Public consultation on the revision of the non-financial reporting directive

Fields marked with * are mandatory.

Introduction

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Background information on the Non-Financial Reporting Directive

The Non-Financial Reporting Directive – NFRD – (Directive 2014/95/EU) is an amendment to the Accounting Directive (Directive 2013/34/EU). It requires certain large companies to include a non-financial statement as part of their annual public reporting obligations. obligations. Companies under the scope of the NFRD had to report according its provisions for the first time in 2018 (for financial year 2017).

The NFRD applies to large Public Interest Entities with more than 500 employees. In practice it includes large listed companies, and large banks and insurance companies (whether listed or not) – all providing they have more than 500 employees.

The NFRD identifies four sustainability issues (environment, social and employee issues, human rights, and bribery and corruption) and with respect to those issues it requires companies to disclose information about their business model, policies (including implemented due diligence processes), outcomes, risks and risk management, and KPIs relevant to the business. It does not introduce or require the use of a non-financial reporting standard or framework, nor does it impose detailed disclosure requirements such as lists of indicators per sector.

The NFRD requires companies to disclose information "to the extent necessary for an understanding of the development, performance, position and impact of [the company's] activities." This means companies should disclose not only how sustainability issues may affect the company, but also how the company affects society and the environment. This is the so-called double materiality perspective.

In 2017, as required by the Directive, the Commission published non-binding guidelines for companies on how to report non-financial information. In June 2019, as part of the Sustainable Finance Action Plan, the Commission published additional guidelines on reporting climate-related information, which integrate the recommendations of the Task Force on Climate-related Financial Disclosures.

Current context

The non-financial information needs of users, in particular the investment community, are increasing very substantially and very quickly. The demand for better information from investee companies is driven partly by investors needing to better understand financial risks resulting from the sustainability crises we face, and partly by the growth in financial products that actively seek to address environmental and social problems. In addition, some forthcoming EU legislation, including the regulation on sustainability disclosures in the financial services sector (Regulation (EU) 2019/2088), and the regulation on a classification system (taxonomy) of sustainable economic activities, can only fully meet their objectives if more and better non-financial information is available from investee companies. The taxonomy regulation will require companies under the scope of the NFRD to disclose certain indicators of the proportion of their activities that are classified as sustainable according to the taxonomy.

The feedback received in the online public consultation on corporate reporting carried out in 2018 in the context of a fitness check that is currently being finalised by the Commission services, confirms that the non-financial information currently disclosed by companies does not adequately meet the needs of the intended users. The following problems have been identified:

1. There is inadequate publicly available information about how non-financial issues, and sustainability issues in particular, impact companies, and about how companies themselves impact society and the environment. In particular:
    a. Reported non-financial information is not sufficiently comparable or reliable.
    b. Companies do not report all non-financial information that users think is necessary, and many companies report information that users do not think is relevant.
    c. Some companies from which investors and other users want non-financial information do not report such information.
    d. It is hard for investors and other users to find non-financial information even when it is reported.
2. Companies incur unnecessary and avoidable costs related to reporting non-financial information. Companies face uncertainty and complexity when deciding what non-financial information to report, and how and where to report such information. In the case of some financial sector companies, this complexity may also arise from different disclosure requirements contained in different pieces of EU legislation. Companies are under pressure to respond to additional demands for non-financial information from sustainability rating agencies, data providers and civil society, irrespective of the information that they publish as a result of the NFRD.

In its resolution on sustainable finance in May 2018, the European Parliament called for the further development of reporting requirements in the framework of the NFRD. In December 2019, in its conclusions on the Capital Markets Union, the Council stressed the importance of reliable, comparable and relevant information on sustainability risks, opportunities and impacts, and called on the Commission to consider the development of a European non-financial reporting standard. In addition, ESMA recently published a report on undue short-term pressure on corporations where it recommends the Commission to amend the NFRD provisions.

In its Communication on the European Green Deal, the Commission committed to review the Non-Financial Reporting Directive in 2020 as part of the strategy to strengthen the foundations for sustainable investment. Meeting the objectives of the European Green Deal will require additional investments across all sectors of the economy, the bulk of which will need to come from the private sector. In this sense review of the NFRD is part of the effort to scale up sustainable finance by improving transparency.

The European Green Deal also stressed that sustainability should be more broadly embedded into the corporate governance framework, as many companies still focus too much on short-term financial performance compared to their long-term development and sustainability aspects. As part of the Sustainable Finance Action Plan, work is being undertaken to prepare a possible action in this area.

In addition, to ensure appropriate management of environmental risks and mitigation opportunities, and reduce related transaction costs, the Commission will also support businesses and other stakeholders in developing standardised natural capital accounting practices within the EU and internationally.

The services of the European Commission have published an inception impact assessment on the Review of the Non-Financial Reporting Directive. It summarises the problem definition, possible policy options and likely impacts of this initiative.

Objectives of this public consultation and links with other consultation activities

This public consultation aims to collect the views of stakeholders with regard to possible revisions to the provisions of the NFRD. The principal focus of this consultation is on the possible options for such revisions.

This public consultation builds on a number of recent consultation activities, including:

- An online public consultation on corporate reporting in 2018, in the context of the fitness check on the EU framework for public reporting by companies. That consultation enabled the Commission to gather data and views on the problems that need to be addressed with regard to non-financial reporting. Problem analysis is therefore not a principal focus of the current consultation strategy.
- A online targeted consultation on climate-related reporting in 2019, as part of the development of the new guidelines for companies on how to report climate-related information. In addition, the Technical Expert Group on Sustainable Finance organised a call for feedback on its recommendations with regard to reporting climate-related information. The results of these consultation activities, although specific to the issue of climate, are also useful when considering non-financial reporting more generally.

This consultation is one element of a broader consultation strategy in the context of the review of the NFRD. In addition to this open consultation, there will also be targeted surveys addressed to SMEs, and to companies currently under the scope of the NFRD. The targeted surveys will collect more detailed opinions and data from companies on certain issues, including costs related to non-financial reporting.

In addition, the services of the Commission will soon launch an open public consultation on a Renewed Sustainable Finance Strategy, seeking for stakeholders' views in other Sustainable Finance related issues, including questions related to sustainable corporate governance.

Please note: In order to ensure a fair and transparent consultation process **only responses received through our online questionnaire will be taken into account** and included in the report summarising the responses. Should you have a problem completing this questionnaire or if you require particular assistance, please contact fisma-non-financial-reporting@ec.europa.eu.

More information:

- on this consultation
- on the consultation document
- on the protection of personal data regime for this consultation

About you

* Language of my contribution

- ( ) Bulgarian
- ( ) Croatian
- ( ) Czech
- ( ) Danish
- ( ) Dutch
- (•) English
- ( ) Estonian
- ( ) Finnish
- ( ) French
- ( ) Gaelic
- ( ) German
- ( ) Greek
- ( ) Hungarian
- ( ) Italian
- ( ) Latvian
- ( ) Lithuanian
- ( ) Maltese
- ( ) Polish
- ( ) Portuguese
- ( ) Romanian
- ( ) Slovak
- ( ) Slovenian
- ( ) Spanish
- ( ) Swedish

* I am giving my contribution as

- ( ) Academic/research institution
- ( ) Business association
- (•) Company/business organisation
- ( ) Consumer organisation
- ( ) EU citizen
- ( ) Environmental organisation
- ( ) Non-EU citizen
- ( ) Non-governmental organisation (NGO)
- ( ) Public authority
- ( ) Trade union
- ( ) Other

* First name

CAtherine

* Surname

ROYERE

* Email (this won't be published)

catherine.royere@bnpparibas.com

* Organisation name

255 character(s) maximum

BNP Paribas

* Organisation size

- Micro (1 to 9 employees)
- Small (10 to 49 employees)
- Medium (50 to 249 employees)
- (selected) Large (250 or more)

* Are you (or do you represent companies that are) SMEs?

- Yes
- (selected) No
- Don’t know / no opinion / not relevant

Transparency register number

255 character(s) maximum

Check if your organisation is on the transparency register. It's a voluntary database for organisations seeking to influence EU decision-making.

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* Country of origin

Please add your country of origin, or that of your organisation.

