

### **Geode Voting Policies:**

#### **Geode Authority and Duties to Vote Client and Fund Securities**

As an investment adviser, Geode holds discretionary voting authority over a majority of its client accounts. Geode understands its obligations with respect to voting for clients and will apply a voting methodology for clients in a manner that Geode believes represents the best interests of its clients. Except in cases where clients have dictated separate voting guidelines, Geode's voting methodology is applied in a unified manner across all clients consistent with the proxy voting policies ("Voting Policies") described in this document. In certain limited instances, Geode clients may request that client-approved proxy voting guidelines are required to be followed. In these rare instances, a third-party proxy provider is engaged to vote proxies in accordance with such client-approved guidelines rather than the Voting Policies as described below. Geode's Voting Policies are designed to (1) establish a framework for Geode's decision-making with respect to proxy voting in client accounts and (2) set forth operational procedures for the oversight and execution of Geode's proxy voting responsibilities. Geode's Operations Committee oversees the implementation of Geode's voting authority under these Voting Policies.

#### **Third-Party Proxy Advisory Firms**

Geode has engaged a third-party proxy voting service firm ("Proxy Agent") to act as its proxy voting agent. The Proxy Agent is responsible for executing votes in accordance with the Voting Policies and providing administrative support, including operational, recordkeeping, and reporting services. In addition, Geode has retained third-party proxy advisory firms to provide research reports. These reports, combined with insights from Geode's engagement with issuers and industry groups, help inform any decisions Geode makes in accordance with the Voting Policies.

Geode's Stewardship team performs weekly and monthly oversight of the Proxy Agent's implementation and execution of the Voting Policies. The oversight may include sampling votes cast on behalf of client accounts to identify potential inconsistencies between the Proxy Agent's application of the Voting Policies and the actual vote instructions submitted for Geode's client accounts. The sampling may focus on voting patterns across similar proposals or on company-specific evaluations, particularly where the Proxy Agent

separately performs consulting services on behalf of a company that is the subject of a vote. The results of this oversight are reported to Geode's Operations Committee.

### **Proxy Voting Process**

Except in cases where clients have dictated separate voting guidelines, Geode retains the responsibility for voting proxy ballot items in accordance with the Voting Policies herein and does not otherwise reference the Proxy Agent's voting policies. To help facilitate the vote execution process, the Proxy Agent prepares a written analysis and recommendation of each proxy ballot item based on the Proxy Agent's application of the Voting Policies. The Proxy Agent generally pre-populates and submits votes for proxy ballot items in accordance with such recommendations. If the Proxy Agent or Geode becomes aware that an issuer has filed, or will file, additional proxy solicitation materials sufficiently in advance of the voting deadline, the Proxy Agent and Geode will generally endeavor to consider such information where such information is viewed as material in Geode's discretion when casting votes on behalf of client accounts. In certain instances, this may result in an override or a revised recommendation issued by the Proxy Agent.

In limited circumstances where the Voting Policies do not address the specific matter, the Proxy Agent will refer the ballot back to Geode. Ballot items that have been referred to Geode for a voting decision are handled on a case-by-case basis.

Geode aims to vote all shareholder meetings; however, when deemed appropriate, Geode reserves the right to refrain from voting certain meetings, for example in cases where:

- Power of attorney documentation is required.
- Issuer-specific beneficial owner documentation or certifications are required.
- Voting is not permissible due to sanctions affecting the company.
- Voting occurs in certain share blocking markets where shares are subject to lockup periods during shareholder meeting dates.

### **Securities Lending**

While Geode typically does not recall securities on loan for voting purposes because it views the revenue of the loan to be greater than the potential long-term financial value from the vote itself, Geode, in acting as a fiduciary for its clients, may determine on a

case-by-case basis that the potential value of the vote outweighs the revenue from the loan and recall securities accordingly.

