

MEETING DATE	Thu, 09 Apr 2015 14:00 pm	TYPE	AGM	ISSUE DATE	Thu, 26 Mar 2015
MEETING LOCATION	No.11, Cavendish Square, London W1G 0AN				
CURRENT INDICES	FTSE 100, FTSE EuroFirst				
SECTOR	Medical Equipment				

	PROPOSALS	ADVICE
1	<p>Receive the Annual Report Strategic Report meets guidelines. Adequate environmental and employment policies are in place and relevant, up-to-date, quantified environmental reporting is disclosed. It is noted that the Company's 2014 Sustainability Report is not yet published. Acceptable proposal.</p>	For
2	<p>Approve the Remuneration Report Disclosure: There is no disclosure of past and future targets for the annual bonus while there is partial disclosure of these for the long term incentive plan. This is considered contrary to best practice. Balance: Maximum potential rewards are considered excessive at 405% of salary. Performance metrics under the LTIP do not operate concurrently. The vesting period is three years which is not considered sufficiently long-term, and there is no holding period used. The balance of CEO pay compared with the financial performance of the Company is not considered adequate. Disclosure Rating: B Balance Rating: D. As the balance of CEO pay compared with the financial performance of the Company is not considered adequate, Triodos opposes this resolution.</p>	Oppose
3	<p>Approve the dividend Final dividend of 11.9p proposed. An interim dividend of 7p was paid during the year. This payment is covered by earnings. Acceptable proposal.</p>	For
4	<p>Elect Vinita Bali as director. Newly appointed Independent Non-Executive Director.</p>	For
5	<p>To re-elect Ian Barlow Independent Non-Executive Director.</p>	For
6	<p>To re-elect Olivier Bohuon Chief Executive. 12 months rolling contract.</p>	For
7	<p>To re-elect The Rt. Hon Baroness Virginia Bottomley Independent Non-Executive Director.</p>	For
8	<p>To re-elect Julie Brown Chief Financial Officer. 12 months rolling contract.</p>	For
9	<p>Elect Erik Egstrom Newly appointed Independent Non-Executive Director.</p>	For
10	<p>To re-elect Michael Friedman Independent Non-Executive Director.</p>	For
11	<p>To re-elect Brian Larcombe Non-Executive Director and new Senior Independent Director. There is sufficient independence on the Board.</p>	For
12	<p>To re-elect Joseph Papa Independent Non-Executive Director.</p>	For
13	<p>To elect Roberto Quarta Chairman. Independent upon appointment.</p>	For

14	Appoint KPMG LLP as the auditor of the Company. KPMG LLP proposed for the approval of shareholders to replace Ernst & Young LLP. Support is recommended.	For
15	Allow the board to determine the auditors remuneration Standard proposal.	For
16	Issue shares with pre-emption rights Authority is sought to issue up to one-third of the issued share capital. The authority would expire at the next annual general meeting or 30 June 2016 whichever is earlier. Within guidelines.	For
17*	Issue shares for cash The authority is limited to 5% of the share capital. This is in line with normal market practice and expires at the next AGM or 30 June 2016 whichever is earlier. Support is recommended.	For
18*	Authorise Share Repurchase The authority is limited to 10% of the share capital. This is in line with normal market practice and expires at the next AGM or 30 June 2016 whichever is earlier. Support is recommended.	For
19*	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. 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 does not support this resolution.	Oppose

** = Special resolution*

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2 - Approve the Remuneration Report

There is commendable and well-structured disclosure; the various elements of total remuneration are clearly disclosed and tabulated. All share incentive awards are fully disclosed with award dates and prices. However performance targets for the annual bonus are not disclosed as they are considered commercially sensitive. This is considered contrary to best practice. It is also noted that remuneration is disclosed under different currencies.

Total potential rewards amount to 405% of salary: Annual Incentive (215% of salary) and Performance Share Plan (190% of salary). While it is commendable that non-financial measures are used for the PSP, there is no holding period used and 3 years performance period is not considered sufficiently long-term. The equity incentive element of the annual incentive is awarded at the discretion of the Remuneration Committee. Awards are subject to malus and clawback which is commendable. In addition it is noted that the Remuneration Committee has the discretion of paying the executive directors, part of the annual cash incentive they would have received had they been required to work their notice period and can buy out existing awards to attract external candidates for executive director positions. It is considered that payments of these sort distort the market for director recruitment. A 154% change in benefits received by the CEO between 2013 and 2014 is considered high.

Proposal 9 - Elect Erik Egstrom

Potential time commitment issues as he is Chief Executive of Reed and Partner at General Atlantic Partners.

Proposal 11 - To re-elect Brian Larcombe

The UK Corporate Governance Code calls for a director to be designated as a Senior Independent Director and the Senior Independent Director must continue to be independent. The Senior Independent Director should provide a sounding board for the chairman and serve as an intermediary for the other directors and share-owners when necessary. If the designated Senior Independent Director is not considered to be independent based upon our definition of independence, the elected SID is not considered able to fulfill these responsibilities as intended.

Proposal 12 - To re-elect Joseph Papa

A remuneration committee member who is an executive director elsewhere is considered likely to be a beneficiary of a defective remuneration scheme, as well as less likely in general to wish to see a reduction in executive remuneration, not least with the comparison of salaries between companies, rather than a going rate for the job based on open advertising. There is a perceived conflict as these individuals have a personal interest in maintaining the status quo in pay setting and pay levels.

Proposal 14 - Appoint KPMG LLP as the auditor of the Company.

A tender process was carried out and KPMG was appointed. Following the tender process Ernst & Young LLP, as resigning Auditor, has provided the Company with a 'Statement of Circumstances' confirming it will not seek re-appointment as the Company's Auditor by shareholders at the 2015 AGM.

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