



As You Sow -- General Mills Shareholder Resolution Withdrawal

As You Sow filed a shareholder resolution with General Mills on April 9, 2015, with co-filer Clean Yield Asset Management. The resolution and supporting statement read as follows:

“RESOLVED: Shareholders request that, within six months of the 2015 annual meeting, the Board publish a report, at reasonable expense and omitting proprietary information, on the Company’s options to prohibit or minimize the use of neonics in its supply chain.

SUPPORTING STATEMENT: Proponents believe the report should include:

- Practices and measures, including technical assistance and incentives, provided to growers to avoid or minimize the use of neonics to pollinators; and
- Quantitative metrics tracking key crops that are grown from seed pre-treated with neonics, and the specialty crops in General Mills’ supply chain that depend on pollinators.”

Withdrawal Agreement

As You Sow has agreed to withdraw the resolution in consideration of General Mills’ agreement to make several updates to its Global Citizenship Report, and its commitment to future dialogues. The changes to be made by General Mills will provide additional detail on how the company is addressing pollinator decline and protecting pollinators from exposure to pesticides.

- 1) On p. 60 of General Mills’ 2015 Global Responsibility report (available at www.generalmills.com/en/Responsibility/Overview), the section entitled “Neonicotinoid impact” will be replaced with the following text:

“In May 2015, the U.S. Interagency Presidential Pollinator Health Task Force issued a [national strategy](#) to provide a comprehensive approach to tackling and reducing the impact of multiple stressors on pollinator health. It outlined the current understanding and complexity of pollinator decline:

“Researchers studying CCD and other losses attributed to poor colony health have been unable to identify a single cause, and have concluded that losses of honey bee colonies are the result of a complex set of interacting stressors. In May 2013, the USDA and the EPA released comprehensive scientific report on honey bee health (USDA 2013). The report synthesized the current state of knowledge regarding the primary factors that scientists believe have the greatest impact on honey bee health, including exposure to pesticides and other environmental toxins, poor nutrition due in part to decreased availability of high-quality/diverse forage, exposure to pests (e.g., Varroa mites) and disease (viral, bacterial, and fungal), as well as bee biology, genetics, and breeding. The report’s findings are similar to those of the report on the Status of Pollinators in North America (NRC 2007), which examined wild (both native and introduced species) pollinators as well as honey bees.”



General Mills fully supports the Pollinator Health Task Force's strategy which calls for additional research as outlined in the [Pollinator Research Action Plan](#), pollinator public education and outreach, public-private partnerships, increasing and improving pollinator habitat, and protecting pollinators from exposure to pesticides.

We recognize the concern about the unique role of neonicotinoid pesticides in pollinator health decline. General Mills supports the further study of this important issue as outlined in the Pollinator Research Action Plan. Consistent with our historic commitment to Integrated Pest Management, we advocate for the responsible use of neonicotinoids in our supply chain and expedited U.S. Environmental Protection Agency review.

General Mills is extending our partnership with the Xerces Society and working with them to consolidate and disseminate guidance to growers of key commodities such as corn and soy on how to protect and minimize the impact of neonicotinoids and other pesticides to pollinators."

- 2) General Mills will arrange a call or in-person meeting six months from now with Proponents, other investors, and Tom Rabaey (General Mills' Principle Scientist), to continue discussion about policies to protect pollinators and reduce the adverse impacts of neonicotinoids in General Mills' supply chain.

This agreement will become effective on the date the last party below executes this Agreement. As You Sow confirms that it is authorized to act on behalf of each of the stockholder proponents listed below in this matter, and confirms that the proponents listed below have agreed to withdraw the stockholder proposal that was submitted for General Mills' Annual Meeting of Stockholders.

Stockholder Proponents:

As You Sow
Clean Yield Asset Management

Austin Wilson
Environmental Health Program Manager
As You Sow

June 26, 2015

Date

General Mills:

Lee Anderson
Director, Issues Management & State Government Relations
General Mills

June 26, 2015

Date