ICGN Annual General Meeting
23rd September 2020, 1400 – 1700 hrs (BST)
Held by virtual conferencing

From: Anne Marie Jourdan, Chair, ICGN Governance Committee
Re: Appointment of ICGN Nomination Committee Members
Status: ORDINARY RESOLUTION for approval by ICGN Members requiring 50% + 1 vote affirmation

Main Considerations

- Each year, the ICGN Governance Committee of the ICGN Board proposes a Nomination Committee for approval and individual election by ICGN Members for the purpose of identifying candidates who are willing and able to serve on the ICGN Board of Governors.

- The Nomination Committee consists of no less than five and no more than seven members in good standing. This includes two governors (Chair and Vice Chair) from the incumbent ICGN Board of Governors to serve on the nomination committee as non-voting members.

- Members of the nomination committee shall hold office for a term commencing at the end of the annual general meeting which they are elected and terminating at the end of the following annual general meeting.

- Nomination committee members are ICGN Members who are elected by Members at the Annual General Meeting by an Ordinary Resolution.

- ICGN is grateful to the serving members of the ICGN Governance Committee this year for their commitment and dedication being Anne Marie Jourdan, Dan Konigsburg, Anne Molyneux and Robert Walker.

ICGN Member Action

To consider approval of the recommendation to individually appoint the members of the ICGN Nomination Committee to serve for the year ahead as described in the letter and Ordinary Resolution attached as Annex 1.
Annex 1

Letter from the Chair of the ICGN Governance Committee, Anne Marie Jourdan

The ICGN Nomination Committee (“the Committee”) is instrumental in helping to ensure that the ICGN Board is comprised of Governors with the requisite skills, experience and knowledge to properly oversee the long-term strategic direction of the ICGN.

This year, the Committee was briefed to seek candidates with experience from the corporate sector as well as candidates from the investment community. This brief was determined following the board’s annual evaluation and refinement of the skills and experience matrix to reflect strategy and the evolving organizational needs of the organisation.

Given this remit, it is important that the Nomination Committee itself is appropriately comprised of individuals who fully comprehend the strategic needs of the ICGN. Taking this into account and in alignment with ICGN’s mission and diversity policy, the ICGN Board respectfully submits the following Members for individual election at the forthcoming Annual General Meeting to serve on the Committee for the year ahead:

<table>
<thead>
<tr>
<th>Name</th>
<th>Residence</th>
<th>Tenure</th>
<th>Affiliation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richard Bennett</td>
<td>USA</td>
<td>1 year</td>
<td>Value Edge</td>
</tr>
<tr>
<td>Anne Molyneux</td>
<td>Australia</td>
<td>New</td>
<td>CS International</td>
</tr>
<tr>
<td>Geof Stapledon</td>
<td>UK</td>
<td>1 year</td>
<td>BHP Billiton</td>
</tr>
<tr>
<td>Carola van Lamoen</td>
<td>Netherlands</td>
<td>1 year</td>
<td>Robeco</td>
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As was the case last year, the ICGN Board Chair and Vice-Chair are invited to observe the meetings of the Nomination Committee to help inform on ICGN strategy and any other relevant matters.

In conclusion, on behalf of the ICGN Board of Governors we wish to thank Carol Hansell for her leadership of the Committee and for the time she spent to chair this committee. She was very focused in liaison with the Board chair and vice-chair to find the best candidates for the Board. and the Committee members themselves for their continued support and commitment to ICGN. We are also pleased to welcome Anne Molyneux, former vice-chair of the Board, as a new committee member.

Biographies of Nomination Committee candidates

Richard Bennett, Value Edge Advisors LLC, USA

Richard A. Bennett is President and CEO of ValueEdge Advisors, a firm he founded in summer 2014 to help institutional investors engage with their portfolio companies. From 2006 he was CEO and then Chairman of GMI Ratings and its predecessor, The Corporate Library, a globally recognized investment research firm specializing in corporate governance and ESG with offices in London, New York, San Diego and Portland, Maine. In August 2014 GMI Ratings was sold to MSCI.

Rick worked as Director of Corporate Governance for LENS, an institutional activist fund, from 1997 to 2002. He served from 2004 to 2016 as a non-executive director of Trucost, Plc, a U.K.-based firm offering products and services that allow companies, governments and fund managers to better understand their environmental performance. From 2009
to 2014, he served on the Board of Governors of the ICGN and currently serves on the ICGN Nominating Committee. He is an independent director of Biddeford Internet Corporation d/b/a GWI (an ISP and telecom business), Atlantic Trust (Maine) (a fiduciary trust company), and Quoddy Inc. (a footwear brand enterprise).

