CONSULTATION

AFG's RESPONSE

ESMA Survey

Collection of evidence on undue short-term pressure from the financial sector on corporations

July 29 2019

association française de la gestion financière

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The AFG's remit:

- Representing the business, financial and corporate interests of members, the entities that they manage (collective investment schemes) and their customers. As a talking partner of the public authorities of France and the European Union, the AFG makes an active contribution to new regulations,
- Informing and supporting its members; the AFG provides members with support on legal, tax, accounting and technical matters,
- Leading debate and discussion within the industry on rules of conduct, the protection and economic role of investment, corporate governance, investor representation, performance measurement, changes in management techniques, research, training, etc.
- Promoting the French asset management industry to investors, issuers, politicians and the media in France and abroad. The AFG represents the French industry – a world leader – in European and international bodies. AFG is of course an active member of the European Fund and Asset Management Association (EFAMA), of PensionsEurope and of the International Investment Funds Association (IIFA).

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Survey on collection of evidence on undue short-term pressure from the financial sector on corporations

Fields marked with * are mandatory.

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Introduction

Under Action 10 of the Action Plan 'Financing Sustainable Growth' [1], the European Commission has invited [2] the three European Supervisory Authorities (ESAs) to each develop a report presenting evidence and possible advice on potential undue short-termism. Short-termism can be defined as "the focus on short time horizons by both corporate managers and financial markets, prioritising near-term shareholder interests over long-term growth of the firm"[3].

The Commission's mandate indicates that decisions taken by corporations do not fully reflect long-term aspects that would be required to put the EU economy on a sustainable path and manage the transition towards a low carbon economy. In particular, as a result of short-term market pressures, some companies may under-invest in long-term value drivers such as innovation and human capital and overlook environmental and social objectives that require a long-term orientation. Consequently, sustainability faces obstacles to develop in a context where incentives, market pressures and prevailing company culture prompt market participants to focus on near-term performance at the expense of mid- to long-term objectives.

Following an initial analysis based on desk research and preliminary quantitative evidence, ESMA has identified six areas which it considers relevant to examine in relation to the Commission's mandate.

These areas are:

- Investment strategy and investment horizon;
- Disclosure of Environmental, Social and Governance (ESG) factors and the contribution of such disclosure to long-term investment strategies;
- The role of fair value in better investment decision-making;
- Institutional investors' engagement;
- Remuneration of fund managers and corporate executives;
- and Use of CDS by investment funds

ESMA is not claiming there is a causal relationship between the abovementioned areas and short-termism; it is rather seeking the views of stakeholders on these areas in order to better understand their interaction with short-termism. As such, responses to this survey will contribute to ESMA's analysis of potential sources of undue short-termism on corporations stemming from the financial sector in the areas of focus. Additionally, responses to the survey will back the identification of any other areas in which short-term behaviour is problematic and where the regulatory rules exasperate (or mitigate) short-term pressures.

Overall, with this survey ESMA is seeking to collect information on market practices and the views of financial market participants. By responding to the questionnaire, market participants will contribute to ESMA's advice to the Commission and as such help shape future policy decisions in relation to short-termism in the financial sector.

[1] European Commission Action Plan Financing Sustainable Growth.

[2] Call for advice to the European Supervisory Authorities to collect evidence of undue short-term pressure from the financial sector on corporations.

[3] Definition of short-termism provided in the second paragraph of section 1 of the Commission's mandate (Mason, 2015).

Structure of the questionnaire

Section I: General information about respondent

The first section of the questionnaire contains questions which will help ESMA understand respondents' profile and whether they agree for their response to the questionnaire to be published on ESMA's website.

All respondents are invited to respond to the questions in this section.

Section II: Investment strategy and investment horizon

In this section of the questionnaire, ESMA invites respondents to provide information on the key features and the focus of their investment strategy as well as on the time horizon(s) they use in their business activities. The questions aim to collect comprehensive information on the strategic approach taken by various market players, depending on their role and objectives, in order to get a broad understanding of how they prioritise short- and long-term values in their investment activities. The responses to the questions in this section are intended to provide evidence on how consistent the long-term value drivers of the investment strategy are with the investment timeframe and the global approach for investment decision-making, and which specific considerations in investment strategies may induce short-termism.

The section is open to all respondents as it seeks information on the interaction between short-termism and general business activities. The questions relating to portfolio holdings are addressed to asset owners and asset managers.

Section III: Disclosure on ESG factors and the contribution of such disclosure to long-term investment strategies

The context for the questions in this section is the EU's 2014 adoption of the Non-Financial Reporting Directive (hereafter 'NFRD') in order to enhance the consistency and comparability of non-financial information disclosed throughout the Union. The NFRD requires large EU companies to disclose information on matters relating to the environment, social and employee aspects, respect for human rights, anti-corruption and bribery issues in an annual non-financial statement to be presented either in the management report or in a separate document.[1]

The NFRD came into force in 2014 for reporting on the financial year starting on 1 January 2017 or during the calendar year 2017, which means that two waves of mandatory non-financial information have now been published in most jurisdictions. Section III of the questionnaire collects information on the experience of market participants with these first two disclosure waves by asking whether, how and to what extent public disclosure on ESG factors, which complements traditional financial disclosure by listed companies, can enable investors to integrate in their decision-making process considerations on a company's current and future ability to create long-term sustainable value for its shareholders and for the society at large. Furthermore, this section raises the question whether any changes relating to requirements on non-financial information are needed at European level to enable investors to take long-term investment decisions.

