



The 2026 Proxy Season: Shareholder Proposal Trends

Posted by Jennifer Zepralka, Ali Perry, and Liz Walsh, Mayer Brown LLP, on Thursday, June 11, 2026

Editor’s note: Jennifer Zepralka is a Partner, and Ali Perry and Liz Walsh are Counsels at Mayer Brown LLP. This post was prepared for the Forum by Ms. Zepralka, Ms. Perry, Ms. Walsh, Anna Pinedo, and Milly Kim.

The 2026 proxy season thus far has been out-of-the-ordinary, impacted by regulatory and policy developments that required companies and shareholders to adapt their shareholder proposal and engagement strategies. As a result of these unusual circumstances, particularly when coupled with uncertainty about the evolving role of the Securities and Exchange Commission (“SEC”) and potential rule changes on the horizon, it is somewhat difficult to rely on this year’s shareholder proposal experience as a reliable indicator of future trends. Nevertheless, examination of the proposals submitted and voted upon this season can still provide useful insights into the topics of greatest interest to shareholders and can help guide public companies’ engagement efforts and priorities.

Setting the stage for much of the uncertainty this proxy season, the SEC Staff effectively withdrew from the no-action process for the 2026 proxy season, fundamentally altering the dynamics between companies and shareholder proponents. Shareholder proposal submissions declined from 951 in 2025 to approximately 789 in 2026.^[1] Corporate governance proposals comprised the largest share of proposals at 49%. Environmental and social proposals continued to decline; no environmental proposal received majority shareholder support in either 2025 or 2026. Anti-ESG proposals constituted approximately 20% of all proposals voted on, yet none received a passing vote. Only approximately 7% of proposals voted on received majority shareholder support, a significant decline from 14% in 2025, with governance proposals representing the overwhelming majority of those that passed. Regulatory developments, including executive orders targeting proxy advisory firms, revised SEC guidance on beneficial ownership, and potential Rule 14a-8 rulemaking, may continue to transform the shareholder proposal landscape.

Regulatory and Policy Developments

Revised No-Action Process

When we last examined the 2025 proxy season, much of the commentary focused on the impact of the issuance by the staff of the SEC’s Division of Corporation Finance of Staff Legal Bulletin 14M

(“SLB 14M”) in February 2025. SLB 14M was noteworthy not only for rescinding previous shareholder-friendly Staff guidance and clarifying the Staff’s views on the “economic relevance exclusion” and the “ordinary business exclusion,” but also for its timing, having been released after the 2024-2025 proxy season was well underway. As it turned out, the surprise of SLB 14M was only the first in a series of changes to the shareholder proposal ecosystem.

One of the most impactful changes for the 2026 proxy season was the decision of the SEC Staff to effectively remove itself from the shareholder proposal process, as described below. Under Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), shareholders generally have the right to include proposals in a company’s proxy statement alongside management’s proposals, subject to certain procedural and substantive requirements. If a company intends to exclude a proposal from its proxy materials, it is required to notify the SEC and provide certain information in accordance with Rule 14a-8(j). Prior to the 2026 proxy season, this typically took the form of a “no-action” request, in which a company asked the Staff to provide its view on whether it concurred that there was a legal basis to exclude a proposal under Rule 14a-8 and agree that it will not take enforcement action against the company if it omits the shareholder proposal on such basis.

On November 17, 2025, the Staff published a statement (the “Statement”) regarding the review of requests to exclude shareholder proposals by the Divisions of Corporation Finance and Investment Management during the 2026 proxy season. Specifically, the Staff explained that due to a shortage of resources following the fall 2025 government shutdown, combined with the “extensive volume” of Staff guidance already available regarding shareholder proposals, the Divisions would not respond to or express views on requests to exclude shareholder proposals other than requests under Rule 14a-8(i)(1). The notice requirement in Rule 14a-8(j) still applies, such that companies that intend to exclude shareholder proposals from their proxy materials must provide timely notice to both the SEC and proponents, but no response from the Staff is required. The Staff’s approach represents a dramatic departure from past proxy seasons.

Contrary to some initial fears, it does not appear that companies have opted to exclude shareholder proposals at a materially greater rate than in prior years. However, the absence of substantive Staff guidance has led to a more strategic approach by both companies and shareholder proponents with respect to engagement relating to, and exclusion of, shareholder proposals from proxy materials. In particular, while litigation in connection with the exclusion of a proposal has always been a possibility, in the absence of SEC concurrence, the threat of litigation loomed large for many companies this season (and even came to fruition for a small number of companies) and materially impacted their consideration of next steps when faced with a proposal.

The Evolving Shareholder Engagement Landscape

The 2026 proxy season was also impacted by initiatives aimed at reducing the influence of proxy advisory firms and large institutional investors over certain corporate decision-making. In February 2025, the SEC's Division of Corporation Finance revised its interpretations relating to beneficial ownership disclosures on Schedules 13D and 13G, calling into question whether a large investor that engages with a company's management could continue to certify that its holding in the company's securities is not "for the purpose of or with the effect of changing or influencing the control of the issuer," such that the shareholder would be required to report on Schedule 13D. This led to changes in many passive institutional investors' engagement practices, and may have a corresponding effect on such investors' voting on shareholder proposals.

In addition, proxy advisory firms currently face a hostile climate, which may have a significant impact on the shareholder proposal process in future years. On December 8, 2025, the Trump administration issued an executive order (the "Executive Order") addressing the influence that proxy advisors "wield" to promote "radical politically-motivated agendas." The Executive Order instructed the SEC to evaluate its rules and guidance related to proxy advisors, and to consider requiring increased transparency on advisors' recommendations, methodology, and conflicts of interest, among other things. Subsequently, in January 2026, the Director of the SEC's Division of Investment Management addressed proxy voting and questioned whether, if an investment adviser routinely follows a proxy advisor's standard recommendations without independent consideration and analysis, that advisor has truly satisfied its fiduciary responsibilities to its clients. This inquiry aims right at the heart of proxy advisors' role in the voting process; a negative answer would seem to imply that advisors should potentially not be involved in voting recommendations.

