

May 14, 2018

John Flynn, Independent Director
Gregg Freishtat, Independent Director
c/o Stephen E. Fox, Executive Vice President and Chief Legal Officer
GreenSky, Inc.
5565 Glenridge Connector, Suite 700
Atlanta, GA 30342

Re: *GreenSky's Unequal Voting Structure*

Dear Messrs. Flynn and Freishtat,

I am writing on behalf of the Council of Institutional Investors (CII) to express concern that GreenSky, Inc. is going public with a dual-class unequal voting structure that severely limits accountability to public shareholders over the long-term and lacks a meaningful sunset provision. As structured, holders of Class B shares will carry super-voting rights entitling them to ten votes per share.

CII is a nonpartisan, nonprofit association of public, corporate, and union employee benefit funds, other employee benefit plans, foundations, and endowments with combined assets under management exceeding \$3.5 trillion. Our member funds include major long-term shareholders with a duty to protect the retirement savings of millions of workers and their families. Our associate members include a range of asset managers with more than \$25 trillion in assets under management, most also with long-term investment horizons.¹ CII members share a commitment to healthy public capital markets and strong corporate governance.

The principle of one share, one vote is a foundation of good corporate governance and equitable treatment of investors. CII believes public companies should provide all shareholders with voting rights proportional to their holdings. We understand that GreenSky is employing an “Up-C” structure that confers certain tax benefits and requires the company to issue two separate classes of common stock. We do not take issue with, and indeed support, structures that allow companies to cultivate economic benefits as they enter public markets. Nothing about the Up-C structure, however, requires the class of shares held by insiders to carry super-voting rights.

We strongly urge the GreenSky board to reconsider using a structure with unequal voting rights as a public company, or, failing that, to incorporate sunset provisions that revert to one share, one vote within seven years.²

¹ For more information about the Council of Institutional Investors (Council or CII) and our members, please visit the Council's website at http://www.cii.org/about_us.

² CII's member-approved [Investor Expectations for Newly Public Companies](#): “Upon going public, a company should have a ‘one share, one vote’ structure...CII expects newly public companies without such provisions to commit to their adoption over a reasonably limited period through sunset mechanisms.”

Most publicly traded companies that use the Up-C structure, including familiar names like Shake Shack, Spirit Airlines, and GoDaddy, provide insiders and public investors equal voting rights by assigning one vote to both Class A and Class B shares. Continuing LLC members already own in excess of 77% of the economic interests in GreenSky Holdings, LLC. With the corresponding number of one-vote shares in GreenSky, Inc., this stake would be sufficient to exercise control in the near-term. But as a result of the super-voting rights attached to their Class B shares, insiders will control 97% of voting power, leaving public investors with 3% of the vote despite owning over 20% of the company. This misalignment of ownership and controlling interests undermines the health and fairness of capital markets.

When CII was formed in 1985, the first policy adopted was the principle of one share, one vote.³ The importance of this approach has been underlined repeatedly by market participants since then, including recent moves by index providers to discourage unequal voting structures. As structured, GreenSky will not be included in the S&P 1500 Composite or its component indices, including the S&P 500. The Russell 3000 and other FTSE Russell indices also exclude new listings like GreenSky that leave less than 5% of voting power in the hands of “unrestricted” investors. MSCI has proposed substantially reducing the weight of multi-class listings in its indices as well.

As long-term investors, we believe a decision by GreenSky to go public with the unequal voting structure will undermine confidence of public shareholders in the company. Independent boards accountable to owners should be empowered to actively oversee management and make course corrections when appropriate. Disenfranchised public shareholders have no ability to influence management or the board when the company encounters performance challenges, as most companies do at some point, especially where management is accountable only to itself and the board that it appoints. As GreenSky’s IPO approaches, we are particularly concerned about the unequal voting structure and the lack of a reasonable time-based sunset provision.

