

ALERE INC.  
Form DEF 14A  
June 12, 2015  
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**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**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

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12  
**Alere Inc.**

**(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):

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  - (1) Amount previously paid:
  
  - (2) Form, Schedule or Registration Statement No.:
  
  - (3) Filing Party:

(4) Date Filed:

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June 12, 2015

Dear Fellow Stockholder:

You are cordially invited to attend Alere Inc.'s Annual Meeting of Stockholders on Wednesday, July 22, 2015 at 3:00 p.m., local time, at the offices of Foley Hoag LLP located at 155 Seaport Boulevard, Boston, Massachusetts 02210.

In addition to the matters described in the attached proxy statement, after the Annual Meeting we will report on our activities for our fiscal year ended December 31, 2014. You will have an opportunity to ask questions and to meet our directors and executives.

**We are pleased to be able to offer to our stockholders the option to access our proxy materials on the Internet. We believe this option will be preferred by many of our stockholders, as it allows us to provide our stockholders the information they need in a convenient and efficient format.**

Whether or not you plan to attend the meeting in person, it is important that your shares be represented and voted. Accordingly, please review our proxy materials and request a proxy card to sign, date and return or submit your proxy or voting instruction card, as applicable, by telephone or through the Internet. Instructions for voting are included in the Notice of Internet Availability of Proxy Materials that you received and on the proxy card. If you attend the meeting and prefer to vote at that time, you may do so.

Thank you for your continued support of Alere. For those of you who plan to visit with us in person at the Annual Meeting, we look forward to seeing you.

Cordially,

Gregg J. Powers

Chairman of the Board

This proxy statement and the form of proxy are first being sent or given to stockholders on or about June 12, 2015 pursuant to rules adopted by the Securities and Exchange Commission.

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**ALERE INC.**

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**Date:** Wednesday, July 22, 2015

**Time:** 3:00 p.m., local time

**Place:** Foley Hoag LLP

Seaport West

155 Seaport Boulevard

Boston, Massachusetts 02210

**Purpose:**

We are holding this meeting to:

1. Vote upon the election of directors;
2. Approve amendments to our 2010 Stock Option and Incentive Plan to increase the number of shares of common stock available for issuance thereunder by 7,000,000, from 9,153,663 to 16,153,663 and to decrease the fungible share ratio from 3-to-1 to 2-to-1;
3. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2015;
4. Hold an advisory vote on executive compensation; and

7. Conduct such other business as may properly come before the Annual Meeting and at any adjournment or postponement thereof. The Company cordially invites all stockholders to attend the Annual Meeting in person. You may vote at the Annual Meeting and at any adjournment or postponement thereof if you were a stockholder of record at the close of business on June 5, 2015. We will begin mailing the Notice of Internet Availability of Proxy Materials on or before June 12, 2015. Our proxy materials, including this proxy statement and our 2014

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Annual Report, which includes financial statements for the year ended December 31, 2014, will also be available on or before June 12, 2015 via the Internet on the Investor Relations page of our corporate website, [www.alere.com](http://www.alere.com), under the heading "Annual Meetings & Reports" and on the website referred to in the Notice of Internet Availability of Proxy Materials.

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE PROPOSALS PRESENTED TO YOU IN THIS PROXY STATEMENT.**

**YOUR VOTE IS IMPORTANT. Please promptly vote your shares, as soon as possible, by mail, telephone or over the Internet by following the instructions included in the Notice of Internet Availability of Proxy Materials and on your proxy card, regardless of whether you plan to personally attend the Annual Meeting.**

Ellen Chiniara, Esq.

