


## GREAT PORTLAND ESTATES PLC

MEETING DATE	Wed, 08 Jul 2015 11:30 am	TYPE	AGM	ISSUE DATE	Mon, 29 Jun 2015
MEETING LOCATION	Asia House, 63 New Cavendish Street, London				
CURRENT INDICES	FTSE MidCap				
SECTOR	Industrial & Office REITs				

	PROPOSALS	ADVICE
1	<p><b>Receive the Annual Report</b> Strategic report meets guidelines. There is clear disclosure of the company's strategy. Adequate environmental and employment policies are in place and relevant, up-to-date, quantified environmental reporting is disclosed. Acceptable proposal.</p>	For
2	<p><b>Approve the dividend</b> A final dividend of 5.5 pence per share is proposed. Together with the interim dividend of 3.5 pence, the total dividend for the year is 9.0 pence per share (a 2.3% increase from last year's dividend). Covered by earnings. Acceptable proposal.</p>	For
3	<p><b>Approve the Remuneration Report</b> <b>Disclosure:</b> Overall disclosure is considered acceptable. Performance conditions and targets for the annual bonus and the LTIP are stated. Expected values are disclosed for all share incentive awards however accrued dividends on share incentive awards are not separately categorized. <b>Balance:</b> CEO total rewards are considered excessive at 533% of salary (annual bonus: 72%, LTIP &amp; SMP: 461%). CEO total awards are considered excessive at 372% of salary: (Annual Bonus: 72%, LTIP &amp; SMP: 300% of salary). The balance of CEO realized pay with financial performance is considered acceptable as the change in CEO total pay over five years is commensurate with the change in TSR over the same period. Rating: AC. Given the excessive CEO rewards, Triodos opposes this resolution.</p>	Oppose
4	<p><b>Re-elect Toby Courtauld</b> Chief Executive. 12 months rolling contract.</p>	For
5	<p><b>Re-elect Nick Sanderson</b> Executive Director. 12 months rolling contract.</p>	For
6	<p><b>Re-elect Neil Thomsom</b> Executive Director. 12 months rolling contract.</p>	For
7	<p><b>Re-elect Martin Scicluna</b> Chairman. Not considered independent on appointment. He is chair of the Nomination committee and less than 20% of the Board are women which Triodos does not support.</p>	Oppose
8	<p><b>Re-elect Elizabeth Holden</b> Independent Non-Executive Director.</p>	For
9	<p><b>Re-elect Jonathan Nicholls</b> Senior Independent Director. Considered independent.</p>	For
10	<p><b>Re-elect Charles Phillipps</b> Independent Non-Executive Director.</p>	For
11	<p><b>Re-elect Jonathan Short</b> Independent Non-Executive Director.</p>	For

<b>12</b>	<b>Appoint the auditors</b> Deloitte proposed. Non-audit fees represented 45.04% of audit fees during the year under review and 65.94% 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.	<b>Oppose</b>
<b>13</b>	<b>Allow the board to determine the auditors remuneration</b> Standard proposal.	<b>For</b>
<b>14</b>	<b>Issue shares with pre-emption rights</b> General authority limited to one third of the issued share capital, and an additional third if in connection with a pre-emptive rights issue. The authority expires within an acceptable time-frame. The Company has annual elections for directors.	<b>For</b>
<b>15*</b>	<b>Issue shares for cash</b> The authority is 5% percent of the issued share capital. The authority expires within an acceptable time-frame. Acceptable proposal.	<b>For</b>
<b>16*</b>	<b>Authorise Share Repurchase</b> Authority limited to 14.99% of the issued share capital and expires at the next AGM. Acceptable proposal.	<b>For</b>
<b>17*</b>	<b>Meeting notification related proposal</b> All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. Although the proposed change is permissible by the Companies Act, Triodos votes against this resolution.	<b>Oppose</b>

\* = *Special resolution*

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## SUPPORTING INFORMATION FOR RESOLUTIONS

### Proposal 7 - Re-elect Martin Scicluna

The role of chairman is considered to be crucial to good governance as chairmen are primarily responsible for the culture of the board, and by extension the organisation as a whole and for ensuring that the board operates effectively. As such the chairman should be expected to commit a substantial proportion of his or her time to the role. A chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and the possibility of having to commit additional time to the role in times of crisis is ever present, particularly in diverse international, complex and heavily regulated groups or groups which are undergoing significant governance changes.

### Proposal 12 - Appoint the auditors

Deloitte also provided services to the remuneration committee. It provided measurement of NAV performance targets for the LTIP and SMP awards. Fees paid to Deloitte in respect of this were £1,100.

### Proposal 17 - Meeting notification related proposal

The proposed resolution reflects the implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009 as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice.

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