

# BlackRock<sup>®</sup>

December 27, 2021

Ms. Vanessa A. Countryman  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549-1090

Submitted online via <https://www.sec.gov/rules/submitcomments.htm>

## **RE: Proxy Voting Advice**

Dear Ms. Countryman:

BlackRock, Inc. (together with its subsidiaries, “BlackRock”) respectfully submits the following comment letter on the proposed rule amendments, “[Proxy Voting Advice](#)” (“the proposal”).

BlackRock has a multi-dimensional vantage point from which to provide a perspective on these issues. These include both as a public company that issues a proxy statement each year and solicits shareholders to vote at its annual meeting and as a fiduciary to our clients, whereby we engage with portfolio companies and vote proxies globally at over 17,000 meetings, accounting for over 165,000 proposals.<sup>1</sup>

As the Commission considers whether to issue final rule amendments, we refer the Commission to our comments related to proxy reform submitted in [February 2020](#) and [November 2018](#), in which we present a set of principles that we believe should guide any regulatory actions related to the proxy process and ecosystem, including proxy advisory firms. Most relevant to this proposal are the following three principles:

### **1. Transparency encourages market integrity and reduces conflicts.**

We believe all participants in the proxy ecosystem should be held to similar standards of transparency.

### **2. Accurate information is critical to decision making.**

We support solutions that ensure accuracy, completeness and a fair and consistent process with regard to the proxy advisory firms’ preparations of their company reports and recommendations.

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<sup>1</sup> Figures reflect data for the period July 1, 2020 through June 30, 2021. For more information on our voting, see our [2021 Voting Spotlight](#).

### **3. Cost-Benefit Analysis Should Underpin Recommendations and Rulemaking.**

We believe cost-benefit analysis is a fundamental underpinning of effective regulation and is a principle which proxy advisory firms should incorporate in their processes to improve their analyses.

We believe the Commission's consideration of these principles in its determination of any final rule amendments will (i) help reduce conflicts that may arise in the compilation and distribution of proxy voting advice and (ii) level the playing field among all participants in the proxy ecosystem, including proxy advisors, issuers that are the subject of proxy voting advice and shareholders that use proxy voting advice as an input when voting proxies.

More generally, we strongly encourage the Commission to revisit its work to make improvements to the proxy process, including proxy plumbing, which can benefit investors and markets.

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We appreciate the Commission's reviewing our letter on the proposed amendments on proxy voting advice and hope our views inform the Commission's consideration of issuing final amendments. Should the Commission or staff have questions about our submission, we are pleased to provide additional information.

Sincerely,

Michelle Edkins  
Managing Director, BlackRock Investment Stewardship

Elizabeth Kent  
Managing Director, Global Public Policy Group