


MEETING DATE	Tue, 10 Mar 2020 16:00	TYPE	AGM	ISSUE DATE	Mon, 09 Mar 2020
MEETING LOCATION	Company Premises, Kongebakken 9, Smorum, Denmark				
CURRENT INDICES	PIRC Global				
SECTOR	Medical Equipment				

PROPOSALS		ADVICE
1	Receive Report of Board Non-voting agenda item.	Non-Voting
2	Receive the Annual Report Disclosure is adequate. The financial statements were made available sufficiently before the meeting and have been audited and certified.	For
3	Approve remuneration of the Board It proposed that the basic fee for board members remains the same at DKK 350,000 for 2020 and that the chairman will continue to receive three times the basic fee and the deputy chairman twice the basic fee. In addition to this, the Board of Directors proposes that the basic fee for audit committee members remains DKK 50,000 and that the chair of the audit committee will continue to receive three times the basic fee. As no change in the fees are proposed, Triodos supports this resolution.	For
4	Approve Allocation of Income and Omission of Dividends It is proposed to carry forward the profit for the year. Acceptable proposal.	For
5a	Re-elect Niels B. Christiansen as Director Non-Executive Chair of the Board. Not considered independent by company due to sitting on boards of William Demant Foundation and William Demant Invest A/S and also not considered independent owing to a tenure of over nine years. There is sufficient independent representation on the Board. However, he is chair of the Remuneration committee which is not fully independent which Triodos does not support. As opposition is not a valid voting outcome for this resolution, abstention is recommended.	Abstain
5b	Reelect Niels Jacobsen as Director Non-Executive Director. Not considered independent as he was previously employed by the Company as President and CEO and as a current CEO for William Demant Invest A/S. There is sufficient independent representation on the Board.	For
5c	Reelect Benedikte Leroy as Director Independent Non-Executive Director.	For
5d	Reelect Lars Rasmussen as Director Independent Non-Executive Director.	For
5e	Elect Anja Madsen as New Director Independent New Non-Executive Director.	For
6	Ratify Deloitte as Auditors Deloitte proposed. Non-audit fees represented 35.71% of audit fees during the year under review and 45.71% on a three-year aggregate basis. This level of non-audit fees raises some concerns about the independence of the statutory auditor. Triodos opposes this resolution. As opposition is not a valid voting outcomes on this resolution, abstention is recommended.	Abstain
7a	Approve DKK 919.173,40 Reduction in Share Capital The Board requests authorisation to reduce capital stock by up to 9.87%. As it is not considered that this has a negative effect on shareholder rights, a vote in favour is recommended.	For

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| 7b Authorise Share Repurchase | It is proposed to authorise the Board to purchase Company's shares for 10% and 12 months. Within recommended guidelines. | For |
| 7c Approve Guidelines for Incentive-Based Compensation for Executive Management and Board | It is proposed to approve the remuneration policy. Variable remuneration appears to be consistently capped, and the payout is in line with best practice. However, the Company has not 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. On these grounds, opposition is recommended. | Oppose |
| 7d Authorize Editorial Changes to Adopted Resolutions in Connection with Registration with Danish Authorities | It is proposed to amend the Company's by-laws to comply with new laws/regulations. Although it would be preferred that the company submitted each amendment for approval separately, full disclosure of the amendments has been provided and no serious concerns have been identified. Support is recommended. | For |
| 8 Other business | Non-voting agenda item. | Non-Voting |
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