

Delaware Governor Modifies State of Emergency Declaration to Address Annual Meetings of Stockholders

Client Alert

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In light of the health risks posed by COVID-19, on April 6, 2020, Delaware Governor John C. Carney issued a modification of Delaware's state of emergency first declared on March 12, 2020 to provide some flexibility to Delaware public corporations that have already sent notice of meetings to be held at a physical location.

The modification provides flexibility for any Delaware public corporation that has already sent notice of its meeting and wishes to change its meeting from a physical place to a meeting conducted by remote communication, and for such a corporation that finds it impracticable to convene its meeting at its physical location. Specifically, the modification:

- allows a corporation that wishes to change a previously noticed meeting with a physical meeting location to a meeting conducted by remote communication to notify stockholders of the change solely by a document publicly filed by the corporation with the Securities and Exchange Commission and a press release, which must also be promptly posted on the corporation's website after release; and
- provides that if it is impracticable to convene a previously noticed meeting of stockholders at its physical location due to the public health threat caused by COVID-19, the corporation may adjourn the meeting to another date or time, to be held by remote communication, by providing notice of the date and time, and the means of remote communication, in a document filed by the corporation with the Securities and Exchange Commission and a press release, which must also be promptly posted on the corporation's website after release.

Notably, as mentioned above, the modification only applies to corporations that have already sent notice of meetings to be held at a physical location.

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The modification also includes a severability provision stating that, if a provision relating to annual stockholder meetings is held invalid under the Constitution of the State of Delaware, to violate Delaware law or to be unenforceable in any respect, such invalidity, violation or unenforceability shall not affect any other provision of the declaration.

If you have any questions on this modification, how to utilize it in connection with a previously noticed meeting, or otherwise how to address stockholder meetings in light of COVID-19, please contact any member of the Morris Nichols Corporate Counseling Group.

You can access the full modification [here](#).

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