The questions in this section are primarily addressed to institutional and retail investors that make use of information in issuers' public reporting in their investment decisions, as well as to issuers that provide such ESG related information to investors.

[1] Additionally, the forthcoming Regulation of the European Parliament and of the Council on sustainability-related disclosures in the financial services sector (2018/0179(COD)) will require financial advisers to publish information on their policies on the integration of sustainability risks in their investment advice or insurance advice. However, as this Regulation has not yet entered into force and will not be applicable until 15 months after entry into force, it is not possible at this stage to assess its impact, and it is as such not covered in the questionnaire.

Section IV: The role of fair value in better investment decision-making

In this section of the questionnaire, ESMA seeks to collect further information related to the following statement from the report [1] of the High Level Expert Group (hereafter 'HLEG'): "there is considerable disagreement among interested parties on the appropriate accounting treatment for long-term investments, in particular on whether long-term assets on investors' balance sheets should be valued based on the currently prevailing (daily) market prices – also known as 'mark-to-market' valuation or 'fair value' accounting […] The debate is mainly around equity, equity-type and listed credit instruments on the balance sheets of long-term investors, such as non-financial corporations, insurance companies and banks."

The section contains questions on whether and how fair value may impact the capacity of financial reporting to provide relevant and reliable information on equity instruments held for long-term investment purposes. Responses in this area will help ESMA to assess how the measurement and disclosure of fair value may impact the selection of a short- or long-term horizon, as well as to assess whether the transparency benefits arising from the use of fair value for financial instruments, particularly equity instruments, outweigh the intrinsic potential volatility of fair value. Furthermore, whilst Level 1 fair value measurement is based on quoted prices in active markets and, as such, it has a high degree of reliability, ESMA is also interested in exploring the usefulness of Level 2 and Level 3 fair value measurements [2] and the extent to which investors are willing to take these fair value measurements into consideration in their long-term investment decisions.

The European Commission has issued two requests for advice to the European Financial Reporting Advisory Group (EFRAG) to assess the impact of IFRS 9 Financial Instruments on equity investments and to investigate potential alternatives to fair value accounting for equity and equity-type instruments held for the long-term. ESMA closely monitors and contributes to EFRAG's work in this area [3]. In section IV of the questionnaire ESMA investigates more specifically the reasons underlying any connection between fair value accounting and the emergence of short-term pressures in the investment practice of issuers.

The questions in this section are primarily addressed to institutional and retail investors that make use of information in issuers' financial statements in their investment decisions, as well as to issuers that prepare financial statements.

[1] https://ec.europa.eu/info/sites/info/files/180131-sustainable-finance-final-report_en.pdf

[2] Inputs to Level 2 fair value measurements are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Inputs to Level 3 fair value measurements are unobservable inputs for the asset or liability.

[3] http://www.efrag.org/News/Public-183/New-EFRAG-consultation-on-Equity-Instruments--Research-on-Measurement

Section V: Institutional investors' engagement

In this section, ESMA invites institutional investors to share their experiences and views on whether and how they monitor the long-term value maximisation of their investee companies by further engaging with them and voicing their potential concerns. The questions of this section indirectly relate to the revised Shareholder Rights Directive that established specific requirements in order to encourage shareholder engagement in EU listed companies. ESMA acknowledges that the Directive has entered into application only recently. In this section ESMA seeks to collect information on how engagement activities are put in place at the time of the publication of the questionnaire based on the current regulatory framework in the relevant Member States.

For the purposes of this questionnaire, engagement is defined as any monitoring and interaction by institutional investors with investee companies, including the exercise of voting rights and other activities to influence the investee company such as activist strategies.

The questions in this section are primarily addressed to institutional investors.

Section VI: Remuneration of fund managers and corporate executives

In this section, ESMA examines whether remuneration policy and practices of fund managers can be a driver of short-termism. Stakeholder feedback in this regard will provide further evidence in relation to the statements of the HLEG report about the “frequent separation of the behaviour of some financial intermediaries from the preferences of the ultimate beneficiaries” and that “job tenure and financial rewards for analysts, asset/money managers and traders” can be heavily dependent on short-term returns.

The questions in part A of this section are addressed to UCITS management companies, AIFMs, and self-managed UCITS investment companies and AIFs as they relate to how remuneration practices impact investment behaviour of asset managers vis-à-vis the funds they manage and the investors in such funds. The questions are particularly related to the requirements arising from the UCITS Directive [1], AIFMD [2], the Guidelines on sound remuneration practices under the UCITS Directive [3] and the Guidelines on sound remuneration practices under the AIFMD [4].

The questions in part B of this section are primarily addressed to issuers with reference to the remuneration packages assigned to their executives. Evidence on this aspect is expected to provide an indication of how executives’ incentives to pursue long-term vs. short-term performance can be skewed by the way their remuneration package is designed.

In addition, each section invites all stakeholders to comment on the potential contribution to short-termism from remuneration practices for fund managers or corporate executives.