### **Conflicts of Interest**

Due to its focused business model and the number of investments that Geode will make for its clients (particularly pursuant to its indexing strategy), Geode does not anticipate that actual or potential conflicts of interest are likely to occur in the ordinary course of its business. However, Geode believes it is essential to avoid having conflicts of interest affect its objective of voting in the best interests of its clients. Therefore, in the event that members of the Operations Committee, the Proxy Agent or any other person involved in the analysis or voting of proxies has knowledge of, or has reason to believe there may exist, any potential relationship, business or otherwise, between the portfolio company subject to the proxy vote and Geode (or any affiliate of Geode) or their respective directors, officers, shareholders, employees or agents, such person shall notify the other members of the Operations Committee. Geode will analyze and address such potential conflict of interest, consulting with outside counsel, as appropriate. In the case of an actual conflict of interest, on the advice of counsel, Geode expects that the independent directors of Geode will consider the matter and may (1) determine that there is no conflict of interest (or that reasonable measures have been taken to remedy or avoid any conflict of interest) that would prevent Geode from voting the applicable proxy, (2) abstain, (3) cause authority to be delegated to the Proxy Agent or a similar special fiduciary to vote the applicable proxy or (4) recommend other methodology for mitigating the conflict of interest, if deemed appropriate (e.g., echo voting).

### **Proxy Voting Policies**

Geode has established the Voting Policies that are summarized below to maximize the value of investments in its clients' accounts, which it believes will be furthered through (1) accountability of a company's management and directors to its shareholders, (2) alignment of the interests of management with those of shareholders (including through compensation, benefit and equity ownership programs), and (3) increased disclosure of a company's business and operations. Geode reserves the right to override any of the Voting Policies with respect to a particular shareholder vote when such an override is, in Geode's best judgment, consistent with the overall principle of voting proxies in the best long-term economic interests of Geode's clients.

All proxy votes shall be considered and made in a manner consistent with the best interests of Geode's clients (as well as shareholders of mutual fund clients) without regard to any other relationship, business or otherwise, between the portfolio company subject to the proxy vote and Geode or its affiliates. As a general matter, (1) proxies will be voted FOR incumbent members of a board of directors and FOR routine management proposals, except as otherwise addressed under these policies; (2) shareholder and non-routine management proposals addressed by these policies will be voted as provided in these policies; and (3) shareholder and non-routine management proposals not addressed by these policies will be evaluated on a case-by-case basis. For ballots related to proxy contests, mergers, acquisitions and other organizational transactions, Geode may determine it is appropriate to conduct a company specific evaluation.

*Non-US Issuers:* Corporate governance standards, legal or regulatory requirements and disclosure practices in foreign countries can differ from those in the United States. When voting the securities of non-US issuers, Geode will evaluate proposals in accordance with the Voting Policies to the greatest extent possible but will also take local market standards and best practices into consideration. In the event local market standards and best practices in a non-US jurisdiction differs with (or are not specifically covered by) the Voting Policies, Geode will generally vote in accordance with such local market standards and best practices. For example, some jurisdictions have different standards for director independence and a greater tolerance for non-independent directors on boards and Geode will vote in accordance with those standards in those jurisdictions, even if not consistent with the policies below. In addition, Geode will not vote in re-registration markets outside of the US.

Geode's specific policies are as follows:

## **I. Director Elections & Other Board/Governance Matters**

### **A. Election of Directors:**

Geode will generally vote FOR director nominees and incumbent members of a board of directors except in certain instances detailed below. In all cases where it is stated herein that Geode will vote against the chair of a committee, Geode will instead vote against the following directors in the following order if the chair of the committee is not up for election: (a) chair of the committee; (b) most tenured member of the committee; (c) chair of the board; (d) lead Independent Director; (e) most tenured board member up for election; provided that Geode will not vote

against non-incumbents and will instead vote against the next director up for election as noted above.