Rick has an extensive background in politics and government service as well as a wide range of private sector experience. A former president of the Maine State Senate, Mr. Bennett served four terms in the Maine Senate and two terms in the state’s House of Representatives. From 2013 to 2017, he was Chairman of the Maine Republican Party and a member of the Republican National Committee. In 2014 he volunteered as a member of the MainePERS ESG Integration Task Force.

Anne Molyneux, CS International, Switzerland

Anne Molyneux is a Director of CS International, a global consulting firm. She is an experienced director and former trustee of pension funds and is a Chartered Accountant. She advises in corporate governance and reporting, banking and securities regulations. She served as Vice-Chair of the ICGN Board of Governors, stepping down in 2020.

Anne has developed public and private sector corporate governance practices, including for companies, banks, regulators and stock exchanges. Her work includes the development of corporate governance codes, board policies and practices, board and committee charters. She undertakes board evaluations, audit committee advice and support, scorecards for national and company assessments and capacity building in sustainability and corporate governance and monitoring and enforcement mechanisms. In addition to private company and state-owned enterprise clients, her clients include the OECD, the World Bank, the International Finance Corporation (IFC), and the Asian Development Bank (ADB). She has wide experience in Asia, South Asia, Africa, Australia and Europe.

Anne is a business representative and contributor to the OECD Corporate Governance Steering Committee. She is an invited member of the OECD Asian Corporate Governance Roundtable. She represents the ICGN, the global investor community, on the International Auditing and Assurance Standards Board (IAASB) Consultative Advisory Group, the International Ethics Standards Board for Accountants (IESBA) Consultative Advisory Group and the International Integrated Reporting Council (IIRC). She is a fellow member of the Australian Institute of Company Directors, has a Master of Management and is a former member of the IFRS Advisory Council.

Geof Stapledon, Vice President Governance, BHP Billiton, UK

Geof Stapledon is Vice President Governance for global resources company BHP, based in London, and has been with the company since 2008. He is company secretary of BHP Group Plc and the secretary to BHP’s Risk & Audit and Remuneration Committees. He is also an Executive Committee member of GC100, the association of General Counsel and Company Secretaries working in FTSE 100 companies and a former ICGN Board Governor.

Geof previously led Asia-Pacific research for ISS / RiskMetrics, having joined ISS when it acquired Proxy Australia, a Melbourne-based governance research firm he co-founded. His roles at ISS and Proxy Australia involved advising institutional investors on ESG issues at S&P/ASX 300 companies, managing analyst teams conducting ESG research on Asia Pacific, ex Japan stocks, and management of the Australian office.
Before moving into the governance industry full-time, Geof was a professor of corporate law and corporate governance at the University of Melbourne, prior to which he worked as a lawyer specialising in corporate advisory and transactions. His book Institutional Shareholders and Corporate Governance was published by Oxford University Press in 1996. He has degrees in Economics and Law from the University of Adelaide, and a doctorate from the University of Oxford.

Carola van Lamoen, Head of Active Ownership, Robeco Institutional Asset Management, Netherlands

Carola van Lamoen heads Robeco’s Sustainable Investing Center of Expertise and is responsible for Robeco’s global Active Ownership activities, Sustainable Investing (SI) Research, SI Thought Leadership and SI Client Portfolio Management. The SI Center of Expertise drives Robeco’s SI leadership by delivering SI expertise and insights to Robeco’s clients, investment teams, the company and the broader market.

Prior to her role as head of the Sustainable Investing Center of Expertise, Carola headed Robeco’s Active Ownership team since 2013. Carola has extensive experience in sustainability investing and active ownership. She joined Robeco in 2007 and she has been active in the field of sustainability and governance since 2001. Before joining Robeco, Carola worked for the Dutch Ministry of Finance as a corporate governance policy advisor. She was involved in the implementation of the Dutch Corporate Governance Code in state-owned companies and participated in several privatization processes.

Carola holds a master’s degree in Business Administration from the Erasmus University of Rotterdam. She is co-chair of ICGN’s Policy Committee on Board Governance and chair of the Investment Committee of the Dutch governance platform Eumedion.

ORDINARY RESOLUTION to elect Members of the ICGN Nomination Committee

Company number: 6467372
The Companies Acts 1985 to 2006
Company limited by guarantee and not having a share capital
CERTIFICATE OF PASSING OF AN ORDINARY RESOLUTION OF THE MEMBERS OF
INTERNATIONAL CORPORATE GOVERNANCE NETWORK
(“the Company”)

RESOLVED THAT,

“The following persons be individually appointed to the ICGN Nomination Committee by approval of ICGN Members to serve until the next annual general meeting: Richard Bennett, Anne Molyneux, Geof Stapledon and Carola van Lamoen.”

Anne Marie Jourdan, Chair
ICGN Governance Committee
23rd September 2020