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**SURVEY OF CYBERSECURITY DISCLOSURES IN ANNUAL REPORTS ON FORM 20-F
FILED BY SELECTED WELL-KNOWN SEASONED ISSUERS**
OCTOBER 2024

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INTRODUCTION

We have developed this survey to provide information to our clients and other interested parties about cybersecurity related disclosures included in annual reports on Form 20-F. Our survey focuses on foreign private issuers registered with the U.S. Securities and Exchange Commission that have disclosed that they qualify as well-known seasoned issuers and that we understand have a market-cap of more than \$25 billion.

The following charts reflect selected statistics that we believe provide useful information about cybersecurity disclosure characteristics and related governance practices. A list of the companies whose annual reports we reviewed is provided in [Annex A](#).

On July 26, 2023, the U.S. Securities and Exchange Commission (**SEC**) adopted [final rules](#) that require annual disclosure by public companies of their cybersecurity risk, management, strategy, and governance practices (**Cyber Rules**). These requirements apply to annual reports for fiscal years ending on or after December 15, 2023. For more information regarding the Cyber Rules, see our client briefing:

<https://www.cliffordchance.com/briefings/2023/08/sec-adopts-new-cybersecurity-disclosure-requirements-for-public-.html>

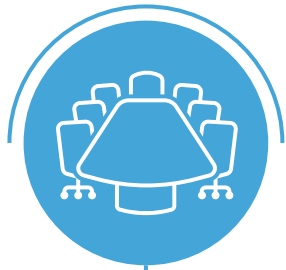
For an analogous survey focused on cybersecurity related disclosures included in annual reports on Form 10-K filed by selected well-known seasoned issuers, see:

<https://www.cliffordchance.com/briefings/2024/05/survey-of-cybersecurity-disclosures-in-annual-reports-on-form-10.html>

The cybersecurity related disclosures in the annual reports on Form 20-F covered by this survey varied more widely than equivalent disclosures in the annual reports on Form 10-K that we had previously surveyed, which could reflect regional market practices as well as different home country governance approaches.

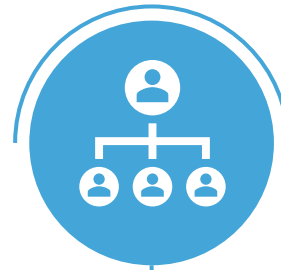
Please contact Megan Gordon, Devika Kornbacher or another member of your Clifford Chance client service team if you would like to discuss this survey or have any related questions.

SURVEY HIGHLIGHTS



Board oversight. Many of the surveyed companies report that cybersecurity risk oversight is allocated to one or more board committees. Only nine of the surveyed companies disclose that this oversight responsibility remains with the full board. For approximately one half of the surveyed companies, the audit committee, alone or together with other committees, has this responsibility.

Frequency of cyber risk reporting to boards varies, with periodic or regular and quarterly reporting being the most common. Annual reporting is less common among the surveyed companies.

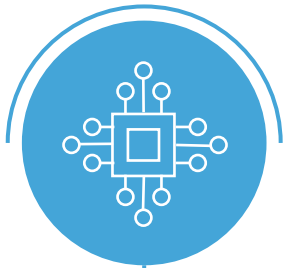


Management role. More than one half of the surveyed companies disclose a management-level, cybersecurity-specific committee. About one third of the surveyed companies disclose having a Chief Information Security Officer. Approximately one seventh of the surveyed companies provide disclosures regarding each of their Chief Security Officer and their Chief Executive Officer.

Of the 26 companies with a management-level cybersecurity specific committee, almost none specify the number of such committee's members.

SURVEY HIGHLIGHTS

(CONTINUED)



Cybersecurity framework. More than one half of the surveyed companies refer to at least one cybersecurity framework, with NIST referenced in approximately one third of these instances, and ISO 27001 referenced in approximately one quarter of these instances. Often these were listed together with a variety of other frameworks.



Engagement of third parties. Three quarters of the surveyed companies disclose that they engage third parties in connection with assessing, identifying, or managing cybersecurity risk. The most common approach is to list the types of third parties without naming them. The most referenced type of third parties were security or cybersecurity experts.

