This note provides an overview of some corporate governance and capital markets-related measures that 37 jurisdictions have taken in response to the economic crisis caused by the COVID-19 outbreak. Many countries continue to consider adjustments of policies and regulations as circumstances evolve. In addition to an overview of measures that have been taken in individual countries, the note also gives an opportunity to compare approaches in different legal contexts.
The COVID-19 outbreak and related emergency measures implemented to tackle the health crisis have made it difficult for many companies to meet their financial obligations. Many of the fixed costs, such as rents and interest payments, remain due while the cash flow destined to meet these obligations has been severely impacted. As a result, many otherwise sound companies are facing acute liquidity problems that might eventually become solvency problems.

Likewise, legal and regulatory requirements, such as the organisation of shareholders meetings and the filing of audited financial reports, continue to be relevant for investors, whereas companies may face difficulties conducting their ordinary activities. In light of these constraints, many jurisdictions have taken steps to adjust certain regulatory requirements.

This compilation of corporate governance related responses to the COVID-19 outbreak is based on a survey circulated to the delegates of the OECD Corporate Governance Committee. The survey focused on three main areas of regulation that are relevant to the implementation of the G20/OECD Principles of Corporate Governance where COVID-19-related adjustments have been common:

1. conduct of annual general meetings;
2. frameworks for insolvency; and
3. disclosure requirements.

A fourth, more general question on other corporate governance measures, such as measures related to functioning of the stock market was also included to allow for inclusion of other relevant initiatives. The compilation provides a first general overview and does not necessarily give a complete picture of all the actions that countries have taken or of relevant measures that were already in place. It is also important to recognize that many countries continue to consider adjustments of policies and regulations as circumstances evolve. The information in this compilation is valid as of 11 May 2020 and serves to give examples of how issues are being addressed in different legal contexts.
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Other corporate governance measures in relation to the COVID-19 crisis

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Table 1. Date and times of high volatility in the Brazilian market 49
Overview

Annual Shareholder Meetings. With respect to the execution of shareholders’ meetings, one of the most common solutions among respondents was to extend the deadline for companies to call the annual shareholders meeting, which is normally due to take place in the first or second quarter for companies that have their financial years ending on the 31 December (for ex., deadline extensions were adopted in Austria, Indonesia, Italy, the Netherlands, Portugal, Russian Federation, Singapore, Spain and the UK). Another relatively common measure has been for public authorities to temporarily allow all companies to hold shareholders meetings though remote participation even in cases where there is a legal provision stating that the bylaws should have authorised the remote participation (for ex., in Austria, Czech Republic, Italy, Poland, Spain and the UK).

The crisis has also provided an opportunity for jurisdictions to advance or clarify their regulatory frameworks for remote participation in shareholders meetings. For example, Chile and Latvia have recently regulated remote participation and the voting process in shareholders meetings, including requirements for the certification of the identity of investors and for the secrecy of their votes. Germany and the Netherlands clarified some requirements for shareholders meetings that take place exclusively through remote means, such as that shareholders should be able to watch or listen to the meeting on-line and pose questions to corporate officers. Moreover, although Israel, Japan and Korea have not enacted new rules with respect to the shareholders meeting, they have pro-actively clarified public authorities’ understanding of the legal framework’s flexibility to allow for the postponement of the shareholders meetings and the organisation of shareholders meetings without attendance (i.e., exclusively through electronic means).

Insolvency. Several jurisdictions have suspended the duty for companies to file for insolvency if the illiquidity or over-indebtedness has been caused by the COVID-19 crisis or, in some cases, simply suspended the possibility of filing for insolvency during the period of the pandemic (for ex., Austria, Czech Republic, Germany, Italy, Poland, Spain and Switzerland). Some jurisdictions have also made it more difficult for creditors to file for bankruptcy, increasing, for example, the value of defaulted debts that would justify the initiation of the insolvency proceeding (for ex., Czech Republic, Germany, India, Latvia, Russian Federation, Singapore and Spain). Some jurisdictions that have wrongful trading laws have introduced a legal defence against personal liability where directors have incurred the debt in the ordinary course of business during the COVID outbreak and before the initiation of any winding up (Germany, Singapore and the UK). In the case of the Netherlands, which had already a bill under discussion for the reorganisation of viable enterprises with limited court involvement, there is an expectation that Parliament might approve the new legislation that would help companies coping with their liquidity difficulties.

Disclosure. The majority of respondents have extended the deadline for the disclosure of the interim and end-of-the-year financial reports. Extensions range from two weeks (Chile) to four months (the Netherlands). In some jurisdictions, such as Germany and Korea, public authorities did not formally extend the deadline for disclosing financial and operational results, but have made public declarations that they will not prioritise enforcement of the timely-disclosure in light of the health crisis. As a partial remedy to the untimely disclosure of the audited financial reports, some capital markets regulators have emphasized that corporations whose business operations are materially affected by the COVID-19 outbreak should keep investors informed through the ongoing and timely disclosure of such material fact (Israel and Portugal).

On the content of the financial and operational reports, some jurisdictions highlighted the importance of companies taking the current pandemic and its economic consequences into account when elaborating the financial reports, including the evaluation on business continuity and of the assumptions underlying impairment tests (Italy and Portugal). Some public authorities went one step further from what the
generally accepted accounting principles would typically require and suggested that: (i) companies should reflect, on their financial and operational reports, the current and potential effects of the COVID-19 outbreak on their business activities and financial situation, including any measures taken in order to ensure the smooth functioning of their business (Greece, Japan and Portugal); (ii) issuers should strongly substantiate any proposal made to the shareholders meeting regarding dividend distribution or share buy-back programmes (Portugal).

**Other corporate governance and capital market-related measures.** Examples of other COVID-19 related corporate governance policies that were reported include: (i) major French companies that have received financial aid from the government cannot distribute dividends nor buy back their shares in 2020; (ii) short-selling or an increase in short-selling positions was forbidden for an unlimited period of time in Indonesia, three months in Italy and two months in France, Greece and Spain; (iii) Italy has increased the ownership disclosure requirements of listed companies and the scrutiny of acquisitions by non-European investors of companies that are considered strategic.
Publicly listed companies: Measures taken or planned with respect to the timing, execution, participation and decision making capacity of the general shareholders meeting

**Argentina**

With regard to the celebration of the shareholders meetings, this CNV issued General Resolution 830/2020, authorizing the companies to carry out their meetings by remote means. Likewise, the Board meetings were also authorized to be held remotely.

It should be noted that under local regulation, companies can use said remote tools only when they are provided for in their bylaws. However, and exceptionally, the issuers were authorized to carry out the assembly acts at a distance even when said possibility was not provided for in their bylaws.

In this way, the CNV gave companies the possibility of responding to the sudden emergency with tools to carry out their actions, guaranteeing legality and transparency in the context of their development. The CNV participates with its observers remotely in the assemblies in order to guarantee the normal development of the online act.

Regarding the decision-making capacity of the shareholders meeting, no limitations were established for this purpose.

**Austria**

The legal basis for holding shareholder meetings in Austria in times of the covid-19 pandemic is the COVID-19-GesG (Gesellschaftsrechtliches COVID-19-Gesetz). Shareholder meetings can be held without the physical presence of the participants. The COVID-19-GesG was amended by the 4th COVID-19 Act.

In brief the COVID-19 related measures include the:

- extension of the deadline for the general meeting of stock corporations: in 2020, the deadline to call the Annual General Meeting within the first eight months is extended to the first twelve months of the financial year.
- admissibility of virtual meetings, even if they are not provided in the articles of the associations: the physical presence of shareholders is not necessary, as long as active participation of the shareholders is made possible by other means, e.g. shareholders are given the possibility to send questions or applications to the company electronically and a postal vote is possible. The COVID-19-GesV (Gesellschaftsrechtliche COVID-19-Verordnung) contains special provisions for holding a virtual general meeting of stock corporations, taking into account the typically larger group of participants in stock corporations.

Publicly listed companies is given another simplified option for holding a general meeting: In case of public broadcast the exercise of voting rights and the submission of motions for resolutions can only take place via special proxies. These proxies are proposed by the company, but are independent of it. The proposal shall include at least four persons (at least two of them have to be lawyers or notaries). The costs of the proxies are taken by the Company.

**Belgium**

In response to the Covid-19 outbreak, the Belgian federal government adopted inter alia the Royal Decree of 9 April 2020 No. 4, laying down various provisions relating to co-ownership, company and association law in the context of the fight against the covid-19 pandemic (Arrêté royal du 9 avril 2020 no 4 portant des
dispositions diverses en matière de copropriété et de droit des sociétés et des associations dans le cadre de la lutte contre la pandémie Covid-19).

Under this Royal Decree, all general shareholders meetings that are convened or held between the 1 March 2020 and (temporarily) the 3rd of May 2020 (subsequently extended to the 30th of June 2020) can:

- Either be held remotely according to the modalities provided by the Royal Decree No. 4 (i.e. in writing);
- Or be held remotely by the use of electronic means;
- Or be adjourned.

These measures are optional: the company may decide not to apply them (provided that all mandatory measures relating to covid-19 are complied with). The appropriate measure is chosen by the management body, taking into account the interest of all stakeholders.

**Brazil**

In order to mitigate the consequences of the COVID-19 outbreak, the Brazilian Federal Government published on 30 March 2020 the MP nº 931/2020, providing a term extension (3 months) for public companies, limited companies and cooperatives which had fiscal years ending between 31 December 2019 and 31 March, 2020 to hold their annual general meetings (AGOs).

Related to this measure:

- covenants that require the annual general meeting to be hold in a shorter period of time will be considered of no effect in the fiscal year of 2020;
- managers terms will be extended until the annual general meeting takes place or the board of directors decide otherwise, as stated in the bylaws;
- the board of directors will be allowed to declare dividends before annual general meetings.

Based on the MP nº 931/2020, CVM published on March 31st 2020 the CVM Deliberation nº 849/2020 (amended by the CVM Deliberation nº 852/2020), extending the deadline by 2 months for other documents required by capital market legislation, such as the Annual Trustee Report, Brazilian Corporate Governance Form and Shelf Document.

Additionally to the measures described above, CVM issued on 17 April 2020, the CVM Instruction 622, amending CVM Instruction 481, establishing the general conditions for companies to hold meetings entirely digitally.

**Chile**

The Financial Market Commission ("CMF", for its Spanish acronym) has taken a number of measures to give greater flexibility to the financial system in the context of the impact caused by the global COVID-19 coronavirus pandemic.

Last 18 March, the CMF issued General Rule N°435 and Circular Letter N°1,141 that regulate the remote participation and voting process in shareholders, bondholders and contributors’ meetings. For this purpose, the regulation allows the use of technological means, as long as the identity of the shareholders are duly guaranteed and the principle of simultaneity or secrecy of the voting is safeguarded.

Moreover, on last 13 February, the CMF issued General Rule N°434 which authorizes the use of electronic signature for the subscription of board meetings minutes of corporations supervised by the CMF.

- NCG N°434
In addition, on 21 April 2020, the CMF issued Circular No. 1.149 clarifying the scope of the instructions given by Circular No. 1530 of 2001 and General Rule No. 435 of 2020.

**Circular No. 1.149**

Finally, on 21 April 2020, a draft regulation amending general regulation No. 412 on Knowledge Accreditation was submitted for consultation. The objective of said draft regulation is to modify the scope of the knowledge accreditation rule in order to incorporate product brokers. On the other hand, and considering the impact of the health contingency, some rules of NCG N°412 are made more flexible in order to postpone or modify their form of compliance.

The rule in consultation and attached documents

**Update:** Please be informed that the amendment to General Rule N° 412 has been approved through General Rule N° 439 of May 7th 2020.

**Colombia**

Regarding the development of the general shareholders meetings (GSM) of the listed companies, the following measures have been taken in Colombia:

**Decree 398 of 13 March 2020:** Regulates some aspects for holding non on-site GSMs, especially in relation to the Commercial Code rule that requires the presence of “all of the shareholders (100%)”. Now, when the rule refers to ‘all of the shareholders”, it must be understood as those who participate in the non-in-person meeting, provided that the quorums established by law or the company bylaws are observed. The Decree also brings the possibility of holding “mixed or hybrid” GSMs, that is to allow the physical and virtual presence of the shareholders or their representatives.

Finally, in the case that the company had already convened to in-person ordinary GSM, the Decree establishes the possibility, **up to a day before the meeting**, of informing that it will now be held virtually, giving the shareholders all the information regarding technological means and access procedures.

**Decree 434 of 19 March 2020:** Authorizes companies to postpone their ordinary GSM corresponding to the end of the year 2019, establishing that the meeting may take place within one month after the end of the national health emergency, and in such an event the exercise of the right of inspection will be allowed during the fifteen days preceding the meeting.

Due the large number of shareholders, the SFC authorized some issuers to offer to its shareholders the possibility to select a proxy or representative among some names given by the issuer that in any case could not be either administrators or officials of the company. That was an exception to a financial regulation in force, with the aim of facilitated the execution of the GSMs.

**Costa Rica**

Since the Government of the Republic of Costa Rica, through Executive Decree 42227-MP-S of 16 March 2020, declared a national state of emergency in the entire national territory due to the health emergency caused by COVID-19, most issuers postponed their shareholders meetings until further notice, awaiting the end of the state of emergency. This was communicated to the investors through their respective “Relevant Facts”. New dates for celebration of general shareholders meeting will be scheduled.
The obligation of security issuers of communicating as swiftly as possible, and via “Relevant Facts”, the existence of any elements, facts or decisions that could sensitively influence in the price of their securities, remains in force in accordance with legal obligations of transparency in accordance with Article 105 of the Law Regulating the Securities Market (Law No 7732).

Czech Republic

An Act on COVID-19 related measures in the area of private law and judicial proceedings has become effective as of today (24 April 2020). The Act permits all legal persons (not only companies and not only listed companies) to hold the meeting of corporate bodies (a general meeting, a board of directors, etc.) in an electronic way (the so-called e-general meeting) or to vote in writing (so-called per rollam voting) even though they normally have to have these types of decision making permitted in the Articles of Association. So even without the obligatory provisions in the Articles in Association, the legal person can hold a meeting by electronic means or vote in writing. If the conditions of such a decision-making process are not expressly stated in the Articles in Association, the statutory body (the directors) will determine them and notify each member of the body accordingly before the decision-making process starts.

Also, the Act will prolong the deadline for convening the general meeting of limited liability companies and cooperatives for approving of the financial statements up to the 3 months after the state of emergency ends, but at the latest to the 31. 12. 2020.

Denmark

The annual GM must be held in time for the adopted annual report to reach the Danish Business Authority within the time limit specified in the Financial Statements Act. This deadline is 4 months for publicly listed companies.

The time limit for submitting the annual account is being postponed due to the COVID-19, and thereby also the timing of the annual GM.

Also a lot of companies have set a deadline in their AOA’s for GM or for submitting the annual report. We are also allowing to disregard such provisions in this situation.

We are also setting in place temporary regulation regarding derogation from deadlines in cases of resumption of business under compulsory dissolution, in cases of mergers and divisions, and in cases of cross-border mergers, divisions and transfer of registered seat.

For all limited liability companies under the Danish companies act, it is possible to have either partly or completely electronic GM’s. The partly electronic GM can be decided by the management, unless otherwise specified in the AOA’s. The completely electronic GM can only be held, if this is decided by the GM and stated in the AOA’s, or if all shareholders agree.

Finland

In public and private limited liability companies an AGM can be postponed until 30.9.2020 (normally must be held by 30.6.2020). In listed companies board can decide of a virtual AGM held by 30.9.2020 (online or offline – special provisions to safeguard shareholders rights in a virtual meeting).

France

(Version française ci-dessous)

Ordinance No. 2020-321 of 25 March 2020 adapting the rules governing meetings and deliberations of assemblies and governing bodies of legal persons and entities without legal personality under private
due to the Covid-19 epidemic authorises the general meetings of shareholders and collegiate administrative bodies to be held remotely under certain conditions for listed companies.

Article 4 of the said ordinance authorises the body responsible for convening the meeting or the legal representative acting on behalf of the body to decide that the meeting shall be held without members and other persons entitled to attend being physically present in or attending by means of a teleconference or audio-visual conference call.

In this case, shareholders may vote remotely.

Under Article 8 of the aforementioned ordinance, members of collegiate administrative bodies attending meetings by means of a teleconference or audio-visual conference call that allows for their identification and guarantees their effective participation are deemed to be present at the meeting.

Similarly, written consultation is possible. This consultation may only be carried out under conditions that ensure the collegiality of the deliberation.

In both cases, there is no need to provide for the arrangements for these meeting in a statutory clause or in the rules of procedure.

Version française:


L’article 4 de l’ordonnance autorise l’organe compétent pour convoquer l’assemblée ou le représentant légal agissant sur délégation de l’organe à décider que l’assemblée se tienne sans que les membres et les autres personnes ayant le droit d’y assister ne soient présents physiquement ou par conférence téléphonique ou audiovisuelle.

Les actionnaires peuvent alors voter à distance.

Selon l’article 8 de l’ordonnance précitée, sont réputés présents aux réunions des organes collégiaux d’administration, leurs membres qui y participent au moyen d’une conférence téléphonique ou audiovisuelle permettant leur identification et garantissant leur participation effective.

De même, le recours à la consultation écrite est possible. Cette consultation devra uniquement être réalisée dans des conditions qui assurent la collégialité de la délibération.

Dans les deux cas, il n’est pas nécessaire que ces modalités de réunion soient prévues par une clause statutaire ou du règlement intérieur.

Germany

The board of directors of a stock corporation can hold a general meeting in 2020 without the physical presence of shareholders or their proxies. The shareholders have to make use of absentee voting or the company's proxy.

The General Meeting has to be broadcasted on the Internet.

Shareholders must also be given the opportunity to ask questions electronically. The board of directors can provide that these questions must be submitted up to two days before the general meeting. The Management Board has to answer those questions it considers important in the interest of the other shareholders.
The contestation of resolutions is very limited.

**Greece**

Greece has taken actions to facilitate the remote participation and voting in the General Meetings of the companies. More specifically, according to article 33 of the legislative act 68/20.03.2020 the General Meetings of all companies can take place via teleconference, for some or all the members. In such a case, the invitation to the General Meeting must contain all the information and technical advice for the participation to the meeting. This legislative act is valid up to 30.06.2020.

