

ESG as a Business Model for SMEs

Law Working Paper N° 642/2022 May 2022 Mark Fenwick Kyushu University

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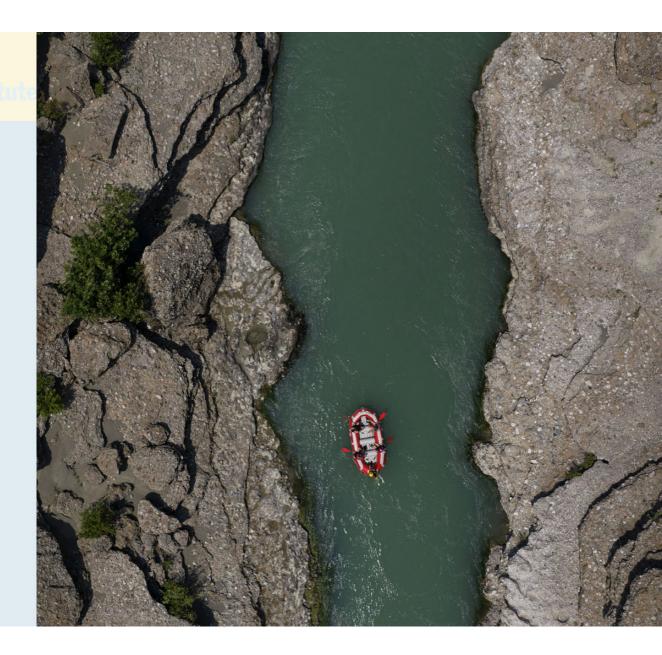
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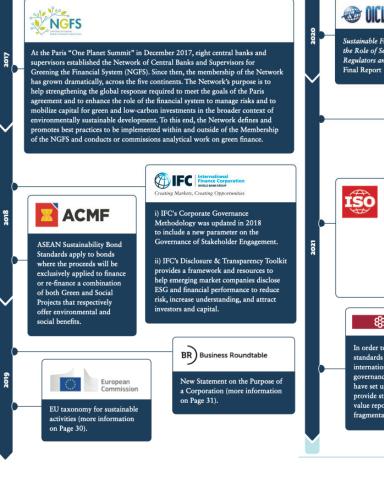
Global Financial Markets Center Duke University School of Law

"... there has been little or no discussion (yet) about how ESG strategies and ESG reporting (and ESG dialogue) will offer solutions to the many problems that SMEs face in today's world particularly in attracting and retaining investors, employees, and customers. This paper ... "

"In the context of ESG, what is so special and different about SMEs that it warrants a separate investigation/research? Can't we infer how SMEs operate under an ESG framework based on how bigger corporations behave?"



Source: IFC ESG Guidebook 2021





In 2021, the Sustainable Finance Study Group was replaced by Sustainable Finance Working

The Group is tasked to identify institutional and market barriers to sustainable finance and to develop options to overcome such barriers, and to contribute to a better alignment of the international financial system to the objectives of the 2030 Agenda and the Paris Agreement.



ISO 37000:2021

Governance of organizations - Guidance

This document gives guidance on the governance of organizations. It provides principles and key aspects of practices to guide governing bodies and governing groups on how to meet their responsibilities so that the organizations they govern can fulfil their purpose. It is also intended for stakeholders involved in, or impacted by, the organization and its governance.

It is applicable to all organizations regardless of type, size, location, structure or purpose.



In order to accelerate convergence in global sustainability reporting standards and to undertake technical preparation for a potential international sustainability reporting standards board under the governance of the IFRS Foundation, the Trustees of the IFRS Foundation have set up a working group. The working group is intended to provide structured engagement with initiatives focused on enterprise value reporting with a view to facilitating consolidation and reducing fragmentation in sustainability reporting standards.

New rules on corporate sustainability reporting: provisional political agreement between the Council and the European Parliament

The Council and European Parliament today reached a provisional political agreement on the corporate sustainability reporting

The proposal aims to address shortcomings in the existing rules on disclosure of non-financial information, which was of insufficient quality to allow it to be properly taken into account by investors. Such shortcomings hinder the transition to a sustainable economy,



This agreement is excellent news for all European consumers. They will now be better informed about the impact of business on human rights and the environment. This means more transparency for citizens, consumers and investors. It also means more readability and simplicity in the information provided by companies, which must play their full part in society. Greenwashing is over, With this text. Europe is at the forefront of the international race to standards, setting high standards in line with our environmental and

- Bruno le Maire, Minister for economic affairs, finance and industrial and digital sovereignty

What are the new rules?