- Afghanistan
- Åland Islands
- Albania
- Algeria
- American Samoa
- Andorra
- Djibouti
- Dominica
- Dominican Republic
- Ecuador
- Egypt
- El Salvador
- Libya
- Liechtenstein
- Lithuania
- Luxembourg
- Macau
- Madagascar
- Saint Martin
- Saint Pierre and Miquelon
- Saint Vincent and the Grenadines
- Samoa
- San Marino
- São Tomé and Príncipe

Angola	Equatorial Guinea	Malawi	Saudi Arabia
Anguilla	Eritrea	Malaysia	Senegal
Antarctica	Estonia	Maldives	Serbia
Antigua and Barbuda	Eswatini	Mali	Seychelles
Argentina	Ethiopia	Malta	Sierra Leone
Armenia	Falkland Islands	Marshall Islands	Singapore
Aruba	Faroe Islands	Martinique	Sint Maarten
Australia	Fiji	Mauritania	Slovakia
Austria	Finland	Mauritius	Slovenia
Azerbaijan	France	Mayotte	Solomon Islands
Bahamas	French Guiana	Mexico	Somalia
Bahrain	French Polynesia	Micronesia	South Africa
Bangladesh	French Southern and Antarctic Lands	Moldova	South Georgia and the South Sandwich Islands
Barbados	Gabon	Monaco	South Korea
Belarus	Georgia	Mongolia	South Sudan
Belgium	Germany	Montenegro	Spain
Belize	Ghana	Montserrat	Sri Lanka
Benin	Gibraltar	Morocco	Sudan
Bermuda	Greece	Mozambique	Suriname
Bhutan	Greenland	Myanmar /Burma	Svalbard and Jan Mayen
Bolivia	Grenada	Namibia	Sweden
Bonaire Saint Eustatius and Saba	Guadeloupe	Nauru	Switzerland
Bosnia and Herzegovina	Guam	Nepal	Syria
Botswana	Guatemala	Netherlands	Taiwan
Bouvet Island	Guernsey	New Caledonia	Tajikistan
Brazil	Guinea	New Zealand	Tanzania
British Indian Ocean Territory	Guinea-Bissau	Nicaragua	Thailand
British Virgin Islands	Guyana	Niger	The Gambia
Brunei	Haiti	Nigeria	Timor-Leste
Bulgaria	Heard Island and McDonald Islands	Niue	Togo
Burkina Faso	Honduras	Norfolk Island	Tokelau
Burundi	Hong Kong		Tonga

- Cambodia
- Cameroon
- Canada
- Cape Verde
- Cayman Islands
- Central African Republic
- Chad
- Chile
- China
- Christmas Island
- Clipperton
- Cocos (Keeling) Islands
- Colombia
- Comoros
- Congo
- Cook Islands
- Costa Rica
- Côte d’Ivoire
- Croatia
- Cuba
- Curaçao
- Cyprus
- Czechia
- Democratic Republic of the Congo
- Denmark
- Hungary
- Iceland
- India
- Indonesia
- Iran
- Iraq
- Ireland
- Isle of Man
- Israel
- Italy
- Jamaica
- Japan
- Jersey
- Jordan
- Kazakhstan
- Kenya
- Kiribati
- Kosovo
- Kuwait
- Kyrgyzstan
- Laos
- Latvia
- Lebanon
- Lesotho
- Liberia
- Northern Mariana Islands
- North Korea
- North Macedonia
- Norway
- Oman
- Pakistan
- Palau
- Palestine
- Panama
- Papua New Guinea
- Paraguay
- Peru
- Philippines
- Pitcairn Islands
- Poland
- Portugal
- Puerto Rico
- Qatar
- Réunion
- Romania
- Russia
- Rwanda
- Saint Barthélemy
- Saint Helena Ascension and Tristan da Cunha
- Saint Kitts and Nevis
- Saint Lucia
- Trinidad and Tobago
- Tunisia
- Turkey
- Turkmenistan
- Turks and Caicos Islands
- Tuvalu
- Uganda
- Ukraine
- United Arab Emirates
- United Kingdom
- United States
- United States Minor Outlying Islands
- Uruguay
- US Virgin Islands
- Uzbekistan
- Vanuatu
- Vatican City
- Venezuela
- Vietnam
- Wallis and Futuna
- Western Sahara
- Yemen
- Zambia
- Zimbabwe

* Field of activity or sector (if applicable):

at least 1 choice(s)

- Audit, assurance and accounting

- [x] Banking
- [ ] Insurance
- [ ] Investment
- [ ] Pension provision
- [ ] Investment management (e.g. hedge funds, private equity funds, venture capital funds, money market funds, securities)
- [ ] Credit rating agencies
- [ ] Providers of ESG data and ratings
- [ ] Market infrastructure operation (e.g. CCPs, CSDs, Stock exchanges)
- [ ] Social entrepreneurship
- [ ] Production, manufacturing or services not covered by any of the above categories
- [ ] Other
- [ ] Not applicable

* Please choose one of the following options:

- ○ My organisation is a preparer of non-financial information (or represents such organisations).
- ○ My organisation is a user of non-financial information (or represents such organisations).
- ● My organisation is both a preparer and a user of non-financial information (or represents such organisations).
- ○ My organisation is neither a preparer nor a user of non-financial information (nor does it represent organisations that are preparers or users of such information).
- ○ Don't know / no opinion / not relevant

* Are you (or do you represent companies that are) currently under the scope of the provisions of the NFRD?

- ● Yes
- ○ No
- ○ Don't know / no opinion / not relevant

* Publication privacy settings

The Commission will publish the responses to this public consultation. You can choose whether you would like your details to be made public or to remain anonymous.

- ○ **Anonymous**
  Only your type of respondent, country of origin and contribution will be published. All other personal details (name, organisation name and size, transparency register number) will not be published.
- ● **Public**
  Your personal details (name, organisation name and size, transparency register number, country of origin) will be published with your contribution.

- [x] I agree with the personal data protection provisions

1. Quality and scope of non-financial information to be disclosed

The feedback received from the online public consultation on corporate reporting carried out in 2018 suggests that there are some significant problems regarding the non-financial information currently disclosed by companies pursuant to Directive 2014/95/EU ("the Non-Financial Reporting Directive" or NFRD) Likewise, ESMA's 2018 Activity Report gathers evidence that shows there is significant room for improvement in the disclosure practices under the NFRD.

Question 1. To what extent do you agree or disagree with the following statements about possible problems with regard to non-financial reporting?

Please rate as follows:
1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree

	1 (totally disagree)	2 (mostly disagree)	3 (partially disagree and partially agree)	4 (mostly agree)	5 (totally agree)	Don't know / no opinion / not relevant
The lack of comparability of non-financial information reported by companies pursuant to the NFRD is a significant problem.	○	○	○	○	●	○
The limited reliability of non-financial information reported by companies pursuant to the NFRD is a significant problem.	○	○	○	○	●	○
Companies reporting pursuant to the NFRD do not disclose all relevant non-financial information needed by different user groups.	○	○	○	○	●	○

Article 19a of the Accounting Directive (which was introduced into the Accounting Directive by the NFRD) currently requires companies to disclose information about four non-financial matters, if deemed material by the particular company:

i. environment,

ii. social and employee issues,

iii. human rights,

iv. bribery and corruption.

These correspond to the “sustainability factors” defined in Article 2(24) of Regulation (UE) 2019/2088 on sustainability-related disclosures in the financial services sector.

Question 2. Do you consider that companies reporting pursuant to the NFRD should be required to disclose information about other non-financial matters in addition to those currently set-out in Article 19a?

	Please specify which other non-financial matters (no more than 3):
Other non-financial matter #1	
Other non-financial matter #2	
Other non-financial matter #3	

For each of the four non-financial matters identified in Article 19a of the Accounting Directive, and subject to the company's own materiality assessment, companies are required to disclose information about their business model, policies (including implemented due diligence processes), outcomes, risks and risk management (including risks linked to their business relationships), and key performance indicators (KPIs) relevant to the business.

Question 3. Are there additional categories of non-financial information related to a company's governance and management procedures, including related metrics where relevant, (for example, scenario analyses, targets, more forward-looking information, or how the company aims to contribute to society through its business activities) that companies should disclose in order to enable users of their reports to understand the development, performance, position and impacts of the company?

	Please specify which additional categories of non-financial information (no more than 3):
Additional category of non-financial information #1	Entities transition policies and strategies: more information on entities overall carbon transition strategies, their governance and on how they implement these strategies.
Additional category of non-financial information #2	Alignment with 2°C scenario: more forward looking information in terms of companies' strategy with quantitative objectives. What really matters for stakeholders is not so much the current compliance with the taxonomy but the strategy of the company to adapt to 2 degrees scenario. EU banks are fully committed to accelerate the transition, as shown in the recent signature of the Principles for Responsible Banking, and of the Collective Commitment to Climate Action (CCCA) initiative, under UNEP-FI umbrella, endorsed on 18 September 2019 by 32 Signatory Banks of the Principles for Responsible Banking. These banks have committed to align their portfolios to reflect and finance the low-carbon, climate-resilient economy required to limit global warming to well-below 2, striving for 1.5 degrees Celsius.
Additional category of non-financial information #3	Total value of assets, with a materiality threshold, committed in regions likely to become more exposed to acute or chronic physical climate risks (in amounts and percentage of book value of exposed real assets) in conjunction with the company's assessment of physical risks and adaptation/ mitigation strategies and policies.