*Secretary*

June 12, 2015

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June 12, 2015

**ALERE INC.**

**51 Sawyer Road, Suite 200**

**Waltham, Massachusetts 02453**

**PROXY STATEMENT**

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors of Alere Inc. for use at our 2015 Annual Meeting of Stockholders (the Annual Meeting ) to be held on Wednesday, July 22, 2015 at 3:00 p.m., local time, at the offices of Foley Hoag LLP located at 155 Seaport Boulevard, Boston, Massachusetts, 02210, and at any adjournments or postponements of the annual meeting. References in this proxy statement to us, we, our and Company refer to Alere Inc., except where otherwise indicated, such as in the Compensation Committee Report and the 2014 Audit Committee Report.

**General Information**

**Delivery of Proxy Materials**

The Company's Board of Directors, or our Board, is soliciting your proxy to vote at the Annual Meeting to be held on Wednesday, July 22, 2015 and at any adjournments or postponements of the Annual Meeting. This proxy statement summarizes information that is intended to assist you in making an informed vote on the proposals described in this proxy statement. We are providing access to our proxy materials (including this proxy statement, together with a notice of meeting and our annual report) on the Internet pursuant to rules adopted by the Securities and Exchange Commission, or the SEC. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials, which we refer to as the Notice, to stockholders entitled to vote at the meeting. You may also request a printed copy of the proxy materials by mail. If you do so, these materials will also include a proxy card for the annual meeting. The Notice that you received via mail provides instructions for accessing the current proxy materials on the Internet, requesting a printed copy of the proxy materials, establishing your future preferences for proxy material delivery and casting your vote via the Internet. To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by July 10, 2015.

All stockholders will have the ability to access the proxy materials on a website referred to in the Notice and may also request a printed copy of the proxy materials at no charge. If you request a printed copy of the proxy materials, we will mail them to you within three business days of our receipt of your

request. In addition, stockholders may permanently elect to receive future proxy materials in either electronic form by email or printed form by mail. If you make such an election, we will continue to send you the materials pursuant to your election until you notify us otherwise, except as otherwise permitted by law.

**Who May Vote**

Holders of our common stock, as recorded in our stock register at the close of business on June 5, 2015, may vote on matters properly presented at the Annual Meeting. As of that date, there were 85,390,272 shares of our common stock outstanding, each of which is entitled to cast one vote

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per share. A list of stockholders will be available for inspection for at least ten days prior to the Annual Meeting at the Company's principal executive offices at 51 Sawyer Road, Suite 200, Waltham, MA 02453.

### **Electronic Access to Proxy Materials and Annual Report**

The Notice includes instructions regarding how to:

view your proxy materials for the annual meeting on the Internet; and

instruct us to send you all future proxy materials by email.

If you choose to receive future proxy materials by email, next year you will receive an email with a link to the proxy materials and proxy voting site. Your election to receive future proxy materials by

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email will remain in effect until you terminate your election. We may send you proxy materials by other means if otherwise permitted by law. Choosing to receive your future proxy materials by email will save us the cost of producing and mailing these documents.

### **Matters to be Voted Upon at the Annual Meeting**

You will be voting on the following matters:

the election of directors;

the approval of amendments to our 2010 Stock Option and Incentive Plan, or the 2010 Plan, to increase the number of shares available for issuance thereunder by 7,000,000 shares and to decrease the fungible share ratio from 3-to-1 to 2-to-1;

the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2015 fiscal year;

the approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in this proxy statement; and

such other business as may properly come before the Annual Meeting and at any adjournment or postponement thereof.

### **Voting Requirements**

In order to carry on the business of the Annual Meeting, we must have a quorum. Under our by-laws, this means that at least a majority of the shares outstanding on the record date and entitled to vote must be present in person or represented by proxy at the Annual Meeting. Proxies marked as abstaining or

withheld, limited proxies and proxies containing broker non-votes (as defined below) with respect to any matter to be acted upon by stockholders will be treated as present at the Annual Meeting for purposes of determining a quorum, but will not be counted as votes cast on such matter. If you hold your shares through a broker, bank or other nominee (i.e., in street name), you must instruct your broker or nominee how to vote your shares. If you do not provide timely voting instructions, your broker may or may not have the discretion to vote the shares you beneficially own. A broker non-vote occurs when a broker or other nominee does not receive voting instructions from a beneficial owner and does not have the discretion to vote the beneficial owner's shares on a proposal. In the case of a broker non-vote, your broker or nominee can register your shares as being present at the Annual Meeting for purposes of determining the presence of a quorum, but will not be able to vote your shares on those matters for which it requires specific voting instructions from the beneficial owner.

