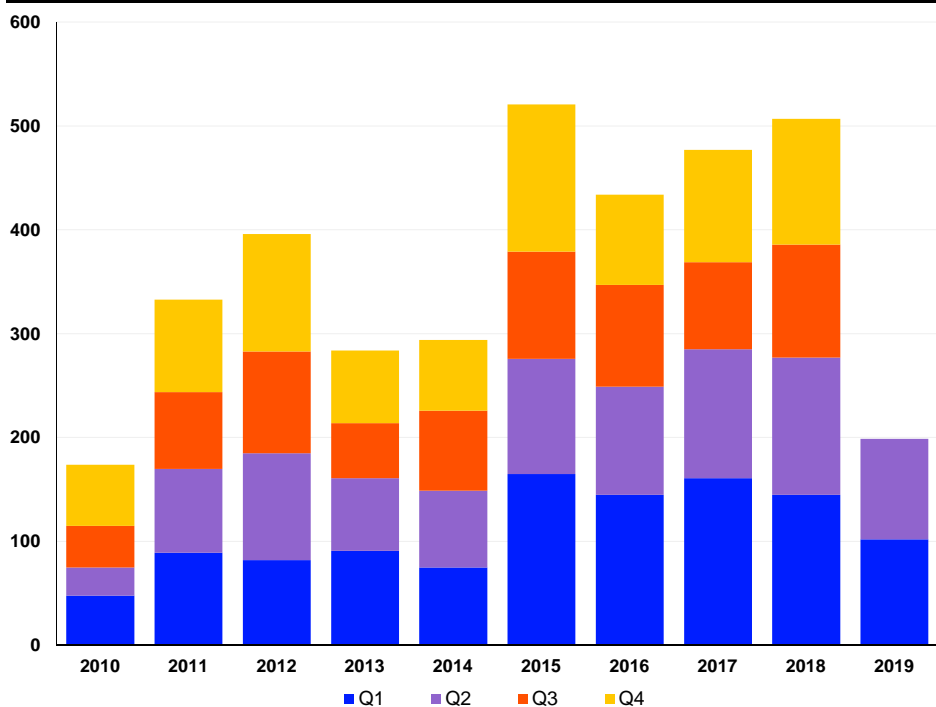


# SHAREHOLDER ACTIVISM

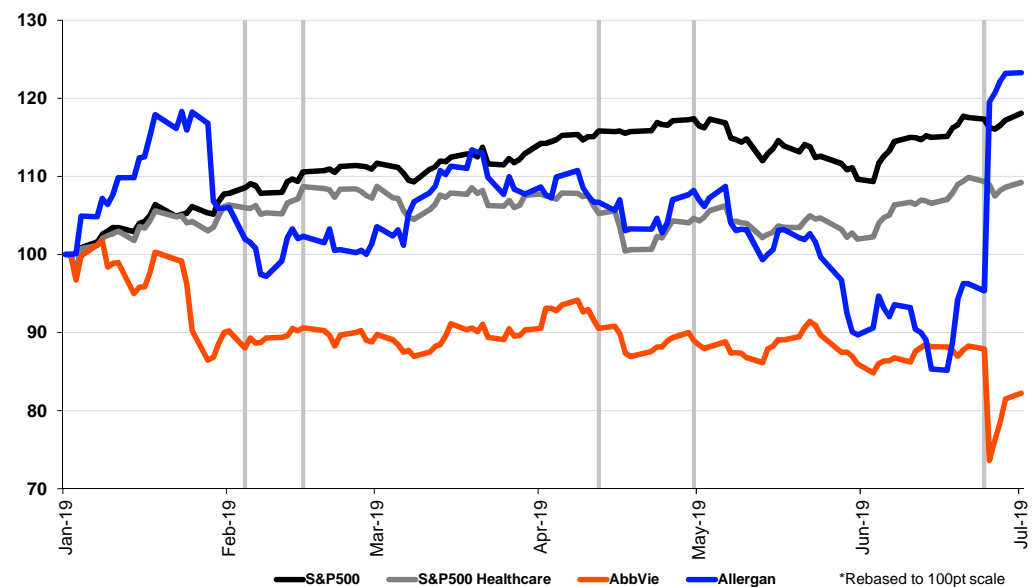
DEALS INTELLIGENCE | FIRST HALF 2019

## Campaigns Launched by Quarter, Last 10-Years



## Select Campaign Analysis: Allergan vs. Appaloosa Management

02/05/19 - Appaloosa sends letter to Allergan Board, urging separation of Chairman and CEO Roles, waging a proxy contest  
 02/19/19 - Allergan states intent to keep dual role of Chairman & CEO; Appaloosa suggests company should seek a buyer  
 04/15/19 - ISS and Glass Lewis recommends voting against Appaloosa's proposal of separation of Chairman and CEO roles  
 05/01/19 - 40% of Shareholders vote in favor of immediate split of Chairman & CEO roles; Appaloosa maintains demands  
 06/25/19 - AbbVie announces \$83.9 billion acquisition for the entire share capital of Allergan PLC



## Fast Facts

**Activists** launched nearly 200 campaigns during First Half 2019, a 28% decline compared to the First Half of 2018

**United Tech Corp** is the largest target by market cap during the first six months, with campaigns led by John Chevedden, Third Point and Pershing Square

**Saba Capital** and **Starboard Value** both launched 7 campaigns, tied for the most campaigns launched during First Half 2019

**Health and Consumer Cyclical** firms were the most targeted sector during this period with 33 campaigns each

**Demands** for Seeking Alternatives, Board Representation and Shareholder Rights account for 83% of activist demands

**Morgan Stanley** led all financial advisors by number of deals, advising on 19 campaigns

# GLOBAL RANKINGS - FIRST HALF 2019

DEALS INTELLIGENCE | FIRST HALF 2019