[1] Directive 2009/65/EC

[2] Directive 2011/61/EU

[3] ESMA/2016/575

[4] ESMA/2013/232

Section VII: Use of CDS by investment funds

Building on the work already conducted by ESMA [1] looking at the prevalence of sell-only or net sell Credit Default Swaps (CDS) positions held by UCITS funds, this section of the questionnaire aims to collect information on the use of CDS by all investment funds. The existing evidence shows some use of sell only or net sell holdings of CDS and ESMA would like to explore this topic further in the context of short-termism. ESMA will use the information it collects from stakeholders to assess whether the use of such instruments could be one of the potential drivers of short-termism.

Sell-only or net sell CDS positions may indicate increased short-term risk taking by funds in order to generate short-term profits, thereby diverting funds from investment in the real economy and indirectly contributing to a short-term profit taking approach. This is why ESMA would like to explore this area by gathering evidence from stakeholders, particularly regarding the reasons for sell only or net sell holdings of CDS positions, and how the tail risk of CDS is managed. ESMA recognises that there may be other categories of derivatives that may also merit attention, so one of the questions allows respondents to comment on other products as well.

The questions in this section of the questionnaire are addressed to UCITS management companies, self-managed UCITS investment companies and AIFMs.

[1] (see “Drivers of CDS usage by EU investment funds” in Trends, Risks and Vulnerabilities Report No.2 from 2018)

Section VIII: Final

The last section of the questionnaire gives respondents the chance to raise any additional considerations on the topic of undue short-term pressure on corporations from the financial sector which they have not been able to reflect elsewhere in the survey.

All respondents are invited to respond to this part of the questionnaire.

How to respond

Deadline

ESMA will consider all responses received by **29 July 2019**

Technical instructions

The questionnaire is presented in EUSurvey which is the European Commission's online survey making tool.

In order to access the questionnaire, please click on the following link: https://ec.europa.eu/eusurvey/runner/ESMA-SUS-2019

When you click on the link, EUSurvey will open in your default browser and you will see the questionnaire. Before starting to fill in the questionnaire, we encourage you to read through all questions.

As you go through the questionnaire and fill in your responses, additional questions will sometimes appear. Such additional questions are based on your response to a previous question and are intended to collect further information about the response you have provided. However, unless specifically mentioned, you are invited to respond to all questions.

The full set of responses is submitted by clicking the "Submit" button at the end of the questionnaire. Upon submission, the system will offer you to print or download your responses for your own reference.

For any questions regarding the questionnaire, please send an email to short.termism@esma.europa.eu

Publication of responses

All contributions received will be published following the close of the survey, unless you request otherwise. Please clearly indicate under question [6] if you do not wish your contribution to be publicly disclosed. A standard confidentiality statement in an email message will not be treated as a request for non-disclosure. A confidential response may be requested from us in accordance with ESMA's rules on access to documents. We may consult you if we receive such a request. Any decision we make not to disclose the response is reviewable by ESMA's Board of Appeal and the European Ombudsman.

Data protection

Information on data protection can be found at www.esma.europa.eu under the heading 'Data protection'.

Definitions, abbreviations, and legal references

CDS
Credit Default Swaps

Corporate executives
Top managers, such as the Chair or the CEO, and/or members of the board of directors.

Engagement
For the purpose of this questionnaire, any monitoring and interaction by institutional investors with investee companies, including the exercise of voting rights and other activities to influence the investee company such as activist strategies

ESG
Environmental, Social and Governance

Fair value
The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (IFRS 13)

HLEG
High Level Expert Group

Holding period
For the purpose of this questionnaire, 'holding period' is defined as the elapsed time between the initial date of purchase and the date on which the investment is sold or matured if held to maturity.

Identified Staff
Categories of staff, including senior management, risk takers, control functions and any employee receiving total remuneration that falls into the remuneration bracket of senior management and risk takers, whose professional activities have a material impact on the management company's risk profile or the risk profiles of the UCITS that it manages and categories of staff of the entity(ies) to which investment management activities have been delegated by the management company, whose professional activities have a material impact on the risk profiles of the UCITS that the management corporate manages.

Institutional investors
Asset owners or asset managers acting on their behalf

Long-term investment / value
For the purpose of this questionnaire, please consider these expressions in the context set out in the Commission's mandate on undue short-termism and in the European Commission's Action Plan 'Financing Sustainable Growth'.

Non-Financial Reporting Directive / NFRD

Directive 2014/95/EU of the European Parliament and of the Council of 22 October 2014 amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups

Revised Shareholder Rights Directive
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

Short-termism
The focus on short time horizons by both corporate managers and financial markets, prioritising near-term shareholder interests over long-term growth of the firm

I. General information about respondent

Please note that the questionnaire should be read in conjunction with the explanatory note, definitions and instructions. If you have not already read the explanatory note, please do so before you start filling in your responses.

* 1. Name of the company / organisation

1400 character(s) maximum

AFG - Association Française de la Gestion financière

* 2. Type of respondent

Other

* Please specify

1400 character(s) maximum

Industry Association

* 3. Industry

Financials

* 4. Are you representing an association?

- (•) Yes
- ( ) No

* 5. Country

France

* 6. Please indicate if wish to have your response published on the ESMA website

- [ ] I do not wish my response to be published
- [x] I wish my response to be published

* 7. This questionnaire considers long-term investment in the framework of sustainable finance, under the assumption that long-term investment projects should be consistent with the objective of supporting the shift towards a more sustainable financial and economic system. In this context, for the purpose of filling in this questionnaire, what timeframe would you consider when defining long-term investment?

