

Hansell McLaughlin Data Analysis Notes

Hansell McLaughlin Data Analysis Notes provides a weekly review of governance-related topics from our analysis of disclosures of issuers listed on the TSX in 2024. To receive our future notes, [subscribe here](#).

Breaking Down Shareholder Proposals at TSX Listed Issuers

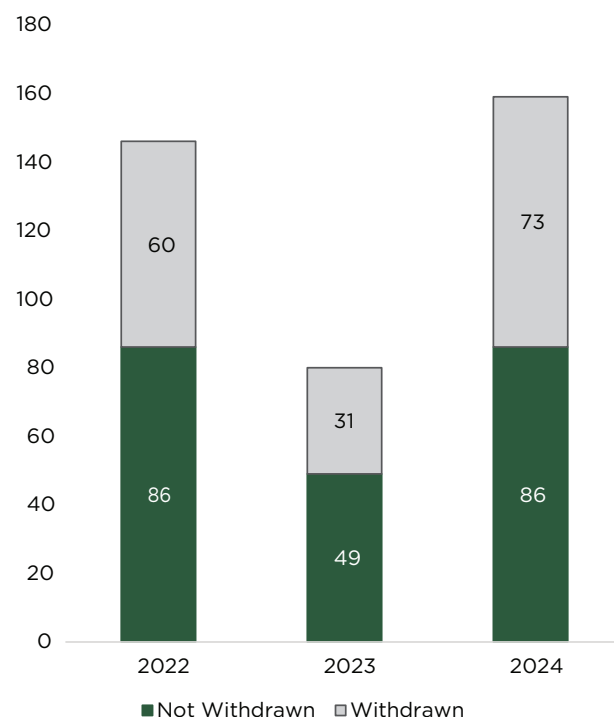
Most Common Shareholder Proposals

159 shareholder proposals have been submitted to TSX-listed issuers to date, this year. 86 proposals have been, or will be, put to a shareholder vote. This is a considerable increase from last year when 80 proposals were submitted and only 49 proceeded to a vote. A majority (70%) of proposals have been submitted by MÉDAC this year.

The five most common shareholder proposals submitted to TSX listed issuers in 2024 related to:

- Holding in-person AGMs while having virtual meetings added as a complement, not a substitute for in-person meetings (20 proposals);
- Introducing a new approach to incentive compensation by linking the compensation for all employees to the company's ESG goals (19 proposals);
- Disclosing the languages that the company's executives are fluent in (19 proposals);
- Holding an annual advisory vote on the company's environmental and climate objectives and action plan (16 proposals); and
- Committing to filing an ESG report with reasonable certification within the next three years (8 proposals).

Number of Shareholder Proposals In the Last Three Years



To date, there have been seven shareholder proposals that have received majority shareholder support. All of the successful shareholder proposals were submitted by MÉDAC and related to the same issue: holding in-person AGMs. The successful proposals were submitted to Air Canada, AtkinsRéalis Group Inc., Bank of Montreal, Canadian Imperial Bank of Commerce, iA Financial Corporation Inc., Metro Inc., and Transat A.T. Inc.

2024 Proxy Season To Date (TSX Listed Issuers)



Shareholder Proposals

159 submitted

86 proceeding to a vote

7 successful



16 failed director elections



3 failed say on pay votes

In the News

Below, we discuss news releases related to governance issues at issuers listed on the TSX since our last weekly note.



July 22, 2024, Sleep Country Canada Holdings Inc. (TSX: ZZZ), "[Fairfax strikes \\$1.7-billion deal to buy Sleep Country Canada](#)" - The Globe and Mail

Sleep Country Canada Holdings Inc. ("Sleep Country") has agreed to be acquired by Fairfax Financial Holdings Ltd. ("Fairfax") as part of a \$1.7-billion acquisition deal. As part of this transaction, Fairfax will acquire all Sleep Country's shares at a price of \$35 per share, a 28% premium over the July 19, 2024, closing price.

The Sleep Country board recommends that shareholders approve the transaction. For the transaction to proceed, it requires approval from two-thirds of Sleep Country's shareholders, in addition to court approval. If the transaction is approved, Sleep Country will delist its shares from the TSX.



July 22, 2024, A&W Revenue Royalties Income Fund (TSX: AW), "[A&W merging with burger chain's income fund to create single public company](#)" - BNN Bloomberg

A&W Food Services of Canada Inc. will merge with its publicly traded fund, A&W Revenue Royalties Income Fund. The newly merged entity will trade on the TSX and combine the currently private restaurant chain with its publicly traded royalty fund counterpart. As part of this merger, current shareholders of A&W Royalties Income Fund can elect to receive either \$37 per share, a 30% premium over the July 19, 2024, closing price, or shares of the new company.

The merger is expected to close in October, pending regulatory approval and two-thirds shareholder support.



July 23, 2024, Canfor Corporation (TSX: CFP), "[Canfor Announces Leadership Transition](#)" - Financial Times

Canfor Corporation ("Canfor") announced the retirement of its President and CEO of 13 years, Don Kayne, which will take effect at the end of the year. Mr. Kayne has been with Canfor for 46 years and has served as CEO since 2011. Mr. Kayne will be succeeded by Susan Yurkovich, the company's current Senior Vice President of Global Business Development, effective January 1, 2025. Following his retirement, Mr. Kayne will continue to serve in an advisory capacity during the transition.

Our governance expertise is complemented by a sophisticated data analytics practice which brings you these weekly notes. We analyze the governance practices of all TSX listed issuers. The data is gathered from publicly available information and is managed internally to ensure that the information is standardized, comparable and reliable. [Click here](#) to learn more about our practice areas.