## Activist Investor

Activist Investor	First Half 2019					First Half 2018		
	Total	Rank	Pending	Won	Lost	Total	Won	Lost
Saba Capital Management LP	7	1	7	0	0	1	0	0
Starboard Value LP	7	1	2	3	2	8	5	1
Elliott Management Corp	4	3	3	1	0	16	5	0
John Chevedden	3	4	1	1	1	2	1	1
Cannell Capital Management	3	4	3	0	0	4	1	0
GAMCO Investors Inc	3	4	3	0	0	10	0	0
Legion Partners LLC	3	4	1	2	0	3	2	0
Third Point LLC	3	4	2	0	1	2	0	0
*								
<b>Top Ten Total</b>	<b>33</b>	<b>-</b>	<b>22</b>	<b>7</b>	<b>4</b>	<b>46</b>	<b>14</b>	<b>2</b>

\*There is a 13-way tie for 9th with 2 Deals

## Financial Advisor

Financial Advisor	First Half 2019				First Half 2018		
	Total	Rank	Company	Activist	Total	Company	Activist
Morgan Stanley & Co	19	1	19	0	23	23	0
Spotlight Advisors LLC	17	2	9	8	10	7	3
Goldman Sachs & Co	17	2	17	0	12	12	0
Evercore Partners	9	4	9	0	10	10	0
Lazard	7	5	7	0	12	12	0
Stifel/KBW	2	6	2	0	5	5	0
Raymond James	1	7	1	0	4	3	1
JP Morgan & Co Inc	1	7	1	0	0	0	0
<b>Top Ten Total</b>	<b>73</b>	<b>-</b>	<b>65</b>	<b>8</b>	<b>76</b>	<b>72</b>	<b>4</b>

## Proxy Solicitor

Proxy Solicitor	First Half 2019				First Half 2018		
	Total	Rank	Activist	Company	Total	Activist	Company
Okapi Partners LLC	24	1	14	10	39	26	13
MacKenzie Partners Inc	23	2	0	23	33	2	31
Innisfree M&A Inc	22	3	4	18	33	3	30
Georgeson	13	4	5	8	17	7	10
Kingsdale Advisors	10	5	3	7	11	3	8
Morrow Sodali Global LLC	6	6	0	6	10	3	7
Saratoga Proxy Consulting LLC	5	7	5	0	8	8	0
Alliance Advisors Inc	3	8	0	3	7	4	3
<b>Top Ten Total</b>	<b>106</b>	<b>-</b>	<b>31</b>	<b>75</b>	<b>158</b>	<b>56</b>	<b>102</b>

