



Sionna

Investment Managers

PROXY VOTING POLICY

Restated: April, 2009

Proxy Voting Policy

Public companies call upon holders of their securities to vote on a wide range of matters relating to those companies. In most cases, these matters are proposed by management; however, shareholders also make proposals. Some of Sionna's clients prefer to exercise their own votes as shareholders. When our clients have requested that we do so, Sionna takes its responsibility to vote on all matters that have a bearing on company value as part of its fiduciary duty to our clients.

Sionna's internal proxy voting guidelines have been formulated with the following guiding principles in mind:

- Proxies will be voted in a manner that seeks to enhance long-term shareholder value;
- Proxies will be voted in a manner that is consistent with leading corporate governance practices;
- Management has important insights into the value creation process. Simply because management puts forward a proposal is not a reason to vote against it.

Sionna uses the services of **ISS Governance Services, a subsidiary of RiskMetrics Group (ISS)**, to assist in voting proxies. ISS keeps Sionna informed of shareholder meeting dates, forwards proxy materials, translates proxy materials printed in a foreign language, provides research on proxy proposals and voting recommendations, and votes proxies in accordance with Sionna's instructions. Sionna considers the recommendations of ISS (available on its public website at http://www.riskmetrics.com/policy/2009/policy_information) on proxy issues and will usually, but not always, vote in accordance with such recommendations. Sionna is ultimately responsible for all proxy voting decisions.

In addition to the ISS guidelines, we have reviewed proxy voting guidelines from many other sources including the Pension Investment Association of Canada Corporate Governance Standards, the Investment Counsel Association of Canada Principles of Corporate Governance and the Canadian Coalition for Good Governance. We have used these sources as a guide to current and emerging corporate governance issues, and the standards adopted to deal with them. Our guidelines have been adapted for effective application by Sionna and we believe that they are in line with current best practices.

Sionna's Proxy Voting Guidelines are not rigid policy positions. Our portfolio managers consider each matter on a case-by-case basis and may vote in a manner different from that contemplated by the ISS recommendation or our general voting guidelines if we believe it is appropriate under the circumstances.

Sionna is committed to resolving all conflicts in the best interests of its clients. If a conflict of interest arises in a proxy voting matter, Sionna will generally vote in accordance with Sionna's Proxy Voting Guidelines and ISS recommendations for the particular issue in question. Additionally, Sionna will ensure that any proxy voting matter that could present a conflict of interest is brought to the attention of the Chief Operating Officer, the Chief Investment Officer and the Chief Compliance Officer, who will document the matter and consult with outside counsel regarding the appropriate resolution.

In response to governance practices, we may change our guidelines from time to time without providing notice of these changes to you. You may contact us at (416) 203-8803 to request Sionna's Proxy Voting Guidelines.