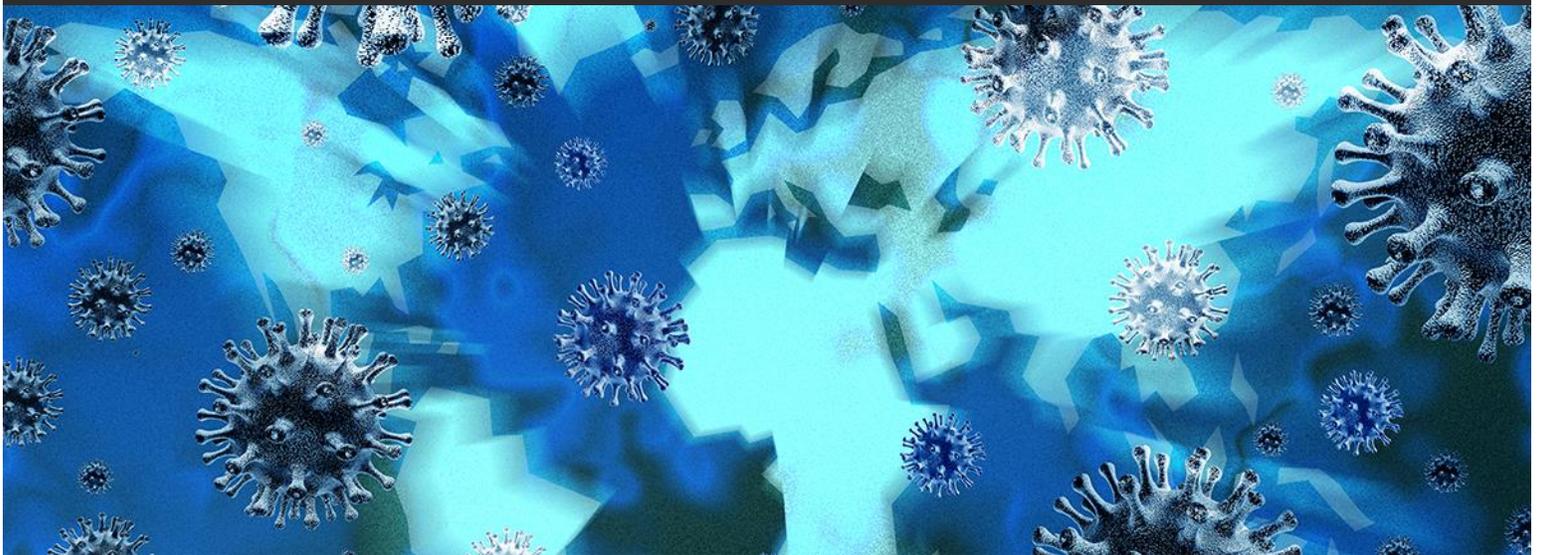


**Alert | Health Emergency Preparedness Task Force:
Coronavirus Disease 2019**



April 2020

Delaware Governor Modifies State of Emergency Declaration to Address Previously Noticed Public Company Meetings of Stockholders

On April 6, 2020, in response to the public health threat posed by COVID-19, Delaware Governor John C. Carney issued a modification of Delaware's state of emergency declaration to, among other things, provide additional flexibility to Delaware corporations subject to the reporting requirements of § 13(a) or § 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), which had, as of April 6, 2020, noticed a stockholder meeting to be held at a physical location. The modification permits such a corporation whose board of directors, as a result of the public health threat caused by the COVID-19 pandemic or its outbreak in the United States, wishes to change a stockholders' meeting currently noticed for a physical location to a meeting conducted solely by means of remote communication, and for such a corporation that finds it impracticable to convene a currently noticed meeting of stockholders at the physical location for which it has been noticed due to the public health threat caused by the COVID-19 pandemic or its outbreak in the United States, to adjourn such meeting to another date or time, to be held by means of remote communication by providing notice through a filing with the Securities and Exchange Commission and a press release.

Specifically, the modification:

- allows the board of directors of a corporation subject to the reporting requirements of § 13(a) or § 15(d) of the Exchange Act that wishes to change a stockholders' meeting noticed as of April 6, 2020 for a physical location to a stockholder meeting conducted solely by remote communication as a result of the public health threat posed by the COVID-19 pandemic or its outbreak in the United States, to notify stockholders of the change solely by a document publicly filed by the corporation with the Securities and Exchange Commission pursuant to § 13, § 14 or § 15(d) of the Exchange Act and a press release, which must be promptly posted on the corporation's website after release; and
- provides that if it is impracticable to convene a previously noticed meeting of stockholders at the physical location for which it has been noticed due to the public health threat caused by the COVID-19 pandemic or its outbreak in the United States, a corporation subject to the reporting requirements of § 13(a) or § 15(d) of the Exchange Act may adjourn the meeting to another date or time, to be held by remote communication, by providing notice of the date and time and the means of remote communication in a document filed by the corporation with the Securities and Exchange Commission pursuant to § 13, § 14 or § 15(d) of the Exchange Act and a press release, which must be promptly posted on the corporation's website after release.

Notably, the modification contains a “savings” clause providing that if any provision of the modification, including the provisions discussed above, is held invalid under the Delaware Constitution, to violate Delaware law or to be otherwise unenforceable, such invalidity, violation or unenforceability will not affect the validity of any other provision of the modification. Implementation of any action contemplated by the modification should be carefully considered and analyzed in light of existing requirements under applicable laws.

For more information and updates on the developing COVID-19 situation, visit [GT's Health Emergency Preparedness Task Force: Coronavirus Disease 2019](#).

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