**CORPORATE GOVERNANCE QUESTIONNAIRE**

***Instructions:*** *please answer the questions below and fill the relevant sections with requested information. Feel free to expand sections to allow sufficient space for detailed answers. If available, please attach necessary documentation relevant to questions for NDB to expedite its due diligence.*

1. **General Information**

|  |  |
| --- | --- |
| Project Name: | ... |
| Project Location(s): | ... |
| Implementing Agency: | ... |
| Date: | ... |

1. **Contact Details**

|  |  |
| --- | --- |
| **Project representative responsible for CG matters:** | |
| Name: | ... |
| Position: | ... |
| Email & Mobile: | ... |

1. **Project CG Information**
2. **COMMITMENT TO CORPORATE GOVERNANCE**
   1. **Legal Framework and Operational Autonomy**

Please explain the relationships (if any) the Company has with the state in terms of incorporation, corporate form, applicability of commercial law, policy and commercial objectives, applicability of international arbitration and foreign law/jurisdiction, nature of assets held by the Company, financial assistance from the state.

...

* 1. **Formalities**

Please describe the Company’s business and governance structure, and provide references to the internal policies, codes, guidelines regulating:

• corporate governance principles;

• duties and responsibilities of the Board and the executive management;

• rights of shareholders, other stakeholders;

• dividends;

• internal control and audit functions;

• related party transactions;

• transparency and disclosure;

• succession planning;

• conduct and ethics.

...

* 1. **Code of ethics**

Please explain the mechanism of implementation, introduction, monitoring, and compliance with the code of ethics.

...

* 1. **Designated Officer**

Please indicate and explain the functionality of a board committee or a designated officer responsible for ensuring compliance with legislation, internal regulations and procedures.

...

* 1. **Plan on Improving Corporate Governance**

Please explain how a plan to improve corporate governance (if such exists) is stipulated in the internal documents and furnished with resources.

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* 1. **Obtaining Appropriate Information**

Please explain how the Company provides its shareholders access to corporate information and how this information allows investors to monitor companies' activities and assess the directors' and management's performance.

...

* 1. **Financial Discipline**

Please explain to what extent the Company is free to borrow on the market under competitive conditions and whether the government provides any financial guarantees or assistance to the Company.

...

* 1. **Specific Restrictions**

Please explain whether the Company may be subject to international arbitration or foreign law.

...

* 1. **Recognition**

Please indicate whether any reputable body recognizes the Company as a national, regional, or global leader in ESG practices.

...

1. **STRUCTURE AND FUNCTIONING OF THE BOARD OF DIRECTORS**
   1. **General Board Practices**

Please describe the role, structure, composition, duties of the members, and procedures of the governing body, overseeing executive management.

...

* 1. **Board’s Composition**

Please describe the selection (nomination) process for the Board members, including diversity, competencies, and independence.

...

* 1. **Role of the Board**

Please describe the board's role in setting strategy; selecting, overseeing, evaluating, and compensating senior management; overseeing control and audit; reviewing capital expenditures and material transactions.

...

* 1. **Meetings/Functioning**

Please describe the arrangements for BOD meetings, including the designation of a responsible officer, frequency, quorum, duration, preparation of agenda and minutes, typical issues for decision making.

...

* 1. **Committees**

Please describe the establishment and functioning of the specialized committees, extent of independent directors’ and external consultants’ involvement, budget adequacy.

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* 1. **Oversight Mechanisms**

Which company’s policies regulate conflicts of interest and Related-Party Transactions?

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* 1. **Oversight of E&S and Climate Change**

Does the company have an approved Environment and Social Management System and/or climate-related policies to identify and manage E&S and climate-related risks and impacts?

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* 1. **BOD Professional Development and Evaluation**

Please explain what leadership and development programs board members receive and how the members undergo a regular evaluation.

