GECN™ Guerdon

2019

Seven Lessons from Engaged Investors:

Findings of the 2019 GECN Global Trends in Corporate Governance Study

GECN™ GROUP

GLOBAL GOVERNANCE AND EXECUTIVE COMPENSATION GROUP

New York • Los Angeles • London • Zurich • Geneva • Kiev
Beijing • Shanghai • Singapore • Melbourne • Sydney

About This Report

The Global Governance and Executive Compensation Group (GECN Group) is an organization of independent consulting firms jointly serving over 300 clients in more than 30 countries. Each year, the GECN Group publishes its signature research report, the Global Trends in Corporate Governance. In 2018, the series explored - across 20 countries on six continents - executive remuneration, board structure and composition, and shareholder rights.

This year we examine investors' perspectives on these and other issue of importance to them and discuss how they are raising these concerns with the companies in which they invest.

In the past year, the GECN Group conducted 25 comprehensive interviews with asset owners and asset managers, including active and index investors. We also analyzed a selection of quantitative data relating to corporate governance practices and the variety of approaches that investors are taking to reach management and the board to better address their concerns.

Based on our research, we identified seven questions that corporations need to ask themselves if they want to engage successfully with their shareholders. Collectively, our research provides a global and regional perspective on the issues of greatest importance to investors and suggests how corporates can anticipate these issues and respond to them in the most effective manner. This executive summary encapsulates our findings. A comprehensive report is available at *http://gecn.com/seven-lessons-from-engaged-investors/*.

Client Service Collaboration | Knowledge Sharing | Employee Exchanges | Data Exchange (pay, practices) | Client Publications

This report is organized in the following sections:

The **GECN Group** is comprised of leading independent firms around the globe specializing in governance, performance, and compensation. Serving more than 300 clients across 30 countries, GECN consultants advise boards, C-suite executives, and other decision-makers on enhancing value through the strategic use of compensation.

Guerdon Associates Pty Ltd is an independent firm that provides executive and director remuneration and board effectiveness services that contribute to improved and sustainable shareholder value. It brings together behavioural, financial and legal disciplines, comprehensive data and research, a measurement framework, and a global network to achieve this regionally, nationally and globally. Contact us at info@guerdonassociates.com.

Introduction

Asset owners and asset managers are changing the way they view, assess, and value their portfolio companies. At the same time, investors, consumers, and other stakeholders are becoming much more actively engaged in shaping the corporate agenda and pressuring management and the board to concentrate more intently on developing a credible plan for long-term success.

A particular focus of these activities is influencing management and the board to articulate how they will direct the environmental, social, and governance (ESG) aspects of their activities, and to disclose their practices in these areas—all while producing competitive returns.

Rather than focusing only on company financials and the next quarterly report, investors are beginning to incorporate non-financial considerations in their decision-making processes and demand greater disclosure on these issues. How should portfolio companies prepare themselves for these developments while addressing the competitive pressures and other challenges of a changing global economy? How should they address such challenges as governance, diversity, and increasingly, climate change, all while staying focused on the business? What disclosures should they be prepared to make on these issues? Where is the intersection between doing what's "right" for all stakeholders and creating value for shareholders? While not mutually exclusive, how are these goals best approached and communicated?

I. A Changing Investor Ecosystem

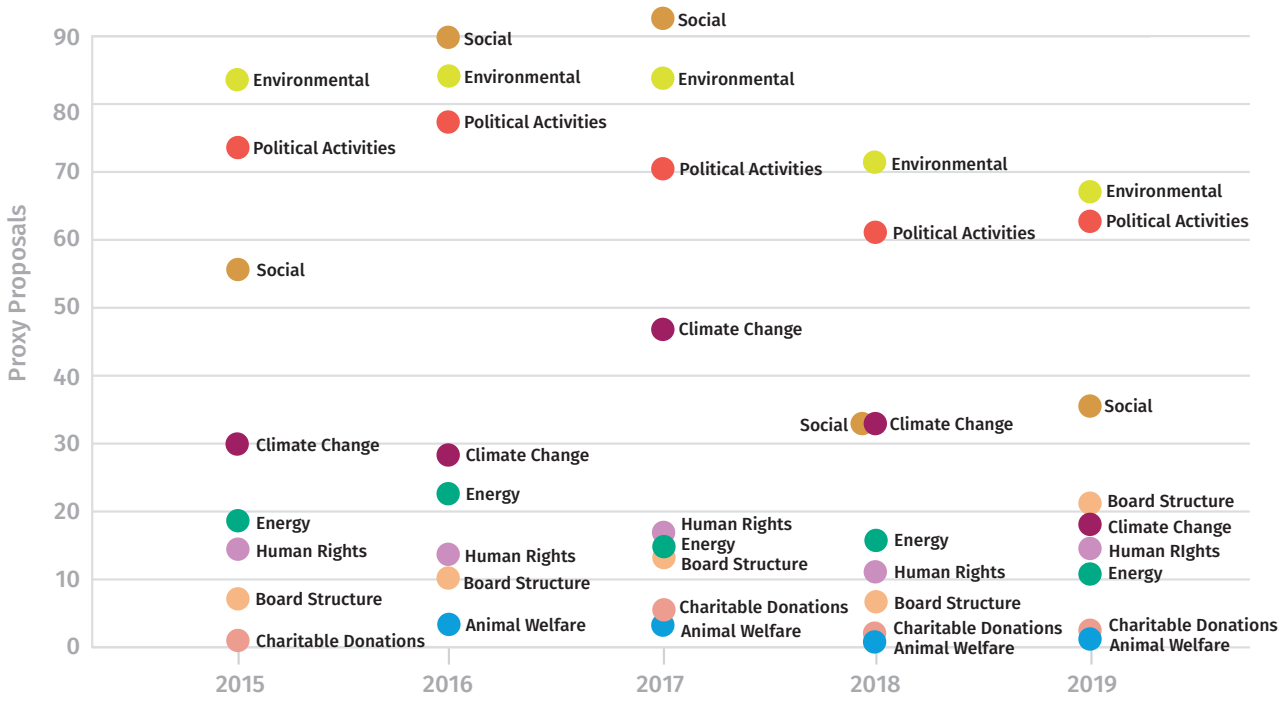
Fueling investor concerns are a chain of recent corporate calamities that point to deep management and cultural problems within their portfolio companies. These include the collapse of Brazilian mining giant Vale's Brumadinho dam which killed hundreds of people; the 2017 Equifax data breach that exposed the personal information of 145 million U.S. consumers; and the 2016 scandal in which Wells Fargo branch employees were found to have opened millions of phony accounts without customer knowledge.

Failures such as these are altering investors' perspective on what issues to consider as they make investment decisions. In this context, one item is emerging as basic: that a company must have a real ESG policy. No longer a "nice to have," asset owners and managers increasingly view this as a material contributor to their portfolio companies' long-term success or failure.