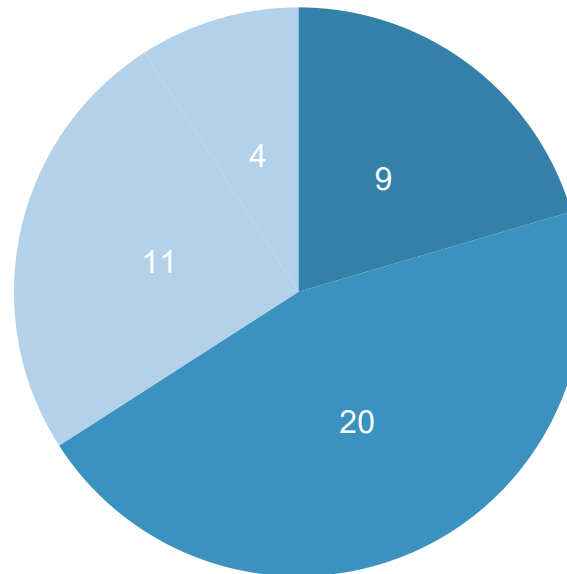
BOARD OVERSIGHT

ALLOCATION OF OVERSIGHT RESPONSIBILITY

The Cyber Rules require companies to disclose their board of directors' oversight of risks arising from cybersecurity threats, including identifying relevant committees or subcommittees.

Of the 44 surveyed companies:

- 9 reported that oversight for cybersecurity risk remains with the full board;
- 20 reported that one board committee oversees this risk; and
- 11 reported that two or more board committees oversee this risk.



- Board retains oversight responsibility for this risk
- One board committee oversees this risk
- Two or more board committees oversee this risk
- Other

BOARD OVERSIGHT (CONTINUED)

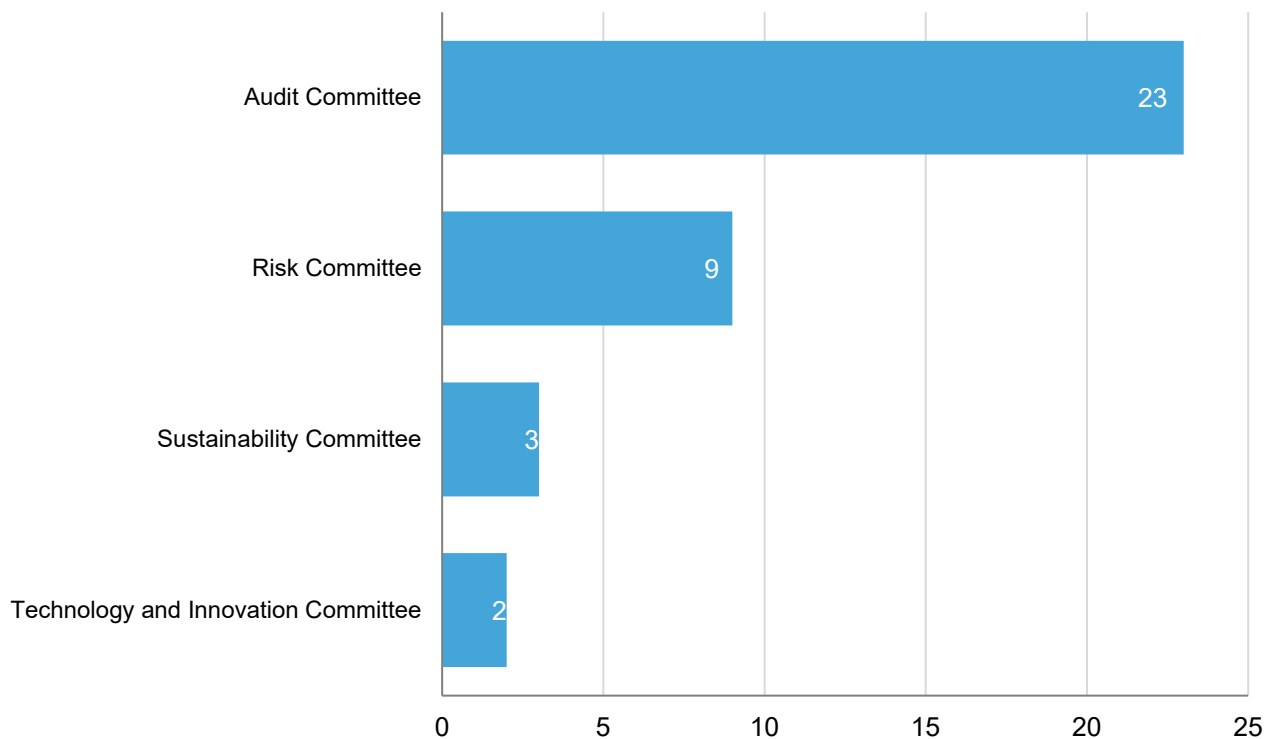
The Cyber Rules require companies to disclose their board of directors' oversight of risks arising from cybersecurity threats, including identifying relevant committees.

