


TIME WARNER INC.

MEETING DATE	Fri, 19 Jun 2015 10:00 am	TYPE	AGM	ISSUE DATE	Thu, 18 Jun 2015
MEETING LOCATION	Georgia World Congress Center, Georgia Ballroom, Building C, Level 3, 235 Northside Drive, Atlanta, Georgia				
CURRENT INDICES	S&P500				
SECTOR	Cable and other pay television services				

PROPOSALS		ADVICE
1a Elect James L. Barksdale	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	Oppose
1b Elect William P. Barr	Independent Non-Executive Director. He is the chair of a committee that is not fully independent which does not meet Triodos guidelines.	Oppose
1c Elect Jeffrey L. Bewkes	Chairman and CEO. Combined roles at the head of the Company which Triodos does not support. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.	Oppose
1d Elect Stephen F. Bollenbach	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	Oppose
1e Elect Robert C. Clark	Non-Executive Director. Not considered independent owing to a tenure of over nine years. He is the chair of a committee that is not fully independent which does not meet Triodos guidelines. There is insufficient independent representation on the board.	Oppose
1f Elect Mathias Döpfner	Independent Non-Executive Director.	For
1g Elect Jessica P. Einhorn	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	Oppose
1h Elect Carlos M. Gutierrez	Independent Non-Executive Director.	For
1i Elect Fred Hassan	Independent Non-Executive Director.	For
1j Elect Kenneth J. Novack	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	Oppose
1k Elect Paul D. Wachter	Independent Lead Director.	For
1l Elect Deborah C. Wright	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board. She is the chair of a committee that is not fully independent which does not meet Triodos guidelines.	Oppose

- 2 Ratify the appointment of the auditors** **Oppose**
Ernst & Young LLP proposed. Non-audit fees represented 10.85% of audit fees during the year under review and 13% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Triodos does not support this resolution.
- 3 Approve Pay Structure** **Oppose**
The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. There is insufficient information with regards to performance targets and their relationship to payout, in order to make an assessment of their effectiveness. There is insufficient information to assess whether performance targets attached to PSUs are challenging. Triodos does not support this resolution.
- 4 Shareholder Resolution: Written Consent** **Oppose**
Proposed by: Mr. Kenneth Steiner.
Shareholders request that the Board of directors undertake steps to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorise the action at a meeting at which all shareholders entitled to vote thereon were present and voting. The Proponent argues that this proposal empowers shareholders by giving them the ability to effect change without being forced to wait until the annual meeting. Shareholders could replace a director using action by written consent. Shareholder action by written consent could save the Company the cost of holding a shareholder meeting between annual meetings to consider urgent matters.
The Board opposes the proposal as it believes that without proper procedural protections, shareholder action by written consent as described in the proposal can deprive shareholders of information, a voice and a vote on the matter approved in the written consent and can also lead to abusive practices; shareholder meetings are a better method to present important matters for consideration by shareholders, and holders of 15% of the Company's outstanding common stock have the right to request a special meeting of shareholders; and the Company's existing corporate governance policies and practices provide shareholders with meaningful access to the Board and significant rights and protections.
While it is considered that the Board should remain accountable to its shareholders, regardless of the method of communication chosen, there are concerns that using written consent could lead to minority shareholders losing the ability to have their say on matters affecting the company. Triodos opposes this resolution.

5 Shareholder Resolution: Tobacco depictions in films

Oppose

Proposed by: The Sisters of St. Francis of Philadelphia.

Stockholders request that the Board amend the Nominating and Governance Committee Charter to include: providing oversight and public reporting concerning the formulation and implementation of policies and standards to determine transparent criteria on which company products continue to be distributed that: especially ones that endanger young people's well-being; have the substantial potential to impair the reputation of the Company; and/or would reasonably be considered by many offensive to the family and community values integral to the Company's promotion of its brands.

The Proponent argues that community and family values are integral to the Company's brand. Certain publications and statements have attracted significant publicity and linked the Company to concerns regarding young people's health. Shareholders are concerned about the management of these risks and consider that Board level oversight is warranted to address these concerns. As a governance issue, consistent, appropriate, and transparent Board oversight is required to balance company actions that impact young people's well-being against the company's reputation and brand value.

