

RESMED INC  
Form DEF 14A  
October 03, 2018  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to § 240.14A-12

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

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Dear Stockholder,

We cordially invite you to attend the ResMed Inc. annual stockholders meeting on Thursday, November 15, 2018, at 10:00 a.m. Australian Eastern Time (Wednesday, November 14, 2018, at 3:00 p.m. US Pacific Time) in ResMed's Australian corporate office located at 1 Elizabeth Macarthur Drive, Bella Vista, New South Wales 2153, Australia.

Your vote is important. We are promoting the use of the internet to provide proxy materials to stockholders, as we believe this is an efficient, cost-effective and environmentally responsible method for facilitating our annual meeting. Please read **VOTING INSTRUCTIONS AND GENERAL INFORMATION** *Voting by Attending our Annual Meeting* in the proxy statement.

Very truly yours,

Peter C. Farrell  
Chairman of the Board

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF RESMED INC.**

**Date:** Thursday, November 15, 2018, at 10:00 a.m. Australian Eastern Time

Wednesday, November 14, 2018, at 3:00 p.m. US Pacific Time

**Location:** ResMed's Australian corporate office

1 Elizabeth Macarthur Drive

Bella Vista, New South Wales 2153

Australia

- Items of business:**
1. Elect three directors, each to serve until our 2021 annual meeting and until their successors are elected and qualified. The nominees for election as directors at the 2018 annual meeting are Peter Farrell, Harjit Gill, and Ron Taylor.
  2. Ratify our selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2019.
  3. Approve an amendment to the ResMed Inc. 2009 Employee Stock Purchase Plan, which increases the number of shares authorized for issue under the plan by 2 million shares, from 4.2 million shares to 6.2 million shares, and extends the term of the plan through November 15, 2028.
  4. Approve, on an advisory basis, the compensation paid to our named executive officers, as disclosed in this proxy statement (say-on-pay).
  5. Transact other business that may properly come before the meeting.

**Record date:** You are entitled to vote only if you were a ResMed stockholder at the close of business on September 17, 2018, at 4:00 p.m. US Eastern Time.

**Meeting admission:** Stockholders are cordially invited to attend the annual meeting. If you plan to attend the meeting, you will need proof of share ownership as of 4:00 p.m. US Eastern Time on Tuesday, September 17, 2018, together with photo identification. If your shares are not registered in your name, you must bring proof of share ownership (such as a recent bank or brokerage firm account statement, together with proper identification) to be admitted to our annual meeting. Please also note that if your shares are not registered in your name and you wish to vote at our annual meeting, you must bring to our annual meeting a legal proxy from the record holder of the shares, which is the broker or other nominee, authorizing you to vote at our annual meeting.

If you cannot attend the meeting in person, you may vote your shares by toll-free number, by internet, or, if this proxy statement was mailed to you, by completing and signing the accompanying proxy card and promptly returning it in the envelope provided. Please read **Voting instructions and general information** in the proxy statement.

By order of the board of directors,

David Pendarvis  
Secretary

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**VOTING INSTRUCTIONS AND GENERAL INFORMATION**

***Why am I receiving these materials?***

ResMed’s board of directors is soliciting your proxy to vote at our 2018 annual meeting of stockholders and any continuation, postponement or adjournment of the meeting. The meeting is scheduled for Thursday, November 15, 2018, at 10:00 a.m. Australian Eastern Time (Wednesday, November 14, 2018, at 3:00 p.m. US Pacific Time) in ResMed’s Australian corporate office located at 1 Elizabeth Macarthur Drive, Bella Vista, New South Wales 2153, Australia. If you held shares of our stock on September 17, 2018, we invite you to attend the annual meeting and vote on the proposals described below under the heading “What am I voting on?” You do not need to attend the annual meeting to vote your shares. Instead, you may vote over the internet, by telephone, or complete, sign, date, and return the enclosed proxy card by mail.

