


MEETING DATE	Wed, 12 May 2021 12:00	TYPE	AGM	ISSUE DATE	Fri, 30 Apr 2021
MEETING LOCATION	Virtual-Only Meeting: www.meetingcenter.io/286438251				
CURRENT INDICES	PIRC Global				
SECTOR	Semiconductors and related devices				
FYE	31 Dec 2020				

	PROPOSALS	ADVICE
1.1	<p>Elect Michael J. Ahearn - Chair (Non Executive) Non-Executive Director. 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. Triodos opposes this resolution.</p>	Oppose
1.2	<p>Elect Sharon L. Allen - Non-Executive Director Independent Non-Executive Director.</p>	For
1.3	<p>Elect Richard D. Chapman - Non-Executive Director 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. Triodos opposes this resolution.</p>	Oppose
1.4	<p>Elect George A. (Chip) Hambro - Non-Executive Director 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. Triodos opposes this resolution.</p>	Oppose
1.5	<p>Elect Kathryn A. Hollister - Non-Executive Director Independent Non-Executive Director.</p>	For
1.6	<p>Elect Molly E. Joseph - Non-Executive Director Independent Non-Executive Director.</p>	For
1.7	<p>Elect Craig Kennedy - Non-Executive Director Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Triodos opposes this resolution.</p>	Oppose
1.8	<p>Elect William J. Post - Non-Executive Director Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Triodos opposes this resolution.</p>	Oppose
1.9	<p>Elect Paul H. Stebbins - Non-Executive Director Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Triodos opposes this resolution.</p>	Oppose
1.10	<p>Elect Michael Sweeney - Non-Executive Director Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. Triodos opposes this resolution.</p>	Oppose
1.11	<p>Elect Mark R. Widmar - Chief Executive Chief Executive.</p>	For

2 Appoint the Auditors

Oppose

PwC proposed. Non-audit fees represented 17.39% of audit fees during the year under review and 19.75% 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.

Triodos opposes this resolution.

3 Shareholder Resolution: Report on Board Diversity

For

Proponent's argument: Shareholders request that the Board of Directors prepare a report by September 2021, at reasonable expense and omitting proprietary information, on steps First Solar is taking to enhance board diversity beyond current levels, such as: 1. Committing publicly to include people of color in each candidate pool for board and senior leadership seats; 2. Disclosing the gender, racial, and ethnic composition of the board; and 3. Disclosing strategies related to gender, racial, and ethnic board diversity, including if and how the board plans to reflect the diversity of the company's workforce, community, and customers. "Corporate leaders recognize the strong business case for board diversity. The Guiding Principles of Corporate Governance of the Business Roundtable, an influential association of chief executives, state: 'Boards should develop a framework for identifying appropriately diverse candidates that allows the nominating/corporate governance committee to consider women, minorities and others with diverse backgrounds as candidates for each open board seat.' Benefits associated with board and management diversity include a larger candidate pool from which to pick top talent, better understanding of consumer preferences, a stronger mix of leadership skills, and improved risk management. Numerous institutional investors have updated their proxy voting guidelines to reflect their belief that diversity on boards, as well as in senior and mid-level management, is an indicator of good corporate governance. BlackRock, the world's largest asset manager, published in 2020 investment stewardship guidelines that state, ' If there is no progress on enhancing diversity at the board level within a reasonable time frame, we may hold nominating and/or governance committees accountable for an apparent lack of commitment to board effectiveness. Deliberate action needs to be taken by boards with a lack of diversity.' State and city pension plans across the country have adopted proxy voting policies with minimum thresholds for board diversity. Legislation mandating board diversity inclusive of gender and race has arrived in the U.S. California legislation enacted in 2020 requires boards with nine directors or more include three members from racial or sexual minority groups by 2022. Potential regulatory action seeking disclosure of racial, ethnic, and gender diversity is also under consideration at the federal level."

Company's response: The board recommends a vote against this proposal. "With respect to diversity on the board of directors, the board of directors and nominating and governance committee are committed to identifying director candidates of diverse thought, talent and background, including diversity of gender, race, and ethnicity. Our corporate governance guidelines and the nominating and governance committee charter reflect this commitment, with each calling for consideration of a director candidate's background, including their gender, race and ethnicity. Evidencing this commitment, three of the four directors who most recently joined the board are gender diverse. We have disclosed in this proxy statement the gender, racial, and ethnic composition of our board of directors. We are proud to be recognized by 2020's Women on Boards as being a "'W' Winning Company" for having 20% of the seats on our board of directors occupied by women. In addition to formal policies directing the board of directors and nominating and governance committee to consider diversity of background when evaluating a director candidate's qualifications, the board of directors and nominating and governance committee believe that an examination of broader diversity is imperative to ensuring that the board of directors reflects a diversity of personal and professional experiences, opinion, perspectives and backgrounds."

PIRC analysis: The potential benefits of board diversity lie in widening the perspectives on business issues brought to bear on decision-making, avoiding too great a similarity of attitude and helping companies understand their customers, marketplace, supply chain and workforces. Disclosure surrounding the board's composition and skills allows shareholders to consider the make-up of the board in the context of the long-term interests of the company. The resolution merely asks for a board skills matrix, of the kind provided by many SP500 companies, such as the company, which would effectively satisfy the proponent's request.

Triodos supports this resolution.

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Researcher: Guillermo Rylance
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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