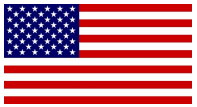


<b>Meeting Date:</b>	Thu, 12 Feb 2015 16:30pm	<b>Type:</b>	AGM	<b>Issue date:</b>	Mon, 26 Jan 2015
<b>Meeting Location:</b>	3100 Hansen Way, Palo Alto, California 94304				
<b>Current Indices:</b>	S&P500				
<b>Sector:</b>	Health Care Equipment				

PROPOSALS		ADVICE
<b>1.01</b>	<b>Elect Timothy E. Guertin.</b> Non-Executive Vice Chairman. Not independent as he is the former CEO of the company. There is insufficient independence on the board.	<b>Withhold</b>
<b>1.02</b>	<b>Elect David J. Illingworth.</b> Independent Non-Executive Director.	<b>For</b>
<b>1.03</b>	<b>Elect Ruediger Naumann-Etienne.</b> Non-Executive Director. Not considered independent as he has served on the board for more than nine years. There is insufficient independence on the board.	<b>Withhold</b>
<b>2</b>	<b>Approve Executive Compensation.</b> The company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The detailed commentary on the disclosures made by the company are contained in the body of this report and the voting outcome for this resolution reflects the balance of our opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is CDB. <i>Disclosure: C-</i> The company discloses specific performance targets for the annual bonus plan. Non-financial individual performance measures are not disclosed. <i>Balance: D-</i> The compensation committee does not provide enough information to assure shareholders that targets are challenging under the annual bonus. Stock options and restricted stock have no performance hurdles attached and begin to vest after one year. <i>Contract: B-</i> The company has severance agreements between the company and all the NEOs. The change in control agreements are potentially excessive considering accelerated vesting of long-term incentives is followed by a change-in-control. Based upon the concerns noted above Triodos opposes this resolution.	<b>Oppose</b>
<b>3</b>	<b>Appoint the auditors.</b> PricewaterhouseCoopers LLP proposed. Non audit fees represented 12.68% for the year under review and 10.43% of audit fees on a three-year rolling basis. Acceptable proposal.	<b>For</b>

### Supporting Information for Resolutions

#### **Proposal 2 - Advisory Vote on Executive Compensation**

*Disclosure: C-* The company discloses specific performance targets for the annual bonus plan. Non-financial individual performance measures are not disclosed.

*Balance: D-* The compensation committee does not provide enough information to assure shareholders that targets are challenging under the annual bonus. Stock options and restricted stock have no performance hurdles attached and begin to vest after one year.

*Contract: B-* The company has severance agreements between the company and all the NEOs. The change in control agreements are potentially excessive considering accelerated vesting of long-term incentives is followed by a change-in-control.

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