

MEETING DATE	Wed, 15 May 2019 12:00	TYPE	AGM	ISSUE DATE	Fri, 17 May 2019
MEETING LOCATION	www.meetingcenter.io/216494404				
CURRENT INDICES	PIRC Global				
SECTOR	Semiconductors and related devices				

PROPOSALS		ADVICE
1.01	<p>Elect Director Michael J. Ahearn Non-Executive Chair. Non-Executive Chairman since July 2012. Not considered independent as he previously served as the Company's CEO and Executive Chairman. In addition, he is not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.</p>	Oppose
1.02	<p>Elect Director Sharon L. Allen Independent Non-Executive Director. She is chair of a committee which is not fully independent which Triodos does not support, however Triodos favours a better gender balance in the Board and therefore abstains</p>	Abstain
1.03	<p>Elect Director Richard D. Chapman Non-Executive Director. Not considered independent as the director serves as an advisor for Walton Enterprises, LLC, related with Lukas T. Walton, a significant shareholder of the Company. There is insufficient independent representation on the Board.</p>	Oppose
1.04	<p>Elect Director George A. Hambro Non-Executive Director. Not considered independent as he previously served in various executive positions at the Company. There is insufficient independent representation on the Board.</p>	Oppose
1.05	<p>Elect Director Molly E. Joseph Independent Non-Executive Director. Triodos is concerned over the director's potential aggregate time commitments and the Company has not disclosed the individual attendance to Board and Committee meetings.</p>	Abstain
1.06	<p>Elect Director Craig Kennedy Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.</p>	Oppose
1.07	<p>Elect Director William J. Post Independent Non-Executive Director.</p>	For
1.08	<p>Elect Director Paul H. Stebbins Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.</p>	Oppose
1.09	<p>Elect Director Michael T. Sweeney Non-Executive Director. Not considered independent owing to a tenure of over nine years. He is Chair of the Remuneration Committee which is not fully independent which Triodos does not support.</p>	Oppose
1.10	<p>Elect Director Mark R. Widmar Chief Executive Officer.</p>	For
2	<p>Appoint the Auditors PwC proposed. Non-audit fees represented 22.38% of audit fees during the year under review and 17.40% 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 ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor.</p>	Oppose

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