ICGN
International Corporate Governance Network

The Honourable Paul Atkins, Chairman
U.S. Securities and Exchange Commission
100 F Street
Washington, D.C. 20053

13 April 2026

Dear Chairman Atkins,

Subject: Request for Reg S-K review ideas, File No. CLL-15

The International Corporate Governance Network (ICGN) appreciates the opportunity to respond to your request for Reg S-K ideas to streamline and modernise the regulation whilst protecting investors.

Led by investors responsible for assets under management of >US$90 trillion, ICGN is an authority on global standards of corporate governance and investor stewardship. Headquartered in London, our membership is based in more than 40 countries. ICGN's *Global Governance Principles* and *Global Stewardship Principles*, written from an investor perspective, are widely used by our members in their company assessments and voting decisions, and by regulators when developing corporate governance rules.

We appreciated the opportunity recently to meet with Charles Lee, Counsel to the Chairman, and James Moloney, Director, Division of Corporate Finance, on Wednesday, 25 March, and are pleased to provide further thoughts on the Reg S-K review here.

General comments

We would like to reiterate that we believe a formal notice and comment period on any proposed rule changes is critically important and we look forward to contributing more fully once the proposed rule or rules are published after consultation with our members. Whilst we have provided comments on several Items under Reg S-K, which are priorities for our investor members, this does not mean that Items not specifically mentioned, are not relevant to investors. When the SEC releases the proposed rule or rules, ICGN will be able to provide more detailed comments.

ICGN's membership includes long-term investors who regularly analyse filings across multiple industries (including technology and other growth-oriented sectors). We recognise that rules and regulations need to be reviewed periodically and revised to protect investors in the U.S. capital markets. In general, we support efforts that reduce the duplication of information in required filings and improve material disclosures without reducing or removing decision-useful information for investors. For investors, the critical issue is signal quality, not volume of reporting.

We are aware that there are interested parties who have requested that the SEC consider addressing rulemaking at this level after the two vacancies are filled. We understand that decisions about the rule-making process and sequencing are within the SEC's remit.

Cost vs benefit – investors are willing to pay the costs associated with high quality, reliable, material information

- Reg S-K is the backbone of U.S. securities regulation disclosures. It is important that any efforts to streamline and modernise the Regulation must not lead to less robust disclosures for investors in the guise of reforms targeted to reduce reporting costs and burdens for issuers.

- The ultimate cost of reporting is borne by a company's investors, and investors are willing to pay the costs associated with high quality, reliable, material information.

- We would like to see the SEC's review of Reg S-K focused on ways to ensure that investors receive the material disclosures they need, in order to potentially limit the costs of litigation and to relieve the financial burdens on beneficiaries who have been harmed by inadequate risk taking and the lack of disclosures by issuers.

Targeted amendments

- Rather than issuing one large rule package on the entirety of Reg S-K proposed changes, we would like to suggest that the SEC issue smaller packages of proposed rules.

- Certain Items may garner a significant number of comments from investors, issuers, and the industry. For example, the disclosures for executive compensation or risk factors are disparate and the SEC may benefit from separate rulemaking in which specific comments can be tailored for likeminded rules.

- This could also ease the burden on SEC staff who will need to review all the comments received from the proposed rules before the SEC considers taking action.

Materiality as the disclosure standard

The U.S. Supreme Court has held that a fact is material if there is "a substantial likelihood that the ... fact would have been viewed by the reasonable investor as having significantly altered the 'total mix' of information made available."[1]

- Investors place trust in their investee companies to disclose information required under the law and regulations. Therefore, the SEC should provide clear rules for disclosures and support enforcement actions if disclosures are inadequate or misleading.

- We believe that the SEC should retain the disclosure requirements for issuers which are material to *investment and voting decisions by investors*[2], and those that become

[1] SC Industries v. Northway, Inc., 426 U.S. 438, 449 (1976); see Basic, Inc. v. Levinson, 485 U.S. 224 (1988) (as the Supreme Court has noted, determinations of materiality require "delicate assessments of the inferences a 'reasonable shareholder' would draw from a given set of facts and the significance of those inferences to him...." TSC Industries, 426 U.S. at 450).

