

James P. Sheesley  
Assistant Executive Secretary  
Attention: Comments/Legal OES (RIN 3064–AG04)  
Federal Deposit Insurance Corporation  
550 17th Street NW  
Washington, DC 20429

November 18, 2024

Via Email to: [comments@FDIC.gov](mailto:comments@FDIC.gov)

***Re: Regulations Implementing the Change in Bank Control Act (RIN 3064–AG04)***

Dear Mr. Sheesley and members of the Corporation:

The Americans for Financial Reform Education Fund (AFREF) appreciates the opportunity to comment on the proposal by the Federal Deposit Insurance Corporation (FDIC) regarding implementation of the Change in Bank Control Act (CBCA). We strongly support the FDIC’s proposal to remove the exemption from the notice requirement for acquisitions of voting securities of a holding company with an FDIC-supervised subsidiary institution for which the Board of Governors of the Federal Reserve System reviews a notice under the CBCA.

This comment focuses on addressing some of the questions in the Notice of Proposed Rulemaking regarding the presumption of control triggered when an entity owns, controls, or holds the power to vote 10 percent or more of any class of voting securities. More specifically, we: 1) provide background on the role large asset managers play in the governance of public companies; 2) argue that the control presumption should not be rebuttable in cases where an entity has the power to vote 10 percent or more of a class of voting securities in a banking institution; 3) make recommendations for what the FDIC and other banking regulators should require of entities that trigger this presumption if regulators are not prepared to make a finding of control; and 4) make the case for the Financial Stability Oversight Council (FSOC) to holistically address the financial stability threats posed by asset manager concentration and power.

**I. Role of Large Asset Managers in Governance of Public Companies**

The growth and concentration of the asset management industry has fundamentally changed the structure of our financial and corporate governance systems as they relate to public companies, driven in large part by the shift from expensive actively managed funds to low-cost index funds.

At the end of 2021, the three largest asset managers—BlackRock, Vanguard, and State Street—collectively held nearly 22 percent of shares and voted nearly 28 percent of shares voted in the S&P 500.<sup>1</sup> In 2019, academics projected these asset managers would control 34.3 percent of S&P 500 votes in ten years and 40.8 percent of S&P 500 votes in twenty years.<sup>2</sup>

Their influence is most visible through proxy voting, where these asset managers can cast decisive votes on critical issues such as board composition, executive compensation, shareholder rights, and how to address risks and opportunities related to climate change, human capital management, and racial equity. This voting power translates into influence over corporate leadership that asset managers can exert behind closed doors with little to no transparency. This outsized say over corporate decision-making makes asset managers de facto regulators of public companies.<sup>3</sup>

Despite their legal obligations to act in the best interest of their clients, asset managers are prioritizing their own private, short-term interests in retaining and gaining assets under management and avoiding government regulation over the interest of their clients and the public in mitigating risks to individual companies and risks that affect the financial system as a whole. Indeed, their voting behavior has shown a strong tendency to favor management recommendations, often at the expense of other shareholders' efforts to press companies to address important risks that can affect corporate performance, the safety and soundness of depository institutions, and financial stability.

## **II. Determining that the Control Presumption Cannot Be Rebutted**

The CBCA defines “control” as “the power, directly or indirectly, to direct the management or policies of an insured depository institution” or to vote 25 percent or more of any class of voting securities.<sup>4</sup> FDIC regulations codified that an entity has a presumption of control when it will “own, control, or hold with power to vote” 10 percent or more of any class of voting securities and either the banking institution has registered securities or no other person will “own, control or hold the power to vote” more of that class of voting securities.<sup>5</sup>

It is asset managers' ability to vote a significant portion of proxies in support of or opposition to directors and other kinds of proxy ballot items that gives them control. Laws direct asset managers to exercise shareholder rights (including proxy voting) in the best interest of their

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<sup>1</sup> Bebchuk, Lucian and Scott Hirst. Boston University Law Review, Vol. 102:1547. “[Big Three Power, And Why It Matters](#).” 2022 at 1560.

<sup>2</sup> Bebchuk, Lucian and Scott Hirst. Boston University Law Review, Vol. 99:721. “[The Specter of the Giant Three](#).” 2019 at 737-740.

<sup>3</sup> See Lund, Dorothy S. University of Pennsylvania Law Review, Vol. 171:77. “[Asset Managers as Regulators](#).” 2023; see also DeLong, J. The New York Times. “[Are Index Funds Making the Economy Less Fair?](#)” September 12, 2023.

<sup>4</sup> 12 U.S.C. § 1817(j)(8)(B).

<sup>5</sup> 12 C.F.R. § 303.82(b).

clients. When they have voting power, asset managers cannot fully nullify their responsibility to vote in the best interest of their clients by entering into any agreement with the FDIC or other banking agency without running afoul of one or more of these laws. This means that managers cannot rebut the presumption of control when they have the power to vote 10 percent or more of a class of securities. Additionally, fully eliminating asset manager voting would bring up significant policy concerns of its own.

Below, we discuss: 1) what is known and unknown about how asset managers exert control over certain banking institutions, 2) laws governing asset managers' proxy voting and the exercise of other shareholder rights on behalf of their clients, and 3) policy concerns with the proposed elimination of asset managers' proxy voting responsibilities.

#### *A. Asset manager control*

The largest asset managers, particularly BlackRock and Vanguard, hold significant ownership stakes in many banking institutions. This gives them considerable influence over decisions that impact the policy concerns of the CBCA, including the financial stability of banking institutions, the interests of depositors and the public, the integrity of the Deposit Insurance Fund, and competition.

This section discusses asset manager ownership stakes of FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization, how asset managers voted on shareholder ballot items at these banks in 2024, and the implications of these votes for proposed policy solutions. It also focuses on the three notable 2023 bank failures and the five largest U.S. banks when discussing engagements and proxy voting. While the FDIC was only the primary regulator of First Republic Bank and Signature Bank, these eight examples are included because of their disproportionate impact on the policy concerns under the CBCA and the fact that the FDIC's Notice of Proposed Rulemaking included a commitment to developing an interagency approach to change in control notices alongside the Federal Reserve Board and the Office of the Comptroller of the Currency.

##### 1. Ownership numbers

BlackRock and Vanguard each have shares in over 90 percent of FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization.<sup>6</sup> BlackRock has a 10 percent or more stake in 35 of these institutions (56 percent) and Vanguard has a 10 percent or more stake in 30 (48 percent).<sup>7</sup>

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<sup>6</sup> See Appendix A, Ownership data from FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization.

<sup>7</sup> *Id.*

BlackRock and Vanguard held significant shares in the three notable banks that failed in 2023. Vanguard’s ownership of First Republic Bank stood at 11.24 percent shortly before its failure,<sup>8</sup> while BlackRock held 7.2 percent of the bank’s shares.<sup>9</sup> At Signature Bank, BlackRock controlled 7.5 percent of the shares,<sup>10</sup> and Vanguard owned a comparable stake.<sup>11</sup> Vanguard held more than 10 percent of Silicon Valley Bank (11.25 percent),<sup>12</sup> and BlackRock owned 7.2 percent.<sup>13</sup>

BlackRock and Vanguard also own more than 6 percent of each of the five biggest banks,<sup>14</sup> with Vanguard approaching the 10 percent ownership threshold in JPMorgan Chase (9.42 percent<sup>15</sup>) and in Wells Fargo (8.99 percent<sup>16</sup>). With estimates by academics projecting a steady increase in the ownership stakes and voting power of the largest asset managers,<sup>17</sup> it is likely that Vanguard will reach this threshold soon.

## 2. Engagements

The largest U.S. banks frequently emphasize their regular engagements with their largest shareholders in their annual reports and proxy statements, a group that presumably includes BlackRock and Vanguard since they are usually the two largest shareholders. These banks present engagements as essential to their governance practices, suggesting that these engagements are a critical channel for ensuring that shareholder feedback is incorporated into key management decisions around board composition, risk management, long-term strategy, and executive compensation.

Vanguard<sup>18</sup> and BlackRock<sup>19</sup> also report accounts of their engagements with executive management of the companies in which they own shares in their public stewardship reports, which document the number and general focus of meetings. According to Vanguard’s stewardship and engagement reports, the firm held multiple engagements with the largest U.S.

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<sup>8</sup> First Republic Bank/CA. Securities And Exchange Commission. [Schedule 13G](#). December 30, 2022.

<sup>9</sup> First Republic Bank. Securities And Exchange Commission. [Rule 13d-1\(b\)](#). December 31, 2022.

<sup>10</sup> Signature Bank Corp. Securities And Exchange Commission. [Rule 13d-1\(b\)](#). December 31, 2022.

<sup>11</sup> Signature Bank. Securities And Exchange Commission. [Schedule 14a](#). March 9, 2023.

<sup>12</sup> SVB Financial Group. Securities And Exchange Commission. [Schedule 14a](#). April 27, 2023.

<sup>13</sup> SVB Financial Group. Securities And Exchange Commission. [Schedule 14a](#). April 27, 2023.

<sup>14</sup> JPMorgan Chase & Co. Securities And Exchange Commission. [Schedule 14a](#). April 8, 2023; Wells Fargo & Company. Securities And Exchange Commission. [Schedule 14a](#). March 18, 2024; Bank of America Corporation. Securities And Exchange Commission. [Schedule 14a](#). March 11, 2024.; Citigroup Inc. Securities And Exchange Commission. [Schedule 14a](#). March 10, 2024; U.S. Bancorp. Securities And Exchange Commission. [Schedule 14a](#). March 5, 2024.

<sup>15</sup> JPMorgan Chase & Co. Securities And Exchange Commission. [Schedule 14a](#). April 8, 2024.

<sup>16</sup> Wells Fargo & Company. Securities And Exchange Commission. [Schedule 14a](#). March 18, 2024.

<sup>17</sup> Bebchuk, L. A., & Hirst, S. Boston University Law Review, Vol. 99:721. “[The Specter of the Giant Three](#).” 2019 at 737-740

<sup>18</sup> Vanguard. “[Investment Stewardship Reports and Policies](#).” 2024.

