

# Proxy Advisory Firms: The Economics of Selling Information to Voters\*

Andrey Malenko

Nadya Malenko

MIT Sloan

Boston College, CSOM

*Journal of Finance*, forthcoming

## Abstract

We analyze how proxy advisors, which sell voting recommendations to shareholders, affect corporate decision-making. If the quality of the advisor's information is low, there is overreliance on its recommendations and insufficient private information production. In contrast, if the advisor's information is precise, it may be underused because the advisor rations its recommendations to maximize profits. Overall, the advisor's presence leads to more informative voting only if its information is sufficiently precise. We evaluate several proposals on regulating proxy advisors and show that some suggested policies, such as reducing proxy advisors' market power or decreasing litigation pressure, can have negative effects.

---

\*Andrey Malenko: amalenko@mit.edu. Nadya Malenko: nadya.malenko@bc.edu. We are grateful to Philip Bond (the Editor), the Associate Editor, two anonymous referees, Rui Albuquerque, Alessandro Bonatti, Guojun Chen, Jonathan Cohn, Douglas Diamond, Daniel Ferreira, Thierry Foucault, Itay Goldstein, Leonard Kostovetsky, Doron Levit, Michelle Lowry, Richmond Mathews, Jonathan Reuter, Suresh Sundaresan, Bilge Yilmaz, and participants at multiple seminars and conferences for helpful comments. The authors do not have any conflicts of interest, as identified in the *Journal of Finance's* disclosure policy.

Proxy advisory firms provide shareholders with research and recommendations on how to cast their votes at shareholder meetings. For diversified institutional investors, the costs of performing independent research on each proposal in each of their portfolio companies are substantial. The institution may prefer to pay a fee and get information from a proxy advisory firm instead. In the last years, the demand for proxy advisory services has substantially increased due to several factors – the rise in institutional ownership, the 2003 SEC rule requiring mutual funds to vote in their clients’ best interests, and the growing volume and complexity of issues voted upon. The largest proxy advisor, Institutional Shareholder Services (ISS), has over 1,900 institutional clients and covers about 40,000 meetings around the world. By now, there is strong empirical evidence that proxy advisors’ recommendations have a large influence on voting outcomes.<sup>1</sup> This influence has attracted the attention of policy makers and led to a number of proposals to regulate the proxy advisory industry.

Market participants concerned about the influence of proxy advisors emphasize potential deficiencies in their recommendations – the one-size-fits-all approach, inaccuracies in their data, and conflicts of interest.<sup>2</sup> Other observers counter that even if the quality of their recommendations is low, market forces will ensure efficient information production and aggregation in voting because “institutional investors are sophisticated market participants that are free to choose whether and how to employ proxy advisory firms” (GAO report (2016)). According to Nell Minow, a well-known governance expert, “what we have is the most sophisticated institutional investors in the world...making a free market decision to pay for outside, objective analysis...There could not be a better example of market efficiency.”<sup>3</sup>

In this paper, we emphasize that the market efficiency view does not take into account the collective action problem among shareholders. We show that because shareholders do not internalize the effect of their actions on other shareholders, there may be excessive overreliance on proxy advisors’ recommendations and, as a result, excessive conformity in shareholders’ votes. Moreover, this problem might not be resolved by improving the quality of proxy advisors’ recommendations.

Overall, the goal of our paper is to provide a simple framework for analyzing the economics of the proxy advisory industry. We are particularly interested in understanding how proxy advisors affect the quality of corporate decision-making and in analyzing the suggested policy

---

<sup>1</sup>See Alexander et al. (2010), Ertimur, Ferri, and Oesch (2013), Iliev and Lowry (2015), Larcker, McCall, and Ormazabal (2015), Malenko and Shen (2016), and McCahery, Sautner, and Starks (2016), among others.

<sup>2</sup>See, for example, Gallagher (2014) and the SEC 2010 Concept Release on the U.S. Proxy System.

<sup>3</sup>Harvard Law School Forum on Corporate Governance, March 2 2018.

proposals. For this purpose, we build a model of strategic voting in the presence of a proxy advisor. Shareholders are voting on a proposal that can increase or decrease firm value. Each shareholder can acquire information about the proposal from two sources – do his own independent research or get information from the proxy advisor.<sup>4</sup> Specifically, there is a monopolistic proxy advisor that has an informative signal about the proposal. The advisor sets a fee that maximizes its profits and offers to sell its signal to shareholders for this fee. Each shareholder then independently decides whether to buy the advisor’s signal, to pay a cost to acquire his own signal, to acquire both signals, or to remain uninformed. After observing the signals he acquired, each shareholder decides how to vote, and the proposal is implemented if it is approved by the majority of shareholders.

In this framework, the proxy advisor provides a valuable service: an option to buy and follow an informative signal.<sup>5</sup> The presence of this option, however, comes at a cost: it reduces shareholders’ incentives to invest in their own independent research. If the firm were owned by a single shareholder, he would perfectly internalize the effect of his decisions on firm value and would choose between the two sources of information efficiently. However, the firm is owned by multiple shareholders, leading to a collective action problem and inefficiencies in information acquisition. Specifically, a shareholder who acquires information (privately or from the proxy advisor) imposes a positive externality on other shareholders by making the vote more informed. When some other shareholders already follow the proxy advisor, this externality is higher if a shareholder acquires information privately than if he acquires information from the advisor. This is because when shareholders follow their private signals, they make independent (or, more generally, imperfectly correlated) mistakes. In contrast, when shareholders follow the same signal (advisor’s recommendation), their mistakes are perfectly correlated, which increases the probability that an incorrect decision will be made. Therefore, the collective action problem may lead to excessive overreliance on the advisor’s recommendations and crowd out too much private information production.

This trade-off between providing a new informative signal, on the one hand, and crowding

---

<sup>4</sup>In practice, some institutions have their own proxy research departments, while others strongly rely on proxy advisors’ recommendations. For example, Iliev and Lowry (2015) show that there is substantial heterogeneity among mutual funds in the extent to which they rely on ISS, and Iliev, Kalodimos, and Lowry (2018) show that institutions doing more independent governance research (as measured by their downloads of proxy-related SEC filings) are significantly less likely to vote with ISS.

<sup>5</sup>For example, Alexander et al. (2010) find that ISS recommendations in proxy contests convey substantive information about the contribution of dissidents to firm value. Overall, according to the survey of institutional investors by McCahery, Sautner, and Starks (2016), 55% of respondents believe that proxy advisors help them make more informed voting decisions.

out independent research and generating correlated mistakes in votes, on the other hand, leads to our main result: The presence of the proxy advisor increases firm value (the probability of a correct decision being made) only if the precision of its recommendations is sufficiently high. This result holds for any fee charged by the proxy advisor, even if this fee is very small.<sup>6</sup>

The fact that the proxy advisor sets its fee strategically, aiming to maximize its own profits rather than the informativeness of voting, creates inefficiency of another sort. In our model, when the advisor's information is imprecise, firm value would be maximized if its recommendations were made prohibitively costly, so as to maximize shareholders' incentives to perform independent research. In contrast, when the advisor's information is sufficiently precise, firm value would be maximized if the price of its recommendations were made as low as possible. Clearly, neither of these policies corresponds to what the monopolistic advisor finds optimal to do. When the advisor's information is imprecise, it charges low fees to induce shareholders to buy its recommendations. This crowds out independent research and leads to overreliance on the advisor's recommendations. In contrast, when the advisor's information is very precise, it becomes underused: to maximize profits, the monopolistic advisor rations it and sells it to only a fraction of investors. Interestingly, because of this strategic pricing, informativeness of voting does not increase even if the advisor's information is perfectly precise, as long as the cost of private information acquisition is not very high.

The firm's ownership structure plays a key role for whether the advisor's presence improves voting outcomes. In firms with highly dispersed ownership, the collective action problem is so severe that if proxy advisors' recommendations were not available, there would be very little private information production and voting would be uninformative. In such firms, the negative crowding out effect does not arise, while the positive effect does – the advisor's presence provides a relatively cheap way for shareholders to become informed. Thus, the negative effect of proxy advisors is more likely to arise in firms with more concentrated ownership, which is consistent with the findings of Calluzzo and Dudley (2017).

In our basic model, the only reason shareholders subscribe to the proxy advisor is to make more informed voting decisions. Another frequently discussed motive for following proxy advisors' recommendations is that it could protect an institutional investor from potential

---

<sup>6</sup>Anecdotal evidence suggests that a large fraction of institutions subscribe to at least one proxy advisor, implying that in practice, proxy advisory fees are not very high. In addition, proxy advisors' recommendations are sometimes made public in high profile cases. See also the discussion in Section VI.

litigation.<sup>7</sup> We therefore introduce the risk of litigation for shareholders’ voting decisions, which shareholders can eliminate by following the advisor’s recommendations. The positive effect of greater litigation pressure is that it increases shareholders’ incentives to vote informatively. However, greater litigation pressure may also exacerbate the crowding out effect by inducing shareholders to follow the advisor instead of doing independent research. As a result, greater litigation pressure decreases the informativeness of shareholder voting unless the advisor’s recommendations are of high enough quality.

Finally, we use the model to evaluate some frequently discussed proposals on regulating the proxy advisory industry. They include reducing the market power of ISS and Glass Lewis to lower the costs of proxy advisory services (GAO (2007)), improving the quality of proxy advisors’ recommendations, and increasing the transparency about their methodologies and conflicts of interest (Edelman (2013)). We show that decreasing the advisor’s fees has a positive effect on firm value if its recommendations are of high enough quality, but it could have an unintended negative effect if the quality of recommendations is low: lowering the fees would encourage even more investors to follow the imprecise advisor’s recommendations instead of doing independent research. Similarly, both improving the quality of the advisor’s recommendations and increasing the transparency about its methodologies and conflicts of interest can have either a positive and negative effect, depending on how precise its recommendations are. Moreover, many suggested policies may also affect the advisor’s incentives to produce high-quality recommendations. Overall, our results suggest that any regulation of proxy advisors should carefully take into account how it will affect private information acquisition by investors and the quality of proxy advisors’ recommendations.

Our paper is related to the literature that studies voting in the corporate finance context (Maug (1999), Maug and Yilmaz (2002), Bond and Eraslan (2010), Brav and Mathews (2011), Levit and Malenko (2011), Van Wesep (2014), Bar-Isaac and Shapiro (2018)). We contribute to these papers by analyzing an important institutional feature of corporate voting — the presence of proxy advisors. In a follow-up paper, Ma and Xiong (2018) examine potential biases in proxy advisory recommendations.

More generally, our paper is related to the literature on strategic voting, which studies

---

<sup>7</sup>As the former SEC commissioner Daniel M. Gallagher put it, “relying on the advice from the proxy advisory firm became a cheap litigation insurance policy: for the price of purchasing the proxy advisory firm’s recommendations, an investment adviser could ward off potential litigation over its conflicts of interest” (Gallagher (2014)). Indeed, the 2003 SEC rule and the two 2004 SEC no-action letters discussed in Section VII suggest that following the recommendations of a proxy advisor can ensure that an institutional investor satisfies its fiduciary duty to vote in its clients’ best interests.

how information that is dispersed among voters is aggregated in the vote (e.g., Austen-Smith and Banks (1996), Feddersen and Pesendorfer (1998)). It is mostly related to papers that analyze endogenous information acquisition by voters.<sup>8</sup> Differently from these papers, which focus on how voters' incentives to acquire private information depend on the decision-making rule and the number of voters, our focus is on voters' choice between acquiring private information and the information sold by a third party. Alonso and Camara (2016), Chakraborty and Harbaugh (2010), Jackson and Tan (2013), and Schnakenberg (2015) analyze information provision by biased senders to voters, in the form of either communication or Bayesian persuasion. Their focus is on how the sender exploits heterogeneity in voters' preferences to sway the outcome in his favor, while our model features no conflicts of interest between parties and instead focuses on the sale of information and crowding out of private information acquisition. The assumption that shareholders have aligned preferences also distinguishes our paper from another large strand of the political economy literature, which studies voters with heterogeneous preferences as opposed to heterogeneous information (see Grossman and Helpman (2001) and Persson and Tabellini (2002) for surveys). While heterogeneous preferences are of first-order importance in political elections, heterogeneous information is, in our view, more important in the corporate context.

Our paper also contributes to the literature on the sale of information.<sup>9</sup> To our knowledge, we are the first to study the sale of information to agents who can also acquire private signals and to examine how this opportunity affects the pricing of information by the seller. Our second contribution is to examine information sales in a strategic voting context. In financial markets, traders compete with each other and hence are deterred from buying the seller's signal if many other traders acquire the same signal as well. In contrast, voters have common interests and only care about the event in which they are pivotal, which, as we show, leads them to overrely on the seller's signal.

Finally, on a broader level, our paper relates to a large literature on externalities in information acquisition and aggregation. It includes papers that examine how public information disclosure affects investors' incentives for private information production (e.g., Diamond (1985), Boot and Thakor (2001), Goldstein and Yang (2017), Piccolo and Shapiro (2017)) and

---

<sup>8</sup>Persico (2004), Martinelli (2006), Gerardi and Yarov (2008), Gershkov and Szentes (2009), Khanna and Schroder (2015).

<sup>9</sup>It includes the literature on selling information to traders in financial markets (e.g., Admati and Pfleiderer (1986, 1990); Fishman and Hagerty (1995), Cespa (2008), and Garcia and Sangiorgi (2011), among others), as well as information sales in other contexts (e.g., Bergemann, Bonatti, and Smolin (2017)).

use (e.g., Bond and Goldstein (2015)).<sup>10</sup> It also includes papers that examine inefficiencies in the use of information (Morris and Shin (2002), Angeletos and Pavan (2007)), acquisition of information (Hellwig and Veldkamp (2009)), or both information acquisition and information use (Colombo, Femminis, and Pavan (2014)) due to payoff externalities among agents, such as strategic complementarity or substitutability between agents' actions.<sup>11</sup> Our paper is different from these literatures in two aspects. First, we focus on the sale, rather than free public disclosure of the common signal. As we show, strategic pricing by the seller has important effects for the interplay between private vs. common signal acquisition and use. The second distinguishing feature is our focus on voting: The difference from the former literature, where the interplay between public and private information works through trading profit considerations, is that the mechanism in our paper is through shareholders' beliefs about the effect of their decisions on voting outcomes. The difference from the latter literature is that in our model, shareholders do not care about coordinating their votes per se: each shareholder only cares about the value of his shares less the information acquisition costs.

The paper proceeds as follows. Section I describes the setup and solves for the benchmark case without a proxy advisor. Section II analyzes shareholders' information acquisition and voting decisions in the presence of a proxy advisor and derives implications for the quality of decision-making. Section III discusses the advisor's pricing strategy. Section IV analyzes litigation pressure and several policy proposals. Section V extends the model by endogenizing the quality of the advisor's recommendation, and Section VI discusses other possible extensions of the basic model. Section VII outlines the empirical implications. Finally, Section VIII concludes.

## I. Model Setup

We adopt the standard setup in the strategic voting literature (e.g., Austen-Smith and Banks (1996), Feddersen and Pesendorfer (1998)) and augment it by introducing an advisor that offers to sell its signal to the voters.

---

<sup>10</sup>Relatedly, Sangiorgi and Spatt (2018) provide a comprehensive overview of information production by credit rating agencies. In addition, the feature that agents can acquire information directly or via an intermediary (proxy advisor) connects our paper to theories of financial intermediation, such as Diamond (1984) and Ramakrishnan and Thakor (1984).

<sup>11</sup>Information aggregation is also inefficient in herding models but for a different reason – sequential decision-making by agents (e.g., Bikhchandani, Hirshleifer, and Welch (1992), Banerjee (1992)). Khanna and Mathews (2011) study information acquisition in a herding context.

The firm is owned by  $N \geq 3$  shareholders, where  $N$  is odd. Each shareholder owns the same stake in the firm (for simplicity, one share), and each share provides one vote. It is easiest to think about these shareholders as the firm’s institutional investors: given their often significant holdings in the companies and their fiduciary duties to their clients, they are likely to have incentives to vote in an informed way.

There is a proposal to be voted on at the shareholder meeting, which is implemented if it is approved by the majority, that is, if at least  $\frac{N+1}{2}$  shareholders vote for it.<sup>12</sup> Let  $d$  denote whether the proposal is approved ( $d = 1$ ) or rejected ( $d = 0$ ). The value of the proposal, and thus the optimal decision, depends on the unknown state  $\theta \in \{0, 1\}$ , where both states are equally likely. The optimal decision is to accept the proposal if  $\theta = 1$  and reject it if  $\theta = 0$ . Specifically, denoting the change in firm value per share by  $u(d, \theta)$ , suppose that

$$u(1, \theta) = \begin{cases} 1, & \text{if } \theta = 1, \\ -1, & \text{if } \theta = 0, \end{cases} \quad (1)$$

$$u(0, \theta) = 0.$$

For example, the vote could correspond to a proxy contest, where the dissident’s effect on firm value is either positive ( $\theta = 1$ ) or negative ( $\theta = 0$ ) and the proposal voted on is whether to approve the dissident’s nominees. If the dissident wins the contest ( $d = 1$ ), firm value increases if and only if  $\theta = 1$ , while if the incumbent management stays in place ( $d = 0$ ), firm value is unchanged.<sup>13</sup> As we show in the Internet Appendix, this specification is equivalent to any general specification  $u(d, \theta)$  that satisfies  $u(1, 1) - u(0, 1) = u(0, 0) - u(1, 0)$ .<sup>14</sup>

Shareholders maximize the value of their shares minus any costs of information acquisition (Section IV.A analyzes an extension in which shareholders are also concerned with litigation for their voting decisions). Each shareholder can get access to two signals – his private signal and the recommendation of an advisor (the proxy advisory firm). Specifically, the advisor’s information is represented by signal (“recommendation”)  $r \in \{0, 1\}$ , whose precision is given

---

<sup>12</sup>While this formulation assumes that the vote is binding, our setup can also apply to nonbinding votes. First, the 50% voting threshold is an important cutoff, passing which leads to a significantly higher probability of proposal implementation even if the vote is nonbinding (e.g., Ertimur, Ferri, and Stubben (2010), Cuñat, Gine, and Guadalupe (2012)). Second, Levit and Malenko (2011) show that nonbinding voting is equivalent to binding voting with an endogenously determined voting cutoff that depends on company and proposal characteristics.

<sup>13</sup>According to Fos (2017) dissidents win in 55% of voted proxy contests. Relatedly, according to Alexander et al. (2010), ISS supports the dissident in 45% of cases.

<sup>14</sup>The Internet Appendix is available in the online version of the article at the *Journal of Finance* website.



by  $\pi \in [\frac{1}{2}, 1]$ :

$$\Pr(r = 1|\theta = 1) = \Pr(r = 0|\theta = 0) = \pi. \quad (2)$$

We take  $\pi$  as given in the basic model and endogenize it in Section V. We assume that the advisor’s recommendation to each shareholder is  $r$ : As footnote 24 shows, the advisor does not benefit from adding perfectly correlated noise to its recommendations; likewise, the Internet Appendix shows that the advisor does not benefit from personalizing its recommendations by adding i.i.d. noise.<sup>15</sup> Each shareholder can buy recommendation  $r$  for fee  $f$ , which is optimally set by the advisor.

In addition to buying the advisor’s recommendation, each shareholder can do independent research: shareholder  $i$  can acquire a private signal  $s_i \in \{0, 1\}$  at cost  $c > 0$ . The precision of the private signal is given by  $p \in [\frac{1}{2}, 1]$ :

$$\Pr(s_i = 1|\theta = 1) = \Pr(s_i = 0|\theta = 0) = p. \quad (3)$$

All signals are independent conditional on state  $\theta$ , and precision levels  $p$  and  $\pi$  are common knowledge.