In other words, investors expect their portfolio companies to recognize and manage the full range of their internal and external risks in pursuit of returns. In a visible sign of this trend, the past five years have seen shareholders introduce large numbers of shareholder proposals on ESG-related topics (see Fig. 1, below), with environmental risks emerging as the most common. With improving communication between investors and corporates, ESG issues are typically handled through shareholder engagement versus shareholder proposals.

Global Environmental and Social Proposals (E and S): 2015 – 2019

Fig. 1



Social and environmental issues as well as company political activities have been the most frequent topics of ESG-related shareholder proposals over the past five years. Issues related to board structure, energy, and charitable donations have surfaced regularly as well.

The investor ecosystem is also being transformed by two powerful outside forces: regulatory pressures and the rise of passive or index investing. Investors are facing pressure from standards-setting bodies and regulators, particularly in Europe, to step up their oversight of portfolio companies. They are also adopting stewardship codes on a comply-or-explain basis; in some jurisdictions, such as the UK, they are required to report their stewardship activities annually.

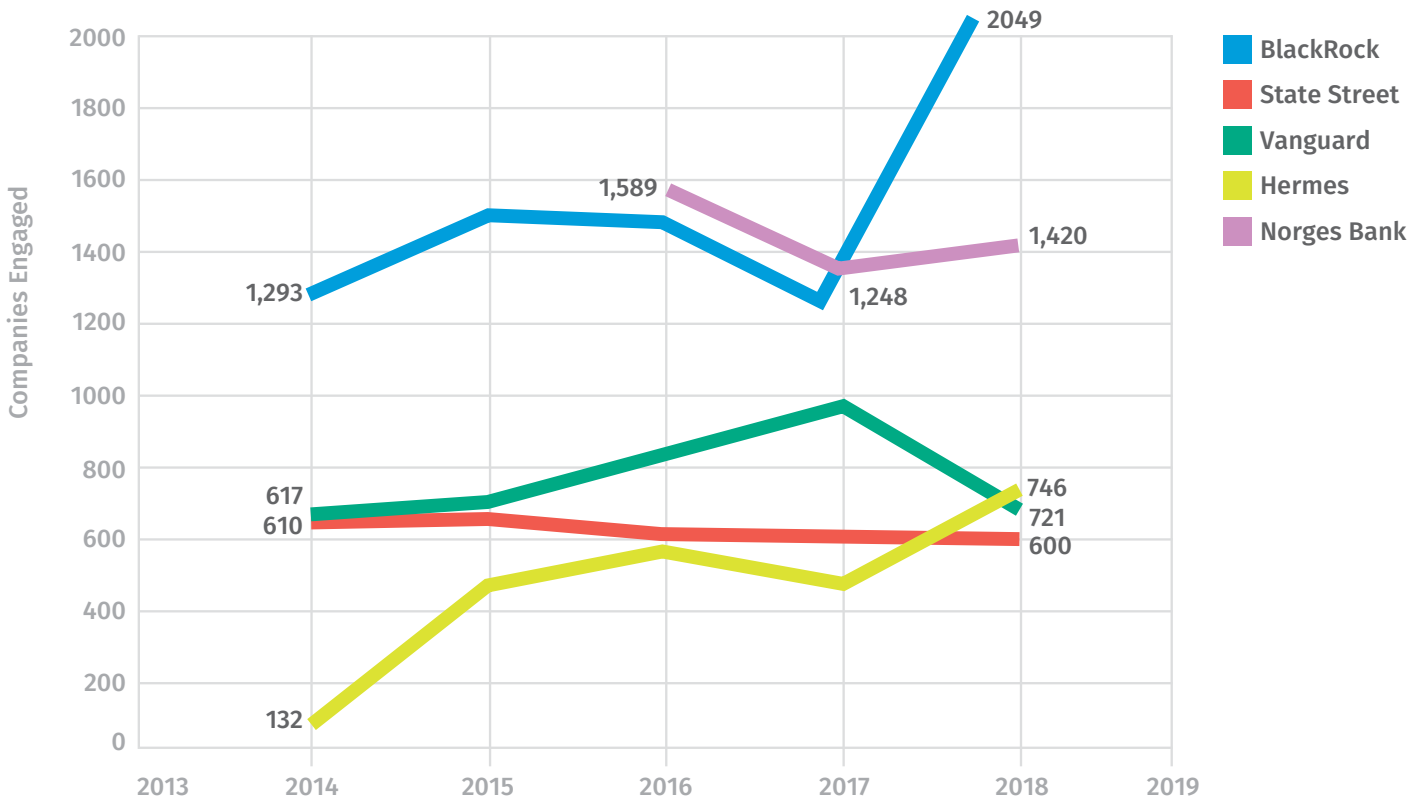
Meanwhile, the global rise of index investing is prompting investors to take a longer-term perspective on their holdings. Because their strategy is to replicate a particular index, selling certain equities when they have an ESG concern is generally not an option. This approach is likely to persist as Vanguard, BlackRock, and State Street Global Advisors, which together control three-quarters of all passive-fund assets, have augmented their shareholder engagement teams and intensified their efforts in this direction (see Fig. 2, below).

Investors such as State Street are shifting their focus toward active ownership—i.e., from proxy voting to personal engagement with management and the board.

When engagement doesn't yield the desired result, investors may decide to vote against the re-election of directors or other management proposals and may elevate the issue through groups like the Council of Institutional Investors (CII), shareholder proposals, or the media.

Fig. 2

Company Engagements by Selected Global Investors: 2014 – 2018



The world's largest index-fund managers have all sharply intensified their engagement with portfolio companies over the past six years. *Source: Farient Advisors LLC 2019, based on engagement and governance reports published by investors.*

As investors continue to focus on these issues, demand information, and work to strengthen their ability to engage and sometimes challenge portfolio companies, a more robust feedback loop is emerging (see Fig. 3, below). It begins with the appearance of a new issue in the public discourse (social media, traditional media, etc.), moves to large investors engaging globally through to their portfolio companies, and then comes back into the public discourse as corporates attempt to address these concerns. This cycle is accelerating and intensifying.

