FEEDBACK STATEMENT - CONSULTATION PAPER – 24-01

CONSULTATION ON THE LAUNCH OF THE IRISH CORPORATE GOVERNANCE CODE

On 25 April 2024, Euronext Dublin published Consultation Paper 24-01 on the proposed introduction of an Irish Corporate Governance Code (the Code) for companies listed on the regulated market of Euronext Dublin.

Historically, Irish companies have followed the UK Corporate Governance Code (UK Code) which is synonymous with best international practice. However, given the orientation of trading and post-trade in Irish securities towards Europe, BREXIT and the recent UK listing and corporate governance review we believe that now is an opportune time for Ireland to have its own Irish Code. The starting point for the Code has been to use the UK Code model as a base and adapt it for the Irish market where we believe it is appropriate. The introduction of an Irish Code is the commencement of an ongoing process to ensure that governance practices in Ireland remain robust, relevant, and attuned to the distinct characteristics of the local market. Whilst we believe it is correct that the UK Code is the foundation for the Irish Code, we are setting the ground for divergence in the future if needed. A local code allows for greater flexibility to adapt and evolve as the corporate, legal, and economic climate changes, ensuring that governance standards remain relevant and effective for the Irish market.

The consultation period closed on 14 June 2024. We received 22 responses from a wide variety of stakeholders including issuers, advisers, and industry bodies. An overwhelming majority of respondents were supportive of Ireland having its own Irish Code.

Euronext Dublin would like to thank all stakeholders for their engagement with the consultation and subsequent detailed and considered feedback.

This paper summarises the main responses received and notes Euronext Dublin's comments and approach. This paper should be read in conjunction with CP 24-01, which can be found on Euronext Dublin's website at the following link: https://www.euronext.com/en/markets/dublin

The Code has been published alongside this Feedback Statement and will be available on the Euronext website. It will apply to accounting years commencing on or after 1 January 2025.

SUMMARY OF RESPONSES

1 BOARD LEADERSHIP AND COMPANY PURPOSE

Initial Proposals:

We consulted on several changes to the Provisions in this section, the most significant being Provision 4 and 5. In Provision 4, we consulted on amending the 20% threshold of votes cast against a board resolution to 25% and removing the requirement for publication of a six month update on shareholder discussions and proposed actions.

In Provision 5, we removed a UK legislative reference to the Companies Act 2006 and replaced it with text which was more reflective of Irish company law. The reference to the board understanding the views of the company's other "key" stakeholders was updated to refer to "stakeholders" only. The prescribed method of engagement with the workforce was also removed.

There were some changes also in Provision 2 and Provision 6, namely the insertion of a reference to alignment with the company's business model in Provision 2 and a requirement for the board to review the company's policy on Speaking-Up in Provision 6.

Feedback Received:

There were mixed responses to the changes in Provision 4, varying from a desire to increase the percentage threshold further to 30% and a number who wanted it retained at 20% as in the UK Code. Whilst there was general support for the removal of the six-month update recommendation, it was noted that in lieu of this there should be enhanced disclosure on the engagement process undertaken to provide evidence that shareholder concerns have been addressed.

In Provision 5, several respondents requested that the word "key" be re-inserted to limit this obligation to key stakeholders only. Whilst there was overall agreement with the removal of the prescriptive aspect of the provision re engagement with the workforce, it was felt that excluding the provision entirely was not in the best interests of shareholders.

In Provision 2 concerns were raised about ambiguity due to the lack of a clear definition of "business model" and how this differentiates from strategy.

Euronext Dublin Response:

In response to stakeholders feedback, we have removed reference to "business model" from Provision 2.

In Provision 4, we have maintained the threshold at 25% as this aligns with the voting requirement for special resolutions within the Companies Act 2014 and following feedback received, we believe it ensures appropriate shareholder engagement. Whilst, we have retained the removal of the six-month update to shareholders we have inserted an additional requirement for the company to detail the engagement process undertaken to consult with shareholders.

We recognise the importance of workforce engagement and have expanded the proposed Provision 5 to include a requirement for the board to describe their engagement process with the workforce.

2 DIVISION OF RESPONSIBILITIES

Initial Proposals:

To reflect best corporate governance practices as seen in other jurisdictions additional wording was inserted in Principle F to clarify when information should be provided to directors and that this information should be relevant.

Principle H was amended to reflect the importance of all directors having sufficient time to meet their board responsibilities, not just non-executive directors.