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1. **CONTROL ENVIRONMENT AND PROCESSES**
   1. **Internal Controls**

Please explain the Internal Control System inside the company in terms of principal components, established policies and procedures, roles and responsibilities of BOD, CEO, auditors, and implementation of international standards.

...

* 1. **Internal Audit**

Please explain the duties and responsibilities of the company's Internal Audit.

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* 1. **Audit Committee (AC)**

Please explain the duties and responsibilities of the Audit Committee, its composition, members' expertise, relationships with the BOD.

...

* 1. **Risk Governance**

Please describe the company's risk management framework, including setting risk appetite and integration of E&S issues.

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* 1. **Compliance**

Please describe the Compliance Program established in the company, including duties and responsibilities of the Chief Compliance Officer (CCO), the mechanisms to report wrongdoing and misconduct, best-implemented practices or framework.

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* 1. **External Audit**

Please explain the company's policy for selection, compensation, rotation, the scope of services provided by independent external auditors (IEA).

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* 1. **Subsidiary Governance**

Please explain the selection (nomination) process of subsidiaries' board members and the oversight process over the subsidiaries' corporate governance framework.

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* 1. **Integrating of E&S and Climate Change**

Please describe integration of E&S management system and/or climate-related policies in the company’s business activities and operations.

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1. **DISCLOSURE AND TRANSPARENCY**
   1. **Financial Reporting**

Please describe the process of preparing financial statements, including the standards used, an audit performed, the role of the Board/Audit Committee in reviewing the financial statements.

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* 1. **Corporate Disclosure**

Please describe the policies and procedures that ensure accurate, complete, relevant, and timely preparation and disclosure of material information to the stakeholders, including implemented standards.

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* 1. **E&S, Climate Change and Business Integrity Disclosure**

Please describe the procedure, scope, and frequency of reporting and disclosing ESG data, climate change related information, and other topics including board review, annual audit and business integrity topics (if any).

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* 1. **Material and Confidential Information**

Please describe the internal rules and procedures of handling material and confidential information.

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1. **OWNERSHIP AND SHAREHOLDER RIGHTS**
   1. **Exercise of Ownership Rights by the State**

Please describe how the government exercises its ownership rights on the state-owned enterprises (SOEs), including the ownership entity, special rights, performance monitoring, influence on strategic decision-making (if applicable).

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* 1. **Minority Rights**

Please explain the mechanism of ensuring adequate representation to minority shareholders, including providing the information on General Meeting of Shareholders, effective voting mechanisms, economic rights (e.g., inspection rights, exit rights, and tag-along rights, etc.), regular disclosure of the principal risks.

...

* 1. **Protective Rights**

Does the company have a well-understood policy (provisions) and practice regarding full and timely disclosure of information regarding the number of shares held by the major shareholders; a special type of shares held by the state; shareholder agreements; related-party transactions; material transactions; ownership concentration; cross-holdings; voting-power imbalances.

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1. **GOVERNANCE OF STAKEHOLDER ENGAGEMENT**
   1. **Stakeholder Mapping**

Please describe the stakeholder identification process, including formalized procedures, duties and responsibilities of a designated executive and a department accountable for stakeholder relationships.

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* 1. **Stakeholder Engagement Policy**

Please explain whether Stakeholder Engagement Policy includes stakeholder analysis, differentiated approaches for priority groups, requirements for disclosure, consultation, reporting, involvement of the board of directors, communication of SE commitment to staff, contractors, and primary suppliers.

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* 1. **Worker Grievance Stakeholder Mechanism**

Please describe the implementation of the whistleblowing policy and grievance mechanism for workers.

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* 1. **Affected Communities Grievance Mechanism**

Please describe the application of the grievance and external communication mechanism to the Affected Communities, including duties and responsibilities of the designated personnel, implementation of international standards.

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* 1. **Integration of E&S and Climate Change Adaptation and Mitigation**

Please describe the integration of E&S and climate change-related impact in the stakeholder mapping and engagement (if any).

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