<sup>19</sup> BlackRock. “[Investment Stewardship](#).” 2024.

banks in 2023,<sup>20</sup> 2022,<sup>21</sup> and 2021<sup>22</sup> covering governance topics such as board composition, executive compensation, and risk oversight. BlackRock reports engaging with many of these banks, with a stated focus on issues like climate risk, sustainability reporting, board composition and effectiveness, and governance structure.<sup>23</sup> Both asset managers' limited disclosures offer little visibility into the specifics of what was discussed, what they recommended, and whether and how these discussions influenced banks' decision-making.<sup>24</sup> \

The proxy statements of First Republic Bank<sup>25</sup> and Signature Bank<sup>26</sup> also describe their efforts to engage with their largest shareholders. Both banks reported consistent dialogues with institutional investors in the years preceding their failures, focusing on issues such as executive compensation and risk management. Notably, Vanguard's reports confirm that prior to their collapses, the firm engaged with First Republic Bank on board composition, oversight of strategy and risk, and executive compensation, and with Signature Bank on board composition, oversight of strategy and risk, and shareholder rights.<sup>27</sup> Without more information, it is impossible to determine which actions Vanguard may have encouraged or discouraged that may have contributed to the banks' failures.

### 3. Proxy voting

BlackRock and Vanguard's proxy votes overwhelmingly align with the recommendations of bank management. BlackRock only voted against management on three ballot items across more than seven hundred shareholder votes cast at FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization this year.<sup>28</sup> The votes Vanguard cast against management came from only some of its funds, and these votes were only on eleven ballot items in nine banks.<sup>29</sup>

On the largest banks, where shareholders' concerns about both risks to the institutions and systemic risks are heightened, the asset managers' power can effectively serve as a veto on other shareholders' efforts to push banks to address these risks. The following examples illustrate key votes on issues such as executive compensation, climate-related financial risks, and risks related to racial inequity and lack of respect for labor rights.

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<sup>20</sup> Vanguard. "[Quarterly Engagement Report](#)." 2024.

<sup>21</sup> Vanguard. "[Investment Stewardship 2022 Annual Report](#)." 2023.

<sup>22</sup> Vanguard. "[Investment Stewardship 2021 Annual Report](#)." 2022.

<sup>23</sup> BlackRock. "[Investment Stewardship Q1-Q2 2024 Global Engagement Summary](#)." 2024.

<sup>24</sup> For a detailed tally of all available engagement reports from BlackRock and Vanguard, see Appendix F.

<sup>25</sup> First Republic Bank. Securities And Exchange Commission. [Schedule 14a](#). April 7, 2022

<sup>26</sup> Signature Bank. Securities And Exchange Commission. [Schedule 14a](#). March 9, 2023.

<sup>27</sup> Vanguard. "[Investment Stewardship 2022 Annual Report](#)." 2023.

<sup>28</sup> See Appendix B, BlackRock and Vanguard votes against management at FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization.

<sup>29</sup> *Id.* Our analysis does not count withheld votes as votes against management, even though Vanguard identifies them as such in their N-PX forms filed with the SEC.

#### a. Executive compensation

Across a broad range of banks, including those that have faced significant governance challenges, Vanguard and BlackRock have overwhelmingly voted in favor of executive compensation packages through management-sponsored “say on pay” proposals. This track record suggests that asset managers are not exercising the level of scrutiny necessary to align their proxy voting with their clients’ interests in the long-term stability of the banks.

Both asset managers supported management’s say on pay proposals at First Republic Bank<sup>30</sup> and Signature Bank<sup>31</sup> in the years leading up to their failures. At larger institutions, including JPMorgan Chase,<sup>32</sup> Wells Fargo,<sup>33</sup> Citigroup,<sup>34</sup> Bank of America,<sup>35</sup> and U.S. Bancorp,<sup>36</sup> Vanguard and BlackRock also ratified the board’s compensation-related decisions with limited exceptions.<sup>37</sup> The asset managers’ voting patterns demonstrate a preference for alignment with management’s decisions on executive pay, even in instances where questions about risk oversight and long-term strategic direction had been raised. For example, at Wells Fargo, both asset managers voted in favor of executive compensation in 2023, despite the bank’s ongoing regulatory scrutiny related to its past risk management and compliance failures, including its widely-publicized scandals involving fake accounts.<sup>38</sup> Both asset managers also voted in favor of Citigroup’s say on pay proposal in 2023, even though the Federal Reserve Board subsequently fined it for failing to abide by a 2020 consent order for failing to implement adequate risk management and internal controls.<sup>39</sup>

#### b. Climate-related financial risk

Despite the increasing salience of climate-related financial risks, both BlackRock and Vanguard have regularly voted against shareholder proposals aimed at addressing climate risks. Both asset

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<sup>30</sup> Appendix C2, First Republic Bank, “Advisory Vote To Ratify Named Executive Officers' Compensation.” 2021.

<sup>31</sup> Appendix C3, Signature Bank Corp, “Advisory Vote To Ratify Named Executive Officers' Compensation.” 2022.

<sup>32</sup> Appendix D1, JPMorgan Chase & Co. “Advisory Vote To Ratify Named Executive Officers' Compensation.” 2023.

<sup>33</sup> Appendix D4, Wells Fargo & Company. “Advisory Vote To Ratify Named Executive Officers' Compensation.” 2023.

<sup>34</sup> Appendix D2, Citigroup Inc. “Advisory Vote To Ratify Named Executive Officers' Compensation.” 2023.

<sup>35</sup> Appendix D3, Bank of America Corporation. “Advisory Vote to Ratify Named Executive Officers' Compensation” 2023.

<sup>36</sup> Appendix D5, U.S. Bancorp. “Advisory Vote to Ratify Named Executive Officers' Compensation” 2023.

<sup>37</sup> Certain Vanguard funds voted against Bank of America’s 2023 Say on Pay proposal, deviating from the majority of its funds that supported it. For more details, see Appendix D3, Bank of America Corporation. 2023.

<sup>38</sup> For more details on Wells Fargo’s ongoing regulatory issues, see article on the bank’s recent troubles: Saini, Manya and Nupur Anand. Reuters. “[Wells Fargo’s latest regulatory rebuke may prolong asset cap punishment, analysts say.](#)” September 13, 2024.

<sup>39</sup> See Federal Reserve Board. “[Federal Reserve Board fines Citigroup \\$60.6 million for violating the Board's 2020 enforcement action.](#)” July 10, 2024.

managers opposed JPMorgan Chase shareholder proposals calling for reports on 2030 absolute greenhouse gas emissions reduction targets associated with lending and underwriting<sup>40</sup> and for the development of climate transition plans.<sup>41</sup>

BlackRock and Vanguard also voted against climate-related proposals at Citigroup<sup>42</sup> and Bank of America<sup>43</sup> that aimed at increasing transparency around climate risks and the financing of carbon-intensive industries. The voting records of both BlackRock and Vanguard in these cases highlight a disconnect between their stated engagement priorities on climate risk<sup>44</sup> and their actual voting behavior, which has consistently aligned with management's preferences.

c. Risks related to racial inequity and lack of respect for labor rights

Vanguard and BlackRock have also provided limited support for shareholder proposals aimed at addressing risks related to racial inequity, workplace harassment, and infringements on the freedom of association. Their reluctance to support these shareholder initiatives raises concerns about their commitment to promoting long-term value.

At Wells Fargo, both asset managers voted against proposals that called for the bank to adopt a policy on freedom of association and collective bargaining,<sup>45</sup> and BlackRock voted against a proposal seeking a report on workplace harassment prevention.<sup>46</sup> Wells Fargo also faced a political congruence proposal in 2023, which asked the bank to report on the alignment between its political spending and its public positions on social and environmental issues. Although the proposal received significant shareholder support, BlackRock and Vanguard both voted against it.<sup>47</sup> That these proposals failed to garner support from BlackRock and Vanguard is notable given that Wells Fargo has faced substantial public scrutiny over its treatment of employees and its workplace culture.<sup>48</sup>

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<sup>40</sup> Appendix D1, JPMorgan Chase & Co. "Disclose 2030 Absolute GHG Reduction Targets Associated with Lending and Underwriting." 2023.

<sup>41</sup> Appendix D1, JPMorgan Chase & Co. "Report on Climate Transition Plan Describing Efforts to Align Financing Activities with GHG Targets." 2023.

<sup>42</sup> Appendix D2, Citigroup Inc. "Adopt Time-Bound Policy to Phase Out Underwriting and Lending for New Fossil Fuel Development." 2023.

<sup>43</sup> Appendix D3, Bank of America Corporation, "Disclose 2030 Absolute GHG Reduction Targets Associated with Lending and Underwriting." 2023.

<sup>44</sup> Vanguard. "[Vanguard's approach to responsible investment.](#)" 2024; BlackRock. "[Climate and Decarbonization Stewardship Guidelines.](#)" July 2024.

<sup>45</sup> Appendix D4, Wells Fargo & Company, "Adopt Policy on Freedom of Association and Collective Bargaining." 2023.

<sup>46</sup> Appendix D4, "Wells Fargo & Company, Report on Prevention of Workplace Harassment and Discrimination," 2023.

<sup>47</sup> Majority Action. "[Big Money Big Problems. How Asset Managers Help Corporations Buy Political Power and Hide It from Shareholders.](#)" February 2024 at 4.

<sup>48</sup> Flitter, Emily and Stacy Cowley. The New York Times. "[Wells Fargo Says Its Culture Has Changed. Some Employees Disagree.](#)" March 9, 2019.

There have been growing shareholder calls for transparency on how corporate policies and business practices impact racial equity. However, Vanguard and BlackRock voted against a shareholder proposal requesting a racial equity audit at Bank of America.<sup>49</sup> They also supported the reelection of Timothy P. Flynn, chair of the audit committee at JPMorgan Chase,<sup>50</sup> even though a vote no campaign opposed his re-election for failing to select an independent auditor for the company's racial equity audit.<sup>51</sup> The audit, which focused on assessing JPMorgan's promised \$30 billion commitment to closing the racial wealth gap, was conducted by PriceWaterhouseCoopers but was criticized for lacking meaningful recommendations and being conducted by an auditor without civil rights expertise.

