


<b>MEETING DATE</b>	Fri, 05 Apr 2019 9:30 am	<b>TYPE</b>	AGM	<b>ISSUE DATE</b>	Tue, 09 Apr 2019
<b>MEETING LOCATION</b>	Congress Center Basel, Montreal Hall, Messeplatz 21, Basel, Switzerland				
<b>CURRENT INDICES</b>	FTSE EuroFirst				
<b>SECTOR</b>	Medical Supplies				

<b>PROPOSALS</b>		<b>ADVICE</b>
<b>1.1 Approve Consolidated Financial Statements and the Management Report</b>	Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified. However, there are serious concerns over the Company's sustainability policies and practice. As there are no directors up for election at this meeting, who could be held accountable for the Company's sustainability programme, an oppose vote is recommended on the financial statements.	<b>Oppose</b>
<b>1.2 Approve the Remuneration Report</b>	It is proposed to approve the remuneration policy with an advisory vote. Although variable remuneration appears to be consistently capped, there are excessiveness concerns as the total potential variable remuneration exceed 200% of the salary. In addition, the Company has not disclosed quantified targets or performance criteria for its variable remuneration component, which may lead to overpayment against underperformance. There are no claw back clauses in place, which falls short of best practice in this market. Triodos opposes this resolution.	<b>Oppose</b>
<b>2 Approve the Dividend</b>	The Board proposes a dividend of CHF 5.25 per share. The dividend is covered by earnings. Acceptable proposal.	<b>For</b>
<b>3 Discharge the Board</b>	The Company has not appointed a Data Protection Officer. 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. Applicable from 25 May 2018, it is considered that directors should be considered accountable for this lack of discussion and relevant appointment.	<b>Abstain</b>
<b>4 Approve Fees Payable to the Board of Directors</b>	It is proposed to increase the amount payable to the Board of Directors by less than 10% on annual basis (from CHF 2.4 million to CHF 2.7 million). Within recommended guidelines.	<b>For</b>
<b>5.1 Approve Fees Payable to the Executive Committee</b>	It is proposed to increase the amount payable to the Board of Directors by less than 10% (from CHF 6.9 million to CHF 7.3 million) on annual basis. Within recommended guidelines.	<b>For</b>
<b>5.2 Approve Long-Term Variable Remuneration of Executive Committee</b>	It is proposed to approve the cap of the short-term variable compensation component of executive remuneration at CHF 3.9 million. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not fully disclosed quantified targets for the performance criteria of its variable remuneration component, which as a consequence may lead to overpayment against underperformance. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out. Triodos opposes this resolution.	<b>Oppose</b>

<b>5.3 Approve Short-Term Variable Remuneration of Executive Committee</b>	It is proposed to approve the cap of the long-term variable compensation component of executive remuneration at CHF 6.1 million. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not fully disclosed quantified targets for the performance criteria of its variable remuneration component, which as a consequence may lead to overpayment against underperformance. In addition, there are no claw back clauses in place over the entirety of the variable remuneration component which makes it unlikely that shareholders will be able to reclaim any variable remuneration unfairly paid out. Triodos opposes this resolution.	<b>Oppose</b>
<b>6.1 Re-elect Gilbert Achermann</b>	Non-Executive Chairman, not considered to be independent as he was CEO of Straumann Holding until 31 March 2010. Although there is sufficient independent representation on the Board, it is considered that a former executive should not be appointed as Chairman, as his previous responsibilities may hinder an independent supervision of management. Triodos opposes this resolution.	<b>Oppose</b>
<b>6.2 Re-elect Monique Bourquin</b>	Independent Non-Executive Director.	<b>For</b>
<b>6.3 Re-elect Sebastian Burckhardt</b>	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	<b>Oppose</b>
<b>6.4 Re-elect Ulrich Looser</b>	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	<b>Oppose</b>
<b>6.5 Re-elect Beat Luethi</b>	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 Audit committee which is not fully independent which Triodos does not support.	<b>Oppose</b>
<b>6.6 Re-elect Thomas Straumann</b>	Non-Executive Director. Not considered to be independent as he is a significant shareholder. There is insufficient independent representation on the Board.	<b>Oppose</b>
<b>6.7 Re-elect Regula Wallimann</b>	Independent Non-Executive Director.	<b>For</b>
<b>6.8 Elect Juan-Jose Gonzalez</b>	Independent Non-Executive Director.	<b>For</b>
<b>7.1 Re-elect Remuneration Committee Member Monique Bourquin</b>	This director is considered to be independent.	<b>For</b>
<b>7.2 Re-elect Remuneration Committee Member Ulrich Looser</b>	Non-Executive Director, candidate to the Remuneration Committee on this resolution. It is considered that the Remuneration Committee should consist exclusively of independent members. Opposition is recommended.	<b>Oppose</b>
<b>7.3 Re-elect Remuneration Committee Member Thomas Straumann</b>	Non-Executive Director, candidate to the Remuneration Committee on this resolution.	<b>For</b>
<b>8 Appoint Independent Proxy</b>	NEOVIUS proposed as the independent proxy to act on behalf of shareholder voting, for one-year term. The named proxy has no other commercial relationship with the company. Triodos supports this resolution.	<b>For</b>

**9 Appoint the Auditors**

**Abstain**

EY proposed. Non-audit fees represented 22.57% of audit fees during the year under review and 29.01% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor.

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