Of the 44 surveyed companies:

- 23 disclose that an Audit Committee (or a variation on this name, either alone or in combination with another committee) has primary oversight for the company's cyber risks;
- 9 disclose that a Risk Committee (or a variation on this name, either alone or in combination with another committee) has primary oversight for the company's cyber risks;
- 3 disclose that a Sustainability Committee (or a variation on this name) has primary oversight for the company's cyber risks; and
- 2 disclose that Technology and Innovation Committee (or a variation on this name in combination with another committee) has primary oversight for the company's cyber risks.

A number of other committees with primary oversight for a company's cyber risks are referenced only once, including Corporate Governance and Nominating Committee, Fiscal Council and Governance Committee and Internal Control Committee.

BOARD COMMITTEES OVERSEEING THIS RISK



BOARD OVERSIGHT

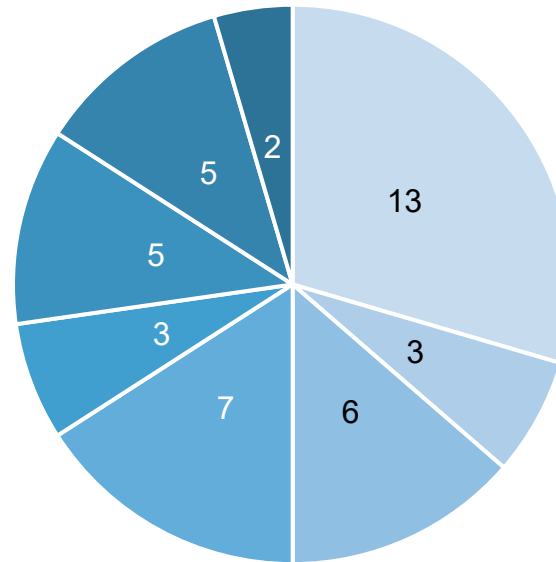
(CONTINUED)

The Cyber Rules require companies to describe processes by which a board, a committee or a subcommittee is informed of cybersecurity risks.

The frequency of reporting cybersecurity risks to the relevant board committee (or the full board) varies among the surveyed companies:

- 13 indicate reporting periodically or regularly;
- 3 indicate reporting periodically and on an as needed basis;
- 6 indicate reporting on an as needed basis, on an ongoing basis or from time to time;
- 7 indicate reporting at least quarterly;
- 3 indicate reporting at least quarterly and as needed or promptly in case of an incident;
- 5 indicate reporting at least annually;
- 5 indicate a variety of other specific approaches; and
- 2 do not specify reporting frequency.

REPORTING FREQUENCY

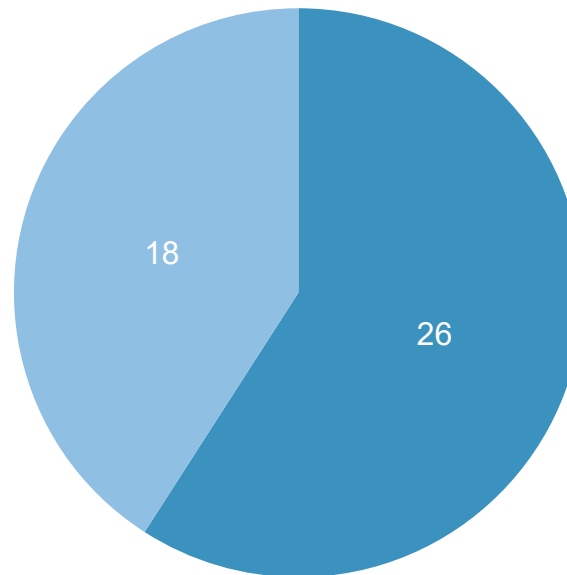


- Periodically or regularly
- Periodically & as needed
- As needed / ongoing
- At least quarterly
- At least quarterly & as needed
- At least annually
- Other
- Frequency not specified

