


MEETING DATE	Thu, 19 Sep 2019 10:00 am	TYPE	AGM	ISSUE DATE	Thu, 05 Sep 2019
MEETING LOCATION	Tiger Woods Conference Center, One Bowerman Drive, Beaverton, Oregon 97005-6453				
CURRENT INDICES	S&P500				
SECTOR	Rubber and plastics footwear				

PROPOSALS		ADVICE
1.1 Elect Director Alan B. Graf, Jr.	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	Withhold
1.2 Elect Director Peter B. Henry	Independent Non-Executive Director.	For
1.3 Elect Director Michelle A. Peluso	Independent Non-Executive Director.	For
2 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. The compensation rating is: CCC. Triodos opposes this resolution.	Oppose
3 Appoint the Auditors	PwC proposed. Non-audit fees represented 7.69% of audit fees during the year under review and 7.62% 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.	Oppose

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Researcher: Francesco Navarrini
Email: pircresearch@pirc.co.uk

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Pensions & Investment Research Consultants Limited
8th Floor, Suite 8.02, Exchange Tower
2 Harbour Exchange Square
E14 9GE

Tel: 020 7247 2323
Fax: 020 7247 2457
<http://www.pirc.co.uk>

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