

**APPENDIX A**

§240.14a-2 Solicitations to which §240.14a-3 to §240.14a-15 apply.

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(b) \* \* \*

(9) Paragraphs (b)(1) and (b)(3) of this section shall not be available to a person furnishing proxy voting advice covered by §240.14a-1(l)(1)(iii)(A) (“proxy voting advice business”) unless proxy voting advice business includes in its proxy voting advice or in an electronic medium used to deliver the proxy voting advice prominent disclosure of:

(i) Any information regarding an interest, transaction, or relationship of the proxy voting advice business (or its affiliates) that is material to assessing the objectivity of the proxy voting advice in light of the circumstances of the particular interest, transaction, or relationship; and

(ii) Any policies and procedures used to identify, as well as the steps taken to address, any such material conflicts of interest arising from such interest, transaction, or relationship

§ 240.14a-9 False or Misleading Statements.

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*Note.* The following are some examples of what, depending upon particular facts and circumstances, may be misleading within the meaning of this section:

\* \* \* \* \*