


MEETING DATE	Wed, 27 May 2015 14:30 pm	TYPE	AGM	ISSUE DATE	Thu, 21 May 2015
MEETING LOCATION	One Marina Park Drive, Suite 400, Boston, Massachusetts 02210				
CURRENT INDICES	PIRC Global				
SECTOR	Business services, not elsewhere classified				

PROPOSALS		ADVICE
1.01	Elect Richard Dieter Independent Non-Executive Director.	For
1.02	Elect T. J. Glauthier Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board. He is chair of a committee which is not fully independent which Triodos does not support.	Withhold
2	To approve the flexible settlement feature for the potential conversion of our 2.25% Convertible Senior Notes due 2019 The Company is seeking shareholder approval to qualify its Convertible Senior Notes (the "Notes") for a "flexible settlement" under Rule 5635 of the NASDAQ listing standards. Under Rule 5635 of the NASDAQ listing standards, the Company is required to obtain stockholder approval prior to issuance of securities in a transaction other than a public offering involving the sale, issuance or potential issuance by the Company of common stock equal to 20% or more of its common stock outstanding. The Notes pay interest at a rate of 2.25% and are due in 2019. The Notes are convertible into shares of common stock at an initial conversion rate of 36.0933 shares per \$1,000 principal amount of Notes, which is equivalent to an initial conversion price of approximately \$27.71 per share. The initial conversion price represents a 40% premium to the \$19.79 per share closing price on August 12, 2014, the date the Company priced the offering of the Notes. The Company is seeking shareholder approval so that it can make use of the flexible settlement feature which will allow the board the discretion to settle conversions of the Notes in cash, shares of common stock, or through any combination of cash and common stock, at the boards election. The use of common stock to settle conversions could cause substantial dilution to shareholders of the Company and could materially adversely impact on the Company's earnings per share (though no more dilution than would be applicable if the board did not have the right to use the flexible settlement feature and were forced to settle the conversion entirely in common stock). The use of cash to settle conversions could materially adversely affect the Company's liquidity. The board intends to be prudent in determining the most appropriate manner to settle conversions under the Notes. The proposal is considered acceptable as essentially shareholders will give power to the board to determine the settlement of the Notes which will cause the least amount of dilution and liquidity. Acceptable proposal.	For
3	Amend existing long term incentive plan The Company is seeking shareholder approval to increase the number of shares available to issue under the 2014 Long-Term Incentive Plan by 1,700,000 shares. The Plan has a dilution of 17% and a three year average burn rate of 4.5% which are both considered very excessive. Based on these concerns, Triodos does not support this resolution.	Oppose
4	Appoint the auditors Ernst & Young LLP proposed. Non-audit fees represented 53.05% of audit fees during the year under review and 46.31% on a three-year aggregate basis. This level of non-audit fees raises major 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. Triodos opposes this resolution.	Oppose

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