

## ANNEX C

### Board Composition – Diversity

Current ISS Policy, incorporating changes:	New ISS Policy:
<p><b>Diversity:</b> <del>Highlight boards with no gender diversity. For 2019 meetings, no adverse vote recommendations will be made due to a lack of gender diversity.</del></p> <p>For companies in the Russell 3000 or S&amp;P 1500 indices, <del>effective for meetings on or after Feb. 1, 2020,</del> generally vote against or withhold from the chair of the nominating committee (or other directors on a case-by-case basis) at companies <del>where</del><sup>when</sup> there are no women on the company's board. Mitigating factors include:</p> <ul style="list-style-type: none"> <li>▪ <del>Until Feb. 1, 2021, a</del> <sup>A</sup> firm commitment, as stated in the proxy statement, to appoint at least one <del>female</del> <sup>woman</sup> to the board <del>within a year</del> <sup>in the near term</sup>;</li> <li>▪ The presence of a <del>female</del> <sup>woman</sup> on the board at the preceding annual meeting <del>and a firm commitment to appoint at least one woman to the board within a year</del>; or</li> <li>▪ Other relevant factors as applicable.</li> </ul>	<p><b>Diversity:</b> For companies in the Russell 3000 or S&amp;P 1500 indices, generally vote against or withhold from the chair of the nominating committee (or other directors on a case-by-case basis) at companies where there are no women on the company's board. Mitigating factors include:</p> <ul style="list-style-type: none"> <li>▪ Until Feb. 1, 2021, a firm commitment, as stated in the proxy statement, to appoint at least one woman to the board within a year;</li> <li>▪ The presence of a woman on the board at the preceding annual meeting and a firm commitment to appoint at least one woman to the board within a year; or</li> <li>▪ Other relevant factors as applicable.</li> </ul>

**Redlined** = deleted; **green** = added

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