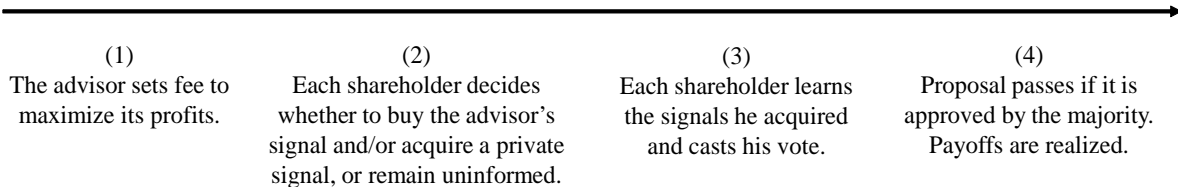
The timing of the model is illustrated in Figure 1. There are four stages. At Stage 1, the advisor sets fee  $f$  that it charges each shareholder who buys the recommendation. At Stage 2, each shareholder independently and simultaneously decides on whether to acquire his private signal at cost  $c$ , acquire the advisor’s signal for fee  $f$ , acquire both signals, or remain uninformed. At Stage 3, each shareholder  $i$  privately observes the signals he acquired, if any, and decides on his vote  $v_i \in \{0, 1\}$ , where  $v_i = 1$  ( $v_i = 0$ ) corresponds to voting in favor of (against) the proposal. The votes are cast simultaneously. At Stage 4, the proposal is implemented or not, depending on whether the majority of shareholders voted for it, and the payoffs are realized.

[Figure 1 here]

For simplicity, we set up the model in the context of a single proposal. In practice, the decision whether to subscribe to a proxy advisor’s recommendations is often made at the investment portfolio level: for example, an institution that subscribes to ISS will receive vote recommendations for each company in its portfolio. Hence, fee  $f$  can be interpreted as the

---

<sup>15</sup>In practice, proxy advisors sometimes give personalized vote recommendations to clients that have a strong position on particular issues, for example, on CSR proposals. Such behavior would arise in our model if we assumed that shareholders have heterogeneous preferences, the feature that we abstract from.



**Figure 1.** Timeline of the model.

fee for a representative firm in the investor's portfolio. Likewise, the decision of whether to pay cost  $c$  can be interpreted as the decision of whether to establish a proxy research department. We discuss this “bundling” of proposals by proxy advisors in Section VI.

We focus on symmetric Bayes-Nash equilibria. Symmetry means two things. First, all shareholders follow the same information acquisition strategy, and at the voting stage, all shareholders of one type (i.e., those who acquired the recommendation from the advisor; those who acquired a private signal; those who acquired neither; and those who acquired both) use the same voting strategy, denoted  $w_r(r) : \{0, 1\} \rightarrow [0, 1]$ ,  $w_s(s_i) : \{0, 1\} \rightarrow [0, 1]$ ,  $w_0 \in [0, 1]$ , and  $w_{rs}(r, s_i) : \{0, 1\} \times \{0, 1\} \rightarrow [0, 1]$ , where  $w_r(\cdot)$ ,  $w_s(\cdot)$ ,  $w_0$ , and  $w_{rs}(\cdot)$  denote the probability of voting “for” given the respective information set. Second, since the model is fully symmetric in states and signals, we look for equilibria that are symmetric around the state:  $w_s(s_i) = 1 - w_s(1 - s_i)$ ,  $w_r(r) = 1 - w_r(1 - r)$ ,  $w_0 = \frac{1}{2}$ , and  $w_{rs}(r, s_i) = 1 - w_{rs}(1 - r, 1 - s_i) \forall s_i \in \{0, 1\}$  and  $\forall r \in \{0, 1\}$ .<sup>16</sup> In what follows, we refer to symmetric equilibria as simply equilibria.<sup>17</sup>

We assume that shareholders cannot abstain from voting on the proposal. This assumption matches reality: in practice, institutional investors rarely abstain from voting, probably because of the fear of violating their fiduciary duties or of being perceived as uninformed. For example, according to our calculations based on the ISS Voting Analytics database for 2003 to 2012, mutual funds abstain in less than 1% of cases.<sup>18</sup>

<sup>16</sup>The symmetry assumption allows us to eliminate “uninformative” equilibria, in which all shareholders remain uninformed and then all vote in the same direction.

<sup>17</sup>In particular, when we say that there is a unique equilibrium, we mean a unique symmetric equilibrium.

<sup>18</sup>Moreover, the equilibrium of our model will also be an equilibrium if we extend the model by allowing each shareholder to abstain from voting and assume that in the event of a tie, the proposal is implemented randomly. Consider an uninformed shareholder and note that his vote only matters if the votes of other shareholders are split equally. Conditional on this event, both states are equally likely, and hence the shareholder is indifferent between the proposal being accepted or rejected. If the shareholder abstains, the proposal is implemented randomly, uncorrelated with the state; if the shareholder does not abstain from

The model described in this section is stylized. The benefit is that it leads to tractable solutions and clearly shows the underlying economic forces. The cost of tractability is that the model does not incorporate several features of the proxy advisory industry. In Section VI, we discuss how the model can be extended to account for some of these features.

### A. Benchmark: Voting without the Proxy Advisor

As a benchmark, it is useful to consider voting in the absence of the advisor. In this case, the model is an extension of the standard problem of strategic voting,<sup>19</sup> augmented by the information acquisition stage. A variation of this problem has been studied by Persico (2004).

An equilibrium is given by probability  $q \in [0, 1]$  with which each shareholder acquires a private signal; function  $w_s(s)$ , which is the probability of voting “for” given signal  $s$ ; and probability  $w_0 = \frac{1}{2}$  of voting “for” given no information.

In equilibrium, each shareholder who acquires a private signal votes according to his signal. Indeed, if the shareholder always voted in the same way regardless of his signal, he would be better off not paying for the signal in the first place. Similarly, if the shareholder mixed (and hence were indifferent) between voting according to his signal and against it for at least one realization of the signal, then his utility would not change if he voted in the same way regardless of his signal, so he would be again better off not acquiring the signal.

Given the equilibrium at the voting stage, we can solve for the equilibrium at the information acquisition stage. Consider shareholder  $i$  deciding whether to acquire a private signal, given that he expects each other shareholder to acquire a private signal with probability  $q$ . Whether the shareholder is informed or not only makes a difference if his vote is pivotal, that is, the number of “for” votes among other shareholders is exactly  $\frac{N-1}{2}$ .<sup>20</sup> Denote this set of events by  $PIV_i$ . Two cases are possible. If the shareholder’s private signal is  $s_i = 1$ , then by acquiring the signal, the shareholder votes “for” for sure, instead of randomizing between voting “for” and “against,” so his utility from being informed is  $\frac{1}{2}\mathbb{E}[u(1, \theta) | s_i = 1, PIV_i]$ .

---

voting, then, as we show below, he randomizes between voting for and against and hence the implementation of the proposal is also independent of the state. Hence, the uninformed shareholder is indifferent between abstaining and not abstaining, so our equilibrium continues to exist in this extended model.

<sup>19</sup>Maug and Rydqvist (2009) provide evidence consistent with shareholders voting strategically.

<sup>20</sup>In practice, the probability of a “close vote” is non-negligible. For example, Fos and Jiang (2015) find that in 10% of proxy contests, a reallocation of 2% of voting rights from winners to losers could flip the voting outcome. The October 2017 proxy contest at P&G is a notable example, when the vote was so close that both the dissident and the company claimed victory.

Similarly, conditional on his private signal being  $s_i = 0$ , his utility from being informed is  $-\frac{1}{2}\mathbb{E}[u(1, \theta) | s_i = 0, PIV_i]$ . Overall, the shareholder's value of acquiring a signal is

$$V_s(q) = \Pr(s_i = 1) \Pr(PIV_i | s_i = 1) \frac{1}{2} \mathbb{E}[u(1, \theta) | s_i = 1, PIV_i] - \Pr(s_i = 0) \Pr(PIV_i | s_i = 0) \frac{1}{2} \mathbb{E}[u(1, \theta) | s_i = 0, PIV_i]. \quad (4)$$

It is useful to define function  $P(x, n, k)$  as the probability that the proposal gets  $k$  votes out of  $n$  when each shareholder votes for the proposal with probability  $x$ :

$$P(x, n, k) \equiv C_n^k x^k (1-x)^{n-k}, \quad (5)$$

where  $C_n^k = \frac{n!}{k!(n-k)!}$  is the binomial coefficient. Using the symmetry of the setup and Bayes' rule, the proof of Proposition 1 shows that

$$V_s(q) = (p - \frac{1}{2}) P(qp + \frac{1-q}{2}, N-1, \frac{N-1}{2}) = (p - \frac{1}{2}) C_{N-1}^{\frac{N-1}{2}} \left( \frac{1}{4} - q^2(p - \frac{1}{2})^2 \right)^{\frac{N-1}{2}}. \quad (6)$$

The intuition is as follows. Consider any shareholder. Each other shareholder acquires a private signal with probability  $q$  and hence votes correctly with probability  $qp + \frac{1-q}{2}$ . Thus, the votes of other  $N-1$  shareholders are split with probability  $P(qp + \frac{1-q}{2}, N-1, \frac{N-1}{2})$ . Conditional on this event, the value of the signal to the shareholder is  $p - \frac{1}{2}$ , leading to (6). The value of information  $V_s(q)$  is decreasing in the number of shareholders  $N$  or, equivalently, increasing in the stake of each shareholder. This is because with more shareholders, the shareholder's vote is less likely to determine the decision, reducing his incentives to acquire information. In addition,  $V_s(q)$  is decreasing in  $q$ : as more shareholders become informed, they are more likely to all vote in the same way, which reduces the chances of a close vote when the shareholder's information becomes critical.

Shareholder  $i$  thus compares his value from the signal,  $V_s(q)$ , with cost  $c$  and becomes informed if and only if  $V_s(q) \geq c$ . Since  $V_s(q)$  is decreasing in  $q$ , the equilibrium probability  $q$  is determined as a unique solution to  $V_s(q) = c$ , unless  $c$  is very low or very high. If  $c$  is very low or very high, then either all shareholders acquire information or none of them do:

**Proposition 1 (equilibrium without the advisor).** *There exists a unique equilibrium.*

Each shareholder acquires a private signal with probability  $q^*$ , given by

$$q^* = \begin{cases} 1, & \text{if } c \leq \underline{c} \equiv V_s(1) = (p - \frac{1}{2}) C_{N-1}^{\frac{N-1}{2}} \left(\frac{1}{4} - (p - \frac{1}{2})^2\right)^{\frac{N-1}{2}}, \\ q_0^* \equiv \frac{2}{2p-1} \Lambda, & \text{if } c \in (\underline{c}, \bar{c}), \\ 0, & \text{if } c \geq \bar{c} \equiv V_s(0) = (p - \frac{1}{2}) C_{N-1}^{\frac{N-1}{2}} 2^{1-N}. \end{cases} \quad (7)$$

where  $\Lambda \equiv \sqrt{\frac{1}{4} - \left(\frac{c}{p-\frac{1}{2}} - \frac{1}{C_{N-1}^{\frac{N-1}{2}}}\right)^2}$ . At the voting stage, a shareholder with signal  $s_i$  votes “for” ( $v_i = 1$ ) if  $s_i = 1$  and “against” ( $v_i = 0$ ) if  $s_i = 0$ , and an uninformed shareholder votes “for” with probability 0.5.

In what follows, we assume that the solution is interior, that is,  $c \in (\underline{c}, \bar{c})$ .

**Assumption 1.**  $c \in (\underline{c}, \bar{c})$ , so that  $q^* \in (0, 1)$  in the model without the advisor.

The rationale for Assumption 1 is to focus on the cases where private information acquisition is a relevant margin. Our argument for assuming  $q^* > 0$  is that given the 2003 SEC rule, an institutional investor that votes uninformatively exposes itself to potential legal risk for violating its fiduciary duty to its clients. Similarly, the case  $q^* = 1$  may not be empirically plausible because in practice many institutions voted uninformatively prior to the emergence of proxy advisors. As we show in the Internet Appendix, both  $\underline{c}$  and  $\bar{c}$  decrease in  $N$  and approach zero in the limit as  $N \rightarrow \infty$ , that is, as ownership becomes infinitely dispersed. Thus, assumption  $c < \bar{c}$  imposes a restriction that ownership is not too dispersed (we analyze the case of very dispersed ownership in Section III.E). In this sense, another interpretation of Assumption 1 is that we focus on information acquisition decisions of institutions who are not too large and not too small.

To measure the quality of decision-making, we use the expected per-share value of the proposal; in what follows, we refer to it simply as firm value. The probability of each shareholder voting correctly is  $p_0^* \equiv pq_0^* + \frac{1-q_0^*}{2} = \frac{1}{2} + \Lambda$ . The proof of Proposition 1 shows that firm value is given by

$$V_0 = \sum_{k=\frac{N+1}{2}}^N P(p_0^*, N, k) - \frac{1}{2} = \sum_{k=\frac{N+1}{2}}^N P\left(\frac{1}{2} + \Lambda, N, k\right) - \frac{1}{2}. \quad (8)$$

## II. Voting with the Proxy Advisor

This section studies decision-making with the advisor, taking as given its fee  $f$  (we analyze the optimal fee in Section III). We solve the model by backward induction. First, we find equilibria at the voting stage, and then find the equilibrium information acquisition decisions.

### A. Voting Stage

Following the same argument as in Section I.A, if a shareholder acquires exactly one signal (private or advisor's), he follows it with probability one. Otherwise, the shareholder's value from this signal would be zero and he would be better off not paying for it in the first place. In addition, a shareholder never finds it optimal to acquire both signals. Intuitively, when the signals disagree, the shareholder follows the more informative signal, so he would be better off not buying the less informative signal. Indeed, suppose, for example, that such a shareholder votes "for" when  $r = 1$  and  $s_i = 0$ . By symmetry of the equilibrium, if the situation is reversed, that is,  $r = 0$  and  $s_i = 1$ , the shareholder votes "against." This, however, implies that the shareholder ignores his private signal and hence would be strictly better off if he only acquired the advisor's signal. The proof of Proposition 2 presents this argument formally. While the fact that a shareholder does not acquire both signals is a convenient feature that makes the analysis tractable, the intuition behind many effects does not depend on it. We discuss this property in more detail in Section VI.

Therefore, for information acquisition decisions to be consistent with equilibrium (i.e., for the voting subgame to feature a strictly positive value of the signals that were acquired), the equilibrium at the voting stage must take the following form:

**Proposition 2 (voting with the advisor).** *Consider any subgame in which a shareholder's value from each signal is strictly positive. Then, no shareholder acquires both signals, and shareholders' strategies at the voting stage must be  $w_s(s_i) = s_i$ ,  $w_r(r) = r$ , and  $w_0 = \frac{1}{2}$ .*

Let  $q_s$  and  $q_r$  denote probabilities with which each shareholder buys a private signal and the advisor's signal, respectively. Then, the probability that a shareholder stays uninformed is  $1 - q_s - q_r$ .

### B. Information Acquisition Stage

Using similar arguments to those in Section I.A, the Internet Appendix shows that for given  $q_r$  and  $q_s$ , the values to any shareholder from acquiring a private signal and the recommendation of the advisor are, respectively,

$$V_s(q_r, q_s) = (p - \frac{1}{2})(\pi\Omega_1(q_r, q_s) + (1 - \pi)\Omega_2(q_r, q_s)), \quad (9)$$

$$V_r(q_r, q_s) = \frac{1}{2}(\pi\Omega_1(q_r, q_s) - (1 - \pi)\Omega_2(q_r, q_s)), \quad (10)$$

where  $\Omega_1(q_r, q_s) \equiv P(\frac{1+q_r}{2} + q_s(p - \frac{1}{2}), N - 1, \frac{N-1}{2})$  and  $\Omega_2(q_r, q_s) \equiv P(\frac{1-q_r}{2} + q_s(p - \frac{1}{2}), N - 1, \frac{N-1}{2})$  denote the probabilities that the shareholder is pivotal when the advisor's recommendation is correct ( $r = \theta$ ) and when it is incorrect ( $r \neq \theta$ ), respectively. The intuition again relies on the fact that whether a shareholder is informed only makes a difference if his vote is pivotal for the outcome. First, consider (9). Since all other signals are conditionally independent of the shareholder's private signal, the shareholders' value from a private signal equals the probability that his vote is pivotal ( $\pi\Omega_1 + (1 - \pi)\Omega_2$ ) times the value of the signal in this case ( $p - \frac{1}{2}$ ). Second, consider (10). Now, as long as  $q_r > 0$ , the acquired signal  $r$  is no longer conditionally independent of other shareholders' votes because some other shareholders acquire the recommendation  $r$  as well. When the advisor is correct (incorrect), the value from buying and following the advisor's recommendation conditional on being pivotal is  $\frac{1}{2}$  ( $-\frac{1}{2}$ ) because the shareholder makes the correct (incorrect) decision for sure, instead of randomizing between them with probability  $\frac{1}{2}$ .

When deciding which signal to acquire, if any, a shareholder compares  $V_s(q_r, q_s) - c$  with  $V_r(q_r, q_s) - f$  and with zero, and chooses the option with the highest payoff. The fact that a shareholder's information is only valuable when he is pivotal leads to an interesting interdependence in information acquisition decisions of different shareholders. To see it, consider the relative value of the two signals to a shareholder. Dividing (10) by (9) and rearranging the terms,

$$\frac{V_r(q_r, q_s)}{V_s(q_r, q_s)} = \frac{\pi \frac{\Omega_1(q_r, q_s)}{\pi\Omega_1(q_r, q_s) + (1-\pi)\Omega_2(q_r, q_s)} - \frac{1}{2}}{p - \frac{1}{2}}. \quad (11)$$

The right-hand side of (11) is the ratio of the precisions of the two signals,  $\pi$  and  $p$ , adjusted by what the shareholder learns from the fact that the votes of others are split equally. If some shareholders follow the advisor ( $q_r > 0$ ), the fact that the vote is split implies that among

shareholders who do not follow the advisor, more vote against the advisor's recommendation than with it. This fact does not reveal any information about whether the advisor is correct if no shareholder acquires a private signal:  $\Omega_1(q_r, 0) = \Omega_2(q_r, 0)$ . However, if some shareholders acquire private signals ( $q_s > 0$ ), a split vote signals that the advisor is more likely to be incorrect, since a split vote is more likely when private signals of shareholders disagree with the advisor's recommendation than when they agree with it:  $\Omega_2(q_r, q_s) \geq \Omega_1(q_r, q_s)$ . Thus, as long as  $q_r > 0$  and  $q_s > 0$ , the information content from being pivotal lowers the shareholder's assessment of the precision of the advisor's recommendation, which is represented by the multiple  $\frac{\Omega_1}{\pi\Omega_1 + (1-\pi)\Omega_2}$  in (11). Note also that the event of being pivotal does not provide any additional information about the precision of the shareholder's private signal, and hence the denominator of (11) just includes the unadjusted precision  $p$ .

This learning from being pivotal leads to complementarity in shareholders' information acquisition decisions in the following sense. Suppose, for simplicity, that the two signals have the same cost ( $f = c$ ). First, suppose that a shareholder does not expect any other shareholder to acquire private information, that is,  $q_s = 0$ . Then, as explained above, the fact of being pivotal conveys no new information about whether the advisor's recommendation is correct. As a result, if the advisor's recommendation is even a tiny bit more precise than the private signal ( $\pi > p$ ), the shareholder prefers to buy the recommendation from the advisor. In contrast, if a shareholder expects some other shareholders to acquire private signals, that is,  $q_s > 0$ , he infers that conditional on the votes being split, the advisor's recommendation is correct with probability less than  $\pi$ . This, all else equal, pushes him in the direction of buying a private signal over the advisor's recommendation. Thus, other shareholders' decisions to acquire private signals induces the shareholder to acquire a private signal as well. As we show below, this complementarity may lead to a multiplicity of equilibria. For example, in the special case where the advisor's signal has the same cost and the same precision as private signals ( $f = c$  and  $\pi = p$ ), there is an extreme form of complementarity: all shareholders who become informed acquire the same type of information. In particular, as Lemma 1 below shows, there exist two equilibria: in the first, shareholders only acquire private signals ( $q_r = 0$ ), and in the second, shareholders only acquire the advisor's signal ( $q_s = 0$ ).

