

REGULATIONS

COMMISSION DELEGATED REGULATION (EU) 2022/1159

of 11 March 2022

supplementing Regulation (EU) 2019/2033 of the European Parliament and of the Council with regard to regulatory technical standards for public disclosure of investment policy by investment firms

(Text with EEA relevance)

THE EUROPEAN COMMISSION,

Having regard to the Treaty on the Functioning of the European Union,

Having regard to (EU) 2019/2033 of the European Parliament and of the Council of 27 November 2019 on the prudential requirements of investment firms and amending Regulations (EU) No 1093/2010, (EU) No 575/2013, (EU) No 600/2014 and (EU) No 806/2014 ⁽¹⁾, and in particular Article 52(3) thereof,

Whereas:

- (1) Regulation (EU) 2019/2033 requires investment firms other than small and non-interconnected investment firms to publicly disclose information on their investment policy, in order to provide transparency to their investors and the wider market participants on their influence over the companies in which they hold directly or indirectly shares to which voting rights are attached and on how they vote. The disclosure required includes information on the proportion of voting rights attached to the shares held directly or indirectly by the investment firms, information on their voting behaviour, an explanation of votes and the ratio of proposals put forward and approved, information on the use of proxy advisor firms and information on their voting guidelines.
- (2) This Regulation, as mandated in Article 52(3) of Regulation (EU) 2019/2033, aims at specifying templates for the required disclosure, in response to the need for consistent and comparable public information on the public policy of investment firms.
- (3) While proportionate, the provisions of this Regulation aim at ensuring that the templates and tables used by investment firms for investment policy disclosures convey sufficiently comprehensive and comparable information on their voting behaviour and how it influences their investee companies.
- (4) More specifically, this Regulation introduces a quantitative disclosure template on the proportion of voting rights attached to shares held by the investment firms directly, and indirectly by their subsidiaries, or associates in accordance with Article 2, (13) of Directive 2013/34/EU of the European Parliament and of the Council ⁽²⁾, or any other undertakings with whom the investment firm is linked in accordance with Article 3(1)(4) of Directive (EU) 2019/2034 of the European Parliament and of the Council ⁽³⁾, including shares under investment firms' management on behalf of clients, unless voting rights are retained by shareholders by virtue of a contractual

⁽¹⁾ OJ L 314, 5.12.2019, p. 1.

⁽²⁾ Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC (OJ L 182, 29.6.2013, p. 19).

⁽³⁾ Directive (EU) 2019/2034 of the European Parliament and of the Council of 27 November 2019 on the prudential supervision of investment firms and amending Directives 2002/87/EC, 2009/65/EC, 2011/61/EU, 2013/36/EU, 2014/59/EU and 2014/65/EU (OJ L 314, 5.12.2019, p. 64).

arrangement prohibiting the investment firm to vote on their behalf. This Regulation also defines tables and templates for the description of the voting behaviour of the investment firm, and of the proportion of general meeting resolutions that the firm has approved or opposed, by topic, and including information on the departments or roles involved in deciding the voting position, the validation process and material changes in the rate of resolutions approved. In addition, it includes qualitative tables for the description of the use of proxy advisor firms and the links with those firms. Finally, it includes instructions on the information that investment firms must disclose regarding their voting guidelines.

- (5) This Regulation is based on the draft regulatory technical standards submitted by the European Supervisory Authority (European Banking Authority) (EBA) to the Commission.
- (6) EBA has conducted an open public consultation on the draft regulatory technical standards on which this Regulation is based, analysed the potential related costs and benefits and requested the opinion of the Banking Stakeholder Group established in accordance with Article 37 of Regulation (EU) No 1093/2010 of the European Parliament and of the Council ⁽⁴⁾,

HAS ADOPTED THIS REGULATION:

Article 1

Disclosure principles

Information to be disclosed in accordance with this Regulation shall be subject to the following principles:

- (a) Disclosures shall be subject to the same level of internal verification as that applicable to the management report included in the investment firm's financial report.
- (b) Disclosures shall be clear. They shall be presented in a form that is understandable to users of information and communicated through an accessible medium. Important messages shall be highlighted and easy to find. Complex issues shall be explained in simple language. Related information shall be presented together.
- (c) Disclosures shall be meaningful and consistent over time to enable users of information to compare information across disclosure periods.
- (d) Quantitative disclosures shall be accompanied by qualitative explanations and any other supplementary information that may be necessary in order for the users of that information to understand them, noting in particular any significant change in any given disclosure compared to the information contained in the previous disclosures.

