

ANNEX E

Virtual Shareholder Meetings

Current ISS Policy, incorporating changes:	New ISS Policy:
<p><b>General Recommendation:</b> Generally vote for management proposals allowing for the convening of shareholder meetings by electronic means, so long as they do not preclude in-person meetings. Companies are encouraged to disclose the circumstances under which virtual-only<sup>17</sup> meetings would be held, and to allow for comparable rights and opportunities for shareholders to participate electronically as they would have during an in-person meeting.</p> <p>Vote case-by-case on shareholder proposals concerning virtual-only meetings, considering:</p> <ul style="list-style-type: none"> <li>▪ Scope and rationale of the proposal; and</li> <li>▪ Concerns identified with the company’s prior meeting practices.</li> </ul>	<p><b>General Recommendation:</b> Generally vote for management proposals allowing for the convening of shareholder meetings by electronic means, so long as they do not preclude in-person meetings. Companies are encouraged to disclose the circumstances under which virtual-only<sup>17</sup> meetings would be held, and to allow for comparable rights and opportunities for shareholders to participate electronically as they would have during an in-person meeting.</p> <p>Vote case-by-case on shareholder proposals concerning virtual-only meetings, considering:</p> <ul style="list-style-type: none"> <li>▪ Scope and rationale of the proposal; and</li> <li>▪ Concerns identified with the company’s prior meeting practices.</li> </ul>

<sup>17</sup>Virtual-only shareholder meeting” refers to a meeting of shareholders that is held exclusively using technology without a corresponding in-person meeting.