


TIME WARNER INC.

MEETING DATE	Wed, 15 Feb 2017 15:00 pm	TYPE	EGM	ISSUE DATE	Fri, 27 Jan 2017
MEETING LOCATION	Omni Atlanta Hotel at CNN Center, 100 CNN Center, Atlanta, GA 30303				
CURRENT INDICES	S&P500				
SECTOR	Cable and other pay television services				

COMPANY OVERVIEW

Time Warner Inc., a Delaware corporation, is a media and entertainment company. The Company classifies its businesses into the following three reportable segments: Turner, consisting principally of cable networks and digital media properties; Home Box Office, consisting principally of premium pay television services domestically and premium pay and basic tier television services internationally; and Warner Bros., consisting principally of television, feature film, home video and videogame production and distribution. On June 6, 2014, the Company completed the legal and structural separation of Time Inc. from the Company.

	PROPOSALS	ADVICE
1	Approve Merger The Company is seeking shareholder approval of the Agreement and Plan of Merger, by and among Time Warner, a Delaware corporation, AT&T Inc., a Delaware corporation. Upon completion of the merger, Time Warner will be a wholly-owned subsidiary of AT&T. Shareholders will be given a merger consideration of \$53.75 in cash, plus a number of shares of AT&T stock equal to the exchange ratio. Voting recommendations on corporate actions, such as merger decisions, are based on the information presented and on the view of the overall independence of the Board and shareholder rights post-merger. It is noted that, over the time that the Merger Agreement was approved and until now, none of the directors had a connection to the merger. Excluding length of tenure in office, ten out of twelve directors in this period were considered independent. This provides some assurance that the transaction received the appropriate level of objective scrutiny. Triodos supports this resolution.	For
2	Approve Compensation Payable to the Executive Officers in Connection with the Merger Agreement The Board is seeking shareholders' approval of the compensation payable to the Company's Named Executive Officers (NEOs) in connection with the Merger.	Oppose
3	Adjourn Meeting and if Necessary Solicit Additional Proxies The Board requests authority to adjourn the special meeting until a later date or dates, if necessary, in order to permit further solicitation of proxies if there are not sufficient votes at the time of the special meeting to approve the merger. An oppose vote is recommended to any adjournment or postponement of meetings if a sufficient number of votes are present to constitute a quorum. It is considered that where a quorum is present, the vote outcome should be considered representative of shareholder opinion. Triodos opposes this resolution.	Oppose

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 1 - Approve Merger

Merger Consideration

Upon completion of the initial merger, each issued and outstanding share of Time Warner common stock other

than shares owned by AT&T or Time Warner and not held on behalf of third parties, or by stockholders that have perfected and not withdrawn a demand for appraisal rights pursuant to Section 262 of the DGCL, will be converted into the right to receive (i) an amount equal to \$53.75 in cash plus (ii) a number of shares of AT&T common stock equal to the exchange ratio. The exchange ratio depends on the average of the volume weighted averages of the trading prices of AT&T common stock on the NYSE on each of the 15 consecutive NYSE trading days ending on and including the trading day that is three trading days prior to the first effective time, which is referred to as the average stock price. If the average stock price is between (or equal to) \$37.411 and \$41.349 per share, the exchange ratio will be the quotient obtained by dividing \$53.75 by the average stock price. If the average stock price is greater than \$41.349, the exchange ratio will be 1.300. If the average stock price is less than \$37.411, the exchange ratio will be 1.437.

Rationale

The Time Warner board's belief that the transaction would create a leading integrated media and telecommunications company and that the combination would be consistent with Time Warner's strategy of ensuring that its content-networks, television and film programming and brands-is available to consumers on a wide range of distribution platforms; that the transaction was more beneficial than Time Warner's prior majority ownership in Time Warner Cable given AT&T's national subscriber base compared to Time Warner Cable's more limited regional subscriber base and the increase in consumption of video programming on mobile devices; the Time Warner board's view that a combination with AT&T would accelerate Time Warner's efforts to spur innovation in the media industry and improve the consumer experience in pay television bundles by creating compelling consumer offerings; the recent and historical trading prices of Time Warner common stock, as compared to the merger consideration, including the fact that the \$107.50 per share implied merger consideration represented: an approximately 36% premium to Time Warner's common stock closing price of \$79.24 on October 19, 2016, the last trading day before the news media began publishing speculation about a potential transaction between Time Warner and AT&T; and an approximately 20% premium to Time Warner's common stock closing price of \$89.48 on October 21, 2016, the last trading day before public announcement of the merger agreement.

External Advisors

Time Warner engaged with Allen & Company LLC, Citigroup Global Markets LLC, and Morgan Stanley & Co. LLC, who helped the Board to evaluate the transaction, and rendered to the Board that in their view the deal was fair from a financial point of view to shareholders of the Company.

Shareholder Rights

The rights of shareholders of Time Warner and AT&T are similar. The AT&T bylaws do not designate an exclusive forum for any actions brought against AT&T. However, Time Warner designates the Court of Chancery of the State of Delaware as the exclusive forum for any derivative action, action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer or stockholder of Time Warner to Time Warner or its stockholders.

