

PROXY INSTRUCTIONS FOR WESTERN VARIABLE RATE STRATEGIC FUND INC. (GFY)

Record date: March 9, 2020

Meeting Date: June 5, 2020

MANAGEMENT’S DEF 14A:

<https://www.sec.gov/Archives/edgar/data/830487/000119312520109097/d899929ddef14a.htm>

Note: Bulldog Investors, LLC, the investment advisor for Special Opportunities Fund, Inc., intends to vote all other proxies for which it has discretionary voting authority against Proposal 1, and not to vote on Proposal 2.

My (our) proxy voting instructions are as follows:

(INSTRUCTIONS: Mark voting instructions by placing an “x” in the appropriate [].)

1. TO APPROVE A NEW INVESTMENT ADVISORY AGREEMENT WITH LEGG MASON PARTNERS FUND ADVISOR, LLC.

FOR []

AGAINST []

ABSTAIN []

2. TO APPROVE NEW SUBADVISORY AGREEMENTS WITH WESTERN ASSET MANAGEMENT COMPANY, LLC, WESTERN ASSET MANAGEMENT COMPANY LIMITED, AND WESTERN ASSET MANAGEMENT COMPANY PTE. LTD.

FOR []

AGAINST []

ABSTAIN []

NO VOTE []

I certify that as of the above record date, I beneficially owned (or had voting authority for) _____ common and _____ convertible preferred shares of Special Opportunities Fund, Inc.

Name(s)/Signature(s)

Date

Phone Number

email

*Please complete, sign, and date this form and submit it no later than May 29, 2020 by email to proxyinstructions@bulldoginvestors.com or by fax to (201) 556-0097.