

GOVERNANCE SUITE

Develop and manage a corporate governance program that improves shareholder value and appeals to your investors

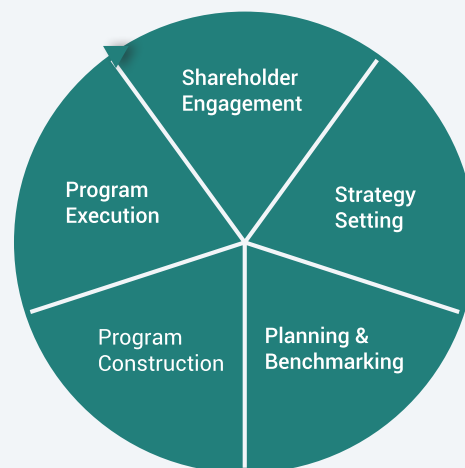
Corporate governance, disclosure, and transparency are top of mind for many corporate executives, investors, and market constituents. The presence of clearly defined governance processes that are consistent with global best practices is a key factor that influences investor decisions. Governance Suite supports your company's governance needs year-round through research, data, analytics, and trusted advisory services.

GOVERNANCE SUITE CORE SERVICES

- › Advisory Services
- › Governance Data & Research
- › ISS Governance QualityScore
- › Voting Analytics
- › Governance Exchange

The Support You Need Throughout the Governance Lifecycle

- › Stay abreast of key trends and recent developments in corporate governance
- › Understand the information that institutional shareholders look for and how these factors should be disclosed
- › Benchmark your governance practices against your peers
- › Leverage the expertise and support of a dedicated ISS Corporate Solutions (ICS) Advisor



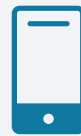
Key stakeholders use ISS Corporate Solutions to inform governance decisions, manage risk, and improve workflow

**ADVISORS
& ACADEMICS**

**INSTITUTIONAL
INVESTORS**

COMPANIES

Stay ahead of investor demands with year-round advisory services from ICS. Your Advisor can help you throughout the year to evaluate and audit your governance policies and proposals, analyze your shareholders' preferences, and relate industry best practices. Advisors can also assist in evaluating governance data, preparing board and executive level reports, providing pre-IPO advisory services to mitigate risk, and prioritizing your outreach and investor relations opportunities.



Just a phone call away, your ICS Advisor is an invaluable resource to help you navigate your most complex governance decisions.

Comprehensive Governance Data and Research

ICS' comprehensive governance data can help inform your most important decisions and reduce risk in your governance program. Essential for conducting analysis and peer benchmarking, assessing proxy voting results, and communicating corporate data to corporate executives, board members, and shareholders, ICS provides the industry's most extensive collection of governance information:



300,000

Data points on governance practices from more than 4,500 companies worldwide



3,400,000

voting results for individual ballot proposals



57,000,000

individual mutual fund voting results



500,000

ISS research vote recommendation reports



26,000

companies covered by ISS research each year



COMPLETE

data on investor-driven ISS voting policies

ISS Governance QualityScore

ISS Governance QualityScore can help you benchmark governance risk and uncover opportunities to maximize your appeal to investors. Many leading institutional investors use QualityScore to measure governance risk in their portfolios, while companies use QualityScore to identify areas that investors may see as presenting governance-related risk and inform their governance decisions.

QualityScore global coverage comprises of approximately 5,600+ companies in 30 markets, aligning with local market indices, including constituents of the U.S. Russell 3000, Canadian S&P/TSX Composite, STOXX600, NZX15, ASX 200, and the main European local market indices including the UK FTSE All-Share (ex-investment trusts.) QualityScore also includes widely held companies in ISS' coverage universe for Brazil, China, Hong Kong, India and Japan. The term "widely held" refers to companies that ISS designates as such based on their membership in a major index and/or the number of ISS clients holding the securities.

Under the ISS Governance QualityScore methodology, companies receive an overall score and subscores across four pillars: Board Structure, Compensation/Remuneration, Shareholder Rights & Takeover Defenses, and Audit & Risk Oversight.

Decile scores provide a snapshot view of risk while supporting factor-level data and a summary of key risks provide important insight to inform the research and decision-making processes.

