


HANNON ARMSTRONG SUSTAINABLE INFRASTRUCTURE CAPITAL INC.

MEETING DATE	Tue, 12 May 2015 9:30 am	TYPE	AGM	ISSUE DATE	Mon, 04 May 2015
MEETING LOCATION	Westin (Annapolis) Hotel, 100 Westgate Circle, Annapolis, MD 21401				
CURRENT INDICES	PIRC Global				
SECTOR	Speciality REITs				

PROPOSALS		ADVICE
1.01 Elect Jeffrey W. Eckel	Chairman and CEO. Combined roles at the head of the Company. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal.	Withhold
1.02 Elect Mark J. Cirilli	Non-Executive Director. Not considered independent as he served as a director of MissionPoint from 2007 until the Company IPO in 2013. There is sufficient independent representation on the board.	For
1.03 Elect Charles M. O'Neil	Independent Non-Executive Director.	For
1.04 Elect Richard J. Osborne	Independent Lead Director.	For
1.05 Elect Steven G. Osgood	Independent Non-Executive Director. He is a new member of the Board and there is insufficient gender diversity on the Board. Triodos opposes this resolution.	Withhold
1.06 Elect Jackalyne Pfannenstiel	Independent Non-Executive Director.	For
2 Appoint the auditors	Ernst & Young LLP proposed. Non-audit fees represented 20.07% of audit fees during the year under review and 20.69% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. However, 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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