Investment in intangible assets currently represents the majority of investment carried out by the private sector in advanced economies. There is a long-standing debate about the need for better reporting of intangible investments in company reports, including in relation to sustainability[1]. Irrespective of the potential future changes to accounting standards, it is likely to remain the case that a significant proportion of intangible assets will fail to meet the definition of an asset or the criteria for recognition as an intangible asset in the financial statements. The Accounting Directive currently makes no explicit reference to intangible assets in the Articles concerning the management report, other than the requirement to report about activities in the field of research and development in Article 19(2)(b).

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[1] The European Financial Reporting Advisory Group (EFRAG) is currently carrying out a research project on this topic. The United Kingdom's Financial Reporting Council issued a consultation document about business reporting of intangibles in 2019.

Question 4. In light of the importance of intangibles in the economy, do you consider that companies should be required to disclose additional non-financial information regarding intangible assets or related factors (e.g. intellectual property, software, customer retention, human capital, etc.)?

- ○ Yes
- ◉ No
- ○ Don't know / no opinion / not relevant

In addition to the provisions of the NFRD, several other EU legislative acts require disclosures of sustainability-related information for financial sector entities:

- The Regulation on prudential requirements for credit institutions requires certain banks to disclose ESG risks as of 28 June 2022.
- The Regulation on sustainability related disclosures in the financial services sector requires financial market participants to disclose their policies on the integration of sustainability risks in their investment decision-making process and the adverse impacts of investment decisions on sustainability factors, as of 10 March 2021.
- The Regulation establishing a framework to facilitate sustainable investment (the Sustainable Finance Taxonomy) creates new reporting obligations including for companies subject to the NFRD, starting in December 2021.

Question 5. To what extent do you think that the current disclosure requirements of the NFRD ensure that investee companies report the information that financial sector companies will need to meet their new disclosure requirements?

- ○ Not at all
- ◉ To some extent but not much
- ○ To a reasonable extent
- ○ To a very great extent
- ○ Don't know / no opinion / not relevant

In order to ensure that the financial service sector can comply with the new disclosure requirements there might be scope for better aligning the information required to investees and the one financial sector entities need to report themselves, e.g. as regards sustainability impacts.

Question 6. How do you find the interaction between different pieces of legislation?

You can provide as many answers as you want.

- [ ] It works well
- [x] There is an overlap
- [x] There are gaps
- [x] There is a need to streamline
- [ ] It does not work at all
- [ ] Don't know / no opinion / not relevant

Question 7. In order to ensure better alignment of reporting obligations of investees and investors, should the legal provisions related to non-financial reporting define environmental matters on the basis of the six objectives set-out in the taxonomy regulation: (1) climate change mitigation; (2) climate change adaptation; (3) sustainable use and protection of water and marine resources; (4) transition to a circular economy (5) pollution prevention and control; (6) protection and restoration of biodiversity and ecosystems?

- (x) Yes
- ( ) No
- ( ) Don't know / no opinion / not relevant

Please provide any comments or explanations to justify your answers to questions 1 to 7:

5000 character(s) maximum

including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

1. The legislative framework proposed by the European Commission on ESG disclosure is very complex. First, the Taxonomy Regulation requires that all companies under NFRD include the ESG information in their public disclosure. Hence, it is essential that the requirements to be developed in the context of the NFRD review are consistent with the Delegated Acts of the Taxonomy Regulation.
Second, the June 2019 EC guidelines on climate reporting will be reflected in the revised NFRD. The KPIs which are non-binding so far may become binding if they are incorporated in the revised NFRD.
ESG disclosure requirements are also specified in other pieces of Regulation, currently still under consultation: - Low Carbon Benchmark - Disclosure Regulation - CRR2 Pillar 3.
2. The sequence of all the different texts should be reconsidered. Given the complexity of the ESG disclosure framework, it is logical that the implementation date of the revised NFRD is not provided. Even if we were to anticipate that it is fast tracked to 1 January 2022, this is much later than the implementation of the Disclosure Regulation and of the Low Carbon Benchmark and only a few months before the CRR2.
All disclosure requirements applying to financial institutions are possible to the extent that the information is made available by corporate issuers. From our perspective, it is therefore necessary to defer the publication of sustainability-related information by financial institutions by at least one accounting year after the requirements for non-financial companies' disclosures are effective. We would also recommend that the first implementation phase of the revised NFRD requirements for banks be a testing phase of at least one year, where information would only be reported to supervisors.
3. The European Commission should compare and rationalize the disclosure content in the different

texts in order to avoid discrepancies and unnecessary operational burden
In order to align the disclosures by corporate, asset managers, insurers and banks, it is of the utmost importance to select a limited number of very relevant and doable common metrics/ KPIs consistent with other regulations.
a. Only a limited set of common indicators should be mandatory
Among the 10 common KPIs from the EC guidelines, we would propose to select:
•Direct GHG emissions Scope 1
•Indirect GHG emissions Scope 2
•GHG relative emissions target. For direct emissions
•Total energy consumption and/or production from renewable and non-renewable
•Total value of assets, with a materiality threshold, committed in regions likely to become more exposed to acute or chronic physical climate risks in conjunction with the company's assessment of physical risks and adaptation/ mitigation policies. The value of the assets could be aggregated by large geographical zones depending on their climate risk vulnerability.
b. Beyond these common mandatory metrics, a further set of data differentiating financial and non-financial undertakings, and, within the non-financial sector, specific to industry sectors could also be made mandatory
i. Example of the banking sector
For instance among the 11 additional KPIs from the Appendix I of the EC guidelines, we would propose to select:
•Weighted average carbon intensity of each portfolio, where data is available and for a limited number of sectors. The carbon intensity is not defined for all sectors
•Credit risk exposures and volumes of physical collateral by geography/country specifying the physical risks aggregated by large geographical zones depending on their climate risk vulnerability.
• As regards the volume of financial assets EU taxonomy-aligned, while these metrics will be defined by the DA of the TR for disclosure purposes under Pillar 3 (and not for risk management purposes and prudential purposes), the ratio should be tailored to a scope which would avoid providing the market with misleading information. The ratio should be the proportion of Volume of Eligible Financial Assets that are EU taxonomy-aligned on Total Eligible Financial Assets . With Eligible Financial Assets (EFA) being defined as all asset classes for which the EU taxonomy can apply, with appropriate phasing. For example mortgage loans and real asset financing, project finance and other corporate loans when use of proceeds is clearly allocated. Indeed, other banking assets, such as central banks deposits, sovereign debts, trading assets or hedging derivatives should be excluded.
ii. Example of the corporate sector
Some of the KPIs considered in the EC Guidelines as common are actually relevant only for non-financial corporates:
•All indirect GHG emissions Scope 3. For the banking sector, methodologies for assessing the scope 3 do not exist contrary to the industry sector
•GHG relative emissions target. For indirect emissions
•% turnover or % CapEx or OpEx associated with activities eligible to the EU taxonomy
•other KPIs sector specific

2. Standardisation

Note: in this section, the word "standard" is used for simplicity. This should not be read as a suggestion that all relevant reporting requirements must be specified in a single normative document. Rather, "standard" is merely used as a shorthand that could encompass a consistent and comprehensive set of standards. Reporting standards define what information companies should report and how such information should be prepared and presented.

A requirement that all companies falling within the scope of the NFRD report in accordance with a common non-financial reporting standard may help to address some of the problems identified in section 1 (comparability, reliability and relevance).

Question 8. In your opinion, to what extent would a requirement on companies to apply a common standard for non-financial information resolve the problems identified?

- ○ Not at all
- ○ To some extent but not much
- ○ To a reasonable extent
- ● To a very great extent
- ○ Don’t know / no opinion / not relevant

Question 9. In your opinion, is it necessary that a standard applied by a company under the scope of the Non-Financial Reporting Directive should include sector-specific elements?

- ● Yes
- ○ No
- ○ Don’t know / no opinion / not relevant

A number of non-financial reporting frameworks and standards already exist. Some, including the standards of the Global Reporting Initiative (GRI), the framework of the International Integrated Reporting Council (IIRC), and the standards of the Sustainability Accounting Standards Board (SASB), aim to cover most or all relevant non-financial issues.

