

MEETING DATE	Thu, 20 Apr 2017 11:00 am	TYPE	AGM	ISSUE DATE	Wed, 29 Mar 2017
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 guideline. Environmental and employment 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 11.2 pence per share is proposed, which brings the total dividend for the year under review to 16.4 pence per share. This payment is covered by earnings.</p>	For
3	<p>Approve the Remuneration Report Disclosure: The overall disclosure is considered acceptable. All share base incentives for directors are clearly disclosed with award dates and prices. Performance conditions and targets for both the annual bonus and LTIPs are disclosed. However, dividend equivalents on vested shares are not separately categorised. Balance: The change in the CEO realised pay is not commensurate with the change in the TSR over the same period, which is not acceptable. The total variable pay under all incentive schemes are considered excessive at 426 % of salary. It is noted that part of this amount reflects the Company's strong share performance over the past four years (the LTIP performance period). The CEO's salary is considered to be in the upper quartile of a peer comparator group. The use of an exceptional limit under the LTIP for the recruitment Mr. Das is not supported, given that his total variable pay can amount to 450% of his salary. Rating BE The change in the CEO realised pay is not commensurate with the change in the TSR over the same period, which is not acceptable. The total variable pay under all incentive schemes are considered excessive at 426 % of salary. The use of an exceptional limit under the LTIP for the recruitment Mr. Das is not supported, given that his total variable pay can amount to 450% of his salary. Triodos opposes this resolution.</p>	Oppose
4	<p>Approve Remuneration Policy The changes made to recruitment policy are welcomed (see below statements). The overall disclosure is considered acceptable. However, there are still concerns about the excessiveness of pay as the total CEO award under all incentive schemes is 345% of salary. The LTIP awards are only assessed based on financial measures with no linkages made to non-financial KPIs. The performance conditions for the LTIPS and the annual bonus are operating independently. The performance conditions are not considered to be sufficiently long-term, though the introduction of a two-year compulsory holding period is welcomed. The presence of an exceptional limit under the LTIP which can be used for recruitment purposes is not considered appropriate. Upon termination, an inappropriate level of upside discretion can be used by the Remuneration Committee on the vesting of outstanding share awards Rating: ADD There are still concerns about the excessiveness of pay as the total CEO award under all incentive schemes is 345% of salary. The LTIP awards are only assessed based on financial measures with no linkages made to non-financial KPIs. The performance conditions for the LTIPS and the annual bonus are operating independently. The performance conditions are not considered to be sufficiently long-term. Triodos opposes this resolution.</p>	Oppose

5	To re-elect Gerald Corbett Chairman. Independent on appointment. It is noted that Mr. Corbett was Chairman of the Board of Britvic Plc and Numis Plc, two FTSE 350 listed companies during the year. It is considered that a chair cannot effectively represent more than two corporate cultures. The possibility of having to commit additional time to the role in times of crisis is ever present. Given this, a Chairman should focus his attention onto the only one FTSE 350 Company. The Company made statement in the Annual Report that he will relinquish his two other positions once an orderly succession process is completed. On 21 March 2017, Mr Corbett resigned from the Board of Numis which is welcomed. Only 10% of female are represented in the Board and no clear targets set to increase this level. As a Chairman of the Nomination of the Committee, it is considered his responsibility to set forth clear targets to achieve gender diversity in the Board. Triodos opposes this resolution.	Oppose
6	To re-elect Christopher Fisher Independent Non-Executive Director.	For
7	To re-elect Baroness Ford Senior Independent Director. Considered independent.	For
8	To re-elect Andy Gulliford Executive Director. 12 months rolling contract.	For
10	To re-elect Phil Redding Executive Director. 12 months rolling contract.	For
11	To re-elect Mark Robertshaw Independent Non-Executive Director.	For
9	To re-elect Martin Moore Independent Non-Executive Director.	For
12	To re-elect David Sleath Chief Executive Officer. 12 months rolling contract.	For
13	To re-elect Doug Webb Independent Non-Executive Director.	For
14	To elect Soumen Das Executive Director. 12 months rolling contract. He is newly appointed to the Board and his appointment does not improve the gender balance on the Board which Triodos does not support.	Oppose
15	Appoint the Auditors PwC proposed. Non-audit fees represented 5.48% of audit fees. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. Acceptable proposal.	For
16	Allow the Board to Determine the Auditor's Remuneration Standard proposal.	For
17*	Approve Political Donations Approval sought to make donations to political organisations and incur political expenditure not exceeding £50,000 in total. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. The proposed limit is not considered excessive. Triodos considers political donations as an inappropriate use of shareholder funds. Triodos opposes this resolution.	Oppose
18*	Issue Shares with Pre-emption Rights The authority is limited to 33% of the Company's issued share capital after the admission of the company's new ordinary shares to the official UK Listing Authority and London Stock Exchange plc on 10 March 2017. All directors are subject to annual re-election. This is in line with normal market practice and expires at the next AGM. Triodos supports this resolution.	For

19*	Issue Shares for Cash Authority is limited to 5% of the Company's issued share capital following the completion of the Right Issue on 28 March 2017 and will expire at the next AGM. Within acceptable limits. Triodos supports this resolution.	For
20*	Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transactions if such situation arises. Triodos opposes this resolution.	Oppose
21*	Authorise Share Repurchase The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, Triodos opposes this resolution.	Oppose
22*	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, Triodos does not support this resolution.	Oppose

* = *Special resolution*

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 4 - Approve Remuneration Policy

A new remuneration policy proposed at the AGM 2017.

- To extend the LTIP time horizon from four to five years, reducing the performance period to three years with a two year holding period.
- An increase in the maximum Bonus opportunity from 120% to 150% of salary of the Executive Directors with a deferral element of 50% into the company's shares.
- A reduction of the CEO's maximum pension contribution from 30% to 20% of salary.
- Mr Das has been afforded the exceptional limit on this LTIP (300% of salary) and compensated with share and bonus in lieu of of those forfeited in his previous employment.

Proposal 5 - To re-elect Gerald Corbett

The role of the Chairman is considered to be crucial to good governance as they are primarily responsible for the culture of the board, and by extension the organisation as a whole and for ensuring that the board operates effectively. The possibility of having to commit additional time to the role in times of crisis is ever present, particularly in diverse international, complex and heavily regulated groups or groups which are undergoing significant governance changes. As such the Chairman should be expected to commit a substantial proportion of his or her time to the role.

Proposal 20 - Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment

The Company has stated that this additional authority will only be used 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 22 - 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.

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