

COMMENT TEMPLATE
INCR LISTING STANDARDS DRAFTING COMMITTEE
CONSULTATION PAPER:
Proposed Sustainability Disclosure Listing Standard for Global Stock Exchanges
April 2013

CONSULTATION PROCESS, HOW TO PROVIDE COMMENTS AND TIMELINE

The consultation period is April 5 until May 1, 2013.

The Consultation Questions are designed to elicit feedback on key elements of the proposal in the INCR Listing Standards Drafting Committee Consultation Paper, which can be downloaded at <http://www.ceres.org/resources/reports/sse-white-paper/view>. Respondents may also choose another format, such as a letter or email response, and responders can discuss any aspects of the paper they choose to—and not merely the Consultation Questions.

Responses should be emailed to Tracey Rembert at rembert@ceres.org, copying Erica Scharn at scharn@ceres.org. Comments will be posted to INCR's webpage at <http://www.ceres.org/investor-network/incr/sustainable-stock-exchanges>, and to the United Nations-backed Principles for Responsible Investment (PRI) Clearinghouse. Comments will be public and commenters will be named unless anonymity is specifically requested.

PROPOSED LISTING STANDARD (3 SEGMENTS)

1) MATERIALITY ASSESSMENT (M1): Every company will discuss its process for determining the ESG factors material to its business, as well as the outcome of this materiality assessment, within its annual financial filings. The four key components of the materiality assessment are as follows:

- 1A)** Companies will discuss **how** they determined their material ESG issues
- 1B)** Companies will discuss **who** was involved in that process (including groups of stakeholders consulted, internal teams, and key management and board oversight)
- 1C)** Companies will disclose **which** ESG issues were determined to be material and why, including a discussion of both the risks and opportunities each issue presents as well as its connection to financial performance and business strategy
- 1D)** Companies will periodically review the materiality assessment, update as necessary, and report on the **frequency** of scheduled reviews.

Consultation Questions:

Q1: Are there any strong reasons not to mandate the materiality discussion?

A materiality assessment is a legitimate and necessary step for companies to undertake. However this process should not affect stock exchanges' in collaboration with investors' selection of a set of minimum material ESG issues & indicators that should be compulsory for all companies irrespectively of their materiality assessment.

Q2: Should the materiality assessment explicitly include short-, medium- and long-term, as well as 'indeterminate,' timeframes for reporting risks and opportunities?

A distinction between short-term or immediate ESG risks and more long-term ones would be recommendable and very useful for investors to integrate them in their assessments. While acknowledging that many ESG issues might fall in the 'indeterminate' timeframe, there are more than few immediate or short-term risks, such as how a company is managing a coming or expected regulation.

Q3: Are there additional ways to address the lack of ESG risk reporting in financial filings?

Yes through proxy voting and shareholder engagement. Further, companies should explain when applicable ESG impacts in their past economic performance, both positive and negative. For instance how an improvement in managing an environmental issue reduced costs, shortages or improved quality; or an appreciation in the intangible value of a brand. This would help investors' understanding of companies' priorities as well as rewarding their efforts or future actions.

2) GLOBAL REPORTING INITIATIVE (GRI) CONTENT INDEX (M2): Every company will provide a hyperlink in its annual financial filings to a GRI Content Index, which will inform investors about the availability and location of a company's ESG data.

Note: M2 does not mandate or endorse a GRI-based sustainability report, and completion of a GRI Content Index does not require the publication of a GRI-based report. A key impetus for investors engaging with stock exchanges on ESG disclosure was their frustration over the inconsistencies of ESG reporting, and the time-consuming task of locating any company's ESG reporting items spread across numerous reporting vehicles. A GRI Content Index will address this concern by eliciting, for each GRI Key Performance Indicator, whether the disclosures exist from a given company, and where they can be found.

Consultation Questions:

Q4: Is the GRI Content Index the best way to give investors some disclosure consistency without being overly prescriptive for companies? If not, please list other suggestions.

While GRI Content Index has the advantage of being widespread, it is complex and very extensive. It might be preferable to limit the amount of compulsory reporting to less but key

indicators, including sector-based ones— both a quantitative and qualitative level. That said, coordination between individual exchanges is a preamble to ensure consistency across markets.

Q5: Would it be preferable to include the GRI Content Index itself in financial filings, rather than a hyperlink to it?

Not necessarily.

Q6: Should something other than the hyperlink to the GRI Content Index be included in the financial filings? If so, what and why?

NA

Q7: Is five years an appropriate timeframe for the periodic review of the GRI Content Index and developments in the market?

A three-year timeframe might be more suitable given the high pace of development in the ESG area.

3) CORPORATE ESG DISCLOSURE (M3): Every company will disclose information on the following categories of ESG issues, using a comply or explain approach for each category:

- Climate change
- Diversity
- Employee relations
- Environmental impact
- Government relations
- Human rights
- Product impact and safety
- Supply chain

Issuers will determine the format and location of the reporting, which could include one or more of the following: stand-alone sustainability reports, annual reports, financial filings, integrated reports, websites and other venues.

Mandate Guidance:

The corporate ESG disclosures will allow investors to gauge issuer performance over time. Comprehensive disclosures on the aforementioned categories should include both qualitative and quantitative information and should ideally incorporate the following aspects: policies and procedures, performance data (including regulatory fines and other legal actions), goals and timeframes, and related governance.