**India**

Steps taken by Ministry of Corporate Affairs (MCA):

- The Ministry of Corporate Affairs (MCA) (vide Circular No.14/ 2020 dated 8 April 2020) has encouraged the companies to take all decisions of urgent nature which requires the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot or e-voting without holding a general meeting, which requires physical presence of members at a common venue.
- In case holding of an extra ordinary general meeting (EGM) is unavoidable, MCA has permitted listed companies (along-with other companies which are required to provide e-voting facility) to hold the same through video-conferencing (VC) or other audio visual means (OAVM) complemented with e-Voting facility/simplified voting through registered emails, without requiring the shareholders to physically assemble at a common venue.
- The above Circular along-with MCA Circular dated 13 April 2020 also provides the procedure for conducting EGMs through VC or OAVM facility such as requirement of clear disclosure with respect to accessing and participating in the meeting, providing two way teleconferencing or webex, among others. It also specifies that the VC or OAVM facility should allow at least 1000 members to participate on a first-come-first-served basis, with no such restriction on the participation of large shareholders (holding 2% or more shareholding), promoters, institutional investors, chairpersons of committees, directors, KMPs, auditors etc.
- All companies using the option of VC or OAVM facility are required to maintain a recorded transcript of the entire proceedings in safe custody, and public companies are also required to host this transcript on their website for greater transparency. Various other safeguards have also been included in the above Circulars to ensure transparency, accountability and protection of interests of investors.
- MCA, vide Circular dated May 05, 2020, also extended the above provisions on conducting meetings through VC or OAVM facility to Annual General Meetings (AGMs) of companies conducted during the calendar year 2020; the circular has also dispensed with the printing and dispatch of physical annual reports to shareholders – now soft copies of the same can be sent to shareholders’ email addresses only in electronic mode.

Steps taken by SEBI:

- As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), the top 100 listed entities by market capitalisation have to hold their Annual General Meetings (AGM) within 5 months from date of closing of the financial year. In view of the COVID-19 pandemic, SEBI has permitted these entities to delay their AGM by one month. Moreover, listed entities whose financial year ended on December 31, 2019 are permitted to conduct their AGMs till September 30, 2020.
**Indonesia**

OJK issued the Relaxation on General Meeting of Shareholders (GMS) Policies as follows:

- Extending the deadline of Issuers and Public Companies Annual General Shareholder Meeting (AGM) for 2 months
- Allowing AGM to be conducted by an electronic proxy mechanism using the e-RUPS system
- Allowing the use of electronic voting platform that can replace physical presence of shareholder. If shareholder have voted in an e-voting platform, they are assumed attended the GMS.

**Ireland**

At the time of writing (23 April 2020), the Government of Ireland is a caretaker Government and talks are currently ongoing for the formation of a new Government. For constitutional law reasons, from 30 March 2020 the Government has not been able to introduce new legislation.

No new initiatives were introduced.

Companies must comply with the Government’s’ COVID-19 Workplace Protection and Improvement Guide (M 2020), which states that physical distancing measures should be implemented across all business types and can be achieved inter alia by "the use of technology for video/virtual meetings" and "limiting the number of meetings including length and proximity of gathering of employees/others". Although completely virtual meetings are not allowed, the existing Companies Act will facilitate shareholders participating via technology once the shareholders necessary to satisfy the quorum are "present in person or by proxy". Some companies have organised for the minimum number of shareholders to attend and the remainder to join remotely.

**Israel**

On 16 March 2020, the Israel Securities Authority (ISA) clarified with coordination with the Ministry of Justice (MOJ) that the Israeli Securities Law and/or the Israeli Companies Law allow publicly listed companies to hold board meetings and shareholders’ meetings by electronic means (without physical attendance) as long as all of the participants in the meeting can hear one another simultaneously. During the restrictions period which was declared by the Israeli Government due to the COVID-19 outbreak, such clarification is important as best practice for conducting board meetings is usually with physical attendance, and participants in shareholders meetings are usually allowed to choose whether to attend the meeting in person or via electronic voting.

Companies that have already published general shareholders’ meetings invitation reports prior to the period of restrictions, were permitted to update its location in accordance.

At the moment, the MOJ and ISA have not observed other needs from the publicly listed companies for other measures regarding shareholders meeting.

**Italy**

On 17 March, the Italian Government adopted the Law-Decree No. 18/2020 (“Decreto Cura Italia”) providing for emergency measures, amongst which Article 106 regarding shareholder meetings to be held by Italian companies (whether listed or not) in compliance with the lockdown and isolation measures in place.

In brief, Article 106 allows Italian companies to benefit from the following provisions, regardless of law or bylaws provisions, for the shareholder meetings to be held until the end of July 2020:
• extended deadline to call the Annual General Meeting for all companies, i.e. at the latest 180 days (instead of 120 days) after the end of the financial year;
• attendance to shareholder meetings and voting exclusively:
• by electronic tools (electronic/mail voting)
• for companies listed on a regulated market, traded on MTFs or widely owned, cooperative banks and insurance, through a Special Representative (“Rappresentante Designato” under Art. 135-undecies of the Consolidated Law on Finance, Legislative Decree 58/98), who conveys all shareholders proxy votes (with binding instructions).

The Italian Securities Regulator Consob is competent on monitoring the correct implementation of the new rules by listed issuers, primarily ensuring the completeness and fairness of information for shareholders' meetings.

On 10 April, Consob issued some guidelines (Comunicazione No. 3/2020) on some issues arisen in the application of Article 106 of Law-Decree No. 18, in brief:
• recommending the adoption of the measures allowed by Article 106;
• emphasizing the confidentiality of votes cast either by electronic means or through proxy to the Special Representative;
• highlighting the need of accurate and pre-emptive disclosure of resolutions of the shareholder meeting, if attendance and voting is possible only through the Special Representative, so that shareholders can actually cast their votes prior to the meeting;
• suggesting best ways to adapt the application of law provisions on the matter of shareholder meeting (e.g. right to raise questions, proxy solicitation) to the context of meetings held exclusively by proxy voting or electronic tools.

**Japan**

Note: Most Japanese companies' business year runs from April through next March. After they conduct account closing in March, Annual General Meetings typically take place around June.

On February 28, the Ministry of Justice (MoJ), which is in charge of rules about shareholder meetings stipulated in the Companies Act, published an initial notice with regard to Annual General Meetings (AGMs) on its website. The notice clarifies that, under the Companies Act, when it is difficult for companies to hold AGMs at the date originally scheduled in their articles of incorporation due to COVID-19 infection, they can reschedule the date of the AGMs within a reasonable period after the difficulty is resolved. The notice has been revised subsequently and it also confirms that, for example, under the Companies Act, shareholders are allowed to execute their voting rights in writing or by electronic means, without physically attending AGMs. The MoJ currently plans to temporarily revise the Ordinance for Enforcement of the Companies Act and the Rules of Corporate Accounting in order to allow companies to provide certain shareholders meeting materials to their shareholders in electronic format instead of paper-based documents under specific conditions.

On 2 April, the Ministry of Economy, Trade and Industry (METI) and the MoJ published a Q&A regarding the operation of AGMs on their websites. The Q&A clarifies that companies can hold AGMs in a small venue and limit the number of shareholders who can enter the venue, if such measures are deemed necessary to prevent the spread of COVID-19 infection. The Q&A also makes it clear that it is possible to hold AGMs even if no shareholders are physically present at the venue as a result of such measures. The Q&A further clarifies that, under such circumstances, companies can satisfy requirements for valid resolution stipulated by the Companies Act by allowing advance voting in an electronic or postal forms.

The Japan Financial Services Agency (JFSA), which is in charge of corporate disclosure rules, established “Networking Group on Corporate Year-End Closing of Accounts and Auditing in Response to the COVID-19 Crisis” to

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Increasing Impact of COVID-19” with related government agencies and groups, and made an announcement on 15 April as outlined below.

Companies with a fiscal year ended in March are required to take the following points into account in holding an annual shareholders meeting, which is usually held at the end of June:

- Companies are expected to take appropriate measures to prevent COVID-19 spread, taking into consideration the above-mentioned Q&A (METI and MoJ, 2 April, 2020);
- It is possible to delay the timing of an AGM from late June as originally scheduled, under the current law and regulations; and
- If a company decides to hold an AGM as originally planned in order to raise funds or make business decisions in a timely manner, the company may consider, for instance, holding the “following meeting” to deal with remaining issues at some later period, by taking the following procedures:
  - Holding an AGM as originally scheduled and requesting a resolution for the adjournment (Article 317, Companies Act). At the meeting, issues not affected by COVID-19, such as nomination of directors, may be resolved, and the company is required to explain that remaining issues, such as financial statements and audit reports, will be discussed at the “following meeting”;
  - Preparing financial statements and performing audit while giving due consideration to ensure the safety of employees and those who perform the audit; providing those reports to shareholders as soon as they are ready, in order to give sufficient time to shareholders to review them; and holding the “following meeting” within a reasonable period after the AGM;
  - Making sufficient explanation at the “following meeting”, on financial statements and audit reports, as well as informing all shareholders about the “following meeting”, for instance, by sending letters to shareholders, as needed.
- Investors are expected to pay more attention than usual to the necessity of ensuring financial soundness of investee companies from a long-term perspective in order to help their sustainable growth. Investors are also expected to appreciate above-mentioned points regarding AGMs and “following meeting”, given the current plight of companies in the year-end closings of accounts and audits.

Following the announcement on 15 April the JFSA, the MoJ and the METI jointly published a guidance on points to consider in holding the “following meeting” on 28 April.

**Korea**

The Ministry of Justice provided guidance on delaying or continuing regular general meetings of shareholders so that the meetings can be held in a stable manner and announced the exemption of penalties pertaining to the cases caused by the COVID-19 outbreak in order to ease corporate concerns (February 26).

- If it is difficult for companies to approve their financial statements at the regular general shareholders’ meeting in March, the shareholders’ meeting may be held again after April through the resolution on the postponement or continuation of the general shareholders’ meeting (Article 372 of the Commercial Act).
- Publicly listed companies are strongly encouraged to use electronic voting and written voting systems (Articles 368-3 and 368-4 of the Commercial Act).
- A violation of the Commercial Act and related regulations with respect to the approval of financial statements or the record date, etc. may emerge as a problem; however, it is exempt from a penalty for reasons that are force majeure.
**Latvia**

The Company Law was recently amended to allow shareholders to participate remotely at the general meeting. These provisions are applicable to private limited companies and public limited companies (including listed companies).

There are three options of remote participation:

1. **every shareholder is entitled to vote prior to the meeting (no need of such provision in the Articles of Association).** The vote must be submitted in writing to the company at least one day before the general meeting. The shareholder is obliged to provide the company with the possibility to identify the particular shareholder;

2. **the management board may provide shareholders with the opportunity to participate and vote at the general meeting by using electronic means.** In this case, the meeting is conducted as a face-to-face meeting, but shareholders are entitled the right to participate remotely (it is up to a shareholder to decide how he/she wishes to participate and vote at the meeting). The management board can provide this possibility by its own initiative, but must provide this option if a particular number of shareholders (20% of share capital) asks for that or if it is stipulated in the Articles of Association;

3. **a general e-meeting is allowed only in cases when it is stipulated in the Articles of Association (moreover, the amendments to the Articles of Association must be adopted unanimously).** In case of a general e-meeting, all the shareholders are obliged to participate at the meeting by electronic means. However, every shareholder is still entitled the right to vote prior to the meeting.

Aforementioned rights of remote participation can be exercised also by proxies.

**Lithuania**

Since 2009, the Law on Companies provides a possibility for shareholders of private and public limited companies (also listed companies) to attend the general meeting of shareholders (GSM) remotely: a) to vote in writing by filling in a general ballot paper; b) to attend the GSM and to vote by means of electronic communications.

On 7 April 2020, over the ban on physical gatherings the Ministry of the Economy and Innovation released public recommendations providing that all GSMs must be held remotely and detailed this procedure.

**Malaysia**

Listed Companies may request an **extension of time to conduct its annual general meeting (AGM) beyond the required timeline.** Currently, companies are required to conduct its AGM within 6 months after the financial year; and not more than 15 months after the last proceeding of the AGM. The application can be made to Companies Commission Malaysia,, and if approved, companies will be granted an **extension of 3 months.** Details can be downloaded [here](#).

The Securities Commission Malaysia (SC) has granted a two-month extension for Real Estate Investment Trusts (REITs) managers of listed REITs with a financial year-end of 31 December 2019 to hold AGMs by 30 June 2020. Details available [here](#).

The SC on 18 April 2020 issued a **guidance note on the conduct of fully virtual and hybrid general meetings - Guidance Note and Frequently Asked Question on the Conduct of General Meetings for Listed issuers** (Guidance Note). Among the guidance provided include:

- Having no more than 8 essential individuals physically present at a broadcast venue of a fully virtual general meeting. Shareholders participate in such meeting via audio and/or video capabilities.
• Companies shall only conduct fully virtual general meetings during a Movement Control Order (MCO)\(^1\)

• Companies can proceed to leverage technology to conduct its general meeting provided the company's constitution does not prohibit it from doing so or is silent on the manner general meetings should be conducted.

Download the Guidance Note.

**Netherlands**

Emergency legislation has been adopted in order to address consequences of the COVID-19 crisis. The proposals provide for the introduction of the possibility of a general meeting that can be followed exclusively through livestream (audio or video). This is under the condition that the members or shareholders of a legal person can file questions in advance that will have to be answered the latest during the meeting. In case a member or a shareholder was not fully able to assist to the general meeting, the decisions that have been taken in this meeting would be invalid. The legislation also provides for a possibility to postpone the deadline for holding a general meeting with a maximum of four months.

**Norway**

The legal requirement to hold regular board meetings and a general assembly may come in conflict with precautions to avoid gatherings exceeding four persons, implemented to fight the spread of COVID-19. The possible obstacles concern private limited companies, public limited companies, companies based on form of partnership, cooperatives, and foundations.

The Norwegian Government has adopted a Royal decree as a provisional measure. The Royal decree entered into force 27 March 2020. The legal authority is an Act made by the Norwegian parliament 27 March 2020 to give provisional measures concerning COVID-19. Companies may facilitate board meetings and general assembly in other manners than by physical attendance, to avoid gatherings of more people. The measure is applicable when the company abide to the legal standards concerning participation and voting rights.

The adoptions applies for both private and public limited liability companies, and cooperatives, liable companies and foundations.

**Peru**

As a consequence of the restrictions imposed by the government in order to avoid the spread of COVID-19, companies that do not have regulated remote sessions have been unable to hold their shareholders' meetings, with the consequent economic damage that this implies for companies. Pursuant to article 114 of the *General Companies Law (Law No. 26887 - LGS)*, the Annual Shareholders Meeting must be held within the first three months of the year, with the deadline for holding it until 31 March.

In this framework, Article 5 of *Supreme Decree No. 056-2020*, approved by the government on 14 May 2020, exceptionally authorizes entities under the jurisdiction of the Superintendence of Securities Market (hereafter SMV), to call and hold remote general or special shareholders' meetings, through the use of technological or telematic means, even when the respective statutes of said entities only recognize the possibility of calling and holding face to face shareholders' meetings. In order to call said shareholders' meetings, the boards of the aforementioned entities may meet in person or virtually. Likewise, the board of the issuers of registered securities, or the representative of the bondholders of said issues, is

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\(^1\) The Movement Control Order is a cordon sanitaire implemented as a preventive measure by the federal government of Malaysia in response to the COVID-19 pandemic in the country on 18 March 2020.
exceptionally authorized to call and hold remote bondholders’ meetings. Exceptionally, the SMV is empowered to regulate the conditions to carry out such meetings (minimum conditions of the meeting’s notice, the deadline for the call and the issues that could be addressed in the shareholders’ meetings, others).

It is important to mention that the aforementioned Decree was born from the proposal sent by the SMV to the Ministry of Economy and Finance (MEF), recognizing the particular circumstances that companies have to face due to the national emergency state.

Poland

In Poland a legislative package regarding COVID-19 crisis (called Anti-crisis Shield) was adopted in March 2020, introducing various changes in existing law - including Code of Commercial Companies, Minister of Finance competences and other legislation influencing the functioning of companies. Please note that this package was already modified in March and April and further modifications were announced - in response to developing situation and market needs. Therefore, some parts of the information presented here can become obsolete.

Before COVID-19 pandemics, the Code of Commercial companies already provided for the possibility of conducting remote General Shareholder Meetings in joint stock companies – in cases where they are allowed by company statute. Those provisions were improved in the following way by the Anti-crisis Shield (the changes will enter into force in September 2020):

- The General Shareholder Meetings can be conducted remotely (using electronic communication) – unless the company statute directly forbids such method (this alters the previous provisions, making remote GSM meetings easier to call);
- The rules for conducting electronic GSM must be adopted by the Supervisory Board (the Board can adopt its resolutions remotely as well);
- The technical requirements for such GSMs include the obligation to provide two-way real-time channel of communication, execution of voting rights and (in case of listed companies) live transmission from the meeting. The company must also confirm the received votes promptly and send to the shareholder after a meeting a detailed confirmation of his voting - if he asks for it.

Portugal

On 20 March, the CMVM (the Portuguese Securities Market Commission), AEM (the Securities Issuers Association) and IPCG (the Portuguese Corporate Governance Institute) issued a joint statement urging listed companies to resort to means of distance communication in order to hold the 2020 annual general shareholder meetings. This shall be permitted even when the bylaws of such companies do not foresee that possibility, as long as shareholders are informed in advance of the relevant meeting. Listed companies are also encouraged, to the full extent possible, to resort to electronic means as ways to interact with shareholders in the context of the preparation of the general shareholders’ meeting.

Deadlines for annual meetings were postponed by decree law (Decree-Law 10-A/2020, of 13 March) until 30 June 2020.

Republic of Slovenia

In Slovenia, we have prepared a draft package of measures aimed at facilitating the corporate governance and operations of companies during the epidemic, however its implementation depends on the epidemic situation in the future. Prepared draft package of measures also addresses the timing, execution, participation and decision making capacity of the general shareholders meeting.
a) Requirement to hold general meetings and board of directors’ meetings within certain deadlines

In Slovenia we have found problematic the deadline in Article 294 of Companies Act under which the general meeting, at which appropriation of distributable profit and the discharge of liability are decided on, has to be held within eight months after the end of the financial year. Even though this deadline will normally expire by the end of August, now is the time (from April onwards), when most general meetings are called. For this reason, we have prepared a proposal to prolong the deadline to call the general meeting for at least 2 months until the end of the tenth month after the end of the financial year (by the end of October).

b) Difficulties to hold electronic (digital/virtual) general meetings and/or board meetings

Companies Act already allows electronic general meetings for all types of companies, but for some types of companies the rules are more sophisticated. In the case of private limited liability companies, Companies Act provides that all members may, by a written declaration, decide that the general meeting is not to be held. In that case, the members have to communicate their votes to the manager in writing, by telephone, by telegram or by using similar technical means.