These developments come alongside state proposals to regulate proxy advisory firms, such as Texas' Senate Bill 2337, as well as recent guidance from the U.S. Department of Labor on the application of ERISA's fiduciary requirements and preemption provisions to proxy advisory services, which is also likely to limit proxy advisory firms' business practices.

Anticipated Developments

Public statements by the SEC Staff indicate that they are actively working on a rule proposal that would amend the Rule 14a-8 shareholder proposal process. It is not yet clear when such a proposal will be published or what approach the SEC may take, but the current SEC Chairman and other Commissioners have not been shy about pointing out their concern with respect to shareholder proposals and the SEC's role in the process.

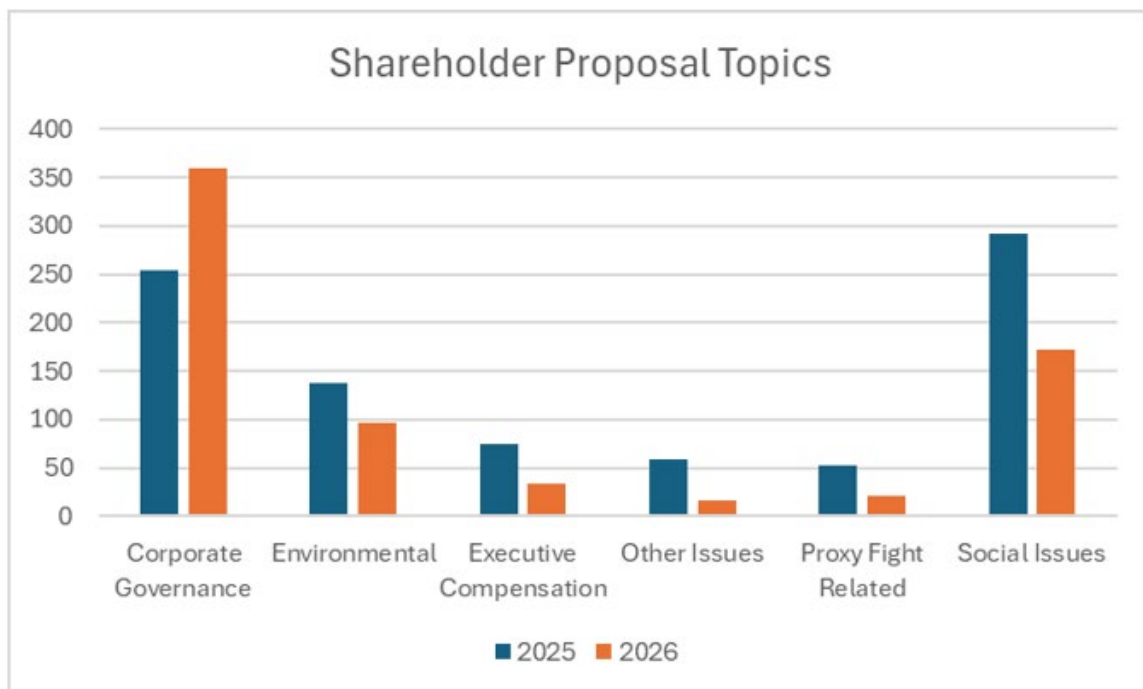
For example, SEC Chairman Paul Atkins shared his views on precatory proposals, in particular politically oriented ones, and the potential to exclude them as improper under state law, i.e., under Rule 14a-8(i)(1). This view was reflected in the Statement discussed above, which left open Rule

14a-8(i)(1) as an avenue for companies to seek a substantive no-action relief. As of the date of this article, no company has sought such relief. Perhaps more significantly, Chairman Atkins has also called for a “fundamental reassessment” of the rule’s premise, especially given that the Exchange Act itself is intended to govern disclosure. Similarly, Commissioner Hester Peirce has discussed her desire to reevaluate the SEC’s shareholder proposal process, suggesting that the SEC should do “a better job protecting investors from having their resources diverted to deal with shareholder proposals that are not aimed at maximizing corporate value” and recommending that the SEC work to “ensure that a proponent has some meaningful economic stake or investment interest in a company” and reconsider the operation of Rule 14a-8 as a basis to exclude proposals.

Any potential rulemaking is unlikely to be in effect for the next proxy season, given the timing constraints inherent in notice and comment rulemaking. It is also unclear whether the Staff will resume its traditional role in the shareholder proposal process next season. Although the SEC has indicated that the approach this season was not intended to be a “trial run” for future action, the Staff has also been clear that it is reviewing the results of this season closely, and it is safe to assume that this season’s experience will factor into future policy decisions.

General Trends

As of the date of this article, approximately 700 shareholder proposals have been publicly disclosed by companies since the start of the 2026 proxy season,^[2] compared to 870 shareholder proposals during the 2025 proxy season. A breakdown of the most common proposal categories follows:



| Category | Proposals in 2026 (No. and %) |
|----------------------------------|--------------------------------------|
| Corporate Governance | 359 (51%) |
| Environmental Issues | 97 (14%) |
| Executive Compensation | 34 (5%) |
| Other Issues ³ | 17 (2%) |
| Proxy Fight Related ⁴ | 21 (3%) |
| Social Issues | 172 (25%) |

