

ANNEX A

Shareholder Proposals on Racial Equity and/or Civil Rights Audit Guidelines

Current ISS Policy, incorporating changes:	New ISS Policy:
<p><b>General Recommendation:</b> Vote case-by-case on proposals asking a company to conduct an independent racial equity and/or civil rights audit, taking into account:</p> <ul style="list-style-type: none"> <li>▪ The company’s established process or framework for addressing racial inequity and discrimination internally;</li> <li>▪ Whether the company has issued a public statement related to their racial justice efforts in recent years, or has committed to internal policy review;</li> <li>▪ Whether the company has engaged with impacted communities, stakeholders, and civil rights experts,</li> <li>▪ The company’s track record in recent years of racial justice measures and outreach externally;</li> <li>▪ Whether the company has been the subject of recent controversy, litigation, or regulatory actions related to racial inequity or discrimination; and</li> <li>▪ Whether the company’s actions are aligned with market norms on civil rights, and racial or ethnic diversity.</li> </ul>	<p><b>General Recommendation:</b> Vote case-by-case on proposals asking a company to conduct an independent racial equity and/or civil rights audit, taking into account:</p> <ul style="list-style-type: none"> <li>▪ The company’s established process or framework for addressing racial inequity and discrimination internally;</li> <li>▪ Whether the company has issued a public statement related to their racial justice efforts in recent years, or has committed to internal policy review;</li> <li>▪ Whether the company has engaged with impacted communities, stakeholders, and civil rights experts,</li> <li>▪ The company’s track record in recent years of racial justice measures and outreach externally;</li> <li>▪ Whether the company has been the subject of recent controversy, litigation, or regulatory actions related to racial inequity or discrimination; and</li> <li>▪ Whether the company’s actions are aligned with market norms on civil rights, and racial or ethnic diversity.</li> </ul>