1. **Attendance.** Geode will vote AGAINST if the incumbent board member failed to attend at least 75% of meetings in the previous year and does not provide a reasonable explanation (e.g. illness, family emergency, work on behalf of the company or service to the nation); Support may also be withheld from the chair of the nominating/governance committee if the proxy indicates that not all directors attended 75% of the aggregate of their board and committee meetings but fails to provide the names of the directors.
2. **Independent Directors.** Geode will vote AGAINST a director if (1) the Nominee is non-independent and full board comprises less than a majority of independent directors, or (2) the Nominee is not independent and either sits on a key committee or the board lacks any of the key committees. For purposes of the Voting Policies, independence will be assessed based on the company's relevant listing standard and controlled companies will be exempt from the assessment in line with exemptions from listing standards, where applicable.
3. **Director Responsiveness.**
  - a. Geode will vote AGAINST the chair of the nominating/governance committee where the board failed to act on shareholder proposals that received approval by Geode and a majority of the votes cast in the previous year.
  - b. Geode will vote AGAINST the chair of the nominating/governance committee where the board failed to act on takeover offers where Geode and a majority of shareholders tendered their shares.
  - c. Geode will vote AGAINST the chair of the nominating/governance committee if at the previous board election, directors opposed by Geode received more than 50% withhold/against votes of the shares cast and the company failed to address the issue(s) that caused the high withhold/against vote.
  - d. Geode will vote AGAINST the chair of the compensation committee when there is insufficient responsiveness to
    1. a say-on-pay vote that received less than 70% support at the last annual general meeting, or
    2. a say-on-pay frequency vote that received a majority of votes for one frequency and the board chose a longer frequency.
4. **Repriced Options.** Geode will vote AGAINST the chair of the compensation committee in the concurrent or next following vote if, within the last year and without shareholder approval, the company's board of directors or

compensation committee has repriced or replaced underwater options for stock, cash or other consideration held by officers or directors.

5. **Golden Parachutes.** Geode will vote AGAINST the chair of the compensation committee if the compensation committee adopted or renewed an excessive golden parachute within the past year (i.e., since the prior AGM).

For purposes of the Voting Policies, “excessive” is defined as:

- a. cash severance payment is greater than three times salary and bonus;
- b. change-in-control cash severance payments are not double triggered; or
- c. excise tax gross-ups are allowed.

Acceleration of equity payments may be considered excessive but will be reviewed considering the presence of other adverse circumstances.

6. **Poor Accounting Practices/Material Weaknesses.** Geode will vote AGAINST the chair of the audit committee if poor accounting practices are identified that rise to a level of serious concern, such as fraud, misapplication of GAAP and material weaknesses identified in disclosures, unless circumstances such as the severity, breadth, chronological sequence, duration, and the company’s efforts at remediation or corrective actions would render the poor accounting practice moot, immaterial or insignificant.

7. **Compensation Concerns.** Geode will vote AGAINST the chair of the compensation committee when:

- a. Say-on-Pay is not on the ballot and there are compensation concerns (e.g. as defined under this policy, or if the company fails to include a Say-on-Pay ballot item when required by applicable regulation or the company’s declared policy), or
- b. Say-on-Pay proposal is on the ballot but fails to address concerns (e.g. excessive non-employee director compensation without disclosing a compelling rationale or other mitigating factors).

8. **Over boarding.** Geode will vote AGAINST a non-CEO director who sits on more than five public company boards. Geode will vote AGAINST the outside boards of a director if they are a CEO of a public company and sit on the board of more than two public companies besides their own.

9. **Unequal Voting Rights.** Geode will vote AGAINST the chair of the nominating/governance committee if the company maintains a capital stock structure with unequal voting rights. Exceptions to the policy may include, but are not limited to: Newly-public companies with a reasonable sunset provision; where the unequal voting rights are considered de minimis; or the company provides sufficient safeguards for minority shareholders.

