



# Governance QualityScore

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## METHODOLOGY GUIDE

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## Overview

ISS ESG Governance QualityScore (GQS) is a data-driven scoring and screening solution designed to help institutional investors monitor portfolio company governance. At both an overall company level and along topical classifications covering **Board Structure, Compensation, Shareholder Rights, and Audit & Risk Oversight**, scores indicate relative governance quality supported by factor-level data. That data, in turn, is critical to the scoring assessment, while historical scores and underlying reasons prompting scoring changes provide greater context and trending analysis to understand a company's approach to governance over time.

With the continued and growing focus on investor stewardship and engagement, alongside the global convergence of standards and best practices, governance plays an increasingly prominent role in investment decisions. As an extra-financial data screening solution, the Governance QualityScore methodology delivers several key benefits.

**Employs robust governance data and attributes.** Governance attributes are categorized under four topical categories: Board Structure, Shareholder Rights & Takeover Defenses, Compensation/Remuneration, and Audit & Risk Oversight. Governance QualityScore calls upon a library of more than 230 governance factors across the coverage universe, of which up to 127 are used for any one company (defined by region). Governance QualityScore highlights both potentially shareholder-adverse practices at a company, as well as mitigating factors that help tell a more complete story. The underlying dataset is updated on an ongoing basis as company disclosures are filed, providing the most-timely data available in the marketplace.<sup>1</sup>

**Incorporates Company Disclosures.** Information included in Governance QualityScore includes that drawn from the annual filing of companies' proxies, annual reports, 10-Ks, circulars, meeting notices, and other publicly disclosed materials related to a company's annual general meeting (AGM). Those data are augmented by proprietary analytics and information stemming from ISS analyses, interpretations, and proxy voting policies and subsequent recommendations to our clients for these shareholder meetings. While companies have the ability most of the year to submit changes to Governance QualityScore answers, this ability is restricted between the dates when the company files its proxy or meeting materials and the publication of ISS' proxy analysis for the company's annual meeting. During the blackout period, the company's online Governance QualityScore profile and data is frozen and does not reflect the latest information being gathered for the proxy analysis. Once the proxy research report is published and released to ISS' clients, companies are once again able to review their Governance QualityScore data profiles and provide updates through the [Data Verification](#) tool.

The Governance QualityScore profiles available online are updated once daily, at approximately 5am ET (10 AM UTC). Therefore, when the ISS proxy analysis is released containing the updated Governance QualityScore scores

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<sup>1</sup> Please see [Appendix I](#) for more discussion of event-driven updates.

after the daily update, the online website will not yet reflect these updated scores and information. The updated online score and profile will be viewable the following day after the next daily update.

**Leverages ISS' global footprint and industry leadership.** Governance QualityScore leverages ISS' industry leading global footprint, which includes deep legal and language expertise across key global capital markets, including many of those within the coverage universe. Factors used to assess risk-related concerns for a given company in each market are based on the same principles that form the foundation of ISS' global benchmark voting policy. Developed through an extensive, transparent, and inclusive process, these policies reflect best practices across jurisdictions, as well as the views of institutional investors, issuers, and governance practitioners worldwide. The Governance QualityScore factor methodology is aligned with ISS' benchmark proxy voting policy to ensure it is up-to-date and tailored to address appropriate variations in governance practices across global capital markets. (For more on ISS benchmark policies and their formulation, visit [www.issgovernance.com/policy](http://www.issgovernance.com/policy).)

**Presents at-a-glance governance rankings relative to index and region.** Governance QualityScore features company-level decile scores, presented as integers from 1 through 10, plus underlying category scores using the same scale that together provide a clear understanding of the drivers of a company's governance risk. A score in the 1<sup>st</sup> decile indicates higher quality and relatively lower governance risk, and, conversely, a score in the 10<sup>th</sup> decile indicates relatively lower quality and higher governance risk. These scores provide an at-a-glance view of each company's governance risk relative to their index and region. The individual factor breakdown takes a regional approach in evaluating and scoring companies, to allow for company-level comparisons within markets where corporate governance practices are similar.

**Provides global governance factor comparability.** In 2017, Governance QualityScore refined its in-depth regional focus to include more factors that are applicable across all markets. The number of global core factors currently stand at 30 overall, applicable to at least 29 countries. The global core factors provide more data to assess and benchmark governance risk, allow for an increased gradation in scoring, and results in more comprehensive governance profiles. The methodology ensures that companies within a given region/country have a core base of factors that are comparable to other companies globally, to provide greater benchmarking capabilities.

For further information on Governance QualityScore methodology, please review our website: <https://www.issgovernance.com/solutions/qualityscore/> or submit a case to the ISS Help Desk: <https://issgovernance.service-now.com/csp>

## Coverage

Governance QualityScore global coverage comprises approximately 6,000 publicly traded companies in 30 markets, including constituents of the following major indices: S&P 500, Russell 3000, S&P/TSX Composite, STOXX600, ASX 300, NZX 50, Nikkei 400, and local European market indices including the U.K. FTSE All-Share (ex-investment trusts.) Governance QualityScore also includes widely-held companies in ISS' coverage universe for Brazil, China, Hong Kong, India, and other countries. The term "widely held" refers to companies that ISS designates as such based on their membership in a major index, market capitalization, or the number of ISS clients holding the securities.

Table 1: Americas coverage

QS Region	Country	Coverage
Canada	Canada	S&P/TSX Composite Index
Canada Small Cap	Canada	S&P/TSX Small Cap Index
Latin America	Brazil	Widely held companies
US - R3K	United States	FTSE Russell 3000 Index*
US - S&P500	United States	S&P 500 Index

\* Includes S&P 400 and S&P 600 companies excluded from FTSE Russell 3000 Index

Table 2: Asia-Pacific coverage

QS Region	Country	Coverage
<b>AsiaPac</b>	China	Widely held companies
<b>AsiaPac</b>	Hong Kong	Widely held companies
<b>AsiaPac</b>	Singapore	Straits Times Index (STI)
<b>Australasia</b>	Australia	S&P/ASX 300 Index
<b>Australasia</b>	New Zealand	S&P/NZX 50 Index
<b>India</b>	India	Widely held companies
<b>Japan</b>	Japan	JPX-Nikkei 400
<b>South Korea</b>	South Korea	KOSPI 100 Index

Table 3: EMEA coverage

QS Region	Country	Coverage
-	European (multiple)	STOXX 600 Index
<b>Africa</b>	South Africa	FTSE JSE-40, JSE-MidCap Indices
<b>Anglo</b>	Ireland	ISEQ 20 Index
<b>Anglo</b>	United Kingdom	FTSE All-Share Index (ex-investment trusts)
<b>Germanic</b>	Austria	ATX 20 Index
<b>Germanic</b>	Germany	DAX30/MDAX50/SDAX 50/TecDAX
<b>Germanic</b>	Switzerland	SMI 20, SMIM 30 Index
<b>Nordic</b>	Denmark	OMX Copenhagen 25, Nasdaq Nordic Large Cap
<b>Nordic</b>	Finland	OMX Helsinki 25, Nasdaq Nordic Large Cap
<b>Nordic</b>	Norway	OBX 25, Nasdaq Nordic Large Cap
<b>Nordic</b>	Sweden	OMX Stockholm 30 Index, widely held
<b>Russia</b>	Russia	RTS 50 Index, widely held
<b>Southern Europe</b>	Greece	FTSE ATHEX Large Cap Index 25
<b>Southern Europe</b>	Italy	FTSE-MIB, FTSE-Midcap Index
<b>Southern Europe</b>	Portugal	PSI 20 Index
<b>Southern Europe</b>	Spain	IBEX 35 Index
<b>Western Europe</b>	Belgium	BEL 20 Index
<b>Western Europe</b>	France	Widely held companies within the CAC All-Tradable, SBF 120 Index
<b>Western Europe</b>	Luxembourg	LuxX Index
<b>Western Europe</b>	Netherlands	AEX25, AMX25 Indices

## Coverage Adjustments

The Governance QualityScore universe undergoes periodic coverage updates to reflect changes in the underlying index constituents. Most ex-US markets are updated annually in January to reflect year-end index rebalancing. Therefore, in most markets, changes are held until the beginning of the year, with a notable exception being the U.S. Russell 3000, which takes place in early July after its annual index reconstitution in June. The following markets have a more frequent rebalance schedule; however, except for delistings or mergers, potential index drops are held until year-end (July for Russell 3000) to minimize volatility in the coverage universe.

Table 4: Coverage Adjustment Schedule

QS Region	Country	Coverage	Rebalance Frequency
Australasia	Australia	S&P/ASX 300 Index	Quarterly Adds
Canada	Canada	S&P/TSX Composite	Quarterly Adds
W. Europe	France	Widely-held within the CAC All-tradable + SBF 120	Quarterly Adds
Anglo	Ireland	ISEQ 20 Index	Quarterly Adds
Japan	Japan	JPX-Nikkei 400	Semi-annual
Africa	South Africa	FTSE JSE-40, JSE-MidCap Indices	Quarterly Adds
Anglo	United Kingdom	FTSE All-Share Index (ex- investment trusts)	Quarterly Adds
USA	United States	S&P 500 Index	Quarterly Adds
USA	United States	Russell 3000 (ex. S&P 500)	Quarterly IPO Adds All other updates: July
-	European (multiple)	STOXX 600 Index	Quarterly Adds
All other	All other	Refer to Tables 1, 2 and 3	Annual

**Coverage Adjustment Notes:**

- › ISS, at its discretion, will exclude companies from the Governance QualityScore coverage universe if they do not meet ISS' requirements for data collection or disclosure. In most cases, Foreign Private Issuers are withheld from coverage.
- › ISS may retain a limited number of publicly traded companies that would have otherwise been dropped from coverage in order to minimize volatility in the coverage universe and meet the needs of its clients.
- › Effective February 2020, ISS will expand its coverage to include additional "widely-held" companies outside of the stated indices in certain countries to meet the needs of its clients.
- › While new companies are added to the coverage universe per the above schedule, scores will not be available until all Governance QualityScore factors are collected (generally after the company files its next annual proxy, annual report, or meeting circular).
- › Private and inactive companies are removed from the scored universe as soon as they are determined to be no longer publicly traded.

## Summary of Updates

The Governance QualityScore annual methodology review ensures the approach remains closely aligned with the ISS' benchmark voting policies and reflect developments in regulatory and market practices.

### **November 2019 Methodology Updates**

Effective November 25, the Governance QualityScore methodology will be enhanced to provide users with deeper actionable insights, particularly surrounding governance of sustainability issues. Notably, ISS ESG is adding two new Compensation/Remuneration factors that evaluate whether covered companies disclose an Environmental & Social performance measure for their short-term and long-term incentive plans for executives, as increasingly companies are tying executive compensation to meeting sustainability goals. Additionally, ISS ESG is introducing a new Shareholder Rights factor that identifies the highest level of vote support for an environmental or social shareholder resolution at the company's most recent annual meeting. A shareholder resolution that receives a significant level of support for sustainability measures could indicate inadequate company disclosures or sustainability performance issues. These factors will not be scored for the first year following inclusion.

### **New Factors as of November 25, 2019:**

#### **Compensation / Remuneration (Communications and Disclosure)**

- › What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives? (Q394)\* *Applicable Regions: Africa, Anglo, AsiaPac, Australasia, Canada, Germanic, Latin America, Nordic, Russia, S. Europe, U.S., W. Europe*

- › What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year? (Q395)\* *Applicable Regions: Africa, Anglo, AsiaPac, Australasia, Canada, Germanics, Latin America, Nordic, Russia, S. Europe, U.S., W. Europe*

### Shareholder Rights (Meeting and Voting Related Issues)

- › What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting? (Q393)\* *Applicable Regions: All Regions except Japan*

### Application of Existing Factors to New Markets:

#### Compensation/Remuneration

- › What is the level of disclosure on performance measures for the short-term incentive plan for executives? (Q113), *add: Greece, Latin America, New Zealand.*  
The question text and methodology were also updated to evaluate company-disclosed financial performance measures.
- › What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year? (Q246), *add: Africa, Anglo, APAC, Canada, Germanics, Latin America, Nordic, S. Europe, W. Europe*

*\*Indicates this factor is unscored for the respective region*

[Appendix II](#) includes a complete listing of all Governance QualityScore factors alongside their market applicability.

[Appendix III](#) shows factor listings by market and region. The rationale and guidelines for all Governance QualityScore factors are detailed below.

## Scoring Methodology

Governance QualityScore rests on a scoring methodology built and tested by ISS' global team of governance experts and focuses on quantitative and qualitative aspects of regional governance best practices as well as the analysis undergirding ISS voting policies and voting recommendations. A score in the 1<sup>st</sup> decile indicates relatively higher quality and relatively lower governance risk, and, conversely, a score in the 10<sup>th</sup> decile indicates relatively lower quality and higher governance risk.

The 1-10 score is a relative measure based on the raw score calculations of companies in the same index or region. This process is conducted at each topical category and overall company score levels. Each topical category, as well as the overall company score, generates an independent range of scores and the resulting decile rankings. For example, raw scores for S&P 500 U.S. companies are ranked and grouped into deciles, with

the first decile (designated with a “1”) being indicative of a higher raw score and lower governance risk. See the hypothetical example in the table below.

*Table 5: Score Methodology Example*

Rating Category	Raw Points	Governance QualityScore
Board	23.3	8
Audit	56.9	7
Shareholder Rights	28.3	5
Compensation	19.2	10
<b>Total</b>	<b>127.7</b>	<b>8</b>

The Audit & Risk Oversight category decile scoring differs from the other categories. While the methodology is reviewed on an ongoing basis to strengthen the analysis of governance risk, there are a limited number of prevalent risk factors or controversies in the Audit and Risk Oversight category. Consequently, Governance QualityScore does not assign a 1-10 rank for companies where practices are similar or “force rank” to ensure companies are in each of the 1-10 decile scores. In most Governance QualityScore regions, the Audit scores are limited to a few relevant deciles only. The audit deciles were last updated March 2019 for US, Canada, Japan, Nordic, and Latin America.

## Governance QualityScore Factor Criteria

There are more than 230 factors analyzed under Governance QualityScore, with the specific factors under analysis varying by region. The following section details the questions analyzed and rationale for inclusion in the factor methodology. The parenthetical number associated with each question is the ISS question identification number, which is highlighted for easy reference throughout related documentation and product tools.

The complete Governance QualityScore methodology and market applicability is detailed in [Appendices II and III](#).

## Board Structure Category

### Board Composition

#### ▶ How many directors serve on the board? (Q9)

- › In general, the investment community expects that boards should not be so large that they become inefficient and hinder decision-making. Generally, boards should not have fewer than six members or more than 15 members. A board of between nine and 12 board members is considered ideal.
- › This question will consider the total number of directors on the board or whether no information is disclosed.
- › This factor has a zero-weight impact on the scoring model for U.S. companies and is included for informational purposes only.

Market Applicability: All regions

#### ▶ What percentage of the board is independent based on an ISS local market classification? (Q10)

- › This factor evaluates board independence, where the definition of independence (according to ISS) is universal across markets. Local standards will be taken into account in the scoring and consider nuances including whether or not the company is controlled, has a Higgsian Chair, or if board members are elected by shareholders. The percentage of independent directors on a board is viewed by many as critical to firm performance. For instance, a working paper which evaluated the link between board composition and company productivity found a positive relationship between the percentage of outsiders on so-called monitoring committees (i.e., audit, compensation, and nominating committees) and the factors associated with the benefits of monitoring. These factors included the firm's outstanding debt and free cash flow (Klein). Another study found a significant correlation between board independence and firm performance as measured by Return on Assets (Elgaied & Rachdi 2008). Other researchers found a positive link between enhanced firm value and boards which have audit committees that are composed of a majority of independent finance-trained directors (Chan & Li 2008).

- › Directors with ties to management may be less willing and able to effectively evaluate and scrutinize company strategy and performance. Furthermore, boards without adequate independence from management may have inherent conflicts of interest.
- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings. In many markets, a board lacking a majority of independent members will raise significant concerns.
- › In order to distinguish between recommendations for FTSE 350 and ISEQ 20 companies and other companies within the Anglo Region, percentages of independent members will be analyzed for the constituents of the above mentioned indices, and numbers of independent members will be analysed for non-constituents.
- › In the Anglo market a Higgsian Chair is included in the independence calculation and is marked in the answer.
- › For the Brazilian market, a distinction will be made between constituents of the various listing segments to take into account different best practice recommendations. A minimum of 30% board independence for Novo Mercado and Nivel 2 companies is expected, and a minimum of 1 independent director is expected for companies traded under the other listing segments.
- › For the African market, the question will consider the independence of non-executive directors.
- › For the Canadian market, Governance QualityScore will not penalize a majority owned company where board independence level is below 50 percent; as long as the company qualifies for majority controlled exemption. A majority owned company is defined for the purpose of this policy as a company controlled by a shareholder or group of shareholders who together have an economic ownership interest under a single class common share capital structure that is commensurate with their voting entitlement of 50 percent or more of the outstanding common shares. Such company is deemed to enjoy majority controlled exemption if it meets certain independence and governance criteria as outlined in the Canada Proxy Voting Guidelines.
- › In Western and Southern Europe regions where companies have a controlling shareholder, ISS applies different minimum standards of independent representation on the board of controlled companies. ISS accepts that independence below 50 percent is standard in some markets.
- › In markets such as Nordic, Western Europe, and Germanic, Governance QualityScore takes into account all directors regardless of classification (shareholder representative, employee representative, employee shareholder representative, government represented). A board lacking a third of independent members will raise significant concerns.
- › In the South Korea market, differentiation is given for companies of different market cap bands, “Large”, “Small”, “Ultra-Small” that correspond to the regional ISS Benchmark Research policy.

Market Applicability: All regions

### What percentage of the board is independent, based on an ISS global classification? (Q378)

- › This factor evaluates board independence based on a uniform ISS definition across most markets, versus Q10, which takes into account local market nuances. The global classification uses a U.S. centric definition

for determining independence (with exceptions noted below), but provides more global comparability across markets. Governance QualityScore will consider director classifications (as defined by ISS) of “Independent Outsider” and “Independent – NonExecutive Director” as “Independent”. Unclassified board members are excluded from the total number of board members. Shareholder nominees are excluded from both independent and total board member calculations. Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings. In many markets, a board lacking a majority of independent members will raise significant concerns.

- › This factor considers if a company has a two-tiered board in Germany, Austria, France, and Netherlands.
- › The percentage of independent directors on a board is viewed by many as critical to firm performance. For instance, a working paper which evaluated the linkage between board composition and company productivity found a positive relationship between the percentage of outsiders on so-called monitoring committees (i.e., audit, compensation, and nominating committees) and the factors associated with the benefits of monitoring. These factors included the firm’s outstanding debt and free cash flow (Klein). Another study found a significant correlation between board independence and firm performance as measured by Return on Assets (Elgaied & Rachdi 2008). Other researchers found a positive link between enhanced firm value and boards which have audit committees that are composed of a majority of independent finance-trained directors (Chan & Li 2008).
- › Directors with ties to management may be less willing and able to effectively evaluate and scrutinize company strategy and performance. Furthermore, boards without adequate independence from management may have inherent conflicts of interest.
- › In order to distinguish between recommendations for FTSE 350 and ISEQ 20 companies and other companies within the Anglo Region, percentages of independent members will be analysed for the constituents of the above mentioned indices, and numbers of independent members will be analysed for non-constituents. Shareholder nominees are excluded from both calculations.
- › For China, shareholder nominees are included in the calculation.
- › For Russia, new Management nominees and shareholder nominees are excluded from consideration.

Market Applicability: All regions excluding Japan

### [How many outside directors are on the board? \(Q289\)](#)

- › Japan government revised the Companies Act, which essentially gives firms little alternative but to appoint outside directors. The legislation, states that large companies must explain the downsides of appointing outside directors to shareholders if they opt not to acquire any. Similarly, the nonbinding corporate governance code, which was drafted by a panel of experts under the Financial Services Agency and the TSE, urges companies listed in the first and second sections of the country’s stock exchanges to have at least two outside directors.

Market Applicability: Japan

▶ [What is the outside director composition of the board? \(Q282\)](#)

- › Japanese boards are often dominated by company insiders, and though an outside director may lack independence, a meaningful presence of outside directors on the board could enhance the board's monitoring and oversight abilities.

Market Applicability: Japan

▶ [What is the independent statutory auditor's composition? \(Q281\)](#)

- › The board of statutory auditors in Japan is responsible for monitoring the company's financial reporting and auditing practices as well as the board of directors' compliance. Therefore, the board of statutory auditors should have high level of independence to ensure accurate and reliable financial disclosure and adherence to the law by directors. Governance QualityScore will measure the percentage of independent statutory auditors according to ISS policy.

Market Applicability: Japan

▶ [What is the classification of the Board Chair?\(Q14\)](#)

- › An independent chair of the board is broadly considered best practice. As noted in a 2009 policy brief published by Yale University's Millstein Center for Corporate Governance and Performance, the "independent chair curbs conflicts of interest, promotes oversight of risk, manages the relationship between the board and CEO, serves as a conduit for regular communication with shareowners, and is a logical next step in the development of an independent board."
- › Specifically in the Canada markets, National Policy 58-201 Corporate Governance Guidelines recommends that the chair of the board should be an independent director. Where this is not appropriate, an independent director should be appointed to act as "lead director." However, either an independent chair or an independent lead director should act as the effective leader of the board and ensure that the board's agenda will enable it to successfully carry out its duties.
- › This question will consider the classification of the chair of the board according to ISS policy, outlining whether he / she is independent, an executive, or if the chair of the board has not been appointed.

- › In Japan, a distinction will be made between the chair of the board (議長 *gicho*) and the chair of the company (会長 *kaicho*)<sup>2</sup>. This question will consider whether the chair of the board is an insider or an outside director based on the company's corporate governance report.

Market Applicability: All regions

### ▶ Has the company identified a Senior Independent Director or an independent Lead Director? (Q16)

- › A lead independent director provides an important leadership function for a board with a combined CEO/chair structure. An effective lead director's functions generally include, but are not limited to, the following: presides at all meetings of the board at which the chair is not present, including executive sessions of the independent directors; serves as liaison between the chair and the independent directors; approves information sent to the board; approves meeting agendas for the board; approves meeting schedules to assure that there is sufficient time for discussion of all agenda items; has the authority to call meetings of the independent directors; and if requested by major shareholders, ensures that he is available for consultation and direct communication.
- › This question addresses whether there is a position of a lead independent director with clearly delineated and comprehensive duties.
- › For the U.S., a lead independent director or a presiding director will be considered if one director serves in that capacity for at least one year. A position that rotates among members of the board within the year will not be considered.
- › The presence of a lead independent director will mitigate to some degree concerns raised by a non-independent chair or combined CEO-chair structure. The absence of a lead independent director will raise a small additional degree of concern and a non-independent lead director slightly less.
- › This question will consider the independence of the lead director according to ISS policy, or if the lead director of the board has not been appointed. In the case where there is an independent chair (and thus no lead independent director), this question will not be applicable.

Market Applicability: All regions excluding Japan

### ▶ Has the company appointed a Lead Independent Director or established other ways of effective collaboration between independent directors, management, and statutory auditors in compliance with the Japanese Corporate Governance Code 4-8-2? (Q367)

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<sup>2</sup> In Japan, the chair of the company (*kaicho*) is at the helm of the company (who is often a former CEO of the company) but does not always chair the board. Even when a company has the chair of the company as a distinct role separate from the CEO, such a role may be symbolic or honorary position, and the CEO may still chair the board. From the perspective of the separation of CEO and chair, it is more appropriate in Japan to examine the separation of CEO and the chair of the board (*gicho*).

- › The lead director serves as an independent chief among all board members and thereby helps ensure board relations run smoothly. Lead directors drive high-performance boards. Lead directors may improve board performance by facilitating board discussions, by helping directors reach consensus, and by keeping board matters on track.
- › The Japanese Corporate Governance Code recognizes the importance of lead independent directors and believes that its presence could help facilitate oversight and collaboration among different governing bodies. However, the Code also allows companies to achieve similar oversight mechanism through other unspecified means, and companies are not required to disclose whether it has a lead independent director or not. Therefore, this question will examine the compliance with the provisions of the Code 4-8-2.

Market applicability: Japan

▶ [What is the term of mandate proposed for supervisory board members at the latest general meeting? \(Q17\)](#)

- › Director term lengths can affect the ability of shareholders to issue regular opinions about the composition of the board. In general, a one-year mandate is considered best practices, but ISS recognizes that market practice in some markets is for a three-year term, and will not penalize a company if the director mandate is for three years or less.

Market Applicability: W. Europe, Nordic, S. Europe

▶ [What percentage of the board consists of immediate family members of majority shareholders, executives, and former executives within the past five years? \(Q205\)](#)

- › This question elaborates on the general issue of board independence and addresses whether members of the board are related (per the SEC definition of family membership) to any current or former officers (five year cooling-off period) or significant shareholders of the company.
- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings. This factor has a zero-weight impact on the scoring model and is included for informational purposes only.

Market Applicability: U.S., Latin America, Russia

▶ [What percentage of the board consists of former or current employees of the company? \(Q206\)](#)

- › This question elaborates on the general question of board independence and addresses whether members of the board are former employees of the company. The definition of former employees follows ISS' classification of directors, which applies a cooling-off period of five years for executives other than the CEO.

Under current ISS policy, a former CEO will always be considered affiliated (more information is available via the ISS Policy Gateway).

- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings.
- › This factor has a zero-weight impact on the scoring model and is included for informational purposes only.

Market Applicability: U.S., Latin America, Russia

## Composition of Committees

### ▶ What percentage of the nominating committee is independent based on an ISS local market classification? (Q19)

- › Most nominating committees are responsible for developing a policy on the size and composition of the board and for identifying and approving nominees for vacant positions on the board of directors. The committee should have the benefit of the CEO's involvement in the selection process, but the responsibility for selection of board nominees should be that of independent directors.
- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings. Nomination committees with less than independent membership as recommended by local best practice will raise increasing levels of concern.
- › Governance QualityScore will consider: the percentage of independent members (i.e., as defined by ISS' proxy voting guidelines); if no information is given; if no committee exists; or if there is no clear nomination process.
- › For Japan, Governance QualityScore will additionally consider whether the committee is a formal nominating committee applicable to companies with three-committee structure or a voluntary advisory nominating committee, and will consider the percentage of outside directors on the committee based on the company's corporate governance report.
- › For the Canadian market, Governance QualityScore will not penalize a majority owned company where nominating committee independence level is below 50 percent; as long as the company qualifies for majority controlled exemption. A majority owned company is defined for the purpose of this policy as a company controlled by a shareholder or group of shareholders who together have an economic ownership interest under a single class common share capital structure that is commensurate with their voting entitlement of 50 percent or more of the outstanding common shares. Such company is deemed to enjoy majority controlled exemption if it meets certain independence and governance criteria as outlined in the Canada Proxy Voting Guidelines.

Market Applicability: All regions

### ▶ Are there Company executives on the nominating committee? (Q306)

- › This question will consider whether there are any company executives on the nominating committee. Most nominating committees are responsible for developing a policy on the size and composition of the board and for identifying and approving nominees for vacant positions on the board of directors. The committee should have the benefit of the CEO's views in its selection process, but the responsibility for selection of board nominees should be that of independent directors.

Market applicability: All regions except Japan

### ▶ What is the classification of the chair of the nominating committee? (Q23)

- › Most nominating committees are responsible for developing a policy on the size and composition of the board and for identifying and approving nominees for vacant positions on the board of directors. The committee should have the benefit of the CEO's involvement in the selection process, but the responsibility for selection of board nominees should be that of independent directors.
- › Governance QualityScore will consider whether the committee chair is an executive, affiliated non-executive, insider, outsider, non-director committee member or independent. Governance QualityScore also will consider whether there is, as disclosed explicitly by the company, a chair as well as a committee.

Market Applicability: All regions

### ▶ What percentage of the compensation/remuneration committee is independent based on an ISS local market classification? (Q25)

- › The compensation committee makes recommendations and sets guidelines for the compensation of executives of the company. Best practice dictates that the panel should be composed solely of independent directors.
- › Governance QualityScore will consider: the percentage of independent members (as defined by ISS' proxy voting guidelines); if no information is given; if no committee exists; or if there is no clear nomination process.
- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings. Compensation committees with less independent membership as recommended by local best practice raises concern of governance risk.
- › For Japan, Governance QualityScore will additionally consider whether the committee is a formal compensation committee applicable to companies with three-committee structure or a voluntary advisory nominating committee, and will consider the percentage of outside directors on the committee based on the company's corporate governance report.
- › For the Canadian market, Governance QualityScore will not penalize a majority owned company where compensation committee independence level is below 50 percent; as long as the company qualifies for majority controlled exemption. A majority owned company is defined for the purpose of this policy as a company controlled by a shareholder or group of shareholders who together have an economic ownership

interest under a single class common share capital structure that is commensurate with their voting entitlement of 50 percent or more of the outstanding common shares. Such company is deemed to enjoy majority controlled exemption if it meets certain independence and governance criteria as outlined in the Canada Proxy Voting Guidelines.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, S. Europe, AsiaPac, Australasia, Africa, Russia, S. Korea, India, Japan

#### ▶ Are there executives on the compensation/remuneration committee? (Q27)

- › The compensation committee makes recommendations and sets guidelines for the compensation of executives of the company. Best practice dictates that the panel should be composed solely of independent directors. When executives are member of the compensation committee, there is a conflict of interest.
- › This question will consider whether there are any executives on the compensation committee.

Applicability: U.S., Canada, Anglo, W. Europe, Germanic, S. Europe (Portugal\*), Nordic, Australasia, AsiaPac, S. Korea, Latin America, Africa, India, Russia

#### ▶ What is the classification of the chair of the compensation/remuneration committee? (Q28)

- › The compensation committee makes recommendations and sets guidelines for the compensation of executives of the company. Best practice dictates that the chair should be an independent director.
- › Governance QualityScore will consider whether the committee chair is an executive, affiliated non-executive, insider, outsider, non-director committee member or independent. Governance QualityScore also will consider whether there is, as disclosed explicitly by the company, a chair as well as a committee.

Market Applicability: All regions (Portugal\*)

#### ▶ Does the company maintain a formal audit committee? (Q331)

- › While some companies maintain a statutory Audit Committee, under Brazilian Corporate Law, most companies have a Fiscal Council, which is a corporate body independent of management and a company's external auditors that operates on a permanent or non-permanent basis. The Fiscal Council is generally not equivalent to a U.S. audit committee; its primary responsibility is to monitor management's activities, review the financial statements, and report its findings to the shareholders.
- › Under the Brazilian Corporate Law, the Fiscal Council may not contain members who are members of the Board of Directors or the executive committee, or who are employees of the company or a controlled entity, or a spouse or relative of any member of management.

- › While some companies maintain a statutory Audit Committee in addition to a Fiscal Council, the former is not a requirement. Under Rule 10A-3(c)(3) of the U.S. Securities Exchange Act, certain non-U.S. issuers are exempt from the audit committee requirements of Section 303A of the NYSE Listed Company Manual if they establish, according to their local law or regulations, another body that acts as an audit committee.
- › Governance QualityScore will consider whether the company has set up a formal audit committee, and whether all of its members are also members of the board of directors.

Market Applicability: Latin America

### ▶ Does the company maintain a formal fiscal council? (Q332)

- › Under Brazilian Corporate Law, the Fiscal Council is a corporate body independent of management and a company's external auditors that operates on a permanent or non-permanent basis. The fiscal council is generally not equivalent to a U.S. audit committee; its primary responsibility is to monitor management's activities, review the financial statements, and report its findings to the shareholders.
- › Under the Brazilian Corporate Law, the fiscal council may not contain members who are members of the Board of Directors or the executive committee, or who are employees of the company or a controlled entity, or a spouse or relative of any member of management.
- › While some companies maintain a statutory audit committee in addition to a fiscal council, the former is not a requirement. Under Rule 10A-3(c)(3) of the Exchange Act, non-U.S. issuers are exempt from the audit committee requirements of Section 303A of the NYSE Listed Company Manual if they establish, according to their local law or regulations, another body that acts as an audit committee.

Governance QualityScore will consider whether the company has set up a fiscal council, and whether it operates on a permanent or non-permanent basis.

Market Applicability: Latin America

### ▶ What percentage of the audit committee is independent based on an ISS local market classification? (Q31)

- › Like other key board committees, audit panels/committees should include only independent non-executives to reduce the risk of conflict of interest with regard to the company's accounts.
- › Governance QualityScore will consider: the percentage of independent members as defined by ISS' policy guidelines; if no information is given; or if no committee exists.
- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings.
- › Audit committees with less independent membership as recommended by local best practice raises the concern of governance risk.

- › For the Canadian market, Governance QualityScore will not penalize a majority owned company where audit committee independence level is below 50 percent; as long as the company qualifies for majority controlled exemption. A majority owned company is defined for the purpose of this policy as a company controlled by a shareholder or group of shareholders who together have an economic ownership interest under a single class common share capital structure that is commensurate with their voting entitlement of 50 percent or more of the outstanding common shares. Such company is deemed to enjoy majority controlled exemption if it meets certain independence and governance criteria as outlined in the Canada Proxy Voting Guidelines.
- › In the South Korea market, differentiation is given for companies of different market cap bands, “Large”, “Small”, “Ultra-Small” that correspond to the regional ISS Benchmark Research policy.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, S. Europe, AsiaPac, Australasia, Africa, Russia, S. Korea, India, Japan

#### ▶ Are there executives on the audit committee? (Q33)

- › Like other key board committees, audit panels/committees should include only independent non-executives to reduce the risk of conflict of interest with regard to the company’s accounts.
- › Answers will consider whether the company has an audit committee, the presence of executives on the audit committee, whether the composition of the committee has been disclosed, and if so, the composition of the committee.