## Legal Advisor

Legal Advisor	First Half 2019				First Half 2018		
	Total	Rank	Activist	Company	Total	Activist	Company
Olshan Frome Wolosky LLP	36	1	36	0	57	57	0
Vinson & Elkins LLP	19	2	2	17	25	1	24
Skadden, Arps, Slate, Meagher & Flom	12	3	0	12	5	0	5
Schulte Roth & Zabel LLP	11	4	11	0	25	25	0
Sidley Austin LLP	9	5	0	9	12	1	11
Wachtell Lipton Rosen & Katz	9	5	0	9	9	0	9
Latham & Watkins	6	7	0	6	10	0	10
Kirkland & Ellis	6	7	0	6	9	0	9
Norton Rose Fulbright	5	9	2	3	6	2	4
Kleinberg, Kaplan, Wolff & Cohen	4	10	4	0	0	0	0
<b>Top Ten Total</b>	<b>117</b>	<b>-</b>	<b>55</b>	<b>62</b>	<b>158</b>	<b>86</b>	<b>72</b>

# GLOBAL RANKINGS - LAST TWELVE MONTHS

DEALS INTELLIGENCE | FIRST HALF 2019

## Activist Investor

Activist Investor	7/1/2018 - 6/30/2019					7/1/2017 - 6/30/2018		
	Total	Rank	Pending	Won	Lost	Total	Won	Lost
Elliott Management Corp	15	1	11	3	1	25	10	0
GAMCO Investors Inc	14	2	13	1	0	20	1	1
Starboard Value LP	10	3	3	5	2	10	7	1
Legion Partners LLC	7	4	4	3	0	3	2	0
Saba Capital Management LP	7	4	7	0	0	3	0	0
Cannell Capital Management	6	6	6	0	0	6	1	0
The Stilwell Group	5	7	4	0	1	4	1	2
Icahn Partners LP	4	8	2	0	2	5	3	1
Third Point LLC	4	8	2	1	1	3	0	0
*								
<b>Top Ten Total</b>	<b>72</b>	<b>-</b>	<b>52</b>	<b>13</b>	<b>7</b>	<b>79</b>	<b>25</b>	<b>5</b>

\*There is a 10-way tie for 10th with 3 Deals

## Proxy Solicitor

Proxy Solicitor	7/1/2018 - 6/30/2019				7/1/2017 - 6/30/2018		
	Total	Rank	Activist	Company	Total	Activist	Company
Innisfree M&A Inc	58	1	7	51	57	4	53
MacKenzie Partners Inc	52	2	2	50	55	3	52
Okapi Partners LLC	46	3	30	16	64	43	21
Georgeson	26	4	9	17	21	8	13
Kingsdale Advisors	17	5	6	11	17	7	10
Morrow Sodali Global LLC	16	6	0	16	13	4	9
Saratoga Proxy Consulting LLC	12	7	12	0	9	9	0
Alliance Advisors Inc	6	8	0	6	8	5	3
Laurel Hill Advisory Group LLC	6	8	1	5	8	3	5
Shorecrest Group Ltd	1	10	1	0	3	2	1
<b>Top Ten Total</b>	<b>240</b>	<b>-</b>	<b>68</b>	<b>172</b>	<b>255</b>	<b>88</b>	<b>167</b>

## Financial Advisor

Financial Advisor	7/1/2018 - 6/30/2019				7/1/2017 - 6/30/2018		
	Total	Rank	Company	Activist	Total	Company	Activist
Goldman Sachs & Co	37	1	37	-	15	15	-
Spotlight Advisors LLC	31	2	17	14	16	11	5
Morgan Stanley & Co	28	3	28	-	39	39	-
Evercore Partners	17	4	17	-	12	12	-
Lazard	11	5	11	-	18	18	-
Stifel/KBW	3	6	3	-	5	5	-
UBS Investment Bank	3	6	3	-	8	6	2
Raymond James	2	8	2	-	4	3	1
JP Morgan & Co Inc	1	9	1	-	0	-	-
<b>Top Ten Total</b>	<b>133</b>	<b>-</b>	<b>119</b>	<b>14</b>	<b>117</b>	<b>109</b>	<b>8</b>

