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2022 and Beyond:

Global Trends in Stakeholder Incentives

Published by:

Farient Advisors LLC


With Our Partners in the Global
Governance and Executive
Compensation (GECN) Group

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Farient Advisors LLC is an independent premier executive compensation, performance, and corporate governance consultancy. Farient provides a full array of services, linking business strategy to compensation through a tailored, analytically rigorous, and collaborative approach. Farient has locations in Los Angeles, New York, Louisville, and Dallas and works with clients globally through its partnership in the GECN Group. Farient is a certified diverse company and is recognized by the Women's Business Enterprise National Council.

The Global Governance and Executive Compensation (GECN) Group is comprised of leading independent firms around the world specializing in executive compensation, performance, and governance. The GECN serves hundreds of clients in more than 35 countries across five continents, working with boards of directors, C-suite executives, investors, heads of public authorities, and other decision-makers to enhance stakeholder value.

About This Report

Welcome to the fifth publication in a series of research reports issued by the Global Governance and Executive Compensation (GECN) Group. Last year’s research titled **2021 and Beyond: Global Trends in Stakeholder Incentives** explored the efforts of companies to incorporate environmental, social, governance (ESG measures), and other value drivers into their executive compensation plans, and the prior year’s research titled **Seven Lessons from Engaged Investors** focused on investors’ changing expectations for companies. This year’s report, titled **2022 and Beyond: Global Trends in Stakeholder Incentives** picks up where last year’s research left off and discusses the growing and evolving trends in the use of stakeholder incentives globally.

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Client Publications

Study Methodology

This report deliberately refers to “stakeholders.” While we acknowledge that ESG is the most frequently used name for interests that extend beyond shareholders, we believe the term ESG alone does not capture the full breadth of non-financial performance and other interests that also contribute to long-term performance and sustainability. As a result, we use the term “stakeholder incentives” to refer to ESG as well as customer and community interests.

This year’s research expands the survey population to include companies in South Africa, in addition to the regions covered last year. All told, we collected and analyzed data on stakeholder incentives from the most recent public disclosures of all companies listed in the following indexes:



■ Australia - ASX 100



■ Canada - TSX 60



■ Continental Europe



• France - CAC 40



• Germany - DAX 30



• Switzerland - SMI 20



■ Singapore - STI 30



■ South Africa - JSE Top 40



■ United Kingdom - FTSE 100



■ United States - S&P 100

There are a multitude of performance measures pertaining to stakeholders (herein referred to as "stakeholder measures"). While we acknowledge that shareholders are included among stakeholders, we are referring to non-shareholder interests as "stakeholders" in this report for convenience and brevity only.

In order to discern the bigger picture trends, as well as the detail, we grouped all stakeholder measures into the following categories:

CATEGORIZATION OF STAKEHOLDER INCENTIVE MEASURES

SOCIAL

- Fatalities
- Injuries
- Illnesses
- Exposure to Harmful Substances
- Workplace Policies
- Gender Balance
- Diversity & Inclusion
- Employee Engagement
- Training and Development
- Behaviors, Ethics, Values, and/or Culture
- Employee Voluntary Turnover
- Other

ENVIRONMENTAL

- Scope 1, 2, and 3 GHG Emissions
- GHG Emissions (scope not specified)
- Non-Renewable Energy
- Renewable Energy
- Environmental Incidents
- Air Quality
- Land Management
- Water & Wastewater Management
- Waste & Hazardous Materials Management
- Sustainability
- Other

CUSTOMER

- Customer Satisfaction
- Customer Net Promoter Score
- Customer Complaints and Resolutions
- Product Quality and Safety
- Other

COMMUNITY

- Community Incidents
- Community Complaints
- Community Investments
- Other

GOVERNANCE

- Governance at the Board of Directors' Level
- Governance at the Executive Level
- Risk Management
- Compliance
- Behaviors, Ethics, Values, and Culture
- Other

I. Executive Summary

We've all known for years that we as a collective whole needed to more proactively manage problems caused by the inadvertent as well as deliberate exploitation of resources. Historically, investors have called on companies to hasten their efforts to reverse the impact of old habits. The events beginning in 2020 with extreme weather, the global pandemic, and social unrest put a finer point on this phenomenon. As such, companies have been accelerating their ESG journeys toward finding and executing solutions. Corporations, governments, employees, investors, and society at large are redefining the worth of a corporation to include traditional and broader societal contributions to value.



Investors are particularly important in driving this change, as many of them feel they have no choice but to hold every company in the world accountable for managing ESG factors to guard against existential threats to every investment they hold. Blackrock, State Street Global Advisors, and Vanguard are examples of this trend, with CEO letters and evolving voting policies that make it clear that broad stewardship by boards is an important priority to mitigate systemic risk. Engine No. 1, the activist investor that won three seats on ExxonMobil’s board, has developed a “Total Value Framework” that measures the value that companies create or destroy for shareholders and stakeholders. This framework assesses multiple financial, environmental, and social factors, and in turn, provides the basis for Engine No. 1’s investment decisions and influencing activities.

To this end, companies are becoming more adept at developing stakeholder strategies, measuring stakeholder performance, incorporating stakeholder interests in the calculus for determining executive pay, and reporting to all constituencies on progress in these areas. However, even with all the effort companies have expended on these activities, companies admit they are on a journey and there is still more work to be done, as indicated by the diagram below:

ASSESSING THE JOURNEY TO BUILDING STAKEHOLDER VALUE



(1) Stakeholder measures are defined as Environmental, Social, Governance, Customer and Community measures

- ✓ Work is well underway
- ✗ Work is in the early stages

Given the importance of “stakeholder stewardship,” most boards have now organized themselves to effectively oversee and communicate their companies’ progress toward building stakeholder value. This effort has taken the form of revised board and committee charters, adding new skills on the board, changing meeting agendas to incorporate new oversight functions involving climate, human capital including diversity, equity, and inclusion (DE&I) and other stakeholder-related matters, and arming boards with new resources. Determining whether and how stakeholder measures should be incorporated into executive pay plans is an important component of this change process.

These contextual trends provide greater meaning to our research and suggest several implications for boards and management, including:

- **Companies are still in the early days of a long journey toward developing stakeholder strategies, measures, and incentives.** To strengthen their practices, companies will need to continue to hone their understanding of:
 - Evolving investor demands
 - External trends in the use of stakeholder measures and incentives, and
 - Governmental and agency requirements for reporting on key initiatives, standardizing measures, and supporting corporate claims with verifiable facts
- **Use of stakeholder incentives continues to grow.** Now, approximately three-quarters of large companies represented in our study make some use of stakeholder incentives. To enhance the significance of these incentives, companies will need to increasingly understand core issues impacting results. In doing so:
 - **Context will continue to be important** as there are significant regional and industry differences in the use of stakeholder incentives
 - However, for this very reason, **a global and cross-industry perspective will also be important**, so as not to be blinded by parochial views
 - **Social metrics are still the most prevalent category of stakeholder metrics.** However, the nature of social metrics is changing, **with greater focus on DE&I**, and declining focus on employee engagement scores. This likely is a manifestation of the progress that companies still must make in DE&I, as well as intense shareholder scrutiny on the topic
- **The most meaningful gains in the use of stakeholder incentive measures are in the environmental realm.** As “Say on Climate” gains traction, whereby shareholders vote on a company’s climate transition action plan, we can expect to see more emphasis on environmental measures
- **While many firms have started incorporating stakeholder interests into their pay plans in a qualitative way, the trend is toward greater quantification.** We predict that companies will increasingly quantify incentive measures, disclose their progress on these measures as they gain confidence in using them, and incorporate such measures into their long-term incentive plans
- **While high-level trends are illuminating, details also will be increasingly helpful** as more companies disclose specific measures and goals (Farient maintains a contemporary data base on the specific incentive design elements pertaining to the environment and DE&I—two areas of intense shareholder concern)
- **Companies currently weight stakeholder measures about 20% to 25% in their short-term incentive plans.** Given the importance of financial coupled with stakeholder results, we predict little change in this average weighting, although weighting may vary considerably by company
- **The patterns called out in this study in the use of stakeholder measures and trends suggest broader concerns** with corporate opportunities and risk across continents around climate and talent, and the importance of board oversight in these areas

