



December 13, 2021

Employee Benefits Security Administration  
U.S. Department of Labor  
200 Constitution Avenue, N.W.  
Washington, DC 20210

*Submitted Electronically via Federal eRulemaking Portal: [www.regulations.gov](http://www.regulations.gov)*

**Re: RIN 1210-AC03, Prudence and Loyalty in Selecting Plan Investments and Exercising Shareholder Rights**

Ladies and Gentlemen:

Natixis Investment Managers appreciates the opportunity to comment on the Department of Labor’s (“Department”) notice of proposed rulemaking (“Proposal”) regarding prudence and loyalty in selecting plan investments and exercising shareholder rights by Employee Retirement Income Security Act (“ERISA”) fiduciaries.

Natixis Investment Managers is a multi-affiliate organization with more than 20 specialized investment firms in the Americas, Europe and Asia. We apply Active Thinking<sup>®</sup> to deliver proactive solutions that help clients pursue better outcomes in all markets. Natixis Investment Managers ranks among the world’s largest asset management firms<sup>1</sup> with approximately \$1.4 trillion in assets under management.<sup>2</sup>

Natixis Investment Managers strongly supports the Proposal. It represents an important shift in the environmental, social, and governance (“ESG”) investment landscape for ERISA fiduciaries. We applaud the Department’s recognition that ESG factors can be considered in selecting investments and exercising shareholder rights and we support the removal of barriers to considering these factors that were present under prior rulemaking. As emphasized in the comment letter we submitted to the Financial Factors in Selecting Plan Investments proposal, we strongly believe that one of the keys to ERISA’s strong protection it provides to plan participants are the fiduciary duties of prudence and loyalty applicable to plan fiduciaries charged with the responsibility of selecting plan investments. The Proposal makes it clear that those duties of prudence and loyalty continue to serve as effective protections for investors covered by ERISA and at the same time highlights the many potential benefits of ESG investments. We fully agree that ESG factors are often likely to be material to a risk-return analysis and fully support the Department’s stance.

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<sup>1</sup> Cerulli Quantitative Update: Global Markets 2021 ranked Natixis Investment Managers as the 15<sup>th</sup> largest asset manager in the world based on assets under management (“AUM”) as of December 31, 2020.

<sup>2</sup> AUM as of September 30, 2021. AUM, as reported, may include notional assets, assets serviced, gross assets, assets of minority-owned affiliated entities and other types of non-regulatory AUM managed or serviced by firms affiliated with Natixis Investment Managers.

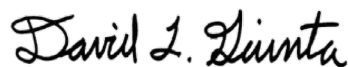
In addition to writing to memorialize our support of the Proposal, we would also like to take the opportunity to recommend two modifications.

First, in Section (b)(2)(ii)(C), the Proposal includes the statement “The projected return of the portfolio relative to the funding objectives of the plan, *which may often require...*” While we understand the intent in underscoring the important analysis a fiduciary must undertake, we also think that this language creates a false sense of obligation. Therefore, we respectfully submit that a revision such as “which may be determined by the fiduciary” or “which may include” is required. Such revision will help to underscore the responsibility a fiduciary undertakes in exercising its duty of prudence.

Second, in reading through the Proposal, it is evident that the term “relevance” is used quite interchangeably with “materiality.” We respectfully contend that those two terms do in fact have different meanings and that the Proposal should be revised to clarify that distinction. We believe that “relevance” sets the appropriate standard to which a fiduciary should adhere in making investment determinations.

Again, we thank you for the opportunity to comment on the Proposal and for your work to clarify rulemaking on the topic.

Sincerely,



David L. Giunta  
President and Chief Executive Officer  
Natixis Investment Managers – US