Question 10. To what extent would the application of one of the following standards or frameworks, applied on its own, resolve the problems identified while also enabling companies to *comprehensively* meet the current disclosure requirements of the Non-Financial Reporting Directive, taking into account the double-materiality perspective (see section 3)?

Please rate as follows:

1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	1 (not at all)	2 (to some extent but not much)	3 (to a very reasonable extent)	4 (to a very great extent)	N.A.
Global Reporting Initiative	○	○	○	○	●
Sustainability Accounting Standards Board	●	○	○	○	○
International Integrated Reporting Framework	○	○	○	○	●

10.1 Do you consider that other standard(s) or framework(s), applied on their own, would resolve the problems identified while also enabling companies to ***comprehensively*** meet the current disclosure requirements of the NFRD?

- Yes
- No
- (selected) Don’t know / no opinion / not relevant

On 5 December 2019, the Economic and Financial Affairs Council adopted conclusions on deepening the Capital Markets Union, in which it invited the Commission to “consider the development of a European non-financial reporting standard **taking into account international initiatives**”.

Most existing frameworks and standards focus on individual or a limited set of non-financial issues. Examples include the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), the UN Guiding Principles Reporting Framework (human rights), the questionnaires of the CDP (formerly the Carbon Disclosure Project), and the standards of the Climate Disclosure Standards Board (CDSB). Several approaches have also been developed at EU level in the environmental area, including the Organisation Environmental Footprint and reporting under the Eco-Management and Audit Scheme (EMAS).

Question 11. If there were to be a common European non-financial reporting standard applied by companies under the scope of the NFRD, to what extent do you think it would be important that such a standard should incorporate the principles and content of the following existing standards and frameworks?

Please rate as follows:
1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	1 (not at all)	2 (to some extent but not much)	3 (to a very reasonable extent)	4 (to a very great extent)	N.A.
Global Reporting Initiative	○	●	○	○	○
Sustainability Accounting Standards Board	●	○	○	○	○
International Integrated Reporting Framework	○	●	○	○	○
Task Force on Climate-related Financial Disclosures (TCFD)	○	○	○	●	○
UN Guiding Principles Reporting Framework (human rights)	○	○	●	○	○
CDP	○	●	○	○	○
Climate Disclosure Standards Board (CDSB)	○	●	○	○	○
Organisation Environmental Footprint (OEF)	○	○	○	○	●
Eco-Management and Audit Scheme (EMAS)	○	○	○	○	●

11.1 Do you consider that the principles and content of other existing standard(s) or framework(s) should be incorporated in a potential common European non-financial reporting standard?

- (selected) Yes
- No
- Don't know / no opinion / not relevant

11.2 Please specify the existing standard(s) or framework(s), whose principles and content should be incorporated in a potential common European non-financial reporting standard, and to what extent:

Please rate as follows:
1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	Name of other existing standard or framework (no more than 3):	Please rate from 1 to 4 as explained above (please use digits only)
Other existing standard or framework #1	Green Bond Principles	4
Other existing standard or framework #2		
Other existing standard or framework #3		

Question 12. If your organisation *fully* applies any non-financial reporting standard or framework when reporting under the provisions of the NFRD, please indicate the recurring annual cost of applying that standard or framework (including costs of retrieving, analysing and reporting the information):

	Name of standard or framework (no more than 3):	**Estimated cost of application per year, excluding any one-off start-up costs**
Standard or framework #1	N/A	N/A
Standard or framework #2		
Standard or framework #3		

Small and Medium-Sized Enterprises (SMEs) often do not have the technical expertise nor resources necessary to prepare reports in accordance with state-of-the-art, sophisticated standards. This may imply that requiring SMEs to apply the same standards as large companies may be a disproportionate burden for SMEs.

At the same time, many SMEs are under increasing pressure to provide certain non-financial information to other businesses, in particular if they are suppliers of large companies. In addition, financial institutions are increasingly likely to request certain non-financial information from companies to whom they provide capital, including SMEs. In this respect, SMEs that do not provide non-financial information may experience a negative impact on their commercial opportunities as suppliers of larger companies or on their access to capital, and may not be able to benefit from new sustainable investment opportunities.

Question 13. In your opinion, would it be useful for there to be a simplified standard and/or reporting format for SMEs?

- (x) Yes
- ( ) No
- ( ) Don't know / no opinion / not relevant

Question 14. To what extent do you think that a simplified standard for SMEs would be an effective means of limiting the burden on SMEs arising from information demands they may receive from other companies, including financial institutions?

- ( ) Not at all
- ( ) To some extent but not much
- (x) To a reasonable extent
- ( ) To a very great extent
- ( ) Don't know / no opinion / not relevant

Question 15. If the EU were to develop a simplified standard for SMEs, do you think that the use of such a simplified standard by SMEs should be mandatory or voluntary?

- (x) Mandatory
- ( ) Voluntary
- ( ) Don't know / no opinion / not relevant

In the responses to the Commission's public consultation on public corporate reporting carried out in 2018, just over half of the respondents believed that integrated reporting could contribute to a more efficient allocation of capital and agreed that the EU should encourage integrated reporting.

Question 16. In light of these responses, to what extent do you agree that the body responsible for developing a European non-financial reporting standard should also have expertise in the field of financial reporting in order to ensure "connectivity" or integration between financial and non-financial information?

- ( ) Not at all
- ( ) To some extent but not much
- ( ) To a reasonable extent

- [x] To a very great extent
- [ ] Don’t know / no opinion / not relevant

Question 17. The key stakeholder groups with an interest in and contributing to the elaboration of financial reporting standards have historically been investors, preparers of financial reports (companies) and auditors / accountants.

To what extent to do you think that these groups should also be involved in the process of developing a European non-financial reporting standard?

Please rate as follows:
1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	1 (not at all)	2 (to some extent but not much)	3 (to a very reasonable extent)	4 (to a very great extent)	N.A.
Investors	○	○	○	●	○
Preparers	○	○	○	●	○
Auditors/accountants	○	○	●	○	○

Question 18. In addition to the stakeholders referred to in the previous question, to what extent to do you consider that the following stakeholders should be involved in the process of developing a European non-financial reporting standard?

Please rate as follows:

1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	1 (not at all)	2 (to some extent but not much)	3 (to a very reasonable extent)	4 (to a very great extent)	N.A.
Civil society representatives/NGOs	○	○	○	◉	○
Academics	○	○	○	◉	○

18.1 Do you consider that other stakeholder(s) should be involved in the process of developing a European non-financial reporting standard?

- (selected) Yes
- No
- Don't know / no opinion / not relevant

18.2 Please specify which other stakeholder(s) you consider should be involved in the process of developing a European non-financial reporting standard and to what extent:

Please rate as follows:
1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	Name of other stakeholder (no more than 3):	Please rate from 1 to 4 as explained above (please use digits only)
Other stakeholder #1	Non-financial rating agencies	3
Other stakeholder #2	EFRAG in its advisory role	4
Other stakeholder #3		

Question 19. To what extent should the following European public bodies or authorities be involved in the process of developing a European non-financial reporting standard?

Please rate as follows:

1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	1 (not at all)	2 (to some extent but not much)	3 (to a very reasonable extent)	4 (to a very great extent)	N.A.
European Securities Markets Authority (ESMA)	○	○	○	●	○
European Banking Authority (EBA)	○	○	●	○	○
European Insurance and Occupational Pensions Authority (EIOPA)	○	○	●	○	○
European Central Bank (ECB)	○	●	○	○	○
European Environment Agency (EEA)	○	○	○	○	●
Platform on Sustainable Finance	○	○	○	●	○

19.1 Do you consider that other European public body/ies or authority/ies should be involved in the process of developing a European non-financial reporting standard?

- (selected) Yes
- No
- Don’t know / no opinion / not relevant

19.2 Please specify which other European public body/ies or authority/ies you consider should be involved in the process of developing a European non-financial reporting standard and to what extent:

Please rate as follows:
1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	Name of other European public body or authority (no more than 3):	Please rate from 1 to 4 as explained above (please use digits only)
Other European public body or authority #1	EFRAG	4
Other European public body or authority #2		
Other European public body or authority #3		

National accounting standards-setters of several EU Member States are represented in the European Financial Reporting Advisory Group (EFRAG), which acts as the EU's voice and technical advisor in relation to financial reporting.

Question 20. To what extent to do you consider that the following national authorities or bodies should be involved in the process of developing European non-financial reporting standards?

