


Meeting Date:	Tue, 06 May 2014 9:00am	Type:	AGM	Issue date:	Thu, 24 Apr 2014
Meeting Location:	Conrad Indianapolis, 50 West Washington Street, Indianapolis, Indiana.				
Current Indices:	S&P500				
Sector:	Orthopedic, prosthetic, and surgical appliances and supplies				

PROPOSALS	ADVICE
1a Re-elect Christopher B. Begley Independent Non-Executive Director.	For
1b Re-elect Betsy J. Bernard Independent Non-Executive Director.	For
1c Elect Paul M. Bisaro Newly appointed Independent Non-Executive Director.	For
1d Re-elect Gail K. Boudreaux Independent Non-Executive Director.	For
1e Re-elect David C. Dvorak President and CEO.	For
1f Re-elect Larry C. Glasscock Chairman (Non-Executive). Independent by the Company, but not considered to be independent as he has served on the Board for more than nine years. However, there is sufficient independent representation on the Board as a whole.	For
1g Re-elect Robert A. Hagemann Independent Non-Executive Director.	For
1h Re-elect Arthur J. Higgins Independent Non-Executive Director.	For
1i Re-elect Cecil B. Pickett, Ph.D Independent Non-Executive Director.	For
2 Advisory vote on executive compensation The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BCB (For 2013 it was also BDB) Disclosure rating: B Balance rating: C - Nonqualified stock options vest ratably over four years. Contracts rating: B - Based upon the short vesting period for stock options and the lack of performance criteria thereon, Triodos abstains on this resolution. In 2013, approximately 2.9% of the shareholders voted in opposition to the resolution to approve Executive Compensation.	Abstain
3 Appoint the auditors PricewaterhouseCoopers LLP proposed. The total unacceptable non-audit fees were approximately 7.5% of audit and audit related fees during the year under review. Non-audit fees over a three year period were approximately 4.2% of audit and audit related fees. The level of non-audit fees does not raise independence concerns. Acceptable proposal. * = Special resolution	For

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