Market Applicability: All regions except Japan

#### ▶ What is the classification of the chair of the audit committee? (Q34)

- › Like other key board committees, audit panels should ideally be comprised solely of independent non-executives to ensure no possibility of conflict of interest with regard to the company’s accounts.
- › Governance QualityScore will consider whether the committee chair is an executive, affiliated non-executive, or independent.
- › Answers will consider the classification of the chair of the audit committee, whether or not such committee has been set up, and whether the composition of the committee has been disclosed.

Market Applicability: All regions

#### ▶ What governance structure has the company adopted? (Q283)

- › There are three different types of board structures in Japan; (1) Japanese traditional two-tiered board structure with a board of directors and a board of statutory auditors (監査役会 *kansayaku-kai*); (2) a unitary board with three committee structure (also known as U.S. style board) with audit, nomination, and

compensation committees adopted by a small fraction of Japanese companies; and (3) a unitary board with audit committee structure, a new type of structure introduced in 2015.

- › Japanese companies can choose among three types of governing structures, and this is a screening question as Governance QualityScore has already scored relevant topics in other questions.

Market Applicability: Japan

▶ [Has the company disclosed information on key committee attendance? \(Q340\)](#)

- › Directors who do not attend a sufficient number of board and key committee meetings are not fulfilling their obligation to represent shareholders and provide oversight and direction to management.
- › Governance QualityScore will consider whether or not the company has disclosed information on key committee attendance.

Market Applicability: India

▶ [What percentage of the nominating committee is independent, based on an ISS global classification? \(Q380\)](#)

- › This factor evaluates nominating committee independence based on a uniform ISS definition across most markets, versus Q19, which takes into account local market nuances. The global classification uses a U.S. centric definition for determining independence (with exceptions noted below), but provides more global comparability across markets.
- › Most nominating committees are responsible for developing a policy on the size and composition of the board and for identifying and approving nominees for vacant positions on the board of directors. The committee should have the benefit of the CEO's involvement in the selection process, but the responsibility for selection of board nominees should be that of independent directors.
- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings. Nomination committees with less than independent membership as recommended by local best practice will raise increasing levels of concern.
- › Governance QualityScore will consider: the percentage of independent members (i.e., as defined by ISS' proxy voting guidelines); if no information is given, if no committee exists, or if there is no clear nomination process, then the answer would be deemed as "not disclosed".

Market Applicability: All markets except Japan

▶ [What percentage of the compensation committee is independent under ISS' global classification? \(Q381\)](#)

- › This factor evaluates compensation committee independence based on a uniform ISS definition across most markets, versus Q25, which takes into account local market nuances. The global classification uses a U.S. centric definition for determining independence (with exceptions noted below), but provides more global comparability across markets.
- › The compensation committee makes recommendations and sets guidelines for the compensation of executives of the company. Best practice dictates that the panel should be composed solely of independent directors.
- › Governance QualityScore will consider: the percentage of independent members (as defined by ISS' proxy voting guidelines) if no information is given as to independence or if no committee exists, then the answer would be deemed "not disclosed".
- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings. Compensation committees with less independent membership as recommended by best practice raises concern of governance risk.

Market Applicability: U.S., Canada, Anglo, W. Europe, Germanic, S. Europe (Portugal\*), Nordic, Australasia, AsiaPac, S. Korea, Latin America, Africa, India, Russia

#### [What percentage of the audit committee is independent based on an ISS global classification? \(Q382\)](#)

- › This factor evaluates audit committee independence based on a uniform ISS definition across most markets, versus Q31, which takes into account local market nuances. The global classification uses a U.S. centric definition for determining independence (with exceptions noted below), but provides more global comparability across markets.
- › Like other key board committees, audit panels/committees should include only independent non-executives to reduce the risk of conflict of interest with regard to the company's accounts.
- › Governance QualityScore will consider: the percentage of independent members as defined by ISS' policy guidelines; if no information is given as to independence or if no committee exists, then the answer would be deemed "not disclosed".
- › Please see [Appendix I](#) concerning scoring this question when new directors are appointed to the board between shareholder meetings.
- › Audit committees with less independent membership as recommended by local best practice raises the concern of governance risk.

Market Applicability: US, Canada, Anglo, W. Europe, Germanic, S. Europe, Nordic, Australasia, AsiaPac, S. Korea, Latin America, Africa, Russia, and India

## Board Practices

### ▶ How many directors serve on an excessive number of outside boards? (Q309)

- › This question will consider the number of outside board positions that are held by each individual director. Directors with an excessive number of board seats may not have sufficient time to devote to the needs of individual boards. Answers will consider the number of board members who serve on an excessive number of board positions of publicly traded companies (differentiating between directors who are active CEOs and those that are not active CEOs). Excessiveness of outside board positions is based on market-specific ISS policy, available on the ISS Policy Gateway.

Market Applicability: India, Korea, AsiaPac

### ▶ Do executives serve on an excessive number of outside boards? (Q36)

- › An executive role is a position of great responsibility and time demands. Sitting on multiple outside boards may threaten the ability of the executives to attend to the business of his or her primary employer.
- › This factor has a zero-weight impact on the scoring model for Latin American companies and is included for informational purposes only.

Market Applicability: W. Europe, Germanic, Nordic, S. Europe, Latin America, Anglo

### ▶ Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)? (Q37)

- › The chief executive role is a position of great responsibility and time demands. Sitting on multiple outside boards may threaten the ability of the CEO to attend to the business of his or her primary employer.
- › Governance QualityScore will consider the total number of public board seats held by the CEO (including the company), or whether no information is available. All subsidiaries with their own publicly-traded stock are counted as individual boards.
- › Excessive board memberships - more than two outside boards (three total boards) – raises governance risk concern.
- › For companies evaluated in Canada, CEOs who sits on more than 3 public boards (four total boards) are considered overboarded.
- › This factor has a zero-weight impact on the scoring model for Latin American companies and is included for informational purposes only.

Market Applicability: U.S., W. Europe, Germanic, Nordic (Finland), S. Europe (ex. Greece), Australasia, Canada, Latin America, Anglo

▶ [How many non-executive directors serve on a significant number of outside boards?\(Q38\)](#)

- › Directors with an excessive number of board seats may not have sufficient time to devote to the needs of individual boards.
- › Governance QualityScore will consider the total number of board seats (including the company) held by non-executives to determine if they are excessive, as defined by the respective market, or whether no information is available. ISS' benchmark policy defines excessive in the U.S. as more than five public company board seats. For U.S. and Canadian companies, all directors are included except the CEO.
- › This factor has a zero-weight impact on the scoring model for Latin American companies and is included for informational purposes only.

Market Applicability: U.S., W. Europe, Germanic, Nordic, S. Europe, Australasia, Canada, Latin America\*, Anglo

▶ [Does the Board Chair serve on a significant number of outside boards? \(Q39\)](#)

- › As for other non-executives, but even more so for the chair of the board, holding multiple outside board positions may represent an impediment to the director's ability to devote sufficient time to the needs of each company.
- › This factor has a zero-weight impact on the scoring model for Latin American companies and is included for informational purposes only.

Market Applicability: W. Europe, Germanic, Nordic, S. Europe, Australasia, Latin America, Anglo

▶ [Has the company disclosed the attendance of each director? \(Q337\)](#)

- › In China, attendance record of only independent directors is required to be disclosed; however, the best practice is to disclose attendance record of all directors on the board.
- › Governance QualityScore will consider whether or not the company has disclosed information on individual attendance of board and committee meetings.

Market Applicability: AsiaPac, India

▶ [What percentage of all meetings was attended by at least 50 percent of the supervisory board? \(Q43\)](#)

- › Directors who do not attend a sufficient number of board meetings are not fulfilling their obligation to represent shareholders and provide oversight and direction to management. This question was designed to account for the specific disclosure in the Germanic markets.

Market Applicability: Germanic

▶ [What percentage of the directors attended less than 75 percent of the board and/or committee meetings? \(Q44\)](#)

- › Directors who do not attend a sufficient number of board meetings are not fulfilling their obligation to represent shareholders and provide oversight and direction to management.
- › Governance QualityScore follows ISS Benchmark Research policy to determine what committees (if any) are evaluated. In China and Korea, only board meetings are evaluated. In Canada, committees include the Audit, Compensation and Nominating committees. For U.S., Australia and New Zealand companies, this question applies to all board and committee meetings.
- › In South Korea and Japan, this question will only examine the attendance of outside directors, as attendance records of inside directors are not required to be disclosed in these markets.

Market Applicability: All regions

▶ [Did any director attend less than 75 percent of the aggregate board and applicable committee meetings without a valid excuse? \(Q45\)](#)

- › Directors who do not attend a sufficient number of board and key committee meetings are not fulfilling their obligation to represent shareholders and provide oversight and direction to management.
- › Governance QualityScore will consider the number of directors who attended less than 75 percent of the aggregate of their board and committee meetings, with consideration given to whether the meetings were missed for a valid excuse (e.g. medical issue, family emergencies, or missing only 1 meeting.). In Canada, key committees include the Audit, Compensation and Nominating committees. For U.S. companies, this question applies to all board and committee meetings per SEC disclosure requirements.

Market Applicability: U.S., Canada, Anglo

▶ [Does the company routinely hold independent director meetings or have other mechanisms to facilitate effective collaboration of independent directors, management, and statutory auditors in compliance with the Japanese Corporate Governance Code 4-8-1? \(Q366\)](#)

- › Routine sessions independent directors where no management is present is considered an effective means to foster understanding and share information among independent directors, and help enhance their oversight ability.
- › The Japanese Corporate Governance Code (4-8-1) stipulates that in order to actively contribute to the board, “independent directors should endeavor to exchange information and develop a shared awareness among themselves from an independent and objective standpoint” and that routinely held meetings consisting solely of independent directors could help achieve this objective.

Market applicability: Japan

▶ [What percentage of directors received shareholder approval rates below 80%? \(Q312\)](#)

- › Governance QualityScore will consider the percentage of directors who received less than 80 percent of votes cast at the most recent shareholder meeting.
- › Opposition to a board member typically signifies a perceived lack of accountability, responsiveness, independence, and/or competence on the part of the targeted director, warranting further evaluation. Governance QualityScore will consider directors who received less than 80 percent shareholder approval. ISS collects meeting results as they are available and this factor will be updated and recalculated accordingly.
- › This question is seeking to highlight director elections with “outlier” results. In 2016, among Russell 3000 companies, fewer than 4% of all director elections resulted in less than 80% shareholder support.
- › From the date of publication of the ISS proxy research report until the meeting results are available, this question will be pending and the result will indicate “meeting results in progress” for this factor.

Market applicability: U.S.

▶ [Does the company disclose the existence of a formal CEO and key executive officers' succession plan? \(Q348\)](#)

- › Succession events define periods that have the potential to cause significant disruption and distraction for companies and for their boards, and sometimes can lead to detrimental impacts on shareholders and the value of their holdings. Well-crafted and well-understood succession plans can help minimize disruption in these scenarios; transition events demonstrate how properly-planned succession can ease shareholder concerns and protect shareholder value.
- › Estimates of the financial impact of planned CEO succession vary. Acknowledging the difference between having a succession plan and planned succession, there are some data points that accentuate the magnitude of the problem. According to a study by Strategy&, “Large companies that underwent forced successions in recent years would have generated, on average, an estimated \$112 billion more in market value in the year before and the year after their turnover if their CEO succession had been the result of planning.”
- › Governance QualityScore will consider whether a company has a board-approved, periodically-evaluated succession plan for the CEO, other senior management, and key executive officers. It will also distinguish between companies that do not have a formal CEO and key executive officers succession plan and those that have not disclosed the presence of a plan.

Market Applicability: U.S.

▶ [Does the company have a mechanism to monitor and supervise its CEO succession planning appropriately in compliance with the Japanese Corporate Governance Code 4-1-3? \(Q368\)](#)

- › When properly planned and thoughtfully executed, CEO succession offers a company far more than just the transitioning of its top leader. It enables organizations to envision new opportunities for growth, and realign and strengthen processes and systems throughout the enterprise. Succession planning is a human capital risk because of its potential high impact on business performance and continuity. Making long-term and emergency succession plans for the CEO is a fundamental board responsibility, one that should be addressed on a regular basis regardless of CEO's health and tenure.
- › While the Japanese Corporate Governance Code (4-1-3) does not require the establishment of a CEO succession policy and companies need not disclose whether it has a formal CEO succession plan or not, the Code recommends companies to institute a mechanism for monitoring and facilitating CEO succession plan.

Market applicability: Japan

▶ [What was the average outside directors' total compensation/remuneration as a multiple of the ISS peer median? \(Q315\)](#)

- › This relative measure expresses the prior year's average outside director's pay (based on total compensation reported for each non-executive director in the company's proxy statement) as a multiple of the median pay of its ISS-determined comparison group for the same period. The calculation for this measure is: the average outside director's total pay divided by the median average outside director total pay level within the comparator group.

Market applicability: U.S.

▶ [What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding? \(Q140\)](#)

- › Best practice dictates that directors maintain a meaningful level of share ownership by a certain time after appointment to better align their interests with those of shareholders.
- › Governance QualityScore will consider the total level of holdings of directors and executives as a percentage of shares issued by the company.
- › This factor has moved from the Compensation Category in the Equity Risk Mitigation subcategory to the Board Category in the Board Practices subcategory.
- › This factor has a zero-weight impact on the scoring model for Latin American companies and is included for informational purposes only.

Market Applicability: W. Europe, Germanic, Anglo, S. Europe, Australasia, Latin America, Africa, Russia

▶ [What percentage of directors with more than one year of service own stock, who can legally or practically do so? \(Q144\)](#)

- › Similar to the stock ownership rationale above, all directors should maintain an equity stake in the company.
- › Governance QualityScore will consider the number of directors with more than one year of service that own stock divided by the number or applicable directors, or exclude directors if the information is not disclosed (based on beneficial ownership, as reported). In cases where details regarding ownership are vague or otherwise not definitive with regard to the mandatory nature of the ownership requirement or level of holdings, ISS will deem the information “not disclosed.”
- › For U.S. markets, this question will consider the directors who can practically own shares. Certain directors, such as employees or representatives of significant shareholders or investment firms, may be prohibited by internal policies from personally holding shares (for example, to avoid the appearance or possibility of “front-running”). Such directors are excluded from this calculation.
- › In the U.S. and Canada, deferred share units are also considered for this question.

Market Applicability: U.S., Canada, AsiaPac, Australasia, S. Korea, India

#### ▶ Did any executive or director pledge company shares? (Q243)

- › The prospect that an executive or director may be forced to sell a substantial amount of shares poses significant risks for other shareholders, who may see the value of their shares decline. In addition, a highly leveraged executive may be incentivized to riskier behavior.
- › Governance QualityScore will consider whether company executives or directors have pledged company shares. ISS will consider pledging of shares of an institution or company where a director or an executive has a beneficial ownership.
- › This question covers all pledging, even if not considered problematic. Significant pledging that rises to a level of concern will also be captured under Question 345 as a failure of governance.

Market Applicability: U.S.

## Board Policies

#### ▶ Does the company disclose a policy requiring an annual performance evaluation of the board? (Q41)

- › Evaluating board performance is a way of measuring effective contribution and commitment of board members to their role, assessing the way the board operates, whether important issues are properly prepared as well as key competences on the board.
- › The board, committees and each individual director should be regularly assessed regarding his, her, or its effectiveness and contribution. An assessment should consider (a) in the case of the board or a board committee, its mandate or charter, and (b) in the case of an individual director, the applicable position

description(s), as well as the competencies and skills each individual director is expected to bring to the board. Evaluating board performance is a way of measuring effective contribution and commitment of board members to their role, assessing the way the board operates, whether important issues are properly prepared, and key competences on the board.

- › This question will evaluate whether the company organizes board evaluations, as well as the nature of such evaluation (frequency, individual, outside assessment).
- › In the U.S., a robust policy is when the company discloses an (1) annual board performance evaluation policy that includes (2) individual director assessments and (3) an external evaluator at least every three years. Performance evaluation policies disclosed or detailed in the corporate governance guidelines, nominating/governance committee charters, or the proxy statement are evaluated for this factor.
- › In Japan, companies are recommended to conduct an annual performance evaluation of the board in accordance with the Code 4-11-3 of the Japan Corporate Governance Code. This question in Japan will examine whether a company complies with the Code 4-11-3.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, Australasia, Russia, Japan

#### ▶ Does the company disclose board or governance guidelines? (Q46)

- › New York Stock Exchange listed companies are required to publicly disclose board/corporate governance guidelines. Other exchanges, however, do not yet mandate such disclosure.
- › Governance QualityScore will consider whether the company publicly discloses board/governance guidelines. When considering answers to this question, Governance QualityScore will look for guidelines disclosed as a single document as opposed to multiple separate documents covering various elements of governance.

Market Applicability: U.S.

#### ▶ What is the quorum for director meetings? (Q215)

- › A quorum ensures that directors meetings can only convene with a minimum number of directors present eliminating any director resolutions that may be passed in a meeting where less than half of directors are present.

Market Applicability: Canada

#### ▶ Does the company allow the Board Chair a second or casting vote at director meetings in the event of a tie? (Q100)

- › A casting or second vote is contrary to the tenet of one-person, one-vote.

- › The ability of the chair to have a second or casting vote on tie votes at board meetings is a questionable practice. Granting the chair a second vote on contentious issues that result in a deadlocked board can lead to conflicts of interest and potential inequality among directors.

Market Applicability: Canada, S. Europe

### ▶ Are directors subject to stock ownership guidelines? (Q143)

- › Best practice dictates that directors maintain a meaningful level of share ownership by a certain time after appointment to better align their interests with those of shareholders. This question is answered as a multiple of the cash portion of the annual retainer received by a non-employee director.
- › For the Canadian Market, ISS classifies ownership guidelines as follows:
  - › (i) Robust: five-times the annual cash retainer or more;
  - › (ii) Standard: two to four-times retainer; and,
  - › (iii) Sub-Standard: less than two-times retainer.
- › For the U.S. Market, the ISS classification is:
  - › (i) Robust: five-times the cash portion of the directors' base retainer or more;
  - › (ii) Standard: three or four times the cash portion of the directors' base retainer; and,
  - › (iii) Sub-Standard: two times or below the cash portion of the directors' base retainer.
- › The rigor of the stock ownership guidelines is a factor. In cases where the details regarding ownership are vague or otherwise not definitive (e.g., ownership is "encouraged" or "stressed") with regard to the mandatory nature of the ownership requirement or level of holdings, ISS will deem the information "not disclosed." For companies incorporated in Australia and New Zealand, the normal disclosure of director ownership guidelines is equivalent to their annual retainer. An additional response for Australia is foreseen to indicate and take into account significant holdings by directors.

Market Applicability: U.S., Canada, Australasia

### ▶ Does the company have a policy prohibiting hedging of company shares by employees? (Q244)

- › Best practice is to incorporate a robust policy that prohibits all types of hedging transactions within companies' insider trading policies or separate anti-hedging policies. Hedging against losses in company shares breaks the alignment between shareholder and executives that equity grants are intended to build.
- › Governance QualityScore will consider whether the company has instituted a policy that prohibits hedging of company shares. To be considered "robust," the policy should prohibit a full range of transactions, including short-selling, options, puts, and calls, as well as derivatives such as swaps, forwards, futures; alternatively, a robust policy would stipulate that no "hedging" of company stock is permitted. Additionally, hedging policies which (1) do not cover a broad group of participants, (2) are limited to specific

awards/securities, and/or (3) have a pre-clearance or pre-approval requirement will be considered as “not robust”

Market Applicability: U.S., Canada, Australasia

## Related-party Transactions

### ▶ Does the company disclose information on related-party transactions ? (Q336)

- › Related-party transactions can lead to conflicts of interest that may compromise independence, particularly in instances where participation or ties to transactions are not fully disclosed.
- › Governance QualityScore will consider the level of disclosure on conflicts of interest.

Market Applicability: Russia, India

### ▶ What percent of the directors were involved in material related-party transactions ? (Q50)

- › Related-party transactions can lead to conflicts of interest that may compromise independence, particularly in instances where participation or ties to transactions are not fully disclosed.
- › Governance QualityScore will consider the percentage of directors who are directly or indirectly (through employers and immediate family members) involved in material related-party transactions, or if no information with which to make a determination is given. In the U.S., a material transactional relationship is defined as one that: includes grants to non-profit organizations; exists if the company makes annual payments to, or receives annual payments from, another entity exceeding the greater of \$200,000 or 5 percent of the recipient’s gross revenues, in the case of a company which follows NASDAQ listing standards; or the greater of \$1,000,000 or 2 percent of the recipient’s gross revenues, in the case of a company which follows NYSE/Amex listing standards. In the case of a company which follows neither of the preceding standards, ISS will apply the NASDAQ-based materiality test. (The recipient is the party receiving the financial proceeds from the transaction.)
- › A material professional service relationship is defined as one that: include, but are not limited to the following: investment banking/financial advisory services; commercial banking (beyond deposit services); investment services; insurance services; accounting/audit services; consulting services; marketing services; legal services; property management services; realtor services; lobbying services; executive search services; and IT consulting services; exists if the company or an affiliate of the company makes annual payments to, or receives annual payments from, another entity in excess of \$10,000 per year.
- › Specifically for Canadian companies, any disclosure under the RPT section will be considered for this question.
- › Note that independence and related-party transactions may not be determinable under ISS standards for directors appointed between shareholder meetings. In such cases Governance QualityScore will reflect that

an unclassified directors sits on the board until further detail is provided. For more information, review [Classification of Newly-Appointed Directors in Appendix I: Event-driven Data Updates](#).

Market Applicability: U.S., Canada

#### ▶ Do the directors with related-party transactions sit on key board committees? (Q51)

- › The independence of the nomination, audit, and compensation committees is vital to their effective oversight of these key board functions. The existence of transactional relationships with the company has the potential to undermine this independence.
- › Governance QualityScore will consider whether directors with material related-party transactions sit on key committees, if it is not applicable, if an unclassified director sits on the board, or if information with which to make a determination is not given. See above for a definition of material RPTs.
- › Key committees are defined as nomination, audit, and compensation.

Market Applicability: U.S., Canada

#### ▶ Are there material related-party transactions involving the CEO? (Q216)

- › The CEO's special role in the company demands particular attention to avoid even the appearance of self-dealing.
- › Governance QualityScore will consider whether the CEO has engaged in material related-party transactions with the company.

Market Applicability: U.S., AsiaPac

## Board Controversies

#### ▶ How many directors received withhold/against votes of 50% or greater at the last annual meeting? (Q49)

- › Significant opposition to a board member typically signifies a lack of accountability, responsiveness, independence, and/or competence on the part of the targeted director, warranting further evaluation.
- › Governance QualityScore will consider the number of directors with majority opposition of votes cast<sup>3</sup> at the last annual meeting. From the date of publication of the ISS proxy research report until the meeting results are available, this question will be pending and the result will indicate "meeting results in progress" for this factor.

<sup>3</sup> For votes cast, ISS uses For/(For + Against). Abstentions are not included.

Market Applicability: U.S., Canada

▶ [Has the board adequately addressed a shareholder resolution supported by a majority vote? \(Q99\)](#)

- › Directors should be responsive to the company's owners, particularly in regard to shareholder proposals that receive a majority of the votes cast.
- › Governance QualityScore will consider whether majority support for shareholder proposals was evidenced, and, if so, whether the board has adequately addressed it.

Factors that will be considered are:

- › Disclosed outreach efforts by the board to shareholders in the wake of the vote;
  - › Rationale provided in the proxy statement for the level of implementation;
  - › The subject matter of the proposal;
  - › The level of support for and opposition to the resolution in past meetings;
  - › Actions taken by the board in response to the majority vote and its engagement with shareholders;
  - › The continuation of the underlying issue as a voting item on the ballot (as either shareholder or management proposals); and
  - › Other factors as appropriate.
- › In general, ISS' determination of sufficient board response will be based on disclosure in the proxy for the annual meeting after the majority vote was received.

Market Applicability: U.S.

▶ [Has the board adequately responded to low vote support for a management proposal? \(Q350\)](#)

- › Certain management-sponsored ballot items may not be binding on the company, nevertheless it is still important that companies listen to their shareholders on these votes and respond accordingly. These items include director elections, the advisory vote on executive compensation, and the frequency of say on pay.
- › Low support for director elections is considered less than 50% of the votes cast. ISS will examine whether the company adequately responded to the underlying issues causing the low support for the nominees.
- › For the advisory vote on executive compensation (say-on-pay), less than 70% of the votes cast is considered low support. The company's disclosure of its shareholder outreach to determine the reasons for the low support, and the actions taken to address the issues, are key in this determination.
- › Adoption of a say on pay frequency that received lower support than the frequency preferred by a majority or plurality of shareholders is examined taking into account the rationale provided by the company for its adoption, ownership structure, and any history of compensation concerns at the company.

Market Applicability: U.S.

▶ [Has ISS determined that the board had problematic governance practices that reduced shareholder rights? \(Q345\)](#)

- › Investors indicate little tolerance for unilateral boardroom adoption of bylaw amendments that diminish shareholder rights. Factors taking into consideration in the ISS review include the rationale, disclosure, level of impairment, track record, and other governance concerns.
- › Unilateral bylaw/charter amendments that are considered material include, but are not limited to: diminishing shareholder rights to call a special meeting/act by written consent, classifying the board, increasing authorized capital, and lowering quorum requirements, without shareholder approval.
- › Adverse charter and bylaw provisions and class structure adopted by newly public companies are also subject to this scrutiny.
- › Governance failures that are considered material include, but are not limited to: material failures of governance, stewardship, risk oversight or fiduciary responsibilities at the company; failure to replace management as appropriate; or egregious actions related to a director's service on other boards that raise substantial doubt about his or her ability to effectively oversee management and serve the best interests of shareholders at any company.
- › The most common categories of governance failures are excessive pledging of shares and failure to opt-out of state laws requiring a classified board (Indiana and Iowa.)

Market Applicability: U.S., Hong Kong, Singapore, and China

▶ [What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting? \(Q383\)](#)

- › This factor helps investors find companies where investors might have governance concerns, as evidenced by lower support for one of the management-nominated directors at their most recent annual general meeting (AGM). For Classified boards, the factor will report the lowest support for any sitting management-nominated director at their most recent election regardless if the election was at the company's most recent annual general meeting.
- › This factor is similar to Q312 and Q49 but allows investors to compare the minimum support levels across companies.
- › For non-US companies, this factor will also consider if the board utilizes a US-style board structure.
- › Opposition to a board member typically signifies a perceived lack of accountability, responsiveness, independence, and/or competence on the part of the targeted director, warranting further evaluation.
- › ISS collects meeting results for publicly traded securities as they are available; Unlisted and non-public securities are excluded from the calculation. This factor will be updated and recalculated accordingly as vote results are collected.
- › From the date of publication of the ISS proxy research report until the meeting results are available, this question will be pending and the result will indicate "*meeting results in progress*" for this factor.

Market Applicability: US, Canada, W. Europe, Germanic, S. Europe, Nordic, Anglo, Australasia, AsiaPac, Latin America, Africa, South Korea\*, India

▶ **What was the percentage of vote support for the CEO at the latest meeting? (Q391)**

- › This factor evaluates the vote support for the CEO on the board of directors from the company's most recent meeting where the shareholders elected the CEO to the board of directors.
- › This is represented as a percentage of votes "for" over the sum of "for" and "against", when available. If voted shares are not reported, ISS will default to the company disclosed percentage voted "for" the proposal.
- › If the CEO does not serve on the board, if the CEO was appointed after the most recent meeting, or if the CEO was elected in a slate ballot, the company will not be penalized.
- › If there are multiple executives classified as CEO (e.g. co-CEOs), ISS will evaluate this factor for the CEO with the lowest level of support.

Market Applicability: US, Canada, W. Europe, Germanic, S. Europe, Nordic, Anglo, Australasia, AsiaPac, Latin America, Africa, South Korea\*, India

▶ **What was the percentage of vote support for the Board Chair at the latest meeting? (Q392)**

- › This factor evaluates the vote support for the Chair of the board of directors from the company's latest meeting where a Director Election for the Chair took place.
- › This is represented as a percentage of votes "for" over the sum of "for" and "against", when available. If voted shares are not reported, ISS will default to the company disclosed percentage voted "for" the proposal.
- › Governance QualityScore will consider the vote support, whether no Chair is publicly identified, if there is sufficient vote information, or whether no Chair is appointed.
- › If there are multiple directors classified as Board Chair (e.g. co-Chairs), ISS will evaluate this factor for the Board Chair with the lowest level of support.

Market Applicability: US, Canada, W. Europe, Germanic, S. Europe, Nordic, Anglo, Australasia, AsiaPac, Latin America, Africa, South Korea\*, India

## Diversity

▶ **What percentage of non-executive directors on the board has lengthy tenure? (Q13)**

- › Limiting director tenure allows new directors to the board to bring fresh perspectives. An excessive tenure is considered to potentially compromise a director's independence and as such Governance QualityScore will consider the non-executive directors where tenure is higher than the recommended local best practice. ISS recognizes that there are divergent views on this subject. While a new director may be more likely to back down from a powerful chief executive, a director who has been with the company for a long time could easily have loyalties to the company over its management. However, directors who have sat on the board in conjunction with the same management team may reasonably be expected to support that management team's decisions more willingly. In general, ISS believes that a balanced board that is diverse in relevant viewpoints and experience is ideal.
- › Investors recognize that having a small number of long-serving directors may support strong board performance. Governance QualityScore will not deduct credit from this question unless more than one-third of directors exceed the lengthy tenure definition.
- › ISS' definition of lengthy tenure is defined by a combination of local market practices and investor preferences, and is not the same in all regions.
- › For the US, Canada, Hong Kong, and, Singapore, lengthy tenure is defined as nine or more years. For China, the definition is six or more years. For India, the definition is 10 or more years. For Australia and for New Zealand, it is 12 or more years. For Russia it is 7 or more years.
- › This question will consider all directors except executives. Affiliated Directors and Outside Directors, as classified by ISS, are included.

Market Applicability: AsiaPac, U.S., Canada, Russia, India, Australasia

### ▶ How many women are on the board? (Q304)

- › This question will evaluate the number of women on the board. According to some academic and other studies, increasing the number of women on boards of directors correlates with better long-term financial performance. Such findings could have a significant effect on the nomination of women as corporate officers and directors.
- › According to ISS' 2014 policy survey, a majority of all respondents indicate that they consider overall diversity (including but not limited to gender) on the board when evaluating boards.<sup>4</sup>
- › Full credit on this factor will be earned when three or more women are on the board. As of November 2017, the average number of board members across all Governance QualityScore coverage companies stands at nine, which would equate to the typical company receiving full credit with one-third of the board comprised of women.
- › This factor is scored in all regions.

Market applicability: US, Canada, W. Europe, Germanic, S. Europe, Nordic, Anglo, Australasia, AsiaPac, Japan\*, Latin America, Africa, South Korea, India, Russia

<sup>4</sup> <http://www.issgovernance.com/file/publications/ISS2014-2015PolicySurveyResultsReport.pdf>

▶ Does the board have any mechanisms to encourage director refreshment? (Q349)

- › Board refreshment has come into investor focus, and many companies have recognized the need to implement mechanisms to encourage board refreshment. While the gold standard is for a rigorous annual evaluation of all directors to ensure a continued match of their skill sets against the needs of the company, ISS is displaying, for information purposes, other structural mechanisms the board may have in place to encourage refreshment.
- › Governance QualityScore will also distinguish between companies that do not have a retirement or a tenure policy and those that have not disclosed the presence of any mechanisms to encourage director refreshment.
- › The most popular style of mechanism is a mandatory retirement age. Among S&P 500 companies, more than 70% currently set a mandatory retirement age. However, as the average age of boards has slowly increased, so has the trend in setting the age for mandatory retirement.
- › Term limits have also been implemented by some boards, but to a much smaller extent than mandatory retirement ages. However, there may be increasing interest in term limits, particularly as some boards reach out to younger director candidates to fill critical boardroom skill and capability gaps. There have been a few recent high-profile adoptions, including at General Electric.
- › In order to receive credit for this factor, a company must disclose the term limit number or retirement age limit.
- › While we note that some investors have questioned selective enforcement of refreshment mechanisms at some companies (through the issuance of waivers or the liberalization of mechanisms), in this iteration this factor focuses narrowly on the presence of refreshment-promoting mechanisms.
- › This factor has a zero-weight impact on the scoring model for U.S. companies and is included for informational purposes only.

Market Applicability: U.S.

▶ What is the percentage of women on the board? (Q354)

- › This question will evaluate the percentage of women on the board. According to some academic and other studies, increasing the number of women on boards of directors correlates with better long-term financial performance. Such findings could have a significant effect on the nomination of women as corporate officers and directors.
- › According to ISS' 2014 policy survey, a majority of all respondents indicate that they consider overall diversity (including but not limited to gender) on the board when evaluating boards.
- › Maximum credit on this factor will be earned when at least 50 percent of board seats are held by women.
- › This factor is scored in all regions.

Market applicability: US, Canada, W. Europe, Germanic, S. Europe, Nordic, Anglo, Australasia, AsiaPac, Japan\*, Latin America, Africa, South Korea, India, Russia

▶ **What percentage of non-executive directors has been on the board less than six years? (Q355)**

- › The skills, capabilities, and perspectives needed in the boardroom continually evolve. For instance, over the past several years, many boards have recognized the need for increased technology fluency among their ranks, specifically focusing on the board’s ability to oversee cybersecurity risk management and assess its effectiveness. But the gaps aren’t limited to cybersecurity; other boards have recognized the need to enhance shareholder engagement skills, financial risk management skills, and more. The skills and capabilities required to perform key board responsibilities will likely continue to evolve over time.
- › In addition, many perceive a risk of “groupthink” in the boardroom, particularly among large blocs of directors who have served together for long periods, which may threaten to impair board effectiveness and even may mask individual director skills and capabilities.
- › This factor, in concert with related board composition factors, is designed to balance board refreshment, board stability, and the importance of some long-tenured directors to a company’s success. The factor does not encourage (by awarding additional credit) excessive levels of refreshment.
- › The factor awards increasing credit for increasing percentages of the board represented by directors with less than six years of tenure as of the most recent annual meeting, with no additional credit granted for percentages in excess of one-third.
- › This question will consider all directors except executives. Affiliated Directors and Outside Directors, as classified by ISS, are included.

