

KAYNE ANDERSON PROXY VOTING GUIDELINES

INTRODUCTION

Kayne Anderson Capital Advisors, L.P. (including affiliated registered investment advisors, collectively “Kayne Anderson” or “We”) seek to vote proxies in the manner most likely to protect and promote the economic value of the securities held in client accounts. The following issue-specific guidelines (the “Guidelines”) are intended to summarize Kayne Anderson’s general philosophy and approach to certain corporate governance issues that most commonly arise in proxy voting. However, these Guidelines are not intended to limit the analysis of individual issues and we take great care to evaluate proxy voting matters on a case-by-case basis. There may be instances where we deviate from the Guidelines in order to protect the long-term interests of client accounts.

BOARDS AND DIRECTORS

The board of directors has a fiduciary obligation to shareholders and must ensure that management is acting in the best interest of the corporation’s long-term success. The board’s oversight responsibilities include corporate strategy, risk management, the company’s financial performance and that of management. In addition, the board should promote a culture of strong ethics and integrity.

Board Independence

Kayne Anderson believes that one of the most fundamental components of sound corporate governance is board independence. In our view, public companies should have a majority independent board. An independent board mitigates the potential for conflicts is aligned with the interests of shareholders. In addition, we believe the members of key committees, including audit, compensation and nominating/governance committees should composed exclusively of independent directors.

Independent Chair

Kayne Anderson is generally in favor of independent chairman. In the event of a combined Chairman/CEO role, we expect widely held companies to have a lead independent director. Lead independent directors should be empowered to work with the Chairman to set board agendas and to convene meetings of the independent directors.

SHAREHOLDER RIGHTS

One of the main principles of corporate governance are shareholder rights. We look to boards to protect this right and ensure that no actions are taken that would, in our view, diminish these rights.

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Right to Call a Special Meeting

Kayne Anderson believes that shareholders should have the ability to raise material issues without waiting for management to convene a meeting. In order to avoid abuse of this shareholder right, we encourage companies to establish reasonable thresholds regarding the percentage of outstanding stock that shareholders must hold to convene a special meeting.

Proxy Access

Kayne Anderson believes that long-term shareholders should have the opportunity to nominate directors and we support proposals with reasonable ownership threshold and duration requirements. We will generally support proposals that permit shareholders who hold no less than three percent of a company's voting shares for a minimum of three years to advance non-management board candidates that comprise no more than 20% of the total board.

COMPENSATION

Kayne Anderson believes that sound compensation practices underpin long-term performance for shareholders and we have a fiduciary responsibility to assess a board's oversight of compensation. We support compensation plans that align the economic interest of management with those of shareholders. We also believe compensation should be evaluated on both the components of the compensation, as well as related disclosure. Companies should provide detailed information regarding performance metrics that are linked to long-term performance and compensation should be appropriately indexed to industry peers. In instances where we believe that compensation is not directly aligned with shareholder interests, we will directly engage with management to share our viewpoint.

Say-On-Pay

We believe that companies should provide shareholders with the opportunity to provide feedback on compensation through "Say on Pay" Votes. When determining whether to approve an advisory vote on executive compensation, our decisions are based on the following considerations:

Executive Compensation Principles

1. **Alignment:** Executive compensation should primarily be tied to long-term financial performance that includes both financial and operational outcomes.
2. **Reasonableness:** Executive compensation should be based on an analysis of industry peers, with consideration for key differences in company size and operations. Compensation well above the industry median should be justified in terms of company outperformance.
3. **Transparency:** Details regarding executive compensation programs should be publicly available and clearly understandable for both investors and executives.

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Kayne Anderson supports proposals that we believe are aligned with our Executive Compensation principles above.

ENVIRONMENTAL AND SOCIAL ISSUES

We believe that all companies face material environmental and social risks, but to varying degrees. Proposals that address these issues should be assessed based on the degree to which these risks are being appropriately managed.

Climate Change

We generally prefer to directly engage management on climate change-related shareholder proposals.

When evaluating climate change proposals, we take into account the following considerations:

1. The company's governance of climate-related risks
2. The company's existing disclosure of climate-related risks
3. The company's climate risk performance

Sustainability Reporting

Kayne Anderson generally supports proposals that request boards and management to improve their disclosure of material environmental, social and governance risks. Such proposals should not be overly costly and burdensome.

Political Contributions

Kayne Anderson believes that companies may seek to influence public policy through political activities that are consistent with the company's values and long-term business strategies. However, we believe shareholders have the right to know if corporate funds are being utilized for lobbying activities and encourage transparency around this issue. Kayne Anderson supports proposals that request boards and managements to disclose political contributions.