



## مركز المشروعات الدولية الخاصة

### ملحوظة

في حالة ظهور رموز غير مفهومة في النص الذي بين يديك يرجع هذا إلى خطأ في الطباعة وبيعادة طباعته بصورة سليمة يرجى زيارة الرابط الآن [www.cipe-arabia.org/pdfhelp.asp](http://www.cipe-arabia.org/pdfhelp.asp)

# Corporate Governance

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## Information Request List – Listed Companies

### Commitment to Good Corporate Governance

- 1. Ownership structure.** Please provide a chart setting out the important shareholdings, holding companies, affiliates and subsidiaries of the company, indicating *ultimate beneficial* ownership and percentages of shares held by each.
- 2. Governance structure.** Please provide a chart setting out the governance structure of the company, indicating the principle organs of the company's governance and to whom each reports (including the Shareholders Meeting, the Board of Directors, any Board committees, senior management, internal audit, external audit and principal management units).
- 3. Major transactions and material events.** Please provide a timeline of major transactions and material events for the past five years (in particular, corporate acquisitions, mergers, restructurings and sales or purchases of major assets, etc.). What material events disclosures were made to the markets in each case?
- 4. Organic documents.** Please provide an English translation of the company's charter and other organic documents.
- 5. Policies relating to corporate governance.** What written policies, codes or manuals have been elaborated that set out the company's approach to governance, the respective roles, responsibilities and composition of the Board, disclosure and transparency practices, and treatment of minority shareholders? Please provide IFC with English translations.
- 6. Corporate events calendar.** Does the senior management and the Board approve an annual calendar of corporate events, including the shareholders meeting and Board meetings?
- 7. Company corporate governance code.** Does the company have a Corporate Governance Code (or "Policy" or "Guidelines") that outlines the governance practices of the company and, in particular, the role of the Board? What are the company's procedures for monitoring its compliance with the Corporate Governance code?
- 8. Country corporate governance code.** Are the Board and the senior management familiar with the voluntary code of corporate governance for the country (if such code exists)? To what extent does the company comply with the provisions of this code?
- 9. Code of Ethics.** Does the company have a code of ethics? Please provide IFC with an English translation. What employees are subject to it? How are the company's ethical precepts communicated to employees? How is compliance overseen and enforced?
- 10. Compliance responsibility.** Who in the company is primarily responsible for ensuring that the company complies with the law, its charter and policies regarding corporate governance (i.e. role of the Board, transparency and disclosure, treatment of shareholders), and code of ethics? Does the company disclose to its shareholders on a periodic basis the extent to which it is complying with its rules regarding corporate governance?
- 11. Shareholders agreements.** Please provide details and translations of any shareholders agreements or other informal arrangements among all or some shareholders.
- 12. Succession planning.** What has been the history of succession of the chief executive officer? Does the company have a *written* policy concerning succession planning? How much longer does the current chief executive intend to remain in this position?
- 13. Annual report.** Please provide a translation of any discussion of the company's corporate governance included in its latest annual report, if any. Who in the company drafted, reviewed and approved such disclosure? What models or examples did the company use in drafting this disclosure?
- 14. Foreign listings of shares.** Is the company currently listed on a foreign stock market, such as the NYSE, Nasdaq or the London Stock Exchange, or is such a listing contemplated? If the company does have a foreign listing, what steps have been taken to comply with new regulations and listing requirements, including the Sarbanes-Oxley Act? How does the company ensure fair disclosure to ADR holders (and other foreign shareholders) and equal ability to exercise their corporate rights (in particular, voting rights and rights to participate in new share offerings)?

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### Structure and Functioning of the Board of Directors

