



Flash analysis

Pro-climate shareholder proposals decline for second year in a row

Shareholder proposals are a vital tool for active owners to raise specific concerns and drive positive change at investee companies. Hence, responsible investors have become increasingly concerned that recent rule changes and the ESG backlash undermine the ability of investors to file proposals. This flash analysis of climate-related proposals looks at what is happening during the proxy season to date.

Backdrop

Recent rule changes by the U.S. Securities and Exchange Commission (SEC) have significantly altered the landscape for shareholder resolutions at US-listed companies, prompting concern among responsible investors. The changes represent a tightening of the criteria for permissible resolutions as well as increasing disclosure requirements for large shareholders, with the objective of streamlining corporate governance. However, these changes pose challenges for investors - particularly those focused on environmental, social, and governance (ESG) issues - that utilise the resolution filing process as a legitimate exercise of capital stewardship.

Alongside rule changes, the environment in which responsible investors now operate has shifted. The ESG backlash has prompted some investors to proceed more cautiously, while others have withdrawn from ESG-focused voting and engagement activity altogether. In particular, Exxon's choice to deploy legal action against pro-climate shareholders likely discouraged other investors from filing resolutions.

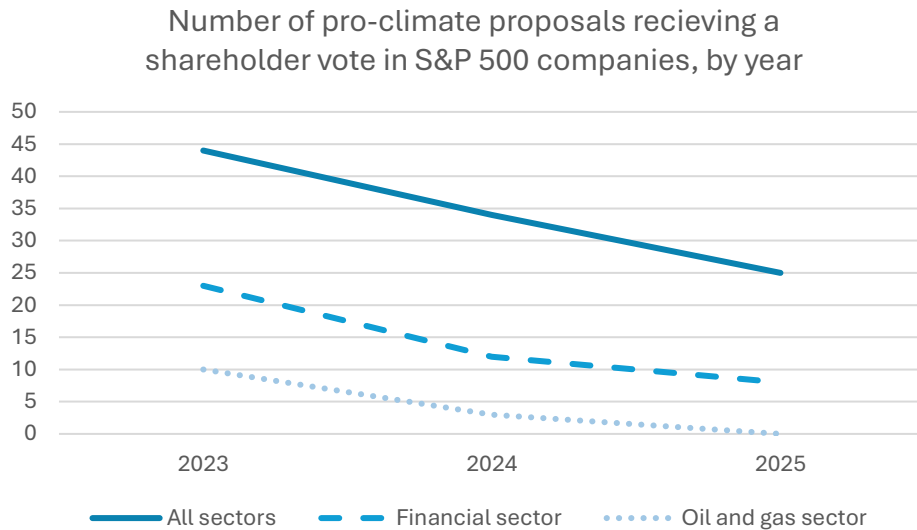
Our analysis

To examine the potential impact of the changing environment, PIRC has analysed the prevalence of shareholder proposals this year (following the regulatory changes) compared with prior years. The aim is to provide an instant snapshot of developments in the proxy season to date.

PIRC data indicates the number of shareholder proposals focused on climate at US domiciled companies has declined for the second consecutive year. By the end of May 2025, 25 such proposals will have been voted on at S&P500 listed companies. This is down from 34 in 2024 and 44 in 2023, a decrease of over 40%.

The hydrocarbon sector has seen the steepest decline. In 2023, ten climate proposals at US oil & gas companies went to a vote, followed by three in 2024. No climate proposals

made it to the ballot at those companies during the same period in 2025. The financial sector has also seen a steep drop, with climate-related votes falling by more than half over the previous two years.



A similar pattern is seen in Europe. Eight major European companies faced investor climate votes in 2023, falling to six in 2024, and this year just four. One of these is Shell, where PIRC has assisted clients in co-filing a proposal requesting greater transparency on the company's LNG growth plans and alignment with net zero.

Company	2023	2024	2025
BP PLC	✓		
DANSKE BANK AS	✓	✓	
EQUINOR ASA	✓	✓	✓
GLENCORE PLC	✓		
NORDEA BANK ABP		✓	✓
SHELL PLC	✓	✓	✓
SKANDINAVISKA ENSKILDA BANKEN (SEB)	✓	✓	✓
SWEDBANK AB	✓	✓	
TOTALENERGIES SE	✓		

One factor in the decline in climate resolutions being filed was the decision of activist investor Follow This to pause proposal filings in 2025 due to weakening shareholder support¹. Reflecting this, PIRC has found that of 15 climate proposals filed at the same

¹ <https://www.follow-this.org/follow-this-pauses-climate-resolutions-for-big-oil-in-2025-amid-investor-hesitation/>

companies in both 2023 and 2024, there was an average year-on-year decline in support of 5.3%.

Conclusion

The analysis shows a marked decline in climate-related shareholder proposals making it to a shareholder vote. The decline in absolute terms has been most precipitous in the US where regulations have changed. However, the decline preceded the rule changes and is also evident in Europe. These findings pose questions to responsible investors about engagement strategies and how they might re-imagine the role of shareholder proposals in a shifting landscape.

Methodology: *Only proposals from AGMs held through the end of May of each calendar year were included in this analysis. ‘Major US companies’ refers to those listed in the S&P 500, while ‘major European companies’ refers to those listed on the FTSE EuroFirst. Proposals were classified as ‘pro-climate’ if they called for actions such as emissions reporting, setting climate targets, developing transition plans, or disclosing climate risks. Proposals focused on a just transition were excluded, as were governance-related proposals with a climate dimension—such as those concerning lobbying disclosure, political donations, board committees, or executive pay incentives. Proposals submitted by anti-climate activists were also excluded.*

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