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January 28, 2020

Ken Bertsch, Executive Director  
Jeff Mahoney, General Counsel  
The Council of Institutional Investors  
1717 Pennsylvania Avenue NW, Suite 350  
Washington, DC 20006

Re: Request for Amendment of the Delaware General Corporation Law

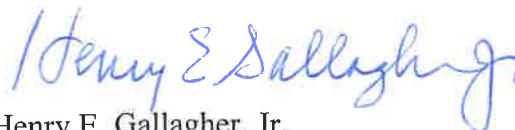
Gentlemen:

As chair of the Council of the Corporation Law Section of the Delaware State Bar Association (the "Council"), I very much appreciate the opportunity to respond on behalf of the Council to your letter to me dated September 13, 2019. The Council is grateful that you invited its views on the subject of your letter. In particular, the Council appreciates CII's effort to present a carefully constructed draft of proposed legislation, and your thoughtful marshalling of the various pertinent considerations.

The Council has thoroughly discussed and considered your legislative proposal, and has determined not to recommend its adoption. The Council reached this conclusion for the principal reason, as acknowledged in your letter to the Council, that: "corporate law is designed to serve an 'enabling' function in many areas, by providing a set of default rules that can be varied through private ordering." The statutory "one share/one vote" rule is one of those default rules, and has been so throughout the long and, we believe, successful history of the Delaware General Corporation Law ("DGCL"). Your letter correctly points out that the DGCL does have some mandatory features (*e.g.*, annual meetings of stockholders, rights of inspection, directors as natural persons, as well as the items identified in your letter). However, the Council believes that these features are fundamentally different than a proposal that applies a mandatory rule to a subset of Delaware corporations with a particular stockholder voting structure. Further, it has not been the practice of the Council to recommend adding mandatory terms to the DGCL when market and other developments (including the increasing usage of sunset-based dual class structures to which your letter refers) may obviate any need to address any concerns legislatively.

The Council will continue to observe how the capital markets react to Delaware corporations with the many variants of multi-class common stock voting structures, and welcomes your continued input.

Sincerely,



Henry E. Gallagher, Jr.  
Council Chair