Joint-stock companies whose securities are traded on a regulated market, as well as other joint-stock companies, are allowed to have electronic general meetings, however they need to have a proper basis in the company’s articles of association, which is, currently in practice, more an exception than the rule.

The same rules also apply for voting at the general meeting in the joint-stock companies. The companies need to have a proper basis in their bylaws as presented in the following.

As a general rule Companies Act stipulates that shareholders who are entitled to participate in the general meeting have the right to authorize as a proxy a natural or a legal person with the capacity to contract to participate in the general meeting in their name and exercise their voting rights. The method of exercising voting rights can be prescribed by the articles of association.

Companies Act allows the shareholders of joint-stock companies whose securities are traded on a regulated market to appoint a proxy by the use of electronic means. Method or methods for using electronic means have to be specified in the articles of association. The shareholders may also vote by mail before the general meeting is held if the articles of association explicitly allow such method.

The meetings of the board of the joint-stock companies on the other hand are not that problematic because of the provisions of Article 257 of Companies Act which allows the board to adopt its decisions through correspondence, by telephone, through electronic media or otherwise if this is agreed by all the members of the board, unless otherwise provided by the articles of association or the rules of procedure.

Because of the mentioned rules we have prepared a draft package of measures according to which the option to convene the electronic general meeting would be given to companies (directly) by the law without the need to adopt the rules in the articles of association.

The board of directors would be authorized to adopt the rules for participation and/or voting of the shareholders at the general meeting by electronic means. The rules would not need to be prescribed by the company’s articles of association.

The special rules will also address the work and the participation of notaries as well as members of the management and supervisory or administrative board at the electronic general meetings.
Russian Federation

Under the Law the expiry term for holding annual general shareholders meetings in 2020 has been extended from June 30 to September 30.

The Bank of Russia also recommends that publicly-traded companies schedule annual general shareholders meetings at the end of August and September 2020, and companies that have already decided to hold an annual meeting until June 30, 2020 consider changing the date.

Starting 18 March 2020 till year 2021 the legal restriction to hold a remote general shareholders meeting in case the agenda includes certain issues has been lifted.

The Bank of Russia recommends starting 18 March 2020 any general shareholders meeting (including annual meeting) in 2020 to be held remotely. The Bank of Russia recommends that shareholders are able to participate remotely in the annual shareholders meeting by way of electronic voting on the website of the company, registrar or central depository.

Saudi Arabia

The CMA suspended the general shareholders meeting attendance until further notice, and holding it only through electronic voting.

Singapore

All listed companies with financial year-end on or before 31 March 2020 have been granted an automatic 60-day time extension to hold their annual general meetings (AGMs). The extension was granted in light of the latest government advisories and measures amid the COVID-19 situation which could make the holding of AGMs and the performance of statutory audits for full-year financial results challenging.

Under the COVID-19 (Temporary Measures) Act, the social distancing measures will override any current legal requirements concerning meetings. AGMs are therefore allowed to be held without the need for stakeholders to be physically present, i.e. they can be conducted through alternative means, such as video conference. Quorum for a meeting may also be reduced.

Spain

Royal Decree-Law 8/2020 of 17 March contains a series of corporate law measures aimed at facilitating holding General Shareholders Meetings and Board of Directors meetings.

- General Shareholders Meetings may be held in the ten months following the fiscal year-end (instead of the regular period of six months).
- During the state of emergency, the General Shareholders Meeting and the Board of Directors’ meetings may be held (i) by videoconference or (ii) multiple telephone conference, subject to certain requirements, even if their bylaws do not specifically foresee these mechanisms.
- During the state of emergency period, companies are allowed to adopt resolutions by their Board of Directors exclusively in writing, if the chairperson so decides or that procedure is requested by two of its members, even if the bylaws do not specifically foresee this possibility s. This is also possible for the meetings to be held by any Board Committee.
- Board of Directors’ meetings may be held anywhere in Spain and not only in the company’s registered office. If the notice of the meeting has already been announced on the date of entry into

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2 Election of the Board of Directors (Supervisory board), the revision commission, approval of the auditor, approval of annual report, annual accounting (financial) reporting.
force of the Royal Decree-Law (18 March), it can be amended by means of a supplementary notice to be announced at least five calendar days prior to the date scheduled for the original meeting.

**Sweden**

A bill has been introduced in the Parliament to allow companies to hold virtual GM or organise the meeting in such a way that shareholders may only exercise their voting rights etc. in advance (postal voting). If approved, the rules will take effect 1 June 2020.

**Switzerland**

06.03.2020: The Federal Council pointed out that shareholders may be represented at the general shareholders meeting by an independent representative. Organisers of general meetings have been invited to recommend to their shareholders to make use of this possibility in order to reduce the number of participants.

The Federal Council also pointed out that general meetings can be postponed. The six-month deadline, as stipulated in the Swiss Code of Obligations, is not legally binding, therefore any decision taken by the general meeting after this time-limit is valid.

13.03.2020: The Federal Council adopted a COVID-19 Ordinance, which has been modified many times, and includes specific rules regarding company meetings:

- Public and private meetings such as shareholders meetings are no longer allowed.
- The organiser (i.e. the board) may, regardless of the probable number of participants and without complying with the period of notice for convening meetings, order the participants to exercise their rights exclusively (a) in writing or online; or (b) through an independent proxy appointed by the organiser.
- Notification of this order must be given in writing or published online no later than four days before the event (article 6b COVID-19 Ordinance 2).
- These measures apply to all meetings organised before 11 May 2020, regardless of when the meeting is due to take place.
- This rule is applicable until 30 June 2020 (art. 12 al. 10 COVID-19 Ordinance 2).

The Department of Justice and Police prepared an FAQ with various questions regarding general meetings.

These considerations apply for listed companies, as well as non-listed companies.

**United Kingdom**

The UK Secretary of State announced on 28 March 2020 that the Government will introduce legislation to ensure those companies required by law to hold Annual General Meetings (AGMs) will be able to do so...

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5 CC 818.101.24.
6 From 27 April 2020, article 6a will be article 6b.
7 [https://www.bj.admin.ch/bj/fr/home/aktuell/coronavirus.html](https://www.bj.admin.ch/bj/fr/home/aktuell/coronavirus.html).
safely, consistent with the restrictions on movement and gatherings introduced to address the spread of coronavirus.

Companies will temporarily be extended greater flexibilities, including holding AGMs online or postponing the meetings.

We envisage providing companies with the ability to hold “closed” meetings with a minimum number of people by way of telephone or other equivalent means of communication. In some cases, companies will have the ability to override their Articles for a short period.

Guidance issued by the Government and the Financial Reporting Council sets the expectation that companies engage stakeholders prior to, during and following meetings including responding to shareholders questions sent in by electronic or other means. Any response could also be included in the minutes of the AGM.

Companies should consider holding shareholder days later in the year, which will offer shareholders access to the board in a similar way to an AGM. This will maintain the dialogue between those shareholders who would normally attend and ask questions at an AGM.

Following the AGM, companies should also ensure shareholders are kept informed of the decision-making process and issues currently affecting the company as they would normally do. For example, any changes to the business model or risks.

**United States**

Measures taken or planned with respect to the framework for corporate insolvency and bankruptcy

**Austria**

In view of the unpredictable economic development due to the COVID-19 epidemic, the 60-day period for filing an insolvency petition has now been changed in Austria to 120 days.

The normally applicable obligation to file for insolvency in case of over-indebtedness is suspended until 30 June 2020. Even if a creditor files for insolvency, insolvency proceedings must only be opened on the grounds of insolvency and not in the case of over-indebtedness.

In general, any period of time allowed under procedural law in insolvency proceedings may be reasonably extended by a maximum of 90 days at the request of a party or ex officio. This applies, for example, to the period for the first hearing date (§ 91a IO-Insolvenzordnung). An extension of certain other deadlines by a maximum of 90 days is also envisaged. Furthermore, there is an exclusion of a right to appeal in certain cases in connection with unsecured bridging loans.

**Belgium**

In response to the Covid-19 outbreak, the Belgian federal government adopted inter alia the Royal Decree of 24 April 2020 No. 15 on the temporary suspension in favor of companies of enforcement measures and other measures for the duration of the COVID crisis-19.

Under this Royal Decree, all companies whose continuity is threatened by the Covid-19 outbreak and its aftermath and which were not in a state of suspension of payments as of 18 March 2020, benefit – until the 17th of May 2020 – from a temporary suspension of the measures related to corporate insolvency and bankruptcy.

The concerned measures are the seizure of assets, the declaration of bankruptcy, payment periods (which are extended), and termination of contract for default in payment.

**Brazil**

According to CVM Deliberation nº 848/2020, instalments and other payments related to taxes, fines and commitment terms were postponed about 4 months.

In addition, with respect to financial institutions, it is important to mention that the National Monetary Council (CMN) published on 6 April 2020 the CMN Resolution nº 4797/2020 suspending increases in management compensation, stock repurchases and dividends payments above the minimum determined in the bylaws until 30 September 2020.

**Chile**

The CMF is continuously assessing the most effective ways to mitigate the impact of the economic shock of the coronavirus on the financial system. In recent weeks, it has strengthened its monitoring functions with respect to the markets and entities under its supervision, which includes the securities, insurance, banking and other financial institutions’ markets.

The CMF has required issuers of publicly offered securities to disclose as soon as possible any significant information on financial and operational effects derived from the COVID-19 outbreak and the measures taken to mitigate those effects, in accordance with the transparency obligations imposed on them by the Securities Market Law and CMF regulations.
Press release (in English):

Update: The CMF has issued for public consultation a rule directed to ease the inscription requirement of long-term debt titles. The modification seeks to help facilitate financing options for companies in the context of the COVID-19 pandemic, making the process of registering long-term debt titles more flexible.

The regulatory proposal simplifies the requirements for registration of long-term debt securities, temporarily eliminating the obligation to include in the application for registration made to the CMF, those records that

a. Are not intended to prove that the corresponding issue is within the powers conferred by the partners or shareholders to the administrators or directors, and from this body to its legal representative, and is in accordance with the legal framework in force; and
b. Those records that may be modified after registration and that must be submitted to the Commission before being delivered to the investors.

In this regard, the obligation to send, for registration, copies of the notices and communications that must be sent to the shareholders on the occasion of a capital increase or the issuance of convertible bonds, and the prospectus is temporarily eliminated.

Colombia

Decree 560 of 2020 of 15 April of 2020, by which special transitory measures were adopted in matters of insolvency procedures, within the framework of the State of Social and Ecological Emergency.

The Decree is sustained by four pillars:

The creation of extraordinary salvage mechanisms to aid debtors who are currently in a bankruptcy proceeding as a measure to protect, employment and credit through the current emergency.

The creation of two new out of court bankruptcy mechanisms such as:

Emergency Negotiation of a Reorganization Plan - Debtors will be able to negotiate their obligations with all or part of their creditors, within three (3) months. Subsequently, the bankruptcy judge will confirm the plan if it meets the requirements established in Law 1116 of 2006. If the plan is not be implemented, the debtor may resort to the ordinary reorganization procedure.

Business recuperation procedures in the chambers of commerce - This is a complementary mechanism to the corporate reorganization proceeding, in which the chambers of commerce will offer a regulated environment, so that the debtors and creditors, accompanied by an expert called mediator, may solve their controversies and negotiate a plan in a term of three (3) months.

The adoption of tax related measures aimed at relieving the situation of debtors admitted to a bankruptcy procedure or who have a confirmed a reorganization plan and are implementing it.

Suspension of legal obligations in order to preserve companies and facilitate the management of economic public order.

In addition, the Superintendency of Companies has spared no efforts in the purpose of strengthening the bankruptcy regime, such as the use of artificial intelligence and the strengthening of the working groups in the Insolvency Area, among others, which will allow us to face an eventual increase in reorganization requests.

Costa Rica

Last year, Costa Rica proposed legislation to modernise and update its insolvency framework, in order to procure efficiency and effectiveness of the framework and the economy. The bill is based on best international practices and will establish a clear and agile process, that will provide legal certainty within
an insolvency process. It also proposes flexible and modern mechanisms to make insolvency systems more effective in enforcing creditor rights and promoting the restructuring and reorganisation of debtors.

The bill of law received positive opinion by the Commission of International Relations and Foreign Trade within Parliament last January and is awaiting discussion in the legislative plenary. However, the Parliament is currently focused on other specific bills of law directly related with COVID-19, such as moratorium on financial commitments (interests and lease payments) and amendments on labour funds law.

**Czech Republic**

The Czech Republic has adopted several insolvency-focused measures. Debtor’s duty to file for insolvency was suspended (in cases of COVID-related bankruptcy that has occurred within 6 months from the end of the extraordinary measures taken by governmental bodies). Simultaneously, creditors’ right to file for insolvency was fully suspended until 31.08.2020. Also, the concept of extraordinary moratorium has been enacted. It prevents decision on bankruptcy, suspends individual enforcement orders and realization of collateral rights by creditors as well as it protects the debtor from the termination of essential contracts for the supply of energy, raw materials, goods and services. It also allows the debtor to pay obligations directly related to the maintenance of the business preferentially over older debts. The extraordinary moratorium is easily accessible as it does not require the consent of creditors for initial 3 months period (consent is needed for another 3 months extension).

**Denmark**

None.

**Finland**

Under the Bankruptcy Act, a company is normally presumed insolvent if it has not paid its debt a week after it has received the demand for payment. According to the temporary law in force 1.5.-31.10.2020 the insolvency must be of longer duration in order for the creditor to file for bankruptcy.

**France**

*Version française ci-dessous*

1° Ordinance No. 2020-341 of 27 March 2020 adapting rules related to the difficulties faced by companies and agricultural businesses due to the state of public health emergency and amending some provisions of criminal procedure

**Purpose:**

The aim is to prevent insolvencies and job losses due to the Covid-19 crisis. Among other measures, the ordinance provides for a freeze on the date of insolvency assessment and the extension of the duration of restructuration plans.

**The main provisions of the ordinance:**

Article 1, I, 1° of the ordinance freezes at 12 March 2020 the assessment of the situation of companies and agricultural businesses in respect of a possible state of insolvency. The ordinance nevertheless allows the company to invoke its state of insolvency even after the aforementioned date in order to apply for the opening of collective insolvency proceedings, regardless of whether it is a judicial reorganisation (redressement judiciaire) or a court-administered liquidation (liquidation judiciaire). Accordingly, a debtor
which finds itself insolvent after 12 March 2020 will nevertheless be able to apply for safeguard proceedings (procédure de sauvegarde), whereas this in principle applies only when the debtor is not in a state of insolvency.

The conciliation process, with a maximum duration of 4 months, is extended until the end of a period equal to the duration of the state of public health emergency, plus three months (Article 1, II).

Concerning safeguard proceedings, judicial reorganisations and court-administered liquidations, an extension is provided for until the end of a period equal to the health emergency, plus one month (Article 2, II).

Moreover, regarding safeguard proceedings and judicial reorganisations, the presiding judge of the court may, until the end of a period equal to the duration of the state of public health emergency plus three months, and at the request of the court-appointed administrator for the plan, grant an extension for a period equal to the duration of the state of public health emergency plus three months.

Lastly, at the request of the Public Prosecutor, the presiding judge may decide to grant an extension for a maximum of one year as from the date of the decision. Finally, at the end of the period of the state of public health emergency plus three months, the presiding judge will no longer have to power to grant an extension: only the court may grant a further extension of a maximum of one year as from its decision, but it may do so only within a limited derogation period. The date of the decision granting the extension shall be used as a reference in order to determine whether the power to grant an extension lies with the court or with the presiding judge.

2° The duty to disclose of statutory auditors

Within the framework of legislation currently being drafted to prepare for the resumption of economic activity, it has been decided to allow statutory auditors to relay information at their disposal to the presiding judge of the commercial court further upstream than is provided for in current legislation, which may provide an impetus to companies to request, for example, a conciliation process.

Version française:

1° Ordonnance n° 2020-341 du 27 mars 2020 portant adaptation des règles relatives aux difficultés des entreprises et des exploitations agricoles à l’urgence sanitaire et modifiant certaines dispositions de procédure pénale

Objectif :

Il s’agit de prévenir les défaillances d’entreprises et les pertes d’emplois liées à la crise du Covid-19. L’ordonnance prévoit ainsi, entre autres mesures, le gel de l’état de cessation des paiements ou la prolongation des durées de plans.

Principales dispositions de l’ordonnance :

L’ordonnance (article 1er, I 1°) gèle au 12 mars 2020 l’appréciation de la situation des entreprises ou exploitations agricoles s’agissant de l’éventuel état de cessation des paiements. L’ordonnance permet toutefois à l’entreprise d’invoquer son état de cessation des paiements même intervenu postérieurement à cette date pour demander l’ouverture d’une procédure collective, qu’il s’agisse d’un redressement judiciaire, ou d’une liquidation judiciaire. Ainsi un débiteur qui se trouve, après le 12 mars 2020, en état de cessation des paiements, pourra néanmoins demander l’ouverture d’une procédure de sauvegarde alors que celle-ci ne s’applique en principe que lorsque le débiteur n’est pas en état de cessation des paiements.

La procédure de conciliation, d’un délai maximum de 4 mois, est prolongée jusqu’à l’expiration d’une durée égale à celle de l’urgence sanitaire + trois mois (article 1er, II).
S’agissant des plans de sauvegarde, de redressement et de liquidation, une prolongation de plein droit est prévue pour une durée égale à celle de l’urgence sanitaire + 1 mois (article 2, II).

Par ailleurs, s’agissant des plans de sauvegarde et de redressement, le président du tribunal pourra, jusqu’à l’expiration d’une période égale à celle de l’urgence sanitaire + 3 mois, et sur requête du commissaire à l’exécution du plan, accorder une prolongation pour une durée égale à celle de l’urgence sanitaire + 3 mois.

Enfin, sur requête du ministère public, le président pourra décider de porter la durée de cette prolongation à un an, au maximum, à compter de sa décision. Enfin, passé la période d’état d’urgence sanitaire + trois mois la décision d’accorder une prolongation n’appartiendra plus au président du tribunal : le tribunal seul pourra, pendant une nouvelle période dérogatoire limitée, accorder une prolongation d’un an à compter de sa décision. Pour apprécier qui, du tribunal ou du président du tribunal, est compétent pour accorder la prolongation, il convient de se placer à la date de la décision accordant cette prorogation.

