Triodos @Investment Management

ENPHASE ENERGY INC-REDH

Meeting Date:	Thu, 01 May 2014 9:00am	Type:	AGM	Issue date:	Thu, 24 Apr 2014
Meeting Location:	1420 N. McDowell Blvd., Petaluma, CA 9495	200000			
Current Indices:	PIRC Global				33333
Sector:	Semiconductors and related devices				

	PROPOSALS	ADVICE
1.01	Elect Neal Dempsey Non-Executive, Class II Director. Independent by Company, but not considered independent as he is Managing Partner at Bay Partners XI Parallel Fund, L.P., which owns 4.4% of the Company's common share capital. There is insufficient independent representation on the Board.	Oppose
1.02	Elect Benjamin Kortlang Non-Executive, Class II Director. Not considered independent as he is a Partner at KPCB LLC, which owns 11.38% of the Company's common share capital. There is insufficient independent representation on the Board.	Oppose
1.03	Elect Robert Schwartz Non-Executive, Class II Director. Not considered independent as he is a Managing Partner at Third Point Ventures LLC which owns 17.82% of the Company's common share capital. There is insufficient independent representation on the Board.	Oppose
2	Ratify appointment of the auditors Deloitte & Touche LLP. The non-audit fees were approximately 5.3% of audit and audit-related fees during the year under review. Non-audit fees over a three-year period were approximately 8.7% of audit and audit-related fees. Acceptable proposal. * = Special resolution	For

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