- **The speed of change is faster than we think.** Companies that don't try to lead the change almost definitely will fall behind. This could have reputational and competitive repercussions, particularly as companies compete for scarce talent

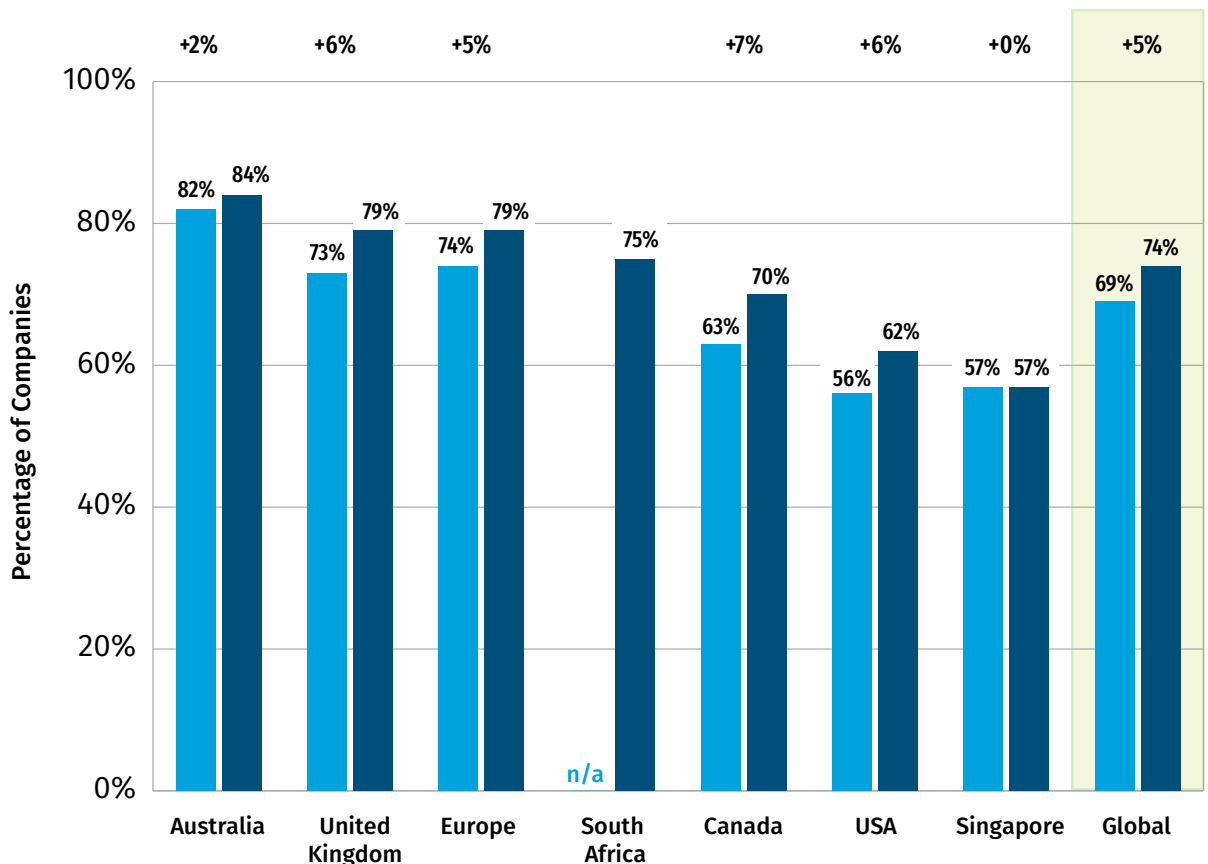
Our hope is that these insights will offer boards and management significant points of reference as they engage on these pivotal topics.

II. Eleven Unmistakable Trends in Stakeholder Incentives

1. Use of stakeholder measures in executive incentives differs widely by region

- Approximately three-fourths of large companies now incorporate performance on stakeholder measures into their incentive plans, either on a prospective or retrospective (qualitative look-back) basis
- This prevalence is up by five percentage points compared to 2021
- Prevalence was up in all regions
- While differences between regions are common, particularly around cultural norms, the gap between regions is narrowing
- Australia continues to lead in the use of stakeholder measures, followed by the U.K. and Europe
- The U.S. saw one of the largest increases, up by six percentage points from 56% to 62%
- We predict that the heavy use of stakeholder measures in incentives will continue into the foreseeable future

PREVALENCE OF STAKEHOLDER INCENTIVE MEASURES BY REGION



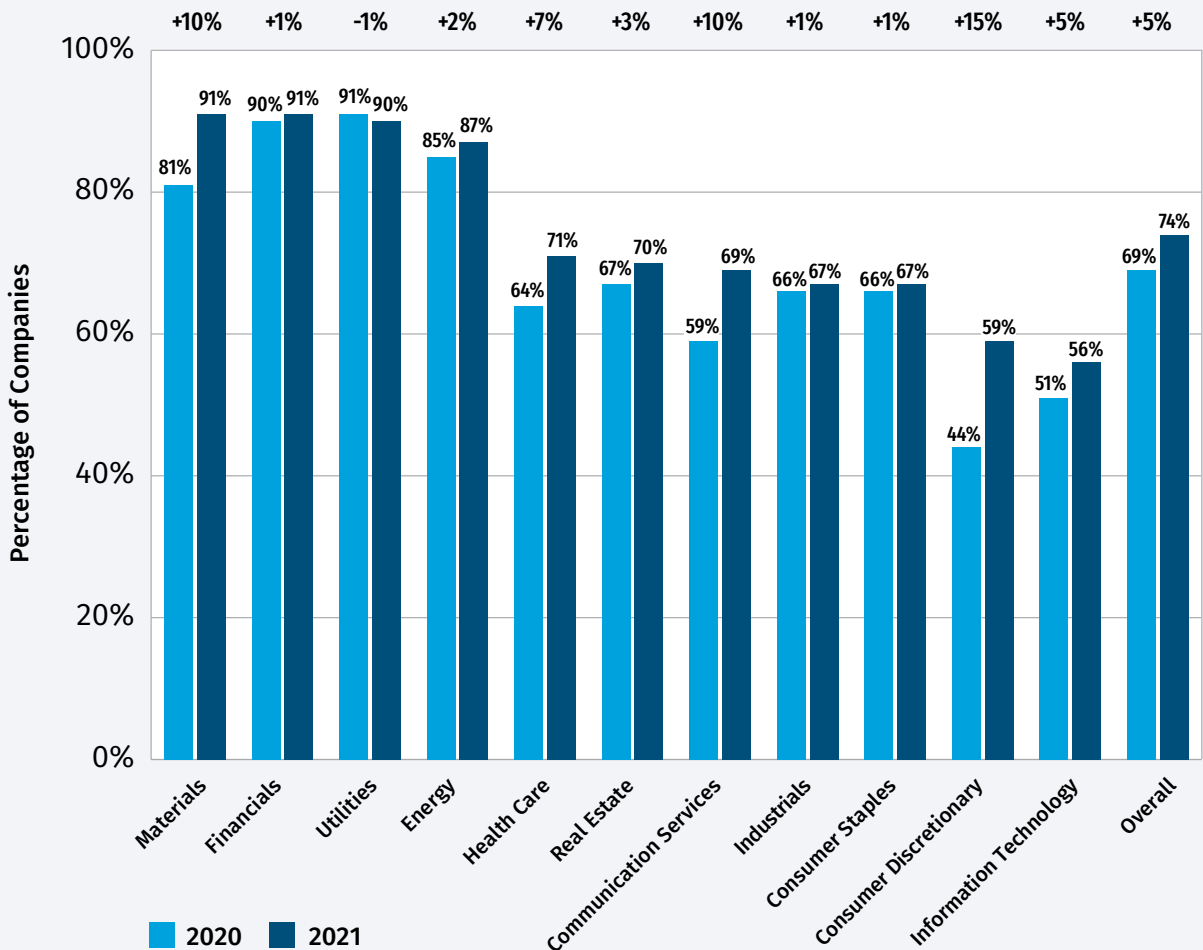
Note: Combined numbers across regions throughout this presentation include South Africa, which was added this year. This addition did not materially change the statistical outcomes of the data

