



By Email ([ken@cii.org](mailto:ken@cii.org))

Mr. Kenneth A. Bertsch  
Executive Director  
Council of Institutional Investors  
1717 Pennsylvania Avenue, NW  
Suite 350  
Washington, DC 20006

April 28, 2017

Dear Mr. Bertsch,

On behalf of Mr. End and the Board of Directors of IDEXX, I am writing in response to your April 6, 2017 letter regarding our planned change to a “virtual” annual meeting. This decision was made to *increase* shareholder participation while reducing costs.

We have historically had annual meetings at a hotel in Portland, Maine, the largest city in the state in which we are headquartered. Despite that, our annual meetings have been poorly attended. In 2016, fewer than 15 non-employee shareholders attended, and consistent with many of our past years, we received no questions. The expense, time and effort to plan and hold an in-person annual meeting, including the participation of our Board of Directors and senior management, is significant. To continue with this format – including in a “hybrid” approach – with such limited attendance simply did not make sense.

Before deciding to move to a virtual annual meeting, we reviewed the experiences of other companies who had made this change and were encouraged by the accessibility and transparency of their meetings. Given all these factors, we believe our planned move to a virtual meeting is in the best interest of the Company and our shareholders.

To ensure our virtual annual meeting is accessible and transparent and meets the needs of our shareholders, we will implement best practices for the meeting, consistent with the “Guidelines for Protecting and Enhancing Shareholder Participation in Annual Meetings” established in 2012 by a number of influential institutional shareholders who are also members of the Council. Specifically, we are:

- Publishing Rules of Conduct approximately a month in advance of the meeting, to ensure all shareholders have been notified of the meeting format and have received our established procedures for participation and voting;
- Enabling all shareholders to ask questions online and submit comments during the meeting;
- Enabling all shareholders to vote during the meeting; and
- Webcasting and archiving the meeting.



We, like you, believe that a successful annual meeting is driven by shareholder participation. To that end, we will evaluate the format for this year's meeting to guide our future thinking. We want the same result you do and think there is no reason technology can't be strongly enfranchising if used well.

Thank you for your interest in this matter. If you have additional questions, please let me know. I would be happy to discuss with you or your team at any time.

Sincerely,

A handwritten signature in blue ink that reads "Jacqueline Studer". The signature is fluid and cursive.

Jacqueline L. Studer  
Corporate Vice President, General Counsel and  
Corporate Secretary  
IDEXX Laboratories, Inc.

cc: Mr. William T. End, Lead Independent Director