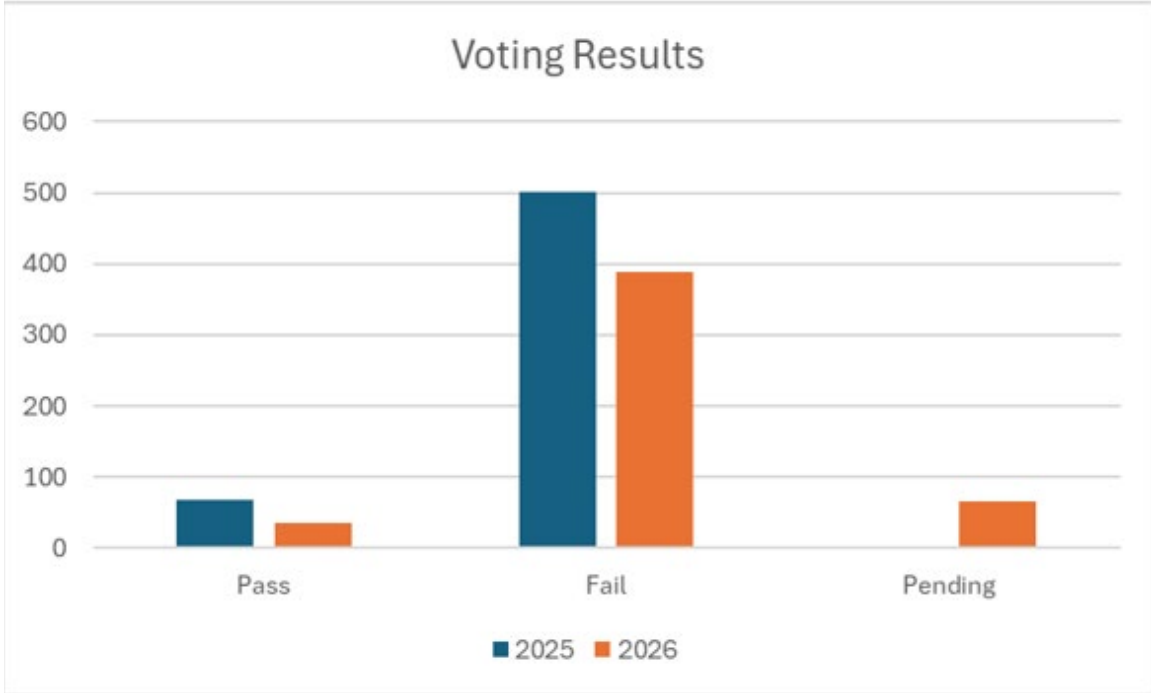
Rule 14a-8(j) Notices and Response Rates

To date, companies have submitted approximately 191 Rule 14a-8 notices to the SEC in 2026. Approximately 83%, or 158 submissions, received a “no objection” response, approximately 8%, or 15 submissions, were Rule 14a-8(j) notices where no response was sought, and approximately 9%, or 18 submissions, were withdrawn.

| Status | Rule 14a-8 requests in 2026 (No. and %) |
|--------------------------------------|--|
| “No Objection” Response | 158 (83%) |
| No Response Sought (14a-8(j) Notice) | 15 (8%) |
| Withdrawn | 18 (9%) |

Voting Results and Shareholder Approval Rates

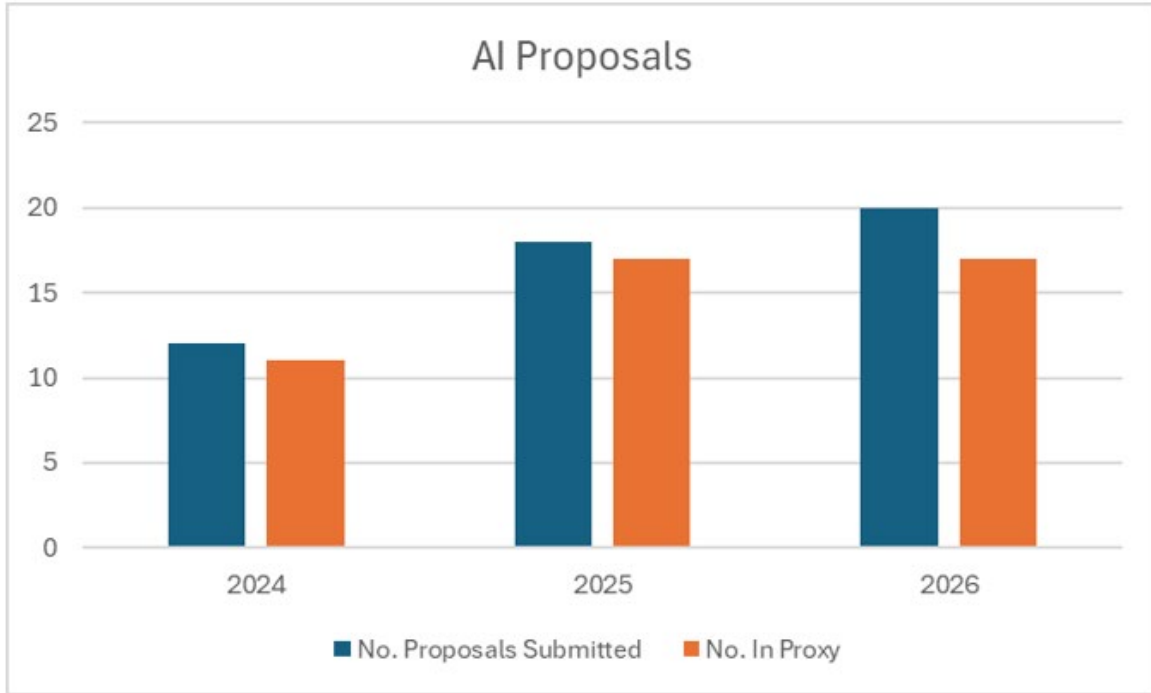
Approximately 70% of shareholder proposals received were voted on by shareholders, consistent with the prior season rate of 66%. In terms of voting success, proposals receiving majority shareholder approval were slightly down in 2026 compared to 2025. As of the date of this article, 36 proposals (8%) of the 425 presented to shareholders for a vote (excluding 66 proposals pending shareholder vote) passed, compared to 68 proposals (12%) of the 570 proposals presented to shareholders for a vote in 2025.