[2] Letter from Jeff Mahoney, General Counsel, Council of Institutional Investors, re: "'material' should be defined as information in which there is a substantial likelihood that disclosure of the omitted fact would have been viewed by a reasonable investor as having significantly altered the total mix of

material quickly such as cyber incidences as they are necessary for investors to make informed investment decisions. As Commissioner Peirce recently said, “the policy objective, protecting investors, requires us to ensure that investors have access to material financial information.”[3] For example:

  - Previous SEC guidance[4] stated that companies should disclose *non-material* incidents (or those when a company’s test for materiality has not yet been conducted) under Item 8.01 of Form 8-K. These disclosures, particularly cyber incidences, can grow into significant material events. The SEC has stated in the past, "Given the prevalence of cybersecurity incidents, this distinction... will allow investors to more easily distinguish between [material and non-material] and make better investment and voting decisions." We agree that many nascent items, such as cyber or geopolitical risks, can be seen as potentially non-material today, but can in many scenarios become material and effect share price. Therefore, we would like the SEC to retain this guidance.

- A reasonable investor should also be able to ascertain how a company considers which disclosures are material, how they decide which ones are not, who in the company makes such a determination, how the information will inform their voting decisions, and if non-material information has been disclosed in the past, what has changed now in their disclosure regime.

- AI-assisted analysis is changing how investors process and act on disclosures by enabling more efficient extraction of material information from comprehensive filings, identification of patterns across large datasets, and earlier detection of emerging risks. These tools make granular, structured disclosure even more valuable to investors, and certainly not less necessary. Reducing the scope of mandatory disclosure in response to volume concerns could remove information that investors can now use more effectively than ever, while the compliance cost savings to issuers from narrowing principled, materiality-based requirements are likely modest in comparison.

- Some duplication of material financial information in separate filings can be beneficial to investors. Such information can help clarify how an issuer views materiality within the quarterly or annual reporting requirements, and the proxy statement. It also can provide investors with meaningful comparisons when data are supplied in the various narratives and tables.

Proportionality and scale

- We would not be generally opposed to a path for scaled disclosure based on company size and revenue as a way to assist bringing companies into the public

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information available in deciding how to vote or make an investment decision”, 2 April 2026, cll15-739427-2297494.pdf

[3] SEC.gov | The Art and Science of Materiality, remarks by Commissioner Hester Peirce, 19 March 2026.

[4] SEC.gov | Cybersecurity Disclosure, Erik Gerding, Director, Division of Corporation Finance, 14 December 2023.

market. The details of such disclosure, which could align filer statuses, with reporting tied to certain thresholds for a limited period of time, could be of interest to investors.

- We believe that it is appropriate for an issuer to provide an auditor attestation of the company's evaluation of its internal control over financial reporting regardless of size.

- We also believe that audit reports, including disclosure regarding critical accounting matters that an auditor identifies during the course of the audit, should be disclosed regardless of company size, to investors and to the Board.

Simpler changes

- Several items on the first page of the SEC forms include boxes for issuers to check which categories apply. From our conversations with the issuer community, due to the electronic submission of forms, the need for check the box identifiers could be replaced with alternative methods to identify the filing requirements by each issuer.

- The requirement for the inclusion of a multi-year stock chart may not be necessary with the advent of alternative methods for investors to access the relevant information.

- There may be some opportunity to remove requirements that are now obsolete due to online submissions and electronic means of communication with shareholders.

