



QuickScore 3.0

Factors by Region

Appendix

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QuickScore 3.0		US	Canada	Anglo	AsiaPac	Japan	W.Europe	S.Europe	Nordic	Germanic	Australasia	Latin America	Africa	Russia	South Korea	India
Audit & Risk Oversight																
1	Non-Audit fees represent what percentage of total fees?	X	X	X	X		X	X	X	X	X	X	X	X	X	X
2	Did the auditor issue an adverse opinion in the past year?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
3	Has the company restated financials for any period within the past two years?	X	X													
4	Has the company made non-timely financial disclosure filings in the past two years?	X	X		X	X										
302	Has the company made late filing of Annual Report for the most recent fiscal year?				X											X
5	Has a regulator initiated enforcement action against the company in the past two years?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
200	Has a regulator initiated enforcement action against a director or officer of the company in the past two years?	X	X		X										X	
201	Is the company, a director or officer of the company currently under investigation by a regulatory body?	X			X											
8	Has the company disclosed any material weaknesses in its internal controls in the past two years?	X	X	X		X							X			
6	How many financial experts serve on the audit committee?	X	X	X	X		X	X		X	X		X	X	X	

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288	Has the company changed its audit firm due to invalid or questionable reasons in the past two years?				X	X						X				
280	Can audit firm be indemnified without shareholder vote?					X										
281	What is the independent statutory auditors composition?					X										
9	How many directors serve on the board?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
304	What is the number / proportion of women on the board?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
10	What is the independent director composition of the Board?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
203	What is the independent director composition of the Board if the company is majority controlled?						X	X								
11	What is the independent director composition of the Board (shareholder elected board members)?								X							
289	Is there an outside director on the Board?					X										
282	What is the outsider director composition of the Board?					X										
13	What proportion of non-executive directors on the board has lengthy tenure?	X	X		X									X		X
14	What is the classification of the Chairman of the Board?	X	X	X	X		X	X	X	X	X	X	X	X	X	X

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16	Has the company identified a Senior Independent Director or an independent Lead Director?	X	X	X	X		X	X		X				X		X
17	What is the term of mandate proposed for supervisory board members (at the latest general meeting)?						X	X	X							
205	What percentage of the board consists of immediate family members of majority shareholders, executives and former executives (within the past five years)?	X										X		X		
206	What percentage of the board are former or current employees of the company?	X										X		X		
19	What is the independent status of the nominating committee members?	X	X	X	X		X	X		X	X		X	X	X	X
306	Are there executives on the nominating committee?				X								X	X		X
23	What's the classification of the chairman of the nominating committee?				X		X	X		X	X			X		X
207	Does the company maintain a formal nominating committee?								X			X				
208	Are there any board members on the nominating committee?								X							
210	Are more than one board member who is dependent on major shareholders on the nominating committee?								X							
211	What is the number of nominating committee members?			X				X								

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330	Does the company maintain a formal remuneration committee?				X							X				
25	What is the independent status of the compensation committee members?	X	X	X	X		X	X		X	X		X	X	X	X
27	Are there executives on the compensation committee?				X		X	X	X	X	X		X			X
28	What's the classification of the chairman of the compensation committee?			X	X		X	X		X	X		X	X		X
29	Is the Chairman of the board of directors a member of the compensation committee?			X												
212	What is the number of remuneration committee members?			X				X								
331	Does the company maintain a formal audit committee?											x				
332	Does the company maintain a formal fiscal council?											x				
31	What is the independent status of the audit committee members?	X	X	X	X		X	X		X	X		X	X	X	X
33	Are there executives on the audit committee?				X		X	X	X	X	X					X
34	What's the classification of the chairman of the audit committee?			X	X		X	X		X	X		X	X		X
35	Is the Chairman of the board of directors a member of the audit committee?			X			X									
213	What is the number of audit committee members?			X				X								

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283	Does the company adopt a three committee system?					X										
340	Has the company disclosed information on key committee attendance?															X
309	How many directors serve on an excessive number of outside boards?				X											
36	Do the executives serve on an excessive number of outside boards?						X	X	X	X		X				
37	Does the CEO serve on an excessive number of outside boards?	X	X				X	X	X	X	X	X				
38	How many non-executives serve on an excessive number of outside boards?	X	X				X	X	X	X	X	X				
39	Does the chair serve on an excessive number of outside boards?						X	X	X	X	X	X				
337	Has the company disclosed the attendance of each director?				X											
43	What percentage of all meetings were attended by at least 50% of the supervisory board?									X						
44	What percentage of the directors attended less than 75% of board and/or key committee meetings?			X	X		X	X			X		X		X	X
45	Did any directors attend less than 75% of the aggregate board and applicable key committee meetings without a valid excuse?	X	X													

