


Meeting Date:	Tue, 06 May 2014 8:30am	Type:	AGM	Issue date:	Thu, 24 Apr 2014
Meeting Location:	333 South Service Road, Plainview, NY 11803				
Current Indices:	PIRC Global				
Sector:	Semiconductor Equipment				

PROPOSALS		ADVICE
1.1 Elect Gordan Hunter	Independent Class II Non-Executive Director.	For
1.2 Elect Peter J. Simone	Class II Non-Executive Director. Independent by Company, but not considered to be independent as he has served on the Board for more than nine years. There is insufficient independence on the Board.	Withhold
2 Approve Pay Structure	<p>The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. 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: BDA (for 2013 is was BDB)</p> <p>Disclosure: B - The Company discloses the target for the annual bonus on a retrospective basis; however, the CEO has discretion to vary the amount paid to the Named Executive Officers based on their individual performance against goals. The amount can vary from zero to 100% of the award.</p> <p>Balance: D - Stock options have no performance conditions attached and one third of the award becomes exercisable on each of the first three anniversaries of the grant. Restricted stock units have only a one year performance period and then vest over a four year period.</p> <p>Contracts: A</p> <p>Based on concerns regarding the CEO' discretion over bonuses, the lack of performance criteria and the short vesting periods for awards, Triodos opposes this resolution.</p>	Oppose
3 Appoint the auditors Ernst & Young LLP	<p>Ernst & Young LLP proposed. The total unacceptable non-audit fees were approximately 4% of audit and audit related fees during the year under review. Non-audit fees over a three-year period were approximately 11.8% of audit and audit related fees. Acceptable proposal.</p> <p><i>* = Special resolution</i></p>	For

Supporting Information for Resolutions

Proposal 2 - On February 28, 2014, the Committee approved the 2014 Management Bonus Plan (the "2014 MBP"). The 2014 MBP is primarily based on the financial performance of the Company, as measured by earnings before interest, income taxes and amortization ("EBITA"). If EBITA targets are met or exceeded, a pool will be created, ranging from 10% of the target for minimum performance to 100% for target performance and 200% for maximum performance.

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