Reg S-K Items of key importance to investors

ICGN would like to specifically comment on several items within Reg S-K at this stage:

Item	Discussion	Recommendations
Item 101- Description of the Business	• This Item is foundational for understanding the issuer's business model, segment structure, sources of revenue and profitability, and where value creation occurs. It is particularly important for assessing durability of competitive advantage and industry positioning.	• The SEC should retain these disclosures and include additional data on human capital management (HCM), the number of people employed, and any human capital measures or objectives that the company focuses on in managing the business. • We would support streamlining that would reduce the requirement for generic narratives, while requiring more structured, decision-useful specificity, e.g., clearer segment/geographic discussion and material competitive dynamics, where appropriate.
Item 103- Legal Proceedings	• ICGN is concerned that the Item is currently written in a way that may lead to companies omitting material information on fines which have been levied against issuers. • The size and scope of any fines send a strong message to the market, other issuers, and investors. If U.S. issuers are allowed to omit the disclosure of fines from foreign regulators, global investors are left without context and the ability to track whether fines could become, or are, material risks. • We would like the Item to include a requirement to disclose legal proceedings due to the refusal to include shareholder proposals on company ballots which are	• ICGN would like the SEC to require the disclosure of fines from foreign regulators. • ICGN would like the SEC to require the disclosure of legal proceedings related to any recent litigation regarding inclusion or refusal of the inclusion of shareholder proposals on the issuer's ballot.

	being filed due to the changes in the SEC no-action letter process under Rule 14a-8.	
Item 105- The Disclosure of Risk Factors	• Risk factors are important for framing downside risks and identifying what could impair the investment thesis. Companies need to discuss how their business is managing specific risks or planning for potential risks. Whilst the current list of risk factors is lengthy, this exercise in risk identification serves the following purposes: (i) whether the Board is thinking about specific topics and risks; and (ii) helps protect investors who are not aware of specific company risks. Investors do not want to lose these factors due to streamlining efforts. • Investors need to understand how companies are addressing these risks - either qualitative, quantitative or both. Many risk factors cross all sectors, so a generic list as a starting point that can be customised by a company may be useful. • Overall changes should improve the usability of the risk factors through clear categorization, ranking, and "what changed" updates year-over-year. Investors need safeguards so that issuer-specific risks remain prominent and auditable in filings. • An issuer's disclosure of risk factors provides a good starting point in shareholder engagements. Shareholders are able to ask companies how they can best monitor the disclosed risks.	• ICGN would support streamlining that encourages the prioritization of material, company-specific risks, and meaningful updates when risks change, rather than "check-the-box" lists. The focus should be on long-term risks and less boilerplate disclosure of risks. The SEC could promulgate a default list of the risks to be disclosed. Companies could add unique individual or sector risks that are material to the business. A focus on the main primary material risks and a prioritisation of additional risks may be useful for investors. • Risk disclosures in other markets may provide a good comparison on ways to present risks. For example, the United Kingdom requires that companies disclose "principal risks" and "emerging risks."

Item 106- Cybersecurity	• An issuer's cybersecurity policies, the degree of Board oversight, and the company's effort to address a cyber incident or risks are increasingly relevant disclosures, especially for comparability across peers. • Cybersecurity issues may not be considered material upon discovery, however, cyber incidents can escalate quickly. An issuer should flag non-material information by filing a Form 8-K which will provide investors with a discreet amount of information to inquire about the incident. If the incident becomes material, it should be disclosed under Reg S-K. The filing will help investors understand an issuer's operational resilience, cyber risk management; the degree of board oversight; and incident preparedness.	• We would support approaches that improve consistency in cyber disclosures and non-material disclosures for decision-usefulness. The SEC's review could include the replacement of the generic descriptions with more comparable, decision-useful disclosures, while recognizing security sensitivities. • One other idea is to consider cybersecurity and artificial intelligence risks under Item 105, Risk Factors. These are two of the most important priorities in certain sectors.
Item 302- Supplementary Financial Information	• The SEC should preserve the reporting of any material quarterly changes in comprehensive income that are retrospective in nature. • Such reporting could be a signal about a company's previous financial position, important for investors to know.	• ICGN may support streamlining within this Item if this information is readily available through other filings, such as Reg S-X.