To reflect the smaller Irish market, we consulted on amending the criteria in Provision 10 which is likely to impair a director's independence from being an employee of the company within the last five years to three years instead. We also included a recommendation for companies to outline the factors considered in determining a non-executive director's independence as was previously captured in the Irish Annex.

Provision 15 was amended to limit the approval of the board to a director taking on additional "material" external appointments or appointments "which might give rise to a conflict of interest" rather than all appointments. We also removed the requirement that full time directors cannot take on more than one non-executive directorship in a FTSE100 company as it was felt this was not as relevant for the smaller Irish market.

To reflect the key role of the company secretary in corporate governance and in line with best practice observed in other codes Provision 16 was expanded to include more information on the tasks the company secretary should carry out.

Feedback Received:

As part of the responses received, it was noted that Principle F should clarify what meetings are being referred to – i.e. board meetings.

Stakeholders were generally not supportive of the changes to Principle H, mainly noting that time commitment is more of a challenge for non-executive directors rather than executive directors who already work full-time in a company and by amending this to all directors as proposed this distinction may be overlooked and misunderstood. One respondent noted that a core part of a properly functioning board is its ability to seek out objective, independent third-party expert advice when circumstances deem it necessary. It was suggested that Principle H be extended to explicitly state this which would give board members the necessary freedom to solicit this type of advice as and when required.

In Provision 10, some respondents felt the independence criteria should be left at 5 years as it currently is. One respondent felt there should be more flexibility around the 9-year board tenure and this should be extended to between 9 and 12 years. The recommendation for

companies to outline factors considered in determining a non-executive director's independence was supported, as it promotes transparency and accountability.

Provision 15 solicited a number of responses, namely around the insertion of the word "material" and "might give rise to a conflict of interest" which was seen as subjective and could lead to confusion. A couple of respondents felt that whilst the reference to FTSE 100 is UK-specific, the Irish Code should have a similar requirement regarding executive directors not taking on more than one non-executive appointment at a listed company.

The feedback to the changes proposed in Provision 16 noted that responsibility for the information flow within the board and between management and non-executive directors should rest with the company secretary under the direction of the chair. One respondent felt that the level of information in this provision was more suited to guidance.

Euronext Response:

Following the feedback received Principle F was amended to clarify that we are referencing board meetings.

Taking onboard feedback received, we reverted to the original wording of Principle H. We considered inserting the additional language suggested by one respondent that boards should be able to seek third-party advice when needed but it was felt that this was sufficiently covered in a later provision (Provision 22) on board evaluations, and it was not necessary to include it here also.

Whilst noting the feedback on Provision 10, we have maintained the 3-year cool-off period proposed as we felt it was more in line with other smaller markets such as Portugal and Belgium.

We have reverted to the original requirement in Provision 15 for all external appointments to be approved by the board with the reasons for permitting significant appointments or appointments which could reasonably be expected to give rise to a conflict of interest explained in the annual report. We have remained silent on the requirement that full time directors do not take on more than one non-executive directorship in a FTSE 100 company. We felt this requirement did not translate over to the smaller Irish market and as the board will have to consider all external appointments, they will have the power to veto an appointment to a similar size company if it is felt an individual may be in danger of overboarding.

Provision 16 was amended to reflect the feedback that the role of the secretary regarding information flow is under the direction of the chair. Whilst noting this level of detail may form part of guidance in other codes, we felt it was appropriate to include it in the provision.

3 COMPOSITION, SUCCESSION AND EVALUATION

Initial Proposals:

Principle K contained a clarificatory amendment that the board and its committees should have "relevant" skills, experience, and knowledge.

Provision 18 removed the requirement for the "specific reasons" to be outlined why each director's contribution is important to the company's long term sustainable success.

Provision 21 was amended to state that the chair should consider rather than commission a regular external board review as it was felt the chair should be able to make this decision, particularly for smaller companies. The reference to a FTSE 350 company was replaced with a reference to companies with a market capitalisation in excess of €1 billion which is more relevant to the Irish market.

The wording of Provision 22 was amended slightly to reflect that the "board" should discuss the results of the board performance review rather than the "chair" and address and act based on any concerns raised. A new section was introduced to this provision that the nomination committee should use the results of the board performance review to identify and prepare a description of the skills, knowledge and experience required on the board as part of the appointments and succession planning process. Where the requisite skills and expertise are not available on the board, the board should ensure that it has access to such expertise and skills.