Given (9) and (10), we can determine the equilibrium information acquisition strategies. If  $q_r = 0$ , the problem is identical to the benchmark model of Section I.A, so  $q_s = q_0^*$ . For this to be an equilibrium, it must be that  $V_r(0, q_0^*) \leq f$ . If  $q_r > 0$ , the following two cases



are possible:

- **Case 1: Incomplete crowding out of private information acquisition** ( $q_s > 0$ ).

Shareholders randomize between acquiring the advisor's recommendation, the private signal, and staying uninformed:  $q_r > 0$ ,  $q_s > 0$ , and  $q_s + q_r \leq 1$ .<sup>21</sup> In this case,  $q_r$  and  $q_s$  are found from

$$V_s(q_r, q_s) - c = V_r(q_r, q_s) - f \geq 0, \quad (12)$$

with equality if  $q_s + q_r < 1$ .

- **Case 2: Complete crowding out of private information acquisition** ( $q_s = 0$ ).

Shareholders randomize between acquiring the advisor's recommendation and staying uninformed. Probability  $q_r$  is given by  $V_r(q_r, 0) = f$ , which implies

$$q_r = \sqrt{1 - 4 \left( \frac{f}{C_{N-1}^{\frac{N-1}{2}} (\pi - \frac{1}{2})} \right)^{\frac{2}{N-1}}}. \quad (13)$$

For this to be an equilibrium, it must be that  $V_s(q_r, 0) \leq c$ .

The next lemma describes the equilibria for all values of  $f$ .

**Lemma 1.** *For a given fee  $f > 0$ , the set of equilibria is as follows:*

1. *If  $f > \bar{f} \equiv \frac{2\pi-1}{2p-1}c$ , there is a unique equilibrium, which is identical to that in the benchmark model:  $q_s = q_0^*$  and  $q_r = 0$ .*
2. *If  $f \in [\underline{f}, \bar{f})$ , where  $\underline{f}$  is defined in the Appendix, there co-exist two types of equilibria: (1) equilibrium with incomplete crowding out of private information acquisition:  $(q_r, q_s) > 0$  and (2) equilibrium with complete crowding out of private information acquisition:  $q_s = 0$ ,  $q_r \in (0, 1)$ . For  $f = \bar{f}$ , there co-exist two equilibria: one with  $q_s = q_0^*$ ,  $q_r = 0$ , and the other with  $q_s = 0$ ,  $q_r \in (0, 1)$ .*
3. *If  $f < \underline{f}$ , the unique equilibrium features complete crowding out of private information acquisition:  $q_s = 0$ ,  $q_r \in (0, 1)$ .*

---

<sup>21</sup>More specifically, if  $q_s + q_r < 1$ , shareholders randomize between acquiring the advisor's recommendation, acquiring the private signal, and staying uninformed, and if  $q_s + q_r = 1$ , all shareholders become informed and randomize between acquiring the advisor's recommendation and the private signal.

The structure of the equilibrium is intuitive. If fee  $f$  is so high ( $f \geq \bar{f}$ ) that the cost-to-precision ratio of the advisor's recommendation ( $\frac{f}{\pi-0.5}$ ) exceeds that of the private signal ( $\frac{c}{p-0.5}$ ), no shareholder finds it optimal to acquire its recommendation. If the advisor's fee is very low,  $f < \underline{f}$ , no shareholder finds it optimal to acquire private information. Finally, in the intermediate range of  $f$ , there exist equilibria in which both types of signals are acquired. In this region, there are multiple equilibria for the reason described above.

### C. Quality of Decision-Making for a Given Fee

Given the equilibria at the information acquisition and voting stages, we can compute the per-share expected value of the proposal (firm value) with the advisor. The following proposition comparing this value with value (8) in the benchmark case, to examine whether the presence of the advisor improves decision-making for a given fee  $f$ .

**Proposition 3 (quality of decision-making for a given fee).** *Fix fee  $f$ .*

1. *In any equilibrium with incomplete crowding out of private information acquisition, firm value is strictly lower than in the benchmark case.*
2. *Consider equilibrium with complete crowding out of private information acquisition. There exists a threshold  $\pi^*(f) > \frac{1}{2} + \frac{f}{c}(p - \frac{1}{2})$  such that firm value is strictly lower than in the benchmark case if and only if  $\pi < \pi^*(f)$ .*

Proposition 3 shows that the presence of the advisor harms decision-making unless there is complete crowding out of private information acquisition and the advisor's signal is sufficiently precise. In both cases, this happens because information acquisitions decisions that are privately optimal from each shareholder's perspective are not optimal from the perspective of firm value maximization, leading to inefficient crowding out of private information acquisition and suboptimal voting decisions.

To see this intuition in the simplest way, consider first the case of complete crowding out, and suppose that  $f = c$ . A shareholder who decides which signal to acquire, conditions his decision on the event that the votes of other shareholders are split. As discussed in Section II.B, because no other shareholder acquires private information, the fact that the votes are split does not add anything to the shareholder's prior beliefs about the quality of the advisor's signal. Hence, given that the two signals are equally costly, the shareholder simply compares

their precisions  $\pi$  and  $p$ . In particular, he finds it privately optimal to acquire the advisor's signal as long as it is more precise,  $\pi > p$ , even if many other shareholders follow the advisor as well. This, however, is inefficient if the advisor's signal is only marginally more precise than the private signal. Indeed, if many shareholders are following the advisor, they all vote in the same way, and their mistakes are perfectly correlated. In contrast, when shareholders are following their private signals, their mistakes are independent conditional on the state, and hence the voting outcome is more likely to be efficient.

In equilibrium with incomplete crowding out, some shareholders acquire private signals, but their fraction is small enough, so that informativeness of voting still goes down. To see the intuition, recall that a shareholder's private value of acquiring his signal depends on the precision of the signal and the probability that the votes of others are split. This probability is determined by the correlation between other shareholders' votes. Such correlation can arise for two reasons: either because shareholders have information about the fundamentals and thus make correlated informative decisions, or because shareholders rely on the same noisy signal and thus make correlated mistakes. While the source of correlation does not matter for the shareholder's private value of his signal, it is important for firm value: correlation in votes due to fundamentals is more efficient than correlation due to many votes reflecting the same error term (which is the case when many shareholders follow the advisor). As a result, privately optimal information acquisition decisions are not socially optimal in this case as well. More formally, consider the case  $q_r + q_s < 1$ . Because both in this case and in the benchmark case without the advisor, a shareholder must be indifferent between acquiring a private signal and staying uninformed, the equilibrium value from a private signal must be the same with and without the advisor:  $V_s(q^*) = V_s(q_r, q_s) = c$ . Therefore, according to (9) and (6), the equilibrium probability of a shareholder being pivotal must be the same with and without the advisor. The probability of being pivotal is determined by the correlation in shareholders' votes. Without the advisor, correlation in votes arises due to shareholders' private signals being informative about the fundamentals. In contrast, with the advisor, part of the correlation arises due to correlated mistakes from the reliance on the advisor's recommendation. Thus, inefficient correlation in votes due to correlated mistakes crowds out efficient correlation in votes due to reliance on fundamentals, leading to lower firm value.

To summarize, the result that the advisor's presence can be detrimental for firm value crucially depends on the collective action problem among shareholders. If the firm had only one shareholder or if shareholders could coordinate their decisions, privately optimal

information acquisition decisions would also maximize firm value, and the presence of an additional valuable signal from the advisor would always be beneficial.

### III. Pricing of Information by the Proxy Advisor

#### A. Equilibrium Selection

Proposition 3 shows that our main result – that the advisor’s presence increases firm value only if its recommendations are sufficiently precise – holds regardless of the equilibrium selection. However, to have a well-defined problem of pricing by the advisor, we need to take a stand on which equilibrium is played in the range of fees where multiple equilibria exist. In Lemma A3 of the Internet Appendix, we introduce a cutoff level of costs  $\hat{c}$ , such that condition  $c > \hat{c}$  ensures that some shareholders stay uninformed in the model with the advisor:  $q_r + q_s < 1$ .<sup>22</sup> Lemma A3 shows that if  $c \in (\hat{c}, \bar{c})$ , then in the range  $[\underline{f}, \bar{f}]$ , all equilibria can be ranked in their shareholder welfare (expected value of the proposal minus information acquisition costs), and equilibrium with incomplete crowding out of private information and  $q_r \leq (2p - 1)q_s$ , given by (A5) in the Appendix, has the highest shareholder welfare. In what follows, we assume that shareholders coordinate on the equilibrium in which shareholder welfare is maximized. Since shareholders are identical, this selection is equivalent to the Pareto-dominance criterion, according to which an equilibrium is not selected if there exists another equilibrium with higher payoffs for all players in the subgame. In particular, we impose the following assumption for the remainder of the paper:

**Assumption 2 (equilibrium selection).**  $c \in (\hat{c}, \bar{c})$  and, when  $f \in [\underline{f}, \bar{f}]$ , shareholders coordinate on the equilibrium that maximizes shareholder welfare.

Assumption 2 implies the following equilibrium in the information acquisition subgame:

**Proposition 4 (equilibrium information acquisition).** Let  $\underline{f} = \frac{c}{2p-1} - 2^{1-N} (1 - \pi) C_{N-1}^{\frac{N-1}{2}}$  and  $\bar{f} = \frac{2\pi-1}{2p-1}c$ . For a given fee  $f$ , the equilibrium at the information acquisition stage is as follows:

1. If  $f \geq \bar{f}$ , then  $q_r = 0$  and  $q_s = q_0^* \in (0, 1)$ , given by (7).

---

<sup>22</sup>This cutoff is analogous to the cutoff  $\underline{c}$  in Assumption 1 for the benchmark case, in that condition  $c > \underline{c}$  ensures that some shareholders stay uninformed in the model without the advisor. By definition of  $\hat{c}$ ,  $\hat{c} \geq \underline{c}$ , but for many parameter values,  $\hat{c} = \underline{c}$ .

2. If  $f \in [\underline{f}, \bar{f})$ , then  $q_r \in (0, (2p - 1)q_s]$  and  $q_s \in (0, 1 - q_r)$ , which satisfy (12) with strict equality and are given by (A5) in the Appendix.
3. If  $f < \underline{f}$ , then  $q_s = 0$  and  $q_r \in (0, 1)$ , given by (13).

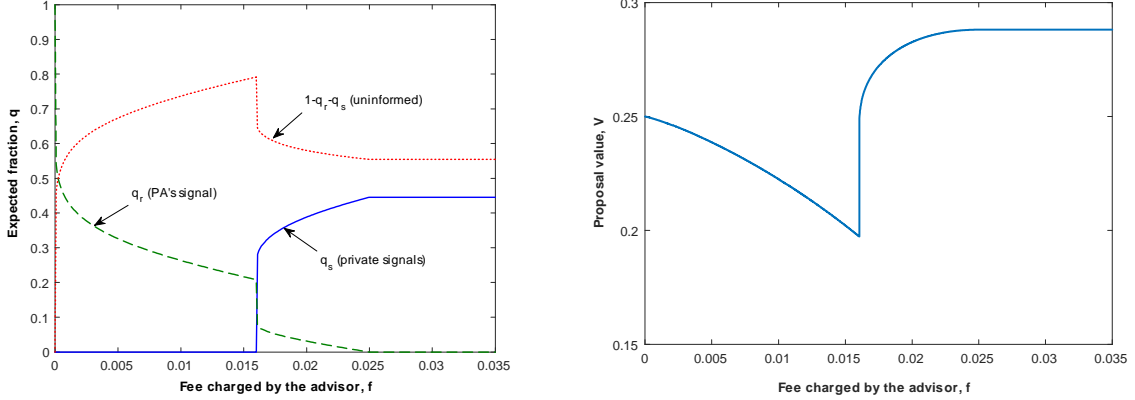
*Firm value decreases in  $f$  if  $f < \underline{f}$ , increases in  $f$  if  $f \in [\underline{f}, \bar{f})$ , and is constant if  $f \geq \bar{f}$ .*

Figure 2 illustrates the proposition. In this example, there are 35 shareholders, the private information acquisition cost is 1.5% of the potential value of the proposal per shareholder, and the precisions of the private signal and the advisor's recommendation are  $p = 0.65$  and  $\pi = 0.75$ , respectively. When the advisor's fee exceeds  $\bar{f} = 2.5\%$ , the precision-to-price ratio of the advisor's signal is below that of the private signal. In this case, no shareholder acquires information from the advisor, and the equilibrium is identical to the benchmark case: each shareholder acquires a private signal with probability 44.5% and remains uninformed with probability 55.5%. When the advisor's fee is between  $\underline{f} \approx 1.6\%$  and  $\bar{f} = 2.5\%$ , there is incomplete crowding out of private information. In this range, as  $f$  decreases, the probability that a shareholder acquires the advisor's recommendation (private signal) increases (decreases), and the probability that a shareholder remains uninformed increases. Thus, a lower fee leads to additional crowding out of private information production, which harms firm value: the right panel shows that value increases in  $f$  in this range. Finally, when the fee set by the advisor is below  $\underline{f} \approx 1.6\%$ , private information acquisition is crowded out completely. A lower fee in this range leads to more shareholders buying the advisor's recommendation and has no effect on private information production, since it is already absent. Hence, as the right panel demonstrates, firm value decreases in  $f$  in this range.<sup>23</sup>

[Figure 2 here]

---

<sup>23</sup>In Figure 2, firm value at  $f \geq \bar{f}$  exceeds firm value at  $f \rightarrow 0$ , but this is specific to the parameters in this example.



**Figure 2. Equilibrium information acquisition.** The left figure plots the equilibrium information acquisition as a function of the fee  $f$  charged by the advisor. The solid line depicts probability  $q_s$  that a shareholder acquires a private signal. The dashed line depicts probability  $q_r$  that a shareholder acquires the advisor's recommendation. The dotted line depicts the probability that a shareholder remains uninformed. The right figure plots the corresponding expected value of the proposal. The parameters are  $N = 35$ ,  $p = 0.65$ ,  $\pi = 0.75$ , and  $c = 0.015$ .

### B. Equilibrium Price of Information

This section studies strategic fee setting by the advisor. Even though the advisor is a monopolist, it effectively competes with the private information acquisition technology. Hence, the advisor maximizes its profits taking into account how its fee affects shareholders' choice between private information and its recommendation. Proposition 4 implies that the demand function for the advisor's recommendation is given by

$$q_r(f) = \begin{cases} q_r^H(f), & \text{if } f < \underline{f}, \\ q_r^L(f), & \text{if } f \in [\underline{f}, \bar{f}), \\ 0, & \text{if } f \geq \bar{f}, \end{cases} \quad (14)$$

where  $q_r^H(f)$  corresponds to complete crowding out of private information and is given by (13),  $q_r^L(f) < q_r^H(f)$  corresponds to incomplete crowding out of private information and is given by (A5) in the Appendix, and  $\underline{f}$ ,  $\bar{f}$  are given by Proposition 4. An example of this demand function is shown in Figure 2.<sup>24</sup> The optimal fee chosen by the advisor, denoted  $f^*$ ,

<sup>24</sup>Note that for any fee  $f$ ,  $q_r(f)$  is increasing in the precision of the advisor's signal  $\pi$ . This is because  $q_r^H(f)$ ,  $q_r^L(f)$ , and  $\underline{f}$  are all increasing in  $\pi$  and  $q_r^H(f) > q_r^L(f)$ . Thus, the advisor does not benefit from adding perfectly correlated noise to its recommendation in a way that would reduce its precision to  $\pi' < \pi$ .

maximizes its expected revenues  $f q_r(f)$ . We make a technical assumption that the space of feasible prices is discrete with infinitesimal increments – for example, the advisor can set the fee in the increments of a penny.<sup>25</sup>

Consider the unconstrained problem of the advisor,  $f = \arg \max f q_r^H(f)$ , i.e, the problem where the advisor faces no competition from the private information acquisition technology. The appendix shows that the function  $f q_r^H(f)$  is inverse U-shaped with a maximum at  $f_m$ , given which  $q_r = \frac{1}{\sqrt{N}}$ . Thus, if  $f_m < \underline{f}$ , which happens when the advisor’s signal is sufficiently precise and private information is sufficiently costly, the advisor sets  $f^* = f_m$ . If  $f_m \geq \underline{f}$ , one of the two scenarios is possible. First, the advisor could set the maximum possible fee given which there is complete crowding out of private information acquisition – the price that is just an infinitesimal increment below  $\underline{f}$ . This strategy is similar to “limit pricing” in industrial organization, where the incumbent sets its price just low enough to make it unprofitable for a potential entrant to enter the market. Second, the advisor could accommodate private information acquisition and set fee  $f^* > \underline{f}$  that maximizes its revenues conditional on incomplete crowding out of private information. Figures 3a-3b illustrate this pricing strategy. When the advisor’s recommendations are sufficiently precise,  $\pi > 0.84$ , it faces little competition from the private information acquisition technology and sets fee  $f_m$ , the unconstrained optimal fee. When  $\pi$  falls below 0.84, shareholders would acquire private information had the advisor set the fee at  $f_m$ , so to prevent this, the advisor engages in limit pricing. Finally, when  $\pi$  falls below 0.64, limit pricing is no longer optimal, and both types of signals are acquired in equilibrium. The discontinuity at  $\pi = 0.64$  corresponds to the switch from equilibrium with incomplete crowding out to the equilibrium with limit pricing.

### C. Equilibrium Firm Value

Consider the expected value of the proposal given the equilibrium fee  $f^*$  chosen by the advisor. The following proposition, illustrated in Figures 3c and 3d, compares this equilibrium firm value to firm value in the benchmark model without the advisor. As the proof shows, the comparison does not rely on the equilibrium selection in Assumption 2, and the

---

<sup>25</sup>Without this restriction, the optimal fee may not exist because the advisor may prefer to set the fee as close to  $\underline{f}$  as possible, but not exactly  $\underline{f}$ . This restriction is often imposed in models of Bertrand competition to ensure existence of reaction functions (e.g., Maskin and Tirole (1988)). In this sense, any fee  $f$  we refer to should be understood as the closest point in this discrete price space to this fee either from the left or from the right, whichever leads to higher profits of the advisor. Since the increments are infinitely small, this technical assumption does not change any of the analysis.

result would be exactly the same if a different selection criterion were applied.

**Proposition 5 (equilibrium quality of decision-making).** *Firm value in the presence of the advisor is strictly lower than in the benchmark case if and only if  $\pi < \tilde{\pi}$ , where*

$$\tilde{\pi} = \frac{1}{2} + \frac{1}{2} \frac{\sum_{k=\frac{N+1}{2}}^N P\left(pq_0^* + \frac{1-q_0^*}{2}, N, k\right) - \frac{1}{2}}{\sum_{k=\frac{N+1}{2}}^N P\left(\frac{1}{2} + \frac{1}{2\sqrt{N}}, N, k\right) - \frac{1}{2}}, \quad (15)$$

and  $q_0^*$  is given by (7). In particular, if  $\sqrt{N}(2p-1)q_0^* \geq 1$ , the advisor's presence does not increase firm value for any precision  $\pi \in [\frac{1}{2}, 1]$  of the advisor's signal.