Item 303- Management's discussion and analysis (MD&A) of financial condition and results of operations	• ICGN considers this Item as one of the most important Items of required disclosure under Reg S-K. Global markets have requirements for this type of disclosure as well. • MD&A is often the most decision-useful narrative section for understanding performance drivers, cash flow dynamics, and management's explanation of changes period-over-period. MD&A looks beyond the financial statements and is tied to U.S. GAAP and GASB standards. It must work in conjunction with them. • The disclosure should focus on the issuer's financial condition and its operations. Many companies disclose this information in an Annual Report, which could be sufficient, rather than continually repeating the same information in other filings, unless a material change has occurred.	• We support streamlining that encourages clear "what changed and why" analysis, with greater emphasis on the key drivers that management uses to run the business. • We may support updated rules for removing any repetition, including a more structured discussion (e.g., key drivers, capital allocation), and encouraging cross-references where duplicative, but keeping the core narratives that link strategy, performance drivers, liquidity, and forward-looking considerations.
Item 304- Changes In and Disagreements With Accountants on Accounting and Financial Disclosure	• ICGN considers this as an integral part of required disclosure. The company is the one that hires the external accountants and auditors, who should have oversight by the Board. This is an important governance principle for investors, and any changes should be reported. • Any discrepancies or differences between an issuer and the accounting or audit firms, with respect to accounting, auditing, and/or financial reviews, are clear signals to investors. Changes of accountants, auditors and firms,	• Any streamlining should focus on the clarity and consistency of the information, not reducing disclosure. • The SEC should require companies to provide an explanation of the reasons for the change in auditors in all cases.

	late reporting, or disagreements could be material issues. • Disclosures by accountants and auditors can impact share price, leading to a material change. For example, in October 2024, Super Micro Computer (SMCI) disclosed that its independent auditor had resigned due to concerns about the accuracy of company disclosures. Shares subsequently fell 33%. Shares recovered by 12% after the delayed financial results and a statement by the auditor were filed with the SEC.[5]	
Item 305- Quantitative and qualitative disclosures about market risk	• The Item requires both quantitative and qualitative disclosures about market risk as of the end of the latest fiscal year for trading purposes and instruments entered into for purposes other than trading purposes. • The investor interest is in understanding a company's specific exposure and what mitigants are in place. When risks crystallise, it is useful to be able to track their effects in the MD&A and financial statements.	• We seek the disclosures of the most material categories of market risk and encourage a coherent, decision useful presentation, rather than multiple overlapping tables, could improve readability while preserving substantive information about exposures and how they are managed. • We may support streamlining of the boilerplate disclosures by requiring that companies focus on the material qualitative and quantitative exposures (e.g., FX, rates, commodity inputs) and how they are managed. • Broader disclosures can occasionally provide useful signals by highlighting risks that may not have been previously considered, including

[5] In Feb.2025, they disclosed a note in their filing stating "it had identified material weaknesses in internal controls over financial reporting", and in response to those issues, "plans to hire additional accounting and audit employees, and to upgrade IT systems." Their share price increased 12% after. smci-20241024, Super Micro Computer surges 12% after filing delayed financials, https://www.sec.gov/Archives/edgar/data/1375365/000137536524000036/smci-20241024. https://www.cnbc.com/2024/10/30/super-micro-auditor-resigns-after-raising-concerns-months-earlier.html

