
GUIDELINE UPDATE REGARDING VIRTUAL MEETINGS DURING AN EMERGENCY (DESIGNATED OR OTHERWISE) WHICH PRECLUDES PHYSICAL MEETINGS

The current state of emergency in US states as well as foreign locations as well as the resulting travel and strict room occupancy limits has in many cases made a meeting fully attended by shareholders impractical and unsafe.

In order to have a shareholder meeting under these conditions many Issuers have decided to hold the Meeting in a virtual-only format.

Egan-Jones Proxy Voting Guidelines and Policies recommend **AGAINST** management proposals to conduct virtual-only annual meeting if an in-person meeting at a designated location is not taking place.

We propose an amendment to the guidelines and change recommendation to **FOR** management proposals to conduct virtual-only annual meeting, as we believe it is in line with evolving corporate governance practices.

Further, we believe that the change is necessary response to restrictions and public health impact of COVID-19.