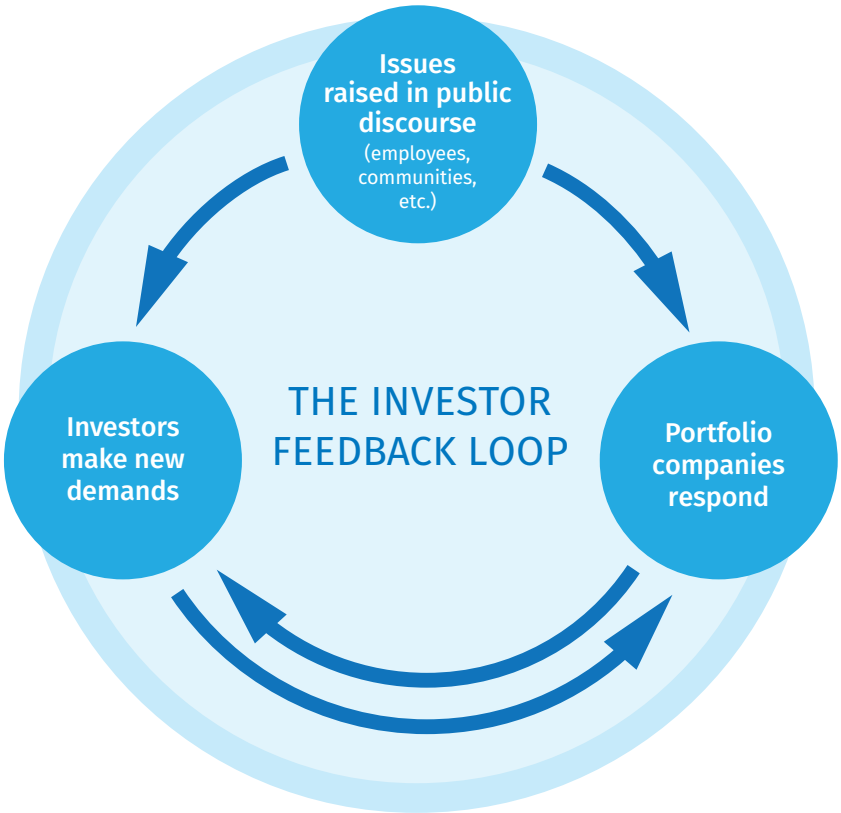


Fig. 3

"Without a good governance structure where executive management teams, the board, and shareholders are all accountable for their roles, it's very difficult to manage the E and the S."

– Aeisha Mastagni, California State Teachers' Retirement System (CalSTRS)

II. Governance and the Role of the Board

Investors emphasize that good governance is the foundation of ESG. Without sound management and careful oversight by an independent, and independently-minded, board, as well as appropriate company control functions, companies can't build and execute a sustainable vision for long-term success, including the non-financial components of that vision.

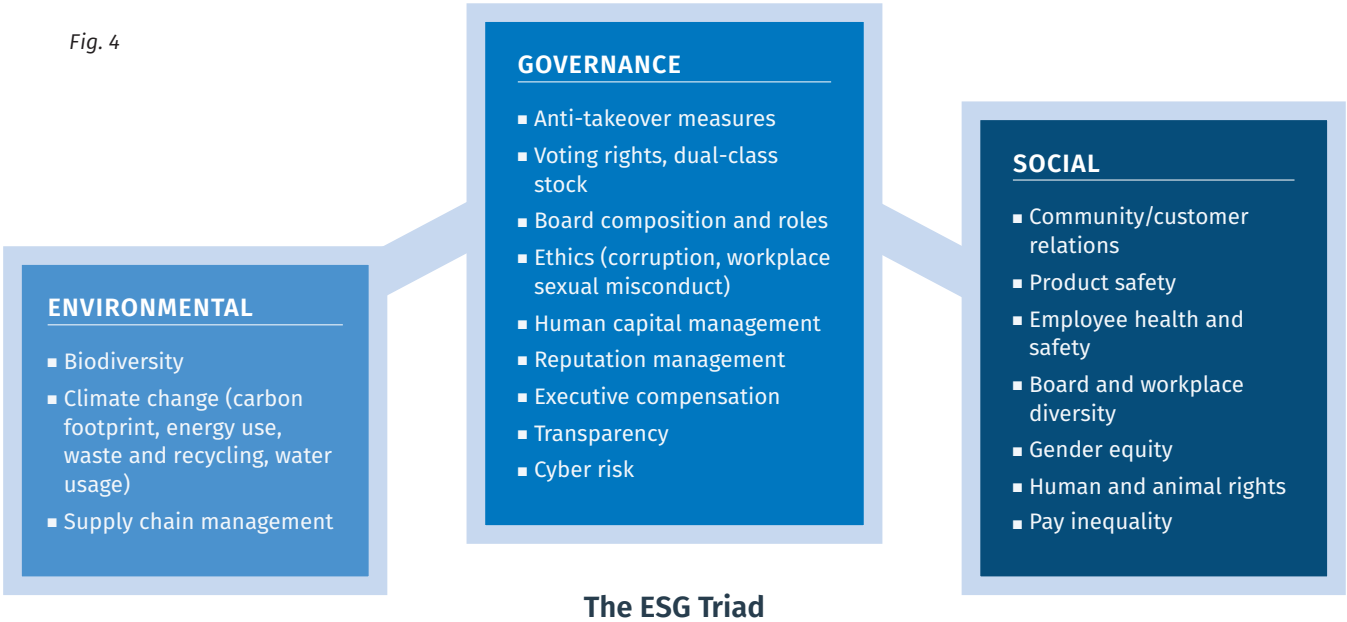
Good governance begins with the board and embraces three further issues of importance to investors: diversity and human capital management, executive remuneration, and engagement and responsiveness. Good governance also improves the company's ability to address climate change and other environmental and social issues that make up the other two sides of the ESG triad (see Fig. 4, below).

Most investors interviewed believe an independent board with a deep understanding of the business and a diversity of skills ensures sound decision-making and is essential to any company's long-term success. The board must not be captive to management and must have the skills and aptitude to provide appropriate oversight of the CEO and the entire C-suite.

To assure themselves that the board is truly independent and that the directors have the time to fulfill their role on behalf of shareholders, several investors said they request detailed profiles of directors that clearly articulate their relationship to management and their other external commitments. Such information should be publicly available to all stakeholders.

Investors are also paying more attention to the effectiveness of the board's committee structure and the membership of key committees, such as audit and remuneration. Some investors expressed concern that when a risk, such as cybersecurity, needs a home, it is often quickly assigned to the audit committee. This overloads a committee that already has a full agenda and deprives these important areas of the close attention they need. Investors also expressed a strong preference that board members rotate out of their committee postings often enough to guarantee independent thinking in these roles.

Fig. 4



The ESG Triad

III. Human Capital Management and Diversity

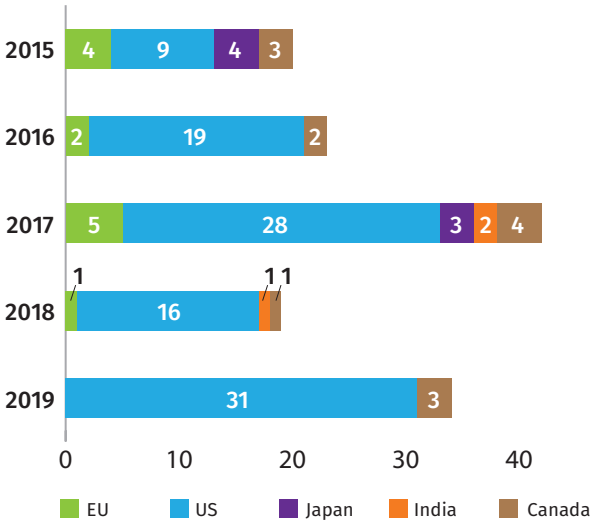
"Board independence is very important. Next comes diversity. Those are the two areas that we typically look at in terms of corporate governance on the board," says Seiji Kawazoe, Chief Officer of Stewardship Development at Sumitomo Mitsui Trust Asset Management Co. Ltd. One way to view diversity is that it is a facet of human capital management; diversity aims to bring a richer mix of talent, experience, and expertise to the company and its decision-making processes.