The first statement is similar to Proposition 3 and relies on the following argument. If the advisor's information is not very precise, so that it has to either accommodate private information acquisition or engage in limit pricing, firm value is lower than in the benchmark case. This follows from Proposition 3 and the intuition behind it: incomplete crowding out is only possible if inefficient correlation in votes due to correlated mistakes crowds out efficient correlation due to fundamentals, decreasing value. When the advisor engages in limit pricing, it sets the fee just marginally below the level  $\underline{f}$  given which shareholders would start acquiring private signals. Thus, in this case, firm value is even lower than under incomplete crowding out with fee  $\underline{f}$ , so it is lower than in the benchmark case as well. Therefore, as the proof formally shows, the advisor's presence can only increase value if its information is precise enough, so that it faces an unconstrained maximization problem. Under unconstrained maximization,  $q_r = \frac{1}{\sqrt{N}}$ , and firm value is  $(2\pi - 1)$  times the denominator in (15). Comparing it to firm value in the benchmark case, given by the numerator of (15), yields  $\pi > \tilde{\pi}$ . Figure 3c illustrates this result for the same parameters as before.

The second statement shows that if private information is cheap enough ( $p_0^*$  is high), the advisor never increases firm value, even if its information is perfectly precise. Intuitively, the competition with the private information acquisition technology is so strong that the advisor has to engage in limit pricing or accommodate private information acquisition even if  $\pi$  is very high. As explained above, both of these cases feature lower firm value than the benchmark case. Specifically, as illustrated in Figure 3d (which has a lower  $c = 0.0075$  but the same other parameters as Figures 3a-3c), firm value is strictly lower for any  $\pi < 1$  and coincides with the benchmark case when  $\pi = 1$ .



Strategic pricing by the advisor is crucial for this result: if the advisor's perfect signal were acquired by all shareholders, voting decisions would be improved by the advisor's presence. However, the monopolistic advisor never finds it optimal to sell its signal to all shareholders: its profits are higher if it charges a higher fee and sells recommendations to fewer shareholders. As a result, too many shareholders remain uninformed and the advisor's information does not get fully incorporated in the vote. Figure 3d shows this intuition and, more generally, illustrates the role of strategic pricing by the advisor. It compares firm value under endogenous pricing to firm value in the model where fee  $f$  is fixed at some exogenous level (for illustrative purposes, we pick  $f = \underline{f}$  at the lowest  $\pi$  at which the equilibrium features limit pricing). When  $\pi$  is low and the equilibrium features incomplete crowding out of private information, strategic pricing leads to higher value than under an exogenous fee. This is because as  $\pi$  increases, the advisor optimally charges a higher fee, and hence there is less inefficient crowding out of private information than if the fee were fixed. In contrast, when  $\pi$  is high and the equilibrium features complete crowding out of private information, firm value under endogenous pricing is lower than under exogenous pricing: as the advisor adjusts its fee upwards when  $\pi$  increases, fewer shareholders become informed than if the fee stayed constant. As discussed above, this is exactly what leads to the second part of Proposition 5: if private signals are sufficiently cheap, then even if the advisor's information is perfectly precise, its presence does not increase value under endogenous pricing (the solid line is below the dashed line for any  $\pi < 1$ ).

Finally, it is interesting to compare the equilibrium in our model to the equilibrium when shareholders have no option to buy private signals. In this extreme case, the advisor would always charge the unconstrained optimal fee  $f_m$ . Hence, if  $\pi$  is sufficiently high (the right region in Figure 3b), the equilibrium is the same whether or not shareholders have an option to buy private signals. If  $\pi$  is lower, comparison of the two equilibria shows that the ability to buy private signals unambiguously increases firm value. In particular, if there is accommodation of private information acquisition (the left region in Figure 3b), shareholders' ability to buy private signals improves decision-making directly by incorporating private signals into the vote. If there is limit pricing (the middle region in Figure 3b), it improves decision-making indirectly by forcing the advisor to lower the price of its information, which allows more shareholders to become informed. Thus, unlike the presence of the advisor, the

presence of the option to buy private signals always weakly improves decision-making.

[Figure 3 here]

#### D. Sources of Inefficiency

As the previous section demonstrates, there are two sources of inefficiencies in our setting: inefficient information acquisition due to the collective action problem and strategic pricing by the monopolistic advisor. To illustrate these sources of inefficiencies better, we compare the equilibrium of the model to the following planner's problem:

$$\max_{q_r, q_s} U(q_r, q_s) \text{ subject to } q_s (V_s(q_r, q_s) - c) \geq 0, \quad (16)$$

where  $U(q_r, q_s)$  is the value of the proposal per share if each shareholder acquires a private signal with probability  $q_s$ , the advisor's signal with probability  $q_r$ , and stays uninformed with probability  $1 - q_s - q_r$ . It is given by (A9)–(A10) in the appendix. This problem asks the following question. Suppose the planner could pick any information acquisition strategy of shareholders subject to the only constraint that the acquisition of a private signal must be incentive compatible.<sup>26</sup> What would be the information acquisition strategy that maximizes the quality of decision-making? Because of the incentive compatibility constraint, this problem is useful not as a normative benchmark, but rather because it helps illustrate the forces in the paper (see footnote 27). The next proposition presents the solution:

**Proposition 6 (planner's problem).** *The solution to the planner's problem is:*

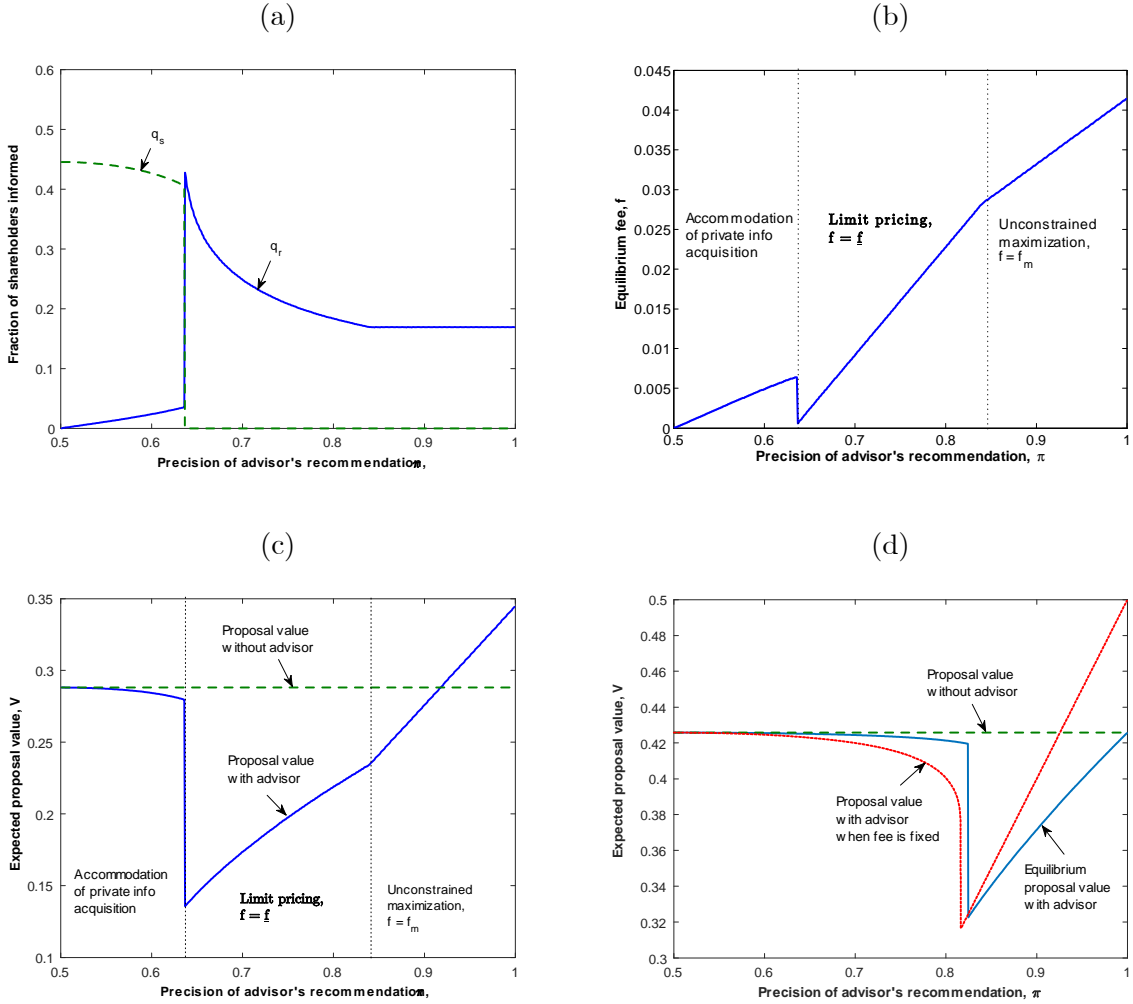
$$(q_r, q_s) = \begin{cases} (1, 0), & \text{if } \pi \geq \pi^{**}, \\ (0, q_0^*), & \text{if } \pi \leq \pi^{**}, \end{cases} \quad (17)$$

where  $\pi^{**} \equiv \sum_{k=\frac{N+1}{2}}^N P\left(pq_0^* + \frac{1-q_0^*}{2}, N, k\right)$  is the probability of a correct decision being made in the benchmark without the advisor.

Intuitively, the planner faces the trade-off between using the advisor's information and

---

<sup>26</sup>We do not require the second incentive compatibility condition ( $q_r (V_r(q_r, q_s) - f) \geq 0$ ) because for any  $q_r$ , the acquisition of the advisor's signal can be made incentive compatible by forcing the advisor to set a sufficiently low fee.



**Figure 3. Equilibrium fee, information acquisition decisions, and quality of decision-making for different levels of precision of the advisor's signal.** Figure 3a plots the equilibrium probability of a shareholder acquiring the advisor's recommendation ( $q_r$ ) and a private signal ( $q_s$ ) as functions of the precision of the advisor's signal  $\pi$ . Figure 3b plots the equilibrium fee set by the advisor as a function of  $\pi$ , and Figure 3c plots the expected value of the proposal (the solid blue line). Figure 3d plots the same figure but when the cost of private information  $c$  is half the baseline amount. As a benchmark, Figures 3c and 3d also plot the expected value of the proposal in the benchmark case without the advisor (the dashed green lines). Finally, the dotted red line of Figure 3d plots the expected value of the proposal in the model where the advisor's fee is fixed at  $f = 10^{-5}$ , which is the equilibrium fee ( $f = \underline{f}$ ) at  $\pi_{\min}$ , where  $\pi_{\min}$  is the  $\pi$  at which there is a switch from the equilibrium with incomplete crowding out to the equilibrium with complete crowding out of private information, that is, the lowest  $\pi$  at which the equilibrium features limit pricing. The parameters are  $N = 35$ ,  $p = 0.65$ ,  $c = 0.015$  in Figures 3a-3c, and  $c = 0.0075$  in Figure 3d.

giving incentives to shareholders to acquire their own information. If the advisor's signal is sufficiently precise, the planner prefers all shareholders to follow the advisor's signal.<sup>27</sup> In contrast, if the advisor's signal is not precise enough, the planner wants some shareholders to acquire private information, and in this case, as Proposition 3 shows, firm value is the highest if shareholders do not acquire the advisor's signal at all. In the former case, the correct decision is made with probability  $\pi$ , and in the latter case, it is made with probability  $\pi^{**}$ , which explains the solution above.

Comparing the equilibrium of the model to the planner's solution, we can see the role of the two sources of inefficiencies. If the advisor's signal is imprecise ( $\pi < \pi^{**}$ ), the equilibrium features overreliance on the advisor's recommendation compared to the planner's solution. In contrast, if the advisor's signal is precise ( $\pi > \pi^{**}$ ), the equilibrium features underreliance on the advisor's information compared to the planner's solution. This latter inefficiency occurs because of the market power of the advisor.

One way to implement the planner's solution would be to dictate the fee that the advisor charges to the shareholders. Proposition 6 implies that if the advisor's information is not too precise, it would be optimal to make its recommendations prohibitively expensive to deter shareholders from buying them all together. In contrast, if the advisor's information is sufficiently precise, it would be optimal to set the fee at the lowest possible level to encourage as many shareholders as possible to buy the advisor's recommendations.

Note that our results are about firm value, and not about total welfare, which subtracts shareholders' costs of private information acquisition from firm value (the advisor's cost of producing information is normalized to zero). In addition to the effects emphasized in the paper, the analysis of total welfare may feature an additional positive effect of the advisor in that its presence can reduce the total cost of private information acquisition (lower  $Nq_s c$ ). This effect is prominently featured in theories of financial intermediation of Diamond (1984) and Ramakrishnan and Thakor (1984). Whether this effect is quantitatively important in our setting depends on the degree of the free-rider problem in information acquisition.

### *E. The Case of Very Dispersed Ownership*

For any fixed cost  $c$  of private information acquisition, Assumption 1 imposes a restriction

---

<sup>27</sup>If the planner's problem were unconstrained, then  $(q_r, q_s) = (1, 0)$  could be dominated by  $(q_r, q_s) = (1 - \varepsilon, \varepsilon)$  for some  $\varepsilon > 0$ , even if  $\pi \geq \pi^{**}$ . However, since the incentive compatibility condition for private information acquisition would be violated in the second case, the constrained planner's solution is to get all shareholders to acquire the advisor's signal.

that the number of shareholders  $N$  is not too high. In this section, we examine the role of proxy advisors for a large enough  $N$ , that is, for the case of sufficiently dispersed ownership. Specifically, let us fix  $c$  and increase  $N$ . Proposition 1 implies that there exists a threshold  $\bar{N}$  such that for any  $N > \bar{N}$ , the equilibrium of the benchmark model without the advisor features no information acquisition at all. Intuitively, if the number of shareholders is very large, the free-rider problem in information acquisition is so severe that no shareholder finds it optimal to become informed. Clearly, because the resulting decisions are as good as pure noise, the advisor’s presence cannot decrease the quality of decision-making. What is more interesting, as the next result establishes, the advisor’s presence *strictly* improves decision-making in this case:

**Proposition 7 (dispersed ownership).** *Let  $\bar{N}$  be the unique  $N$  that solves  $c = \bar{c}$ . Then, for any  $N > \bar{N}$ , firm value in the benchmark case without the advisor is strictly lower than firm value when the advisor is present.*

The reason for this result is that the advisor partly internalizes the free-rider problem among shareholders in its pricing policy: as the number of shareholders increases, it lowers its fee to ensure that at least some shareholders buy its recommendations. For example, in the limit case  $N \rightarrow \infty$ , the fee becomes infinitesimal. Hence, at least some shareholders become informed, making the decision somewhat informative even if the free rider problem in information acquisition is very severe.<sup>28</sup> Proposition 7 implies that the proxy advisor’s presence unambiguously improves voting outcomes when ownership is so dispersed that shareholders would vote uninformatively without the advisor. The advisor’s presence can only decrease value in cases where private information production is relevant.

## IV. Analysis of Regulation

### A. Litigation Pressure

As discussed in the introduction, the influence of proxy advisors is frequently attributed to institutions’ desire to reduce the risk of litigation for their voting practices. For example, the 2003 SEC rule states that an institution “could demonstrate that the vote was not a product

---

<sup>28</sup>As shown in the appendix, in the limit case  $N \rightarrow \infty$ , the equilibrium fraction of shareholders who buy the advisor’s recommendation converges to zero, and thus, in the limit, per-share firm value with and without the advisor converge to the same value (zero). However, for any finite  $N > \bar{N}$ , firm value is strictly higher with the advisor.

of a conflict of interest if it voted client securities, in accordance with a pre-determined policy, based upon the recommendations of an independent third party.” To incorporate these incentives into the model, we assume that if a shareholder subscribes to and follows the advisor’s recommendation, he gets an additional payoff  $\Delta > 0$ , which can be interpreted as the present value of litigation costs that get saved by following the advisor.

We show that greater litigation pressure improves decision-making only if the quality of the advisor’s recommendation is sufficiently high. Intuitively, an increase in litigation pressure  $\Delta$  has two effects. On the one hand, it induces shareholders to vote informatively. On the other hand, it shifts the incentives from doing proprietary research to following the advisor’s recommendations. The overall effect of higher  $\Delta$  thus depends on the quality of recommendations  $\pi$ . If  $\pi$  is low, then, as Section III.D shows, there is overreliance on the advisor’s recommendation and inefficient crowding out of private information production. In this case, higher litigation pressure leads to even more inefficient crowding out of private information, reducing firm value. In contrast, if  $\pi$  is high, there is underreliance on the advisor’s recommendation, and in this case, greater litigation pressure improves decision-making by increasing the fraction of shareholders who follow the advisor instead of voting uninformatively. Formally, in the Internet Appendix, we show that a marginal increase in  $\Delta$  decreases firm value if the equilibrium features incomplete crowding out of private information acquisition, but weakly increases firm value under complete crowding out.

### *B. Reducing Proxy Advisory Fees*

It is frequently argued that proxy advisors, in particular ISS, have too much market power. Indeed, the industry is dominated by two players, ISS and Glass Lewis, with ISS controlling 61% of the market and Glass Lewis controlling 37% (CEC (2011)). As a result, proposals to restrict proxy advisors’ market power have been widely discussed (e.g., Edelman (2013)). For example, according to the GAO (2007) report, many institutional investors believe that “increased competition could help reduce the cost [of]... proxy advisory services.”

Our analysis implies that an exogenous reduction in the advisor’s fees improves decision-making only if the advisor’s information is precise enough. Formally, the Internet Appendix shows that a marginal reduction in  $f$  increases firm value if equilibrium features complete crowding out of private information acquisition, but decreases firm value if equilibrium features incomplete crowding out. Intuitively, suppose that the advisor’s information is not very precise, so that there is overreliance on its recommendations but some private inform-

ation acquisition still occurs. In this case, lowering the advisor’s fees would induce even more investors to follow its recommendations instead of doing independent research, which would be detrimental for firm value. In contrast, if the advisor’s information is sufficiently precise and there is complete crowding out of private information, reducing the advisor’s fees and thereby encouraging more shareholders to buy its recommendations instead of voting uninformatively is beneficial.

While formally studying competition is beyond the scope of this model, the above argument suggests that the entry of a new firm into the proxy advisory industry need not necessarily lead to more informative voting outcomes. On the one hand, the entry of a new advisor adds new information and can also increase the incumbent’s incentive to improve the quality of its recommendations. For example, Li (2016) finds that the entry of Glass Lewis alleviated the pro-management bias of ISS recommendations. On the other hand, keeping the quality of recommendations fixed, new entry also lowers the equilibrium fees, which can be harmful if there is overreliance on proxy advisory recommendations. Thus, the overall effect of entry depends on how competition affects both the price and the quality of recommendations and on the amount of new information the entrant adds.

### *C. Improving the Quality of Recommendations*

Market participants have raised concerns about the quality of proxy advisors’ recommendations, pointing out potential conflicts of interest, inaccuracies in proxy advisory reports, and a one-size-fits-all approach to governance. Accordingly, several proposals have been made to improve the quality of recommendations, such as setting “qualification standards for proxy analysts” or requiring proxy advisors “to have a process that demonstrates due care towards formulating accurate voting recommendations.” Moreover, some proposed regulations would make proxy advisors “subject to the wide range of fiduciary duties and obligations ... such as the duties of loyalty and prudence,” effectively exposing them to legal risk for issuing low-quality recommendations (CEC (2011)).