Please rate as follows:

1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	1 (not at all)	2 (to some extent but not much)	3 (to a very reasonable extent)	4 (to a very great extent)	N.A.
National accounting standards-setters	○	○	◉	○	○
Environmental authorities	○	○	◉	○	○

20.1 Do you consider that other type of national authorities or bodies should be involved in the process of developing a European non-financial reporting standard?

- (x) Yes
- ( ) No
- ( ) Don’t know / no opinion / not relevant

20.2 Please specify which other type of national authorities or bodies you consider should be involved in the process of developing a European non-financial reporting standard and to what extent:

Please rate as follows:
1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	Name of other national authority or body (no more than 3):	Please rate from 1 to 4 as explained above (please use digits only)
Other national authority or body #1	Ministry of Economy	4
Other national authority or body #2	Network For Greening the Financial System (NGFS)	4
Other national authority or body #3		

Please provide any comments or explanations to justify your answers to questions 8 to 20:

5000 character(s) maximum

including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

Q11 related to an EU standardised framework :
The current frameworks are not sufficient on a stand alone basis, that's why an European framework should be designed by the European Commission.
We also think that, within the EU, the harmonisation can be achieved by introducing mandatory EU-wide ESG reporting and disclosure requirements via a Regulation rather than a Directive.

Q13-Q14-Q15 related to SMEs: All our answers refer to SMEs that may be included in the scope of NFRD.
If the revised scope of NFRD include SMEs with the characteristics above the thresholds as defined by the Accounting Directive (cf Chapter 7), the principle of proportionality should apply to them, to a reasonable extent and through a mandatory simplified standard.

3. Application of the principle of materiality

The NFRD requires companies to disclose information "to the extent necessary for an understanding of the development, performance, position and impact of [the company's] activities." This materiality principle implies that companies reporting pursuant to the NFRD must disclose (i) how sustainability issues may affect the development, performance and position of the company; and (ii) how the company impacts society and the environment. This is the double-materiality perspective (see also the Commission's non-binding guidelines on reporting climate-related information, section 2.2, page 4). The two "directions" of materiality are distinct although there can be feedbacks from one to the other. For example, a company that with severe impacts on the environment or society may incur reputational or legal risks that undermine its financial performance.

'Material' information is defined in Article 2(16) of the Accounting Directive as "the status of information where its omission or misstatement could reasonably be expected to influence decisions that users make on the basis of the financial statements of the undertaking. The materiality of individual items shall be assessed in the context of other similar items." This definition is geared towards financial reporting, which is principally intended to serve the needs of investors and other creditors. By contrast, non-financial information serves the needs of a broader set of stakeholders, as it relates not only to the increasing impact of non-financial matters on the financial performance of the company, but also to its impacts on society and the environment. This may imply the need to provide an alternative definition of materiality for application in the context of non-financial reporting, or at least additional guidance on this issue.

Question 21. Do you think that the definition of materiality set-out in Article 2 (16) of the Accounting Directive is relevant for the purposes of determining which information is necessary to understand a company's development, performance and position?

- ○ Not at all
- ○ To some extent but not much
- ◉ To a reasonable extent
- ○ To a very great extent
- ○ Don't know / no opinion / not relevant

Question 22. Do you think that the definition of materiality set-out in Article 2 (16) of the Accounting Directive is relevant for the purposes of determining which information is necessary to understand a company’s impacts on society and the environment?

- ○ Not at all
- ● To some extent but not much
- ○ To a reasonable extent
- ○ To a very great extent
- ○ Don’t know / no opinion / not relevant

Question 23. Is there is a need to clarify the concept of ‘material’ non-financial information?

- ● Yes
- ○ No
- ○ Don’t know / no opinion / not relevant

Question 23.1 If you do think there is a need to clarify the concept of ‘material’ non-financial information, how would you suggest to do so?

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

Question 24. Should companies reporting under the NFRD be required to disclose their materiality assessment process?

- ● Yes
- ○ No
- ○ Don’t know / no opinion / not relevant

Please provide any comments or explanations to justify your answers to questions 21 to 24:

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

We support the principle of the double materiality as introduced in the June 2019 non-binding guidelines on climate-related non-financial information:
- Financial materiality:” Climate-related information should be reported if it is necessary for an understanding of the development, performance and position of the company.”
- Environmental and social materiality: “Climate-related information should be reported if it is necessary for

an understanding of the external impacts of the company."

The definition set out in the Article 2(16) of the Accounting Directive is appropriate for the "financial materiality".

For environmental and social materiality, another definition should be used, taking into account the broader range of information users (stakeholders) and a longer time horizon. One possibility would be to use a predetermined list of material topics to be disclosed depending on the sector. For example, disclosures related to air quality may be material to the extractive industry but not the high technology industry. Such matrix could be designed by the EU itself. This would permit to have a consistent level of information for similar industries/actors, and improve comparability.

4. Assurance

The NFRD requires that the statutory auditor or audit firm checks whether the non-financial statement has been provided if a firm falls within the scope of the Directive.

Article 34 of the Accounting Directive requires that the financial statements are audited, and that the statutory auditor or audit firm express an opinion whether the management report (i) is consistent with the financial statements for the same financial year; and (ii) has been prepared in accordance with the applicable legal requirements. Article 34 of the Accounting Directive also requires the statutory auditor or audit firm to state whether it has identified material misstatements in the management report and to give an indication of the nature of such material misstatements. However, the non-financial statement published pursuant to the NFRD – whether contained in the management report or a separate report – is explicitly excluded from the scope of Article 34 of the Accounting Directive. Consequently, the NFRD does not require any assurance of the content of the non-financial statement.

Question 25. Given that non-financial information is increasingly important to investors and other users, are the current differences in the assurance requirements between financial and non-financial information justifiable and appropriate?

- (x) Not at all
- ( ) To some extent but not much
- ( ) To a reasonable extent
- ( ) To a very great extent
- ( ) Don't know / no opinion / not relevant

Question 26. Should EU law impose stronger assurance requirements for non-financial information reported by companies falling within the scope of the NFRD?

- (x) Yes
- ( ) No
- ( ) Don't know / no opinion / not relevant

There are two types of assurance engagement a practitioner can perform:

- Reasonable assurance reduces the risk of the engagement to an acceptably low level in the given circumstances. The conclusion is usually provided in a positive form of expression and states an opinion on the measurement of the subject matter against previously defined criteria.
- Limited assurance engagements provide a lower level of assurance than the reasonable assurance engagements. The conclusion is usually provided in a negative form of expression by stating that no matter has been identified by the practitioner to conclude that the subject matter is materially misstated.

Question 27. If EU law were to require assurance of non-financial information published pursuant to the NFRD, do you think that it should require a reasonable or limited assurance engagement on the non-financial information published?

- ( ) Reasonable
- (x) Limited
- ( ) Don’t know / no opinion / not relevant

Question 28. If EU law were to require assurance of non-financial information published pursuant to the NFRD, should the assurance provider assess the reporting company’s materiality assessment process?

- (x) Yes
- ( ) No
- ( ) Don’t know / no opinion / not relevant

Question 29. If assurance of non-financial information was required by EU law, should the assurance provider be required to identify and publish the key engagement risks, their response to these risks and any related key observations (if applicable)?

- (x) Yes
- ( ) No
- ( ) Don’t know / no opinion / not relevant

Question 30. If assurance of non-financial information was required by EU law, do you think that assurance engagements should be performed based on a common assurance standard?

- (x) Yes
- ( ) No
- ( ) Don’t know / no opinion / not relevant

Question 30.1 If you answered yes in reply to the previous question, please explain whether there is an existing assurance standard that could be used for this purpose or whether a new standard would need to be developed:

5000 character(s) maximum

including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

Question 31. Do you think that an assurance requirement for non-financial information is dependent on companies reporting against a specific non-financial reporting standard?

- (x) Yes
- ( ) No
- ( ) Don’t know / no opinion / not relevant

Question 32. Do you publish non-financial information that is assured?

- (x) Yes
- ( ) No
- ( ) Don’t know / no opinion / not relevant

Question 32.1 If you do publish non-financial information and that information is assured, please indicate the annual costs of such assurance:

5000 character(s) maximum

including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

Question 32.2 If you provided an answer to the previous question, please describe the scope of the assurance services provided (issues covered, reasonable/limited, etc.):

5000 character(s) maximum

including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

Please provide any comments or explanations to justify your answers to questions 25 to 32:

5000 character(s) maximum

including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

The assurance should be limited but could be reasonable on a voluntary basis.
Requiring a reasonable assurance for all indicators could be an objective to be achieved only in the medium to long term.