- ( ) 3-5 years
- ( ) 6-10 years
- ( ) 11-30 years
- ( ) +30 years
- (•) Other

* Please explain your response

1400 character(s) maximum

Long term investment is not necessarily corresponding to a predefined timeframe. Different market parties may define their goals in terms of long term investment on different timeframes. Generally, fund investing can take place on a short timeframe (for instances 6 months on a money market fund) or a longer timeframe (five years recommended period for an equity fund for instance or for a non retirement employee savings scheme – Plan d'Epargne Entreprise). Regarding from an economic standpoint, one can envisage that the assessment of the results of a long term investment is to be done on a period of time encompassing an economic cycle. A shift towards a more sustainable financial and economic system implies progressive efforts, but the assessment of any achievements or results cannot be done on a too short a timeframe.

II. Investment strategy and investment horizon

Click here for the list of definitions, abbreviations and legal references included in the Explanatory Note

8. Which time horizon do you apply in your general business activities?

Please tick one time horizon per category

	Less than 1 year	1-4 years	5-8 years	9-12 years	More than 12 years	Not applicable
Overall	( )	( )	( )	( )	( )	(•)
- Business strategy	( )	( )	( )	( )	( )	(•)
- Profitability	( )	( )	( )	( )	( )	(•)
- Funding	( )	( )	( )	( )	( )	(•)
- Investment	( )	( )	( )	( )	( )	(•)
- Trading	( )	( )	( )	( )	( )	(•)
- Other	( )	( )	( )	( )	( )	(•)

9. In your experience, to which extent do the following nodes in the investment value chain contribute to the tendency towards short-termism?

	1: Not at all	2: To a small extent	3: To some extent	4: To a large extent	5: To a great extent
Retail investors	○	●	○	○	○
Asset owners (i.e. giving the investment mandate either on their own account or on the account of retail investors)	○	●	○	○	○
Asset managers (i.e. those in charge of fulfilling the mandate of asset owners)	●	○	○	○	○
Top management of listed issuers	○	○	●	○	○
Sell-side analysts	○	○	○	●	○
Other	○	○	●	○	○

* Please explain your response

2800 character(s) maximum

Asset managers are in charge of fulfilling the mandate given to them; they are not arbitrarily defining the time frame of the investment.

* Please mention any other nodes of the investment value chain that you believe are affected by the tendency towards short-termism and indicate the extent to which they are affected between 1 (Not at all) and 5 (To a great extent)

1400 character(s) maximum

Each of the frequency of the public reporting and the liquidity requirements (and related stress tests) applicable to UCITS and certain AIFs can contribute to short termism. Political and economic instability contribute to some extent to short termism.

10. To which extent does each of the following factors result in short-termism by your institution?

	1: Not at all	2: To a small extent	3: To some extent	4: To a large extent	5: To a great extent
Macroeconomic environment	○	○	○	○	○
Prudential regulation	○	○	○	○	○
Market pressures	○	○	○	○	○

Profitability	○	○	○	○	○
Shareholders’ interest	○	○	○	○	○
Business objectives	○	○	○	○	○
Competitive pressure	○	○	○	○	○
Client demand	○	○	○	○	○
Company reporting requirements	○	○	○	○	○
Executive remuneration structure	○	○	○	○	○
Other	○	○	○	○	○

11. What is the actual holding period prevailing in your investment strategy?

Please respond on a best-effort basis and tick one holding period per category of securities

	Less than 1 year	1-4 years	5-8 years	9-12 years	More than 12 years	Not applicable
Equity	○	○	○	○	○	●
Bonds	○	○	○	○	○	●
Other	○	○	○	○	○	●

12. To which extent does each of the following factors drive the actual holding period prevailing in your investment strategy?

	1: Not at all	2: To a small extent	3: To some extent	4: To a large extent	5: To a great extent
Profitability	○	○	○	○	○
Shareholders’ interest	○	○	○	○	○
Competitive pressure	○	○	○	○	○
Client demand	○	○	○	○	○
Remuneration practices in the financial sector	○	○	○	○	○
Economic activities	○	○	○	○	○
ESG	○	○	○	○	○
Monetary policies / macroeconomic factors	○	○	○	○	○

Non-prudential regulation (e.g. tax regulation)	◎	◎	◎	◎	◎
Prudential regulation	◎	◎	◎	◎	◎
Company reporting requirements (any type of disclosure)	◎	◎	◎	◎	◎
Other	◎	◎	◎	◎	◎

13. On a best-effort basis, in the next 2 years, how do you expect the average holding period of the following portfolios to evolve?

Please tick one holding period per category of assets

	Increasing by less than 6 months	Increasing by 6- 12 months	Increasing by more than 12 months	No (notable) change	Decreasing by less than 6 months	Decreasing by 6-12 months	Decreasing by more than 12 months
Equities	○	○	○	○	○	○	○
Fixed Income	○	○	○	○	○	○	○
Other	○	○	○	○	○	○	○

III. Disclosures on ESG factors and their contribution to long-term investment strategies

Click here for the list of definitions, abbreviations and legal references included in the Explanatory Note

15. Based on your experience, please indicate to which extent you agree with the following statement: “Disclosure of ESG information by listed companies enables investors to take long-term investment decisions”.

- ( ) 1: Totally disagree
- (x) 2: Mostly disagree
- ( ) 3: Partially disagree and partially agree
- ( ) 4: Mostly agree
- ( ) 5: Totally agree

* 16. Assuming that investors are willing to consider ESG disclosure in their decision-making process, why does disclosure of ESG information by listed companies not enable investors to take long-term investment decisions?

