V F CORP AGM Date: 2013-04-23

1.01 Elect Richard T. Carucci **For**

1.02 Elect Juliana L. Chugg **For**

1.03 Elect George Fellows **Withhold**
Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. There are insufficient independent directors on the Board.

1.04 Elect Clarence Otis, Jr. **Withhold**
Non-Executive Director. Independent by the Company, but not considered to be independent as he jointly controls 8.09% of the voting equity as a trustee of a fund held by descendants of John E. Barbey along with Ursula Fairbairn and PNC bank. In addition he owns 11.35% of the voting equity through Trustees under Deeds of Trust along with PNC Bank and Ursula Fairbairn. Furthermore, he will have served on the Board more than nine years if he is elected at the following AGM. There are insufficient independent directors on the Board.

1.05 Elect Matthew J. Shattock **For**

2 Approve Pay Structure **Oppose**
As a result of SEC legislation (Section 951 of The Dodd-Frank Wall Street Reform and Consumer Protection Act), the company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and 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. Note: In 2012, approximately 4.5% of the shareholders voted in opposition to the resolution to approve the pay structure.

3 Approval of the Company's Amendment and Restated Executive Incentive Compensation Plan (the "EIC Plan Proposal") **Oppose**
The board is seeking re-approval of material terms of the 2008 Executive Incentive Compensation (EIC) Plan by shareholders. The Plan: allows for a range of annual performance criteria to be used; specifies a range of amounts, from 0% to 200% of the target incentive award; and an annual limit of $6.0 million (3.0 million in the 2008 plan) plus the unused amount from the previous year. Approval of the proposed plan will allow the company to continue to award stock awards with full tax deductibility under Section 162(m) of the Internal Revenue Code. The principle of performance related pay is supported and the rationale of 162(m) is to enable shareholders to implement this principle for all awards above $1 million. However, the Compensation Committees may attach performance conditions to awards at their discretion with the annual limit being doubled from $3.0 million to $6.0 million. There are concerns that stock options and restricted shares granted during the last four fiscal year have not been subject to disclosed performance hurdles, and thus that targets attached to restricted stock units are potentially insufficiently challenging. As such, Triodos opposes

4 Re-appoint the auditors **Oppose**
PricewaterhouseCoopers LLP proposed. The unacceptable nonaudit fees were approximately 54.1% of audit and audit related fees during the year under review. Non-audit fees over a three-year period were approximately 43.6% of audit and audit related fees. There are concerns that this level of non-audit fees creates a potential for conflict of interest on the part of the independent auditor.