2° Devoir d’alerte des commissaires aux comptes

Dans le cadre des textes en cours d’élaboration pour préparer la reprise de l’activité économique, il a été décidé de permettre aux CAC de relayer les informations dont ils disposent au président du tribunal de commerce plus en amont que ce qui est prévu dans les textes en vigueur, ce qui peut constituer un levier pour inciter les entreprises à solliciter par exemple une procédure de conciliation.

Germany

- Suspension of debtor's duty to file for insolvency until 30th September 2020 if the insolvency situation is COVID-19 induced and an existing liquidity shortage can likely be eliminated.
- Restriction of creditor's right to file for insolvency;
- Liability risks have been reduced for the executives, creditors and contractual partners of insolvent companies in order to encourage the provision of fresh money

Greece

A new legislation for corporate insolvency and bankruptcy is currently been drafted, which consolidates all the provisions on corporate bankruptcy without specific reference, as of today, to the COVID-19 crisis. The new Code sets common rules and procedures for the bankruptcy of legal entities.

India

The Government of India has taken the following measures:

- The threshold of default for invoking insolvency under the Insolvency and Bankruptcy Code ("Code") has been increased to INR 1 crore from INR 1 lakh.
- The period of lockdown imposed by the Central Government in the wake of COVID-19 outbreak shall not be counted for the purposes of the time-line for any activity that could not be completed due to the lockdown, in relation to a corporate insolvency resolution process (CIRP). This would, however, be subject to the overall time-limit provided in the Code.
- The Government has also announced that the CIRP could be suspended for six months for either a financial creditor, operational creditor or corporate debtor to file an application, if the situation prolongs beyond 30 April. (This measure yet to be implemented)
Indonesia

Indonesia is currently studying this matter, we also want to learn from other countries what measurements that has been implemented.

Ireland

No new measures have been taken.

There have been some calls for Ireland to follow the United Kingdom in relaxing certain insolvency laws. Concerns were expressed that where a company accepts State assistance, this might constitute an admission of insolvency which would have implications for the steps to be taken by the board to seek a rescue or to cease trading and to wind up the company. Questions arose as to potential risks for directors in respect of disqualifications or liability for reckless or fraudulent trading. The view of one of the leading practitioners however is that “if availing of such State assistance will help preserve a future for the company, it ought be availed of. Indeed, once a new Government is in place in Ireland, it may be that further emergency legislation is passed to modify current insolvency laws so that the sanctions for directors trading while they may not be able to pay all of their debts as they fall due would be suspended for a period, provided that they are acting honestly and responsibly.” (McCann FitzGerald). The Revenue Commissioners also indicated that participating in the Government's COVID-19 wage subsidy scheme is not a declaration of insolvency.

The Companies Registration Office announced that all company strike off steps and procedures have been suspended until after 30 June 2020. It confirmed that a company that does not file its annual return on time will not be struck off.

Israel

On 5 April 2020, the Israeli Capital Market Authority (CMA) published a consultation paper regarding a proposed outline for guiding principles for the formulation of temporary debt settlement procedures, which may be provided by the savings portfolios managed by the institutional bodies supervised by CMA (generally long-term savings such as pension funds), which hold a substantial part of corporate public debt listed in TASE.

In accordance with the consultation paper, institutional bodies supervised by CMA will be exempted from several regulatory procedures, while approving debt settlement procedures which include a one-year deferred repayment of the loan or interest, including the possibility of postponing all or part of the remaining payments.

The outline is intended only for corporations that are solvent in the asset sense, but have experienced temporary liquidity difficulties, and is relevant to bonds or loans, private or listed for trading.

In addition, Ministry of Justice (MOJ) is currently taking steps to provide temporary relief applicable for both corporations and individuals. The Minister of Justice has announced a “special emergency” that triggered a stay of execution actions until 10 May. During that period, the execution offices can perform limited acts of debt collection, with the exception of urgent matters.

Regarding insolvency procedures, MOJ has published a new bill that, inter alia, extends the period in which a debtor must respond to statutory demand, when a failure to comply with this demand is a basis for deemed insolvency. The period under current law is 30 days and the bill suggests to extend it to 3 months.
**Italy**

On 8 April, the Italian Government adopted the Law-Decree no. 23/2020 (“Decreto Liquidità”) providing for emergency measures for corporate insolvency and bankruptcy. In brief, it provides:

- The inadmissibility of all requests for the declaration of insolvency or bankruptcy filed between 9 March and 30 June 2020;
- With respect to restructuring arrangements and composition with creditors: (i) six-month extension of the deadlines to fulfil the connected obligations which shall expire between 23 February 2020 and 31 December 2021; and (ii) (upon request) the competent Court may grant a new term of up to 90 days (starting from the date of the court decree) to prepare and submit to the Court new plans and arrangements / proposal for compositions in on-going procedures. The new term cannot exceed 90 days starting from the date of the relevant decree by which the Court assigns the new term and cannot subsequently be extended. These measures are aimed at providing companies with additional time to assess and address the adverse effects of COVID-19 on ongoing restructuring arrangements and compositions with creditors, potentially increasing their chance of success;
- Postponement of the entry into force of the new distress and insolvency regime (Codice della Crisi e dell’Insolvenza), originally scheduled to apply from 18 August 2020, to 1 September 2021. This measure is meant to ensure that companies, professionals and Courts do not have to deal with the uncertainties connected with the entry into force of an overhaul of the applicable regime when the entire economic and legal system of the country is already under considerable stress.

Moreover, with regard to the corporate losses, the Law-Decree No. 23 sets forth certain provisions aimed at derogating some corporate law provisions contained in the Italian Civil Code, in order to support and guarantee companies’ business continuity. In particular, starting from 9 April 2020 (i.e., date of entry into force of the Law-Decree) and until 31 December 2020:

- the obligation to reinstate the corporate capital, as a consequence of losses impacting on that capital by more than 1/3rd and occurring until 31 December 2020, shall not apply;
- likewise, such reinstatement obligation shall neither apply even in case the corporate capital has decreased below the minimum amount provided for by law, due to the above losses;
- furthermore, companies affected by corporate losses reducing the corporate capital below the minimum amount provided for by the law are not obliged to start the winding up procedure as a mandatory alternative to capital reinstatement (Article 2484, Paragraph 1, No. 4), and, with reference to the cooperative companies (Article 2545-duodecies, of the Italian Civil Code).

Finally, Law-Decree 23/2020 also provides for additional measures to support liquidity of firms, including State’s guarantee for financing until 31st December 2020. Such guarantee can be granted to companies of different size (SMEs and other companies) provided that some conditions are met, among which that no dividends payment nor share buyback can be made in 2020.

**Japan**

While there are no measures taken, or planned ones, with respect to the framework for corporate insolvency and bankruptcy as of now, the Japanese government has been continuously taking measures to support companies’ cash flow so that they can avoid corporate insolvency and bankruptcy.

**Korea**

The Ministry of Justice plans to amend the Enforcement Decree of the Debtor Rehabilitation and Bankruptcy Act, expanding the limit for the total debt of unsecured and secured claims from “equal or less
than 3 billion won” to “equal or less than 5 billion won” for small-income earners who may use summary rehabilitation proceedings.

**Latvia**

Creditors are prohibited, until 1 September 2020, from submitting an application for insolvency proceedings of a legal person, if any of the features of insolvency proceedings of a legal person referred to in Section 57, Paragraph one, Clause 1, 2, 3, or 4 of the Insolvency Law exists.

During the emergency state applications for insolvency proceedings of a legal person and insolvency proceedings of a natural person and also for legal protection proceedings can be submitted electronically, with the aim of reducing people's contacts.

During the emergency state and 6 months after its end, the execution of a debt repayment plan (part of an insolvency proceeding of a natural person) can be suspended and plan's implementation period is extended by the suspended period with court approval.

Creditor committee’s meetings can be held remotely, also with the aim of reducing people's contacts.

In addition, Latvia also has taken the following measures with respect to framework for legal protection proceedings:

First, time period for the implementation of a plan of measures of legal protection proceedings can be developed for four years (for new plans and those, that have not yet been extended), if the majority of creditors specified in the Section 42, Paragraph three Insolvency Law agree.

Secondly, those plans that have been already extended once, can be extended for another year, if the majority of creditors specified in the Section 42, Paragraph three Insolvency Law agree.

**Lithuania**


The Law stipulates that if the head of a legal entity initiates insolvency proceedings, an obligation of the head to appeal to the court for restructuring or to initiate bankruptcy proceedings does not apply during the quarantine period and 3 months from its revocation.

**Malaysia**

Insolvency Department offered a six-month moratorium on bankruptcy repayments. Details available here.

Central Bank of Malaysia (Bank Negara Malaysia) announced that Banking institutions will facilitate requests by corporations to defer or restructure their loans/financing repayments in a way that will enable viable corporations to preserve jobs and swiftly resume economic activities when conditions improve. Corporations are advised to approach their banking institutions to discuss their repayment plans and the restructuring of credit facilities. Bank Negara Malaysia has provided appropriate time-bound flexibilities for banking institutions to report deferred/restructured facilities in the Central Credit Reference Information System (CCRIS), taking into account the temporary nature of disruptions faced by borrowers/customers. Details available here.
Netherlands

General emergency measures have been announced aiming to allow citizens and entrepreneurs to keep fulfilling their payment obligations, such as extension of payment of their main taxes and an extensive scheme to cover labour costs. In addition, NL wants to focus on facilitating quick and early restructuring plans of viable enterprises with limited court involvement, with the approval of the Wet Homologatie Onderhands Akkoord (“WHOA bill”). In the WHOA bill, the debtor can choose which creditors to involve in the plan, which may also involve secured creditors. Moreover, there is the possibility of a cross-class cram down in the bill.

Norway

The Norwegian Government have 15. April 2020 proposed to the Storting (parliament) a provisional act of reconstruction to amend the act of debt settlement. The provisional act aim to save sustainable companies in financial difficulties because of the spread of Covid-19 and the measures introduced.

Peru

The Congress of the Republic of Peru, through Law No. 31011 has delegated to the Executive the power to legislate, among others, in bankruptcy matters, for which reason it is expected that legislation will be issued, which we assume will be transversal and, by therefore, it will include the entities under the scope of the SMV.

In the explanatory report, it is pointed out that such measures are to reduce the impact and promote economic reactivation in the context of the health emergency state, specifying in relation to the bankruptcy system, which seeks to create a special transitional procedure that allows dealing with efficiently, quickly and at low cost, the potential insolvency situations of the economic agents, so that they can face it looking for the best recovery of the credits by the affected creditors.

Being the National Institute for Defense of Competition and Intellectual Property (INDECOPI) the entity in Peru in charge of bankruptcy proceedings, we understand that it is this entity that will be participating in the elaboration of the referred rule.

However, it is worth mentioning that within the several exceptional measures implemented by the Executive within the framework of the sanitary emergency state, in order to mitigate the economic effects on companies, through the Emergency Decree No. 038 - 2020, the government has granted a subsidy to pay part of the wages of low-paid workers, and it is possible for companies that cannot implement the home offices modality or apply paid license, due to the characteristics or level of economic impact of their activities, they can opt for the perfect suspension of work of their workers for a maximum period of 90 days, as long as other measures that maintain the employment relationship have been contemplated.

Poland

In April the amendments in the insolvency law introduced the following provisions:

- Normal 30-day deadline for communicating the bankruptcy to the court can be suspended/postponed if the insolvency results from the COVID-19 pandemics;
- The applications for starting the restructuring process and arrangement procedures are classified as “urgent” in the courts.

Portugal

N/A
Republic of Slovenia

Emergency measures for business are mainly focused on state guarantees of EUR 2 billion for loans to companies operating in the most affected areas (services, logistics, tourism etc.). It is proposed that the amount of an individual guarantee will be 70% of the loan principal given to a large company and 80% of the loan principal given to a micro, small or medium-sized company.

Ministry of the Economy has suggested that in the situation following the announcement of the COVID-19 epidemic, it is not reasonable to carry out the actions provided for by the insolvency legislation. These activities must be conducted under normal market conditions. However, following the outbreak of the epidemic, these activities would take place under "abnormal" market conditions. This is especially sensible because the Government of the Republic of Slovenia is preparing a comprehensive package of emergency economic measures that will try to normalize the economic situation and mitigate the negative effects of the pandemic outbreak. Therefore, following the example of some developed European economies, such as Spain, Switzerland, Germany, which have already done so, we support the standstill of the regulation governing all insolvency proceedings due the COVID-19 epidemic.

Russian Federation

Under Federal Law No 98-FZ dated 1 April 2020 the Russian government gained a right to impose a moratorium on initiating bankruptcy cases in case of an emergency, a significant change in the Ruble exchange rate and similar circumstances. The duration of the moratorium to be determined by the Russian government.

All bankruptcy applications filings have been suspended.

In addition, taxpayers of tourism, aviation, and other affected industries will be able to conclude voluntary amicable settlements in bankruptcy cases or receive a delay of taxes and insurance payments.

Starting 6 April 2020 the Russian government has imposed a six-month moratorium on petitions for bankruptcy initiated by a creditor. The moratorium is imposed in respect of the following debtors:

- industries most affected by COVID-19;
- system-forming organizations;
- strategic enterprises and companies.

Singapore

The COVID-19 (Temporary Measures) Act provides temporary relief for businesses in financial distress.

In particular, the monetary threshold for a presumption of insolvency of a business to arise is increased from S$10,000 to $100,000.

In addition, the statutory period to respond to demands from creditors before a presumption of insolvency will arise is extended from 21 days to 6 months.

Directors will be temporarily relieved of their obligations to prevent their companies trading while insolvent if debts are incurred in the company’s ordinary course of business. However, directors remain criminally liable for debts are incurred fraudulently.

Spain

There is no obligation to file for voluntary insolvency during the state of emergency (nor will the judges accept the application for mandatory insolvency filed by a creditor until two months after the end of the state of emergency have elapsed).
Sweden

No such measures have been taken.

Switzerland

18 March 2020: Suspension of all debt collection proceedings from 19 March 2020, to 4 April 2020\(^8\). Due to the debt enforcement holidays, the suspension continues until 19 April 2020 (art. 56 Federal Debt Enforcement and Bankruptcy Act)\(^9\).

16 April 2020: Federal Council adopted some measures, by the way of an Ordinance\(^10\), in order to prevent companies from bankruptcy\(^11\). The suspension of debt collection proceedings is not extended\(^12\).

- The measures aim to give companies more time to reorganize their activities and to implement financial restructuring measures.
- The first measure is a provisional regulation that allows companies threatened with overindebtedness due to the coronavirus not to notify to the judge immediately, as currently obliged pursuant to the Swiss Code of Obligations.
- The second measure is an amendment to the current composition proceedings by a relaxation of the conditions.
- And the final measure is the introduction of a specific moratorium for SMEs.

United Kingdom

New insolvency restructuring legislation will include provisions for a short moratorium or ‘breathing space’ that will give companies in difficulty time to explore options for rescue.

The UK Insolvency framework will include new tools for the protection of company supplies to enable businesses to continue trading during the moratorium, and a new restructuring plan, binding creditors to that plan.

Current insolvency rules stipulate that directors of limited liability companies can become personally liable for business debts if they continue to trade when uncertain about whether their businesses can continue to meet their debts.

The Government will temporarily suspend the wrongful trading provisions to give company directors greater confidence to use their best endeavours to continue to trade during this pandemic emergency, without the threat of personal liability should the company ultimately fall into insolvency.

Existing laws for fraudulent trading and the threat of director disqualification will continue to act as an effective deterrent against director misconduct.

United States


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\(^8\) Press release of 18 March 2020, of the Swiss Federal Council; Ordinance on the suspension of the debt collection proceedings according to art. 62 of the Federal Debt Enforcement and Bankruptcy Act.

\(^9\) CC 281.1.

\(^10\) Ordinance instituting measures in case of insolvency to overcome the coronavirus crisis.


\(^12\) Press release of 9 April 2020, of the Swiss Federal Council.
Publicly listed companies: Measures taken or planned with respect to the preparation and the timing of disclosure of financial and operational results

**Argentina**

On 6 April 2020, the CNV issued General Resolution No. 832/2020, which authorizes issuers, mutual funds and financial trusts to defer presentation of their financial statements. Originally, they should be prepared 70 calendar days after the financial year-end a period that was extended to 90 calendar days. In the case of the interim financial statements, said period was extended from 42 to 70 calendar days, in order to provide a reasonable period for the companies to attend to the difficulties related to the emergency of COVID 19.

Subsequently, on 20 April 2020, this Commission issued General Resolution No. 834/2020 so that the foregoing provisions also extend to Open Mutual Funds, Clearing Houses, Financial Trustees, Management Companies of Mutual Funds, Rating Agents Risk and other agents registered in the Public Registry of the Securities and Exchange Commission.

On the other hand, it is highlighted that the duties related to the information regime that can be disclosed online are kept mandatory, in order to guarantee the proper access of the investing public to the corresponding information.

**Austria**

In general, banks, insurance companies and pension funds must submit the approved annual financial statements to the Financial Market Authority (FMA) within six months, or certain documents must be published or made available for inspection. If such a deadline cannot be met, e.g., due to a board resolution that was not passed in time, the FMA may extend this submission period. Since such deadlines are laid down in all material laws to be enforced by the FMA, the Federal Ministry of Finance has adopted a central provision on this matter in the FMABG (Finanzmarktaufsichtsbehördengesetz), including an authorization to issue ordinances.

ESMA issued a guidance on financial reporting deadlines in the light of COVID-19. According to this guidance, national competent authorities are basically expected not to prioritize supervisory actions against issuers in respect of deadlines concerning annual financial reports for 2 months and half-yearly financial reports for 1 month. The FMA has published on its website, that it will follow ESMA’s guidance.

Furthermore, the FMA specified that the issuer is expected to inform the FMA and the market concerning the delay as soon as possible, the specific reasons for the delay and the expected date of the publication of the financial report.

For other companies that are under the supervision of the FMA the FMA does not plan, in line with the consensus of the European financial market supervisory authorities, to extend the deadlines.

In addition, § 3a of the COVID-19 Act extended the deadline for preparing annual financial statements and other accounting documents from five to up to nine months and the deadline for submission to the Commercial Register from nine to twelve months.