MANAGEMENT ROLE

Of the 44 surveyed companies, 26 report having a management-level cybersecurity-specific committee.

The most commonly disclosed participants in these committees include the Chief Information Security Officer, the Chief Security Officer and the CEO.



- Report having a management-level cybersecurity committee
- Do not report having a management-level cybersecurity committee

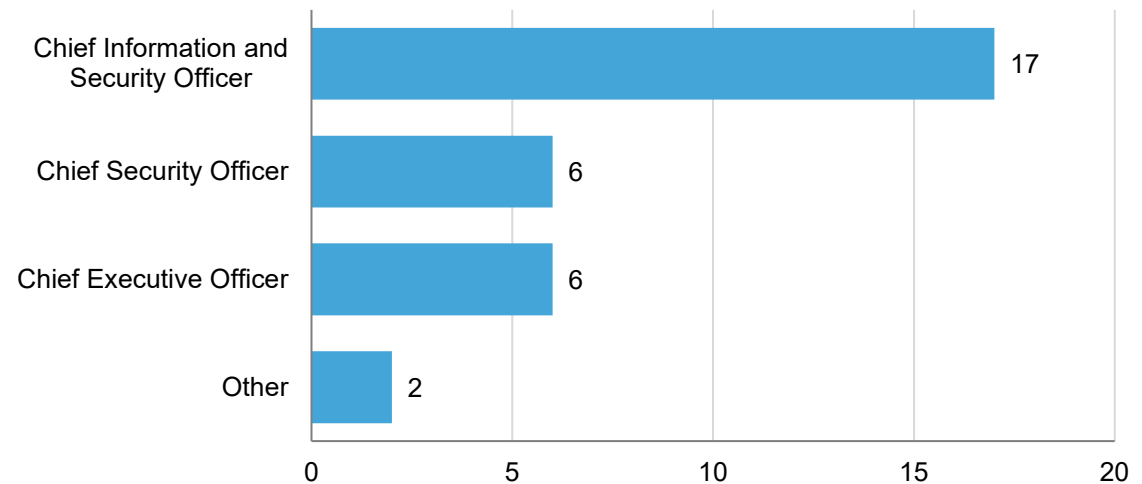
MANAGEMENT ROLE (CONTINUED)

The Cyber Rules require companies to describe management committees or positions responsible for, and experienced with, assessing and managing cyber risks.

Of the 44 surveyed companies:

- 17 disclose that a Chief Information and Security Officer (CISO) has this responsibility (usually acting together with other officers);
- 6 disclose that their Chief Security Officer has this responsibility (usually acting together with other officers);
- 6 disclose that the Chief Executive Officer has this responsibility (usually acting together with other officers); and
- 2 disclose that several CISOs (e.g., business, regional and global) have this responsibility (in one instance acting together with other officers).

