


HYDROGENICS CORPORATION

MEETING DATE	Fri, 11 May 2018 10:00 am	TYPE	AGM	ISSUE DATE	Mon, 30 Apr 2018
MEETING LOCATION	Hydrogenics Corporation, 220 Admiral Boulevard, Mississauga, Ontario, Canada.				
CURRENT INDICES	PIRC Global				
SECTOR	Laboratory analytical instruments				

PROPOSALS		ADVICE
1	<p>Appoint the Auditors PwC proposed. Non-audit fees represented 1.59% of audit fees during the year under review and 7.18% 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.</p>	Withhold
2.01	<p>Elect Douglas Alexander Non-Executive Chairman. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.</p>	Withhold
2.02	<p>Elect Joseph Cargnelli Chief Technology Officer</p>	For
2.03	<p>Elect Sara Elford Independent Non-Executive Director.</p>	For
2.04	<p>Elect David C. Ferguson Independent Non-Executive Director. He is chair of the Audit committee which is not fully independent which Triodos does not support.</p>	Oppose
2.05	<p>Elect Donald Lowry Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. He is chair of the Remuneration committee which is not fully independent which Triodos does not support. He is chair of the Nomination Committee and less than 20% of the Board are women which Triodos does not support.</p>	Withhold
2.06	<p>Elect Daryl Wilson President and Chief Executive Officer</p>	For
3	<p>Amend Existing Omnibus Incentive Plan The board are seeking shareholders approval to amend the Omnibus Incentive Plan. The maximum number of Shares reserved for issuance under the ammended Omnibus Plan would be 1,308,032, which represents approximately 8.5% of the total number of issued and outstanding Shares. The Plan comprises stock options, performance stock units (PSUs), and restricted stock units (RSUs). Stock options vest one-third annually, which is not considered a sufficiently long vesting period. The Board also has wide discretion as regards when to exercise options. It is noted that the Compensation Committee retains the power to select employees to receive awards and determine the terms and conditions of awards (and also note that 'management employees' appear most likely to be the principal beneficiaries of the Plan). Based on these concerns, Triodos opposes this resolution.</p>	Oppose

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