Selected Topics and Emerging Trends

Artificial Intelligence (“AI”)

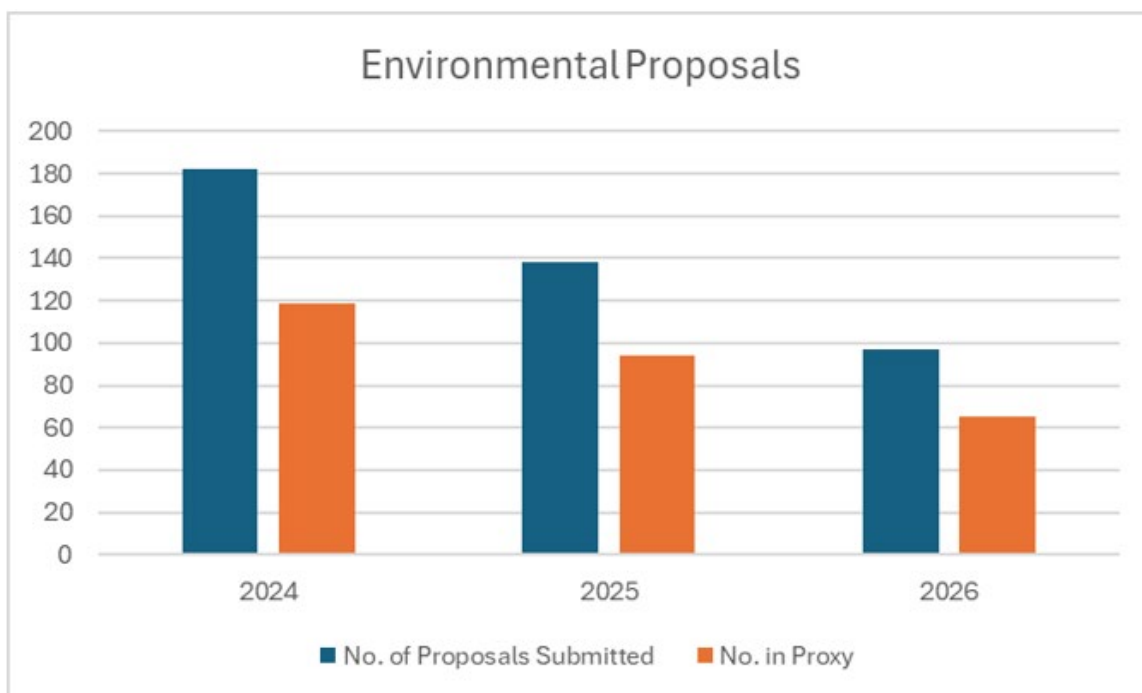
Shareholder proposals targeting AI have steadily been increasing as the technology becomes more prevalent across every facet of life, and has become a major privacy and corporate governance concern for public companies. Total AI-related proposals during the 2026 proxy season increased to 20 proposals, compared to 18 in 2025 and 12 in 2024. Since 2024, on average 90% of AI proposals were included in the proxy and voted on by shareholders each year.



None of the shareholder proposals on AI topics voted on to date received majority support. In 2026, approval ratings for AI proposals varied depending on the type of proposal, ranging from 0% to 26% in favor. The median level of support was approximately 10%. The substance of AI proposals in 2026 was largely consistent with prior years, but reflected a broadening scope of shareholder concerns. As in past seasons, many proposals focused on transparency regarding how AI is used in business operations, the board’s role in overseeing AI development and deployment, and any ethical guidelines adopted by the company. However, the 2026 landscape also featured proposals addressing a wider range of issues, including the mitigation of AI-generated misinformation, data privacy implications of generative AI tools, the energy demands of expanding AI infrastructure, military and dual-use AI applications, and the social impact of AI-driven automation on the workforce. Collectively, these proposals signal that shareholders are moving beyond threshold questions of disclosure and governance toward more specific AI use cases and their downstream consequences.

Environmental

Shareholder proposals on environmental topics spanned a broad spectrum from climate-related disclosures and “say on climate” votes to more tangential environmental concerns, and individual proposals often touch on multiple categories. The following discussion focuses on several of the most prominent themes.



The number of environmental shareholder proposals has declined since their height in 2024 as political and social sentiments in the United States shift away from climate-related concerns. During the 2026 proxy season, there were 97 proposals, compared to 138 in 2025, and 182 in 2024. All of the proposals that were voted on in 2025 and 2026 to date failed to receive majority shareholder support.

Several factors contributed to this decline. Shifting political dynamics under the Trump administration created significant headwinds for environmental and social proposals. For example, in addition to targeting proxy advisors, the December 2025 Executive Order signaled that ESG and DEI issues are not financially material. In addition, Chairman Atkins has signaled a narrower definition of “materiality” that would permit companies to exclude proposals related to climate targets or demographic quotas where a direct, quantifiable financial impact cannot be demonstrated.

| Year | Total | “Say on Climate”(1) | | | Benefits of Voluntary Environmental Activities(2) | | | Climate Change/GHG Emissions(3) | | | Other Environmental Issues(4) | | |
|------|-------|---------------------|-------------------|------|---|-------------------|-----|---------------------------------|-------------------|-----|-------------------------------|-------------------|-----|
| | | Total | Included in Proxy | | Total | Included in Proxy | | Total | Included in Proxy | | Total | Included in Proxy | |
| | | | # | % | | # | % | | # | % | | # | % |
| 2025 | 156 | 5 | 5 | 100% | 7 | 5 | 71% | 76 | 51 | 67% | 50 | 33 | 66% |
| 2026 | 114 | 5 | 5 | 100% | 28 | 16 | 57% | 32 | 24 | 75% | 32 | 20 | 63% |

(1) “Say on Climate” proposals encompass calls to adopt an annual advisory vote on environmental and climate objectives.

(2) Benefits of voluntary environmental activities proposals focused on skepticism toward the financial justification of corporate sustainability and climate commitments.

(3) Climate change and greenhouse gas (“GHG”) emission proposals focused on GHG emissions reporting and addressing adjacent climate-financial risks such as insurance exposure, litigation risk, and energy financing ratios.

