


MEETING DATE	Wed, 16 May 2018 8:30 am	TYPE	AGM	ISSUE DATE	Fri, 11 May 2018
MEETING LOCATION	Hilton Boston Logan Airport, One Hotel Drive, Boston, MA 02128				
CURRENT INDICES	PIRC Global				
SECTOR	Surgical and medical instruments and apparatus				

PROPOSALS		ADVICE
1.01	<p>Elect John A. Fallon Independent Non-Executive Director. He is chair of the Nomination Committee and less than 20% of the Board are women which Triodos does not support.</p>	Oppose
1.02	<p>Elect Timothy J. Scannell Independent Non-Executive Director. He is chair of the Remuneration committee which is not fully independent which Triodos does not support.</p>	Oppose
2	<p>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. For fiscal year 2017, annual cash awards were not excessive and no payout exceeded 200% of base salary. However, long-term incentive awards were considered excessive and are not in line with best practice, which is that variable pay should be capped at 400% of base salary (200% for the annual bonus and 200% for the long-term). The Company awards stock options and restricted stock units which vest ratably over three to four years. This is not considered sufficiently long-term and does not link pay with performance. The Company did not provide any targets for its performance shares. Awards made prior to October 2014 are subject to single-trigger accelerated vesting. Severance entitlements in a change of control scenario are considered excessive. The compensation rating is: CDE. Triodos opposes this resolution.</p>	Oppose
3	<p>Appoint the Auditors Grant Thornton proposed. Non-audit fees represented 2.85% of audit fees during the year under review and 1.29% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor.</p>	For

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 2 - Advisory Vote on Executive Compensation

Disclosure: C- The Company has achieved an average level of disclosure. Annual cash incentives are based on a (80%) financial component which consists of revenue (75% weight) and adjusted EBIT (25% weight) targets, and an individual component (20%). However, the targets were set to non-GAAP standards, which allows the Company discretion in adjusting figures. The Company awards long-term incentives in the form of stock options, restricted stock units, and performance shares.

Balance: D- For fiscal year 2017, annual cash awards were not excessive and no payout exceeded 200% of base

salary. However, long-term incentive awards were considered excessive and are not in line with best practice, which is that variable pay should be capped at 400% of base salary (200% for the annual bonus and 200% for the long-term). The Company awards stock options and restricted stock units which vest ratably over three to four years. This is not considered sufficiently long-term and does not link pay with performance. The Company did not provide any targets for its performance shares.

Contract: E- Awards made prior to October 2014 are subject to single-trigger accelerated vesting. Severance entitlements in a change of control scenario are considered excessive.

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