### *B. Laws governing asset manager proxy voting and engagements*

Asset managers' proxy voting and engagement activities may be governed by one or more potentially applicable statutes, including the Investment Advisers Act (Advisers Act) and the Employee Retirement Income Security Act (ERISA). These laws are in place to try to direct asset managers to exercise shareholder rights (including proxy voting) in the best interest of their clients. When they have voting power, asset managers cannot fully nullify their responsibility to vote in the best interest of their clients by entering into an agreement with the FDIC or other banking agency without running afoul of one or more of these laws. This means that asset managers cannot rebut the presumption of control when they have the power to vote 10 percent or more of a class of securities.

The Advisers Act applies to the decisions asset managers make for clients that have contractually delegated the responsibility for voting proxies to them. The Supreme Court and the Securities and Exchange Commission (SEC) have interpreted Section 206 of the Advisers Act as imposing fiduciary duties of care and loyalty on advisers.<sup>52</sup>

The SEC adopted a rule providing that it is a "fraudulent, deceptive, or manipulative act, practice or course of business within the meaning of section 206(4) of the [Advisers] Act" for an adviser to exercise voting authority with respect to client securities unless it adopts and implements "written policies and procedures that are reasonably designed to ensure that [it] vote[s] client securities in the best interest of clients."<sup>53</sup> The SEC's release states that the duty of care "requires an adviser with proxy voting authority to monitor corporate events and to vote the proxies" and

<sup>49</sup> Appendix D3, Bank of America Corporation, "Commission Third Party Racial Equity Audit." 2023.

<sup>50</sup> Majority Action. "[2023 Proxy Season. Equity In The Boardroom.](#)" March 2024 at 20.

<sup>51</sup> SOC Investment Group. "[Letter to JPMorgan Chase & Co. Shareholder Regarding Audit Committee Chairman Timothy P. Flynn.](#)" April 18, 2023.

<sup>52</sup> See *SEC v. Capital Gains Research Bureau*, 375 U.S. 180. 1963.; *Transamerica Mortgage Advisors, Inc. v. Lewis*, 444 U.S. 11. 1979.; see also, e.g., *Alliance Capital Mgmt., L.P., Investment Company Act Release No. 26,312, Investment Advisers Act Release No. 2205. Dec. 18, 2003.*; *Commission Interpretation Regarding Standard of Conduct for Investment Advisers, Investment Advisers Act Release No. 5248. July 12, 2019*; *Proxy Voting by Investment Advisers, Investment Advisers Act Release No. 2106. Jan. 31, 2003.*

<sup>53</sup> 17 C.F.R. § 275.206(4)-6.

that the duty of loyalty requires advisers to vote proxies “in a manner consistent with the best interest of its client” and “not subrogate client interests to its own.”<sup>54</sup>

The SEC has brought at least one enforcement action against an asset manager that consistently voted with management. In 2022, the SEC settled a case brought pursuant to that rule against an adviser, Toews Corporation, that managed mutual funds. The SEC had alleged that Toews gave its proxy voting service provider standing instructions to always vote proxies for shares owned by the funds in accordance with management’s recommendations, despite the fact that it claimed in its disclosed policies to vote “with the goals of maximizing the value of the Fund’s investments, promoting accountability of a company’s management and board of directors to its shareholders, aligning the interest of management with those of shareholders, and increasing transparency of a company’s business and operations.”<sup>55</sup> The SEC asserted that Toews never overrode this standing instruction, reviewed any proxy materials, or determined whether the votes cast by the service provider were in the funds’ best interests.<sup>56</sup> Toews agreed to be censured and to pay a \$150,000 fine.<sup>57</sup>

Additionally, an asset manager may be considered a fiduciary under ERISA, which governs most private sector employee benefit plans including retirement savings plans. An ERISA fiduciary must act “solely in the interest of the plan’s participants and beneficiaries” and for the exclusive purpose of providing benefits to participants and beneficiaries as well as defraying reasonable plan administration expenses. The fiduciary is also required to act “with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims.”<sup>58</sup>

The Department of Labor (DOL) administers ERISA and has rules elaborating these fiduciary standards. They provide that if the authority to manage plan assets has been delegated to an asset manager pursuant to section 403(a)(2) of ERISA, the asset manager has exclusive authority to vote proxies or exercise other shareholder rights unless the plan’s named fiduciary has reserved that right to itself.<sup>59</sup> An asset manager with such authority must, among other things, “[a]ct solely in accordance with the economic interest of the plan and its participants and beneficiaries,” taking into account “factors the fiduciary reasonably determines are relevant to a risk and return analysis, using appropriate investment horizons.”<sup>60</sup>

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<sup>54</sup> Securities and Exchange Commission. 17 C.F.R. Part 275. “[Proxy Voting by Investment Advisers](#).” January 31, 2003.

<sup>55</sup> [In the Matter of Toews Corporation](#), Investment Advisers Act Release No. 6139, Sept. 20, 2022 at 2.

<sup>56</sup> *Id.*

<sup>57</sup> *Id.*

<sup>58</sup> 29 U.S.C. § 1104(a)(1)(A) and (B).

<sup>59</sup> 29 C.F.R. § 2550.404a-1(d)(4)(i)(B).

<sup>60</sup> 29 C.F.R. § 2550-404a-1(d)(2)(ii)(A).

DOL regulations also require fiduciaries to monitor any proxy advisory firm they may retain to assist in their fulfillment of their fiduciary obligations.<sup>61</sup> The adopting release for these regulations clarifies that fiduciaries should review the “implementing activities of the person being selected” and that “[i]f a fiduciary determines that the recommendations and other activities of such person are not being carried out in a manner consistent with those policies and/or guidelines, then the fiduciary should take appropriate action in response.”<sup>62</sup>

Additionally, the DOL has reiterated that shares governed by ERISA “should be voted as part of the process of managing the plan’s investment in company stock,” that “abstaining from a vote is not a neutral act that has no bearing on the outcome of a particular matter put to shareholders for vote,” and that “abstentions leave the interests of plans, participants, and beneficiaries unrepresented in proxy votes.”<sup>63</sup> The DOL clarified the importance of exercising shareholder rights “to monitor or influence management, which may occur in lieu of, or in connection with, formal proxy proposals is no less important to fiduciary management of the investment asset as proxy voting.”<sup>64</sup>

Finally, if an asset manager qualifies as a fiduciary for a state government pension or welfare plan, it is subject to state fiduciary duty laws. While many states’ statutes are similar or identical to ERISA and some states consider ERISA caselaw and DOL guidance to be persuasive authority, there can be significant variation among states’ laws.<sup>65</sup>

### *C. Proposals to eliminate asset managers’ proxy voting responsibilities raise important policy concerns*

Some observers have proposed several potential arrangements to limit the influence of large asset managers over public companies (and not just financial institutions) that raise significant policy concerns. These proposals, however well-intentioned, raise significant policy concerns on top of the potential violation of the fiduciary responsibilities if they were to be implemented by asset managers. These proposals include: 1) depriving asset managers of their ability to vote large stakes altogether, 2) establishing a default that passive funds must vote in accordance with management’s recommendations, 3) requiring asset managers to cast votes that mirror the votes of other shareholders, and 4) requiring passthrough voting of all shares controlled by asset managers. Each of these proposals has significant logistical and fiduciary shortcomings.

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<sup>61</sup> 29 C.F.R. § 2550-404a-1(d)(2)(ii)(E).

<sup>62</sup> Federal Register. “[Prudence and Loyalty in Selecting Plan Investments and Exercising Shareholder Rights](#).” December 1, 2022.

<sup>63</sup> *Id.*

<sup>64</sup> *Id.*

<sup>65</sup> David H. Webber, “[Putting Labor’s Capital to Work for Labor](#),” Aug. 2022 at 29, 41; Freshfields Bruckhaus Deringer LLP, “[A Legal Framework for Impact](#),” July 2021 at 123 n.44.

First, some argue that asset managers should not vote large stakes because there is a distinction between shareholders seeking firm-specific returns—including actively-managed mutual funds and corporate executives—and shareholders following a passive strategy that tracks an index. In this account, investment advisers for passive funds have inadequate incentives to gather information about companies in their portfolios and take actions to increase the value of those companies, which would in any event benefit other fund managers equally, increasing the likelihood that passive funds' votes will be uninformed and reflect a one-size-fits-all approach that “will make many companies worse off,” according to University of Chicago Law School professor Dorothy Lund.<sup>66</sup>

This claim disregards the true incentives of shareholders tracking an index, which can be of particular importance to financial institution stability. At least 75 percent of diversified equity portfolio returns are attributable to systemic factors, rather than the performance of individual stocks.<sup>67</sup> It is in diversified shareholders' interests to inform themselves about, and take actions to mitigate, systemic risks that depress market performance or threaten financial stability, like those that precipitated the 2008 financial crisis. Shareholders seeking firm-specific returns do not share these incentives.

The proposed elimination of votes for passive fund shares would undermine the valuable diversified shareholder orientation to bolster financial stability. Eliminating these shareholder votes would boost the influence and short-term perspectives of corporate executives, as the total eligible shareholder votes would decline, which would boost management's shareholder votes. In 2024, removing asset managers' proxy voting would amplify insiders' share voting by 28 percent on average amongst FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization.<sup>68</sup> The time horizons of executives tend to be significantly shorter than those of passive shareholders,<sup>69</sup> and studies show that financial institutions' pay arrangements that rewarded short-term performance in the years leading up to the 2008 financial crisis incentivized executives to take excessive risks.<sup>70</sup> There have been many

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<sup>66</sup> Lund, Dorothy S. *The Journal of Corporation Law*. Vol. 43:3 “[The Case Against Passive Shareholder Voting](#),” 2018 at 495.

