November 13, 2026

Vanessa A. Countryman, Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090
VIA ELECTRONIC SUBMISSION

Re: Rescission of Rule 14a-8's Federal Regulation of Shareholder Proposals and Amendments to Rule 14a-4 [Release No. 34-106383; File No. S7-2026-32]

Dear Ms. Countryman:

Clean Yield Asset Management respectfully submits this letter in opposition to the SEC's proposed rule, Rescission of Rule 14a-8's Federal Regulation of Shareholder Proposals and Amendments to Rule 14a-4. We oppose the rescission of Rule 14a-8 and amendments to Rule 14a-4 and urge you to withdraw the proposed rescission and amendments.

Clean Yield Asset Management is an investment firm based in Norwich, VT, specializing in socially responsible asset management. For more than 40 years, we have used the power of investing to meet the financial goals of our clients while moving society toward a more just and sustainable future. Our portfolios aim not only to meet our clients' financial goals, but also to align with their values and contribute to a more sustainable world—and this is why clients hire us.

As part of our commitment to responsible investing on behalf of our clients, we actively engage with companies we invest in to encourage better environmental, social, and governance practices. Through our shareholder advocacy, Clean Yield leverages our position as an investor to initiate and engage in dialogues with corporate management, and file shareholder resolutions when appropriate. We rely on the mechanisms of the shareholder resolution process via rule 14a-8 both to enhance our dialogues with companies, as well as to demonstrate our views as company owners to companies with which we are not engaged, via proxy voting on resolutions other investors have filed. We view both of these activities, engagement and voting, as part of our fiduciary duty to our clients. Therefore, we are keenly opposed to the proposed recission of Rule 14a-8 and amendments to 14a-4.

As members of the Shareholder Rights Group, ICCR, and U.S. SIF, we endorse the comments submitted those groups which raise compelling challenges to the Proposal's premises. We add our comments below that our centered on our role as fiduciaries and stewards of the assets that our clients have hired us to manage.

Our Fiduciary Duty

Shareholder advocacy and engagement are an essential part of Clean Yield's work to help our clients make a positive impact on the world. We actively engage with companies we invest in to

encourage better environmental, social, and governance practices. Our goal is to arrive at a win-win outcome, where the company ultimately makes changes that improve its business practices and growth prospects.

Clients *specifically* choose to work with Clean Yield to manage their investment portfolios because we allow them to align their portfolios with their values while meeting their financial goals. Because this is the reason clients have chosen Clean Yield, we view the work of using their assets to contribute to moving society toward a more just and sustainable future as part of our fiduciary duty to our clients, and not separate from it.

Clean Yield's History of Engagement

Clean Yield has a long history of engaging with the companies we invest in, as part of our work to fulfill our fiduciary duty to clients. We filed a proposal regarding Board Diversity at Met-Pro Corp that was voted on at the company's 2005 Annual Meeting, on behalf of a client we still serve today, more than two decades later. That proposal garnered an almost 23% vote, and resulted in the addition of the first woman to the company's board of directors.

In the intervening years, we have continued to file resolutions, including, but not limited to:

- 2017: A resolution at Walgreens Boots Alliance linking executive pay to sustainability performance (23%)
- 2019: A resolution at Loews Corp. requesting political contribution disclosure (27.8%), followed up in 2020 (32.3%) and 2021 (31.3%)
- 2022: A resolution at IBM regarding the potential risks of the company's use of "concealment clauses" in the context of harassment and discrimination (64.7%). The company did provide a report, but did not address the initial concerns and we filed a follow up resolution in 2023 (33.1%)
- 2026: A resolution at Home Depot asking the company to explain how it assesses the adequacy of employee health care options (8.2%).

Along with these resolutions that have been voted on, we filed numerous resolutions that have been withdrawn after reaching agreement with the company. We have also engaged in even more dialogues that could have resulted in resolutions being filed, but did not, after reaching agreements with the companies. We have therefore relied on the process of submitting shareholder proposals described in Rule 14a-8 to enable us to have productive engagements with the companies we own on behalf of our clients, in fulfillment of our duty to them.

