

Voting Procedures for CHORUS Board of Directors Elections

Elections for the CHOR, Inc. (d/b/a CHORUS) Board of Directors will be held at the Annual Meeting. The 2025 Annual Members Meeting will be held online on April 10, 2025.

The Nominating Committee has put forward a slate for the CHOR, Inc. Board of Directors. The candidates are nominated to be elected for three-year terms to fill 4 available Board seats.

The 2025 slate of nominees are:

NAME	ORGANIZATION	TERM (yrs)
Jenny Peng	Oxford University Press	2025 - 2028
Mark Doyle	American Physical Society	2025 - 2028
Scott Delman	Association for Computing Machinery	2025 - 2028
Allyn Molina	Wiley	2025 - 2028

Voting Rights

Each Publisher Member and Each Affiliate Member has one vote that may be voted by a proxy signed by its Member Delegate. The default Member Delegate is the person listed as the Business Contact in the Membership Agreement, unless the organization (via its Member Delegate or Chief Executive Officer) indicates otherwise.

The Corporate Secretary will appoint 2 members of the current board or executive staff to authenticate and count the vote. All members will receive notification of the election results by email shortly after the April 10th election.

Instructions for Voting by Proxy

We ask that you grant a directed proxy to ensure that we have a quorum. Please sign, date, and return the proxy. The proxy holders are: Diane Sullenberger and Howard Ratner.

Signed proxies can be scanned and emailed to Tara Packer at tpacker@chorusaccess.org, or mailed to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA.

Signed proxies must be received by email no later than Tuesday, April 8, 2025 by 5 PM EDT or by mail by Monday, April 7, 2025, by 12 midnight EDT.

It is very important to return the proxy to ensure that there is a quorum for the meeting.

Jenny Peng
Secretary, Board of Directors, CHOR, Inc.

CHOR. INC, d/b/a CHORUS

PROXY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Member in CHOR, Inc., a Delaware non-stock, non-profit corporation, d/b/a CHORUS (the "Corporation"), does hereby constitute and appoint Diane Sullenberger and Howard Ratner, or either one of them, the true and lawful substitute, attorney and proxy, with full power of substitution and revocation, for, and in the name, place and stead of, the undersigned, to vote, according to the number of votes which the undersigned would then be entitled to cast, and with all the powers which the undersigned would be entitled to exercise, at the meeting of the Members, to be held on April 10, 2025 or at any adjournment of such meeting, upon any matter coming before such meeting or adjournment, and does hereby revoke all proxies heretofore given by the undersigned as a Member in the Corporation. This proxy is irrevocable.

Unless you indicate otherwise in writing on this proxy form, your proxy will vote for the persons set forth on Exhibit A as Directors of the Corporation, each for the indicated term ending at the appropriate Annual Meeting.

A proxy can be superseded, but only in its entirety by a subsequent proxy delivered in hard copy, or online.

Signed proxies can be scanned and emailed to Tara Packer at tpacker@chorusaccess.org, or mailed to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA.

Signed proxies must be received by email no later than Tuesday, April 8, 2025 by 5 PM EDT or by mail by Monday, April 7, 2025, by 12 midnight EDT.

Signed on _____ [date]

Corporate Name of Member: _____

(please print)

By (signature): _____

Name: _____

Title: _____

It is VERY important to return the proxy to ensure that there is a quorum for the meeting.

Email a scanned signed copy to tpacker@chorusaccess.org or send by mail to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA.

Exhibit A: Nominating Committee Proposed Slate Board of Directors, CHOR, Inc. (d/b/a CHORUS)

NAME	ORGANIZATION	TERM (yrs)
Jenny Peng	Oxford University Press	2025 - 2028
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CHOR, Inc.
NOTICE OF ANNUAL MEETING OF MEMBERS

NOTICE is given to the Members of CHOR, Inc., a Delaware non-stock, non-profit corporation, d/b/a CHORUS (the "Corporation"), that the annual meeting of Members will be held at 9:30am on April 10, 2025, for the following purposes:

- (a) To elect four Directors of the Corporation, to serve three-year terms ending at the appropriate Annual Meeting; and
- (b) To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The date fixed by the Corporation's Bylaws as the record date for the determination of Members entitled to notice of, and to vote at, the annual meeting is the close of business on March 11, 2025.

By:

A handwritten signature in black ink, appearing to be 'JP', with a long horizontal stroke extending to the right.

Jenny Peng, Secretary
New York, New York

Election materials and a Proxy are attached under separate cover

IMPORTANT: To assure the necessary representation at the Annual Meeting you are urged to SIGN AND RETURN THE PROXY PROMPTLY. Please date and sign the proxy and return it to CHORUS by mail no later than April 7, 2025 to CHORUS, 72 Dreyer Avenue, Staten Island, NY 10314, USA or via email to tpacker@chorusaccess.org by April 8, 2025.