<sup>67</sup> Orsagh, Matt. CFA Institute Market Integrity Insights. “[ESG Q&A: Moving Beyond Modern Portfolio Theory](#).” May 3 2021;

TIIP October Newsletter. “[TIIP the Investment Integration Project](#).” October 31, 2023.

<sup>68</sup> See Appendix E, Ownership data from FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization. Includes banks with asset manager holdings over 10 percent of shares including BlackRock, Vanguard, T. Rowe Price, and Kayne Anderson.

<sup>69</sup> According to BlackRock, index funds invest in companies for, on average, 25 years. BlackRock, “[It's all about choice](#)” at 6 (hereinafter, “It's all about choice”).

<sup>70</sup> See Bebhuk, Lucian. World Bank Blogs. “[Executive Pay and the Financial Crisis](#).” January 31, 2012 (citing studies);

Bebhuk, Lucian, Alma Cohen, and Holger Spamann. “[The Wages of Failure: Executive Compensation at Bear Stearns and Lehman 2000-2008](#).” November 22, 2009 at 4.

other examples of excessive risk-taking at financial institutions tied to executive pay in subsequent years.<sup>71</sup>

There are conflicts of interest between asset managers that advise index funds and the funds' investors that have been roadblocks to asset managers exercising their proxy voting power in ways that further the investors' interests in mitigating risks that depress market performance or threaten financial stability. But, eliminating the shareholder rights of those who have the strongest interests in financial stability and increasing the power of executive shareholders that are incentivized to take excessive risks is no solution.

Second, requiring passive funds to vote in accordance with management's recommendations at FDIC-supervised institutions would exacerbate the concerns over the compensation incentives for executives to take on outsized risks. To the extent that management recommendations reflect the greater risk tolerance of corporate executives, consistently following them could undermine the stability of FDIC-supervised institutions. Voting with management could amplify the effects of these shorter-term incentives while stifling the voices of shareholders who are pressing companies to address important risks, including systemic risks that depress market performance or threaten financial stability. It would have a similar effect to removing asset managers' proxy voting, which as discussed above, would amplify insiders' share voting by 28 percent on average amongst FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization.<sup>72</sup> Importantly, asset manager proxy votes that are in line with management recommendations are not "passive." It is the same exercise of control as voting any other way.

Third, the popular recommendation to curb asset manager power through so-called "mirror voting," where a fund votes shares in proportion to the votes cast by other shareholders, is logistically cumbersome and impractical. The INvestor Democracy is Expected Act ("INDEX Act") would require a passively managed fund holding more than 1 percent of a portfolio company's shares to solicit instructions from the fund's own investors on matters submitted for a vote at the company's shareholder meeting and mirror vote uninstructed shares on certain kinds of proposals "in a manner that is proportionate to the votes submitted on the matter by all other security holders of the registrant."<sup>73</sup>

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<sup>71</sup> Naylor, Bartlett, & Zachary Brown. Public Citizen. "[Inappropriate: Banker Scams Continue as Washington Fails to Reform Pay as Mandated by 2010 Law](#)." September 9, 2022.; Federal Reserve Board. "[Review of the Federal Reserve's Supervision and Regulation of Silicon Valley Bank](#)." April 28, 2023 at 74-75.

<sup>72</sup> See Appendix E, Ownership data from FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization. Includes banks with asset manager holdings over 10 percent of shares including BlackRock, Vanguard, T. Rowe Price, and Kayne Anderson.

<sup>73</sup> Proposed new section [15 U.S.C. § 208A\(e\)\(2\)](#).

The complexity of the proxy voting process would make such a mirror voting requirement difficult to satisfy. Most shares held by mutual funds and other institutional investors (known as shares held in street name) are voted through Broadridge Financial Solutions (Broadridge), while shares owned by registered shareholders are voted directly with the company. The complete vote count (and thus vote proportions) is unknown until the shareholder meeting, when the polls are officially closed and the inspector of elections counts all votes.<sup>74</sup> Accordingly, a passive fund wishing to mirror vote would need to have Broadridge issue a legal proxy, then the fund would give that proxy to the inspector of elections with instructions to vote the fund's shares in proportion to the votes cast by all other shareholders. As the inspector of elections is retained by the company and not the shareholders, it is not clear that such mirror voting instructions would be followed. Additionally, mirror voting by asset managers with over 10 percent ownership would result in insiders' share of the vote increasing ninefold on average on the 32 FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization where any asset manager has a more than 10 percent ownership stake and insiders have shares.<sup>75</sup>

Finally, proposals to heighten or mandate pass-through voting, where asset managers solicit proxy votes from individual investors in funds, would be an incomplete solution. This approach has been advocated by some critics of asset manager influence<sup>76</sup> and would be required under the INDEX Act. There is no reason to believe that most individual or even institutional investors in passive funds have the incentives, interest, or resources to vote proxies at the large number of companies in which such funds invest. One proxy solicitor estimates that only 20 percent of retail investors cast proxy votes and even a "steady cadence of solicitation" can only boost proxy voting to 40-45 percent.<sup>77</sup> Pass-through voting uptake among institutional investors has not been strong: As of the end of 2023, only about a quarter of BlackRock's \$2.6 trillion in eligible institutional index equity assets participated in BlackRock's voting choice pass-through voting program.<sup>78</sup> A significant proportion of participating assets in 2022 were legacy separate account clients that "have always controlled their own voting."<sup>79</sup>

The pass-through voting programs of BlackRock, Vanguard, and State Street all include an option that allows clients to select a third-party voting policy pre-approved by the asset

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<sup>74</sup> See 8 Del. Code § 231.

<sup>75</sup> See Appendix E, Ownership data from FDIC supervised banks and holding companies with FDIC-supervised subsidiaries with over \$1 billion in market capitalization. Includes banks with asset manager holdings over 10 percent of shares including BlackRock, Vanguard, T. Rowe Price, and Kayne Anderson.

<sup>76</sup> See, e.g., Griffin, C. Mercatus Center At George Mason University. "[Reforming Index Fund Voting. Mercatus Center.](#)" January, 2020.

<sup>77</sup> Stebbins, A. B., Gerber, M. S., et al. Skadden Podcast / The Informed Board. "[Pass-Through Voting: Empowering Shareholders or Increasing the Influence of Proxy Advisors?](#)" March 15, 2023.

<sup>78</sup> BlackRock. "[Investment Stewardship Annual Report Jan. 1-Dec. 31, 2023.](#)" April 30, 2024 at 14; "It's all about choice," supra note 69 at 4, 6.

<sup>79</sup> BlackRock, "It's all about choice," supra note 69 at 4.

manager.<sup>80</sup> It is the most popular option offered by BlackRock,<sup>81</sup> and it is the only pass-through voting arrangement State Street and Vanguard provide.<sup>82</sup> Although these arrangements may increase the diversity of voting approaches, there is no indication in publicly-available information that asset managers give up ultimate control over how the votes are cast or view passthrough voting as eliminating their fiduciary obligations. These voting decisions can involve significant analysis and judgment. If strict pass-through voting were mandated, in which clients must give instructions on each vote, it seems likely that participation would be low, and voting decisions would default to the passive fund.

### **III. Requirements Absent a Finding of Control**

AFREF does not believe that investors with the power to vote 10 percent or more of any class of voting securities should be able to rebut this presumption of control under the CBCA. However, if the FDIC maintains this rebuttable presumption of control, it must establish mandatory conditions for that rebuttal including: 1) requiring asset managers holding or acquiring such stakes to agree to use an independent proxy voting service provider (an “IPVSP”) to make recommendations about voting the shares, and 2) requiring asset managers to certify their commitment to abstain from engagements with bank executives and leadership. Independent should be defined to exclude any proxy advisory service the asset manager has previously engaged to provide other recommendations and/or vote execution services, as well as any proxy advisory service that has the banking institution as a client.

#### *A. Proxy voting requirements absent a finding of control*

The FDIC should require the use of an IPVSP to effectively accomplish the goal of preventing an asset manager from exercising control over an FDIC-supervised institution, while recognizing the statutory and regulatory fiduciary duties of asset managers. The IPVSP concept is familiar to at least some asset managers, whose proxy voting guidelines describe using an IPVSP in the event of a conflict of interest.<sup>83</sup>

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<sup>80</sup> See Gurrieri, Danielle and Chuck Callan. The Harvard Law School Forum on Corporate Governance. “[Pass-Through Voting: Giving Individual Investors a Voice in Corporate Governance](#).” April 17, 2024; It’s all about choice, supra note 69 at 15.

<sup>81</sup> “It’s all about choice,” supra note 69 at 15.

<sup>82</sup> State Street Global Advisors. “[Proxy Voting Choice Empowers Investors](#).”; Vanguard. “[Vanguard to expand proxy voting choice to additional funds in 2024](#).” December 5, 2023.

<sup>83</sup> See, e.g., Dodge & Cox Funds “[Proxy Voting Policy and Procedures](#).” Mar. 7, 2024. (“Possible resolutions of [material] conflicts [of interest] may include . . . voting in accordance with the guidance of an independent consultant or counsel.”); Capital Group “[Proxy Voting Procedures and Principles](#).” March 2024. (“If a potential conflict is identified according to the procedure above, the [Special Review Committee] will take appropriate steps to address the conflict of interest, which may include engaging an independent third party to review the proxy, using these Principles, and will provide an independent voting recommendation to the Advisers for vote execution.”).

Specifically, we advocate that an asset manager, in order to rebut the presumption of control, be required to do the following for all votes cast at shareholder meetings held by FDIC-supervised institutions and depository institution holding companies with an FDIC-supervised subsidiary institution:

1. Include provisions in its proxy voting guidelines that mandate consideration of whether the action the asset manager is being asked to approve would jeopardize the financial stability of the institution, prejudice the interests of the institution's depositors, not be in the interest of the public, substantially lessen competition, or adversely affect the Deposit Insurance Fund (the "Guideline Provisions");
2. Engage an IPVSP with expertise in FDIC-supervised institutions to provide voting recommendations for matters presented for a shareholder vote, and ensure that the contract requires the IPVSP to apply the Guideline Provisions; and
3. Vote in accordance with the IPVSP's recommendations unless the manager concludes that doing so would violate applicable law or regulation, a conclusion that must be supported by a written opinion of counsel.

