


<b>MEETING DATE</b>	Wed, 27 May 2015 13:00 pm	<b>TYPE</b>	AGM	<b>ISSUE DATE</b>	Thu, 21 May 2015
<b>MEETING LOCATION</b>	Opower headquarters, 1515 N. Courthouse Road, 8th Floor, Arlington, VA 22201				
<b>CURRENT INDICES</b>	PIRC Global				
<b>SECTOR</b>	Prepackaged software				

### PROPOSALS

### ADVICE

<b>1.01 Elect Daniel Yates</b>	Chairman and CEO. Combined roles at the head of the Company which Triodos does not support. 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.	<b>Withhold</b>
<b>1.02 Elect Gene Riechers</b>	Independent Non-Executive Director.	<b>For</b>
<b>1.03 Elect Jon Sakoda</b>	Independent Non-Executive Director.	<b>For</b>
<b>2 Appoint the auditors</b>	PricewaterhouseCoopers proposed. Non-audit fees represented 10.17% of audit fees during the year under review and 5.76% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditors.	<b>For</b>

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