BOARD AND COMMITTEE COMPOSITION (post-Meeting)

DIRECTOR	GENDER	INDEPENDENT BY		BOARD	AC	RC	NC	TENURE
		PIRC	COMPANY					
James L. Barksdale	M	No	Yes	NED	-	-	M	17
William P. Barr	M	Yes	Yes	NED	-	C	M	7
Jeffrey L. Bewkes	M	No	No	Ch & CEO	-	-	-	10
Stephen F. Bollenbach	M	No	Yes	SID	-	M	M	19
Robert C. Clark	M	No	Yes	NED	M	-	C	13
Mathias Dopfner	M	No	Yes	NED	-	M	-	10
Jessica P. Einhorn	F	No	Yes	NED	M	-	M	11
Carlos M. Gutierrez	M	Yes	Yes	NED	M	-	-	3
Fred Hassan	M	Yes	Yes	NED	M	M	-	7
Paul D. Wachter	M	Yes	Yes	NED	-	M	-	6
Deborah C. Wright	F	No	Yes	NED	C	-	-	12
Kenneth J. Novack	M	No	Yes	NED	-	-	M	17
Number of Meetings				-	-	-	-	
Number of NED only Meetings				-				

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, C = Chairperson of Committee, M = Member of Committee.

BOARD OF DIRECTORS (post-Meeting)

JAMES L. BARKSDALE		NON-EXECUTIVE DIRECTOR	
AGE	73	TENURE	17 Years
OTHER POSITION	Barksdale Management Corporation [Ch, Pres]; FedEx Corp. [Dir, ex-CIO/EVP/COO]; ex-Cook Industries [CIO]; ex-McCaw Cellular Communications (AT&T Wireless Services) [COO, CEO]; ex-Netscape Communications Corp. [Pres, CEO]; ex-Spread Networks, LLC [Ch]; ex-Sun Microsystems, Inc. (now Oracle Corporation) [Dir]		
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY	Y
COMMENT	Not considered independent as he has served on the Board of the Company (and its predecessors) for more than nine years.		
WILLIAM P. BARR		NON-EXECUTIVE DIRECTOR	
AGE	65	TENURE	7 Years
OTHER POSITION	Clipper Funds [trustee]; Dominion Resources, Inc. [Dir]; Selected Funds [Dir]; ex-GTE Corporation [EVP, General Counsel]; ex-Kirkland & Ellis LLP [Of Counsel]; ex-Office of Legal Counsel [Assistant Attorney General]; ex-Shaw, Pittman, Potts & Trowbridge [Partner]; ex-Shaw, Pittman, Potts & Trowbridge [Partner]; ex-U.S. Department of Justice [Head]; ex-United States [Attorney General, Deputy Attorney General]; ex-Verizon Communications Inc. [EVP, General Counsel]		
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY	Y

JEFFREY L. BEWKES			CHAIRMAN & CHIEF EXECUTIVE		
AGE	63	TENURE	10 Years	COMMITTEES	None
OTHER POSITION	Creative Coalition [Advisory Board]; Partnership for New York City [Dir]; Yale Corporation [Trustee]; ex-Time Inc. [Dir]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Chairman and Chief Executive Officer. Former President of the Company.				
STEPHEN F. BOLLENBACH			SENIOR INDEPENDENT DIRECTOR		
AGE	73	TENURE	19 Years	COMMITTEES	R,N
OTHER POSITION	KB Home [Dir]; Macy's, Inc. [Dir]; Moelis & Company [Dir]; Mondelz International, Inc. [Dir]; ex-Hilton Hotels Corporation [Co-Ch, Pres, CEO];The Walt Disney Company [Senior Exec VPres CFO]; ex-Host Marriott Corporation [Pres, CEO]; ex-Marriott Corp. [CFO]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent as he has served on the Board of the Company (and its predecessor) for more than nine years. There are concerns over his aggregate time commitments.				
ROBERT C. CLARK			NON-EXECUTIVE DIRECTOR		
AGE	72	TENURE	13 Years	COMMITTEES	A,N*
OTHER POSITION	Harvard University [Distinguished Service Prof]; Omnicom Group, Inc. [Dir]; Teachers Insurance and Annuity Association (TIAA) [Trustee]; ex-Harvard Law School [Dean, Royall Prof, Prof]; ex-Ropes & Gray [Associate]; ex-Yale Law School [Prof]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent owing to a tenure of more than nine years.				
MATHIAS DOPFNER			NON-EXECUTIVE DIRECTOR		
AGE	53	TENURE	10 Years	COMMITTEES	R
OTHER POSITION	Axel Springer SE [Ch, CEO]; Vodafone Group Plc [Dir]; Warner Music Group Corp. [Dir]; ex-Die Welt [Editor-in-Chief]; ex-Hamburger Morgenpost [Editor-in-Chief]; ex-RHJ International SA [Supervisory Board Mem]; ex-Wochenpost [Editor-in-Chief]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent owing to a tenure of over nine years.				
JESSICA P. EINHORN			NON-EXECUTIVE DIRECTOR		
AGE	68	TENURE	11 Years	COMMITTEES	A,N
OTHER POSITION	BlackRock, Inc. [Dir]; National Bureau of Economic Research [Dir]; Peterson Institute for International Economics [Dir]; The Rock Creek Group [Resident Senior Advisor, Mem Advisory Board]; ex-Clark & Weinstock [Consultant]; ex-International Monetary Fund [Visiting Fellow]; ex-The Johns Hopkins University [Dean]; ex-The World Bank [MD, Various Positions]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent owing to a tenure of more than nine years. It is noted that Ms Einhorn is a Director of BlackRock, owners of 5.8% of the Company's outstanding common stock.				
CARLOS M. GUTIERREZ			NON-EXECUTIVE DIRECTOR		
AGE	62	TENURE	3 Years	COMMITTEES	A
OTHER POSITION	Albright Stonebridge Group [Ch, ex-VCh]; MetLife, Inc. [Dir]; Occidental Petroleum Corporation [Dir]; ex-APCO Worldwide Inc. [Div Consultant, Div Ch]; ex-Citigroup Inc. [VCh Institutional Clients Group]; ex-Kellogg Company [Ch, CEO, Pres, Various Positions]; ex-Lighting Science Group Corporation [Dir]; ex-U.S. Secretary of Commerce				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	