		material, decision-useful exposures, being mindful not to eliminate disclosures that are less obvious, but relevant risks. • Listing the top 5 customers, even if they are not above 10% of revenues, could be a useful disclosure of market risk.
Item 307- Disclosure controls and procedures	• High quality, reliable financial reporting is critically important to investors. As such, we believe that disclosure controls and procedures are material for investors.	• Issuers should continue to disclose the conclusions of the company's principal executive and principal financial officers, or persons performing similar functions, regarding the effectiveness of the company's disclosure controls and procedures.
Item 308- Internal control over financial reporting	• As above, given the need for investors to be able to trust company reported information, this Item requires that a company provide an annual report of management on the registrant's internal control over financial reporting is critically important to investors.	• We believe that management's annual report on internal controls over financial reporting is material and should continue to be disclosed to investors.
Item 401- Directors, executive officers, promoters and control persons	• Investors rely on this disclosure, particularly in technology and other innovation-driven industries, to assess leadership capability, relevant operating experience, and track record.	• We would not support streamlining efforts that reduces this reporting requirement for the listed individuals. • We would not oppose standardizing presentation formats which could reduce the time preparing these disclosures, while preserving decision-useful details.

Item 402- Executive Compensation	• Investors are seeking pay-for-performance disclosure under Item 402(V) and alignment, information on incentive risk-taking, the plans for retention or turnover; and stewardship voting, including the Say-on-Pay advisory vote on an annual basis, and Say-on Frequency at least every three years, under the Dodd-Frank Act. • We agree that it should not be so complicated to know what the CEO and senior executives were paid in salary and additional benefits. Investors are looking for the amount on money and benefits the Board believes it will pay the CEO if he/she meets the targets over several years and provide investors with the comparison of how the company performed in relation to the CEO's performance. The Board and Compensation Committee's compensation program should tie to the company's performance, focus on sustainable long-term value creation and company's strategic goals. • The Compensation Discussion & Analysis (CD&A) guidelines under Item 402(b) require that companies disclose the material principles underlying the company's executive compensation policies and decisions and the most important factors relevant to analysis of those policies and decisions. Investors would also like to see the disclosure of performance targets for executives that are part of the incentive-based compensation, especially when the Board and Compensation Committee are considering the measures for an executive's performance award.	• We are open to streamlining the rules to reduce duplication and improve the clarity on compensation practices, particularly around definitions of performance metrics/KPIs and the rationale for incentive design, rather than simply shortening disclosure requirements. • The Compensation Discussion & Analysis (CD&A) disclosure is a good starting point for the SEC provide clarity on the material disclosures which should be provided. ICGN would like to see all companies, including emerging growth companies, submit CD&A analyses. This change would help investors compare compensation practices within companies and sectors. • Investors benefit from disclosures that shows how awards develop from the point of grant through to final settlement, including how performance criteria were assessed and what was ultimately paid out. Currently the emphasis falls heavily on prospective disclosure at the time of grant, with limited standardised information on actual outcomes. • Investors are seeking to understand the relationship between intended pay opportunities, realized compensation, and company performance, and how Boards exercise judgment when formulaic outcomes diverge from results. • For equity-based compensation, we suggest considering disclosure formats that provide clearer visibility from grant through vesting. We find that current requirements emphasize detailed information at the time of grant but provide limited standardized disclosure about vesting outcomes and how performance criteria were actually

	• The pay ratio requirement, required under the Dodd-Frank Wall Street Reform and Consumer Protection Act, directed the Commission to amend Item 402 of Regulation S-K to require this disclosure. The pay ratio, calculated at least every three years, can be a useful data point for many investors as it provides investors with the information to annual trends for overall compensation practices. It is one of the easiest ways for investors to compare annual CEO total compensation against the median employee compensation, without complex compensation practices which can obscure current and future compensation. The ratio also provides the Board's Compensation Committee with valuable information as it reviews the CEO's pay package. The regulation gives flexibility for companies to use payroll data or estimates, so it should not be difficult to calculate. It was intended to be ahigh level, context dependent signal to encourage concise explanation of year over year movements, rather than suggesting it is suited to precise comparisons across issuers. • Granularities in the disclosures, such as pledging and hedging activity, have been required by the SEC due to excessive risk-taking by executives, a lack of oversight by the Board, and the need to ensure that any such activities are in alignment with investors. Investors would like the SEC to preserve core decision-useful information on incentives, performance linkages, and material pay	evaluated, making it difficult to assess the total incentive that the CEO received in any given period and how such incentives compared to the original targeted value and metrics. Specific metrics are needed, vague references, such as "operational metrics", are not useful. A simple format tracking each award through its lifecycle, such as a table or chart, could provide investors with useful information about how compensation programs function in practice, to improve comparability over time. • Examples of useful information for investors: o Base salary, benefits, 401k contribution; o Structure/type of variable pay and mix (i.e. STIP, LTIP, RSU, PSU, Options etc.); o Ex-post and ex-ante disclosure of performance measures and targets; o Why the performance measures and targets were used with regards to company business plans, strategy, and KPIs, and actual performance against those targets; o Target compensation, what drives it, and the Committee's rationale, the quantitative and qualitative assessment against the targets; o If the Committee exercised any discretion and why; o Realized compensation: what happened and how; o An overlay with how the stock performed over the period; o Malus/Clawback provisions; and

