Triodos Investment Management

COMCAST CORPORATION

MEETING DATE	Mon, 11 Jun 2018 9:00 am	TYPE	AGM	ISSUE DATE	Fri, 25 May 2018
MEETING LOCATION	www.comcast.onlineshareholdermeeting.com				
CURRENT INDICES	S&P500				
SECTOR	Cable and other pay television services				

	PROPOSALS	ADVICE
1.1	**Elect Director Kenneth J. Bacon** Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	**Withhold**
1.2	**Elect Director Madeline S. Bell** Independent Non-Executive Director.	**For**
1.3	**Elect Director Sheldon M. Bonovitz** Non-Executive Director. Not considered independent owing to a tenure of more than nine year and because he is married to a first cousin of the CEO and Chairman, Brian L. Roberts. There is insufficient independent representation on the Board.	**Withhold**
1.4	**Elect Director Edward D. Breen** Non-Executive Director. Not considered independent as the director previously served on the board. There is insufficient independent representation on the Board. He is chair of the Remuneration committee which is not fully independent which Triodos does not support.	**Withhold**
1.5	**Elect Director Gerald L. Hassell** Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	**Withhold**
1.6	**Elect Director Jeffrey A. Honickman** Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. He is chair of the Audit committee which is not fully independent which Triodos does not support.	**Withhold**
1.7	**Elect Director Maritza G. Montiel** Non-Executive Director. Not considered independent as she was previously Deputy Chief Executive Officer and Vice Chairman of the Deloitte, the auditor. There is insufficient independent representation on the Board.	**Withhold**
1.8	**Elect Director Asuka Nakahara** Independent Non-Executive Director.	**For**
1.9	**Elect Director David C. Novak** Independent Non-Executive Director.	**For**
1.10	**Elect Director Brian L. Roberts** President, Chairman and CEO. Combined roles at the head of the Company. 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 three roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.	**Withhold**

2 Appoint the Auditors **Oppose**

Deloitte proposed. Non-audit fees represented 4.10% of audit fees during the year under review and 3.96% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. 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.

3 Advisory Vote on Executive Compensation **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.

For fiscal 2017, annual cash awards were considered to be excessive. The CEO's actual bonus for fiscal 2017 was USD 9,124,484, representing 294% of his base salary (200% maximum is considered as acceptable practice). Executive compensation is aligned with companies of a similar market capitalisation. Mr. Burke was granted an additional stock option in connection to his outstanding work in leading NBCUniversal. These kind of discretionary awards are not considered best practice.

The compensation rating is: BDC.

Triodos opposes this resolution.

4 Shareholder Resolution: Report on Lobbying Payments and Policy **For**

Proposed by: Friends Fiduciary Corporation, Sisters of St. Joseph of Boston, Swift Foundation, Tides Foundation, and Sisters of the Order of St. Dominic of Grand Rapids.

The Proponent requests the Board of Directors to authorise the preparation of a report, updated annually, disclosing: (i) the Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications, (ii) payments by the Company used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient, (iii) the Company's membership in and payments to any tax-exempt organization that writes and endorses model legislation, (iv) description of management's and the board's decision making process and oversight for making payments described in sections ii and iii above.

Supporting Argument: It is the view of the Proponent that significant shareholder funds are used for lobbying and political contributions, which remain undisclosed or unevenly so. Comcast spent USD 7,256,153 in six states with strong disclosure requirements and was the twelfth highest spender in federal lobbying for 2016. The Proponent identifies serious transparency and reputational concerns as there are potential discrepancies between the Company's ethical commitments and its indirect lobbying. Comcast does not disclose its payments to, or memberships in, trade associations, nor the amount dedicated to lobbying or its non-deductible trade association payments used for political contribution.

Opposing Argument: Comcasts's Board of Directors recommends a vote against this proposal as they believe that the requirements in this proposal are burdensome and an unproductive use of the Boards resources and are not in shareholders best interests. It believes that the restrictions imposed, and reports required, by existing state and federal law together with Comcast's existing internal compliance and decision-making processes strike the appropriate balance between disclosure of Comcast's activities and protection of Comcast's strategies and confidential information.

PIRC Analysis: It is viewed that not all lobbying activity by the Company, as defined by the proponent, has been disclosed and that all shareholder funds should be accounted for. The amounts of shareholder funds mentioned are considered to be material and greater transparency in this area is to be welcomed. Shareholders have the right to know the manner in which their funds are being expended by the Company. Therefore, the report is considered to be a reasonable request for disclosure.

Triodos supports this resolution.

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 3 - Advisory Vote on Executive Compensation

Disclosure: B- Annual Cash Bonus is based on a combination of quantitative (Adjusted EBITDA and Free Cash Flow) and qualitative goals (Customer Experience). The company awards Equity-Based Incentive Compensation in the form of Stock Options and Performance Share Units (PSU). Operating cash flow is the sole performance metric used to award the PSU. The use of a sole performance metric is not considered appropriate. Best practice is for there to be at least two of more performance metrics, with the inclusion of an ESG-linked metric. The Company uses adjusted metrics, which is against best practice as it does not permit an assessment on the challenging nature of performance metrics.

Balance: D- For fiscal 2017, annual cash awards were considered to be excessive. The CEO's actual bonus for fiscal 2017 was USD 9,124,484, representing 294% of his base salary (200% maximum is considered as acceptable practice). Executive compensation is aligned with companies of a similar market capitalisation. Mr. Burke was granted an additional stock option in connection to his outstanding work in leading NBCUniversal. These kind of discretionary awards are not considered best practice.

Contract: C- The company has a strong compensation claw back policy in place that allows for the recoupment of payment if in the event that misconduct by an executive contributes to a restatement of the financial results. Severance entitlements in a change of control scenario are considered excessive.

Researcher: Folarin Akinsola
Email: pircresearch@pirc.co.uk

PIRC

Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
http://www.pirc.co.uk