To permit the FDIC to monitor an asset manager's adherence to these commitments, robust reporting to the FDIC should be mandated, in addition to annual certifications of asset manager compliance. An asset manager should be required to provide annually to the FDIC:

1. The manager's proxy voting guidelines containing the Guideline Provisions,
2. The identity of the IPVSP the manager has retained,
3. An attestation that the IPVSP has agreed to apply the Guideline Provisions when making recommendations,
4. Any votes on which the manager declined to vote in accordance with the IPVSP's recommendation and a description of the rationale for that decision, and
5. Opinion(s) of counsel on which the manager relied in declining to vote in accordance with the IPVSP's recommendation(s).

*B. Engagement requirements absent a finding of control*

The FDIC must consider a complete ban on asset manager firms from engaging with the management and executives of FDIC-supervised depository institutions and holding companies with FDIC-supervised bank subsidiaries. The scale of asset manager ownership and shareholder voting power means that any engagement between asset managers and managers of banks would be tantamount to exercising control. Anything short of a ban on engagements should not be sufficient to rebut the presumption of control. Any other parameters short of a complete ban would only be a way to shape that control, not give it up. Asset managers seeking to rebut the

presumption of control should agree and certify that they will not engage with the leadership of FDIC-supervised banks or holding companies that control them.

Admittedly, a ban would be difficult to enforce, as topics discussed between the leadership of the asset manager and the banking institution at social events would be difficult to police. But this difficulty is another reason to find that the presumption of control cannot be rebutted. However, if the FDIC wants to study the issue further before making this determination, the agreement used to rebut the presumption must include a requirement that the asset manager provide an annual written certification that it is complying with this provision. Separately, the FDIC must seek annual written confirmation from the FDIC-supervised institution and any bank holding company controlling an FDIC-supervised institution that the asset manager did not engage with them. If the FDIC finds evidence indicating the asset manager violated this provision, the FDIC should commence a cease-and-desist action to revoke the agreement and reinstitute the presumption of control.

If the FDIC does not want to require a ban to rebut the presumption, another possibility is to require the asset manager to pre-clear engagement topics and recommendations with the FDIC prior to engaging with the banking institution and publicly disclose them afterwards. When evaluating proposed engagement topics and recommendations for pre-clearance, the FDIC must consider whether the engagements may trigger any of the factors listed in the CBCA as reasons to disapprove of a proposed acquisition, including whether the recommendations might jeopardize the financial stability of the bank or not be in the interest of depositors or the public.<sup>84</sup> Again, this does not properly rebut the presumption of control; it simply attempts to shape how the control is exercised to minimize the possibility of triggering the policy concerns behind the CBCA. These requirements would be best reserved as conditions of approval of a proposed acquisition.

#### **IV. The FSOC Should Address the Financial Stability Risks of Asset Manager Concentration and Power**

While we commend the FDIC for the important action it is taking through this proposed rule, action by the FSOC is necessary to address the concentrated asset manager power that can pose financial stability concerns. The largest asset managers' outsized influence over public companies means they have the power to either compel public companies to address financial stability risks, or conversely, to serve as a veto point when other shareholders seek to do so. The conflict of interest inherent in their business model—whereby they prioritize maintaining and expanding assets under management and avoiding regulation instead of addressing risks to fund investors—has resulted in their opting for the latter.

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<sup>84</sup> 12 U.S.C. 1817(j)(7).

The FSOC was created for the very purpose of monitoring and addressing financial stability risks and has a powerful tool to use in its efforts: the authority to designate nonbank financial institutions as systemically important, which triggers consolidated supervision by the Federal Reserve and enhanced regulatory safeguards.

The FSOC can designate a nonbank as systemically important if it “determines that material financial distress at the U.S. nonbank financial company, or the nature, scope, size, scale, concentration, interconnectedness, or mix of the activities of the U.S. nonbank financial company, could pose a threat to the financial stability of the United States.”<sup>85</sup> Past analyses of the financial stability risks posed by asset managers have focused on the risks that would result from “material financial distress” of the asset managers,<sup>86</sup> but the risks that result from the largest asset managers’ significant, often decisive power—due to their nature, scope, size, scale, and concentration—over whether and how public companies address financial stability risks have been underexplored.

The FSOC identified climate change as a financial stability risk in 2021,<sup>87</sup> and issued a progress report that continued to stress the priority of addressing the systemic risks posed by the climate crisis to the financial system in 2023.<sup>88</sup> There is also mounting evidence that economic inequality poses financial stability threats of its own, due in part to the resulting overextension of risky consumer debt, and can exacerbate other financial stability risks like those related to climate change.<sup>89</sup> Other compelling analyses point to racial inequity as a systemic risk<sup>90</sup> and demonstrate the role it plays in enabling financial instability to take hold and spread widely.<sup>91</sup>

The largest asset managers are currently exacerbating rather than ameliorating these financial stability risks. In 2023, for example, large asset managers overwhelmingly supported the directors of U.S.-based companies with operations and business models that were most

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<sup>85</sup> Dodd-Frank Act § 113.

<sup>86</sup> Office of Financial Research. “[Asset Management and Financial Stability](#).” September, 2013; Gruenberg, Martin. FDIC. “[Remarks by FDIC Chairman Martin J. Gruenberg at the Exchequer Club on the Financial Stability Risks of Nonbank Financial Institutions](#).” September 20, 2023.

<sup>87</sup> U.S. Department of the Treasury. “[Financial Stability Oversight Council Identifies Climate Change as an Emerging and Increasing Threat to Financial Stability](#).” October 21, 2021.

<sup>88</sup> U.S. Department of the Treasury. “[Climate-related Financial Risk: 2023 Staff Progress Report](#).” July 28, 2023.

<sup>89</sup> See Tamir, Irit et al. Oxfam and Rights CoLab. “[The Investor Case for Fighting Inequality: How Inequality Harms Investors and What Investors Should Do About It](#).” September 6, 2024;

Committee on Workers’ Capital. “[Shared Prosperity: The Investor Case for Freedom of Association and Collective Bargaining](#).” November 29, 2022;

Lydenberg, Steve et al. Principles for Responsible Investment. “[Why and how investors can respond to income inequality](#).” 2018.

<sup>90</sup> Ziegler, Jessica, Monique Aiken, and William Burkart. The Investment Integration Project. “[Introduction to Racial Inequity as a Systemic Risk: Why Investors Should Care and How They Can Take Action](#).” June 3, 2023.

<sup>91</sup> Shelby, Cary Martin. Scholarly Commons: Northwestern Pritzker School of Law “[Racism as a Threat to Financial Stability](#).” November 12, 2023; Ziegler, Jessica, Monique Aiken, and William Burkart. The Investment Integration Project. “[Introduction to Racial Inequity as a Systemic Risk: Why Investors Should Care and How They Can Take Action](#).” June 3, 2023.

misaligned with 1.5°C pathways, failing to exercise their power to address the risks posed by climate change to the financial system.<sup>92</sup> They also showed very low support for proposals seeking to enhance labor rights, which decrease inequality,<sup>93</sup> and effectively blocked shareholder action on critical racial equity issues.<sup>94</sup> While the largest asset managers had already routinely obstructed investor efforts to compel public companies to address financial stability risks, an unpopular campaign seeking to force financial actors to ignore a slew of financial risks and weaken tools of corporate accountability has only made matters worse.<sup>95</sup>

The FSOC and the Treasury Department’s Office of Financial Research (OFR) must study and address the financial stability risks posed by the nature, scope, size, scale, and concentration of the asset management industry. Designation as systemically important financial institutions would allow the Federal Reserve and other financial regulators to design and implement the supervisory and regulatory interventions necessary to direct large asset managers’ substantial ownership stakes of public companies to ameliorate rather than exacerbate financial stability risks. This issue touches on many financial regulatory agencies represented on the FSOC: the SEC regulates asset managers through the Advisers Act and the Investment Company Act; the Federal Reserve, the Office of the Comptroller of the Currency, and the FDIC regulate banks and bank holding companies, in which asset managers are increasing their ownership stakes; and the Commodity Futures Trading Commission regulates derivatives, which are used by index funds.

We recommend that:

- The OFR study the financial stability risks posed by the outsized power and conflicts of interest of the largest asset managers over the governance of public companies;
- The FSOC begin the process of designating the largest asset managers as systemically important financial institutions;
- The FSOC make recommendations about necessary supervisory and regulatory interventions to encourage large asset managers’ substantial ownership stakes of public companies ameliorate rather than exacerbate financial stability risks;
- The Federal Reserve promulgate rules to apply enhanced prudential standards to nonbanks, including asset managers;
- The Federal Reserve enact guidelines for how large asset managers should engage with public companies to address financial stability risks identified by the FSOC;

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<sup>92</sup> Majority Action. “[Climate in the Boardroom 2023](#).” November 7, 2023.

<sup>93</sup> Committee on Workers’ Capital. “[Voting for Labour Rights: How the World's Largest Asset Managers Measured Up in Proxy Season 2023](#).” January 11, 2024.

<sup>94</sup> Majority Action, SEIU. “[Equity In The Boardroom, How Asset Manager Voting Shaped Corporate Action On Racial Justice](#).” February 2023.

<sup>95</sup> See Masters, Brooke and Kenza Bryan. Financial Times. “[BlackRock's support for ESG measures falls to new low](#).” August 21, 2024; Masters, Brooke and Patrick Temple-West. Financial Times. “[Vanguard backed no environmental or social measures in 2024 proxy season](#).” August 29, 2024.