Market Applicability: U.S., Australasia

▶ **How many women serve in leadership roles on the board? (Q386)**

- › This factor evaluates the number of women on the board serving in leadership positions including board chair, chair of the Audit, Remuneration, and Nominating Committees; Senior Independent Director, non-employee chair, or Lead Director. According to some academic and other studies, increasing the number of women on boards of directors correlates with better long-term performance. Such findings could have a significant effect on the nomination of women as corporate officers and directors.
- › According to ISS’ 2014 policy survey, a majority of all respondents indicate that they consider overall diversity (including but not limited to gender) on the board when evaluating boards.
- › In the Anglo region, a Higgsian Chair also counts as a leadership position.

Market Applicability: All markets except Japan

▶ **How many women are named executive officers at the company? (Q387)**

- › This factor evaluates the number of named executive officers who are women. Named executive officers (NEOs) are defined as the corporate executives whose compensation (remuneration) is disclosed in the company's annual proxy, management information circular, or annual report, per each market's regulatory guidelines.
- › According to some studies, increasing the number of women in executive roles correlates with better long-term financial performance. Such findings could have a significant effect on the nomination of women as executive officers.
- › Companies with no women as named executive officers will lose credit. Credit will be capped for companies having more than 2 women as named executive officers.

Market Applicability: US, Canada, Anglo\*, and Australia\*

#### What is the standard deviation of director age? (Q388)

- › This factor evaluates the range of director ages present on a board as expressed through the sample standard deviation of ages. ISS will evaluate age primarily based on the birth year collected for each director.
- › A well-rounded board has the benefit of a diversity of viewpoints, concerns, and questions influenced by board members' age.
- › Companies lower than the 25<sup>th</sup> percentile of the Governance QualityScore universe will not receive credit, companies between the 25<sup>th</sup> and 75<sup>th</sup> percentiles will receive increasing levels of credit, and companies at or above the 75<sup>th</sup> percentile will receive the maximum credit.

Market Applicability: All markets except Japan

#### What is the standard deviation of director tenure (in years)? (Q389)

- › This factor evaluates the range of director tenures present on a board as expressed through the sample standard deviation of tenures on the board. ISS will evaluate tenure by considering the number of years the director has been a board member, and if less than one year, ISS will consider the number of months.
- › A well-rounded board has the benefit of a diversity of viewpoints, concerns, and questions influenced by board members' tenure.
- › This is a zero-weighted factor for the first year of its introduction and is for informational purposes. If scored in future years, allowances will be made for a lack of tenure at new or recently public companies.

Market Applicability: All markets except Japan\*

## Compensation/Remuneration Category

### Pay for Performance

#### ▶ Is there a cap on the CEO's annual bonus? (Q114)

- › Best practices suggest companies disclose bonus caps for CEOs that are tied to a fixed and/or disclosed value such as base salary.
- › Governance QualityScore will consider the type of cap – if any – is applied to the annual bonus granted to the CEO.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Australasia

#### ▶ Is there a cap on executives', excluding the CEO, annual bonus? (Q115)

- › Best practices suggest companies disclose bonus caps for executives that are tied to a fixed and/or disclosed value such as base salary.
- › Governance QualityScore will consider the type of cap – if any – is applied to the annual bonus granted to executives other than the CEO.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Australasia

#### ▶ What percentage of the annual bonus for the CEO is or can be deferred? (Q116)

- › Deferred compensation is used by companies to reduce long-term risk and better align executive compensation with company performance over the long term. Holdbacks or deferrals on compensation are recommended best practice in many markets, particularly in the wake of the financial crisis and the sharpened focus on tying pay to long-term company performance.
- › Governance QualityScore will consider whether a portion of the annual bonus granted to the CEO is or can be deferred.
- › For Australasia and Anglo it will be taken into account whether or not the CEO is a significant shareholder (representative) or whether or not shareholder guidelines have been met.

Market Applicability: W. Europe, Germanic, Anglo, S. Europe, Australasia

#### ▶ What percentage of the annual bonus for executives, excluding the CEO, is or can be deferred? (Q117)

- › Deferred compensation is used by companies to reduce long-term risk and better align executive compensation with company performance over the long term. Holdbacks or deferrals on compensation are

recommended best practice in many markets, particularly in the wake of the financial crisis and the sharpened focus on tying pay to long-term company performance.

- › Governance QualityScore will consider whether a portion of the annual bonus granted to executives, other than the CEO, is or can be deferred.
- › For Australasia and Anglo it will be taken into account whether or not other executives are significant shareholder(s) (representatives) or whether or not shareholder guidelines have been met.

Market Applicability: W. Europe, Germanic, Anglo, S. Europe, Australasia

### ▶ What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)? (Q228)

- › This relative measure expresses the prior year's CEO pay as a multiple of the median pay of its ISS-determined comparison group for the same period. Calculating this measure is straightforward: the company's one-year CEO pay is divided by the median pay for the comparison group. This measure ranges generally from 0 (CEO has no pay) to 25 times median. The median company paid its CEO close to one times the median of its peer group.
- › Companies in regions where this factor is applied, but the local jurisdiction does not require say-on-pay/remuneration proposals and/or ISS has not performed a quantitative say-on-pay analysis, will not be penalized.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, S. Europe, Nordic, Australasia

### ▶ What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)? (Q229)

- › This absolute measure compares the trends of the CEO's annual pay and the value of an investment in the company over the prior five-year period. The measure is calculated as the difference between the slopes of weighted linear regressions for pay and for shareholder returns over a five-year period. This difference indicates the degree to which CEO pay has changed more or less rapidly than shareholder returns over that period.
- › This measure ranges from approximately -100% to approximately +100%, negative scores indicating misalignment.
- › Companies in regions where this factor is applied, but the local jurisdiction does not require say-on-pay/remuneration proposals and/or ISS has not performed a quantitative say-on-pay analysis, will not be penalized.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, S. Europe, Nordic, Australasia

▶ [What is the ratio of the CEO's total compensation to the next highest-paid active executive? \(Q232\)](#)

- › Internal pay parity ratios among executives may be an indicator of potential succession-planning challenges within the organization, and may also signal that pay levels for the CEO are excessive.
- › Governance QualityScore will measure the CEO's total compensation as a ratio of the next highest-paid active executive's pay.

Market Applicability: U.S.

▶ [What is the performance period for the latest active long-term incentive plan or the proposed plan for executives? \(Q233\)](#)

- › Incentive plans whereby long-term incentives are granted based on performance should have a performance period of at least 24 to 36 months in order to comply with the long-term nature of such a plan.

Market Applicability: W. Europe, Anglo, S. Europe, Australasia, Africa

▶ [What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers \(RDA\)? \(Q329\)](#)

- › ISS annually conducts a pay-for-performance analysis to identify strong or satisfactory alignment between pay and performance over a sustained period.
- › Companies in regions where this factor is applied, but the local jurisdiction does not require say-on-pay/remuneration proposals and/or ISS has not performed a quantitative say-on-pay analysis, will not be penalized.

Market applicability: U.S., Canada, W. Europe, Germanic, Anglo, S. Europe, Nordic, Australasia

## Non-Performance Based Pay

▶ [Have any NEOs been paid a guaranteed bonus in the most recent fiscal year or will be paid a guaranteed bonus in the future? \(Q156\)](#)

- › Multiyear bonus guarantees are considered problematic under ISS' Problematic Pay Practices policy and sever the pay-for-performance linkage.
- › This factor only considers cash-based bonuses.

Market Applicability: U.S., Canada

▶ Does the company provide loans to executives? (Q154)

- › In the applicable markets, ISS recommends that loans be made to employees only as part of a broad-based, company-wide plan to encourage ownership rather than being given only to executive directors. ISS also calls for loans with interest set at market rates to be paid back in full over a reasonable length of time.
- › Governance QualityScore will consider whether the company has made loans to any of its executives and whether these loans are made in the course of normal business activities. The loans provided to the company's executive officers would aid them in purchasing shares of the company. This is usually given without, or at a very low interest rate.

Market Applicability: Canada, W. Europe, Germanic, Anglo, S. Europe, Australasia, Africa, Russia

▶ Is part of the bonus granted or to be granted guaranteed? (Q118)

- › Guaranteed bonuses to senior executives are a problematic pay practice because it could result in disconnect between pay and performance and undermines the incentivizing nature of such awards.

Market Applicability: Canada, W. Europe, Germanic, Anglo, S. Europe, Australasia, Africa

▶ Did the company grant a one-off reward to any of its executives? (Q159)

- › One-off rewards are discretionary grants for executives granted for a range of reasons such as transactions, new contracts, etc., often outside the scope of the remuneration policy, and not always tied to performance (except if they are conditional to performance conditions).
- › Governance QualityScore will consider whether one-off grants were rewarded, and, if so, whether performance conditions were attached, or if no information is given.

Market Applicability: Germanics, S. Europe, Australasia, Africa

▶ What is the ratio of the CEO's non-performance-based compensation (All Other Compensation) to Base Salary? (Q237)

- › High levels of aggregate perks and other payments, such as payments-in-lieu of perks, are aggregated in the All Other Compensation amount. If these are greater than base salary it may reflect a significant additional compensation stream.
- › Governance QualityScore will consider the ratio of all other compensation – typically incorporating perks and other non-performance-based payments – to base salary, to determine whether significant additional compensation is being delivered through this conduit.

Market Applicability: U.S.

## Use of Equity

### ▶ Does the company have an equity-based compensation/remuneration plan? (Q322)

- › Governance QualityScore will consider whether the company has established an equity-based compensation plan.
- › In Japan, restricted shares and other equity-based compensations are generally categorized as performance-based compensation, which is covered under Q375. This question will apply only to stock option plans in Japan as disclosed in corporate governance reports.

Market applicability: AsiaPac, Latin America, Russia, South Korea, India, Japan\*

### ▶ Does the company have performance-based pay or other incentives for its executives? (Q375)

- › Board of directors needs to create incentives that align the interests of executives with those of shareholders to make it in executives' best interest to do what's in the shareholders' best interests.
- › Performance-based pay, though gaining in popularity, is not common in Japan, and fixed salary and annual bonus make up most of executive pay. Presence of a performance-based pay or other incentive plans for executives could not only provide incentives for executives to enhance shareholder value but also could be seen as an indication of positive actions taken by the board.
- › Information regarding presence of performance-based incentives is collected from corporate governance reports.

Market applicability: Japan

### ▶ Do the company's active equity plans prohibit share recycling for options/SARs? (Q129)

- › Companies with liberal share counting provisions receive more utilization for their shares than those without the provision. Liberal use occurs when one or more of the following occur (i) tendered shares in payment of an option are recycled, (ii) shares withheld for taxes are added back in, (iii) actual stock-settled SARs/shares delivered are the only ones counted against the plan reserve.
- › Governance QualityScore will consider whether recycling of stock options or stock appreciation rights is prohibited in the active equity plans, or if it is not applicable to the company. Sourcing of the relevant information will be from plan documents and will only consider employee plans (excluding plans for outside directors).

Market Applicability: U.S.

▶ [Do the company's active equity plans prohibit option/ SAR repricing? \(Q138\)](#)

- › This question addresses whether the compensation plan documents expressly prohibit option repricing without prior shareholder approval. Option repricing occurs when companies adjust outstanding stock options to lower the exercise price. Option exchange occurs when the company cancels underwater options and re-grants new options. Option replacements may be accomplished through option swaps, option re-grants or cash. In the US and Canadian markets, extending the term of outstanding options is also considered option repricing.
- › Governance QualityScore will consider whether repricing of stock options or stock appreciation rights is prohibited in the company's active equity plans, or if it is not applicable to the company. Sourcing of the relevant information will be from plan documents and only considers employee equity plans, not outside director only plans.

Market Applicability: U.S., Canada

▶ [Do the company's active equity plans prohibit options or SARs cash buyouts? \(Q238\)](#)

- › NASDAQ and New York Stock Exchange rules state that repricings are subject to shareholder approval unless the (shareholder approved) plan specifically states otherwise. However, the rules on both exchanges leave the door open for companies to exchange underwater stock options for a cash settlement, without seeking shareholder approval of the exchange.
- › Governance QualityScore will consider whether cash buyouts of stock options or stock appreciation rights are prohibited in the company's active equity plans or if it is not applicable to the company. Sourcing of the relevant information will be from plan documents and will only consider employee plans (excluding plans for outside directors).

Market Applicability: U.S., Canada

▶ [Do the company's active equity plans have an evergreen provision? \(Q239\)](#)

- › Best practice dictates that shareholders approve each replenishment of shares available for an equity compensation plan.
- › Governance QualityScore will consider whether the company's active equity plans have an evergreen provision, by which shares available for the plan are automatically replenished without a shareholder vote.

Market Applicability: U.S.

▶ [Do the company's active equity plans have liberal change-in-control vesting provisions? \(Q240\)](#)

- › While change-in-control agreements have their place in order to insulate executives from loss of employment in conjunction with a change in control, a liberal definition of change-in-control (e.g., a trigger linked to shareholder approval of a transaction, rather than its consummation, or an unapproved change in less than a substantial percentage of the board, or acquisition of a low percentage of outstanding common stock, such as 15 percent) may result in award vesting and payout even if an actual change in control does not occur. Such a definition may also discourage outside bids that could benefit shareholders.
- › Governance QualityScore will consider whether the company's active equity plans have a liberal change-in-control definition, under which executives may be entitled to receive accelerated vesting of equity grants without the occurrence of an actual change in control.

Market Applicability: U.S.

▶ [Has the company repriced options or exchanged them for shares, options, or cash without shareholder approval in the last three years? \(Q139\)](#)

- › Per ISS' policy and compensation best practices espoused by investors, repricings should be put to shareholder vote.
- › Governance QualityScore will consider whether shareholder approval was obtained in the event of any repricing or exchanges in the last three years. Despite any provisions in the Plan allowing repricing, this factor addresses actual repricing activity without prior shareholder approval.

Market Applicability: U.S., Canada

▶ [What is the total percentage of all outstanding equity-based plans towards the share capital? \(Q127\)](#)

- › Incentive plans where stock options performance shares are granted to executives and employees will lead to a dilution of shareholder interests. Given the incentivizing nature of such instruments, shareholders generally accept such dilution, provided the dilution is limited.
- › Governance QualityScore will consider the total percentage of all outstanding equity based incentive plans (granted as well as still to be granted) at the company level.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, AsiaPac\*, Australasia, Latin America, Africa, Russia, South Korea, India

▶ [Is there a maximum level of dilution per year? \(Q128\)](#)

- › In line with the question above, dilution due to long-term incentives can be capped on an annual basis, which is considered good practice.

- › Governance QualityScore will consider whether the company has capped the level of dilution on a yearly basis.
- › This factor has a zero-weight impact on the scoring model for companies in the Germanic region and is included for informational purposes only.

Market Applicability: W. Europe, Germanic, Anglo, AsiaPac

▶ [Does the company's three-year average adjusted burn rate exceed the mean +1 standard deviation of its industry/index peers? \(Q130\)](#)

- › Investors favor equity grants that align the interests of executives and employees with shareholders without creating excessive dilution in share value. Governance QualityScore will evaluate and consider a company's burn rate, which refers to the average annual rate at which stock options and stock awards are granted (sometimes referred to as share utilization) relative to the rate that is one standard deviation higher than the mean of the company's applicable index and industry. For more details, see the ISS Policy Gateway.

Market Applicability: U.S.

▶ [What are the pricing conditions for stock options granted to executives? \(Q136\)](#)

- › Discounted options represent an immediate financial gain to the beneficiary equal to the market price minus the level of the discount. Investors prefer that options be priced at no less than 100 percent of the shares' fair market value.
- › Governance QualityScore will consider pricing and disclosure of pricing levels, such as whether a discount is given, the value of the discount, whether the price is set at market price or at a premium, and if that premium is disclosed, or if no information is given. For companies in Australia and New Zealand, this is the difference between the strike price (exercise price) and market price on the date of grant.
- › For Australia and New Zealand companies, this question is applicable for active equity incentive plans that provide for the issuance of options or SARs. Specifically, this question will evaluate all equity plans containing shares available for grant, and there is no limitation to only consider plans from the previous three years.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, AsiaPac, Australasia, Latin America, Africa, South Korea, India

## Equity Risk Mitigation

▶ [Does the company have a clawback or malus provision? \(Q155\)](#)

- › The presence of clawback provisions may help ensure that real pay is not given for fictitious performance. Clawbacks refer to the ability for the company to recoup bonuses or other incentive compensation in the event of a fraud, restatement of results, errors/omissions or other events as may be determined.
- › For the US market, ISS defines clawback as the company's ability to recoup performance-based awards (including any cash-based incentive awards, at a minimum) in the event of fraud, restatement of results, errors/omissions or other related activities.
- › For the Canadian market, these could include recoupment of equity awards (unvested or vested) as well as annual incentive bonuses. ISS will consider only publicly disclosed clawback provisions that are already in place.
- › For Europe, the UK and Ireland, these could allow the company to recover payments already made through the short-term or long-term incentive plans.
- › For Australia and New Zealand markets, this factor measures whether the company has a provision stating that paid awards, either in cash or stock, may be reclaimed or withdrawn ("clawed back") in certain circumstances, such as financial restatement or executive misconduct.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, Australasia

#### What are the minimum vesting periods mandated in the equity plan documents for stock options or SARs? (Q131)

- › A minimum vesting period ensures employee retention and alignment with shareholder interest.
- › Best practice dictates that companies that disclose such information under a plan document or full text of the plan provide more transparency on the vesting requirements of stock options to be granted under a specific equity plan.
- › For US market, this question is applicable for active equity incentive plans that provide for the issuance of options or SARs. Specifically, this question will evaluate all equity plans containing shares available for grant, and there is no limitation to only consider plans from the previous three years. Actual vesting terms of grants found under the award agreements and compensation discussion and analysis section of the proxy statement are not considered. Governance QualityScore considers the minimum vesting requirement, which is specified in a shareholder approved equity plan. In case the company has multiple equity plans that are active, Governance QualityScore will consider the plan with the shortest vesting requirement. The minimum vesting requirement must apply to options and SARs issuable under the plan (time-based and performance-based) and must cover all eligible plan participants for credit to be given. No credit will be given if the plan allows for individual award agreements or other mechanisms to eliminate the requirement.
- › For non-US markets, this question is applicable for equity incentive plans that grant options or SARs that were proposed for shareholder approval or amendment within the past three years from the most recently concluded annual general meeting of the company. Actual vesting terms of grants found under the award agreements and compensation discussion and analysis section of the proxy statement are not considered. Governance QualityScore considers the minimum vesting requirement, which is specified in a shareholder approved equity plan. In case the company amended/adopted multiple plans in the past three years,

Governance QualityScore will consider the plan with the shortest vesting requirement. Vesting for options and SARs must apply to all executives for credit to be given.

- › For Australia and New Zealand companies, this question is applicable for active equity incentive plans that provide for the issuance of options or SARs. Specifically, this question will evaluate all equity plans containing shares available for grant, and there is no limitation to only consider plans from the previous three years.
- › For US companies, credit for this question will only be granted if the minimum vesting restriction applies to at least 95% of all awards. Additional carve-outs, such as for grants for non-executive directors, will result in no credit being received on this question.
- › For Canadian companies, this question is applicable for active equity incentive plans that provide for the issuance of options or SARs. Actual vesting terms of grants found under the award agreements and compensation discussion and analysis section of the proxy statement are considered. Governance QualityScore considers the total vesting requirement of the awards granted to executives within the past three years.
- › Governance QualityScore will consider the minimum vesting period in terms of number of months before any options/SARs would vest, or if no information is given. Sourcing of the relevant information will be from plan documents rather than individual grant agreements or the proxy statement. In the case of ratable vesting, the earliest possible vesting will determine the scored minimum vesting period; for example, with three-year ratable vesting with the first vesting on the first anniversary of grant, this factor will be scored as “twelve months.”
- › To receive credit on this factor, companies should explicitly disclose that the first vesting event will occur no sooner than the first anniversary of the grant. This is because some companies disclose “ratable vesting” but then vest options in quarterly (or monthly) installments, or vest the first tranche on the date of grant.

Market Applicability: All regions except Japan

### What are the minimum vesting periods mandated in the equity plan documents for restricted stock? (Q132)

- › A minimum vesting period ensures employee retention and alignment with shareholder interest.
- › Best practice dictates that companies that disclose such information under the plan document or full text of the plan provide more transparency on the vesting requirements of full value awards to be granted under a specific equity plan.
- › For US market, this question is applicable for active equity incentive plans that provide for the issuance of any type of full-value awards (e.g. restricted stock, performance stock, etc). Specifically, this question will evaluate all equity plans containing shares available for grant, and there is no limitation to only consider plans from the previous three years. Actual vesting terms of established grants under the award agreements and compensation discussion and analysis section of the proxy statement are not considered. Only the minimum vesting requirement which is specified in a shareholder approved equity plan will be counted. In case the company has multiple equity plans that are active, Governance QualityScore will

consider the plan with the shortest vesting requirement. The minimum vesting requirement must apply to all types of full-value awards issuable under the plan (time-based and performance based) and must cover all eligible plan participants for credit to be given. No credit will be given if the plan allows for individual award agreements or other mechanisms to eliminate the requirement.

- › For non-US markets, this question is applicable for equity incentive plans that grant stock awards that were proposed for shareholder approval or amendment within the past three years from the most recently concluded annual general meeting of the company. Actual vesting terms of established grants under the award agreements and compensation discussion and analysis section of the proxy statement are not considered. Only the minimum vesting requirement which is specified in a shareholder approved equity plan will be counted. In case the company amended/adopted multiple plans in the past three years, ISS will consider the plan with the shortest vesting requirement. Vesting for stock awards must apply to all executives for credit to be given.
- › For US companies, credit for this question will only be granted if the minimum vesting restriction applies to at least 95% of all awards. Additional carve-outs, such as for grants for non-executive directors, will result in no credit being received on this question.
- › For Canadian companies, this question is applicable for active equity incentive plans that provide for the issuance of any type of full-value awards (e.g. restricted stock, performance stock, etc.). Actual vesting terms of grants found under the award agreements and compensation discussion and analysis section of the proxy statement are considered. Governance QualityScore considers the total vesting requirement of the awards granted to executives within the past three years.
- › For Australia and New Zealand companies, this question is applicable for active equity incentive plans that provide for the issuance of options or SARs. Specifically, this question will evaluate all equity plans containing shares available for grant, and there is no limitation to only consider plans from the previous three years.
- › Governance QualityScore will consider the vesting period in terms of number of months, or, if the company does not grant restricted stock or the question is not applicable. Sourcing of the relevant information will be from plan documents rather than individual agreements or the proxy statement. In the case of ratable vesting, the earliest possible vesting will determine the scored minimum vesting period; for example, with three-year ratable vesting with the first vesting on the first anniversary of grant, this factor will be scored as “twelve months.”
- › To receive credit on this factor, companies should explicitly disclose that the first vesting event will occur no sooner than the first anniversary of the grant. This is because some companies disclose “ratable vesting” but then vest options in quarterly (or monthly) installments, or vest the first tranche on the date of grant.

Market Applicability: All regions except Japan

### What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan? (Q133)

- › A minimum vesting period ensures employee retention and alignment with shareholder interest.

- › Governance QualityScore will consider the vesting period in terms of number of months, or, if the company does not grant other long-term awards or the question is not applicable. Sourcing of the relevant information will be from plan documents or the proxy statement.
- › For Canadian companies, this question is applicable for active equity incentive plans that provide for the issuance of any type of other long-term awards. Actual vesting terms of grants found under the award agreements and compensation discussion and analysis section of the proxy statement are considered. Governance QualityScore considers the total vesting requirement of the awards granted to executives within the past three years.

Market Applicability: Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, AsiaPac, Australasia, Latin America, Africa, Russia

▶ [What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' matching plan? \(Q323\)](#)

- › Governance QualityScore will consider the vesting period in terms of number of months, or if the company does not match shares or options or the question is not applicable. Sourcing of the relevant information will be from plan documents or the proxy statement. A minimum vesting period ensures employee retention and alignment with shareholder interest.

Market Applicability: W. Europe

▶ [What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' deferral plan? \(Q324\)](#)

- › Governance QualityScore will consider the vesting period in terms of number of months, or if the company does not defer the receipt of shares or options or the question is not applicable. Sourcing of the relevant information will be from plan documents or the proxy statement. A minimum vesting period ensures employee retention and alignment with shareholder interest.

Market Applicability: W. Europe

▶ [What is the holding or retention period for stock options for executives? \(Q134\)](#)

- › Executives should hold a meaningful portion of the shares acquired after exercise. A meaningful portion would generally be viewed as 50 percent or more of net shares (after paying tax liabilities) held or 25 percent of gross shares.
- › Research points to superior financial performance when officer and director stock ownership falls within a certain range. These are requirements to retain ownership of a portion of shares acquired after the exercising of an option, once specified stock ownership guidelines have been met by the executive and

he/she is able to exercise the options. It is generally net of taxes, and may be offered as a percentage of shares acquired. The guidelines can apply to stock awards as well. The holding requirements of the stock can be for a set number of years following the exercise of the option or through the term of the executive's employment or retirement, or a specified length of time following departure from company (hold until after retirement).

- › Governance QualityScore will consider the required post-exercise holding period, if any, based on the number of months or if the period extends to or through retirement, or if no options are granted, or no information is given in the proxy statement. A meaningful portion of net shares held would generally be viewed as 50 percent or more. When evaluating this question for U.S. companies, Governance QualityScore will consider holding periods stipulated for named executive officers. For cases of varying holding period requirements among named executive officers, Governance QualityScore will assess and prioritize that which applies to the CEO."
- › For Australia and New Zealand companies, this question is applicable for active equity incentive plans that provide for the issuance of options or SARs. Specifically, this question will evaluate all equity plans containing shares available for grant, and there is no limitation to only consider plans from the previous three years.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, S. Europe, Australasia, Latin America

#### ▶ What is the holding or retention period for restricted shares or stock awards for executives? (Q135)

- › See Q134.

Market Applicability: U.S., W. Europe, Germanic, Anglo, S. Europe, W. Europe, Australasia, Latin America

#### ▶ What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO? (Q145)

- › Best practice suggests that executives attain substantive share ownership by a certain time after appointment to better align their interests with those of shareholders.
- › Governance QualityScore will consider the percentage/multiple of salary subject to stock ownership requirements, or if no information is disclosed. CEO stock ownership guidelines require or encourage executives to own a certain amount of stock within a period of time. These guidelines are generally disclosed as a multiple of base salary, number of shares, or a dollar value. This factor relates to the multiple of the CEO's cash fixed remuneration or base salary as a basis for the stock ownership guidelines.
- › For the Australian and New Zealand Markets, this may also be disclosed a multiple of cash fixed remuneration.
- › For the U.S., multiples of less than three times salary raise the level of governance risk concern. For other markets, multiples of less than one time salary or nondisclosure would raise governance risk concern.

Market Applicability: U.S., Canada, W. Europe, Anglo, S. Europe, Nordic, Australasia

- ▶ [What percentage of the salary is subject to stock ownership requirements or guidelines for executives, excluding the CEO? \(Q146\)](#)
- › Best practice suggests that executives attain substantive share ownership by a certain time after appointment to better align their interests with those of shareholders.
  - › Governance QualityScore will consider the percentage/multiple of salary subject to stock ownership requirements, or if no information is disclosed. For the Australia and New Zealand markets, executive stock ownership guidelines require or encourage executives to own a certain amount of stock within a period of time. These guidelines are generally disclosed as a multiple of cash fixed remuneration, base salary, number of shares, or a dollar value. This factor relates to the multiple of the other executives' cash fixed remuneration or base salary as a basis for the stock ownership guidelines.

Market Applicability: W. Europe, Anglo, S. Europe, Australasia

## Non-Executive Pay

- ▶ [Does the company provide loans to directors? \(Q104\)](#)
- › Any loans made to directors should be as part of a broad-based, company-wide plan available to all employees to encourage ownership rather than being given only to non-executive directors. Loans should be set at market interest rates, and require full repayment over a reasonable length of time.
  - › Governance QualityScore will consider whether the company has granted loans to its non-executive directors and whether such loans are granted in the course of normal business activities.

Market Applicability: Canada, S. Europe, Russia

- ▶ [Do directors participate in equity-based plans? \(Q109\)](#)
- › Best practice suggests non-executive directors not to participate in equity-based plans as this puts them at the same level of executives who should be monitored and remunerated by non-executive directors. Deferred share units (DSUs) received in-lieu of cash compensation are not considered for this question; however, DSUs or any other equity-based compensation given to directors in addition to retainer are included.
  - › Governance QualityScore will consider whether non-executive directors will participate in equity based plans.

Market Applicability: Canada, W. Europe, Germanic, Nordic, S. Europe, Russia

▶ [Do non-executive directors participate in performance-related remuneration? \(Q110\)](#)

- › Best practice requires non-executive directors not to participate in performance based remuneration as this puts them at the same level of executives who should be monitored and remunerated by non-executive directors.
- › Governance QualityScore will consider whether non-executive directors participate in performance related remuneration schemes.

Market Applicability: W. Europe, Germanic, Anglo, S. Europe, Australasia, Latin America, Africa, Russia, India, AsiaPac

▶ [What part of the total remuneration received by directors is options-based? \(Q107\)](#)

- › Best practice suggests that directors should not receive options as remuneration but instead should receive equity as a retainer or in lieu of cash. The underlying rationale is that directors' independence could be compromised and their interests more aligned with management than with shareholders in situations where director compensation is similar to executive compensation.
- › Governance QualityScore will consider the percentage of options granted relative to the total remuneration received by non-executive directors if such information is disclosed.

Market Applicability: Canada

▶ [Are directors eligible to receive grants or awards under the plan involved in its administration? \(Q325\)](#)

- › Governance QualityScore will consider whether directors receive grants or awards under a plan which they are responsible themselves for the administration of. Directors receiving grants under a plan that they are responsible for administering presents a clear conflict of interest.

Market applicability: AsiaPac, Latin America, India

## Communications and Disclosure

▶ [Does the company disclose the remuneration paid to the board in annual general meeting proxy filings? \(Q341\)](#)

- › The best practice is to disclose the aggregate remuneration paid to the board members in the company's proxy filings. Most companies do not disclose such information in the proxy materials.
- › Governance QualityScore will consider whether or not such disclosure was made in the proxy filings.

Market Applicability: South Korea

▶ [Does the company disclose details of individual executives' or inside directors' remuneration? \(Q112\)](#)

- › Best practice suggests companies to disclose complete and individual information on executives' remuneration, especially for the CEO.
- › Governance QualityScore will consider the level of disclosure on remuneration granted to executives, whether information is disclosed per individual and whether information contains breakdowns of the various remuneration components.

Market Applicability: AsiaPac, S. Europe, Latin America, Russia, India, Japan

▶ [Does the company have a policy on executive remuneration and a computation basis for pay? \(Q376\)](#)

- › Executive remuneration is typically a mixture of salary, bonuses, shares of or call options on the company stock, benefits, and perquisites, ideally configured to take into account government regulations, tax law, the desires of the organization and the executive, and rewards for performance. Corporate executive remuneration should be aligned with long-term goals and strategies and with long-term shareowner interests. Remuneration should be structured to achieve long-term strategic and value-creation goals.
- › Until recent years little attention had been paid to executive remuneration and executive pay policy in Japan and many still lacks a framework for setting and deciding executive pay. This question will consider whether the company has established a policy on executive pay as disclosed in the corporate governance report, but does examine the rigor of such policy.

Market Applicability: Japan

▶ [What is the level of disclosure on performance measures for the short-term incentive plan for executives? \(Q113\)](#)

- › Poor or missing disclosure of the financial basis for performance metrics make it difficult for investors to judge the quality and/or rigor of these metrics. ISS looks into performance measures used in awarding short-term incentives or annual bonuses to executives. Best practice is to disclose the target performance metrics at least on a retrospective basis.
- › Governance QualityScore will consider the extent of disclosure of financial performance criteria and disclosed hurdle rates (such as threshold, goal/target, maximum) for short-term, typically annual, cash incentive plans.
- › By definition, the plan is one-year or less in the U.S. The performance measure(s) can be any type of objective pre-determined financial goal, such as earnings per share or earnings before interest, tax, depreciation, and amortization.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, AsiaPac, Australasia, Africa, Russia, Latin America

▶ [What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year? \(Q246\)](#)

- › Poor or missing disclosure of the financial basis for performance metrics make it difficult for investors to judge the quality and/or rigor of these metrics. ISS will evaluate long-term equity and cash awards granted in the most recent fiscal year based on pre-determined metrics and target goals.
- › Governance QualityScore will evaluate and consider whether performance conditions for the latest proposed long-term incentive plans are disclosed and measured by including, for example, targets compared with peer group performance, etc. This question combines several questions that examined disclosure of performance measures for different long-term pay instruments.

Market Applicability: U.S., Australasia, Russia, Africa, Anglo, APAC, Canada, Germanics, Latin America, Nordic, S. Europe, W. Europe

▶ [Does the company disclose a performance measure for matching for executives? \(Q121\)](#)

- › Poor or missing disclosure of the financial basis for performance metrics make it difficult for investors to judge the quality and/or rigor of these metrics.
- › Governance QualityScore will consider the level of disclosure on performance measures for matching plans if such incentives have been granted to executives in the past year.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Africa

▶ [Does the company disclose a performance measure for stock option plans for executives? \(Q122\)](#)

- › Poor or missing disclosure of the financial basis for performance metrics make it difficult for investors to judge the quality and/or rigor of these metrics.
- › Governance QualityScore will consider the level of disclosure on performance measures for stock option plans if such incentives have been granted to executives in the past year.

