STATE OF MISSISSIPPI

Office of the Governor

EXECUTIVE ORDER NO. 1469

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 (the "State of Emergency"); 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 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 impact the life and health of our people, as well as the economy of Mississippi; and

WHEREAS, the Centers for Disease Control (CDC) guidance for responding to COVID-19 recommends avoiding crowds as much as possible, especially for older adults and individuals with serious chronic medical conditions and Mississippi State Department of Health has recommended avoiding social gatherings where 10 people or more may come into close contact; 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 March 20, 2020, the Mississippi State Department of Health issued a COVID-19 Update recommending that, among other things, Mississippi residents not attend community or social events with expected attendance of more than 10 people, subject to certain limited exceptions; and

WHEREAS, on March 23, 2020, I issued Executive Order No. 1463 to, among other things, establish statewide continuity of operations of critical infrastructure and ensure that Essential Businesses or Operations providing essential services or functions remain open, operational and continue to provide uninterrupted essential services and functions during the State of Emergency; and

WHEREAS, on April 1, 2020, pursuant to the Mississippi Emergency Management Act, I issued Executive Order No. 1466 ordering Mississippi residents to shelter in place due to concerns related to the spread of COVID-19; and

WHEREAS, the maintenance of public health and safety is critical to community resilience, continuity of essential functions and to promote the security and safety of Mississippi residents even as the nation limits human interaction and engages in social distancing and commerce in the State of Mississippi must continue during the COVID-19 pandemic:

NOW, THEREFORE, I, Tate Reeves; Governor of the State of Mississippi, by the authority vested in me by the Constitution and 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, 2020. 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. 1469 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 No. 1469.

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 9th day of April, 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-fourth.

Tate Reeves

TATE REEVES
GOVERNOR

BY THE GOVERNOR

Michael Watson

MICHAEL WATSON
SECRETARY OF STATE