

c/o Securities and Exchange Commission
100 F Street NE
Washington, DC 20549
USA

The Honorable Jay Clayton, Chairman
The Honorable Robert J. Jackson, Jr., Commissioner
The Honorable Allison Herman Lee, Commissioner
The Honorable Hester M. Peirce, Commissioner
The Honorable Elad L. Roisman, Commissioner

By email: rule-comments@sec.gov

Beethovenstraat 300
1077 WZ Amsterdam
The Netherlands

P.O. Box 75666
1070 AR Amsterdam
The Netherlands

T +31 (0)20 348 8700

www.kempen.com



Amsterdam, 06 January 2020

Our reference: EVIT/mjel/002

Subject: Kempen Capital Management feedback on the SEC Proxy Advisor Interpretation and Guidance

Dear Chairman Clayton, Commissioners

Kempen Capital Management is an asset manager headquartered in the Netherlands with presence in the UK and France and investments spanning the globe. We are a long term active investor, with an AUM of over \$80 bn and significant equity investments in the USA. Kempen, established in 1903, has a well-established tradition of long term value creation and the engagement with investee companies on relevant Environmental, Social and Governance (ESG) issues. Our mission is to be long-term stewards, enabling our clients to preserve and create sustainable wealth with real economic returns and positive environmental and social impact.

We welcome the opportunity to provide feedback to the proposed amendments to the SEC rules governing proxy solicitations, albeit the feedback period being rather short given the comprehensive and complex nature of the rules.

Our main feedback on the proposed rules is as follows:

- As a long-term active shareholder, we - and the investment community at large - entrust the management of companies we invest in to the board of directors of these companies. We expect these directors to be accountable for the role entrusted upon them and we strive to have a constructive dialogue with them. An important part of this dialogue is to discuss material Environmental, Social and Governance (ESG) issues as we want to make sure they have a long term value creation proposition that seeks to benefit society at large as well as shareholders. We can also make use of our ability to (co)-file shareholder proposals.
- Introducing additional hurdles to filing shareholder resolutions would make it more difficult to draw the attention of companies to some of the material sustainability risks that have a strong likelihood to impact the financial health and resilience of the company in the longer term.
- We are deeply concerned about the dramatic increase of the portion of the vote a proposal must receive in order to be resubmitted in subsequent years after the initial submission as this grossly undermines (minority) shareholder rights and hinders the advancement of responsible investing and active ownership.
- We are against the proposed increase in the dollar value combined with the duration of the holding of the stock an investor must hold in order to be eligible to submit a proposal for inclusion in the company's proxy materials.

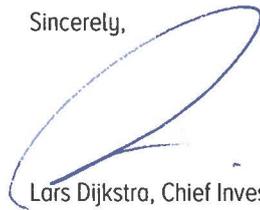
Kempen

- The proposed right for registrants to review and provide feedback on proxy voting advice before it is issued makes the already tight deadlines practically unworkable. Registrants might get enough time to review the proxy voting advice and provide feedback on it which in turn may impact the resulting proxy voting advice. Clients of proxy voting advisor firms often take the voting recommendation as a starting point, which are then still assessed on a case-by-case basis. We have our own annually reviewed voting policy in place which we apply when voting at investee companies' meetings. We mainly rely on the proxy advisors in the execution of our policy and the handling of the ballots. The inclusion of a hyperlink directing the recipient of the advice to a written statement that sets forth the registrant's or soliciting person's views on the proxy voting advice duplicates content. The registrant's view and justification should be duly disclosed in the proxy statement / notice of the meeting already. It would simply make assessments of voting agendas more burdensome without adding value.
- The fact that the proposed rule does not give shareholder proposal proponents and shareholders conducting "vote no" campaigns the same right of review further underlines that the rule would provide an unfair advantage to company management to the detriment of shareholders.

For the reasons listed above, we respectfully request the SEC to reconsider the proposed changes to the rules.

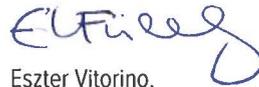
We remain available to elaborate on our feedback to help ensure the final rule will facilitate a meaningful company – shareholder engagement.

Sincerely,



Lars Dijkstra, Chief Investment Officer

Kempen Capital Management



Eszter Vitorino,

Senior Responsible Investment Advisor

Kempen Capital Management

