

MEETING DATE	Thu, 23 Apr 2015	TYPE	COURT	ISSUE DATE	Mon, 13 Apr 2015
MEETING LOCATION	Quatermile One, 15 Lauriston Place, Edinburgh EH3 9EP				
CURRENT INDICES	FTSE SmallCap				
SECTOR	Medical Equipment				

COMPANY OVERVIEW

Optos is a leading retinal imaging company with a vision to be recognised as The Retina Company and the leading provider of retinal diagnostics. Optos was incorporated in 1992 and is domiciled in Scotland. Optos is listed on the Official List of the London Stock Exchange and its shares were admitted to trading on 15 February 2006.

	PROPOSALS	ADVICE
1	<p>To approve the scheme of arrangement</p> <p>On 27 February 2015, the boards of Optos Plc (Optos) and Nikon Corporation (Nikon) announced that they had reached agreement on the terms of a recommended cash offer pursuant to which Nikon will acquire all of the issued and to be issued share capital of Optos. The Transaction will be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the Scheme).</p> <p>Under the terms of the Transaction, Optos Shareholders will be entitled to receive 340 pence in cash for each Optos Share held. The Transaction values the entire issued and to be issued share capital of Optos at approximately £259.3 million and represents a premium of approximately 30.5 per cent. to the Closing Price of 260.5 pence per Optos Share on 26 February 2015; and 39.0 per cent. to the volume weighted average Closing Price of 244.6 pence per Optos Share, for the three month period to 26 February 2015.</p> <p>Such transactions are considered on the basis of whether the transaction has been adequately explained and whether there is sufficient independent oversight of the recommended transaction. The circular contains full details of the transaction and there is a sufficient balance of independence on the board. This provide assurance that the decision was taken with appropriate independence and objectivity. Triodos supports this resolution.</p>	<p>For</p>

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 1 - To approve the scheme of arrangement

Nikon has received irrevocable undertakings and a letter of intent in respect of a total of 9,608,466 Optos Shares representing, in aggregate, 13.2 per cent. of the existing issued share capital of Optos.

The Optos Directors, who have been so advised by Evercore, consider the terms of the Transaction to be fair and reasonable. In providing its advice to the Optos Directors, Evercore has taken into account the commercial assessments of the Optos Directors.

BOARD AND COMMITTEE COMPOSITION

DIRECTORS NAME	GENDER	PIRC	COMPANY	BOARD	AC	RC	NC	TENURE
Dr Peter Fellner	M	Yes	Yes	Ch	-	Y	Y*	5
Roy G Davis	M	No	No	CEO	-	-	-	6
Robert Kennedy	M	No	No	-	-	-	-	3
John Goddard	M	Yes	Yes	NED	Y*	-	Y	3
Dr Peter H Kehoe	M	Yes	Yes	NED	Y	Y	Y	4
Rosalyn S Wilton	F	Yes	Yes	NED	-	Y*	Y	7
David Wilson	M	Yes	Yes	SID	Y	Y	Y	3
Number of Meetings				-	-	-	-	
Number of NED only Meetings				-				

BOARD OF DIRECTORS

PIRC assesses a non-executive director's independence according to PIRC's shareholder guidelines. Comments represent PIRC's analysis based on information in the report and accounts. AC = Audit Committee, RC = Remuneration Committee, NC = Nomination Committee, C = Corporate Responsibility or Ethics Committee, * = Committee Chairman.

DR PETER FELLNER				CHAIRMAN	
AGE	n/d	TENURE	5 Years	COMMITTEES	R,N*
OTHER POSITION	Abylnx nv [Ch]; Consort Medical Plc [Ch]; Novo A/S Advisory Group [Mem]; UCB Science Advisory Board [Mem]; Vernalis Plc [Ch]; ex-Acambis Plc [Ch]; ex-Astex Pharmaceuticals Inc [VCh]; ex-Biotie Therapies Corp [Ch]; ex-Celltech Group Plc [CE, Ch]; ex-Evotec AG [Dir]; ex-Premier Research Group Plc [Ch]; ex-Roche UK [CE]; ex-UCB SA [Dir]				
INDEPENDENT BY PIRC	Y	INDEPENDENT BY COMPANY		Y	
COMMENT	Independent by the company, independent by PIRC. There are concerns over his aggregate external time commitments.				
ROY G DAVIS				CHIEF EXECUTIVE	
AGE	n/d	TENURE	6 Years	COMMITTEES	None
VOTING RIGHTS	n/d	OPTIONS	1,170,100	LTIP	189,944
OTHER POSITION	Ex-NTERA [CEO]; ex-Arthur D Little [VPres & DivMD]; ex-Gyrus Group plc [CEO, COO, NED]; ex-Molex [Senior Positions]; ex-Reuters [Senior Positions]; ex-Tricom [Senior Positions]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
SEVERANCE	6 months rolling				
COMMENT	Chief Executive.				
ROBERT KENNEDY				CHIEF FINANCIAL OFFICER	
AGE	n/d	TENURE	3 Years	COMMITTEES	None
VOTING RIGHTS	n/d	OPTIONS	165,168	LTIP	120,111
OTHER POSITION	Association of Corporate Treasurers [Mem]; Chartered Institute of Management Accountants [Mem]; Optos Plc [Company Secretary]; ex-Gamma Holding NV [FD]; ex-PricewaterhouseCoopers [Management Consultant]; ex-University of Dundee [FD]				
INDEPENDENT BY PIRC	N	INDEPENDENT BY COMPANY		N	
COMMENT	Appointed CFO of Optos Plc on 16 October 2013. He is also the Company Secretary.				

