

D. Disclosure and Transparency

D.1 Transparent ownership structure		Guiding Reference
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.A. Disclosure should include, but not be limited to, material information on:</b></p> <p><b>IV.4.</b> Major share ownership, including beneficial owners, and voting rights.</p> <p>One of the basic rights of investors is to be informed about the ownership structure of the company and their rights vis-a-vis the rights of other owners. The right to such information should also extend to information about the structure of a group of companies and intra-group relations. Such disclosures should make the objectives, nature and structure of the group transparent. Disclosure of ownership data should be provided once certain thresholds of ownership are passed. In equity markets characterised by dispersed ownership structures where small shareholdings may assure significant influence over a company, these thresholds could be set lower. Such disclosure might include data on major shareholders and others that, directly or indirectly, may significantly influence or control the company through, for example, special voting rights, shareholder agreements, the ownership of controlling or large blocks of shares, the use of holding company structures involving layering of companies or significant cross-shareholding relationships and cross guarantees. It is also required or considered good practice in some jurisdictions to disclose shareholdings of directors, including non-executives, and it is good practice that such disclosure is made on an ongoing basis.</p> <p>For enforcement purposes in particular, and to identify potential conflicts of interest, related party transactions and insider trading, information about record ownership needs to be complemented with current information about beneficial ownership. An increasing number of jurisdictions use a centralised national registry while others may require a company-level registry to facilitate access to up-to-date and accurate information on beneficial ownership. In cases where such registries are not available, information about the beneficial owners should be obtainable at least by regulatory and enforcement agencies and/or through the judicial process. In addition, guidance issued by the Financial Action Task Force and the IMF that advocates a multi-pronged approach to ensure availability of information on beneficial ownership can be useful in this regard.</p>
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?	
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?	
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	

D.2 Quality of Annual Report		Guiding Reference
<i>Does the company's annual report disclose the following items:</i>		
D.2.1	Corporate objectives	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.A.</b> Disclosure should include, but not be limited to, material information on:</p> <p><b>IV.A.1.</b> The financial and operating results of the company.  <b>IV.A.2.</b> Company objectives and sustainability-related information.  <b>IV.A.5.</b> Information about the composition of the board and its members, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board.  <b>IV.A.6.</b> Remuneration of members of the board and key executives.  <b>IV.A.8.</b> Foreseeable risk factors.</p>
D.2.2	Financial performance indicators	

D.2.3	Non-financial performance indicators	IV.A.10. Debt contracts, including the risk of non-compliance with covenants.
D.2.4	Dividend policy	ICGN (2021) PRINCIPLE 2: Leadership and independence
D.2.5	Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of all directors/commissioners	ICGN (2021) PRINCIPLE 3: Composition and appointment  ICGN (2021) PRINCIPLE 5: Remuneration
<b>Corporate Governance Confirmation Statement</b>		
D.2.6	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	G20/OECD Principles of Corporate Governance (2023): IV.A. Disclosure should include, but not limited to, material information on: IV.A.9. Governance structures and policies, including the extent of compliance with national corporate governance codes or policies and the process by which they are implemented.

D.3. Remuneration of Members of the Board and Key Executives		Guiding Reference
D.3.1	Is there disclosure of the fee structure for non-executive directors/commissioners?	ICGN (2021) PRINCIPLE 5: <b>5.9. Non-executive director remuneration</b> The board, or shareholders as required by law in some jurisdictions, should determine levels of pay for non-executive directors and the non-executive chair and ensure that it is structured in a way which ensures independence, objectivity and alignment with the long-term interests of the company and all its shareholders. Remuneration paid to non-executive directors should be publicly disclosed. Performance-based pay or share options should not be granted to non-executive directors and non-executive chairs.
D.3.2	Does the company publicly disclose [i.e. annual report or other publicly disclosed documents] details of remuneration of each non-executive director/commissioner?	G20/OECD Principles of Corporate Governance (2023): IV.A. Disclosure should include, but not be limited to, material information on: IV.A.6 Remuneration of members of the board and key executives Disclosure on an individual basis (including termination and retirement provisions) is increasingly regarded as good practice and is now required or recommended in most jurisdictions. Some of these jurisdictions call for remuneration of a certain number of the highest paid executives to be disclosed, while in others it is confined to specified positions.