***When and where are proxy materials available?***

We expect to first make this proxy statement available to our stockholders and our holders of Clearing House Electronic Subregister System, or CHESS, Units of Foreign Securities, on the internet, and to mail notice and access materials on or about October 2, 2018. Our annual report on Form 10-K was filed with the US Securities and Exchange Commission, or SEC, on August 17, 2018. You can review our 10-K on our website, at investor.resmed.com, and at the website where our proxy materials are posted, at www.proxyvote.com and www.investorvote.com.au.

Please access and review the proxy materials before voting.

**Voting instructions**

***Voting matters and board recommendations:***

Matter	Vote recommendation
Elect the 3 nominees identified in this proxy statement to the board of directors (page 7)	FOR each director nominee

Ratify selection of independent registered public accountants (page 16)	FOR
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Approve an amendment to the ResMed Inc. 2009 Employee Stock Purchase Plan  
(page 17)

FOR

Advisory vote to approve executive compensation (page 23)

FOR

***Who can vote at the annual meeting?***

You are entitled to vote or direct the voting of your ResMed shares if you were a stockholder of record, a beneficial owner of shares held in street name, or a holder of CHES Units of Foreign Securities, as of 4:00 p.m. US Eastern Time, on September 17, 2018, the record date for our annual meeting. As of the record date, there were 142,691,815 shares of ResMed common stock outstanding, excluding treasury shares. Treasury shares will not be voted. Each stockholder has one vote for each share of common stock held on the record date. As summarized below, there are some distinctions between shares held of record, those owned beneficially in street name, and those held through CHES Units of Foreign Securities.

***What does it mean to be a stockholder of record?***

If, on the record date, your shares of common stock were registered directly in your name with our transfer agent, Computershare, then you are a stockholder of record. As a stockholder of record, you may vote in person at the annual meeting or vote by proxy. Whether or not you plan to attend the annual meeting, we urge you to vote by the internet, by telephone, or to fill out and return the enclosed proxy card, to ensure your vote is counted.

***What does it mean to beneficially own shares in street name?***

If, on the record date, your shares of common stock were held in an account at a broker, bank, or other financial institution (we will refer to those organizations collectively as a broker), then you are the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker. The broker holding your account is considered the stockholder of record for purposes of voting at our annual meeting. As the beneficial owner, you have the right to direct

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your broker on how to vote the shares in your account. As a beneficial owner, you are invited to attend the annual meeting. But because you are not a stockholder of record, if you want to vote your shares in person at the annual meeting, you must request and obtain a valid proxy from your broker giving you that right, and must satisfy the annual meeting admission criteria described below.

Your broker is not permitted to vote on your behalf on any matter to be considered at the annual meeting (other than ratifying our appointment of KPMG LLP as our independent registered public accounting firm) unless you specifically instruct the broker how to vote. We encourage you to communicate your voting decisions to your broker before the annual meeting date to ensure that your vote will be counted.

***What does it mean to be a holder of CHESSE Units of Foreign Securities?***

CHESSE Units of Foreign Securities are depositary interests issued by ResMed through CHESSE, and traded on the Australian Securities Exchange, or ASX. The depositary interests are frequently called CUFS, or CDIs. If you own ResMed CUFS or CDIs, then you are the beneficial owner of one ResMed common share for every ten CUFS or CDIs you own. Legal title is held by CHESSE Depositary Nominees Pty Limited. CHESSE Depositary Nominees is considered the stockholder of record for purposes of voting at our annual meeting. As the beneficial owner, you have the right to direct CHESSE Depositary Nominees on how to vote the shares in your account. As a beneficial owner, you are invited to attend the annual meeting. But because you are not a stockholder of record, if you want to vote your shares in person at the annual meeting, you must request and obtain a valid proxy from CHESSE Depositary Nominees giving you that right, and must satisfy the annual meeting admission criteria described below.

You will receive a notice from Computershare allowing you to deliver your voting instructions over the internet. In addition, you may request paper copies of the proxy statement and voting instructions by following the instructions on the notice provided by Computershare.

Under the rules governing CUFS and CDIs, CHESSE Depositary Nominees are not permitted to vote on your behalf on any matter to be considered at the annual meeting unless you specifically instruct CHESSE Depositary Nominees how to vote. We encourage you to communicate your voting decisions to CHESSE Depositary Nominees before the annual meeting date to ensure that your vote will be counted.