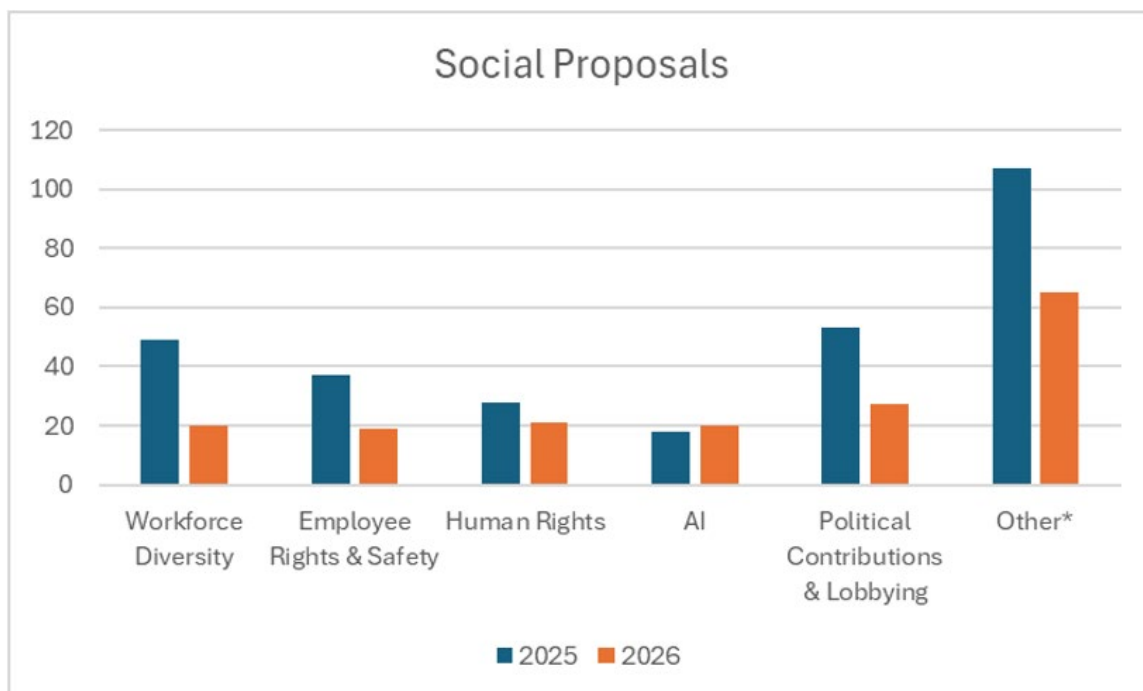
(4) Shareholder proposals on other environmental issues include a variety of themes, including energy transition and fossil fuel strategy, lobbying, food waste disclosures, recycling and sustainability packaging, deforestation, pollution, pesticide usage, and other environmental topics, with an emphasis on disclosure and risk assessment measures.

Shareholder approval rates for all environmental proposals are generally low with none receiving a passing shareholder vote in 2025 or 2026:

| | Average Votes as % of “FOR”/“AGAINST” | | | | | | | | |
|------|---------------------------------------|--|------------------------------|------------------|---------------|------------------|-----------|-----------------------|-------|
| | Say on Climate | Benefits of Voluntary Environmental Activities | Climate Change/GHG Emissions | Climate Lobbying | Pesticide Use | Pollution Issues | Recycling | Sustainability Report | Other |
| 2025 | 15% | 2% | 14% | 16% | n/a | 8% | 10% | n/a | 8% |
| 2026 | 16% | 1% | 18% | n/a | 10% | 3% | 18% | 22% | 10% |

Social

Social-related shareholder proposals remain a significant component of the proxy season landscape, though submission volumes declined across most major categories in 2026. The most prevalent social proposal topics during the 2026 proxy season included workforce diversity, employee rights and safety, human rights, and political contributions, with political contributions being the only category to hold relatively steady year over year. Many of these proposals intersect with corporate governance themes, particularly those requesting board-level oversight of DEI programs, political spending disclosure with governance accountability mechanisms, and human capital management reporting structures. Despite their continued prevalence, social proposals overwhelmingly failed to secure majority shareholder support in 2026, reflecting both prevailing investor sentiment and the challenging political environment surrounding ESG-related corporate initiatives.



* “Other” includes topics such as charitable contributions, animal welfare, pay disparity, platform content issues, reproductive rights and public health issues.

Workforce Diversity

Shareholder proposals related to workforce diversity decreased from 49 proposals (17%) in 2025 to 20 proposals (12%) in 2026. In both years, over 50% of these proposals went to shareholders for a vote and all such proposals failed to receive majority shareholder approval. The median level of support for the 13 proposals that were voted on in 2026 to date was less than 2%. The majority of these proposals requested that companies (i) evaluate and report on the financial return and litigation risk of their DEI programs or (ii) publicly disclose workforce diversity data such as EEO-1 reports, retention rates, and internal inclusion policies. A smaller number addressed niche topics such as supplier DEI requirements, bylaw amendments for DEI oversight, and veterans and disability workforce reporting.

Employee Rights and Safety

Shareholder proposals related to employee rights and safety decreased from 37 proposals (13%) in 2025 to 19 proposals (11%) in 2026. Approximately 50% of these proposals were presented to shareholders for a vote, with none receiving majority approval. The median level of support for the 10 proposals that were voted on in 2026 to date was less than 4%. These proposals focused on workplace health, safety and human capital management oversight including religious accommodations, viewpoint diversity, and anti-DEI concerns. A smaller number of proposals demanded alignment with labor union principles on freedom of association and collective

bargaining, while others targeted pension administration reform, employee healthcare access and coverage, harassment and discrimination transparency, and broad human rights and supply chain standards.

Human Rights

Shareholder proposals related to human rights decreased in number but increased as a percentage of all social proposals from 32 proposals (10%) in 2025 to 21 proposals (12%) in 2026. Companies generally do not seek to exclude these proposals and most (81% in 2026) were included in the proxy and voted on by shareholders. In 2026, none of these proposals received majority shareholder approval with median support at approximately 10%. These proposals requested that companies conduct human rights due diligence or impact assessments, either broadly across operations and supply chains, or specifically related to defense products, military end-uses, and conflict-affected areas. A significant number of proposals also targeted forced and child labor risks in supply chains and lending practices, as well as the protection of Indigenous Peoples' rights. Less frequently, proposals addressed Israel/Palestine-specific risks, surveillance technology used by law enforcement, and censorship concerns.