	elements. We encourage the SEC to retain these requirements. • ICGN supports the requirements that companies disclose their written clawback policies in their annual reports and state whether there has been a correction of an error to previous financial statements, and whether any of those corrections are restatements requiring a recovery analysis of incentive-based compensation under their clawback policies, and how they have applied their clawback policies during or after the last completed fiscal year.	○ Description of service contracts/notice periods. • We would consider ideas for scaling the narrative detail for smaller issuers, without impairing the comparability for Say-on-Pay analysis. We would not wish the SEC to eliminate the requirement for small companies to provide pay versus performance disclosure under Item 402(v) of Regulation S-K or eliminate the requirement for smaller companies to provide the Say-on-Pay vote and Say-on-Frequency votes. • ICGN recognises that there has been a rise in security-related costs for executives in response to security incidents. The benefits should be considered either as compensation or business expenses, depending on the circumstances. Personal travel with family may need to be reported differently than work-related security. If the CEO is the only person who receives security, the expenses should be considered as an additional benefit. • ICGN would like the SEC to retain the clawback requirements.
Item 403: Security ownership of certain beneficial owners and management	• The regulation requires disclosure by the company of the beneficial owners of more than five percent of any class of the company's voting securities. Investors need this information as it provides clarity on governance risks when the control of the company lies with a few Individuals, whether there are entrenchment mechanisms in place,	• We would be open to standardized tables and XBRL tagging of the beneficial owners. This would permit incorporation by reference where ownership is updated elsewhere in a clearly dated, reliable filing. • We would be opposed to raising the threshold more than 5%. The 5% threshold is important and is in alignment with the 13-D requirement for asset managers and other investors.

	and the dynamics around decision making at the Board or C-suite levels.	
Item 404: Transactions with Related Persons, Promoters and Certain Control Persons	• This Item is a significant part of the SEC's primary mission to protect investors. How an issuer manages related persons and conflicts is a major signal of governance quality for investors. • Transactions and conflicts of interests between related persons can distort effective decision making and cloud judgment. The regulations are necessary because even small transactions can be material if they reveal favouritism or weak controls. ICGN believes that the $120,000 threshold for all companies is still an appropriate level for disclosure purposes and is in fair alignment with the median income of American investors.[6] ICGN's members are not in favour of an increase in the current level of $120,000, as it could be considered "material" to the parties involved. • As an example, in the matter of FirstEnergy Corporation, Respondent, on September 12, 2024, the Commission found that FirstEnergy violated the antifraud provisions of the Securities Act and Exchange Act, failed to disclose material related party transactions, and failed to keep accurate books and records and to devise and maintain an adequate	• The disclosure of relationships should also be required to carry into SPACs and other entities, where related persons may have "defacto" control. We believe that the larger "Thanksgiving table" requirement is the clearest way for investors to be informed. • Whilst ICGN does not support reducing the list of related persons or the threshold, we could support streamlining the disclosure through standardized tabular formats.

