

2022 Annual Report

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Introduction

This annual report is prepared by VALGREEN SRL (“Valgreen”) considering the Shareholder Rights Directive II¹, local legislation² and Proxy Voting Guidelines issued by Valgreen during 2022.

The Proxy Voting Guidelines are be made publicly available, free of charge, on www.valgreen.ro and are updated at least on an annual basis.

Summary of 2022 activity

Valgreen issued 116 reports for general meetings for shareholders called during 2022, for companies listed on Bucharest Stock Exchange, Vienna Stock Exchange, Prague Stock Exchange, Warsaw Stock Exchange, Frankfurt Stock Exchange and / or London Stock Exchange.

During 2022 Valgreen issued proxy advisory reports for general meetings called by 23 companies listed on **Bucharest Stock Exchange**:

- ALRO SA (ALR) for shareholders’ meeting called for 8 April, 28 April, and 22 November 2022
- AQUILA PART PROD COM (AQ) for shareholders’ meeting called for 28 April, and 28 July 2022
- BITTNET SYSTEMS SA (BNET) for shareholders’ meeting called for 12 December 2022
- BRD - GROUPE SOCIETE GENERALE S.A. (BRD) for shareholders’ meeting called for 28 April 2022

¹ Article 3j

² Article 104 of the Romanian Issuers Law no. 24/2017 requiring proxy advisors to adopt a Proxy Voting guideline:

“(1) Proxy advisors publicly disclose reference to a code of conduct which they apply and report on the application of that code of conduct.

(2) Where proxy advisors do not apply a code of conduct, they shall provide a clear and reasoned explanation why this is the case.

(3) Where proxy advisors apply a code of conduct but depart from any of its recommendations, they shall declare from which parts they depart, provide explanations for doing so and indicate, where appropriate, any alternative measures adopted.

(4) Information referred to in the paragraphs (1)-(3) shall be made publicly available, free of charge, on the websites of proxy advisors and shall be updated on an annual basis.

(5) In order to adequately inform their clients about the accuracy and reliability of their activities, proxy advisors publicly disclose on an annual basis at least all of the following information in relation to the preparation of their research, advice and voting recommendations:

(a) the essential features of the methodologies and models they apply;

(b) the main information sources they use;

(c) the procedures put in place to ensure quality of the research, advice and voting recommendations and qualifications of the staff involved;

(d) whether and, if so, how they take national market, legal, regulatory, and company-specific conditions into account;

(e) the essential features of the voting policies they apply for each market;

(f) whether they have dialogues with the companies which are the object of their research, advice or voting recommendations and with the stakeholders of the company, and, if so, the extent and nature thereof;

(g) the policy regarding the prevention and management of potential conflicts of interests.

(6) The information referred to in this paragraph shall be made publicly available on the websites of proxy advisors and shall remain available free of charge for at least three years from the date of publication. The information does not need to be disclosed separately where it is available as part of the disclosure under paragraph 1.

(7) Proxy advisors identify and disclose without delay to their clients any actual or potential conflicts of interests or business relationships that may influence the preparation of their research, advice or voting recommendations and the actions they have undertaken to eliminate, mitigate or manage the actual or potential conflicts of interests.

(8) This Article also applies to proxy advisors that have neither their registered office nor their head office in the Union which carry out their activities through an establishment located in the Union.”