Under the rules of the New York Stock Exchange, or NYSE, we anticipate that all of the proposals in this proxy statement, other than the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015, will be non-discretionary matters for which specific voting instructions from beneficial owners are required. As a result, brokers and other nominees subject to the NYSE rules will not be allowed to vote with respect to any proposal (except as aforesaid) on behalf of a beneficial owner if the beneficial owner does not provide specific voting instructions on that proposal.

The vote requirement for each matter is as follows:

### **Proposal 1:**

**Election of Directors**

Under our by-laws, director nominees must be elected by a majority of the votes properly cast at the Annual Meeting. Votes may be cast FOR or AGAINST each nominee. A nominee will be elected only if the number of votes cast FOR that nominee

exceeds the number of votes cast AGAINST that nominee. Abstentions and broker non-votes will be excluded entirely from the vote and will have no effect on the outcome of the election.

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**Proposal 2:**

**Approval of Amendments to the 2010 Stock Option and Incentive Plan to Increase the Number of Shares Available for Issuance thereunder and to Decrease the Fungible Share Ratio**

Under our by-laws, the approval of the proposal to amend the 2010 Plan to increase the number of shares of common stock available for issuance thereunder and to decrease the fungible share ratio requires the affirmative vote of a majority of the votes properly cast FOR and AGAINST this proposal. Abstentions and broker non-votes will not be counted as votes cast on this matter and, accordingly, will have no effect on the outcome of the vote. In order to satisfy the rules of the NYSE, however, the total votes cast on the proposal must represent over 50% in interest of all securities entitled to vote on the proposal, a requirement that

we refer to as the NYSE Voting Requirement. Under the rules of the NYSE, abstentions will count as votes cast with respect to this matter; accordingly, abstentions will be included in determining whether the NYSE Voting Requirement has been achieved, but will have the same effect as votes AGAINST the proposal. Broker non-votes will not be counted as votes cast on this matter; accordingly, broker non-votes will make it more difficult for the NYSE Voting Requirement to be achieved (as they will not be included), but if the NYSE Voting Requirement is achieved, they will have no effect on the outcome of the vote.

**Proposal 3:**

**Ratification of Selection of PricewaterhouseCoopers LLP as Our Independent Registered Public Accounting Firm**

The ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 requires the affirmative vote of a majority of the votes properly cast FOR and

AGAINST this proposal. Abstentions and broker non-votes will not be counted as votes cast on this matter and, accordingly, will have no effect on the outcome of the vote.

**Proposal 4:**

**Advisory Vote on Executive Compensation**

The approval of the non-binding proposal to approve the compensation of our named executive officers requires the affirmative vote of a majority of the votes properly cast FOR and AGAINST this

proposal. Abstentions and broker non-votes will not be counted as votes cast on this matter and, accordingly, will have no effect on the outcome of the vote.



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**The Board of Directors Voting Recommendations**

The Board recommends that you vote:

1. **FOR** the election of each of the director nominees named in this proxy statement;
2. **FOR** the approval of amendments to our 2010 Stock Option and Incentive Plan to increase the number of shares available for issuance thereunder and to decrease the fungible share ratio;
3. **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2015 fiscal year; and
4. **FOR** the approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in this proxy statement.

