STATE OF ARKANSAS
EXECUTIVE DEPARTMENT

PROCLAMATION

TO ALL WHO COME THESE PRESENTS COME – GREETINGS EO 20 - 15

EXECUTIVE ORDER TO AMEND EXECUTIVE ORDER 20-03 FOR THE PURPOSE OF SUSPENDING PROVISIONS THAT PROHIBIT ARKANSAS CORPORATIONS AND BANKS FROM HOLDING SHAREHOLDER MEETINGS SOLELY OR PARTIALLY BY REMOTE COMMUNICATION

WHEREAS: An outbreak of coronavirus disease 2019 (COVID-19) has spread throughout the world resulting in a global pandemic; and

WHEREAS: On March 11, 2020, by Executive Order 20-03, an emergency was declared in the State of Arkansas as a result of COVID-19, and that emergency is on-going; and

WHEREAS: COVID-19 continues to spread throughout the United States and Arkansas; and

WHEREAS: In response to COVID-19, significant measures have been taken by Executive Order and Directives by the Secretary of Health to limit person-to-person contact, restrict gatherings, and suspend businesses that require significant person-to-person interaction; and

WHEREAS: Arkansas law currently requires corporations and banks organized under Arkansas law to hold meetings of shareholders at a "place stated in or fixed in accordance with the bylaws" and, if no place is stated or fixed in accordance with the bylaws, at the corporation's or bank's physical principal office, and precludes the ability to hold such meetings either solely by means of remote communication or through a combination of remote communication and a physical meeting; and

WHEREAS: For the protection of public health, Arkansas corporations and banks should be granted the option to utilize remote communication in holding shareholders' meetings to limit the amount of person-to-person contact that would be required to conduct a solely physical meeting; and

WHEREAS: Many other states permit shareholders' meetings to be held either solely by remote communication or through a combination of remote communication and a physical meeting; and

WHEREAS: It is in the interest of the State of Arkansas and the shareholders of Arkansas corporations and banks for such corporations and banks to be permitted to grant their shareholders the ability to participate in shareholders' meetings by remote communication;

NOW, THEREFORE, I, Asa Hutchinson, Governor of the State of Arkansas, acting under the authority vested in me by Ark. Code Ann. §§ 12-85-101, *et seq.*, do hereby amend Executive Order 20-03 declaring an emergency in the State of Arkansas, and order the suspension of provisions of the Arkansas Code regarding the shareholders' meetings of corporations and banks organized under the laws of the State of Arkansas, for the duration of this emergency in the following manner:

(1) Suspend the provisions of Ark. Code Ann. § 4-26-701(a), § 4-27-701(b), and § 4-27-702(c) that prohibit Arkansas corporations from holding annual or special meetings of shareholders solely or partially by means of remote communication, so that such meetings may be held by Arkansas corporations, including Arkansas banks that are subject to Ark. Code Ann. § 4-27-701 pursuant to Ark. Code Ann. § 23-48-326,

either solely by remote communication or through a combination of remote communication and a physical meeting, in each case to the extent that such corporation's or bank's board of directors authorizes and adopts guidelines and procedures governing such a meeting, including guidelines and procedures to provide verified shareholders and proxyholders not physically present at a meeting with a reasonable opportunity to participate, be deemed present in person, and be permitted to vote on matters submitted at the meeting.

(2) Pursuant to this Order, the "place" of a meeting of shareholders for purposes of Ark. Code Ann. § 4-26-701(a), § 4-27-701(b), and § 4-27-702(c) shall be deemed to include the method of remote communication through which shareholders and proxyholders may participate in a meeting held either solely by means of remote communication or through a combination of remote communication and a physical meeting.

(3) Authority granted pursuant to this Order shall automatically expire when the state of emergency is terminated, or at such other time as I may direct in a subsequent Executive Order.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Great Seal of the State of Arkansas to be affixed this 10th day of April, in the year of our Lord 2020.

Asa Hutchinson, Governor