Political Contributions and Lobbying

Shareholder proposals related to political contributions increased from 21 proposals (7%) in 2025 to 22 proposals (13%) in 2026. However, shareholder support for these proposals declined in 2026. In 2025, six of the 16 proposals that were voted on passed, and median support for the 10 proposals that failed was 32%. In 2026, by contrast, all 14 of the proposals that were presented for shareholder vote failed (with one proposal pending as of the date of this article), and median shareholder approval was 35%. The overwhelming majority of these shareholder proposals were nearly identical requests for disclosure of corporate political spending, with a small number requesting alignment analyses or policy studies rather than simple disclosure.

In contrast, shareholder proposals related to lobbying decreased from 32 proposals (11%) in 2025 to only five proposals (3%) in 2026. Only eight of the proposals in 2025 and three of the proposals in 2026 were presented to shareholders for a vote and all failed to achieve majority approval. Median support for the three proposals that went to a vote in 2026 was approximately 15%. These types of shareholder proposals generally request that companies disclose their direct and indirect lobby payments.

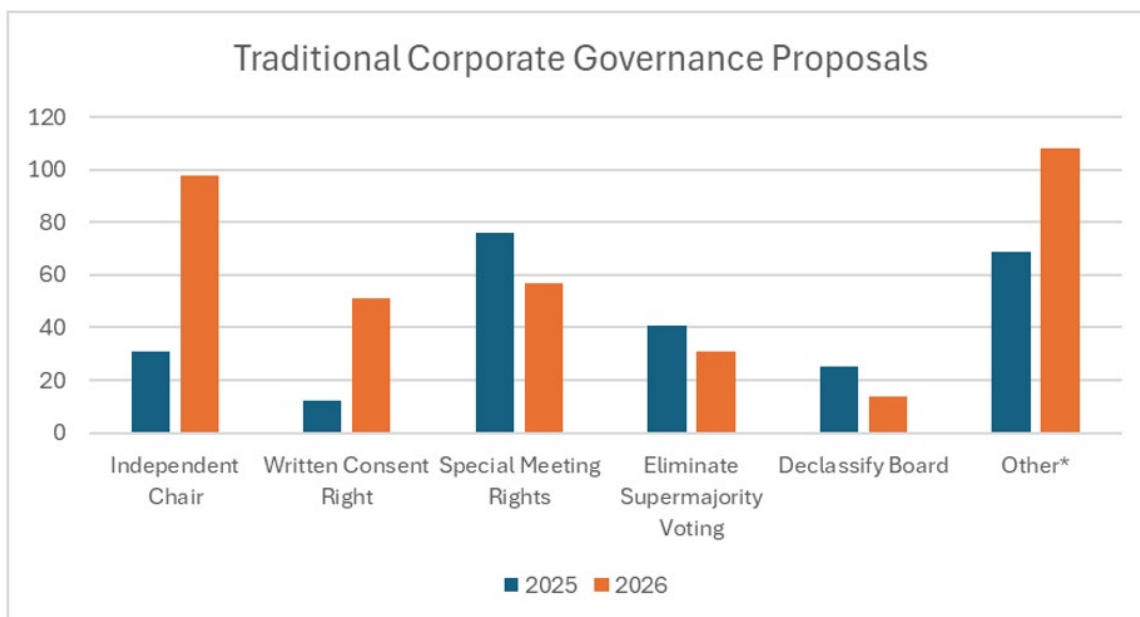
Emerging Topics

Every year, a small number of proposals address emerging and trending social issues, and 2026 was no different. These proposals typically receive almost zero shareholder support:

- *Immigration Policy Impact*: Four large companies across the technology, food production, and retail industries were asked to report on how U.S. immigration law, policy, and enforcement affects their operations and finances, while one company in the information sector was asked to evaluate foreseeable risks arising from the use of the company's surveillance technologies by law enforcement and immigration authorities.
- *Data Center Infrastructure*: One energy company was asked to report on safeguards to prevent shifting new data center infrastructure costs to residential customers and small businesses, while one tech company was asked to report on how increased data center usage would impact its long-term energy strategy.
- *Transgender-Related Healthcare*: One financial services company was asked to analyze risks of covering transgender treatments for minors on its healthcare plans, and one retail pharmaceutical company was asked to assess whether business decisions involving transgenderism are informed by specific definitions and risks to females.
- *Political Neutrality*: Five proposals sought to push back against perceived corporate political engagement. These proposals requested that companies "return to viewpoint neutrality" in their business practices and prioritize fiduciary duties to shareholders. While most were broadly worded and directed at institutional positioning, one proposal was notably prescriptive, requesting a binding policy that would prohibit political activity by both the company and its leadership, with board-level oversight and annual compliance reporting. Collectively, these proposals asserted that corporate political or ideological engagement, whether institutional or personal, conflicts with fiduciary obligations and exposes companies to reputational and financial risk.
- *Politicized Partnerships*: Five proposals at technology companies and banks requested risk assessments evaluating legal, regulatory, reputational, and competitive exposure tied to politicized partnerships or public positions. Unlike the political neutrality proposals, these were framed as disclosure requests rather than policy mandates. The proposals did not name specific partnerships directly but are likely intended to target DEI-related assessment tools, bias training programs, or ESG-related vendor relationships. By focusing on materiality and risk oversight rather than prescribing a particular outcome, these proposals adopted a strategy that is generally harder for companies to exclude from proxy statements under Rule 14a-8.

Traditional Corporate Governance

The traditional corporate governance category encompasses a wide range of topics, from board leadership and shareholder rights to voting standards and structural governance reforms. This section discusses several of the most prominent topics within this category during the 2026 proxy season, highlighting key trends in submission volume, no-action activity, and voting outcomes.



* “Other” includes topics such as treatment of directors failing to receive requisite majority vote, proxy access rights, and other board and shareholder rights issues.

Independent Chair

Shareholder proposals calling for an independent board chair rank consistently among the most frequently submitted corporate governance proposals. During the 2026 proxy season, independent chair proposals were the single most common governance proposal, with 98 proposals (27%) compared to 31 proposals (12%) in 2025. These proposals generally use nearly identical language requesting an “enduring policy” to separate the chair and CEO roles. Despite their prevalence, independent chair proposals rarely receive majority support, and consistent with this pattern, all independent chair proposals during the 2026 proxy season thus far failed, with a median shareholder approval of approximately 24%. The low median vote suggests that institutional investors continue to evaluate board leadership structure on a case-by-case basis, rather than supporting a one-size-fits-all mandate to separate the chair and CEO roles.