Article 2

General specifications

1. Where disclosing information in accordance with this Regulation, investment firms shall ensure that numeric values are submitted as facts. Quantitative data disclosed as a percentage shall be expressed per unit with a minimum precision equivalent to two decimal places.
2. Where disclosing information in accordance with this Regulation, investment firms shall ensure that the data are associated with the following information:
 - (a) disclosure reference date and reference period;
 - (b) name and identifier of the disclosing investment firm (a Legal Entity Identifier (LEI) where available);
 - (c) where relevant, accounting standard; and
 - (d) where relevant, scope of consolidation.

⁽⁴⁾ Regulation (EU) No 1093/2010 of the European Parliament and of the Council of 24 November 2010 establishing a European Supervisory Authority (European Banking Authority), amending Decision No 716/2009/EC and repealing Commission Decision 2009/78/EC (OJ L 331, 15.12.2010, p. 12).

*Article 3***Disclosure of proportion of voting rights**

Investment firms shall disclose the information referred to in Article 52(1), point (a) of Regulation (EU) 2019/2033 by using template IF IP1 of Annex I to this Regulation and by following the instructions set out in Annex II to this Regulation.

*Article 4***Disclosure of voting behaviour**

Investment firms shall disclose the information referred to in Article 52(1), point (b) of Regulation (EU) 2019/2033 as follows:

- (a) the information on the voting behaviour by using table IF IP2.01 and template IF IP2.02 of Annex I to this Regulation and by following the instructions set out in Annex II to this Regulation;
- (b) the information on the explanation of the votes by using table IF IP2.03 and template IF IP2.04 of Annex I to this Regulation and by following the instructions set out in Annex II to this Regulation;
- (c) the information on the ratio of proposals which the investment firm has approved by using template IF IP2.05 of Annex I to this Regulation and by following the instructions set out in Annex II to this Regulation.

*Article 5***Disclosure of explanation of the use of proxy advisor firms**

Investment firms shall disclose the information referred to in Article 52(1), point (c) of Regulation (EU) 2019/2033 as follows:

- (a) the information on the list of proxy advisor firms used by the investment firm by using table IF IP3.01 of Annex I to this Regulation and by following the instructions set out in Annex II to this Regulation;
- (b) the information on the links with proxy advisor firms by using table IF IP3.02 of Annex I to this Regulation and by following the instructions set out in Annex II to this Regulation.

*Article 6***Disclosure of voting guidelines**

Investment firms shall disclose the information referred to in Article 52(1), point (d) of Regulation (EU) 2019/2033 by using template IF IP4 of Annex I to this Regulation and by following the instructions set out in Annex II to this Regulation.

This Regulation shall enter into force on the twentieth day following that of its publication in the *Official Journal of the European Union*.

This Regulation shall be binding in its entirety and directly applicable in all Member States.

Done at Brussels, 11 March 2022.

For the Commission
The President
Ursula VON DER LEYEN

ANNEX I

DISCLOSURE OF INVESTMENT POLICY BY INVESTMENT FIRMS

INVESTMENT FIRMS DISCLOSURE			
Template number	Template code	Name of the template	Legislative reference
INVESTMENT POLICY			
1	IF IP1	PROPORTION OF VOTING RIGHTS	Regulation (EU) 2019/2033 Art 52(1), point (a)
2	IF IP2	VOTING BEHAVIOUR	Regulation (EU) 2019/2033 Art 52(1), point (b)
3	IF IP3	PROXY ADVISOR FIRMS	Regulation (EU) 2019/2033 Art 52(1), point (c)
4	IF IP4	VOTING GUIDELINES	Regulation (EU) 2019/2033 Art 52(1), point (d)

IF IP1 – TEMPLATE ON PROPORTION OF VOTING RIGHTS

Country	Economic sector	Company name	Company identifier	Proportion of voting rights attached to shares held directly or indirectly as set out in Article 52(2)
a	b	c	d	e

Please insert additional rows as needed.

