

MEMORANDUM

TO: File No. S7-22-19 – Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice

FROM: Katherine Kelly, Counsel to Commissioner Lee

RE: Meeting with T. Rowe Price

DATE: March 1, 2020

On February 18, 2020, Commissioner Allison Herren Lee and Katherine Kelly met with representatives from T. Rowe Price, including Elizabeth Lance, Legal Counsel, and Donna Anderson, Head of Corporate Governance. Among the topics discussed was the SEC's proposal regarding Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice.