STATE OF MISSISSIPPI

Office of the Governor

EXECUTIVE ORDER NO. 1538

WHEREAS, on March 14, 2020, pursuant to the Constitution of the State of Mississippi and Miss. Code Ann. § 33-15-11(b)(17), I issued a Proclamation declaring that a State of Emergency exists in the State of Mississippi as a result of the outbreak of COVID-19; and

WHEREAS, on January 31, 2020, the United States Department of Health and Human Services Secretary Alex Azar declared a public health emergency for COVID-19 beginning on January 27, 2020, on March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic, and on March 13, 2020, the President of the United States declared a nationwide state of emergency due to the coronavirus COVID-19 pandemic; and

WHEREAS, the worldwide outbreak of COVID-19 and the effects of its extreme risk of person-to-person transmission throughout the United States and Mississippi significantly impacts the life and health of our people, as well as the economy of Mississippi; and

WHEREAS, as the scientific community learns more about the novel coronavirus, the near unanimous opinion of the scientific community, including the recommendations of the CDC, the Mississippi State Department of Health and the State Health Officer, is that the transmission of COVID-19 can be greatly reduced if people will wear a face covering in public spaces, practice social distancing by maintaining a minimum of six feet separation between people not in their household, minimize social gatherings, and practice good hand hygiene; and

WHEREAS, the CDC and the Mississippi State Department of Health both recommend avoiding crowds as much as possible, especially for older adults and individuals with serious chronic medical conditions, and Executive Order No. 1535 currently recommends avoiding large gatherings, particularly indoor gatherings; and

WHEREAS, the risk of spread of COVID-19 within Mississippi constitutes a public emergency that may result in substantial injury or harm to life, health, and property within Mississippi; and

WHEREAS, on April 9, 2020, I issued Executive Order No. 1469 suspending Subarticle A of Article 7 of the Mississippi Business Corporation Act, including without limitation, Subsection (b) of Section 79-4-7.01, Subsection (c) of 79-4-7.02 and Subsections (a) and (e) of Section 79-4-7.05 of the Mississippi Business Corporation Act, to the extent these statutes require meetings of shareholders to be noticed and held at a physical location in connection with any shareholder meeting that has been scheduled or must occur before June 30, 2020; and

WHEREAS, in order to protect public health and the safety and security of Mississippi residents, and to continue to disrupt the community transmission of COVID-19 by limiting large indoor gatherings, it is necessary to further suspend Mississippi's statutes requiring meetings of shareholders to be noticed and held at a physical location:

NOW, THEREFORE, I, Tate Reeves, Governor of the State of Mississippi, by the authority vested in me by the Constitution, the Mississippi Emergency Management Law as amended, Miss. Code. Ann.§ 33-15-1 *et seq.*, and other laws of the State of Mississippi, do hereby order and direct as follows:

1. Subarticle A of Article 7 of the Mississippi Business Corporation Act, including without limitation, Subsection (b) of Section 79-4-7.01, Subsection (c) of 79-4-7.02 and Subsections (a) and (e) of Section 79-4-7.05 of the Mississippi Business Corporation Act, is hereby suspended to the extent it requires meetings of shareholders to be noticed and held at a physical location in connection with any shareholder meeting that has been scheduled or must occur before June 30, 2021. To the extent that a Mississippi corporation has provided notice to its shareholders that a meeting of shareholders will occur at a physical location, such corporation's subsequent provision

of notice by a press release (which press release, if such corporation's securities are listed on a national securities exchange, is also filed with or furnished to the Securities and Exchange Commission), website posting and other means reasonably designed to inform all shareholders that such meeting of shareholders will occur by electronic transmission or by electronic video screen communication shall be sufficient for purposes of the notice requirements of Section 79-4-7.05 of the Mississippi Business Corporation Act.

2. This Executive Order No. 1538 shall remain in full force and effect with respect to any meeting duly called and convened in accordance with the Mississippi Business Corporation Act and in reliance upon Section 1 hereof, notwithstanding the lapse or termination of this Executive Order.

3. That all departments, commissions, agencies, institutions, and boards of the State of Mississippi, political subdivisions thereof, counties, municipalities and school districts are authorized and directed to cooperate in actions and measures taken in response to COVID-19 during the State of Emergency.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed.

DONE in this City of Jackson, on the 22ND day of December, in the year of our Lord, two thousand and twenty, and of the Independence of the United States of America, the two hundred and forty-fifth.

TATE REEVES
GOVERNOR

BY THE GOVERNOR

MICHAEL WATSON
SECRETARY OF STATE