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49	How many directors received withhold/against votes of 50% or greater at the last annual meeting?	X	X													
310	What was the lowest support rate for directors at the last annual meeting?					X										
312	What percentage of directors received shareholder approval rates below 80%?	X														
315	What was the average outside director's total compensation as a multiple of the peer median?	X														
140	What is the aggregate level of stock ownership of the officers and directors, as a percentage of shares outstanding?			X			X	X		X	X	X	X	X		
144	Do all directors with more than one year of service own stock?	X	X		X						X				X	X
243	Did any executive or director pledge company shares?	X														
41	Does the company disclose a policy requiring an annual performance evaluation of the board?	X	X	X			X	X	X	X	X			X		
46	Does the company disclose board/governance guidelines?	X														
215	What is the quorum for director meetings		X													
100	Does the company allow the Chairman a second or casting vote at director meetings in the event of a tie?		X					X								

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143	Are directors subject to stock ownership guidelines?	X	X								X					
244	Does the company have a robust policy prohibiting hedging of company shares by employees?	X	X								X					
336	Does the company disclose information on Related Party Transactions?													X		X
50	What percent of the directors were involved in material RPTs?	X	X													
51	Do the directors with RPTs sit on key board committees?	X	X													
216	Are there material related-party transactions involving the CEO?	X			X											
99	Has the board failed to implement a shareholder resolution supported by a majority vote, or failed to address the issue underlying majority director WHs?	X														
345	Has ISS' review found that the Board of Directors recently took action that materially reduces shareholder rights?	X			X											
54	Does the company have classes of stock with different voting rights?	X	X	X			X	X	X	X	X	X	X	X		
55	Are there any directors on the board who are not up for election by all classes of common shareholders?	X	X													

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56	Is there a sunset provision on the company's unequal voting structure?	X	X													
57	What is the proportion of multiple voting rights (or voting certificates) relative to the total number of voting rights?			X			X		X	X			X			
58	What is the level of free float of the multiple voting rights or voting certificates?			X			X		X	X			X			
59	What percentage of the company's shares is represented by depositary receipts where a foundation votes unexercised proxies?						X									
60	Has the company indicated to eliminate the system of depositary receipts?						X									
61	Are depositary receipt holders restricted in their voting rights?						X									
63	What percentage of the company's share capital is made up of non-voting shares?			X			X	X	X	X			X	X		
64	What is the level of free float of voting shares in relation to the non-voting shares?			X			X	X	X	X			X	X		
65	Does the company have an absolute voting right ceiling?						X	X	X	X		X				
66	Does the company have a relative voting right ceiling?						X	X	X	X						

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67	Does the company have an ownership ceiling?			X		X	X	X	X	X	X	X	X	X		
68	Does the company have ownership ceilings for specific parties?			X			X	X	X	X	X	X	X	X		
69	Do shareholders or the State have the priority right?			X			X	X	X	X		X	X	X		
217	Is there a coattail provision attached to the company's unequal voting structure?		X													
72	Does the company have targeted stock placement that can be used as a takeover defense?						X	X							X	
73	Does the company maintain pre-emptive rights in the event of a takeover bid?						X	X								
74	Can the company target repurchased shares in the event of a takeover bid?						X	X	X							
218	Are there ownership factors that affect the takeover defenses?			X			X	X	X	X		X	X	X		
219	Are there priority rights that affect the takeover defenses?			X			X	X	X	X		X	X	X		
77	Are all directors elected annually?	X			X	X						X				

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83	Is the board authorized to issue blank check preferred stock?	X	X													
78	Does the company have a poison pill (shareholder rights plan) in effect?	X	X			X										
79	What is the trigger threshold for the poison pill?	X														
80	Does the poison pill have a sunset provision?	X														
81	Does the poison pill have a TIDE provision?	X														
82	Does the poison pill have a qualified offer clause?	X														
91	What is the expiration date of the poison pill?	X														
220	Is the poison pill designed to preserve tax assets (NOL pill)?	X														
222	When was the poison pill implemented or renewed?	X														
223	Does the company's poison pill include a modified slow-hand or dead-hand provision?	X														