10. **Problematic Board Governance.** Geode will vote AGAINST the chair of the relevant committee responsible for the problematic governance practices when such practices have been identified, including:

- a. Unilateral By-law/Charter Amendments (e.g., allowing the board to make amendments without shareholder consent)
  - b. Problematic Audit Practices (i.e., the company receives an adverse opinion on the company's financial statements from its auditor)
  - c. Governance Failures (Bribery, Criminal Activity, regulatory sanctions, legal judgements, etc.)
  - d. Adopting or extending an anti-takeover provision that would have been opposed by Geode under this Policy without shareholder approval
- B. Majority Election.**
- Unless a company has a director resignation policy, Geode will generally vote FOR proposals calling for directors to be elected by a majority of votes cast in a board election provided that the plurality vote applies when there are more nominees than board seats.
- C. Indemnification of Directors.** Geode will vote FOR charter and by-law amendments expanding the Indemnification of Directors to the maximum extent permitted under Delaware law (regardless of the jurisdiction of incorporation) and vote AGAINST charter and by-law amendments completely eliminating directors' liability for breaches of care.
- D. Proxy Access.** Geode will generally vote FOR proposals seeking to establish or amend proxy access which allow a shareholder (or shareholder group) holding at least 3% of the voting power of the company's outstanding shares continuously for a minimum of 3 years the ability to nominate no more than 25% of the board of directors. Geode will generally vote AGAINST proposals that do not meet the aforementioned criteria.
- E. Board Composition**
- 1. Geode will vote FOR shareholder proposals calling for a majority of directors to be independent of management.
  - 2. Geode will generally vote FOR shareholder proposals calling for a majority of directors on board nominating, audit and compensation committees to be independent.
  - 3. Geode will vote AGAINST proposals calling for the separation of the roles of Chairman & CEO, if combined and there is a lead independent director. Proposals will be reviewed on a case-by-case basis if the roles of Chairman & CEO are combined and there is no lead independent director to determine if appointment of an independent Chairman would likely be in shareholders' best interest to promote effective oversight of management by the Board.

## **II. Executive & Director Compensation and Stock Plans**

- A. Stock Option Plan.** Geode will vote AGAINST the adoption of or amendment to authorize additional shares under a Stock Option Plan if:

1. The stock option plan includes evergreen provisions, which provides for an automatic allotment of equity compensation every year.
2. Dilution and burn rate are considered excessive (as defined below). However, where dilution and burn rate are considered excessive, and there's either bankruptcy risk or going concern issues, Geode will vote FOR. Note: Where dilution is considered excessive, Geode then considers industry-specific burn rate as secondary test.
  - a. Dilution is calculated by dividing the following by all common shares outstanding:
    - i. Shares reserved for the amendment or plan;
    - ii. Shares still available under the plan and/or continuing plans prior to the proposed amendment (excluding shares under employee purchase plans but including any evergreen or replenishment shares); and
    - iii. Shares granted but unexercised under the plan and/or continuing plans (excluding shares under employee purchase plans)
  - b. Dilution is considered "excessive" if the dilution rate exceeds the following thresholds: (1) 25% for micro capitalization companies, (2) 20% for small capitalization companies, and (3) 15% for all other companies.
  - c. Burn rate is considered "excessive" if the company grants annual awards at a rate higher than a burn rate considered appropriate for the company's GICS classification.
3. The exercise price of options is less than 100% of fair market value on the date of grant, except that the offering price may be as low as 85% of fair market value if the discount is expressly granted in lieu of salary or cash bonus. However, a modest number of shares (limited to 5% for a large capitalization company and 10% for a small and micro capitalization companies) may be available for grant to employees and directors under the plan if the grant is made by a compensation committee composed entirely of independent directors (the "De Minimis Exception").
4. If the directors eligible to receive options under the plan are involved in the administration of the plan or the plan administrator has discretion over the awards.
5. The plan's terms allow repricing or replacement of underwater options, or the board/committee has repriced or replaced options outstanding under the plan in the past two years without shareholder approval.
6. The plan provides that the vesting of equity awards may accelerate before a potential change in control occurs.



