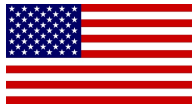


Meeting Date:	Tue, 28 Oct 2014 10:00am	Type:	AGM	Issue date:	Thu, 02 Oct 2014
Meeting Location:	American Tobacco Campus at 318 Blackwell Street, Durham, North Carolina 27701				
Current Indices:	PIRC Global				
Sector:	Semiconductors				

PROPOSALS	ADVICE
<p>1.1 Re-elect Charles M. Swoboda Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the running of the company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. Triodos does not support the combining of these roles.</p>	Withhold
<p>1.2 Re-elect Clyde R. Hosein Independent Non-Executive Director.</p>	For
<p>1.3 Re-elect Robert A. Ingram Independent Non-Executive Director.</p>	For
<p>1.4 Re-elect Franco Plastina Independent Non-Executive Director.</p>	For
<p>1.5 Elect John B. Replogle Newly appointed Independent Non-Executive Director.</p>	For
<p>1.6 Re-elect Alan J. Ruud Executive Vice Chairman.</p>	For
<p>1.7 Re-elect Robert L. Tillman Independent Non-Executive Director.</p>	For
<p>1.8 Re-elect Thomas H. Werner Independent Non-Executive Director.</p>	For
<p>1.9 Elect Anne C. Whitaker Newly appointed Independent Non-Executive Director.</p>	For

2	<p>Approve new long term incentive plan</p> <p>The Board is seeking shareholder approval of an amendment which would increase the aggregate number of shares that may be issued under the LTIP by 2,000,000 shares. As of September 4, 2014, there remained 3,683,641 shares available for future awards under the LTIP. The increase brings the potential dilution up to 4.73% of the issued share capital. However, there are options to purchase 11,765,925 shares of common stock outstanding under all of equity compensation plans. Combined with the shares reserved for the plan following this amendment brings the total potential dilution to 14.5% which is deemed to be excessive.</p> <p>Employees of the Company or certain affiliates and non-employee members of the Board will be eligible for selection by the Committee for the grant of awards under the LTIP. Awards may be granted in the form of non-qualified stock options or NQSOs, incentive stock options or ISOs, stock appreciation rights or SARs, restricted stock, restricted stock units or RSUs, performance shares, performance units and other stock-based awards.</p> <p>The maximum number of NQSOs, ISOs, and SARs that, in the aggregate, may be granted pursuant to awards in any one fiscal year to any one participant is 3,000,000, the maximum number of shares of restricted stock and restricted stock units that, in the aggregate, may be granted pursuant to awards in any one fiscal year to any one participant is 1,000,000, the maximum number of performance shares and performance units (valued as of the grant date) that, in the aggregate, may be granted in any one fiscal year to any one participant is equal to the value of 2,000,000 shares, and the maximum number of other awards (valued as of the grant date) that, in the aggregate, may be granted pursuant to awards in any one fiscal year to any one participant is equal to the value of 500,000 shares. The individual awards limits are considered to be excessive.</p> <p>The committee has the discretion to determine the performance conditions, if any, attached to any of the awards under the Plan.</p> <p>Based on concerns over the potential dilution, the lack of clear performance targets for awards and the excessive individual award limits, Triodos does not support this resolution.</p>	Oppose
3	<p>Appoint the auditors: PricewaterhouseCoopers LLP proposed.</p> <p>Unacceptable non-audit fees represented 41.23% of audit fees for the year under review and 19.8% on a three-year rolling basis. This level of non-audit fees raises concerns over the independence of the external auditor. Triodos abstains on this resolution.</p>	Abstain
4	<p>Approve Pay Structure</p> <p>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 opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDB:</p> <p>Disclosure: B - The Company discloses the targets for the annual awards.</p> <p>Balance: D - Stock options do not have performance criteria and the vesting periods for awards are less than three years.</p> <p>Contracts: B - There are "double trigger" provisions in case of a change in control but there is no recoupment policy in place.</p> <p>Based on lack of performance criteria for stock options and the short vesting period for awards, Triodos does not support this resolution.</p>	Oppose

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