The corporate sustainability reporting directive amends the 2014 non-financial reporting directive. It introduces more detailed reporting requirements and ensures that large companies are required to report on sustainability issues such as environmental rights, social rights, human rights and governance factors.

The CSRD also introduces a certification requirement for sustainability reporting as well as improved accessibility of information, by requiring its publication in a dedicated section of company management reports.

The European Financial Reporting Advisory Group (EFRAG) will be responsible for establishing European standards, following technical advice from a number of European agencies.

Who will be covered by the directive?

EU rules on non-financial information apply to all large companies and all companies listed on regulated markets. These companies are also responsible for assessing the information at the level of their subsidiaries

The rules also apply to listed SMEs, taking into account their specific characteristics. An opt-out will be possible for SMEs during a transitional period, meaning that they will be exempted from the application of the directive until 2028

For non-European companies, the requirement to provide a sustainability report applies to all companies generating a net turnover of €150 million in the EU and which have at least one subsidiary or branch in the EU. These companies must provide a report on their ESG impacts, namely on environmental, social and governance impacts, as defined in this directive.

Who ensures the quality of reporting?

Reporting must be certified by an accredited independent auditor or certifier. To ensure that companies comply with the reporting rules, an independent auditor or certifier must ensure that the sustainability information complies with the certification standards that have been adopted by the EU. The reporting of non-European companies must also be certified, either by a European auditor or by one established in a third country.

From what date will the rules apply?

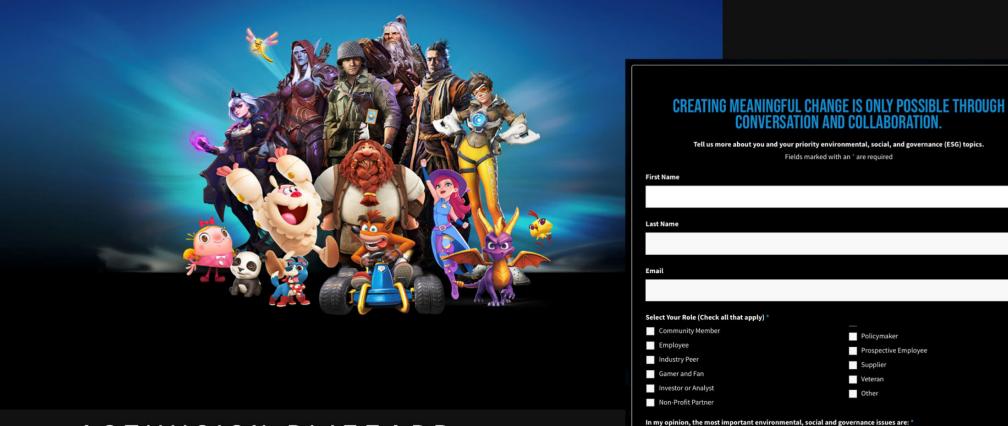
The application of the regulation will take place in three stages:

- 1 January 2024 for companies already subject to the non-financial reporting directive
- 1 January 2025 for Jarge companies that are not presently subject to the non-financial reporting directive
- . 1 January 2026 for listed SMEs, small and non-complex credit institutions and captive insurance undertakings

The provisional agreement reached today is subject to approval by the Council and the European Parliament.

From the Council's side, the provisional political agreement is subject to approval by the Permanent Representatives Committee (Coreper), before going through the formal steps of the adoption procedure. The directive will enter into force 20 days after its publication in the Official Journal of the European Union.

- > General approach proposal for a directive on corporate sustainability reporting
- > Commission proposal for a directive on corporate sustainability reporting (21 April 2021)



SUBMIT

ACTIVISION BLIZZARD RELEASES ITS FIRST ESG REPORT

Our commitments to champion our people, advance more diverse and inclusive communities, and protect the planet by Brian Bulatao - Chief Administrative Officer on Jun 11, 2021

PROTECTING THE PLANET



5.5
MILLION POUNDS OF
PLASTIC PACKAGING
SAVED OVER FIVE YEARS

COMMITTED TO

Reaching

NET ZERO EMISSIONS by 2050

50%
REDUCTION IN OUR PLASTIC
CONSUMPTION OVER 5 YEARS,
USING 2019 AS A BASELINE

We understand that our business impacts our global and local environment and that we have an obligation to operate sustainably. We commit to the well-being of our planet by taking steps to reduce our own environmental footprint and to promote sustainable behaviors throughout our supply chain.