IF IP 2.03 – TABLE ON EXPLANATION OF THE VOTES

Row	Item	Value
1	Departments or roles in the investment firm that take part in deciding a voting position	
2	Description of the validation process for negative votes	
3	Number of full time equivalents used to analyse resolutions and examine voting records, excluding external resources such as proxy advisor firms	
4	Explanation of any material change in the rate of approval	
5	List of publicly available investment policy documents describing the investment firm's objectives	
6	If relevant, certification of the firm's investment policy	

IF IP 2.04 – TEMPLATE ON VOTING BEHAVIOUR IN RESOLUTIONS BY THEME

Row	Item	Voted for	Voted against	Abstained	Total
1	Voted resolutions by theme during the past year:				
2	Board structure				
3	Executive remuneration				
4	Auditors				
5	Environment, social, ethics				
6	Capital transactions				
7	External resolutions				
8	Other				

IF IP 2.05 – TEMPLATE ON THE RATIO OF APPROVED PROPOSALS

Row	Item	Value
1	Percentage of resolutions put forward by the administrative or management body that are approved by the firm	
2	Percentage of resolutions put forward by shareholders that are approved by the firm	

IF IP3 – PROXY ADVISOR FIRMS

IF IP 3.01 – TABLE ON THE LIST OF PROXY ADVISOR FIRMS

Name of proxy advisor firm	Identifier of proxy advisor firm	Contract type	Investments associated with the proxy advisor firm	Themes of resolutions in which the proxy firm gave voting recommendations in the past year
a	b	c	d	e

Please insert additional rows as needed.

IF IP 3.02 – TABLE ON THE LINKS WITH PROXY ADVISOR FIRMS

Name of proxy advisor firm	Identifier of proxy advisor firm	Relevant undertakings with which the proxy advisor firm has links	Type of link	If relevant, policy regarding conflicts of interests with the proxy advisor firm
a	b	c	d	e

IF IP4 – TABLE ON VOTING GUIDELINES

Voting guidelines regarding the companies the shares of which are held in accordance with Art. 52(2): short general summary and, if needed, links to non-confidential documents
a

ANNEX II

INSTRUCTIONS ON DISCLOSURE OF INVESTMENT POLICY BY INVESTMENT FIRMS**1.1. PART I: GENERAL INSTRUCTIONS****1.1 Structure**

This annex provides instructions for the disclosure templates and tables included in Annex I as regards:

- proportion of voting rights;
- voting behaviour;
- proxy advisor firms;
- voting guidelines.

1.2 Prudential consolidation

The scope of consolidation of an investment firms group is described in more detail in the draft RTS on prudential consolidation under Article 7(5) Regulation (EU) 2019/2033 ⁽¹⁾. Investment firm groups shall use this prudential scope to fulfil the disclosure requirements, and not the scope of accounting consolidation.

1.2. PART II: INSTRUCTIONS RELATED TO TEMPLATES AND TABLES

The requirement of investment policy disclosure shall be fulfilled using both templates and tables. Templates contain quantitative information while tables contain qualitative information.

1. IF IP1 – PROPORTION OF VOTING RIGHTS**1.1. General remarks**

Article 52(1), point (a) Regulation (EU) 2019/2033 requires a disclosure of the proportion of voting rights attached to shares held directly or indirectly, broken down by Member State and sector, considering only relevant companies as set out in Article 52(2). In the related template, each company is linked to a relevant country and an economic sector according to the drop-down list provided in the template, where the proportion of voting rights that the investment firm directly or indirectly holds exceeds the threshold of 5 % of all voting rights attached to the shares issued by the company.

Investment firms shall disclose the proportion of voting rights attached to the shares held indirectly by their subsidiaries or other undertakings, where the investment firms exercise significant influence or control over the subsidiaries or other undertakings, or where close links exist.