Please respond by selecting one or several items in the list below

- [ ] Lack of sufficient independent assurance on the provided ESG disclosure
- [x] Lack of quantitative evidence regarding how the listed company contributes to national or international sustainability targets
- [x] Lack of consistency between the disclosed ESG policies and evidence of the listed company’s actions
- [x] Lack of sufficiently forward-looking disclosure on ESG risks and opportunities
- [x] Lack of comparability between different listed companies’ disclosure due to the NFRD’s disclosure requirements not being sufficiently detailed and allowing for the use of various disclosure frameworks
- [x] Lack of a clear link between ESG matters and the current and future performance of the listed company
- [x] Lack of an integrated presentation and analysis of financial and non-financial performance
- [x] Lack of information on the disclosure framework(s) which listed companies use
- [ ] Lack of an explicit statement indicating that the listed company’s Board of Directors takes responsibility for the relevance, accuracy and completeness of the ESG disclosure provided
- [ ] Lack of access to / availability of ESG disclosure in data aggregators or other source data providers
- [ ] Lack of sufficient knowledge by investors on how to incorporate ESG disclosure into their decision-making process
- [ ] None of the above, non-financial information is not material to the investment decision
- [ ] Other

19. In your view, would requiring specific disclosures on intangible assets which are not accounted for in the financial statements enable long-term investment decisions?

- ( ) Yes
- ( ) No

20. The NFRD gives companies flexibility to disclose non-financial information to the extent necessary for an understanding of the undertaking's development, performance, position and the impact of its activity in relation to non-financial matters. Do you consider that further requirements are needed to increase the level of detail in the disclosure requirements regarding non-financial information?

- (x) Yes
- ( ) No

* Please indicate which of the following approaches you consider appropriate:

- ( ) Detailed disclosure requirements should be set out in an EU regulation (i.e. a piece of legislation which is directly applicable in all EU Member States)
- ( ) Detailed disclosure requirements should be included in the NFRD (which is a directive and as such leaves it to Member States to transpose the disclosure requirements into their national law)
- (x) The NFRD should be amended to require use of a specific, binding disclosure framework (e.g. based on the principles included in the European Commission's guidelines on non-financial reporting or other established disclosure frameworks)
- ( ) Other

* Please explain your response

1400 character(s) maximum

/

21. Do you consider that further steps in the area of non-financial reporting are needed at the national or the European level to enable investors to take long-term investment decisions?

- (x) Yes
- ( ) No

* Please indicate which of the following approaches you consider appropriate:

- [x] The NFRD should be amended to require a broader group of companies to disclose ESG information
- [x] The NFRD should be amended to require that ESG disclosure is audited by an external, independent entity
- [x] Enforcement powers on ESG disclosures should be strengthened and made more consistent across the Union
- [ ] Other

IV. The role of fair value in better investment decision-making

Click here for the list of definitions, abbreviations and legal references included in the Explanatory Note

22. Based on your experience, please indicate to which extent you agree with the following statement: "For the purpose of undertaking an internal assessment of the performance of long-term investments held in equity instruments, fair value provides a company's management with relevant information in order to better understand the short-term and the long-term consequences of the investments held"

- ( )

1: Totally disagree
- [x] 2: Mostly disagree
- [ ] 3: Partially disagree and partially agree
- [ ] 4: Mostly agree
- [ ] 5: Totally agree

* Please explain your response and provide evidence, where available

1400 character(s) maximum

It depends on the business model of the portfolio. We agree that fair value is the most relevant approach for equity when they are actively traded. For illiquid assets such as private equity and portfolio dedicated to a long term investment, either when funded with long term financing or held with a view to cover identified long term liabilities. Historical cost and impairment rules are more relevant in these cases. The main challenges around use of fair value are more specific to the application of the IFRS 9 requirements. Please refer to our response to Question 24.

23. Based on your experience, please indicate to which extent you agree with the following statement: “For the purpose of enabling an external analyst or investor to assess the performance of long-term investments held in equity instruments by a company, fair value provides relevant information in order to better understand the short-term and the long-term consequences of the investments”

- [ ] 1: Totally disagree
- [x] 2: Mostly disagree
- [ ] 3: Partially disagree and partially agree
- [ ] 4: Mostly agree
- [ ] 5: Totally agree

* Please explain your response and provide evidence, where available

1400 character(s) maximum

We believe that long-term investments should be valued on the same basis for both internal and external reporting purposes and that fair value is relevant for liquid assets but not for illiquid assets and long term portfolios. According to their business model, equity investments should be accounted for differently. In any case, fair value cannot be totally disregarded and a strict impairment process is necessary to take into account any depreciation of a permanent nature even in long-term portfolios.

24. Is the current accounting treatment for equity instruments under IFRS 9 [1] a decisive factor in discouraging a company from undertaking new long-term investments in equities?