Market Applicability: Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, AsiaPac, Latin America, Africa, India

▶ [Does the company disclose a performance measure for restricted share or stock award plans for executives? \(Q123\)](#)

- › Poor or missing disclosure of the financial basis for performance metrics make it difficult for investors to judge the quality and/or rigor of these metrics. For the Canadian market, full value awards are part of the executives' long-term incentive. Awards given under long-term incentive plans are either time-based, which are called restricted share units (RSUs); or performance-based, called performance share units (PSUs); or a combination of both. If the company has both plans, the PSU plan supersedes the RSU plan. ISS considers full value awards which are either granted from the company's treasury or purchased in open market.
- › Governance QualityScore will consider the level of disclosure on the performance basis (company targets or peer group performance) for restricted share plans if such incentives have been granted to executives in the past year.

Market Applicability: Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, AsiaPac, Latin America, Africa, India

▶ [Does the company disclose a performance measure for other long-term plans for executives? \(Q125\)](#)

- › Poor or missing disclosure of the financial basis for performance metrics make it difficult for investors to judge the quality and/or rigor of these metrics.
- › Governance QualityScore will consider the level of disclosure on performance measures for other long-term plans if such incentives have been granted to executives in the past year.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, AsiaPac, Latin America, Africa

▶ [Does the company employ at least one metric that compares its performance to a benchmark or peer group \(relative performance\)? \(Q353\)](#)

- › Governance QualityScore will consider whether company pre-established metric, from the previous fiscal year, in any short term or long term incentive plan, is set relative (measured on relative terms) to an external group, such as a peer group, an index, or competitors.
- › Metrics are considered if the metric falls above the thresholds of determining either 15% of the overall compensation, or as a modifier able to adjust payouts both positively and negatively by at least 15%.

Market Applicability: U.S.

▶ [Has the company voluntarily adopted a management say-on-pay advisory vote resolution for the most recent annual meeting or committed to a resolution going forward? \(Q166\)](#)

- › As the MSOP resolution is not mandatory in all markets, Governance QualityScore will consider whether the company has adopted a voluntary say-on-pay advisory vote for management at the latest annual general meeting, or whether the company committed to such a resolution going forward.

- › Johannesburg Stock Exchange (JSE) has instituted listing rules requiring an advisory say-on-pay vote for JSE-listed companies, and therefore companies in the African market will only be penalized if they do not comply with JSE listing regulations.

Market Applicability: Canada, W. Europe, Africa

#### ▶ [What is the level of disclosure on CEO ownership guidelines? \(Q250\)](#)

- › As ownership guidelines in the German region are not common, ISS will only analyze the level of disclosure.
- › Governance QualityScore will consider the level of disclosure on CEO ownership guidelines.

Market Applicability: Germanic

#### ▶ [What is the level of disclosure on on environmental or social performance measures for the short-term incentive plan for executives? \(Q394\)\\*](#)

- › Since companies are increasingly tying executive compensation to meeting sustainability goals, ISS will evaluate the level of disclosure for any environmental or social type of performance metric tied to an executive's short term incentive plan.
- › Governance QualityScore will consider the extent of disclosure of specific performance criteria (such as threshold, goal, maximum) and disclosed hurdle rates for short-term, typically annual, cash incentive plans. By definition, the plan is one-year or less in the U.S.
- › Governance QualityScore will consider various company disclosed environmental, social, or general sustainability performance measures for this factor, such as those focusing on climate change and energy usage or labor conditions in the supply chain.

Market Applicability: Africa, Anglo, AsiaPac, Australasia, Canada, Germanic, Latin America, Nordic, Russia, S. Europe, U.S., W. Europe

#### ▶ [What is the level of disclosure on on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year? \(Q395\)\\*](#)

- › Since companies are increasingly tying executive compensation to meeting sustainability goals, ISS will evaluate the level of disclosure for any environmental or social type of performance metric tied to an executive's long-term incentive plan granted in the last fiscal year.
- › Poor or missing disclosure of the financial basis for performance metrics make it difficult for investors to judge the quality and/or rigor of these metrics. ISS will evaluate long-term equity and cash awards granted in the most recent fiscal year based on pre-determined metrics and target goals.

- › ISS will consider various company disclosed environmental, social, or general sustainability performance measures for this factor, such as those focusing on climate change and energy usage or labor conditions in the supply chain.

Market Applicability: Africa, Anglo, AsiaPac, Australasia, Canada, Germanics, Latin America, Nordic, Russia, S. Europe, U.S., W. Europe

## Termination

### ▶ What is the trigger under the change-in-control agreements? (Q148)

- › A single trigger requires only a change in control and no subsequent termination of employment or substantial diminution of duties for the executive to receive his/her exit pay package. A modified single trigger is similar, but provides a specific window period during which time the executive can leave employment for any reason. In both instances, the executive can unilaterally decide whether to continue employment and may not be sufficiently motivated to stay with the company long term given the prospect of unconditional payment. Moreover, if the board of the new company wishes to retain the services of the executive, they may negotiate any contract under circumstances that give the executive considerable leverage in seeking retention payments or additional compensation. A double trigger generally requires an actual termination of employment by the company or by the executive for good reason or a substantial diminution of responsibilities under the executive's new role.
- › Governance QualityScore will evaluate and consider the type of trigger employed in change-in-control agreements, and the year the change-in-control agreement was entered into.

Market Applicability: U.S., Canada

### ▶ Do equity-based plans or other long-term awards vest completely upon a change-in-control? (Q153)

- › While change-in-control agreements have their place in order to insulate executives from loss of employment in conjunction with a change in control, accelerated vesting of the CEO or next highest paid officer's all outstanding equity grants tends to disconnect pay from performance and may incentivize executives to pursue transactions not in the best interests of shareholders. Best practice dictates that equity based plans vest in the event of termination of employment combined with a change of control transaction (double-trigger).
- › Governance QualityScore will consider vesting triggers for the CEO's outstanding equity awards. This factor is specifically for the company's CEO. If the company has a new CEO, the provisions for his/her equity remuneration would be captured. Governance QualityScore will consider vesting triggers for all outstanding

equity awards of the CEO. If the company disclosed multiple events related to the treatment of equity upon CIC, ISS will consider the specific event applicable to the highest number of outstanding equity awards.

- › The possible answers for this question are: Auto accelerated vesting; Converted/Assumed; Accelerated if not assumed; Vest only upon termination; Full board discretion; Other; Information on change-of-control provisions cannot be determined due to inadequate disclosure; and the company does not issue equity based awards.

Market Applicability: U.S., Canada, Australasia, Latin America

▶ [In the event of termination of the contract for executives, does the equity-based remuneration vest? \(Q150\)](#)

- › Accelerated vesting of equity grants or even continued vesting after termination of contracts of executives tends to disconnect pay from performance.
- › Governance QualityScore will consider the treatment of equity awards upon termination of an executive's contract. This question addresses executives' contracts only, not the CEO's which is in a separate question. Governance QualityScore will look for provisions on the treatment of equity in the event the executive's contract has been terminated without cause, such as redundancy.

Market Applicability: Australasia, S. Europe

▶ [What is the multiple of pay in the change-in-control or the severance agreements for the CEO? \(Q161\)](#)

- › Under ISS' benchmark policy, severance payments (in Europe) upon a change of control (all other regions) that are in excess of a one time (Netherlands), two times (Canada and Europe), or three times (U.S.) the base salary and bonus are problematic in all instances and considered excessive for all named executive officers. The 'pay' mentioned in this question includes only base salary and bonus. Long-term cash and/or equity awards are not considered for this question.
- › In the European markets, this factor pertains to standard executive severance agreements and may also include non-compete clause compensation. In the U.S. and Canada ISS will only consider change-in control.
- ›

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, Africa, Russia

▶ [What is the basis for the change-in-control or severance payment for the CEO? \(Q247\)](#)

- › Governance QualityScore will consider the basis upon which change-in-control or severance payments for the CEO are calculated.

- › The possible answers for this question are: No Information; Salary; Salary + Average Bonus; Salary + Most Recent Bonus; Salary + Maximum Bonus; Salary + Other; Salary + Last/Highest Paid Bonus; and Salary + Target Bonus
- › For markets outside the U.S., termination pay elements may include either (or a combination) of the following: salary, bonus, and benefits.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, Africa, Russia

▶ [What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO? \(Q160\)](#)

- › Under ISS' benchmark policy, payments that are in excess of one time (Netherlands), two times (Canada and Europe), or three times (U.S.) base and bonus multiple are problematic in all instances and considered excessive for all named executive officers. Multiples equal to or below mentioned base and bonus are considered acceptable, per ISS' policy.
- › Governance QualityScore will consider what multiple of salary plus bonus executives will receive under employment agreements due to a change-in-control event or termination of contract.
- › In the European markets this factor pertains to standard executive severance agreements and may also include non-compete clause compensation. In the US and Canada ISS will only consider change-in control.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Africa, Russia

▶ [What is the basis for the change-in-control or severance payment for executives excluding the CEO? \(Q248\)](#)

- › Payments based on base salary plus target or actual bonuses are acceptable. A payment based on the maximum bonus, or particularly on the "greater of" actual and maximum, is considered excessive.
- › Governance QualityScore will consider what the basis upon which change-in-control or severance payments for executives are calculated.
- › In markets outside the US, termination pay elements may include either (or a combination) of the following: salary, bonus and benefits.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Africa, Russia

▶ [How long is the notice period for the CEO if the company terminates the contract? \(Q152\)](#)

- › When a company terminates the contract of the CEO, it is, in most cases, obliged to continue contractual payment until a certain period. Shareholders accept this provided the notice period is limited to six months.
- › Governance QualityScore will consider the length of the notice period for the CEO if the company terminates the contract.

Market Applicability: Australasia, S. Europe

▶ **Does the company provide excise tax gross-ups for change-in-control payments? (Q162)**

- › An excise tax is an additional tax imposed by the IRS for change-in-control related severance pay that exceeds three times an executive's average taxable income--including salary, bonus, and the gains on any equity compensation--over the previous five years. While excise tax-gross-ups became somewhat common during the 1990s, recent shareholder opposition to the practice has led many companies to eliminate the provision, based on rationale that executive officers should be responsible for their individual tax liabilities and that common market practice does not justify extraordinary financial burdens to companies and their shareholders. Further, the excise tax gross-up provision leads to such substantial increases in potential termination payments that it may encourage executives to negotiate merger agreements that may not be in the best interests of shareholders. Companies have begun to provide for packages to be reduced to the extent necessary not to trigger the excise tax. In some instances, the company may commit to lower a severance payment to just below the cap in limited circumstances, but to pay a gross-up if the payment exceeds that level, which does not address the fundamental problems with these features.
- › Governance QualityScore will consider whether gross-ups for change-in-control payments are made, whether the company provided gross-ups, but made a commitment not to provide them upon change-in-control in the future, whether the company implemented gross-up provisions in a contract that was new or materially amended within the past year, and whether the company provides tax gross-ups in one or more contracts, but none were entered into or materially amended last year. The question applies to all executives, not just the CEO.

Market Applicability: U.S., Canada

▶ **What is the length of employment agreement with the CEO? (Q163)**

- › Best practices dictate that companies should not enter into fixed-duration employment contracts with executives, and if they do, only enter into employment contracts under limited circumstances for a short time period (e.g., new executive hires for a three-year contract) for a finite number of executives. The individual agreements should not have an automatic renewal feature and should have a specified termination date. An auto-renew feature indicates that the agreement can be extended in perpetuity, for all intents and purposes, unless either party provides direction to the contrary pursuant to a defined notice period.
- › This factor has a zero-weight impact on the scoring model and is included for informational purposes only.

Market Applicability: U.S.

## Compensation Controversies

### ▶ Has the ISS qualitative review identified a pay-for-performance misalignment? (Q300)

- › ISS' qualitative analysis of executive compensation identifies pay practices and design features that may strengthen or weaken the linkage between executive pay and company performance. Features and practices to be examined in ISS' qualitative analysis may include (but are not limited to): the rigor of performance conditions on incentive plans, the percentage of performance-based equity pay, whether termination provisions may enable "pay for failure," the presence of retention or other discretionary awards, "realizable" pay relative to granted pay, and other features of the pay design as deemed appropriate to the company's specific circumstances.

Market Applicability: U.S., Canada

### ▶ Has ISS identified a problematic pay practice or policy that raises concerns? (Q301)

- › ISS' focus is on specific executive compensation practices that run counter to a pay-for-performance philosophy, including, but not limited to: problematic practices related to non-performance-based compensation elements such as excessive perquisites; incentives that may motivate excessive risk taking; and specific problematic practices such as options backdating or repricing options held by top executives and/or directors or repricing any options without shareholder approval.

Market Applicability: U.S., Canada, W. Europe, Germanic, Anglo, Nordic, S. Europe, Australasia, Latin America, Africa, Russia, India

### ▶ Did the most recent Say-on-Pay proposal receive significant opposition from shareholders? (Q328)

- › Governance QualityScore will consider the level of shareholder support on the most recent Say-on-Pay proposal at the last annual meeting where the say on pay proposal was up for vote. U.S. company meeting results are compared to 70 percent of votes cast, while Australian company meeting results are compared to 75 percent, which are when ISS' policies initiate a review of the Board's responsiveness to the low shareholder support for the applied markets.
- › From the date of publication of the ISS proxy research report until the meeting results are available, this question will be pending and the result will indicate "meeting results in progress" for this factor.

Market applicability: U.S., Australia

### ▶ What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal? (Q385)

- › This factor will display the actual percentage level of shareholder support on the most recent resolution to Approve the Remuneration Report at the last annual meeting where the proposal was up for vote.
- › From the date of publication of the ISS proxy research report until the meeting results are available, this question will be pending and the result will indicate “meeting results in progress” for this factor.
- › Companies in regions where this factor is applied, but the local jurisdiction does not require say-on-pay/remuneration proposals (such as Canada), will not be penalized for not having a proposal.
- › If there are multiple Say-on-Pay or remuneration proposals, ISS will evaluate this factor for the proposal with the lowest level of support.

Market applicability: Australasia, U.S., Canada, Anglo, W. Europe, and Africa.

## Shareholder Rights & Takeover Defenses

### One-Share, One-Vote

#### ▶ Does the company have classes of common stock with different voting rights? (Q54)

- › Dual-class capital structures can serve to entrench certain shareholders and management, insulating them from possible takeovers or other external influence or action. The interests of parties with voting control may not be the same as those of shareholders constituting a majority of the company’s outstanding capital. Additionally, research suggests that companies with dual-class capital structures or other antitakeover mechanisms often trade at a discount to similar companies without such structures.
- › The question will evaluate whether the company has issued stock types with different voting rights. Convertible securities entitled with various voting right which is equal to the number of converted common shares are excluded.
- › This factor has a zero-weight impact on the scoring model for Australasian companies and is included for informational purposes only.

Market Applicability: All regions except Japan and India

#### ▶ What is the percentage of votes outstanding controlled by shares with enhanced voting rights? (Q384)

- › This factor helps investors differentiate between cases where multi-class share structures severely impair the shareholder rights of common stockholders.
- › For companies with differential voting rights, higher values indicate greater levels of voting control exerted by the enhanced voting share class. For companies with non-voting shares outstanding, this figure will be one hundred percent.

- › Governance QualityScore will consider companies with five percent or less of the voting power concentrated in enhanced voting rights shares as immaterial.

Market Applicability: US, Canada\*

▶ [Does the company have a class shares with full or multiple voting rights? \(Q369\)](#)

- › Issuing shares with multiple voting rights is often claimed by proponents that it allows the founders and management to maintain control over the strategic direction of the company. Such a structure helps them focus on the long-term growth of the company instead of immediate financial return. It is also seen to be a tool to defend against unwanted takeover attempts, as the controlling parties can vote down takeover proposals by exercising their voting power. On the other side, weighted voting right structures are considered to be problematic, because such governance structures, with superior voting power held by a group of associated persons, increase the risk that the management may pursue projects that are not in the best interests of the company but for their own good. This deteriorated agency problem may imply higher cost of capital on future fund raising.
- › Similarly, class shares with full voting rights violates the principle of one-share-one-vote, and could contribute to board and management entrenchment.

Market Applicability: Japan

▶ [Are there any directors on the board who are not up for election by all classes of common shareholders? \(Q55\)](#)

- › Barring some holders of common stock from voting on directors may serve to entrench board members and perpetuate control by certain blocks or groups.
- › Governance QualityScore will consider whether any directors are not elected by all classes of common stock.

Market Applicability: U.S., Canada

▶ [Is there a sunset provision on the company's unequal voting structure? \(Q56\)](#)

- › Some companies with unequal voting structures have set the conditions upon which the unequal voting structure will be terminated and an equal voting structure will take place. Such a condition is called a “sunset provision” in this regard.
- › Governance QualityScore will consider whether unequal voting structures include a sunset (termination) provision, or if it is not applicable or not disclosed.

- › In the US, it will also evaluate the number of years post-IPO the unequal voting structure will terminate, or if the company has not provided sufficient information to determine the sunset period. When assessing the time-based provision, Governance QualityScore will follow ISS Benchmark Research policy.

Market Applicability: U.S., Canada

#### ▶ What is the percentage of multiple voting rights or voting certificates relative to total voting rights? (Q57)

- › In tandem with Q58, this factor measures the percentage of multiple voting rights or voting certificates on the total number of voting rights. Higher values indicate that more voting power is concentrated in the multiple voting shares.
- › Governance QualityScore will also factor in time-phased or loyalty voting rights, which assign additional voting power to shareholders holding stock for a certain length of time

Market Applicability: W. Europe, Germanic, Anglo, Nordic, Africa

#### ▶ What is the free float percentage of multiple voting rights or voting certificates? (Q58)

- › In tandem with Q57, this factor measures the free float percentage of multiple voting rights. The free float percentage indicates whether enhanced voting rights are available to the investor public or whether enhanced voting rights are mainly held by significant shareholders.
- › Governance QualityScore will consider the percentage of free float of the voting rights, or if no information is given.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, Africa

#### ▶ What percentage of voting rights is represented by depositary receipts, where a foundation votes unexercised proxies? (Q59)

- › Depositary receipts have typically been issued by Dutch companies in order to keep minority shareholders from exerting disproportionate influence at general meetings where attendance is often low. Under this system, the underlying shares are nearly all held by a foundation, which is usually independent of the company that has issued the depositary receipts.
- › These instruments are sold on the market, and holders of such instruments are entitled to the same rights as ordinary shareholders, except for voting rights. In order to vote, the holders need to request a voting proxy from the foundation, or they can exchange their depositary receipts for the underlying shares. Taking these steps can sometimes be restricted either by limitations on the ability to request voting proxies or to exchange depositary receipts for shares.

Market Applicability: W. Europe

▶ [Has the company indicated an intent to eliminate the system of depositary receipts? \(Q60\)](#)

- › Over the past 10 years, Dutch companies have gradually eliminated the system of depositary receipts based on attendance of shareholders at general meetings. In general, if attendance of shareholders in the past three years has reached thresholds of 30 percent or higher, a number of Dutch companies have committed to eliminating the system.
- › This question will consider whether the company has indicated publicly to consider eliminating the system of depositary receipts.

Market Applicability: W. Europe

▶ [Are depositary receipt holders restricted in their voting rights? \(Q61\)](#)

- › Traditionally depositary receipts could be exchanged for shares or holders of such depositary receipts could request a voting proxy, but only to a certain limit (usually between 1 and 2 percent of the share capital). Dutch companies have mostly eliminated these barriers.
- › Governance QualityScore will consider whether holders of depositary receipts can request for voting proxies or exchanging their depositary receipts in shares are limited in their right.

Market Applicability: W. Europe

▶ [What percentage of issued share capital is composed of non-voting shares? \(Q63\)](#)

- › In tandem with Q64, this factor measures the percentage of non-voting, non-deferred shares nominal capital relative to the total nominal share capital.
- › The issue of preferential non-voting shares where the lack of voting is compensated by a higher or guaranteed dividend is accepted up to a certain point. However, when non-voting shares are used in excess, the influence of shareholders on company decisions can be hampered, especially if the free float percentage of the voting rights is limited.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Africa, Russia

▶ [What is the free float percentage of voting rights? \(Q64\)](#)

- › In tandem with Q63, this factor measures the free float percentage of voting rights. The free float percentage indicates whether voting rights are available to the investor public or whether voting rights are mainly held by significant shareholders.

- › Governance QualityScore will also factor in time-phased or loyalty voting rights, which assign additional voting power to shareholders holding stock for a certain length of time.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Africa, Russia

#### ▶ Does the company have an absolute voting right ceiling? (Q65)

- › The existence of an absolute voting right ceiling, which caps the vote after a certain threshold has been reached, always creates a voting right distortion for the shareholders whose stake lies above the ceiling. The lower the ceiling, the more shareholders see their voting rights reduced and the larger the voting right distortion.
- › Governance QualityScore will consider whether a ceiling expressed as a percentage of all shares outstanding is in place, the percentage of the ceiling, or if no information is disclosed.

Market Applicability: W. Europe, Germanic, Nordic, S. Europe, Latin America

#### ▶ Does the company have a relative voting right ceiling? (Q66)

- › The existence of a relative voting right ceiling, which caps the vote after a certain threshold has been reached, always creates a voting right distortion for the shareholders whose stake lies above the ceiling. The lower the ceiling, the more shareholders see their voting rights reduced and the larger the voting right distortion.
- › Governance QualityScore will consider whether a ceiling expressed as a percentage of all shares represented at the general meeting is in place, the percentage of the ceiling or if no information is disclosed.

Market Applicability: W. Europe, Germanic, Nordic, S. Europe

#### ▶ Does the company have an ownership ceiling? (Q67)

- › A discounted score for the existence of ownership ceilings is meant to reflect the tendency of investors to discount companies featuring ownership ceilings; as such ceilings curb investments and thus limit the voting power shareholders may attain.
- › Governance QualityScore will consider whether an ownership ceiling expressed as a percentage of all shares outstanding is in place, the percentage of the ceiling, or if no information is disclosed.

Market Applicability: Japan, W. Europe, Germanic, Anglo, Nordic, S. Europe, Australasia, Latin America, Africa, Russia

#### ▶ Does the company have ownership ceilings for specific parties? (Q68)

- › A discounted score for the existence of ownership ceilings is meant to reflect the tendency of investors to discount companies featuring ownership ceilings, as such ceilings curb investments and thus limit the voting power shareholders may attain, especially if such ceiling applies only to one group of shareholders.
- › Governance QualityScore will consider whether, in the event the company has installed an ownership ceiling, it is applicable to all shareholders or only to a certain category of shareholders (such as foreign investors).

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Australasia, Latin America, Africa, Russia

#### ▶ Do shareholders or the State have the priority right? (Q69)

- › The investor community generally disapproves of special shares that grant disproportionately high voting powers to the State (golden shares) or other specific shareholders (referred to as priority shares).
- › Governance QualityScore will evaluate and consider the existence of priority rights held by the State or specific shareholders and will qualify the nature of such rights into high or low importance.
- › The factor will consider the priority rights of high importance if the specific shareholder or the State has the right to directly appoint more than 50% of executives, directly appoint directors representing more than 50% of directors, or veto the appointment of directors representing more than 50% of directors.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Latin America, Africa, Russia

#### ▶ Is there a coattail provision attached to the company's unequal voting structure? (Q217)

- › Coattail provisions provide protection for minority shareholders when a majority shareholder exists under a dual capital structure, i.e. during a take-over bid, a similar offer is made to the "subordinate" share with that of the "superior" shares.
- › Governance QualityScore will consider whether the company has an unequal voting structure and whether a coattail provision has been attached to the structure.

Market Applicability: Canada

## Takeover Defenses

#### ▶ Does the company have targeted stock placement that can be used as a takeover defense? (Q72)

- › At their holders' discretion, financial instruments giving potential access to the company's capital may be exercised and may compromise the success of a takeover attempt through the dilution of the percentage of voting rights available on the market. Holders of these instruments may or may not be existing shareholders of the company.

- › This question will measure the impact of targeted stock placement in the event of a takeover bid which the company can use as a defense.

Market Applicability: W. Europe, S. Europe, S. Korea

#### ▶ Does the company maintain preemptive rights in the event of a takeover bid? (Q73)

- › Authorizations given to the management board to increase share capital do not always preserve preemptive rights for existing shareholders, and may even sometimes be allowed during a takeover in certain markets.
- › This question will measure the impact of the possibility of the company to issue shares and restrict preemptive rights which it can use as a defense in the event of a takeover bid.

Market Applicability: W. Europe, S. Europe

#### ▶ Can the company target repurchased shares in the event of a takeover bid? (Q74 )

- › Shares are usually repurchased either to minimize the dilution of employee share plans, to fund a share exchange for acquisitions, or to increase earnings per share (by stabilizing the share price). At the same time, a share repurchase could also be used as a takeover defense, which reduces the voting power of the floating capital and increases the relative voting power of the reference or core shareholder(s). This may happen when the company repurchases its own shares during a takeover and when voting rights of repurchased shares are temporarily or permanently (when repurchased shares are destroyed) cancelled. It could also increase the voting power of friendly parties (existing reference or core shareholders, the “White Knight” defense) when the company resells shares that have been repurchased prior to or even during a takeover.
- › This question will measure the impact of the possibility of the company to repurchase own shares which it can use as a defense in the event of a takeover bid.

Market Applicability: W. Europe, Nordic, S. Europe

#### ▶ Are there ownership factors that affect takeover defenses? (Q218)

- › Ownership factors, such as ceilings, preclude the success of a takeover attempt while denying shareholders a takeover premium and potentially entrenching the company’s management.
- › Governance QualityScore will consider the existence of ownership ceilings which hamper the success of a takeover bid on the company.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Latin America, Africa, Russia

▶ [Are there priority rights that affect takeover defenses? \(Q219\)](#)

- › Priority rights afford holders the right to decide on key corporate actions such as takeovers that are normally sanctioned by shareholders collectively. Such rights can be vested in specific share types, such as priority shares. These rights may be linked to a specific company structure where certain shareholders hold rights beyond normal voting rights. If such rights are granted to the state, they are called golden shares.
- › Governance QualityScore will consider the existence of priority rights with which the State or specific shareholders can block takeover bids on the company.

Market Applicability: W. Europe, Germanic, Anglo, Nordic, S. Europe, Latin America, Africa, Russia

▶ [Are all directors elected annually? \(Q77\)](#)

- › Classifying the board makes it more difficult for shareholders to remove ineffective directors, or to change control of a company through a proxy contest involving the election of directors. Because only a minority of the directors is elected each year, a dissident will be unable to win control of the board in a single election and would need two years to gain control of the company unless there are vacancies in the other classes. Studies have shown a negative correlation between the existence of a classified board and a firm's value.
- › Governance QualityScore will consider whether all directors are elected each year, rather than in staggered terms—often referred to as a classified board. Governance QualityScore will also consider whether companies are transitioning to a declassified board, as defined when a company receives shareholder approval for the switch, but annual elections of all members has not yet commenced.
- › Governance QualityScore will also consider whether a company, though currently elected annually, could classify its board without shareholder approval.
- › This factor has a zero-weight impact on the scoring model for Latin American companies and is included for informational purposes only.

Market Applicability: U.S., Canada, Japan, Latin America\*

▶ [Is the board authorized to issue blank check preferred stock? \(Q83\)](#)

- › Authorization to issue blank check preferred stock gives the board the power to issue, at its discretion, preferred stock with voting, conversion, distribution, and other rights to be determined by the board at the time of issue. Although authority to issue preferred shares gives the company flexibility to meet the company's broad finance needs, these placements can dilute existing shareholders' equity and voting positions.
- › Preferred stock can be used for sound corporate purposes such as raising capital or making acquisitions. In these cases, blank check implies flexibility in meeting the company's broad finance needs. By not establishing the terms of preferred stock at the time the class of stock is created, companies maintain the

flexibility to tailor their preferred stock offerings to prevailing market conditions. Nevertheless, blank check preferred stock can be used as an entrenchment device, to fund a poison pill for example. Albeit less common today, another powerful takeover defense is the placement of large blocks of blank check preferred stock, with friendly third parties—the so-called “white knight” rescue. Blank check preferred stock would not be as objectionable to shareholders if a company stated in writing that such shares would be “declawed” and not be used to thwart a potential takeover. Declawed blank check preferred stock means that the board cannot authorize shares of preferred stock without shareholder approval that can be used in takeover defense purposes.

- › Governance QualityScore will consider whether the board is authorized to issue blank check preferred stock, and whether the stock, if authorized, is declawed.

Market Applicability: U.S., Canada, South Korea

#### ▶ Does the company have a poison pill in effect? (Q78)

- › Institutional investors view poison pills, which can make a hostile acquisition attempt prohibitively expensive, as among the most onerous of takeover defenses that may serve to entrench management and have a detrimental impact on their long-term share value. While recognizing that boards have a fiduciary duty to use all available means to protect shareholders' interests, investors often argue that, as a best governance principle, boards should seek shareholder ratification of a poison pill (or an amendment thereof) within a reasonable period.
- › Governance QualityScore will consider whether the company has a shareholder plan in effect, and whether the poison pill has been approved by shareholders. For Canadian companies, ISS will also consider if the shareholder rights plan meets the necessary requirements under the guidelines for new generation pills.

Market Applicability: U.S., Canada, Japan

#### ▶ What is the trigger threshold for the poison pill? (Q79)

- › Poison pill triggers typically range from 10 to 25 percent. Best practice is for a pill (other than an NOL pill) to have a trigger no lower than 20%.
- › Governance QualityScore will consider the trigger percentage for the pill.

Market Applicability: U.S.

#### ▶ Does the poison pill have a sunset provision? (Q80)

- › Poison pills with scheduled dates of termination mean that the decision to maintain the poison pill must be periodically revisited and, ideally, resubmitted for shareholder approval.

- › Governance QualityScore will consider whether the plan includes a provision which permits shareholders to reaffirm or redeem a poison pill within a specified time period.

Market Applicability: U.S.

#### ▶ Does the poison pill have a qualified offer clause? (Q82)

- › Well-designed pills provide the company with negotiating power and time to receive the best possible offer for shareholders. Qualified offer clauses empower shareholders to redeem the pill and accept a valid takeover offer.
- › Governance QualityScore will consider whether the plan includes a clause allowing shareholders to redeem the pill in the face of a bona fide takeover offer.

Market Applicability: U.S.

#### ▶ What is the expiration date of the poison pill? (Q91)

- › While long-term pills may tend to serve as a device to entrench management, shorter-term pills are more likely to be in response to particular market or company circumstances, and require, the board to revisit the decision to institute the rights plan.
- › Governance QualityScore will consider the number of years until sunset or termination date of the plan.

Market Applicability: U.S.

#### ▶ Is the poison pill designed to preserve tax assets (NOL pill)? (Q220)

- › An NOL Pill is a shareholder rights plan with a low trigger that is meant to preserve the value of net operating loss carry forwards (NOLs), a tax benefit accrued by companies that can potentially reduce their future tax liability. Per IRS rules, these tax-loss assets are forfeited upon a defined change in control; as such, NOL pills are designed to preserve shareholder value
- › Governance QualityScore will consider whether the pill is designed to preserve tax assets.

Market Applicability: U.S.

#### ▶ When was the poison pill implemented or renewed? (Q222)

- › Governance QualityScore will consider how long ago the board most recently took action on the pill, whether to implement it or renew it.

Market Applicability: U.S.

▶ [Does the company's poison pill include a modified slow-hand or dead-hand provision? \(Q223\)](#)

- › “Dead hand” and “slow hand” provisions that prevent the redemption of the poison pill are egregious and unjustifiable violation of shareholders’ rights to accept an attractive takeover offer, even after replacing members of the board.
- › Governance QualityScore will consider as to whether the implementation of the pill inhibits or prohibits the ability of future boards of directors to redeem the pill. A slow-hand provision forces a delay in the redemption of the poison pill even if shareholders of the target firm favor the takeover. A dead-hand provision provides that only the incumbent directors, continuing directors, or their designated successors can redeem the poison pill, even after they have been voted out of office (thus precluding redemption).

Market Applicability: U.S.

▶ [Was the poison pill approved by shareholders? \(Q221\)](#)

- › The board of directors should seek shareholder ratification of a poison pill (or an amendment thereof).
- › Governance QualityScore will consider whether the poison pill was approved by a majority of shareholders. Voting results are considered as a majority of votes cast, abstentions included but excluding broker non-votes.

Market Applicability: Japan

▶ [Does the company have a controlling shareholder? \(Q290\)](#)

- › When there is a controlling shareholder, the minority shareholders may face challenges in matters where their interests diverge from those of the majority shareholder.
- › Governance QualityScore will consider whether the company has a shareholder or shareholders acting in concert and holding a majority of the voting rights.
- › This factor has a zero-weight impact on the scoring model for U.S., Southern European, and Australasian companies and is included for informational purposes only.

Market Applicability: U.S., AsiaPac, Japan, S. Europe, Australasia, Latin America, Africa, Russia South Korea, India

▶ [If the company has a majority voting standard, is there a plurality carve-out in the case of contested elections? \(Q224\)](#)

- › Best practice calls for a majority vote standard in uncontested director elections, and a plurality vote standard in contested elections. Otherwise, in a contested election, even if a dissident nominee receives more votes than a management nominee, the management nominee would be seated. Governance QualityScore will consider as to whether the majority voting standard – if in place – does not apply in the case of contested elections. Some companies incorporated outside of the U.S. do not have a “contested situation”: all nominees (whether management or shareholder-nominated) who receive a majority of votes cast are seated on the board. This situation is included in the possible answers.

Market Applicability: U.S.

#### ▶ Does the removal of a director require a supermajority vote? (Q284)

- › Japanese directors can be removed by a simple majority shareholder vote, unless the articles require a supermajority. The supermajority requirement can serve as a form of management entrenchment.

