

## **Third Avenue Management Proxy Voting Policies and Procedures**

### **1. Corporate Governance Matters**

#### **a) Super-majority Voting**

The requirement of a super-majority vote may limit the ability of shareholders to effect change. Accordingly, TAM will normally support proposals to eliminate super-majority voting requirements and oppose proposals to impose such requirements.

#### **b) Place of Incorporation**

TAM normally opposes proposals seeking to reincorporate the corporation in a state or country TAM deems to be unfriendly to shareholder rights.

#### **c) Confidential Voting**

Confidential voting may increase the independence of shareholders by allowing voting free from exertion of management influence. This is particularly significant with respect to employee shareholders. Accordingly, TAM will normally support such proposals.

#### **d) Barriers to Shareholder Action**

TAM will normally support proposals to lower barriers to shareholder action and oppose proposals to raise such barriers. Proposals to lower these barriers may call for shareholder rights to call special meetings or to act by written consent. TAM will normally support proposals that create or expand rights of shareholders to act by written consent or to call special meetings provided they do not lower the threshold to a level that would interrupt the normal course of business (e.g., 10% if shares outstanding).

#### **e) Separate Classes of Common Stock**

Classes of common stock with different voting rights limit the rights of certain shareholders. Accordingly, TAM will normally oppose adoption of one or more separate classes of stock with disparate voting rights.

#### **f) Blank Check Preferred Stock**

TAM normally will oppose proposals giving the Board of Directors rights to issue preferred stocks whose terms may be determined without shareholder consent.

#### **g) Director Nominees**

TAM reviews the qualifications of director nominees on a case-by-case basis. Absent specific

concerns about qualifications, independence or past performance as a director, TAM normally approves the Board's recommendations.

#### **h) Shareholder Nomination of Directors**

TAM normally supports proposals to expand the ability of shareholders to nominate directors.

#### **i) Approval of Auditor**

TAM normally supports proposals to ratify independent auditors, absent reason to believe that:

- Fees for non-audit services are excessive; or
- The independent auditor has rendered an opinion that is inaccurate and not representative of the issuer's financial position.

#### **j) Cumulative Voting**

TAM normally opposes proposals to eliminate cumulative voting. TAM will consider proposals to institute cumulative voting based on the issuer's other corporate governance provisions.

### **1. Compensation Matters**

#### **a) Equity-based Compensation Plans**

TAM believes that equity-based compensation plans, when properly designed and approved by shareholders, may be an effective incentive to officers and employees to add to shareholder value. TAM evaluates proposals on a case-by-case basis. However, TAM will normally oppose plans (or plan amendments) that substantially dilute its clients' ownership, provide excessive awards to participants, or have other inherently objectionable features.

TAM normally opposes plans where total potential dilution (including all equity-based plans) exceeds 3% of outstanding shares annually.

Note: This standard is a guideline and TAM will consider other factors such as the size of the company and the nature of the industry in evaluating a plan's impact on shareholdings.

#### **b) Options**

TAM will normally oppose plans that have any of the following structural features:

- Ability to re-price underwater options without shareholder approval.
- Ability to issue options with an exercise price below the stock's current market price without shareholder approval.
- Ability to issue reload options.
- Automatic share replenishment feature.

#### **c) Plan Changes**

TAM normally opposes plans not meeting the following conditions:

- Shareholder approval should be required in order to make any material change to the plan.
- Awards to non-employee directors should be subject to the terms of the plan and not subject to management or board discretion.

#### **d) Golden Parachutes**

TAM normally opposes the use of accelerated employment contracts that may result in cash grants of greater than three times annual compensation (salary and bonus) in the event of termination of employment following a change in control.

##### 2. Measures Relating to Takeovers

###### a) Poison Pills

TAM will normally support proposals to eliminate poison pills and TAM will normally support proposals to subject poison pills to a shareholder vote.

#### **b) Classified Board**

Staggered terms for directors may make it more difficult to change directors and/or control of a board, and thus to change management. Accordingly, TAM will normally support proposals to declassify the Board of Directors and oppose proposals to adopt classified board structures unless a company's charter or governing corporate law permits shareholders to remove a majority of directors any time with or without cause by a simple majority of votes cast.