In addition to our own engagement work, we believe that voting our proxies in line with our custom voting guidelines is part of our fiduciary duty to our clients. We exercise proxy voting rights to advocate for practices that enhance long-term shareholder value and promote sustainable business practices. Our proxy voting philosophy is dedicated to ensuring that our clients' best interests and values are reflected in their proxy ballots. Voting on resolutions that other investors have filed allows us to clearly communicate our views to management teams, even when we do not have the resources to engage with them directly. For example, for the year ended June 30, 2026, shareholder proposals represented 5% of the items on which we voted. We

voted in favor of 70% of those proposals, demonstrating that we take our responsibility to evaluate proposals with the seriousness they deserve.

Why We Oppose the Rescission and Amendments

As demonstrated above, Clean Yield relies on the shareholder resolution process established by Rule 14a-8 to meet our fiduciary duties to our clients. In addition, our opposition to the rule's rescission hinges on several factors:

Voting is our right as equity owners, as compensation for risk of ownership

Our rights as shareholders come from the fact that collectively as equity investors, we are the owners of the companies we invest in. If a company goes bankrupt, its creditors —including bondholders that have loaned the company money in anticipation of being paid back a set amount — get made whole first. Equity investors, such as Clean Yield's clients who own the stock of the company, get whatever is left over, if anything. In return for that extra risk, we have the right to have a say in the governance of the company, as owners.

The Supreme Court has explained that Section 14(a) of the 1934 Exchange Act rests on a congressional view of shareholder voting as an important right:

> The section [§ 14(a)] stemmed from the congressional belief that "[f]air corporate suffrage is an important right that should attach to every equity security bought on a public exchange."[1]

The proposed rescission of 14a-8 would limit equity investors' ability to exercise that right of corporate of suffrage to only items management proposes. While we believe there is value to the company in learning of equity owners' support level of shareholder proposed resolutions, we also believe that it is our right to vote on them.

Other alternatives to raising issues for vote are cost-prohibitive

As other commenters are sure to have noted, alternative methods for having issues raised at Annual Meetings, such as independent solicitations or presenting floor resolutions, are not affordable for small investors to undertake. Particularly with the proposed amendments to the 14a-4 process, the cost of conducting an independent solicitation would be far, far greater than filing a shareholder resolution under either the current 14a-8 or 14a-4 processes. The likely result of these changes is an inability for equity investors, the owners of the company, to communicate their wishes to management via corporate suffrage.

We would be unable to fulfill our fiduciary duty under the proposed amendments to the 14a-4 process

Under proposed amendments to the 14a-4 process, a company's proxy card would contain a single checkbox either giving or denying the company discretion over voting our clients' shares

[1] J.I. Case Co. v. Borak, 377 U.S. 426, 431 (1964) (quoting H.R.Rep. No. 1383, 73d Cong., 2d Sess., 13.).

with regards to *all* non-14a-8 shareholder proposals that are not listed on the card. As described above, we consider proxy voting as part of our fiduciary duty to our clients. However, under the proposed amendments, we would be unable to vote *for* any shareholder proposals, and we would not be able to differentiate between proposals we would wish to vote for or against. We would be limited either granting discretionary voting authority for *all* of the proposals or *none* to the company. These amendments would prevent us from using our own discretion on our clients' behalf, as they have hired us to do.

Investors need to be able to express our opinion to companies via voting

Without the ability to raise specific issues for vote at the Annual Meeting via shareholder proposals, and without the ability to know what issues other investors have concerns about, investors are left with very few ways to communicate concern to a company of which they own shares. Under current rules, investors may engage with the company and raise concerns; should their concerns not be satisfied, investors may file a resolution asking if other investors share the same concerns. The answer to that question is useful to companies; in the above example of the 2005 resolution that Clean Yield filed, Met Pro found that the agreement of 23% of investors with our resolution was compelling enough to make the changes we requested. Under the proposed rescission, without the ability to assess how the wider pool of investors feels about particular issues, companies would be left without input that could be helpful to them.

One of the options left to investors to indicate displeasure will be withholding votes from nominees to the Board of Directors. However, this is a blunt tool that does not convey specific intent of the withhold vote. While investors can communicate with boards directly to explain withhold votes, the onus, and cost, is on the investor to do so. Without that communication, the signal sent to management is unclear and far less helpful than a vote on a specific item would be. It seems contrary to the SEC's mission of protecting investors to specifically remove an avenue of communication available to all investors.

Given all these reasons, we urge the SEC to withdraw the proposed rescission and amendments. Thank you for your consideration.

Sincerely,



Elizabeth R. Levy, CFA
Managing Director, Equities Research