

BAMCO, Inc.
Baron Capital Management, Inc.

Proxy Voting Policies and Procedures

Baron Capital Management, Inc. and BAMCO, Inc. (each an “Adviser” and collectively referred to as the “Advisers” or as “we” below) have adopted the following proxy voting policies and procedures (the “Policies and Procedures”) in order to fulfill our fiduciary duty to vote client proxies in the best interest of our clients. The Policies and Procedures are intended to comply with the standards set forth in Rule 206(4)-6 under the Investment Advisers Act of 1940 and apply to client accounts for which we have authority to vote proxies.

In general, it is our policy in voting proxies to consider and vote each proposal with the objective of maximizing long-term investment returns for our clients. To ensure consistency in voting proxies on behalf of our clients, we utilize the guidelines set forth in Exhibit I (the “Proxy Voting Guidelines”). The Adviser reviews research provided by Institutional Shareholder Services (“ISS”), however, the Adviser does not vote proxies based on ISS’ recommendations.

The Advisers use guidelines that are reviewed quarterly by the Proxy Review Committee established by the Advisers. The Proxy Voting Committee addresses all questions relating to the Advisers’ Proxy Voting Guidelines, which may include:

1. a general review of proposals being put forth at shareholder meetings of portfolio companies;
2. adopting changes to the Proxy Voting Guidelines
3. determining whether matters present material conflicts of interest;
4. determining how to vote matters for which specific direction has not been provided in the Proxy Voting Guidelines (i.e., “case by case” matters); and
5. reviewing instances in which the Advisers have voted against the Proxy Voting Guidelines.

If a portfolio manager wishes to recommend voting a proxy contrary to the Proxy Voting Guidelines, he or his designee must provide the rationale for that decision to the Legal Department. The President and Chief Operations Officer will make the final decision with respect to how the matter will be voted.

In providing investment advisory services to our clients, we try to avoid material conflicts of interest. However, a material conflict of interest may arise in cases where:

- (i) we manage assets or administer employee benefit plans to companies whose management is soliciting proxies;
- (ii) we manage money for an employee group who is the proponent of a proxy proposal;
- (iii) we have a personal relationship with participants in a proxy solicitation or a director or candidate for director or one of our portfolio companies; or
- (iv) we otherwise have a personal interest in the outcome in a particular matter before shareholders.

The categories above are not exhaustive and the determination of whether a “material conflict” exists depends on all of the facts and circumstances of the particular situation. If it is determined that there is a potential material conflict of interest between the interests of the Advisers’ and the interests of a client, the Proxy Review Committee will review the matter and may either (i) request that the client consent to

the Advisers' vote, (ii) vote in accordance with the published recommendations of an independent proxy voting service or (iii) appoint an independent third party to vote.

While we acknowledge that, when the authority to vote proxies is delegated to us by our clients it is part of our fiduciary duty to our clients to vote client proxies, there may be cases in which the cost of doing so would exceed the expected benefits to the client. This may be particularly true in the case of non-U.S. securities. Voting proxies of non-US companies located in certain jurisdictions, particularly in emerging markets, may involve a number of logistical problems that may negatively affect the Adviser's ability to vote such proxies. Accordingly, the Advisers will not vote client proxies if the Advisers determine that the costs associated with a vote outweigh the benefits to the clients.

Client Disclosure

The Proxy Voting Policies and Procedures are available online at www.BaronFunds.com and www.BaronCapitalManagement.com.

Clients of Baron Capital Management, Inc. and sub-advisory clients of BAMCO, Inc. can obtain a report of how their respective proxies were voted by sending a written request to the Legal Department.

The proxy record for Baron Investment Funds Trust and Baron Select Funds (the "Baron Funds") for the most recent 12-month period ended June 30th is available online at www.BaronFunds.com and through the SEC's website on Form N-PX. The Legal Department will file Form N-PX with the SEC no later than August 31st for each year ended June 30th. BAMCO, Inc., the adviser to the Baron Funds, will provide a quarterly proxy voting report to the Board of Trustees of the Baron Funds.

Exhibit I

Proxy Voting Guidelines

A. Board of Directors

- **Election of Directors**
 - We generally support management’s nominees for Directors.
 - We generally support proposals requiring a majority vote for the election of Directors.
- **Majority Independent Board**
 - We generally support the requirement that at least 51% of the company’s board members be comprised of independent Directors.¹
 - For controlled companies, notwithstanding whether their board composition complies with NYSE standards,² we generally oppose the election of a Director who is not independent unless at least 51% of the company’s board is comprised of independent Directors.
- **Committee Service**
 - We generally support the requirement that at least 51% of members of the company’s compensation committee, and 100% of members of the company’s nominating and audit committees, be comprised of independent Directors.
- **Director Tenure/Retirement Age**
 - We generally support recommendations to set retirement ages of Directors.
 - We generally oppose shareholder proposals which limit tenure of Directors.
- **Stock Ownership Requirement**
 - We generally support recommendations that require reasonable levels of stock ownership of Directors.
 - We generally oppose shareholder proposals requiring Directors to own a minimum amount of company stock in order to qualify as a Director or to remain on the board.

