

ANNEX I

LIST OF CORPORATE GOVERNANCE CODES RELEVANT TO THE EUROPEAN UNION AND ITS MEMBER STATES

For the purpose of this Comparative Study, a “corporate governance code” is defined as a non-binding set of principles, standards or best practices, issued by a collective body that is neither governmental nor regulatory in nature, and relating to the internal governance of corporations.

AUSTRIA

BELGIUM

Federation of Belgian Companies (“VBO/FEB”), Corporate Governance -- Recommendations (January 1998). <www.vbo-feb.be>

Belgian Banking & Finance Commission (“CBF”), Recommendations of the Belgian Banking & Finance Commission (January 1998). (Now included as Part II of the Dual Code of the Brussels Stock Exchange and the Belgian Banking & Finance Commission, “Corporate Governance for Belgian Listed Companies,” December 1998.) <www.cbf.be/pe/pec/en_ec01.htm>

Brussels Stock Exchange, Report of the Belgian Commission on Corporate Governance (Cardon Report) (December 1998). (Now included as Part I of the Dual Code of the Brussels Stock Exchange and the Belgian Banking & Finance Commission, “Corporate Governance for Belgian Listed Companies,” December 1998.) <www.cbf.be/pe/pec/en_ec01.htm>

Fondation des Administrateurs (“FDA”), The Director’s Charter (La Charte de l’Administrateur) (January 2000). <www.ecgn.org>

DENMARK

Danish Shareholders Association, Guidelines on Good Management of a Listed Company (Corporate Governance) (February 2000). <www.shareholders.dk>

The Nørby Commission, Recommendations for Good Corporate Governance in Denmark (December 6, 2001). <www.corporategovernance.dk>

FINLAND

Central Chamber of Commerce and the Confederation of Finnish Industry and Employers, Corporate Governance Code for Public Limited Companies (February 1997).

Ministry of Trade and Industry, Guidelines for Handling Corporate Governance Issues in State-Owned Companies and Associated Companies (November 2000). <www.vn.fi/ktm/eng/newsktmetu.htm>

FRANCE

Conseil National du Patronat Français (“CNPF”) & Association Française des Entreprises Privées (“AFEP”), The Boards of Directors of Listed Companies in France (Viénot I) (July 1995). <www.ecgn.org>

Association Française de la Gestion Financière - Association des Sociétés et Fonds Français d’Investissement (“AFG-ASFFI”), Recommendations on Corporate Governance (Hellebuyck Commission Recommendations) (June 1998, revised September 2001). <www.afg-asffi.com>

Association Française des Entreprises Privées (“AFEP”) & Mouvement des Entreprises de France (“MEDEF”), Report of the Committee on Corporate Governance (Viénot II) (July 1999). <www.ecgn.org>

GERMANY

Berliner Initiativkreis (Berlin Initiative Group), German Code of Corporate Governance (June 2000). <www.gccg.de>

Grundsatzkommission Corporate Governance (“GCP” -- German Panel on Corporate Governance), Corporate Governance Rules for German Quoted Companies (revised July 2000; first issued January 2000). <www.corgov.de>

Regierungskommission Deutscher Corporate Governance Kodex / Government Commission German Corporate Governance Code, Deutscher Corporate Governance Kodex / German Corporate Governance Code (draft, December 17, 2001). <www.corporate-governance-code.de> (German and English)

GREECE

Capital Market Commission, Committee on Corporate Governance, Principles on Corporate Governance in Greece: Recommendations for its Competitive Transformation (Mertzanis Report) (October 1999). <www.ecgn.org>

Federation of Greek Industries, Principles of Corporate Governance (August 2001). English translation by Weil, Gotshal & Manges LLP (January 2002).

IRELAND

Irish Association of Investment Managers (“IAIM”), Corporate Governance, Share Option and Other Incentive Scheme Guidelines (March 1999). <www.iaim.ie>

ITALY

Comitato per la Corporate Governance delle Società Quotate (Committee for the Corporate Governance of Listed Companies), Report & Code of Conduct (Preda Report) (October 1999). <www.borsaitalia.it>

LUXEMBOURG

THE NETHERLANDS

Secretariat Committee on Corporate Governance, Corporate Governance in the Netherlands - Forty Recommendations (Peters Report) (June 1997). <www.ecgn.org>

Vereniging van Effectenbezitters (“VEB”), Ten Recommendations on Corporate Governance in the Netherlands (1997). www.vebbottomline.com

