


<b>Meeting Date:</b>	Tue, 27 May 2014 10:00am	<b>Type:</b>	AGM	<b>Issue date:</b>	Thu, 15 May 2014
<b>Meeting Location:</b>	Kongress Palais Kassel - Stadthalle, Friedrich-Ebert-Strasse 152, 34119 Kassel, Deutschland stattfindenden				
<b>Current Indices:</b>	PIRC Global				
<b>Sector:</b>	Electrical Components & Equipment				

PROPOSALS		ADVICE
<b>1</b>	<b>Receive Financial statements and statutory report for the fiscal year 2013</b> Standard non-voting item.	<b>Non-Voting</b>
<b>2</b>	<b>Approval allocation of income and omission of dividends</b> The Board proposes not to distribute any dividend given an annual loss of EUR 75.9 million. Acceptable proposal.	<b>For</b>
<b>3.1</b>	<b>Discharge the Management Board member Juergen Dolle</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>3.2</b>	<b>Discharge the Management Board member Roland Grebe</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>3.3</b>	<b>Discharge the Management Board member Lydia Sommer</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>3.4</b>	<b>Discharge the Management Board member Pierre-Pascal Urbon</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>3.5</b>	<b>Discharge the Management Board member Marko Werner</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>4.1</b>	<b>Discharge the Supervisory Board member Guenther Cramer</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>4.2</b>	<b>Discharge the Supervisory Board member Oliver Dietzel</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>4.3</b>	<b>Discharge the Supervisory Board member Peter Drews</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>4.4</b>	<b>Discharge the Supervisory Board member Eric Ehrentraut</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>4.5</b>	<b>Discharge the Supervisory Board member Guenther Haeckl</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>4.6</b>	<b>Discharge the Supervisory Board member Johannes Haede</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>
<b>4.7</b>	<b>Discharge the Supervisory Board member Winfried Hoffmann</b> Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.	<b>For</b>

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| <b>4.8</b>  | <b>Discharge the Supervisory Board member Werner Kleinkauf</b><br>Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.  | <b>For</b>    |
| <b>4.9</b>  | <b>Discharge the Supervisory Board member Ullrich Messmer</b><br>Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.   | <b>For</b>    |
| <b>4.10</b> | <b>Discharge the Supervisory Board member Alexander Naujoks</b><br>Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.   | <b>For</b>    |
| <b>4.11</b> | <b>Discharge the Supervisory Board member Joachim Schlosser</b><br>Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.   | <b>For</b>    |
| <b>4.12</b> | <b>Discharge the Supervisory Board member Reiner Wettlaufer</b><br>Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.   | <b>For</b>    |
| <b>4.13</b> | <b>Discharge the Supervisory Board member Mirko Zeidler</b><br>Standard proposal. It is welcomed that the Company proposes separate discharges for every member. No serious governance concerns have been identified. Acceptable proposal.   | <b>For</b>    |
| <b>5</b>    | <b>Appoint the auditors</b><br>Deloitte & Touche GmbH proposed. Non-audit fees were approximately 10.86% of audit and audit related fees during the year under review. Non-audit fees over a three year basis were approximately 7.12% of audit and audit related fees. Acceptable proposal. | <b>For</b>    |
| <b>6</b>    | <b>Approve remuneration system for Management Board members</b><br>Remuneration at the Company consists of fixed and variable components, both short term and long term.   | <b>Oppose</b> |

Non-Executive Directors receive only fixed component. Variable component of the executive remuneration is capped at 100% of the fixed component and consists of annual bonus and long terms incentives. The annual bonus may be disbursed if targets are achieved by at least 20%. Starting from 2014, the variable remuneration component will also be based on sales and personal performance. Quantified targets for either are not disclosed. As for the long-term bonus, it depends on the mean EBT margin, whose target value is determined annually by the Supervisory Board for the following three fiscal years. This is not considered challenging enough in order to align executive performance with shareholders best interests. The long-term bonus can be allocated only if at least 50% of the targets were achieved. The severance payment of executives is capped at 100% of the base salary.

There are concerns over bonus payments in case not all targets are achieved. This is not in accordance with best practice and raises concerns of overpayment against under-performance. In addition, the compensation structure at the Company is considered short-term and the Company does not disclose quantified performance criteria or targets. The Company has not introduced a claw-back clause.

Based on these concerns, Triodos does not support this proposal.

**\* = Special resolution**

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