¹ According to the NYSE and NASDAQ independence standards, a Director will be deemed independent if the board affirmatively attests that he or she has no relationship with the company that would interfere with the Director’s exercise of independent judgment or in carrying out the responsibilities of a director. Certain types of relationships will preclude a finding of independence by the board. Such relationships include: Directors (or those with family members) who are former employees of the company or its auditor; have commercial, advisory or, in the case of NASDAQ, charitable ties with the company; or have interlocking compensation committees. Such relationships carry a three-year cooling-off, or look-back, period beginning on the date the relationship ends. The Adviser has adopted a policy which assumes director independence after a three-year cooling-off period.

² The NYSE has defined a controlled company as “a company of which more than 50% of the voting power is held by an individual, a group or another company.” A controlled company does not need to have a majority of independent directors on its board nor have nominating and compensation committees composed of independent directors. However, these companies must have a minimum three-person audit committee composed entirely of independent directors.

- **Cumulative Voting**
 - We generally support any proposal to eliminate cumulative voting.
- **Classification of Boards**
 - We generally oppose efforts to adopt classified board structures.
 - We generally support shareholder proposals which attempt to declassify boards.
- **Directors' Liability and/or Indemnification of Directors**
 - We examine on a case-by-case basis proposals to limit Directors' liability and/or broaden indemnification of Directors.
- **Separation of Chairman and CEO Positions**
 - We generally oppose proposals requiring separate Chairman and CEO positions.
- **Hedging / Pledging of Securities**
 - We generally support shareholder proposals which ask for full disclosure of the policies of a company regarding pledging and/or hedging of company stock by executives and Directors.
 - We examine management's nominees for Directors on a case-by-case basis if it is determined that significant pledging and/or hedging of company stock in the aggregate by the officers and directors of a company has occurred, and the board or relevant committee has failed to adequately oversee this risk.
- **Proxy Access**
 - We generally oppose management and shareholder proposals to adopt proxy access.

B. Auditors

- **Approval of Auditors**
 - We generally support the approval of auditors and financial statements.
- **Indemnification of Auditors**
 - We generally oppose proposals to indemnify auditors.

C. Takeover Defenses and Shareholder Rights

- **Supermajority Voting Requirements**
 - We generally support any proposal to reduce or eliminate existing supermajority vote.
 - We generally oppose amendments to bylaws that would require a supermajority shareholder vote to pass or repeal certain provisions.
- **Anti-greenmail Provisions**
 - We generally support the adoption of anti-greenmail provisions provided that the proposal:
 - i. Defines greenmail;
 - ii. Prohibits buyback offers to large block holders not made to all shareholders or not approved by disinterested shareholders; and

- iii. Contains no anti-takeover measures or other provisions restricting the rights of shareholders.
- o We generally support shareholder proposals prohibiting the payment of greenmail.
- **Shareholder Rights Plans**
 - o We generally support proposals requiring shareholder ratification of poison pills.
 - o We generally oppose proposals to adopt poison pills or shareholders rights plans which allow appropriate offers to shareholders to be blocked by the board or trigger provisions which prevent legitimate offers from proceeding.
 - o We examine on a case-by-case basis proposals to amend terms of poison pills/shareholder rights agreements or similar documents that will affect the rights of shareholders.
 - o We examine on a case-by-case basis shareholder proposals requiring shareholder approval for shareholder rights plans or poison pills.
 - o We generally oppose anti-takeover and related provision that serve to prevent the majority of shareholders from exercising their rights or effectively deter the appropriate tender offers and other offers.
- **“Blank Check” Preferred Stock**
 - o We generally oppose proposals relating to the creation of blank check preferred stock.

D. Changes in Legal and Capital Structure

- **We generally support the following:**
 - o Capitalization changes which eliminate other classes of stock and voting rights.
 - o Proposals to increase the authorization of existing classes of stock if:
 - i. A clear and legitimate business purpose is stated; and
 - ii. The number of shares requested is reasonable in relation to the purpose for which authorization is requested.
 - o Proposals for share repurchase plans, unless it appears that a repurchase plan lacks a bona fide business purpose.
 - o Proposals to affect stock splits, unless such a split would be contrary to shareholders’ best interests.
 - o Proposals to affect reverse stock splits, if management proportionately reduces the authorized share amount set forth in the corporate charter. Reverse stock splits that do not adjust proportionately to the authorized share amount will generally be approved if the resulting increase in authorized shares coincides with the guidelines set forth herein for common stock increases.
 - o Proposals to eliminate preemptive rights.
- **We generally oppose the following, (taking into account the company-specific circumstances of each proposal):**
 - o Capitalization changes which add classes of stock which may significantly dilute the voting interests of existing shareholders.