1. **Establishment of a Board of Directors.** What has been the company's historical experience with its Board of Directors? When was the Board established? How often does it meet?
2. **Board policies.** Please provide English translations of any policies or by-laws relating to the practices of the Board of Directors.
3. **Agenda and minutes.** Is an agenda prepared and distributed in advance of Board meetings? Are minutes prepared and approved after Board meetings?
4. **Current Board membership.** Please provide a list of the current members of the Board with summary CVs indicating, at a minimum, their affiliations with the company, management and controlling shareholders, and other companies on which such persons sit as Board members.
5. **Composition of the Board.** As a practical matter, how is the composition of the Board of Directors determined? Are there any shareholder agreements or provisions of the company's charter that specify which shareholders appoint directors? Are there any informal understandings?
6. **"Independent" Board members.** How, if at all, does the company define "independent" with respect to Board members? (See IFC model definition of "independent".) Who are the independent members of the Board of Directors (independent of management and dominant shareholders) and how were they selected? What compensation do independent (and other) directors receive for their services?
7. **Skill mix.** What sorts of business and other experience are represented on the Board? What efforts are made to ensure an appropriate mix of skills and experience among Board members?
8. **Functioning of the Board.** Does the Board serve the classic functions of a Board (providing guidance to and monitoring the performance of the senior management for the benefit of all shareholders) or is the Board's primary function to act as a meeting of shareholders?
9. **The Board and the management team.** Are senior managers members of the Board or do they, in any case, routinely attend Board meetings? If so, does the Board regularly hold "executive sessions" without the presence of management? What is understood as the role of the Board vis-à-vis management, particularly with respect to the following?
  - Setting strategy and vision of the company;
  - Selection of CEO and senior management;
  - Oversight of internal controls, external audit and preparation of financial statements;
  - Major capital expenditures and large-value transactions; and
  - Human resources policy.
10. **Audit and other standing committees.** Does the Board of Directors have an audit committee or other standing committees, such as governance, finance, nomination and remuneration, or conflicts of interest? How are these committees established, who sits on them, and how do they function?
11. **Conflicts of interest and related party transactions.** Does the company have any special rules and procedures regarding Board review of transactions that involve conflicts of interest and related parties? Please provide a summary table of related party transactions reviewed by the Board or committees of the Board over the past three years.
12. **Board evaluation.** Does the Board conduct self-evaluations or other reviews of its effectiveness? How are such reviews conducted and with whom are the results shared?
13. **Corporate secretary.** Does the company have a corporate secretary, whose responsibilities include the organization and functioning of the Board of Directors? If not, who organizes Board meetings?
14. **Inspection committee.** Do the national company laws require the company to have some form of inspection committee, such as a *conselho fiscal*, *sindico* or *commissaire*? If so, what has been the company's historical experience with its inspection committee? When was the inspection committee established? How often does it meet? What sorts of business and other experience are represented on it? Please provide a list of the current members of the inspection

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committee with summary CVs indicating, at a minimum, their affiliations with the company, management and controlling shareholders.

### Transparency and Disclosure

- 1. Information dissemination.** Please summarize the company's policies with respect to preparation and dissemination of financial and non-financial information about the company, including a calendar of information disclosed on a regular basis to the public, the securities regulator and the exchanges on which the company's securities are traded. To what extent do the company's policies in this respect go beyond the minimum requirements of the securities and other regulators and the exchanges? Who in the company is responsible for drafting, reviewing and approving the company's periodic disclosures (annual, semi-annual and quarterly reports)? Does the company make disclosures available on the internet in a timely fashion?
- 2. Internal audit and internal controls.** Please describe the company's internal controls and internal audit process. To whom does the internal audit function report? What is the role of the CFO and chief accountant? What is the role of the audit committee of the Board and with whom does it interact in the course of the year? What is the procedure and calendar over the course of the fiscal year for interaction between the external and internal auditors? Is the internal auditor responsible for testing the company program for compliance with laws and regulations and company policy? Does the external auditor report on the adequacy of the company's system of internal controls?
- 3. External audit and external auditors.** What is the company's policy with respect to the selection of external auditors? Who, formally and in practice, selects the external auditors and to whom are they responsible? (Shareholders Meeting, the Board, audit committee, controlling shareholder, senior management?) Is it the policy to rotate the external auditors? Are the audit partners rotated? What other services does the external auditor perform for the company and its affiliates (controllers, sister companies, subsidiaries)? Is the auditor an internationally recognized audit firm? Are the audits conducted in accordance with International Standards of Auditing? Who has access to the working papers and management letters ("deficiency letters" or "recommendation letters") prepared by the external auditors?
- 4. Compliance Program.** Please describe the company's compliance program or procedures including training of employees, auditing and monitoring systems, company "hotline" for reporting violations and guidance as to conflicts of interest and appropriate sanctions and disciplinary action for violations. What information does the company provide to regarding its compliance program and its results?
- 5. Fair disclosure.** How does the company ensure equal treatment of all shareholders and the market in the release of financial and non-financial information, including company strategy?
- 6. Financial statements.** Does the company produce financial statements in accordance with IAS or US GAAP? Does the company publish quarterly reports, including segment reporting?
- 7. Shareholders agreements.** Are shareholders agreements with or among the controlling shareholders disclosed to all shareholders? Are shareholders agreements registered with the securities regulator?
- 8. Disclosure of major transactions and material events.** What is the procedure for drafting, reviewing and approving disclosure of major transactions and other material events? How has the company complied with regulatory and exchange rules with regard to disclosure of major transactions, including mergers and acquisitions? Please provide a summary of such transaction in the past three years that have been subject to special review by the regulator or the exchange.
- 9. Regulatory and self-regulatory review.** What has been the company's experience with review of its periodic disclosure by the securities regulator and the exchange? Has the regulator or the exchange ever required the company to provide additional information or clarification in the annual report or other disclosure? On what elements of the company's disclosure have the regulator and the exchange historically had the most comments? Has the company ever been sanctioned or censured by the regulator or the exchange for any failure or delay in disclosing required information to the public?
- 10. Responses to information requests.** What are the company's policies with respect to responding to individual requests for information from investors, market participants and journalists? Who is responsible for carrying out the policy?