"Investors are taking a careful look at the way that companies are managing their employee base and their ability to attract and retain staff," says Andrew Ninian, director of stewardship and corporate governance at the UK Investment Association. "That has meant that all employee pay is rising up on the board agenda, so that for pay ratio disclosures, one of the most interesting aspects is going to be the denominator."

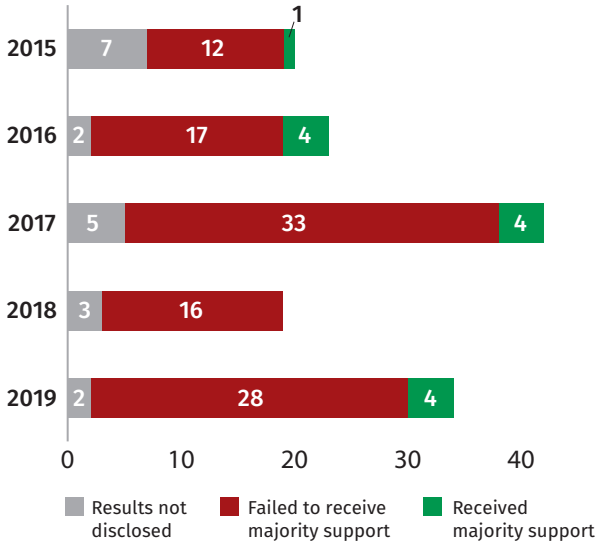
Responses from companies themselves vary considerably. Investors globally tell us they obtain this information from a variety of sources, including investor relations contacts, news media, proxy advisors, and other third parties; this does not mean, however, that investors necessarily demand specific human capital KPIs.

While the definition of diversity continues to expand, gender diversity remains by far the most commonly raised concern related to board composition and structure, as it is considered to be insufficiently addressed in many places. In Japan, for example, "the number of women who are potential candidates for director positions is very, very, limited, in effect because there are few women in management," says Atsushi Matsunaga, director at IR Japan, Inc., a financial consultant,

Frequency of Shareholder Proposals Related to Diversity: 2015 – 2019 *Fig. 5*



Results of Shareholder Proposals Related to Diversity: 2015 – 2019 *Fig. 6*



The number of shareholder proposals related to diversity is rising around the world, and particularly in the U.S., but they are still unlikely to receive majority support. *Source: Proxy Insight, 2019*

"and Japanese investors understand that. They know that if they push Japanese companies to introduce more women directors, it's unrealistic for the companies to do it."

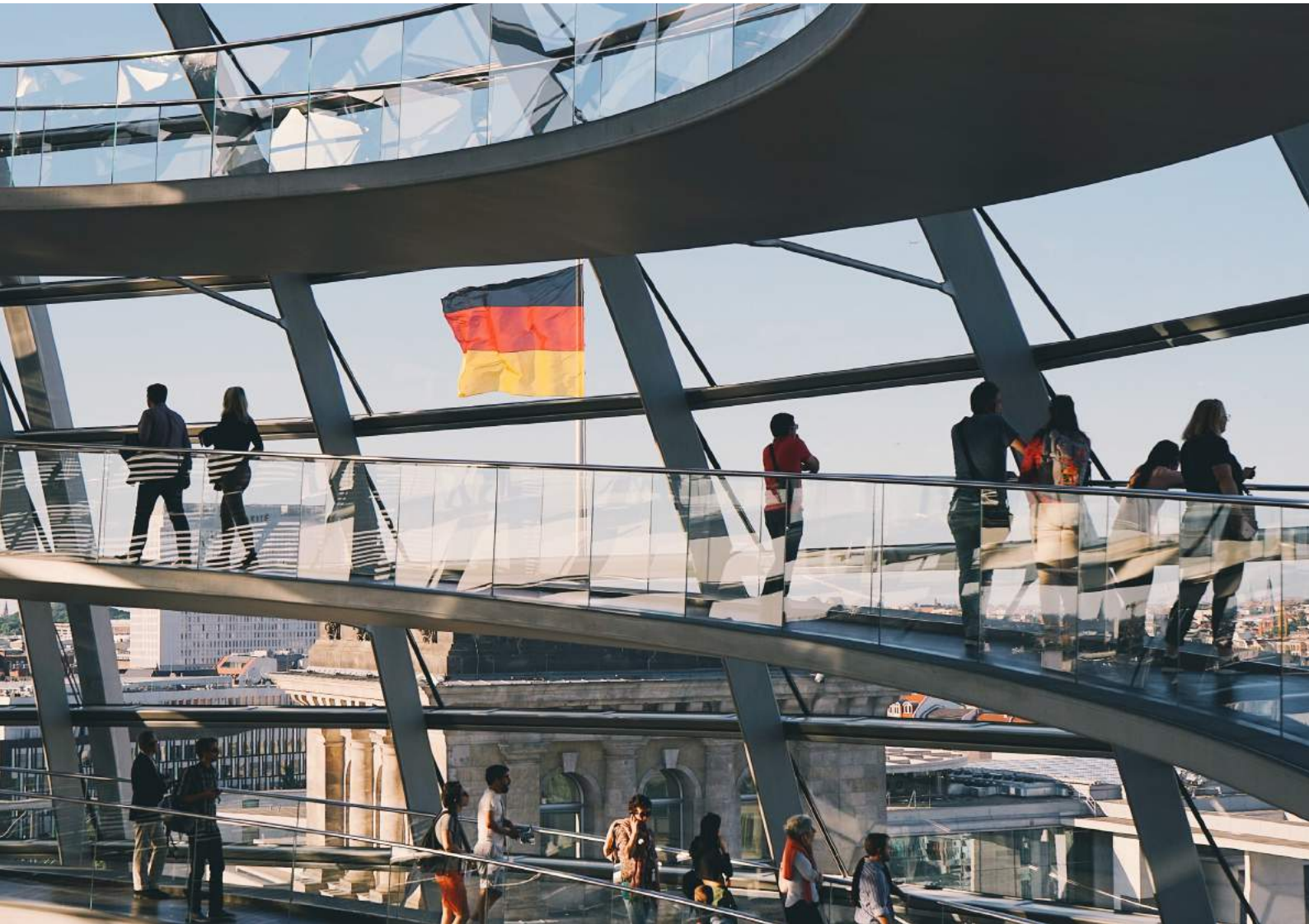
While countries including the U.S. (on the federal level), Sweden, Australia, and the UK have not introduced requirements for board gender diversity, investors have been raising the issue for many years (see Figs. 5, 6, previous page).