- BURSA DE VALORI BUCURESTI SA (BVB) for shareholders' meetings called for 28 April and 19 December 2022
- CONPET SA (COTE) for shareholders' meeting called for 28 April, 24 May, 18 August, 20 September, 28 October and 14 December 2022
- Digi Communications N.V. (DIGI) for shareholders' meeting called for 28 December 2022
- SOCIETATEA ENERGETICA ELECTRICA S.A. (EL) for shareholders' meeting called for 20 April, 9 June, and 12 October 2022
- Fondul Proprietatea SA (FP) for shareholders' meetings called for 15 November 2022
- GRUP SERBAN HOLDING S.A. (GSH) for shareholders' meetings called for 5 December 2022
- HOLDE AGRI INVEST S.A. (HAI) for shareholders' meetings called for 15 December 2022
- MedLife S.A. (M) for shareholders' meetings called for 28 April and 21 November 2022
- ONE UNITED PROPERTIES (ONE) for shareholders' meeting called for 26 April and 28 September 2022
- Sphera Franchise Group (SFG) for shareholders' meeting called for 18 April, 11 August, and 20 December 2022
- ROMGAZ SA (SNG) for shareholders' meeting called for 28 April, 8 June, 8 July, 13 September, 22 September, 17 November, 28 November, 8 December, and 29 December 2022
- NUCLEARELECTRICA S.A. (SNN) for shareholders' meeting called for 28 April, 10 August, 22 September and 19 October 2022
- OMV PETROM S.A. (SNP) for shareholders' meeting called for 27 April, and 26 July 2022
- TRANSELECTRICA (TEL) for shareholders' meeting called for 18 April, 28 April, 6 May, 18 August, 29 September, 21 November, and 15 December 2022
- Transgaz (TGN) for shareholders' meeting called for 12 April, 28 April, 14 June, 27 July, 20 September, 12 October, and 7 December 2022
- BANCA TRANSILVANIA S.A. (TLV) for shareholders' meetings called for 28 April and 18 October 2022
- TERAPLAST SA (TRP) for shareholders' meeting called for 28 April and 14 September 2022
- TTS (TRANSPORT TRADE SERVICES) SA (TTS) for shareholders' meeting called for 1 April, 29 April, and 16 December 2022
- PURCARI WINERIES PUBLIC COMPANY LIMITED (WINE) for shareholders' meeting called for 28 April 2022

The activity for companies listed on *Vienna Stock Exchange* started later during 2022. However, during 2022 Valgreen issued proxy advisory reports for general meetings called by 10 companies listed on Vienna Stock Exchange:

- AT&S Austria Technologie & Systemtechnik Aktiengesellschaft (ATS) for shareholders' meeting called for 7 July 2022
- DO & CO Aktiengesellschaft (DOC) for shareholders' meeting called for 14 July 2022
- ERSTE GROUP BANK AG (EBS) for shareholders' meeting called for 18 May 2022
- IMMOFINANZ AG (IIA) for shareholders' meeting called for 12 July 2022
- MAYR-MELNHOF KARTON AG (MMK) for shareholders' meeting called for 22 December 2022
- OMV AG (OMV) for shareholders' meeting called for 3 June 2022
- S IMMO AG (SPI) for shareholders' meeting called for 1 June and 6 September 2022
- UNIQA Insurance Group AG (UQA) for shareholders' meeting called for 23 May 2022
- Vienna Insurance Group AG Wiener Versicherung Gruppe (VIG) for shareholders' meeting called for 20 May 2022
- VOESTALPINE AG (VOE) for shareholders' meeting called for 6 July 2022

Considering Valgreen clients' needs, during 2022 Valgreen issued proxy advisory reports for general meetings called by 17 companies listed on **Warsaw Stock Exchange**

- Allegro.eu S.A. (ALE) for shareholders' meetings called for 22 June and 27 October 2022
- CCC Spółka Akcyjna (CCC) for shareholders meeting called for 28 October and 17 November 2022
- CD PROJEKT S.A. (CDR) for shareholders' meetings called for 28 June and 20 December 2022
- CYFROWY POLSAT (CPS) for shareholders' meeting called for 23 June 2022
- DINO POLSKA SPÓŁKA AKCYJNA (DNP) for shareholders' meeting called for 24 June 2022
- KGHM POLSKA MIEDŹ S.A. (KGH) for shareholders' meeting called for 21 June, 7 October and 24 November 2022
- LPP SA (LPP) for shareholders' meeting called for 23 September 2022
- GRUPA LOTOS (LTS) for shareholders' meeting called for 20 July 2022
- MERCATOR MEDICAL S. A. (MRC) for shareholders' meeting called for 27 July 2022
- Orange Polska Spółka Akcyjna (OPL) for shareholders' meeting called for 6 October 2022
- Bank Polska Kasa Opieki SA (PEO) for shareholders' meeting called for 15 June 2022
- PGE POLSKA GRUPA ENERGETYCZNA S.A. (PGE) for shareholders' meetings called for 22 June and 14 December 2022
- Polskie Górnictwo Naftowe (PGN) for shareholders' meetings called for 22 June and 10 October 2022
- Polski Koncern Naftowy ORLEN (PKN) for shareholders' meeting called for 21 July and 28 September 2022
- Powszechna Kasa Oszczędności Bank Polski (PKO) for shareholders' meeting called for 18 October 2022
- Powszechny Zakład Ubezpieczeń (PZU) for shareholders' meetings called for 29 June and 1 September 2022
- TAURON POLSKA ENERGIA (TPE) for shareholders' meeting called for 13 July 2022

