Triodos @ Investment Management

ION BEAM APPLICATIONS

MEETING DATE	Wed, 10 Jun 2020 10:00 am	TYPE	AGM	ISSUE DATE	Fri, 29 May 2020
MEETING LOCATION	Due to COVID-19 pandemic, the Board of Dir allow the physical presence of shareholders.	ectors de	cided n	ot to	
CURRENT INDICES	PIRC Global				
SECTOR	Electrical machinery, equipment, and supplie	s, not els	ewhere	classified	
FYE	31 Dec 2019				

	PROPOSALS	ADVICE
1	Receive Statutory and Consolidated Financial Statements	Non-Voting
	Non-voting agenda item.	
2	Receive Directors' Reports	Non-Voting
	Non-voting agenda item.	
3	Receive Auditors' Reports	Non-Voting
	Non-voting agenda item.	_
4	Approve Financial Statements	For
	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.	
5	Approve the Dividend The Board proposes a dividend of EUR 0.076 per share. The dividend is covered by earnings. Acceptable proposal.	For
6	Approve the Remuneration Report It is proposed to approve the implementation of the remuneration report. There are concerns regarding excess as the total variable remuneration exceeded 200% of the salary. The company has not fully disclosed quantified targets against which the achievements and the corresponding variable remuneration has been calculated. Although a common practice in this market as this is deemed to be sensitive information, it prevents an accurate assessment and may lead to overpayment against underperformance. There are claw back clauses in place over the entirety of the variable remuneration, which is welcomed. Triodos opposes this resolution.	Oppose
7	Discharge the Board Approval is sought to release the members of the Board regarding their activities in the Financial Year under review.	For
8	Discharge the Auditors In this market, auditors discharge may prevent lawsuits or claims for activities carried out during the year relating to facts that have not been disclosed to shareholders. As a consequence, releasing auditors from liability will weaken the governance framework and introduce great risks for investors. Triodos opposes this resolution.	Oppose
9	Appoint the Auditors EY proposed. No non-audit fees were paid to the auditors in the past three years. This approach is commended. The date of appointment of the current audit firm is undisclosed, meaning the length of tenure is not known. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Triodos opposes this resolution.	Oppose

Receive Information on Resignation of Directors

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Non-Voting

11.1	1 Elect Bridging for Sustainability SRL, Represented by Sybille van den Hove Non-Executive Director. Not considered independent as she is representative of Median Sustainability S.L. There is insufficient independent representation on the Board.			
11.2	Elect Consultancy Marcel Miller SCS, Represented by Marcel Miller	Oppose		
	Non-Executive Director. Not considered independent owing to a tenure of over nine years. In addition, the director is not considered independent as he is the representative of Consultance Marcel Miller SCS. There is insufficient independent representation on the Board.	• •		
11.3	Elect Olivier Legrain	For		
	Chief Executive.			
12	Authorize implementation of approved resolutions and filing of required documents/formalities at trade registry	For		

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