Written Consent Rights

Shareholder proposals calling for shareholders to have the ability to act by written consent remain another common proposal category each year. In 2026, there were 51 proposals (14%) related to written consent rights compared to 12 proposals (5%) in 2025. During the 2026 proxy season, companies sought exclusion of 13 of the 51 proposals (25%). In prior years, companies rarely sought no-action relief with respect to these proposals. In 2025, two companies sought no-action relief out of 12 total proposals, one of which received SEC concurrence and one of which did not. These proposals follow nearly identical language. In terms of voting results, during 2026, three of

the 31 proposals voted on by shareholders passed as of the date of this article. Of the 28 proposals that failed, the median shareholder vote was 39%.

The significant increase in exclusion of written consent proposals in 2026 is notable given the SEC's limited role in the no-action process and the overall lack of precedent requests on this topic. Interestingly, companies seem to have pointed to a number of different prongs of Rule 14a-8 in deciding to exclude proposals, such that there do not appear to be patterns or a clear reliance on the one SEC concurrence of the 2025 proxy season. Should the SEC return to providing substantive guidance on no action requests in the future, this might be an interesting area to watch.

Special Meeting Rights

Shareholder proposals requesting that shareholders holding a certain combined percentage of voting power (usually 10% to 15%) have the right to call special meetings represent another prevalent shareholder proposal category. During the 2026 proxy season, there were 57 such proposals (16%), compared to 76 proposals (30%) in 2025. Consistent with prior years, companies rarely seek to exclude these proposals. In 2026, companies sought to exclude seven proposals (12%), compared to 12 proposals for which no action relief was sought (16%) in 2025.

In terms of voting results, shareholder approval rates were slightly down in 2026, with four proposals passing shareholder vote to date (9%), compared to a 16% pass rate in 2025. Of the proposals that failed, the median shareholder approval rate was approximately 38% in 2026.

Eliminate Supermajority Voting Requirements

Shareholder proposals requesting that companies eliminate supermajority voting requirements represent another frequent governance proposal category, with 31 proposals (9%) during the 2026 proxy season compared to 41 proposals (16%) in 2025. There was a slight increase in no-action requests for these proposals with 15 proposals (48%) in 2026, compared to 14 no-action requests (34%) in 2025. Of the 10 proposals that were voted on by shareholders in 2026 to date, five proposals passed (50%). In 2025, 22 (73%) of the 30 proposals voted on by shareholders passed. The median approval rate for the five proposals that failed so far in 2026 was approximately 38%.

Other Corporate Governance Proposals

Beyond the high-volume categories discussed above, one emerging proposal topic in the traditional governance space during the 2026 proxy season merits attention: dual-class voting transparency. There were eight proposals during the 2026 proxy season requesting that companies disclose voting results broken down by share class, none of which have passed, with a median approval rate of 37%. These proposals reflect growing investor concern about multi-class share structures and the lack of visibility into how supervoting shares influence the outcome of matters submitted to a shareholder vote.

Anti-ESG

As in recent years, anti-ESG proposals constituted a large portion of overall shareholder proposals in 2026, constituting about 20% of the total shareholder proposals voted on to date. Approximately 28 additional anti-ESG proposals were excluded under Rule 14a-8. Consistent with both 2024 and 2025, none of the ESG-related proposals received a passing shareholder vote; in 2026, the average vote in favor of anti-ESG proposals was about 1.2%, and such proposals received a median support level of 1.27%.

The topics of anti-ESG proposals mirrored those from recent years, including proposals touching on climate-based risk, DEI policies, including the use of DEI metrics in compensation, risks related to AI and technology more generally, and freedom of speech. Notably, although the topics remain the same, the language of proposals has shifted. For example, in 2025, proposals were likely to ask companies to consider abolishing their DEI programs, but in 2026, proposals were more likely to ask companies to evaluate the return on investment of maintaining such programs, as well as the financial costs and potential reputational or litigation risks associated with such programs. Interestingly, the number of anti-ESG proposals touching on climate-based risk increased year-over-year, despite the fact that the SEC voted to end its defense of its rules requiring disclosure of climate-based risk on March 27, 2025.^[5] Both developments may reflect the fact that activist investors feel supported by the SEC's public intent to return to materiality focused disclosure, and believe that these proposals align with the SEC's strategy, perhaps leading to a higher chance of success.

Among the new topics this year were proposals dealing with healthcare and reproductive rights, as well as immigration, reflecting controversial issues that are commonly discussed in the mainstream media today. Further, in a new twist on previously-seen freedom of speech proposals, in 2026 to date, almost 20 companies (more than three times the number seen in 2025) received a proposal requesting an analysis of “the benefits, costs, and legal, reputational, competitive, and other relevant risks of the company's charitable support [or employee-gift match program],” which is similar to but more comprehensive than last year's most frequent proposal asking how such “contributions impact [a company's] risks related to discrimination against individuals based on their speech or religious exercise.” As in previous years, all of these proposals that went to a vote received low levels of shareholder support, with no proposal receiving more than 2.2% support in 2026 to date.

Notable Trends

Proposals Included in Proxy Materials Despite No-Action Relief

As noted earlier, the 2026 proxy season differed significantly from previous proxy seasons with regard to the SEC's Rule 14a-8 no-action process. One outcome of this change is that certain

companies included proposals in their proxy statements despite having determined to exclude the proposal pursuant to the Rule 14a-8 no-action process. While this was not unheard of in previous proxy seasons (for example, when a company needed to print their proxy but had not yet resolved a no-action request with the SEC), in 2026, at least eight companies received a “no objection” response from the SEC, or submitted an exclusion notice without requesting such a response, and still included the proposal in their proxy statement. This is a substantial increase over the 2025 proxy season, when two companies did the same. Notably, in 2026, one company submitted four exclusion notices, and included all of the proposals in its proxy statement. Overall, the majority of these proposals were ESG or anti-ESG proposals that originated from proponents across the political spectrum; none received a passing vote.