■ 2020 ■ 2021

2. While the use of stakeholder incentives differs by industry, those industries that were lagging made the most significant gains

- The inclusion of stakeholder incentives continues to be a dominant practice in the Financial, Utilities, and Energy sectors
- The industries that gained the most in their use of stakeholder incentives include:
 - Consumer Discretionary (up 15 points);
 - Materials (up 10 points), rising to become the market leading sector;
 - Communication Services (up 10 points); and
 - Health Care (up 7 points)
- The global growth is evident, as the majority of large companies in every sector now use stakeholder incentives in their pay plans

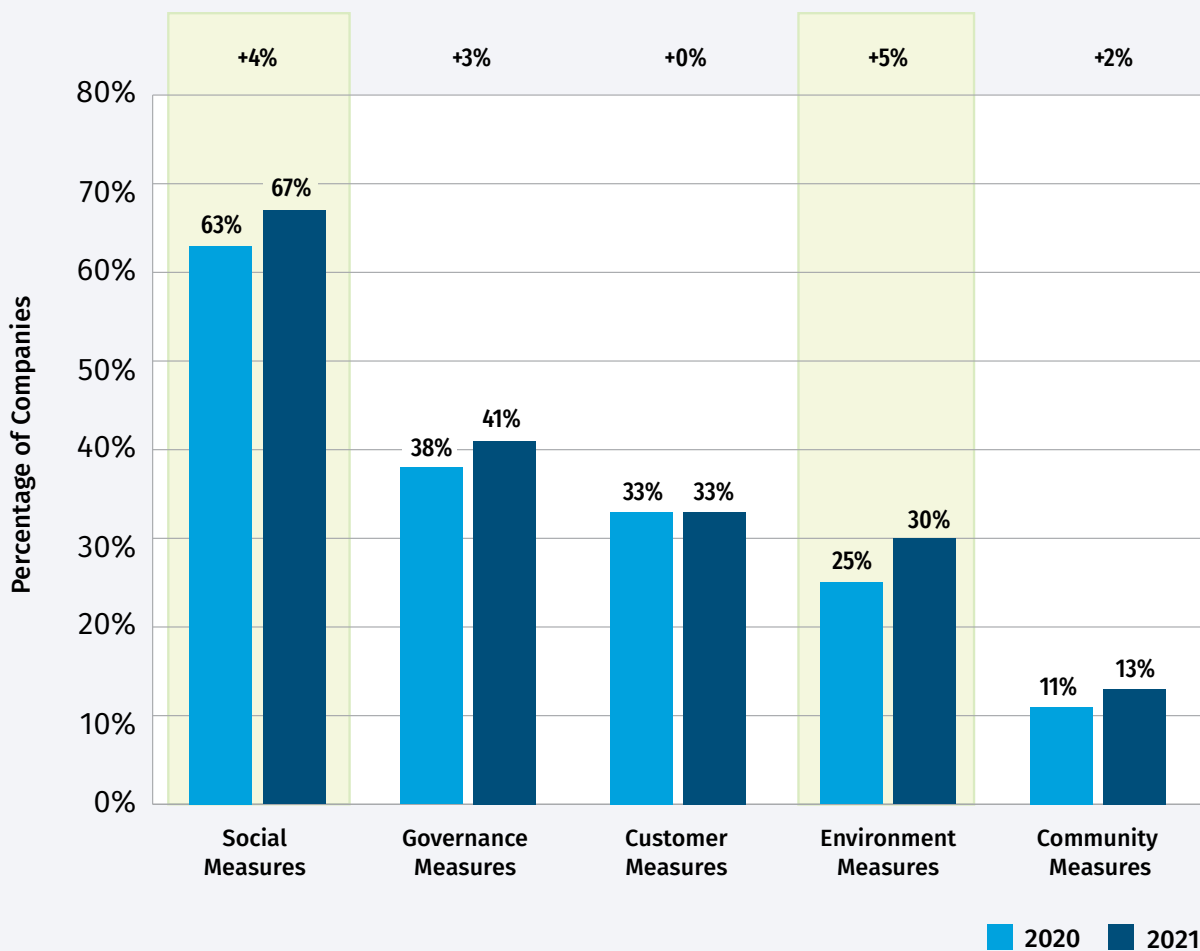
PREVALENCE OF STAKEHOLDER INCENTIVE MEASURES BY INDUSTRY



3. Social and environmental measures are making the largest gains

- Social measures continue to be the most prevalent type of stakeholder measure used, gaining four percentage points last year
- Environmental measures gained significantly in prevalence, up by five percentage points, from 25% to 30%
- Shareholders tend to focus most heavily on DE&I and climate in their engagement with issuers, which may be driving these increases
- We predict that social and environmental measures will continue to climb in prevalence in 2022

PREVALENCE OF STAKEHOLDER INCENTIVE MEASURES BY TYPE OF MEASURE AMONG COMPANIES USING STAKEHOLDER MEASURES



4. Social measures are most prevalent across all regions. Environmental measures are most prevalent in Europe, driven by cultural norms

- Social measures are prevalent in all geographies
- Environmental measures are highly prevalent in Europe, driven by cultural norms
- Community measures are least prevalent across all regions

PREVALENCE OF STAKEHOLDER INCENTIVES BY REGION AND TYPE OF MEASURE

	SOCIAL	GOVERNANCE	CUSTOMER	ENVIRONMENT	COMMUNITY
Australia	84%	64%	47%	34%	13%
United Kingdom	67%	43%	37%	34%	11%
Europe	70%	51%	28%	50%	17%
South Africa	68%	40%	23%	33%	20%
Canada	60%	30%	25%	25%	10%
United States	55%	19%	21%	14%	9%
Singapore	53%	30%	40%	10%	27%
Global (including South Africa)	67%	41%	33%	30%	13%

