

As we <u>recently blogged</u>, ISS barely changed its proxy voting guidelines for 2024. Now, ISS has issued a bunch of FAQs including (changes to the FAQs are shaded in yellow):

- 1. <u>Compensation Policies</u> For further discussion of the new FAQ on pay-for-performance quantitative screens, see <u>Pay-for-Performance Mechanics</u>: <u>ISS' Quantitative & Qualitative Approach</u>
- 2. <u>Procedures & Policies (Non-Compensation)</u> For information relevant to ISS' evaluation of shareholder proposals seeking an independent chair and for ISS' evaluation of director performance, see <u>TSR Medians</u> for Performance-Related Policy by Industry Group

- 3. Equity Compensation Plans
- 4. Peer Group Selection Methodology and Issuer Submission Process (no changes)
- 5. Cross-Market Policies

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