5. Digitisation

The EU has introduced a structured data standard, the European Single Electronic Format (ESEF) under the Transparency Directive. With effect from 1 January 2020 listed companies in the EU shall report their annual financial reports in XHTML (audited financial statements, management report and issuer's responsibility statements). Additionally, if the consolidated financial statements are prepared in IFRS, the XHTML document should also be tagged using iXBRL elements specified in the ESEF taxonomy. This allows the information to be machine-readable. This is expected to produce a number of benefits, including cost saving for users of annual financial reports, greater speed, reliability and accuracy of data handling, improved analysis, and better quality of information and decision-making.

Additionally, the Commission is exploring opportunities to establish a single access point for public corporate information. In this respect, the Commission expects the High-level Forum on CMU to examine this topic and formulate recommendations from the Capital Markets angle in the coming months.

Question 33. To what extent do you agree or disagree with the following statements regarding digitalisation of non-financial information?

Please rate as follows:
1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree

	1 (totally disagree)	2 (mostly disagree)	3 (partially disagree and partially agree)	4 (mostly agree)	5 (totally agree)	Don't know / no opinion / not relevant
It would be useful to require the tagging of reports containing non-financial information to make them machine-readable.	○	○	○	○	●	○
The tagging of non-financial information would only be possible if reporting is done against standards.	○	○	○	○	●	○
All reports containing non-financial information should be available through a single access point.	○	○	○	○	●	○

Question 34. Do you think that the costs of introducing tagging of non-financial information would be proportionate to the benefits this would produce?

- ○ Not at all
- ○ To some extent but not much
- ● To a reasonable extent
- ○ To a very great extent
- ○ Don't know / no opinion / not relevant

Question 35. Please provide any other comments you may have regarding the digitalisation of sustainability information:

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

We fully agree on digitization. However, if, on financial reporting, tagging makes sense because there are common KPI with standardized methodologies, this is not the case as of today for sustainability information. Therefore, a prerequisite will be to finalize the standardization. The tagging should come after the completion of the regime. In addition, an impact assessment should be made and measures taken to support companies depending on the potential costs for companies and a reasonable timeline to comply should be set.

Please provide any comments or explanations to justify your answers to questions 33 to 35:

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

Digitalisation of non-financial disclosure could result in large benefits in terms of accessibility to the information. In line with our response to Q. 20, we strongly advocate for the creation of a centralized database that would facilitate ESG disclosures and the access to relevant and reliable data at EU level (ideally in a standardized form but also providing access to disaggregated raw data).
Here we would also underline that all efforts should be made by European authorities to avoid replicating the situation that exists today with regard to market data, whereby a few non-EU based providers exercise quasi-monopolistic market domination, imposing prohibitive prices and abusive practices on their captive clients. As investors and others will increasingly rely on the data derived from the public non-financial disclosures required by existing and new European legislation, this information should, to the extent possible, be made available on a cost recovery basis.

6. Structure and location of non-financial information

The default requirement of the NFRD is that companies under scope shall include their non-financial statement in their annual management report. However, the NFRD also allows Member States to allow companies to disclose the required non-financial information in a separate report under certain conditions, and most Member States took up that option when transposing the Directive. Companies can be allowed by national legislation to publish such a report up to six months after the balance sheet date.

The publication of non-financial information in a separate report has a number of consequences, including:

- separate reports that include non-financial information are out of the legal mandate of the national competent authorities, whose mandate over periodic reports is limited to the annual and semi-annual financial reports (which include the management report).
- separate reports that include non-financial information are not required to be filed in the Officially Appointed Mechanisms (OAMs) designated by Member States pursuant to Article 21(2) of the Transparency Directive.

Question 36. Other consequences may arise from the publication of the non-financial statement as part of a separate report. To what extent do you agree with the following statements:

Please rate as follows:

1= not at all, 2= to some extent but not much, 3= to a reasonable extent, 4= to a very great extent

	1 (not at all)	2 (to some extent but not much)	3 (to a very reasonable extent)	4 (to a very great extent)	N. A.
The option to publish the non-financial statement as part of a separate report creates a significant problem because the non-financial information reported by companies is hard to find (e.g. it may increase search costs for investors, analysts, ratings agencies and data aggregators).	○	○	○	●	○
The publication of financial and non-financial information in different reports creates the perception that the information reported in the separate report is of secondary importance and does not necessarily have implications in the performance of the company.	○	○	○	●	○

Question 37. Do you believe that companies should be required to disclose all necessary non-financial information in the management report?

- (x) Yes
- ( ) No
- ( ) Don't know / no opinion / not relevant

Question 38. If companies are allowed to publish the required non-financial information in a report that is separate from the management report, to what extent do you agree with the following approaches?

Please rate as follows:
1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree

	1 (totally disagree)	2 (mostly disagree)	3 (partially disagree and partially agree)	4 (mostly agree)	5 (totally agree)	Don't know / no opinion / not relevant
Legislation should be amended to ensure proper supervision of information published in separate reports.	( )	( )	( )	( )	(x)	( )
Legislation should be amended to require companies to file the separate report with Officially Appointed Mechanisms (OAMs).	( )	( )	( )	( )	(x)	( )
Legislation should be amended to ensure the same publication date for management report and the separate report.	( )	( )	( )	( )	(x)	( )

Question 38.1 Please provide any comments regarding the location of reported non-financial information:

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

The management report, including the non-financial statement, aims to provide a company's stakeholders with the information necessary to understand the company's development, performance, position and impact. Some non-financial information is also reported in the corporate governance statement, which is also part of the management report.

Question 39. Do you consider that the current segregation of non-financial information in separate non-financial and corporate governance statements within the management report provides for effective communication with users of company reports?

- Not at all
- To some extent but not much
- To a reasonable extent
- (selected) To a very great extent
- Don't know / no opinion / not relevant

Please provide any comments or explanations to justify your answers to questions 36 to 39:

5000 character(s) maximum

including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

The non-financial information should be located in a specific section (Chapter 7) within the management report to allow an easy access to the information. In addition, the annual management report is audited by CACs.
BNPP published also its first TCFD report on May 2020 which is available on:
https://group.bnpparibas/uploads/file/rapport_bnpparibas_tcfd_fr.pdf

7. Personal scope (which companies should disclose)

The NFRD currently applies to large Public-Interest Entities (PIEs) with more than 500 employees. In practice this means large companies with securities listed in EU regulated markets, large banks (whether listed or not) and large insurance companies (whether listed or not) – all provided that they have more than 500 employees.

The Accounting Directive defines large undertakings as those that exceed at least two of the three following criteria:

a. balance sheet total: EUR 20 000 000;

b. net turnover: EUR 40 000 000;

c. average number of employees during the financial year: 250.

Some Member States have extended the personal scope of the NFRD by lowering the threshold to 250 employees, in effect capturing all large PIEs.

Companies that are a subsidiary of another company are exempt from the reporting requirements of the NFRD if their parent company publishes the necessary non-financial information at consolidated level in accordance with the NFRD.

There are a number of potential arguments to support the extension of the personal scope of the NFRD:

- Changes in the legislative framework: following the adoption of the Regulation on sustainability-related disclosure in the financial services sector and of the Taxonomy Regulation, investors may require non-financial information from a broader range of investees in order to comply with their own sustainability-related reporting requirements.
- Large unlisted companies can have significant impacts on society and the environment. There may therefore be no a priori reason to differentiate between listed and non-listed companies in this respect. In addition, the difference in treatment between listed and non-listed companies in this regard may serve as a disincentive for companies to become listed, and therefore undermine the attractiveness of capital markets.
- Exempting PIEs that are subsidiaries limits the information about impacts on society and the environment, thus undermining the ability of stakeholders of such exempted subsidiaries to hold them accountable for their impacts on society and the environment, especially at local and national level.

Question 40. If the scope of the NFRD were to be broadened to other categories of PIEs, to what extent would you agree with the following approaches?

Please rate as follows:
1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree

	1 (totally disagree)	2 (mostly disagree)	3 (partially disagree and partially agree)	4 (mostly agree)	5 (totally agree)	Don't know / no opinion / not relevant
Expand scope to include all EU companies with securities listed in regulated markets, regardless of their size.			X			
Expand scope to include all large public interest entities (aligning the size criteria with the definition of large undertakings set out in the Accounting Directive: 250 instead of 500 employee threshold).			X			

Expand scope to include all public interest entities, regardless of their size.			X			

Question 41. If the scope of the NFRD were to be broadened to non-PIEs, to what extent would you agree with the following approaches?