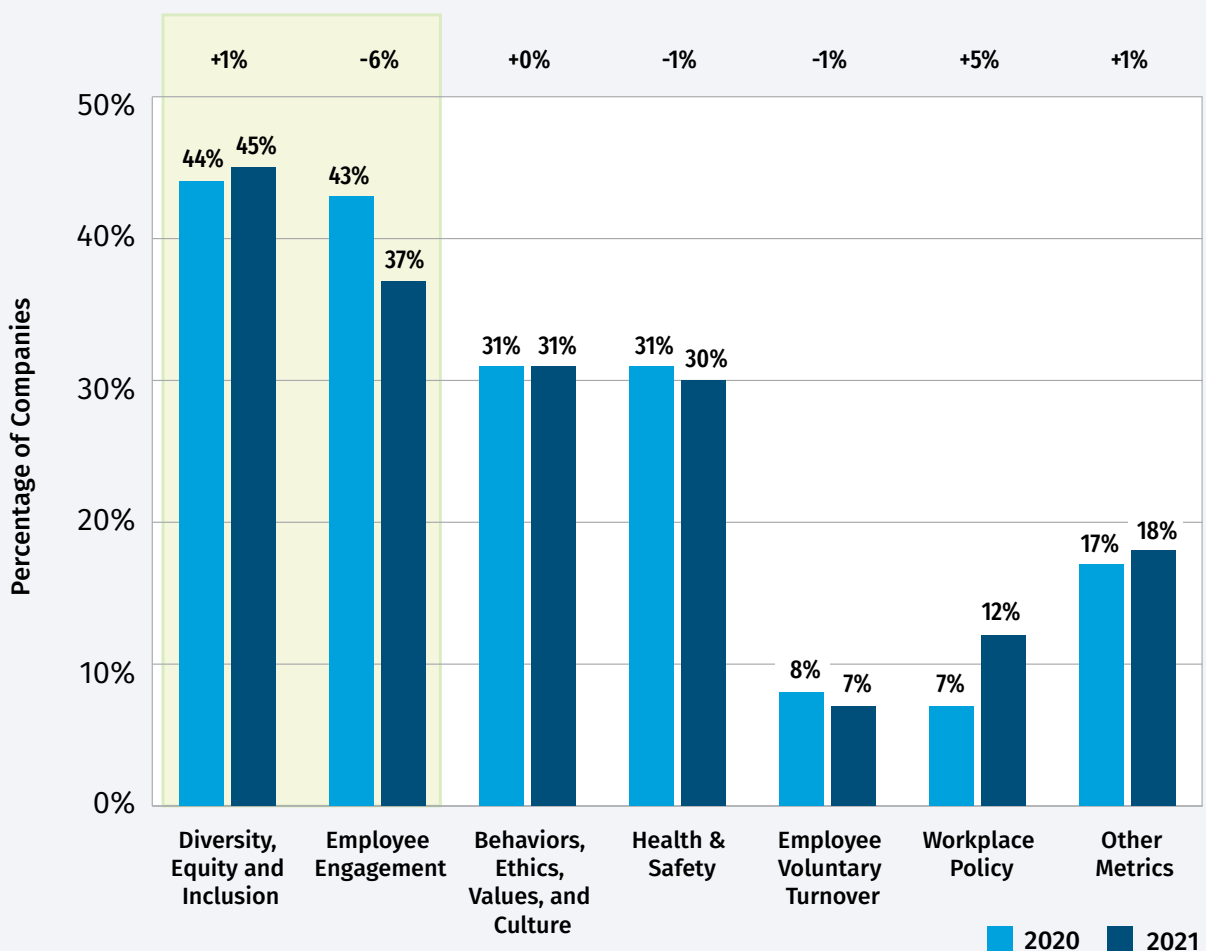
MIN  MAX



5. The “S” in ESG is evolving

- There is a wide variety of social measures used in stakeholder incentives, reinforcing the point that social measures are highly tailored to company needs
- The nature of social measures used is evolving. In the past, social measures focused on health and safety, such as fatalities, injuries, and illnesses. Now, with pressures for social change, there has been a visible shift toward gender, racial, and ethnic diversity and inclusion, as well as equitable treatment in pay, promotions, and other factors
- Today, DE&I and employee engagement are the most prevalent social measures used by large companies. However, DE&I is on the rise, while employee engagement is on the decline, perhaps due to the difficulty in setting goals around engagement during a pandemic
- Some firms have expressed reluctance to report DE&I metrics for two primary reasons:
 - Concern about unintended consequences of perceived “quota” type systems
 - Concern about publicly exposing sensitive information

**AMONG COMPANIES USING SOCIAL MEASURES,
PREVALENCE BY TYPE OF SOCIAL MEASURE**



- Discussions among our GECN Group partners indicate that DE&I is thought of differently by region. For example, in the U.S., it is thought of in terms of gender, ethnicity, and sexual orientation. In Asia, Australia, and Europe it is thought of primarily as gender-related
- Investors, rating agencies, and the SEC have expressed interest in more explicit reporting on DE&I. In addition, investors are interested in standardized reporting on DE&I for comparisons between one company and another
- As a result, as companies gather data on DE&I and establish reliable baselines, we anticipate that DE&I measures will continue to increase in prevalence in 2022 and beyond

Examples of global companies incorporating social metrics



XERO (AUS)

Short-term incentive tied to “Voice of the Employee” (measured through employee net promoter scores and engagement targets), weighted 10%; no specific goals disclosed



VIVENDI (FR)

Short-term incentive tied to “Increasing diversity in management ranks and diversity representation in advertising, both weighted 4%,” no specific goals disclosed



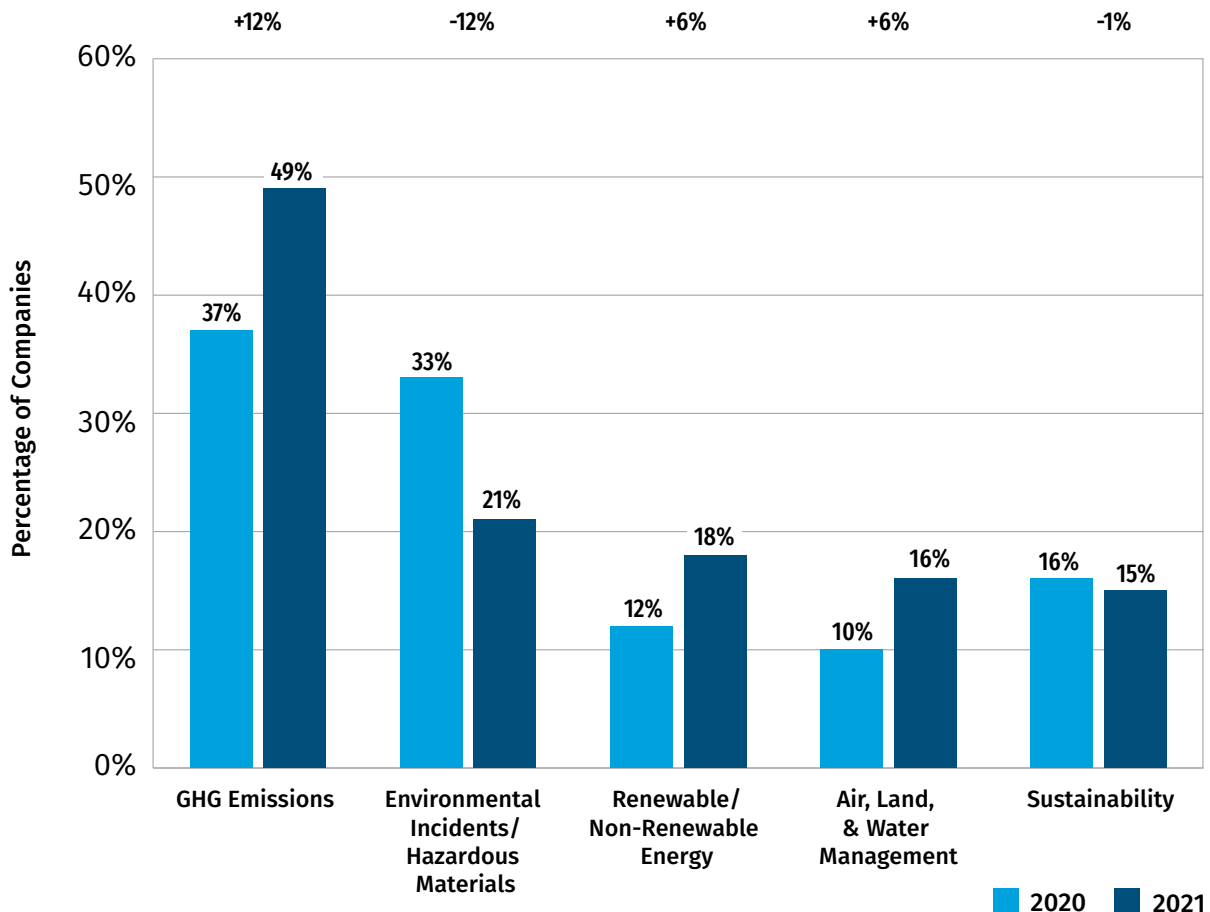
MONDELEZ (US)

Short-term incentive tied to “strategic goals,” including gender balance and achieving employee engagement scores, together weighted 20%; reported that 34% of executive leadership roles were held by women “significantly closing the balance of the organization,” and employment engagement results were in the top 20% of benchmark companies, “well ahead of expected progress.”

