

MEMORANDUM

March 4, 2023

TO: File No. S7-20-22

FROM: Charles Lee
Office of Commissioner Mark T. Uyeda

RE: Meeting with Representatives of the Society for Corporate Governance

On March 3, 2023, Commissioner Mark T. Uyeda and his counsel, Charles Lee, had a meeting with the Society for Corporate Governance in New York, NY. Commissioner Uyeda and the attendees met in person. The Society for Corporate Governance representatives in attendance consisted of:

- Yafit Cohn, Chief Sustainability Officer and Group General Counsel, The Travelers Companies, Inc.
- William Horton, Deputy General Counsel and Corporate Secretary, Verizon Communications Inc.

Among other matters, the participants discussed the Society for Corporate Governance's comment letter filed in connection with the proposed rule Substantial Implementation, Duplication, and Resubmission of Shareholder Proposals Under Exchange Act Rule 14a-8.