

MEETING DATE	Wed, 18 Apr 2018 13:00	TYPE	AGM	ISSUE DATE	Tue, 01 May 2018
MEETING LOCATION	The Grand Hotel in Amsterdam, The Netherlands				
CURRENT INDICES	FTSE EuroFirst				
SECTOR	Publishing				

	PROPOSALS	ADVICE
1	Opening Non-voting agenda item	Non-Voting
2	Annual Report 2017 Non-voting agenda item	Non-Voting
3	Implementation of the Remuneration Policy Non-voting agenda item	Non-Voting
4	Approve Financial Statements Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. No serious governance concerns have been identified.	For
5	Approve the Dividend The Board proposes a final dividend of EUR 0.316 per share per share which, together with the interim dividend of EUR 0.132 per share, brings the total dividend for the year to EUR 0.448 per share. The dividend is covered by earnings. Acceptable proposal.	For
6.A	Discharge the Executive Directors Standard proposal. No serious governance concerns have been identified.	For
6.B	Discharge the Non-Executive Directors Standard proposal. No serious governance concerns have been identified.	For
7	Appoint the Auditors EY proposed. Non-audit fees represented 4.62% of audit fees during the year under review and 14.69% 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
8.A	Re-elect Sir Anthony Habgood Independent Non-Executive Chairman.	For
8.B	Re-elect Wolfhart Hauser Senior Independent Director. Considered independent.	For
8.C	Re-elect Adrian Hennah Independent Non-Executive Director.	For
8.D	Re-elect Markie Ban Lier Lels Independent Non-Executive Director.	For
8.E	Re-elect Robert Macleod Independent Non-Executive Director.	For
8.F	Re-elect Carol Mills Independent Non-Executive Director.	For
8.G	Re-elect Linda Sanford Independent Non-Executive Director.	For
8.H	Re-elect Ben Van Der Veer Independent Non-Executive Director.	For
8.I	Re-elect Suzanne Wood Newly appointed independent Non-Executive Director.	For

9.A	Re-elect Erik Engstrom Chief Executive Officer.	For
9.B	Re-elect Nick Luff Executive Director.	For
10.A	Authorise Share Repurchase Authority sought to allow the Board to repurchase and use capital stock within legal boundaries. The authority exceeds 5% of the share capital. The Company has not duly provided an explanation regarding the rationale behind the proposal. Triodos opposes this resolution.	Oppose
10.B	Reduce Share Capital The Board requests authorisation to reduce capital stock by up to 10%. It is not considered that this has a negative effect on shareholder rights. Triodos supports this resolution.	For
11.A	Issue Shares with Pre-emption Rights Proposal to authorise the Executive Board to issue shares. The authorisation is limited to a number of ordinary shares with a nominal value amounting to 5% of the issued capital over a period of 12 months, plus a further 5% in case of takeovers or mergers initiated by the Company. Triodos supports this resolution.	For
11.B	Issue Shares for Cash Authority to issue shares without pre-emptive rights is proposed for less than 10% of the current share capital. However, the duration of the authority exceeds 12 months. It is considered that shareholders should have the occasion to vote on such resolutions annually.	For
12	Any Other Business Non-voting agenda item	Non-Voting
13	Close Meeting Non-voting agenda item	Non-Voting

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