Please rate as follows:
1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree

	1 (totally disagree)	2 (mostly disagree)	3 (partially disagree and partially agree)	4 (mostly agree)	5 (totally agree)	Don't know / no opinion / not relevant
Expand the scope to include large non-listed companies.					X	
Remove the exemption for companies that are subsidiaries of a parent company that reports non-financial information at group level in accordance with the NFRD.	X					
Expand the scope to include large companies established in the EU but listed outside the EU.					X	
Expand the scope to include large companies not established in the EU that are listed in EU regulated markets.					X	
Expand scope to include all limited liability companies regardless of their size.			X			

Question 42. If *non-listed* companies were required to disclose non-financial information, do you consider that there should be a specific competent authority in charge of supervising their compliance with that obligation?

- [x] Yes
- [ ] No
- [ ] Don’t know / no opinion / not relevant

Question 42.1 If you consider that there should be a specific competent authority in charge of supervising non-listed companies' compliance with the obligation of disclosing non-financial information, please specify who in your opinion should carry out this task (National Competent Authorities, European Supervisory Authorities, other...) and how:

5000 character(s) maximum

including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

National Competent Authorities

Due to the nature of their activities, credit institutions and insurance undertakings have larger balance sheets than non-financial corporations. Hence, the vast majority of such institutions will exceed the balance sheet threshold in the definition of large undertakings set-out in the Accounting Directive. Moreover, the application of some public disclosure requirement of EU prudential regulation for credit institutions and insurance undertakings is defined based on various size thresholds.

For example:

- the Regulation on prudential requirements for credit institutions and investment firms includes in its definition of large credit institutions those with a total value of assets equal to or greater than EUR 30 billion;
- the same Regulation defines small and non-complex institutions as those that have EUR 5 billion or less total assets;
- the consultation paper published by EIOPA in October 2019 proposes to revise article 4 thresholds of Solvency II (below which entities are excluded from the scope of Solvency II), doubling the thresholds related to the technical provisions (from EUR 25M provisions to EUR 50M) and allowing Member States to set the threshold referring to premium income between the current EUR 5M and until a maximum of EUR 25M.

Question 43. To what extent do you agree with the following statements relating to possible changes of the personal scope of the NFRD for financial institutions?

Please rate as follows:

1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree

			3			Don’t know /

	1 (totally disagree)	2 (mostly disagree)	(partially disagree and partially agree)	4 (mostly agree)	5 (totally agree)	no opinion / not relevant
The threshold criteria for determining which banks have to comply with the NFRD provisions should be different from those used by Non-Financial Corporates.	X					
The threshold criteria for determining which insurance undertakings have to comply with the NFRD provisions should be different from those used by Non-Financial Corporates.	X					

Please provide any comments or explanations to justify your answers to questions 40 to 43:

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

8. Simplification and reduction of administrative burdens for companies

Question 44. Does your company publish non-financial information pursuant to the NFRD?

- ◉ Yes
- ○ No
- ○ Don’t know / no opinion / not relevant

Question 41.1 If your company publishes non-financial information pursuant to the NFRD, please state how much time the employees of your company spend per year carrying out this task, including time of retrieving, analysing and reporting the information?

Please provide your answer in terms of full-time-equivalents (FTEs, 1 FTE = 1 employee working 40h a week during 250 working days per year). Please provide your answer for reports published in 2019, covering financial year 2018.

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

Question 44.2 Please state the total cost per year of any external services, excluding the cost of any assurance or audit services, that you contracted to assist your company to comply with the requirements of the Non-Financial Reporting Directive. Please provide your answer for reports published in 2019, covering financial year 2018.

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

The majority of Member States have transposed the NFRD requirements into national legislation making very few changes to the wording of the legal provisions. Therefore, in the majority of the national legal frameworks, companies are required to comply with national legislation that is quite high level, not very prescriptive and do not require the use of any particular reporting standard.

Question 45. To what extent do you agree with the following statements?

Please rate as follows:
1= totally disagree, 2= mostly disagree, 3= partially disagree and partially agree, 4= mostly agree, 5= totally agree

			3			Don't know /

	1 (totally disagree)	2 (mostly disagree)	(partially disagree and partially agree)	4 (mostly agree)	5 (totally agree)	no opinion / not relevant
Companies reporting pursuant to the NFRD face uncertainty and complexity when deciding what non-financial information to report, and how and where to report such information.	○	○	○	●	○	○
Companies are under pressure to respond to individual demands for non-financial information from sustainability rating agencies, data providers and civil society, irrespective of the information that they publish as a result of the NFRD.	○	○	○	●	○	○
Companies reporting pursuant to the NFRD have difficulty in getting the information they need from business partners, including suppliers, in order to meet their disclosure requirements.	○	○	○	●	○	○

Please provide any comments or explanations to justify your answers to questions 44 to 45:

5000 character(s) maximum
including spaces and line breaks, i.e. stricter than the MS Word characters counting method.

N/A

Additional information

Should you wish to provide additional information (e.g. a position paper, report) or raise specific points not covered by the questionnaire, you can upload your additional document(s) here:

The maximum file size is 1 MB.
You can upload several files.
Only files of the type pdf,txt,doc,docx,odt,rtf are allowed

Useful links

More on the Transparency register (http://ec.europa.eu/transparencyregister/public/homePage.do?locale=en)

More on this consultation (https://ec.europa.eu/info/publications/finance-consultations-2020-non-financial-reportin directive_en)

Specific privacy statement (https://ec.europa.eu/info/law/better-regulation/specific-privacy-statement_en)

Consultation document (https://ec.europa.eu/info/files/2020-non-financial-reporting-directive-consultation-document_en)

More on non-financial reporting (https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditir /company-reporting/non-financial-reporting_en)

Contact

fisma-non-financial-reporting@ec.europa.eu

Please provide any comments or explanations to justify your answers to questions 1 to 7.

1. **The legislative framework proposed by the European Commission on ESG disclosure is very complex and encompasses different pieces with different timelines, stakeholders and contents**

There is a need for consistency in terms of calendar and disclosure content between the different pieces of regulation on ESG disclosure to ensure a real harmonized European framework on the matter.

The Taxonomy Regulation, the European Commission Guidelines on Climate Reporting, as well as other texts need to be consistently articulated with the revised NFRD

a. The Taxonomy Regulation

First, The Taxonomy Regulation requires that all companies under NFRD, including financial counterparties, include the ESG related information in their public disclosure. A compromise between the Council and the European Parliament was reached in December 2019 and the Council published its position at first reading with a view to the adoption on 1, April 2020.

Indeed Article 8 on Transparency of undertakings in non-financial statements states that

"*1. Any undertaking which is subject to the obligation to publish a non-financial information pursuant to Articles 19a or 29a of Directive 2013/34/EU shall include in its non-financial statement or consolidated non-financial statement information on how and to what extent the undertaking's activities are associated with environmentally sustainable economic activities ...*"

"2. In particular, non-financial undertakings shall disclose the following: (a) the proportion of their turnover derived from products or services associated with environmentally sustainable economic activities ...; and (b) the proportion of their total investments (Capital Expenditure) and/or expenditures (Operating Expenditure) related to assets or processes associated with environmentally sustainable economic activities ..."

"4. The Commission shall adopt a delegated act in accordance with Article 16 to supplement paragraphs 1 and 2 to specify the application of those paragraphs, taking into account the specificities of both financial and non-financial undertakings and the technical screening criteria set out in accordance of this Regulation. The Commission shall adopt that delegated act by 1 June 2021."

Hence, it is essential that the requirements to be developed in the context of the NFRD review are consistent with the disclosure requirements specified in the Delegated Acts of the Taxonomy Regulation, the implementation date for climate mitigation and adaptation being 31 December 2021 and for the other four environmental objectives 31 December 2022.

b. The June 2019 European Commission guidelines on climate reporting

Second, the June 2019 European Commission guidelines on climate-related reporting will probably partly be reflected in the revised NFRD. Indeed, the EC itself clarifies that *"Companies should read this supplement together with the relevant national legislation* *transposing the Non-Financial Reporting Directive (2014/95/EU), and if necessary the text of the Directive itself".*

Thus, de facto, the KPIs included in the EC guidelines on climate-related reporting (10 KPIs common to corporates, banks and insurers and 11 additional KPIs specific to banks and insurers) which are non-binding so far may become binding if they are incorporated in the revised NFRD. We urge the European Commission to reassess the usefulness and feasibility of these KPIs (cf. below).

c. Other

Third, the recently published ECB/SSM Guide on climate-related and environmental risks) under consultation stresses that *"For the purposes of their regulatory disclosures, institutions are expected, to publish meaningful information and key metrics on climate-related and environmental risks that they deem to be material, as a minimum in line with the European Commission's Guidelines on non-financial reporting: Supplement on reporting climate-related information."*

Once again, the ECB/SSM is anticipating in level 1 texts its supervisory expectations.