6. Reduction in GHG emissions is the most commonly used measure and is gaining prevalence

- Climate change is an increasing focus for investors, stakeholders, and shareholder activists. “Say on Climate” initiatives have seen companies pressured to submit annual non-binding advisory resolutions on the company’s climate transition action plan
 - Australian energy and mining companies have already adopted the approach and will see the shareholders vote in upcoming Annual General Meetings (AGMs)
- GHG emissions are a prominent topic among investors, likely leading to focus on GHG emissions for incentives by approximately half of the companies using environmental measures
 - Not surprisingly, companies with the most prevalent use of environmental metrics are in the energy, utilities, and materials sectors given this group’s impact on emissions
- The next four most prevalent environmental measures tend to be used by approximately 15% to 20% of those companies that use them
- Having said this, there are many types of environmental measures used that go beyond the five categories shown
- We predict that with increasing interest in “Say on Climate,” there will be significant growth in environmental measures in stakeholder incentives

AMONG COMPANIES USING ENVIRONMENTAL MEASURES, PREVALENCE BY TYPE OF ENVIRONMENTAL MEASURE



Examples of global companies using environmental metrics



L'OREAL (FR)

Reports that it is assessing each of its brands for its environmental footprint, and requires measurable improvements for all of its products. This is far-reaching and drives the measure down to the business unit and divisional levels



HOLCIM (SW)

One third of LTI awards are based on quantifiable goals of CO₂ emissions, quantity of waste reused, and freshwater withdrawn



TOTAL SE (FR)

STI is determined by quantifiable reduction in GHG emissions (10%) with targets approved by shareholders and individual performance related to developing a hydrocarbon strategy and low-carbon businesses



VERIZON (US)

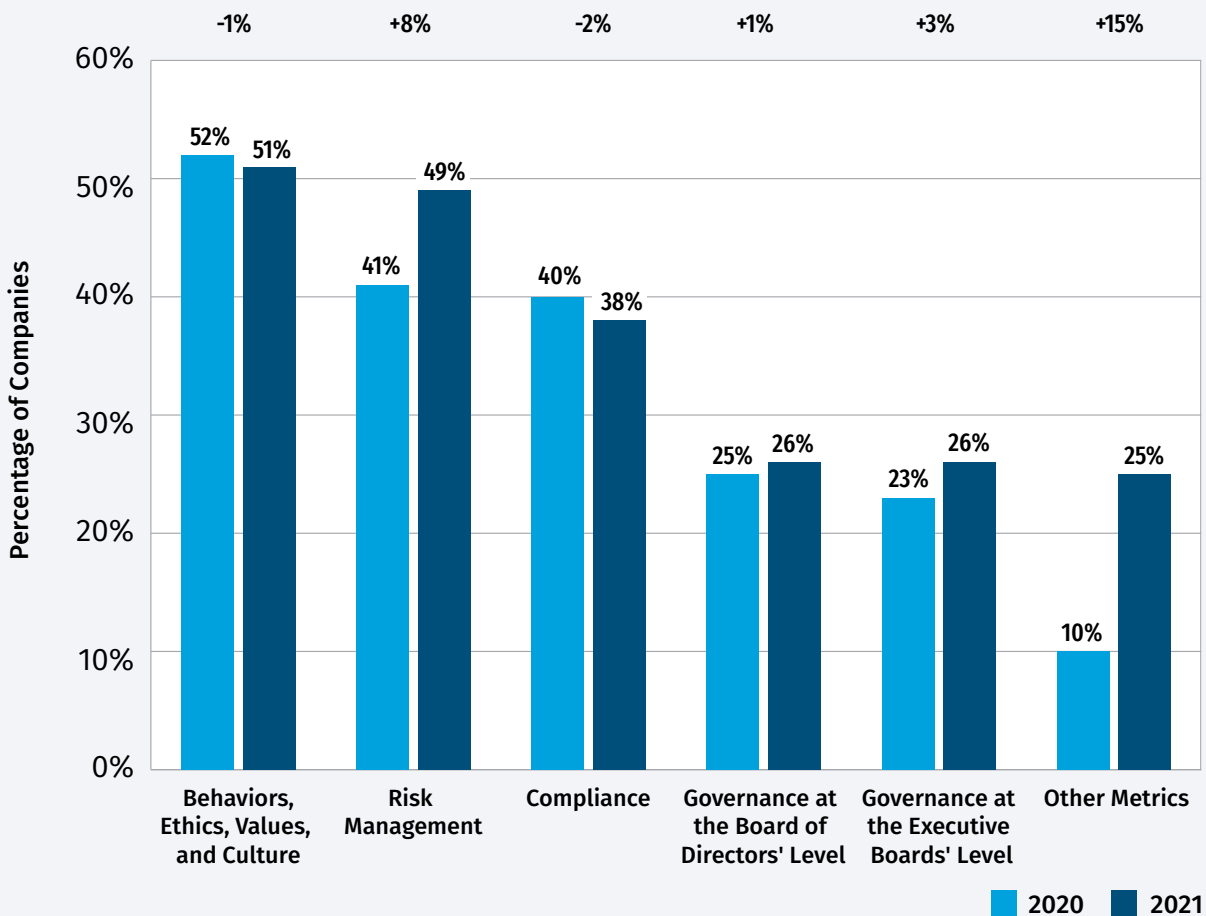
Ten percent of STI awards are tied to quantifiable ESG metrics including diverse supplier spend (target: \$5.7B), workforce diversity (59.3%), and reduction in carbon intensity (10%) as measured by amount of carbon emitted divided by the terabytes of data transported over Verizon networks



7. The “G” is primarily linked to risk, reputation, and compliance

- Over the last two decades, corporate governance has become much stronger, and continues to do so, as shareholder, regulatory, and corporate standards and practices are strengthened
- At the behest of shareholders, boards are now expected to oversee stakeholder interests in addition to shareholder interests as they are an indication of the sustainability of the enterprise
- As a result, governance plays significantly into stakeholder incentives
- The form of governance measures, however, is highly variable, based on the specific needs of the organization
- The next frontier in corporate governance is ensuring that companies’ ESG claims can be sufficiently supported. Otherwise, such claims can themselves pose an ESG risk

**AMONG COMPANIES USING GOVERNANCE MEASURES,
PREVALENCE BY TYPE OF GOVERNANCE MEASURE**



Examples of how companies are referencing the “G” in ESG



M&G (UK)

Allows for downward discretion of short-term awards in consideration of the annual report from the Risk Committee which includes an assessment of risk and compliance events. Any adjustments applied will be explained in the relevant annual remuneration report



LOBLAW (CA)

Ten percent of STI award was tied to compliance objectives determined by Loblaw’s maintaining ISO Assurance in respect of its Competition Law Compliance program; operational effectiveness testing; and on-time completion of mandatory compliance training. Specific numeric targets were not disclosed



Medtronic
When Life Depends on Medical Technology

MEDTRONIC (US)