Stichting Corporate Governance Onderzoek voor Pensioenfondsen (“SCGOP”) (Foundation for Corporate Governance Research for Pension Funds), Corporate Governance Handbook of the SCGOP (August 2001) <www.scgop.nl/downloads/Handbook_SCGOP.pdf>

PORTUGAL

Comissão do Mercado de Valores Mobiliários (Securities Market Commission), Recommendations on Corporate Governance (November 1999). <www.cmvm.pt>

SPAIN

Comisión Especial para el Estudio de un Código Etico de los Consejos de Administración de las Sociedades, El gobierno de las sociedades cotizadas (Olivencia Report) (February 1998). <www.ecgn.org>. English translation: Instituto Universitario Euroforum Escorial, The Governance of Spanish Companies (February 1998). <instuniv@euroforum.es>

SWEDEN

Sveriges Aktiesparares Riksförbund (Swedish Shareholders Association), Corporate Governance Policy (January 2000). Swedish: <www.aktiesparana.se> English: <www.ecgn.org>.

UNITED KINGDOM

Institute of Chartered Secretaries and Administrators, Good Boardroom Practice: A Code for Directors and Company Secretaries (February 1991; reissued 1995). <www.thecorporatelibrary.com/docs/index.html>

Institutional Shareholders’ Committee, The Role and Duties of Directors: A Statement of Best Practice (April 1991).

Report of the Committee on the Financial Aspects of Corporate Governance (Cadbury Report) (December 1992). <www.ecgn.org>

Study Group on Directors’ Remuneration, Directors’ Remuneration (Greenbury Report) (July 1995). <www.ecgn.org>

Pensions Investment Research Consultants (“PIRC”), PIRC Shareholder Voting Guidelines (1994, revised March 2001). <info@pirc.co.uk>

Hermes Investment Management Ltd., Statement on U.K. Corporate Governance & Voting Policy (March 1997, revised January 2001). <www.hermes.co.uk>

Committee on Corporate Governance (sponsored by the London Stock Exchange et al.), Final Report (Hampel Report) (January 1998). <www.ecgn.org>

London Stock Exchange, Committee on Corporate Governance, The Combined Code: Principles of Good Governance and Code of Best Practice (June 1998). <www.ecgn.org>

Institute of Chartered Accountants in England and Wales, Internal Control: Guidance for Directors on the Combined Code (Turnbull Report) (September 1999). <www.ecgn.org>

National Association of Pension Funds (“NAPF”), Towards Better Corporate Governance (June 5, 2000). <www.napf.co.uk/cgi-bin/publications>

Association of Unit Trusts and Investment Funds (“AUTIF”), Code of Good Practice (January 2001). <www.investmentfunds.org.uk>

PAN-EUROPEAN & INTERNATIONAL ORGANISATIONS

Organisation for Economic Co-operation and Development (“OECD”) Ad Hoc Task Force on Corporate Governance, OECD Principles of Corporate Governance (May 1999). <www.oecd.org/daf/governance/principles.htm>

International Corporate Governance Network (“ICGN”), Statement on Global Corporate Governance Principles (July 1999). <www.icgn.org>

The European Shareholders Group (“Euroshareholders”), Euroshareholders Corporate Governance Guidelines 2000 (February 2000). <www.dcn.dk/publications/2000>

European Association of Securities Dealers (“EASD”), Corporate Governance: Principles and Recommendations (May 2000). <www.easd.com/recommendations>

ANNEX II

CONSULTATION:

A. REPRESENTATIVES OF THE FEDERATION OF EUROPEAN STOCK EXCHANGES (FESE)

AUSTRIA

Wiener Börse AG (Mr. Erich Obersteiner)

BELGIUM

Euronext Brussels (Mr. Luk Delboo)

DENMARK

Copenhagen Stock Exchange Ltd (Mr. Hans Ejvind Hansen)

FINLAND

Helsinki Exchanges (Mr. Jukka Ruuska)

FRANCE

Euronext (Mr. Jean-François Théodore)

GERMANY

Deutsche Börse AG (Mr. Werner G. Seifert)

GREECE

Athens Stock Exchange (Mr. Panayotis Alexakis)

IRELAND

Irish Stock Exchange (Mr. David Kingston)

ITALY

Borsa Italiana SpA (Mr. Massimo Capuano)

LUXEMBOURG

Luxembourg Stock Exchange (Mr. Remy Kremer)

THE NETHERLANDS

Euronext (Mr. George Möller)

PORTUGAL

BVLP - Lisbon & Oporto Exchange (Mr. Ricardo Silva)

SPAIN

Bolsa de Madrid (Mr. Antonio J. Zoido)