There were some wording amendments in Provision 23 in order to not be as prescriptive and a new Provision 23A proposed which covers additional points which should be in the Annual Report in respect of the directors and the board. This was previously in the Irish Annex.

Feedback Received:

One respondent noted that Principle J could be amended to potentially include provisions that, while requiring Irish issuers to promote diversity, inclusion and equal opportunity on Irish Boards, also recognises the reality of Irish demographics. They noted that if the Irish Code were to include specific diversity and ethnicity requirements but, either did not include specific ethnicity targets or included a longer period before such targets would become binding, it could assist Irish issuers while still pursuing the goals of achieving appropriate diversity on the Board.

One respondent suggested that Principle K be enhanced to include consideration of the issue of significant external commitments as part of board performance reviews, similar to what was proposed in the UK corporate governance consultation.

The amendment to Provision 18 was challenged regarding the necessity for the amendment as it was felt the objective of the provision was unaltered.

One respondent suggested that Provision 20 be deleted as unduly prescriptive.

The importance of regular external board reviews was highlighted in the feedback received on Provision 21 and how using the word "consider" rather than "commission" may be seen as

a dilution of the objective of the provision. A number of respondents felt that there needed clarification on when the market capitalisation of €1 billion would be calculated – i.e. at a specific date or average market capitalisation throughout the prior year. It was also noted that the threshold of €1 billion market capitalisation may not capture enough of the listed company universe to have broad effect, and it was suggested that this be lowered.

Feedback received on Provision 22 included that the chair of the board should drive next steps following a board evaluation rather than the board. The newly inserted wording that the results of the board evaluation should be used by the nomination committee was welcomed by one respondent, whilst another respondent considered it to be overly specific and more suitable to guidance.

There was limited feedback on the changes proposed in Provision 23 and 23A.

Euronext Response:

The proposed amendment to Provision 18 was removed.

Following the feedback received on Provision 21 and acknowledging the importance of a regular external board review to ensure there is a proper transparent functioning board, we have reverted to the requirement that the chair should commission a regular external board review. We have replaced the reference to a FTSE 350 company with a company with a market capitalisation in excess of €750 million. We have also included a footnote clarifying when the market capitalisation calculation applies.

We have amended Provision 22 to reflect that the board should, under the direction of the chair, address any concerns arising from the board performance review by committing to an action plan. We have retained the newly inserted part of Provision 22. We believe this assists in strengthening board accountability and highlights the areas requiring improvements or changes that improve the quality of disclosures and trust with shareholders. We have also retained the last sentence as we recognise that a board doesn't always possess all the skills, experience, and knowledge directly on all matters and we believe explicitly stating this in the Irish Code will give board members the necessary freedom to solicit this type of expert third-party advice as and when required.

We have considered the suggestion raised in relation to expanding Principle J to include diversity and inclusion provisions and feel that the most appropriate thing is for the Code to require companies to have a diversity and inclusion policy without the Code itself imposing specific requirements. As a result, we have inserted a new Provision 23 that requires a company to have a diversity and inclusion policy regarding gender and other aspects that are of relevance to the company. The policy should include measurable objectives and be reviewed annually.

4 AUDIT, RISK AND INTERNAL CONTROL

Initial Proposals:

In this section, the Principles were left the same as the UK Code with a slight amendment to Principle O where we did not adopt the new requirement to "maintain" as well as establish an effective risk management and internal control framework as we felt this was appropriately and adequately covered in Provision 29.

In Provision 24, we amended the audit committee requirement to have a majority of, rather than all, independent non-executive directors as a similar position is adopted in the Companies Act. Consequently, we included an additional requirement that the chair be independent. We have also inserted a requirement that at least one member should have "competence in accounting or auditing" rather than "recent and relevant financial experience" which is consistent with S1551 of the Companies Act 2014. The reference to the description of the audit committee's work in the annual report is specified as being "a meaningful description" which is retained from the Irish Annex.

In Provision 28, we included a new requirement for the board to determine the risk appetite of the company which was derived from the Belgian Code. A requirement to explain the procedures to manage emerging risks was removed.

Provision 29 from the UK Corporate Governance Code 2018 has been retained with an additional reference from the UK Code to reviewing "reporting controls". We have not introduced the new internal controls declaration which was introduced in the UK Code 2024 as we feel that the language in the 2018 Code is sufficient.

Feedback Received:

One respondent highlighted that the footnote in Principle M should be moved to Principle N and for clarity should also refer to the Board's responsibilities for the annual report and financial statements as set out in Irish law.

