



Memo

Date: June 24, 2024
To: Victory Capital Clients
From: Victory Capital Proxy Voting Committee
Regarding: Proxy Voting Guidelines Adopted for remaining 2024 Proxy Voting Season

The purpose of this memo is to document the Proxy Voting Guidelines, the “Guidelines”, adopted by Victory Capital as required by Victory Capital’s internal Proxy Voting Policy.

For the remainder of the 2024 proxy season (effective 07/01/2024), Victory Capital will:

- continue to retain Institutional Shareholder Services Inc. (“ISS”) as its proxy advisory firm.
- leverage the following ISS Proxy Voting as default options:
 - ISS Board-Aligned Proxy Voting Guidelines (U.S. & International).
 - Taft-Hartley Proxy Voting Guidelines (U.S. & International).
- continue to vote for the following Proxy Voting proposal types on a case-by-case basis:
 - Shareholder proposals asking for company to adopt director term/tenure limits.
 - Proxy contests and annual elections (declassifications) of boards.
- allow its Investment Franchises to override the default Guidelines (when applicable) with proper justification and approval by Victory Capital’s Proxy Voting Committee.

Details on the ISS Proxy Voting Guidelines referenced above and updates made for 2024 can be found here: <https://www.issgovernance.com/policy-gateway/voting-policies/>.

Victory Capital’s Proxy Voting Policy is available to clients upon request.