**How to Vote**

Your vote is important. Your shares can be voted at the Annual Meeting only if you are present in person or represented by proxy. Even if you plan to attend the Annual Meeting, we urge you to authorize your proxy in advance. We encourage you to authorize your proxy electronically by going to the website identified on the Notice or your proxy card, or by calling the toll-free number (for residents of the United States and Canada) listed on the Notice or your proxy card. Please have the Notice or your proxy card in hand when going online or calling. ***If you authorize your proxy electronically or by telephone, you do not need to return your proxy card.*** If you received proxy materials by mail and choose to authorize your proxy by mail, simply mark your proxy card, and then date, sign and return it in the postage-paid envelope provided.

If you hold your shares in street name, i.e., through a nominee (such as a bank or broker), you may be able to authorize your proxy by telephone or the Internet as well as by mail. You should follow the instructions you receive from your broker or other nominee to vote these shares.

**How Proxies Work**

Our Board is asking for your authority for our designated proxy holders, Namal Nawana and Ellen Chiniara (or their substitutes), to vote your shares at the Annual Meeting, and at any adjournment or

postponement thereof, in the manner you direct. With respect to the election of directors, you may vote FOR or AGAINST each of our nominees for director or you may ABSTAIN from voting. With respect to the other proposals, you may vote FOR or AGAINST the proposal or ABSTAIN from voting.

Your shares will be voted at the Annual Meeting as directed by your electronic proxy, proxy card or voting instructions if: (1) you are entitled to vote, (2) your proxy was properly executed or properly authorized electronically or by telephone, (3) we received your proxy prior to the Annual Meeting and (4) you did not revoke your proxy prior to or at the Annual Meeting.

If you authorize your proxy electronically or by telephone or send a properly executed proxy card without specific voting instructions, the designated proxy holders will vote your shares FOR the election of our nominees for director and FOR any other proposals for which the Board has recommended a favorable vote.

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As of the date hereof, we do not know of any other business that will be presented at the Annual Meeting. If other business shall properly come before the Annual Meeting, including any proposal submitted by a stockholder that was omitted from this proxy statement in accordance with applicable federal securities laws, the designated proxy holders will vote your shares according to their best judgment.



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### **Changing Your Vote or Revoking a Proxy**

You may change your vote or revoke your proxy at any time before it is voted at the Annual Meeting by

voting again on the Internet or by telephone (only the latest Internet or telephone proxy will be counted);

properly executing and delivering a later-dated proxy card;

voting by ballot at the Annual Meeting; or

notifying our Corporate Secretary of the revocation in writing.

Attendance at the Annual Meeting will not by itself revoke a previously granted proxy. **IF YOU HOLD YOUR SHARES IN STREET NAME, YOU SHOULD FOLLOW THE INSTRUCTIONS YOU RECEIVE FROM YOUR BROKER OR OTHER NOMINEE TO REVOKE YOUR PROXY.**

### **Solicitation**

In addition to this mailing, our employees may solicit proxies personally, electronically or by telephone, press release, facsimile, telegraph, the Internet or advertisements. We will pay all of the costs of this proxy solicitation. We will also reimburse brokers, banks, nominees and other fiduciaries for their expenses in sending these materials to you and getting your voting instructions. We have engaged Innisfree M&A Incorporated to provide ongoing advice and informational support for a monthly fee of \$7,500, plus customary disbursements. Those services include proxy solicitation services for the Annual Meeting at no additional cost based on the proposals included in this proxy statement.

### **If You Receive More Than One Proxy Card or Voting Instruction Form**

If you hold your shares in multiple accounts or registrations, or in both registered and street name, you will receive a Notice or voting instruction form for each account. Please sign, date and return all proxy cards you receive from the Company. If you choose to vote by phone or via the Internet, please vote once for each Notice you receive. Only your latest dated proxy for each account will be voted.

### **Dissenter s Rights**

Under Delaware law, you will not have dissenter s, appraisal or other similar rights with respect to any of the proposals set forth in this proxy statement.