Respondents were generally not supportive of the removal of the words "and maintain" in Principle O. One respondent noted that while Provisions may build on the Principles, this does not negate the importance of the reference to maintenance in the Principle itself. Another respondent felt that it would be considered a significant weakness in internal controls if the directors had not also exercised sufficient oversight that effective internal controls relating to the corporate reporting process were maintained.

In Provision 24, a number of respondents disagreed with our amendment to have a majority, rather than all, independent non-executive directors. It was felt the amendment diluted the impact of the Provision and there was not a sufficient rationale for transitioning to a majority-independent audit committee. An explicit reference to "competence in accounting or auditing" was seen as a positive addition.

In Provision 25, there was some suggested amendments in the bullet points detailing the roles and responsibilities of the audit committee. One respondent noted that the audit committee has oversight of corporate reporting, which includes any narrative provided in the annual report and therefore expanding on the legal requirement and providing further

context/parameters, which in this case should be in relation to the preparation of the annual report would be helpful. In addition, a respondent felt that introducing the terminology "mechanisms" as something additional to controls and systems and referring to "internal financial controls" and "internal control and risk management systems" can be seen as confusing, and suggests financial controls are separate to internal controls. They recommend consistency with legislation and auditing standards. While the FRC's Audit Committees and the External Audit: Minimum Standard does not apply, there was a recommendation to apply additional parts that support good governance and are also relevant in an Irish context.

In Provision 26, there was some individual feedback regarding the content of the annual report in terms of the work of the audit committee. It was felt that some of these disclosure points should be removed as they were either duplicated or potentially commercially sensitive.

Whilst there was a couple of respondents that supported the insertion of the "risk appetite" statement within Provision 28, there was a number of respondents that asked for it to be removed on the grounds that it was vague and could be difficult to do as a standalone exercise. They noted that arguably, this risk appetite assessment is inherent in how the board determines to manage or mitigate its principal risks as required by the remainder of the provision and the "risk appetite" of a company necessarily varies from time to time depending on a range of factors and therefore its risk appetite ends up being embedded in the strategic decisions it makes. A couple of respondents did not agree with the removal of the requirement to explain the procedures to "manage" emerging risks. Given the scale of unforeseen significant events in recent years there was a recommendation to maintain the existing wording as it supports good governance to explain how emerging risks are being assessed. One respondent felt that the definitions of emerging and principal risks should be included in the text of the Provisions rather than the footnote.

A stakeholder noted that if the intention of replacing the word "framework" with "systems" in Provision 29 is to align with the Companies Act 2014, they recommend, for consistency and clarity, referring to the 'system of internal control and risk management".

There was support for not including some of the more prescriptive wording of the new Provision 29 of the UK regarding internal controls. This was viewed as primarily a UK response to a perceived UK issue and not therefore, necessarily appropriate for the Irish market.

Euronext Response:

The footnote in Principle M was moved to Principle N which is a more appropriate place for it.

The feedback on Principle O was taken onboard and we have reinserted the wording to "maintain" as well as establish an effective risk management and internal control framework.

We have reverted to the requirement in Provision 24[1] that the audit committee be comprised of independent non-executive directors with a minimum membership of three, or in the case of smaller companies, two. We have provided clarity in the footnote on what a smaller company is in the context of the Irish market.

[1] Note the numbers of the Provisions in the final Code have changed from Provision 24 onwards. Provision 24 is now Provision 25, etc.

In addition to the proposals in Provision 25[2] of the draft Code, we replaced reference to "financial reporting process" with "corporate reporting process" as we felt this was a more appropriate reflection of the audit committee's responsibilities. We removed reference to "internal financial controls" and "mechanisms" in the context of risk management to avoid confusion.

In Provision 26[3] we removed some of the requirements that the audit committee must report on in the annual report, namely advance notice of any retendering plans, an explanation of the application of the entity's accounting policies and the wording around the content of board papers.

Taking onboard the feedback received on Provision 28[4], we have removed the requirement for a "risk appetite" statement from the final Code. We have also reinserted the requirement for a company to explain what procedures are in place to manage its emerging risks.

In Provision 29[5], we have aligned with the wording in the Companies Act and refer to "internal control and risk management systems".

5 REMUNERATION

Initial Proposals:

In section 5, the Principles remained the same as in the UK Code.

In the draft Provision 32, we consulted on removing the reference to smaller companies having a minimum membership of two independent non-executive directors on its remuneration committee.