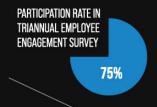
In 2020, we derived approximately 82% of our revenues via digital channels. Our ongoing conversion to a more digital business is enabling us to set and achieve important sustainability goals. This year, we are establishing baselines and setting quantitative targets to measure our future progress in areas such as reducing our packaging waste by 50% over the next five years and achieving net zero greenhouse gas emissions by 2050.

REDUCING OUR PRODUCT ENVIRONMENTAL FOOTPRINT

Over the last five years, we estimate we have saved over 5.5 million pounds of plastic packaging. And as noted above, we are committed to continuing to reduce our plastic consumption by 50% over the next five years, using 2019 as a baseline.

PRODUCT ENVIRONMENTAL FOOTPRINT EFFORTS





72 EMPLOYEE ENGAGEMENT SCORE

ENGAGING EMPLOYEES

Employees across the Company have the opportunity to join and contribute to one of our nine Employee Networks. These groups enrich our employees' experiences, our culture, and our business by driving inclusion, cultural awareness, professional development, networking, and community involvement. They also positively influence talent attraction and inclusive game design. Our networks play an integral role in building connection and community. They partner with our DE&I team to host events that amplify the voices of our employees, educate and inspire, and raise awareness of diverse topics and events important to our industry and employees, including International Women's Day, Black History Month, and Pride Month.

Employee engagement also plays a critical role in how we identify and improve the way we work. Our triannual employee engagement surveys allow us to hear directly from our employees. Our survey participation rates across the company—75% with respect to our most recent survey—demonstrate employees' commitment to help us keep Activision Blizzard a great place to work. And our most recent engagement score (72) indicates that our employees are engaged.¹ We recently added questions to measure manager effectiveness and employee sentiment around inclusion. Overall, our results show that employees feel that they are supported, well-communicated to by leadership, and treated fairly.

Surveys also help us understand our employees' perspectives in critical moments. In December 2020, we asked employees about return-to-office safety measures and about how they feel enabled to do their job in the workfrom-home environment. Our most recent employee survey showed that many employees appreciate the Company's help in reimbursing expenses for home office setups.

EMPLOYEE NETWORKS

Asian & Pacific Islander Employee Network

Black Employee Network

Latinx Employee Network

LGBT+ Employee Network

MENA (Middle Eastern & N. African) Employee Network

Veterans Employee Network

Women's Employee Network

Differing Abilities Employee Network

Multicultural Employee Network

¹ Triannual surveys consistently "pulse" the organization for our employees' perception on whether the Company is a "great place to work" and whether employees are "satisfied working at the Company." Employees are asked to answer each using a five-point Likert scale (e.g., ranging from "very unlikely" to "very likely"). We consider an employee who answers favorably (i.e., with a score of "4" or "5") to both questions to be engaged.

ESG STEERING COMMITTEE

CHIEF ADMINISTRATIVE OFFICER (CHAIR)

CHIEF PEOPLE, DIVERSITY & INCLUSION OFFICER

CORPORATE SECRETARY AND CHIEF COMPLIANCE OFFICER

CHIEF LEGAL OFFICER

CHIEF COMMUNICATIONS OFFICER

CHIEF FINACIAL OFFICER

SVP OF INVESTOR RELATIONS

MANAGEMENT ESG STEERING COMMITTEE AND ESG WORKING GROUP

ESG STRATEGY, PRACTICES, AND POLICIES

In 2020, our management established a cross-functional, enterprise-wide ESG working group, which includes members of our executive management team and employees from all of our business units and corporate functions. The working group supports the steering committee by identifying the ESG matters that are most relevant to our business. As part of our long-term strategy, we continue to expand our internal ESG expertise, advance our reporting activities, and identify new partnership opportunities to highlight our key ESG issues.

HIGHLIGHTS OF OUR CORPORATE GOVERNANCE PROGRAM

We are committed to adopting and following strong corporate governance practices that benefit all of our stockholders. We believe that a foundation of good corporate governance creates an environment of accountability and otherwise promotes the long-term interests of our stakeholders.

Highlights of our corporate governance program include:



Annual election of directors



20% of directors are women



Selection pool for new external CEO will include qualified women and racially or ethnically diverse candidates



80% of directors are independent, as are all members of our three standing Board comittees



20% of directors are underrepresented minorities (URM)*



Engage with investors on executive compensation and governance practices



Separate Chairman and CEO; lead independent director



Selection pool for independent Director nominee will include qualified women and racially or ethnically diverse candidates



Director "overboarding" policy; no director on more than one other public company board

Please see page 18 of our <u>2021 Proxy Statement</u> and our <u>Corporate Governance Principles and Policies</u> for a more detailed explanation of our corporate governance practices.

