


UNIVERSAL DISPLAY CORPORATION

MEETING DATE	Thu, 16 Jun 2016 11:00 am	TYPE	AGM	ISSUE DATE	Mon, 13 Jun 2016
MEETING LOCATION	4010 City Avenue, Philadelphia, Pennsylvania 19131				
CURRENT INDICES	PIRC Global				
SECTOR	Electronic components, not elsewhere classified				

	PROPOSALS	ADVICE
1a	Elect Steven V. Abramson President and Chief Executive Officer.	For
1b	Elect Leonard Becker Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	Oppose
1c	Elect Richard C. Elias Independent Non-Executive Director.	For
1d	Elect Elizabeth H. Gemmill Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	Oppose
1e	Elect Rosemarie B. Greco Independent Non-Executive Director.	For
1f	Elect C. Keith Hartley Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	Oppose
1g	Elect Lawrence Lacerte Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	Oppose
1h	Elect Sidney D. Rosenblatt Executive Vice President, Chief Financial Officer, Treasurer and Secretary.	For
1i	Elect Sherwin I. Seligsohn Executive Chairman. It is a generally accepted norm of good practice that the Chairman of the Board should act with a proper degree of independence from the Company's management team when exercising his or her oversight of the functioning of the Board. Holding an executive position is incompatible with this. Triodos does not support this resolution.	Oppose
2	Advisory Vote on Executive Compensation The Company has submitted a proposal for shareholder ratification of its executive compensation policy and practices. The voting outcome for this resolution reflects the balance of opinion on the adequacy of disclosure, the balance of performance and reward and the terms of executive employment. The compensation rating is: DEC. There are concerns over the level of discretion used in determining the annual bonus. The overall design of the bonus means 40% is based on the subjective evaluation of performance by the Compensation Committee. This overall bonus then can be further modified to factor in 'individual performance' by another 50%. The Company does not provide any disclosure in relation to both individual performance elements. The Company provides no target for the PSU awards. Fifty percent of equity is granted with no performance conditions. Based on these concerns, Triodos opposes this resolution.	Oppose

3 Appoint the Auditors

Oppose

KPMG proposed. Non-audit fees represented 20.99% of audit fees during the year under review and 26.04% on a three-year aggregate basis. This level of non-audit fees raises some 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.

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2 - Advisory Vote on Executive Compensation

Disclosure: D- The annual bonus for the fiscal year was based upon: revenue (30%); adjusted earnings before interest, taxes, depreciation and amortization (EBITDA) (30%); and 40% based upon team and individual key performance indicators. The overall bonus amount to be paid, after using the above pre-established weighted performance goals, may be modified up or down by an additional 50% based on the individual's specific performance. With respect to long-term awards, the executives received awards ranging from 60% to 100% of their base salaries. One-half of each award was in the form of time-vesting restricted stock units (RSUs), which vests one-third each year over three years. The other half is granted in performance share units (PSUs) that will vest based on the achievement of pre-established relative performance goals over a three-year performance period from January 2015 through December 2017. Half of the PSUs awarded in March 2015 will vest based on the achievement of cumulative revenue growth relative to cumulative revenue growth of the companies in the NASDAQ Electronics Components Index, with the other half vesting based on the achievement of total shareholder return relative to total shareholder return of the companies in the NASDAQ Electronics Components Index.

Balance: E- There are concerns over the level of discretion used in determining the annual bonus. The overall design of the bonus means 40% is based on the subjective evaluation of performance by the Compensation Committee. This overall bonus then can be further modified to factor in 'individual performance' by another 50%. The Company does not provide any disclosure in relation to both individual performance elements. The Company provides no target for the PSU awards. Fifty percent of equity is granted with no performance conditions. Compensation levels at the Company are excessive with the CEO's total variable compensation representing 2967.85% of base salary.

Contract: C- Equity is subject to accelerated vesting in a change of control. Contracts do not define good-reason in an appropriate manner.

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