In Provision 36, we amended the minimum vesting period from five years to three years which we felt was in line with normal practice and sufficient.

We decided not to adopt the new UK Provision 38 on malus and clawback which we felt was quite prescriptive. Instead, we inserted a requirement at the end of Provision 37 requiring that a description of a company's malus and clawback provisions be included in the annual report.

We removed the UK Provision 39 on pension requirements. It was felt that the other Principles and Provisions on remuneration were sufficient without this which could be seen as very prescriptive and difficult for a company to achieve.

Provision 38 of the draft Code removed the final sentence on compensation commitments in directors' terms of reference as we felt that Principle P was sufficient in this regard.

[2] Provision 26 of the final Irish Code

[3] Provision 27 of the final Irish Code

[4] Provision 29 of the final Irish Code.

[5] Provision 30 of the final Irish Code.

Feedback Received:

Regarding Provision 32, whilst a couple of respondents supported the idea of raising the minimum number on a remuneration committee to three for all companies, a number of other respondents felt that this would create a challenge for smaller boards, placing a greater demand on the commitments of independent non-executive directors.

It was highlighted by one respondent that by not allowing non-executive directors remuneration to include share options or other performance related elements as detailed in Provision 34, this could limit the pool of available high quality non-executive directors to listed Irish corporates when compared to other jurisdictions. In particular this was noted as prevalent in high-growth, innovation-oriented companies which could constitute a significant portion of prospective public companies in Ireland going forward. However, the respondent also recognised a need to maintain the independence and objectivity of non-executive directors whose remit may be impaired with their compensation tied to performance and acknowledged that institutional investors tend to have strong opinions on this topic. Another respondent felt that non-executive directors should be allowed to participate in LTIPs where there are no performance related conditions attached.

In provision 36, whilst some respondents were silent on the amendments, others felt that investors have a preference for a five-year vesting period and that retaining this is more advisable for the Irish market.

Some respondents felt that the Code should include similar malus and clawback requirements as in the UK Code whilst another respondent noted that it was not an overly contentious matter given that the Code still contains a provision on malus and clawback.

One stakeholder did not agree with the proposed amendment in the draft Provision 38 as they did not agree that the Principle is sufficient with regard to the issue of departing directors' obligations to mitigate loss and felt that this provision reflects investor expectations.

Whilst a couple of respondents were supportive of not including the UK Provision 30 on pensions, others were opposed to the wholesale removal of this provision. The exclusion of this provision was deemed contentious by one respondent who highlighted that excessive pension arrangements should be discouraged. It was noted that this should be reconsidered, particularly in the context of ESG, specifically the social factors.

In the draft Provision 39, a couple of respondents felt that the requirement regarding engagement with the workforce should be removed.

Euronext Response:

Considering the feedback received on Provision 32[6] and following the change made to the earlier provision on the audit committee, we have retained the reference to smaller companies having a minimum membership of two independent non-executive directors on its remuneration committee. We have replaced the reference to a FTSE 350 company with a company with a market capitalisation in excess of €750 million.

[6] Provision 33 in final Irish Code.

Whilst acknowledging the feedback received on Provision 36[7] regarding the vesting period, we have decided to retain the proposed minimum three-year vesting period which we feel is in line with normal practice on other markets and sufficient for the Irish market.

The proposed provision on malus and clawback has been retained. Whilst this is an important topic, we feel that the new Provision 38 in the UK Code is too prescriptive.

Following the limited support on not adopting a provision on pensions, we have reconsidered this and inserted a new Provision 39 in the Irish Code requiring that only basic salary should be pensionable and that executive pension rates be carefully considered in the context of the broader workforce.

We have retained the requirement on engagement with the workforce in Provision 39[8].

[7] Provision 37 in final Irish Code.

[8] Provision 40 in the final Irish Code.

SUMMARY OF RESPONSES TO QUESTIONS

In addition to the feedback received on the Principles and Provisions of the draft Irish Code, we also asked a number of specific questions as part of the consultation. The feedback to these questions is summarised below.

Q1 Are there any specific principles/provisions of the Irish Code which diverge from the UK Code which you think are not appropriate/should be revised. If yes, please give further detail.

Q2 Are there any areas of the Irish Code which retain parity with the UK Code which you think should not remain part of the Irish Code. If yes, please give further detail.

The feedback to Questions 1 and 2 has been included as part of the feedback on the Principles and Provisions above.

Q3 Are there any other issues which you feel should be addressed in the Irish Code?