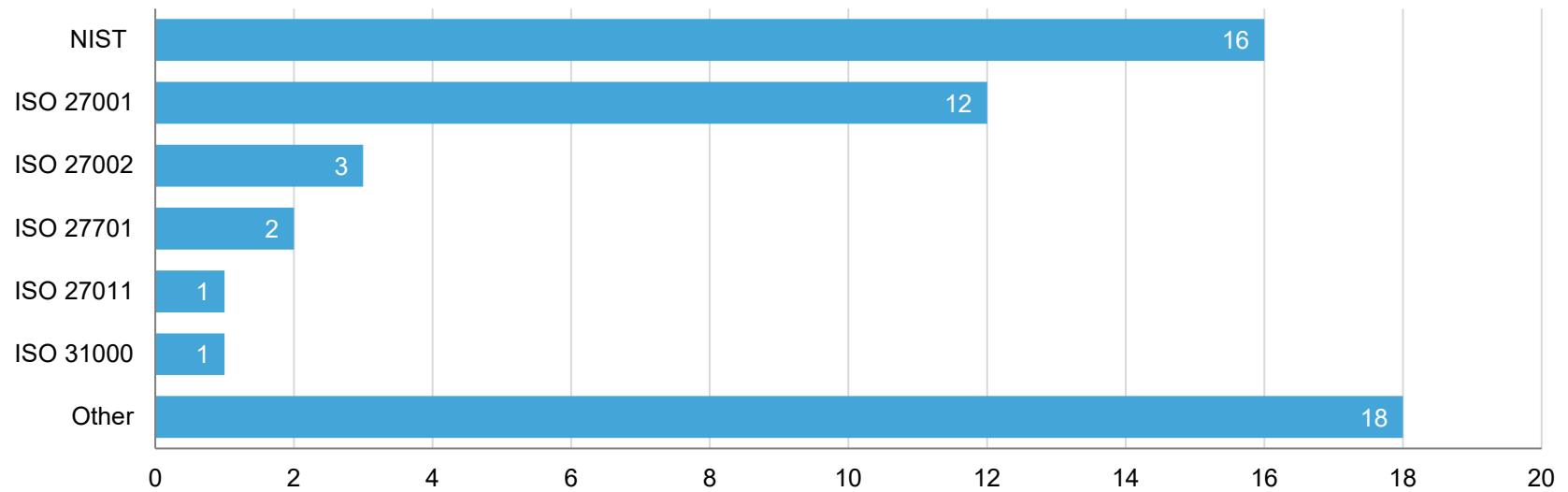
DISCLOSED EXECUTIVE OFFICER TITLES



CYBER SECURITY FRAMEWORKS

While the Cyber Rules do not require reference to cybersecurity frameworks, 25 of the surveyed companies reference use of at least one cybersecurity framework, with NIST appearing in 16 of these instances and ISO 27001 appearing in 12 of these instances, often together with other frameworks.

DATA SECURITY FRAMEWORKS



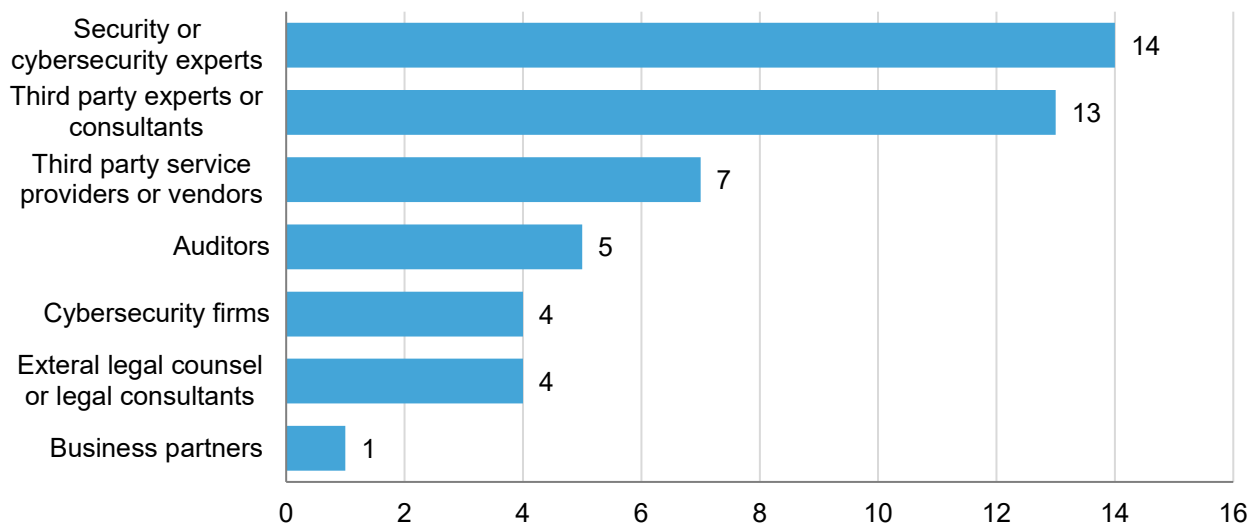
THIRD PARTY SERVICE PROVIDERS

The Cyber Rules require disclosure of whether a cybersecurity program engages consultants, auditors, or other third parties.