**Belgium**

Companies with a financial year running from 1 January to 31 December may postpone the publication of their annual financial report by a maximum of ten weeks.
Brazil

On 10 March 2020, it was published the SNC/SEP Circular Letter nº 2/2020 in order to highlight for companies and their auditors the importance to consider the impacts of the COVID-19 outbreak on its business and properly report in their financial statements the main risks and uncertainties arising from this analysis, especially related to business continuity and accounting estimates.

Also, it was strongly recommended that companies assess, in each case, the need to disclose material facts, guidance and estimates related to COVID-19 risks in the preparation of the Shelf Document.

Afterward, on 16 April 2020, it was published the SNC/SEP Circular Letter nº 3/2020 with guidelines related to the impacts of measures to combat COVID-19 in the calculation of expected losses on financial assets. The document provides recommendations for Investor Relations Officers and auditors.

Moreover, CVM Deliberation nº 849/2020 extended:

- by 2 months the deadline for publicly listed companies that had fiscal years ended between 31 December 2019 and 31 March 2020 to publish their 2019 financial statements; and
- by 45 days the deadline for publicly listed companies that had fiscal years ended between December 31th 2019 and June 30th 2020 to publish:
  - their 2020 1º quarter results, whose deadline ends between 15 May 2020 and 14 August 2020; and
  - their 2020 3º quarter results, whose deadline ends between 14 April 2020 and 14 June 2020;

Chile

On 24 March, the CMF issued Circular Letter No. 1,142, extending for 15 calendar days the deadline for submission of annual audited reports and financial statements that supervised entities must disclose and submit to the CMF by March 2020.

Notwithstanding the abovementioned, this Circular Letter also establishes that a supervised entity shall communicate as soon as possible to the CMF the fact to be unable to meet this new deadline. In this regard, the entity is required to perform an analysis of the particular circumstances affecting its staff and external audit firm that led to this conclusion, and inform the CMF accordingly in the shortest term.

Oficio Circular N°1.142

Colombia

The Financial Superintendency of Colombia:

- Requested issuers to inform the mechanisms implemented to guaranty full compliance with their disclosure duties with the National Register of Securities and Issuers (RNVE), including financial information, as well as inform if any problem arises due the situation related to COVID-19, and the mechanisms used to solve them.
- Required issuers to report the measures taken to disclose to shareholders, investors, and the market in general plans to address material risks to their business and operations resulting from COVID-19, as well as any other relevant information for their investment decisions.
- Regarding issuers to had already hold in person GSM, the SFC asked them to comply with the obligation to send via email the minutes and its annexes to the RNVE, giving a period of fifteen (15) working days from the date on which the mandatory preventive isolation is ended to present in paper and file the minutes and its annexes with the legal formalities to the SFC.
In general, the SFC requested issuers to disclose any new evidenced risk that could impact their operation and/or results, as well as the measures they have implemented for their mitigation, as well as reporting them and their financial impacts on the financial statements of the first quarter for 2020.

**Costa Rica**

The Securities Supervisor (SUGEVAL) has delayed the presentation of part of the regulatory information, for cut-off dates between 31 March and 31 May 2020, related with financial statements, quarterly reports and other auxiliary reports.

This extraordinary measure was made via Superintendent Agreement SGV-A-239 of 31 March 2020 and was informed to the entire market through a relevant facts communication titled “Communication of Relevant Fact, temporary modification in the submission date of regulatory report of entities supervised by SUGEVAL in the context of COVID-19 Ref: 663”. This agreement is publicly available.

The regulatory reports that are required for the development of monitoring and supervision functions of SUGEVAL during actual circumstances, and that are essential to procure protection of the general interest and the proper operation of the national financial system, shall still be sent in the planned date.

**Czech Republic**

For now, we are waiting when the temporary measures due to COVID-19 pandemic will end. Potentially, the fines or penalties could not be imposed for not preparing or not disclosing the financial and operational results on time. But it is too early to say.

**Denmark**

See answer to question 1 above as the preparation and the timing of disclosure of financial and operational results is linked to the deadlines for general meetings.

**Finland**

None

**France**

*Version française ci-dessous*

Article 3 of Ordinance No. 2020-318 of 25 March 2020 extends by three months the deadlines for approving the accounts of legal persons or entities without legal personality under private law, or for convening the general meeting responsible for the approval thereof, where the accounts have not been approved by 12 March 2020. The extension shall not apply to legal persons and entities under private law that have appointed a statutory auditor where the said auditor issued his report on the accounts before 12 March 2020.

*Version française:*

L'article 3 de l'ordonnance n° 2020-318 du 25 mars 2020 proroge de trois mois les délais d'approbation des comptes des personnes morales ou entités dépourvues de la personnalité morale, ou pour convoquer l'assemblée chargée de procéder à cette approbation, lorsque les comptes n'ont pas été approuvés au 12 mars 2020. Cette prorogation ne s'applique pas aux personnes morales et entités de droit privé qui ont désigné un commissaire aux comptes lorsque celui-ci a émis son rapport sur les comptes avant le 12 mars 2020.
Germany

The German authorities do not prioritise supervisory actions against issuers in respect of the upcoming deadlines set out in the Transparency Directive (TD) with regard to annual financial reports and half-yearly financial reports.

For listed companies publication deadlines with respect to (consolidated) financial statements are determined by European legislation (four months according to Art. 4 of the Directive 2004/109/EC) and cannot be prolonged by Member States. However, the Federal Office of Justice will not take action before 1 July 2020 against companies whose publication deadline regularly ends on 30 April 2020 thus following the ESMA recommendation “Actions to mitigate the impact of COVID-19 on the EU financial markets regarding publication deadlines under the Transparency Directive” of 27 March 2020.

Germany has launched a fund to stabilize the economy with very substantial resources, which will carry out rescue actions and capital injections for companies in need.

For this purpose, the regulations for capital increases in particular have been considerably facilitated. Restrictions for rescued companies relate in particular to the dividend distribution and the remuneration of the board of directors.

Greece

Greece has taken actions to facilitate the preparation and the timing of disclosure of financial and operational results. More specifically, according to article 8 of the legislative act 75/30.03.2020 the deadline for the publication of the financial statements 31.12.2019 for the listed companies in the Athens Exchange has been extended to 30.06.2020.

In addition, on 31.03.2020, HCMC sent instructions to all listed companies to make public, as soon as possible, any important information regarding the repercussions of COVID-19 to their financial status and business perspectives, according to the transparency obligations of the Market abuse framework. Moreover, the issuers are expected to confirm or deny any third party information, which could influence significantly the price of their financial instruments. Finally, the issuers should inform the public for any revision of their provisions and estimates, which are already known to the public.

Moreover, the instructions provided that in the management reports and the notifications of the financial statements 31.12.2019 and 30.06.2020, the issuers should reflect the current and the potential effects of COVID-19 to their business activities and financial situation, by qualitative and quantitative assessment of their business activities, their financial situation and their economic performance. The issuers should also include in their management reports, any measures taken in order to ensure the smooth functioning of their business, as well as the principal risks and uncertainties that they face because of the COVID-19 outbreak.

Greece has also issued an announcement on 27.03.2020, based on ESMA’s public statement on 25.03.2020, regarding the accounting implications of the COVID-19 outbreak on the calculation of the expected credit losses in accordance with IFRS 9 “Financial Instruments”. The aim of these instructions is to promote the consistent application of the IFRS and to avoid divergence in practice on the application of IFRS 9. The HCMC highlighted the need for issuers to disclose (i) their accounting policies for determining when a modification is substantial and relevant to the understanding of their financial statements, and (ii) judgements made that have the most significant effect on the amounts recognised in the financial statements. The disclosures should enable users of financial statements to evaluate the Expected Credit Loss recorded and to understand the assumptions and judgements made in their estimates.
India

SEBI has relaxed the timelines for submission for quarterly and annual financial results (for quarter / year ended 31 March 2020) by giving additional time of 45 days and 30 days, respectively. Further, since banking / insurance companies follow different accounting standards, companies having such entities as part of the group may face challenges in preparing consolidated financial results. In view of the same, SEBI has permitted listed entities which are banking and / or insurance companies or having subsidiaries which are banking and / or insurance companies to submit consolidated financial results for the quarter ending 30 June 2020 on a voluntary basis. However, such entities shall continue to submit the standalone financial results.

Indonesia

Relief on the submission deadline of reports

Extending the submission deadline of 2019 Annual Financial Report, and Annual Report of Issuers and Public Companies including Listed Companies for 2 (two) months from the submission due date

Extending the validity period of financial statements and appraiser report that used for public offering and corporate actions (material transaction, affiliated party transaction, and conflict of interest transaction):

for financial statements and appraiser report with reporting date or valuation date before or on 30 November 2019, the extension is for 3 months; and

for financial statements and appraiser report with reporting date or valuation date after 30 Nov 2019, the extension is for 2 months.

Extending the time period given to the issuer to confirm whether or not there are any changes in the information on the number and price of the securities offering, the underwriters, and or the interest rate of the bonds or yield of the sukuk for 2 months after the announcement of the brief prospectus and or after OJK notifies that the issuer may conduct book building and or may disseminate the public offering information.

Allowing issuer to postpone or to cancel the public offering period for IPO, rights issue, and public offering of debt securities/sukuk.

If the postponement was taken, the issuer has to follow the requirements set out by the OJK to continue the public offering process.

Allowing issuers and public companies to submit all reports, documents, and disclosure of information can be submitted through the integrated electronic reporting system.

The system is also available for submission of other reports or documents such as report on share ownership by shareholder, report on takeover and tender offer, reports related to public offering (report on public offering result, allotment manager report, and accountant report on the securities subscription and allotment), and supplementary information related to shelf registration of debt securities/sukuk.

Ireland

The Registrar of Companies announced that all annual returns due to be filed by any company up to 30th June 2020 (this period may be extended) will be deemed to have been filed on time if all elements of the annual return are completed and filed by that date. This change was designed to “enable businesses and their financial advisers to focus on the more immediate financial challenges facing them at this time”. Filings can still be made online.
Israel

The ISA has taken several measures in that respect:

First, on 8 March, 2020, ISA emphasized that corporations whose business operations are or may be materially affected by the COVID-19 outbreak implications should ensure that they are making due disclosures to investors, including continuous and ongoing reports on material developments related to such implications. This announcement was meant to ensure that investors receive accurate, detailed, and timely information on the implications of the COVID-19 outbreak on reporting corporations.

Second, on 16 March, 2020, ISA delayed the date by which reporting corporations should submit the periodic (annual) report for 2019 by 30 days, such that they were obligated to publish the report not later than 30 April 2020 (instead of 31 March 2020). Reporting corporations that chose to apply the extension were required to publish an immediate report with regards to investors.

Third, on 1 April 2020, ISA delayed the date by which reporting corporations should submit the quarterly report for the first quarter of 2020 by 30 days, such that they are obligated to publish the report not later than 30 June 2020 (instead of 31 May 2020). Reporting corporations that choose to apply the extension are required to publish an immediate report to investors.

Fourth, on 1 April, 2020, and according to Emergency Regulations (extension of Validity and Deferral of Deadlines), 5780-2020, the ISA clarified that the validity of a shelf prospectus, that were supposed to expire between 10 March 2020 and 10 May 2020, extended by two additional months, during which it will be permitted to use the shelf prospectus.

Italy

Being subject to EU-harmonised rules, the matter of the timing of disclosure of financial and operational results has not been addressed by the Italian Government and policy makers. In March 2020, ESMA issued three public statements addressing the impacts of COVID-19 on financial information issued by listed companies, recommending that issuers disclose any relevant information on the impacts of COVID-19 on their fundamentals, prospects or financial situation.

To foster comprehensive disclosure, Consob issued on 9 April a statement (Richiamo di attenzione n. 6/20) which emphasizes the importance of the following matters in the disclosure of financial and operational results in the wake of the COVID-19 outbreak:

- companies’ directors should take carefully into account the effects of COVID-19 on certain financial statements’ pieces of information, such as on events after the reporting period, on business continuity and on assumptions underlying the impairment test. Companies’ directors should also evaluate the effects of COVID-19 on the actuality of published guidance (if any);
- auditors are also solicited to pay attention to financial-related matters particularly affected by COVID-19;
- internal boards of auditors (collegi sindacali) should intensify their communication flows with directors and auditors in order to fulfil their duty of supervising the process leading to the production of financial information.

Japan

On 10 April, the Japan Institute of Certified Public Accountants (JICPA) issued a note about important considerations regarding audit procedures related to COVID-19, including the following:

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13 On 11, 25 and 27 March.
Given the public objective of financial statements in helping the decision-making of investors, auditors should be cautious, even under highly uncertain environment, about making a decision that audit opinion cannot be made because of the difficulty in making audit accounting estimates due to the uncertainty.

According to the summary of the discussions at the 429th Board Meeting held by the Accounting Standards Board of Japan (ASBJ) on 9 April (which was followed by a supplementary guidance on 11 May), it is necessary to develop the best estimates (including the impairment of property, plant and equipment and the collectability of deferred tax assets) based on certain assumptions, even though there may be high uncertainty. Even if the estimated amounts turn out to be different from the subsequent results, estimated amounts as a result of developing the best estimates should not be considered “errors”, unless certain assumptions made by the entity are clearly unreasonable.

On 8 May, JICPA issued a note that addresses audit considerations on how to deal with audit opinions (specifically, modified opinions due to the auditor’s inability to obtain sufficient appropriate audit evidence) and written representations (which are provided by corporate management to explain how the COVID-19 impact has been addressed in financial reporting).

The Japan Financial Services Agency (JFSA) amended the Cabinet Office Order on Disclosure of Corporate Affairs to extend the filing deadline of annual and quarterly securities reports, etc. from the end of June to the end of September 2020 (effective as of 17 April, JFSA).

The Tokyo Stock Exchange (Self-regulatory organization):

- notified listed companies that they are allowed to extend the submission deadline of summaries of their financial results (stipulated in the rules of the Exchange) if they have difficulties in submitting them by the original deadline due to unavoidable reasons (10 February).
- requested listed companies to explain as concretely as possible the impacts of COVID-19 on their business activities and performance when they describe items such as “modification to their earnings estimates” due to COVID-19 in their disclosure (18 March).
- asked listed companies to carefully consider and continue timely and appropriate disclosure of important company information, in order to avoid distorted price formation based on inaccurate and unclear information in the market and to foster sound and proper investment decisions by investors (7 April).
- asked listed companies to reconsider the financial results announcement schedule regardless of the original schedule if necessary (April 7 and 14), and to make sure they accurately understand the progress status of their account closing procedures and consider necessary measures (14 April).

Korea

The Financial Services Commission (Securities and Futures Commission) exempted 63 companies—35 listed and 28 unlisted—and 36 audit companies that find it difficult to submit their financial statements, audit reports, annual reports (business reports) within the deadline (30 March) from administrative sanctions (generally penalties) (25 March).

The Financial Services Commission (FSC) announced a measure to exempt administrative sanctions if it is impossible to have annual reports, etc. submitted within the deadline due to the effect of COVID-19 (26 February). Accordingly, the Financial Supervisory Service (FSS) and the Korean Institute of Certified Public Accountants (KICPA) had received applications for sanctions exemption from 28 February to 18 March. (A total of 66 companies applied.)
The FSS and KICPA reviewed whether the content of the application meets the requirements for sanctions exemption and conducted a thorough examination in consultation with the Korea Exchange (KRX) when deemed necessary.

Based on the review by the FSS and KICPA, the Securities and Futures Commission (SFC) decided to exempt 63 companies and their 36 audit companies that had met the requirements for sanctions exemption out of 66 companies applied. (25 March).

Of the companies exempt from sanctions, the corporations subject to the submission of annual reports as well as their audit companies must submit annual reports, etc. by the Q1 2020 reports submission deadline (15 May). (Corporations and their audit companies that do not submit their annual reports must submit audit reports, etc, by 15 June, which is extended 45 days from its original deadline.)

**Latvia**

For publicly listed companies in Latvia no deadline extensions are given for publication of financial and operational results. Such decision is in line with ESMA public statement from 27 March 2020 and also taking into account that deadline for publication of annual reports is set in Transparency Directive (and are not changed at EU level). If issuers will delay the publication of financial and operational results due to COVID-19 impact, the Financial and Capital Market Commission will review each such situation on case by case basis when deciding about necessity for sanctions. If the deadline is delayed due to COVID-19 impact, no sanctions will be applied. Regarding preparation of financial and operational results Latvia will take into account the view expressed by ESMA in their public statements. No other measures are currently planned in national level.

**Lithuania**

The deadline to submit annual financial statements and consolidated annual reports was not extended. However, due to circumstances relating to the COVID-19 crisis the Centre of Registers (which is responsible for collecting the reports) will not impose sanctions for delay before 1 September 2020.

**Malaysia**

Listed issuers are granted an **extension until 30 June 2020** for submission of the following:

- **quarterly reports and annual reports** by Main and ACE Market listed issuers and semi-annual and annual audited financial statements of LEAP Market listed corporations (“collectively “Financial Statements”) due by 30 April 2020, which was extended to 31 May 2020 via an earlier relief measure granted by the Exchange on 26 March 2020; and

Financial Statements of Main, ACE and LEAP Market listed issuers due by 31 May 2020.

Announcement can be viewed [here](#).

**Netherlands**

Part of the emergency legislation (see also the answer under 1 above) provides for a possibility of delaying the drawing up of the annual account with four months for associations and cooperatives or with five months for private and public limited companies.

**Norway**

The Norwegian Government have under consideration to draft a white paper concerning company law amendments in relations to the COVID-19. The paper concerns amendments to replace the Royal decree
mention above that has a limited validity, and concerns further issues connected to the COVID-19 pandemic.

The white paper concerns issues in company law, accounting and auditing. The measures address deadlines to hold general assembly / annual meeting in companies, how to produce and sign statements and reports, how to communicate with participants/shareholders, deadlines for financial statements and auditing reports, and the extension of the election period of employee representatives until new election.

**Peru**

The Superintendent of the Securities Market has issued several measures in use of the powers delegated to him by the SMV Board to regulate any measure that is necessary in the circumstances and current situation derived from the declaration of the pandemic and the emergency state.

Within this framework, the Resolution of Superintendent No. 033-2020-SMV/02 of 20 March 2020 has been issued, in which new deadlines have been established for the disclosure of 2019 audited financial information and annual report (from March 31 which is the deadline is extended to 30 June), in order that companies under the scope of the SMV, can take all the provisions of the case, such as the rescheduling of shareholder’s meeting, which will be communicated as a relevant fact, without prejudice to the statutory provisions of each company.