[1] Under IFRS 9 Financial Instruments equity instruments are accounted for at fair value with the possibility to exclude fair value changes from the statement of profit or loss

- [x] Yes
- [ ] No

* Please explain your response, including whether you already apply IFRS 9, and provide evidence where available

1400 character(s) maximum

IFRS 9 causes volatility in P&L.
Treatment of investment funds holdings as debt instruments measured at fair value through P&L (rather than

OCI), irrespective of economic substance/business model creates unnecessary volatility in reported earnings due to short-term temporary fair value changes which may disincentive investors from seeking some long-term (LT) investment opportunities available only via investment funds.
LT investment does not solely comprise Equity instruments. Investment can be held either directly or indirectly, e.g via UCITS, ETF or AIF. Holding equity instruments indirectly can be motivated by various objectives (cf Part VIII Q58 for examples).
Funds are integral to most LT investment business models;excluding them from an accounting treatment designed to address LT investment would significantly impede the overall approach.
Depreciation have to be reversible to reflect market conditions when prices get back to former level. According to strict impairment rules to be defined depreciation will be accounted for in case of significant and durable price move.
The restriction of an investor's ability to recycle and recognise fair value gains into P&L on long-term equity investments other than those held for trading measured at fair value through OCI. This leads to a preference in equity investments with stable dividend distributions over LT investment

25. Is the current accounting treatment for equity instruments under IFRS 9 [1] a decisive factor in triggering divestment by a company of existing equity holdings elected for the long-term?

[1] Under IFRS 9 Financial Instruments equity instruments are accounted for at fair value with the possibility to exclude fair value changes from the statement of profit or loss

- (x) Yes
- ( ) No

* Please explain your response, including whether you already apply IFRS 9, and provide evidence where available

1400 character(s) maximum

IFRS 9 generates too much volatility in P&L and therefore generates lower volumes

Our members are facing reappraisal of their investment policy by large investors who consider, for purely accountability reasons, the advantage of moving from holding units in a fund to signing a mandate…at the cost of an increased administrative burden for them. We believe that accounting should be neutral and not favour one or the other of two options that have the same economic substance.

Some investors realise that accounting rules will make it impossible to match long-term liabilities with long-term assets. They will be obliged to favour dividend flows and low volatility investment.

26. In your view, what are the factors that may impact the relevance to users of financial statements of fair value measurements for long-term investments?

You may choose more than one factor

- [x] Volatility in reported earnings
- [ ] Measurement errors (in Level 2 or 3 Fair Value)
- [x] Complexity of calculations (in Level 2 or 3 Fair Value)
- [x] Management's opportunistic behaviour (in Level 2 or 3 Fair Value)
- [ ] Insufficient involvement of independent third-party assessment (in Level 2 or 3 Fair Value)
- [x] Limited relationship with the expected developments of fair value in the long-term
- [ ] Other

V. Institutional investors’ engagement

Click here for the list of definitions, abbreviations and legal references included in the Explanatory Note

27. Is your investment strategy predominantly active or passive?
- Active
- Passive

Please respond to the remainder of this section based on (i) the investment strategy you have indicated under question 27 and (ii) the investment time horizon you have indicated under question 8

28. Please elaborate on how the actual holding period of your investments (as you have indicated under question 11) matches with your investment mandate

1400 character(s) maximum

29. To which extent does your firm integrate long-term value considerations for the purpose of setting its investment strategy (and subsequent portfolio allocation choices)?
- 1: Not at all
- 2: To a small extent
- 3: To some extent
- 4: To a large extent
- 5: To a great extent

30. To which extent does your firm integrate long-term value considerations for the purpose of setting its engagement policy (and subsequent engagement activities)?
- 1: Not at all
- 2: To a small extent
- 3: To some extent
- 4: To a large extent
- 5: To a great extent

31. How does your firm engage with the investee companies in order to mitigate any potential sources of undue short-termism?

Please select one or several options from the below list
- Voting at the Annual General Meeting (AGM)
- Private engagement (bilateral meetings, conference calls, etc.)
- Collective engagement initiatives (coalitions, engagement platforms, etc.)
- Litigation (or a threat to use litigation as a negotiating tool)
- Other

*In case you selected **more than one option** in Question 31, please explain how you select different tools used for engagement*

2800 character(s) maximum

* 32. What are the main topics your firm engages on in order to mitigate any potential sources of undue short-termism?

You may choose more than one factor

- [ ] Remuneration of directors
- [ ] Board appointments (including board diversity, independence, tenure)
- [ ] Related party transactions
- [ ] Pay-out policy (dividends, share buybacks, etc.)
- [ ] ESG / sustainability-related
- [x] Other

* Please specify

1400 character(s) maximum

/

34. Please indicate your agreement with the following statement: "Proxy advisors take into consideration long-term value when they provide voting advice"

- ( ) 1: Totally disagree
- ( ) 2: Mostly disagree
- ( ) 3: Partially disagree and partially agree
- ( ) 4: Mostly agree
- ( ) 5: Totally agree

35. Please indicate your agreement with the following statement: "Engagement activities can be an efficient way of mitigating any potential sources of undue short -termism"

- ( ) 1: Totally disagree
- ( ) 2: Mostly disagree
- ( ) 3: Partially disagree and partially agree
- (•) 4: Mostly agree
- ( ) 5: Totally agree

* Please provide quantitative or anecdotal evidence to corroborate your answer

1400 character(s) maximum

Voting at general meetings and engagement are naturally part of a long-term vision for asset manager shareholders.

36. To which extent do you consider your engagement activities successful in mitigating any potential sources of undue short-termism?

- ( ) 1: Not at all

- 2: To a small extent
- 3: To some extent
- 4: To a large extent
- 5: To a great extent

37. Which are the main obstacles that institutional investors face when engaging with investee companies, and how could they be addressed in your view?

