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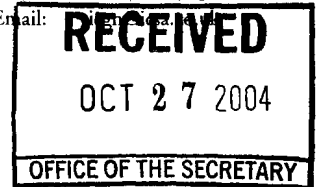
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29th September 2004

Chairman William H. Donaldson
Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

ICGN Secretariat
16 Park Crescent
London W1B 1AH, UK

Telephone: 020 7580 4741
Facsimile: 020 7612 7034
Email: secretariat@icgn.org



RE: SHAREHOLDER ACCESS TO THE PROXY

Dear Chairman Donaldson:

The International Corporate Governance Network (ICGN) would like to express its continued interest in the Security Holder Director Nomination proposal of the US Securities and Exchange Commission (SEC). In December 2003, ICGN's Principles Committee submitted a letter expressing our views on the proposal – an important issue of principle for our members, who represent investors managing or advising assets of approximately \$10 trillion.

We understand that, although the SEC has postponed making decisions on the proposition that shareholders should have the ability to nominate and vote on individual directors of US listed companies, the Commission is continuing to seek views on the matter. In this regard, we would like to reconfirm our views on this issue. At the ICGN's 2004 annual meeting, the membership adopted the following resolution.

"The ICGN in general meeting in Rio de Janeiro on 9th July 2004 resolves that the stance taken by its Global Governance Principles Committee as expressed in its letter of 17th December 2003 to the US SEC, namely:

- 1 stating that shareholders as responsible owners of a company have basic rights in matters of appointment and removal of individual directors;
 - And
 - 2 recommending that the US reduce and ultimately eliminate the differences between US practice and international practice
- is formally endorsed.

It further resolves that the principle expressed under 1 be incorporated in the ICGN Principles currently under revision."

The question of how this important right should be established is still a matter of some debate, and we would like to offer the SEC the opportunity to discuss this with some of our members who are experts in this area. The ICGN attempts to establish good practice around the world that safeguards the rights of shareholders without creating impossible practical problems for companies.

I look forward to hearing that you would like to take up our invitation.

Yours sincerely,

Alastair Ross Goobey

ALASTAIR ROSS GOOBEY
Chairman of the ICGN Governors