


Meeting Date:	Wed, 07 May 2014 10:00am	Type:	AGM	Issue date:	Thu, 24 Apr 2014
Meeting Location:	Hydrogenics Corporation 220 Admiral Boulevard Mississauga, Ontario, Canada				
Current Indices:	PIRC Global				
Sector:	Electrical Components & Equipment				

PROPOSALS		ADVICE
1	Appoint the auditors PricewaterhouseCoopers LLP PricewaterhouseCoopers LLP proposed. The total unacceptable non-audit fees are 37% of audit and audit related fees during the year under review and over a three-year period. This level has the potential to impair the independence of the auditors. Triodos would normally oppose this resolution but the only permissible votes are for or withhold so Triodos withholds.	Withhold
2.1	Elect Douglas S. Alexander Independent Non-Executive Chairman.	For
2.2	Elect Michael Cardiff Independent Non-Executive Director.	For
2.3	Elect Joseph Cargnelli Co-Founder and Chief Technology Officer.	For
2.4	Elect Henry J. Gnacke Non-Executive Director. Not independent as he is a nominee for General Motors Corporation, with whom the company has a strategic alliance. There are insufficient independent directors on the board.	Withhold
2.5	Elect Donald Lowry Non-Executive Director. Not independent as he has served on the board for over nine years. There are insufficient independent directors on the board.	Withhold
2.6	Elect Daryl Wilson President and CEO. <i>* = Special resolution</i>	For

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