2800 character(s) maximum

Depending on the European country in which a general meeting is held, the exercise of voting rights by the institutional investors may or may not be facilitated.
In some European countries there are still obstacles to voting: powers of attorney -POA requirement, obligation to be physically present at the AG (a good shareholder democracy should allow systematically a vote by mail at general meetings of listed companies, as it is the case in France), sub-custodians requiring additional time limits to vote …
These barriers must be removed to facilitate engagement.

38.Please indicate your agreement with the following statement: "The recent entry into application of the revised Shareholder Rights Directive is going to increase the extent to which your firm takes into account long-term value considerations for the purpose of setting your investment strategy and engagement policy"

- 1: Totally disagree
- 2: Mostly disagree
- 3: Partially disagree and partially agree
- 4: Mostly agree (selected)
- 5: Totally agree

* Please elaborate and explain which regulatory improvements could be considered, if any

2800 character(s) maximum

French asset managers have been engaged for years. The First Shareholder Rights Directive had already contributed deploying the long-term consideration, we think that the second Directive will promote facilitation within Europe.

VI. Remuneration of fund managers

Click here for the list of definitions, abbreviations and legal references included in the Explanatory Note

Part A: Remuneration of identified staff in funds

39. What is the average investment horizon of the funds managed by your firm?

Please select one investment horizon per category of fund

	Less than 1 year	1-3 years	3-5 years	5-10 years	Over 10 years	Not applicable

Hedge funds	○	○	○	○	○	●
Private equity	○	○	○	○	○	●
Equity	○	○	○	○	○	●
Fixed income	○	○	○	○	○	●
Real estate	○	○	○	○	○	●
Alternative	○	○	○	○	○	●
Other	○	○	○	○	○	●

40. In the salaries of identified staff [1] of your firm's funds, what is the average share of the variable component compared to the fixed component?

[1] Defined in the Guidelines on sound remuneration policies under the UCITS Directive (ESMA/2016/575) and Guidelines on sound remuneration policies under the AIFMD (ESMA/2013/232)

	0-20%	20-30%	30-40%	40-50%	Over 50%	Not applicable
Hedge funds	○	○	○	○	○	●
Private equity	○	○	○	○	○	●
Equity	○	○	○	○	○	●
Fixed income	○	○	○	○	○	●
Real estate	○	○	○	○	○	●
Alternative	○	○	○	○	○	●
Other	○	○	○	○	○	●

41. Over what average time is the reference period for variable remuneration calculated for the identified staff of your firm's funds?

	Less than 1 year	1-4 years	5-8 years	9-12 years	More than 12 years	Not applicable
Hedge funds	○	○	○	○	○	●
Private equity	○	○	○	○	○	●
Equity	○	○	○	○	○	●
Fixed income	○	○	○	○	○	●

Real estate	○	○	○	○	○	●
Alternative	○	○	○	○	○	●
Other	○	○	○	○	○	●

42. What average percentage of variable remuneration do you defer for identified staff of your firm's funds?

	40-50%	50-60%	60-70%	70-80%	Over 80%	Not Applicable
Hedge funds	○	○	○	○	○	●
Private equity	○	○	○	○	○	●
Equity	○	○	○	○	○	●
Fixed income	○	○	○	○	○	●
Real estate	○	○	○	○	○	●
Alternative	○	○	○	○	○	●
Other	○	○	○	○	○	●

43. On average, over what period do you defer the payment of the variable remuneration for identified staff of your firm's funds?

	3-4 years	5-6 years	7-8 years	9-10 years	More than 10 years	Not applicable
Hedge funds	○	○	○	○	○	●
Private equity	○	○	○	○	○	●
Equity	○	○	○	○	○	●
Fixed income	○	○	○	○	○	●
Real estate	○	○	○	○	○	●
Alternative	○	○	○	○	○	●
Other	○	○	○	○	○	●

44. Do you believe there are common practices in the remuneration of fund managers that contribute to short-termism?

○ Yes
● No

Part B: Remuneration of corporate executives

45. In your firm, what is the average share of the variable component of executive remuneration compared to the fixed component?

- 0-20%
- 21-30%
- 31-40%
- 41-50%
- Over 50%

46. Over what average time is the reference period calculated for variable remuneration of your firm's executives?

- Less than 1 year
- 1-4 years
- 5-8 years
- 8-12 years
- Over 12 years

47. Over what average period is the payment of the variable remuneration of your firm's executives deferred?

- less than 3 years
- 3-5 years
- 6-7 years
- 8-9 years
- 10 years or more

48. Is the awarding of variable remuneration to your firm's executives linked to any ESG-related objectives?

- Yes
- No

49. Do you believe there are common practices in the remuneration of corporate executives that contribute to short-termism?