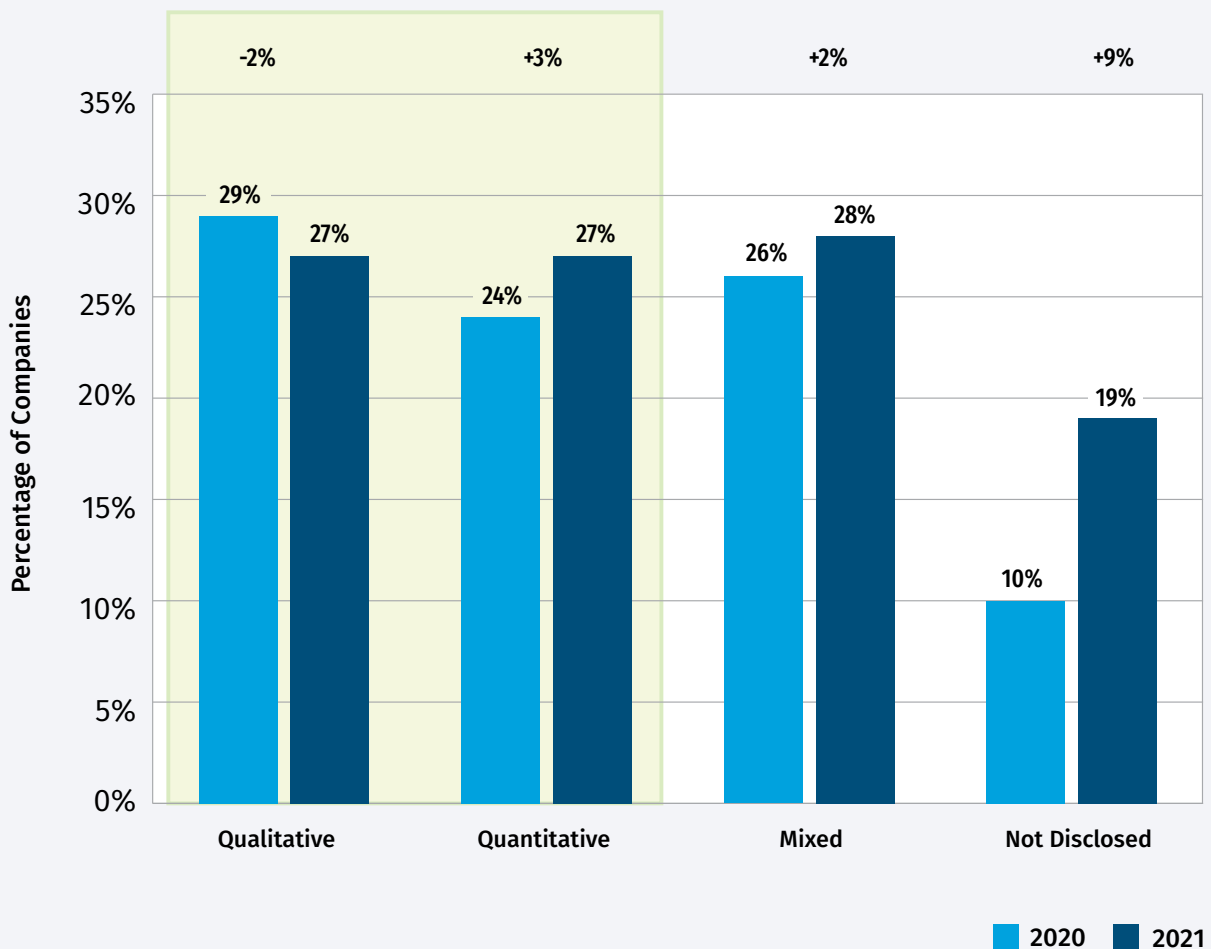
Applies a negative modifier of up to 5% to the calculated STI award using “a scorecard based on Food and Drug Administration (FDA) inspections, non-material FDA warning letters, and material FDA warning letters.” Score is calculated as a weighted count of the FDA warnings



8. While qualitative and quantitative shareholder measures are converging, the trend is toward greater quantification

- Companies and investors are pressing for greater quantification of stakeholder measures
- As a result, more and more companies are establishing baseline performance levels and goals in key performance areas
- We predict greater quantification of stakeholder measures in 2022 and beyond

PREVALENCE OF QUALITATIVE VS. QUANTITATIVE MEASURES AMONG COMPANIES WITH STAKEHOLDER MEASURES



Examples of stakeholder measures showing qualitative and quantitative assessments



SOUTH32 (SA)

Ties 25% of STI to “Sustainability” with measures and goals including: 20% reduction in Total Recordable Injury Frequency (TRIF), 10% reduction in material exposures, and quantified reductions to both scopes 1 and 2 GHG emissions



EMERA (CA)

As part of the STI scorecard’s “People” section (weighted 10%), executives were expected to improve the overall culture Index in the 2020 Employee Survey (=> 77%) with at least 90% of employees and directors completing one module of the new cybersecurity training by end of Q4



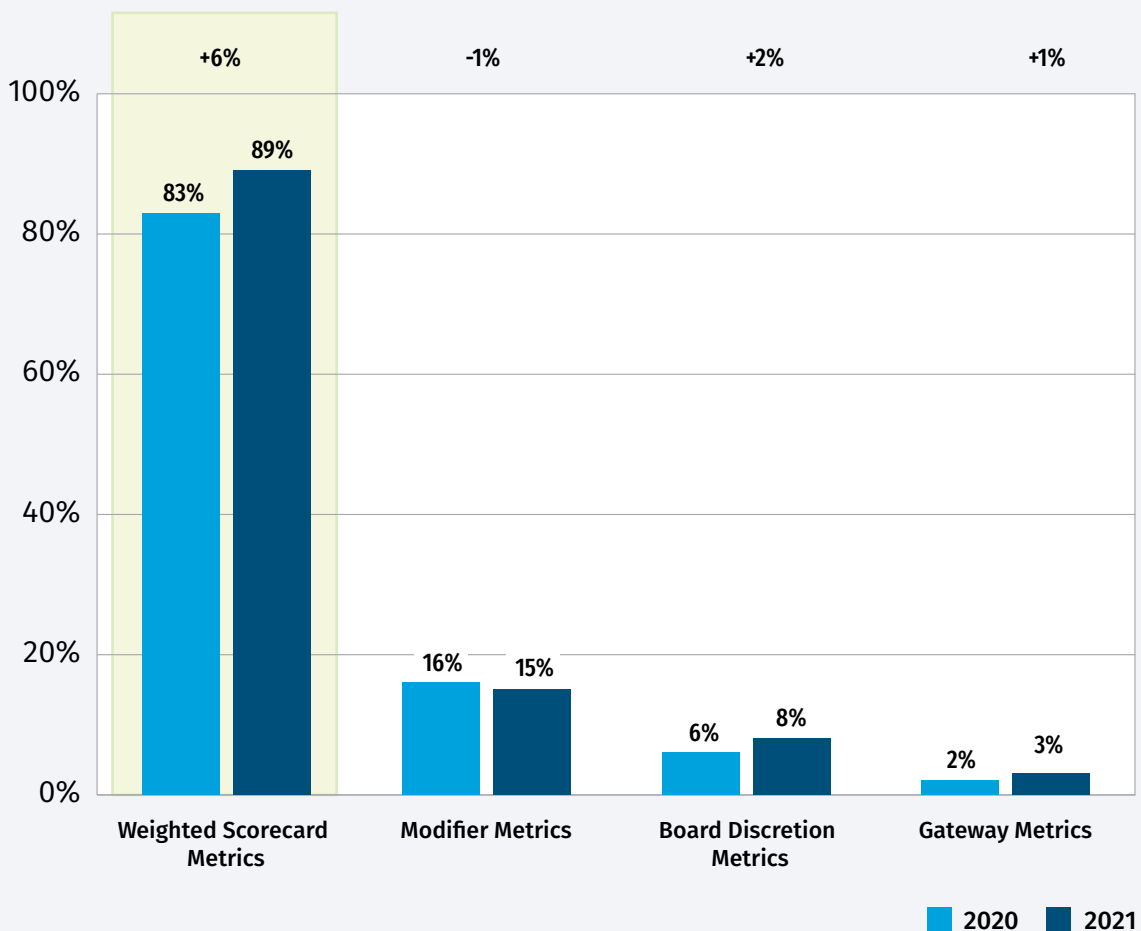
UNITEDHEALTH GROUP (US)