1.2. Instructions concerning specific positions

Column	Legal references and instructions
a	<p>Country</p> <p>Article 52(1), point (a) Regulation (EU) 2019/2033. Proportion of voting rights shall be broken down by Member State, based on the residence of the investee company.</p>
b	<p>Economic sector</p> <p>Article 52(1), point (a) Regulation (EU) 2019/2033. Proportion of voting rights shall be broken down by sector. The list of economic sectors provided in the</p>

⁽¹⁾ https://www.eba.europa.eu/sites/default/documents/files/document_library/Publications/Draft%20Technical%20Standards/2020/RTS/961461/Final%20draft%20RTS%20on%20prudential%20requirements%20for%20Investment%20Firms%20%28EBA-RTS-2020-11%29.pdf

	European Skills, Competences, Qualifications and Occupations framework (ESCO), which consists of 27 sectors, shall be used. These sectors are mapped to NACE codes, as presented in the table ⁽²⁾ on the European Commission website.
c	Company name Name of the company in which shares are held.
d	Identifier of the company Identifier of the company in which shares are held, a Legal Entity Identifier (LEI). Investment firms shall report in this field the LEI code in all the cases where it is available.
e	Proportion of voting rights attached to shares held directly or indirectly as set out in Article 52(2) Article 52(2) Regulation (EU) 2019/2033. Percentage between 5 % (excluded) and 100 %. Relevant companies for the purpose of this template shall be those whose shares are admitted to trading on a regulated market. Only shares to which voting rights are attached shall be considered. The disclosure is required when the proportion of voting rights that the investment firm directly or indirectly holds exceeds the threshold of 5 % of all voting rights attached to the shares issued by the company. Voting rights shall be calculated on the basis of all shares to which voting rights are attached, even if the exercise of those voting rights is suspended. The shares in the scope of this disclosure may be held directly or indirectly. The 'shares held directly' are shares held on the investment firm's own account that are part of its own funds. The 'shares held indirectly' are shares held by a subsidiary of the investment firm, or by any other undertaking over which the investment firm exercises a significant influence either by virtue of a formal agreement or any other business relation. They also include shares under the investment firm's management on behalf of clients, unless voting rights are retained by shareholders by virtue of a contractual arrangement prohibiting the investment firm to vote on their behalf.

2. IF IP2 – VOTING BEHAVIOUR

2.1. General remarks

Article 52(1), point (b) Regulation (EU) 2019/2033 requires a disclosure of three elements:

- (a) a complete description of voting behaviour in the general meetings of companies the shares of which are held in accordance with Article 52(2);
- (b) an explanation of the votes;
- (c) the ratio of proposals which the investment firm has approved.

2.2. Instructions concerning specific positions

IF IP2.01 – TABLE ON THE DESCRIPTION OF VOTING BEHAVIOUR

Row	Legal references and instructions
1	Number of relevant companies in the scope of disclosure Article 52(2) Regulation (EU) 2019/2033. Positive integer. Number of relevant companies in which shares are held (see column d in IF IP1).

⁽²⁾ Regulation (EC) No 1893/2006 of the European Parliament and of the Council of 20 December 2006 establishing the statistical classification of economic activities NACE Revision 2 and amending Council Regulation (EEC) No 3037/90 as well as certain EC Regulations on specific statistical domains (OJ L 393, 30.12.2006, p. 1).

2	<p>Number of general meetings in the scope of disclosure during the past year</p> <p>Article 52(2) Regulation (EU) 2019/2033.</p> <p>Positive integer.</p> <p>Number of general meetings held during the past year for the companies in the scope of disclosure.</p>
3	<p>Number of general meetings in the scope of disclosure in which the firm has voted during the past year</p> <p>Article 52(2) Regulation (EU) 2019/2033.</p> <p>Positive integer, less than or equal to row 2.</p> <p>Number of general meetings held during the past year for the companies in the scope of disclosure, in which the investment firm has voted. This includes meetings where the firm expressed only abstention votes and meetings in which the firm voted by proxy.</p>
4	<p>Does the investment firm inform the company of negative votes prior to the general meeting?</p> <p>Yes or no question.</p> <p>Answer is yes if the investment firm has a policy of informing a company of negative votes prior to general meetings, or if the firm has done so in a majority of cases during the past year.</p>
5	<p>Proportion of in-person votes used by the firm</p> <p>Percentage.</p> <p>Shall not include votes by proxy.</p>
6	<p>Proportion of votes by mail or electronic voting used by the firm</p> <p>Percentage.</p> <p>Includes votes by proxy.</p>
7	<p>On a consolidated basis, does the investment firm group possess a policy regarding conflicts of interest between relevant entities of the group?</p> <p>Yes or no question.</p> <p>Investment firm groups shall fill in this row, individual investment firms shall not.</p> <p>Relevant entities of the group shall be those included in the scope of prudential consolidation under Regulation (EU) 2019/2033.</p>
8	<p>If yes, summary of this policy</p> <p>Free text.</p> <p>If the answer in row 7 is yes, the firm shall include a short summary of the policy regarding conflicts of interest between relevant entities of the group.</p>