FRED HASSAN		NON-EXECUTIVE DIRECTOR			
AGE	70	TENURE	7 Years	COMMITTEES	A,R
OTHER POSITION	Amgen, Inc. [Dir]; Warburg Pincus LLC [Partner, MD, ex-Senior Advisor]; ex-Avon Products Inc. [Ch]; ex-Pharmacia & Upjohn, Inc. [CEO]; ex-Pharmacia Corporation [Ch, CEO]; ex-Schering Plough Corporation [Ch, CEO]; ex-Valeant Pharmaceuticals International, Inc. [Dir]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	

PAUL D. WACHTER		NON-EXECUTIVE DIRECTOR			
AGE	59	TENURE	6 Years	COMMITTEES	R
OTHER POSITION	After-School All-Stars [Ch]; Avalanche Biotechnologies, Inc. [Dir]; Content Partners LLC [Co-Ch, Dir]; Haworth Marketing and Media Company [Dir]; Main Street Advisors Inc. [Fnd, CEO]; Oak Productions, Inc. [Dir]; Virgin America, Inc. [Dir]; ex-Bear, Stearns & Co., Inc. [Investment Banker]; ex-Beats Electronics, LLC. [Dir]; ex-Beats Music, LLC [Dir]; ex-Kidder Peabody [MD]; ex-Schroder & Co. Incorporated [MD]; ex-University of California [Board of Regents] former Governor of California [Adviser]; ex-aul, Weiss, Rifkind, Wharton and Garrison [Attorney]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	

DEBORAH C. WRIGHT		NON-EXECUTIVE DIRECTOR			
AGE	58	TENURE	12 Years	COMMITTEES	A*
OTHER POSITION	Carver Bancorp, Inc. [Dir, Non-Exec Ch, ex-Ch/CEO/Pres]; Economic Opportunity and Assets Division of the Ford Foundation [Senior Fellow]; Voya Financial, Inc. [Dir]; ex-Carver Federal Savings Bank [Pres, CEO]; ex-Department of Housing Preservation and Development [Commissioner]; ex-Kraft Foods Inc. [Dir]; ex-New York City Housing Authority Board [Mem]; ex-New York City Planning Commission [Mem]; ex-Upper Manhattan Empowerment Zone Development Corporation [Pres, CEO]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent owing to a tenure of more than nine years.				

KENNETH J. NOVACK		NON-EXECUTIVE DIRECTOR			
AGE	73	TENURE	17 Years	COMMITTEES	N
OTHER POSITION	Appleton Partners, Inc. [Dir]; General Catalyst Partners [Adv Board Mem]; Leerink Partners LLC [Dir]; ex-Historic AOL LLC [VCh]; ex-Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC [Of Counsel, Attorney]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		Y	
COMMENT	Not considered independent as he has served on the Board of the Company (and its predecessor) for more than nine years. Former Vice Chairman of the Company.				

BOARD COMPOSITION

BOARD COMPOSITION FOLLOWING THE EGM

			S&P500 MEAN	
	Number	% of Board	Number	% of Board
Executive Director	1	8.33	1.3	12.2
Independent NEDs	4	33.33	5.0	45.9
Connected NEDs	7	58.33	4.5	41.6
Other	0	0.0	0	0

BOARD COMMITTEES FOLLOWING THE EGM**S&P500 MEAN**

	Number of Members	% Independent by PIRC	% Independent by Company	Number of Members	% Independent by PIRC
Whole Board	12	33.33	91.67	10.8	46.0
Audit	5	40.0	100.0	4.3	56.9
Remuneration	5	60.0	100.0	4.0	49.4
Nomination	6	16.67	100.0	4.2	45.4

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