

ANNEX E

Board Composition – Gender Diversity

Current ISS Policy, incorporating changes:	New ISS Policy:
<p><b>Gender 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. An exception will be made if there was a woman on the board at the preceding annual meeting and the board makes a firm commitment to return to a gender-diverse status within a year.</p> <p>This policy will also apply for companies not in the Russell 3000 and S&amp;P1500 indices, effective for meetings on or after Feb. 1, 2023.</p>	<p><b>Gender 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. An exception will be made if there was a woman on the board at the preceding annual meeting and the board makes a firm commitment to return to a gender-diverse status within a year.</p> <p>This policy will also apply for companies not in the Russell 3000 and S&amp;P1500 indices, effective for meetings on or after Feb. 1, 2023.</p>