**PROPOSALS**  |  **ADVICE**

1.01 **Elect Jeffrey W. Eckel**  
Chairman and CEO. Combined roles at the head of the Company. 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.  
**Withhold**

1.02 **Elect Teresa M. Brenner**  
Independent Non-Executive Director. Less than 20 per cent of the Board is female and no adequate explanation is provided. This is against Triodos guidelines.  
**Withhold**

1.03 **Elect Mark J. Cirilli**  
Non-Executive Director. Not considered independent as he served as a director of MissionPoint from 2007 until the Company IPO in 2013. Triodos guidelines require the Remuneration Committee to be fully independent. As Mr Cirilli sits on this committee and is not considered independent, a withhold vote is recommended.  
**Withhold**

1.04 **Elect Charles M. O’Neil**  
Independent Non-Executive Director.  
**For**

1.05 **Elect Richard J. Osborne**  
Independent Lead Director.  
**For**

1.06 **Elect Steven G. Osgood**  
Independent Non-Executive Director.  
**For**

2 **Appoint the Auditors**  
EY proposed. Non-audit fees represented 11.48% of audit fees during the year under review and 14.69% 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.  
**Oppose**