

proxy voting bepaling vermogensbeheerovereenkomst

- (a) CLIENT instructs Investment Manager to vote proxies on all of the shares that are administered in the Account at each general meeting of shareholders of the relevant company. Investment Manager shall vote proxies on behalf and in the best interest of CLIENT.
- (b) Exhibit [] hereto outlines the Voting Guidelines (“the Guidelines”) on the basis of which Investment Manager will vote proxies as described in section (a). In case of any amendment of the Guidelines, Investment Manager will give prior written notice thereof to CLIENT.
- (c) If practicable, Investment Manager will also give prior written notice to CLIENT when it intends to vote on a subject which – in its professional judgment – highly controversial and / or when it intends to vote contrary to the Guidelines.
- (d) CLIENT may at all times give instructions in respect of voting in specific instances. Such instruction may include that CLIENT will cast the relevant vote(s) itself directly, either with or without the assistance of Investment Manager.
- (e) Investment Manager will report in writing on the way it has fulfilled its obligations under this Section on an annual basis. Such report will at least include a list with explanation thereto of all highly controversial votes and all votes contrary to the Guidelines.
- (f) Investment Manager will provide CLIENT at its request with all relevant information and materials regarding one or more specific votes, which have been or need to be cast.