31 of the surveyed companies reference engagement of third parties with the following being the most common approaches:

- 14 reference security or cybersecurity experts (either alone or in combination with others);
- 13 reference third party experts, external parties or outside consultants generically (either alone or in combination with others);
- 7 reference third party service providers or vendors in combination with others;
- 5 reference external auditors in combination with others;
- 4 reference cybersecurity firms (either alone or in combination with others);
- 4 reference external legal counsel or external legal consultants in combination with others; and
- 1 references business partners.

DISCLOSURE OF THIRD-PARTY SERVICE PROVIDERS



SURVEY METHODOLOGY

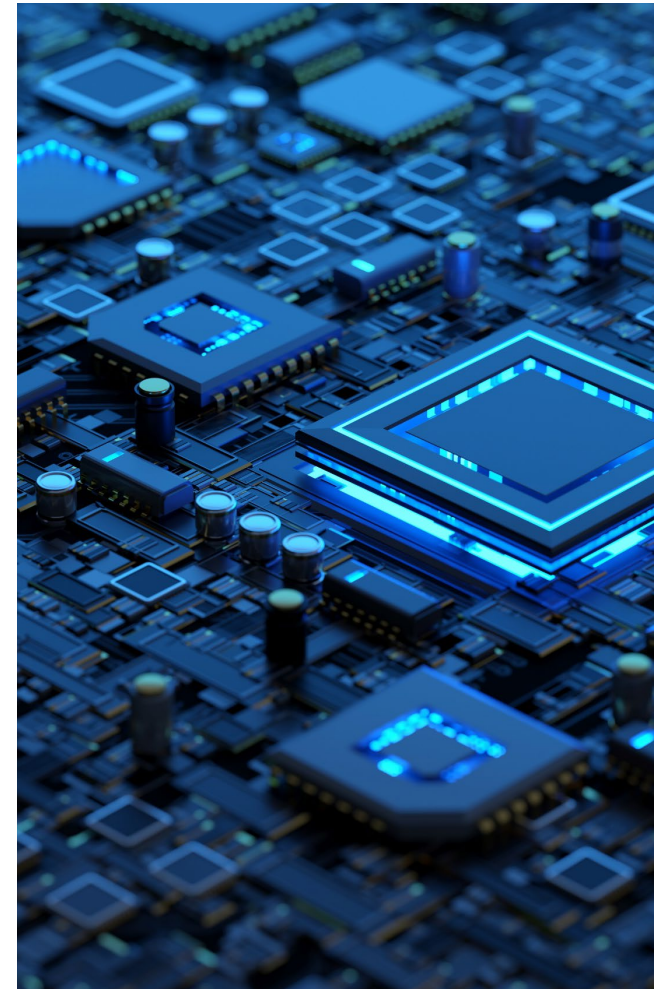
The data points presented in this survey were gathered from 44 selected annual reports on Form 20-F filed with the U.S. Securities and Exchange Commission between February 21 and April 30, 2024, by foreign private issuers that:

- are listed on the New York Stock Exchange or Nasdaq;
- self-identified as Well-Known Seasoned Issuers; and
- had a market-cap of more than \$25 billion.

A list of the companies whose annual reports we reviewed is provided in [Annex A](#).

In compiling the data for this survey, we chose to aggregate certain substantially similar items that we believe presented only a minor variation in naming or phrasing. For example:

- we counted allocation of oversight to an “Audit and Corporate Practices Committee” as allocation of oversight to an “Audit Committee”;
- we counted a reference to the “Group Technology Risk Committee” together with a reference to the “Risk Committee”; and
- we counted disclosures referencing engagement of “independent third parties...to assess...cybersecurity capabilities” as “cybersecurity experts”.



