
EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations implement the obligations of a Member State laid down in Article 3(j) of Directive [2007/36/EC](#) of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies (OJ L 184, 14.7.2007, p 17). Article 3j of Directive [2007/36/EC](#) was inserted, together with Chapter 1a and the rest of Chapter 1b, by Article 1(3) of Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive [2007/36/EC](#) as regards the encouragement of long-term shareholder engagement (OJ L 132, 20.5.2017, p. 1).

Part 1 of these Regulations (general provision) includes provision for the interpretation of the expression “proxy advisor”. In Directive (EU) 2007/36 a proxy advisor is a legal person that analyses, on a professional and commercial basis, the corporate disclosure and, where relevant, other information of listed companies with a view to informing investors' voting decisions by providing research, advice or voting recommendations that relate to the exercise of voting rights. Part 2 of these Regulations (transparency requirements in relation to proxy advisors) makes provision in relation to the transparency of proxy advisors, meeting the requirements laid down in Article 3j of Directive [2007/36/EC](#).

Part 3 of these Regulations (functions of the FCA in relation to proxy advisors) gives functions to the FCA in relation to proxy advisors, including powers relating to the provision of information, financial penalties, warning and decision notices and references to the Tribunal.

Part 4 of these Regulations (application of provisions of the Act for the purposes of Part 3) applies provisions of the Financial Services and Markets Act 2000 (c. 8) in relation to proxy advisors to give the FCA functions under that Act in connection with the exercise of its functions under Part 3.

Part 5 of these Regulations applies in relation to proxy advisors the Financial Services and Markets Act 2000 (Disclosure of Confidential Information) Regulations 2001 (S.I. 2001/2188).

Part 6 of these Regulations makes provision for the maintenance of a public list of proxy advisors. An impact assessment of the effect that this instrument will have on the costs of business and the public sector is available from HM Treasury, 1 Horse Guards Road, London SW1A 2HQ and is published alongside this instrument at www.legislation.gov.uk.

Changes to legislation:

The Proxy Advisors (Shareholders' Rights) Regulations 2019 is up to date with all changes known to be in force on or before 24 May 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.

[View outstanding changes](#)

Changes and effects yet to be applied to :

- Regulations revoked by [2023 c. 29 Sch. 1 Pt. 2](#)
- reg. 2(1) words omitted by [S.I. 2019/1370 reg. 5\(3\)\(a\)\(i\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)
- reg. 2(1) words omitted by [S.I. 2019/1370 reg. 5\(3\)\(b\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)
- reg. 2(1) words substituted by [S.I. 2019/1370 reg. 5\(3\)\(a\)\(ii\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)
- reg. 2(2)(a) words inserted by [S.I. 2019/1370 reg. 5\(4\)\(a\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)
- reg. 2(2)(b) substituted by [S.I. 2019/1370 reg. 5\(4\)\(b\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)
- reg. 22(8)(b) omitted by [S.I. 2019/1370 reg. 5\(5\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)
- reg. 26(5)(b) words substituted by [S.I. 2019/1370 reg. 5\(6\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)
- reg. 30(a) words omitted by [S.I. 2019/1370 reg. 5\(7\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)
- reg. 30(b) words omitted by [S.I. 2019/1370 reg. 5\(7\)](#) (This amendment not applied to legislation.gov.uk. The affecting statutory instrument has no legal effect. It was made under a procedure which meant that it ceased to have effect 28 days after signing unless it was debated and approved in Parliament within that time. It was not debated and approved within 28 days, so it has expired with no effect.)