- B. **Restricted Stock Awards.** Geode will vote AGAINST adoption of or amendments to authorize additional shares for Restricted Stock Awards (“RSA”) if dilution is considered excessive (as defined above) and the company grants annual awards at a rate higher than a burn rate considered appropriate for the company’s GICS classification.
- C. **Omnibus Stock Plans.** Geode will vote AGAINST if one or more component violates any of the criteria applicable to Stock Option Plans or RSAs under the Voting Policies. In the case of an omnibus stock plan, the dilution limits applicable to Stock Option Plans or RSAs under the Voting Policies will be measured against the total number of shares under all components of such plan.
- D. **Say on Pay (non-binding).**
  - 1. **Advisory Vote on Executive Compensation.**
    - Geode will generally vote FOR an advisory vote on executive compensation but will review on a case-by-case basis when: (1) there is a significant misalignment between executive pay and company performance; (2) the company maintains significant problematic pay practices; or (3) the prior advisory vote received less than 70% support and the board exhibits a significant level of poor communication and responsiveness to shareholders.
    - Geode will vote AGAINST new or materially amended employment agreements containing single-trigger cash vesting, or repricing or replacement of securities without shareholder approval within the prior year. Single-trigger equity vesting will be considered in conjunction with problematic pay practices.
  - 2. **Frequency Vote.** Geode will vote FOR having an advisory vote on executive compensation every year.
  - 3. **Advisory Vote on Golden Parachute.** Geode will vote AGAINST “excessive” change-in-control severance payments (as defined herein).
- E. **Stock Repurchase Program.** Geode will vote FOR, unless there is clear evidence of past abuse of the authority; the plan contains no safeguards against selective buybacks, or the authority can be used as an anti-takeover mechanism.
- F. **Clawback Proposals.** Geode will generally vote FOR shareholder proposals seeking to recoup unearned incentive bonuses or other incentive payments made to senior executives if it is later determined that fraud, misconduct, or negligence significantly contributed to a restatement of financial results that led to the awarding of unearned incentive compensation.
- G. **Golden Parachute.** Geode will vote AGAINST shareholder proposals to submit a severance agreement to a shareholder vote when:
  - 1. the company maintains an existing policy addressing excessive severance, and

2. the provisions of the existing policy would not be deemed “excessive” (as defined herein).
- H. **Holding Period for Executives.** Geode will vote AGAINST shareholder proposals requesting full tenure holding periods for executives on shares acquired through equity compensation programs during their employment.
- I. **Employee Stock Purchase Plans.** Geode will vote AGAINST if the plan violates any of the relevant criteria applicable to Stock Option Plans or RSAs under the Voting Policies, except that (1) the minimum stock purchase price may be equal to or greater than 85% of the stock’s fair market value if the plan constitutes a reasonable effort to encourage broad based participation in the company’s equity, and (2) in the case of non-U.S. company stock purchase plans, the minimum stock purchase price may be equal to the prevailing market conditions as articulated by the Agent, provided that the minimum stock purchase price must be at least 75% of the stock’s fair market value.

### III. Anti-Takeover Measures and Shareholder Rights

- A. Geode will generally vote as follows on anti-takeover measures:
  1. **Special Interest Directors.** Vote AGAINST addition of special interest directors to the board.
  2. **Blank Check Preferred Stock.** Vote AGAINST authorization of “Blank Check” Preferred Stock when the issuance would be used for anti-takeover purposes without shareholder approval. Geode will vote FOR proposals to require shareholder approval for the distribution of preferred stock except where the blank check preferred stock proposal is proposed in connection with an acquisition or merger.
  3. **Classification of Boards.** Vote AGAINST proposals to classify boards and FOR proposals to de-classify boards.
  4. **Golden Parachutes.** Vote AGAINST where Geode deems “excessive” (as defined herein) in the event of change-in-control.
  5. **Poison Pills.** Vote AGAINST the chair of the nominating/governance committee in the concurrent or next following vote on the election of directors if a poison pill has been adopted or extended without shareholder approval, unless (a) the board has adopted a Poison Pill with a sunset provision; (b) the term is less than three years; (c) the Pill includes a qualifying offer clause; or (d) shareholder approval is required to reinstate the expired Pill. Geode will vote FOR shareholder proposals requiring or recommending that shareholders be given an opportunity to vote on the adoption of poison pills.
  6. **Shareholder Rights.** Vote AGAINST reduction or limitation of Shareholder Rights (e.g., action by written consent, ability to call a special meeting, or remove directors).