SWEDEN

OM Stockholm Exchange (Mr. Carl Johan Högbom)

UNITED KINGDOM

London Stock Exchange (Mr. Don Cruickshank)

ANNEX II

CONSULTATION:

B. REPRESENTATIVES OF THE FORUM OF EUROPEAN SECURITIES COMMISSIONS (FESCO)

AUSTRIA

Austrian Securities Authority (Mrs. Andrea Kuras-Eder)

BELGIUM

Commission Bancaire et Financière/Commissie voor Bank- en Financiewezen (Mr. Michel Cardon de Lichtbuer)

DENMARK

Finanstilsynet (Mrs. Marianne Knudsen)

FINLAND

Rahoitustakastus (Ms. Anneli Tuominen)

FRANCE

Commission des Opérations de Bourse (Mr. Xavier Tessier)

GERMANY

Bundesaufsichtsamt für den Wertpapierhandel (Ms. Sigrid Langner)

GREECE

Capital Market Commission (Ms. Eleftheria Apostolidou)

IRELAND

Central Bank of Ireland (Mr. Patrick Neary)

ITALY

Commissione Nazionale per le Società e la Borsa (Mr. Carlo Biancheri)

LUXEMBOURG

Commission de Surveillance du Secteur Financier (Mr. Charles Kieffer)

THE NETHERLANDS

Stichting Toezicht Effectenverkeer (Mr. Bert Canneman)

PORTUGAL

Comissão do Mercado de Valores (Mr. Gonçalo Castilho Santos)

SPAIN

Comisión Nacional del Mercado de Valores (Mr. Rafael Sanchez De La Peña)

SWEDEN

Finansinspektionen (Mr. Håkan Klahr)

UNITED KINGDOM

Financial Services Authority (Mr. Nigel Phipps)

ANNEX II

CONSULTATION:

C. PARTICIPANTS IN 10 SEPTEMBER 2001 PRIVATE SECTOR ROUNDTABLE

Stelios Argyros	<i>Chairman</i> STET Hellas Telecommunications SA (Greece)
Marco Becht	<i>Executive Coordinator</i> European Corporate Governance Network (Europe)
Antonio Borges	<i>Vice Chairman & Managing Director</i> Goldman Sachs International (United Kingdom)
Philippe Bougon	<i>Secretary of the Board</i> Schneider Electric SA (France)
Willy Breesch	<i>Chairman of the Board of Directors</i> KBC Bank and Insurance Holding Company (Belgium)
Alan Buchanan	<i>Company Secretary</i> British Airways PLC (United Kingdom)
Javier Chércoles Blázquez	<i>Director of Corporate Responsibility</i> Inditex SA (Spain)
Renato Conti	<i>Vice President and General Counsel</i> Telespazio SpA (Italy)
Guido De Clercq	<i>Deputy General Counsel</i> Tractebel SA (Belgium)
Graham Dransfield	<i>Legal Director</i> Hanson PLC (United Kingdom)
Hans Duijn	<i>Corporate Secretary</i> ABN AMRO (The Netherlands)

Léo Goldschmidt	<i>Director</i> European Association of Securities Dealers (Europe)
Richard Grayson	<i>Senior Manager Corporate Support Services</i> British American Tobacco (United Kingdom)
Gian Maria Gros-Pietro	<i>Chairman</i> ENI SpA (Italy)
Sherry Jacobs	<i>Director</i> Guilford Mills (United States)
Joachim Kaffanke	<i>General Counsel</i> Celanese AG (Germany)
Jacques Lévy-Morelle	<i>Corporate Counsel</i> Solvay SA (Belgium)
Jules Muis	<i>Director General (Internal Audit)</i> European Commission (Europe)
Lasse Skovby Rasmusson	<i>Vice President</i> Danisco A/S (Denmark)
Henrik-Michael Ringleb	<i>General Counsel</i> ThyssenKrupp AG (Germany)
Dominique Thienpont	<i>Administrator (Internal Market)</i> European Commission (Europe)
Karel Van Hulle	<i>Head of Unit (Internal Market)</i> European Commission (Europe)
Michel Van Pée	<i>General Counsel</i> Fortis (Belgium)
Arie Westerlaken	<i>General Counsel</i> Royal Philips Electronics (The Netherlands)

WEIL, GOTSHAL & MANGES LLP PARTICIPANTS:

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George Metaxas-Maranghidis

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Robert T. Simmelkjaer, II

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ANNEX II

CONSULTATION:

D. ISSUES FOR DISCUSSION

CORPORATE GOVERNANCE AND THE SINGLE EUROPEAN MARKET

CONSULTATIVE ROUNDTABLE FOR EUROPEAN COMMISSION'S COMPARATIVE STUDY OF CORPORATE GOVERNANCE CODES RELEVANT TO THE EUROPEAN UNION AND ITS MEMBER STATES

Hosted by Weil, Gotshal & Manges LLP

**The Conrad International Hotel
71 Avenue Louise
1050 Brussels, Belgium**

10 September 2001

DISCUSSION THEMES

Does the variety of governance practices in the EU pose an impediment to the creation of a single unified European market?