Market Applicability: Japan

#### ▶ What is the level of tag-along rights for minority shareholders? (Q333)

- › Tag along rights are granted to minority shareholders when a company reached an agreement with a major shareholder to take over the company at a certain price. The tag along rights will indicate at what level minority shareholder can sell their shares to the acquiring shareholder. In principle minority shareholders should be allowed to receive the same price.
- › Tag along rights are provided by Brazilian law (Lei das S.A., Article 254-A) and assure that the disposal, direct or indirect, of a company’s control shall be carried out on conditions that the buyer undertakes to tender a public offer for acquisition of all common shares held by the other shareholders in the company, so that they may be accorded as minimum price 80% of the value paid for the selling controlling shareholder. Some companies have decided voluntarily to extend tag along rights to preferred shareholders, and/or assure to the common shareholders a price above 80%.
- › Governance QualityScore will consider the level of tag along rights in the event of a takeover bid.

Market applicability: Latin America

## Meeting & Voting Related Issues

#### ▶ Does the company require a supermajority vote to approve amendments to the charter or bylaws? (Q89)

- › Supermajority provisions violate the principle that a simple majority of voting shares should be all that is necessary to effect change regarding a company and its corporate governance provisions. Requiring more than this may permit management to entrench itself by blocking amendments that are in the best interests of shareholders.
- › Governance QualityScore will consider whether a super-majority vote is required, or if no information is given. Supermajority is defined as anything above simple majority. ISS generally sees thresholds of two-thirds or 75 percent but anything above simple majority (typically, 66.66 percent or higher) is characterized as supermajority.
- › Governance QualityScore will also consider whether shareholders have the right to amend the bylaws. In the U.S., under SEC Rule 14a-8, shareholders who have held shares valuing at least \$2,000 for one year are permitted to submit shareholder proposals, both precatory and binding, to amend bylaws. However, some states allow companies, in their charters, to restrict shareholders' right to amend the bylaws through binding bylaw amendments or proxy fights.
- › In the Italian market, the factor considers if a supermajority vote requirement is at the statutory minimum.

Market Applicability: U.S., S. Europe, Canada

#### ▶ Does the company require a supermajority vote to approve mergers or business combinations? (Q90)

- › Supermajority provisions violate the principle that a simple majority of voting shares should be all that is necessary to effect a merger. For companies that are controlled, however, supermajority provisions may help ensure that the controlling shareholder cannot unilaterally force a merger despite the opposition of minority shareholders.
- › Governance QualityScore will consider whether a super-majority vote is required, or if no information is given. Supermajority is typically defined as anything above simple majority. ISS generally sees thresholds of two-thirds or 75 percent but anything above simple majority is characterized as supermajority.

Market Applicability: U.S., Canada

#### ▶ Does the company have discretion over dividend payments? (Q285)

- › According to Japanese corporate law, dividend payments require shareholder approval, unless the company articles state that the board has this authority.
- › Governance QualityScore will consider whether the company has discretion over dividend payments.

Market Applicability: Japan, South Korea

#### ▶ Are shareholders allowed to submit dividend proposals? (Q286)

- › Investors should have the ability to submit shareholder proposals on dividends in cases where investors see existing dividend practice as problematic.
- › Governance QualityScore will consider whether shareholders are allowed to submit proposals on dividends.

Market Applicability: Japan

▶ [Are the names of the nominee directors disclosed? \(Q334\)](#)

- › In order to have a meaningful vote on the nomination of directors, the company needs to disclose crucial information on its candidates.
- › Governance QualityScore will consider whether the names of the nominee directors are disclosed ahead of the general meeting.

Market Applicability: Russia

▶ [What percentage 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? \(Q84\)](#)

- › According to the Dutch Code of Corporate Governance (December 2008), the general meeting of shareholders of a company not having statutory two-tier status may pass a resolution to cancel the binding nature of a nomination for the appointment of a member of the management board or of the supervisory board and/or a resolution to dismiss a member of the management board or of the supervisory board by an absolute majority of the votes cast. It may be provided that this majority should represent a given percentage of the issued capital, which percentage may not exceed one-third. If this percentage of the capital is not represented at the meeting, but an absolute majority of the votes cast is in favor of a resolution to cancel the binding nature of a nomination, or to dismiss a board member, a new meeting may be convened at which the resolution may be passed by an absolute majority of the votes cast, regardless of the percentage of the capital represented at the meeting.||
- › Governance QualityScore will consider the percentage of shares needed to cancel the binding nature of board or management nominations.

Market Applicability: W. Europe

▶ [Did the company have a slate ballot at its last shareholders' meeting? \(Q53\)](#)

- › Bundled, or slate, director elections provide shareholders with only a single vote for or against all of the nominees as a group. A shareholder who wishes to withhold support from a single director does not have the ability to do so when the company bundles director elections. Best practice is to provide a separate

ballot item for each director up for election. Governance QualityScore will consider whether the company had bundled or individual elections at the most recent shareholder meeting with election of directors.

- › In the Italian market, this factor takes into account the statutory requirements of *voto di lista* slate board renewals. This factor considers if directors were proposed via management's slate ballot or the shareholder's slate ballot.

Market Applicability: W. Europe, Germanic, S. Europe, Latin America, South Korea

#### ▶ How many vacancies are on the board? (Q262)

- › There are vacancies on the board if the current number of directors is less than the maximum number of directors allowed under the company's bylaws. If there are vacancies on the board and the board has not declared "no vacancy" (subject to provisions of the Australian Corporations Act), it is easier for shareholder nominated candidates to be elected to the board.
- › Governance QualityScore will consider the maximum number of board seats provided in the company's constitution minus the current number of directors on the board.

Market Applicability: Australasia, Japan

#### ▶ What is the percentage of share capital needed to convene a special meeting? (Q97)

- › Most U.S. state corporation statutes allow shareholders to call a special meeting when they want to take action on certain matters that arise between regularly scheduled annual meetings. Generally, this right applies only if a shareholder or group of shareholders owns a specified percentage of the outstanding shares. In terms of day-to-day governance, shareholders may lose an important right – the ability to remove directors or initiate a shareholder resolution without having to wait for the next scheduled meeting – if they are unable to call a timely special meeting. Shareholders could also be powerless to respond to a beneficial offer if a bidder cannot call a special meeting. Therefore, the inability to call a special meeting and the resulting insulation of management may result in the decline of corporate performance and shareholder returns.
- › Governance QualityScore will consider whether shareholders can call a special meeting, and, if so, the ownership threshold required.

Market Applicability: U.S., W. Europe, Canada

#### ▶ Can shareholders act by written consent? (Q98)

- › Consent solicitations can be advantageous to both shareholders and management in that the process does not involve the expense of holding a physical meeting, and it is easier for shareholders who can simply respond to the proposal by mail. A consent solicitation is similar to a proxy solicitation: consents are mailed to shareholders for their vote and signature and delivered to management. The differences are that 1) there is no physical meeting, 2) a consent period (generally 60 days) is set for the delivery of the consents, and 3) as soon as the threshold level of consents are delivered, the proposals are deemed ratified and the consent solicitation ends. In contrast, a proxy solicitation must end with a meeting because proxy cards merely authorize the indicated "proxy" to cast a vote at a shareholder meeting. A signed consent card is itself the final vote and, as such, does not require a vote by proxy at a shareholder meeting.
- › Limitations on written consent are generally considered contrary to shareholder interests. In terms of day-to-day governance, shareholders may lose an important right – the ability to remove directors or initiate a shareholder resolution without having to wait for the next scheduled meeting – if they are unable to act by written consent. Beneficial tender offers also may be precluded because of a bidder's inability to take action by written consent.
- › Governance QualityScore will consider whether shareholders can act by written consent, or if the information is not disclosed. Companies that mandate unanimous written consent maintain a practice that increases concern.

Market Applicability: U.S., Canada

#### Has the company employed a show of hands at the last general meeting? (Q357)

- › Under Australian law, a company may call a vote to be conducted by either a 'show of hands' or by poll.
- › Whereas a poll attributes one vote to each share held, voting on a 'show of hands' attributes one vote to each shareholder, irrespective of the number of shares held.
- › Voting on this basis goes against the principle of one vote one share, which is integral to shareholder democracy.
- › This question evaluates whether the company adheres to the basic corporate governance principle of one share one vote.

Market Applicability: Australasia

#### Does the company use cumulative voting for director elections? (Q338)

- › Under cumulative voting, once the General Assembly fixes the board size, shareholders may focus all of their votes on one or more candidates. The nominees receiving the most votes comprise the new board. Under article 141 of Brazilian Corporate Law, shareholders must request cumulative voting at least 48 hours prior to the meeting date. Shareholders must also have 5 percent of share capital to request cumulative voting (this percentage is based on share capital; smaller companies have higher thresholds).

Market Applicability: AsiaPac, South Korea

▶ [Does the company have a majority vote standard in uncontested elections? \(Q52\)](#)

- › A majority vote standard requires that, for directors to be elected (or reelected) to serve on the company's board, they must receive support from holders of a majority of shares voted. A plurality standard only requires the most votes, meaning a director nominee in an uncontested election can be elected to the board with, in theory, a single vote.
- › A majority vote standard, in combination with a plurality standard in elections with more nominees than seats, and a director resignation policy to address post-election results, has emerged in the U.S. as a way to make director elections meaningful rather than merely symbolic, and is considered best practice: shareholders have a clear, legally significant vote, and the board retains the ability to address the situation of "holdover" directors to accommodate both shareholder concerns and the need for stability and continuity of the board.
- › In the U.S., a "majority vote policy" is a term sometimes used to describe a director resignation policy, which is the post-election process to be followed if a director does not receive a majority of votes cast. Such resignation policies are usually found in a company's corporate governance guidelines, and can accompany either a majority or a plurality vote standard. It is not the same as a majority vote standard.
- › While majority voting, by itself, does not address the holdover situation if a director fails to get majority support, the director in question is still not legally "elected." This is true even if the director tenders his/her resignation and the board rejects it; that director was not "elected" to the board. On the other hand, plurality voting lacks teeth: the incumbent director still determines whether to tender his or her resignation. Even if the company has a director resignation policy with the plurality standard, if the board does not accept the resignation, the director who did not garner majority support is still legally considered "elected."
- › In Canada, all non-controlled reporting issuers listed on the Toronto Stock Exchange are subject to the TSX majority voting director resignation policy. The TSX rule requires that each director of a listed issuer must be elected by a majority of the votes cast other than at contested meetings. The vote result for any director receiving less than majority support must be disclosed to the TSX, which has made clear that except in extraordinary circumstances, the expectation is that the director's resignation will be accepted by the board and disclosed within a 90-day period following the meeting.
- › Governance QualityScore will consider the voting standards for electing directors to the board.

Market Applicability: U.S., Canada

▶ [If the company has a majority voting policy in director elections, does a plurality standard apply for contested elections? \(Q343\)](#)

- › Best practice calls for a majority vote standard in uncontested director elections, and a plurality vote standard in contested elections. Otherwise, in a contested election, even if a dissident nominee receives more votes than a management nominee, the management nominee would be seated. Governance

QualityScore will consider as to whether the majority voting standard – if in place – does not apply in the case of contested elections.

Market Applicability: Canada

▶ [Are there material restrictions as to timing or topics to be discussed or ownership levels required to call the meeting? \(Q225\)](#)

- › Governance QualityScore will consider whether there are material restrictions to the right to call a special meeting of shareholders. Material restrictions include: restrictions that prohibit special meetings more than 90 days away from the prior (or planned future) annual meeting date, restrictions that may be interpreted to preclude director elections or other significant business, and restrictions that effectively raise the ownership threshold required to call the meeting.

Market Applicability: U.S.

▶ [Is the quorum for meetings at least two people representing at least 25 percent of the outstanding shares\(Q101\)](#)

- › Shareholder meetings should only convene with a minimum acceptable level of attendance, thereby eliminating any shareholder resolutions that may be passed in a meeting with insufficient shareholder representation.
- › Governance QualityScore will consider whether quorum requirements are at least two persons representing 25 percent of outstanding shares, or if requirements are less than two persons and/or representing 25 percent of outstanding shares. Governance QualityScore also will consider if the company has a controlling holder who meets or exceeds quorum requirements.

Market Applicability: Canada

▶ [Did the company file its proxy materials late in the past year? \(Q335\)](#)

- › Relevant proxy materials should be disclosed in a timely manner well in advance of the general meeting to allow for a meaningful shareholder review.
- › Governance QualityScore will consider whether the timing of the filing of proxy materials meet local best practice. The assessment is based on when a company should be disclosing materials, not the minimum required under the local regulations.

Market Applicability: AsiaPac, Russia, South Korea, India

▶ [How many days before the general meeting did the company publish its proxy materials? \(Q371\)](#)

- › Company should publish proxy material as early as possible before the meeting date in order to provide for ample time for shareholders to review and evaluate them and make informed voting decisions.

Market Applicability: Japan

▶ [Does the company provide proxy materials in English? \(Q373\)](#)

- › Access to information is integral to exercise of ownership rights. A significant number of companies in Japan, however, discloses proxy materials in Japanese only, creating hurdles for foreign investors to make an informed voting decision. Making English proxy materials readily available to investors is considered a best practice.

Market Applicability: Japan

▶ [Does the company disclose the policy on cross-shareholding, including voting policy for such shares, in compliance with the Japanese Corporate Governance Code 1-4? \(Q370\)](#)

- › Cross-shareholding structures, which tend to lock up control among long-standing business partners or fellow companies in a conglomerate, are common in Japan. In general, selling cross-shareholdings will be good for broader equity market, reducing management entrenchment, offering possible improvements in capital efficiency, putting more shares in the public's hands and supporting merger-and-acquisition activity.
- › New Japanese Corporate Governance Code (1-4) encourages companies to evaluate economic benefits and risks of cross-shareholdings and to establish a policy on managing such equity positions.

Market Applicability: Japan

▶ [Does the company hold its general meeting on a peak date? \(Q287\)](#)

- › Many Japanese companies hold their annual shareholder meeting in the last few days of June, usually with an overwhelming concentration on one or two days. Investors have asked companies not to hold shareholder meetings on this June "peak" date. Similarly in South Korea most companies hold their general meeting on two days in March.

Market Applicability: Japan, South Korea

▶ [Does the company collaborate with intermediaries to accommodate beneficial owners to attend shareholder meetings in compliance with the Japanese Corporate Governance Code 1-2-5? \(Q372\)](#)

- › All shareholders, whether registered in the company's shareholder registry or holding shares through custodian accounts, should have the right to attend general meetings. The Japanese Corporate Governance Code (1-2-5) encourages more active participation by shareholders at general meetings, and discourages companies from restricting beneficial owners' participations.

Market Applicability: Japan

▶ [Does the company participate in an electronic voting platform? \(Q374\)](#)

- › The Tokyo Stock Exchange (TSE) and Broadridge Financial Solutions, Inc. (Broadridge) have established an "Electronic Voting Platform for Foreign and Institutional Investors," and started operation of the platform from companies with 2005 December year-end. Use of the electronic voting platform affords greater voting flexibility for investors as the voting deadlines could be significantly reduced and investors could relatively easily change their voting decisions close to the meeting date. Currently more than 700 companies have already agreed to participate in the platform.

Market Applicability: Japan

▶ [Does the company have an exclusive venue or forum provision? \(Q351\)](#)

- › Exclusive venue provisions restrict shareholder litigation against the company to a limited number of jurisdictions. The most common venue chosen is the state of incorporation, though some companies have chosen other venues, such as the state or county where the company is headquartered. The rationale is to limit potential litigation costs by preventing similar lawsuits in multiple states, and to have the cases heard by judges most familiar with the applicable state law. However, these are restrictions on shareholders' rights, and, in the absence of past harm, it is not always clear the restrictions are justified.

Market Applicability: U.S.

▶ [Does the company have a fee-shifting provision? \(Q363\)](#)

- › Fee-shifting provisions provide for the shifting of litigation expenses to an unsuccessful plaintiff who does not obtain a judgment on the merits that substantially achieves the full remedy sought. Broad provisions and scope may dissuade shareholders from pursuing meritorious legal action against the company due to the significant financial hurdles imposed. They also violate the ordinary American practice where each party is responsible for its own litigation costs.
- › For Delaware-incorporated companies, the Delaware General Corporation Law was amended in 2015 to invalidate fee-shifting bylaws as they pertained to matters of Delaware law, but did not extend to matters under federal jurisdiction.

Market Applicability: U.S.

▶ [Does the company have a representative claim limitation or other significant litigation rights limitations? \(Q364\)](#)

- › Representative claims provisions require that a minimum level of support is required for a shareholder to initiate a lawsuit against the company. The aim is to prevent frivolous lawsuits brought by shareholders with small stakes, but the provisions do not distinguish between frivolous and meritorious lawsuits, and prevent small shareholders, unless banded together, from suing the company.
- › Limitations on shareholders' litigation rights continue to proliferate. As other types of limitations emerge, they will be captured in this datapoint as well.

Market Applicability: U.S.

▶ [Does the company provide proxy access to shareholders? \(Q346\)](#)

- › The ability of shareholders to nominate board directors in the company proxy along with management nominees (known as "proxy access" in the U.S.) is increasingly seen as a fundamental shareholder right. Companies can provide shareholders with this right through adoption of bylaw provisions, but they may limit or put restrictions on the right. Restrictions typically include limits on the percentage and duration of ownership required to be a nominator, the number of shareholders that may aggregate holdings to meet those thresholds, and the number of proxy access candidates that may be put forward.
- › This question will consider whether proxy access is provided, whether proxy access is required by regulation, and whether the proxy access bylaw includes problematic provisions that nullify it as a practical right for shareholders.
- › The "required by regulation" covers foreign-incorporated U.S. Domestic Issuers subject to rules allowing shareholder nominations due to their jurisdiction of incorporation. For example, U.K. incorporated companies are subject to rules that allow shareholders owning 5% of shares to nominate directors. These requirements differ from proxy access bylaws adopted voluntarily in the U.S. that generally follow the SEC's vacated [Rule 14a-11](#) formulation, yet they still provide mechanisms for shareholder access to the ballot
- › Inclusion of problematic provisions, such as: counting different mutual funds under common management as separate shareholders under the aggregation limits; requiring nominating shareholders to pledge to hold their shares past the date of the meeting; providing the board with broad and binding authority to interpret the provision; or combinations of other problematic provisions that are deemed sufficient to nullify the proxy access right will cause no credit to be given for the adoption of a proxy access bylaw.

Market Applicability: U.S.

▶ [What is the ownership threshold for proxy access? \(Q359\)](#)

- › This proxy access provision is the ownership threshold that needs to be met by the proxy access nominating group, as measured as the ownership over the total voting power of a company's securities entitled to vote in the election of directors. A threshold is needed to be set to ensure shareholders have sufficient investment in the company, but the level should not be too high to prevent shareholders from being able to use the right. Most companies in the U.S. have adopted the vacated SEC Rule 14a-11 formulation of 3% of the voting power as favored by investors.

Market Applicability: U.S.

▶ [What is the ownership duration threshold for proxy access? \(Q360\)](#)

- › This provision is the holding requirement of continuous ownership for each member of the proxy access nominating group. This ensures that the nominators are long-term shareholders. The SEC formulation of a minimum of 3 years of ownership has found acceptance among investors and companies. Longer holding period requirements are considered excessive.

Market Applicability: U.S.

▶ [What is the cap on shareholder nominees to fill board seats from proxy access? \(Q361\)](#)

- › Proxy access is not designed to allow a change of control, thus, a maximum is placed on the number of board seats that can be filled by proxy access nominees each year. Under the SEC formulation, this percentage was set at 25%. Generally, investors have approved a range of 20% to 25% of the board. Many companies have adopted a "greater of 2 persons or 20%" standard.

Market Applicability: U.S.

▶ [What is the aggregation limit on shareholders to form a nominating group for proxy access? \(Q362\)](#)

- › This provision concerns any restriction on the number of shareholders permitted to join together to form the nominating group to achieve the necessary ownership threshold. The vacated SEC rule had no limit on the number of shareholders permitted. However, many investors (not all) have permitted a reasonable, minimal limitation, one that balances the administrative needs of companies vs. the difficulty of achieving the ownership threshold. A limitation of no fewer than 20 shareholders has generally been considered a minimal restriction.

Market Applicability: U.S.

▶ [What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting? \(Q393\)\\*](#)

- › A shareholder resolution that receives a significant level of support for sustainability measures could indicate inadequate company disclosures or sustainability performance issues.
- › For better comparability across companies, ISS will calculate the vote support based on the disclosed shares voted FOR the proposal divided by the shares voted FOR plus AGAINST. If shares are not reported, ISS will take the company disclosed percentage voted FOR the proposal at the most recent annual meeting.

Market Applicability: All Regions except Japan

## Other Shareholder Rights Issues

▶ [Are there related-party transactions with significant shareholders? \(Q263\)](#)

- › Related-party transactions with a significant shareholder as of the annual meeting can represent guaranteed business which can help to justify significant investments, but can also "crowd out" transactions with unrelated parties which may be more profitable for the company.
- › Governance QualityScore will consider whether the company has RPTs with its major shareholder. Major shareholder and reportable transactions are generally defined by the relevant stock exchange.

Market Applicability: AsiaPac, Australasia, Latin America, Russia, South Korea, India

▶ [Can the board materially modify the company's equity capital structure without shareholder approval? \(Q352\)](#)

- › Companies generally are required to put authorized capital increases or reduction to a shareholder vote, as such changes represent significant potential dilution of shareholder value.
- › Through a specific charter provision, Maryland-incorporated companies have the ability to increase/decrease authorized capital without a shareholder vote.

Market Applicability: U.S.

▶ [Has the company entered into a private placement in the past year without an accompanying share purchase plan \(SPP\)? \(Q356\)](#)

- › A private placement offers certain individuals or institutional investors the opportunity to purchase shares in a company at a discount to the current market price. By using an SPP, a company provides all existing

shareholders with an opportunity to purchase additional shares on the same terms, as that offered under the private placement.

- › Offering shares at a discount to a select group of investors has the potential to dilute wealth, and erode value, of non-participating shareholders. However, where a company uses an SPP, all shareholders are provided with an opportunity to participate, which reduces the potential for dilution.
- › This question therefore gauges the extent to which the company creates safeguards to protect interests of existing shareholders from dilution.

Market Applicability: Australasia

#### ▶ [What is the dilution limit of the general mandate to issue shares? \(Q318\)](#)

- › Governance QualityScore will consider the maximum percentage of shares which can be issued under a general mandate approved at the general meeting.

Market applicability: AsiaPac, Australasia, South Korea, India

#### ▶ [What is the discount limit of the general mandate to issue shares? \(Q319\)](#)

- › Governance QualityScore will consider the maximum discount limit applied on the market price of shares which can be issued under a general mandate approved at the general meeting.

Market applicability: AsiaPac, Australasia, India

#### ▶ [What is the dilution limit of the general mandate to issue repurchased shares? \(Q320\)](#)

- › Governance QualityScore will consider the maximum percentage of repurchased shares which can be issued under a general mandate approved at the general meeting.

Market applicability: AsiaPac

#### ▶ [What is the aggregate dilution limit of the share issuance and reissuance mandates? \(Q321\)](#)

- › Governance QualityScore will sum the dilution limit of each individual share issuance mandate and reissuance mandate to reach the aggregate dilution limit. The limit caps the dilutive impacts to existing shareholders.

Market Applicability: AsiaPac

## Audit & Risk Oversight

### External Auditor

#### ▶ Non-Audit fees represent what percentage of total fees? (Q1)

- › The practice of auditors providing non-audit services to companies can prove problematic. While large auditors may have effective internal barriers to ensure that there are no conflicts of interest, an auditor's ability to remain objective is questionable when fees paid to the auditor for non-audit services, such as management consulting and special situation audits, exceed the standard annual audit fees. While some compensation for non-audit services is customary, the importance of maintaining the independence of the auditor is paramount, and an important gauge for that is the portion that non-audit fees comprise of total audit fees.
- › This question will evaluate whether non-audit fees constitute a majority of fees paid to the company's external auditor.
- › Audit Fees consist of all fees necessary to perform the audit or review, which include: statutory audits, comfort letters/due diligence, attest services, consents, review of filings, financial statement audit and review. The following are considered as audit-related fees: assurance and related services, employee benefit plan/audits, due diligence related to mergers and acquisitions, audits in connection with acquisitions, internal control reviews, consultation on financial accounting and reporting standards. Other Fees includes tax fees in general, tax services, review of tax laws, tax restructuring, tax planning - excludes fees resulted from one-time capital structure events, initial public offerings (IPOs), bankruptcy emergence, and spinoffs, review of net operating losses, tax assistance for potential transactions sales and use tax examinations, and other fees that cannot be categorized under the three classifications.
- › Audit fees will be deemed "Not Disclosed" if audit fees paid to the auditor are not itemized or not disclosed.

Market Applicability: All regions except Japan

#### ▶ What is the tenure of the external auditor? (Q347)\*

- › Auditor tenure is the length of the auditor-client relationship. Some academic studies found limiting auditor tenure may ensure auditor independence, reduce the audit failure risks and protect audit quality. The Sarbanes-Oxley Act of 2002 requires the periodic rotation of certain key audit firm staff, but some investors

seek the rotation of the audit firm itself to ensure auditor independence. This must be balanced against the additional expenses involved and the limited number of audit firms in the US.

- › If multiple external auditors exist, the one identified as the primary is evaluated for U.S. companies, while the one with the longest tenure is evaluated for Anglo companies.
- › This factor has a zero-weight impact on the scoring model and is included for informational purposes only.

Market Applicability: All regions (all unscored) except France, Japan, and China

### ▶ Did the auditor issue an adverse opinion in the past year? (Q2)

- › Auditor opinion reports are critical to ensuring a company's financials are presented correctly and free of material misstatements. In the U.S., an "adverse" auditor opinion is when the auditor believes that no part of the company's financial statements should be relied on. A "qualified" auditor opinion is when the auditor believes that in general the financial statements can be relied upon with certain exceptions. An "unqualified" opinion is the best.
- › This question will evaluate whether a company received an adverse opinion from its auditor, having received either an Unqualified opinion, Qualified opinion, Adverse opinion, Emphasis of matter, or Going Concern determination.

Market Applicability: All regions

### ▶ Does the company have a policy on evaluating competency and independence of the external auditor in compliance with the Japanese Corporate Governance Code 3-2-1? (Q365)

- › An external audit firm performing auditing services should not only have necessary competencies and skills to perform the audit but also maintain high degree of independence. Companies should put in place a formal policies and processes to routinely review the independence and effectiveness of the auditor as recommended under the Japanese Corporate Governance Code (3-2-1).

Market Applicability: Japan

## Audit and Accounting Controversies

### ▶ Has the company restated financials for any period within the past two years? (Q3)

- › Companies may restate their financials due to misrepresentation or accounting irregularities, for example, or, in other cases, due to clerical errors in the production of financial statements or business combinations or a change in accounting policies. Governance QualityScore will consider the former, focusing on those

restatements that pose a material risk to shareholders and/or stakeholders. Restatements can result in significant reputational, legal, and financial risks.

- › When determining if a company has a material restatement, ISS' guidelines are:
  - › Has the company restated financial results for any period during the past 24 months (this refers to when the company restated its financial statements, not the period restated);
  - › Did the restatement cause material changes (whether positive or negative) to the financial statements? Possible exceptions to the rule would be industry-specific issues, such as poor inventory control in a manufacturing/ industrial company or poor asset valuations for financial institutions;
  - › Include announced restatements that are being made to correct material misstatements of previously reported financial information;
  - › Exclude announcements involving stock splits, changes in accounting principles (rule changes), and other restatements that were not made to correct mistakes in the application of accounting standards;
  - › Revisions and restatements linked to a material weakness are considered material.
- › Some examples of restatements that are generally excluded:
  - › Those resulting from mergers and acquisitions;
  - › Discontinued operations;
  - › Stock splits, issuance of stock dividends;
  - › Currency-related issues (for example, converting from Japanese yen to U.S. dollars);
  - › Changes in business segment definitions;
  - › Changes due to transfers of management;
  - › Changes made for presentation purposes;
  - › General accounting changes under generally accepted accounting principles (GAAP); and
  - › Litigation settlements.
- › This question will evaluate whether, in the past two years, the company has restated its financials for any period, or if the information is not disclosed.

Market Applicability: U.S., Canada, South Korea

#### Has the company made non-timely financial disclosure filings in the past two years? (Q4)

- › Non-timely financial filings could result in penalties for the issuer and could be indicative of internal process or control issues.
- › Governance QualityScore will consider whether the company filed non-timely filings in the past two years, or there is no disclosure to indicate it has done so. In the U.S., any "NT" SEC filing is considered evidence of non-timely financial filings.

Market Applicability: U.S., Canada, Japan, South Korea

#### Has the company filed belatedly its Annual Report for the most recent fiscal year? (Q302)

- › This question will evaluate whether the company filed its Annual Report on time for the most recent fiscal year. Late financial filings could result in penalties for the issuer and adversely impact the company's reputation and shareholder value.

Market applicability: AsiaPac, India, South Korea

#### ▶ Has a regulator taken enforcement action against the company in the past two years? (Q5)

- › Regulatory enforcement actions could result in significant penalties for the issuer and adversely impact the company's reputation and shareholder value. Enforcement action covers a wide breadth of circumstances, for example, freezing of a company's assets, fines, probationary periods of any sort, or any other action taken by any regulatory body under any jurisdiction in which the company operates.
- › This question will evaluate whether a company was subject to enforcement action by a regulator within the past two years. For the US market, ISS will also analyze if the investigation was resolved with a material penalty. For non-US markets, most enforcement actions by regulators within the past two years are considered. In certain cases, penalties from non-regulatory legal proceedings are considered, if deemed material.
- › In assessing the materiality of any penalties, Governance QualityScore will consider the nature of the underlying investigation(s), the size of any monetary penalties, both on an absolute basis and relative to certain financial metrics, including but not limited to, revenues, earnings, cash flows, and market value, as well as any non-monetary penalties or requirements. Settlement agreements with regulatory and non-regulatory bodies are also considered, even if the company denies the allegations underlying the investigation.

Market Applicability: All regions

#### ▶ Has a regulator initiated enforcement action against an officer or director of the company in the past two years? (Q200)

- › Enforcement actions could result in significant penalties for the issuer and adversely impact the company's reputation and shareholder value.
- › This question will evaluate whether a director or officer was subject to enforcement action by a regulator within the past two years, including enforcement actions related to employment or board service at other firms. ISS will also analyze if the investigation was resolved with a material penalty. In assessing the materiality of any penalties, Governance QualityScore will consider the nature of the underlying investigation(s), the size of any monetary penalties, as well as any non-monetary penalties or requirements. In the U.S., in general, any penalty against an individual is considered material. Settlement agreements with regulatory bodies are also considered, even if the director or officer denies the allegations underlying the investigation.

Market Applicability: U.S., Canada, AsiaPac, South Korea, India

▶ **Is the company or any of its officers or directors currently under investigation by a regulatory body? (Q201)**

- › Disclosed investigations indicate the potential for controversy that could result in enforcement actions, significant penalties for the issuer, and adverse consequences for the company's reputation and shareholder value.
- › This question will evaluate whether the company, or any of its directors or officers, is currently under investigation by a regulatory body. ISS will categorize investigations as either routine or non-routine. FCPA-related investigations and Wells Notices are generally considered to be non-routine investigations, unless the company states that it does not expect the outcome to have a material adverse effect on the company. Non-routine will also include investigations which raise serious ethical concerns or pose potential risk to the broader financial system (LIBOR manipulation, mortgage fraud, high frequency trading, or other serious one-off investigations).
- › The following types will generally be considered "routine", unless there is indication that they involve major fraud or risk:
  - › "Promotion, marketing or sale of products" and "billing/false claims;"
  - › Accounting (unless tied to a restatement); and
  - › Civil investigation demands.

Market Applicability: U.S., AsiaPac, South Korea, India

▶ **Has the company disclosed any material weaknesses in its internal controls in the past two fiscal years? (Q8)**

- › Companies with significant material weaknesses potentially have ineffective internal controls, which may lead to inaccurate financial statements, hampering shareholders' ability to make informed investment decisions, and may lead to a weakening in public confidence and shareholder value.
- › Governance QualityScore will evaluate and consider material weaknesses over the past two fiscal years and whether they were evidenced in the most recent year; in the previous year; in consecutive years; if all material weaknesses were fully remediated; or if the information is not disclosed.

Market Applicability: U.S., Canada, Japan, Anglo, Africa, India

## Other Audit issues

▶ **How many financial experts serve on the audit committee? (Q6)**

- › Those deemed financial experts must possess accounting and audit skills. Local best practice requirements or rules detailing specific criteria will apply for the relevant jurisdictions. For example, Germany’s governance code calls for the chair of the audit committee to possess specialist knowledge and experience in the application of accounting principles and internal control processes. The Dutch corporate governance code, meanwhile, is similar but not the same, suggesting that at least one member of the supervisory board shall be a financial expert with relevant knowledge and experience of financial administration and accounting for listed companies or other large legal entities. In some markets, best practice also recommends that the financial expert be independent.
- › This question will evaluate whether the company has indicated a member on the audit committee with sufficient financial skills in audit and accounting. A member of the Audit Committee is considered a financial expert if he/she is or was a chief financial Officer, chartered accountant, certified management accountant, fellow chartered accountant (FCA), fellow certified practicing accountant (FCPA), or partner of an accounting firm. In the US and Canada, Governance QualityScore will include the financial expert(s) disclosed by the company.
- › For Canada, QualityScore understands that the concept of a “financial expert” pertains mainly to companies subject to U.S. filing requirements. Companies with “financially literate” audit committee members will receive maximum credit.
- › In the U.S. this factor evaluates companies with zero, one, two or more financial experts sitting on the audit committee.

Market Applicability: US, Canada\*, Anglo, W. Europe, Germanic, S. Europe (Portugal\*), Nordic\*, Australasia, AsiaPac, S. Korea, Latin America, Africa, Russia, and India.

