

MEETING DATE	Tue, 21 Apr 2020 11:00 am	TYPE	AGM	ISSUE DATE	Fri, 17 Apr 2020
MEETING LOCATION	RSA House, 8 John Adam Street, London WC2N 6EZ				
CURRENT INDICES	FTSE 100, FTSE EuroFirst				
SECTOR	Industrial & Office REITs				

PROPOSALS		ADVICE
1	Receive the Annual Report Strategic report meets guidelines. Adequate employment and environmental policies are in place and relevant, up-to-date, quantified, environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation.	For
2	Approve the Dividend A final dividend of GBP 14.4 pence per share is proposed, which brings the total dividend for the year under review to GBP 20.7 pence per share. This payment is covered by earnings.	For
3	Approve the Remuneration Report It is noted the remuneration report registered a significant number of oppose votes of 44.47% at the 2019 AGM which has not been adequately addressed. The increase in the CEO's salary is not line with the rest of the Company, the CEO's salary increased by 7%, whereas the average employees salary increased by 5%. The balance of CEO realised pay with financial performance is not considered acceptable as the change in CEO total pay over five years is not commensurate with the change in TSR over the same period. The CEO's salary is in the upper quartile of PIRC's comparator group which raises concerns over the excessiveness of his pay. The CEO's total variable pay is considered excessive at approximately 847%, this is over the recommended limit of 200% of salary. The ratio of CEO pay compared to average employee pay is considered appropriate at 13:1. Rating: AE. Triodos opposes this resolution.	Oppose
4	Re-elect Gerald Corbett Chair. Independent upon appointment. Triodos supports this resolution.	For
5	Re-elect Mary Barnard Independent Non-Executive Director.	For
6	Re-elect Sue Clayton Non-Executive Director. Not considered independent as she is an executive for CBRE which provides valuation services to the company. The director's role as an executive at CBRE raises serious concerns over a potential conflict of interest. Triodos opposes this resolution.	Oppose
7	Re-elect Soumen Das Chief Financial Officer. Acceptable service contract provisions.	For
8	Re-elect Carol Fairweather Independent Non-Executive Director.	For
9	Re-elect Christopher Fisher Independent Non-Executive Director. Triodos supports this resolution.	For
10	Re-elect Andy Gulliford Chief Operating Officer. Triodos supports this resolution.	For

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| 11 | Re-elect Martin Moore
Senior Independent Director. Considered independent. | For |
| 12 | Re-elect David Sleath
Chief Executive. Acceptable service contract provisions. | For |
| 13 | Reappoint PricewaterhouseCoopers LLP as Auditors
PwC proposed. Non-audit fees represented 12.50% of audit fees during the year under review and 27.39% on a three-year aggregate basis. | For |
| 14 | Allow the Board to Determine the Auditor's Remuneration
Standard proposal. | For |
| 15 | Approve Political Donations
The proposed authority is subject to an overall aggregate limit on political donations and expenditure of GBP25,000.
Triodos considers political donations as an inappropriate use of shareholder funds. | Oppose |
| 16 | Issue Shares with Pre-emption Rights
The authority is limited to 33% of the Company's issued share capital and expires at the next AGM. Within acceptable limits. | For |
| 17* | Issue Shares for Cash
Authority is limited to 5% of the Company's issued share capital and will expire at the next AGM. Within acceptable limits. | For |
| 18* | Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment
The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transaction if such situation arises. As this is not the case, an oppose vote is therefore recommended. | Oppose |
| 19* | Authorise Share Repurchase
The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. Triodos supports this resolution. | For |
| 20* | Meeting Notification-related Proposal
All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. Although the proposed change is permissible by the Companies Act, Triodos does not support this resolution. | Oppose |

21 Adopt New Articles of Association

Oppose

It is proposed to adopt new articles of association to update the company's current articles which were adopted on 29 April 2010, primarily to reflect developments in best market practice and changes in law, as well as to provide additional clarification and flexibility. The changes are listed below.

1 - To generally use clearer language in the new articles, remove provisions which are redundant or which duplicate provisions of the 2006 Act and to update provisions according to the 2006 act and any relevant legislation.

2 - Forfeiture shares to become property of the company - The new articles provide greater flexibility to the Company by removing the three-year period under which any forfeited shares must be sold, re-allotted or cancelled by the Company. In accordance with the New Articles, there is no time limit imposed on the Company to deal with forfeited shares.

3 - Untraced shareholders - Entitles the company to sell shares held by untraceable shareholders provided a number of conditions are met.

4 - Notice of adjournment - Provides greater flexibility by enabling the business for the adjourned meeting to be amended, provided an amended notice of meeting is sent to shareholders and if the business of the meeting is to stay the same, only requiring the company give further notice of the adjourned meeting when it is to take place more than three months after the initial meeting.

5 - Cap on NED's remuneration - Increase the maximum aggregate remuneration of NED's from GBP 500,000 to GBP 1,000,000. Subject to shareholders authorising a higher amount by ordinary resolution.

6 - Methods of service - Allows the company to cease sending notices and documentation to shareholders when such documentation is returned undelivered on three consecutive occasions.

This proposal is considered to be a technical item in order to publish a new version of the Articles, including the proposed amendments. Although some amendments are considered appropriate, the 100% increase on NED's remuneration raises serious concerns and cannot be supported.

Triodos opposes this resolution.

* = **Special resolution**

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 18 - Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment

The Company has stated that this additional authority will only be used to fund one or more acquisitions or specified capital investments, in line with the Pre-Emption Group Guidelines. This recommendation is not supported by PIRC.

Proposal 20 - Meeting Notification-related Proposal

The proposed resolution reflects the implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009 as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice. The proposed resolution reflects the implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009 as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice.

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