

Updating Proxy Advisor Peer Groups Ahead of 2024 Proxy Season

Institutional Shareholder Services (“ISS”) is inviting companies to update their self-constructed compensation peer groups in connection with its review of their executive compensation program during the 2024 proxy season. To update your compensation peer group, you must submit your information to ISS between 9:00 a.m. (ET) Monday, November 20, 2023 and 8:00 p.m. (ET) Friday, December 5, 2023.

Glass Lewis & Co.’s (“Glass Lewis”) peer group submission window is also open until Friday, December 15, 2023 (no specific time is noted).

ISS and Glass Lewis consider a company’s self-selected compensation peer group to be one of the key inputs in developing the peer group that they use to evaluate the alignment of the company’s compensation package for its Chief Executive Officer and financial performance on both relative and absolute bases.

If you believe that it may be helpful to provide ISS and Glass Lewis with the compensation peer group that was used in your executive compensation deliberations for your last completed fiscal year, you can use this process to ensure that each firm has an up-to-date list of your peer group companies in advance of the filing of your 2024 proxy statement. For more information on the ISS and Glass Lewis peer selection methodologies, including links to the most recent ISS and Glass Lewis peer selection methodologies for U.S. companies, see [here](#) and [here](#), respectively.

Should My Company Provide Peer Group Updates?

In considering whether to take advantage of this updating opportunity, note that compensation peer groups are constructed before new proxy statements are filed, and absent any updates, will generally be constructed using the company-selected peers disclosed in the last filed definitive proxy statement. Therefore, updating may be desirable if the compensation peer group that you used in making your pay decisions for fiscal 2023 differs significantly from the peer group disclosed in your last filed definitive proxy statement.

If you made no changes to your compensation peer group as disclosed in your last definitive proxy statement, did not use a compensation peer group to determine executive compensation that will be disclosed in connection

with your next Annual Meeting of Shareholders, are an emerging growth company (which does not need to disclose a compensation peer group in its definitive proxy statement), or if you would prefer not to provide this information in advance, you do not need to participate in the ISS or Glass Lewis process. For companies that do not submit changes, the compensation peer group companies disclosed in your last definitive proxy statement filing will automatically be factored into ISS’ and Glass Lewis’s peer group construction process.

Updating Deadline and Procedure

ISS

Public reporting companies listed in the United States, Canada, or Europe with Annual Meetings of Shareholders scheduled between January 15, 2024 and September 30, 2024 should consider updating their compensation peer group at this time. A separate submission process for companies with Annual Meetings of Shareholders scheduled for later dates will be announced next summer. To simplify updating, peer submissions flow through ISS Corporate Solutions’ (“ICS”) Governance Analytics platform to streamline and consolidate company workflow onto a single platform. The peer submission form is available [here](#). As in past years, only companies may complete the submission process, not their outside advisors.

Glass Lewis

Public reporting companies listed in the United States and Canada with Annual Meetings of Shareholders between March and September 2024 should consider updating their compensation peer group prior to Glass Lewis’s deadline. Instructions and Glass Lewis’s Peer Group Submission document are available [here](#).

Contact Your Compensia Engagement Manager If You Have Questions

Please contact your Compensia engagement manager with any questions on the suitability of conducting this update for your company and for further assistance.

Updating Proxy Advisor Peer Groups Ahead of 2024 Proxy Season (Continued)

About Compensia

Compensia, Inc. is a management consulting firm that provides executive compensation advisory services to Compensation Committees and senior management.

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