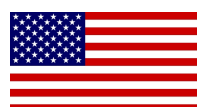


Meeting Date:	Tue, 20 May 2014 14:30pm	Type:	AGM	Issue date:	Fri, 09 May 2014
Meeting Location:	One Technology Park Drive, Westford, Massachusetts 01886				
Current Indices:	PIRC Global				
Sector:	Industrial Machinery				

PROPOSALS		ADVICE
1.1 Elect John M. Albertine	Non-executive director. Independent by the company, not considered to be independent as has served on the board for more than nine years. There are also concerns about his potential aggregate time commitments. There is insufficient independent representation on the Board.	Withhold
1.2 Elect Thomas C. Leonard	Independent Non-executive Director.	For
2 Approve Pay Structure	The Compensation Committee is not comprised wholly of independent directors. There is no clear statement that the compensation consultant is not employed for any other purpose by the group. The Compensation Committee's statement on how total compensation levels are determined does not make reference to the company's comparative performance. Pay elsewhere in the company is not considered in determining executive pay. Policy permits award of shares that vest purely on the basis of staying in the job without reference to performance. The change in control agreements provide for the immediate vesting of all of the named executive officer's equity incentive awards upon a change in control. Change in control is defined as a purchase of 20% of the shares. Rating BDC Based on the lack of performance conditions for awards and the ability to accelerate vesting upon a change in control, Triodos does not support this resolution.	Oppose
3 Amend existing long term incentive plan	Authority is sought to increase the shares available for issuance and to extend the plan's term. The revised plan permits award of shares that time-vest without reference to performance. The individual award cap is considered potentially excessive. The plan permits awards that vest just one year from grant which is considered too short term. Based on these concerns, Triodos does not support this resolution.	Oppose
5 Appoint the auditors	KPMG proposed. Non audit fees represent 7% of audit fees in the year and 5% on a three year basis. This level of non-audit fee does not threaten the independence of the auditors. Acceptable proposal. <i>* = Special resolution</i>	For

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