

GERRESHEIMER GROUP

MEETING DATE	Wed, 25 Apr 2018 10:00 am	TYPE	AGM	ISSUE DATE	Fri, 13 Apr 2018
MEETING LOCATION	Congress Center Duesseldorf (CCD Ost), Stockumer Kirchstrasse 61, 40474 Duesseldorf, Germany				
CURRENT INDICES	PIRC Global				
SECTOR	Medical Supplies				

PROPOSALS		ADVICE
1	Receive Financial Statements and Statutory Reports for Fiscal 2017 Non-voting agenda item	Non-Voting
2	Approve the Dividend The Board proposes a dividend of EUR 1.10 per share. The dividend is covered by earnings. Acceptable proposal.	For
3	Discharge of Management Board for Fiscal 2017 The Company has not appointed a Data Protection Officer or discussed the General Data Protection Regulation (GDPR). Under the GDPR, it is mandatory for certain controllers and processors to designate a Data Protection Officer (DPO). It is considered that boards should ensure that risk assessment (including data protection and cyber risk) is complete for the entire organisation, and that appropriate security is provided for each type of data under use. Although applicable only from 25 May 2018, it is considered that directors should be considered accountable for this lack of discussion and relevant appointment.	For
4	Discharge of Supervisory Board for Fiscal 2017 Standard proposal.	For
5	Appoint the Auditors Deloitte proposed. Non-audit fees represented 1.92% of audit fees during the year under review and 2.42% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. The current auditor has been in place for more than seven years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.	Oppose

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 3 - Discharge of Management Board for Fiscal 2017

The General Data Protection Regulation (GDPR), regulation number 2016/679, was introduced on 25th May 2016 and will become effective from 25th May 2018. The GDPR effects all member states and will require the transposition into national legislation once binding. The aim of the directive is to unify various data protection laws in the EU. It is suggested that in order establish a framework for accountability, a Data Protection Officer (DPO) is appointed by the Board. The DPO is expected to have sufficient expert knowledge depending on the sector.

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