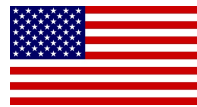


Meeting Date:	Tue, 20 May 2014 8:00am	Type:	EGM	Issue date:	Fri, 09 May 2014
Meeting Location:	Park Hyatt Zürich, Beethoven-Strasse 21, 8002 Zürich, Switzerland				
Current Indices:	S&P500				
Sector:	Industrial Machinery				

PROPOSALS	ADVICE
<p>1 Change State of Incorporation [from Switzerland to Ireland] For</p> <p>If the proposal is approved Pentair-Switzerland would merge with and into Pentair plc, a newly-formed Irish public limited company and direct subsidiary of Pentair-Switzerland. Pentair Ltd shareholders will then hold Pentair-Ireland ordinary shares, rather than Pentair-Switzerland common shares.</p> <p>After the merger shareholder rights will be different to those that currently apply.</p> <p>The new company will be tax resident in the UK but listed in New York.</p> <p>Neither party involved has employees. No benefits to executives are triggered by the transactions.</p> <p>In the materials that accompany the proposal the board sets out its reasons for the desired change in legal jurisdiction. amongst these reasons the board cites the fact that Swiss law provides that changes to corporate and other laws can be put to a national referendum. Recent legal changes in Switzerland which resulted from a national referendum have imposed controls on the quantum of executive pay that may be awarded annually by listed companies. The controls provide an annual binding vote on executive pay to shareholders. Such a vote is considered to enhance shareholder rights and avoidance of this regulation is not in shareholder interests.</p> <p>However Switzerland is not subject to European Union directives. A draft shareholder rights directive was recently issued which is considered to enhance the rights of shareholders in those markets where it applies. Ireland will be subject to this directive.</p> <p>Despite Pentair being subject to the European Union directives in the new situation, Triodos is of the opinion that avoidance of certain (new) regulations in a specific country beneficiary for shareholders, is not a good reason to change legal jurisdiction. In particular when such regulations relate to improved shareholder rights related to pay. Triodos opposes this resolution.</p>	Oppose
<p>2 Approve Proposal to Eliminate the 20% Voting Cap in Pentair-Ireland's Articles of Association</p> <p>The board seeks approval to eliminate the restriction on voting by any person or group of persons who beneficially own shares in excess of 20% less one share of the share capital from the Pentair-Ireland articles of association that will be effective as of completion of the Merger.</p> <p>One share one vote ensures economic interest is aligned with control rights. Triodos abstain on this resolution.</p>	Abstain
<p>3 Approval to Create Distributable Reserves of Pentair-Ireland</p> <p>The proposal seeks authority for the creation of distributable reserves. Distributable reserves are required under Irish law for Pentair-Ireland to, among other things, be able to pay dividends or repurchase ordinary shares in the future. The creation of distributable reserves is also subject to approval by the Irish High Court.</p> <p>Under UK and Irish law the existence of distributable reserves is closely linked to the discharge of directors legal duties and such reserves form part of a coherent legal framework for financial governance. As the new Irish incorporated company will be subject to these legal requirements, Triodos abstains on this resolution.</p>	Abstain

*** = Special resolution**

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Version 2