

Glass Lewis Additional Terms

The following additional product terms apply when the Client purchases access to any Diligent Service that includes or facilitates access to any products and services offered by Glass, Lewis & Co. and/or its Affiliates ("Glass Lewis"):

1. Client acknowledges and agrees that Client and any Users' use of any Glass Lewis products or services shall be governed by the terms set out at <https://www.glasslewis.com/sales-terms-and-conditions> ("Licensor Terms"), and Client agrees to comply with such terms.
2. For the avoidance of doubt, Diligent and its Affiliates act solely as a reseller with regard to any Glass Lewis products and services, and Diligent and its Affiliates are not the owner or provider of such products and services. Diligent shall invoice Client for such products and services, but Client's rights and remedies with respect to such products and services shall be solely as set forth in the Licensor Terms.
3. For Glass Lewis Recommendations, Client acknowledges and agree to the following: (i) that the proxy voting recommendations are being shared with you on a post-meeting date basis, for informational purposes only; (ii) that you may disclose limited portions of the proxy voting recommendations to your clients, in the ordinary course of business; provided; however, that such disclosure does not supplant, or otherwise inhibit, the provision of the proxy voting recommendations by Glass Lewis directly to such clients; and (iii) the proxy voting recommendations are not designed or intended for use in predictive modeling of Glass Lewis' future recommendation(s) for any particular meeting(s) or proposal(s) given Glass Lewis' benchmark policy, Glass Lewis' analysis of a particular proposal and/or the facts and circumstances surrounding that proposal, and/or Glass Lewis' application of its benchmark policy to any such proposal(s), are subject to change in Glass Lewis' sole discretion. Additionally, Client is expressly prohibited from predicting Glass Lewis' proxy voting recommendation(s) for any particular meeting(s) or proposal(s), whether based on predictive modeling (including through the use of artificial intelligence) using the proxy voting recommendations and from using the proxy voting recommendations to otherwise generate (including through the use of artificial intelligence) recommendations for any particular meeting(s) or proposal(s).