Many companies listed on **Prague Stock Exchange** have the same investors base as companies listed on Vienna Stock Exchange, so during 2022 Valgreen issued proxy advisory reports for general meetings called by 4 companies listed on Prague Stock Exchange:

- ČEZ, a. s. (CEZ) for shareholders' meeting called for 28 June 2022
- KOFOLA ČS (KOFOL) for shareholders' meeting called for 23 June 2022 and for per-rollam resolution on 20 September 2022
- KOMERCNI BANKA (KOMB) for per-rollam resolution for 21 November 2022
- Philip Morris ČR a.s. (TABAK) for per-rollam resolution on 23 May and 7 December 2022

During 2022 Valgreen issued proxy advisory reports for general meetings called by several companies listed on **London Stock Exchange** (many of them as dual listing):

- City of London Investment Group PLC (CLIG) for shareholders' meeting called for 31 October 2022
- SAMSUNG ELECTRONICS CO LTD (SMSN) for shareholders' meeting called for 3 November 2022
- Companies with dual listings as Fondul Proprietatea SA (FP), OMV PETROM S.A. (SNP), ROMGAZ SA (SNG), ELECTRICA S.A. (EL)

At the end of 2022 Valgreen issued a proxy advisory report for a general meeting called by a company listed on **Frankfurt Stock Exchange** that has many investors from Romania:

- VOLKSWAGEN AG VZ (VOW3) for shareholders' meeting called for 16 December 2022

Methodologies and models applied

Valgreen issued Proxy Voting Guidelines for each stock exchange used for primary listing for companies in focus, using as models the corporate governance principles applicable on the specific market.

Valgreen recommendations takes relevant market-specific factors into account in our research and recommendations included in proxy voting reports. Where Valgreen departs from any of the Proxy Voting Guidelines, there is a statement on which parts Valgreen departs, will provide explanations for doing so and indicates, where appropriate, any alternative measures adopted.

Considering the importance of votes against Valgreen created the register of significant votes against (the 'Register'), tracking significant shareholders votes against the resolutions proposed by the management or by a significant shareholder of several companies listed on Bucharest Stock Exchange.

The Register is focused on companies that are part of BET index that have received significant opposition by shareholders to a resolution, or any draft of resolution rejected after shareholder vote. In doing so, it helps to identify which companies are acknowledging shareholder votes against and how they are addressing their shareholders' concerns (if such actions are public).

We included the idea of setting up a public Register of shareholder votes following the UK model but simplified considering the Romanian Corporate Governance Code.

The Register published by Valgreen includes:

- ✓ key details about the proposed resolution (title, meeting date and meeting type)
- ✓ results of the shareholder vote (percentage of votes cast for, and percentage of the issued share capital voted, if such information is public)
- ✓ Valgreen's comments on how the companies decided to respond to the significant vote against (if available)

The Companies that registered significant votes against during 2022 are:

- [ALRO S.A.](#)
- [BANCA TRANSILVANIA S.A.](#)
- [BURSA DE VALORI BUCURESTI SA](#)
- [C.N.T.E.E. TRANSELECTRICA](#)
- [CONPET SA](#)
- [FONDUL PROPRIETATEA](#)
- [MedLife S.A.](#)
- [ONE UNITED PROPERTIES](#)
- [PURCARI WINERIES PUBLIC COMPANY LIMITED](#)
- [S.N. NUCLEARELECTRICA S.A.](#)
- [S.N.T.G.N. TRANSGAZ S.A.](#)
- [SOCIETATEA ENERGETICA ELECTRICA S.A.](#)

The register is a great instrument of research for investors, but also for companies, in their efforts to build a better relationship with shareholders and future investors.

The main information sources used

Valgreen uses as main information source the website of the company calling the general meeting. If the information published is not clear or the company is not providing the information, Valgreen asks the company to publish clarifications and additional data.

Some of the companies responded and added the clarifications and additional information on website (for instance CONPET SA (COTE) was very responsive and added the additional data on website), but other companies sent evasive responses without responding to the request of clarification and did not publish any additional data on website. The example we present is of TTS (TRANSPORT TRADE SERVICES) SA and the questions were related to the fee of the auditor proposed for following year and rotation of partners – all other companies responded to such questions.