#### [Has the company changed its audit firm without a valid reason in the past two fiscal years? \(Q288\)](#)

- › Best practice dictates that a company to provide a valid reason for an auditor change.
- › This question will evaluate whether the company gave a valid explanation for changing its audit firm in the past two fiscal years.

Market Applicability: Japan, AsiaPac, Latin America, and India

#### [Can the audit firm be indemnified without shareholder vote? \(Q280\)](#)

- › Some companies allow the board to indemnify the audit firm without shareholder vote. Institutional investors typically argue that such indemnification should be subject to a shareholder vote and not left solely to board discretion.
- › Governance QualityScore will consider whether audit firms can be indemnified without shareholder votes.

Market Applicability: Japan

## Appendix I: Event-driven Data Updates

Much of the information included in Governance QualityScore comes from the annual filing of companies' proxies, annual reports, 10-Ks, circulars, meeting notices, and other meeting related materials for the companies' AGM. In addition, ISS' data and research teams' analyses, interpretations, and proxy voting recommendations to our clients for these shareholder meetings also provide information for Governance QualityScore. While companies have the ability most of the year to submit changes to Governance QualityScore answers, this ability is restricted between the dates when the company files its proxy or meeting materials and the publication of ISS' proxy analysis for the company's annual meeting. During the blackout period, the company's online Governance QualityScore profile and data is frozen and does not reflect the latest information being gathered for the proxy analysis. Once the proxy voting recommendations report is published and released to ISS' clients, companies are able once again to review their Governance QualityScore data profiles and provide updates through the [Data Verification](#) tool.

Online Governance QualityScore profiles are updated once daily, at approximately 5am ET (10am UTC). Therefore, when the ISS proxy analysis is released containing the updated Governance QualityScore scores, the online website may not yet reflect the updated scores and profile. The online score and profile will be updated the next day.

During the year outside of the annual meeting, ISS reviews new filings to keep Governance QualityScore up to date, incorporating changes to bylaws, adoptions and redemptions of poison pills, and other events. Two categories of such updates are accorded special treatment in Governance QualityScore:

### **Classification of Newly-Appointed Directors**

ISS will monitor 8-K filings for new director disclosures, such as new directors being appointed to the board, or incumbent directors leaving the board. In general, the standard 8-K disclosure is insufficient for ISS to determine if the new director is independent under ISS' classification. However, if the company provides sufficient disclosure, ISS may make a preliminary determination (for Governance QualityScore purposes) of the director's ISS classification. This classification is tentative and subject to change once the full disclosure on the director is available in the proxy.

If ISS is unable to make a preliminary determination of the newly appointed director's classification based on a company's disclosure, ISS will consider the director "unclassified" until there is sufficient information to determine the classification. In such a case, the company's board percentages, including board independence, committee independence calculations, and percentage of directors that are family members or with related-party transactions, are frozen at the calculated values based on the last complete disclosures. When all directors have been classified as either independent or otherwise, the calculation will be updated to reflect these changes.

For ISS to be able to make the preliminary determination of whether a newly appointed director is independent under ISS standards, the following minimum information on the director (perhaps in the form of a short biography) is required:

1. Current position;
2. The company's determination of whether the director is independent under its listing standards;
3. Any previous employment at the company;
4. Any familial relationships with the company's executives or directors;
5. Any transactions (per Item 404a of Regulation S-K) between the director, the director's employer, or the director's immediate family member's current employer, and the company in the last fiscal year.

## Appendix II: Governance QualityScore Factor Methodology and Region Applicability

- X** Indicates the factor is applicable to **all** countries in a given region
- y** Indicates the factor is applicable to **some** countries in a given region
- \*** Indicates the factor has zero-weight impact on the scoring model and is for informational purposes only

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
	<b>AUDIT</b>															
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											X		
4	Has the company made non-timely financial disclosure filings in the past two years?	X	X								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
6	How many financial experts serve on the audit committee?	X	*	X	X	X	*	X	X	X		X	X	X	X	X
8	Has the company disclosed any material weaknesses in its internal controls in the past two years?	X	X					X			X		X		X	
200	Has a regulator initiated enforcement action against an officer or director of the company in the past two years?	X	X							X				X	X	
201	Is the company or any of its officers or directors currently under investigation by a regulatory body?	X								X				X	X	
280	Can the audit firm be indemnified without shareholder vote?										X					
281	What is the independent statutory auditors composition?										X					

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
288	Has the company changed its audit firm without valid reason in the past three fiscal year?									X	X	X			X	
302	Has the company made late filing of Annual Report for the most recent fiscal year?									X				X	X	
347	What is the tenure of the external auditor?	*	*	*	*	*	*	*	*	*		*	*	*	*	*
365	Does the company have a policy on evaluating competency and independence of the external auditor in compliance with the Japanese Corporate Governance Code 3-2-1?										X					
	<b>BOARD STRUCTURE</b>															
9	How many directors serve on the board?	*	X	X	X	X	X	X	X	X	X	X	X	X	X	X
10	What percentage of the board is independent based on an ISS local market classification?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
13	What percentage of non-executive directors on the board has lengthy tenure?	X	X						*	X					X	X
14	What is the classification of the Board Chair?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
16	Has the company identified a Senior Independent Director or an independent Lead Director?	X	X	X	X	X	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									
19	What percentage of the nominating committee is independent based on an ISS local market classification?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
23	What is the classification of the chair of the nominating committee?	X	X	X	X	X	y	X	X	X	X	X	X	X	X	X
25	What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?	X	X	X	X	y		X	X	X	X		X	X	X	X
27	Are there executives on the compensation/remuneration committee?	X	X	X	X	X	X	X	X	X		X	X	X	X	X
28	What is the classification of the chair of the compensation/remuneration committee?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
31	What percentage of the audit committee is independent based on an ISS local market classification?	X	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	X	X		X	X	X	X	X
34	What is the classification of the chair of the audit committee?	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
36	Do executives serve on an excessive number of outside boards?			X	X	X	X	X				*				
37	Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)?	X	X	X	X	y	y	X	X			*				
38	How many non-executive directors serve on a significant number of outside boards?	X	X	X	X	y	X	X	X			*				
39	Does the Board Chair serve on a significant number of outside boards?			X	X	y	X	X	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					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 committee meetings?	X	X	X	X	X	X	X	X	X	X	*	X	X	X	X
45	Did any directors attend less than 75% of the aggregate board and applicable committee meetings without a valid excuse?	X	X					X								
46	Does the company disclose board or governance guidelines?	X														
49	How many directors received withhold/against votes of 50% or greater at the last annual meeting?	X	X													
50	What percent of the directors were involved in material related-party transactions ?	X	X													
51	Do the directors with related-party transactions sit on key board committees?	X	X													

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
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														
100	Does the company allow the Board Chair a second or casting vote at director meetings in the event of a tie?		X			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
143	Are directors subject to stock ownership guidelines?	X	X						X							
144	What percentage of directors with more than one year of service own stock, who can legally or practically do so?	X	X						X	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?	*										*				*
206	What percentage of the board are former or current employees of the company?	*										*				*
215	What is the quorum for director meetings		X													
216	Are there material related-party transactions involving the CEO?	X								X						
243	Did any executive or director pledge company shares?	X														
244	Does the company have a robust policy prohibiting hedging of company shares by employees?	X	X						X							
282	What is the outside director composition of the board?										X					
283	What governance structure has the company adopted?										*					
289	How many outside directors are on the board?										*					
304	How many women are on the board?	X	X	X	X	X	X	X	X	X	*	X	X	X	X	X
306	Are there executives on the nominating committee?	X	X	X	X	X	y	X	X	X		X	X	X	X	X

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
309	How many directors serve on an excessive number of outside boards?									X				X	X	
312	What percentage of directors received shareholder approval rates below 80%?	X														
315	What was the average outside directors' total compensation/remuneration as a multiple of the ISS peer median?	X														
331	Does the company maintain a formal audit committee?											X				
332	Does the company maintain a formal fiscal council?											X				
336	Does the company disclose information on related-party transactions ?														X	X
337	Has the company disclosed the attendance of each director?									X					X	
340	Has the company disclosed information on key committee attendance?														X	
345	Has ISS determined that the board had problematic governance practices that reduced shareholder rights?	X								X						
348	Does the company disclose the existence of a formal CEO and key executive officers' succession plan?	X														
349	Does the board have any mechanisms to encourage director refreshment?	*														
350	Has the board adequately responded to low vote support for a management proposal?	X														
354	What is the percentage of women on the board?	X	X	X	X	X	X	X	X	X	*	X	X	X	X	X
355	What percentage of non-executive directors has been on the board less than six years?	X							y							
366	Does the company routinely hold independent director meetings or have other mechanisms to facilitate effective collaboration of independent directors, management, and statutory auditors in compliance with the Japanese Corporate Governance Code 4-8-1?										X					

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
367	Has the company appointed a Lead Independent Director or established other ways of effective collaboration between independent directors, management, and statutory auditors in compliance with the Japanese Corporate Governance Code 4-8-2?										X					
368	Does the company have a mechanism to monitor and supervise its CEO succession planning appropriately in compliance with the Japanese Corporate Governance Code 4-1-3?										X					
378	What is the independent director composition of the Board according to ISS classification (global)?	X	X	X	X	X	X	X	X	X		X	X	X	X	X
380	What is the independent status of the nominating committee members?	X	X	X	X	X	Y	X	X	X		X	X	X	X	X
381	What is the independent status of the compensation committee members?	X	X	X	X	X	X	X	X	X		X	X	X	X	X
382	What percentage of the audit committee is independent based on an ISS global classification?	X	X	X	X	X	*	*	X	X		*	X	X	X	X
383	What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?	X	X	X	X	X	X	X	X	X		X	X	*	X	
386	How many women serve in leadership roles on the board?	X	X	X	X	X	X	X	X	X		X	X	X	X	X
387	How many women are named executive officers at the company?	X	X					*	*							
388	What is the standard deviation of director age?	X	X	X	X	X	X	X	X	X		X	X	X	X	X
389	What is the standard deviation of director tenure (in years)?	*	*	*	*	*	*	*	*	*		*	*	*	*	*
391	What was the percentage of vote support for the CEO at the most recent annual meeting	X	X	X	X	X	X	X	X	X		X	X	*	X	
392	What was the percentage of vote support for the Board Chair at the latest meeting?	X	X	X	X	X	X	X	X	X		X	X	*	X	

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
	<b>COMPENSATION</b>															
104	Does the company provide loans to directors?		X			X										X
107	What part of the total remuneration received by directors is options-based?		X													
109	Do directors participate in equity-based plans?		X	X	X	X	X									X
110	Do non-executive directors participate in performance-related remuneration?			X	X	X		X	X	X		X	X		X	X
112	Does the company disclose details of individual executives' or inside directors' remuneration?					X				X	X	X			X	X
113	What is the level of disclosure on performance measures for the short-term incentive plan for executives?	X	X	X	X	X	X	X	X	X		X	X			X
114	Is there a cap on the CEO's annual bonus?			X	X	Y	X	X	X							
115	Is there a cap on executives', excluding the CEO, annual bonus?			X	X	Y	X	X	X							
116	What percentage of the annual bonus for the 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							
118	Is part of the bonus granted or to be granted guaranteed?		X	X	X	X		X	X				X			
121	Does the company disclose a performance measure for matching for executives?			X	X	X	X	X					X			
122	Does the company disclose a performance measure for stock option plans for executives?		X	X	X	X	X	X		X		X	X		X	
123	Does the company disclose a performance measure for restricted share or stock award plans for executives?		X	X	X	X	X	X		X		X	X		X	
125	Does the company disclose a performance measure for other long-term plans for executives?			X	X	X	X	X		X		X	X			
127	What is the total percentage of all outstanding equity-based plans towards the share capital?			X	X	X	X	X	X	Y		X	X	X	X	X

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
128	Is there a maximum level of dilution per year?			X	*			X		X						
129	Do the company's active equity plans prohibit share recycling for options/SARS?	X														
130	Does the company's three-year average adjusted burn rate exceed the mean +1 standard deviation of its industry/index peers?	X														
131	What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?	X	X	X	X	X	X	X	X	X		X	X	X	X	X
132	What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?	X	X	X	X	X	X	X	X	X		X	X	X	X	X
133	What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?		X	X	X	X	X	X	X	X		X	X			X
134	What is the holding or retention period for stock options for executives?	X	X	X	X	X		X	X			X				
135	What is the holding or retention period for restricted shares or stock awards for executives?	X		X	X	X		X	X			X				
136	What are the pricing conditions for stock options granted to executives?			X	X	X	X	X	X	X		X	X	X	X	
138	Do the company's active equity plans prohibit option/SAR repricing?	X	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													
145	What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?	X	X	X		X	X	X	X							

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
146	What percentage of the salary is subject to stock ownership requirements or guidelines for executives, excluding the CEO?			X		X		X	X							
148	What is the trigger under the change-in-control agreements?	X	X													
150	In the event of termination of the contract for executives, does the equity-based remuneration vest?					X			X							
152	How long is the notice period for the CEO if the company terminates the contract?					X			X							
153	Do equity-based plans or other long-term awards vest completely upon a change-in-control?	X	X						X			X				
154	Does the company provide loans to executives?		X	X	X	X		X	X				X			X
155	Does the company have a clawback or malus provision?	X	X	X	X	X	X	X	X							
156	Have any NEOs been paid a guaranteed bonus in the most recent fiscal year or will be paid a guaranteed bonus in the future?	X	X													
159	Did the company grant a one-off reward to any of its executives?				X	X			X				X			
160	What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?			X	X	X	X	X					X			X
161	What is the multiple of pay in the change-in-control or the severance agreements for the CEO?	X	X	X	X	y	X	X					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?	*														
166	Has the company voluntarily adopted a management Say on Pay advisory vote resolution for the most recent annual meeting?		X	X									X			
228	What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?	X	y	X	X	X	X	X	y							

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
229	What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?	X	y	X	X	X	X	X	y							
232	What is the ratio of the CEO's total compensation to the next highest paid executive?	X														
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			
237	What is the ratio of the CEO's non-performance-based compensation (All Other Compensation) to Base Salary?	X														
238	Do the company's active equity plans prohibit options or SARs cash buyouts?	X	X													
239	Do the company's active equity plans have an evergreen provision?	X														
240	Do the company's active equity plans have liberal change-in-control vesting provisions?	X														
246	What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?	X	X	X	X	X	X	X	X	X		X	X			X
247	What is the basis for the change-in-control or severance payment for the CEO?	X	X	X	X	y	X	X					X			X
248	What is the basis for the change-in-control or severance payment for executives excluding the CEO?			X	X	y	X	X					X			X
250	What is the level of disclosure on CEO ownership guidelines?				X											
300	Has the 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
322	Does the company have an equity-based compensation/remuneration plan?									X	*	X		X	X	X

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
323	What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' matching plan?			X												
324	What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' deferral plan?			X												
325	Are directors eligible to receive grants or awards under the plan involved in its administration?									X		X			X	
328	Did the most recent Say-on-Pay proposal receive significant opposition from shareholders?	X							Y							
329	What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?	X	Y	X	X	X	X	X	Y							
341	Does the company disclose the remuneration paid to the board in annual general meeting proxy filings?													X		
353	Does the company employ at least one metric that compares its performance to a benchmark or peer group (relative performance)?	X														
375	Does the company have performance-based pay or other incentives for its executives?										X					
376	Does the company have a policy on executive remuneration and a computation basis for pay?										X					
385	What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal?	X	X	X				X	X				X			
394	What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?	*	*	*	*	*	*	*	*	*		*	*			*
395	What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?	*	*	*	*	*	*	*	*	*		*	*			*



QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
	<b>SHAREHOLDER RIGHTS</b>															
52	Does the company have a majority vote standard in uncontested elections?	X	X													
53	Does the company have a slate ballot at its current shareholders' meeting?			X	X	X						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													
56	Is there a sunset provision on the company's unequal voting structure?	X	X													
57	What is the percentage of multiple voting rights or voting certificates relative to total voting rights?			X	X		X	X					X			
58	What is the free float percentage of multiple voting rights or voting certificates?			X	X		X	X					X			
59	What percentage of voting rights 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 issued share capital is composed of non-voting shares?			X	X	X	X	X					X			X
64	What is the level of free float of voting shares relative to 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				

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
66	Does the company have a relative voting right ceiling?			X	X	X	X									
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
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									
77	Are all directors elected annually?	X	X								X	*				
78	Does the company have a poison pill 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														
82	Does the poison pill have a qualified offer clause?	X														
83	Is the board authorized to issue blank check preferred stock?	X	X											X		
84	What percentage 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												
89	Does the company require a supermajority vote to approve amendments to the charter or bylaws?	X	X			X										
90	Does the company require a supermajority vote to approve mergers or business combinations?	X	X													
91	What is the expiration date of the poison pill?	X														

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
97	What is the percentage of share capital needed to convene a special meeting?	X	X	X												
98	Can shareholders act by written consent?	X	*													
101	Is the quorum for meetings at least two people representing at least 25 percent of the outstanding shares		X													
217	Is there a coattail provision attached to the company's unequal voting structure?		X													
218	Are there ownership factors that affect takeover defenses?			X	X	X	X	X				X	X			X
219	Are there priority rights that affect takeover defenses?			X	X	X	X	X				X	X			X
220	Is the poison pill designed to preserve tax assets (NOL pill)?	X														
221	Was the poison pill approved by shareholders?										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														
224	If the company has a majority voting standard, 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														
262	How many vacancies are on the board?								X		X					
263	Are there related-party transactions with significant shareholders?								X	X		X		X	X	X
284	Does the removal of a director require a supermajority vote?										X					
285	Does the company have discretion over dividend payments?										X			X		

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
286	Are shareholders allowed to submit dividend proposals?										X					
287	Does the company hold its general meeting on a peak date?										X			X		
290	Does the company have a controlling shareholder?	*				*			*	X	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					X	
320	What is the dilution limit of the general mandate to issue repurchased shares?									X						
321	What is the aggregate dilution limit of the share issuance and reissuance mandates?									X						
333	What is the level of tag-along rights for minority shareholders?											X				
334	Are the names of the nominee directors disclosed?															X
335	Has the company made late filing of the proxy material in the past year?									X				X	X	X
338	Does the company use cumulative voting for director elections?									X				X		
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													
346	Does the company provide proxy access to shareholders?	X														
351	Does the company have an exclusive venue or forum provision?	X														
352	Can the board materially modify the company's equity capital structure without shareholder approval?	X														
356	Has the company entered into a private placement in the past year without an accompanying share purchase plan (SPP)?								X							

QuestionID	Question	US	Canada	W. Europe	Germanic	S. Europe	Nordic	Anglo	Australasia	AsiaPac	Japan	Latin America	Africa	South Korea	India	Russia
357	Has the company employed a show of hands at the last general meeting?								X							
359	What is the ownership threshold for proxy access?	X														
360	What is the ownership duration threshold for proxy access?	X														
361	What is the cap on shareholder nominees to fill board seats from proxy access?	X														
362	What is the aggregation limit on shareholders to form a nominating group for proxy access?	X														
363	Does the company have a fee-shifting provision?	X														
364	Does the company have a representative claim limitation or other significant litigation rights limitations?	X														
369	Does the company have a class shares with full or multiple voting rights?										X					
370	Does the company disclose the policy on cross-shareholding, including voting policy for such shares, in compliance with the Japanese Corporate Governance Code 1-4?										X					
371	How many days before the general meeting did the company publish its proxy materials?										X					
372	Does the company collaborate with intermediaries to accommodate beneficial owners to attend shareholder meetings in compliance with the Japanese Corporate Governance Code 1-2-5?										X					
373	Does the company provide proxy materials in English?										X					
374	Does the company participate in an electronic voting platform?										X					
384	What is the percentage of votes outstanding controlled by shares with enhanced voting rights?	X	Y													
393	What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?	*	*	*	*	*	*	*	*	*	*	*	*	*	*	*

## Appendix III: Region-specific Factor Methodology

### United States

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 3 Has the company restated financials for any period within the past two years?
- 4 Has the company made non-timely financial disclosure filings in the past two years?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 8 Has the company disclosed any material weaknesses in its internal controls in the past two years?
- 9 How many directors serve on the board?\*
- 10 What percentage of the board is independent based on an ISS local market classification?
- 13 What percentage of non-executive directors on the board has lengthy tenure?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 37 How many boards does the CEO sit on (US and Canada only)?
- 38 How many non-executive directors serve on a significant number of outside boards?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 45 Did any directors attend less than 75% of the aggregate board and applicable committee meetings without a valid excuse?
- 46 Does the company disclose board or governance guidelines?

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- 49 How many directors received withhold/against votes of 50% or greater at the last annual meeting?
  - 50 What percent of the directors were involved in material related-party transactions ?
  - 51 Do the directors with related-party transactions sit on key board committees?
  - 52 Does the company have a majority vote standard in uncontested elections?
  - 54 Does the company have classes of stock with different voting rights?
  - 55 Are there any directors on the board who are not up for election by all classes of common shareholders?
  - 56 Is there a sunset provision on the company's unequal voting structure?
  - 77 Are all directors elected annually?
  - 78 Does the company have a poison pill in effect?
  - 79 What is the trigger threshold for the poison pill?
  - 80 Does the poison pill have a sunset provision?
  - 82 Does the poison pill have a qualified offer clause?
  - 83 Is the board authorized to issue blank check preferred stock?
  - 89 Does the company require a supermajority vote to approve amendments to the charter or bylaws?
  - 90 Does the company require a supermajority vote to approve mergers or business combinations?
  - 91 What is the expiration date of the poison pill?
  - 97 What is the percentage of share capital needed to convene a special meeting?
  - 98 Can shareholders act by written consent?
  - 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?
  - 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
  - 129 Do the company's active equity plans prohibit share recycling for options/SARS?
  - 130 Does the company's three-year average adjusted burn rate exceed the mean +1 standard deviation of its industry/index peers?
  - 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
  - 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
  - 134 What is the holding or retention period for stock options for executives?
  - 135 What is the holding or retention period for restricted shares or stock awards for executives?

- 138 Do the company's active equity plans prohibit option/ SAR repricing?
- 139 Has the company repriced options or exchanged them for shares, options, or cash without shareholder approval in the last three years?
- 143 Are directors subject to stock ownership guidelines?
- 144 What percentage of directors with more than one year of service own stock, who can legally or practically do so?
- 145 What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?
- 148 What is the trigger under the change-in-control agreements?
- 153 Do equity-based plans or other long-term awards vest completely upon a change-in-control?
- 155 Does the company have a clawback or malus provision?
- 156 Have any NEOs been paid a guaranteed bonus in the most recent fiscal year or will be paid a guaranteed bonus in the future?
- 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- 162 Does the company provide excise tax gross-ups for change-in-control payments?
- 163 What is the length of employment agreement with the CEO?\*
- 200 Has a regulator initiated enforcement action against an officer or director of the company in the past two years?
- 201 Is the company or any of its officers or directors currently under investigation by a regulatory body?
- 205 What percentage of the board consists of immediate family members of majority shareholders, executives, and former executives within the past five years?\*
- 206 What percentage of the board are former or current employees of the company?\*
- 216 Are there material related-party transactions involving the CEO?
- 220 Is the poison pill designed to preserve tax assets (NOL pill)?
- 222 When was the poison pill implemented or renewed?
- 223 Does the company's poison pill include a modified slow-hand or dead-hand provision?
- 224 If the company has a majority voting standard, is there a plurality carve-out in the case of contested elections?
- 225 Are there material restrictions as to timing or topics to be discussed or ownership levels required to call the meeting?
- 228 What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?
- 229 What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
- 232 What is the ratio of the CEO's total compensation to the next highest paid executive?

- 237 What is the ratio of the CEO's non-performance-based compensation (All Other Compensation) to Base Salary?
- 238 Do the company's active equity plans prohibit options or SARs cash buyouts?
- 239 Do the company's active equity plans have an evergreen provision?
- 240 Do the company's active equity plans have liberal change-in-control vesting provisions?
- 243 Did any executive or director pledge company shares?
- 244 Does the company have a robust policy prohibiting hedging of company shares by employees?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 247 What is the basis for the change-in-control or severance payment for the CEO?
- 290 Does the company have a controlling shareholder?\*
- 300 Has the ISS qualitative review identified a pay-for-performance misalignment?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 312 What percentage of directors received shareholder approval rates below 80%?
- 315 What was the average outside directors' total compensation/remuneration as a multiple of the ISS peer median?
- 328 Did the most recent Say-on-Pay proposal receive significant opposition from shareholders?
- 329 What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
- 345 Has ISS determined that the Board of Directors had a material governance failure or took action that materially reduces shareholder rights?
- 346 Does the company provide proxy access to shareholders?
- 347 What is the tenure of the external auditor?\*
- 348 Does the company disclose the existence of a formal CEO and key executive officers' succession plan?
- 349 Does the board have any mechanisms to encourage director refreshment?\*
- 350 Has the board adequately responded to low vote support for a management proposal?
- 351 Does the company have an exclusive venue or forum provision?
- 352 Can the board materially modify the company's equity structure without shareholder approval?
- 353 Does the company employ at least one metric that compares its performance to a benchmark or peer group (relative performance)?
- 354 What is the percentage of women on the board?

- 355 What percentage of non-executive directors has been on the board less than six years?
- 359 What is the ownership threshold for proxy access?
- 360 What is the ownership duration threshold for proxy access?
- 361 What is the cap on shareholder nominees to fill board seats from proxy access?
- 362 What is the aggregation limit on shareholders to form a nominating group for proxy access?
- 363 Does the company have a fee-shifting provision?
- 364 Does the company have a representative claim limitation or other significant litigation rights limitations?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 384 What is the percentage of votes outstanding controlled by shares with enhanced voting rights?
- 385 What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal?
- 386 How many women serve in leadership roles on the board?
- 387 How many women are named executive officers at the company?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the most recent annual meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Canada**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 3 Has the company restated financials for any period within the past two years?
- 4 Has the company made non-timely financial disclosure filings in the past two years?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?\*
- 8 Has the company disclosed any material weaknesses in its internal controls in the past two years?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 13 What percentage of non-executive directors on the board has lengthy tenure?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 37 How many boards does the CEO sit on (US and Canada only)?
- 38 How many non-executive directors serve on a significant number of outside boards?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 45 Did any directors attend less than 75% of the aggregate board and applicable committee meetings without a valid excuse?
- 49 How many directors received withhold/against votes of 50% or greater at the last annual meeting?
- 50 What percent of the directors were involved in material related-party transactions ?

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- 51 Do the directors with related-party transactions sit on key board committees?
  - 52 Does the company have a majority vote standard in uncontested elections?
  - 54 Does the company have classes of stock with different voting rights?
  - 55 Are there any directors on the board who are not up for election by all classes of common shareholders?
  - 56 Is there a sunset provision on the company's unequal voting structure?
  - 77 Are all directors elected annually?
  - 78 Does the company have a poison pill in effect?
  - 83 Is the board authorized to issue blank check preferred stock?
  - 89 Does the company require a supermajority vote to approve amendments to the charter or bylaws?
  - 90 Does the company require a supermajority vote to approve mergers or business combinations?
  - 97 What is the percentage of share capital needed to convene a special meeting?
  - 98 Can shareholders act by written consent?\*
  - 100 Does the company allow the Board Chair a second or casting vote at director meetings in the event of a tie?
  - 101 Is the quorum for meetings at least two people representing at least 25 percent of the outstanding shares
  - 104 Does the company provide loans to directors?
  - 107 What part of the total remuneration received by directors is options-based?
  - 109 Do directors participate in equity-based plans?
  - 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
  - 118 Is part of the bonus granted or to be granted guaranteed?
  - 122 Does the company disclose a performance measure for stock option plans for executives?
  - 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
  - 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
  - 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
  - 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
  - 134 What is the holding or retention period for stock options for executives?
  - 138 Do the company's active equity plans prohibit option/ SAR repricing?
  - 139 Has the company repriced options or exchanged them for shares, options, or cash without shareholder approval in the last three years?

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- 143 Are directors subject to stock ownership guidelines?
  - 144 What percentage of directors with more than one year of service own stock, who can legally or practically do so?
  - 145 What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?
  - 148 What is the trigger under the change-in-control agreements?
  - 153 Do equity-based plans or other long-term awards vest completely upon a change-in-control?
  - 154 Does the company provide loans to executives?
  - 155 Does the company have a clawback or malus provision?
  - 156 Have any NEOs been paid a guaranteed bonus in the most recent fiscal year or will be paid a guaranteed bonus in the future?
  - 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
  - 162 Does the company provide excise tax gross-ups for change-in-control payments?
  - 166 Has the company voluntarily adopted a management Say on Pay advisory vote resolution for the most recent annual meeting?
  - 200 Has a regulator initiated enforcement action against an officer or director of the company in the past two years?
  - 215 What is the quorum for director meetings?
  - 217 Is there a coattail provision attached to the company's unequal voting structure?
  - 228 What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?
  - 229 What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
  - 238 Do the company's active equity plans prohibit options or SARs cash buyouts?
  - 244 Does the company have a robust policy prohibiting hedging of company shares by employees?
  - 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
  - 247 What is the basis for the change-in-control or severance payment for the CEO?
  - 300 Has the ISS qualitative review identified a pay-for-performance misalignment?
  - 301 Has ISS identified a problematic pay practice or policy that raise concerns?
  - 304 How many women are on the board?
  - 306 Are there executives on the nominating committee?
  - 329 What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
  - 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?
  - 347 What is the tenure of the external auditor?\*

- 354 What is the percentage of women on the board?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 384 What is the percentage of votes outstanding controlled by shares with enhanced voting rights?\*
- 385 What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal?
- 386 How many women serve in leadership roles on the board?
- 387 How many women are named executive officers at the company?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Western Europe**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 17 What is the term of mandate proposed for supervisory board members at the latest general meeting?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 36 Do executives serve on an excessive number of outside boards?
- 37 Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)?
- 38 How many non-executive directors serve on a significant number of outside boards?
- 39 Does the Board Chair serve on a significant number of outside boards?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 53 Does the company have a slate ballot at its current shareholders' meeting?
- 54 Does the company have classes of stock with different voting rights?
- 57 What is the percentage of multiple voting rights or voting certificates relative to total voting rights?
- 58 What is the free float percentage of multiple voting rights or voting certificates?

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- 59 What percentage of voting rights is represented by depositary receipts, where a foundation votes unexercised proxies?
  - 60 Has the company indicated to eliminate the system of depositary receipts?
  - 61 Are depositary receipt holders restricted in their voting rights?
  - 63 What percentage of issued share capital is composed of non-voting shares?
  - 64 What is the level of free float of voting shares relative to non-voting shares?
  - 65 Does the company have an absolute voting right ceiling?
  - 66 Does the company have a relative voting right ceiling?
  - 67 Does the company have an ownership ceiling?
  - 68 Does the company have ownership ceilings for specific parties?
  - 69 Do shareholders or the State have the priority right?
  - 72 Does the company have targeted stock placement that can be used as a takeover defense?
  - 73 Does the company maintain pre-emptive rights in the event of a takeover bid?
  - 74 Can the company target repurchased shares in the event of a takeover bid?
  - 84 What percentage 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?
  - 97 What is the percentage of share capital needed to convene a special meeting?
  - 109 Do directors participate in equity-based plans?
  - 110 Do non-executive directors participate in performance-related remuneration?
  - 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
  - 114 Is there a cap on the CEO's annual bonus?
  - 115 Is there a cap on executives', excluding the CEO, annual bonus?
  - 116 What percentage of the annual bonus for the CEO is or can be deferred?
  - 117 What percentage of the annual bonus for executives, excluding the CEO, is or can be deferred?
  - 118 Is part of the bonus granted or to be granted guaranteed?
  - 121 Does the company disclose a performance measure for matching for executives?
  - 122 Does the company disclose a performance measure for stock option plans for executives?
  - 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
  - 125 Does the company disclose a performance measure for other long-term plans for executives?
  - 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
  - 128 Is there a maximum level of dilution per year?

- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- 134 What is the holding or retention period for stock options for executives?
- 135 What is the holding or retention period for restricted shares or stock awards for executives?
- 136 What are the pricing conditions for stock options granted to executives?
- 140 What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?
- 145 What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?
- 146 What percentage of the salary is subject to stock ownership requirements or guidelines for executives, excluding the CEO?
- 154 Does the company provide loans to executives?
- 155 Does the company have a clawback or malus provision?
- 160 What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?
- 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- 166 Has the company voluntarily adopted a management Say on Pay advisory vote resolution for the most recent annual meeting?
- 218 Are there ownership factors that affect takeover defenses?
- 219 Are there priority rights that affect takeover defenses?
- 228 What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?
- 229 What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
- 233 What is the performance period for the latest active long-term incentive plan or the proposed plan for executives?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 247 What is the basis for the change-in-control or severance payment for the CEO?
- 248 What is the basis for the change-in-control or severance payment for executives excluding the CEO?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there Company executives on the nominating committee?
- 323 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' matching plan?

- 324 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' deferral plan?
- 329 What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
- 347 What is the tenure of the external auditor?\*(excludes France)
- 354 What is the percentage of women on the board?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 385 What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal?
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Germanic**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 36 Do executives serve on an excessive number of outside boards?
- 37 Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)?
- 38 How many non-executive directors serve on a significant number of outside boards?
- 39 Does the Board Chair serve on a significant number of outside boards?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 43 What percentage of all meetings were attended by at least 50% of the supervisory board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 53 Does the company have a slate ballot at its current shareholders' meeting?
- 54 Does the company have classes of stock with different voting rights?
- 57 What is the percentage of multiple voting rights or voting certificates relative to total voting rights?
- 58 What is the free float percentage of multiple voting rights or voting certificates?
- 63 What percentage of issued share capital is composed of non-voting shares?