Our analysis shows that an exogenous increase in quality  $\pi$  does not necessarily lead to more informative voting outcomes.<sup>29</sup> Intuitively, higher recommendation quality can encourage even more shareholders to follow the advisor instead of doing independent research,

---

<sup>29</sup>In particular, note that the benchmark model in which the advisor does not exist is equivalent to the model in which the advisor exists and its recommendation is pure noise ( $\pi = 0.5$ ), because in this case no shareholder acquires it. Thus, Propositions 3 and 5 imply that firm value under  $\pi > 0.5$  is lower than firm value under  $\pi = 0.5$  if  $\pi$  is low enough. See also Figure 3d.

which can be detrimental to firm value if the quality of recommendations is not high enough.

### *E. Disclosing the Quality of Recommendations*

Another commonly discussed policy is to increase the transparency of proxy advisors' methodologies and procedures, to make it easier for investors to evaluate the quality of their recommendations. For example, the 2010 SEC concept release on the U.S. proxy system discusses "increased disclosure regarding the extent of research involved with a particular recommendation and the extent and/or effectiveness of its controls and procedures in ensuring the accuracy of issuer data."<sup>30</sup>

To evaluate the effects of such proposals, we consider the following modification of the basic setting. The actual precision of the advisor's signal can be high or low,  $\pi \in \{\pi_l, \pi_h\}$ ,  $\pi_l < \pi_h$ , with probabilities  $\mu_l$  and  $\mu_h$ ,  $\mu_h + \mu_l = 1$ . We compare the quality of decision-making in two regimes – when the precision  $\pi$  is publicly disclosed and when it remains unknown to the shareholders. In the first case, precision  $\pi \in \{\pi_l, \pi_h\}$  is first realized and learned by all parties, and then the game proceeds exactly as in the basic model. In the second case, the timing of the game is the same as in the basic model, but both the advisor's decision about the fee and shareholders' decisions about which signal to acquire and how to vote are made without knowing whether  $\pi = \pi_l$  or  $\pi = \pi_h$ . In this case, as we show in the proofs, the equilibrium coincides with the equilibrium of the basic model for  $\pi = \mu_l \pi_l + \mu_h \pi_h$ .

In the Internet Appendix, we develop sufficient conditions under which disclosure improves decision-making, but also demonstrate that such disclosure can sometimes be harmful. Intuitively, the benefit of disclosure is that it allows shareholders to tailor their information acquisition decisions to the quality of recommendations – shareholders do not acquire the advisor's recommendations if they learn that recommendations are of low quality,  $\pi = \pi_l$ , and do not acquire private information if they learn that recommendations are of high quality,  $\pi = \pi_h$ . If  $\pi_h$  is high enough, such tailored information acquisition is more efficient than decision-making under uncertainty about  $\pi$ . However, if  $\pi_h$  is not very high, such tailored information acquisition can decrease firm value: in this case,  $\pi_h$  is not high enough to improve decision-making but is sufficiently high to crowd out private information acquisition. Voting would be more informed if shareholders were unsure about recommendation quality

---

<sup>30</sup>With respect to conflicts of interest, the 2014 SEC Staff Legal Bulletin No. 20 requires that proxy advisors disclose potential conflicts of interest to their existing clients, but many market participants push for further regulation, which would require conflicts of interests to be disclosed to the broader public.



and thus relied on their private information more.

## V. Endogenous Quality of the Advisor's Recommendation

Our basic model takes the quality of the advisor's information as given. In this section, we extend the model by assuming that the advisor decides on the precision of its signal before offering to sell it to shareholders. Specifically, the advisor can acquire signal of precision  $\pi$  at cost  $C(\pi, t)$ , which is twice continuously differentiable in  $\pi$ , satisfying  $C(\frac{1}{2}, t) = 0$  and  $\frac{\partial}{\partial \pi} C(\pi, t) > 0$  with  $\lim_{\pi \rightarrow \frac{1}{2}} \frac{\partial}{\partial \pi} C(\pi, t) = 0$  and  $\lim_{\pi \rightarrow 1} \frac{\partial}{\partial \pi} C(\pi, t) = \infty$  for any  $t \in (0, \infty)$  and  $\pi \in (\frac{1}{2}, 1)$ . These assumptions are intuitive: The cost of a signal is increasing in its precision with the purely noisy signal ( $\pi = \frac{1}{2}$ ) being costless and the perfectly precise signal ( $\pi = 1$ ) being infinitely costly. Parameter  $t$  captures the marginal cost of making the advisor's signal more precise and satisfies  $\frac{\partial^2}{\partial \pi \partial t} C(\pi, t) > 0$  for any  $\pi \in (\frac{1}{2}, 1)$  and  $t \in (0, \infty)$ , with  $\lim_{t \rightarrow 0} \frac{\partial}{\partial \pi} C(\pi, t) = 0$  and  $\lim_{t \rightarrow \infty} \frac{\partial}{\partial \pi} C(\pi, t) = \infty$  for any  $\pi \in (\frac{1}{2}, 1)$ . An example of the cost function that satisfies these restrictions is  $C(\pi, t) = t \left( \frac{\pi}{1-\pi} - 1 \right)^\alpha$  for any  $\alpha > 1$ . Both function  $C(\pi, t)$  and parameter  $t$  are common knowledge.

The timing of the model is as follows. First, the advisor decides on precision  $\pi$  and pays cost  $C(\pi, t)$ . After that, all shareholders learn the advisor's choice of  $\pi$ , and the sequence of actions coincides with the basic model, illustrated in Figure 1. The next proposition establishes a result analogous to Proposition 5, the main result of the basic model:

**Proposition 8.** *Firm value in the presence of the advisor is strictly lower than in the benchmark case if and only if  $t > \tilde{t}$ , that is, the advisor's information acquisition technology is sufficiently inefficient.*

The argument is as follows. The basic model implies that the advisor's presence decreases firm value if the precision of its signal is below a certain cutoff  $\tilde{\pi}$ . When the advisor chooses the precision endogenously, parameter  $t$  of the cost function maps into the chosen precision  $\pi^*(t)$  in a monotone way, from a purely noisy signal (if  $t \rightarrow \infty$ ) to a perfectly precise signal (if  $t \rightarrow 0$ ). When  $t = \tilde{t}$ , the endogenous precision  $\pi^*(\tilde{t})$  is exactly  $\tilde{\pi}$ .

While our main result remains unchanged, endogenous precision of the advisor's signal can be quite important for the policy implications, because regulation is likely to change the advisor's incentive to invest in information. For example, greater litigation pressure, analyzed

in Section IV.A, can sometimes have another negative effect: by making the demand for the advisor’s recommendations less sensitive to their informativeness, it can reduce the advisor’s incentives to invest in high-quality research. To fully analyze the effects of suggested policy changes, one needs to consider this additional dimension through which they can affect the informativeness of voting.

## VI. Discussion of Assumptions and Robustness

Our basic model is stylized and omits several features of the proxy advisory industry. In this section we discuss how it can be enriched to account for these features.

**Correlated mistakes in private signals.** The basic model assumes that private signals are independent conditional on the state, that is,  $\text{corr}(s_i, s_j|\theta) = 0$ . Thus, voting mistakes of shareholders that follow private signals are uncorrelated. It is, of course, possible that shareholders could make correlated mistakes, since their signals can be based on similar sources of information. A more general model would feature private signals with positive conditional correlation, that is,  $\text{corr}(s_i, s_j|\theta) > 0$ . However, as long as this correlation is imperfect, that is,  $\text{corr}(s_i, s_j|\theta) < 1$ , this model would feature exactly the same trade-offs and, we conjecture, the same qualitative results.

**Possibility of getting the advisor’s recommendation for free.** In practice, recommendations of proxy advisors sometimes leak into the press, especially on high profile cases such as contested M&A cases and proxy fights. Hence, in principle, a shareholder can sometimes “buy” the advisor’s recommendation without paying the subscription fee. Since our main result holds for any positive fee  $f$ , even infinitely small (see Proposition 3), many implications of the model with possible leakage will be similar to our basic model. It is also worth noting that in addition to getting the recommendation per se, an institution subscribing to the proxy advisor receives a detailed research report presenting the analysis underlying the final binary recommendation.<sup>31</sup> This possibility can be captured in an extension in which the advisor’s research report consists of a continuous signal  $r_1 \in (-\infty, \infty)$  and a binary recommendation  $r_2 = I\{r_1 > 0\}$ , where  $I(\cdot)$  is an indicator function. While the binary recommendation can be obtained for free, a shareholder must pay the fee to get the continuous signal. Thus, the shareholder’s value from subscribing to the advisor can be positive even if the binary recommendation is available for free.

---

<sup>31</sup>For example, the length of ISS’s research reports on high-profile M&A cases and proxy contests is more than 20-30 pages, which, of course, provides more information than a binary recommendation. See <https://www.issgovernance.com/solutions/governance-advisory-services/special-situations-research/>.

**Shareholders communicating or selling their information.** Our setup assumes that shareholders do not communicate with each other prior to voting. In practice, the extent of such communication is limited: first, investors fear that communication with others can be considered as “forming a group”<sup>32</sup>; in addition, they are often reluctant to publicly disclose their intentions to vote against management, fearing it will be viewed as an activist campaign and lead to managerial retaliation. Studying communication between shareholders and examining its implications for the laws governing group formation could be an interesting direction for further research. Such a model would need to incorporate potential heterogeneity in investors’ objectives — a feature that the current model abstracts from.

More generally, while our paper takes the presence of proxy advisors as given, understanding why these intermediaries exist is an important question on its own. Shareholders that do their own governance research could also sell vote recommendations to other investors. Why is this not happening? In addition to the arguments above, there are two plausible reasons for the existence of proxy advisors. One is an advantage in information production about governance matters, which was arguably the key reason for ISS emergence in 1985.<sup>33</sup> The other reason, which we address in Section IV.A, is regulatory guidance suggesting that following the “recommendations of an *independent* third party” could fulfill institutions’ fiduciary duties to their clients (emphasis added).

**Possibility of acquiring both signals in equilibrium.** In equilibrium of our model, no shareholder acquires both the recommendation from the advisor and a private signal. In practice, some large institutional investors both subscribe to proxy advisors’ services and do their own proprietary research. The likely reason is that a shareholder’s cost of producing private information differs across proposals, depending on the type of the proposal and the shareholder’s knowledge of the company. Because shareholders cannot buy the advisor’s recommendations selectively, for a subset of proposals (proxy advisors sell their research on all firms and proposals as a bundle), we observe shareholders that both establish their own proxy research departments and subscribe to proxy advisors. To capture this feature, the model could be extended to two proposals, such that some shareholders would pay the fee for the bundle of two recommendations but would only follow the recommendation for one

---

<sup>32</sup>Forming a group requires filing a 13D and may trigger a poison pill. For example, according to the 2011 report by Dechert LLP, “shareholder concern about unintentionally forming a group has chilled communications among large holders of shares in U.S. public companies.”

<sup>33</sup>According to Nell Minow, one of the founders of ISS, “All of a sudden, there were big, complicated issues that people wanted some guidance on,” leading institutions to say “You know what I would like? I’d really like some advice on how to vote proxies.” See the 2013 SEC Proxy Advisory Firms Roundtable transcript.

of the proposals and would acquire and follow their private signals for the other proposal. Such a model would feature the same forces as our basic model: the advisor’s presence would crowd out private information acquisition on those proposals for which shareholders would do private research without the advisor.

Another reason why shareholders could find it optimal to acquire two signals is complementarity between the advisor’s and private signal, which we discuss next.

**Information structure and complementarity between signals.** In our simple binary information structure, signals are substitutes: the value of the private signal  $s_i$  to an uninformed shareholder is higher than its value to a shareholder who buys the advisor’s recommendation  $r$ . With different information structures, for example, if signals are continuous, knowledge of  $r$  may increase the value of  $s_i$  to a shareholder, that is, signals can be complements. A model with complementarity between  $r$  and  $s_i$  may feature some shareholders acquiring both signals and will have an additional force, which goes in the direction of the advisor “crowding in” private information acquisition and, if complementarity is very strong, can outweigh the “crowding out” force we study in the paper. However, apart from the substitutability vs. complementarity between signals, the binary information structure is not important for the results. In particular, if signals are continuous but are substitutes, the same type of equilibrium and same effects will emerge.<sup>34</sup>

In practice, both the substitution and the complementarity effect could be in play because proxy advisors perform two informational roles. First, they provide their clients with the actual voting recommendation, which is likely to have the crowding out effect since it is a substitute for the shareholder’s own decision. Second, proxy advisors thoroughly read the long and often complicated proxy statements and aggregate the information in these proxy statements for their clients. This second informational role could arguably have both the substitution and the complementarity effect. On the one hand, it is likely to substitute private research in that shareholders may not read the proxy statements themselves and may miss some important information as a result. On the other hand, having a well-organized

---

<sup>34</sup>To see this, suppose, for example, that  $c$  is large enough so that some shareholders remain uninformed (analogously to restriction  $c > \hat{c}$  in Assumption 2). If signals are substitutes, no shareholder will acquire both signals in equilibrium. This is because the value of an additional signal to a shareholder who already has another signal is lower than the value of the same signal to an uninformed shareholder. Hence, if some shareholders find it optimal to acquire both signals, it must be that uninformed shareholders find it optimal to acquire at least one signal, leading to a contradiction. Thus, shareholders will either stay uninformed, or acquire a private signal, or acquire the advisor’s signal. At the voting stage, as long as distributions satisfy MLRP, shareholders would vote for the proposal if and only if their signal exceeds a certain cutoff. At the information acquisition stage, we would observe the crowding out effect highlighted in the paper.

summary of the proxy statement can help shareholders focus on interpreting this information and come up with the optimal voting decision, that is, such a summary can be thought of decreasing shareholders' costs of independent research.

## VII. Empirical Implications

Our analysis shows that proxy advisors have a two-fold effect on the informativeness of shareholder votes, and thereby on firm value. The positive effect is that their presence improves voting decisions of those shareholders who would vote uninformatively otherwise, for example, of small shareholders who would always vote with management or vote randomly. The negative effect is that if many shareholders would invest in independent research without the proxy advisor (e.g., shareholders with relatively large stakes in the company), the advisor's presence crowds out this independent research and induces excessive conformity in shareholders' votes, leading them to make perfectly correlated mistakes. Which of the two effects dominates depends on firms' ownership structure: the positive effect is more likely to dominate if ownership is dispersed.<sup>35</sup>

Thus, an important implication of our paper is that, other things equal, the introduction of a proxy advisor's coverage or an exogenous shock increasing the advisor's influence increases value in firms with sufficiently dispersed ownership, but decreases value in firms with relatively concentrated ownership if recommendations are not sufficiently precise. To test this prediction in the time series, one could look at changes in firm value after proxy advisors initiate coverage for this firm, subject to the caveat that coverage initiation may not be fully exogenous. Alternatively, one could study the effect of regulations increasing proxy advisors' influence, such as the 2003 SEC rule discussed above and two 2004 no-action letters by the SEC, which clarified how asset managers could resolve their own conflicts of interest by relying on proxy advisors' recommendations.<sup>36</sup> For example, according to Sangiorgi and Spatt (2017), "these no-action letters have been very controversial because of the favorable impact upon the proxy-voting advisory firm business and the adverse societal consequences of the proxy-voting advisory firm reducing the extent of diverse information production."

---

<sup>35</sup>Formally, Proposition 3 and Proposition B.1 in the Internet Appendix show that the advisor's presence or its stronger influence due to, for example, stronger litigation pressure, has a positive (negative) effect on firm value in equilibrium with complete (incomplete) crowding out of private information. In turn, the proof of Proposition 7 shows that complete crowding out is more likely when  $N$  is large, that is, ownership is dispersed.

<sup>36</sup>See the "Investment Advisers Act of 1940 - Rule 206(4)-6" letter to Egan Jones and the "Investment Advisers Act of 1940 - Rule 206(4)-6" letter to ISS.

Calluzzo and Dudley (2017) follow a different approach to testing the above prediction by looking at cross-sectional variation in the influence of proxy advisors: they develop a firm-level measure of ISS influence based on the propensity of the firm’s shareholders to vote with ISS. They show that ISS influence is positively associated with firm value in firms with dispersed ownership, but is negatively, albeit often insignificantly, associated with firm value when ownership is more concentrated. The authors interpret this evidence as being consistent with the implications of our paper.

To test the crowding out effect more directly, one could explicitly examine shareholders’ decisions to invest in independent research. One way to infer the extent of private information acquisition is to look at shareholders’ votes: shareholders who acquire private information are more likely to deviate from proxy advisors’ recommendations. For example, the evidence in Iliev and Lowry (2015), Ertimur, Ferri, and Oesch (2013), Larcker, McCall, and Ormazabal (2015), and Malenko and Shen (2016) suggests that shareholders are more likely to do independent research when they are large, have a large investment in the firm, and have low turnover. Another, more direct, way to measure private information acquisition is the approach of Iliev, Kalodimos, and Lowry (2018), who study the downloads of firms’ proxy statements and proxy-related SEC filings by large mutual fund families using the IP address data. The authors find that an institution’s tendency to vote against ISS is higher when it does such independent research more.

Another prediction of our analysis is that the quality of proxy advisors’ recommendations ( $\pi$ ) has a non-monotonic effect on firm value. Indeed, as Figure 3 demonstrates, when  $\pi$  is not very high, an increase in  $\pi$  allows the advisor to crowd out more private information acquisition, which decreases value. However, when  $\pi$  is sufficiently high, shareholders do not invest in private information production anyway, so a further increase in  $\pi$  has a positive effect on value. Regulation of the proxy advisory industry is a potential source of variation in the quality of recommendations. For example, one intention of the 2014 SEC Staff Legal Bulletin No. 20 was to reduce the conflicts of interest in proxy advisors’ recommendations (which could be interpreted as an increase in  $\pi$ ) by increasing the pressure on both asset managers and proxy advisors to be vigilant about such conflicts.

## VIII. Conclusion

In this paper, we provide a simple framework for analyzing the impact of proxy advisors on shareholder voting. In our model, a monopolistic advisor (proxy advisory firm) offers

to sell its information (vote recommendations) to voters (shareholders) for a fee, and voters decide whether to engage in private information production and/or buy the advisor's recommendation, and how to cast their votes. Our main results can be summarized as follows. First, the proxy advisor's presence increases firm value only if the quality of its recommendations is sufficiently high. Second, if it is not sufficiently high, there is overreliance on the advisor's recommendations relative to the degree that would maximize firm value. Finally, if the information of the advisor is very precise, there is under-reliance on its signal: because of market power, the advisor rations its information to maximize profits.

We also examine the effects of several proposals that have been put forward to regulate the proxy advisory industry. We show that increasing litigation pressure increases incentives of shareholders to vote informatively but shifts them from doing independent research to following the proxy advisor. As a consequence, increasing litigation pressure improves decision-making only if the advisor's recommendations are sufficiently precise. Likewise, reducing the advisor's fees improves decision-making if the advisor's recommendations are of high quality, but increases shareholders' overreliance on the advisor and lowers firm value if recommendations are of low-quality. Finally, higher recommendation quality and higher transparency about the quality do not unambiguously improve decision-making.

Several extensions of our model can be fruitful. First, it is natural to extend the model to allow for conflicts of interest among shareholders. Second, allowing for heterogeneity of shareholders in their voting power can lead to additional effects. Finally, it can be interesting to examine the optimal voting rules in this framework. Since extending the model in these directions is not straightforward, we leave them for future research.

