


MEETING DATE	Mon, 04 May 2015 13:30 pm	TYPE	AGM	ISSUE DATE	Fri, 24 Apr 2015
MEETING LOCATION	135 South LaSalle Street, 43rd Floor, Chicago, Illinois 60603				
CURRENT INDICES	PIRC Global				
SECTOR	Distributors				

PROPOSALS		ADVICE
1a	Elect Sukhpal Singh Ahluwalia Chairman of Euro Car Parts Limited, a company subsidiary which the Company acquired in 2011. He was Managing Director of Euro Car Parts until June 2014. There is insufficient independent representation on the Board. His appointment does not improve the gender balance on the Board which is insufficient. Triodos opposes this resolution.	Oppose
1b	Elect A. Clinton Allen Lead Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	Oppose
1c	Elect Ronald G. Foster Non-Executive Director. Not considered independent as he was elected to the Board of Directors pursuant to a covenant in the Keystone acquisition agreement wherein the Company committed to add two Keystone directors to the Board of Directors. There is insufficient independent representation on the board.	Oppose
1d	Elect Joseph M. Holsten Chairman of the Board since November 2011. Former Vice Chairman & Co-CEO. There is insufficient independent representation on the Board.	Oppose
1e	Elect Blythe J. McGarvie Independent Non-Executive Director. He is chair of the Audit committee which is not fully independent which Triodos does not support.	Oppose
1f	Elect Paul M. Meister 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 the Remuneration committee which is not fully independent which Triodos does not support.	Oppose
1g	Elect John F. O'Brien 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 the Nomination and the recent appointment to the Board did not improve the gender balance which Triodos does not support.	Oppose
1h	Elect Guhan Subramanian Independent Non-Executive Director.	For
1i	Elect Robert L. Wagman Chief Executive Officer	For
1j	Elect William M. Webster, IV Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the board.	Oppose
2	Appoint the auditors Deloitte & Touche LLP proposed. Non-audit fees represented 22.45% of audit fees during the year under review and 18% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors. The current auditor has been in place for ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Triodos does not support this resolution.	Oppose

3 **Advisory vote on executive compensation**

Oppose

The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: BDD.

Based on the lack of specific performance for the long-term awards and the use of time-based vesting for some awards, Triodos does not support this resolution.

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 3 - Advisory vote on executive compensation

Advisory Vote on Executive Compensation

Disclosure: B- In fiscal 2014, annual bonus awards granted under the Management Incentive Plan (MIP) were based on the Company's consolidated earnings per share. In 2014, the earnings per share target was a range of \$1.26 to \$1.36. The 2014 earnings per share resulted in threshold bonus payments. In fiscal 2014, long-term incentive awards granted under the Long Term Incentive Plan (LTIP) were based on earnings per share, total revenue and return on equity. Specific targets are not disclosed in the compensation analysis. In fiscal 2014, equity based awards granted under the Equity Incentive Plan in the form of Restricted Stock Units (RSUs). The RSUs included both a performance-based vesting condition and a time-based vesting condition. The performance-based condition was: positive diluted earnings per share during any fiscal year period within five years following the grant date.

Balance: D- There is insufficient information provided in the compensation analysis to assure shareholders that targets that determine the annual bonus awards and the long term incentives are challenging.

Contract: D- The Company does not have a 'claw back' policy.

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