and Portugal.

The practice of voting shares, either in person or by proxy, is an important tool that enables shareholders to communicate with management and hold boards accountable for good corporate governance on key issues such as board independence and performance, capital raising and remuneration. However, share blocking inhibits shareholders' capacity to vote their shares, for fear of failed trades. The Directive was based on a determination that the ability to vote shares effectively, without artificial hurdles, will serve to improve the corporate governance of European companies, enhance the attractiveness of European capital markets to investors from around the world, and support the value of listed companies.

We would welcome an update on the Directorate's plans and timeline for ensuring implementation of the EU Shareholder Rights Directive by all Member States, particularly in regard to eliminating any use of share blocking and initiating follow-up efforts to ensure compliance at both companies and custodial banks.

To facilitate communication, you may contact us directly, or through Meagan Thompson-Mann, President of MCTM Governance, LLC, at the address set forth below, who will forward any response to each of the undersigned. We appreciate the opportunity to express our views on this issue and look forward to receiving your response.

Sincerely,

Paul Frentrop
Head of Corporate Governance
APG Asset Management (The Netherlands)

Lochiel Crafter
Chief Executive Officer
ARIA (Australia)

Anita Skipper
Corporate Governance Director
Aviva Investors (UK)

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Hye-Won Choi
Senior Vice President & Head of Corporate Governance
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Dr. Daniel Summerfield
Co-Head of Responsible Investment
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cc: Jörgen Holmquist
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