IF IP2.02 – TEMPLATE ON VOTING BEHAVIOUR

Row	Legal references and instructions
1	<p>General meeting resolutions:</p> <p>Title row.</p>
2	<p>the firm has approved</p> <p>Number and percentage of general meeting resolutions in the scope of disclosure that the investment firm has approved during the past year.</p>

3	the firm has opposed Number and percentage of general meeting resolutions in the scope of disclosure that the investment firm has opposed during the past year.
4	in which the firm has abstained Number and percentage of general meeting resolutions in the scope of disclosure in which the investment firm has abstained during the past year.
5	General meetings in which the firm has opposed at least one resolution Number and percentage of general meetings in the scope of disclosure in which the investment firm has opposed at least one resolution during the past year.

IF IP2.03 – TABLE ON EXPLANATION OF THE VOTES

Row	Legal references and instructions
1	Departments or roles in the investment firm that take part in deciding a voting position Free text. List of the departments or roles that take part in deciding a voting position.
2	Description of the validation process for negative votes Free text. If applicable, description of the validation process for negative votes in the relevant general meetings.
3	Number of full-time equivalents used to analyse resolutions and examine voting records, excluding external resources such as proxy advisor firms Positive amount. Amount of full-time equivalents in the departments or roles used to analyse resolutions and examine voting records. This shall include only internal resources at the investment firm.
4	Explanation of any material change in the rate of approval Free text. A short explanation shall be provided if the rate of approval has materially increased or decreased relative to the last disclosure, for instance following a change in policy, strategy or outlook of the investment firm as a shareholder.
5	List of publicly available investment policy documents describing the investment firm's objectives Free text. List of documents, preferably as hypertext links, that describe the investment firm's objectives acting as a shareholder.
6	If relevant, certification of the firm's investment policy Free text. If the investment firm has obtained certification for its investment policy, name and date of award of this certification. There may be several such certifications.

IF IP2.04 – TEMPLATE ON VOTING BEHAVIOUR IN RESOLUTIONS BY THEME

Row	Legal references and instructions
1	<p>Voted resolutions by theme during the past year:</p> <p>Positive integers.</p> <p>Number of resolutions voted by the firm or its proxies during the past year in the general meetings in the scope of disclosure. The total amount is broken down by approval status: approved, objected, abstained.</p>
2	<p>Board structure</p> <p>Positive integers.</p> <p>Number of resolutions about board structure, broken down by approval status.</p>
3	<p>Executive remuneration</p> <p>Positive integers.</p> <p>Number of resolutions about executive remuneration, broken down by approval status.</p>
4	<p>Auditors</p> <p>Positive integers.</p> <p>Number of resolutions about auditors (e.g. appointment, remuneration), broken down by approval status.</p>
5	<p>Environment, social, ethics</p> <p>Positive integers.</p> <p>Number of resolutions about environmental, social and ethical issues, broken down by approval status.</p>
6	<p>Capital transactions</p> <p>Positive integers.</p> <p>Number of resolutions about capital transactions (e.g. mergers, acquisitions), broken down by approval status.</p>
7	<p>External resolutions</p> <p>Positive integers.</p> <p>Number of resolutions about external resolution proposals, broken down by approval status. These external resolutions are proposed by a shareholder to the others, generally in order to convince them to vote against a proposal of the board.</p>
8	<p>Other</p> <p>Positive integers.</p> <p>Number of resolutions about topics other than the ones above, broken down by approval status.</p>