- The Federal Reserve identify changes to designated asset managers' engagement and proxy voting policies and practices necessary to compel public companies to address financial stability risks;
- The Federal Reserve establish an assets under management limit to mitigate financial stability risks if it determines, after at least two years of designation, that an asset manager is not sufficiently addressing these risks;
- The banking agencies preclude asset managers that have the power to vote 10 percent or more of any class of securities in a bank from rebutting a finding of control under the CBCA;
- The banking agencies require asset managers that have the power to vote 10 percent or more of any class of securities to use their voting and engagement power in a way consistent with financial stability and the interests of depositors and the public;
- The SEC issue guidance on the fiduciary duty advisers owe their clients that includes a requirement for advisers to identify and address financial stability risks (not just company-specific risks); and
- The SEC require advisers to disclose how they identify and address financial stability risks through their engagement and proxy voting policies and practices.

We appreciate the FDIC's consideration of our recommendations. For further discussion, please contact Natalia Renta at [natalia@ourfinancialsecurity.org](mailto:natalia@ourfinancialsecurity.org).

Sincerely,

Americans for Financial Reform Education Fund

## Appendix A: Asset Manager Ownership of Bank Holding Companies with FDIC-Supervised Institutions

Bank Holding Company	Ticker	Market Cap. (\$B)	Institution	% of Shares Held by Asset Managers			
				BlackRock	Vanguard	T Rowe Price	Keyne Anderson
Truist Financial Corporation	TFC	\$57.52	Truist	7.30%	8.84%		
First Citizens BancShares, Inc.	FCNCA	\$30.78	First-Citizens Bank & Trust Company	9.50%	7.52%		
Pinnacle Financial Partners, Inc.	PNFP	\$8.10	Pinnacle Bank	8.90%	9.29%	5.67%	
Prosperity Bancshares, Inc.	PB	\$6.95	Prosperity Bank	8.88%	10.36%		
Cadence Bank	CADE	\$6.00	Cadence Bank	9.70%	10.59%		
Columbia Banking System, Inc.	COLB	\$5.76	Umpqua Bank	8.83%	10.39%		
Glacier Bancorp, Inc.	GBCI	\$5.35	Glacier Bank	12.50%	10.90%		
Bank OZK	OZK	\$5.07	Bank of OZK	7.70%	10.63%		
ServisFirst Bancshares, Inc.	SFBS	\$4.67	ServisFirst Bank	14.40%	10.10%		6.00%
Hancock Whitney Corporation	HWC	\$4.52	Hancock Whitney Bank	14.20%	10.70%		
Ameris Bancorp	ABCB	\$4.46	Ameris Bank	14.70%	10.80%		
International Bancshares Corporation	IBOC	\$4.01	Commerce Bank	11.10%	10.28%		
Texas Capital Bancshares, Inc.	TCBI	\$3.63	Texas Capital Bank	12.60%	10.30%	5.80%	
Eastern Bankshares, Inc.	EBC	\$3.48	Eastern Bank	7.13%	9.28%	7.49%	
First BanCorp.	FBP	\$3.40	FirstBank Puerto Rico	15.21%	13.20%		
Cathay General Bancorp	CATY	\$3.31	Cathay Bank	14.66%	11.36%		
First Hawaiian, Inc.	FHB	\$3.13	First Hawaiian Bank	13.20%	11.50%		10.10%
WaFd, Inc.	WAFD	\$2.88	Washington Federal Bank	14.95%	12.24%		
CVB Financial Corp.	CVBF	\$2.73	Citizens Business Bank	13.90%	11.10%		
Independent Bank Corp.	INDB	\$2.71	Rockland Trust Company	14.30%	12.02%		
TowneBank	TOWN	\$2.58	TowneBank	7.87%	9.89%	5.15%	
Heartland Financial USA, Inc.	HTLF	\$2.55	Arizona Bank & Trust, Bank of Blue Valley, Citiwide Banks, DB&T, First Bank & Trust Texas, Illinois Bank & Trust, Minnesota Bank & Trust, New Mexico Bank & Trust, Premier Valley Bank, Wisconsin Bank & Trust	13.80%	7.60%		
Provident Financial Services, Inc.	PFS	\$2.55	Provident Bank	14.50%	11.40%		
FB Financial Corporation	FBK	\$2.31	FirstBank	14.00%	5.20%	10.10%	
Banner Corporation	BANR	\$2.30	Banner Bank	14.41%	12.18%		
First Merchants Corporation	FRME	\$2.28	First Merchants Bank	8.60%	10.98%		
Live Oak Bancshares, Inc.	LOB	\$2.22	Live Oak Bank	5.60%	6.50%	14.30%	
Renasant Corporation	RNST	\$2.13	Renasant Bank	14.59%	11.41%		
WesBanco, Inc.	WSBC	\$2.10	WesBanco Bank	9.00%	10.07%		
Triumph Financial, Inc.	TFIN	\$2.08	TBK Bank	14.40%	8.40%		11.28%
Merchants Bancorp	MBIN	\$2.05	Merchants Bank of Indiana				
Enterprise Financial Services Corp	EFSC	\$1.97	Enterprise Bank & Trust	10.20%	5.30%		
Stock Yards Bancorp, Inc.	SYBT	\$1.93	Stock Yards Bank & Trust Company	7.00%	6.10%		
OFG Bancorp	OFG	\$1.90	Oriental Bank	14.60%	12.40%		
Columbia Financial, Inc.	CLBK	\$1.84	Columbia Bank				
First Bancorp	FBNC	\$1.80	First Bank	14.05%	6.78%		
First Commonwealth Financial Corporation	FCF	\$1.76	First Commonwealth Bank	14.60%	11.50%		
City Holding Company	CHCO	\$1.75	City National Bank of West Virginia	14.50%	12.04%		
Northwest Bancshares, Inc.	NWBI	\$1.73	Northwest Bank	14.30%	11.80%		

## Appendix A: Asset Manager Ownership of Bank Holding Companies with FDIC-Supervised Institutions

Bank Holding Company	Ticker	Market Cap. (\$B)	Institution	% of Shares Held by Asset Managers			
				BlackRock	Vanguard	T Rowe Price	Kayne Anderson
Lakeland Financial Corporation	LKFN	\$1.72	Lake City Bank	14.30%	7.10%		
National Bank Holdings Corporation	NBHC	\$1.65	NBH Bank	14.30%	11.10%		
Hope Bancorp, Inc.	HOPE	\$1.60	Bank of Hope	14.57%	11.38%		
S&T Bancorp, Inc.	STBA	\$1.52	S&T Bank	14.60%	12.06%		
Veritex Holdings, Inc.	VBTX	\$1.49	Veritex Community Bank	14.20%	6.90%		
TriCo Bancshares	TCBK	\$1.48	Tri Counties Bank	7.47%	5.28%		
First Busey Corporation	BUSE	\$1.48	Busey Bank	8.40%	5.30%		
Customers Bancorp, Inc.	CUBI	\$1.47	Customers Bank	14.41%	6.56%		
Sandy Spring Bancorp, Inc.	SASR	\$1.46	Sandy Spring Bank	9.97%	5.96%		
Stellar Bancorp, Inc.	STEL	\$1.41	Stellar Bank	14.38%	5.72%		
Westamerica Bancorporation	WABC	\$1.37	Westamerica Bank	14.06%	13.11%		
Republic Bancorp, Inc.	RBCAA	\$1.34	Republic Bank & Trust Company				
German American Bancorp, Inc.	GABC	\$1.21	German American Bank	8.20%	5.70%		
Dime Community Bancshares, Inc.	DCOM	\$1.20	Dime Community Bank	14.80%	6.30%		
Berkshire Hills Bancorp, Inc.	BHLB	\$1.18	Berkshire Bank	14.60%	11.60%		
Byline Bancorp, Inc.	BY	\$1.17	Byline Bank	5.52%			
Preferred Bank	PFBC	\$1.11	Preferred Bank	9.80%	6.31%		
Peoples Bancorp Inc.	PEBO	\$1.11	Peoples Bank (Marietta OH)	7.99%	5.31%		
Amalgamated Financial Corp.	AMAL	\$1.08	Amalgamated Bank	8.79%			
Southside Bancshares, Inc.	SBSI	\$1.04	Southside Bank	14.70%	7.10%		
The First Bancshares, Inc.	FBMS	\$1.03	The First Bank	8.71%	5.02%		
Origin Bancorp, Inc.	OBK	\$1.01	Origin Bank	7.90%	5.20%		
ConnectOne Bancorp, Inc.	CNOB	\$1.00	ConnectOne Bank	7.97%	5.12%		

	BlackRock	Vanguard	T Rowe Price	Kayne Anderson
No. of bank holding cos. where asset managers hold 10% or greater stake	35	30	2	2
Share of bank holding cos. where asset managers hold 10% or greater stake	56%	48%	3%	3%
Count of Bank Holding Cos. where asset managers hold any stake	59	57	6	3
Share of bank holding cos. where asset managers hold 10% any stake	95%	92%	10%	5%

**Methodology:** Analysis covers publicly traded banks and bank holding companies with over \$1 billion in market capitalization. Bank list drawn from [stockanalysis.com](https://www.stockanalysis.com) daily banking publicly traded banks on U.S. markets. Bank holding companies matched to depository institutions and FDIC supervision determined by [FDIC Bank Find Suite](#). Asset manager holdings determined through 2024 Securities and Exchange Commission (SEC) filings.

