

April 25, 2023

To: S&P DJI

Dear Sir or Madam:

The Council of Institutional Investors (CII) was surprised and disappointed by the S&P Dow Jones Indices' recent [decision](#) to reopen the S&P 1500 Composite and component indices to companies with multiple share class structures. We were also disappointed by the opaque process S&P Dow Jones used to reach its decision. I write today to request a meeting to better understand why and how S&P Dow Jones made the decision to change its share class eligibility rules.

At a November 18, 2021, advisory panel that S&P hosted to discuss matters including share class eligibility rules, CII General Counsel Jeff Mahoney expressed strong support for keeping companies with multiple class share structures out of the indices. Other investor representatives who participated in the advisory panel discussion voiced similar views.

CII strongly supported S&P Dow Jones' decision in 2017 to exclude from indices new classes of securities if the company's only listed share class is non-voting or if the company has two or more classes of capital or common stock with unequal voting rights and the company's governing documents lack a time-based sunset for the unequal structure. CII continues to believe that the adoption of time-based sunset provisions at dual class stock companies are in the best interests of long-term investors and the capital markets generally.

Thank you,



Amy Borrus
Executive Director
Council of Institutional Investors