Gender is not the sole element of diversity, however. "Not just gender, but all types [of diversity] are important. A diverse board will be less subject to groupthink and more likely to make better decisions," says Diandra Soobiah, head of responsible investment at the UK's National Employment Savings Trust (NEST).

For example, given the rising profile of Asian markets, a number of the investors we interviewed expressed concern that boards of Western companies that have operations or do a growing volume of business in the region do not include enough directors with roots or work experience there.

Another issue that arises is succession. Historically, obtaining detailed information relevant to succession has tended to be difficult. As a result, investors are demanding more. "Many times, when companies make blatantly bad governance decisions, like one-time retention bonuses or out-of-the-blue increases in the CEO's pay plan, it often suggests to us that there is a wider governance problem, for example, that there really is no succession plan," says Timothy Youmans, Lead North America, Hermes EOS.

One of our most dramatic findings is the degree of concern investors express about boards not always having the intellectual and strategic capabilities and imagination to address the complicated challenges of the 21st century. This needs to be built in as companies do their succession planning.



IV. Executive Remuneration

Investors view executive remuneration as their "window into the boardroom," says Aeisha Mastagni, Portfolio Manager for Sustainable Investment and Stewardship Strategies at the California State Teachers Retirement System (CalSTRS). What people are paid is seen as a fundamental indicator of a company's strategic direction, management, and potential for long-term success. Investors want to know how their remuneration incentivizes executives to focus on the issues and opportunities that are most likely to affect long-term value creation and the alignment of executive and shareholder interests.

When evaluating executive compensation, there are eight areas that investors often consider:

- **Complexity:** Most investors find remuneration schemes too complex and not sufficiently reflective of the company's strategy
- **Pay for performance:** Most investors emphasize the need to strengthen the pay-for-performance link, which is often derailed by poorly-designed targets or the use of discretion to pay out even when targets have not been met
- **"Skin in the game":** Management often has too small an ownership stake in the company, some investors complain, reducing alignment with company interests
- **Quantum:** In part because of difficulties getting companies to address complexity in their remuneration structure and weak ties to performance, excessive pay is top-of-mind among investors. There's no agreement, however, on how much pay is "too much"
- **Share buybacks:** A related red flag is share buybacks. Several investors are concerned whether buybacks are sometimes used to bring about a boost to earnings per share that can trigger a rise in management remuneration when per-share metrics are used
- **Wrong goals:** Investors are concerned that corporates are "shooting too low" and designating performance requirements that don't justify the level of payout
- **Remuneration committee performance:** Most investors interviewed say they assess the remuneration committee's performance over a period of years. If the committee fails to provide proper oversight year after year, investors will review their voting record and vote against the chair, other members, or the entire committee
- **Means of recouping pay not earned:** Still other investors are pushing for companies to implement and enforce clawback rules—i.e., policies to recover ill-gotten incentive-based compensation that current and former executive officers received, such as in the case of a financial restatement or material non-compliance event

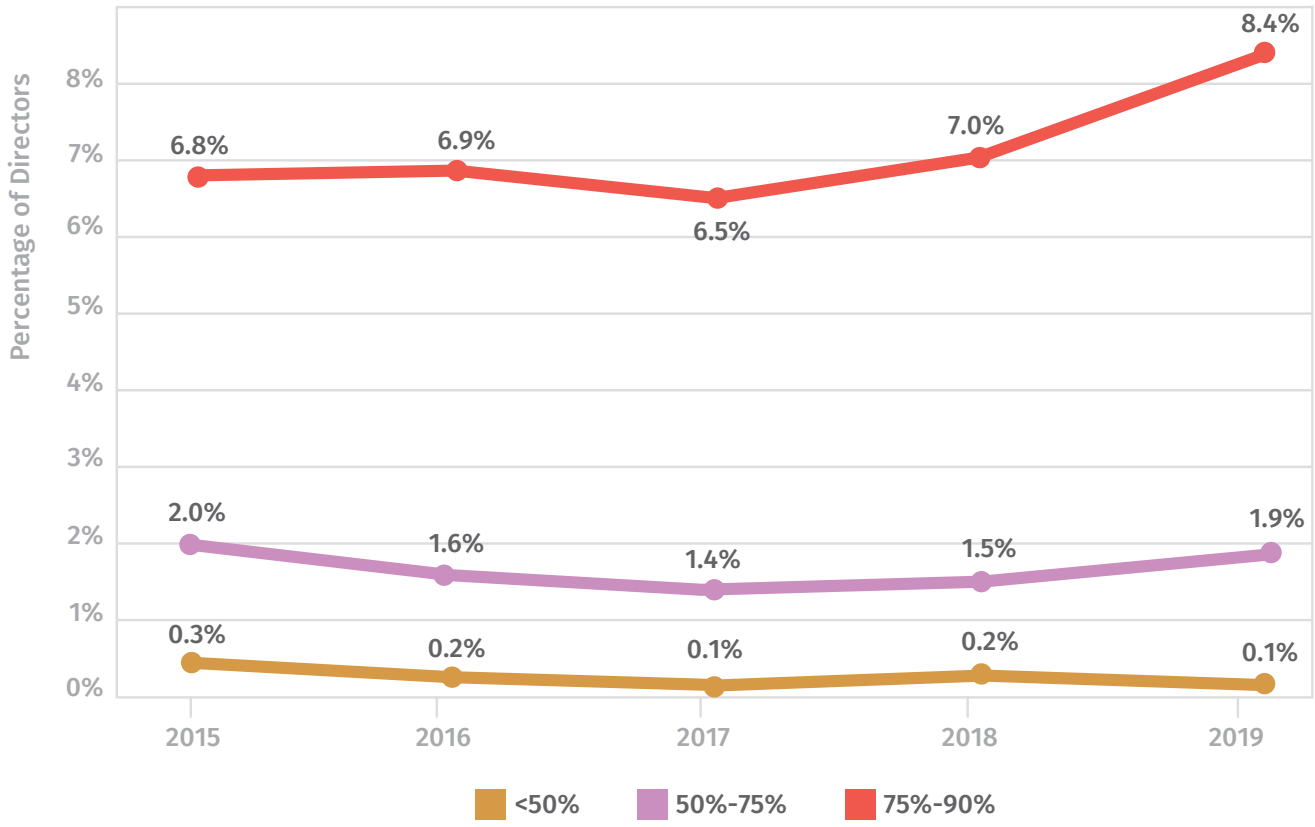
Investors stress that remuneration schemes are best devised by the company itself and that practices such as the use of discretion by the remuneration committee, if explained in detail, can have a place ("that's the point of having a remuneration committee," says Donna Anderson, Vice President and Global Corporate Governance Analyst at T. Rowe Price). But they want discretion to be transparent, along with the reasons why it is used, and attached to an identifiable goal.