The Board opposes the proposal as it believes it has established, implemented, and reported on policies and practices to reduce or eliminate tobacco depictions in feature films, and those policies and practices have been highly effective. The Studios have had a long-standing and collaborative relationship with the Proponents of the proposal, which has helped inform the Studios' Tobacco Depiction Policy. From the adoption of the Policy in 2005 through 2014, the Studios had no tobacco depictions in their G-rated films and achieved a 95% reduction of such depictions in their PG and PG-13-rated films. The Studios strive to produce and distribute feature films in a responsible manner and endeavour to reduce or eliminate depictions of smoking and tobacco products/brands in their youth-rated and R-rated feature films distributed in the U.S. The Board believes that the Company has implemented appropriate policies and procedures both operationally and at the Board and its committees on the subject of this proposal and that the actions advocated in the proposal are unnecessary and not in the best interests of the Company or its shareholders.

The Proponent raises issues of potential shareholder concern in respect of depiction of tobacco. However, in seeking to constrain the use of products that may be considered "offensive to the family and community values", the resolution strays into areas of moral censorship that are inappropriate for consideration at a general meeting of shareholders. The Company has demonstrated its determination to protect the Company's brand values the Proponent has failed to establish why the resolution would protect or add to shareholder value.

Triodos opposes this resolution.

6 Shareholder Resolution: Greenhouse gas emissions reduction targets

For

Proposed by: Green Century Equity Fund. The Proponent requests the Board of Directors to adopt a company-wide, time-bound target for reducing absolute greenhouse gas (GHG) emissions, taking into consideration the most recent Intergovernmental Panel on Climate Change (IPCC) scientific guidance for reducing total GHG emissions and issue a report on its plan to achieve these goals, no later than 6 months after the company's annual meeting. The Proponent considers that the Company's goals should meet or exceed the IPCC's goal (US target reduction of 80%) of reducing the total amount of GHG emissions emitted by all operations by 50% by 2050 compared with 1990 levels. The Proponent argues that a growing number of companies have set GHG emissions reductions targets and argues that the Company does not disclose information about how it is managing its climate impacts. The Board recommends shareholders oppose and argues that the Company has been focused on increasing its energy efficiency and reducing greenhouse gas emissions for many years, and has undertaken various environment-focused initiatives throughout its businesses. The Board argues that the Company has consistently reduced its greenhouse gas emissions. In particular, the Company reported an almost 7% reduction in greenhouse gas emissions between 2011 and 2012, and a further 3% reduction between 2012 and 2013. The Board argues that the Company discloses year-over-year greenhouse gas emissions data and does not consider that establishing company-wide targets for future reductions and issuing a report within 6 months following the 2015 Annual Meeting on its plan to achieve the targets is necessary.

The Company is very clear about its need to manage and reduce its GHG emissions and, as a matter of course, it must have internal goals that guide and inform its management of these emissions. The resolution is not unduly prescriptive and would allow the Board discretion in interpreting its scope and application, so that, for example, a target of overall reduction of GHG emissions could be taken as being relative to the increasing or decreasing scale of the business, rather than in absolute terms. The resolution allows the Board to set its own targets in the interests of the Company as a whole and does not, therefore, compromise the directors' fiduciary duties. By adopting transparent targets, which may well be its own existing internal ones, the Board will assist shareholders in managing their own portfolio risks arising from GHG emissions by investee companies.

Triodos supports this resolution.

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 3 - Approve Pay Structure

Disclosure: C- The Compensation Committee selected Adjusted Divisional Pre-Tax Income (ADPTI) and Free Cash Flow as the financial criteria for the annual cash bonuses. Specific targets are not disclosed. The Company's long-term incentives are formed of performance share units (PSUs), which have a three-year performance period and are based on the cumulative Adjusted Earnings Per Share (EPS).

Balance: D- There is insufficient information with regards to performance targets and their relationship to payout, in order to make an assessment of their effectiveness. There is insufficient information to assess whether performance targets attached to PSUs are challenging.

Contract: C- The Company has single-trigger provisions in place in the event of a change in control.

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