- 64 What is the level of free float of voting shares relative to non-voting shares?
- 65 Does the company have an absolute voting right ceiling?
- 66 Does the company have a relative voting right ceiling?
- 67 Does the company have an ownership ceiling?
- 68 Does the company have ownership ceilings for specific parties?
- 69 Do shareholders or the State have the priority right?
- 109 Do directors participate in equity-based plans?
- 110 Do non-executive directors participate in performance-related remuneration?
- 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
- 114 Is there a cap on the CEO's annual bonus?
- 115 Is there a cap on executives', excluding the CEO, annual bonus?
- 116 What percentage of the annual bonus for the CEO is or can be deferred?
- 117 What percentage of the annual bonus for executives, excluding the CEO, is or can be deferred?
- 118 Is part of the bonus granted or to be granted guaranteed?
- 121 Does the company disclose a performance measure for matching for executives?
- 122 Does the company disclose a performance measure for stock option plans for executives?
- 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
- 125 Does the company disclose a performance measure for other long-term plans for executives?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 128 Is there a maximum level of dilution per year?\*
- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- 134 What is the holding or retention period for stock options for executives?
- 135 What is the holding or retention period for restricted shares or stock awards for executives?
- 136 What are the pricing conditions for stock options granted to executives?
- 140 What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?
- 154 Does the company provide loans to executives?

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- 155 Does the company have a clawback or malus provision?
- 159 Did the company grant a one-off reward to any of its executives?
- 160 What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?
- 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- 218 Are there ownership factors that affect takeover defenses?
- 219 Are there priority rights that affect takeover defenses?
- 228 What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?
- 229 What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 247 What is the basis for the change-in-control or severance payment for the CEO?
- 248 What is the basis for the change-in-control or severance payment for executives excluding the CEO?
- 250 What is the level of disclosure on CEO ownership guidelines?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 329 What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentage of women on the board?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
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- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Southern Europe**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 17 What is the term of mandate proposed for supervisory board members at the latest general meeting?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 36 Do executives serve on an excessive number of outside boards?
- 37 Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)?
- 38 How many non-executive directors serve on a significant number of outside boards?
- 39 Does the Board Chair serve on a significant number of outside boards?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 53 Does the company have a slate ballot at its current shareholders' meeting?
- 54 Does the company have classes of stock with different voting rights?
- 63 What percentage of issued share capital is composed of non-voting shares?
- 64 What is the level of free float of voting shares relative to non-voting shares?
- 65 Does the company have an absolute voting right ceiling?

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- 66 Does the company have a relative voting right ceiling?
  - 67 Does the company have an ownership ceiling?
  - 68 Does the company have ownership ceilings for specific parties?
  - 69 Do shareholders or the State have the priority right?
  - 72 Does the company have targeted stock placement that can be used as a takeover defense?
  - 73 Does the company maintain pre-emptive rights in the event of a takeover bid?
  - 74 Can the company target repurchased shares in the event of a takeover bid?
  - 89 Does the company require a supermajority vote to approve amendments to the charter or bylaws?
  - 100 Does the company allow the Board Chair a second or casting vote at director meetings in the event of a tie?
  - 104 Does the company provide loans to directors?
  - 109 Do directors participate in equity-based plans?
  - 110 Do non-executive directors participate in performance-related remuneration?
  - 112 Does the company disclose details of individual executives' or inside directors' remuneration?
  - 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
  - 114 Is there a cap on the CEO's annual bonus?
  - 115 Is there a cap on executives', excluding the CEO, annual bonus?
  - 116 What percentage of the annual bonus for the CEO is or can be deferred?
  - 117 What percentage of the annual bonus for executives, excluding the CEO, is or can be deferred?
  - 118 Is part of the bonus granted or to be granted guaranteed?
  - 121 Does the company disclose a performance measure for matching for executives?
  - 122 Does the company disclose a performance measure for stock option plans for executives?
  - 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
  - 125 Does the company disclose a performance measure for other long-term plans for executives?
  - 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
  - 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
  - 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
  - 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
  - 134 What is the holding or retention period for stock options for executives?

- 135 What is the holding or retention period for restricted shares or stock awards for executives?
- 136 What are the pricing conditions for stock options granted to executives?
- 140 What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?
- 145 What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?
- 146 What percentage of the salary is subject to stock ownership requirements/guidelines for executives (excluding the CEO)?
- 150 In the event of termination of the contract for executives, does the equity-based remuneration vest?
- 152 How long is the notice period for the CEO if the company terminates the contract?
- 154 Does the company provide loans to executives?
- 155 Does the company have a clawback or malus provision?
- 159 Did the company grant a one-off reward to any of its executives?
- 160 What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?
- 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- 218 Are there ownership factors that affect takeover defenses?
- 219 Are there priority rights that affect takeover defenses?
- 228 What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?
- 229 What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
- 233 What is the performance period for the latest active long-term incentive plan or the proposed plan for executives?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 247 What is the basis for the change-in-control or severance payment for the CEO?
- 248 What is the basis for the change-in-control or severance payment for executives excluding the CEO?
- 290 Does the company have a controlling shareholder?\*
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 329 What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentage of women on the board?

- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Nordic**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?\*
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 17 What is the term of mandate proposed for supervisory board members at the latest general meeting?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 36 Do executives serve on an excessive number of outside boards?
- 37 Does the CEO serve on a significant number of outside boards? (Finland only)
- 38 How many non-executive directors serve on a significant number of outside boards?
- 39 Does the Board Chair serve on a significant number of outside boards?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 54 Does the company have classes of stock with different voting rights?
- 57 What is the percentage of multiple voting rights or voting certificates relative to total voting rights?
- 58 What is the free float percentage of multiple voting rights or voting certificates?
- 63 What percentage of issued share capital is composed of non-voting shares?
- 64 What is the level of free float of voting shares relative to non-voting shares?
- 65 Does the company have an absolute voting right ceiling?
- 66 Does the company have a relative voting right ceiling?

- 67 Does the company have an ownership ceiling?
- 68 Does the company have ownership ceilings for specific parties?
- 69 Do shareholders or the State have the priority right?
- 74 Can the company target repurchased shares in the event of a takeover bid?
- 109 Do directors participate in equity-based plans?
- 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
- 114 Is there a cap on the CEO's annual bonus?
- 115 Is there a cap on executives', excluding the CEO, annual bonus?
- 121 Does the company disclose a performance measure for matching for executives?
- 122 Does the company disclose a performance measure for stock option plans for executives?
- 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
- 125 Does the company disclose a performance measure for other long-term plans for executives?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- 136 What are the pricing conditions for stock options granted to executives?
- 145 What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?
- 155 Does the company have a clawback or malus provision?
- 160 What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?
- 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- 218 Are there ownership factors that affect takeover defenses?
- 219 Are there priority rights that affect takeover defenses?
- 228 What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?
- 229 What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 247 What is the basis for the change-in-control or severance payment for the CEO?

- 248 What is the basis for the change-in-control or severance payment for executives excluding the CEO?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 329 What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentage of women on the board?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification? \*
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Anglo**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 8 Has the company disclosed any material weaknesses in its internal controls in the past two years?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 36 Do executives serve on an excessive number of outside boards?
- 37 Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)?
- 38 How many non-executive directors serve on a significant number of outside boards?
- 39 Does the Board Chair serve on a significant number of outside boards?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 45 Did any directors attend less than 75% of the aggregate board and applicable committee meetings without a valid excuse?
- 54 Does the company have classes of stock with different voting rights?
- 57 What is the percentage of multiple voting rights or voting certificates relative to total voting rights?
- 58 What is the free float percentage of multiple voting rights or voting certificates?

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- 63 What percentage of issued share capital is composed of non-voting shares?
  - 64 What is the level of free float of voting shares relative to non-voting shares?
  - 67 Does the company have an ownership ceiling?
  - 68 Does the company have ownership ceilings for specific parties?
  - 69 Do shareholders or the State have the priority right?
  - 110 Do non-executive directors participate in performance-related remuneration?
  - 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
  - 114 Is there a cap on the CEO's annual bonus?
  - 115 Is there a cap on executives', excluding the CEO, annual bonus?
  - 116 What percentage of the annual bonus for the CEO is or can be deferred?
  - 117 What percentage of the annual bonus for executives, excluding the CEO, is or can be deferred?
  - 118 Is part of the bonus granted or to be granted guaranteed?
  - 121 Does the company disclose a performance measure for matching for executives?
  - 122 Does the company disclose a performance measure for stock option plans for executives?
  - 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
  - 125 Does the company disclose a performance measure for other long-term plans for executives?
  - 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
  - 128 Is there a maximum level of dilution per year?
  - 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
  - 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
  - 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
  - 134 What is the holding or retention period for stock options for executives?
  - 135 What is the holding or retention period for restricted shares or stock awards for executives?
  - 136 What are the pricing conditions for stock options granted to executives?
  - 140 What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?
  - 145 What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?
  - 146 What percentage of the salary is subject to stock ownership requirements or guidelines for executives, excluding the CEO?
  - 154 Does the company provide loans to executives?
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- 155 Does the company have a clawback or malus provision?
- 160 What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?
- 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- 218 Are there ownership factors that affect takeover defenses?
- 219 Are there priority rights that affect takeover defenses?
- 228 What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?
- 229 What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
- 233 What is the performance period for the latest active long-term incentive plan or the proposed plan for executives?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 247 What is the basis for the change-in-control or severance payment for the CEO?
- 248 What is the basis for the change-in-control or severance payment for executives excluding the CEO?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 329 What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentage of women on the board?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification? \*
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 385 What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal?
- 386 How many women serve in leadership roles on the board?
- 387 How many women are named executive officers at the company?\*
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
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- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Australasia**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 13 What percentage of non-executive directors on the board has lengthy tenure? \*
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 37 Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)?
- 38 How many non-executive directors serve on a significant number of outside boards?
- 39 Does the Board Chair serve on a significant number of outside boards?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 54 Does the company have classes of stock with different voting rights?\*
- 67 Does the company have an ownership ceiling?
- 68 Does the company have ownership ceilings for specific parties?
- 110 Do non-executive directors participate in performance-related remuneration?
- 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
- 114 Is there a cap on the CEO's annual bonus?

- 115 Is there a cap on executives', excluding the CEO, annual bonus?
- 116 What percentage of the annual bonus for the CEO is or can be deferred?
- 117 What percentage of the annual bonus for executives, excluding the CEO, is or can be deferred?
- 118 Is part of the bonus granted or to be granted guaranteed?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- 134 What is the holding or retention period for stock options for executives?
- 135 What is the holding or retention period for restricted shares or stock awards for executives?
- 136 What are the pricing conditions for stock options granted to executives?
- 140 What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?
- 143 Are directors subject to stock ownership guidelines?
- 144 What percentage of directors with more than one year of service own stock, who can legally or practically do so?
- 145 What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?
- 146 What percentage of the salary is subject to stock ownership requirements or guidelines for executives, excluding the CEO?
- 150 In the event of termination of the contract for executives, does the equity-based remuneration vest?
- 152 How long is the notice period for the CEO if the company terminates the contract?
- 153 Do equity-based plans or other long-term awards vest completely upon a change-in-control?
- 154 Does the company provide loans to executives?
- 155 Does the company have a clawback or malus provision?
- 159 Did the company grant a one-off reward to any of its executives?
- 228 What is the size of the CEO's one-year cumulative pay, as a multiple of the median pay for company peers?
- 229 What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
- 233 What is the performance period for the latest active long-term incentive plan or the proposed plan for executives?
- 244 Does the company have a robust policy prohibiting hedging of company shares by employees?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?

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- 262 How many vacancies are on the board?
- 263 Are there related-party transactions with significant shareholders?
- 290 Does the company have a controlling shareholder?\*
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 318 What is the dilution limit of the general mandate to issue shares?
- 319 What is the discount limit of the general mandate to issue shares?
- 328 Did the most recent Say-on-Pay proposal receive significant opposition from shareholders? (Australia only)
- 329 What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentage of women on the board?
- 355 What percentage of non-executive directors has been on the board less than six years?
- 356 Has the company entered into a private placement in the past year without an accompanying share purchase plan (SPP)?
- 357 Has the company employed a show of hands at the last general meeting?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 385 What was the shareholder support level at the most recent say-on-pay/remuneration vote?
- 386 Added new factor to all markets outside of Japan: How many women serve in leadership roles on the board?
- 387 How many women are named executive officers at the company? (Australia only)\*
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?

- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**AsiaPac**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 13 What percentage of non-executive directors on the board has lengthy tenure?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 54 Does the company have classes of stock with different voting rights?
- 110 Do non-executive directors participate in performance-related remuneration?
- 112 Does the company disclose details of individual executives' or inside directors' remuneration?
- 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
- 122 Does the company disclose a performance measure for stock option plans for executives?
- 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
- 125 Does the company disclose a performance measure for other long-term plans for executives?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 128 Is there a maximum level of dilution per year?

- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- 136 What are the pricing conditions for stock options granted to executives?
- 144 What percentage of directors with more than one year of service own stock, who can legally or practically do so?
- 200 Has a regulator initiated enforcement action against an officer or director of the company in the past two years?
- 201 Is the company or any of its officers or directors currently under investigation by a regulatory body?
- 216 Are there material related-party transactions involving the CEO?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 263 Are there related-party transactions with significant shareholders?
- 288 Has the company changed its audit firm without valid reason in the past three fiscal year?
- 290 Does the company have a controlling shareholder?
- 302 Has the company made late filing of Annual Report for the most recent fiscal year?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 309 How many directors serve on an excessive number of outside boards?
- 318 What is the dilution limit of the general mandate to issue shares?
- 319 What is the discount limit of the general mandate to issue shares?
- 320 What is the dilution limit of the general mandate to issue repurchased shares?
- 321 What is the aggregate dilution limit of the share issuance and reissuance mandates?
- 322 Does the company have an equity-based compensation/remuneration plan?
- 325 Are directors eligible to receive grants or awards under the plan involved in its administration?
- 335 Has the company made late filing of the proxy material in the past year?
- 337 Has the company disclosed the attendance of each director?
- 338 Does the company use cumulative voting for director elections?
- 345 Has ISS determined that the board had problematic governance practices that reduced shareholder rights?
- 347 What is the tenure of the external auditor?\* (excludes China)
- 354 What is the percentage of women on the board?

- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the compensation committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Japan**

- 2 Did the auditor issue an adverse opinion in the past year?
- 4 Has the company made non-timely financial disclosure filings in the past two years?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 8 Has the company disclosed any material weaknesses in its internal controls in the past two years?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 34 What is the classification of the chair of the audit committee?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 67 Does the company have an ownership ceiling?
- 77 Are all directors elected annually?
- 78 Does the company have a poison pill in effect?
- 112 Does the company disclose details of individual executives' or inside directors' remuneration?
- 221 Was the poison pill approved by shareholders?
- 262 How many vacancies are on the board?
- 280 Can the audit firm be indemnified without shareholder vote?
- 281 What is the independent statutory auditors composition?
- 282 What is the outside director composition of the board?
- 283 What governance structure has the company adopted?\*
- 284 Does the removal of a director require a supermajority vote?
- 285 Does the company have discretion over dividend payments?
- 286 Are shareholders allowed to submit dividend proposals?

- 287 Does the company hold its general meeting on a peak date?
- 288 Has the company changed its audit firm without valid reason in the past three fiscal year?
- 289 How many outside directors are on the board?\*
- 290 Does the company have a controlling shareholder?
- 304 How many women are on the board?\*
- 322 Does the company have an equity-based compensation/remuneration plan?\*
- 354 What is the percentage of women on the board?
- 365 Does the company have a policy on evaluating competency and independence of the external auditor in compliance with the Japanese Corporate Governance Code 3-2-1?
- 366 Does the company routinely hold independent director meetings or have other mechanisms to facilitate effective collaboration of independent directors, management, and statutory auditors in compliance with the Japanese Corporate Governance Code 4-8-1?
- 367 Has the company appointed a Lead Independent Director or established other ways of effective collaboration between independent directors, management, and statutory auditors in compliance with the Japanese Corporate Governance Code 4-8-2?
- 368 Does the company have a mechanism to monitor and supervise its CEO succession planning appropriately in compliance with the Japanese Corporate Governance Code 4-1-3?
- 369 Does the company have a class shares with full or multiple voting rights?
- 370 Does the company disclose the policy on cross-shareholding, including voting policy for such shares, in compliance with the Japanese Corporate Governance Code 1-4?
- 371 How many days before the general meeting did the company publish its proxy materials?
- 372 Does the company collaborate with intermediaries to accommodate beneficial owners to attend shareholder meetings in compliance with the Japanese Corporate Governance Code 1-2-5?
- 373 Does the company provide proxy materials in English?
- 374 Does the company participate in an electronic voting platform?
- 375 Does the company have performance-based pay or other incentives for its executives?
- 376 Does the company have a policy on executive remuneration and a computation basis for pay?

**Latin America**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 36 Do executives serve on an excessive number of outside boards?\*
- 37 Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)?\*
- 38 How many non-executive directors serve on a significant number of outside boards?\*
- 39 Does the Board Chair serve on a significant number of outside boards?\*
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?\*
- 53 Does the company have a slate ballot at its current shareholders' meeting?
- 54 Does the company have classes of stock with different voting rights?
- 65 Does the company have an absolute voting right ceiling?
- 67 Does the company have an ownership ceiling?
- 68 Does the company have ownership ceilings for specific parties?
- 69 Do shareholders or the State have the priority right?
- 77 Are all directors elected annually?
- 110 Do non-executive directors participate in performance-related remuneration?
- 112 Does the company disclose details of individual executives' or inside directors' remuneration?

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- 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
- 122 Does the company disclose a performance measure for stock option plans for executives?
- 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
- 125 Does the company disclose a performance measure for other long-term plans for executives?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- 134 What is the holding or retention period for stock options for executives?
- 135 What is the holding or retention period for restricted shares or stock awards for executives?
- 136 What are the pricing conditions for stock options granted to executives?
- 140 What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?\*
- 153 Do equity-based plans or other long-term awards vest completely upon a change-in-control?
- 205 What percentage of the board consists of immediate family members of majority shareholders, executives, and former executives within the past five years?\*
- 206 What percentage of the board are former or current employees of the company?\*
- 218 Are there ownership factors that affect takeover defenses?
- 219 Are there priority rights that affect takeover defenses?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 263 Are there related-party transactions with significant shareholders?
- 288 Has the company changed its audit firm without valid reason in the past three fiscal year?
- 290 Does the company have a controlling shareholder?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 322 Does the company have an equity-based compensation/remuneration plan?
- 325 Are directors eligible to receive grants or awards under the plan involved in its administration?
- 331 Does the company maintain a formal audit committee?
- 332 Does the company maintain a formal fiscal council?
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- 333 What is the level of tag-along rights for minority shareholders?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentage of women on the board?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the nominating committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?\*
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**Africa**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 8 Has the company disclosed any material weaknesses in its internal controls in the past two years?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 54 Does the company have classes of stock with different voting rights?
- 57 What is the percentage of multiple voting rights or voting certificates relative to total voting rights?
- 58 What is the free float percentage of multiple voting rights or voting certificates?
- 63 What percentage of issued share capital is composed of non-voting shares?
- 64 What is the level of free float of voting shares relative to non-voting shares?
- 67 Does the company have an ownership ceiling?
- 68 Does the company have ownership ceilings for specific parties?
- 69 Do shareholders or the State have the priority right?
- 110 Do non-executive directors participate in performance-related remuneration?

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- 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
- 118 Is part of the bonus granted or to be granted guaranteed?
- 121 Does the company disclose a performance measure for matching for executives?
- 122 Does the company disclose a performance measure for stock option plans for executives?
- 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
- 125 Does the company disclose a performance measure for other long-term plans for executives?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- 136 What are the pricing conditions for stock options granted to executives?
- 140 What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?
- 154 Does the company provide loans to executives?
- 159 Did the company grant a one-off reward to any of its executives?
- 160 What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?
- 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- 166 Has the company voluntarily adopted a management Say on Pay advisory vote resolution for the most recent annual meeting?
- 218 Are there ownership factors that affect takeover defenses?
- 219 Are there priority rights that affect takeover defenses?
- 233 What is the performance period for the latest active long-term incentive plan or the proposed plan for executives?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 247 What is the basis for the change-in-control or severance payment for the CEO?
- 248 What is the basis for the change-in-control or severance payment for executives excluding the CEO?
- 290 Does the company have a controlling shareholder?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?

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- 347 What is the tenure of the external auditor?\*
  - 354 What is the percentage of women on the board?
  - 378 What percentage of the board is independent based on an ISS global classification?
  - 380 What percentage of the nominating committee is independent, based on an ISS global classification?
  - 381 What percentage of the compensation committee is independent based on an ISS global classification?
  - 382 What percentage of the audit committee is independent based on an ISS global classification?
  - 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
  - 385 What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal?
  - 386 How many women serve in leadership roles on the board?
  - 388 What is the standard deviation of director age?
  - 389 What is the standard deviation of director tenure (in years)?
  - 391 What was the percentage of vote support for the CEO at the latest meeting?
  - 392 What was the percentage of vote support for the Board Chair at the latest meeting?
  - 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
  - 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
  - 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

**South Korea**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 3 Has the company restated financials for any period within the past two years?
- 4 Has the company made non-timely financial disclosure filings in the past two years?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 53 Does the company have a slate ballot at its current shareholders' meeting?
- 54 Does the company have classes of stock with different voting rights?\*
- 72 Does the company have targeted stock placement that can be used as a takeover defense?
- 83 Is the board authorized to issue blank check preferred stock?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 136 What are the pricing conditions for stock options granted to executives?

- 144 What percentage of directors with more than one year of service own stock, who can legally or practically do so?
- 200 Has a regulator initiated enforcement action against an officer or director of the company in the past two years?
- 201 Is the company or any of its officers or directors currently under investigation by a regulatory body?
- 263 Are there related-party transactions with significant shareholders?
- 285 Does the company have discretion over dividend payments?
- 287 Does the company hold its general meeting on a peak date?
- 290 Does the company have a controlling shareholder?
- 302 Has the company made late filing of Annual Report for the most recent fiscal year?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 309 How many directors serve on an excessive number of outside boards?
- 318 What is the dilution limit of the general mandate to issue shares?
- 322 Does the company have an equity-based compensation/remuneration plan?
- 335 Has the company made late filing of the proxy material in the past year?
- 338 Does the company use cumulative voting for director elections?
- 341 Does the company disclose the remuneration paid to the board in annual general meeting proxy filings?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentage of women on the board?
- 378 What percentage of the board is independent based on an ISS global classification?
- 380 What percentage of the nominating committee is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?\*
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting? \*
- 392 What was the percentage of vote support for the Board Chair at the latest meeting?\*

393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*

**India**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 8 Has the company disclosed any material weaknesses in its internal controls in the past two years?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 13 What percentage of non-executive directors on the board has lengthy tenure?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 110 Do non-executive directors participate in performance-related remuneration?
- 112 Does the company disclose details of individual executives' or inside directors' remuneration?
- 122 Does the company disclose a performance measure for stock option plans for executives?
- 123 Does the company disclose a performance measure for restricted share or stock award plans for executives?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 136 What are the pricing conditions for stock options granted to executives?

- 144 What percentage of directors with more than one year of service own stock, who can legally or practically do so?
- 200 Has a regulator initiated enforcement action against an officer or director of the company in the past two years?
- 201 Is the company or any of its officers or directors currently under investigation by a regulatory body?
- 263 Are there related-party transactions with significant shareholders?
- 288 Has the company changed its audit firm without valid reason in the past three fiscal year?
- 290 Does the company have a controlling shareholder?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 302 Has the company made late filing of Annual Report for the most recent fiscal year?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 309 How many directors serve on an excessive number of outside boards?
- 318 What is the dilution limit of the general mandate to issue shares?
- 319 What is the discount limit of the general mandate to issue shares?
- 322 Does the company have an equity-based compensation/remuneration plan?
- 325 Are directors eligible to receive grants or awards under the plan involved in its administration?
- 335 Has the company made late filing of the proxy material in the past year?
- 336 Does the company disclose information on related-party transactions ?
- 337 Has the company disclosed the attendance of each director?
- 340 Has the company disclosed information on key committee attendance?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentage of women on the board?
- 378 What percentage of the board is independent based on an ISS global classification?
- 381 What percentage of the compensation committee is independent based on an ISS global classification?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 380 What percentage of the nominating committee is independent based on an ISS global classification?
- 383 What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 391 What was the percentage of vote support for the CEO at the latest meeting?

- 392 What was the percentage of vote support for the Board Chair at the latest meeting?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*

**Russia**

- 1 Non-Audit fees represent what percentage of total fees?
- 2 Did the auditor issue an adverse opinion in the past year?
- 5 Has a regulator initiated enforcement action against the company in the past two years?
- 6 How many financial experts serve on the audit committee?
- 9 How many directors serve on the board?
- 10 What percentage of the board is independent based on an ISS local market classification?
- 13 What percentage of non-executive directors on the board has lengthy tenure?
- 14 What is the classification of the Board Chair?
- 16 Has the company identified a Senior Independent Director or an independent Lead Director?
- 19 What percentage of the nominating committee is independent based on an ISS local market classification?
- 23 What is the classification of the chair of the nominating committee?
- 25 What percentage of the compensation/remuneration committee is independent based on an ISS local market classification?
- 27 Are there executives on the compensation/remuneration committee?
- 28 What is the classification of the chair of the compensation/remuneration committee?
- 31 What percentage of the audit committee is independent based on an ISS local market classification?
- 33 Are there executives on the audit committee?
- 34 What is the classification of the chair of the audit committee?
- 41 Does the company disclose a policy requiring an annual performance evaluation of the board?
- 44 What percentage of the directors attended less than 75% of board and/or committee meetings?
- 54 Does the company have classes of stock with different voting rights?
- 63 What percentage of issued share capital is composed of non-voting shares?
- 64 What is the level of free float of voting shares relative to non-voting shares?
- 67 Does the company have an ownership ceiling?
- 68 Does the company have ownership ceilings for specific parties?
- 69 Do shareholders or the State have the priority right?
- 104 Does the company provide loans to directors?
- 109 Do directors participate in equity-based plans?
- 110 Do non-executive directors participate in performance-related remuneration?
- 112 Does the company disclose details of individual executives' or inside directors' remuneration?
- 113 What is the level of disclosure on performance measures for the short-term incentive plan for executives?
- 127 What is the total percentage of all outstanding equity-based plans towards the share capital?
- 131 What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted/amended in the last three years)?
- 132 What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted/amended in the last three years)?
- 133 What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- 140 What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?
- 154 Does the company provide loans to executives?

- 160 What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?
- 161 What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- 205 What percentage of the board consists of immediate family members of majority shareholders, executives, and former executives within the past five years?
- 206 What percentage of the board are former or current employees of the company?
- 218 Are there ownership factors that affect takeover defenses?
- 219 Are there priority rights that affect takeover defenses?
- 246 What is the level of disclosure on performance measures for long-term equity and cash awards granted in the last fiscal year?
- 247 What is the basis for the change-in-control or severance payment for the CEO?
- 248 What is the basis for the change-in-control or severance payment for executives excluding the CEO?
- 263 Are there related-party transactions with significant shareholders?
- 290 Does the company have a controlling shareholder?
- 301 Has ISS identified a problematic pay practice or policy that raise concerns?
- 304 How many women are on the board?
- 306 Are there executives on the nominating committee?
- 322 Does the company have an equity-based compensation/remuneration plan?
- 334 Are the names of the nominee directors disclosed?
- 335 Has the company made late filing of the proxy material in the past year?
- 336 Does the company disclose information on related-party transactions ?
- 347 What is the tenure of the external auditor?\*
- 354 What is the percentagepercentage of women on the board?
- 378 What is the independent director composition of the Board according to ISS classification (global)?
- 380 What is the independent status of the nominating committee members?
- 381 What is the independent status of the compensation committee members?
- 382 What percentage of the audit committee is independent based on an ISS global classification?
- 386 How many women serve in leadership roles on the board?
- 388 What is the standard deviation of director age?
- 389 What is the standard deviation of director tenure (in years)?
- 393 What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting?\*
- 394 What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives?\*
- 395 What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year?\*

## Addendum

- › November 24, 2014: Updated text for question 99, which was noted inconsistently in the document and in the appendices. The factor is, “Has the board adequately addressed a shareholder resolution supported by a majority vote? (Q99).”
- › November 24, 2014: Updated the text for question 130, based on ISS 2015 policy updates. The factor is, “Does the company’s three-year average adjusted burn rate exceed the mean plus one standard deviation of its industry/index peers? (Q130).”
- › November 24, 2014: Additional note is provided for question 41 regarding the performance evaluation of the board for U.S. companies.
- › November 24, 2014: The factors considered under the Pay for Performance subcategory are scored based on the ISS 2015 Policy Updates. Note is added to questions 228, 229 and 329.
- › November 24, 2014: Additional information on the scoring in the Audit & Risk Oversight category is included.
- › November 24, 2014: Removed Canada from the Market Applicability section in the factor description of question 201.
- › November 24, 2014: Removed the reference to “Vote Results” in Appendix I, as the “in progress” consideration of vote result collection is noted in the factor description in the document for questions 49, 312 and 328.
- › November 24, 2014: Added explanation under Majority Vote Standard, question 52, how a “Majority Vote Policy” in the U.S. is not equivalent to a majority vote standard. Clarified application in Canada.
- › November 24, 2014: Removed question 21 from the text, “Are there employee representatives on the nominating committee?” as it is no longer analyzed in QuickScore 3.0.
- › November 24, 2014: Corrected text on question 288 from three fiscal years to two fiscal years, added Asia-Pacific region.
- › May 26, 2015: Removed question 342 for South Korea regarding the availability of proxy material in English.
- › October 30, 2015: Removed information on coverage in the 1<sup>st</sup> paragraph of the overview. This information is taken up.
- › October 30, 2015: Updated text on coverage in the 1<sup>st</sup> paragraph regarding the coverage of QuickScore.
- › October 30, 2015: Updated text on “Summary of Updates in QuickScore 3.0” to reflect the updated methodology.
- › October 30, 2015: Removed tables and replaced with text of the new factor on proxy access.
- › October 30, 2015: Updated text on “Other notable QuickScore 3.0 updates” and 7 to reflect the updated methodology.
- › October 30, 2015: Added a paragraph outlining the difference in standards between FTSE 350 companies in UK and ISEQ 20 companies in Ireland and the remaining companies in the Anglo region in terms of independence.

- › October 30, 2015: Added a paragraph outlining the difference in standards between constituents of the different listing segments in Brazil in terms of independence.
- › October 30, 2015: Added W. Europe to the market applicability section in the factor description of question 11.
- › October 30, 2015: Added further explanation in the first paragraph of the factor description on Q212 outlining the difference in standards between FTSE 350 companies in UK and ISEQ 20 companies in Ireland and the remaining companies in the Anglo region,.
- › October 30, 2015: Added further explanation in the first paragraph of the factor description on Q213 outlining the difference in standards between FTSE 350 companies in UK and ISEQ 20 companies in Ireland and the remaining companies in the Anglo region,.
- › October 30, 2015: Removed reference to previous threshold in the second paragraph of the factor description on Q312.
- › October 30, 2015: Added a sentence in the last paragraph of the factor description on Q143 for Australia taking into account significant share ownership of directors,.
- › October 30, 2015: Removed date reference in the last paragraph of the factor description on Q228.
- › October 30, 2015: Removed date reference in the last paragraph of the factor description on Q229.
- › October 30, 2015: Removed date reference in the last paragraph of the factor description on Q329.
- › October 30, 2015: Removed question 158 from the text, “Did the company disclose a performance overview for its long-term incentive plans?” as it is no longer analyzed in QuickScore 3.0.
- › October 30, 2015: Removed S. Europe from the market applicability section in the factor description of question 153.
- › October 30, 2015: Added Canada to the market applicability section in the factor description of question 77.
- › October 30, 2015: Moved factor description of question 52.
- › October 30, 2015: Added Canada to the market applicability section in the factor description of question 89.
- › October 30, 2015: Added Canada to the market applicability section in the factor description of question 90.
- › October 30, 2015: Removed S. Europe from the market applicability section in the factor description of question 53.
- › October 30, 2015: Added Canada to the market applicability section in the factor description of question 97.
- › October 30, 2015: Added Canada to the market applicability section in the factor description of question 98.
- › October 30, 2015: Moved factor description of question 225.
- › October 30, 2015: Added new factor description on question 346 on proxy access.
- › October 30, 2015: Removed sentence on the US in the factor description on Q13.
- › October 30, 2015: Updated information on the US in the factor description on Q45.
- › October 30, 2015: Removed sentence in the last paragraph on the US in the factor description on Q228.

- › October 30, 2015: Removed sentence in the last paragraph on the US in the factor description on Q229.
- › October 30, 2015: Removed last two paragraphs on the US in the factor description on Q329.
- › February 2016: Amended coverage table entry for Ireland.
- › April 2016: Amended coverage table entries for Brazil, China, Hong Kong, India, Japan, Singapore and South Korea.
- › September 2016: Amended the US-specific section of Q131 and Q132.
- › November 2016: Revised document to reflect Governance QualityScore branding.
- › November 2016: Amended the number of global markets under the Overview Section.
- › November 2016: Added decile clarification under the Overview Section.
- › November 2016: Amended Asia-Pacific coverage table.
- › November 2016: Replaced Summary of Updates with renewed section.
- › November 2016: Removed section on Other notable 3.0 Updates.
- › November 2016: Amended number of QuickScore factors.
- › November 2016: Amended question text and explanation on Q304.
- › November 2016: Added question and explanation on new Q354.
- › November 2016: Amended question text and added explanation on Canada (majority exemption) for Q10.
- › November 2016: Updated explanation on Q289.
- › November 2016: Amended explanation on Q282.
- › November 2016: Inserted and updated explanation on Q281.
- › November 2016: Replaced 9 year tenure by tenure as recommended by local practice on Q13.
- › November 2016: Added new Q355 and explanation.
- › November 2016: Amended explanation on Q14 and updated market applicability to all regions.
- › November 2016: Added new Q367 and explanation.
- › November 2016: Added explanation on Canada (majority exemption) for Q19 and updated market applicability to include Japan.
- › November 2016: Amended explanation on Q23 and updated market applicability to include South Korea and Japan.
- › November 2016: Added explanation on Canada (majority exemption) for Q25 and updated market applicability to include Japan.
- › November 2016: Amended explanation on Q28 and updated market applicability to include Japan.
- › November 2016: Added explanation on Canada (majority exemption) for Q31 and updated market applicability to include Japan.
- › November 2016: Amended market applicability on Q34 to include Japan.
- › November 2016: Updated question text and explanation on Q283.
- › November 2016: Updated question text and market applicability to include Anglo on Q36.
- › November 2016: Updated question text and market applicability to include Anglo on Q37.