^{*}An underrepresented minority, or URM, is an individual who self-identifies as Black, African American, Hispanic, Latino, Asian, Pacific Islander, Native American, Native Hawaiian, or Alaska Native, and/or who self-identifies as gay, lesbian, bisexual, or transgender.

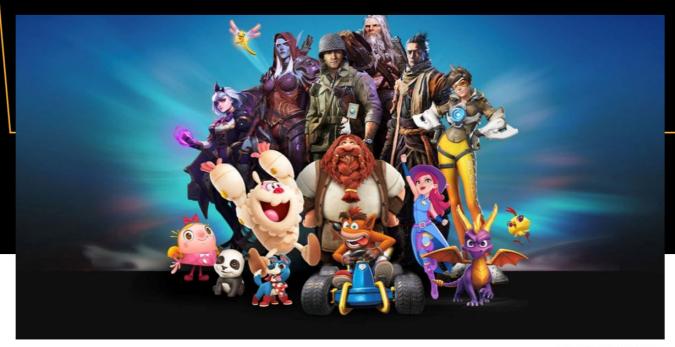
Activision Blizzard sued by California for sex discrimination

Dean Takahashi

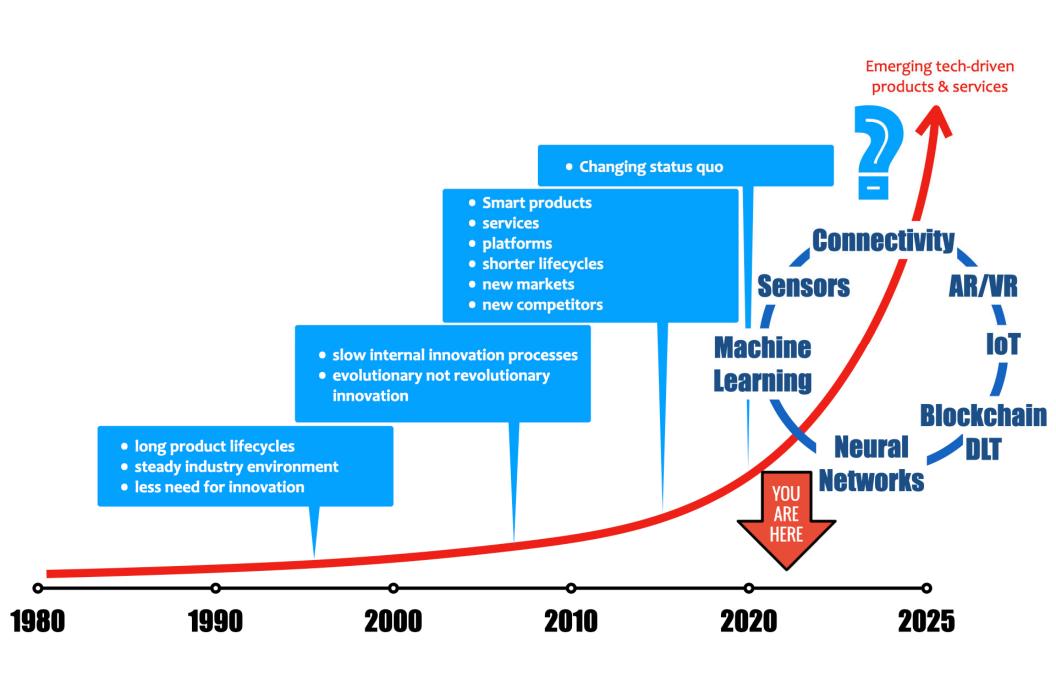
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Activision Blizzard's game characters. Image Credit: Activision Blizzard

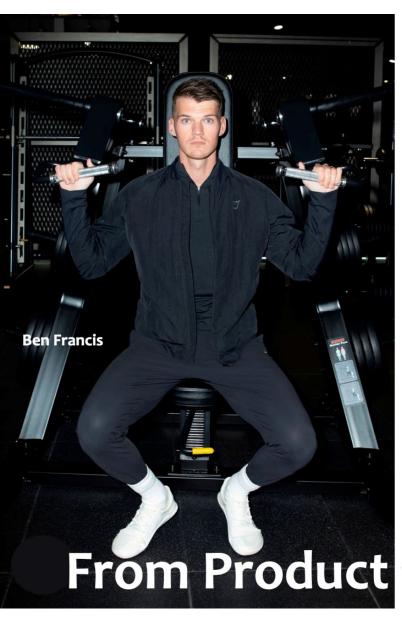


ESG as a Business Model for SMEs

SMEs can lead the way!