Twenty-five percent of STI is based on year-over-year improvement in Net Promoter Score (NPS) and Employee Experience Index (EXI)

9. Weighted scorecards, with a 20% to 25% weighting, are used most often to incorporate stakeholder measures into incentives

- Scorecard usage continues to be the most prevalent method for incorporating stakeholder measures into incentives
- Further, the use of scorecards is generally consistent by region, as is scorecard weighting
- A scorecard is a reasonable approach to establishing stakeholder measures given the number of stakeholder measures that may be important to the organization
- As a result, we predict continued prevalence in the use of scorecards going forward. However, we also predict greater quantification of stakeholder measures and more definitive links to incentive payouts as companies gain experience and confidence in using such measures

MECHANISMS FOR INCORPORATING STAKEHOLDER MEASURES INTO INCENTIVES AMONG COMPANIES USING STAKEHOLDER MEASURES



Examples of companies using weighted scorecards



SCENTRE GROUP (AUS)

Thirty-five percent of STI is comprised of a scorecard that covers quantifiable metrics such as improvement in NPS, employee retention (0% turnover of key executives), and establishing a roadmap to achieve net zero emissions by 2030



VODAFONE GROUP (UK)

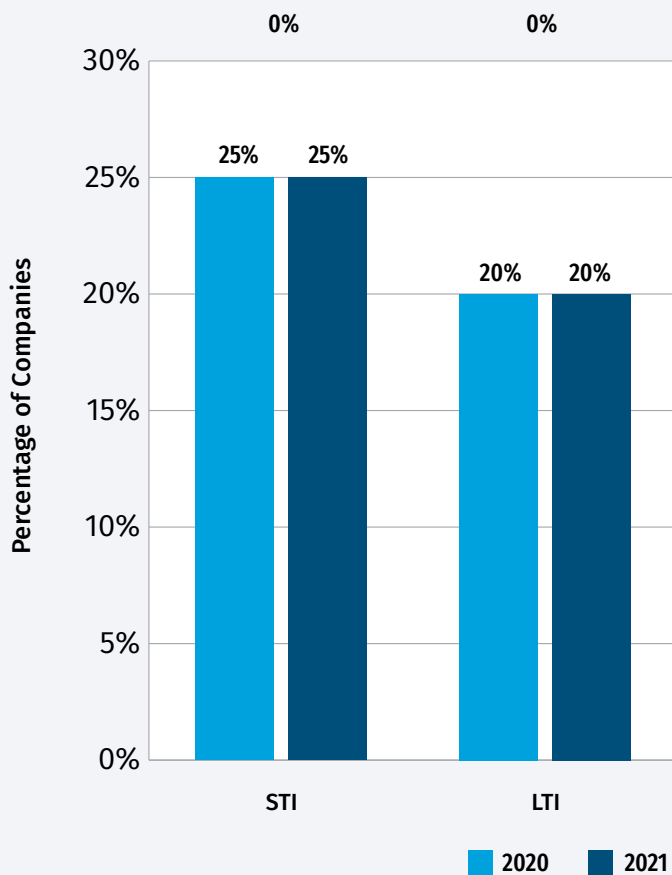
Thirty-three percent of the STI scorecard is based on quantifiable “customer appreciation” metrics, which measure customer churn, revenue market share, and NPS



DUKE ENERGY (US)

The operational excellence portion of the scorecard comprises 10% of the STI award and includes quantifiable metrics for reliability, employee safety, and environmental events

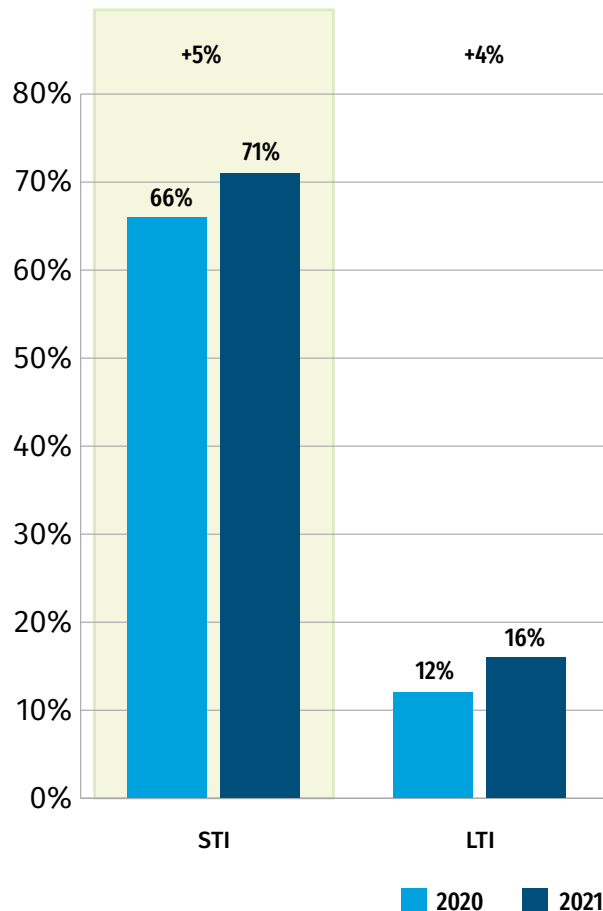
MEDIAN WEIGHTING OF STAKEHOLDER SCORECARDS IN INCENTIVE PLANS



10. Stakeholder measures continue to be used most in short-term (vs. long-term) incentive plans

- The use of stakeholder measures continues to be far more prevalent in short- vs. long-term incentive plans. This is because:
 - Short-term plans have traditionally been the “home” for other non-financial measures (e.g., strategic, operational, and individual), leaving a place for stakeholder measures in the short-term plan architecture
 - Setting non-financial goals is often more of a challenge over the longer term
 - Companies often need to “pilot” stakeholder measures and goals, making it easier to use such goals in the short-term plan
- However, stakeholder objectives often are long-term propositions, sometimes lasting decades, particularly with respect to the environment. Having said this, the three-year time horizon inherent in most long-term incentive plans is not long enough for these types of stakeholder measures. As a result, companies often break down long-term aspirations into shorter-term milestones to capture progress on stakeholder measures
- We predict that as more companies develop climate strategies and gain more confidence with measuring stakeholder performance, they will explore linking stakeholder metrics to their long-term incentive plans