### **Multiple Stockholders Sharing the Same Address**

Please note that brokers may deliver only one Notice or set of proxy materials to multiple stockholders sharing an address unless we have received contrary instructions from one or more of those stockholders. This practice, known as householding, is designed to reduce printing and postage costs. If any stockholder residing at such an address wishes to receive a separate Notice or set of proxy materials, we will promptly deliver a separate copy to any stockholder upon written or oral request to Jackie Lustig at Alere Inc., 51 Sawyer Road, Suite 200, Waltham, MA 02453, by telephone at (781) 647-3900 or by e-mail at jackie.lustig@alere.com. Stockholders can also contact Jackie Lustig in this manner to indicate that they wish to receive separate Notices or sets of proxy materials, as applicable, in the future or to request that we send only a single Notice or set of materials to stockholders sharing an address who are currently receiving multiple copies.

### **If You Have Any Questions**

If you have any questions, or need assistance in voting your shares, please contact Innisfree M&A Incorporated, toll-free, at 1-877-825-8619.



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### **Corporate Governance**

#### **The Board of Directors**

Our Board currently consists of eleven members, all of whose current terms will expire at our 2015 annual meeting of stockholders. Effective immediately following the 2015 annual meeting of stockholders the size of our Board has been reduced to ten members.

Our Board has determined that the following directors are independent under the rules of the New York Stock Exchange, or NYSE: Dr. Regina Benjamin, Dr. Björklund, Ms. Goldberg, Mr. Levy, Mr. Stephen P. MacMillan, Mr. Markison, Dr. McKillop, Mr. Powers, Mr. Roosevelt and Dr. Quelch. The Board has also determined that Dr. Ginsburg is independent under those rules.

Our Board held 17 meetings during 2014. We have no formal policy regarding Board members' attendance at the annual meetings of stockholders. Last year, four Board members attended our annual meeting of stockholders. Further, during 2014, all Board members attended at least 75% of the 17 meetings held, other than Håkan Björklund who attended 65% of those meetings, and each Board member attended at least 75% of the meetings of each committee on which he or she served.

Our Board has an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee, each composed solely of directors who satisfy the applicable independence requirements of the NYSE's listing standards for such committees. All three committees operate pursuant to written charters, which are posted in the *Corporate Governance* section of the *Investor Relations* page on our website at [www.alere.com](http://www.alere.com). The key practices and procedures of our Board are outlined in the Corporate Governance Guidelines, which are also available on the *Corporate Governance* section of our website under *Governance Committee Documents*.

#### **The Audit Committee**

The Audit Committee consists of Mr. Levy, its Chairperson, Mr. Markison and Dr. McKillop. Among other things, the Audit Committee oversees our accounting and financial reporting processes, including the selection, retention and oversight of our independent registered public accounting firm and the pre-approval of all auditing and non-auditing services provided by our independent registered public accounting firm. The Audit Committee's 2014

Audit Committee Report is included in this proxy statement beginning on page 50. The Board has determined that Mr. Levy is an audit committee financial expert, as defined by SEC rules adopted pursuant to the Sarbanes-Oxley Act. The Audit Committee held ten meetings during 2014.

#### **The Compensation Committee**

The Compensation Committee consists of Mr. MacMillan, its Chairperson, Ms. Goldberg, Dr. Björklund and Mr. Markison. The Compensation Committee develops and implements executive officer and director compensation policies and plans that provide incentives intended to promote our long-term strategic plans and that are consistent with our culture and the overall goal of enhancing enduring stockholder value. Under its charter, the Compensation Committee may delegate any or all of its responsibilities to a subcommittee, but to date it has not chosen to do so. During 2014, the Compensation Committee held 12 meetings. The Compensation Discussion and Analysis recommended by the Compensation Committee to be included in this proxy statement begins on page 29. Among other things, the Compensation Discussion and Analysis describes in greater detail the Compensation Committee's role in the executive compensation process. In addition, the Compensation Committee's role in establishing director compensation is described in more detail under *Compensation of Directors* beginning on page 47 of this proxy statement.

