

Proxy Voting

An important aspect of active portfolio management is exercising the right as shareholders to vote proxies in a manner consistent with the best interests and values of **Eagle Asset Management** investors. We have adopted a comprehensive set of proxy voting guidelines that **promote responsible corporate governance practices and reflect a thoughtful approach to a wide array of environmental and social issues.**

Principles

Generally, Eagle supports shareholder resolutions that protect and/or enhance shareholder rights, improve corporate accountability, increase transparency, support diversity, assert board independence, protect the environment, uphold human rights, and promote responsible business practices.

Board of Directors

Eagle generally supports independent boards and therefore will not vote in favor of cases where the majority of the board is not independent.

Eagle will:

- Generally oppose the vote if a director attended less than 75% of meetings.
- Evaluate and vote on a case-by-case basis if a director sits on more than four (4) public boards.
- Generally oppose a vote establishing director term limits or mandatory retirement ages.

Eagle will generally:

- Vote in favor of declassifying a board of directors.
- Support or vote in favor of an independent board chair.
- Vote in favor of independent membership for Nominating, Compensation, and Audit Committees.
- Evaluate and vote on a case-by-case basis for directors who fail to act on shareholder resolutions that received majority support.
- Vote in favor of improving board diversity.

Audit

Eagle will generally rely on the judgment of the issuer's audit committee in selecting the independent auditors who will provide the best service to the company.

Capital / Structure / Organization

As these issues are typically unique to a company, Eagle will vote on a case-by-case basis for the majority of these issues. However, Eagle will generally support proposals that enhance shareholder value, shareholder rights, and are consistent with good governance practices.

Shareholder Rights

Eagle will generally vote in favor of shareholder resolutions that protect or enhance shareholder rights, including:

- Right to call special meetings
- Ability to act by written consent
- Cumulative voting
- Elimination of supermajority requirements

Eagle will generally vote in favor of improving proxy access.

- Eagle will vote in favor of putting a poison pill provision to shareholder vote.

Eagle will generally:

- Vote in favor of a one-year advisory Say-on-Pay frequency.

Eagle will generally:

- Evaluate and vote case by case on golden parachutes.

Eagle will generally:

- Vote with management on performance-based executive compensation packages.
- Vote in favor of stock plans that are not overly dilutive.

Environmental and Social Issues

Because of the potential depth and breadth of environmental and social issues, Eagle will evaluate such shareholder resolutions on a CASE-BY-CASE basis. However, in keeping with its ESG* investment principles, Eagle will generally support shareholder resolutions that improve transparency, support diversity, protect the environment, uphold human rights, and promote responsible business practices.

Eagle will generally support shareholder resolutions seeking disclosure of:

- Political activities
- Lobbying
- Political contributions
- Memberships

Eagle will generally support shareholder resolutions requesting sustainability reporting, and will generally support shareholder resolutions seeking to address environmental issues, including, but not limited to:

- Climate change risks
- Greenhouse gas (GHG) emissions
- Water use
- Renewable energy
- Energy efficiency
- Recycling
- Toxic chemical use

Eagle will generally support shareholder resolutions seeking to address social issues, including, but not limited to:

- Reporting on diversity efforts
- Anti-discrimination policies
- Human rights
- Health and safety
- Gender pay equity
- Supply chain management (sustainable sourcing)
- Animal welfare

Investing involves risk, including the risk of loss.

*ESG refers to Environmental, Social, and Governance factors used in measuring the sustainability and societal impact of an investment in a company or business.