**Poland**

- In March and April, the Minister of Finance changed the deadlines for publishing operational results (including annual financial statements for 2019, consolidated statements and periodic statements for 2019 and 2020) and for various reports required in the sectoral legislation for financial market.
- The general deadlines for financial statements are increased by additional 3 months – but only by 2 months in case of supervised financial institutions (which includes listed companies). Other deadlines (for other information reported by financial institutions) vary.
- The Anti-crisis Shield and Minister of Finance regulations also provided for the postponement of the General Shareholder Meetings – to adjust them to the abovementioned changes in the deadlines.

**Portugal**

Supporting and adopting ESMA recommendation of 11 March, so that issuers disclose, as soon as possible, any relevant significant information concerning the impacts of COVID-19 on their fundamentals, prospects or financial situation in accordance with their transparency obligations under the Market Abuse Regulation. Issuers should also provide transparency on the actual and potential impacts of COVID-19, to the extent possible, based on both a qualitative and quantitative assessment of their business activities, financial situation and economic performance in the 2019 year-end financial report, if not yet finalised, or otherwise in the interim financial reporting disclosures. See CMVM statement dated 20 March.

Adopting ESMA recommendation dated 25 March – which was coordinated with the EBA – on the accounting implications of the COVID-19 outbreak on the calculation of expected credit losses in accordance with IFRS 9.

Flexibilizing the deadlines for issuers with securities admitted to trading on regulated markets to prepare their financial reports and publish them within the deadlines set out in the Transparency Directive, as per ESMA statement dated 27 March and in coherence with the extension of the deadline for holding general meetings of shareholders until 30 June.
Underlining that having quality information is essential to the correct formation of prices in the market and the importance of open markets for investors to keep investing, to have access to liquidity, to rebalance portfolios and to comply with their duties.

Recommending issuers to adopt principles of sustainability and transparency regarding market disclosures and dividend and crisis management policies. See CMVM recommendation dated 14 April:

Issuers whose AGMs have not occurred should be particularly careful with the proposals submitted to be resolved by shareholders. The proposals should be based on detailed information, estimates and assumptions about impacts (occurred and expected to occur in the upcoming periods), namely as far as decisions related to the maintenance of a solid and resilient financing structure are concerned, based in present and future capital needs.

Issuers should strongly substantiate any proposals made to the AGM regarding dividend distribution or share buy-back programs. Information must be disclosed namely on the capital availability considering the current context of great uncertainty and the entity must demonstrate the alignment of the proposals with the long-term interests of the issuer and its stakeholders. The proposals should lay on high-quality information, providing in a clear and understandable way an in-depth knowledge about its reasoning and framework considering the medium-term challenges arising from the current circumstances.

The policies regarding the remuneration of corporate bodies and managers should also be presented with due concerns on adequate reasoning and information should be provided on the alignment of the proposals with the long-term interests of the issuer and its stakeholders.

Financial and non-financial information disclosed by issuers should include, if possible and appropriate, references to possible risks on going concern in the medium-term and measures implemented to mitigate those risks.

Republic of Slovenia

Companies that are required to audit annual reports or consolidated annual reports or to carry out an investigation of annual reports in accordance with Article 57 of the Companies Act are obliged to submit the annual report together with the auditor’s report to the Agency for Public Legal Records and Related Services within eight months of the end of the financial year.

Because of the mentioned rules we have prepared a draft measure which would among else prolong the deadlines for the preparation, auditing and publication of those annual financial statements and reports which have to be mandatorily audited. The proposed prolongation of the deadline is 2 months.

Russian Federation

Under the Law the term for disclosure of annual and interim consolidated financial statements by issuers has been extended:

- annual consolidated financial statements to be submitted no later than 180 days after the end of the reporting year (ordinary – 120 days);
- interim consolidated financial statements to be submitted no later than 150 days after the end of the reporting period (ordinary – 60 days).

Also the Board of Directors of the Bank of Russia has increased the disclosure terms for issuers and joint stock companies in 2020:

- the issuer's report for Q1, Q2 and Q3 of 2020 to be disclosed no later than 75 days after the end of the reporting quarter (ordinary – 45 days);
• the issuer’s accounting (financial) statements for 2019 to be disclosed no later than 15 days from the date of the audit report and no later than 15 days from the expiration date for submission of the mandatory copy of the statements under the Russian law (ordinary – 3 days);
• a list of affiliated persons for Q1, Q2 and Q3 of 2020 to be disclosed no later than 10 business days after the end of the reporting quarter (ordinary – 2 days).

The Board of Directors of the Bank of Russia has further set increased deadlines for disclosure of issuer’s report and list of affiliated persons for Q1 2020 and issuer’s accounting (financial) statements for 2019.

**Saudi Arabia**

The CMA extended the deadline to BOD Reports whose fiscal year ends on 31/12/2019, for an additional month.

Extending the regulatory period for public disclosure of the initial financial statements of listed companies whose initial financial periods end on 7/29/1441 AH and on 2/29/2020 and on 3/31/2020 for an additional period of (20) days to be within a period not exceeding (50) days from The end of the financial period covered by these lists.

The suspension of securities trading for a single trading session after the expiry of the statutory deadline for the publication of annual financial information shall not apply as follows:

• Listed companies and REAL ESTATE ETFs that have not been able to comply with the annual financial disclosure deadline that expires on 31/03/2020, with these companies and ETFs publishing their annual financial information before the end of Wednesday, 29/04/2020, and if they are unable to do so, their securities will be suspended until their financial information is published.

**Singapore**

In line with 1) above on the extension of timeline to hold AGMs, listed companies have also been granted an automatic 60-day time extension to file their annual returns.

**Spain**

The deadline for the submission of the financial statements and the auditor’s report to the Spanish Securities Commission has been extended from four to six months following the fiscal year-end.

If the Annual General Shareholder Meeting has already been convened, the board of directors may resolve to withdraw from the agenda the proposed allocation of profits and submit a new proposal to be approved by a later general meeting. The decision must be published before holding the already convened general meeting.

**Sweden**

No such measures have been taken.

**Switzerland**

No special measure.
**United Kingdom**

It has already been announced that companies would automatically and immediately be granted a three-month extension to the filing of their accounts following a fast-track online process. Over 50,000 businesses have already successfully applied for the extension.

In most cases extending the filing deadline for companies should be enough to help companies manage their filing and accounting requirements during the current crisis. In some circumstances companies may consider there is a need to extend their accounting reference period and they can do this by contacting Companies House and giving notice to change their accounting reference date.

We believe that working within existing constraints will place stress and undue burden on management at a time when their focus should be on maintaining the health and well-being of their businesses and employees.

New legislation planned will allow for further extensions, enabling struggling businesses to focus on the things that matter most while they have reduced resources and restrictions.

As well as accounts, companies are required by law to submit various documents to Companies House. We are monitoring companies’ ability to meet the associated deadlines and will take action to provide them with breathing space if necessary.

**United States**

Other corporate governance measures in relation to the COVID-19 crisis

**Argentina**

As a general matter, this CNV took a very active position against the COVID 19 outbreak, establishing internal risk assessment committees with an interdisciplinary perspective. This for both the monitoring of issuances and markets. In order to achieve greater effectiveness, we worked in cooperation with the latter so that any decision to be taken in the context of this crisis is made in a consensual manner with the actors involved, while transmitting information about deadline suspensions and new virtual operative modalities.

In the same way, on the occasion of declaring mandatory isolation, the CNV authorized 12 virtual entrance desks to avoid face-to-face procedures, and an exclusive electronic channel for investor assistance was created.

**Austria**

Due to the prevailing and severe level of uncertainty on the financial market in conjunction with the COVID-19-Virus the Austrian Financial Market Authority (FMA) has pursuant to Art. 20 SSR (Short-Selling-Regulation) temporarily prohibited the short selling of shares, for which the Austrian FMA is the Competent Authority and are listed on the Regulated Market of the Vienna Stock Exchange). Exceptions for Market Makers pursuant to Art. 17 SSR were included. The ban entered into force on 18 March 2020 and was amended on 16 April 2020.

The Amendment had the effect of relaxing the restrictions on short selling of the shares covered by the FMA Regulation. Whereas previously short sales were prohibited with regard to each individual transaction, since 16 April the ban only covers the establishing of new net short positions or increasing of existing net short positions. The amended ban shall apply until 18 May 2020, but may be repealed earlier or extended depending on market developments.

**Belgium**

Under the Royal Decree n° 4 of 9 April 2020, publicly listed issuers of financial instruments are obliged to provide information on the consequences of the Covid-19 pandemic when they have inside information, i.e. information which:

- has not been made public, and
- relates, directly or indirectly, to one or more issuers, and
- if it were made public, would be likely to have a significant effect on the price of concerned financial instruments or on the price of related derivative financial instruments.

Issuers shall make public, as soon as possible, inside information which directly concerns them.

**Brazil**

Other measures in CVM Deliberation nº 849/2020 are:

- a term extension (45 days) for publicly listed companies that had fiscal years ended between December 31th 2019 and June 30th 2020 to file their Registration Form;
- authorization for all investment funds regulated by CVM to hold general meetings virtually, regardless provision in the regulation;
• authorization for all investment funds regulated by CVM, for the fiscal year ended between 31 December 2019 and 31 March 2020 to consider their financial statements automatically approved if the corresponding meeting is not installed due to the absence of any investors, since the corresponding audit report has not contained a modified opinion;

• to suspend (by 4 months), under some conditions, the lockup (90 days) required in restricted offers according to CVM Instruction nº 476/2009.

Regarding the stock exchange, Brazilian stock exchange (B3) and the intermediation system remain fully operational. The exchange, market infrastructures and intermediaries adopted remote work to respect the social distancing policy determined by Health Authorities.

The Brazilian market is experimenting a high volatility period and the circuit breaker mechanism was triggered some times in March (table below).

Table 1. Date and times of high volatility in the Brazilian market

<table>
<thead>
<tr>
<th>Date</th>
<th>Time</th>
<th>Level Halt</th>
<th>Length</th>
</tr>
</thead>
<tbody>
<tr>
<td>March 9, 2020</td>
<td>10:31</td>
<td>10% decline</td>
<td>30 minutes</td>
</tr>
<tr>
<td>March 11, 2020</td>
<td>15:14</td>
<td>10% decline</td>
<td>30 minutes</td>
</tr>
<tr>
<td>March 12, 2020</td>
<td>10:21</td>
<td>10% decline</td>
<td>30 minutes</td>
</tr>
<tr>
<td>March 12, 2020</td>
<td>11:12</td>
<td>15% decline</td>
<td>1 hour</td>
</tr>
<tr>
<td>March 16, 2020</td>
<td>10:24</td>
<td>10% decline</td>
<td>30 minutes</td>
</tr>
<tr>
<td>March 18, 2020</td>
<td>13:18</td>
<td>10% decline</td>
<td>30 minutes</td>
</tr>
</tbody>
</table>

Chile

As above-mentioned, the CMF is continuously assessing the most effective ways to mitigate the impact of the economic shock of the coronavirus on the financial system. In this regard, additional measures to the already mentioned are listed below.

The supervised entities, which include banks, insurance companies, general fund administrators, securities and financial market products and infrastructure intermediaries, were instructed to implement their contingency or operational continuity plans in a timely manner.

The supervised entities were instructed to take the necessary measures to provide adequate attention and information to their clients, strengthening their remote service channels. In particular, the general fund administrators and securities intermediaries were required to continue applying the risk management frameworks established by the regulations in force, in order to be in a position to meet the requirements of the participants or investors in a timely fashion.

Moreover, the CMF is in permanent coordination with the other financial authorities, i.e. the Ministry of Finance and the Superintendence of Pensions, in addition to the Central Bank within the framework of the Financial Stability Council ("CEF", for its Spanish acronym). The goal of this Council is to ensure the integrity and soundness of the financial system. It provides for the coordination and information exchange mechanisms necessary to carry out preventive management of systemic risk and for the resolution of critical situations involving the exercise of the functions and powers of the Economic Area Supervisors in Chile.

Link to press releases (in English): 18 March and 23 March.
Colombia

Under the emergency caused by the outbreak of COVID-19, the Superintendence of Companies has adopted extraordinary measures:

**Shareholders meetings**

Through External Circular 100-000002 dated 17 March 2020, the Superintendence of Companies issued instructions and guidance to Decree 398 of 2020 issued by the Colombian Government regarding the possibility to hold virtual meetings. The instructions and guidelines set forth are the following:

Virtual meetings shall comply with rules on calls, quorum and majorities provided by law and by-laws.

Hybrid meetings may be held as well (where some participants attend physically and others virtually), as determined in the call of the meeting.

Calls on virtual or hybrid meetings must indicate the technological means that will be used and the way in which participants will access the meeting, as well as other necessary instructions for those attending physically, in case of Mixed hybrid meetings.

Identity verification of the virtual participants must be carried out by the legal representative.

The legal representative must record in the minutes the continuity of the required quorum throughout the meeting, and Companies that had already called a face-to-face ordinary meeting may call for a virtual or Mixed hybrid meeting, up to one day before the date of the meeting.

In addition, the Superintendence of Companies through External Circular 100-000004 dated 24 March, 2020, issued instructions and guidance to Decree 434 of 2020 issued by the Colombian Government regarding ordinary shareholders’ meetings for fiscal year 2019, which may be held one month after the state of sanitary emergency has ceased. For such meetings, the Superintendence of Companies established that the following alternatives might arise:

Pending call of meeting: Companies that have not called the 2019 ordinary shareholders’ meeting may benefit from the new deadline set on Decree 434 of 2020.

Call of meeting made but meeting not held: In this case companies that in the terms of External Circular Letter 100-000002 of 2020 have not been able to hold the ordinary meeting must make a new call according to Decree 434 of 2020, or

Call of meeting made but meeting postponed due to Decree 434 of 2020: Companies that have made a call for the ordinary shareholders’ meeting may postpone it in accordance with the deadline set forth on Decree 434 of 2020.

Finally, the Superintendence of Companies stated in said External Circular that if the ordinary shareholders’ meeting is not called within the period established in Decree 434 of 2020, the shareholders will meet in its “own right” i) on the business/working day following the expiration of said period at 10 a.m. and ii) in the offices of the main domicile where the administration of the company operates. Under no circumstances, this meeting will be held after 1 April 2020. Administrators will allow the exercise of the right of inspection to the shareholders or their representatives during the fifteen working days prior to the meeting.

**Filing of financial statements before the Superintendency of Companies**

The Superintendence of Corporations through External Circulars No. 100-000003 of 17 March 2020 and No. 100-000007 of 8 April 2020 extended the deadlines for the filing of financial statements.
Costa Rica

Institutional efforts from SUGEVAL have been focused on continuously maintaining its authorisation, supervision and financial regulation scheme in the securities market.

This has been reinforced by a process of intensive supervision and coordination of the negotiation markets, as well as surveillance of contractual compliance of products and transactions within the securities market. Also, actions have been taken to reinforce communication and accompaniment to securities intermediaries, investment fund management companies and the National Securities Exchange, aiming to provide guidance on ways to continue complying with regulations during the current crisis.

All entities supervised by SUGEVAL have established continuity programs to ensure the enforcement of obligations towards the market and investors, mainly via digital platforms. No interruption has been produced in the stock exchange services, investment fund manager companies, brokerage firms, custodians, central depository system and compensation and securities settlement system.

Czech Republic

The Act also introduces a prolongation of the office (function) of directors (members of elected bodies) whose office terminates during the temporary measures due to COVID-19 pandemic since it may be problematic to elect the new directors by the general meeting of the company. If the office has already terminated before the Act had become effective the function of a director can be renewed. In both cases, the director must approve of the prolongation or the renewal and the function terminates 3 months after the temporary measures due to COVID-19 pandemic ends.

The advance payment for personal and corporate income tax (due in June) does not have to be paid. The June advance payment (this is the second advance payment for quarterly payers and the first deposit for semi-annual payers) will not be paid at all.

The retroactive effect of the tax loss can be used for income tax for the year 2020. It will be possible to apply it retroactively in the tax return for the years 2019 and 2018.

Denmark

None.

Finland

Credit institutions’ additional capital requirements to ease in accordance with FIN-FSA Board’s preliminary decision.

The general EBA and EIOPA guidelines/recommendations.

France

(Version française ci-dessous)

1° Ordinance No. 2020-306 of 25 March 2020 on the extension of time limits during the period of state of health emergency and the adaptation of procedures during that same period (amended by Ordinance No. 2020-427 of 15 April 2020)

Purpose

This ordinance concerns procedures, regardless of their form (action, formality, registration), which must be completed within a certain period of time and with which failure to comply may have legal effects such
as a sanction, expiry of the applicable statute of limitations or the forfeiture of a right. Where that period expires during the period of the state of public health emergency plus one month, such procedures may be validly completed at the end of the said period within the period normally provided for, and at the latest within two months following the end of that period.

**The main provisions of the ordinance**

Under Article 1 of the ordinance, the provisions shall apply to time limits and measures which expired or expire between 12 March 2020 and the expiry of a period of one month from the date of the end of the state of public health emergency declared by Article 4 of the emergency Law of 23 March 2020 to deal with the Covid-19 epidemic. This period is henceforth referred to as the “legally protected period” (*période juridiquement protégée*).

**Article 2** provides for a mechanism to postpone the term or deadline. For actions, legal actions, recourse, formalities, registrations, declarations, notifications or publications prescribed by law or regulation and which had to be carried out during the legally protected period defined in Article 1 (state of public health emergency plus one month), a new period equal to the legally-allowed timeframe to act shall run again from the end of the aforementioned period, provided that it does not exceed two months. The same shall apply to payments prescribed by law or regulation for the acquisition or retention of a right.

The ordinance does not provide for a general suspension or interruption of the time limits that have expired or expire during the legally protected period defined in Article 1, nor does it provide for the abolition of the obligation to carry out all actions or formalities whose term expires within that period. The effect of Article 2 of the ordinance is to prohibit the action that has been performed within the new period from being considered as late.

In any event, Article 2 of ordinance No. 2020-306 only offers one option; in other words, the formalities can be carried out perfectly well within the “normal” time limit. Indeed, Article 2 does not suspend the period within which formalities must be completed, and only allows for the consideration that an action that should have been carried out within a period that expires during the legally protected period can be completed validly after the end of that period.

**Exemptions**

The Ordinance expressly excludes certain matters from the field of application of these provisions.

