


MEETING DATE	Wed, 18 May 2016 9:00 am	TYPE	AGM	ISSUE DATE	Fri, 06 May 2016
MEETING LOCATION	Desert Willow Conference Center, 4340 East Cotton Center Boulevard, Phoenix, Arizona 85040				
CURRENT INDICES	S&P500				
SECTOR	Semiconductors and related devices				

PROPOSALS		ADVICE
1.01	Elect Michael J. Ahearn Non-Executive Chairman. Not considered independent owing to a tenure of over nine years and because he previously served as Chief Executive Officer. There is insufficient independent representation on the Board.	Oppose
1.02	Elect Sharon L. Allen Independent Non-Executive Director.	For
1.03	Elect Richard D. Chapman Non-Executive Director. Not considered independent because he previously served on the Board of Managers of First Solar Holdings, LLC. In addition, he is an executive of Walton Enterprises, Inc., which is affiliated with the Walton family, the Company's significant shareholders. There is insufficient independent representation on the Board.	Oppose
1.04	Elect George A. ('Chip') Hambro Non-Executive Director. Not considered independent because he previously served in various executive positions at the Company from 2001 to 2009, including Chief Operating Officer from February 2005 to May 2007. There is insufficient independent representation on the Board.	Oppose
1.05	Elect James A. Hughes Chief Executive Officer.	For
1.06	Elect Craig Kennedy Independent Non-Executive Director.	For
1.07	Elect James F. Nolan Non-Executive Director. Not considered independent owing to a tenure of over nine years and because he served as an executive of the Company's predecessor. There is insufficient independent representation on the Board.	Oppose
1.08	Elect William J. Post Independent Non-Executive Director.	For
1.09	Elect J. Thomas Presby Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	Oppose
1.10	Elect Paul H. Stebbins 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 committee and less than 20% of the Board are women which Triodos does not support.	Oppose
1.11	Elect Michael Sweeney 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

Oppose

PwC proposed. Non-audit fees represented 5.61% of audit fees during the year under review and 6.55% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Triodos opposes this resolution.

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