1. Business Is A Community

The brand's main focus is on building community. In an <u>interview with GQ</u> when asked for his tips for success, Francis discusses the importance of building organic and real relationships amongst all aspects of the business. From hosting meet-ups and communicating directly with customers to working with and providing support for their promoters — Gymshark presents themselves as less of a product and more of a way of life.

The world isn't interested in what you're physically selling. Even if your product is the first of its kind, it's just a matter of time until something similar comes out. What people want to buy is an experience, a feeling. Your business shouldn't be about selling products, it should be about building a unique community — offering people an opportunity to be part of something bigger.

From Product to Service to Experience



OUR CORE VALUES

Our values are invaluable. We lose them, we lose everything.

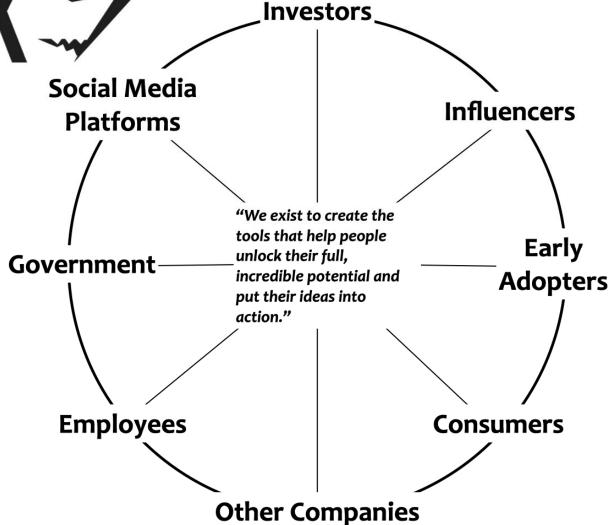
Be human. Being accessible, inclusive and humble is at Gymshark's heart.

Give a shit. That means being conscious of the world we live in, caring for those around us and being proactive to create positive change.

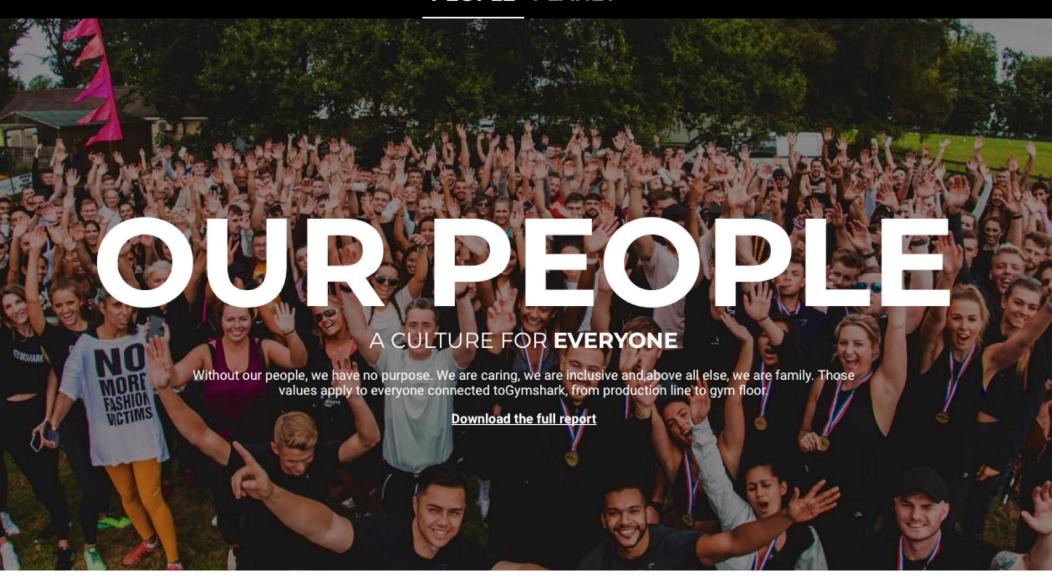
Do the right thing. Count on us to be honest, trustworthy and genuine.

Find the Gymshark way. Refuse to forget the garage mentality that made us: ambitious, agile, disruptive.