PREVALENCE OF COMPANIES USING STAKEHOLDER MEASURES IN SHORT- VS. LONG-TERM INCENTIVE PLANS

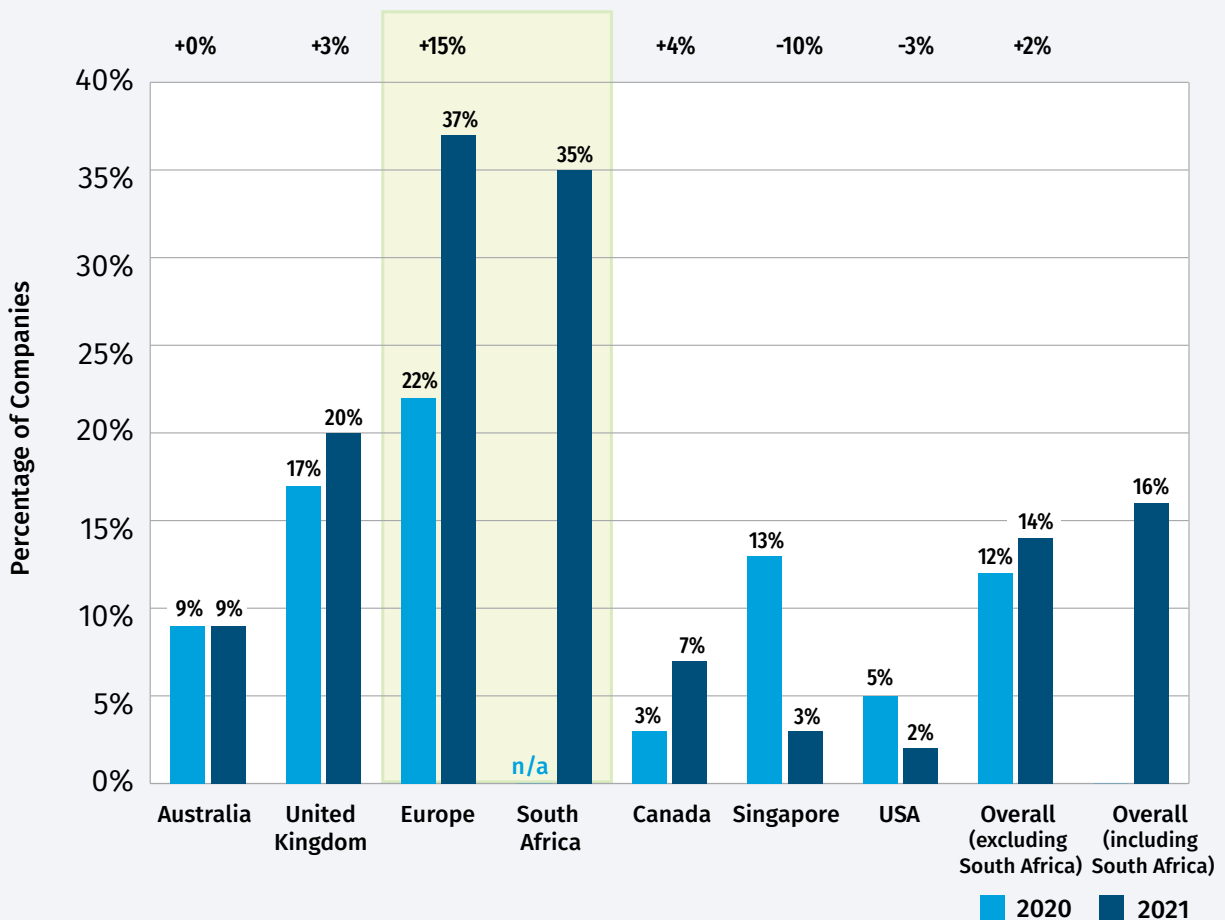




11. European and South African firms tend to make greater use of stakeholder measures in long-term incentive plans compared to other regions

- European and South African firms tend to use stakeholder measures in long-term incentive plans more frequently than do other regions
- In the case of Europe, the higher incidence of using stakeholder measures in long-term incentives compared to other regions likely links to Europe’s greater use of environmental measures
- As companies gain experience and confidence in using stakeholder measures and setting performance baselines, they are more likely to be willing to set longer-term goals and put stakeholder measures into long-term plans

PERCENTAGE OF COMPANIES USING STAKEHOLDER MEASURES IN LONG-TERM INCENTIVE PLANS BY REGION



Examples of European and South African companies using the stakeholder measures in long-term plans



SCHNEIDER ELECTRIC SE (UK)

Twenty-five percent of the LTI award is earned on the basis of inclusion and/or rating in external sustainability indexes including: Dow Jones Sustainability Index World (DJSIW), Euronext Vigeo, FTSE4GOOD, and CDP Climate Change. Each index is weighted equally at 6.25%



ANGLO AMERICAN PLATINUM (SA)

Twenty percent of the LTI award is earned on weighted metrics of energy efficiency (5% of award; requiring 4% to 10% improvement over 2019 baseline), carbon emissions (5% of award; requiring 5% to 15% improvement), water usage (5% of award; requiring 4% to 10% reduction), social sustainability and transformation (5% of award; not disclosed)



BASF (GER)

Thirty-three percent of LTI is based on holding CO₂ to 21.9 million metric tons each year over the four year performance period. The longer-term objective is to hold this same level through 2030



III. Maintaining Momentum: Action Steps for Directors

Looking at long-term trends in the use of stakeholder incentives, and considering broader perspectives around investor and governmental concerns, it is clear to us that corporations will continue to be called upon to play a pivotal role in furthering environmental and societal interests. It is reasonable to expect that stakeholder incentives also will play a more prominent and growing role in achieving such change.

This report begins to trace the ESG journeys of corporations by studying stakeholder strategies, measures and baselines, stakeholder incentives, and communication approaches to different constituencies. Corporate boards have a central role in participating in and overseeing this significant change-management process.

In compiling this report, we have made five predictions. These are:

Social and environmental measures will continue to climb in prevalence in 2022

Environmental measures, now most prominently used in Europe, will gain prominence in other regions, particularly with "Say on Climate" initiatives afoot

Companies will concentrate universally on DE&I, and to some extent on climate, depending upon the company's impact on climate, in considering stakeholder measures since investors are most intensely focused on these areas

The prevalence of stakeholder measures will continue to grow, and will become more universally used across regions and industry sectors in the foreseeable future

As companies establish measures and baseline performance levels, they will gain confidence in using stakeholder measures. This will lead to a greater quantification of stakeholder goals and their link to payouts, and greater use of certain types of stakeholder measures, such as climate, in long-term incentive plans

To effectively oversee stakeholder interests, boards and compensation committees should ask themselves the following questions:

- Does the company have a credible strategy that includes stakeholder interests?
- Does the company have measures of performance that indicate progress in creating stakeholder value?
- Does the company have a good idea of its starting point, i.e., its baseline? Does the company have a good idea of what level of performance it wishes to achieve and in what time frame?
- Does the company understand the root causes impeding its progress toward achieving its stakeholder goals? Does the company have a strategy for knocking down the barriers to change?
- Should the company incorporate stakeholder measures in its incentive plans to more acutely focus attention on stakeholder value?
- Does the board have a systematic process for collecting data on global external trends with respect to governments, investors, and corporate comparators? Does it have a process for incorporating this data into its decision-making on corporate strategies, measures, incentives, and communications?
- Finally, is your board ready for this? The speed of change is rapid and companies must feel like they are leading the charge if they are to keep up.

Looking out for stakeholder interests can be among your board's most significant contributions to changing the world.

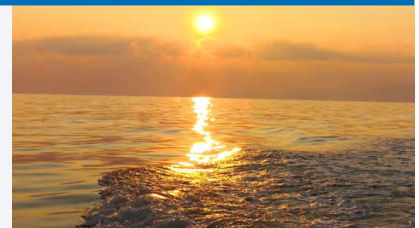
Contact Us

We hope our research is illuminating and contributes to continuously improving corporate and stakeholder engagement.

We invite your questions and comments. Please direct all inquiries to GECN Group leadership.

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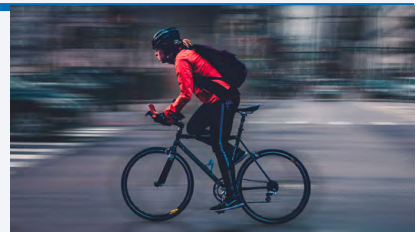
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