"If the quantum is a little on the high side, but we think the plan is otherwise well structured, there are clear metrics, and it aligns with shareholder interests, then we may vote in favor," says Linda Giuliano, Senior Vice President and Head of Responsible Investment at Alliance Bernstein. "But if the other factors are poorly structured, then we would be more likely to vote against the pay program."

This in turn can impact shareholder votes on directors. We examined voting patterns from 11000 companies around the globe and found that the percentage of directors receiving less than 90 percent shareholder support has been steadily increasing over the past 5 years (see Fig. 7, below).

Percentage of Management-Proposed Directors Receiving Less than 90% Support 2015 - 2019

Fig. 7



The last five years have seen an increase in the percentage of directors who fail to achieve strong shareholder support.
Source: Proxy Insight 2019

V. Engagement and Responsiveness

In most cases, investors prefer to address issues with corporates by building relationships at the board and C-suite levels and engaging with them behind the scenes. At least superficially, boards, management, and investor relations officers have responded by making themselves more available to meet with their investors and for more substantive exchanges.

When engagement does not yield desired results, investors say they are prepared to take a more aggressive approach. This may include collective action with other investors, voting against the re-election of directors who were considered accountable for the failure to respond, exposing their issues in the media, or introducing shareholder proposals. Investors also work through investor representative groups such as the CII, the Australian Council of Superannuation Investors, the Investor Stewardship Group, and the UK Investment Association.

Prospects for effecting change differ from region to region, although in most countries, large investors tend to focus on the same issues, led by greater transparency and disclosure. Large investors tailor their approach to engagement depending on their investment stake, the size of the company, the potential for the issue to impact shareholder value, and how they communicate portfolio activity to plan participants, unions, public-employer sponsors, institutional clients, and other stakeholders.

Responsiveness to requests for engagement is always paramount to investors, however. Investors largely agree that boards and management are becoming more transparent and receptive to shareholder input. Examples are the general reduction in the use of classified boards (except in Australia), dual-class stock structures, and poison pills.

Investors continue to find shortcomings among Asian companies and those located in other emerging markets regarding their responsiveness to shareholders. This may be the case when they are majority state-owned entities or closely-held family businesses. In contrast, investors believe that companies in other regions are noticeably improving their responsiveness.

In Australia, for example, the 2019 recommendations of the Royal Commission into Misconduct in the Banking, Superannuation and Financial Services Industry, which was set up in response to a series of corporate scandals, are having a noticeable impact not just on publicly owned banks but on companies more generally, according to Andrew Gray, director of ESG and stewardship at AustralianSuper.

In major markets like the U.S. and Europe, many large investors say they are more often approached today by corporates that want to explain their position on issues that may impact their say-on-pay vote or bring challenges from the investor community, such as any major shift in strategy, remuneration, or diversity. One concern, however, is whether companies are more interested in gauging investors' intentions during proxy season than in genuinely listening to and addressing investor concerns.

Large investors are becoming more selective as to which portfolio companies they will meet with and with which representatives. "If we have an opportunity to talk to any executive officers or independent directors, we will generally take these meetings and involve our investment professionals," says Tom Elliott, governance and proxy specialist at Capital Group. "When there are specific governance, compensation, or ESG

concerns, we will also meet with governance staff to discuss."

Engagement, in other words, needs to be in good faith and year-round, not just during proxy season. Furthermore, investors prefer when the person speaking for the company is a responsible official such as an independent board member or the CEO or CFO. Investors also pay close attention to the company's governance structure and chain of escalation when they raise issues with the board. How are investor concerns addressed once the board agrees to follow up?

Perhaps recognizing that improvement is a process, most investors remain willing to take a flexible approach; if the company is performing well and has a credible plan for long-term success, for example, many investors are less apt to be critical of a board with longer average tenure and fewer truly independent directors.

Overall, however, most investors are confident that greater openness and accessibility are trends that will only grow stronger in more regions of the world. "It's taken 15 years or more for companies to really listen to what shareholders are saying," says Sarah Wilson, CEO of Minerva Analytics in the UK. "What we see is that, as boards become more diverse, as new talent is brought in with new ideas and new approaches and newer understanding, real listening is certainly improving."

VI. E and S: The Other Sides of ESG

While asset owners and managers make the case for continuing focus on governance, the other two sides of the ESG triad—environmental and social risk—are assuming a more prominent place in their agenda. Lawmakers, regulators, the public, and sometimes pension plan beneficiaries or institutional clients are pushing investors to focus on the E and the S.

For example, some investors are using norms-based screening that considers the extent of the company's ESG integration or engagement and whether the company meets best-in-class investment criteria. While most investors prefer engagement to exclusion, the issue becomes what mechanisms are most effective at getting companies to change their behavior.

But some investors suggest that metrics based on sustainability will not by themselves yield sufficient or rapid progress unless they are incorporated into pay structures. When sustainability performance is poor, pay outcomes should be reduced.

"When we know that oil and gas companies generally face big challenges around carbon emission reduction, should climate indicators be in executive pay packages? We absolutely think they should be," says UK NEST's Soobiah.

Management of climate change risk leads the list for most of the investors we interviewed, due partly to regulatory action and partly to activism by some of their constituents. Seeing it as a potential threat to the long-term success of their holdings, many investors insist that companies take action and keep shareholders abreast of their progress on the issue.

This year's proxy season in the U.S. was expected to see 75 climate-related shareholder proposals introduced, up from just 17 in 2013, according to ISS Analytics. Powerful managers like BlackRock and Vanguard are backing voluntary climate reporting standards for public companies using the climate-related financial reporting standards developed by the Task Force on Climate-related Financial Disclosures (TCFD) among others.

Even investors who express skepticism about ESG as a matter of public or corporate priority acknowledge that the pressure to address these issues will not go away. **"Companies will have to be ESG-compliant, even though it is probably politically motivated," says Marc Possa, CEO and partner at Switzerland's VV Vermögensverwaltung AG. "We need incentives for management to comply before the system forces them to. It should be on every director's agenda."**

Tying investors' concerns together is often "materiality," the threshold at which financial or non-financial information becomes relevant to the investor's decision-making. Many of our interviewees say they would welcome more commonly accepted industry-wide standards around environmental and social issues, since these would enable shareholders to link them to elements of governance and to remuneration.

VII. Disclosure: Why Your Story Matters to Investors

Investors want more engagement with boards on any issue that could, if not managed properly, impact shareholder value. Transparency, clarity, and better disclosure are critical components of this dialog. Corporates must have the right skills to provide these disclosures. Even well-intentioned efforts can have unintended consequences, such as when disclosures are unduly rosy or raise expectations too high.

Our investors are consistent on one point: It's not the volume but the quality of disclosure that's paramount. Accurate, timely, and detailed disclosure is particularly valued when it provides investors with insights on how the company assesses and manages non-financial risk.

Perfunctory or boilerplate disclosures reflect poorly on the company, suggesting that the board does not understand or has failed to address non-financial performance and its potential impact on shareholder value, both positive and negative, or that the board is neglecting certain topics.