ESG disclosure requirements are also specified in other pieces of Regulation, currently still under consultation, that require entities subject to them to obtain ESG information from issuers:

- Low Carbon Benchmark, for benchmark providers: Delegated Acts on consultation till 6, May 2020 for an application date at 30, April 2020!

- Disclosure Regulation for asset managers and insurers: joint ESAs RTS under consultation till 1 September 2020, with finalization expected by December 2020 for an application at 10, March 2021.

- CRR2 Pillar 3 requirements for large credit institutions: EBA RTS under consultation in 2020 S2 and finalization expected by June 2021 for an application at 29 June 2022.

2. The sequence of all the different texts should be reconsidered from a holistic point of view by the European Commission

Given the complexity of the ESG disclosure framework, it is logical that the implementation date of the revised NFRD is not provided in the consultation. However, even if we were to anticipate that it is fast tracked to 1 January 2022, we would need to be very concerned as this date is already much later than the implementation date of the Disclosure Regulation and of the Low Carbon Benchmark and only a few months before the CRR2 disclosure ESG requirements.

The sequence of all these texts should be reconsidered under the following principles:

- All disclosure requirements applying to financial institutions (including banks, insurers and asset managers) are possible to the extent that the information is made available by corporate issuers

  Given that the corporate sector will need time to implement the revised NFRD, the implementation dates for the disclosure requirements for the financial sector should be adapted and postponed across all relevant regulations. From our perspective, it is therefore necessary to **defer the publication of sustainability-related information by**

financial institutions by at least one accounting year after the requirements for non-financial companies' disclosures are effective. In other words, non-financial companies should start reporting first (Y0), and financial institutions should report at least one year after (Y1).

- In the meanwhile, it should be clarified that disclosure requirements for the financial sector should be met on a best efforts basis. This includes the mandatory requirements set by the Regulatory Technical Standards (RTS) on sustainability-related disclosures in the financial sector (SFDR) under Regulation (EU) 2019/2088.
- In order to manage the complexity of this process, we would also recommend that the first implementation phase of the revised NFRD requirements for banks be a testing phase of at least one year, where information would only be reported to supervisors. Such a test should be articulated with the supervisory expectations currently being developed, as well as sensitivity exercises.

3. **The European Commission should compare and rationalize the disclosure content in the different texts in order to avoid discrepancies and unnecessary operational burden that would undoubtedly make the framework much more complex and less credible for market participants, which would ultimately defeat their policy goals**

In order to **align in the best way the disclosures by corporate, asset managers, insurers and banks**, it is of the utmost importance **to select a limited number of very relevant and doable common metrics/ KPIs**. The success of the disclosure will be based on limiting the scope of mandatory disclosure content (e.g., a few key indicators that should be compulsory and **consistent with other regulations (Taxonomy, Disclosure, Low Carbon Benchmark) and the EC guidelines on climate related information**. In addition, as regards banks, it is also essential that EBA aligns its RTS on the ESG pillar 3 with NFRD and the other texts.

As stated earlier, **among the 21 non-binding metrics proposed by the EC guidelines on climate information, only a limited set of indicators should be mandatory.** Any additional disclosure should be at the company's discretion.

a. **Only a limited set of *common* indicators should be mandatory**

Among the 10 common KPIs to corporates, banks and insurers from the EC guidelines, we would propose to select the following 5 KPIs that are also requested for asset managers and insurers under the Disclosure Regulation:

•Direct GHG emissions from sources owned by the company (Scope 1) (tCO2)

•Indirect GHG emissions from the generation of consumed electricity, steam, heat, or cooling (collectively referred to as "electricity") (Scope 2)

•GHG relative emissions target (tCO2e achieved or % reduction), as it helps to understand companies' commitments to reducing emissions and whether the company has a goal towards which it is harmonising and focusing emissions-related efforts. For direct emissions the information is available. For indirect emissions, this information should be required for non-financial corporates only (see below)

•Total energy consumption and/or production from renewable and non-renewable.

•Total value of assets, with a materiality threshold, committed in regions likely to become more exposed to acute or chronic physical climate risks (in amounts and percentage of book value of exposed real assets) in conjunction with the company's assessment of physical risks and adaptation/ mitigation strategies and policies. The value of the assets could be for instance aggregated by large geographical zones depending on their climate risk vulnerability. We note that this information needs to be disclosed at an aggregated level, in order to avoid any geopolitical risk or potential massive disinvestments from risky areas whereas those areas may require significant investments for adaptation.

b. Beyond these common mandatory metrics, a further set of data differentiating financial and non-financial undertakings, and, within the non-financial sector, *specific to industry sectors* could also be made mandatory

i. Example of the banking sector

For instance, among the 11 additional KPIs from the Appendix I of the EC guidelines on climate reporting that apply specifically to banks and insurers, we would propose to select the following 3 KPIs that are also requested for asset managers and insurers under the Disclosure Regulation:

•Weighted average carbon intensity of each portfolio, where data is available and for a limited number of sectors as mentioned above. The carbon intensity is not defined for all sectors..

•Credit risk exposures and volumes of physical collateral by geography/country with an indication of those countries/geographies highly exposed to physical risk and specifying the physical risks. These metrics could be aggregated by large geographical zones depending on their climate risk vulnerability. We note that this information needs to be disclosed at an aggregated level, in order to avoid any geopolitical risk or potential massive disinvestments from risky areas whereas those areas may require significant investments for adaptation.

• As regards the volume of financial assets EU taxonomy-aligned**,** while these metrics will be defined by the Delegated Act of the Taxonomy Regulation by June 2021 for disclosure purposes under Pillar 3 only (and not for risk management purposes and prudential purposes), the ratio should be tailored to a scope which would avoid providing the market with misleading information. The ratio should be the proportion of:

- Volume of Eligible Financial Assets that are EU taxonomy-aligned (in exposure amounts in €)
- on Total Eligible Financial Assets (in exposure amounts in €).

With Eligible Financial Assets (EFA) being defined as all asset classes for which the EU taxonomy can apply, with appropriate phasing. For example, in the medium term, relevant Eligible Financial assets would include: mortgage loans and real asset financing, other asset financing including project finance, and other corporate loans when use of proceeds is clearly allocated to Capital expenditures and/or operating and maintenance expenses. Indeed, other banking assets, for which the application of the taxonomy would not provide relevant information to the market, such as central banks deposits, sovereign debt, trading assets or hedging derivatives should be excluded from the Total Eligible Financial Assets.

For the essential purpose of feasibility, we propose to limit the application of the EU taxonomy to the Eligible Financial Assets in the first step to newly originated loans (given it would be more burdensome than useful to screen booked/past transactions). In addition, as per above, implementation should be on a best effort basis for all clients for which disclosure is not mandatory.

ii. Example of the corporate sector

Some of the KPIs considered in the EC Guidelines as common are actually relevant only for non-financial corporates, so should be made mandatory only for those undertakings:

•All indirect GHG emissions that occur in the value chain of the reporting company, including both upstream and downstream emissions (Scope 3), with a selection of relevant sectors (Energy/Power, Oil & Gas, Shipping, Automotive, Construction…) and a phase in by sectors (starting with energy/power for instance) and as far as methodologies are developed. For the banking sector, the specificity that needs to be taken into account is that methodologies for assessing the scope 3 do not exist contrary to the industry sector. It could be possible to calculate step by step (e.g. by sectors) the financed GHG emissions, but it is worth mentioning that no consensus exists as regards bonds and market activities.

•GHG relative emissions target (tCO2e achieved or % reduction) : For indirect emissions, there is a need to streamline the selection of sectors and phase-in by sectors with scope 3, and to meet feasibility conditions in terms of methodology as mentioned just above.

•% turnover and / or % investment (CapEx) and/or expenditures (OpEx) in the reporting year from products or services associated with activities eligible to the EU taxonomy, should apply only to corporate sectors and not as common KPIs for all companies. Indeed it does not make sense for banks and should be required only from non-financial undertakings as it has been proposed in the Taxonomy Regulation. Needless to say, this KPI should only apply to the extent that the relevant activity of the undertaking is included in the EU taxonomy.

•Finally, other KPIs may be defined on a sector specific basic. Our proposal would be, as per our internal methodology, to assess for each sector the most salient ESG risks, and have each corporate identify its vulnerability to those salient risks. Such vulnerability should also take into account all mitigation actions put in place by the corporate to reduce/tackle this vulnerability (we remain at the disposal of the Commission to share more insights on this point).