The Honourable Ruben Gallego
United States Senator
SH-302 Hart Senate Office Building
Washington, DC 20510

24 November 2025

Dear Senator Gallego,

Subject: The Enhancing Multi-class Shares Disclosure Act

The International Corporate Governance Network (ICGN) is pleased to hear that you are considering the introduction of a companion bill in the U.S. Senate after the bipartisan passage of H.R. 3357, the “Enhancing Multi-Class Share Disclosures Act”, in the House of Representatives in July 2025. ICGN would like to offer our support for the bill as passed in the House.

Established in 1995 and led by investors responsible for assets under management of around >US$90 trillion, ICGN advances high standards of corporate governance and investor stewardship globally.

As you know, the bill would amend Section 14 of the Securities Exchange Act of 1934 and require that companies which have instituted dual or multi-class stock structures[1] disclose information to investors on the direct or indirect holdings of an individual who serves as a director, as a nominee to the board, or an executive officer of the company, with five percent or more of the total combined voting power of all classes of securities entitled to vote in the election of directors.

ICGN believes that for public companies, one share should equal one vote.[2] However, we appreciate that while the ICGN Global Governance Principles (ICGN GGP) discourage the use of dual (or multi-class) share structures, some U.S. companies have these share structures in place. To support effective stewardship and governance in such companies, we believe that “the board should disclose sufficient information about the material attributes of all of the company’s classes and series of shares on a timely basis.[3] This bill would assist with such disclosures.

ICGN believes that disclosure of multi-class voting arrangements is important, as they are material governance issues that investors need to be able to consider, in order to properly understand the company in their investment processes and to allow investors to appropriately consider these issues in line with their fiduciary duties.

We believe that these disclosures are material to investors, and so are encouraged to see the bill require:

- the number of shares of all classes of securities entitled to vote in the election of directors beneficially owned by such person, expressed as a percentage of the total number of the outstanding securities of the issuer entitled to vote in the election of directors; and

Third Floor, York House, 78 Queen Victoria Street, London, EC4N 4SJ
VAT No: 927 1665 09 | Registered in England No: 6467372
e: membership@icgn.org | **w:** www.icgn.org
in: International Corporate Governance Network

- the amount of voting power held by such person, expressed as a percentage of the total combined voting power of all classes of the securities of the issuer entitled to vote in the election of directors.

We would like to thank you for your interest in sponsoring the bill in the Senate and are hopeful that a Republican Senator will co-sponsor it with you. If you have any questions, please contact Carol Nolan Drake, Senior Policy Advisor-Americas, at Policy@icgn.org.

Yours faithfully,

Jen Sisson

Jen Sisson
ICGN CEO