ANNEX A

SELECTED ANNUAL REPORTS REVIEWED

Company Name	Date of Form 20-F filing	SIC – Industry	Country of Incorporation	Exchange
ALCON INC	2/27/2024	3851 - OPHTHALMIC GOODS	Switzerland	NYSE
AMBEV S.A.	3/11/2024	2080 - BEVERAGES	Brazil	NYSE
AMERICA MOVIL SAB DE CV	4/30/2024	4813 - TELEPHONE COMMUNICATIONS	Mexico	NYSE
ANHEUSER-BUSCH INBEV SA/NV	3/11/2024	2082 - MALT BEVERAGES	Belgium	NYSE
BAIDU, INC.	3/15/2024	7370 - SERVICES-COMPUTER PROGRAMMING, DATA PROCESSING, ETC.	Cayman Islands	NASDAQ
BANCO BILBAO VIZCAYA ARGENTARIA, S.A.	3/1/2024	6029 - COMMERCIAL BANKS, NEC	Spain	NYSE
BANCO SANTANDER (BRASIL) S.A.	2/26/2024	6029 - COMMERCIAL BANKS, NEC	Brazil	NYSE
BANCO SANTANDER, S.A.	2/21/2024	6029 - COMMERCIAL BANKS, NEC	Spain	NYSE
BANK BRADESCO	4/29/2024	6022 - STATE COMMERCIAL BANKS	Brazil	NYSE
BP PLC	3/8/2024	2911 - PETROLEUM REFINING	United Kingdom	NYSE
CHUNGHWA TELECOM CO LTD	4/17/2024	4812 - RADIOTELEPHONE COMMUNICATIONS	Taiwan, Republic of China	NYSE
COCA-COLA EUROPACIFIC PARTNERS PLC	3/15/2024	2086 - BOTTLED & CANNED SOFT DRINKS & CARBONATED WATERS	United Kingdom	NASDAQ
ECOPETROL S.A.	4/18/2024	1311 - CRUDE PETROLEUM & NATURAL GAS	Colombia	NYSE
ENI SPA	4/5/2024	1311 - CRUDE PETROLEUM & NATURAL GAS	Italy	NYSE

ANNEX A

SELECTED ANNUAL REPORTS REVIEWED (CONTINUED)

Company Name	Date of Form 20-F filing	SIC – Industry	Country of Incorporation	Exchange
EQUINOR ASA	3/21/2024	2911 - PETROLEUM REFINING	Norway	NYSE
FERRARI N.V.	2/22/2024	3711 - MOTOR VEHICLES & PASSENGER CAR BODIES	Netherlands	NYSE
GLOBALFOUNDRIES INC.	4/29/2024	3674 - SEMICONDUCTORS & RELATED DEVICES	Cayman Islands	NASDAQ
GSK PLC	3/5/2024	2834 - PHARMACEUTICAL PREPARATIONS	United Kingdom	NYSE
HSBC HOLDINGS PLC	2/22/2024	6035 - SAVINGS INSTITUTION, FEDERALLY CHARTERED	United Kingdom	NYSE
ICON PLC	2/23/2024	8731 - SERVICES-COMMERCIAL PHYSICAL & BIOLOGICAL RESEARCH	Ireland	NASDAQ
ING GROEP NV	3/8/2024	6029 - COMMERCIAL BANKS, NEC	Netherlands	NYSE
ITAU UNIBANCO HOLDING S.A.	4/29/2024	6022 - STATE COMMERCIAL BANKS	Brazil	NYSE
JD.COM, INC.	4/18/2024	5990 - RETAIL-RETAIL STORES, NEC	Cayman Islands	NASDAQ
LI AUTO INC.	4/12/2024	3711 - MOTOR VEHICLES & PASSENGER CAR BODIES	Cayman Islands	NASDAQ
LLOYDS BANKING GROUP PLC	2/22/2024	6029 - COMMERCIAL BANKS, NEC	United Kingdom	NYSE
MEXICAN ECONOMIC DEVELOPMENT INC	4/23/2024	2086 - BOTTLED & CANNED SOFT DRINKS & CARBONATED WATERS	Mexico	NYSE
NETEASE, INC.	4/25/2024	7372 - SERVICES-PREPACKAGED SOFTWARE	Cayman Islands	NASDAQ
NU HOLDINGS LTD.	4/19/2024	6199 - FINANCE SERVICES	Cayman Islands	NYSE
ORANGE	3/29/2024	4813 - TELEPHONE COMMUNICATIONS	France	NYSE
PDD HOLDINGS INC.	4/25/2024	7389 - SERVICES-BUSINESS SERVICES, NEC	Cayman Islands	NASDAQ

