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27 August 2015

Swedish Corporate Governance Board
Väpnargatan 8
114 51 Stockholm

Via email: bjorn.kristiansson@bolagsstyrningskollegiet.se

Re: Consultation on Proposed Revisions to the Code

Dear Mr. Kristiansson,

Glass, Lewis & Co. ("Glass Lewis") appreciates the opportunity to comment on the amendments to the Swedish Corporate Governance Code ("Code") proposed by the Swedish Corporate Governance Board.

Founded in 2003, Glass Lewis is a leading, independent governance services firm that provides proxy research and vote management services to more than 1,000 clients throughout the world. While, for the most part, institutional investor clients use Glass Lewis research to help them make proxy voting decisions, they also use Glass Lewis research to help them prepare for engagement with companies before and after shareholder meetings. From its offices in North America, Europe and Australia, Glass Lewis' 360+ person team provides research and voting services to institutional investors that collectively manage more than US \$20 trillion.

In addition to research and policy implementation services, Glass Lewis – through its web-based ViewPoint vote management system – also provides investor clients with the means to receive, reconcile and vote ballots according to custom voting guidelines and record-keep, audit, report and disclose their proxy votes.

Glass Lewis is a private portfolio company of the Ontario Teachers' Pension Plan Board (OTPP) and Alberta Investment Management Corp. (AIMCo). Glass Lewis operates as an independent company separate from OTPP and AIMCo. Neither OTPP nor AIMCO is involved in the day-to-day management of Glass Lewis' business. Moreover, Glass Lewis excludes OTPP and AIMCo from any involvement in the formulation and implementation of its proxy voting policies and guidelines, and in the determination of voting recommendations for specific shareholder meetings.

Having read through the proposed revisions, we would like to praise the fact that several improvements have been suggested with regards to the accessibility of the code. Here we find the proposed

clarifications to the Swedish nomination process to be of particular importance. This is an area integral to the Swedish governance model and the different nomination practice may not come intuitively to readers that had little previous exposure to this model. As such we welcome the improved level of detail in the suggested amendments to the Code.

While we believe the large majority of the content of the Code is appropriate, there is one governance related area where the Code could act as a useful tool to improve. We would like to recommend an improvement to the disclosure requirements of voting results in relation to general meetings in Sweden. Currently, a large majority of Swedish companies only disclose voting results to the extent needed to ensure that the required majority is reached for each resolution at a general meeting.

We recognize that the possibility to opt out from full disclosure requirements, unless otherwise requested by shareholders, stems from the original Shareholder Rights Directive 2007/36/EC (“Shareholder Rights Directive”), and was adopted by the Swedish Companies Act. Nevertheless, the result of this has been that Swedish companies, on average, disclose less information regarding voting than their peers in other European countries, such as the UK, Germany, Italy, France, Spain and the Netherlands.

Full voting result disclosure offers more detailed information about levels of shareholder support and quorum figures thereby facilitating analysis at a company level as well as when making comparisons with other issuers. Indeed, the disclosure of such information renders it easier to identify and evaluate patterns and trends in voting result data. Additionally, it allows to better assess the appropriateness of a company’s response to significant shareholder discontent. This is information that we believe is valuable, both to shareholders and other stakeholders of a company and, given its value, should be publicly available and easily obtainable.

In practice, we believe such strengthened disclosure would be fully in line with section one of article 14 of the Shareholder Rights Directive. This provision provides for voting disclosure which includes: (i) the number of shares for which votes have been validly cast; (ii) the proportion of the share capital represented by those votes and; (iii) the total number of votes validly cast as well as the number of votes cast in favor of and against each resolution and, where applicable, the number of abstentions.

In light of the foregoing, we believe it would be desirable and appropriate for the upcoming version of the code to strengthen the Swedish Companies Act provision on voting results by recommending, beyond the current legal requirements, measures similar to those prescribed by the aforementioned provision of the Shareholder Rights Directive.

Glass Lewis welcomes this opportunity to comment on the Code and is available to answer any questions the Swedish Corporate Governance Board may have regarding the comments provided above.



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Respectfully submitted,

/s/

Martin Kalliomäki
Senior Research Analyst, Nordic Markets

/s/

Carla Topino
Associate Vice President, European and Emerging Markets Policy