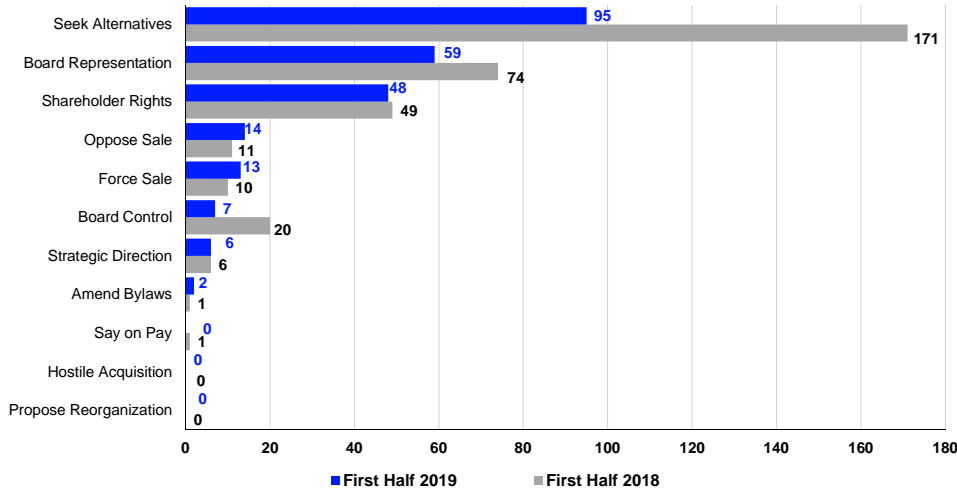
## Legal Advisor

Legal Advisor	7/1/2018 - 6/30/2019				7/1/2017 - 6/30/2018		
	Total	Rank	Activist	Company	Total	Activist	Company
Olshan Frome Wolosky LLP	87	1	87	0	96	96	0
Vinson & Elkins LLP	27	2	3	24	46	2	44
Schulte Roth & Zabel LLP	24	3	24	0	48	48	0
Wachtell Lipton Rosen & Katz	21	4	0	21	19	0	19
Sidley Austin LLP	20	5	2	18	17	1	16
Skadden, Arps, Slate, Meagher & Flom	20	5	0	20	9	0	9
Kirkland & Ellis	13	7	0	13	16	0	16
Latham & Watkins	13	7	0	13	13	0	13
Kleinberg, Kaplan, Wolff & Cohen	9	9	9	0	0	0	0
Norton Rose Fulbright	9	9	3	6	9	4	5
<b>Top Ten Total</b>	<b>243</b>	<b>-</b>	<b>128</b>	<b>115</b>	<b>273</b>	<b>151</b>	<b>122</b>

