

MEMORANDUM

TO: File Nos. S7-22-19 and S7-23-19

FROM: Katherine Kelly

RE: Meeting with Ceres Investor Network

DATE: December 26, 2019

On November 18, 2019, Commissioner Allison Herren Lee, Frank Buda, and Katherine Kelly met telephonically with representatives from Ceres Investor Network including Ryan Martel, Rob Berridge, Dan Cohen, Dan Crowley, and Dean Brazier. Among the topics discussed were the SEC's proxy voting proposals: Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice and Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8.