#### **c) Increases in Authorized Common Stock**

TAM will normally support proposals that would require a shareholder vote in order to increase authorized shares of any class by 20% or more. Under normal circumstances, TAM will oppose proposals that would grant directors the authority to issue additional shares without providing preemptive rights to existing shareholders to the extent such an increase of shares exceeds 5% of the issuer's outstanding capital.

#### **d) Greenmail**

TAM will normally support proposals to restrict a company's ability to make greenmail payments.

#### **e) Anti-Takeover Statutes**

TAM believes that state or country anti-takeover statutes generally harm shareholders by discouraging takeover activity. Accordingly, TAM will normally vote for opting out of anti-takeover statutes.

#### **4. Environmental and Social Policy Issues**

The Investment Manager considers proxy ballot items addressing environmental and social issues on a case-by-case basis, alongside traditional financial measures to provide a more comprehensive view of the value, risk and return potential of an investment. Companies may face significant financial, legal and reputational risks resulting from poor environmental and social practices, or negligent oversight of environmental or social issues. TAM's mutual funds votes on environmental and social policy ballot items will normally be consistent with the level of focus on environmental and social factors as described in the Principal Investment Strategies section of each funds' prospectus.

## **5. Abstention from Voting**

TAM will normally abstain from voting when it believes the cost of voting will exceed the expected benefit to clients. The most common circumstances where that may be the case involve foreign proxies and securities out on loan. In addition, TAM may be restricted from voting proxies during certain periods if it has made certain regulatory filings with respect to an issuer. These situations are discussed in more detail below.

## **6. Foreign Securities**

Depending on the country, numerous disadvantages may apply to voting foreign proxies. In many non-U.S. markets, shareholders who vote proxies may not be permitted to trade in the issuer's stock within a given period of time on or around the shareholder meeting date. If TAM believes it may wish to buy or sell the security during the relevant period, it will abstain from voting. In other non-U.S. markets, travel to the foreign country to vote in person, translation expense or other cost-prohibitive procedures may lead TAM to abstain from voting. TAM may be unable to vote in certain other non-U.S. markets that do not permit foreign holders to vote securities. It is also possible that TAM may not receive proxy material in time to vote due to operational difficulties in certain non-U.S. markets, or that TAM may not otherwise receive sufficient timely information to make a voting determination.

## **7. Securities Lending**

In order to vote securities out on loan, the securities must be recalled. This may cause loss of revenue to advisory clients. Accordingly, TAM normally will not vote loaned securities on routine matters that would not, in its view, be important to the value of the investment.

## **8. Restrictions After Filing Form 13D**

If TAM has switched its beneficial ownership reporting with respect to any security from Form 13G to Form 13D, TAM may not vote or direct the voting of the securities covered by the filing until the expiration of the 10th day after the Form 13D was filed.

## **9. Procedures**

TAM's Compliance Department oversees the administration of proxy voting. This includes processing proxies on securities held in client accounts where voting power has been granted to TAM, and submitting the votes via ProxyEdge, a third-party service provider. TAM checks the

ProxyEdge system daily for any unvoted proxies, to ensure all outstanding proxies are submitted prior to the voting deadline. The TAM CCO reviews ProxyEdge's annual service provider's audit report to verify that their policies and procedures are reasonably designed and effectively implemented.

#### **10. Monitoring for Upcoming Votes**

TAM's Compliance Department relies on a proxy service provider and clients' custodian to advise TAM of upcoming votes. Upon receiving information of an upcoming vote, the Compliance Department present proxies received to the Proxy Voting Committee.

