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?

No, the materiality discussion is relevant and important for providers of capital and other stakeholders.

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

It is important for stakeholders, particularly capital providers to be aware of the timing

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

I am sure there are but including as a stock exchange requirement is an important step

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.

Pragmatic requirement that should be acceptable to most stakeholders

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

Not essential

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

No recommendation

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

Should be dynamic and appropriate to industry so annual would be preferable.

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*

  If M1 (Materiality assessment) is done well, together with the GRI content index, is this recommendation necessary? Categories should follow from the process.

  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?

This is not the role of exchanges. Initiatives like the IIRC framework should guide broad format.

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

Suggest avoiding specific ESG issues and examples. Rather allow the IIRC, GRI and SASB to complete their work with the business model of the specific issuer driving the relevant ESG issues.

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

Stakeholders cannot wait for 5 years. For example, South Africa has pension fund regulation that requires asset owners to ensure material ESG factors are taken into account for all asset classes.

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?

Too long, maximum of 5 years

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

Yes but the materiality requirement will always be key.

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?

No

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?

Initial Two years is fine but the reporting should contribute to improvement. Material issues/concerns should be reported annually.

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

First thought is that independence is not critical. If WFE resources/skills are not available then third-party reviews should take place.

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

Perhaps use an investor advisory board to assist