


<b>Meeting Date:</b>	Wed, 23 Jul 2014 11:00am	<b>Type:</b>	AGM	<b>Issue date:</b>	Mon, 14 Jul 2014
<b>Meeting Location:</b>	Ironmongers' Hall, Shaftesbury Place, Barbican, London EC2Y 8AA				
<b>Current Indices:</b>	FTSE EuroFirst FTSE 100				
<b>Sector:</b>	Specialty Chemicals				

PROPOSALS	ADVICE
<p><b>1 Receive the Annual Report</b> Strategic Report meets guidelines. Adequate environmental and employment policies are in place and relevant, up-to-date, quantified environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. Support is recommended.</p>	<b>For</b>
<p><b>2 Approve the Remuneration Report</b> The rewarded CEO pay over the last five years is not considered in line with Company's financial performance over the same period. The actual value of short and long term incentive awards granted during the year to the CEO is more than 200% of his salary, which is considered excessive. Also, the use of discretion by the Company during the year is not clearly disclosed. Rating: C. As the CEO pay is not in line with company performance, Triodos abstains on this resolution.</p>	<b>Abstain</b>
<p><b>3 Approve Remuneration Policy</b> Disclosure is acceptable. Total potential rewards for the CEO under all incentive schemes are excessive as they can amount up to 380% of his salary. The ratio of CEO pay to average employee pay is considered excessive at 50:1. The Long-Term Incentive Plan (LTIP) is based on the achievement of EPS targets over a three year period with a discretionary ROIC underpin. Such discretionary element is not considered best practice. It is would be adequate to operate at least two clearly disclosed performance criteria in a concurrent fashion. In addition, the performance period is three years which is not considered sufficiently long-term. The absence of Non-financial parameters to assess Executives' long-term performance is also considered contrary to best practice as such factors allow the remuneration policy to focus on the operational performance of the business as a whole and the individual roles of each of the senior executives in achieving that performance. Upside discretion can be used by the Committee when determining severance payments. For instance, the Committee has the discretion to accelerate the full vesting of LTIP awards under certain circumstances. In addition, the Company's recruitment policy allows for the replication of new appointees' forfeited schemes at their previous employers, which is an inappropriate practice. Rating: BDC. Based on the potentially excessive awards, Triodos opposes this resolution.</p>	<b>Oppose</b>
<p><b>4 Approve the dividend</b> A final dividend of 45.5p per share is proposed, which brings the total dividend for the year under review to 62.5p per share. Covered by earnings. Acceptable proposal.</p>	<b>For</b>
<p><b>5 To elect Mr JF Walker</b> Newly appointed Executive Director. 12 months rolling contract.</p>	<b>For</b>
<p><b>6 To elect Mr DG Jones</b> Finance Director. 12 months rolling contract.</p>	<b>For</b>
<p><b>7 To re-elect Mr TEP Stevenson</b> Incumbent Chairman. Independent upon appointment.</p>	<b>For</b>
<p><b>8 To re-elect Mr NAP Carson</b> Executive Director. 12 months rolling contract.</p>	<b>For</b>

9	<b>To re-elect Ms O Desforjes</b> Independent Non-Executive Director.	For
10	<b>To re-elect Mr AM Ferguson</b> Senior Independent Director. Considered independent.	For
11	<b>To re-elect Mr RJ MacLeod</b> Newly appointed Chief Executive Officer. He was previously the Company's Finance Director. 12 months rolling contract.	For
12	<b>To re-elect Mr CS Matthews</b> Independent Non-Executive Director.	For
13	<b>To re-elect Mr LC Pentz</b> Executive Director. 12 months rolling contract.	For
14	<b>To re-elect Mrs DC Thompson</b> Independent Non-Executive Director.	For
15	<b>Appoint the auditors</b> KPMG LLP proposed for re-election. The total non-audit fees were approximately 5.0% of audit fees during the year under review, and the three year average is 16%. Acceptable proposal.	For
16	<b>Allow the board to determine the auditors remuneration</b> Standard proposal.	For
17	<b>Approve Political Donations</b> The proposed authority is subject to an overall aggregate limit on donations and expenditure of £50,000. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. Triodos does not support donations for political events and specific political parties as such contributions could be viewed as encouraging preferential treatment and interfering with the democratic process.	Oppose
18	<b>Issue shares with pre-emption rights</b> The authority is limited to one third of the share capital and another third in connection with a Rights Issue. This is in line with normal market practice and expires at the next AGM. All directors are standing for annual re-election. Acceptable proposal.	For
19*	<b>Issue shares for cash</b> Authority is limited to 5% of the issued share capital and will expire at the next AGM. Acceptable proposal.	For
20*	<b>Authorise Share Repurchase</b> Authority is limited to 10% of the issued share capital and will expire at the next AGM. Acceptable proposal.	For
21*	<b>Meeting notification related proposal</b> The proposed resolution reflects the implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009 as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice. All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. Although the proposed change is permissible by the Companies Act, Triodos votes against this resolution. <b>* = Special resolution</b>	Oppose

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*Version 2*