Triodos Investment Management

SYMANTEC AGM Date: 2013-10-22

1a Re-elect Stephen M. Bennett	**For**
1b Re-elect Michael A. Brown Non-Executive Director. Independent by 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.	**Oppose**
1c Re-elect Frank E. Dangeard Independent Non-Executive Director. However, there are concerns over his potential aggregate time commitments.	**Abstain**
1d Re-elect Geraldine B. Laybourne	**For**
1e Re-elect David L. Mahoney Non-Executive Director. Independent by 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.	**Oppose**
1f Re-elect Robert S. Miller Non-Executive Director. Independent by 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.	**Oppose**
1g Elect Anita M. Sands	**For**
1h Re-elect Daniel H. Schulman Non-executive Chairman since January 2013. Independent by Company, not considered to be independent as he has served on the Board for over nine years. There is insufficient independent representation on the Board.	**Oppose**
1i Re-elect V. Paul L. Unruh Non-Executive Director. Independent by 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.	**Oppose**
1j Elect Suzanne M. Vautrinot	**For**
2 Appoint the auditors	**For**
3 Approve Pay Structure The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: CDB: (2012: CDB)	**Oppose**

Disclosure: C: The Company discloses targets for the annual bonus only on a retrospective basis and the individual targets are not disclosed.
Balanc e: D - The performance criteria for Performance-based Restricted Stock Units (PRUs) are the achievement of targeted annual non-GAAP earnings per share for the first fiscal year; and the achievement of the total shareholder return (“TSR”) ranking as compared to the S&P 500 for the two and three years ended as of the end of the second and third fiscal year, respectively. However, as the targets are not specific, it is not possible to determine whether they are challenging. Overall, total pay for the CEO is potentially excessive, as for 2013 total aggregate CEO pay is USD 12.99m.
Contracts: B - There is adequate disclosure of contract terms and there is a clawback provision in place.
Based on the compensation rating Triodos opposes.

4 Approve 2013 Equity Incentive Plan **Oppose**
The Plan is an "omnibus" plan. Awards that may be granted are stock options (both nonstatutory stock options and incentive stock options), restricted stock awards, RSUs (including PRUs and PCSUs) and stock appreciation rights (each individually, an “award”). The total number of shares reserved for the Plan is 45 million, which represents approximately 6.5% of the issued share capital.
No person will be eligible to receive more than 2,000,000 shares in any calendar year pursuant to the grant of awards under the 2013 Plan, except that new employees are eligible to receive up to a maximum of 3,000,000 shares in the calendar year in which they commence employment with us. The limit is deemed to be excessive as at a current price of approximately $24.65, this represents an annual award value of $49,300,000.
Awards become vested and exercisable, as applicable, within such periods, or upon such events, as determined by the administrator and as set forth in the related award agreement. Vesting may be based on the passage of time in connection with services performed for the Company or upon achievement of performance goals or other criteria.
Upon a change in control, the Board will determine whether the change of control will have any additional effect, including acceleration of the vesting of the awards. Unless otherwise determined by the Board, all unvested stock option and RSU awards made to nonemployee directors under the 2013 Plan will accelerate and vest in full.
There are concerns over the potentially excessive awards available to grant on an annual basis, as well as the level of discretion granted to the Board in determining performance conditions, if any, which apply to awards.
Based on these concerns Triodos opposes.

5 Amend 2008 Employee Stock Purchase Plan **Oppose**
The ESPP operates by offering eligible employees the right to purchase stock through a series of successive or overlapping offering periods. The ESPP allows the Board to change the purchase price that applies to an Offering Period to provide for the greatest discount allowed under Code Section 423 (which means that the purchase price can be 85% of the lower of the fair market value of the common stock at the beginning or at the end of the Offering Period). The option granted to an employee may not permit him or her to purchase stock under the ESPP at a rate which exceeds $25,000 in fair market value

of such stock (determined as of the Offering Date) for each calendar year in which the option is outstanding. In addition, the Board has set 10,000 shares as the maximum number of shares an employee may purchase on each Purchase Date. The ESPP allows the Board to increase or decrease this share limit without stockholder approval.
While plans which permit employees to participate in the success of a company are generally supported, the potential dilution of over 10% over a ten-year period is excessive, particularly in light of the other existing share schemes. There are further concerns over the lack of disclosure with respect to the "Non-statutory Plans" which raise concerns over the terms of those plans.
Based on these concerns Triodos opposes.

6 Amend Senior Executive Incentive Plan **Oppose**

The Board is seeking shareholder approval to amend the Senior Executive Incentive Plan. The amendment and restatement of the Senior Executive Incentive Plan (“SEIP”) will allow future performance Based compensation awards under the SEIP to be fully deductible by Symantec under Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”).
Individuals eligible for SEIP awards are employees who hold an executive officer position and are subject to Section 16 of the Exchange Act and such other employees as the Compensation Committee may designate from time to time. In selecting participants for the SEIP, the Compensation Committee will choose those senior executives whom the Compensation Committee believes are most likely to make significant contributions to Symantec’s success. As of August 1, 2013, there are six employees who are executive officers subject to Section 16 of the Exchange Act.
Bonus payments under the SEIP may be made in cash only. The payment to each participant is based on performance period set by the Compensation Committee in writing and is directly related to the satisfaction of applicable performance goal(s) set by the Compensation Committee for such performance period. A performance goal is an objective formula or standard utilizing one or more of the following factors and any objectively verifiable adjustment(s) thereto permitted and pre-established by the Compensation Committee: (i) income, including net income and operating income; (ii) stockholder return; (iii) earnings per share; (iv) revenue, including growth in revenue; (v) market share; (vi) return on net assets program; (vii) return on equity; (vii) return on investment; (ix) cash flow, including cash flow from operations; (x) new product releases; (xi) employee productivity and satisfaction metrics; and (xii) strategic plan development and implementation (including individual performance objectives that relate to achievement of Symantec’s or any business unit’s strategic plan).
The SEIP provides that the maximum amount of any bonus that can be paid to any participant during any fiscal year is $5,000,000. All awards to executive officers are based on actual performance during fiscal 2014 and are made at the discretion of the Compensation Committee.
There is no disclosure of the actual targets under the Plan which frustrates shareholders' ability to determine whether or not the performance goals are, in fact, challenging. Furthermore, the maximum annual payment per participant is deemed to be excessive.
Based on these concerns Triodos opposes.