JOHN GODDARD		NON-EXECUTIVE DIRECTOR			
AGE	n/d	TENURE	3 Years	COMMITTEES	A*,N
OTHER POSITION	Aptium Oncology [Ch]; Association of Corporate Treasurers [Mem]; Astratech [Ch]; Institute of Chartered Accountants [Fellow]; Intas Pharmaceuticals Ltd [Dir]; Oxford Pharmascience Group PLC [Dir]; ex-AstraZeneca [Head of Group Strategic Planning]; ex-Renovo Group plc [Dir]				
INDEPENDENT BY PIRC COMMENT	Y	INDEPENDENT BY COMPANY			Y
Independent by Company, independent by PIRC					
DR PETER H KEHOE		NON-EXECUTIVE DIRECTOR			
AGE	n/d	TENURE	4 Years	COMMITTEES	A,R,N
OTHER POSITION	American Academy of Optometry [Fellow]; American Board of Optometry [Diplomat]; Diopsys, Inc. [Consultant]; Kehoe Eye Care, US [Principal]; Transitions Optical [Consultant]; World Council of Optometry [Treasurer]; ex-American Optometric Association [Board of Trustees]; ex-InfantSEE®; ex-World Council of Optometry [Pres]				
INDEPENDENT BY PIRC COMMENT	Y	INDEPENDENT BY COMPANY			Y
Independent by Company, independent by PIRC.					
ROSALYN S WILTON		NON-EXECUTIVE DIRECTOR			
AGE	n/d	TENURE	7 Years	COMMITTEES	R*,N
OTHER POSITION	AXA Insurance [NED]; AXA UK [NED]; AXA Wealth Management [NED]; LondonMetric Property Plc [NED]; Secure Health Ltd [Ch]; ex-3i Investments [Adv]; ex-Hemscott plc [CE]; ex-Ipreo Holdings LLC [Ch]; ex-London International Financial Futures Exchange [NED]; ex-Providence Equity Partners [Adv]; ex-Reuters Information Services [MD]; ex-Reuters Transactions Products [MD]; ex-Scottish Widows [NED]				
INDEPENDENT BY PIRC COMMENT	Y	INDEPENDENT BY COMPANY			Y
Independent by Company, independent by PIRC.					
DAVID WILSON		SENIOR INDEPENDENT DIRECTOR			
AGE	50	TENURE	3 Years	COMMITTEES	A,R,N
OTHER POSITION	Harris Academy Bromley [Dir]; Matrix Group [Dep CEO]; Sapia Partners LLP [Snr Advisor]; WG Partners [Ch & Founding Partner]; ex-Deutsche Bank [DivMD]; ex-ING Barings [MD]; ex-Piper Jaffray Ltd [CEO]; ex-UBS [DivMD]				
INDEPENDENT BY PIRC COMMENT	Y	INDEPENDENT BY COMPANY			Y
Independent by Company, independent by PIRC					

BOARD COMPOSITION

BOARD COMPOSITION FOLLOWING THE COURT

	CURRENT YEAR		FTSE SMALLCAP MEAN	
	Number	% of Board	Number	% of Board
Executive Director	1	14.29	1.3	22.4
Independent NED's	4	57.14	2.9	48.7
Connected NED's	0	0.0	1.1	18.0
Other	1	14.29	0.7	11.1

BOARD COMMITTEES FOLLOWING THE COURT

	CURRENT YEAR			FTSE SMALLCAP MEAN	
	Number of Members	% Independent by PIRC	% Independent by Company	Number of Members	% Independent by PIRC
Whole Board	7	57.14	71.43	5.9	50.7
Audit	3	100.0	100.0	3.6	78.8
Remuneration	4	75.0	100.0	3.4	80.5
Nomination	5	80.0	100.0	4.1	70.6

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Researcher:
Email: pircresearch@pirc.co.uk

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PIRC



Pensions & Investment Research Consultants Limited
6th Floor
9 Prescott Street
London E1 8AZ

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

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