Theme 1.

Do differences in corporate governance practices and recommendations impede companies in an EU member state from raising equity capital in markets outside their own national jurisdiction?

Question 1.1: As companies seek to raise external finance in equity markets and maintain a liquid market for corporate shares internationally, they face pressures to conform to capital market expectations about their corporate governance practices. Does the variety of governance practices among EU member states -- as evidenced by the variety of codes -- confuse investors about a company's corporate governance standards and procedures and thereby impair investment?

Question 1.2 : Several EU member states have governance codes that apply to domestic issuers listed on the domestic market but, under principles of mutual recognition, not to issuers from other countries listed on that market or to a domestic issuer listing on an exchange located in another member state, but not on the domestic market. Are problems created when different companies quoted on the same market are not subject to the same corporate governance code? (For example, a U.K. company and a Germany company both listed on the London Exchange; only the U.K. company is subject to the disclosure requirements of the Combined Code.) Would it be more efficient for the same code to apply for companies based on the company law regime that applies, *i.e.* should the Viénot code apply to all French issuers even when they are only listed on Xetra and not on Euronext? Or for the same rules to apply to all listed companies on the same market as is the case, for example, for Nasdaq-Europe and the EASD code?

Theme 2.

Do different concepts, across EU member states, of the place and purpose of the corporation in society pose any impediments to the creation of a unified market?

Question 2.1: Throughout the EU, nations have differing conceptions of the interests for which the corporate is governed. Do these differences impact the ability of publicly-traded companies to attract and retain capital? to attract and retain labour? to compete in product and service markets? other?

Question 2.2: In some EU member states, employees select some members of the supervisory board.* What impact does this have on the ability of a publicly-traded company to attract and retain capital? to attract and retain labour? to compete in product and service markets? other?

Theme 3.

What difficulties, if any, arise from specific differences in corporate governance practices and recommendations?

Question 3.1: Does the current diversity of proxy solicitation, voting rights (one share one vote, multiple voting rights, voting caps, voting agreements and voting methods) pose any difficulties to companies seeking to attract capital? Would market efficiency be enhanced by some form of harmonisation?

Question 3.2: Do recommendations to increase diversity and independence in the composition of supervisory boards* pose any difficulties?

Question 3.3: The level of disclosure, and the ease and timeliness of access to disclosed information, varies widely across EU member states. Does this pose any problems for companies? For example, disclosure of board and executive remuneration is sought by many activist investors. What are the disadvantages and advantages to the company that are perceived to follow from such disclosure?

* Throughout this discussion, “supervisory board” is used to refer to the top tier board in a two-tier system and the board of directors in a unitary board system.

Question 3.4: Does the variety of rules and practices relating to conflict of interest situations pose any difficulties for companies?

Theme 4.

Should the EC play a role in promoting convergence of corporate governance practices throughout the EU?

Question 4.1: The rich variety of governance codes within the EU has encouraged discussion about corporate governance practices and continual efforts at governance improvement. At the same time there appear to be some market pressures for convergence. Is market driven convergence of corporate governance practices sufficient for the EU goal of a single market? Or is there a need for something stronger?

Question 4.2: Would a single set of EU-recognised corporate governance standards be beneficial? Is it necessary? If so, should such standards be aspirational (like the OECD Principles) or should they set a mandatory minimum standard (through an EU Directive or Regulation) for all listed companies? Or should flexibility be given in a disclosure based model, *e.g.*, in the form of “comply or explain”?

ANNEX III

COUNTRY CORRESPONDENTS

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Stephan Follender-Grossfeld (Attorney at Law & Secretary to the Netherlands Corporate Governance Foundation; Amsterdam)

PORTUGAL

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SPAIN

Francisco Prol (Prol & Asociados, Attorneys at Law; Madrid)

SWEDEN

Rolf Skog (Secretary to the Swedish Securities Council, Ministry of Justice; Stockholm)

UNITED KINGDOM

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