

ICSC and ICD webinar on the Philippines energy transition 20 August 2021

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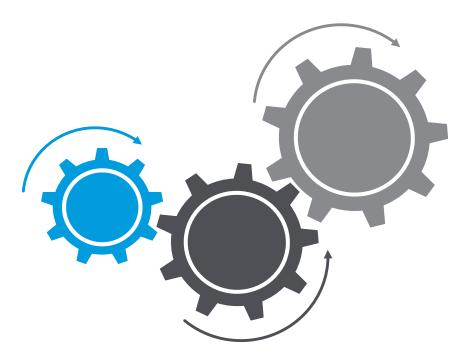






# D&O liability risks stem from physical and transition risks





Physical risks gradual onset changes, extreme weather events and ecological impacts



### **Transition risks**

market impacts driven by policy and regulation, technology and social responses to those physical risks



**Liability risks** failure to mitigate, adapt to or disclose the physical or transition risks





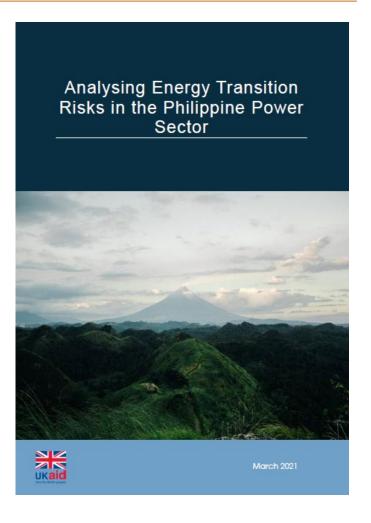
## The KEEP report highlights transition risks to Filipino banks



#### Key drivers of transition risks

- The speed of the energy transition in the Philippines will be driven by a combination of endogenous and exogenous factors. Specifically,
  - o The rate of technology innovation in power generation technologies.
  - Divestment, restrictions, and cost of capital from capital market and financial regulatory policies.
  - o Carbon pricing and air pollution policies.
  - A shift in foreign restrictions to ownership.
  - o Grid absorption capability and management.
  - Institutional inertia.
  - o Availability of viable land due to land scarcity and convertibility issues.
  - o Volatility and trends in coal and gas prices.
  - Regulatory incentive improvements.
  - o Retail competition's interaction with low-cost renewable energy.

Carbon emissions have to decline by 45% from 2010 levels over the next decade in order to reach net zero by 2050. This requires a massive reallocation of capital. If some companies and industries fail to adjust to this new world, they will fail to exist."



Governor of Bank of England Mark Carney Governor of Banque de France François Villeroy de Galhau and Chair of the Network for Greening the Financial Services Frank Elderson (17 April 2019)

## Ongoing ratchet in investor and regulatory expectations globally, despite covid





Regulators and investors respond to the climate science



Heightened investor expectations – from intention to action, net zero by 2050 or sooner



Call to action on climate risk – supervision, stress testing and own balance sheets



Supervision from prudential, corporate and securities regulators



Debt markets accelerate pricing of climate risks



Heightened societal expectations of financial institutions on climate change



IFRS trustees guidance on integrating climate risks in financial statements prepared to IFRS Standards, plus ISSB consultation



Disorderly transition looking increasingly plausible as the physical impacts increase



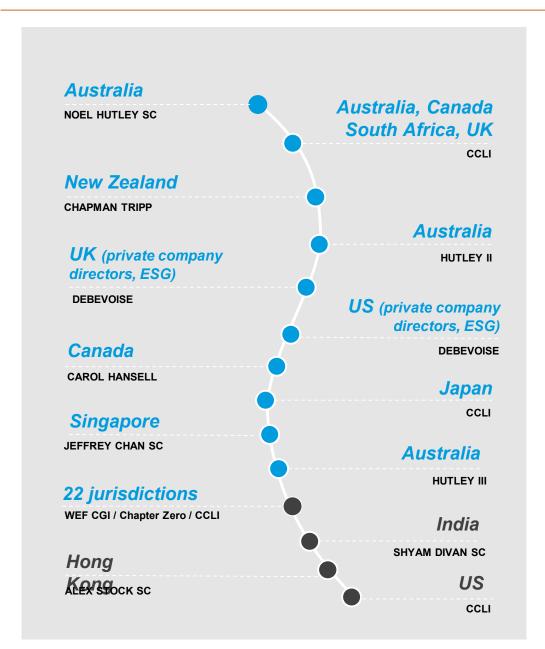
The EU continues to push policy and regulatory ambition forward globally with the Green Deal, Taxonomy and carbon border adjustment mechanisms



Covid-19 shows importance of stress-testing and scenario analysis in the face of uncertainty

# Legal opinions on directors' duties and climate or ESG



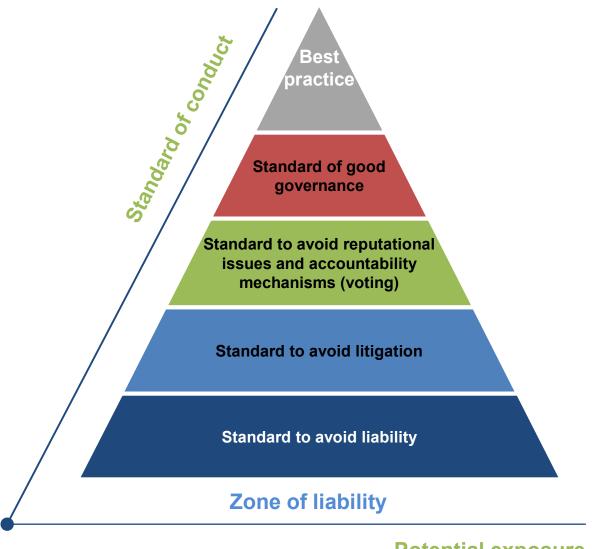


Directors' duties to act in the best interest of the company require consideration of climate issues to the extent they intersect with the interests of the company.

And the duty to exercise due care, skill and diligence requires a proactive and increasingly robust consideration of climate risks to fulfil the standard of care.

### Hierarchy of personal exposure for D&Os in the energy transition





**Potential exposure** 

## Key questions for directors of financial institutions



#### RESPONSIBILITY

The legal and financial imperatives for robust integration into risk management, governance and disclosure is clear... the energy transition presents risks and opportunities for Filipino banks.

Good governance practice today requires contemporary understanding, proactive inquiry and critical evaluation on a forward-looking basis.

How will your governance and oversight help your bank to survive and thrive in the disruption of the energy transition?

Analysis and advice based on historical norms instead of policy signals, modelling and future scenarios is a red flag.

LIABILITY





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