While it is unclear why companies made the decision to include proposals despite receiving no-action relief, it is possible that this was due to the uncertainty created by the SEC’s posture this proxy season. Without substantive analysis or comfort that the SEC would not take enforcement action against them, companies may have decided to limit risk by including the proposals. In addition, a number of companies were sued by shareholder proponents after determining to exclude proposals, which increased the potential risk of excluding proposals and may have factored into these decisions.

Increased Private Engagement and Negotiation

As noted above, companies received approximately 700 shareholder proposals since the start of the 2026 proxy season, compared to 870 shareholder proposals during the 2025 proxy season, representing a 20% decline in volume of proposals. Although many factors contributed to this decline, one potential explanation for at least some of this decline is that shareholders are increasingly choosing to resolve issues off the ballot through private engagement and negotiation.

It seems possible that the SEC’s procedural shift with respect to no-action requests has set the stage for more private negotiations and fewer shareholder submissions. However, during 2026, around 15 exclusion notices were withdrawn by companies (about 8% of the notices submitted), while about 80 no-action requests were withdrawn by companies during the 2025 proxy season (around 20% of the no action requests submitted), suggesting that private negotiations during the Rule 14a-8 process may have actually decreased following the change in the SEC’s position. That said, it remains a certainty that removing the procedural backstop provided by the historical no-action process, which gave companies and proponents advance insight into the Staff’s enforcement position on proposal exclusions, creates greater uncertainty for both sides of the equation.

Continued Low Shareholder Approval Rates Across All Topics

Of the proposals that reached a vote in 2026, only approximately 36 (8%) of the 425 proposals voted on to date received at least 50% shareholder support, while the remaining 389 proposals

(92%) of proposals failed. Almost all of the passing proposals were corporate governance matters, along with a small number of proposals focused on political lobbying and spending and executive compensation.

At this point in 2025, almost 14% of shareholder proposals had received a passing vote, such that 2026 marks a significant decline in the proportion of passing shareholder proposals. Approximately two-thirds of these passing proposals were governance-related; about 27% of the remaining proposals proposed dissident directors for election, and the remaining approximately 7% asked companies to adopt policies on political and other spending for the purpose of influencing the public. A breakdown of the most common topics receiving majority support follows:

| Proposal Topic | Proposals Passing in 2026 (number and percentage) | Proposals Passing in 2025 (number and percentage) |
|--------------------------------------|--|--|
| Declassify board | 3 (100%) | 7 (70%) |
| Eliminate supermajority requirement | 5 (56%) | 21 (72%) |
| Other shareholder rights issues | 3 (25%) | -- |
| Special meeting rights | 4 ⁶ (5%) | 8 (16%) |
| Written consent rights | 3 (11%) | 1 (100%) |
| Lobbying and political contributions | -- | 5 (24%) |
| Elect dissident nominees | 1 (33%) | 9 (37%) |

The decline in passing proposals, coupled with the broader decrease in filing volume underscores that the mechanisms of shareholder activism are shifting. Proponents facing a less predictable regulatory environment may increasingly be opting to negotiate concessions privately rather than risk exclusion or low vote totals at annual meetings.

Shift in Proponent Focus from ESG to Corporate Governance

In 2025, we noted the trend of proposal proponents who previously focused solely on anti-ESG proposals increasingly submitting governance-related proposals (read about it here). In 2026, we can see evidence that the reverse is true, too—proponents that previously focused solely on pro-ESG proposals have shifted focus to governance proposals, perhaps because, as we noted above, these proposals are much more likely to receive passing shareholder votes. The below analysis presents the proposals, by topic, of three shareholder proposal proponents that have historically submitted pro-ESG proposals.

| Proposal Topic | 2024 | 2024 Proposals Passed | 2025 | 2025 Proposals Passed | 2026 | 2026 Proposals Passed |
|------------------------------------|-------------|------------------------------|-------------|------------------------------|-------------|------------------------------|
| Climate or environmental proposals | 32 | 2 (6%) | 25 | — | 14 | — |
| Social proposals | 14 | — | 14 | — | 17 | — |
| Governance proposals | 8 | 2 (25%) | 15 | 5 (33%) | 38 | 5 (13%) |
| Other/misc. proposals | 1 | — | 4 | — | 4 | — |
| Total proposals | 55 | — | 53 | — | 78 | — |

Across the previous three years, the only category of proposals that routinely received passing shareholder votes is governance proposals. That said, it is challenging to draw any definitive conclusions about this shift in subject focus—perhaps companies have revised their policies, procedures and/or disclosure to satisfy proponent demands from previous years, or perhaps proponents believe that focusing on governance is the most effective way to achieve the same ends. Either way, it will be interesting to see if this trend continues, or perhaps expands, in future proxy seasons.

¹ All data referenced herein was sourced from publicly available information (i.e., proposals appearing in a company’s proxy statement or in a no-action letter submitted to the SEC) submitted to SEC reporting companies available for shareholder meetings to be held on or after November 17, 2025, the date on which the SEC issued its substantive guidance for the Rule 14a-8 no action process for the 2026 proxy season. These figures reflect proposals captured in certain databases as of that date and may not account for proposals filed, withdrawn, or reclassified thereafter.

² We define a proxy season as starting in mid-November until the end of June the following year (i.e., the 2026 proxy season accounts for meetings on November 15, 2025 through June 30, 2026).

³ The “Other Issues” category encompasses a range of topics, most prominently transfer agent and share registration proposals seeking enhanced disclosures related to share ownership and direct

stock purchase plan operations, as well as strategic review and value-maximization proposals addressing concerns related to capital allocation and corporate structure.

⁴ The “Proxy Fight Related” category encompasses proposals to elect dissident directors, remove certain directors, and amend or repeal bylaw amendments in connection with a proxy fight.

⁵ Subsequently, on May 4, 2026, the agency submitted a rulemaking proposal titled “Rescission of Climate-Related Disclosure Rules,” signaling its intent to formally rescind the rules, but this occurred after a majority of shareholder proposals were already submitted.

⁶ In 2026, at the time of the meeting, stockholders did not have the right to call special meetings at any of the companies with passing proposals.