IF IP2.05 – TEMPLATE ON THE RATIO OF APPROVED PROPOSALS

Row	Legal references and instructions
1	<p>Percentage of resolutions put forward by the administrative or management body that are approved by the firm</p> <p>Article 52(1), point (b) Regulation (EU) 2019/2033.</p> <p>Percentage.</p>

2	<p>Percentage of resolutions put forward by shareholders that are approved by the firm</p> <p>Article 52(1), point (b) Regulation (EU) 2019/2033.</p> <p>Percentage.</p>
---	---

3. IF IP3 – PROXY ADVISOR FIRMS

3.1. General remarks

Article 52(1), point (c) Regulation (EU) 2019/2033 requires a disclosure of an explanation of the use of proxy advisor firms. This template includes information on proxy advisor firms as defined in Article 2, point (g) of Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies⁽³⁾. These proxy advisor firms may provide research, advice or voting recommendations, or only execute voting instructions.

3.2. Instructions concerning specific positions

IF IP3.01 – TABLE ON THE LIST OF PROXY ADVISOR FIRMS

Column	Legal references and instructions
a	<p>Name of proxy advisor firm</p> <p>Proxy advisor firms as defined in Article 2, point (g) of the Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies.</p> <p>Free text.</p>
b	<p>Identifier of proxy advisor firm</p> <p>Identifier of the proxy advisor firm, a LEI where applicable.</p>
c	<p>Contract type</p> <p>This field is limited to two choices, between proxy advisor firms that give voting recommendations and firms that do not. In the latter case, the proxy advisor firms only execute votes on behalf of an investment firm.</p>
d	<p>Investments associated with the proxy advisor firm</p> <p>Free text.</p> <p>A list of the undertakings/investments that are related to the services of each proxy advisor firm.</p>
e	<p>Themes of resolutions in which the proxy advisor firm gave voting recommendations in the past year</p> <p>Free text, preferably using the categories given in IF IP2.04: board structure, executive remuneration, auditors, environment/social/ethics, capital transactions, external resolutions, or other themes to be specified.</p>

IF IP3.02 – TABLE ON THE LINKS WITH PROXY ADVISOR FIRMS

Column	Legal references and instructions
a	<p>Name of proxy advisor firm</p> <p>Free text.</p>

⁽³⁾ Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies (OJ L 184, 14.7.2007, p. 17).

b	Identifier of proxy advisor firm Identifier of the proxy advisor firm, preferably a LEI.
c	Relevant undertakings with which the proxy advisor firm has links Relevant undertakings with which proxy advisor firms have links, with a description of these links. Relevant undertakings shall be publicly traded companies, investment firms and credit institutions.
d	Type of link Possible links as given in IAS 24.9. If several apply, the most significant shall be selected and specified in the accompanying narrative: — the same group; — associate or joint venture of the other entity; — associate or joint venture of a third entity; — a related person has control or joint control; — a related person has significant influence; — key management personnel.
e	If relevant, policy regarding conflicts of interest with the proxy advisor firm Free text. If applicable, a short description of the policy pursued by the investment firm to prevent conflicts of interest that may arise from links between proxy firms and undertakings or groups in which investment firms hold shares.

4. IF IP4 – VOTING GUIDELINES

4.1. General remarks

Article 52(1), point (d) Regulation (EU) 2019/2033 requires a disclosure of the voting guidelines regarding the companies the shares of which are held in accordance with Paragraph 2 of the same article. The related table is used to disclose all voting guidelines in the relevant scope, not only proxy voting guidelines. Voting guidelines can be extensive and may be decided upon on a case-by-case basis for certain items in a general meeting agenda. These guidelines may vary by geographical zone, economic sector or theme of resolutions.

4.2. Instructions concerning specific positions

Column	Legal references and instructions
a	Voting guidelines regarding the companies the shares of which are held in accordance with Article 52(2) Article 52(1), point (d), Article 52(2) Regulation (EU) 2019/2033. Free text. Short general summary and, if available, links to non-confidential documents, preferably in the form of hypertext links.