[6] The median income of households in the U.S. with individuals holding stocks and mutual funds is $125,000, https://link.edgepilot.com/s/2b1568bd/0ywV55xeLkOK477up-WGIQ?u=https://www.ici.org/news-release/ici-report-shows-mutual-funds-key-driver-of-expanding-pool-of-middleclass-investors, 12 November 2025.

	system of internal accounting controls. The Commission order the Respondent to pay a $100 million civil money penalty to the Commission, to allow the penalty collected to be distributed to harmed investors.[7]	
Item 405- Compliance with Section 16(a) of the Exchange Act	• This Item requires that a company identify each person who, at any time during the fiscal year, was a director, officer, beneficial owner of more than ten percent of any class of equity securities of the registrant registered pursuant to Section 12 of the Exchange Act, or any other person subject to Section 16 of the Exchange Act with respect to the registrant because of the requirements of Section 30 of the Investment Company Act ("reporting person") that failed to file on a timely basis reports required by Section 16(a) of the Exchange Act during the most recent fiscal year or prior fiscal years. This is a useful disclosure to support the assessment of culture, governance, and risk.	• ICGN believes this is a requirement that has simple compliance and should be retained.
Item 406: Code of ethics	• The provision allows companies to explain whether they have adopted a code of ethics that applies to the company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. If the company has not adopted such a code of	• The SEC should require companies to adopt a code of ethics for the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions these positions.

[7] In the Matter of FirstEnergy Corp., SECURITIES ACT OF 1933 Release No. 11302 / September 12, 2024 SECURITIES EXCHANGE ACT OF 1934 Release No. 101014 / September 12, 2024 ACCOUNTING AND AUDITING ENFORCEMENT Release No. 4519 / September 12, 2024 ADMINISTRATIVE PROCEEDING File No. 3-22111.

	ethics, explain why it has not done so. This is another useful disclosure to support the assessment of culture, governance, and risk.	
Item 407- Corporate Governance	• ICGN was founded to advance high standards of corporate governance and investor stewardship worldwide. Strong corporate governance principles enhance investor confidence and provide boards and management with the ability to generate long-term sustainable economic returns for shareholders. ICGN supports board member independence, specific board committee responsibilities, risk oversight by the board, and shareholder communication channels that provide two-way communication between investors and the company. • The ICGN Global Governance Principles (ICGN GGP) serve as ICGN's primary standard for well-governed companies and are developed in consultation with ICGN Members. The ICGN GGP address the system by which companies are directed and controlled based on the principles of fairness, accountability, responsibility, and transparency within a framework of effective governance controls. Principle 7, Corporate Reporting, states, "Boards should oversee timely and reliable company disclosures for shareholders and relevant stakeholders relating to the company's financial position, approach to sustainability, performance, business model, strategy, and long-term prospects."	The disclosures in this section are essential for investors analysis of companies, and we would not support significant changes to any of this section or Items not specifically mentioned that require disclosures. In addition: • ICGN requests that the SEC return to reviewing and issuing no action letters under the previous agreement. Recent changes regarding the SEC's shareholder proposal oversight have made the process more opaque and fractured a long-standing practice that benefitted companies and investors. It is now largely up to companies to determine whether to include shareholder proposals and if not, investors will only have the courts for recourse. This drives up costs for both parties. One of the values of shareholder proposals is that they function as a 'canary in the coal mine' to highlight for investors risks that have not yet materialized but could in the future. This type of disclosure would help continue to flag such issues for investors and facilitate investor dialogue on those topics. • ICGN would like the SEC to require that boards disclose all the shareholder proposals received within the proxy deadline and associated rationale for inclusion/exclusion. If the SEC will no longer review and determine requests for no action requests under Rule 14a-8, then this disclosure