#### **The Nominating and Corporate Governance Committee**

Our Nominating and Corporate Governance Committee consists of Dr. Quelch, its Chairperson, Dr. Benjamin, Mr. Roosevelt and Mr. Powers. The Nominating and Corporate Governance Committee is charged with recommending nominees for election to the Board, overseeing the selection and composition of committees of the Board, developing and recommending corporate governance principles and overseeing our continuity planning process. The Nominating and Corporate Governance Committee conducts inquiries into the backgrounds and qualifications of possible director candidates and has the authority to retain any search firm or other advisors to assist in identifying candidates to serve as directors. The Nominating and Corporate Governance Committee has established certain membership criteria



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for our Board. The Board membership criteria can be viewed under the heading *Governance Committee Documents* in the *Corporate Governance* section of the *Investor Relations* page of our website at [www.alere.com](http://www.alere.com). Pursuant to the committee's charter, in identifying and evaluating director candidates, including candidates proposed or recommended by stockholders, the Nominating and Corporate Governance Committee takes into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board. While we do not have a formal diversity policy for Board membership, the Board seeks directors who represent a mix of backgrounds and experiences that will enhance the quality of its discussions and decisions. The Nominating and Corporate Governance Committee considers diversity with respect to viewpoints, accomplishments, skills, experiences and community involvement, among other factors such as gender, race, national origin and age, in its evaluation of candidates for Board membership. Such diversity considerations are discussed by the Nominating and Corporate Governance Committee in connection with the general qualifications of each potential nominee. In considering candidates for the Board, the Nominating and Corporate Governance Committee considers the entirety of each candidate's credentials in the context of these standards and whether the candidate would bring a unique perspective to the Board, which is consistent with the committee's goal of creating a board of directors that best serves our needs and the interests of our stockholders. The Nominating and Corporate Governance Committee employs a search firm to initially identify and screen nominee candidates. During 2014, the Nominating and Corporate Governance Committee held six meetings.

### **Executive Sessions**

Our non-management directors meet at regularly scheduled executive sessions without management participation, generally in connection with regularly scheduled Board meetings. Since the appointment of Mr. Powers as our Chairman of the Board in May 2014, he has presided over executive sessions of our non-management directors at which he was present. From October 2013 to May 2014, Mr. Levy served as our Lead Independent Director and in that capacity presided over executive sessions of our non-management directors at which he was present. Prior to that, the non-management directors selected a director to preside over each such executive session.

### **Board Leadership Structure and Role in Risk Oversight**

In May 2014, our Board of Directors separated the positions of Chairman of the Board and Chief Executive Officer. In conjunction with this separation of positions, Gregg J. Powers was appointed to serve as the independent Chairman of the Board.

Our Board believes that, at this time, separating the roles of Chairman and Chief Executive Officer allows for enhanced corporate governance and board oversight of management. The Board also believes that the separation of the Chairman and Chief Executive Officer roles allows the Chief Executive Officer to focus more of his time and energy on operating and managing the Company.

In October 2013, the Board amended our by-laws to provide for a Lead Independent Director to be appointed by our independent directors whenever our Chairman is also our Chief Executive Officer. Mr. Levy was appointed as the Board's first Lead Independent Director in October 2013 and served in that capacity until May 2014 when Mr. Powers was elected as our Chairman. Mr. Levy continues to serve as an independent member of our Board.

All of the directors on each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee are independent directors.

