Why corporate governance?
Good corporate governance—well-defined shareholder rights, strong internal controls, high levels of transparency and disclosure, and an empowered board of directors—can improve a company’s performance and profitability, and make it more attractive to investors and lenders. For this reason, corporate governance has become a hot topic in the business world, especially in emerging markets where governance improvements can improve a firm’s access to capital and access to international markets. Financial institutions can offer corporate governance-targeted finance aimed at strengthening client business performance while enhancing credit quality and bottom line portfolio returns. This market has great potential and IFC specialists are uniquely qualified to help banks access it.

What are the opportunities for financial institutions in corporate governance finance?
- **Access to large market with high growth potential:** Financial institutions can extend corporate governance finance to any client company—including family-owned businesses, listed, newly-privatized companies, and small enterprises (SMEs)—making this a large potential market.
- **Lower credit risk:** Good corporate governance improves the management and credit-worthiness of companies, leading to stronger operational performance and reducing the risk of non-performing loans. An ABN/AMRO study showed that Brazilian firms with above-average corporate governance had ROEs that were 45% higher and net margins that were 76% higher than those with below-average governance practices.
- **Improved portfolio strength:** By improving the performance of client companies, financial institutions can strengthen their own bottom line portfolio performance. Rating agencies see institutions with good governance in a better light, which may lower the cost of capital for banks too.
- **Market differentiation:** Financial institutions well-acquainted with best practice corporate governance projects have value-added appeal to companies seeking to improve performance in competitive regional and international markets. Finance in this area may attract new business while acting as a cross-selling tool to serve existing clients with a more sophisticated product package.
- **Increased brand value:** Financial institutions can enjoy the reputational benefits associated with practising good corporate governance and promoting the same high standards with clients to increase their brand value with shareholders, customers, and policy makers.

What are the key issues—questions to ask?
- **Portfolio profile:** What is the bank’s existing portfolio profile? What types of companies could be a focus for corporate governance-targeted lending? What is the potential for market sizing? Are any client companies already adhering to best practice corporate governance standards?
- **Client capacity:** Can client companies meet the necessary corporate governance requirements (e.g., audited financial statements, business program, and succession planning)? What is their level of awareness and current corporate governance practices, if any? What level of technical assistance may be necessary to help client companies meet eligibility and performance requirements?

Good corporate governance attracts premium valuations:
- A 2002 McKinsey survey showed that institutional investors would pay premiums to own well-governed companies, averaging 30% in Eastern Europe and Africa, and 22% in Asia and Latin America.

Companies with good governance perform better:
- A 2004 study of S&P 500 firms by Deutsche Bank showed that companies with strong or improving corporate governance outperformed those with poor or deteriorating practices by about 19% over a two-year period.

Good governance improves client credit risk:
- A report by FitchRatings found a statistically significant relationship between a firm’s corporate governance and its credit quality, with stronger and weaker governance practices resulting in higher and lower credit ratings, respectively.

Good governance improves a bank’s credit ratings:
- IFC spearheaded corporate governance improvements with Romania’s Banca Comerciala Romana (BCR) to bring the bank into line with European Union standards. In 2005, FitchRatings and S&P upgraded BCR’s ratings, citing improvements in corporate governance and risk management as the major reasons.
Deal Highlight: Corporate Governance Credit Line, Brazil

| Purpose | US$25 million credit line to support a Brazilian bank in extending corporate governance finance to clients |
| Financial institution | Leading commercial bank in Brazil |
| Borrower | Middle-market companies |
| Eligibility | Eligible firms meet predetermined corporate governance thresholds and agree to improve performance within an agreed timeframe (18 months) |
| Repayment | 7 years |
| IFC role | Beyond financing, IFC worked with the bank to develop a flexible corporate governance methodology to evaluate client company performance |

Project impact: Corporate governance has been such a popular business line that the bank approached IFC for additional financing in 2005. IFC’s total sustainability credit line with the bank (including environmental projects) now stands at $100 million.

How can IFC help?

IFC is developing corporate governance lending with leading banks in Brazil, Colombia, Mexico, Peru, and South Africa. IFC’s offering includes:

- **Global expertise in corporate governance**: IFC is a leader among multilateral financing institutions in integrating corporate governance into all phases of the investment process. IFC works with partners across the financial spectrum to implement international corporate governance standards.

- **Flexible financing**: IFC offers medium- to long-term credit lines to support financial institutions to implement corporate governance-targeted lending to clients aimed at improving credit risk and business performance.

- **Corporate governance methodology**: IFC provides the methodological framework for financial institutions to implement corporate governance projects with clients. Adapted to banks’ needs, IFC’s framework measures client company management commitment, accountability and transparency over an agreed period at escalating performance levels.

- **Technical Assistance**: IFC can provide customized training and assistance to financial institutions during project implementation. In addition, IFC may be able to provide corporate governance technical assistance to banks’ client companies.

Who to contact at IFC?

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The mission of the IFC is to promote sustainable private sector investment in developing and transition countries, helping to reduce poverty and improve people’s lives. Since its founding in 1956 through FY05, IFC has committed more than $49 billion of its own funds and arranged $24 billion in syndications for 3,319 companies in 140 developing countries. For more information, visit www.ifc.org.