

Election and Resignation of Directors - [Majority Voting Policy]

In any election of Directors, the form of proxy shall provide the shareholders with the opportunity to vote for, or withhold their vote from, each nominee for Director.

In an uncontested election of Directors, any nominee who receives from the votes cast a greater number of votes “withheld” from his or her election than votes “for” his or her election shall promptly following the certification of the shareholder vote submit his or her resignation, to take effect upon acceptance by the Board.

The Governance Committee shall consider the offer of resignation and make a recommendation to the Board as to whether or not to accept it.

The Board shall act on the recommendation of the Governance Committee within 90 days of the certification of the shareholder vote. The Board shall immediately publicly disclose its decision whether to accept a Director’s offer of resignation in a press release disseminated in the same manner as press releases of material announcements of the Corporation.

The resigning Director(s) shall not participate in the Governance Committee or Board deliberations concerning his or her offer of resignation. Directors who are not independent shall not participate in the Board deliberations concerning an offer of resignation.

If a sufficient number of Directors receive “withheld” votes to prevent a quorum of the Board or the Board having a majority of Independent Directors, the offer of resignation of the number of Directors required to constitute a quorum and meet the independence requirements shall be refused. Resignations will be refused of the resigning Independent Directors who receive the greatest number of affirmative votes from the shareholders until there is a quorum of the Board and the independence requirements are met.

If a majority of the members of the Governance Committee fail to receive a majority of affirmative votes from the shareholders voting, a special committee of the members of the Governance Committee receiving a majority affirmative vote shall be formed to consider the offers of resignation of the Directors who failed to receive a majority of affirmative votes.

The Board may fill any vacancy among the Directors resulting from the acceptance of the offer of resignation of a Director who has failed to receive a majority affirmative vote of the shareholders.