## References

- Admati, Anat R., and Paul Pfleiderer (1986). A monopolistic market for information, *Journal of Economic Theory* 39, 400–438.
- Admati, Anat R., and Paul Pfleiderer (1990). Direct and indirect sale of information, *Econometrica* 58, 901–928.
- Alexander, Cindy R., Mark A. Chen, Duane J. Seppi, and Chester S. Spatt (2010). Interim news and the role of proxy voting advice, *Review of Financial Studies* 23, 4419–4454.
- Alonso, Ricardo, and Odilon Câmara (2016). Persuading voters, *American Economic Review* 106, 3590–3605.
- Angeletos, George-Marios, and Alessandro Pavan (2007). Efficient use of information and social value of information, *Econometrica* 75, 1103–1142.
- Austen-Smith, David, and Jeffrey S. Banks (1996). Information aggregation, rationality, and the Condorcet Jury Theorem, *American Political Science Review* 90, 34–45.
- Banerjee, Abhijit V. (1992). A simple model of herd behavior, *Quarterly Journal of Economics* 107, 797–817.
- Bar-Isaac, Heski, and Joel Shapiro (2018). Blockholder voting, Working Paper.
- Bergemann, Dirk, Alessandro Bonatti, and Alex Smolin (2017). The design and price of information, *American Economic Review*, forthcoming.
- Bikhchandani, Sushil, David Hirshleifer, and Ivo Welch (1992). A theory of fads, fashion, custom and cultural change as informational cascades, *Journal of Political Economy* 100, 992–1026.
- Bond, Philip, and Hulya Eraslan (2010). Strategic voting over strategic proposals, *Review of Economic Studies* 77, 459–490.
- Bond, Philip, and Itay Goldstein (2015). Government intervention and information aggregation by prices, *Journal of Finance* 70, 2777–2812.
- Boot, Arnoud W. A., and Anjan V. Thakor (2001). The many faces of information disclosure, *Review of Financial Studies* 14, 1021–1057.
- Brav, Alon, and Richmond D. Mathews (2011). Empty voting and the efficiency of corporate governance, *Journal of Financial Economics* 99, 289–307.
- Calluzzo, Paul, and Evan Dudley (2017). The real effects of proxy advisors on the firm, Working Paper.
- Center on Executive Compensation (CEC) white paper “A call for change in the proxy advisory industry status quo,” January 2011.
- Cespa, Giovanni (2008). Information sales and insider trading with long-lived information, *Journal of Finance* 63, 639–672.



- Chakraborty, Archishman, and Rick Harbaugh (2010). Persuasion by cheap talk, *American Economic Review* 100, 2361–2482.
- Cuñat, Vicente, Mireia Gine, and Maria Guadalupe (2012). The vote is cast: the effect of corporate governance on shareholder value, *Journal of Finance* 67, 1943–1977.
- Diamond, Douglas W. (1984). Financial intermediation and delegated monitoring, *Review of Economic Studies* 51, 393–414.
- Diamond, Douglas W. (1985). Optimal release of information by firms, *Journal of Finance* 40, 1071–1094.
- Edelman, Sagiv (2013). Proxy advisory firms: A guide for regulatory reform, *Emory Law Journal* 62, 1369–1409.
- Ertimur, Yonca, Fabrizio Ferri, and David Oesch (2013). Shareholder votes and proxy advisors: evidence from say on pay, *Journal of Accounting Research* 51, 951–996.
- Ertimur, Yonca, Fabrizio Ferri, and Stephen Stubben (2010). Board of directors’ responsiveness to shareholders: Evidence from shareholder proposals, *Journal of Corporate Finance* 16, 53–72.
- Feddersen, Timothy, and Wolfgang Pesendorfer (1998). Convicting the innocent: the inferiority of unanimous jury verdicts under strategic voting, *American Political Science Review* 92, 23–35.
- Fishman, Michael J., and Kathleen M. Hagerty (1995). The incentive to sell financial market information, *Journal of Financial Intermediation* 4, 95–115.
- Fos, Vyacheslav, and Wei Jiang (2015). Out-of-the-money CEOs: Private control premium and option exercises. *Review of Financial Studies* 29, 1549–1585.
- Fos, Vyacheslav (2017). The disciplinary effects of proxy contests. *Management Science* 63, 655–671.
- Gallagher, D. M. (2014). Outsized power & influence: The role of proxy advisers. Working Paper Series, Critical Legal Issues.
- Garcia, Diego, and Francesco Sangiorgi (2011). Information sales and strategic trading, *Review of Financial Studies* 24, 3069–3104.
- Gerardi, Dino, and Leeat Yariv (2008). Information acquisition in committees, *Games and Economic Behavior* 62, 436–459.
- Gershkov, Alex, and Balázs Szentes (2009). Optimal voting schemes with costly information acquisition, *Journal of Economic Theory* 144, 36–68.
- Goldstein, Itay, and Liyan Yang (2017). Information disclosure in financial markets, *Annual Review of Financial Economics* 9, 101–25.
- Government Accountability Office (GAO) report “Corporate shareholder meetings: Issues relating to firms that advise institutional investors on proxy voting,” June 2007.
- Government Accountability Office (GAO) report “Proxy advisory firms’ role in voting and corporate

governance practices,” November 2016.

Grossman, Gene M., and Elhanan Helpman (2001). *Special-Interest Politics*, MIT Press, Cambridge, MA.

Hellwig, Christian, and Laura Veldkamp (2009). Knowing what others know: Coordination motives in information acquisition, *Review of Economic Studies* 76, 223–251.

Iliev, Peter, and Michelle Lowry (2015). Are mutual funds active voters? *Review of Financial Studies* 28, 446–285.

Iliev, Peter, Jonathan Kalodimos, and Michelle Lowry (2018). Investors’ attention to corporate governance, Working Paper.

Jackson, Matthew O., and Xu Tan (2013). Deliberation, disclosure of information, and voting, *Journal of Economic Theory* 148, 2–30.

Khanna, Naveen, and Richmond D. Mathews (2011). Can herding improve investment decisions? *RAND Journal of Economics* 42, 150–174.

Khanna, Naveen, and Mark Schroder (2015). “Rewarding disagreement” for optimal collective decisions: The role of skill and luck, Working Paper.

Larcker, David F., Allan L. McCall, and Gaizka Ormazabal (2015). Outsourcing shareholder voting to proxy advisory firms, *Journal of Law and Economics* 58, 173–204.

Levit, Doron, and Nadya Malenko (2011). Nonbinding voting for shareholder proposals, *Journal of Finance* 66, 1579–1614.

Li, Tao (2016). Outsourcing corporate governance: conflicts of interest within the proxy advisory industry, *Management Science*, forthcoming.

Ma, Shichao, and Yan Xiong (2018). Information bias in the proxy advisory market, Working Paper.

Malenko, Nadya, and Yao Shen (2016). The role of proxy advisory firms: Evidence from a regression-discontinuity design, *Review of Financial Studies* 29, 3394–3427.

Martinelli, César (2006). Would rational voters acquire costly information? *Journal of Economic Theory* 129, 225–251.

Maskin, Eric, and Jean Tirole (1988). A theory of dynamic oligopoly, II: Price competition, kinked demand curves, and edgeworth cycles, *Econometrica* 56, 571–599.

Maug, Ernst (1999). How effective is proxy voting? Information aggregation and conflict resolution in corporate voting contests, Working Paper.

Maug, Ernst, and Bilge Yilmaz (2002). Two-class voting: A mechanism for conflict resolution, *American Economic Review* 92, 1448–1471.

Maug, Ernst, and Kristian Rydqvist (2009). Do shareholders vote strategically? Voting behavior, proposal screening, and majority rules, *Review of Finance* 13, 47–79.

- McCahery, Joseph A., Zacharias Sautner, and Laura T. Starks (2016). Behind the scenes: The corporate governance preferences of institutional investors, *Journal of Finance* 71, 2905–2932.
- Morris, Stephen, and Hyun Song Shin (2002). Social value of public information, *American Economic Review* 92, 1521–1534.
- Persico, Nicola (2004). Committee design with endogenous information, *Review of Economic Studies* 71, 165–191.
- Persson, Torsten, and Guido Tabellini (2002). Political economics and public finance, *Handbook of Public Economics* 3, 1549–1659.
- Piccolo, Alessio, and Joel Shapiro (2017). Credit ratings and market information, Working Paper.
- Ramakrishnan, Ram T. S., and Anjan V. Thakor (1984). Information reliability and a theory of financial intermediation, *Review of Economic Studies* 51, 415–432.
- Sangiorgi, Francesco, and Chester Spatt (2017). The economics of credit rating agencies, *Foundations and Trends in Finance* 12, 1–116.
- Schnakenberg, Keith E. (2015). Expert advice to a voting body, *Journal of Economic Theory* 160, 102–113.
- Van Wesep, Edward (2014). The idealized electoral college voting mechanism and shareholder power, *Journal of Financial Economics* 113, 90–108.

## Appendix: Proofs

### Proof of Proposition 1.

Fix probability  $q$  with which each shareholder  $i$  acquires a private signal  $s_i$ . In the Internet Appendix, we prove that for any  $q$ , the equilibrium  $w_s(0) = 0$ ,  $w_s(1) = 1$ , and  $w_0 = \frac{1}{2}$  exists (as argued before, this is the only possible equilibrium at the voting stage because otherwise information would have zero value and acquiring it would be suboptimal).

Next, consider shareholder  $i$ 's value from becoming informed. Conditional on the shareholder's private signal being  $s_i = 1$ , whether he is informed or not only makes a difference if the number of “for” votes among other shareholders is exactly  $\frac{N-1}{2}$ . Let us denote this set of events by  $PIV_i$ . In this case, by acquiring the signal, the shareholder votes “for” for sure, instead of randomizing between voting “for” and “against,” so his utility from being informed is  $\frac{1}{2}\mathbb{E}[u(1, \theta) | s_i = 1, PIV_i]$ . Similarly, conditional on his private signal being  $s_i = 0$ , the shareholder's utility from being informed is  $-\frac{1}{2}\mathbb{E}[u(1, \theta) | s_i = 0, PIV_i]$ . Overall, the shareholder's value of acquiring a private signal is

$$V_s(q) = \Pr(s_i = 1) \Pr(PIV_i | s_i = 1) \frac{1}{2} \mathbb{E}[u(1, \theta) | s_i = 1, PIV_i] \\ - \Pr(s_i = 0) \Pr(PIV_i | s_i = 0) \frac{1}{2} \mathbb{E}[u(1, \theta) | s_i = 0, PIV_i].$$

By the symmetry of the setup and strategies,  $\mathbb{E}[u(1, \theta) | s_i = 1, PIV_i] = -\mathbb{E}[u(1, \theta) | s_i = 0, PIV_i]$

and  $\Pr(PIV_i|s_i = 1) = \Pr(PIV_i|s_i = 0)$ , so we get

$$\begin{aligned} V_s(q) &= \frac{1}{2} \Pr(PIV_i|s_i = 1) \mathbb{E}[u(1, \theta) | s_i = 1, PIV_i] \\ &= \frac{1}{2} \Pr(PIV_i|s_i = 1) (\Pr[\theta = 1|s_i = 1, PIV_i] - \Pr[\theta = 0|s_i = 1, PIV_i]) \\ &= \Pr[\theta = 1, PIV_i, s_i = 1] - \Pr[\theta = 0, PIV_i, s_i = 1] = \frac{1}{2}p \Pr[PIV_i|\theta = 1] - \frac{1}{2}(1-p) \Pr[PIV_i|\theta = 0] \end{aligned}$$

Conditional on  $\theta = 1$ , other shareholders make their voting decisions independently and vote “for” with probability  $qp + \frac{1}{2}(1-q) = \frac{1}{2} + q(p - \frac{1}{2})$ . Hence,

$$\Pr[PIV_i|\theta = 1] = C_{N-1}^{\frac{N-1}{2}} \left( \frac{1}{2} + q(p - \frac{1}{2}) \right)^{\frac{N-1}{2}} \left( \frac{1}{2} - q(p - \frac{1}{2}) \right)^{\frac{N-1}{2}}.$$

Noting that  $\Pr[PIV_i|\theta = 1] = \Pr[PIV_i|\theta = 0]$  gives (6). Note that  $V_s(q)$  decreases in  $q$ . Since  $P(x, N-1, \frac{N-1}{2})$  decreases in  $N$  for any  $x$ , it follows that  $V_s(q)$  decreases in  $N$ .

In deciding whether to acquire the private signal, shareholder  $i$  compares the expected value of his signal  $V_s(q)$  with cost  $c$ . Since  $V_s(q)$  is strictly decreasing in  $q$ , there are three possible cases. If  $c < \underline{c} \equiv V_s(1)$ , then each shareholder acquires information regardless of  $q$ . Hence, in the unique equilibrium all shareholders acquire private signals:  $q^* = 1$ . If  $c > \bar{c} \equiv V_s(0)$ , then each shareholder is better off not acquiring information regardless of  $q$ . Hence, in the unique equilibrium all shareholders remain uninformed:  $q^* = 0$ . Finally, if  $c \in [\underline{c}, \bar{c}]$ , then  $q^*$  is given as the solution to  $V_s(q^*) = c$ . Plugging (6) and rearranging the terms, we get (7).

Finally, we derive the equilibrium firm value given  $q_0^*$ :

$$\begin{aligned} V_0 &= \Pr(\theta = 1) \sum_{k=\frac{N+1}{2}}^N P(q_0^*p + \frac{1-q_0^*}{2}, N, k) - \Pr(\theta = 0) \sum_{k=\frac{N+1}{2}}^N P(q_0^*(1-p) + \frac{1-q_0^*}{2}, N, k) \\ &= \frac{1}{2} \sum_{k=\frac{N+1}{2}}^N P(\frac{1}{2} + \Lambda, N, k) - \frac{1}{2} \sum_{k=\frac{N+1}{2}}^N P(\frac{1}{2} + \Lambda, N, N-k) = \sum_{k=\frac{N+1}{2}}^N P(\frac{1}{2} + \Lambda, N, k) - \frac{1}{2}, \end{aligned}$$

where we used  $\sum_{k=0}^N P(q, N, k) = 1$ .

## Proof of Proposition 2.

Let us prove that there is no equilibrium in which a shareholder acquires both signals with positive probability. By contradiction, suppose such an equilibrium exists and consider a shareholder with both signals,  $r$  and  $s_i$ . Consider a realization  $r = 1$  and  $s_i = 0$ . There are three possibilities:  $w_{rs}(1, 0) = 1$ ,  $w_{rs}(1, 0) = 0$ , and  $w_{rs}(1, 0) \in (0, 1)$ . First, if  $w_{rs}(1, 0) = 1$ , then it must be that  $w_{rs}(1, 1) = 1$  because the shareholder’s posterior that  $\theta = 1$  is strictly higher in this case. By symmetry,  $w_{rs}(0, 1) = 1 - w_{rs}(1, 0) = 0$ . In turn,  $w_{rs}(0, 1) = 0$  implies  $w_{rs}(0, 0) = 0$ , since the shareholder’s posterior that  $\theta = 1$  is strictly lower in this case. It follows that  $v_i = r$ , and hence the shareholder would be better off if he acquired only the advisor’s signal. Second, if  $w_{rs}(1, 0) = 0$ , then it must be that  $w_{rs}(0, 0) = 0$ . By symmetry,  $w_{rs}(0, 1) = 1 - w_{rs}(1, 0) = 1$ , and hence  $w_{rs}(1, 1) = 1$ . It follows that  $v_i = s_i$ , and hence the shareholder would be better off if he only acquired the private signal. Finally, if  $w_{rs}(1, 0) \in (0, 1)$ , then by symmetry  $w_{rs}(0, 1) = 1 - w_{rs}(1, 0) \in (0, 1)$ . Hence, when  $r \neq s_i$ , the shareholder is indifferent between voting  $v_i = r$  and  $v_i = s_i$ . Hence, the shareholder would be better off if he only acquired one signal of the two.

The arguments in the text preceding Proposition 2 complete the proof. In the Internet Appendix, we derive the condition under which equilibrium  $w_s(s_i) = s_i$ ,  $w_r(r) = r$ , and  $w_0 = \frac{1}{2}$  will exist for any possible sub-game. However, whenever this condition is violated, this sub-game

features zero value of recommendation of the advisor, and hence is not reached on equilibrium path if  $q_r > 0$ .

**Proof of Lemma 1.** To prove the lemma, we derive the necessary and sufficient conditions for each type of equilibrium to exist.

**1. Equilibrium with only private information acquisition.** Consider the case of  $q_r = 0$ . In this case, a shareholder's choice between buying a private signal and staying uninformed is identical to the situation in which there is no advisor, covered in Proposition 1. Hence,  $q_s = q_0^* \in (0, 1)$ . Pair  $(q_r, q_s) = (0, q_0^*)$  is an equilibrium if and only if no shareholder would be better off deviating to buying recommendation from the advisor:  $V_r(0, q_0^*) \leq f$ . Since  $\Omega_1(0, q_0^*) = \Omega_2(0, q_0^*) = \frac{c}{p-0.5}$  (the latter by indifference  $V_s(0, q_0^*) = c$ ),  $V_r(0, q_0^*) = \frac{\pi-0.5}{p-0.5}c$ . Hence,  $V_r(0, q_0^*) \leq f$  is equivalent to  $f \geq \bar{f} = \frac{\pi-0.5}{p-0.5}c$ .

**2. Equilibrium with complete crowding out of private information acquisition.** Consider the case of  $q_s = 0$ . Then it must be that  $q_r \in (0, 1)$ . Indeed, it cannot be that  $q_r = 0$ , since if  $q_r = 0$ , then the value of acquiring a private signal is  $V_s(0, 0) = \bar{c} > c$  by Assumption 1, so a shareholder would be better off deviating to acquiring a private signal. It also cannot be that  $q_r = 1$ , since in that case no shareholder would be pivotal, so  $V_r(1, 0) = 0 < f$  for any  $f > 0$ . Thus, a shareholder would be better off deviating to staying uninformed. For  $q_s = 0$  and  $q_r \in (0, 1)$  to constitute an equilibrium, it is necessary and sufficient that  $V_s(q_r, 0) \leq c$  and  $V_r(q_r, 0) = f$ . When  $q_s = 0$ , the probabilities of being pivotal are:

$$\Omega_1(q_r, 0) = P\left(\frac{1+q_r}{2}, N-1, \frac{N-1}{2}\right) = P\left(\frac{1-q_r}{2}, N-1, \frac{N-1}{2}\right) = \Omega_2(q_r, 0) \equiv \Omega_r(q_r). \quad (\text{A1})$$

Eq.  $V_r(q_r, 0) = f$  yields  $\Omega_r(q_r) = \frac{f}{\pi-0.5}$ . Equating to (A1), we obtain that  $q_r$  is given by (13), which lies in  $(0, 1)$  if  $f < C_{N-1}^{\frac{N-1}{2}} 2^{1-N} (\pi - \frac{1}{2})$ . Otherwise, no solution exists. Plugging  $\Omega_r(q_r) = \frac{f}{\pi-0.5}$  into  $c \geq V_s(q_r, 0)$ , we obtain  $f \leq \frac{2\pi-1}{2p-1}c$ . Note that

$$C_{N-1}^{\frac{N-1}{2}} 2^{1-N} \left(\pi - \frac{1}{2}\right) > \frac{2\pi-1}{2p-1}c \Leftrightarrow \frac{1}{4} > \left(\frac{c}{(p-\frac{1}{2})C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}},$$

which is satisfied by Assumption 1. Hence, the equilibrium with complete crowding out of private information exists if and only if  $f \leq \bar{f}$ .

