

## **Certium Asset Management LLC Proxy Policy**

Certium Asset Management LLC (“Certium” or “the Firm”) has a Proxy Committee (“Committee”) that is responsible for establishing policies and a procedure designed to enable the Firm to ethically and effectively discharge its fiduciary obligation to vote all applicable proxies on behalf of all discretionary client accounts and funds. Annually (or more often as needed), the Committee will review, reaffirm and/or amend guidelines, strategies and proxy policies for all domestic and international client accounts, funds and product lines.

After an extensive review of established service providers including size, experience and technical capabilities, the Firm contracted with Glass Lewis & Co. as its agent to provide certain administrative, clerical, functional recordkeeping and support services related to the firm’s proxy voting processes/procedures, which include, but are not limited to:

1. The collection and coordination of proxy material from each custodian for each of the Firm’s client’s account(s),
2. The facilitation of the mechanical act of proxy voting, reconciliation, and disclosure for each of the Firm’s client’s account(s), in accordance with the Firm’s proxy policies and the Committee’s direction.
3. Required record keeping and voting record retention of all the Firm proxy voting on behalf the Firm’s clients.

As reflected in the Firm’s proxy policies, the Committee will affirmatively vote proxies for proposals that it interprets are deemed to be in the best economic interest of its clients as shareholders and beneficiaries to those actions.

The Committee will retain the ability to consider client specific preferences and/or develop and apply criteria unique to its client base and product lines, where appropriate. As needed, this information will be communicated to Glass Lewis as the Firm’s agent so that the relative shares proxies will be voted accordingly. The Committee has reviewed Glass Lewis’ capabilities as agent for the administrative services above and is confident in its abilities to effectively provide these services. The Committee will monitor such capability on an ongoing basis.

### **An Independent, Objective Approach to Proxy Issues**

In the absence of express contractual provisions to the contrary, the Committee will vote proxies for all the Firm discretionary investment management clients.

As indicated above, the Committee utilizes the services of Glass Lewis, an independent third party agent, to assist with facilitating the administrative, clerical, functional and recordkeeping proxy duties and to assist in managing certain aspects of our proxy obligations. Accordingly, the Firm maintains its own proxy policies for U.S. domestic and global proxy voting issues, as well as guidelines applicable to “*Taft Hartley*” plans and relationships. ERISA accounts will be voted in accordance with the U.S. domestic proxy policy as ERISA specific guidelines and requirements are incorporated into this policy.

The Firm provides and maintains the following standard proxy voting policies:

- Certium U.S. Domestic Proxy Policy (applied to both ERISA and Non-ERISA related accounts and funds)
- Certium Taft Hartley Proxy Policy
- Certium Global/International Proxy Policy

These policies are available as described below. Both brief and extended summaries are available for the Certium Taft Hartley Proxy Policy and the Certium Global/International Proxy Policy.

The Committee’s process includes a review and evaluation of relevant, information related to the issuer’s proxy, applying the firm’s proxy voting policy in a prudent and appropriate manner ensuring votes are cast in the best interest of our clients.

Under the Firm Global/International Proxy Policy, the Committee generally votes in a manner similar to that recommended by Glass Lewis for an account’s international holdings including, to the extent permitted by law, international holdings in ERISA accounts.\* In this regard the Committee has reviewed and will monitor Glass Lewis’ capabilities and conflict policies with respect to international securities proxy vote recommendations.

### Exceptions to Policy

The Firm Proxy Policies and guidelines as outlined herein generally will not be applied where the Firm has further delegated discretionary investment management and the authority to vote shares to a properly appointed subadvisor, such as may be the case in some managed separate accounts, wrap programs, and funds.

In those situations proxy votes cast by the subadvisor may be governed by the subadvisor's proxy voting policies and procedures. However, currently all subadvisors to the RidgeWorth Funds have either adopted the same proxy policy as RidgeWorth or RidgeWorth votes the proxies on the subadvised funds.