ANNEX A

SELECTED ANNUAL REPORTS REVIEWED (CONTINUED)

Company Name	Date of Form 20-F filing	SIC – Industry	Country of Incorporation	Exchange
PETROBRAS - PETROLEO BRASILEIRO SA	4/12/2024	1311 - CRUDE PETROLEUM & NATURAL GAS	Brazil	NYSE
PRUDENTIAL PLC	3/26/2024	6311 - LIFE INSURANCE	United Kingdom	NYSE
RELX PLC	2/22/2024	7389 - SERVICES-BUSINESS SERVICES, NEC	United Kingdom	NYSE
SANOFI	2/23/2024	2834 - PHARMACEUTICAL PREPARATIONS	France	NASDAQ
SAP SE	2/29/2024	7372 - SERVICES-PREPACKAGED SOFTWARE	Germany	NYSE
SEA LTD	4/26/2024	7380 - SERVICES-MISCELLANEOUS BUSINESS SERVICES	Cayman Islands	NYSE
SHELL PLC	3/14/2024	1311 - CRUDE PETROLEUM & NATURAL GAS	United Kingdom	NYSE
STMICROELECTRONICS N.V.	2/22/2024	3674 - SEMICONDUCTORS & RELATED DEVICES	Netherlands	NYSE
TELEFONICA S A	2/23/2024	4813 - TELEPHONE COMMUNICATIONS	Spain	NYSE
TENCENT MUSIC ENTERTAINMENT GROUP	4/18/2024	4832 - RADIO BROADCASTING STATIONS	Cayman Islands	NYSE
TOTALENERGIES SE	3/29/2024	1311 - CRUDE PETROLEUM & NATURAL GAS	France	NYSE
TRIP.COM GROUP LTD	4/29/2024	7389 - SERVICES-BUSINESS SERVICES, NEC	Cayman Islands	NASDAQ
UNILEVER PLC	3/14/2024	2840 - SOAP, DETERGENTS, CLEANING PREPARATIONS, PERFUMES, COSMETICS	England	NYSE
WOODSIDE ENERGY GROUP LTD	2/27/2024	1311 - CRUDE PETROLEUM & NATURAL GAS	Australia	NYSE

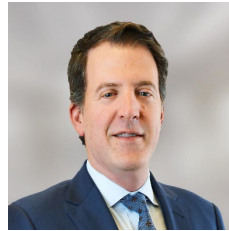
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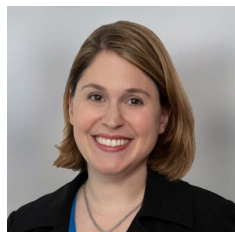
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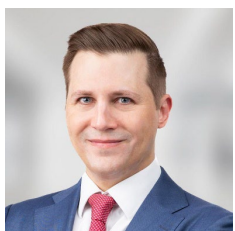
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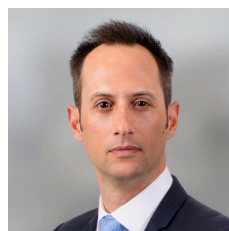
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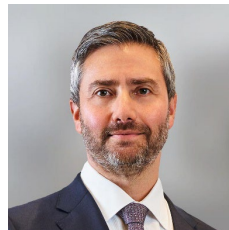
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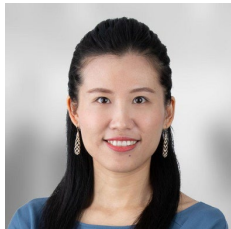
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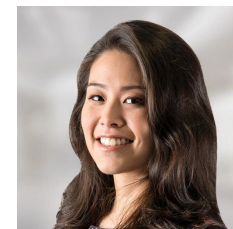
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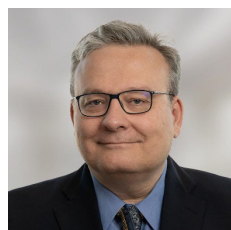
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