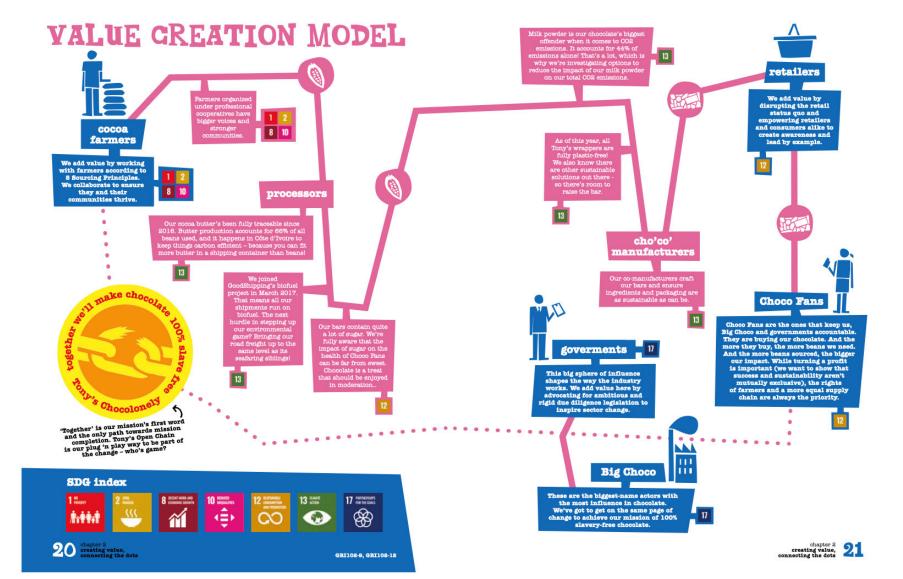
Put family first. Unconditionally.



PEOPLE PLANET







chapter eight:

NUMBERS

The name of the numbers game

If there's 1 thing our roadmap makes clear, it's that accomplishing our mission means we've gotta be commercially successful, too. Financial success and the greater good for people and planet don't have to cancel each other out.

e aim to change the system from within by showing the industry that commercial success can go hand-in-hand with positive impact on the world around us. If we can do it, Big Choco can too!

But let's put on the brakes for a sec.. 'cuz we didn't make a profit this year! Huh? Is it possible to be commercially successful and also go a year without profit? Luckily, our number-crunching dream team's here to help break things down and take a closer look at what this means for mission and cocoa alike.

Last year we continued to lay the foundation for growth in key markets. We've stayed focused on building an international brand that helps create issue awareness, and growth will always increase our capacity for impact.

Most of our markets are still quite young and in the scale-up phase. This means upfront investments are necessary to boost revenues. For the past 2 years our net revenues grew less rapidly than our ambition, but our markets and teams have continued to secure top-line growth now and for the years to come.

This year's numbers at a glance

The financial targets we strive for are: 50% revenue growth, 40% gross margin and 4% net margin. We recognize that these are ambitious – which is why we revise them on an annual basis. Last year we projected growth between 30-35% in net revenues. We anticipated we'd reach a gross margin of at least 44%, and a net profit (after tax) of 1.5%

For the first time in Tony's history (drumroll please...) our net revenues surpassed a landmark \in 100 million, and grew by 24% – from \in 88.4 million to \in 109.6 million. We came close to our projection, and marked a huge milestone in the process. Our gross margin exceeded our target and increased from 42.4% to 46.2%! Meanwhile our net profit totaled -4.3%, falling short of our goal.

Itching to know how individual markets performed? Check out the spiffy visual we put together in Chapter 6 on page 107.

GRI102-7 the numbers, the numbers

THIS IS TEAM TONY'S







































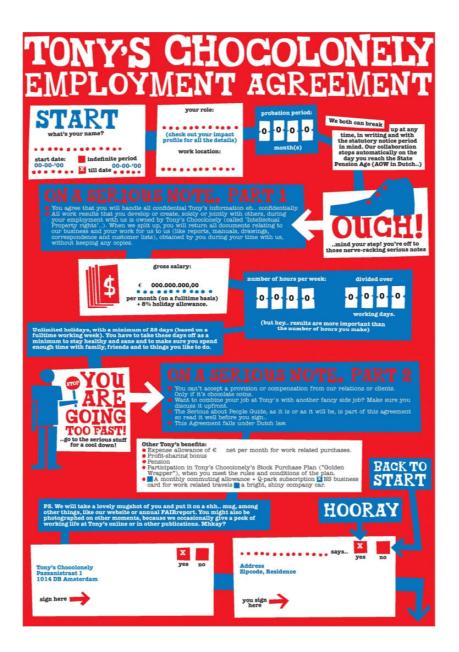








one team





18 februari 2021

We wrote this open letter to the chocolate industry because we really, *really* need everyone to play their part in the Sweet Solution. Only together can we make 100% slave-free chocolate the norm.

Dear Big Choco,

Did you see our limited-edition chocolate bars?

They looked a lot like.. but they were made a lot different. To end modern slavery and illegal child labor in the cocoa industry. Our sweet solution to chocolate's bitter truth.

We sold them at more than 1,000 supermarkets that believe in our mission to make 100% slave-free chocolate the norm.

