



# WHAT'S NEW

**We're committed to delivering the best service and the highest quality products, which is why we are always looking for ways to raise the bar and innovate. We're continuously enhancing our service capabilities to further solidify our position as the top strategic shareholder advisory firm in Canada.**

## Industry leading governance team gets even better

**T**o respond to the growing climate of increased governance scrutiny, we've grown our team of dedicated governance experts to six and expanded the service solutions we provide.

Our industry leading team is co-headed by recent Kingsdale addition Victor Guo, former Vice President of M&A and Proxy Contest Research for Institutional Shareholder Services' (ISS) U.S. and Canadian special situations research teams, and Victor Li, who previously led the ISS Canadian M&A and Proxy Fight research team. Together, they have provided vote recommendations on over 150 proxy contests, 2,000 M&A transactions and over 1,000 shareholder rights plans.

For years, our Governance Advisory team has been helping clients turn around say on pay votes. Now, in direct response to increased scrutiny over compensation and the changing expectations of our clients, Kingsdale has formally launched a Compensation Governance Advisory service designed to complement the work of internal human resource teams and compensation consultants.

Unlike other compensation advisors, Kingsdale employs an integrated, front-to-end approach: We start with the traditional executive compensation review process (peer group design, benchmarking), then go beyond by integrating pay-for-performance analysis from the perspective of proxy advisors and shareholders. We help in a way other advisors can't by helping clients tell their own pay-for-performance story, by introducing them to key governance decision makers at institutional investors.

Additional enhanced service offerings include:

- Unparalleled ISS and Glass Lewis modeling to predict vote recommendations
- Proprietary special situations and proxy fight intelligence and shareholder voting behavior
- Canada's premier environmental, social and governance research and evaluation
- Industry leading shareholder proposal analysis and strategy

*For more information about these services please contact Victor Li at [vli@kingsdaleadvisors.com](mailto:vli@kingsdaleadvisors.com) or Victor Guo at [vguo@kingsdaleadvisors.com](mailto:vguo@kingsdaleadvisors.com)*

# We're launching Kingsdale Creative

Kingsdale has a proven track record of providing clients with invaluable strategic communications advice to ensure their message is heard loud and clear. Now we are going to make sure you look the part too.

We recognize that bulletproofing our clients' brands to shareholders isn't just about the written message. It's about taking a holistic view of your corporate brand to ensure you are visually telling the story you want and building shareholder confidence. There's a reason why you would trust your investment to an individual in a nicely tailored suit over one in frayed shorts. Kingsdale Creative will ensure that before an investor reads a single word, they already hold your company in the highest regard.

Whether you are coming through a transition, such as a merger or leadership change, and are considering a rebrand of your company or have a specific project need, like a visually compelling annual report or simplified circular, our creative team of premium brand experts can help.

## Kingsdale Creative services include:

- Proxy Statements/Information Circulars
- Corporate Responsibility and Sustainability Reports
- Marketing and Sales Materials
- Annual Reports
- Websites
- Investor Presentations
- MD&As
- CD&As
- Board Materials

For more information about Kingsdale Creative contact Ian Robertson at [irobertson@kingsdaleadvisors.com](mailto:irobertson@kingsdaleadvisors.com)

## DID YOU KNOW?

Kingsdale is well known for our shareholder services but people are sometimes surprised that we also play a valuable role in a range of balance sheet restructuring events that span debt and equity. To ensure you are well prepared for your restructuring event, we've put together a quick Top 10 Checklist that you can [view here](#).

## New clients and even more AGMs

We want to welcome all of our new clients, below, and congratulate all of our AGM clients on a successful 2017 proxy season. Kingsdale was proud to act as a trusted advisor on over 50 AGMs this year.