We acknowledge that in recent years, some technology companies with dynamic leadership and innovative products have attracted capital on public markets despite having multi-class structures. However, the performance record of these companies with unequal voting structures is decidedly mixed, with some studies finding a substantially lower total shareholder return compared to their one share, one vote counterparts after 10 years.⁴ Another study found that even at innovative companies where multi-class structures correlate to a value premium at the time of the IPO, that premium dissipates within six to nine years before turning negative.⁵ The evidence

³ CII [Corporate Governance Policies](#) (Section 3.3) provides that, “Each share of common stock should have one vote. Corporations should not have classes of common stock with disparate voting rights. Authorized, unissued preferred shares that have voting rights to be set by the board should not be issued without shareowner approval.”

⁴ Average annual TSR at multi-class companies over 10 years was 5.7 percent, compared with 8.5 percent at non-controlled companies and 7.4 percent at controlled companies with single-class structures. The 2016 study concludes that “Controlled companies featuring multiple classes of stock generally underperformed on a broad swath of financial metrics over the long term [and] are perceived as having more financial risk” than non-controlled firms. IRR Institute, [Controlled Companies in the Standard & Poor’s 1500: A Ten Year Performance and Risk Review](#), October 2012; and [Controlled Companies in the Standard & Poor’s 1500: A Follow-Up Report of Performance & Risk](#), March 2016.

⁵ Martijn Cremers, et al., [The Life-Cycle of Dual Class Firms](#), November 2017, “We find that the initial dual class valuation premium is temporary and disappears within 6 to 9 years after the IPO...The declining valuations of dual-

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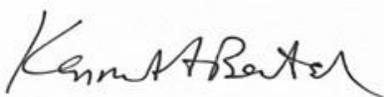
against unequal voting structures enhancing company value beyond the short-term is a factor in our support for meaningful, time-based sunsets.

Recognizable companies like Yelp, Fitbit, Kayak, Twilio, and Mulesoft all went public with time-based sunsets. Public shareholders at these companies know that they will have a say in company matters equal to their ownership interests within reasonable periods of time. In 2016, Groupon collapsed its dual-class structure and adopted one share, one vote after a five-year sunset expired, and in 2017, MaxLinear did the same after its seven-year sunset lapsed. More companies went public with time-based sunsets in 2017 than in any other year.⁶ EVO Payments, another company using an Up-C structure, recently filed for an IPO with a three-year sunset for its super-voting shares.⁷ As SEC Commissioner Robert Jackson said in a recent speech, “If you run a public company in America, you’re supposed to be held accountable for your work—maybe not today, maybe not tomorrow, but someday.”⁸

Public company investors have demonstrated time and again that they will support innovation and investment for the long-term, as has been the case for years at Amazon and many other companies. While establishing accountability to new owners does not always maximize comfort and compensation for management, we believe accountability is important for performance longer-term, including through bumps in the road that every company will experience. GreenSky’s website describes the company’s values as doing the right thing by each constituency and encouraging responsibility, trust, respect, and understanding.⁹ Perhaps GreenSky’s most essential constituency as it goes public is its shareholders. GreenSky can make meaningful strides to fulfill its values by entrusting and enfranchising public investors with voting rights that match their ownership of the company.

Thank you for considering CII’s views. If you have any questions or would like to discuss this further, please contact me at ken@cii.org or (202) 822-0800.

Sincerely,



Kenneth A. Bertsch
Executive Director

versus single-class firms suggests that potentially increased agency problems at mature dual class firms may be mitigated by a mandatory sunset provision for dual class structures, as advocated by Bebchuk and Kastiel.” See Lucian Bebchuk and Kobi Kastiel, *The Untenable Case for Perpetual Dual-Class Stock*, April 2017.

⁶ CII [List of Companies with Time-Based Sunset Approaches to Dual-Class Stock](#).

⁷ [EVO Payments, Inc. Form S-1](#), April 25, 2018.

⁸ Robert Jackson, *Perpetual Dual-Class Stock: The Case Against Corporate Royalty*, February 15, 2018.

⁹ https://www.greenskycredit.com/company/#company_values