

Shareholder Activism and Proxy Voting

The AJL Foundation

The Foundation will use its position as an equity investor to advocate for the issue areas outlined in Exhibit I: Values Scoring. The Foundation may also work in coalition with others, pushing to influence corporate behavior from within. Voting on the proxies, co-filing, and filing shareholder resolutions are all part of this effort. Proxies shall be voted in accord with the concerns stated in the policy guidelines.

If possible, the Board directs the Advisor to vote proxies under the most current ISS SRI U.S. Proxy Voting Guidelines. If this is not possible for select equities, the Advisor will forward the Proxy to the Co-Executive Director for voting.

Proxies voted, after careful consideration of the facts, shall be voted responsibly, and shall attempt to negatively view the following corporate board characteristics and actions:

- incentive payments unrelated to financial performance
- increasing salaries and options for executives that far exceed salary increases for average company employees
- boards composed mostly of “inside directors”
- nominating and compensation committees that are not composed exclusively of independent directors
- board nominees who serve on multiple (more than 3) boards, when the boards have many of the same people
- lack of diversity by gender, race and age
- golden parachutes for executives
- pension plans for non-employee directors