We sent them to 5,000 Choco Fans across Europe as part of our Sweet Activist kit to spark change.

We gave them to thousands of strangers from our mobile Chocotruck in New York, to raise awareness and make new Serious Friends.

We made a film about them that screened on Dutch TV and our global social accounts.

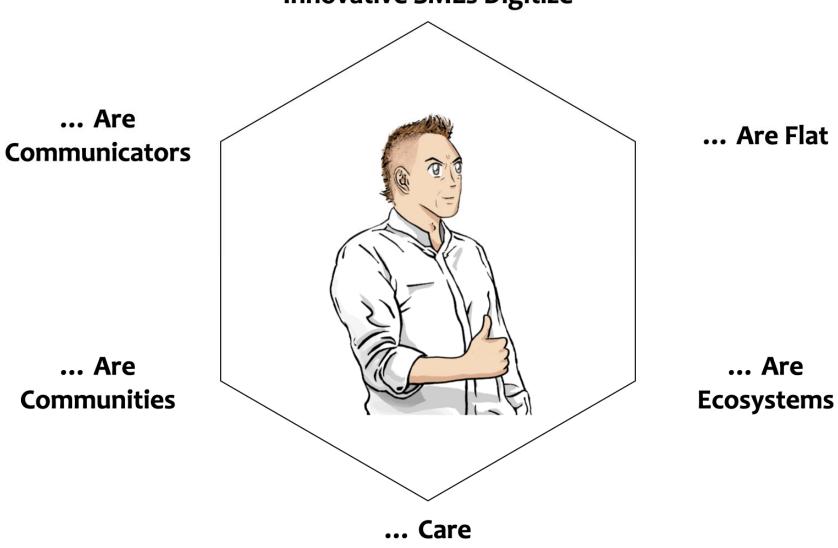
Newspapers wrote about them. Choco Fans posted about them. And we got more than 30,000 new signatures for legislation against illegal child labor.

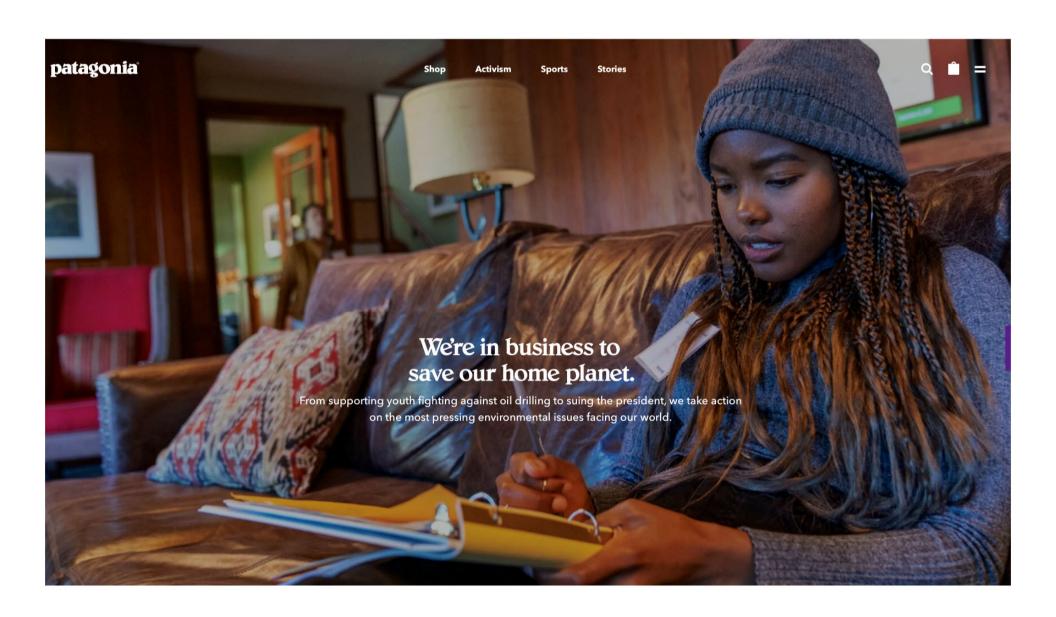
It's fair to say these bars got the international attention they deserved. But the attention we most need, is yours.

Because the real power to change the chocolate industry is in your hands.

We copied you. Now, we ask you to copy us. Not our crazy flavors, not our striking wrappers, but our ways of working.