**3. Equilibrium with incomplete crowding out of private information acquisition.** Consider the case of  $q_s > 0$ . If  $q_r + q_s < 1$  in equilibrium, then a shareholder must be indifferent between acquiring  $r$ , acquiring  $s_i$ , and staying uninformed. Hence,  $q_s$  and  $q_r$  must satisfy  $V_s(q_r, q_s) = c$  and  $V_r(q_r, q_s) = f$ , which yields a system of linear equations for  $\Omega_1$  and  $\Omega_2$ :

$$\begin{cases} \pi\Omega_1 + (1-\pi)\Omega_2 = \frac{c}{p-0.5} \\ \pi\Omega_1 - (1-\pi)\Omega_2 = 2f \end{cases} \Leftrightarrow \Omega_1 = \frac{f + \frac{c}{2p-1}}{\pi} \text{ and } \Omega_2 = \frac{\frac{c}{2p-1} - f}{1-\pi}. \quad (\text{A2})$$

In particular, such an equilibrium does not exist when  $\pi = 1$ . Suppose  $\pi < 1$ . Since the second equality implies  $f \leq \frac{c}{2p-1}$ , this system is equivalent to the following system of equations for  $q_r$  and

$q_s$ :

$$\begin{aligned} \left(\frac{1}{2}q_r + \left(p - \frac{1}{2}\right)q_s\right)^2 &= \frac{1}{4} - \left(\frac{f + \frac{c}{2p-1}}{\pi C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}, \\ \left(\frac{1}{2}q_r - \left(p - \frac{1}{2}\right)q_s\right)^2 &= \frac{1}{4} - \left(\frac{\frac{c}{2p-1} - f}{(1-\pi)C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}. \end{aligned} \quad (\text{A3})$$

It has a solution if and only if the right-hand sides of both equations are non-negative, that is, if  $f \in \left[\underline{f}_1, 2^{1-N}\pi C_{N-1}^{\frac{N-1}{2}} - \frac{c}{2p-1}\right]$ , where

$$\underline{f}_1 \equiv \frac{c}{2p-1} - 2^{1-N}(1-\pi)C_{N-1}^{\frac{N-1}{2}}, \quad (\text{A4})$$

in which case there are two solutions:

1. Solution with  $q_r \leq (2p-1)q_s$ , denoted  $(q_r^a, q_s^a)$ :

$$\begin{aligned} q_r^a &= \sqrt{\frac{1}{4} - \left(\frac{f + \frac{c}{2p-1}}{\pi C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}} - \sqrt{\frac{1}{4} - \left(\frac{\frac{c}{2p-1} - f}{(1-\pi)C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}}, \\ q_s^a &= \frac{1}{2p-1} \left( \sqrt{\frac{1}{4} - \left(\frac{f + \frac{c}{2p-1}}{\pi C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}} + \sqrt{\frac{1}{4} - \left(\frac{\frac{c}{2p-1} - f}{(1-\pi)C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}} \right). \end{aligned} \quad (\text{A5})$$

2. Solution with  $q_r \geq (2p-1)q_s$ , denoted  $(q_r^b, q_s^b)$ :

$$\begin{aligned} q_r^b &= \sqrt{\frac{1}{4} - \left(\frac{f + \frac{c}{2p-1}}{\pi C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}} + \sqrt{\frac{1}{4} - \left(\frac{\frac{c}{2p-1} - f}{(1-\pi)C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}}, \\ q_s^b &= \frac{1}{2p-1} \left( \sqrt{\frac{1}{4} - \left(\frac{f + \frac{c}{2p-1}}{\pi C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}} - \sqrt{\frac{1}{4} - \left(\frac{\frac{c}{2p-1} - f}{(1-\pi)C_{N-1}^{\frac{N-1}{2}}}\right)^{\frac{2}{N-1}}} \right). \end{aligned} \quad (\text{A6})$$

Each solution is an equilibrium if and only if it satisfies  $q_r > 0$ ,  $q_s > 0$ , and  $q_r + q_s < 1$ . Each solution satisfies  $(q_r, q_s) > 0$  if and only if  $\frac{f + \frac{c}{2p-1}}{\pi} < \frac{\frac{c}{2p-1} - f}{1-\pi} \Leftrightarrow f < \bar{f}$ . Also, since  $p \in (\frac{1}{2}, 1)$ , it is easy to see that  $q_r^b + q_s^b \leq q_r^a + q_s^a$ .

If  $q_r + q_s = 1$  in equilibrium, then a shareholder must be indifferent between acquiring  $r$  and  $s_i$  and weakly prefer this over staying uninformed. Hence,  $q_s$  and  $q_r$  must satisfy  $V_s(q_r, q_s) - c = V_r(q_r, q_s) - f \geq 0$  and  $q_s + q_r = 1$ . The former implies

$$\left(p - \frac{1}{2}\right) (\pi\Omega_1 + (1-\pi)\Omega_2) - c = \frac{1}{2} (\pi\Omega_1 - (1-\pi)\Omega_2) - f \equiv \psi \geq 0. \quad (\text{A7})$$

For any  $\psi$ , these two equations lead to a system identical to (A2) $\Leftrightarrow$ (A3), but with  $c + \psi$  and  $f + \psi$  instead of  $c$  and  $f$ . It has a solution if and only if the right-hand sides of both equations are positive.

In that case, it has two solutions, analogous to (A5) and (A6), and given by (IA8) and (IA9) in the Internet Appendix.

To prove the lemma, we show the following sequence of three auxiliary claims, which are proved in the Internet Appendix.

1. Claim 1: If  $f \geq \bar{f}$ , then there is no equilibrium  $(q_r, q_s) > 0$ .

2. Claim 2: If  $\frac{2p}{2p-1} \sqrt{\frac{1}{4} - \left(\frac{f_1 + \frac{c}{2p-1}}{\pi C_{N-1}^{\frac{2}{N-1}}}\right)^{\frac{2}{N-1}}} \leq 1$ , there is an equilibrium  $(q_r, q_s) > 0$  if and only if  $f \in [\underline{f}_1, \bar{f})$ , where  $\underline{f}_1$  is given by (A4).

3. Claim 3: If  $\frac{2p}{2p-1} \sqrt{\frac{1}{4} - \left(\frac{f_1 + \frac{c}{2p-1}}{\pi C_{N-1}^{\frac{2}{N-1}}}\right)^{\frac{2}{N-1}}} > 1$ , there exists  $\underline{f}_2 \geq \underline{f}_1$  such that there is an equilibrium  $(q_r, q_s) > 0$  if and only if  $f \in [\underline{f}_2, \bar{f})$ .

Combining Claims 2 and 3, we conclude that there exists an equilibrium  $(q_r, q_s) > 0$  if and only if  $f \in [\underline{f}, \bar{f})$ , where

$$\underline{f} \equiv \begin{cases} \underline{f}_1 & \text{if } \frac{2p}{2p-1} \sqrt{\frac{1}{4} - \left(\frac{f_1 + \frac{c}{2p-1}}{\pi C_{N-1}^{\frac{2}{N-1}}}\right)^{\frac{2}{N-1}}} \leq 1 \\ \underline{f}_2 & \text{otherwise,} \end{cases} \quad (\text{A8})$$

where  $\underline{f}_1$  is given by (A4) and  $\underline{f}_2$  is defined in Claim 3, respectively. Combining this condition and the conditions of existence of equilibrium with only private information acquisition and equilibrium with complete crowding out of private information acquisition, we get the statement of the lemma.

### Proof of Proposition 3.

Consider an equilibrium defined by pair  $q_s$  and  $q_r$ . Let  $U(q_r, q_s)$  denote the corresponding expected value of a proposal per share. By definition,

$$\begin{aligned} U(q_r, q_s) &= \mathbb{E}[u(1, \theta) d] = \frac{1}{2} \mathbb{E} \left[ \sum_{j=1}^N v_j > \frac{N-1}{2} | \theta = 1 \right] - \frac{1}{2} \mathbb{E} \left[ \sum_{j=1}^N v_j > \frac{N-1}{2} | \theta = 0 \right] \\ &= \frac{1}{2} \pi \left( \sum_{k=\frac{N+1}{2}}^N P(p_a, N, k) - \sum_{k=\frac{N+1}{2}}^N P(1-p_a, N, k) \right) \\ &\quad + \frac{1}{2} (1-\pi) \left( \sum_{k=\frac{N+1}{2}}^N P(p_d, N, k) - \sum_{k=\frac{N+1}{2}}^N P(1-p_d, N, k) \right), \end{aligned}$$

where

$$\begin{aligned} p_a &\equiv \Pr(v_i = \theta | r = \theta) = q_r + q_s p + \frac{1-q_r-q_s}{2} = \frac{1}{2} + \frac{1}{2} q_r + \left(p - \frac{1}{2}\right) q_s, \\ p_d &\equiv \Pr(v_i = \theta | r \neq \theta) = q_s p + \frac{1-q_r-q_s}{2} = \frac{1}{2} - \frac{1}{2} q_r + \left(p - \frac{1}{2}\right) q_s, \end{aligned} \quad (\text{A9})$$

are the probabilities that a random shareholder votes correctly conditional on the proxy advisor's recommendation being correct and incorrect, respectively. Using  $P(q, N, k) = P(1-q, N, N-k)$  and  $\sum_{k=0}^N P(q, N, k) = 1$ , the above expression simplifies to

$$U(q_r, q_s) = \sum_{k=\frac{N+1}{2}}^N (\pi P(p_a, N, k) + (1-\pi) P(p_d, N, k)) - \frac{1}{2}. \quad (\text{A10})$$

**Proof of part 1.** Note that the probability of a shareholder being pivotal in equilibrium with

incomplete crowding out weakly exceeds that in the benchmark case:

$$\begin{aligned} \pi P(p_a, N-1, \frac{N-1}{2}) + (1-\pi) P(p_d, N-1, \frac{N-1}{2}) &= \\ &= \pi \Omega_1(q_r, q_s) + (1-\pi) \Omega_2(q_r, q_s) \geq \frac{2c}{2p-1}. \end{aligned}$$

Indeed, it exactly equals  $\frac{2c}{2p-1}$  if  $q_s + q_r < 1$  based on (A2), and equals  $\frac{2(c+\psi)}{2p-1} \geq \frac{2c}{2p-1}$  if  $q_s + q_r = 1$ , where  $\psi \geq 0$  is given by (A7). Consider the following optimization problem:

$$\begin{aligned} \max_{p_a, p_d} \sum_{k=\frac{N+1}{2}}^N (\pi P(p_a, N, k) + (1-\pi) P(p_d, N, k)) - \frac{1}{2} \\ \text{s.t. } \pi P(p_a, N-1, \frac{N-1}{2}) + (1-\pi) P(p_d, N-1, \frac{N-1}{2}) \geq \frac{2c}{2p-1} \end{aligned} \quad (\text{A11})$$

This optimization problem chooses the probabilities of a correct vote,  $p_a$  and  $p_d$ , that maximize firm value subject to the ‘‘budget constraint’’ that the probability that a shareholder is pivotal, implied by  $p_a$  and  $p_d$ , cannot be below  $\frac{2c}{2p-1}$  (i.e., that in the benchmark case). In what follows, we show that this optimization problem is solved by  $p_a = p_d = \frac{1}{2} + q_0^*(p - \frac{1}{2})$ , that is, the same as in the benchmark case. Let  $x_a \equiv P(p_a, N-1, \frac{N-1}{2})$  and  $x_d \equiv P(p_d, N-1, \frac{N-1}{2})$ . Let us define function  $\varphi(x) \in (\frac{1}{2}, 1)$  as the higher root of  $x = P(\varphi(x), N-1, \frac{N-1}{2}) = C_{N-1}^{\frac{N-1}{2}} (\varphi(x)(1-\varphi(x)))^{\frac{N-1}{2}}$ :

$$\varphi(x) \equiv \frac{1}{2} + \sqrt{\frac{1}{4} - \left( \frac{x}{C_{N-1}^{\frac{N-1}{2}}} \right)^{\frac{2}{N-1}}}. \quad (\text{A12})$$

Note that  $p_a > \frac{1}{2}$  and hence  $p_a = \varphi(x_a)$ . If  $p_d > \frac{1}{2}$ , then  $p_d = \varphi(x_d)$ , and if  $p_d < \frac{1}{2}$ , then  $p_d = 1 - \varphi(x_d)$ . First, consider all equilibria with  $p_d > \frac{1}{2}$ . Then, we can rewrite (A11) as:

$$\begin{aligned} \max_{x_a, x_d} \sum_{k=\frac{N+1}{2}}^N (\pi P(\varphi(x_a), N, k) + (1-\pi) P(\varphi(x_d), N, k)) - \frac{1}{2} \\ \text{s.t. } \pi x_a + (1-\pi) x_d \geq \frac{2c}{2p-1}, \end{aligned} \quad (\text{A13})$$

Auxiliary Lemma A1 at the end of the Appendix shows that function  $f(x) \equiv \sum_{k=\frac{N+1}{2}}^N P(\varphi(x), N, k)$  is strictly decreasing in  $x$ . Thus, the constraint in (A13) is binding. Auxiliary Lemma A1 also shows that  $f(x)$  is strictly concave in  $x$ . Thus, by Jensen’s inequality, for any  $x_a, x_d$  such that  $\pi x_a + (1-\pi) x_d = \frac{2c}{2p-1}$ , we have

$$\pi f(x_a) + (1-\pi) f(x_d) < f(\pi x_a + (1-\pi) x_d) = f\left(\frac{2c}{2p-1}\right) = \pi f\left(\frac{2c}{2p-1}\right) + (1-\pi) f\left(\frac{2c}{2p-1}\right).$$

Therefore, there is a unique solution to the maximization problem (A13), given by  $x_a = x_d = \frac{2c}{2p-1}$ , which gives firm value in the benchmark case. Hence, for any equilibrium with incomplete crowding out and  $p_d > \frac{1}{2}$ , firm value is strictly lower than in the benchmark case. Next, consider all equilibria with  $p_d < \frac{1}{2}$ . Note that  $\sum_{k=\frac{N+1}{2}}^N P(1-q, N, k) = \sum_{k=\frac{N+1}{2}}^N P(q, N, N-k) = 1 - \sum_{k=\frac{N+1}{2}}^N P(q, N, k)$ . In addition,  $\sum_{k=\frac{N+1}{2}}^N P_q(q, N, k) = -\sum_{k=0}^{\frac{N-1}{2}} P_q(q, N, k) > 0$  for  $q \geq \frac{1}{2}$  because  $P_q(q, N, k) = P(q, N, k) \frac{k-Nq}{q(1-q)} < 0$  for any  $k < \frac{N}{2}$  and  $q \geq \frac{1}{2}$ . Since  $\sum_{k=\frac{N+1}{2}}^N P(\frac{1}{2}, N, k) = \frac{1}{2}$ , it



follows that  $\sum_{k=\frac{N+1}{2}}^N P(1-q, N, k) < \frac{1}{2} < \sum_{k=\frac{N+1}{2}}^N P(q, N, k)$  for  $q > \frac{1}{2}$ . Therefore,

$$\begin{aligned} \sum_{k=\frac{N+1}{2}}^N \left( \begin{array}{c} \pi P(p_a, N, k) \\ + (1-\pi) P(p_d, N, k) \end{array} \right) - \frac{1}{2} &= \sum_{k=\frac{N+1}{2}}^N \left( \begin{array}{c} \pi P(\varphi(x_a), N, k) \\ + (1-\pi) P(1-\varphi(x_d), N, k) \end{array} \right) - \frac{1}{2} \\ &< \sum_{k=\frac{N+1}{2}}^N (\pi P(\varphi(x_a), N, k) + (1-\pi) P(\varphi(x_d), N, k)) - \frac{1}{2}, \end{aligned}$$

and the last expression, subject to the constraint in (A13), has already been shown to be below firm value in the benchmark case. Hence, the quality of decision-making in any equilibrium with incomplete crowding out is strictly lower than in the benchmark case.

**Proof of part 2.** Next, we prove the second part of the proposition. In the equilibrium with complete crowding out of private information, we have

$$\begin{aligned} p_a &= \frac{1}{2} + \frac{1}{2}q_r = \frac{1}{2} + \sqrt{\frac{\frac{1}{4} - \left( \frac{f}{(\pi-\frac{1}{2})C_{N-1}^{\frac{N-1}{2}}} \right)^{\frac{2}{N-1}}}{\frac{1}{4} - \left( \frac{f}{(\pi-\frac{1}{2})C_{N-1}^{\frac{N-1}{2}}} \right)^{\frac{2}{N-1}}}}, \\ p_d &= \frac{1}{2} - \frac{1}{2}q_r = \frac{1}{2} - \sqrt{\frac{\frac{1}{4} - \left( \frac{f}{(\pi-\frac{1}{2})C_{N-1}^{\frac{N-1}{2}}} \right)^{\frac{2}{N-1}}}{\frac{1}{4} - \left( \frac{f}{(\pi-\frac{1}{2})C_{N-1}^{\frac{N-1}{2}}} \right)^{\frac{2}{N-1}}}}. \end{aligned} \quad (\text{A14})$$

Since  $p_d = 1 - p_a$ , we can rewrite firm value as

$$U = \pi \sum_{k=\frac{N+1}{2}}^N P(p_a, N, k) + (1-\pi) \sum_{k=0}^{\frac{N-1}{2}} P(p_a, N, k) - \frac{1}{2} = \frac{1}{2} - \pi + (2\pi - 1) \sum_{k=\frac{N+1}{2}}^N P(p_a, N, k). \quad (\text{A15})$$

By (7) and (8), the expected value in the benchmark case without the advisor is given by  $U = \sum_{k=\frac{N+1}{2}}^N P(p_0^*, N, k) - \frac{1}{2}$ , where  $p_0^* = \frac{1}{2} + q_0^*(p - \frac{1}{2})$ . Firm value is higher with the advisor than without it if and only if

$$(2\pi - 1) \sum_{k=\frac{N+1}{2}}^N P(p_a, N, k) - \pi > \sum_{k=\frac{N+1}{2}}^N P(p_0^*, N, k) - 1. \quad (\text{A16})$$

In the Internet Appendix, we show that the left-hand side of (A16) is strictly increasing in  $\pi$ , that (A16) is violated for  $\pi \rightarrow \frac{1}{2} + \frac{f}{c}(p - \frac{1}{2})$  and is satisfied for  $\pi \rightarrow 1$ . By monotonicity, there exists a unique  $\pi^*(f) \in (\frac{1}{2} + \frac{f}{c}(p - \frac{1}{2}), 1)$  such that the advisor's presence increases firm value if and only if  $\pi \geq \pi^*(f)$ .

**Proof of Proposition 4.** The first three statements of the proposition follow directly from Lemma 1 and from Lemma A3 in the Internet Appendix. Note also that given  $c > \hat{c}$  in Assumption 2, we have  $\underline{f} = \underline{f}_1$ , where  $\underline{f}_1$  is given by (A4). For any  $\pi < 1$ , the interval  $[\underline{f}_1, \bar{f}]$  is non-empty because  $\underline{f}_1 < \bar{f} \Leftrightarrow c < (p - \frac{1}{2})C_{N-1}^{\frac{N-1}{2}}2^{1-N} = \bar{c}$ , which is satisfied by Assumption 1. For  $\pi = 1$ ,  $\underline{f}_1 = \bar{f}$  and hence the interval is empty.

We next prove the last statement of the proposition. First, consider  $f < \underline{f}$ . From (13)  $q_r$  is strictly decreasing in  $f$ , and from (A15) firm value is strictly increasing in  $p_a$  (and hence, in  $q_r$ , as

$p_a = \frac{1}{2} + \frac{1}{2}q_r$ ). Hence, firm value is strictly decreasing in  $f$  for  $f < \underline{f}$ . Second, consider  $f \in [\underline{f}, \bar{f}]$ . In this range, firm value equals  $\pi f(x_a) + (1 - \pi) f(x_d)$ , where  $f(x) = \sum_{k=\frac{N+1}{2}}^N P(\varphi(x), N, k)$ ,  $x_a = \frac{f + \frac{c}{2p-1}}{\pi}$  and  $x_d \equiv \frac{\frac{c}{2p-1} - f}{1-\pi}$ . Differentiating firm value in fee  $f$  yields  $f'(x_a) - f'(x_b) = -\int_{x_a}^{x_b} f''(x) dx > 0$  by  $x_a < x_d$  (follows from  $f < \bar{f}$ ) and  $f''(\cdot) < 0$  (follows from Auxiliary Lemma A1). Hence, firm value is strictly increasing in  $f$  for  $f \in [\underline{f}, \bar{f}]$ . Finally, if  $f \geq \bar{f}$ , then firm value equals  $V_0$ , so it is unaffected by  $f$ .