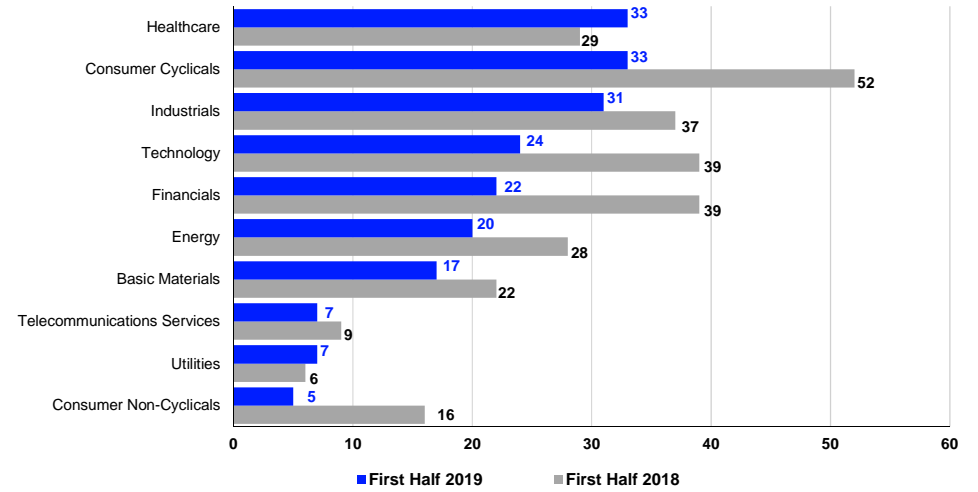
# DEMAND & SECTOR DISTRIBUTION

DEALS INTELLIGENCE | FIRST HALF 2019

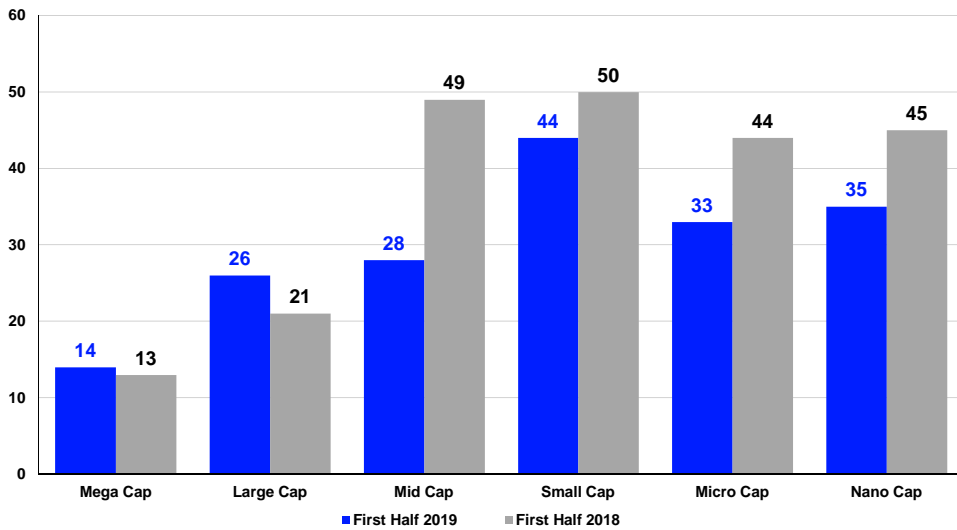
## Announced Campaigns by Demands



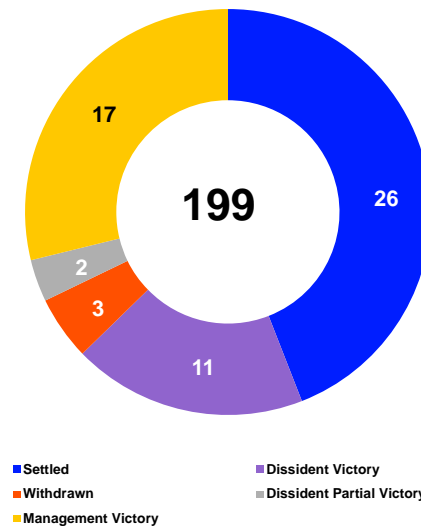
## Announced Campaigns by Sector



## Announced Campaigns by Market Capitalization



## Completed Campaigns by Demands



Demands	First Half 2019				Mgmt Win
	Win	Part.Win	Settled	Withdrawn	
Seek Alts	1	-	7	2	4
Shrhldr Rghts	3	1	7	1	8
Board Rep.	5	1	12	2	9
Board Ctrl.	-	-	4	-	-
Force Sale	-	1	-	1	1
Strat. Direction	-	-	2	-	-
Hostile Acq.	-	-	-	-	-
Oppose Sale	2	-	-	-	3
Say on Pay	-	-	-	-	-
Amend Bylaw	1	-	-	-	-
Spinoff	-	-	-	-	-
Seek Target	-	-	-	-	-
Cumltv.Voting	-	-	-	-	-
Props.Liqdatn	-	-	-	-	-