- Proposals to increase the authorized number of shares of existing classes of stock which carry preemptive rights or super voting rights.
- Proposals relating to changes in capitalization by 2% or more, where management does not offer an appropriate rationale or where it is contrary to the best interests of existing shareholders.
- **We examine on a case-by-case basis:**
 - Proposals to create a new class of preferred stock or for issuance of preferred stock up to 5% of issued capital, unless the terms of the preferred stock would adversely affect the rights of existing shareholders, in which case we are opposed.
 - Proposals to reduce the number of authorized shares of common or preferred stock, or to eliminate classes of preferred stock, provided such proposals have a legitimate business purpose.
 - Proposals to change covenants or other terms in connection with financing or debt issuances.

E. Executive and Director Compensation

- **We generally support the following:**
 - Director fees, unless the amounts are excessive relative to other companies in the country or industry.
 - Proposals containing double-trigger change-in-control provisions in non-salary compensation plans, employment contracts, and severance agreements.
 - Employee stock purchase plans that permit discounts up to 15%, but only for grants that are part of a broad based employee plan, including all non-executive employees, are fair, reasonable, and in the best interest of shareholders.
 - Establishment of Employee Stock Option Plans and other employee ownership plans.
 - Stock Option Plans that allow a company to receive a business expense deduction due to favorable tax treatment attributable to Section 162(m) of the Internal Revenue Code.
 - Executive/Director stock option plans. Generally, the stock option plans should meet the following criteria:
 - i. the stock option plan should be incentive based;
 - ii. the total number of shares reserved under all of a company's plans is reasonable and not excessively dilutive;
 - iii. provides for a minimum stock purchase price that is equal or greater than 85% of the stock's fair market value;
 - iv. have no repricing provisions; and
 - v. any other relevant factors.
 - Non-employee Director stock option plans. Generally, the stock option plans should meet the following criteria:
 - i. the stock option plan should be incentive based;
 - ii. the total number of shares reserved under all of a company's plans is reasonable and not excessively dilutive;

- iii. provides for a minimum stock purchase price that is equal or greater than 85% of the stock's fair market value;
 - iv. have no repricing provisions; and
 - v. any other relevant factors.
- **We generally oppose the following, (taking into account the company-specific circumstances of each proposal):**
 - Compensation proposals that allow for discounted stock options that have not been offered to employees in general.
 - Executive compensation plans that are excessive relative to other companies in the industry.
 - Executive compensation plans that provide for excise tax gross-up payments for perquisites and in the event of a change in control.
 - Proposals which require shareholder approval of golden parachutes.
 - Proposals limiting executive compensation with regard to “pay-for-superior performance” stock option plans, employee stock purchase plans, and non-employee director stock option plans.
 - Proposals containing single-trigger change-in-control provisions in non-salary compensation plans, employment contracts, and severance agreements.
- **We examine on a case-by-case basis:**
 - Proposals containing change-in-control provisions in non-salary compensation plans, employment contracts, and severance agreements that are monitored by an independent (100%) committee/group.
 - Advisory proposals requesting shareholder approval of executive compensation (management say on pay, or “MSOP”, proposals).
 - Bundled advisory proposals requesting shareholder approval of executive compensation (MSOP) and severance packages in connection with merger/acquisition proposals.
 - Advisory proposals requesting shareholder input on the frequency of MSOP voting.
 - Advisory proposals seeking shareholder approval of severance packages in connection with merger/acquisition proposals.
 - Shareholder proposals seeking to limit golden parachutes.
 - Shareholder proposals which limit retirement benefits or executive compensation.
 - Limiting benefits under supplemental executive retirement plans.

F. Corporate Transactions

- **We examine on a case-by-case basis:**
 - Proposals related to mergers, acquisitions and other special corporate transactions (i.e., takeovers, spin-offs, sales of assets, reorganizations, restructurings and recapitalizations).

G. Routine Business Items

- **We generally support proposals on the following routine business items:**
 - General updating/corrective and technical amendments to the charter.
- **We examine on a case-by-case basis:**
 - Shareholder proposals requiring shareholder approval for Bylaw or charter amendments.
 - Shareholder proposals that request the company amend their bylaws and each appropriate governing document to give a shareholder or group of shareholders who own a specified percentage of the outstanding shares the right to call a special meeting of shareholders.

H. Proposals Relating to Conduct of Meetings

- **We examine on a case-by-case basis:**
 - Proposals to eliminate/restrict the right to act by written consent.
 - Proposals to eliminate/restrict the right to call a special meeting of shareholders.
- **We generally support the following:**
 - Proposals related to the conduct of the annual meeting, except those proposals that relate to the “transaction of such other business that may come before the meeting.”
- **We generally oppose the following proposals:**
 - “Other Business” proposals that allow shareholders to raise and discuss other issues at the meeting. As the content of these issues cannot be known prior to the meeting, the Advisers are unable to make an informed decision.

I. Other

- **We generally oppose the following proposals:**
 - Requirements that the issuer prepare reports that are costly to provide or that would require duplicative efforts or expenditures that are of a non-business nature or would provide no pertinent information from the perspective of institutional shareholders.
 - Restrictions related to social, political or special interest issues that impact the ability of the company to do business or be competitive and that have a significant financial or best interest impact to the shareholders.
 - Proposals that require inappropriate endorsements or corporate actions.