


MEETING DATE	Wed, 09 Dec 2015 15:30 pm	TYPE	AGM	ISSUE DATE	Tue, 24 Nov 2015
MEETING LOCATION	Holtedam 3 (Aage Louis-Hansen Auditorium), Humlebæk, Denmark				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Medical Supplies				

PROPOSALS		ADVICE
1	Receive the Board of Directors report on the activities of the Company during the past financial year Non-voting agenda item.	Non-Voting
2	Present the Annual Report Disclosure is acceptable and the report was made available sufficiently before the meeting. The financial statements have been audited and certified. The auditors have not qualified their opinion. No serious governance concerns have been identified. Acceptable proposal. Triodos support this resolution.	For
3	Approve the dividend The Board proposes a dividend of DKK 12.5 per share. The dividend is covered by earnings. Acceptable proposal. Triodos support this resolution.	For
4.1	Reduce Share Capital Proposal to reduce the share capital by canceling treasury shares for DKK 4 million. The Bylaws will be amended accordingly. The resolution is not considered to have a negative impact on current holdings. Acceptable proposal. Triodos support this resolution.	For
4.2	Authorise Share Repurchase Authority to allow the Board to repurchase shares within legal boundaries. The repurchase is limited to 10% of share capital and will be in force until the next AGM. Acceptable proposal. Triodos support this resolution.	For
5.A	Re-elect Mr Michael Pram Rasmussen Non-Executive Chairman. Not considered to be independent as he has been on the Board for more than nine years. There is sufficient independent representation on the Board; however there are concerns over his aggregate time commitments. He is chair of the Audit committee which is not fully independent which Triodos does not support. As opposition is not a valid voting option, abstention is recommended.	Abstain
5.B	Re-elect Mr Niels Peter Louis Hansen Non-Executive Vice Chairman. Not considered independent as he is related to the founding and controlling family and directly and indirectly owns a significant percentage of the share capital and a controlling stake of the voting capital. He also represents Aage og Johanne Louis-Hansens Fond, which beneficially owns a significant stake in the Company's share capital. He has served on the board for over 40 years. There is sufficient independent representation on the Board.	For
5.C	Re-elect Mr Sven Hakan Bjorklund Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is sufficient independent representation on the Board; however there are concerns over his potential aggregate time commitments.	Abstain
5.D	Re-elect Mr Per Magid Non-Executive Director. Not considered to be independent as he has served on the Board for more than nine years and is on the board of Aage og Johanne Louis-Hansens fond, which beneficially owns a significant stake of the share capital. However, there is sufficient independent representation on the Board.	For

5.E	Re-elect Mr Brian Petersen Independent Non-Executive Director.	For
5.F	Re-elect Mr Jorgen Tang Jensen Independent Non-Executive Director.	For
5.G	Elect Ms Birgitte Nielsen Independent Non-Executive Director candidate. There are concerns over her potential aggregate time commitments.	Abstain
5.H	Elect Ms Jette Nygaard Andersen Independent Non-Executive Director candidate. There are however concerns over her aggregate time commitments.	Abstain
6	Appoint the auditors PwC proposed. Non-audit fees represented 75% of audit fees during the year under review and 50% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. As opposition is not a valid voting option, Triodos abstains on this resolution.	Abstain
7	Any other business Non-voting agenda item.	Non-Voting

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 6 - Appoint the auditors

The New EU audit regulatory framework

Starting 1 January 2015, audit within the EU is regulated by Directive 2014/56/EU. This provides for significant harmonization of audit practices within the EU and for substantial changes in auditor's term and rotation, non-audit fees and clarification on conflicts of interest. EU Member States have two years to implement the provisions included in the Directive. The Directive has legal relevance also for all the States of the European Economic Area (EEA).

Pursuant the new audit framework, auditors must rotate at least every 10 years, however Member states can provide for shorter term. The term can be renewed once but the company must either call a public tendering or appoint another audit firm for joint auditing.

Non-audit fees may not exceed 70% of audit fees over the last three years, although Members States can adopt a lower threshold. In addition, a series of prohibited non-audit services are prohibited under the Directive, including: provision of tax advice and services linked to the client's financial and investment strategy, including tax compliance, tax advice, corporate finance and valuation services. Member States also have the option to allow certain tax and valuation services on condition that they do not have a direct effect on the financial statements or, if they do, that the effect is immaterial.

Excessive non-audit fees and potentially creating conflict of interest and by that hindering an objective audit of the Company. Excessive non-audit fees may not be supported during the year under review or the three previous years. In addition, appointments of those auditors who did not disclose in detail the nature of their non-audit services may not be supported. In terms of good governance it is considered that auditors should rotate after a maximum term of five years, although annual election would be welcomed.

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