***How do I vote my shares before the annual meeting?***

Holders of common stock listed on the New York Stock Exchange, or NYSE. If you are a holder of common stock listed on the NYSE, you may vote before the meeting by submitting a proxy. The method of voting by proxy differs (1) depending on whether you are viewing this proxy statement on the internet or on a paper copy, and (2) for shares held as a record holder and shares held in street name. You may request paper copies of the proxy statement and proxy card by following the instructions on the notice described below.

<b>Holder</b>	<b>Method of voting</b>
<b>Holders of record</b>	If you hold your shares of common stock as a record holder and you are viewing this proxy statement on the internet, you may vote by submitting a proxy over the internet or by telephone by following the instructions on the website referred to in the notice of internet availability of proxy materials previously mailed to you. If you hold your shares of common stock as a record

holder and you are reviewing a paper copy of this proxy statement, you may vote your shares by completing, dating and signing the proxy card that was included with the proxy statement and promptly returning it in the pre-addressed, postage-paid envelope provided to you, or by using the toll-free number, or by submitting a proxy over the internet using the instructions on the proxy card.

**Shares held in street name** If you hold your shares of common stock in street name, you will receive a notice from your broker with instructions on how to vote your shares. Your broker will allow you to deliver your voting instructions over the internet.

**Holders of CUFS or CDIs listed on the ASX** If you hold our CUFS or CDIs, you will receive a notice from Computershare, which will allow you to make your voting instructions over the internet. In addition, you may request paper copies of the proxy statement and voting instructions from Computershare by following the instructions on the notice provided by Computershare.

*Internet voting closes in the US at 11:59 p.m., November 14, 2018 US Eastern Time for shares traded on the NYSE, and 10:00 a.m., November 14, 2018 Australian Eastern Time for holders of CHESS Units of Foreign Securities listed on the ASX.*

**Table of Contents*****How do I vote in person at the annual meeting?***

If you attend our annual meeting and want to vote in person, you may vote your shares in person by requesting a ballot at our annual meeting. You will need to have proof of ownership and valid photo identification with you for admission to our annual meeting. Please note, however, that if your shares are held in street name, or if you hold CUFS or CDIs, you must bring a legal proxy from the record holder of the shares (which is the broker, other nominee, or CHESSE nominee), authorizing you to vote at our annual meeting.

***How can I revoke my proxy or change my vote?***

You may revoke your proxy and change your vote at any time before the proxy is exercised by any of the following methods:

<b>Holder</b>	<b>Method of voting</b>
<b>Holders of record</b>	<p>Delivering written notice of revocation to our secretary at our principal executive office located at 9001 Spectrum Center Boulevard, San Diego, California 92123 USA;</p> <p>Delivering another timely and later dated proxy to our secretary at our principal executive office located at 9001 Spectrum Center Boulevard, San Diego, California 92123 USA;</p> <p>Revoking by internet or by telephone before 11:59 p.m. US Eastern Time on November 14, 2018, for shares traded on the NYSE and 10:00 a.m. Australian Eastern Time on November 14, 2018, for holders of CHESSE Units of Foreign Securities listed on the ASX; or</p> <p>Attending the 2018 annual meeting and voting in person by written ballot. Please note that your attendance at the meeting will not revoke your proxy unless you actually vote at the meeting.</p>
<b>Stock held by brokers, banks and nominees; and CUFS or CDIs</b>	<p>You must contact your broker, bank or other nominee to obtain instructions on how to revoke your proxy or change your vote. You may also obtain a legal proxy from your broker, bank or other nominee to attend our annual meeting and vote in person by written ballot.</p>

***What happens if I return the proxy card to ResMed but do not make specific choices?***

If you return a signed, dated proxy card to us with a choice specified on a voting matter, we will vote your shares according to your choice. If you return a signed, dated proxy card to us but do not make specific choices, we will vote your shares as follows: (1) FOR each of the three nominees to our board identified in this proxy statement; (2) FOR ratifying our selection of KPMG; (3) FOR amending the ResMed Inc. 2009 Employee Stock Purchase Plan; and (4) FOR approving, on a non-binding, advisory basis, the compensation we paid our named executive officers.

