

Voting Standard	Formula for Proposal to Pass (must exceed 50%)	Effect of Abstention	Effect of Broker Non-Vote (if Non-Discretionary)
Majority of Votes Cast	$\frac{\text{Votes FOR}}{\text{Votes FOR} + \text{Votes AGAINST}}$	An abstention has no effect on the proposal.	A broker non-vote has no effect on the proposal.
Majority in Voting Power of Outstanding Shares	$\frac{\text{Votes FOR}}{\text{All Outstanding Voting Power}}$	An abstention counts as a vote AGAINST.	A broker non-vote counts as a vote AGAINST.
Majority in Voting Power of Shares Present in Person or by Proxy at the Meeting and Entitled to Vote on the Subject Matter	$\frac{\text{Votes FOR}}{\text{Votes FOR} + \text{Votes AGAINST} + \text{Abstentions}}$	An abstention counts as a vote AGAINST.	A broker non-vote has no effect on the proposal.
Majority in Voting Power of Shares Present in Person or by Proxy at the Meeting and Entitled to Vote at the Meeting	$\frac{\text{Votes FOR}}{\text{Votes FOR} + \text{Votes AGAINST} + \text{Abstentions} + \text{Broker Non Votes (if any)}}$	An abstention counts as a vote AGAINST.	<p><u>At least one other proposal on agenda is discretionary:</u> Vote AGAINST.</p> <p><u>No discretionary items on agenda:</u> Uninstructed shares will have no effect, but broker non-votes will generally not occur.</p>