## Appendix B: BlackRock & Vanguard Votes Against Management for FDIC-Supervised Institutions with Over \$1 Billion in Market Capitalization

Bank Holding Company	Proxy Issue Where Asset Manager Voted Against Management	Asset Manager Funds that Voted Against Management
WesBanco, Inc.	To consider and act upon such other matters as may properly come before the meeting or any adjournment thereof	BlackRock Variable Series Funds, Inc. (CIK 0000355916)
		BlackRock Funds (CIK 0000844779)
Merchants Bancorp	Section 14a Say-On-Pay Votes;	BlackRock Variable Series Funds, Inc. (CIK 0000355916)
		BlackRock Funds (CIK 0000844779)
Preferred Bank	Section 14a Say-On-Pay Votes;	BlackRock Variable Series Funds, Inc. (CIK 0000355916)
		BlackRock Funds (CIK0000844779)
Truist Financial Corporation	Ratification of the Appointment of Pricewaterhousecoopers LLP As Truist's Independent Registered Public Accounting Firm For 2024.	Vanguard Windsor Funds (CIK 0000107606) (S000004418)
	Shareholder Proposal Regarding an Annual Report on Lobbying Activities, If Properly Presented at The Annual Meeting.	Vanguard Quantitative Funds (CIK 0000799127) (S000002913)
Pinnacle Financial Partners, Inc.	To Elect Thirteen (13) Persons to Serve as Directors, For A Term Of One Year And Until The Due Election And Qualification Of Their Successors: Abney S. Boxley, III	Vanguard Scottsdale Funds (CIK 0001021882) (S000028087)
First BanCorp.	Election Of Directors: Roberto R. Herencia	Vanguard Scottsdale Funds (CIK 0001021882)
		Vanguard Wellington Fund (CIK 0000105563)
		Vanguard Index Funds (CIK 0000036405)
		Vanguard Admiral Funds (CIK 0000891190)
		Vanguard Horizon Funds (CIK 0000932471)
		Vanguard World Fund (CIK 0000052848)
		Vanguard Explorer Fund (CIK 0000034066)
		Vanguard Institutional Index Funds (CIK 0000862084)
		Vanguard International Equity Index Funds (CIK 0000857489)
		Vanguard Tax-Managed Funds (CIK 0000923202)
		Vanguard Valley Forge Funds (CIK 0000889519)
		Vanguard Variable Insurance Funds (CIK 0000857490)
	Vanguard Whitehall Funds (CIK 0001004655)	
	Election Of Directors: Juan Acosta Reboyras	Vanguard Scottsdale Funds (CIK 0001021882) (S000028087)
Columbia Banking System, Inc.	Section 14a Say-on-Pay Votes	Vanguard Quantitative Funds (CIK 0000799127) (S000002913)
Banner Corporation	Election Of Directors: Roberto R. Herencia	Vanguard Index Funds (CIK 0000036405)
		Vanguard Scottsdale Funds (CIK 0001021882)
		Vanguard Admiral Funds (CIK 0000891190)
		Vanguard World Fund (CIK 0000052848)
		Vanguard Horizon Funds (CIK 0000932471)
		Vanguard Institutional Index Funds (CIK 0000862084)
		Vanguard International Equity Index Funds (CIK 0000857489)
		Vanguard Tax-Managed Funds (CIK 0000923202)
		Vanguard Valley Forge Funds (CIK 0000889519)
		Vanguard Wellington Fund (CIK 0000105563)
		Vanguard Whitehall Funds (CIK 0001004655)
		Vanguard Montgomery Funds (CIK 0001409957)
Live Oak Bancshares, Inc.	Say-on-Pay Vote. Non-Binding, Advisory Proposal to Approve Compensation Paid to Our Named Executive Officers.	Vanguard Quantitative Funds (CIK 0000799127) (S000002913)
WesBanco, Inc.	To Consider and Act Upon Such Other Matters as May Properly Come Before the Meeting or Any Adjournment Thereof.	Vanguard Index Funds (CIK 0000036405)
		Vanguard Scottsdale Funds (CIK 0001021882)

## Appendix B: BlackRock & Vanguard Votes Against Management for FDIC-Supervised Institutions with Over \$1 Billion in Market Capitalization

Bank Holding Company	Proxy Issue Where Asset Manager Voted Against Management	Asset Manager Funds that Voted Against Management
		Vanguard World Fund (CIK 0000052848)
		Vanguard Horizon Funds (CIK 0000932471)
		Vanguard Institutional Index Funds (CIK 0000862084)
		Vanguard International Equity Index Funds (CIK 0000857489)
		Vanguard Valley Forge Funds (CIK 0000889519)
		Vanguard Wellington Fund (CIK 0000105563)
		Vanguard Whitehall Funds (CIK 0001004655)
Merchants Bancorp	Section 14A Say-on-Pay Votes; A Non-Binding, Advisory Vote on the Compensation of the Company's Named Executive Officers.	Vanguard Scottsdale Funds (CIK 0001021882)
		Vanguard Wellington Fund (CIK 0000105563)
		Vanguard Index Funds (CIK 0000036405)
		Vanguard Fiduciary Trust Co (CIK 0000933478)
		Vanguard Institutional Index Funds (CIK 0000862084)
		Vanguard Valley Forge Funds (CIK 0000889519)
		Vanguard World Fund (CIK 0000052848)
Preferred Bank	Section 14A Say-on-Pay Votes; Advisory Vote on Say-on-Pay Frequency	Vanguard Wellington Fund (CIK 0000105563)
		Vanguard Scottsdale Funds (CIK 0001021882)
		Vanguard Admiral Funds (CIK 0000891190)
		Vanguard Index Funds (CIK 0000036405)
		Vanguard Institutional Index Funds (CIK 0000862084)
		Vanguard Tax-Managed Funds (CIK 0000923202)
		Vanguard Valley Forge Funds (CIK 0000889519)
Vanguard World Fund (CIK 0000052848)		

**Methodology:** Proxy votes were sourced from the annual reports from the SEC Form N-PX. This form was accessed for all investment companies and funds advised by BlackRock and Vanguard that cast proxy votes in the identified banks through the SEC's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) mutual fund and variable products filer archive.







### Appendix C3: BlackRock Proxy Voting in Signature Bank 2021-2022

Year / Proposal No	Proposal	Management Recommendation	Blackrock Funds (CIK 0000844779)	Blackrock Variable Series Funds, Inc. (CIK 0000355916)	Blackrock Advantage Smid Cap Fund, Inc. (CIK 0000230382)	Blackrock ETF Trust (CIK 0001761055)	Blackrock Funds II (CIK 0001398078)	Blackrock Series Fund, Inc. (CIK 0000319108)
2022 1.1	Elect Director Derrick D. Cephas	For	F	F		F	F	
2022 1.2	Elect Director Judith A. Huntington	For	F	F		F	F	
2022 1.3	Elect Director Eric R. Howell	For	F	F		F	F	
2022 2	Ratify KPMG LLP as Auditors	For	F	F		F	F	
2022 3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	F	F		F	F	
2022 4	Authorize Share Repurchase Program	For	F	F		F	F	
2022 5	Declassify the Board of Directors	For	F	F		F	F	
2021 1.1	Elect Director Kathryn A. Byrne	For	F	F	F			F
2021 1.2	Elect Director Maggie Timoney	For	F	F	F			F
2021 1.3	Elect Director George Tsunis	For	F	F	F			F
2021 2	Ratify KPMG LLP as Auditors	For	F	F	F			F
2021 3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	F	F	F			F
2021 4	Authorize Share Repurchase Program	For	F	F	F			F
2021 5	Increase Authorized Common Stock	For	F	F	F			F
2021 6	Amend Omnibus Stock Plan	For	F	F	F			F

**Methodology:** Proxy votes were sourced from the annual reports from the SEC Form N-PX. This form was accessed for all investment companies and funds advised by BlackRock and Vanguard that cast proxy votes in the identified banks through the SEC's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) mutual fund and variable products filer archive.





























