

MEMORANDUM

To: File No. S7-22-19 and S7-23-19

From: Sebastian Gomez, Senior Advisor to Chairman Jay Clayton

Re: Meeting with Member Companies of the US Chamber of Commerce

Date: February 7, 2020

On February 3, 2020, Chairman Jay Clayton, Sean Memon (Chief of Staff to Chairman Clayton), Bryan Wood (Deputy Chief of Staff to Chairman Clayton) and Sebastian Gomez (Senior Advisor to Chairman Clayton) met with:

- Tom Moore, VP and Corporate Secretary, Ameriprise
- Matt Gobush, Director for Strategic Communications and International Government Relations, Exxon
- Amy Best Weiss, Vice President of Federal Government Relations, AmEx
- Victoria Rostow, Senior Vice President, Regulatory Affairs and Deputy General Counsel, NAREIT
- Scott Fenster, Executive Vice President and General Counsel, Equity Residential
- Rob McKeehan, Senior Counsel, Office of the Corporate Secretary, J&J
- John Zecca, Executive Vice President, Chief Legal and Regulatory Officer, Nasdaq
- Erik Rust, Director, Center for Capital Markets Competitiveness, US Chamber of Commerce
- Tom Quaadman, Executive Vice President, Center for Capital Markets Competitiveness, US Chamber of Commerce
- David Hirschmann, President and CEO, Center for Capital Markets Competitiveness, US Chamber of Commerce

The meeting participants discussed, among other things, the SEC's proposed amendments to: (1) exemptions from the proxy rules for proxy voting advice, and (2) procedural requirements and resubmission thresholds under Exchange Act Rule 14a-8.