Where feedback on this question was related to the Principles and Provisions, we have included it above.

The main feedback on this question was limited to specific issues which certain companies experienced in their application of the UK Code. However, there was no general consensus on key issues that were not catered for within the draft Irish Code.

Q4 Are you supportive of issuers dual-listed on Euronext Dublin and in the UK having a choice as to whether to apply the Irish Code or the UK Code?

There was general support for dual-listed issuers on Euronext Dublin and in the UK having a choice between the Irish Code and the UK Code. However, it was felt that clarity was needed regarding the reciprocal acceptance of the Irish Code by the UK Listing Rules. In addition, it was noted that Euronext Dublin Listing Rules should be updated to give effect to the Irish Code. Further clarity was also requested on whether all equity listings are required to comply with the Irish Code or whether entities that currently are exempt from complying with the UK Code, e.g. Irish Funds, including Real Estate Investment Trusts, with a listing of equity shares, will be exempt from the Irish Code.

There was also a suggestion that the discretion for dual-listed companies to apply the Irish or the UK Code should be extended to companies that are dual-listed in Ireland and another EU Member State.

Euronext Response:

There is no reciprocal agreement with the FRC regarding their acceptance of the Irish Code as an alternative to the UK Code. The intention is that the Irish Code will apply to Irish companies listed on Euronext Dublin. However, given the large number of dual-listed companies with a UK and an Irish listing and in order to reduce the reporting burden for these companies they will have the choice to adopt the Irish Code or the UK Code under Euronext Dublin listing rules. This may not reflect the UK position and this is something that

issuers will need to be aware of under the UK Listing Rules. Euronext Dublin Listing Rules are in the process of being updated and will be consulted on shortly.

Under Euronext Dublin listing rules overseas issuers will have the option of applying the corporate governance code to which the issuer is subject or one which they may voluntarily decide to apply.

Q5 As a dual-listed company (with standard UK listing) if you do support a choice between the application of the Irish Code or the UK Code, which code do you think your company will apply?

There was no feedback from companies to this question. However, one professional body provided feedback on behalf of its members who felt that initially dual-listed companies are likely to avail of the option to continue application of the UK Code, as this will remain a requirement for a listing on the London Stock Exchange. However, over time, dual-listed companies may decide to de-list from the UK and in such circumstances, would not have the option to apply the UK Code. To minimise disruption and ensure consistent high standards of corporate governance are required, they recommend the Irish Code is, initially, closely aligned with the UK Code, supporting only essential changes primarily due to divergence in legislative requirements in Ireland compared with the UK, and in a few instances changes that better support the practical application of the Irish Code in Ireland.

Q6 Are there matters that you believe should be taken into consideration in establishing the Corporate Governance Panel?

There were several responses to this question and varying opinions on the remit of the Corporate Governance Panel, how it should be established and the composition of it.

Overall, it was felt that the Panel is an appropriate mechanism through which to monitor changes both from an EU and UK perspective, forming a view on whether UK changes are relevant and reflecting EU requirements. Some respondents felt that the Panel should be established as an independent entity, with responsibility to act as custodian of the Irish Code, and to independently decide on recognition of any other Corporate Governance Code that may be applied by Irish listed companies. One respondent felt that it should be established under statutory instrument with a sustainable funding model and with authority to require Irish listed companies to register with the Panel and receive feedback from the Panel on their application of a recognised corporate governance code. Another respondent suggested that the custodian's role should focus on monitoring alignment with the UK Code, rather than direct compliance with the code itself.

There was general consensus among respondents that the Panel needs to have a clear purpose and should be composed of a diverse range of skills and competencies, including representatives of key stakeholders. Independence of the body was also noted as being a key factor to its success.

Euronext Response:

We are aware that this is a particularly important topic for stakeholders. We are currently working on a Terms of Reference and composition of this panel. More information will be communicated to stakeholders in due course and before the effective date of the Irish Code.

GUIDANCE

The topic of guidance was raised by a number of stakeholders who noted that the FRC have detailed guidance available accompanying the UK Code and have asked whether there would be equivalent guidance available with the Irish Code. Given the high standard of the FRC's Corporate Governance Code Guidance and the close alignment between the Irish Code and the UK Code this will continue to be a relevant publicly available source of information for Irish companies. In addition, research reports and thematic reviews provide useful suggestions for improved reporting on activities and outcomes. We do not propose at this time to publish separate guidance for the Irish Code but if matters emerge for the Irish market that would benefit from additional guidance this will be considered in the future.