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221	Was the poison pill approved by shareholders?					X										
290	Does the company have a controlling shareholder?	X			X	X		X			X	X	X	X	X	X
224	If the company has a majority voting standard, is there a plurality carve-out in the case of contested elections?	X														
284	Does the removal of a director require a supermajority vote?					X										
291	Does the company employ a U.S.-type board structure?					X										
317	Does the company have provisions or shareholder structures which makes it difficult for the company to be a target of hostile takeover?					X										
333	What is the level of tag along rights for minority shareholders?				X							X				
89	Does the company require a super-majority vote to approve amendments to the charter and bylaws?	X						X								
90	Does the company require a super-majority vote to approve mergers/business combinations?	X														
285	Does the company have discretion over dividend payments?					X										

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286	Are the shareholders allowed to submit dividend proposals?					X										
334	Are the names of the nominee directors disclosed?													X		
84	What proportion of shares must be represented at the general meeting to cancel the binding nature of the nomination of supervisory board members (and or executive board members)?						X									
53	Does the company have a slate ballot at its current shareholders' meeting?						X	X		X		X			X	
262	What is the number of vacancies on the board?										X					
97	What is the percentage of share capital needed to convene a special meeting?	X					X									
98	Can shareholders act by written consent?	X														
338	Does the company use cumulative voting for director election?				X										X	
52	Does the company have a majority vote standard in uncontested elections?	X	X													

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343	If the company has a plurality vote standard with majority voting and director resignation policy, is there a plurality carve-out in the case of contested elections?		X													
225	Are there material restrictions as to timing or topics to be discussed, or ownership levels required to call the meeting?	X														
101	Is shareholder quorum for shareholders' meetings at least 2 persons representing at least 25% of the outstanding shares?		X													
335	Has the company made late filing of the proxy material in the past year?				X									X	X	X
342	Does the company provide proxy materials in English?														X	
287	Does the company hold its general meeting on a peak date?					X									X	
263	Are there RPTs with significant shareholders?				X						X	X		X	X	X
318	What is the dilution limit of the general mandate to issue shares?				X						X				X	X
319	What is the discount limit of the general mandate to issue shares?				X						X					
320	What is the dilution limit of the general mandate to issue repurchased shares?				X											

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321	What is the aggregate dilution limit of share issuance and reissuance mandate?															
114	Is there a cap on CEO's annual bonus?			X			X	X	X	X	X					
115	Is there a cap on executives' (excluding the CEO) annual bonus?			X			X	X	X	X	X					
116	What percentage of the annual bonus for CEO is or can be deferred?			X			X	X		X	X					
117	What percentage of the annual bonus for executives (excluding the CEO) is or can be deferred?			X			X	X		X	X					
226	What is the degree of alignment between the company's cumulative 3-year pay percentile rank, relative to peers, and its 3-year cumulative TSR rank, relative to peers?	X	X													
227	What is the degree of alignment between the company's 1-year pay percentile rank, relative to peers, and its 1-year TSR rank, relative to peers?	X	X													
228	What is the size of the CEO's 1-year pay, as a multiple of the median pay for company peers?	X	X													
229	What is the degree of alignment between the company's TSR and change in CEO pay over the past five years?	X	X													
232	What is the ratio of the CEO's total compensation to the next highest paid executive?	X														

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233	What is the performance period for the latest active long term incentive plan (or the proposed plan) for executives?			X			X	X			X		X			
329	What is the degree of alignment between the company's annualized 3-year pay percentile rank, relative to peers, and its 3-year annualized TSR rank, relative to peers?	X	X													
156	Are any of the NEOs eligible for multi-year guaranteed bonuses?	X	X													
154	Does the company provide loans to executives?		X	X			X	X		X	X		X	X		
118	Is part of the bonus granted or to be granted guaranteed?		X	X			X	X		X	X		X			
159	Did the company grant a one-off reward to any of its executives?							X			X		X			
237	What is the ratio of the CEO's non-performance-based compensation (All Other Compensation) to Base Salary?	X														
322	Does the company have an equity-based compensation plan?				X							X		X	X	X
129	Do the company's active equity plans prohibit share recycling for options/SARS?	X														
138	Do the company's active equity plans prohibit option/ SAR repricing?	X	X													
238	Does the company's active equity plans prohibit option/ SAR cash buyouts?	X	X													