The procedures put in place to ensure quality of the research, advice and voting recommendations

Valgreen has procedures in place clarifying the process for preparing the proxy voting report:

- ✓ Valgreen checks the announcements published on each company on periodical basis (on daily basis for companies listed on Bucharest Stock Exchange, on weekly basis for companies listed on Vienna Stock Exchange, Prague Stock Exchange, Warsaw Stock Exchange, Frankfurt Stock Exchange and / or London Stock Exchange)
- ✓ When a general meeting is announced, Valgreen prepared the timeline for it and shares it with the interested clients
- ✓ Valgreen updates its website on the date of the general meeting called, publishing the dates of general meetings for companies covered on www.valgreen.ro for easier access in a centralized place
- ✓ Valgreen team analyses the documentation for the meeting and has an active dialogue with the company, but also with other investors, especially on subjects that received in the past significant votes against
- ✓ Based on public information and dialogues with company and investors Valgreen team prepares the proxy advisory report
- ✓ Valgreen share the proxy advisory report with all interested clients
- ✓ Valgreen upload the report on its virtual store, in case that other investors are under pressure of time and want to buy it directly
- ✓ For majority of general meetings Valgreen representatives are joining the meeting physically
- ✓ After general meeting Valgreen informs its clients on results of the vote and
- ✓ Valgreen updates the register of significant votes against (if the case).

Qualifications of the staff involved

Valgreen team is managed by Valeria Nistor. Valeria Nistor is an entrepreneur and specialist consultant in the growing field of corporate governance advisory. Valeria spent 11 years with Franklin Templeton as head of legal for Romania and company secretary for few entities in Romania and in UK. Valeria has an expertise of over 13 years with listed companies, dealing with many challenges provoked by shareholder activism or supporting a team of portfolio managers in being activist with portfolio companies. Valeria spent an extensive time in corporate governance and reporting area for entities listed on Bucharest Stock Exchange, London Stock Exchange, and portfolio companies in process of preparation for being listed. Before joining Franklin Templeton Valeria spent 11 years with Romanian Ministry of Finance, from the start as a legal counsel till leading the legal department of Tax Authority. Valeria graduated Bucharest University with a BA in Law, she has a master's in management from Bucharest University of Economic Studies, and she completed several corporate governance, and ESG educational programmes. She has a professional certificate in International Sustainable Business issued by International Association for Sustainable Economy UK in March 2022. Valeria is a member of The Corporate Governance Institute, and a member of Independent Directors Association (*Asociatia Administratorilor Independenti*) and a member of Power Women Network. Valeria is an advocate of diversity and inclusion and promoter of modern corporate governance implementation.

Valeria holds shares in majority of the companies in Valgreen focus, to have access to information as a shareholder.

National market, legal, regulatory, and company-specific conditions and essential features of the voting policies they apply for each market

Valgreen covers in its research companies listed on Bucharest Stock Exchange, Vienna Stock Exchange, Prague Stock Exchange, Warsaw Stock Exchange, Frankfurt Stock Exchange and / or London Stock Exchange. Each market has legal and regulatory specific condition, and in addition each company may have particular practices dictated by its Articles of Association. Valgreen issued Proxy Voting Guidelines for each stock exchange and reviews the policies on yearly basis.

For companies listed on **Bucharest Stock Exchange** there are many particularities:

- Several companies listed on Bucharest Stock Exchange and controlled by Romanian State use to have a very high number of general meetings (for instance Romgaz holding 13 general meetings during 2022). This put an unnecessary pressure on investors that need time and resources for preparing and sending votes at almost every 3 weeks.
- There are many companies controlled by Romanian State that have interim members of the board repetitively appointed for 4 or for 2 months. The practice is ignoring legislation in force that sets that an interim mandate cannot be extended for more than 6 months. The main concern is that Romanian Government imposed this practice, ignoring legal provisions in force and delaying the selection of the professional management without any argumentation.