#### **11. Proxy Voting Committee**

The Proxy Voting Committee, consisting of the Portfolio Managers and Research Analysts, determines how proxies shall be voted by applying TAM's policy guidelines. In virtually all instances, the Committee shall delegate the responsibility for making each voting determination to an appropriate member of the Committee who has primary responsibility for the security in question. A member of the Compliance department, the "designee", shall participate in all decisions to present issues for a vote, field any conflict issues, document deviations from policy guidelines and document all routine voting decisions. The Proxy Voting Committee may seek the input of other TAM Portfolio Managers or Research Analysts who may have particular familiarity with the matter to be voted. Any exception to policy guidelines shall be documented in writing. The Committee shall meet no less frequently than annually to review TAM's proxy voting guidelines.

#### **12. Submitting the Vote**

The designee will then vote the shares held for clients in accordance with the decisions reached under the process described above. The designee shall then electronically, by telephone or via the mail (as appropriate under the circumstances) submit the vote on shares held for clients and save the documentation the shares have been voted.

#### **13. Conflicts of Interest**

Should any Portfolio Manager, Research Analyst, member of Senior Management, or other employee at TAM who may have direct or indirect influence on proxy voting decisions become aware of a potential conflict of interest in voting a proxy or the appearance of a conflict of interest, that person shall bring the issue to TAM's CCO or Operating Committee Member. Examples of potential conflicts include:

**a)** A material client or vendor relationship between TAM (or an affiliate of TAM, including but not limited to any "Access Person" of TAM as defined under TAM's Code of Ethics) and the issuer of the security being voted (or an affiliate of the issuer, including for this purpose any director, executive officer or 10% shareholder of the issuer).

**b)** TAM (or an affiliate of TAM, including but not limited to any "Access Person" of TAM as

defined under TAM's Code of Ethics) has representation on the Board of Directors of the issuer (or an affiliate of the issuer, including for this purpose any director, executive officer or 10% shareholder of the issuer) of the security being voted other than in TAM's investment advisory capacity.

c) TAM (or any "Access Person" of TAM as defined under the Code of Ethics) has a personal, family or business relationship with any person in a significant relationship to the issuer of the security being voted. Persons in a significant relationship would include executive officers or directors or 10% shareholders of the issuer.

d) TAM's clients own different classes of securities of the same issuer that may have different interests in the matter to be voted on.

When presented with an actual, potential or appearance of conflict in voting a proxy, Head of Risk or Operating Committee Member shall address the matter using one of the following methods, as deemed appropriate, or other similar method designed to assure that the proxy vote is free from any improper influence:

- Determine that there is no conflict or that it is immaterial.
- Ensure that the proxy is voted in accordance with the policy guidelines stated above.
- Engage an independent third-party to recommend how the proxy should be voted or have the third-party vote such proxy.
- Discuss the matter with a member of TAM's Management Committee
  - Discuss the matter with the client and obtain direction on how to vote the client's securities.

TAM's CCO shall document each potential or actual conflict situation presented and the manner in which it was addressed. In analyzing whether conflicts are material, TAM's CCO shall apply the following guidelines:

- Client or vendor relationships accounting for 2.0% or less of TAHD annual revenue will not be deemed material.
- In analyzing conflicts relating to representation on an issuer's Board of Directors or a personal or family relationship to the issuer, the CCO will consider the degree of direct or indirect influence that the person having the relationship may have on TAM's voting process. Such situations involving TAM's Senior Management, Portfolio Managers or Research Analysts in the affected issuer will normally be deemed material.

#### **14. Recordkeeping**

TAM shall maintain all required records relating to its voting determinations.

a) TAM shall maintain for five years (the first two in an easily accessible place) the following records relating to voting for client accounts:

- Proxy statements and other solicitation material received regarding securities held in client accounts (NOTE: Proxy statements and other materials available on EDGAR need not be maintained separately by TAM);
- Records of votes cast on behalf of the clients

**b)** TAM's Compliance Department shall maintain for six years (two in an easily accessible place):

- Proxy voting policies and procedures;
- Written documentation supporting all exceptions to the policy guidelines; and
- Written documentation relating to any identified actual or potential conflicts of interest and the resolution of such situations.

c) Annual record and voting determinations will be reviewed with the Voting Committee on an annual basis with a summary of overall voting statistics (e.g., % voted, % voted with management, % of stockholder requests voted for, etc.)