D.3.3	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>V.D.</b> The board should fulfil certain key functions, including:</p> <p><b>V.D.5</b> Aligning key executive and board remuneration with the longer term interests of the company and its shareholders.</p> <p>It is regarded as good practice for boards to develop and disclose a remuneration policy statement covering board members and key executives, as well as to disclose their remuneration levels set pursuant to this policy. Such policy statements may specify, especially with respect to executives, the relationship between remuneration and performance with ex ante criteria linked to performance, and include measurable standards that emphasise the long-term interests of the company and the shareholders over short-term considerations. Such measurable standards among others may relate to total shareholder return and appropriate sustainability goals and metrics. Policy statements generally tend to set conditions for payments to board members for extra-board activities, such as consulting. They also often specify terms to be observed by board members and key executives about holding and trading the stock of the company, and the procedures to be followed in granting and re-pricing options. In some jurisdictions, policy statements also provide guidance on the payments to be made when hiring and/or terminating the contract of an executive. The board may also monitor the implementation of the policy statement on remuneration.</p>
D.3.4	Does the company publicly disclose [i.e. annual report or other publicly disclosed documents] the details of remuneration of each of the executive directors and CEO [if he/she is not a member of the Board]?	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.A.6.</b> ...</p> <p>Disclosure on an individual basis (including termination and retirement provisions) is increasingly regarded as good practice and is now required or recommended in most jurisdictions. Some of these jurisdictions call for remuneration of a certain number of the highest paid executives to be disclosed, while in others it is confined to specified positions.</p>

<b>D.4. Disclosure of related party transactions (RPT)</b>		<b>Guiding Reference</b>
D.4.1	Does the company disclose its policy covering the review and approval of material RPTs?	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.A.</b> Disclosure should include, but not limited to, material information on:  <b>IV.A.7.</b> Related party transactions.</p> <p><b>ICGN (2021) PRINCIPLE 9:</b>  <b>9.4 Related party transactions</b></p> <p>The board should develop, adopt and disclose a related party transactions (RPT) Policy and have a robust process for approving, reviewing and monitoring RPTs and any inherent conflicts of interest. This includes establishing a committee of independent directors, either as a separate committee, or an existing committee comprised of independent directors, for example the audit committee. The committee should review significant related party transactions to determine whether they are in the best interests of the company and, if so, to determine what terms are fair and reasonable. The conclusion of committee deliberations on significant related party transactions should be disclosed in the company's annual report to shareholders.</p>
D.4.2	Does the company disclose the name, relationship, nature and value for each material RPTs?	

D.5 Directors and commissioners dealings in shares of the company		Guiding Reference
D.5.1	Does the company disclose trading in the company's shares by insiders?	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.A.</b> Disclosure should include, but not be limited to, material information on:  <b>IV.A.4.</b> Major share ownership, including beneficial owners, and voting rights.</p> <p><b>ICGN (2021) PRINCIPLE 4:</b>  <b>4.4 Employee share dealing</b>  The Board should develop clear rules regarding any trading by directors and employees in the company's own securities. Individuals should not benefit directly or indirectly from knowledge which is not generally available to the market.</p> <p><b>ICGN (2021) PRINCIPLE 5:</b>  <b>5.5 Share ownership</b>  The board should disclose the company policy concerning ownership of shares of the company by the CEO, non-executive directors and executives. This should include the company policy as to how share ownership requirements are to be achieved and for how long they are to be retained. While CEO and executive share ownership is encouraged, the use of derivatives or other structures that enable the hedging of an individual's exposure to the company's shares should be prohibited.</p>

D.6 External auditor and Auditor Report		Guiding Reference
<i>Where the same audit firm is engaged for both audit and non-audit services</i>		
D.6.1	Are the audit and non-audit fees disclosed?	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.C.</b> An annual external audit should be conducted by an independent, competent and qualified auditor in accordance with internationally recognised auditing, ethical and independence standards in order to provide reasonable assurance to the board and shareholders on whether the financial statements are prepared, in all material aspects, in accordance with an applicable financial reporting framework.</p> <p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.D.</b> External auditors should be accountable to the shareholders and owe a duty to the company to exercise due professional care in the conduct of the audit in the public interest.</p> <p><b>ICGN (2021) PRINCIPLE 8:</b>  <b>8.3 Audit Committee</b>  The terms of reference for the committee should be publicly disclosed and include:  f) Recommending the appointment, reappointment and, if necessary, the removal of the external auditor, as well as approving audit fees. Any non-audit fees should normally be less than the audit fee and, if not, there should be a clear explanation as to why it was necessary for the auditor to provide these services and how the independence and objectivity of the audit was assured.</p>