**Proof of Proposition 5.** Consider the first statement of the proposition. The first part of Proposition 3 implies that if equilibrium features incomplete crowding out, then firm value is strictly lower than in the benchmark case. Hence, firm value can only be higher with the advisor if the advisor sets fee in a way that crowds out private information acquisition. In case of complete crowding out, there is a one-to-one correspondence between the fee  $f$  set by the advisor and the fraction  $q_r^H(f)$  buying its recommendation, where  $q_r^H(f)$  is given by (13). Moreover, recall that the value of the advisor's signal to a shareholder is given by  $V_r(q_r, 0) = (\pi - \frac{1}{2})P(\frac{1+q_r}{2}, N-1, \frac{N-1}{2})$  and must be equal to  $f$ . Thus, in this case, the advisor's problem is equivalent to maximizing  $q_r V_r(q_r, 0)$  over  $q_r$ . Hence, instead of choosing fee  $f$  and maximizing  $f q_r^H(f)$ , the advisor can choose  $q_r$  and maximize  $\eta(q_r) = P(\frac{1+q_r}{2}, N-1, \frac{N-1}{2})q_r = C_{N-1}^{\frac{N-1}{2}} \left( \frac{(1+q)(1-q)}{4} \right)^{\frac{N-1}{2}} q$ . Note that

$$\frac{d\eta}{dq} = \text{const} \times \frac{d}{dq} \left[ q(1-q^2)^{\frac{N-1}{2}} \right] = \text{const} \times (1-q^2)^{\frac{N-3}{2}} (1-Nq^2).$$

Hence,  $\eta(q)$  is inverted U-shaped in  $q$  with a maximum at  $q_m = \frac{1}{\sqrt{N}}$ . The optimal fraction  $q_m = \frac{1}{\sqrt{N}}$  translates into the optimal fee given by

$$f_m \equiv \left(\pi - \frac{1}{2}\right)P\left(\frac{1}{2} + \frac{1}{2\sqrt{N}}, N-1, \frac{N-1}{2}\right), \quad (\text{A17})$$

The fact that  $\eta(q)$  is inverse U-shaped in  $q$  implies that under complete crowding out, the advisor's revenue is maximized at  $f = f_m$  (the solution to the unconstrained maximization problem) and is monotonically decreasing as  $f$  gets farther from  $f_m$  in both directions. Hence, the optimal pricing strategy of the advisor is to set  $f_m$  if  $f_m < \underline{f}$ , and the optimal pricing strategy if  $f_m \geq \underline{f}$  is to either (1) set  $f \approx \underline{f}_1$  (specifically, the highest fee below  $\underline{f}_1$  in the set of feasible prices), where  $\underline{f}_1$  is given by (A4), that is, to set the highest possible fee that would allow to completely crowd out private information acquisition, or (2) choose the fee that maximizes the advisor's revenue under incomplete crowding out. In the second case, firm value is lower than in the benchmark case according to Proposition 3. In the first case, firm value is infinitely close to firm value under complete crowding out and  $f = \underline{f}_1$ . We next consider two cases separately:  $\pi < 1$  and  $\pi = 1$ .

1. If  $\pi < 1$ , then, as shown in the proof of Proposition 4, the interval  $[\underline{f}_1, \bar{f}]$  is non-empty and hence, for  $f = \underline{f}_1$ , the equilibrium with complete crowding out co-exists with the equilibrium with incomplete crowding out. In the Internet Appendix, we show that the equilibrium with complete crowding out for  $f = \underline{f}_1$  has strictly lower firm value than the equilibrium with incomplete crowding out for  $f = \underline{f}_1$ , which (by Proposition 3) is in turn lower than firm value in the benchmark case.

2. If  $\pi = 1$ , then  $\underline{f}_1 = \bar{f}$ , and hence there is no fee that would generate an equilibrium with incomplete crowding out. Hence, if  $f_m \geq \underline{f}$ , the advisor's only option is to engage in limit pricing,

that is, set fee  $f \approx \underline{f}_1$  (specifically, the highest fee below  $\underline{f}_1$  in the set of feasible prices). Under limit pricing, using (13) and plugging in  $\pi = 1$  and  $f \approx \underline{f}_1 = \frac{c}{2p-1}$ , we get  $q_r \approx 2\Lambda$  and using (A10) and (A14), firm value in this case is infinitely close to  $\sum_{k=\frac{N+1}{2}}^N P\left(\frac{1}{2} + \Lambda, N, k\right) - \frac{1}{2} = V_0$ , that is, firm value in the benchmark case.

Combining the two cases, if  $f_m \geq \underline{f}$ , then firm value with the advisor is never strictly higher than in the benchmark case (it is either strictly lower if  $\pi < 1$  or exactly the same if  $\pi = 1$ ). Therefore, the only case where firm value can be strictly higher than in the benchmark case is when the advisor faces an unconstrained maximization problem, that is, when  $f_m < \underline{f} = \underline{f}_1$ , so that the advisor chooses fee  $f_m$ . The constraint  $f_m < \underline{f}_1$  can be simplified to

$$\pi > \hat{\pi} \equiv \frac{1}{2} \left( 1 + \frac{C_{N-1}^{\frac{N-1}{2}} 2^{1-N} - \frac{2c}{2p-1}}{C_{N-1}^{\frac{N-1}{2}} 2^{1-N} \left( 1 - \left(\frac{N-1}{N}\right)^{\frac{N-1}{2}} \right)} \right).$$

If each shareholder acquires the advisor's signal with probability  $q_r$  and remains uninformed otherwise, expected firm value is given by

$$\begin{aligned} V^*(\pi, q_r) &= \Pr(\theta = 1) \sum_{k=\frac{N+1}{2}}^N \left[ \pi P\left(q_r + \frac{1-q_r}{2}, N, k\right) + (1-\pi) P\left(\frac{1-q_r}{2}, N, k\right) \right] \\ &\quad - \Pr(\theta = 0) \sum_{k=\frac{N+1}{2}}^N \left[ \pi P\left(\frac{1-q_r}{2}, N, k\right) + (1-\pi) P\left(q_r + \frac{1-q_r}{2}, N, k\right) \right] \\ &= (\pi - \frac{1}{2}) \sum_{k=\frac{N+1}{2}}^N \left[ P\left(\frac{1+q_r}{2}, N, k\right) - P\left(\frac{1-q_r}{2}, N, k\right) \right] \\ &= (2\pi - 1) \left[ \sum_{k=\frac{N+1}{2}}^N P\left(\frac{1+q_r}{2}, N, k\right) - \frac{1}{2} \right]. \end{aligned} \quad (\text{A18})$$

Plugging in  $q_r = \frac{1}{\sqrt{N}}$  in (A18), we get firm value under unconstrained maximization,

$$V^*(\pi) = (2\pi - 1) \left[ \sum_{k=\frac{N+1}{2}}^N P\left(\frac{1}{2} + \frac{1}{2\sqrt{N}}, N, k\right) - \frac{1}{2} \right], \quad (\text{A19})$$

and comparing it with  $V_0$ , we get

$$(2\pi - 1) \left[ \sum_{k=\frac{N+1}{2}}^N P\left(\frac{1}{2} + \frac{1}{2\sqrt{N}}, N, k\right) - \frac{1}{2} \right] > V_0 = \sum_{k=\frac{N+1}{2}}^N P(p_0^*, N, k) - \frac{1}{2} \Leftrightarrow \pi > \tilde{\pi}. \quad (\text{A20})$$

In the Internet Appendix, we compare  $\hat{\pi}$  and  $\tilde{\pi}$  and show that  $\hat{\pi} \leq \tilde{\pi} \Leftrightarrow g\left(\frac{1}{2} + \frac{1}{2\sqrt{N}}\right) \leq g\left(\frac{1}{2} + \Lambda\right)$  is satisfied if and only if  $\frac{1}{2} + \frac{1}{2\sqrt{N}} \geq \frac{1}{2} + \Lambda \Leftrightarrow \Lambda \leq \frac{1}{2\sqrt{N}}$ . Note also that  $\Lambda \leq \frac{1}{2\sqrt{N}} \Leftrightarrow \tilde{\pi} \leq 1$ , as follows from (A20). Hence, if  $\Lambda \leq \frac{1}{2\sqrt{N}}$ , then  $\hat{\pi} \leq \tilde{\pi}$  and  $\tilde{\pi} \leq 1$ , so in this case, the advisor strictly improves the quality of decision-making compared to the benchmark case only if  $\pi \in (\tilde{\pi}, 1]$ . If  $\Lambda > \frac{1}{2\sqrt{N}}$ , then  $\hat{\pi} > \tilde{\pi}$  and  $\tilde{\pi} \geq 1$ , so  $f_m < \underline{f}_1$  requires  $\pi > 1$ , which is impossible. In this case, for any  $\pi < 1$ , the advisor strictly decreases the quality of decision-making and for  $\pi = 1$  does not change it. Hence, in both cases, the advisor strictly improves decision-making compared to the benchmark case only if  $\pi \in (\tilde{\pi}, 1]$ .

The fact that  $\tilde{\pi} \geq 1 \Leftrightarrow \Lambda \geq \frac{1}{2\sqrt{N}}$  also proves the second part of the proposition: if  $\Lambda \geq \frac{1}{2\sqrt{N}} \Leftrightarrow (2p-1)q_0^* \geq \frac{1}{\sqrt{N}}$ , the advisor strictly decreases firm value for  $\pi < 1$  and does not change it for  $\pi = 1$ , that is, firm value is weakly lower with the advisor for any precision of its recommendations. (In this case, we have  $\hat{\pi} \geq \tilde{\pi}$ , so  $\hat{\pi} \geq 1$ , implying that  $f_m \geq \underline{f}_1$ , that is, the advisor either engages in limit pricing or accommodates private information acquisition.)

It remains to prove that the condition  $\pi > \tilde{\pi}$  is also sufficient for the advisor to strictly increase firm value. As shown above,  $\pi > \tilde{\pi}$  requires  $\tilde{\pi} < 1$  and hence  $\Lambda < \frac{1}{2\sqrt{N}}$ , in which case  $\hat{\pi} < \tilde{\pi}$ . Hence,  $\pi > \tilde{\pi}$  implies  $\pi > \hat{\pi}$ , which is equivalent to  $f_m < \underline{f} = \underline{f}_1$ . It follows that for such  $\pi$ , the advisor finds it optimal to set fee  $f_m$  and, as (A20) shows, firm value in this case is indeed strictly higher than in the benchmark case.

Note also that the result of the proposition does not depend on the equilibrium selection criterion. Currently, Assumption 2 assumes that in the region  $f \in [\underline{f}, \bar{f}]$ , where multiple equilibria exist, the equilibrium with incomplete crowding out given by (A5) is selected. Consider other possible equilibrium selection criteria. First, suppose that in the region  $f \in [\underline{f}, \bar{f}]$ , the second equilibrium with incomplete crowding out, given by (A6), is selected. Since Proposition 3 implies that firm value in equilibrium with incomplete crowding out is strictly lower than in the benchmark case, the only case where firm value could increase is when equilibrium features complete crowding out of private information. Hence, the above arguments apply without change to this equilibrium selection as well, leading to the same condition  $\pi > \tilde{\pi}$  being necessary and sufficient for firm value to be strictly higher with the advisor. Similarly, suppose that in the region  $f \in [\underline{f}, \bar{f}]$ , the equilibrium with complete crowding out is selected. The arguments above apply to this case without change as well, leading to the same necessary and sufficient condition  $\pi > \tilde{\pi}$ .

**Proof of Proposition 6.** First, consider  $q_s > 0$ . Then, the planner's problem is  $\max_{q_r, q_s} U(q_r, q_s)$  subject to  $V_s(q_r, q_s) \geq c$ . This problem is equivalent to problem (A11). As shown in the proof of Proposition 3, its solution coincides with the equilibrium of the benchmark case without the proxy advisor, that is,  $(q_r, q_s) = (0, q_0^*)$ . Second, consider  $q_s = 0$ . Then, the planner's problem is  $\max_{q_r} U(q_r, 0)$ , which is solved by  $q_r = 1$ . Thus, the solution to the planner's problem is either  $(0, q_0^*)$  or  $(1, 0)$ , whichever leads to a higher  $U(q_r, q_s)$ . Since the probabilities of the correct decision under  $(0, q_0^*)$  and  $(1, 0)$  are  $\pi^{**}$  and  $\pi$ , respectively, we obtain the statement of the proposition.

**Proof of Proposition 7.** In the benchmark case, Proposition 1 implies that firm value equals zero: if  $N > \bar{N}$ , then  $q^* = 0$ , implying  $V_0 = 0$ . Consider the model with the advisor. It is sufficient to show that  $(q_r, q_s) = (0, 0)$  is not an equilibrium. By contradiction, suppose that it is, and consider the proxy advisor's revenue if he sets fee  $f_m$ , given by (A17). This fee results in  $q_r > 0$  and hence strictly positive revenues of the advisor, implying that  $(0, 0)$  is not an equilibrium. Hence, the equilibrium firm value with the advisor is always strictly positive.

Note also that in the limit of  $N \rightarrow \infty$ , the equilibrium fraction of shareholders that buys the advisor's recommendation approaches zero. This is because when  $N \rightarrow \infty$ ,  $f_m \rightarrow 0$  and  $\underline{f}_1 \rightarrow \frac{c}{2p-1}$ . Since  $\underline{f} \geq \underline{f}_1$ , we have  $f_m < \underline{f}$  in the limit of  $N \rightarrow \infty$ , and hence the proxy advisor sets fee  $f_m$ , which corresponds to  $q_r = \frac{1}{\sqrt{N}}$ . Because  $\lim_{N \rightarrow \infty} \frac{1}{\sqrt{N}} = 0$ , firm value converges to zero as well when  $N \rightarrow \infty$ . This argument also implies that if  $N$  is above a certain threshold, the equilibrium features complete crowding out of private information.

**Proof of Proposition 8.** After the seller has chosen  $\pi$ , the subgame becomes identical to the

basic model, so its equilibrium is given by Proposition 4. Denote the expected revenues by the seller for a given choice of  $\pi$  by  $R(\pi) = N \max_f f q_r(f, \pi)$ , where  $q_r(f, \pi)$  is given by (14). The optimal choice of precision,  $\pi^*(t)$ , solves

$$\pi^*(t) \in \arg \max_{\pi} \{R(\pi) - C(\pi, t)\}.$$

The proof is based on proving three statements: (1)  $\lim_{t \rightarrow \infty} \pi^*(t) = \frac{1}{2}$ ; (2)  $\lim_{t \rightarrow 0} \pi^*(t) = 1$ ; (3)  $\pi^*(t)$  is decreasing in  $t$ . We prove each of them below.

1. The properties of  $C(\pi, t)$  imply that  $\lim_{t \rightarrow \infty} C(\pi, t) = \infty$  for any  $\pi > \frac{1}{2}$ . On the other hand, (10) implies that  $f$  is bounded from above by  $\frac{\pi}{2}$  and hence  $R(\pi)$  is bounded from above by  $\frac{N\pi}{2}$ . This implies that if  $\lim_{t \rightarrow \infty} C(\pi, t) > \frac{1}{2}$  and hence  $\pi^*(t)$  is bounded away from  $\frac{1}{2}$  when  $t$  is sufficiently large, then the advisor's revenue  $R(\pi^*(t)) - C(\pi^*(t), t)$  is negative for a sufficiently large  $t$ , which cannot be optimal — the advisor can always set  $\pi = \frac{1}{2}$  and get zero revenue. Hence, indeed,  $\lim_{t \rightarrow \infty} C(\pi, t) = \frac{1}{2}$ .

2. As an auxiliary result, we prove in the Internet Appendix that  $R'(\pi)$  is bounded away from zero for  $\pi$  in the neighborhood of 1. This property implies that there exists  $\delta > 0$  and  $r > 0$  such that  $R'(\pi) > r$  for any  $\pi > 1 - \delta$ . We now prove that  $\lim_{t \rightarrow 0} \pi^*(t) = 1$ . Suppose instead that  $\lim_{t \rightarrow 0} \pi^*(t) < 1$ . Then, there exists  $\varepsilon < \delta$  and  $\underline{t}$  such that  $\pi^*(t) < 1 - \varepsilon$  for any  $t < \underline{t}$ . Since  $\lim_{t \rightarrow 0} \frac{\partial}{\partial \pi} C(\pi, t) |_{\pi=1-\varepsilon} = 0$  and  $\frac{\partial^2}{\partial \pi^2} C(\pi, t) > 0$ , there exists  $\hat{t} < \underline{t}$  such that for  $t < \hat{t}$ ,  $\frac{\partial}{\partial \pi} C(\pi, t) |_{\pi=\pi^*(t)} < \frac{\partial}{\partial \pi} C(\pi, t) |_{\pi=1-\varepsilon} < r$ . But then,  $\frac{\partial}{\partial \pi} [R(\pi) - C(\pi, t)] |_{\pi=\pi^*(t)} > 0$ . Hence, the advisor could marginally increase  $\pi$  and achieve a higher profit for  $t$ , which implies that  $\pi^*(t)$  cannot be optimal. This contradiction proves that  $\lim_{t \rightarrow 0} \pi^*(t) < 1$ .

3. Finally, we prove that  $\pi^*(t)$  is decreasing in  $t$ . Consider any  $t_2 > t_1$ . Denoting  $\pi^*(t_i) = \pi_i$ ,  $i \in \{1, 2\}$ , we have

$$\begin{aligned} R(\pi_2) - C(\pi_2, t_2) &\geq R(\pi_1) - C(\pi_1, t_2), \\ R(\pi_1) - C(\pi_1, t_1) &\geq R(\pi_2) - C(\pi_2, t_1), \end{aligned}$$

implying

$$C(\pi_2, t_1) - C(\pi_1, t_1) \geq C(\pi_2, t_2) - C(\pi_1, t_2) \Leftrightarrow \int_{\pi_1}^{\pi_2} \frac{\partial}{\partial \pi} C(\pi, t_1) d\pi \geq \int_{\pi_1}^{\pi_2} \frac{\partial}{\partial \pi} C(\pi, t_2) d\pi. \quad (\text{A21})$$

Since  $\frac{\partial^2}{\partial \pi \partial t} C(\pi, t) > 0$ , then  $\int_{\pi_1}^{\pi_2} \frac{\partial}{\partial \pi} C(\pi, t) d\pi$  is strictly increasing in  $t$  whenever  $\pi_2 > \pi_1$ . Hence, (A21) can only be satisfied if  $\pi_2 \leq \pi_1$ , which proves that  $\pi^*(t)$  is decreasing.

Overall, we have proved that  $\pi^*(t)$  is decreasing in  $t$ , taking values from arbitrarily close to one (for  $t \rightarrow 0$ ) to arbitrarily close to  $\frac{1}{2}$  (for  $t \rightarrow \infty$ ). Define  $\tilde{t} \equiv \max\{t : \pi^*(t) = \min(\tilde{\pi}, 1)\}$ , where  $\tilde{\pi}$  is given by (15). Then, Proposition 5 and the monotonicity of  $\pi^*(t)$  imply that the equilibrium firm value is strictly lower than the benchmark case firm value if and only if  $t > \tilde{t}$ .

**Auxiliary Lemma A1.** *Function  $f(x) \equiv \sum_{k=\frac{N+1}{2}}^N P(\varphi(x), N, k)$ , where  $\varphi(x)$  is defined by (A12), is strictly decreasing and strictly concave.*

The proof is relegated to the Internet Appendix.