***What does it mean if I received more than one proxy card?***

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return each proxy card to ensure that all of your shares are voted.

**General information**

***What are broker non-votes and how are they counted?***

If your broker holds your common stock in street name and you have not provided your broker with voting instructions, your broker may vote your shares in its discretion on proposals NYSE rules consider routine. The only proposal considered routine in our meeting is the proposal to ratify the selection of our independent registered public accounting firm. If you do not provide direction to your broker for that proposal, your broker may exercise its discretion to vote your shares. The election of directors, the approval of the amendments to the ResMed Inc. 2009 Employee Stock Purchase Plan, and the advisory votes on executive compensation are not considered routine, and brokers do not have discretionary authority to vote on these matters without your direction. You must indicate to your broker how you wish to vote on any non-routine matter with respect to any shares you hold in street name or they will be considered a broker non-vote.

Broker non-votes will not affect the outcome of the election of our directors, the advisory vote to approve our executive compensation, the approval of the amendment to the ResMed Inc. 2009 Employee Stock Purchase Plan, as these matters are determined based on the number of votes cast and broker non-votes are not considered votes cast.

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Your vote is important. Please submit your proxy, or provide instructions to your brokerage firm, bank or the CHESSE Depository Nominees. This will ensure that your shares are voted at our annual meeting.

***How many shares must be present or represented to conduct business at the annual meeting?***

A quorum of stockholders is necessary to hold a valid annual meeting. A quorum will be present if a majority of the outstanding shares entitled to vote are represented at our annual meeting. Shares represented by proxies that reflect abstentions or broker non-votes will be counted as shares represented at our annual meeting for purposes of determining a quorum. If there are insufficient votes to constitute a quorum at the time of the annual meeting, we may adjourn the annual meeting to solicit additional proxies.

On the record date we had outstanding 142,691,815 shares of common stock (excluding treasury shares), the holders of which are entitled to one vote per share. Accordingly, an aggregate of 142,691,815 votes may be cast on each matter to be considered at our annual meeting, and at least 71,345,908 shares must be represented at the meeting to have a quorum.

***What is the voting requirement to approve each of the proposals?***

*Proposal 1* Directors will be elected by a majority of the votes cast in person or by proxy, which means that the number of votes cast for a candidate for director must exceed the number of votes cast against that candidate. Abstentions and broker non-votes do not count as a vote cast either for or against and will not affect the outcome of the election.

Under our board's policy, in uncontested elections, an incumbent director nominee who does not receive the required votes for re-election will continue to serve, but is expected to tender a resignation to the board. The nominating and governance committee, or another duly authorized committee of the board, will decide whether to accept or reject the tendered resignation, generally within 90 days after the election results are certified. We will publicly disclose the board's decision on the tendered resignation and the rationale behind the decision.

*Proposal 2* The proposal to ratify our selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2019 requires the affirmative vote of a majority of the aggregate votes cast in person or by proxy. Abstentions will not affect the outcome of this proposal. Brokers generally have discretionary authority to vote on the ratification of our independent registered public accounting firm, so we do not expect broker non-votes to result from the vote on proposal 2. Any broker non-votes that may result will not affect the outcome of this proposal.

*Proposal 3* The proposal to approve an amendment to the ResMed Inc. 2009 Employee Stock Purchase Plan requires the affirmative vote of a majority of shares cast in person or by proxy. Abstentions and broker non-votes will not affect the outcome of this proposal.

*Proposal 4* The advisory vote to approve our executive compensation, (say-on-pay vote), requires the affirmative vote of a majority of shares cast in person or by proxy. Abstentions and broker non-votes will not affect the outcome of this proposal. As an advisory vote, the results of this vote will not be binding on the board or the company. However, the board values the opinions of our stockholders and will consider the outcome of the vote when making future decisions on our named executive officers' compensation, and on our executive compensation principles, policies and procedures.