Management is responsible for the day-to-day management of the risks that we face, while our Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board is responsible for satisfying itself that our risk management processes are adequate and functioning as designed. The Board's involvement in risk oversight includes receiving regular reports from members of our senior management and evaluating areas of material risk, including operational, financial, legal, regulatory, strategic and reputational risks. In addition, the Board has delegated risk oversight to each of its key committees within their areas of responsibility. The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee each report at the next meeting of the Board all significant items discussed at each committee meeting, which includes a discussion of any items relating to risk oversight. The Compensation Committee assists the Board in its risk oversight function by overseeing strategies related to our incentive compensation

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programs and key employee retention. The Audit Committee assists the Board in its risk oversight function by reviewing our system of disclosure controls and procedures and our internal control over financial reporting. The Nominating and Corporate Governance Committee assists the Board in its risk oversight function by managing risks associated with director candidate selection, governance and succession matters.

### **Communications with the Board**

Stockholders and interested parties wishing to communicate with our Board or any director or group of directors (including only the non-management directors) should direct their communications to: Secretary, Alere Inc., 51 Sawyer Road, Suite 200, Waltham, MA 02453. Stockholder communications must state the number of shares of our stock beneficially owned by the stockholder sending the communication. The Secretary will forward the stockholder or interested-party communication to the Board or to any individual director or directors to whom the communication is directed; provided, however, that if the communication is unduly hostile, profane, threatening, illegal or otherwise inappropriate, the Secretary has the authority to discard the communication and take any appropriate legal action.

### **Code of Ethics**

Our Board has adopted a code of ethics that applies to all of our employees and agents worldwide, including our chief executive officer, our chief financial officer, our chief accounting officer, our other executive officers and the members of the Board. Known as the Alere Inc. Code of Conduct, the code of ethics is posted in its entirety in the *Corporate Governance* section of the *Investor Relations* page of our website at [www.alere.com](http://www.alere.com). We intend to make required disclosures of amendments to our code of ethics, or waivers of a provision of our code of ethics, on the Corporate Governance page of our website.

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**Proposal 1**

**Election of Directors**

Our Board of Directors is comprised of eleven members. At the 2015 Annual Meeting, the term of all eleven directors will expire, at which time the size of our Board has been reduced to ten members. We are recommending the re-election of nine of our current directors and the election of one new director at the 2015 Annual Meeting, each of whom has been recommended by our Nominating and Corporate Governance Committee and approved by our Board. Directors elected at the 2015 Annual Meeting will hold office until the next annual meeting of stockholders and will continue in office until their successors are duly elected and qualified or until their earlier death, resignation, disqualification or removal. Each person nominated below has consented to being named in this proxy statement and has agreed to serve if elected.

Each of our nominees has professional experience in areas relevant to our strategy and operations and offers leadership and diverse perspective that are important for the continued success of the Company. We believe our nominees also possess other attributes necessary to contribute to an effective Board: integrity, honesty and adherence to high ethical standards; business acumen; sound and independent judgment; ability to devote significant time to serve on our Board of Directors and its committees and to work in a collaborative manner with other Board members; and an unwavering commitment to representing the long-term interests of all of our stockholders.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE BOARD'S FOLLOWING TEN NOMINEES FOR DIRECTOR ON THE PROXY CARD OR VOTING INSTRUCTION FORM:**

**Gregg J. Powers** joined our Board in August 2013 and became Chairman of the Board in May 2014. Mr. Powers has served as the Chairman of Private Capital Management, an institutional investment management firm, since 2009 and as that firm's Chief Executive Officer since 2008. Mr. Powers joined Private Capital Management in 1988 and served in a number of roles with that firm, including as its President, before assuming his current positions. In addition to his duties as Chairman and Chief Executive Officer of Private Capital Management, Mr. Powers also serves as a

portfolio manager for that firm and oversees all aspects of the investment of client portfolios. Since August 2013, Mr. Powers has served as a director of Quantum Corporation, a data protection and management company, where he serves on the Corporate Governance and Nominating Committee. Mr. Powers is a member of our Board's Nominating and Corporate Governance Committee. Mr. Powers' appointment to our Board was in response to stockholder feedback regarding the importance of direct stockholder representation. The Directors nominated Mr. Powers for re-election because they believe