	• The U.S. is a capital market without a national code of corporate governance. Each of the states has its own corporation law requirements. Therefore, the SEC plays a significant role in requiring companies to meet basic standards of corporate governance in Reg S-K. Some of the regulations require a board and management to comply; others allow a company to explain why it does not need to comply so that the SEC and shareholders can understand the reasoning. A standard of "comply or explain" is important to preserve governance disclosures. It is principles based rather than rules based. It enables accountability and comparability. If, during this review, the SEC decides to eliminate these explanations, investors will lose a key component to evaluate board governance quality and vote responsibly to hold the board to account. • ICGN has recommended that "one share, one vote" is an important governance principle. Whilst we understand that there are U.S. companies have instituted multi-class share structures, we believe that companies with multiple share classes with unequal voting rights should supplement their final voting results with tallies for each class for the annual general meeting and any special meetings. We also believe that companies should institute sunset provisions for multi-class share structures, preferably within seven years.	over time and across all companies, investors will have the knowledge of the proposals and leading practices might emerge for the SEC to consider in the future. • Companies with multiple share classes that have unequal voting rights should supplement their final voting results with tallies for each class, for every proxy vote on an annual general or special meeting. Companies should institute sunset provisions for multi-class share structures within a preferable timeline of seven years. • We would particularly like to highlight the below sections as examples of critically important governance information and would welcome a detailed discussion of any other areas on which the SEC requires further information:

(b) Board meetings and committees; annual meeting attendance	• A company must name each incumbent director who during the last full fiscal year attended fewer than 75 percent of the aggregate. • This is material information to investors, as attendance at board meetings is an indicator of board quality and effectiveness.	• ICGN requests that the SEC continue to require that issuers 1) state the total number of meetings of the board of directors (including regularly scheduled and special meetings) which were held during the last full fiscal year and 2) name each incumbent director who during the last full fiscal year attended fewer than 75 percent of the aggregate meetings. • Shareholders should know if board members are able to fulfil their obligations and vote accordingly.
(f) Shareholder communica-tions	• Companies are required to state whether or not the company's board of directors provides a process for security holders to send communications to the board of directors and, if the company does not have such a process for security holders to send communications to the board of directors, state the basis for the view of the board of directors that it is appropriate for the company not to have such a process. • This is material information to investors, as ability to engage with their investee companies is a fundamental ownership right and these disclosures are an indicator of board quality and effectiveness.	• The current regulation allows companies to explain why they do not have a process for communications to the board of directors. ICGN believes that every company's board of directors should provide and support a process for shareholders and security holders to send communications to the board of directors.
(h) Board leadership structure and role in risk oversight	• The current regulation requires disclosure of the leadership structure of the company's board, such as whether the same person serves as both principal executive officer and chairman of the board, or whether two individuals serve in those positions, and, in the	• ICGN requests that the SEC retain these requirements to disclose the leadership structure of the company's board, such as whether the same person serves as both principal executive officer and chairman of the board, or whether two individuals serve in those positions, and, in the

	case of a company that is an investment company, whether the chairman of the board is an “interested person” of the company as defined in section 2(a)(19) of the Investment Company Act. • This is clearly material to assessment of the company’s governance structures.	case of a company that is an investment company, whether the chairman of the board is an “interested person” of the company.
Item 408- Insider trading arrangements and policies	• Insider trading disclosures are considered by investors to be as important as Related Person Transaction disclosures given the serious risks to investor value. The disclosures of insider trading arrangements and activities provide investors with governance and integrity signals, and risk controls.	• ICGN requests that the SEC keep these disclosures, however, there may be a way to reduce any narrative repetition without harming the required disclosures.

Thank you again for the opportunity to share our perspective on the review of Reg S-K. If you would like to follow up with questions or comments, please contact our Senior Advisor-Americas, Carol Nolan Drake, at carol.nolandrake@icgn.org.

Yours faithfully,

Jen Sisson
Chief Executive Officer, ICGN

Cc: SEC Commissioner Hester Peirce
SEC Commissioner Mark Uyeda
James Moloney, Director, Division of Corporate Finance