

Dear ISS,

My name is Rafael Torres and I am a member of the Latino Corporate Directors Association. For additional reference, I am also a C-level executive at a NYSE publicly traded company (Varian Medical Systems - NYSE:VAR) and a former member of several private companies that have subsequently gone public or were acquired by publicly listed companies.

I am writing to you to urge you to take a stand along with LCDA in addressing diversity and inclusion. Your Board Diversity, Race and Ethnicity (U.S.) policy change should recommend voting against proxies and against nominations/confirmations for chair-persons of the nominating committee of boards that fall in the following two omissions: 1) lack of disclosure of board demographics based the race and ethnicity of each board member; and 2) where there are no identified racial or ethnically-diverse board members.

Looking forward to hearing from you,
Rafael Torres
LCDA executive member