7. **Reincorporation.** Vote AGAINST reincorporation in another jurisdiction when accompanied by Anti-Takeover Provisions, including increased statutory anti-takeover provisions. In assessing reincorporation proposals, Geode will consider adoption of new articles of incorporation or bylaws which amount to material diminution of shareholder rights and protections. Geode will vote FOR management proposals to reincorporate in another jurisdiction when not accompanied by such anti-takeover provisions.
  8. **Board Size.** Vote AGAINST requirements that restrict or expand the board size to prevent outside interests from holding seats. However, changes with a legitimate business purpose will be supported.
  9. **Supermajority Voting Requirements.** Vote AGAINST supermajority voting requirements (i.e., typically 2/3 or greater) for boards and shareholders. Geode will vote FOR proposals to eliminate supermajority voting requirements unless there is a controlling shareholder.
  10. **Transfer of Authority.** Vote AGAINST proposals to transfer authority from shareholders to directors.
- B. **Control Shares Acquisition Statutes.** Geode will vote FOR proposed amendments to a company's certificate of incorporation or by-laws that enable the company to opt-out of control shares acquisition statutes.
  - C. **Anti-Greenmail.** Geode will vote FOR Anti-Greenmail proposals so long as they are not part of anti-takeover provisions (in which case the vote will be AGAINST).

#### IV. Capitalization Issues or Capital Structure

- A. **Differential Voting Rights.** Geode will vote AGAINST the introduction of new classes of stock with differential voting rights.
- B. **Preemptive Rights.** Geode will vote FOR elimination of preemptive rights.
- C. **Reverse Stock Split.** Geode will vote FOR management proposals to implement a reverse stock split when the number of authorized shares will be proportionately reduced or the reverse stock split is necessary to avoid de-listing or there is bankruptcy risk or going concern issues. Vote AGAINST if any evidence that reverse stock split could be used to thwart takeover attempts. Geode will support a proposal resulting in an authorization of up to 300% shares outstanding and reserved for legitimate purposes. Geode will vote AGAINST any proposal resulting in an authorization exceeding 300% the company's shares outstanding and reserved for legitimate purposes.
- D. **Adjust Par Value of Common Stock.** Geode will vote FOR management proposals to adjust the par value of common stock. Review case-by-case if the proposal may facilitate an anti-takeover device or other negative corporate governance action.
- E. **Issuance of Large Blocks of Stock.** Geode will vote FOR the issuance of large blocks of stock if such proposals have a legitimate business purpose and do not result in

dilution of greater than 20%. However, a company's specific circumstances and market practices may be considered in determining whether the proposal is consistent with shareholders' interests.

- F. **Reprice Outstanding Stock Options.** Geode will vote AGAINST proposals to reprice or replace outstanding stock options where the plans (1) do not exclude senior management and directors; or (2) contain a repricing or replacement proposal that is not value neutral to shareholders based upon an acceptable options pricing model. Otherwise these proposals will be considered on a case-by-case basis, taking into account: (i) whether the options proposed to be repriced or replaced exceeded the dilution thresholds described in these current proxy voting policies when initially granted; (ii) the company's relative performance compared to other companies within the relevant industry or industries; and (iii) economic and other conditions affecting the relevant industry or industries in which the company competes.
- G. **Excessive Increases in Common Stock.** Geode will vote AGAINST excessive increases in common stock unless there is either bankruptcy risk or going concern issues. Vote AGAINST increases in authorized common stock that would result in authorized capital in excess of three times the company's shares outstanding and reserved for legitimate purposes. However, requests will be evaluated on a case-by-case basis when there are significant risks of non-approval, including a government rescue program, or other extenuating circumstances.
- H. **Capitalization tied to Merger/Acquisition.** Geode will generally vote FOR capitalization proposals tied to a merger/acquisition to give management the ability to finance the transaction. However, Geode will review on a case-by-case basis where it determines that such capitalization items may result in excessive or inappropriate dilution of shareholders' interests if the requested capitalization is more than is needed to complete the transaction.

