



## **CORPORATE GOVERNANCE – VOTING POLICY INFORMATION**

### **Majority Voting Policy**

On May 13, 2013, the Board adopted a majority voting policy. Under this policy, in an uncontested election of directors, any nominee proposed for election as a director who receives a greater number of “Withheld” votes than “For” votes is expected, promptly following the date of the meeting at which the election occurred, to submit their resignation to the Board for consideration by the HR&GC, with the resignation to take effect upon acceptance by the Board. The Board will act on the HR&GC’s recommendation within 90 days following the date of the meeting at which the election occurred. In considering whether or not to accept a resignation, the HR&GC will make a recommendation to the Board as to the director’s suitability to continue to serve as a director after reviewing, among other things, the voting results for the nominee, the length of service and qualifications of the nominee, such nominee’s contributions to the Corporation, and whether the director’s resignation from the Board would be in the best interests of the Corporation, and the Board will consider such recommendation. The HR&GC will also consider a range of possible alternatives concerning the director’s tendered resignation, including acceptance of the resignation, rejection of the resignation, or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the CCGC to have substantially resulted in the “Withheld” votes. A director who tenders their resignation will not participate in any meetings to consider whether the resignation will be accepted.