How do investors know when they are not getting what they need? Investors highlight five criteria:

- **Automatism**: Reliance on boilerplate language that does not describe what a corporate has done, is doing now, and what it will do
- **Insufficient clarity on the link to pay**: The company has performance metrics related to remuneration outcomes but does not reveal why they were chosen, how they relate to company performance, and how they are weighted to determine pay outcomes
- **Insufficient indication of future sustained performance:** Performance metrics are only backward-, not forward-looking, and do not provide enough information for investors to gauge how the company will improve in the future
- **Opacity/complexity:** The company provides data that is either too detailed or too complex and obscure to understand
- **Myopia:** The focus is only on corporate charitable giving or a single flagship issue, as opposed to the company's approach to ESG risks and opportunities

While each of the above are important, what especially concerns many investors is disclosure that fails to clearly tell the story behind the company's long-term strategy for success and its relationship to the company's work on governance and other sustainability factors.

Most investors agree, however, that the quality of disclosure is improving, although this varies by size, industry, and geographic region.


カラオケ歌広場
カラオケ歌広場
カラオケ&パーティー
渋谷センター街
FTISLAND UNITED SHADOWS
4.12 ON SALE
飲み
放題
焼き
消火栓
FIRE HYDRANT
Bon Voyage
Shibuya Center-Gai
買取セキネ
03-3464-2061
買取 LABI渋谷 東出入口ならび
Miami Garden
McDonald's
Y!mobile
TORIKIZOKU
楽助
B1F

Conclusion: Seven Questions Boards Should Consider to Improve Shareholder Engagement

Investors are demanding more frequent and higher-level public and private engagement with management and the board. This marks a new phase in investors' relationship with portfolio companies, bringing their priorities closer to those of other stakeholders.

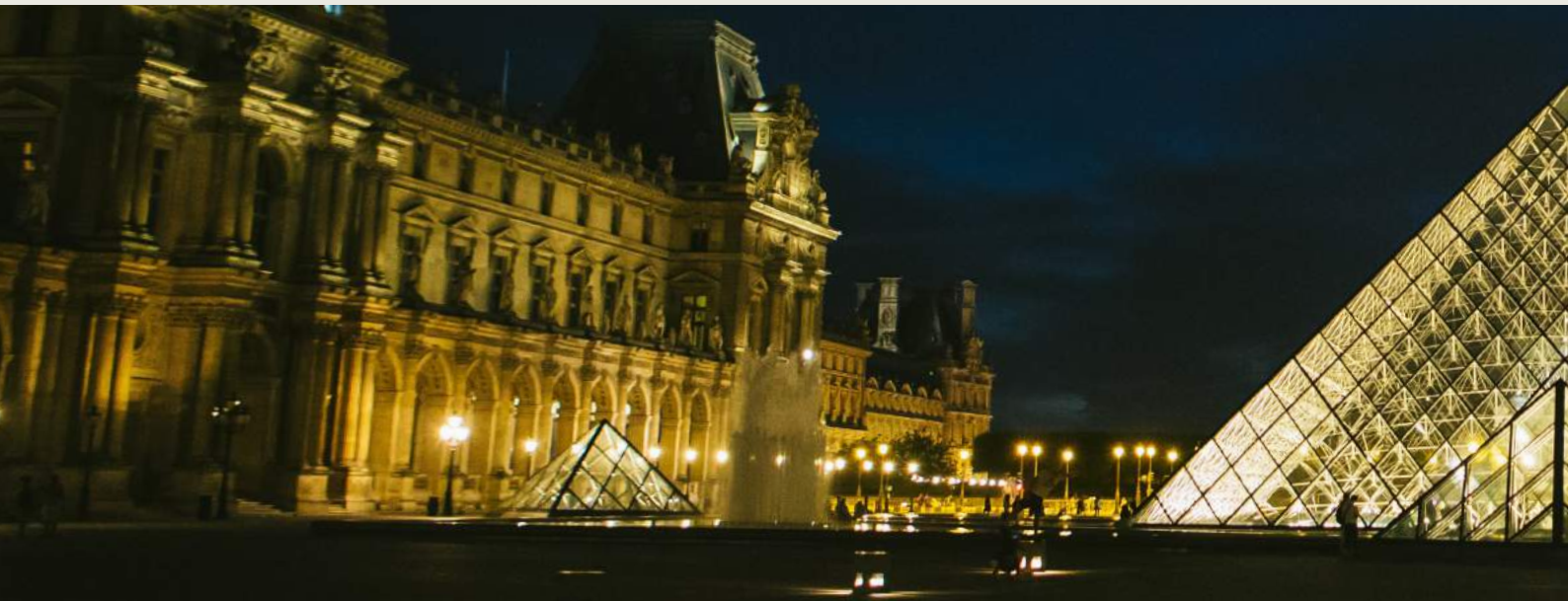
That being the case, managing relationships with investors, which at one time was typically delegated to an investor relations department, has become the responsibility of the C-suite and board. To this end, both management and the board should continue to devote more care and diligence to engaging with investors. We have distilled the seven lessons learned from engaged investors into seven questions that boards can use to improve shareholder engagement.

- **Is your governance house in order?** Investors want to know that the right people are in board seats, have the requisite skills needed to effectively oversee all aspects of the company on behalf of shareholders, are accountable, and employ appropriate internal checks and balances. Further, they want to know that the board is independent, informed, diverse, and committed to providing active oversight of management

- **Is your board sufficiently proactive?** Approach your largest investors before they approach you. Failing this, respond promptly, listen, and take steps to address their concerns

- **Does your board know its audiences?** Large public pension sponsors answer to different constituencies than mutual fund houses or asset managers. You'll have more success in your engagement if you recognize the drivers behind each investor's particular set of concerns

- **Does your board understand investors' engagement strategy?** Some large asset managers and pension funds assign interaction with portfolio companies to specific offices or individuals; others rely heavily on the appropriate portfolio manager. Knowing with whom you are in dialog will better prepare you for engagement

