

<b>Meeting Date:</b>	Thu, 29 May 2014 8:00am	<b>Type:</b>	AGM	<b>Issue date:</b>	Thu, 15 May 2014
<b>Meeting Location:</b>	600 Clipper Drive, Belmont, CA 94002				
<b>Current Indices:</b>	PIRC Global				
<b>Sector:</b>	Semiconductors and related devices				

PROPOSALS	ADVICE
<p><b>1a Elect Peter Blackmore</b> Independent Non-Executive Director.</p>	<b>For</b>
<p><b>1b Elect Ahmad R. Chatila</b> President and Chief Executive.</p>	<b>For</b>
<p><b>1c Elect Marshall Turner</b> Non-Executive Director. Not independent as he has been on the Board for more than nine years. There are sufficient independent directors on the Board.</p>	<b>For</b>
<p><b>2 Approve Executive Compensation</b> The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The vote on this proposal is non-binding and advisory. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The Compensation Rating is: EDA <b>Disclosure :</b> Shareholders are provided with only limited information with respect to targets under the various schemes <b>Balance D:</b> Overall awards are deemed excessive and restricted stock awards have no performance criteria beyond time-based vesting.</p> <p>Based upon the lack of adequate disclosure and the use of time-based vesting for awards, Triodos does not support this resolution.</p>	<b>Oppose</b>
<p><b>3 Appoint the auditors</b> KPMG Audit LLP are proposed. For the year under review the non-audit fees were approximately 40% of the audit fee, this falls to approximately 20% on a three year average. This raises concerns over the independence of the audit process. Triodos abstains on this resolution.</p>	<b>Abstain</b>

4 **To approve a stock option exchange for employees of SunEdison who have become employees of SunEdison Semiconductor Limited (SSL) in connection with the separation of the semiconductor business.** **Oppose**

The Board believes that the equity compensation programs are offered to employees in order to motivate them to achieve key business objectives that create long-term stockholder value. It further believes that stock options and restricted stock units (“RSUs”) allow it to compensate its employees in a way that aligns their interests with those of stockholders. The Board is seeking shareholder permission for a stock exchange programme in connection with the proposed SSL IPO. Under the SSL IPO, employees who are most closely aligned with the semiconductor wafer business unit have been assigned to be employees of SSL. Because SSL will remain a greater than 50%-owned subsidiary of SunEdison immediately after the SSL IPO as it is currently contemplated, those employees will be entitled to retain equity awards which have been granted to them under the 2010 Plan for so long as SSL remains a greater than 50%-owned subsidiary. If and when SunEdison’s ownership of SSL drops below 50%, under the terms of the 2010 Plan, the SSL employees would be deemed terminated from SunEdison and all of their outstanding and unvested equity awards granted under the 2010 Plan would be cancelled, leaving those SSL employees without the benefits they otherwise may have enjoyed over time upon the attainment of applicable performance measures. The 2001 Plan and the 1995 Plan have similar provisions. Consequently, if provision is not made for these compensatory awards, when SSL is no longer a qualifying subsidiary (or affiliate) of SunEdison, the employees of SSL will be deemed to be “terminated” under the SunEdison Plans and options and RSUs that have not vested will be forfeited and vested options that are not exercised will be forfeited. The Board is therefore seeking approval for an exchange plan to ensure that these employees do not have to make such a forfeit. **Analysis:** Such schemes are designed to motivate employees of the group, best practice would be for the SSL IPO documentation to make provisions for SSL employees and not for SunEdison to amend the rule of existing schemes to make such provisions, as SunEdison shareholders will be bearing the cost of motivating the SSL employees. As the benefits of approving this resolution do not accrue to the shareholders of SunEdison, it is hard to see how this will motivate SunEdison employees to achieve long-term value for SunEdison shareholders. SSL should adopt plans which motivate those employees of SSL. Furthermore, there are concerns that many of these awards may not have any performance conditions but instead are only subject to continued employment. On this basis of these concerns, Triodos does not support this resolutions.

5 **To approve an amendment to our Amended and Restated Certificate of Incorporation to increase the authorised number of shares of common stock.** **Oppose**

The Amended and Restated Certificate of Incorporation currently authorizes the issuance of 300,000,000 shares of common stock, par value \$0.01 per share, and 50,000,000 shares of preferred stock, par value \$0.01 per share. As of December 31, 2013, 267,502,766 shares of common stock issued and outstanding, and there was an aggregate of 16,554,911 shares of common stock reserved for issuance upon the exercise of outstanding options and other equity-based awards. As a result of the September 18, 2013 equity offering utilising 11,192,593 shares of common stock previously reserved for the issuance of options and other equity based awards, the total number of shares of authorized but unissued shares of common stock available for future issuance under that equity plan was 5,362,918 shares. As of December 31, 2013, no preferred shares were issued or outstanding. As a result of this, on March 31, 2014, the Board approved an amendment to the Amended and Restated Certificate of Incorporation, subject to stockholder approval, to increase the number of shares of common stock authorised for issuance from 300,000,000 to 700,000,000. The proposal to increase the authorized common stock may be construed as having an anti-takeover effect, because authorized and un-issued common stock could be issued for the purpose of discouraging an attempt by another person to take control of the Company. Neither the management of the Company nor the Board of Directors, however, view this proposal as an anti-takeover mechanism. In addition, this proposal is not part of any plan by the Company to recommend a series of anti-takeover amendments to the Amended and Restated Certificate of Incorporation that could be construed to affect the ability of third parties to take over or change control of the Company. **Analysis:** The Board has clearly set out its reasons for the proposed increase, but, the level of authority sought is more than twice the current limit, which raises concerns. Triodos does not support this resolution.

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| 6 | <b>Approve issue of new shares in relation to convertible notes and warrants.</b><br>The Board is seeking shareholder approval for the issuance of Common Stock upon the conversion of the 2018 and 2021 Convertible notes and related warrants. A summary of the details of the conversion of each is set out in the supporting information to this proposal. <b>Analysis:</b> The proposal as drafted is overly dilutive as the conversion rates of the notes and warrants is over 20% of the current issued share capital. Triodos does not support this resolution.  | <b>Oppose</b> |
| 7 | <b>Amend Articles: To approve the right of stockholders to call special meetings of stockholders.</b><br>The Board is seeking approval for an amendment to the Amended and Restated Certificate of Incorporation (the "Certificate") that would permit holders of record of at least 30% of the voting power of outstanding common stock to request that a special meeting of stockholders be called. The Certificate currently provides that a special meeting of stockholders may be called by a majority of the members of the Board of Directors, the Chairman of the Board or a majority of the holders of our common stock. <b>Analysis:</b> This proposal is the Board's response to the shareholders proposal at the 2013 annual meeting where a majority of shareholders voted in favour of a stockholder proposal requesting the holders of 10% of the outstanding common stock be permitted to call a special meeting of stockholders. While the level of ownership required is not commensurate with the proposal supported by a majority vote at the 2013 meeting, this is an improvement on the current position. Triodos supports this resolution.<br><b>* = Special resolution</b> | <b>For</b>    |

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