


MEETING DATE	Thu, 06 Apr 2017 14:00 pm	TYPE	AGM	ISSUE DATE	Tue, 21 Mar 2017
MEETING LOCATION	No.11, Cavendish Square, London W1G 0AN				
CURRENT INDICES	FTSE 100, FTSE EuroFirst				
SECTOR	Medical Equipment				

PROPOSALS		ADVICE
1	<p>Receive the Annual Report</p> <p>Strategic Report meets guidelines. Adequate 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.</p> <p>Triodos supports this resolution.</p>	For
2	<p>Approve Remuneration Policy</p> <p>The maximum potential variable pay for the CEO is 405% of salary which is excessive when compared to the maximum acceptable threshold of 200%. Also, there are no share schemes available to enable all employees to benefit from business success without subscription. The performance period for the LTIP is three years which is not considered sufficiently long-term. The introduction of a two-year holding period for LTIP awards beyond vesting is however welcomed. The LTIP performance conditions are operating independently of each other which is not supported. The introduction of an annual bonus deferral period is welcomed but considered insufficient as at least half of the bonus should be deferred in shares for a minimum of two years. There is no maximum cap for the provision of benefits to executive directors and the maximum limit for pension contributions (30% of salary) is considered excessive. Finally, there are concerns over the discretion given to the Remuneration Committee when determining termination payments, in particular with regard to the vesting of share awards and in case of a change of control.</p> <p>Rating: ADC.</p> <p>The LTIP performance conditions are operating independently of each other which is not supported. The introduction of an annual bonus deferral period is welcomed but considered insufficient as at least half of the bonus should be deferred in shares for a minimum of two years. There is no maximum cap for the provision of benefits to executive directors and the maximum limit for pension contributions (30% of salary) is considered excessive. Finally, there are concerns over the discretion given to the Remuneration Committee when determining termination payments, in particular with regard to the vesting of share awards and in case of a change of control.</p> <p>Triodos opposes this resolution.</p>	Oppose
3	<p>Approve the Remuneration Report</p> <p>The changes in CEO total pay over the last five years are commensurate with the changes in TSR performance over the same period. The variable pay of the CEO for the year under review decreased compared to last year by 38%, and is now considered acceptable as it represent less than 200% of his salary. The changes in the CEO salary level are in line with changes in average employee salary, which is welcomed. The termination and the recruitment arrangements for CFO position at the beginning of 2017 are adequately disclosed and do not raise concerns.</p> <p>The Company acknowledged the concerns expressed by the majority of shareholders at the previous AGM, where this same resolution was opposed. A Review was conducted by the Remuneration Committee leading to changes to the Company's Remuneration Policy.</p> <p>Rating: BB.</p> <p>Triodos supports this resolution.</p>	For
4	<p>Approve the Dividend</p> <p>A final dividend of 18.5 US cents per share is proposed, which brings the total dividend for the year under review to 30.8 US cents per share. This payment is covered by earnings.</p>	For

5	Re-elect Graham Baker Chief Financial Officer. 12 months rolling contract.	For
6	Re-elect Vinita Bali Independent Non-Executive Director.	For
7	Re-elect Ian Barlow Senior Independent Director. Considered independent.	For
8	Re-elect Olivier Bohuon Chief Executive Officer. 12 months rolling contract.	For
9	Re-elect Baroness Virginia Bottomley Independent Non-Executive Director.	For
10	Re-elect Erik Engstrom Independent Non-Executive Director.	For
11	Re-elect Robin Freestone Independent Non-Executive Director.	For
12	Re-elect Michael Friedman Independent Non-Executive Director.	For
13	Re-elect Joseph Papa Independent Non-Executive Director.	For
14	Re-elect Roberto Quarta Chairman. Independent upon appointment.	For
15	Appoint the Auditors KPMG proposed. Non-audit fees represented 16% of audit fees during the year under review and 24% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.	For
16	Allow the Board to Determine the Auditor's Remuneration Standard proposal.	For
17	Issue Shares with Pre-emption Rights The authority is limited to 33% of the Company's issued share capital and expires at the next AGM. Within acceptable limits.	For
18*	Issue Shares for Cash The authority sought is limited to 10% of the Company's issued share capital and expires at the next AGM. This exceeds the recommended 5% maximum. Triodos opposes this resolution.	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. 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, an oppose vote is recommended. Triodos opposes this resolution.	Oppose
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. Triodos opposes this resolution.	Oppose

* = *Special resolution*

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2 - Approve Remuneration Policy

Proposed changes to the Remuneration policy:

- Introduction of a two-year holding period for vested performance shares;
- Flexibility to adjust measures for both annual incentive and LTIP;

- Increased emphasis on financial objectives in the Annual Incentive Plan, increased from 70% to 75%;
- Increased in shareholding requirements to 300% of salary for the CEO.

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.

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