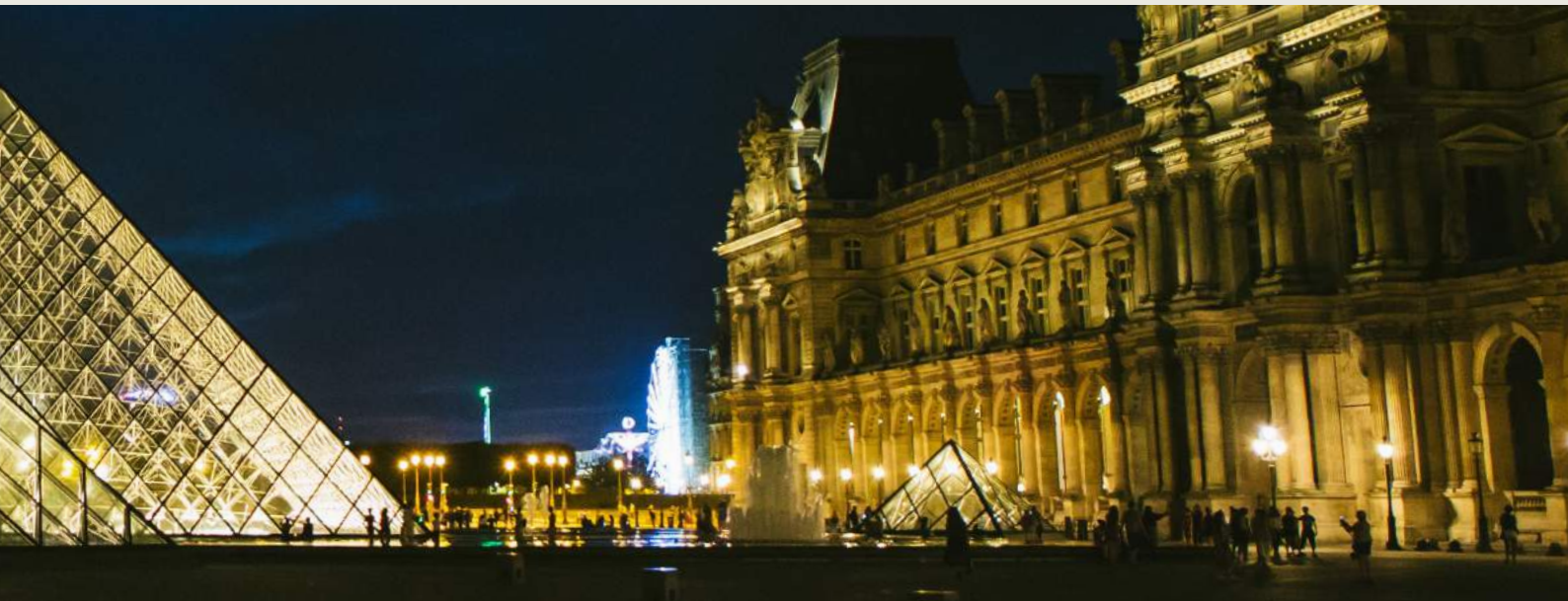


- **Is your board prepared to act?** When you engage privately with investors, they will expect their questions to be answered by an appropriate discussion partner from management and the board who will reliably take their input under advisement. This requires being informed, open to input, and prepared to act

- **Does your board focus on quality (vs. quantity)?** Disclosures need to be substantive, clear, and supported by evidence. They need to offer the "why" of decisions and not just the "what." Great volumes of text, particularly if obtuse, often will create more suspicion than comfort

- **Is your board ready to put it all together in a compelling narrative?** When investors ask for more and better disclosures, they are also asking you to provide a clear, well-founded strategy for long-term success, taking into account material issues related to ESG and other areas that impact your company, your industry, and the communities in which they are active. In other words, they are asking that disclosures paint a holistic picture, linking together company results with the ESG triad. If the proxy doesn't cover all of these areas, then links in the proxy to the relevant documents will go a long way toward demonstrating sensitivity to all stakeholders, not just shareholders

In today's ever-changing markets, systematically responding to these seven questions can help the board and management determine whether it has a plan to create value and do so sustainably. Investors urge that the time to start, ramp up, or improve the engagement process is now. While this is most obvious in developed economies, the sentiment we gathered from responding investors is that the demand for better, more attentive engagement will only intensify in emerging markets as well. The message from investors to corporates is clear: We value proactive leadership on issues that influence a company's long-term ability to create value in a responsible way. Is your company prepared to confront the new reality and embrace this challenge?



Contact Us

We hope our research is illuminating and contributes to continuously improving corporate and shareholder engagement.

We invite your questions and comments. Please direct all inquiries to GECN Group leadership.

Australia

Guerdon Associates
Michael Robinson (michael.robinson@guerdonassociates.com)

China and Singapore

Carrots Consulting
Johan Grundlingh (johan@carrotsconsulting.com)

Switzerland

HCM International
Stephan Hostettler (stephan.hostettler@hcm.com)
Gabe Shawn Varges (gabe.shawn.varges@hcm.com)

United Kingdom

MM&K Limited
Paul Norris (paul.norris@mm-k.com)
Damien Knight (damien.knight@mm-k.com)

United States

Farient Advisors LLC
Robin A. Ferracone (robin.ferracone@farient.com)
Randi Caplan (randi.caplan@farient.com)

We wish to thank the individuals who contributed their knowledge, experience, insights and time and in so doing, helped us compile this report:

AUSTRALIA

Iris Davila
Director, Product Specialist, BlackRock

Andrew Gray
Head of ESG Research, AustralianSuper

Akaash Sachdeva
Senior Investment Analyst, ESG, HESTA Super

Talieh Williams
Manager, Governance and Sustainable Investment, UniSuper

UNITED STATES

Donna Anderson
Vice President and Global Corporate Governance Analyst, T Rowe Price

Tom Elliott
Governance & Proxy Specialist, Capital Group

Linda Giuliano
Vice President and Head of Responsible Investing, Alliance Bernstein

Aeisha Mastagni
Portfolio Manager, Corporate Governance Unit, CalSTRS

Michael McCauley
Senior Officer, Investment Programs and Governance, Florida SBA

Simiso Nzima
Investment Director Global Equity and Head of Corporate Governance, CalPERS

Gretchen Pfizenmayer
Senior Manager, Capital Group

Timothy Youmans
Lead North America, Hermes EOS

EUROPE

Hans-Peter Diener
Managing Partner, Hapag Partners AG

Ilias Laber
Partner, Managing Director, Cevian Capital AG

Marc Possa
CEO and Partner, VV Vermogensverwaltung AG

JAPAN

Satoshi Iwanka
Director, Investor Relations, (IR) Japan

Seiji Kawazoe
Chief Officer of Stewardship Development, Sumitomo Mitsui Trust Asset Management Co. Ltd

Atsushi Matsunaga
Director, Investor Relations, (IR) Japan

UNITED KINGDOM

Roland Bosch
Engagement Director, Lead, Financial Services, Hermes EOS Global

Christine Chow, Ph.D.
Lead Asia and Emerging Markets, Hermes EOS Global

Andrew Ninian
Director of Stewardship and Corporate Governance, UK Investment Association

Diandra Soobiah
Corp Gov, National Employee Savings and Trust (NEST)

Sachi Suzuki
Engagement Director , Lead, Automotive, Hermes EOS Global

Sarah Wilson
Managing Director, Minerva Analysis

Freddie Woolfe
Head of Responsible Investing and Stewardship, Merian Global Investors

GECN™ Guerdon

GECN™ GROUP | GLOBAL GOVERNANCE AND EXECUTIVE COMPENSATION GROUP

New York • Los Angeles • London • Zurich • Geneva • Kiev
Beijing • Shanghai • Singapore • Melbourne • Sydney