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- 11. Meetings with securities analysts.** Are periodic meetings with securities analysts held? Who in the company participates in such meetings?
- 12. Employee stock ownership and stock options.** Please provide descriptions of any employee stock ownership or stock options schemes in place at the company in the course of the last five years. Provide figures on amounts and value of securities of the company distributed to executives and employees (and options exercised) pursuant to such schemes. Who approves the terms of such schemes (the Board, shareholders)? What disclosures are made to shareholders regarding the terms, exercise of options and cost of such schemes? What is the accounting treatment accorded the company's employee stock ownership and stock option schemes?

### Treatment of Minority Shareholders

- 1. Ultimate beneficial ownership.** How transparent to minority shareholders and the market is *ultimate beneficial* ownership and control of the company? What disclosures are made to the public on a periodic and exceptional basis regarding ultimate beneficial ownership of shares in the company by controlling shareholders and management?
- 2. Shareholders Meetings.** Who in the company is responsible for calling, organizing and reporting the results of annual and extraordinary shareholders meetings? What is the role of the corporate secretary with respect to Shareholders Meetings? Please provide a timetable for the Annual General Meeting of Shareholders. How much notice is required? When is the agenda provided? When can shareholders add items to the agenda?
- 3. Attendance and results of Shareholders Meetings.** Please provide a summary of the attendance and results of all Shareholders Meetings (annual and extraordinary) for the past three years, including number of shares represented, number of shareholders represented, agenda items and record of votes.
- 4. Related party transactions.** Please provide a table of related party transactions and other operations of the company that required shareholder approval over the past three years.
- 5. Changes of control.** What would be the treatment of minority shareholders in the event of a change of control of the company? Are there tag-along rights for minority shareholders that require the new controller to make an offer to purchase their shares? Is there any other requirement that the new controller make a tender offer concurrent with or following a change of control of the company?
- 6. Minority shareholder nomination of Board members.** What mechanisms, if any, permit minority shareholders to nominate members of the Board (cumulative voting, block voting, etc.)? Have such rights been exercised in the past?
- 7. Other minority shareholder rights.** Are there any types of transaction or other events that require some sort of special voting procedures (such as supermajority approval by the shareholders, or majority vote of minority shareholders)? What mechanisms, if any, exist in the company's charter or policies that permit minority shareholders to take action against the company, its management or controllers to prevent actions that might be unfairly prejudicial to the minority? Have such actions ever been taken?
- 8. History of shareholder relations.** What is the company's history with respect to disputes with shareholders? What types of disputes have arisen? Has the regulator or the exchange ever conducted any investigation into the company's treatment of shareholders? How have shareholder disputes been resolved?
- 9. Differentiated classes of equity and quasi-equity securities.** Please outline the principal terms of, and differences in voting rights and cash flow rights between the company's various classes of equity and quasi-equity securities.