- The agenda of general meeting is amended in many cases and the investors have less than 5-7 days for voting, that is putting a lot of pressure especially on institutional investors.
- Comparing with other more developed markets, independence of the chair of the board is not popular practice – there are only few companies that have independent chairperson.
- Many of the boards, especially in companies controlled by Romanian State (but not only) have in composition politicians or political related persons, without a proper experience in the area of activity of the company.
- Several members of the boards of companies listed on Bucharest Stock Exchange are overboarded, publish inaccurate resumes (even there are criminal investigations started for false statements) or don't attend meetings and other corporate events of the companies.
- There are members of the management that are trading during closed periods, pretending that they don't have access to inside information even under market abuse regulation they are persons discharging managerial responsibilities.
- In many boards there are no specialists in audit or accounting, as required by regulations in force for person chairing audit committee. The solution identified by some companies was to appoint another person that is not member of the board only for chairing audit committee. This new practice is adding bureaucracy and new expenses to companies when the easiest solution would be to have a member of the board qualified in this area.
- The practice of having a skill matrix for the board and a succession planning is suffering from transparency point of view. In several cases the skill matrix was designated for having appointed a certain person as member of the board, not considering the need of the companies.
- The process for the selection of the board's members is not transparent. In other cases, there is a public process of recruitment, but there are 'preferred' candidates already appointed as interim members of the board (some with strong political affiliations), involved in organising the selection process.
- Even the remuneration level is public, some of the companies don't have a clear remuneration policy, as required by legislation in force, pretending that the policy is not needed as remuneration level is set in legislation in force. Other companies avoid publishing the remuneration of the key management persons, as required under legislation and regulations in force.
- The culture of companies needs to be reviewed and more transparency is expected regarding the purpose, values and strategy of each company.
- Many of the general meetings are overlapping and the companies are not interested in adapting the timing or organising investors events for a better shareholders' engagement.
- Appointing auditors is proposed many times without any presentation on tenure, partners rotation or audit fees proposed for next mandate.
- Only few companies have a gender balance statement or policy and many don't have any target as percentage for board composition or time horizon.
- The material votes against are not considered significant issues and are not treated seriously, even though there are many cases when shareholders resolutions are approved with less than 80%.
- There are more actors on corporate governance market (including Valgreen) providing proxy advisory services and publishing information on general meetings called by target companies.

- The use of electronic voting extended to more companies and eVOTE or internal electronic voting solutions are highly appreciated by investors.
- The number of webcasted general meetings and events for investors increased and the access using technology is an important tool for shareholders' engagement.
- There were more investors events and some of the companies invite all investors to attend (unfortunately some of the companies are continuing the practice of discrimination between investors, but maybe 2023 will bring more improvements).
- Companies implemented dividend policies and shared healthy profits with their shareholders.

For companies listed on **Vienna Stock Exchange** the number of the general meetings is reasonable, especially comparing with Romanian market. The companies use to have an annual general meeting with a standard agenda, very similar with more developed markets. The issues identified during 2022 for companies listed on Vienna Stock Exchange refer to:

- The exaggerated increase for management remuneration, especially for non-independent members of the board.
- Changes at the level of the boards (replacing members with experience in audit or accounting with members that are not independent).
- Overboarded directors, being appointed in several companies listed on Vienna Stock Exchange.
- Directors that are not attending all board meetings are proposed to be re-appointed.
- Appointing auditors with tenure longer than 9 years, without any explanation or details on the partners rotation.
- The practice of having a skill matrix for the board and a succession planning (especially for members with a very long tenure) is suffering from transparency point of view.

For companies listed on **Prague Stock Exchange** there are only few issues identified related to

- the changes at the level of the boards without a transparent process and
- the gender balance strategies.

For companies listed on **Warsaw Stock Exchange** there are many specificities of the market, especially for companies controlled by Polish Government. The main issue identified during 2022 are:

- Frequent changes at the level of management, without involving any other minority shareholder and without a transparent process.
- Significant increase of the board remuneration without a proper argumentation.
- No statements on the gender balance at the level of the boards.

For companies listed on **Frankfurt Stock Exchange** there are only few issues identified related to

- the composition of the boards (several political affiliated members of the board, non-independent chairpersons, members of the board with an excessive tenure) and
- the gender balance strategies at the level of the boards.

For companies listed on **London Stock Exchange**, as main listing, or secondary listing the issues identified are related to the composition of the board – specifically issues related to non-independent chairpersons, members of the board with an excessive tenure.

The dialogues with the companies

Valgreen has an active dialogue with companies covered, even the representatives of the companies are not willing to respond all the time. For avoid situations when companies refused the response because the questions were not addressed by a shareholder, the partners of Valgreen invested in majority of covered companies and address questions based on the right of shareholders to be informed.

Valgreen’s Mission


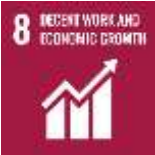
Valgreen mission is to promote transparency, and implementation of corporate governance principles and integrity in business, especially for listed companies.