## V. Environmental and Social

- A. **General.** Evaluate each proposal related to environmental and social issues (excluding political contributions). Geode will vote with management's recommendation on shareholder proposals concerning environmental or social issues, as Geode believes management and the board are ordinarily in the best position to address these matters, unless Geode believes the proposals meet the following conditions (i) request disclosure of new or additional information that is material to investors, and increase or preserve shareholder value by improving transparency into the company's processes and governance relating to the topic of the proposal, and (ii) would not be impractical or overly burdensome for the company to comply with. Geode may take action against the re-election of board

members if there are serious concerns over an issuer's approach to environmental or social issues.

- B. **Political Activity.** Geode will vote AGAINST shareholder proposals to disclose company practices related to political activity, except instances when the company has been flagged for problematic political activity by a regulatory organization will be reviewed on a case-by-case basis.

## VI. Other Business

- A. **Cumulative Voting Rights.** Geode will vote AGAINST introduction of cumulative voting rights. Geode will vote FOR elimination of cumulative voting rights.
- B. **Confidential Voting and Independent Vote Tabulation.** Geode will vote FOR proposals to adopt these practices.
- C. **Shares of Investment Companies For Institutional Accounts.** Geode will generally vote FOR proposals recommended by the underlying funds' Board of Trustees, unless voting is not permitted under applicable laws and regulations.
- D. **Auditors.** Geode will vote AGAINST proposed auditors where non-audit fees constitute more than half of the total fees paid by the company to the audit firm if the excessive fees are not tied to an IPO, equity raise, bankruptcy service, or other one-off transaction. Absent such issues, Geode will vote FOR selection of proposed auditors.
- E. **Virtual Meetings.** Geode will generally vote FOR management proposals allowing for the convening of shareholder meetings by electronic means provided that comparable rights and opportunities for shareholder participation are aligned with those available during an in-person event.
- F. **Charter and Bylaw Amendments**
  - 1. Geode will vote FOR amendments if they meet the below criteria. Amendments that do not meet all of the noted criteria will be reviewed on a case-by-case basis.
    - a. is editorial in nature;
    - b. shareholder rights are not harmed;
    - c. there is negligible or positive impact on shareholder value;
    - d. management provides adequate reasons for the amendments; and
    - e. the company is required to do so by law (if applicable).
  - 2. Geode will vote FOR proposals to amend articles of incorporation that are in connection with mergers/acquisitions, provided that such amendments are otherwise consistent with the Voting Policies.
  - 3. Geode will vote AGAINST proposals giving the board exclusive authority to amend the bylaws. Geode will vote FOR proposals giving the board the ability to amend the bylaws in addition to shareholders.

4. Geode will vote as otherwise set forth in the Voting Policies for amendments that are necessary to effect stock splits, to change a company's name or to authorize additional shares of common stock.
- G. **Routine Proposals.** Geode will vote FOR routine agenda items and similar routine management proposals such as changing the company name or procedural matters relating to the shareholder meeting.
- H. **Proxy Solicitation Expenses.** Geode will vote AGAINST reimbursing proxy solicitation expenses unless part of a proxy contest, in which case Geode will evaluate in connection with the contest.
- I. **CEO Succession Planning.** Geode will vote AGAINST shareholder proposals seeking the adoption of a documented CEO succession planning policy.
- J. **Adjourn Meeting.** Geode will generally vote FOR proposals to adjourn meetings unless linked to an item on the agenda which does not merit support per the Voting Policies.
- K. **Other Business.** Geode will vote AGAINST management proposals to approve business matters where such matters are not adequately disclosed in meeting materials.
- L. **Proxy Contests/Contested Director Elections.** Geode will review contested ballot items on a case-by-case basis (note: all other ballot items will be reviewed under the relevant or applicable guideline(s)).