### Conflicts of Interest

Due to its diversified client base, numerous product lines, and affiliation with SunTrust Banks, Inc., and its subsidiaries, the Committee may determine a potential conflict exists in connection with a proxy vote based on the SEC guidelines. In such instances, the Committee will review the potential conflict to determine if it is material.

Examples of material conflicts of interest which may arise could include those where the shares to be voted involve:

1. Common stock of SunTrust Banks, Inc., The Coca-Cola Company, Inc., and/or other public corporate issuers with which either RidgeWorth Capital Management, Inc. or SunTrust Banks, Inc. or its affiliates, may have a similar significant on-going non-investment management associated relationship.
2. An issuer with a director, officer or employee who presently serves as an independent director on the board of the RidgeWorth Capital Management, Inc. or SunTrust Banks, Inc. or any of its affiliates.
3. An issuer having substantial and numerous banking, investment, or other financial relationships with RidgeWorth Capital Management, Inc. , SunTrust Banks, Inc. or its affiliates.
4. A director or senior officer of RidgeWorth Capital Management, Inc. or SunTrust Banks, Inc. serving on the board of a publicly held company.
5. A direct common stock ownership position of five percent (5%) or greater held individually by the Firm, or in conjunction with RidgeWorth Capital Management, Inc. and SunTrust Banks, Inc. and/or its affiliates

Although the Firm utilizes a pre-determined proxy voting policy, occasions may arise in which a conflict of interest could be deemed to be material. In this case, the Committee will determine the most fair and reasonable procedure to be followed in order to properly address all conflict concerns. The Committee may employ one or more of the options listed below:

1. Retain an independent fiduciary to vote the shares.
2. Send the proxy material to the client (in the case of mutual funds, the funds' shareholders) so he or she may vote the proxies.

Although the Firm does its best to alleviate or diffuse known conflicts, there is no guarantee that all situations have been or will be mitigated through proxy policy incorporation.

### Securities Lending Program

The Firm also manages assets for several clients (including the RidgeWorth Funds) which engage in "securities lending" programs. In a typical securities lending program, clients or funds lend securities from their accounts/portfolios to approved broker-dealers against cash collateral. On behalf of the funds, the Firm seeks to balance the economic benefits of continuing to participate in an open securities lending transaction against the inability to vote proxies. On behalf of the Funds, the Firm will call loaned securities back to vote proxies, or to otherwise obtain rights to vote or consent with respect to a material event affecting securities on loan when the Advisor believes it is necessary to vote.

### Additional Information

#### **Certium clients:**

Certium follows different voting recommendations for different categories of clients such that votes cast on behalf of some clients may oppose votes cast on behalf of other clients. Extended summaries of the **Certium Asset Management LLC U.S. Domestic Proxy Policy** (applies to ERISA and non-ERISA accounts and funds,) **Taft**

**Hartley Proxy Policy** (which votes per the general guidelines put forth by the AFL-CIO), and **Global/International Proxy Policy** and voting records are available to clients upon request. (Complete copies are quite voluminous but are also available.) For this information, or to obtain information about specific voting issues, please contact Certium Asset Management LLC Attn: Proxy Voting Committee Administrator, 50 Hurt Plaza, 14<sup>th</sup> Floor, Atlanta, Georgia, 30303, by telephone at 404.827.6177, or via e-mail at: [PMP.operations@ridgeworth.com](mailto:PMP.operations@ridgeworth.com).

**RidgeWorth Funds shareholders:**

Although Certium may subadvise some or all of these funds, all proxy votes are conducted by the Funds' adviser, RidgeWorth Capital Management, Inc. Shareholders of the RidgeWorth Funds may access fund related proxy voting information by calling 1-888-(784-3863) or by visiting [www.ridgeworthfunds.com](http://www.ridgeworthfunds.com).

\* Management believes that it is in the best interest of shareholders not to vote in shareblocking markets and has instructed Glass Lewis to take no action on these proxies.