## Appendix E: Impact of Eliminating Asset Manager Proxy Voting Responsibilities

Bank Holding Co. Name	Institution	% Shares Held							Asset Managers Mirror Management		Remove Asset Managers Proxy	
		BlackRock	Vanguard	T Rowe Price	Kayne Anderson	Total Asset Managers	Asset Managers 10% or more	Insider	New Insider Share	Insider Multiple	New Insider Share	Insider % Gain
Truist Financial Corporation	Truist	7.30%	8.84%			16.14%	0.00%					
First Citizens BancShares, Inc.	First-Citizens Bank & Trust Company	9.50%	7.52%			17.02%	0.00%	21.64%				
Pinnacle Financial Partners, Inc.	Pinnacle Bank	8.90%	9.29%	5.67%		23.86%	0.00%	1.87%				
Prosperity Bancshares, Inc.	Prosperity Bank	8.88%	10.36%			25.49%	10.36%	4.28%	14.64%	3.42	4.77%	11.6%
Cadence Bank	Cadence Bank	9.70%	10.59%			44.16%	10.59%					
Columbia Banking System, Inc.	Umpqua Bank	8.83%	10.39%			25.10%	10.39%					
Glacier Bancorp, Inc.	Glacier Bank	12.50%	10.90%			23.40%	23.40%					
Bank OZK	Bank of OZK	7.70%	10.63%			30.23%	10.63%					
ServisFirst Bancshares, Inc.	ServisFirst Bank	14.40%	10.10%		6.00%	30.50%	24.50%	7.40%	31.90%	4.31	9.80%	32.5%
Hancock Whitney Corporation	Hancock Whitney Bank	14.20%	10.70%			35.60%	24.90%	1.10%	26.00%	23.64	1.46%	33.2%
Ameris Bancorp	Ameris Bank	14.70%	10.80%			37.10%	25.50%	5.50%	31.00%	5.64	7.38%	34.2%
International Bancshares Corporation	Commerce Bank	11.10%	10.28%			30.56%	21.38%	13.93%	35.31%	2.53	17.72%	27.2%
Texas Capital Bancshares, Inc.	Texas Capital Bank	12.60%	10.30%	5.80%		41.52%	22.90%	1.33%	24.23%	18.22	1.73%	29.7%
Eastern Bankshares, Inc.	Eastern Bank	7.13%	9.28%	7.49%		30.14%	0.00%	1.15%				
First BanCorp.	FirstBank Puerto Rico	15.21%	13.20%			52.22%	28.41%	2.50%	30.91%	12.36	3.49%	39.7%
Cathay General Bancorp	Cathay Bank	14.66%	11.36%			36.39%	26.02%	4.76%	30.78%	6.47	6.43%	35.2%
First Hawaiian, Inc.	First Hawaiian Bank	13.20%	11.50%		10.10%	42.67%	34.80%					
WaFd, Inc.	Washington Federal Bank	14.95%	12.24%			40.21%	27.19%	2.25%				
CVB Financial Corp.	Citizens Business Bank	13.90%	11.10%			30.20%	25.00%	6.00%	31.00%	5.17	8.00%	33.3%
Independent Bank Corp.	Rockland Trust Company	14.30%	12.02%			31.41%	26.32%					
TowneBank	TowneBank	7.87%	9.89%	5.15%		28.29%	0.00%	7.16%				
Heartland Financial USA, Inc.	Arizona Bank & Trust, Bank of Blue Valley, Citiwide Banks, DB&T, First Bank & Trust Texas, Illinois Bank & Trust, Minnesota Bank & Trust, New Mexico Bank & Trust, Premier Valley Bank, Wisconsin Bank & Trust	13.80%	7.60%			21.40%	13.80%	1.80%	15.60%	8.67	2.09%	16.0%
Provident Financial Services, Inc.	Provident Bank	14.50%	11.40%			38.70%	25.90%	4.44%	30.34%	6.83	5.99%	35.0%
FB Financial Corporation	FirstBank	14.00%	5.20%	10.10%		29.30%	24.10%	1.70%	25.80%	15.18	2.24%	31.8%
Banner Corporation	Banner Bank	14.41%	12.18%			38.34%	26.59%	1.60%	28.19%	17.62	2.18%	36.2%
First Merchants Corporation	First Merchants Bank	8.60%	10.98%			24.68%	10.98%	1.40%	12.38%	8.84	1.57%	12.3%
Live Oak Bancshares, Inc.	Live Oak Bank	5.60%	6.50%	14.30%		26.40%	14.30%	23.90%	38.20%	1.60	27.89%	16.7%
Renasant Corporation	Renasant Bank	14.59%	11.41%			44.10%	26.00%	2.82%	28.82%	10.22	3.81%	35.1%
WesBanco, Inc.	WesBanco Bank	9.00%	10.07%			26.27%	10.07%	3.44%	13.51%	3.93	3.83%	11.2%
Triumph Financial, Inc.	TBK Bank	14.40%	8.40%		11.28%	39.08%	25.68%	4.85%	30.53%	6.29	6.53%	34.6%
Merchants Bancorp	Merchants Bank of Indiana					0.00%	0.00%	39.70%				
Enterprise Financial Services Corp	Enterprise Bank & Trust	10.20%	5.30%			26.70%	10.20%					
Stock Yards Bancorp, Inc.	Stock Yards Bank & Trust Company	7.00%	6.10%			13.10%	0.00%	3.90%				
OFG Bancorp	Oriental Bank	14.60%	12.40%			34.80%	27.00%	2.16%	29.16%	13.50	2.96%	37.0%
Columbia Financial, Inc.	Columbia Bank					0.00%	0.00%	3.40%				

## Appendix E: Impact of Eliminating Asset Manager Proxy Voting Responsibilities

Bank Holding Co. Name	Institution	% Shares Held							Asset Managers Mirror Management		Remove Asset Managers Proxy	
		BlackRock	Vanguard	T Rowe Price	Kayne Anderson	Total Asset Managers	Asset Managers 10% or more	Insider	New Insider Share	Insider Multiple	New Insider Share	Insider % Gain
First Bancorp	First Bank	14.05%	6.78%			20.83%	14.05%	3.65%	17.70%	4.85	4.25%	16.3%
First Commonwealth Financial Corporation	First Commonwealth Bank	14.60%	11.50%			32.50%	26.10%	1.97%	28.07%	14.25	2.67%	35.3%
City Holding Company	City National Bank of West Virginia	14.50%	12.04%			26.54%	26.54%	2.39%	28.93%	12.10	3.25%	36.1%
Northwest Bancshares, Inc.	Northwest Bank	14.30%	11.80%			38.80%	26.10%	1.00%	27.10%	27.10	1.35%	35.3%
Lakeland Financial Corporation	Lake City Bank	14.30%	7.10%			27.70%	14.30%	3.30%	17.60%	5.33	3.85%	16.7%
National Bank Holdings Corporation	NBH Bank	14.30%	11.10%			25.40%	25.40%	3.30%	28.70%	8.70	4.42%	34.0%
Hope Bancorp, Inc.	Bank of Hope	14.57%	11.38%			25.95%	25.95%	5.29%	31.24%	5.91	7.14%	35.0%
S&T Bancorp, Inc.	S&T Bank	14.60%	12.06%			26.66%	26.66%	1.38%	28.04%	20.32	1.88%	36.4%
Veritex Holdings, Inc.	Veritex Community Bank	14.20%	6.90%			21.10%	14.20%	4.60%	18.80%	4.09	5.36%	16.6%
TriCo Bancshares	Tri Counties Bank	7.47%	5.28%			21.54%	0.00%	4.64%				
First Busey Corporation	Busey Bank	8.40%	5.30%			13.70%	0.00%	7.10%				
Customers Bancorp, Inc.	Customers Bank	14.41%	6.56%			20.97%	14.41%	6.92%	21.33%	3.08	8.09%	16.8%
Sandy Spring Bancorp, Inc.	Sandy Spring Bank	9.97%	5.96%			15.93%	0.00%					
Stellar Bancorp, Inc.	Stellar Bank	14.38%	5.72%			20.10%	14.38%	9.85%	24.23%	2.46	11.50%	16.8%
Westamerica Bancorporation	Westamerica Bank	14.06%	13.11%			32.63%	27.17%	5.50%	32.67%	5.94	7.55%	37.3%
Republic Bancorp, Inc.	Republic Bank & Trust Company					0.00%	0.00%	56.60%				
German American Bancorp, Inc.	German American Bank	8.20%	5.70%			13.90%	0.00%	4.59%				
Dime Community Bancshares, Inc.	Dime Community Bank	14.80%	6.30%			21.10%	14.80%	9.10%	23.90%	2.63	10.68%	17.4%
Berkshire Hills Bancorp, Inc.	Berkshire Bank	14.60%	11.60%			26.20%	26.20%					
Byline Bancorp, Inc.	Byline Bank	5.52%				5.52%	0.00%	30.06%				
Preferred Bank	Preferred Bank	9.80%	6.31%			16.11%	0.00%					
Peoples Bancorp Inc.	Peoples Bank (Marietta OH)	7.99%	5.31%			13.30%	0.00%	3.70%				
Amalgamated Financial Corp.	Amalgamated Bank	8.79%				8.79%	0.00%					
Southside Bancshares, Inc.	Southside Bank	14.70%	7.10%			21.80%	14.70%	6.10%	20.80%	3.41	7.15%	17.2%
The First Bancshares, Inc.	The First Bank	8.71%	5.02%			13.73%	0.00%	3.47%				
Origin Bancorp, Inc.	Origin Bank	7.90%	5.20%			13.10%	0.00%					
ConnectOne Bancorp, Inc.	ConnectOne Bank	7.97%	5.12%			13.09%	0.00%					
<b>Average</b>						<b>27.33%</b>	<b>20.90%</b>	<b>30.97%</b>	<b>25.98%</b>	<b>6.03</b>	<b>8.93%</b>	<b>27.56%</b>

**Methodology:** Asset manager holdings determined through 2024 Securities and Exchange Commission proxy filings. Total asset manager holdings include BlackRock, Vanguard, T. Rowe Price, Kayne Anderson, State Street, Fidelity, Dimensional, Wellington, American Century, and Victory Capital. Total holdings of 10 percent or more include the sum of stakes that are 10 percent or greater by BlackRock, Vanguard, T. Rowe Price, and Kayne Anderson. Mirror management sums insider shareholding and asset manager shareholdings when they are 10 percent or greater; mirror multiple divides the new insider shareholder (asset manager and insider) by the original insider shares. Removing Asset manager calculations reduce the total shareholding by the asset manager stakes that are 10 percent or greater and recalculate the insider shares to reflect the lower total shares; the percent increase is the relative increase in insider shareholder stake by reducing the total number of shares.

Appendix F1: BlackRock Engagement with Largest Banks Q1-Q2 2024																			
	Topics Covered and Number of Times Discussed																		
	Total Number of Engagements	Business Oversight / Risk Management	Board Composition and Effectiveness	Corporate Strategy	Executive Management	Governance Structure	Remuneration	Business Ethics and Integrity	Community relations	Social Risks and Opportunities	Diversity and Inclusion	Indigenous Peoples Rights	Human Capital Management	Other Human Capital Management Issues	Other company impacts on people/human rights	Supply Chain Labor Management	Sustainability Reporting	Biodiversity	Climate Risk Management
JPMorgan Chase & Co.	5	5	1	4	2	1	2						1	1		4	1	3	2
Bank of America Corporation	2	2	1	2	1	1	1	1				1	1	1			1		
Citigroup Inc.	2	1	1	1	1	1	1										2	2	1
Wells Fargo & Company	3	2		1	1	1		2	1	2	1	1	2	2	1	1	1	1	1

Source: BlackRock. "Investment Stewardship Q1-Q2 2024 Global Engagement Summary." 2024.

Appendix F2: Vanguard Engagement with Largest Banks 2021-2023				
	Topics and Times Discussed			
	Oversight of strategy and risk	Board composition	Executive compensation	Shareholder rights
JPMorgan Chase & Co.	2Q2023 1Q2023 2022 2021	1Q2023 2022 2021	2Q2023 1Q2023 2022 2021	2022
Bank of America Corp.	2Q2023 2022 2021	4Q2023 2022 2021	4Q2023 2Q2023	
Citigroup Inc.	2Q2023 2022 2021	2021	2Q2023 2022	
Wells Fargo & Co.	4Q2023 2Q2023 2022 2021	4Q2023 2Q2023 2022 2021	2022 2021	4Q2023
U.S. Bancorp	2022	2022	2022	

Source: Vanguard Quarterly Engagement Report 2024, Annual Engagement Reports 2023 and 2022.