- › November 2016: Updated question text, explanations and market applicability to include Anglo on Q38.
- › November 2016: Updated question text and market applicability to include Anglo on Q39.
- › November 2016: Updated market applicability on Q44 to exclude Anglo and include Japan.
- › November 2016: Updated market applicability on Q45 to include Anglo.
- › November 2016: Added new Q366 and explanation.
- › November 2016: Added new Q348 and explanation.
- › November 2016: Added new Q368 and explanation.
- › November 2016: Amended question text and explanation on Q144.
- › November 2016: Amended explanation on Q243.
- › November 2016: Amended market applicability on Q41 to include Japan.
- › November 2016: Added new Q349 and explanation.
- › November 2016: Added new Q350 and explanation.
- › November 2016: Updated question text and explanation on Q345.
- › November 2016: Added explanation on AustralAsia and Anglo on Q116.
- › November 2016: Added explanation on AustralAsia and Anglo on Q117.
- › November 2016: Updated explanation on Q228 and amend market applicability to include W.Europe, Germanic, Anglo, S.Europe and Nordic.
- › November 2016: Updated explanation on Q229 and amend market applicability to include W.Europe, Germanic, Anglo, S.Europe and Nordic.
- › November 2016: Updated explanation on Q329 and amend market applicability to include W.Europe, Germanic, Anglo, S.Europe and Nordic.
- › November 2016: Amended market applicability on Q322 to include Japan.
- › November 2016: Added new Q375 and explanation.
- › November 2016: Updated question text and explanations on Q131.
- › November 2016: Updated question text and explanations on Q132.
- › November 2016: Updated market applicability on Q325 to include India.
- › November 2016: Updated market applicability on Q112 to include Japan.
- › November 2016: Added new Q376 and explanation.
- › November 2016: Amended market applicability on Q246 to exclude India.
- › November 2016: Amended market applicability on Q122 to include India.
- › November 2016: Removed Q326 and Q327.
- › November 2016: Added new Q353 and explanation.
- › November 2016: Amended market applicability on Q166 to include Africa.
- › November 2016: Amended question text and explanation on Q328.
- › November 2016: Amended market applicability on Q301 to include India.
- › November 2016: Removed Q307 and Q308.
- › November 2016: Added new Q369.

- › November 2016: Amended market applicability on Q77 to exclude AsiaPac.
- › November 2016: Amended market applicability on Q83 to include South Korea.
- › November 2016: Removed Q317.
- › November 2016: Amended market applicability on Q285 to include South Korea.
- › November 2016: Amended market applicability on Q262 to include Japan.
- › November 2016: Added new Q371 and explanation.
- › November 2016: Added new Q373 and explanation.
- › November 2016: Added new Q370 and explanation.
- › November 2016: Added new Q372 and explanation.
- › November 2016: Added new Q374 and explanation.
- › November 2016: Added new Q351 and explanation.
- › November 2016: Added new Q363 and explanation.
- › November 2016: Added new Q364 and explanation.
- › November 2016: Amended explanation on Q346.
- › November 2016: Added new Q359 and explanation.
- › November 2016: Added new Q360 and explanation.
- › November 2016: Added new Q361 and explanation.
- › November 2016: Added new Q362 and explanation.
- › November 2016: Added new Q352 and explanation.
- › November 2016: Amended market applicability on Q319 to include India.
- › November 2016: Added new Q347 and explanation.
- › November 2016: Added new Q365 and explanation.
- › November 2016: Amended market applicability on Q3 to include South Korea.
- › November 2016: Amended market applicability on Q4 to include South Korea.
- › November 2016: Amended market applicability on Q302 to include South Korea.
- › November 2016: Amended market applicability on Q200 to include India.
- › November 2016: Amended market applicability on Q201 to include India and South Korea.
- › November 2016: Removed Q281 (moved to board section).
- › February 2017: Updated coverage table.
- › February 2017: Updated Updates of summary.
- › February 2017: Updated market applicability on Q354.
- › February 2017: Updated policy on Q13.
- › February 2017: Updated market applicability on Q16.
- › February 2017: Updated markets applicability on Q328.
- › February 2017: Added new question and explanation on Q357.
- › February 2017: Added new question and explanation on Q356.

- › November 2017: Added Incorporating Company Disclosures section.
- › November 2017: Added Coverage Adjustments section.
- › November 2017: Updated Summary of Updates section.
- › November 2017: Updated Appendix III: Region-specific Factor Methodology on page 114
- › November 2017: Updated Q10 question text and definition..
- › November 2017: Updated Q19 question text and definition.
- › November 2017: Updated Q25 question text.
- › November 2017: Updated Q31 question text.
- › November 2017: Q288 changed from past three years to past two fiscal years.
- › November 2017: Added new factor “What percentage of the board is independent based on an ISS global classification? (Q378)”; *All regions except Japan*.
- › November 2017: Added new factor “What percentage of the nominating committee is independent based on an ISS global classification? (Q380)”; *All regions except Japan*.
- › November 2017: Added new factor “What percentage of the compensation committee is independent based on an ISS global classification? (Q381)”; *All regions except Japan*.
- › November 2017: Added new factor “What percentage of the audit committee is independent based on an ISS global classification? (Q382)”; *All regions except Japan*.
- › November 2017: Added Latin America and India to “How many financial experts serve on the audit committee? (Q6)”
- › November 2017: Added US, Canada, Nordic, Anglo, Latin America, Africa to “What is the classification of the chair of the nominating committee? (Q23)”
- › November 2017: Added US, Canada, Anglo, Latin America, S. Korea to “Are there executives on the compensation/remuneration committee? (Q27)”
- › November 2017: Added US, Canada, Anglo, Latin America, Africa to “Are there executives on the audit committee? (Q33)”
- › November 2017: Added US, Canada, W. Europe, Germanic, S. Europe, Nordic, Anglo, Australasia, Latin America, S. Korea to “Are there Company executives on the nominating committee? (Q306)”
- › November 2017: Added Nordic, Latin America, S. Africa to “Has the company identified a Senior Independent Director or an independent Lead Director? (Q16)”
- › November 2017: Added W. Europe, S. Europe, Germanic to “Does the company have a slate ballot at its current shareholders' meeting? (Q53)”
- › November 2017: Added Australia, Belgium & Nordic to “Does the company have an ownership ceiling? (Q67)”;
- › November 2017: Added US, Canada, Latin America to What is the classification of the chair of the compensation/remuneration committee? (Q28);
- › November 2017: Added US, Canada, Nordics, Latin America to What is the classification of the chair of the audit committee? (Q34);
- › November 2017: Added US, Canada, Germanic, Nordics, Anglo, Latin America What percentage of the directors attended less than 75% of board and/or committee meetings? (Q44);
- › November 2017: Does the company have classes of stock with different voting rights? (Q54); add AsiaPac and S. Korea

- › November 2017: What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)? (Q228); add add as scored factors to Anglo, Germanic, Nordic, S. Europe, W. Europe
- › November 2017: What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)? (329); add as scored factors to Anglo, Germanic, Nordic, S. Europe, W. Europe
- › November 2017: What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)? (Q229); add as scored factors to Anglo, Germanic, Nordic, S. Europe, W. Europe
- › November 2017: Do directors participate in equity-based plans? (Q109); add Germanic, France, Portugal
- › November 2017: Removed factor "What is the independent director composition of the Board (shareholder elected board members) (Q11)"; previously applicable to Nordic, W. Europe, Germanic. Now incorporated in Q10.
- › November 2017: Removed factor "Does the company maintain a formal nominating committee? (Q207)"; previously applicable to Nordic and Latin America, now incorporated into Q380.
- › November 2017: Removed factor "Are there any board members on the nominating committee? (Q208)"; previously applicable to Nordic, now incorporated into Q380.
- › November 2017: Removed factor "Is there more than one board member who is dependent on major shareholders on the nominating committee? (Q210)"; previously applicable to Nordic & Latin America.
- › November 2017: Removed factor "Does the company maintain a formal remuneration committee? (Q330)"; previously applicable to Latin America, now incorporated into Q381.
- › November 2017: Removed factor "What is the number of nominating committee members?" (Q211); previously applicable to Anglo & S. Europe
- › November 2017: Removed factor "What is the number of remuneration committee members? (Q212)"; previously applicable to Anglo & S. Europe, now incorporated into Q381.
- › November 2017: Removed factor "What is the number of audit committee members? (Q213)"; previously applicable to Anglo & S. Europe, now incorporated into Q382.
- › November 2017: Removed factor "Is the Chair of the board of directors a member of the audit committee? (Q35)"; previously applicable to Anglo & Netherlands, now incorporated into Q382.
- › November 2017: Removed factor "If the company is controlled, what percentage of the board is independent under ISS' standards? (Q203)"; previously applicable to W. Europe, S. Europe. Now incorporated in Q10.
- › November 2017: Removed factor "Does the poison pill have a TIDE provision? (Q81)"; *previously applicable to U.S. as a non-scored factor.*
- › November 2017: Removed factor "What is the degree of alignment between the company's cumulative three-year pay percentile rank, relative to peers, and its three-year cumulative TSR rank, relative to peers? (Q226)"; *previously applicable to U.S. and Canada as a non-scored factor.*
- › November 2017: Removed factor "What is the degree of alignment between the company's cumulative one-year pay percentile rank, relative to peers, and its one-year cumulative TSR rank, relative to peers? (Q227)"; *previously applicable to U.S. & Canada as a non-scored factor.*
- › November 2017: Question text for Q144 updated from "Do all directors with more than one year of service own stock (who can legally/practically do so)?" to "What percentagepercentage of directors with more than one year of service own stock (who can legally/practically do so)?"

- › November 2017: Q1 explanation text changed to clarify that Audit fees will be deemed “Not Disclosed” if audit fees paid to the auditor are not itemized or not disclosed.
- › November 2017: Q6 explanation text changed to clarify that in the U.S., this will consider companies with zero, one, two or more financial experts sitting on the audit committee. For Canada this is now a scored factor.
- › November 2017: Q127 explanation text updated to clarify “*Governance QualityScore will consider the total percentage of all outstanding equity based incentive plans (granted as well as still to be granted) and authorizations at the company level.*”
- › May 2018: Added new factor to Australasia: What was the lowest level of support received by management-nominated director at their most recent election? (Q383)
- › May 2018: Added new factor to Australasia: What was the level of support received from shareholders on the most recent say-on-pay/remuneration proposal? (Q385)
- › May 2018: Added new factor to US (scored) & Canada (unscored): What is the percentage of votes outstanding controlled by shares with enhanced voting rights? (Q384)
- › May 2018: Added factor to Australasia: What percentage of non-executive directors has been on the board less than six years? (Q355)
- › May 2018: Added factor to Australasia: What is the degree of alignment between the company’s annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)? (Q329)
- › May 2018: Added factor to Australasia : What is the degree of alignment between the company’s TSR and change in CEO pay over the past five years (PTA)? (Q229)
- › May 2018: Added factor to Australasia: What is the size of the CEO's one-year cumulative pay, as a multiple of the median pay for company peers? (Q228)
- › November 2018: Added new factor to all markets outside of Japan: What was the percentage of vote support for the CEO at the most recent annual meeting? (Q391)
- › November 2018: Added new factor to all markets outside of Japan: What was the percentage of vote support for the Board Chair at the latest meeting? (Q392)
- › November 2018: Added new factor to all markets outside of Japan: How many women serve in leadership roles on the board? (Q386)
- › November 2018: Added new factor to US, Canada, Anglo, and Australia: How many women are named executive officers at the company? (Q387)
- › November 2018: Added new factor to all markets outside of Japan: What is the standard deviation of director age? (Q388)
- › November 2018: Added new factor to all markets outside of Japan: What is the standard deviation of director tenure (in years)? (Q389)
- › November 2018: Added factor to India and S. Korea: How many directors serve on an excessive number of outside boards? (Q309)
- › November 2018: Added factor to AsiaPac: Has ISS determined that the board had problematic governance practices that reduced shareholder rights? (Q345)
- › November 2018: Added factor to US, Canada, Anglo, W. Europe, Germanic, S. Europe, Nordic, AsiaPac, India, S. Korea, Latin America, and Africa: What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting? (Q383)

- › November 2018: Added factor to US, Canda, Anglo, W. Europe, and Africa: What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal? (Q385)
- › November 2018: Added factor to India: Does the company disclose a performance measure for restricted share or stock award plans for executives? (Q123)
- › November 2018: Added factor to Germanic: Did the company grant a one-off reward to any of its executives? (Q159)
- › November 2018: Q10 Updated question text to clarify: What percentage of the board is independent based on an ISS local market classification?
- › November 2018: Q14 Updated question text to clarify: What is the classification of the Board Chair?
- › November 2018: Q16 Updated question text to clarify: Has the company identified a Senior Independent Director or an independent Lead Director?
- › November 2018: Q17 Updated question text to clarify: What is the term of mandate proposed for supervisory board members at the latest general meeting?
- › November 2018: Q19 Updated question text to clarify: What percentage of the nominating committee is independent based on an ISS local market classification?
- › November 2018: Q23 Updated question text to clarify: What is the classification of the chair of the nominating committee?
- › November 2018: Q25 Updated question text to clarify: What percentage of the compensation committee is independent based on an ISS local market classification?
- › November 2018: Q28 Updated question text to clarify: What is the classification of the chair of the compensation/remuneration committee?
- › November 2018: Q31 Updated question text to clarify: What percentage of the audit committee is independent based on an ISS local market classification?
- › November 2018: Q34 Updated question text to clarify: What is the classification of the chair of the audit committee?
- › November 2018: Q36 Updated question text to clarify: Do executives serve on an excessive number of outside boards?
- › November 2018: Q37 Updated question text to clarify: Does the CEO serve on a significant number of outside boards? / How many boards does the CEO sit on (US and Canada only)?
- › November 2018: Q39 Updated question text to clarify: Does the Board Chair serve on a significant number of outside boards?
- › November 2018: Q46 Updated question text to clarify: Does the company disclose board or governance guidelines?
- › November 2018: Q49 Updated question text to clarify: How many directors received withhold/against votes of 50% or greater at the last annual meeting?
- › November 2018: Q50 Updated question text to clarify: What percent of the directors were involved in material related-party transactions ?
- › November 2018: Q51 Updated question text to clarify: Do the directors with related-party transactions sit on key board committees?
- › November 2018: Q59 Updated question text to clarify: What percentage of the company's shares is represented by depositary receipts, where a foundation votes unexercised proxies?
- › November 2018: Q78 Updated question text to clarify: Does the company have a poison pill in effect?

- › November 2018: Q84 Updated question text to clarify: What percentage 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?
- › November 2018: Q89 Updated question text to clarify: Does the company require a supermajority vote to approve amendments to the charter or bylaws?
- › November 2018: Q90 Updated question text to clarify: Does the company require a supermajority vote to approve mergers or business combinations?
- › November 2018: Q100 Updated question text to clarify: Does the company allow the Board Chair a second or casting vote at director meetings in the event of a tie?
- › November 2018: Q107 Updated question text to clarify: What part of the total remuneration received by directors is options-based?
- › November 2018: Q109 Updated question text to clarify: Do directors participate in equity-based plans?
- › November 2018: Q110 Updated question text to clarify: Do non-executive directors participate in performance-related remuneration?
- › November 2018: Q112 Updated question text to clarify: Does the company disclose details of individual executives' or inside directors' remuneration?
- › November 2018: Q113 Updated question text to clarify: What is the level of disclosure on performance measures for the short-term incentive plan for executives?
- › November 2018: Q114 Updated question text to clarify: Is there a cap on the CEO's annual bonus?
- › November 2018: Q115 Updated question text to clarify: Is there a cap on executives', excluding the CEO, annual bonus?
- › November 2018: Q116 Updated question text to clarify: What percentage of the annual bonus for the CEO is or can be deferred?
- › November 2018: Q117 Updated question text to clarify: What percentage of the annual bonus for executives, excluding the CEO, is or can be deferred?
- › November 2018: Q121 Updated question text to clarify: Does the company disclose a performance measure for matching for executives?
- › November 2018: Q122 Updated question text to clarify: Does the company disclose a performance measure for stock option plans for executives?
- › November 2018: Q123 Updated question text to clarify: Does the company disclose a performance measure for restricted share or stock award plans for executives?
- › November 2018: Q125 Updated question text to clarify: Does the company disclose a performance measure for other long-term plans for executives?
- › November 2018: Q127 Updated question text to clarify: What is the total percentage of all outstanding equity-based plans towards the share capital?
- › November 2018: Q133 Updated question text to clarify: What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' other long-term plan?
- › November 2018: Q134 Updated question text to clarify: What is the holding or retention period for stock options for executives?
- › November 2018: Q135 Updated question text to clarify: What is the holding or retention period for restricted shares or stock awards for executives?
- › November 2018: Q139 Updated question text to clarify: Has the company repriced options or exchanged them for shares, options, or cash without shareholder approval in the last three years?

- › November 2018: Q140 Updated question text to clarify: What is the aggregate level of stock ownership of the officers and directors as a percentage of shares outstanding?
- › November 2018: Q144 Updated question text to clarify: What percentage of directors with more than one year of service own stock, who can legally or practically do so?
- › November 2018: Q145 Updated question text to clarify: What percentage of the salary is subject to stock ownership requirements or guidelines for the CEO?
- › November 2018: Q146 Updated question text to clarify: What percentage of the salary is subject to stock ownership requirements or guidelines for executives, excluding the CEO?
- › November 2018: Q148 Updated question text to clarify: What is the trigger under the change-in-control agreements?
- › November 2018: Q150 Updated question text to clarify: In the event of termination of the contract for executives, does the equity-based remuneration vest?
- › November 2018: Q153 Updated question text to clarify: Do equity-based plans or other long-term awards vest completely upon a change-in-control?
- › November 2018: Q155 Updated question text to clarify: Does the company have a clawback or malus provision?
- › November 2018: Q156 Updated question text to clarify: Have any NEOs been paid a guaranteed bonus in the most recent fiscal year or will be paid a guaranteed bonus in the future?
- › November 2018: Q160 Updated question text to clarify: What is the multiple of pay in the change-in-control or the severance agreements for executives, excluding the CEO?
- › November 2018: Q161 Updated question text to clarify: What is the multiple of pay in the change-in-control or the severance agreements for the CEO?
- › November 2018: Q200 Updated question text to clarify: Has a regulator initiated enforcement action against an officer or director of the company in the past two years?
- › November 2018: Q201 Updated question text to clarify: Is the company or any of its officers or directors currently under investigation by a regulatory body?
- › November 2018: Q205 Updated question text to clarify: What percentage of the board consists of immediate family members of majority shareholders, executives, and former executives within the past five years?
- › November 2018: Q216 Updated question text to clarify: Are there material related-party transactions involving the CEO?
- › November 2018: Q218 Updated question text to clarify: Are there ownership factors that affect takeover defenses?
- › November 2018: Q219 Updated question text to clarify: Are there priority rights that affect takeover defenses?
- › November 2018: Q225 Updated question text to clarify: Are there material restrictions as to timing or topics to be discussed or ownership levels required to call the meeting?
- › November 2018: Q228 Updated question text to clarify: What is the size of the CEO's one-year pay as a multiple of the median pay for the company's peers (MOM)?
- › November 2018: Q229 Updated question text to clarify: What is the degree of alignment between the company's TSR and change in CEO pay over the past five years (PTA)?
- › November 2018: Q233 Updated question text to clarify: What is the performance period for the latest active long-term incentive plan or the proposed plan for executives?

- › November 2018: Q238 Updated question text to clarify: Do the company's active equity plans prohibit options or SARs cash buyouts?
- › November 2018: Q240 Updated question text to clarify: Do the company's active equity plans have liberal change-in-control vesting provisions?
- › November 2018: Q246 Updated question text to clarify: What is the level of disclosure on performance measures for the latest active or proposed long-term incentive plan?
- › November 2018: Q262 Updated question text to clarify: How many vacancies are on the board?
- › November 2018: Q263 Updated question text to clarify: Are there related-party transactions with significant shareholders?
- › November 2018: Q280 Updated question text to clarify: Can the audit firm be indemnified without shareholder vote?
- › November 2018: Q286 Updated question text to clarify: Are shareholders allowed to submit dividend proposals?
- › November 2018: Q289 Updated question text to clarify: How many outside directors are on the board?
- › November 2018: Q300 Updated question text to clarify: Has the ISS qualitative review identified a pay-for-performance misalignment?
- › November 2018: Q304 Updated question text to clarify: How many women are on the board?
- › November 2018: Q323 Updated question text to clarify: What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' matching plan?
- › November 2018: Q324 Updated question text to clarify: What are the vesting periods mandated in the plan documents, adopted or amended in the last three years, for executives' Deferral plan?
- › November 2018: Q325 Updated question text to clarify: Are directors eligible to receive grants or awards under the plan involved in its administration?
- › November 2018: Q328 Updated question text to clarify: Did the most recent Say-on-Pay proposal receive significant opposition from shareholders?
- › November 2018: Q329 Updated question text to clarify: What is the degree of alignment between the company's annualized three-year pay percentile rank, relative to peers, and its three-year annualized TSR rank, relative to peers (RDA)?
- › November 2018: Q333 Updated question text to clarify: What is the level of tag-along rights for minority shareholders?
- › November 2018: Q336 Updated question text to clarify: Does the company disclose information on related-party transactions ?
- › November 2018: Q338 Updated question text to clarify: Does the company use cumulative voting for director elections?
- › November 2018: Q341 Updated question text to clarify: Does the company disclose the remuneration paid to the board in annual general meeting proxy filings?
- › November 2018: Q345 Updated question text to clarify: Has ISS determined that the board had problematic governance practices that reduced shareholder rights?
- › November 2018: Q348 Updated question text to clarify: Does the company disclose the existence of a formal CEO and key executive officers' succession plan?
- › November 2018: Q350 Updated question text to clarify: Has the board adequately responded to low vote support for a management proposal?

- › November 2018: Q351 Updated question text to clarify: Does the company have an exclusive venue or forum provision?
- › November 2018: Q352 Updated question text to clarify: Can the board materially modify the company's equity capital structure without shareholder approval?
- › November 2018: Q356 Updated question text to clarify: Has the company entered into a private placement in the past year without an accompanying share purchase plan (SPP)?
- › November 2018: Q363 Updated question text to clarify: Does the company have a fee-shifting provision?
- › November 2018: Q366 Updated question text to clarify: Does the company routinely hold independent director meetings or have other mechanisms to facilitate effective collaboration of independent directors, management, and statutory auditors in compliance with the Japanese Corporate Governance Code 4-8-1?
- › November 2018: Q367 Updated question text to clarify: Has the company appointed a Lead Independent Director or established other ways of effective collaboration between independent directors, management, and statutory auditors in compliance with the Japanese Corporate Governance Code 4-8-2?
- › November 2018: Q368 Updated question text to clarify: Does the company have a mechanism to monitor and supervise its CEO succession planning appropriately in compliance with the Japanese Corporate Governance Code 4-1-3?
- › November 2018: Q369 Updated question text to clarify: Does the company have a class shares with full or multiple voting rights?
- › November 2018: Q370 Updated question text to clarify: Does the company disclose the policy on cross-shareholding, including voting policy for such shares, in compliance with the Japanese Corporate Governance Code 1-4?
- › November 2018: Q371 Updated question text to clarify: How many days before the general meeting did the company publish its proxy materials?
- › November 2018: Q375 Updated question text to clarify: Does the company have performance-based pay or other incentives for its executives?
- › November 2018: Q376 Updated question text to clarify: Does the company have a policy on executive remuneration and a computation basis for pay?
- › November 2018: Q382 Updated question text to clarify: What percentage of the audit committee is independent based on an ISS global classification?
- › November 2018: Q383 Updated question text to clarify: What was the lowest percentage of vote support received by management-nominated directors at their most recent annual meeting?
- › November 2018: Q385 Updated question text to clarify: What was the percentage of vote support received from shareholders on the most recent Say-on-Pay or remuneration proposal?
- › November 2018: Q353 explanation text updated to include: *Metrics are considered if the metric falls above the thresholds of determining either 15% of the overall compensation, or as a modifier able to adjust payouts both positively and negatively by at least 15%.*
- › November 2018: Q263 explanation text updated to: *Related-party transactions with a significant shareholder, as of the annual meeting, can represent guaranteed business which can help to justify significant investments, but can also "crowd out" transactions with unrelated parties which may be more profitable for the company.*

- › November 2018: Q10 explanation text updated to: *Best practice suggests that at least 70% of the shareholder-elected board should be independent of the company, of which at least two members should be independent of major shareholders.*
- › November 2018: Q10 explanation text updated to include: *For the African market, the question will consider the independence of non-executive directors.*
- › November 2018: Q14 explanation text updated to: *This question will consider the classification of the chair of the board according to ISS policy, outlining whether he / she is independent, an affiliated outsider, an executive, the Chair, an insider director other than Chair/President/CEO, a former or current President/CEO of the company, or if the chair of the board has not been appointed.*
- › November 2018: Q16 explanation text updated to: *This question addresses whether there is a position of a lead independent director with clearly delineated and comprehensive duties, and if the position is vacant.*
- › November 2018: Q5 explanation text updated to: *This question will evaluate whether a company was subject to enforcement action by a regulator within the past two years. For the US market, ISS will also analyze if the investigation was resolved with a material penalty. For non-US markets, all enforcement actions by regulators within the past two years are considered.*
- › November 2018: Q131 explanation text updated to: *The minimum vesting requirement must apply to Options and SARs issuable under the plan (time-based and performance based) and must cover all eligible plan participants for credit to be given. No credit will be given if the plan allows for individual award agreements or other mechanisms to eliminate the requirement.*
- › November 2018: Q132 explanation text updated to: *The minimum vesting requirement must apply to all types of full-value awards issuable under the plan (time-based and performance based) and must cover all eligible plan participants for credit to be given. No credit will be given if the plan allows for individual award agreements or other mechanisms to eliminate the requirement.*
- › November 2018: Q383 explanation text updated to: *This factor helps investors find companies where investors might have governance concerns, as evidenced by lower support for one of the management-nominated directors at their most recent annual general meeting (AGM). For Classified boards, the factor will report the lowest support for any sitting management-nominated director at their most recent election regardless if the election was at the company's most recent annual general meeting.*
- › November 2018: Q49 moved to the "Board Controversies" subcategory.
- › November 2018: Q383 moved to the "Board Controversies" subcategory.
- › November 2018: Q328 moved to the "Compensation Controversies" subcategory.
- › November 2018: Q385 moved to the "Compensation Controversies" subcategory.
- › November 2018: Q13 moved to the "Diversity" subcategory.
- › November 2018: Q304 moved to the "Diversity" subcategory.
- › November 2018: Q349 moved to the "Diversity" subcategory.
- › November 2018: Q354 moved to the "Diversity" subcategory.
- › November 2018: Q355 moved to the "Diversity" subcategory.
- › November 2018: Q322 changed to zero-weight for Japan.
- › November 2018: Q6 changed to zero-weight for Canada, Nordics, and Portugal.
- › November 2018: Q27 changed to zero-weight for Portugal.
- › November 2018: Q28 changed to zero-weight for Portugal.
- › November 2018: Q381 changed to zero-weight for Portugal.

- › March 2019: Q347 market applicability updated to all markets except France, Japan, and China
- › March 2019: Q137 clarifies that extending the term of outstanding options is also considered option repricing for US.
- › March 2019: Q383 clarifies that unlisted and non-public securities are excluded from the calculation.
- › March 2019: Updated audit deciles & thresholds for US, Canada, Japan, Nordic, and Latin America
- › March 2019: Updated Q246 question text to clarify it only relates to long-term equity and cash awards granted in the last fiscal year.
- › November 2019: Q113 Updated question text and methodology from *“Does the company disclose a performance measure for the short-term incentive plan for executives?”*, to *“What is the level of disclosure on performance measures for the short-term incentive plan for executives?”*.
- › November 2019: Q113 added new applicable regions: Greece, Latin America, New Zealand
- › November 2019: Q246 added new applicable regions: Africa, Anglo, AsiaPac, Canada, Germanics, Latin America, Nordic, S. Europe, W. Europe
- › November 2019: Added new factor: What was the greatest percentage of vote support for environmental or social shareholder resolutions at the most recent annual meeting? (Q393)\*
- › November 2019: Added new factor: What is the level of disclosure on environmental or social performance measures for the short-term incentive plan for executives? (Q394)\*
- › November 2019: Added new factor: What is the level of disclosure on environmental or social performance measures for any long-term incentive plan for executives granted in the last fiscal year? (Q395)\*
- › February 2020: Updated “Coverage” section to reflect expansion of coverage universe [announced](#) November 29, 2019; companies eligible for coverage will be profiled for their next Annual General Meeting.
- › February 2020: Added additional clarification on Q5.
- › February 2020: Additional clarity added for Q131 and Q132 in the Australasia and Canadian markets.
- › February 2020: Additional clarity provided for Q244 related to hedging policies.
- › February 2020: Clarifies Q113 considers completeness of financial performance measures disclosure.
- › February 2020: Q143 updated ownership guidelines for Canadian companies to reflect current ISS research policy.
- › June 2020: Removed "key" in question text for Q44 and Q45 as some markets (US, AU, NZ) will evaluate all committees.
- › June 2020: For Q131, Q132, Q134, Q135 Q136: Removed language "only consider plans from the previous three years" related to Australia and New Zealand.
- › June 2020: Added additional clarification for Q56 corresponding to new possible answer values, “Not Applicable” or “Not Disclosed”. In the US only, an additional answer choice, “Yes, but indeterminate or greater than allowable years from IPO” was also added.
- › June 2020: A new possible answer value and clarification were added for Q50 and Q51 to account for unclassified directors on the board or a key committee.
- › June 2020: In the South Korea market, a new answer value was added to Q10 to reflect “Ultra-Small” market cap companies corresponding to ISS Benchmark Research policy. Three (3) new possible answer choices were added to Q31 for “Ultra-Small” companies.
- › June 2020: Added additional clarification for Q348 and Q349 corresponding to new possible answer values to distinguish between not disclosed and not having succession plans or mechanisms to

encourage director refreshment. Additionally, for Q349, a company must disclose the term limit number or retirement age limit to receive credit.

- › June 2020: Q25, Q27, Q28, Q315, Q322: Replaced “compensation” with “compensation / remuneration”
- › June 2020: Q38: Replaced “(non-executive)” with “non-executive”
- › June 2020: Q50, Q263, Q336: Removed “(RPTs)”
- › June 2020: Q50, Q57, Q84, Q127, Q144, Q145, Q146, Q354, Q355, Q385: Replaced “proportion” with “percentage”
- › June 2020: Q63: Replaced “made up” with “composed”
- › June 2020: Q64: Replaced “in relation to the” with “relative to”
- › June 2020: Q78: Replaced “shareholder rights plan (poison pill)” with “poison pill”
- › June 2020: Q101: Removed “shareholder”; Replaced “2 persons” with “two people”
- › June 2020: Q121: Inserted “for executives” to read “matching for executives”
- › June 2020: Q130: Replaced “equity grant rate” with “three-year average adjusted burn rate”
- › June 2020: Q160, Q161: Inserted “change-in-control or the” to read “in the change-in-control or the severance agreements”; Removed “upon a change-in-control”. Clarified that US only
- › June 2020: Q166: Replaced “ ‘Say-on-Pay’ ” with “Say-on-Pay”
- › June 2020: Q228: Replaced “1-year” with “one-year”
- › June 2020: Q263: Replaced “related party” with “related-party”
- › June 2020: Q315: Inserted “ISS” to read “ISS peer median”
- › June 2020: Q321: Inserted “the” to read “the share issuance and reissuance”; Replaced “mandate” with “mandates”
- › June 2020: Q323: Replaced “Matching” with “matching”
- › June 2020: Q324: Replaced “Deferral” with “deferral”
- › June 2020: Q329: Replaced “3-year” with “three-year”
- › June 2020: Q355: Replaced “6” with “six”
- › June 2020: Q394, Q395: Replaced “E&S” with “environmental or social”
- › September 2020: Updated question text for Q155 to “Does the company have a clawback or malus provision?” Methodology/description was updated to reflect more granular data collection in Europe between Cash and Equity.
- › September 2020: Updated question text for Q57 to “What is the percentage of multiple voting rights or voting certificates relative to total voting rights?” Methodology/description was updated to include loyalty voting rights. Additional answer values are now applicable.
- › September 2020: Updated question text for Q58 to “What is the free float percentage of multiple voting rights or voting certificates?”. Methodology/description updated to include loyalty voting rights. Additional answer values are now applicable.
- › September 2020: Updated question text for Q59 to “What percentage of voting rights is represented by depositary receipts, where a foundation votes unexercised proxies?”. Updated description; additional answer values are now applicable.
- › September 2020: Updated question text for Q63 to “What percentage of issued share capital is composed of non voting shares?”. Updated description; additional answer values are now applicable.
- › September 2020: Updated question text for Q64 to “What is the free float percentage of voting rights?”. Methodology/description updated to include loyalty voting rights; Additional answer values are now applicable.

- › September 2020: Updated methodology/description for Q321.
- › September 2020: Updated methodology/description for Q384; additional answers are now applicable.

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