Innovative SMEs Digitize





DON'T BUY THIS JACKET



It's Black Friday, the day in the year retail turns from red to black and starts to make real money But Black Friday, and the culture of consumption it reflects, puts the economy of natural systems that support all its firmly in the red. We're now using the resources of one-and-a-half planets on our one and

longtime- and leave a world inhabitable for our kids-we want to do the opposite of every other business today. We ask you to buy less and to reflect before you spend a dime on this jacket or anything else.

Environmental bankruptcy, as with corporate bankruptcy, can happen very slowly, then all of a sudden. This is what we face unless we slow down, then reverse the damage. We're running short on fresh water, topsoil, fisheries, wettands - all our planet's natural systems and resources that support business, and life, including our own.

The environmental cost of everything we make is astonishing. Consider the R2* Jacket shown, one TOGETHER we reimagine a world where we of our best sellers. To make it required 135 liters of

COMMON THREADS INITIATIVE

E make useful gear that lasts a long time YOU don't buy what you don't need

REPAIR

REUSE

RECYCLE



a day) of 45 people. Its journey from its origin as 60% recycled polyester to our Reno warehouse generated nearly 20 pounds of carbon dioxide, 24 times the weight of the finished product. This jacket left behind, on its way to Fieno, two-thirds its weight

sewn to a high standard; it is exceptionally durable. so you won't have to replace it as often. And when it comes to the end of its useful life we'll take it back. to recycle into a product of equal value. But, as is true of all the things we can make and you can buy, this jacket comes with an environmental cost higher than its price.

There is much to be done and plenty for us all to do. Don't buy what you don't need. Think twice before you buy anything. Go to patagonia.com/CommonThreads or scan the QR code below. Take the Common Threads initiative pledge, and join us in the fifth "R." to reimagine a

patagonia





#CNBC #CNBCMakeIt

How A Vest Turned Patagonia Into A Billion-Dollar Brand

253,037 views · Nov 23, 2020

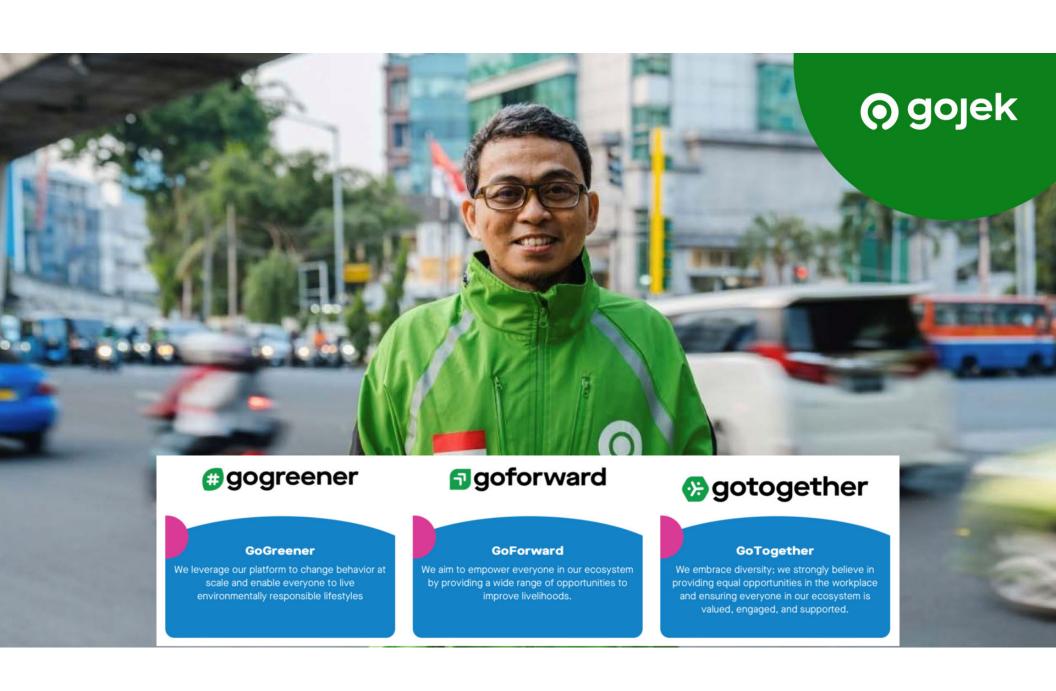






👛 make it

Business Unusual Culture and Careers Creating a culture of people who feel more at home in a base camp or on the ocean than they do in the office. **Un-corporate Culture**



IMPACT

Companies are going to raise money more easily. (2) Companies are going to recruit better. (3) Companies are going to have a strong and cohesive culture. (4) Companies are going to close amazing business developer partnerships. (5) Companies will be the darlings in the press. (6) Companies are more likely to deliver a positive investment return. **INSPIRATIONAL**



