

MEETING DATE	Wed, 20 Apr 2016 13:30 pm	TYPE	AGM	ISSUE DATE	Tue, 31 May 2016
MEETING LOCATION	Sheraton Amsterdam Airport Hotel and Conference Center Schiphol Boulevard 101 1118 BG Amsterdam The Netherlands				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Publishing				

PROPOSALS		ADVICE
1	Opening of the meeting Non-voting agenda item.	Non-Voting
2	Annual Report 2015 Non-voting agenda item.	Non-Voting
3	Approve Remuneration Policy Non-voting agenda item.	Non-Voting
4	Receive the Annual Report Strategic report meets guidelines. Adequate employment and environmental policies are in place and relevant, up-to-date, quantified, environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. Triodos supports this resolution.	For
5.A	Discharge the Executive Directors Standard proposal. No serious governance concerns have been identified. Triodos supports this resolution.	For
5.B	Discharge the Non-Executive Directors Standard proposal. No serious governance concerns have been identified. Triodos supports this resolution.	For
6	Approve the Dividend Proposed dividend of EUR 0.288 per share. Taking into account the EUR 0.115 interim dividend per share that was paid on 28 August 2015, the 2015 total dividend per share amounts to EUR 0.403. Covered by earnings. Triodos supports this resolution.	For
7	Appoint the Auditors EY proposed in replacement of Deloitte. The proposed term for the new auditor is one year. Auditor rotation is considered a positive factor. Triodos supports this resolution.	For
8.A	Elect Carol Mills Newly appointed Independent Non-Executive Director.	For
8.B	Elect Robert Macleod Newly appointed Independent Non-Executive Director.	For
8.C	Re-elect Anthony Habgood Non-Executive Chairman. Independent upon appointment.	For
8.D	Re-elect Wolfhart Hauser Senior Independent Director. Considered independent.	For
8.E	Re-elect Adrian Hennah Independent Non-Executive Director.	For
8.F	Re-elect Marike Van Lier Lels Newly appointed Independent Non-Executive Director.	For
8.G	Re-elect Linda Sanford Independent Non-Executive Director.	For

8.H	Re-elect Ben Van Der Veer Independent Non-Executive Director.	For
9.A	Re-elect Erik Engstrom Chief Executive Officer. 12 months rolling contract.	For
9.B	Re-elect Nick Luff Executive Director. 12 months rolling contract.	For
10.A	Authorise Share Repurchase The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM.	For
10.B	Authorise Cancellation of Treasury Shares Proposal to cancel up to 30 million shares held in treasury. No serious concerns.	For
11.A	Issue Shares with Pre-emption Rights The Board of Management seeks authorisation for a period of 18 months to issue shares with pre-emptive rights up to a maximum of 10% and, in the event of a merger or an acquisition, to increase this authorisation with a maximum of 10%. As the proposal lies within guidelines, Triodos supports this resolution.	For
11.B	Authorise the Board to Waive Pre-emptive Rights The board requests shareholder approval to exclude pre-emption rights on shares issued over a period of 18 months. Triodos supports this resolution.	For
12	Any other business Non-voting agenda item.	Non-Voting
13	Closing of the meeting Non-voting agenda item.	Non-Voting

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 4 - Receive the Annual Report

In November 2014, the Directive 2014/95/EU was published and Member States will have until end of 2016 to transpose the Directive into national legislation and companies will start reporting as of their financial year 2017. The Directive has legislative relevance for all the European Economic Area and as such should be implemented also by members of the European Free Trade Association. Under the Directive, companies should provide disclosure of non-financial information (policy and practice) in the annual report or on a separate report, made available at the latest 6 months after the date of the balance sheet. The European Commission has been tasked with publishing non-binding reporting guidelines by December 2016. Although the provisions contained in the Directive are not yet binding, they are considered to set the bar of best practice. PIRC maintains that corporations should not passively abide by minimum standards set in regulation, but actively exceed minimum thresholds and seek best practice. PIRC will accurately monitor the presence and the quality of non-financial information.

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