Accordingly, the provisions of the ordinance are not applicable to the reporting and notification obligations imposed on entities, persons and transactions supervised by the Autorité des Marchés Financiers (AMF). The ordinance is therefore not applicable to declarations of breaching statutory thresholds imposed by the French Commercial Code (L. 233-7).

These exemptions are justified by the need, on the one hand, to ensure the continuity of supervision of the financial markets, of operations carried out by issuers and actors such as portfolio management companies, custodians, financial investment advisers, non-trading property investment companies, asset managers, intermediaries in banking operations and payment services in times of crisis and, on the other hand, to ensure the continuity of systems.
Example of application of the ordinance in terms of corporate law

In the event of the universal transfer of assets (TUP)\textsuperscript{14}, the creditors of the dissolved company have a period of 30 days from the publication of the decision to dissolve the company to submit a statement of opposition\textsuperscript{15}.

The creditor may validly submit its opposition within a period of thirty days following the end of the legally protected period.

With regard to carrying out the universal transfer of assets, this operation does not correspond to an “action, legal action, recourse, formality, registration, declaration, notification or publication prescribed by law or regulation”. As a result, Article 2 is not applicable to carrying out the universal transfer of assets.

Moreover, “the end of the statutory period provided for objections”, the event which serves as a reference for determining the date of completion of the transfer of the assets, is not modified by the solution concerning the validity of a statement of opposition submitted by creditors after the expiry of the thirty-day period. This solution, which only allows for an opposition submitted after the time limit to be declared valid, does not correspond to an extension of the time limit.

Therefore, the solution adopted for the right of opposition does not therefore lead to a postponement of the date on which the universal transmission of assets is completed.

\textit{2° Commitments imposed on large companies benefiting from government liquidity support measures with regard to dividends and share buybacks}

Large companies (i.e. companies with, at the end of the previous financial year, (i) at least 5 000 employees and (ii) consolidated turnover in excess of 1.5 billion euros in France) that request an extension of their tax and social security payments or apply for a State-guaranteed loan must undertake, subject to exceptions:

- not to distribute dividends in 2020,
- not to authorise a share buyback in 2020.

More details on this scheme are available in a FAQ (in French).

\textit{3° Ban on short selling}

On 17 March, the Autorité des marchés financiers (AMF) announced a ban on any person established or residing in France or abroad on taking net short positions or increasing existing positions in the share capital of issuers whose shares are admitted to trading on a French trading venue and for whom the AMF is the relevant competent authority. This decision was the extended in an announcement made on 15 April 2020.

The ban entered into force at midnight on 18 March 2020 and expires on 18 May 2020 at 23:59.

\textit{4° Extension of the mandates of staff-appointed directors}

In view of the difficulties surrounding the material organisation of the election of staff-appointed directors in companies, consideration is being given to extending their terms of office.

\textsuperscript{14} The universal transfer of assets (TUP or transmission universelle de patrimoine) is the operation by which a corporate partner or sole shareholder of a company decides on the dissolution of the company by a simple unilateral decision. This operation results in the universal transmission of the company’s assets and liabilities to the sole shareholder, without liquidation.

\textsuperscript{15} The creditors of the dissolved company have the right to object to the dissolution, which does not prevent the transaction but enables them to obtain repayment before it is carried out or the provision of guarantees.
Version française:

1° Ordonnance n° 2020-306 du 25 mars 2020 relative à la prorogation des délais échus pendant la période d’urgence sanitaire et à l’adaptation des procédures pendant cette même période (modifiée par l’ordonnance n° 2020-427 du 15 avril 2020)

Objectif

Cette ordonnance concerne les démarches, quelle que soit leur forme (acte, formalité, inscription), qui doivent être accomplies dans un certain délai dont le non-respect peut produire des effets juridiques tels qu’une sanction, une prescription ou la déchéance d’un droit. Lorsque ce délai expire au cours de la période d’état d’urgence sanitaire augmentée d’un mois, elles pourront être valablement accomplies à l’issue de cette période dans le délai normalement prévu et au plus tard dans un délai de deux mois suivant la fin de cette période.

Principales dispositions de l’ordonnance

Aux termes de l’article 1er de l’ordonnance, les dispositions sont applicables aux délais et mesures qui ont expiré ou qui expirent entre le 12 mars 2020 et l’expiration d’un délai d’un mois à compter de la date de cessation de l’état d’urgence sanitaire déclaré par l’article 4 de la loi du 23 mars 2020 d’urgence pour faire face à l’épidémie de covid-19. Cette période est désignée ici-après par les termes « période juridiquement protégée ».

L’article 2 prévoit un mécanisme de report du terme ou de l’échéance : pour les actes, actions en justice, recours, formalités, inscriptions, déclarations, notifications ou publications prescrits par la loi ou le règlement, et qui devaient être réalisés pendant la période juridiquement protégée définie à l’article 1er (période d’état d’urgence sanitaire + 1 mois), un nouveau délai égal à celui imparti pour agir court de nouveau à compter de la fin de cette période, dans la limite de deux mois. Il en est de même pour les paiements prescrits par la loi ou le règlement en vue de l’acquisition ou de la conservation d’un droit.

L’ordonnance ne prévoit ni une suspension générale ni une interruption générale des délais arrivés à terme pendant la période juridiquement protégée définie à l’article 1er, ni une suppression de l’obligation de réaliser tous les actes ou formalités dont le terme échoit dans la période visée. L’effet de l’article 2 de l’ordonnance est d’interdire que l’acte intervenu dans le nouveau délai imparti puisse être regardé comme tardif.

En tout état de cause, l’article 2 de l’ordonnance n° 2020-306 n’offre qu’une faculté ; autrement dit, les formalités peuvent parfaitement être accomplies dans le délai « normal ». L’article 2 ne suspend pas, en effet, le délai dans lequel les formalités doivent être accomplies et permet seulement de considérer qu’un acte qui devait être effectué dans un délai qui expire pendant la période juridiquement protégée peut valablement être accompli après le terme de cette période.

Exclusion

L’ordonnance exclut expressément certaines matières de l’application de ces dispositions.

Les dispositions de l’ordonnance ne sont ainsi pas applicables aux obligations notamment de déclaration et de notification imposées aux entités, aux personnes et aux opérations dont l’Autorité des Marchés financiers assure la supervision. L’ordonnance n’est ainsi pas applicable aux déclarations de franchissement de seuils imposées par le code de commerce (L. 233-7).

Ces exclusions sont justifiées par la nécessité d’une part d’assurer la continuité de la surveillance des marchés, des opérations réalisées par les émetteurs et les acteurs tels que les sociétés de gestion de portefeuille, dépositaires, conseillers en investissements financiers, sociétés civiles de placement...
immobilier, gestionnaires d’actifs, intermédiaires en opération de banque et services de paiement en période de crise, ainsi que la continuité des systèmes.

**Exemple d’application en matière de droit des sociétés**

En cas de transmission universelle de patrimoine 16, les créanciers de la société dissoute disposent d’un délai de 30 jours à compter de la publication de la décision de dissolution de la société pour former opposition 17.

Le créancier peut valablement former son opposition dans le délai de trente jours suivant la fin de la période de protection juridique.

S’agissant de la réalisation de la transmission universelle de patrimoine, celle-ci ne correspond pas à un « acte, recours, action en justice, formalité, inscription, déclaration, notification ou publication prescrit par la loi ou le règlement ». L’article 2 ne s’applique donc pas à la réalisation de la transmission universelle de patrimoine.

Par ailleurs, « l’issue du délai d’opposition », événement qui sert de référence pour déterminer la date de réalisation de la transmission du patrimoine, n’est pas modifiée par la solution qui concerne la validité d’une opposition des créanciers formée après l’expiration du délai de trente jours. Cette solution, qui permet seulement de déclarer valable une opposition faite hors délai, ne correspond pas, en effet, à une prorogation de délai.

La solution retenue pour le droit d’opposition ne conduit donc pas à décaler la date de réalisation de la transmission universelle de patrimoine.

2° **Engagements imposés aux grandes entreprises bénéficiant de mesures de soutien en trésorerie de l’État en matière de dividendes et de rachat d’actions**

Les grandes entreprises (c’est-à-dire qui, lors du dernier exercice clos, (i) emploient au moins 5 000 salariés ou (ii) ont réalisé un chiffre d’affaires consolidé supérieur à 1,5 milliard d’euros en France) qui demandent à bénéficier d’un report de leurs échéances fiscales et sociales ou d’un prêt garanti par l’État doivent s’engager, sous réserve d’exceptions, à :

- ne pas distribuer de dividendes en 2020
- ne pas procéder à des rachats d’actions en 2020.

Ce dispositif est précisé dans un [FAQ](#).

3° **Interdiction des ventes à découvert**

L’Autorité des marchés financiers a annoncé le 17 mars l’interdiction pour toute personne établie ou résidant en France ou à l’étranger de créer des positions courtes nettes ou d’augmenter des positions existantes dès lors que la position concerne une action admise à la négociation sur une plate-forme de négociation établie en France et que le titre relève de la compétence de l’AMF. Cette décision a fait l’objet d’une décision de prolongation annoncée le 15 avril 2020.

Cette interdiction s’applique à compter du 18 mars 2020 à 0 heure jusqu’au 18 mai 2020 à 23 heures 59.

4° **Prorogation des mandats des administrateurs salariés**

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16 La transmission universelle de patrimoine est l'opération par laquelle une personne morale associée ou actionnaire unique d'une société, décide la dissolution de la société par simple décision unilatérale. Cette opération entraîne la transmission universelle du patrimoine de la société à l’associé unique, sans qu’il y ait lieu à liquidation.

17 Les créanciers de la société dissoute disposent d’un droit d’opposition à la dissolution, qui ne fait pas obstacle à l’opération mais qui leur permet d’obtenir remboursement avant sa réalisation ou la constitution de garanties.
Compte tenu des difficultés d’organisation matérielle de l’élection des administrateurs salariés dans les sociétés, il est envisagé de proroger leurs mandats.

**Greece**

Concerning the stock market, following the COVID-19 repercussions, HCMC introduced a short selling ban from 18-3-2020 until 18.05.2020 as well as a Q&A on this topic.

Please also note that regarding the COVID 19 measures, more in general, HCMC issued public announcements aligned with those of ESMA. For instance, these measures cover the postponement of the reporting obligations related to securities financing transactions, the MiFID II transactions calculation framework, the disclosures by fund managers or the updated Q&A concerning the guidelines on Alternative Performance Measures for issuers.

As early as 12.3.2020 HCMC has communicated the ESMA recommendations of actions by the financial market participants with regard to the business continuity planning, fund management, market disclosures and financial reporting.

Also, with regard to the money laundering provisions, HCMC has applied the new measures relating e.g., to the identification and certification of clients.

Finally, without specific reference, as of today, to the COVID19 crisis, a new legislation for Corporate Governance has been drafted. The consultation with all the related parties was finalised on the 02.04.2020.

**India**

SEBI has granted various relaxations, for listed entities on a temporary basis, from the regulatory provisions relating to corporate governance specified under the LODR, with regard to:

- Extensions in the timelines for making various filings under LODR such as financial results, statement of investor complaints, shareholding pattern disclosure etc.
- Exemption from observing the maximum stipulated time gap between two meetings (of 120 days) the board of a listed entity and its audit committee
- Extension of time for conducting meetings of various committees of the listed entity
- Exemption from publication of advertisements in newspapers for certain items such as notice of the meeting of board of directors, financial results, etc.
- Relaxation of timelines relating to prior intimation by listed entities to stock exchanges on: meetings of the board of listed entities where financial results are to be considered, intimation regarding loss of share certificates and issue of duplicate certificates
- Relaxation in the implementation of a revised SEBI Circular on Standard Operating Procedure (SOP) on imposition of fines and other enforcement actions for non-compliances by listed entities with the provisions of the LODR.

With regard to the functioning of stock exchanges, despite significant movements in the market, there has not been any disruption in the settlement cycles of the Stock Exchanges / Clearing Corporations. Towards ensuring orderly trading and settlement, effective risk management, price discovery and maintenance of market integrity, measures such as revision in market wide position limit and position limits in equity index derivatives, increase in margin for stocks meeting certain criteria etc. have been taken on a temporary basis till May 28, 2020. SEBI and Market Infrastructure Institutions viz. Stock Exchanges Clearing Corporations and Depositaries are continuously monitoring the market developments and will take any further suitable actions as may be required.

Details of measures taken are available online: [SEBI 18/2020](#), [SEBI 22/20020](#)
Indonesia

Margin and Related Policy
OJK is undertaking enhanced monitoring on CCP particularly on the measures taken by the CCP to mitigate the risks. So far, CCP infrastructures have been resilient. There have no incidences of large-scale settlement defaults or infrastructure requiring liquidity provisions.

Short Selling & Volatility Control Mechanisms
OJK has taken certain measures to control market volatility as circuit breakers as follows:

To alleviate further pressure on the CSPI, on February 28, 2020 OJK issued order to prohibit short selling by all exchange members from 2 March 2020 until further notice from the OJK.

Allowing share buyback by Issuer or Public Companies without prior approval from the General Meeting of Shareholders (GMS) and increasing the maximum treasury stock resulting from the buyback from 10% to 20% from paid up capital.

Changing the Auto Rejection limit in IDX Trading Regulation. Based on this order, auto rejection shall apply if buying demand price is 10% below reference price. This 10% limitation applies for all reference price. This order takes effect from 10 March 2020 until further notice from the OJK.

Implementing a Trading Halt for 30 minutes in the event of JCI experiences a 5% decline and trading suspend if JCI drops 15%

Changing auto rejection limit in IDX Regulation. The auto rejection limitation for buying demand price change from 10% below reference price into 7% below reference price. This 7% limitation applies for all reference price. OJK also ordered the IDX to adjust the pre-opening mechanism through the elimination of shares that can be traded in the pre-opening session. This order takes effect from 13 March 2020 until further notice from the OJK.

Ordering the IDX to stop issuing regular reviews on marginable securities and to keep the previous list remain applied due to deeply decreasing stock prices as COVID-19 pandemi impact

Issuing securities trading hour policy. Under this policy, Stock Exchange (IDX) and Trading Platform Operator (ETP) are ordered to shorten their trading hours. As consequences, PT Kliring dan Penjamanan Efek (as CCP) dan PT Kustodian Sentral Efek Indonesia (as CSD) shall also make relevant adjustments accordingly. This policy is taken to harmonize the financial sector policy with the policy taken by Bank of Indonesia which has shortened the operational hour of Bank of Indonesia Real Time Gross Settlement (BI-RTGS) and to support government actions on preventing the spreading of COVID-19.

Business Continuity Plans
SROs have splits arrangements between a primary site, a back-up site and working from home arrangements and have contingency plans to ensure trading, clearing and settlement operations continue to be conducted in orderly manner.

Ireland

Euronext Dublin agreed to extend the deadline for publishing annual audited accounts for companies listed on its Growth Market by 3 months where the issuer has difficulty meeting the prescribed timelines.

In addition, in accordance with the ESMA statement (27/3/20) the Irish Central Bank provides some flexibility to issuers on the Regulated Market subject to the Transparency Directive 2004/109/EC) if they cannot meet their reporting deadlines due to COVID-19 issues.
Israel

Due to the restrictions on movement and activity that were imposed as part of Israel's measures for dealing with the COVID-19 outbreak, the Company Registrar allowed to submit all kinds of applications and documents to the Registrar without the need to submit hard copy documents. The submission can be completed on-line or via email. Detailed instructions and information for the public were published in the Company Registrar's website.

In addition, the Company Registrar announced hold of enforcement procedures until May 31, 2020.

On 15 March 2020, the Tel-Aviv Stock Exchange updated that as an "essential services" it will operate normally, on all fronts, including trading, clearing and trading schedules.

https://info.tase.co.il/Eng/about_tase/news/2020/Pages/PR_20200315.aspx

Furthermore, MOJ has accelerated legislative and computing efforts in order to expand the services that can be given online and without the need to submit hard copies. These include publication of draft legislation to allow registration of a new company online (without authentication by a lawyer to the identity of the first shareholders that is required according to the current legal state).

Italy

Ownership disclosure

In the wake of major depreciation of market value of shares as a consequence of the spread of the COVID-19 outbreak, Consob enacted the special powers granted by the law (Article 120, par. 2-bis of the Consolidated Law on Finance) to ensure ownership disclosure notification at additional and lower minimum thresholds, in order to enhance transparency.

First, on 17 March Consob lowered for three months the minimum notification thresholds for the disclosure of major shareholding, by adding the threshold of , respectively, 1% (instead of 3%) for large companies and 3% (instead of 5%) for small/medium enterprises (listed SMEs), with regard to 48 selected issuers with larger market capitalization and widespread ownership (Resolution No. 21304). To be sure, the power granted to Consob by the law was limited to "companies with a high current market value and particularly extensive shareholding structure". Such companies were identified as those with market value at the end of 2019 exceeding 500 million Euros and that are not under a de iure control of a shareholder (who owns the majority of voting rights).

Secondly, on 8 April the Italian Government passed – with Law-Decree No. 23/2020 – an amendment of Article 120, par. 2-bis of the Consolidated Law on Finance, in order to grant Consob the powers to provide for such a lowering of minimum disclosure threshold regardless of the market value of listed companies. Consequently, Consob issued on 9 April an additional resolution (Resolution No. 21326), which replaces that adopted on 17 March and enlarges its scope in order to include also companies with market value lower than 500 million Euros, provided that they are not under a de iure control of a shareholder. The Resolution of 9 April addresses overall 104 listed companies and will be in force for 3 months starting from 10 April.

Disclosure of intentions

With Law-Decree No. 23/2020 the Italian Government also amended Article 120, par. 4-bis, of the Consolidated Law on Finance in order to grant Consob the additional power to temporarily lower the threshold which triggers the disclosure of intentions obligations, currently set at 10% of the voting rights of Italian listed companies (and subsequent stakes of 20% and 25%). Such provisions require the acquirer to provide to the market extensive information over the plans, strategy, financing of her/his acquisition.
Consequently, on 9 April, Consob adopted a resolution (Resolution No. 21327) lowering down to 5% (from 10%) the minimum threshold for the disclosure of intentions provisions (which continue to apply for subsequent thresholds of 10%, 20% and 25%). The Resolution addresses overall the same 104 listed companies which are subject to the lowering of ownership disclosure thresholds (i.e. companies that are not under a de iure control of a shareholder) and will be in force for 3 months starting from 10 April.