***Who pays the costs of proxy solicitors?***

The cost of soliciting proxies will be borne by us. After the original delivery of the notice and other proxy soliciting material, further solicitation of proxies may be made by mail, telephone, facsimile, electronic mail, and personal interview by our regular employees, who will not receive additional compensation for the solicitation. We will also request that brokerage firms and other nominees or fiduciaries deliver the notice and proxy soliciting material to beneficial owners of the stock held in their names, and we will reimburse them for reasonable out-of-pocket expenses they incur.

***How can I see a list of stockholders?***

Under Delaware law, a list of stockholders entitled to vote at our annual meeting will be available at the meeting and for ten days before our annual meeting in our principal executive office, located at 9001 Spectrum Center Boulevard, San Diego, California, 92123 USA, between the hours of 9:00 a.m. and 4:00 p.m. US Pacific Time.

***How will I receive my proxy materials?***

We are furnishing proxy materials (proxy statement and annual report on Form 10-K) to our stockholders by the internet, instead of mailing printed copies of proxy materials to each stockholder. Accordingly, we are sending a notice of internet



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availability of proxy materials to our stockholders of record. If your shares are listed in street name on the NYSE, brokers who hold shares on your behalf will send you their own similar notice. If you hold CUFS or CDIs listed on the ASX, you will receive your notice from Computershare. If you received the notice by mail, you will not automatically receive a printed copy of the proxy materials in the mail. Instead, the notice tells you how to use the internet to access and review this proxy statement, our annual report on Form 10-K, and proxy voting card. The notice also tells you how you may submit your proxy via the internet.

Our proxy materials explain how you may request to receive your materials in printed form on a one-time or ongoing basis. Certain stockholders who have previously given us a permanent request to receive a paper copy of our proxy materials will be sent paper copies in the mail.

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**PROPOSALS**

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Our bylaws authorize a board of directors with between one and thirteen members, with the exact number to be specified by the board from time to time. Our board currently authorizes eight directors.

Our board is divided into three classes. One class is elected every year at our annual meeting for a term of three years. The class of directors whose term expires in 2018 has three members: Peter Farrell, Gary Pace, and Ron Taylor. Gary Pace will not stand for re-election at the annual meeting. On the nominating and governance committee's recommendation, our board has nominated Peter Farrell and Ron Taylor, and a new nominee, Harjit Gill, as directors for election at this annual meeting. The directors to be elected at this annual meeting will hold office until the 2021 annual meeting or until the director's earlier death, disability, resignation, or removal.

We are soliciting proxies in favor of these nominees and proxies will be voted for them unless the proxy otherwise specifies. If Peter Farrell, Harjit Gill, or Ron Taylor becomes unable or unwilling to serve as director, the proxies will be voted for the election of another person, if any, that the board designates.

Information concerning the nominees for director and the other directors who will continue in office after our annual meeting is set forth below:

<b>Director</b>	<b>Current term expiration</b>	<b>Age as of September 17, 2018</b>	<b>Position</b>
Peter Farrell	2018	76	Founder, chairman of the board, and nominee for re-election
Harjit Gill	-	53	Nominee for election as director
Ron Taylor	2018	70	Lead director, and nominee for re-election
Carol Burt	2019	60	Director
	2019	68	Director

Rich Sulpizio

Michael Farrell

2020

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Chief executive officer and director

Karen Drexler

2020

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Director

Jack Wareham

2020

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Director

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The following biographical information is furnished with regard to our directors (including nominees) as of September 17, 2018.

***Nominees for election at our annual meeting to serve for a three-year term expiring at the 2021 annual meeting:***

**Peter Farrell** is the founder and chairman of the board of ResMed and has been chairman and a director since its inception in June 1989.

Dr. Farrell also served as chief executive officer from July 1990 until December 2007, and from February 2011 until March 2013. Dr. Farrell served as executive chairman of the board from December 2007 until February 2011, and from March 2013 through December 2013. Since January 1, 2014, he has been a non-officer employee of ResMed.

