

MEETING DATE	Fri, 22 Apr 2016 12:00 pm	TYPE	AGM	ISSUE DATE	Mon, 04 Apr 2016
MEETING LOCATION	RSA House, 8 John Adam Street, London WC2N 6EZ				
CURRENT INDICES	FTSE MidCap				
SECTOR	Industrial & Office REITs				

	PROPOSALS	ADVICE
1	<p>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. Support is recommended.</p>	For
2	<p>Approve the Dividend A final dividend of 10.6 pence is proposed, which when combined with the interim dividend of 5.0 pence paid during the year makes a total dividend of 15.6 pence per share. This payment is covered by earnings. Acceptable proposal.</p>	For
3	<p>Approve the Remuneration Report Disclosure: overall disclosure could be improved. Targets for the LTIP awarded are not disclosed nor is a face value attached to awards granted. Accrued dividends are not separately categorised. Balance: The balance of CEO realised pay with financial performance is considered acceptable as the change in CEO total pay over five years is commensurate with the change in TSR over the same period. CEO total realised rewards are considered excessive at 255.6% of salary (Annual Bonus: 128.4%, LTIP: 127.2%). The CEO's salary is considered to be in the upper quartile of a peer comparator group. Rating: BC. Based on the CEO's excessive rewards, Triodos abstain on this resolution.</p>	Abstain
4	<p>Re-elect Christopher Fisher Independent Non-Executive Director.</p>	For
5	<p>Re-elect Baroness Ford Senior Independent Director. Considered independent.</p>	For
6	<p>Re-elect Andy Gulliford Chief Operating Officer. Twelve months rolling contract.</p>	For
7	<p>Re-elect Martin Moore Independent Non-Executive Director.</p>	For
8	<p>Re-elect Justin Read Group Finance Director. Twelve months rolling contract.</p>	For
9	<p>Re-elect Phil Redding Chief Investment Officer. Twelve months rolling contract.</p>	For
10	<p>Re-elect Mark Robertshaw Independent Non-Executive Director.</p>	For
11	<p>Re-elect David Sleath Chief Executive. Twelve months rolling contract.</p>	For
12	<p>Re-elect Doug Webb Independent Non-Executive Director.</p>	For
13	<p>Elect Gerald Corbett Chairman designate. Independent on appointment. There is insufficient gender diversity on the board and his election will not improve the level of gender diversity. Triodos opposes this resolution.</p>	Oppose

14	Appoint the Auditors Deloitte proposed. Non-audit fees represented 28.57% of audit fees during the year under review and 47.37% on a three-year aggregate basis.	For
15	Allow the Board to Determine the Auditor's Remuneration Standard proposal.	For
16	Approve Political Donations The company is requesting authority to make political donations up to £50,000. The company has explicitly given assurance that this authority will not be used for political donation in its literal sense, but is needed to cover the wider areas stipulated by the law. Further, Segro does not have a history of making such donations. However, Triodos does not support donations for political events and specific political parties as such contributions could be viewed as encouraging preferential treatment and interfering with the democratic process.	Oppose
17	Issue Shares with Pre-emption Rights The authority is limited to 33% of the share capital. This is in line with normal market practice and expires at the next AGM. Support is recommended.	For
18*	Issue Shares for Cash The authority sought is limited to 10% of the issued share capital and expires at the next AGM. This exceeds the recommended 5% maximum. An oppose vote is recommended.	Oppose
19*	Authorise Share Repurchase The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM.	For
20*	Meeting notification-related proposal 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, it does not meet Triodos guidelines. <i>* = Special resolution</i>	Oppose

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 13 - Elect Gerald Corbett

It is considered that a chair of more than one large public company cannot effectively represent corporate cultures which are potentially diverse and where the possibility of having to commit additional time to the role in times of crisis is ever present.

Proposal 14 - Appoint the Auditors

It is intended that following Deloitte's resignation on completion of its 2015 audit work, the Board will appoint PwC to fill the casual vacancy left by Deloitte's resignation, pending the approval of the appointment by shareholders at the 2016 Annual General Meeting. It is noted with approval that Deloitte was not included in the tender.

Proposal 18 - Issue Shares for Cash

The Company has stated that this authority will only be used in respect of more than 5% of the issued share capital to fund one or more acquisitions or specified capital investments, in line with the Pre-Emption Group Guidelines. This recommendation is not supported by PIRC.

Proposal 20 - 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.

For Private Circulation only

©Copyright 2016 PIRC Ltd

Researcher: Jide Ajomale
Email: pircresearch@pirc.co.uk

Information is believed to be correct but cannot be guaranteed. Opinions and recommendations constitute our judgement as of this date and are subject to change without notice. The document is not intended as an offer, solicitation or advice to buy or sell securities. Clients of Pensions & Investment Research Consultants Ltd may have a position or engage in transaction in any of the securities mentioned.



Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

Regulated by the Financial Conduct Authority