D.6.2	Does the non-audit fee exceed the audit fees?	<p><b>ICGN (2021) PRINCIPLE 8: 8.3 Audit Committee</b></p> <p>The terms of reference for the committee should be publicly disclosed and include:</p> <p>f) Recommending the appointment, reappointment and, if necessary, the removal of the external auditor, as well as approving audit fees. Any non-audit fees should normally be less than the audit fee and, if not, there should be a clear explanation as to why it was necessary for the auditor to provide these services and how the independence and objectivity of the audit was assured.</p>
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D.7 Medium of communications		Guiding Reference
<i>Does the company use the following modes of communication?</i>		
D.7.1	Quarterly reporting	<p><b>G20/OECD Principles of Corporate Governance (2023): IV.E. Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.</b></p> <p><b>ICGN (2021) PRINCIPLE 7: Corporate Reporting</b></p> <p>Boards should oversee timely and reliable company disclosures for shareholders and relevant stakeholders relating to the company's financial position, approach to sustainability, performance, business model, strategy, and long-term prospects.</p>
D.7.2	Company website	
D.7.3	Analyst's briefing	
D.7.4	Media briefings /press conferences	

D.8 Timely filing/release of annual/financial reports		Guiding Reference
D.8.1	Are the audited annual financial report / statement released within 120 days from the financial year end?	<p><b>G20/OECD Principles of Corporate Governance (2023): IV.A. Disclosure should include, but not be limited to, material information on: IV.A.1. The financial and operating results of the company.</b></p> <p><b>G20/OECD Principles of Corporate Governance (2023): IV.C. An annual external audit should be conducted by an independent, competent and qualified auditor in accordance with internationally recognised auditing, ethical and independence standards in order to provide reasonable assurance to the board and shareholders on whether the financial statements are prepared, in all material respects, in accordance with an applicable financial reporting framework.</b></p> <p><b>G20/OECD Principles of Corporate Governance (2023): IV.E. Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.</b></p> <p><b>ICGN (2021) PRINCIPLE 7: Corporate Reporting</b></p> <p>Boards should oversee timely and reliable company disclosures for shareholders and relevant stakeholders relating to the company's financial position, approach to sustainability, performance, business model, strategy, and long-term prospects.</p> <p><b>ICGN (2021) PRINCIPLE 7: 7.3 Financial reports</b></p> <p>The board should affirm that the company's annual report and accounts present a true and fair view of the company's position and long-term prospects.</p>
D.8.2	Is the annual report released within 120 days from the financial year end?	
D.8.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?	

D.9 Company website		Guiding Reference
<i>Does the company have a website disclosing up-to-date information on the following:</i>		
D.9.1	Financial statements/reports (latest quarterly)	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.A.</b> Disclosure should include, but not be limited to, material information on:  <b>IV.A.1.</b> The financial and operating results of the company.</p> <p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>IV.E.</b> Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.</p> <p><b>ICGN (2021) PRINCIPLE 7:</b>  <b>Corporate Reporting</b>  Boards should oversee timely and reliable company disclosures for shareholders and relevant stakeholders relating to the company's financial position, approach to sustainability, performance, business model, strategy, and long-term prospects.</p>
D.9.2	Materials provided in briefings to analysts and media	
D.9.3	Downloadable annual report	
D.9.4	Notice of AGM and/or EGM	
D.9.5	Minutes of AGM and/or EGM	
D.9.6	Company's constitution (company's by-laws, memorandum and articles of association)	

D.10 Investor relations		Guiding Reference
D.10.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?	<p><b>G20/OECD Principles of Corporate Governance (2023):</b>  <b>V.D.</b> The board should fulfil certain key functions, including:</p> <p><b>V.D.9.</b> Overseeing the process of disclosure and communications.  The functions and responsibilities of the board and management with respect to disclosure and communication need to be clearly established by the board. In some jurisdictions, the appointment of an investor relations officer who reports directly to the board is considered good practice for publicly traded companies.</p>