Examples of reporting topics in each category are provided below (note that these examples are provided for illustrative purposes and should not be considered to be an exhaustive list, or a set of minimum requirements):

- Climate change: *greenhouse gas emissions and reduction initiatives, physical risks and opportunities*
- Diversity: *employee, board and supplier diversity; training and recruitment programs*
- Employee relations: *labor relations and freedom of association, safety, employee turnover and demographics, training, remuneration*
- Environmental impact: *water, energy and materials consumption; emissions and waste; toxins; packaging*
- Government relations: *political involvement and spending, contracting and revenue payments, tax strategy*
- Human rights: *non-discrimination efforts, prevention of child and forced labor, compliance with international human rights norms*
- Product impact and safety: *cultural and community impacts, product life cycle assessments, recalls, product integrity and safety*
- Supply chain: *size and geographic scope, risks of disruptions (due to e.g. extreme weather events, labor disputes, etc.), impacts on local communities, labor and environmental compliance efforts*

M3 RECOMMENDATION:

Financial and ESG data are often reported to investors using different timeframes and/or reporting cycles and it is important that both sets of disclosures be aligned in the future, to avoid confusion and inaccurate analytics. Reporting timeframes should be aligned within three to five years of the implementation of the listing rule.

Consultation Questions:

Q8: Should the exchanges, rather than the issuers, determine the format and location of the sustainability reporting?

Exchanges in consultation with investors should have the final word. Sustainability information should above anything provide the needed elements to investors for their risk management and companies' valuation. It should also be included in financial filings keeping consistency with the materiality arguments' exposed in the proposal. It will also permit widening the investor audience.

Q9: Do you agree with the current list of ESG issues and examples? If not, what ESG categories would you suggest removing or adding?

Broadly speaking yes. It would be good though to include ESG governance, for example, the structure of ESG responsibility, management accountability or executive remuneration and ESG performance.

While it falls short in several areas such as in government relations, e.g. lobbying ; we understand this is just but a first draft of what it could entail.

Q10: Is three to five years an appropriate timeframe for aligning reporting timeframes and if not, how long should it be?

It should be sufficient.

Q11: Are there situations where it would not be appropriate to synchronize financial and sustainability reporting timeframes, and if so, what are those situations?

No

GENERAL RECOMMENDATION FOR ISSUERS

ASSURANCE

Data presented in the company's ESG disclosures should be independently assured within five to seven years of the listing requirement's issuance.

Consultation Questions:

Q12: Is an assurance requirement appropriate for all markets?

Yes

Q13: Is the recommended time frame of five to seven years sufficient or too long or too short?

It might be recommendable to create a scheme by which different ESG indicators become gradually compulsory adapted to:

1. the complexity of measuring, assessing and reporting each ESG matter;
2. the geographical area as current reporting levels vary greatly between regions; and,
3. the size of companies – longer period might be suitable for smaller companies.

Q14: Should the recommendation be more specific in terms of what should be assured?

What is considered 'Key' ESG data should be more explicitly spelt out. They ought to be defined so that no loopholes are created.

ADDITIONAL RECOMMENDATIONS FOR EXCHANGES IN THE IMPLEMENTATION OF THE LISTING STANDARD

SIZE OF COMPANIES

Large issuers (as determined by the exchange) are expected to comply with all three mandates upon passage. If exchanges determine that smaller companies will require more time for compliance with these mandates, exchanges should set the market capitalization threshold and the maximum timeframe for compliance to achieve the goal of all companies reporting within a reasonable timeframe of three to five years. However, if items are material, they must be disclosed regardless of size.

Consultation Question:

Q15: Should small companies be granted additional time, and if so, how much is sufficient?

Probably not, but it might be worth considering limiting or adapting mandatory reporting to a narrower range of indicators, to limit the financial impact that extensive reporting, and in particular, its external verification could have on SMEs.

EXCHANGE MONITORING OF REPORTING

A) Stock exchanges are strongly encouraged to assess the overall level of disclosure and reporting quality of the mandated disclosures (materiality assessment, GRI Content Index and corporate ESG reporting) after two years and every three years thereafter to reassess quality. If quality is poor, the exchange(s) should intervene and recommend best practices or means of improvement to ensure usefulness to shareholders and the market.

B) Each exchange is strongly encouraged to report publicly on its parameters for the oversight of the monitoring process, the methodology employed, and the outcomes of the assessment.

C) Exchanges are encouraged to seek investor feedback on the quality of the disclosures.

Consultation Questions:

Q16: Is the proposed timeframe reasonable (two years followed by every three years)? If not, what timeframe do you recommend for reviewing disclosures?

The proposed timeframe seems reasonable.

Q17: Who should conduct the review? Should the WFE or an independent third-party conduct reviews of the disclosure quality instead?

The WFE should be held accountable and responsible for it. It would help exchanges build the necessary internal capacity. That said, they might want to reinforce it by appointing an independent third-party to ensure objectivity.

Q18: Is there any advice investors can offer on implementation of this monitoring recommendation?

Exchanges should seek investor feedback on the quality but also the relevance (materiality) of the disclosures as ultimate beneficiaries. It would be good if they set up a consultation process including the different existing disclosure initiatives as well as investor networks. This would help: minimising divergences; improving the quality of reporting requirements and reducing companies' reporting overload.