# SELECT ACTIVISM DATA

DEALS INTELLIGENCE | FIRST HALF 2019

## Top 15 Global Campaigns by Market Capitalization, First Half 2019

Ann. Date	Target Company	Target Nation	Target Industry	As of Ann. Date Market Cap (\$Mil)	Activist Investor	Demands	Status	Ann. To June 30 Mkt Cap % Chg
4/3/19	United Technologies Corp	United States	Industrials	113,227	John Chevedden	Shareholder Rights	Management Victory	(0.8)
6/28/19	United Technologies Corp	United States	Industrials	112,270	Third Point LLC	Oppose Sale	Pending	0.0
6/11/19	United Technologies Corp	United States	Industrials	106,010	Pershing Square Capital	Oppose Sale	Pending	5.9
2/28/19	Bristol-Myers Squibb Co	United States	Healthcare	84,344	Dodge & Cox	Shareholder Rights	Pending	(12.1)
2/20/19	Bristol-Myers Squibb Co	United States	Healthcare	83,756	Starboard Value LP	Board Representation, Shareholder Rights	Management Victory	(11.4)
2/27/19	Bristol-Myers Squibb Co	United States	Healthcare	83,201	Wellington Management Co LLP	Shareholder Rights	Management Victory	(10.8)
4/8/19	Sony Corp	Japan	Technology	54,797	Third Point LLC	Seek Alternatives	Pending	21.5
2/5/19	Allergan PLC	United States	Healthcare	46,549	Appaloosa Management LP	Force Sale, Shareholder Rights, Change To Board	Dissident Partial Victory	17.9
3/15/19	Marriott International Inc	United States	Consumer Cyclical	41,184	Land & Buildings Invest Mgmt	Force Sale, Board Representation	Pending	13.4
6/27/19	Occidental Petroleum Corp	United States	Energy	37,207	Icahn Partners LP	Board Representation	Pending	1.1
1/22/19	eBay Inc	United States	Industrials	31,677	Elliott Associates LP	Strategic Direction	Settled	8.7
1/22/19	eBay Inc	United States	Industrials	31,677	Starboard Value LP	Strategic Direction	Settled	8.7
4/4/19	PPG Industries Inc	United States	Basic Materials	27,147	John Chevedden	Shareholder Rights	Pending	1.5
1/7/19	Dollar Tree Inc	United States	Consumer Cyclical	23,312	Starboard Value LP	Change To Board, Force Sale, Seek Alternatives	Withdrawn	9.4
4/9/19	Cerner Corp	United States	Healthcare	20,425	Starboard Value LP	Board Representation	Settled	16.8

## Average Board Structure Metrics of S&P 500 Companies, by Industry

Metric*	Basic Materials	Consumer Cycl.	Consumer Non-Cycl.	Energy	Financials	Healthcare	Industrials	Technology	Telecoms	Utilities
Board Size	10.6	10.9	12	10.8	12	10.5	11	10.3	12.2	11.8
CEO Board Member	92%	96.2%	97.3%	100%	100%	96.5%	98.7%	98.5%	100%	100%
Number of Board Meetings	7.9	6.9	8.2	7.4	8.3	8.4	7	7.9	10	8.5
Female on Board	22.8	25.5	26.6	20.8	23.6	23.6	21.1	22.7	26.4	25
Audit Board Committee	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Nomination Board Committee	84%	86.1%	73%	85.7%	85.7%	77.6%	81.3%	83.8%	75%	53.6%
Compensation Board Committee	92%	94.9%	91.9%	96.4%	98%	94.8%	100%	100%	50%	82.1%
Corporate Governance Board Committee	96%	96.2%	86.5%	92.9%	98%	98.3%	97.3%	100%	100%	100%
CSR Sustainability Committee	76%	53.2%	78.4%	78.6%	59.2%	53.4%	53.3%	54.4%	75%	89.3%
Highest Remuneration Package	16	17.8	13.6	14.7	12.8	14.9	13.2	16.2	32.1	11.7
Total Senior Executives Compensation	33.4	38.3	34.8	37.4	35.8	37	30.3	44.9	87.1	25.5
Board Member Compensation	2.6	3.4	3.1	3.9	3	3.5	2.8	4	3.1	3.1
Supermajority or Qualified Majority Vote Req	54.2%	54.8%	32.3%	66.7%	64.9%	63.6%	53.4%	53.8%	50%	52.2%
Significant M&A, Shareholders Approval	90%	72.1%	76%	90.5%	83.1%	93.8%	88.7%	93.5%	100%	73.3%
Confidential Voting Policy	83.3%	85.1%	95%	94.4%	91.7%	96%	92.9%	96.8%	75%	100%

\*Market average based on coverage universe

- Shareholder Activism campaigns are tracked by "Intent" mainly from Item 4 clauses in Schedule 13D US Public Filings, other SEC Filings (DEF 14A), Media Sources, Press Releases, Public Shareholder Proposals, Public Letters to Management and Regional Governance Reports. Activist Investors must display a clear confirmation of actions or the potential to take defined actions against a target company to be included in the database.
- Scope of coverage includes value creation, changes to the Board of Directors and intent to persuade M&A activity.
- Advisor rankings are compiled via public sourcing and quarterly survey disclosures.
- Campaign count is based on the announcement date.
- All data is as of September 12th, 2019 and sourced from Eikon.