Crescent Point



# Big wins for clients: Proxy fight excellence and ISS turnarounds

Kingsdale congratulates clients FrontFour Capital Group LLC and Sandpiper Group for their proxy fight win at Granite REIT, and PointNorth Capital Inc. for its proxy fight win at Liquor Stores N.A. Ltd. Both complex proxy fights presented specific circumstances that required the unique expertise Kingsdale's multidisciplinary team provides and demonstrates Kingsdale's strategic advantage over competitors.

**Granite REIT shakeup  
a 'wake-up call' for boards**  
– Tim Shufelt, *The Globe and Mail*

Granite's unitholder base was significantly institutional which meant the support of ISS and Glass Lewis would have a meaningful impact on the outcome. Kingsdale's industry leading governance team was instrumental in the design of a strategy that resulted in ISS and Glass Lewis making precedent-setting recommendations to replace Granite's Chairman, Vice Chairman, and Compensation Committee Chair with FrontFour's nominees.

**Big shakeup coming to  
Alberta's Liquor Stores  
following proxy fight**  
– Reid Southwick, *Calgary Herald*

PointNorth confronted a Liquor Stores shareholder base that was heavily retail and who simply did not vote, with just an 11% turnout at the last annual meeting. By leveraging our team of industry professionals, particularly in the area of strategic communications coupled with our in-house call centre, shareholder participation was maximized resulting in the election of all six of PointNorth's nominees to the board.

**A negative recommendation  
is not the end of the line  
provided you are prepared.**  
– Wes Hall, *Forbes.com*

Kingsdale's competitive advantage is exemplified by our governance and executive compensation services which have helped several clients garner ISS and Glass Lewis support for resolutions at their AGM. This past proxy season, Kingsdale succeeded in preemptively addressing negative ISS recommendations for certain clients and reversed negative ISS recommendations for others.

## Governance wins for clients

**ECN Capital Corp.** – ECN Capital's Compensation Committee Chair received an ISS "withhold" recommendation at the company's 2017 AGM. Kingsdale worked with ECN and presented its case to ISS to show that the company's compensation practices were indeed aligned with common Canadian market practices. Due to Kingsdale's efforts, ISS revised and reversed its initial recommendation to "for".

**Wesdome Gold Mines Ltd.** – Kingsdale supported Wesdome in reversing an ISS "against" recommendation for its equity plan at the company's 2017 AGM. Kingsdale worked with Wesdome and communicated the unique features of the equity plan to ISS and identified other scoring discrepancies according to ISS' Equity Plan Scorecard methodology. ISS once again revised and reversed its initial recommendation to "for". Kingsdale subsequently reached out to shareholders to ensure that they were aware of ISS' recommendation change in order to ensure shareholder support for the resolution.

**Milestone Apartments REIT** – Even if ISS and/or Glass Lewis are unwilling to change their recommendations, hope is not lost. As Kingsdale demonstrated with its client Milestone in its transaction with Starwood Capital Group, we can identify, target and message to unitholders who will consider voting contrary to ISS' recommendation. Despite vocal opposition by a number of institutional investors and a negative recommendation by ISS (with influence over 54% of the stock) that was maintained even after an improved offer, Kingsdale and Milestone were able to achieve the requisite supermajority support. An aggressive unitholder and public communications campaign with messages designed to counter the ISS recommendation helped gain unitholder support. This included identifying all negative votes and assisting institutional back office staff with reversing negative auto votes. This effort resulted in 71.81% of the votes cast "for" the transaction.

# First Global Shareholder Engagement & Activism Summit

Kingsdale is proud to sponsor the Global Shareholder Engagement & Activism Summit coming to Toronto this September 28-29th. You won't want to miss the impressive roster of speakers! Check out the full agenda [here](#). For a limited time, friends of Kingsdale get a discount on tickets, just follow this [link to sign up](#).



In case you missed it, click to check out our recent thought leadership pieces:

- Interview with Wes Hall: **Proxy Advisors – Their Rise, Their Value**
- Special Report: **M&A Activism**
- **So Much for That Chilling Effect: The First Year Under the New Hostile Takeover Regime**