**Golden power rules**

Since 2012 (Decree No. 21/2012, Golden Power Decree) Italy has enacted rules covering: (a) non-EU investment in companies of strategic relevance (owning strategic assets in certain sectors) and (b) any investment in companies operating in national defense and security. In particular:

**companies of strategic relevance:** the acquisition of control by an extra-EU investor over an Italian company owning a strategic asset in energy, transportation, telecommunication and 5G technology sectors is subject to a notification to the Italian Government duty within 10 days.

**companies operating in national defense and security:** Golden Power Decree mandates notification within 10 days to the Government of any acquisition - by an investor different from the Italian State, Italian public entities or their subsidiary companies - of stakes higher than 3% (and subsequent thresholds of 5%, 10%, 15%, 20%, 25% and 50%) in companies operating in national defense and security.

The Italian Government might establish conditions for the acquisitions to take place or put the veto to such acquisitions, should a threat of severe harm to State interests or danger for national security or public order be raised.

With Law-Decree No. 23/2020 – published on 8 April - the Italian Government revised the Golden Power Decree, extending the scope of application of the said notification duty to the Italian Government and subsequent powers in case of investment in companies of strategic relevance (letter a):

First, until the adoption of a Government second-level act identifying further sectors of strategic relevance, such sectors extend immediately to those included in article 4, paragraph 1, lett. a), b), c), d) ed e) of EU Regulation No. 452/2019 (water, healthcare, media, data treatment, financial infrastructure, artificial intelligence, robotics, nanotechnologies, biotech, food) and to financial, banking and insurance sectors;

Second, special measures apply to sectors above mentioned until the end of 2020, being the same notification duty triggered by:

- any acquisition of control of companies operating in the mentioned sectors, even by EU investors;
- acquisitions by extra-EU investors of shareholdings higher than 10% (provided that consideration is at least 1 million euros), and subsequent thresholds of 15%, 20%, 25% and 50%.

The powers of the Italian Government might be activated also ex officio (should no notification be filed).

**Short Selling Restrictions**

Consob has adopted temporary bans on short selling (available on Consob website):

- first, on 12 March 2020 Consob issued a temporary ban (for the day 13 March 2020) for short selling activity on 85 Italian shares. The resolution was adopted in line with the power granted by Article 23 of Regulation EU 236/2012 (“Short Selling Regulation”, “SSR”), which allows temporary bans on a given security if the price variation recorded on a given day is above (in absolute terms) the relevant threshold established under the same Regulation;
- on 17 March 2020, Consob adopted a ban on Net Short Positions (i.e. short selling and other bearish transactions, “NSPs”) stemming from all short and long positions held by an investor. Under the Resolution it is forbidden to enter in a new NSP or to increase an existing NSP. The ban
was taken in the context of the current market turmoil, with the aim to reduce the selling pressure on markets.

The ban applies for three months (starting from 18 March, 2020) on all shares traded on the Italian regulated market (for which CONSOB is the relevant competent authority) and related instruments.

**Japan**

The Japan Exchange Group announced that even after the Japanese government’s declaration of a state of emergency on 8 April, trading on all markets of the Tokyo Stock Exchange, Osaka Exchange and Tokyo Commodity Exchange is scheduled to continue as normal on 8 April and beyond (7 April).

The Tokyo Stock Exchange (Self-regulatory organization):

- announced its decision to relax the criteria for listing/delisting of companies as follows (18 March):
  - Allowing for temporary deterioration of business performance in the screening process for listing; and
  - Relaxing reassigning/delisting criteria with regard to excessive debt (more specifically, the length of excessive debt period before a company is reassigned from the 1st Section of the Exchange to the 2nd Section is extended to two consecutive years, and the length before it is delisted to three consecutive years).
- announced its decision to extend the deadline for submitting a business plan improvement report, which has to be submitted in cases where a listed company falls under the criteria for reassignment from the 1st Section to the 2nd Section or the delisting criteria (30 April).

**Latvia**

Another measure which has been implemented in relation to the COVID-19 is the extension of deadline for submission of the annual accounts. The deadline was extended for three months.

As regards Nasdaq Riga AS, the only regulated secondary securities market in Latvia, it continues to operate as normal.

Together with other Nasdaq group companies the action plan is implemented which ensures uninterrupted business activities of Nasdaq Riga. In order to protect the safety of the employees, clients and partners Nasdaq Riga has moved to working remotely, thus temporally the customer service at Nasdaq Riga office is closed and all the customers are guided to get in contact with Nasdaq Riga via phone or email.

All operations on the Nasdaq Baltic market operates normally. The exchange, similar to other financial institutions, plays an important role in the economy. In times of high volatility, it is particularly important to offer investors a chance to get both in and out of positions, and a platform where companies can continue to raise capital.

**Lithuania**

No specific measures.

**Malaysia**

The exchange maintains continuous trading and market operation, to facilitate investors to manage their risks and opportunities during this period. The SC and Bursa Malaysia have business continuity measures in place, including backup sites, recovery facilities and alternative communications channels to operate the market in a pandemic situation. Similarly, all market intermediaries have in place business continuity frameworks to ensure continuity of their business. Market management measures (e.g. circuit
breakers, static and dynamic price limit) are in place and known to participants to manage excessive volatility. Robust clearing funds, margins and deposits are also in place to ensure clearing and settlement risks are managed. Details available here.

The SC and Bursa Malaysia announced that short-selling will be temporarily suspended until 30 June 2020. This suspension is introduced as part of the regulators’ proactive measures to mitigate potential risks arising from heightened volatility and global uncertainties. It involves intraday short-selling (IDSS) and regulated short-selling (RSS), as well as intraday short-selling by proprietary day traders. The suspension does not however apply to permitted short-selling (PSS). Details available here.

For listed issuers that are in financial distress according to the Listing Requirements, the Exchange will extend the timeframe for submission of the regularisation plan from the existing 12 months to 24 months from the date they first announce they are PN17/GN3 Listed Issuers or 8.03A Listed Issuers. This applies to listed issuers that trigger the criteria in 2019 and 2020. Details available here.

The Exchange provided more flexibility and discretion to brokers by removing the requirement to automatically liquidate their client’s margin account if the equity in the margin account falls below 130% of the outstanding balance. Brokers will also not be required to make additional margin calls or impose haircuts on any collateral and securities purchased and carried in margin accounts due to an unusually volatile market. Details available here.

The Exchange will also allow brokers to accept other collaterals, such as bonds, collective investment schemes, unit trusts, gold and immovable properties for purposes of maintaining their clients’ margin account if such collaterals are valued as per the broker’s credit policy. Details available here.

All Authorised Depository Agents (“ADAs”) are now given an extension of time for the submission of specified physical CDS transaction forms to Bursa Malaysia Depository Sdn.Bhd. The extension of time provided for the submission of physical CDS transaction forms are as follows:

Transactions performed between 2 March 2020 to 31 March 2020 are granted an extension of time for submission by 30 April 2020; and

Transactions performed between 1 April 2020 to 30 April 2020 are granted an extension of time for submission by 29 May 2020.

The SC also introduced flexibilities in complying with the requirements under Capital Markets and Services Act 2007 (CMSA) and Rules on Take-overs, Mergers and Compulsory Acquisitions (Rules) during the MCO period. Details available here.

Netherlands

To ensure that critical financial functions are sustained:

Financial institutions have undertaken measures to ensure operational continuity (division of teams and locations, increased IT-capacity, fallback systems, etc.).

There is continuous dialogue between financial sector, supervisors (Dutch Central Bank and the Authority Financial Markets) and ministry about the situation and operational aspects through the financial sector operational crisis management forum (TCO).

There is continuous dialogue between the Ministry of Finance and other ministries, within the national crisis structure, about the impact of general measures on the continuity of the financial sector.

Revision of the list of vital financial processes and institutions.

The European Securities and Markets Authority (ESMA) has lowered the threshold for the obligation to notify a short-selling position to 0.1 per cent. This allows for more adequate supervision, since short
positions are reported more quickly to the supervisors. This allows them to also intervene more quickly, when considered necessary.

**Norway**

There are not any special measures to mention concerning trading on the regulated market.

**Peru**

By Supreme Decree No. 044-2020-PCM, published on 15 March, the Executive declared a national emergency state for a period of fifteen (15) days and ordered compulsory social lockdown (quarantine). Said emergency state was extended until 26 April by Supreme Decree No. 064-2020-PCM, then was postponed until 10 May by Supreme Decree No. 075-2020-PCM and again postponed until 24 May by Supreme Decree No. 083-2020-PCM.

In this framework, Article 2 of Supreme Decree No. **044-2020-PCM**, establishes that the provision of essential services and goods must be guaranteed during the aforementioned emergency state. On the other hand, according to items g) and m) of subsection 4.1 of article 4 of said Supreme Decree, the services provided by financial, insurance and pension entities are considered essential services, as well as the services provided by entities authorized by the SMV.

In this context, regarding the ongoing functioning of the Stock Exchange and other entities that are part of the market infrastructure, Article 9 of the Resolution of Superintendent No. **033-2020-SMV/02**, established the following services that entities under the scope of the SMV must provide during the national emergency state:

- Securities trading and transfer between securities market participants.
- Delivery and payment of dividends or any other right or benefit on securities registered in the Securities Market Public Registry.
- Purchase and redemptions of participation allocations in a mutual fund.
- Provide pricing services by Pricing Companies.

Thus, the securities trading on the exchange session of the Lima Stock Exchange, at the times established by the Stock Exchange, have been maintained and will continue during the period of the national emergency state, which means that it must be provided of information relevant to the market for the adequate securities price formation that are traded in said centralized trading mechanism. In addition, the obligation to continue disclosure relevant facts by companies that have their securities registered in the Securities Market Public Registry is maintained.

In addition to those indicated, the SMV has informed to the Risk Rating Agencies through Circular No. **124-2020-SMV/11.1**, that within the framework of the spread of the coronavirus and its declaration as a pandemic by the World Health Organization, the duty to inform, among others, about the effects of said pandemic on the current ratings or debt programs; as well as that they must inform the actions they will take to ensure that the ratings granted are kept up to date, as part of their duty of permanent revision.

For its part, the SMV has implemented a business continuity and remote work plan for most of the workers, so as not to affect compliance with its regulatory, supervisory and guidance functions in the current situation, seeking the correct functioning of the market and its participants. Likewise, in order to contribute to disseminating the position of the SMV in matters within its competence, and the doubts that may arise in people regarding the measures taken as a consequence of the declaration of the national emergency state, a document with frequently questions has been published on the SMV Portal.
Poland

- The KNF — Polish Financial Supervisory Authority announced the Supervisory Stimulus Package — the initiative for each financial sector (including capital market) aimed at reducing the burdens and supporting the financial institutions during the COVID-19 crisis. Most of the elements of this package that influence corporate governance were already introduced in abovementioned regulations (Anti-crisis Shield or Minister of Finance regulations). At the same time, the financial supervisor is using more flexible approach in everyday off-site and on-site supervision — reducing data collection burdens and adjusting inspection calendars. In supervisory review process, the KNF also takes into consideration the influence of COVID 19 pandemics on any possible breaches and delays that may occur in supervised entities.

- The Anti-crisis Shield gave the Minister of Finance the possibility to postpone the deadline for approval of the Boards remuneration policy in listed companies (current deadline is June 2020). The Minister of Finance regulation is currently under preparation.

- The obligation of receiving KNF’s approval for information memorandum is temporarily lifted by the Anti-crisis Shield (reducing the burdens and speeding up the process of issuing of shares).

Portugal

On 20 March, the CMVM issued a statement alerting about the main procedures that must be observed during audit work, highlighting the following: (i) access of client’s information including audit of groups, collect audit evidence — collect information through alternative procedures and use digital remote work tools; (ii) the auditor’s assessment of going concern and the prospects of an audited company — potential impacts of COVID-19 in business plan — examples: interruptions in the economic circuit, limitations in the supply of goods and services, contractual defaults, decreased revenues and liquidity, among others, are circumstances that can also change the audited entity’s expectations regarding its economic and financial situation; (iii) the adequacy of disclosures made by management about the impact of COVID-19 on the company — auditors — an assessment and confirmation, together with the audited entities, of the adequacy of their disclosures in the financial statements and measures implemented within the scope of the infection by COVID-19 must be made to respond to the identified risks; and (iv) re-evaluate the main aspects of audit work, following the rapid changes and impacts resulting from COVID-19, which may require increased availability on the part of audited entities in the provision of information and audit evidence. Any consequences related to COVID-19 should be addressed under applicable national and international auditing standards.

On 26 March, the Portuguese Government approved the following two regimes:

- Decree-Law no. 10-G/2020, allowing for a lay-off regime in which the State may provide financial aid to companies in a corporate crisis situation (as defined in article 3 of the Decree-Law). Companies benefiting from this regime are restricted from performing certain actions, such as distributing dividends and dismissing/firing employees.

- Decree-Law no. 10-J/2020, establishing a 6-month moratorium for bank loans. This moratorium allows for the extension of existing credit lines and loans, the suspension of their repayment (principal and interest) and also determines that they cannot be (totally or partially) revoked.

Republic of Slovenia

In some companies in relation to COVID-19 outbreak supervisory boards had taken self-initiative to decrease their own remuneration set by General Assembly which was done with the supervisory board resolutions. In case of SEs they were as well invited to do so by Slovenian Sovereign Holding (SSH) and it was done with the individual statements being signed.
We are now faced with a taxation issue of such a decrease of remuneration. It would be necessary to assure by legal intervention that supervisory board members are not subject of taxation in part of the remuneration which they have agreed not to receive.

**Russian Federation**

In addition the Law provides the following exemptions for publicly listed companies:

The procedure for listed companies shares buyback in 2020 has been simplified.

The reduction of company`s net assets value below the share capital at the end of 2020 is excluded as the basis for the company’s mandatory decisions, including the decision to reduce the share capital or to liquidate the company.

Legal requirement for implementation of mandatory internal audit and formation of audit committee in publicly-traded companies has been postponed till January 1, 2021 (previous date – July 1, 2020).

Moscow Exchange has been arranging trades in all markets in the ordinary course.

Moreover the Bank of Russia for the period from 30 March till 1 July 2020 waived a right to apply enforcement measures for certain violations of insider trading and market manipulation regulation, including failures related to amendment of insider list and notification of persons included on insider list and failures to comply with certain internal control rules in order to prevent, detect and restrain insider trading and/or market manipulation.

**Saudi Arabia**

In line with the precautionary measures announced by the country to limit the spread of the new Corona virus and by referring to what was announced by the Saudi Stock Exchange Company (Tadawul) by reducing daily trading hours, CMA confirms in this regard that it places in its priorities the health of the investment community in all its segments and those working in the financial sector.

CMA confirmed that it had taken a number of precautionary measures to assist market participants in these exceptional circumstances, suspended the general shareholders meeting attendance until further notice, and holding it only through modern technology with providing electronic voting, and suspending the freezing of accounts according to the instructions of investment accounts, as the Authority confirmed earlier on the financial institutions that it supervises by activating business continuity plans and harnessing all electronic technologies to ensure the use of The frequency of business in the financial market without the need to visit trading headquarters.  CMA works to monitor the financial market on an ongoing basis to take any additional measures that may be required in time to maintain the integrity of the market and all its participants.

Moreover, CMA urges the issuers to communicate with the authority in the event of any difficulties related to the disclosure of the regulatory requirements for reasons related to the precautionary measures announced by the country to limit the spread of the emerging Corona virus (COVID-19).

CMA also issued a page regarding “the Financial Market Authority to deal with the repercussions of the new Corona virus”, to include all the News, circulars, and Q&As by the Authority regarding the current situation, where this page is updated continuously.

**Singapore**

The largest exchange and clearing house in Singapore had activated split operations including for non-critical business units. In addition, it has stress tested recently its operational capabilities during split ops by simulating impact of an infection in one of its split operations site.
Spain

The CNMV has decided to ban from 17 March until 18 May net short positions on Spanish shares admitted to trading on Spanish trading venues. It can be extended for additional periods not exceeding 3 months if the current circumstances persist, in accordance with EU Law.

Last but not least, CNMV does not intend to close the Spanish stock markets.

Sweden

No other measures of the kind have been taken.

Switzerland

25 March 2020: Federal Council adopted an emergency ordinance on granting of credits with joint and several federal guarantees\(^\text{18}\).

- Affected companies can apply to their banks for bridging credit facilities representing a maximum of 10% of their annual turnover and no more than CHF 20 million. Certain minimum criteria must be met. In particular, the company must declare that it is suffering substantial reductions in turnover because of the COVID-19 pandemic.
- Credits of up to CHF 500,000 will be fully secured by the Confederation, and will be paid out quickly and with the minimum of bureaucracy. Zero interest will be charged.
- Bridging credits that exceed CHF 500,000 will be secured by the Confederation to 85% of their value; the lending bank will secure the remaining 15%. Each company can obtain a credit of this type for up to CHF 20 million, which means a more rigorous bank review will be required. The interest rate on these credits is currently 0.5% on the loan secured by the Confederation.

20 March 2020: The Federal Council extends and simplifies the compensation for short-time work\(^\text{19}\).

22 April 2020: For start-ups, access to the Confederation's existing emergency aid was either not possible or very restricted. That’s why the Federal Council has examined ways in which coronavirus-related insolvency can be avoided at promising start-ups\(^\text{20}\).

- The Federal Council wants to use the existing system of guarantees for SMEs to provide support for start-ups.
- By 30 April 2020, the practical criteria for using the instrument will be drawn up.

04 May 2020: The criteria for the emergency aid in favour of start-ups have been fixed, The said companies can submit their application for a loan guarantee from 7 May to 31 August 2020\(^\text{21}\).

United Kingdom

In order to help companies raise additional equity quickly in these exceptional circumstances, the Pre-Emption Group (PEG – which is an advisory investor group) issued a statement on 1 April recommending

\(^{18}\) Press release of 25 March 2020, of the Swiss Federal Council; Ordinance on joint and several guarantees related to COVID-19, CC 951.261.

\(^{19}\) Press release of 20 March 2020, of the Swiss Federal Council.

\(^{20}\) Press release of 22 April 2020, of the Swiss Federal Council.

\(^{21}\) Press release of 4 May, 2020, of the Swiss Federal Council.
investors consider supporting issuances of up to 20% on a case-by-case basis. Investor expectations about the way in which such issuances will be undertaken are outlined in the full statement.

The principles of pre-emption are a cornerstone of the UK market to which investors remain committed. The PEG recommendation to apply additional flexibility will be in place on a temporary basis until 30th September 2020. The PEG will reconvene before then to assess how companies and investors have responded to the flexibility.


References


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