- Yes
- No

VII. Use of CDS by investment funds

Click here for the list of definitions, abbreviations and legal references included in the Explanatory Note

50. What percentage of your funds are exposed to CDS?

Please indicate the closest applicable percentage and use 0 to indicate ‘not applicable’

	0%	10%	20%	30%	40%	50%	60%	70%	80%	90%	100%
All funds	○	○	○	○	○	○	○	○	○	○	○
UCITS funds	○	○	○	○	○	○	○	○	○	○	○
AIFs	○	○	○	○	○	○	○	○	○	○	○

51. If your funds are exposed to CDS, what are they primarily exposed to?

Please fill in the table with the applicable percentages and use 0 to indicate 'not applicable'

	Single name CDS	Index CDS	Basket CDS	Other
All funds				
UCITS funds				
AIFs				

*In case you reported a non-zero percentage to **Other** in question 51, please specify which kind of CDS you are referring to*

1400 character(s) maximum

52. What kinds of CDS exposures do your funds hold?

Please fill in the table with the applicable percentages and use 0 to indicate 'not applicable'

	Sell only	Net sell	Net buy	Buy only
All funds				
UCITS funds				
AIFs				

53. If any of your funds hold sell only or net sell CDS positions, what is their primary investment strategy?

	Equity	Fixed income	Alternative	Other
All funds	○	○	○	○
UCITS funds	○	○	○	○
AIFs	○	○	○	○

54. What is the average size of your fund's holding of sell only or net sell CDS exposures, expressed in assets under management (AUM)?

Please select the relevant range for each category

	Below €1 million	€1 million ≤X≥ €10 million	€10 million <X≥ €100 million	€100 million <X≥ €1 billion	Over €1 billion
All funds	○	○	○	○	○
UCITS funds	○	○	○	○	○
AIFs	○	○	○	○	○

55. If you hold sell only or net sell CDS positions in any of your funds, please select in the list below one or several reasons for holding sell only or net sell CDS positions

- [ ] To gain credit exposure to underlying credit name / index / basket
- [ ] To improve returns in fund through collecting CDS premia
- [x] Other

* Please specify

1400 character(s) maximum

Generally, our members would add these reasons:
To keep liquidity available in the balance sheet and gain exposure in compliance with the investment strategy of the fund.
To benefit from the diversification that an index provides.
To take position on a more actively traded market than bonds.

56. If you hold sell only or net sell CDS positions in any of your funds, do you:

- [x] Monitor underlying default risk of the CDS reference instrument / index / basket?
- [ ] Believe your positions accentuate tail risk exposure in the funds holding them?
- [ ] Monitor potential tail risk exposure in your funds with sell only or net sell CDS positions?
- [x] Take into account the leverage in the exposed fund?
- [ ] Other

* Please explain your response

1400 character(s) maximum

For our members, in most cases, the exposure to credit risk through CDS is not conceived as a leveraged position but either as an alternative to bond or as part of an arbitrage strategy.

57. Are there other classes of derivatives used by investment funds that could increase short-termism in the economy?

2800 character(s) maximum

We do not share the link that ESMA suggests between derivatives and short termism. Opting for most liquid positions to gain exposure to one market segment does not prove an intent to trade short term. Derivatives may have to be rolled or renewed but the exposure may be maintained over a long term period.

VIII. Final

Click here for the list of definitions, abbreviations and legal references included in the Explanatory Note

58. Do you have any additional input you wish to provide in relation to the topics covered in this survey? Please provide links to any relevant material / publications.

2800 character(s) maximum

Regarding Section II: AFG members would like to recall that investment funds are displayed on an array of different time horizons as well as risk/return profiles and strategies.
Different types of investors display varying risk tolerances and return objectives as well as time horizons depending on their needs. The recommended investment horizon by fund is useful to these investors as an indication of the horizon linked to the risk return profile of the fund depending also on the characteristics of the underlying asset classes. On the other hand, we should recall also the market's focus on monitoring performance achieved on a one year horizon (investors, ranking institutions and commercial databases, etc). For AFG thus, the recommended investment horizon by fund is not indicative of incentives in favour of short termism

Regarding Section III, question 15 : this question's formulation is somewhat ambiguous. We choose to understand it as a statement on the current state of disclosure of ESG information by listed companies, which our members consider insufficiently detailed, hence our answer "Mostly disagree". However, we do totally agree on the fact that, would this information be sufficiently detailed and standardised across the EU, it indeed enables investors to take long-term investment decisions.

Regarding Section IV, question 24 : Long-term investment does not solely comprise Equity instruments. Investment can be held either directly or indirectly, for example through UCITS, ETF (Exchange Traded Funds) or AIF. From an economic standpoint, the decision to hold equity instruments indirectly can be motivated by various objectives such as; risk spreading/diversification, accessing higher level of liquidity, relying on dedicated experts monitoring positions, isolating assets backing specific underlying liabilities, simplifying operational accounting burden for each single asset.

Regarding Section VI, question 44 : We remind you that AIFM and UCITS regulations strictly regulate remuneration.

59. Do you consider that any topics beyond those covered in the survey should be addressed in ESMA's advice to the European Commission on potential undue short-term pressures exercised by the financial sector on companies? Please provide links to any relevant material / publications.

2800 character(s) maximum

A main issue according to some of our members is the lack of compulsory ESG disclosure by issuers

According to them, there would also be a need to assess the effect of the frequency of statements of listed issuers (quarterly statements)

60. Do you have any other comments or thoughts on the issue of short-termism? Please provide links to any relevant material / publications.

2800 character(s) maximum

Some of our members also highlighted that this survey considers the collection of evidence on undue short termism mainly regarding on the side of asset owners and managers (buy-side), whereas a more complete global picture should look at both sides of the market - thus enlarging the scope to the sell-side too. We agree that an activity that is short term in nature does not necessarily imply an undue short term pressure. Nevertheless, acknowledging different aspects of business models based on an objective interest in participating to market volatility should also be part of the collection of evidence.

Contact

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