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239	Do the company's active equity plans have an evergreen provision?	X														
240	Do the company's active equity plans have a liberal CIC definition?	X														
139	Has the company repriced options or exchanged them for shares, options or cash without shareholder approval in the last three years?	X	X													
127	What is the total proportion of all outstanding equity based plans towards the share capital?			X	X		X	X	X	X	X	X	X	X	X	X
128	Is there a maximum level of dilution per year?			X	X		X			X						
130	Does the company's average 3-year equity grant rate exceed the greater of 2 percent and the average of its industry/index peers?	X														
136	What are the pricing conditions for stock options granted to executives?			X	X		X	X	X	X	X	X	X		X	X
155	Did the company disclose a claw back or malus provision?	X	X	X			X	X	X	X	X					
131	What are the vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans adopted/amended in the last 3 years?	X	X	X	X		X	X	X	X	X	X	X	X	X	X
132	What are the vesting periods mandated in the plan documents, adopted/amended in the last three years, for executives' restricted stock / stock awards?	X	X	X	X		X	X	X	X	X	X	X	X		X

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133	What are the vesting periods mandated in the plan documents, adopted/amended in the last three years, for executives' other long-term plan?		X	X	X		X	X	X	X	X	X	X	X		
323	What are the vesting periods mandated in the plan documents, adopted/amended in the last three years, for executives' Matching plan?						X									
324	What are the vesting periods mandated in the plan documents, adopted/amended in the last three years, for executives' Deferral plan?						X									
134	What is the holding/retention period for stock options (for executives)?	X	X	X			X	X		X	X	X				
135	What is the holding/retention period for restricted shares / stock awards (for executives)?	X		X			X	X		X	X	X				
145	What proportion of the salary is subject to stock ownership requirements/guidelines for the CEO?	X	X	X			X	X			X					
146	What proportion of the salary is subject to stock ownership requirements/guidelines for executives (excluding the CEO)?			X			X	X			X					
104	Does the company provide loans to directors?		X					X						X		
109	Do directors participate in equity based plans?		X				X	X	X	X				X		
110	Do non-executive directors participate to performance related remuneration?			X	X		X	X		X	X	X	X	X		X

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107	What part of the total remuneration received by directors is options based?		X													
325	Are directors eligible to receive grants/awards under the plan involved in its administration?				X							X				
341	Does the company disclose the remuneration paid to the board in AGM proxy filings?														X	
112	Does the company disclose details of individual executives' remuneration?				X			X				X		X		X
158	Did the company disclose a performance overview for its long term incentive plans?							X								
113	Does the company disclose a performance measure for the short term incentive plan (for executives)?	X	X	X	X		X	X	X	X	X		X	X		
246	What is the level of disclosure on performance measures for the latest active or proposed long term incentive plan	X			X						X			X		X
121	Does the company disclose a performance measure for matching ?			X			X	X	X	X			X			
122	Does the company disclose a performance measure for stock options plans (for executives)?		X	X	X		X	X	X	X		X	X			
123	Does the company disclose a performance measure for restricted share / stock award plans (for executives)?		X	X	X		X	X	X	X		X	X			

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125	Does the company disclose a performance measure for other long term plans (for executives)?			X	X		X	X	X	X		X	X			
326	Did the company disclose the metrics used to evaluate performance-based compensation in the most recent Yuho Filings?					X										
327	Does the company disclose numerical figures related to performance-based compensation?					X										
166	Has the company voluntarily adopted a management 'say on pay' advisory vote resolution for the most recent annual meeting?		X				X									
328	Did the most recent Say on Pay proposal receive shareholders' support below 70%?	X														
250	What is the level of disclosure on CEO ownership guidelines									X						
148	What's the trigger under the change-in-control agreements?	X	X													
153	Do equity based plans or other long term awards vest completely upon a change in control?	X	X					X			X	X				
150	In the event of termination of the contract of executives, does the equity based remuneration vest?							X			X					
161	What is the multiple of pay in the severance agreements for the CEO (upon a change-in-control)?	X	X	X			X	X	X	X			X	X		

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247	What is the basis for the change-in-control or severance payment for the CEO?	X	X	X			X	X	X	X			X	X		
160	What is the multiple of the change in control/severance payment for executives excluding the CEO (upon a change-in-control)?			X			X	X	X	X			X	X		
248	What is the basis for the change-in-control or severance payment for executives excluding the CEO?			X			X	X	X	X			X	X		
152	How long is the notice period for the CEO if the company terminates the contract?							X			X					
162	Does the company provide excise tax gross-ups for change-in-control payments?	X	X													
163	What is the length of employment agreement with the CEO?	X														
300	Has ISS' qualitative review identified a pay-for-performance misalignment?	X	X													
301	Has ISS identified a problematic pay practice or policy that raise concerns?	X	X	X	X		X	X	X	X	X	X	X	X		X
307	Has the company disclosed that it has set up a compensation committee in the most recent Yuho Filings?					X										
308	Has the company disclosed that outside directors constitute the majority of its compensation committee in the most recent Yuho Filings?					X										

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