From July 1984 to June 1989, Dr. Farrell served as vice president, research and development at various subsidiaries of Baxter International, Inc.; and from August 1985 to June 1989, he also served as managing director of the Baxter Center for Medical Research Pty Ltd., a Baxter subsidiary. From January 1978 to December 1989, he was foundation director of the Graduate School for Biomedical Engineering at the University of New South Wales, where he currently serves as a visiting professor and as chairman of the UNSW Centre for Innovation and Entrepreneurship. He also serves on the Visiting Committee of the Health Sciences & Technology Program at the Massachusetts Institute of Technology and on the MIT Dean of Engineering's Advisory Council.

In May 2018, Dr. Farrell was named chairman of the board at Arcturus Therapeutics Ltd (NASDAQ: ARCT), an RNA therapeutics company. He currently serves on two faculty advisory boards at the University of California, San Diego: the Rady Business School and the Jacobs Engineering School. He holds a B.E. in chemical engineering with honors from the University of Sydney, an S.M. in chemical engineering from the Massachusetts Institute of Technology, a Ph.D. in chemical engineering and bioengineering from the University of Washington, Seattle and a D.Sc. from the University of New South Wales for research contributions in the field of treatment with the artificial kidney.

From 2005 through May 2018, Dr. Farrell was a director of NuVasive, Inc., a NASDAQ-listed company which develops and markets products for the surgical treatment of spine disorders. From 2007 through 2014, he was the non-executive chairman of the board of QRx Pharma, a specialty pharmaceutical company.

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Dr. Farrell is a fellow or honorary fellow of several professional bodies, including being a member of the National Academy of Engineering, to which he was elected in 2012. Dr. Farrell was named 1998 San Diego Entrepreneur of the Year for Health Sciences, Australian Entrepreneur of the Year in 2001 and US National Entrepreneur of the Year for Health Sciences in 2005. Dr. Farrell joined the Executive Council of the Division of Sleep Medicine at Harvard Medical School in 1998, served as vice chairman from 2000 until 2010 when he became chairman; he served in that capacity until May 2013. In 2012, he joined the board of trustees of the Scripps Research Institute.

Dr. Farrell's son, Michael Farrell, is ResMed's chief executive officer and one of its directors.

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Dr. Farrell's role as our founder and chief executive officer for over 20 years provides him with a unique and deep understanding of our operations, technology and industry. In addition, his background reflects significant executive experience with other publicly-held medical technology companies and public company governance experience and training. This experience and training includes more than seven years of experience on the nominating and governance committee and one year of experience on the compensation committee of NuVasive, as well as coursework specific to corporate governance from the Harvard Business School.

Dr. Farrell's experience and skills led our board to the conclusion that he should serve as a director.

**Harjit Gill** is a newly-nominated candidate for director.

Since 2016 Ms. Gill is Advisor to Delmedica Investments, a Singapore-based company focused on respiratory healthcare and inventors of the X-Halo breath thermometer. She is also a member of the board of directors of Apollo Education and Training, Vietnam, a private company providing English teaching in Vietnam, where she has served since 2017. She is also the current Chapter Chair Gold of the YPO Singapore Chapter.

From 2015-2016 she served as Chief Operations and Marketing HTC, Taiwan.

From 1990-2015, she worked for Royal Philips in various roles. From 2012-2015, she was executive vice president and chief executive officer for Philips ASEAN & Pacific, based in Singapore responsible for Healthcare/Lighting and Consumer Lifestyle. From 2009-2012, she was senior vice president international sales, and from 2006-2009, was vice president Asia, both for Philips Consumer Lifestyle Products. Before 2006, she held progressive roles in the Netherlands, Hong Kong, Dubai, and Singapore for Consumer Electronics

From 2012 to January 2018, she served as a board member of the National University of Singapore, Entrepreneurship Committee. From 2012 to 2015, she was a board member of the Singapore International Chamber of Commerce. She is also a former member of the World Economic Forum South East Asia Council 2014/2015

Ms. Gill has a bachelor of arts (honors) in combined studies from the University of Manchester.

Ms. Gill was first recommended to us by a search firm retained by the nominating and governance committee. Her executive and operational experience and skills led our board to the conclusion that she should serve as a director, particularly her background in consumer healthcare, her experience in Asia, and her executive experience.



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