Companies can review, verify, and provide feedback on the data used to determine their ISS Governance QualityScore via a complimentary Data Verification tool.

ICS' premium QualityScore tools allow companies to:

- Understand how investors perceive your governance program
- Identify governance practices that make you stand out among your peers, based on industry, country, region, and other specific factors
- Determine how changes in your practices impact the way investors may perceive your governance risk
- Stay ahead of emerging shifts in governance norms among your peers

BOARD STRUCTURE

- Board Composition
- Board Policies
- Composition of Committees
- Related Party Transactions
- Board Practices

COMPENSATION / REMUNERATION

- Pay-for-Performance
- Non-Executive Pay
- Non-Performance Based Pay
- Communications and Disclosure
- Use of Equity
- Termination
- Equity Risk Mitigation
- Controversies

SHAREHOLDER RIGHTS & TAKEOVER DEFENSES

- One Share One Vote
- Voting Formalities
- Takeover Defenses
- Other Shareholder Rights Issues
- Voting Issues

AUDIT & RISK OVERSIGHT

- External Auditor
- Other Audit Issues
- Audit and Accounting Controversies

Utilize ISS Governance QualityScore premium tools and ICS advisory services to benchmark governance risk and uncover opportunities to maximize appeal to investors.

Voting Analytics

With insight into proxy season voting trends and access to company voting results within days of disclosure, Voting Analytics allows you to analyze and anticipate institutional voting patterns and vote results across management and shareholder proposals. Use Voting Analytics to:

- Design stronger proposals by identifying similar proposals, analyzing their features, and understanding their resulting shareholder support
- Develop an outreach strategy among institutional investors by understanding their past voting patterns
- Benchmark proposal frequency and success rates before you issue your proxy
- Prioritize shareholder proposals in order of importance by seeing which have historically garnered the most support

[International and Expanded U.S. Vote Coverage](#)
Data from 2013 onward

[Vote results for Russell 3000 Companies](#)
Data from 2003 onward

[Mutual Fund Form N-PX Vote Records](#)
Data from 2007 onward

[Vote Records from All Major Fund Families](#)
500+ institutions and 18,000+ funds

Governance Exchange

Governance Exchange is an important analytical overlay to ICS' suite of data products, helping you to make sense of the numbers with insight and perspectives from institutional investors, governance practitioners, and ISS staff. The platform provides ready access to the latest news and developments, in-depth reports on governance and compensation trends globally, frequent educational webinars, the breadth and depth of ISS benchmark voting policies, along with online forums to pose questions, get answers, and engage with investors and peers across the governance profession.

Use Governance Exchange to:

- Broaden your understanding of stakeholder perspectives to reach constructive solutions on key issues
- Compare your governance policies and practices with those of your peers
- Access panel-driven webinars and ISS white papers, exclusively designed to address topics impacting today's public companies
- Engage with fellow corporate governance executives, investors, and directors
- Reference ISS voting policies by proposal, topic, or keyword search



GOVERNANCE EXPERTISE. PERSONALIZED SERVICE.

ICS helps you save time and money while managing risk in your governance program. Through year-round support by our expert advisory team and integrated access to the industry's most robust collection of governance data and information, we can help you design, manage, and measure a robust corporate governance program to improve shareholder value and appeal to your investors.



ISS Corporate Solutions is a leader in delivering corporate governance, executive compensation, and sustainability solutions to companies globally.

LEARN MORE ABOUT ICS

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ISS Corporate Solutions (ICS) understands corporate governance. Since 1997, corporate issuers have leveraged our expertise in executive compensation, governance ratings, capital structure, voting trends and corporate governance research to build shareholder value through strong governance programs. ICS' global client base extends to close to 1,300 companies each year located in the U.S., Canada, U.K., Europe and Japan, as well as other established and emerging markets worldwide. These industry leaders leverage ISS Corporate Solutions' resources, tools and advisory services to help them design, manage and measure their corporate governance programs in order to improve shareholder value and reduce risk. ISS Corporate Solutions is headquartered in Rockville, MD and also has offices in London and Singapore.

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