Valgreen’s Vision

We support listed companies to align to the best practices for implementing corporate governance principles, helping for a better engagement of shareholders’ engagement in the life of listed companies.

Valgreen’s Values

Valgreen chooses as its values a part of the Sustainable Development Goals (“SDG”)³. SDGs aim to transform our world. They are a call for action to promote prosperity while protecting the planet. Considering its mission and vision, Valgreen identified its main values as being linked with following SDGs:

| Goal | Description | Target |
|--|--|---|
| Goal 5  | Achieve gender equality and empower all women and girls | 5.1 End all forms of discrimination against all women and girls everywhere 5.5 Ensure women’s full and effective participation and equal opportunities for leadership at all levels of decision-making in political, economic and public life |
| Goal 8  | Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all | 8.3 Promote development-oriented policies that support productive activities, decent job creation, entrepreneurship, creativity and innovation, and encourage the formalization and growth of micro-, small- and medium-sized enterprises, including through access to financial services |

³ [The 2030 Agenda for Sustainable Development](#), adopted by all United Nations Member States in 2015, provides a shared blueprint for peace and prosperity for people and the planet. At its heart are the 17 Sustainable Development Goals, which are an urgent call for action by all countries - developed and developing - in a global partnership. .

| | | | |
|----------------|--|--|--|
| | | | 8.8 Protect labour rights and promote safe and secure working environments for all workers, including migrant workers, in particular women migrants, and those in precarious employment |
| Goal 10 |  | Reduce inequality within and among countries | 10.3 Ensure equal opportunity and reduce inequalities of outcome, including by eliminating discriminatory laws, policies and practices and promoting appropriate legislation, policies and action in this regard |
| | | | 10.5 Improve the regulation and monitoring of global financial markets and institutions and strengthen the implementation of such regulations |
| Goal 11 |  | Take urgent action to combat climate change and its impacts | 13.3 Improve education, awareness-raising and human and institutional capacity on climate change mitigation, adaptation, impact reduction and early warning |
| Goal 17 |  | Strengthen the means of implementation and revitalize the Global Partnership for Sustainable Development | 17.17 Encourage and promote effective public, public-private and civil society partnerships, building on the experience and resourcing strategies of partnerships |

Code of Ethics and potential conflicts

Valgreen issued its Code of Ethics in March 2022. The Code of Ethics covers:

- Compliance with the laws, rules, and regulations
- Insider trading situations
- Conflict of interest
- Corporate opportunities situations
- Anti-corruption, gifts, and gratuities
- Confidential information status
- Transparency and non-discrimination
- Advising and reporting the ethical issues and
- Document retention policy

During 2022 there were no derogations from the Code of Ethics.

Valgreen published the statement on conflicts in 2022 describing the potential conflicts of interests:

- Valgreen has not concluded any contractual arrangements with the companies for which issues proxy voting reports.
- The partners of Valgreen have investments in almost all listed companies on Bucharest Stock Exchange BET Index, but they are minority retail shareholders.

- Valeria Nistor, the Managing Partner of Valgreen was an employee of Franklin Templeton until 11 February 2022. As Franklin Templeton is the alternative investments fund manager for Fondul Proprietatea, Valgreen did not issue any report regarding Fondul Proprietatea until October 2022 (the cooling off period was 3 months, extended after it to the first general meeting after its expiration).

Focus for 2023

The main objectives for 2023 of Valgreen as a proxy advisor are:

- **Active monitoring for board composition and diversity**, considering the gender balance Directive (expected to be implemented), skills diversity and succession plans in place
- **Management accountability for shareholder rights policies implementation**, as there is an expectation of minority shareholders to have a better engagement and a constructive dialogue, ensuring that investors receive fair and equal treatment
- **Management accountability for governance issues**, unethical behaviours, non-independence, no implementation of a gender balance policy, breach of the fiduciary duty, breach of market abuse regulation or other regulations with a major impact on the company
- **Management accountability for ESG disclosures**, as there is an expectation of investors to have transparency on this subject even the companies don't have legal obligation to report
- **Management accountability for Cyber Risk Oversight**, on the basis of a company's oversight or disclosure concerning cyber-related issues
- **Public disclosures** for material breaches of local legislation and / or corporate governance principles
- **Updating the Proxy Voting Guidelines** for each stock exchange, considering the principles above and the particularities and change of legislation for each market
- **Improved shareholders' engagement processes.**

Valeria Nistor

Managing Partner