1.01 Elect Balu Balakrishnan

1.02 Elect Alan D. Bickell
Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.03 Elect Nicholas E. Brathwaite
Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.04 Elect William George, Ph.D.

1.05 Elect Balakrishnan S. Iyer
Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.06 Elect E. Floyd Kvamme
Non-Executive Chairman. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independent representation on the Board as a whole.

1.07 Elect Steven J. Sharp
Non-Executive Director. Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. Former Non-Executive Chairman and CEO. There is insufficient independent representation on the Board as a whole.

2 Approve Pay Structure
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 our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment.

Pension entitlements of executives are not disclosed.
The performance targets are not considered sufficiently challenging.
The limits on the amounts payable on a change in control are not disclosed.
Note: In 2012, 5% of the shareholders voted in opposition to the Executive Compensation.

3 Appoint the auditors

For

For