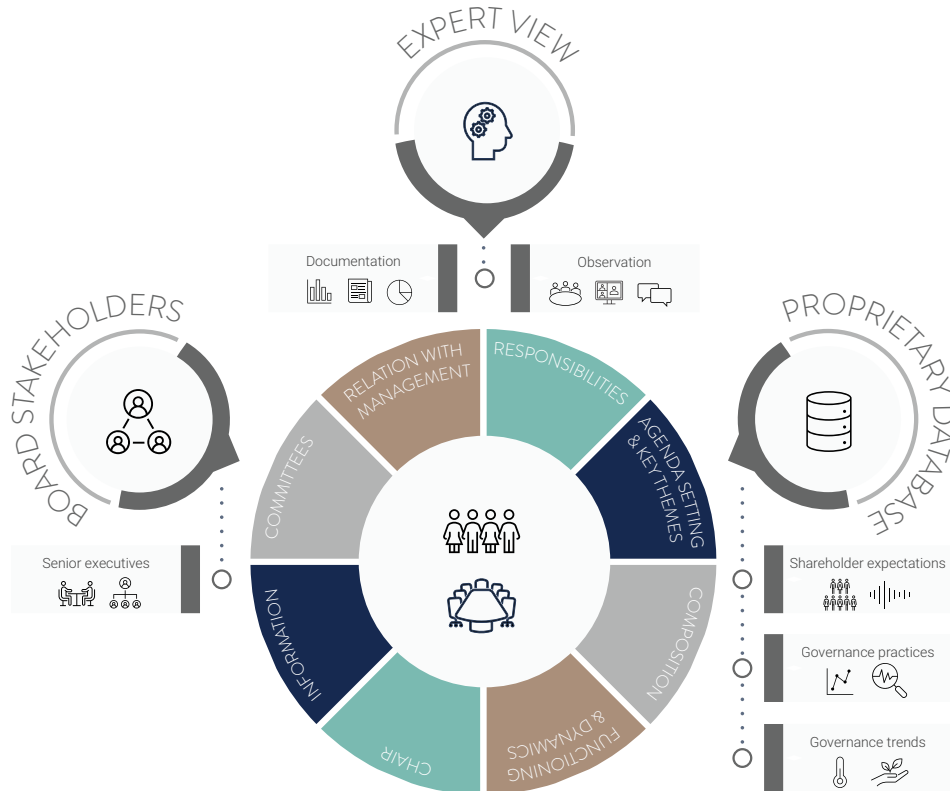


BOARD EVALUATION SERVICES

EFFECTIVE BOARDS ENSURE THAT COMPANIES ARE WELL-EQUIPPED TO MEET CURRENT AND FUTURE CHALLENGES AND TO ADDRESS SHAREHOLDER EXPECTATIONS

WE OFFER A MULTI-DIMENSIONAL REVIEW



SWISS CODE OF BEST PRACTICE FOR CORPORATE GOVERNANCE

“

“The Board of Directors should self-evaluate its own performance and that of its committees annually.”

OUR SERVICES ALLOW YOU TO:

- Better understand the effectiveness, dynamics and decision making of your board and its committees
- Develop an action plan to improve the effectiveness of your board and its committees
- Identify and address topics relevant for your shareholders
- Pinpoint frictions within the board and in the board's interaction with management

OUR APPROACH:

- Fully tailored to your organisation's size, complexity, business cycle, and governance maturity
- Engagements led by Senior Advisors with long professional track records and own board experience in listed companies
- Independent, conflict-of-interest free business model
- International scope with over 20 years of experience in advising boards

OUR SERVICES

Our services include BoardMirror[®], our proprietary, secured, confidential and user-friendly online tool to collect, aggregate and present director perspectives on board effectiveness. On request, this can be complemented with confidential one-to-one interviews with Board members to assess the many dimensions making board work effective and efficient, such as time spent, board cohesion, “group think” and information flow. We challenge the board with knowledge and insight, reflecting on practices in similar companies, industries and geographies.

SUPPORTED SELF-EVALUATION



- Completion of a confidential, tailored online questionnaire
- Report on the effectiveness of the board and each of its committees, based upon consolidated responses to the questionnaire and anonymized comments to identify strengths, areas for improvement, divergence and recommendations
- Board workshop to discuss aggregated results and recommendations for improvements in governance structures, processes and disclosure

INDIVIDUAL DIRECTOR PERFORMANCE REVIEWS

These reviews –a regulatory requirement in certain sectors– include a range of tailored tools such as 360° peer reviews, individual director self-assessment questionnaires and/or secretariat support during one-on-one meetings.

FULL EXTERNAL EVALUATION



- Review of the key governance documentation (agendas, minutes, information packs) of the board and its committees
- Completion of a confidential, tailored online questionnaire
- One-to-one confidential interviews with board members and key senior executives
- Board observation (on client request)
- In-depth analysis of strengths and areas for improvement, trends, informed by our extensive experience and proprietary database on governance and shareholder expectations
- Detailed recommendations for an action plan
- Board workshop on recommendations regarding governance structures, processes and disclosure, producing a board action plan for board effectiveness improvements

BOARD EFFECTIVENESS EVALUATION 3-YEAR PACKAGE



Designed to meet international corporate governance standards, our 3-year package combines two annual supported self-evaluations and one full external evaluation. In addition to visibility, cost efficiency and simplified contracting, our package offers the opportunity to track progress of the board's effectiveness over time and identify trends in the company's board governance.

TAILORED COMPLEMENTARY SUPPORT AND ASSISTANCE

We support you in the implementation of any recommendation identified in the evaluation, such as:

- Integration of the board's attributes in overall strategic communication, general disclosure materials and in your engagements with stakeholders
- Revision of corporate and board documents with a focus on efficient decision-making processes and the handling of potential conflicts of interest
- Improvement of the agenda setting of the board and its committees, including content management and flow of information
- Development of a dynamic skills matrix to ensure that the board's collective knowledge, skills and experience is fit-for-purpose