

DIVIDEND & INCOME FUND  
Form N-PX  
August 02, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-08747

Dividend and Income Fund  
(Exact name of registrant as specified in charter)

11 Hanover Square, 12th Floor, New York, NY 10005  
(Address of principal executive offices) (Zip code)

Russell Kamerman, Esq.  
Dividend and Income Fund  
11 Hanover Square, 12th Floor  
New York, NY 10005  
(Name and address of agent for service)

Registrant's telephone number, including area code: 1-212-785-0900

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2017 - 06/30/2018

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.



Item 1. Proxy Voting Record

ICA File Number: 811-08747

Registrant Name: Dividend and Income Fund

Reporting Period: 07/01/2017 - 06/30/2018

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Dividend and Income Fund

| ACCENTURE PLC<br>Meeting Date: FEB 07, 2018<br>Record Date: DEC 11, 2017<br>Meeting Type: ANNUAL |                                                                                                          |             |                           |           |
|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|-------------|---------------------------|-----------|
| Ticker: ACN<br>Security ID: G1151C101                                                            |                                                                                                          |             |                           |           |
| Proposal No                                                                                      | Proposal                                                                                                 | Proposed By | Management Recommendation | Vote Cast |
| 1a                                                                                               | Elect Director Jaime Ardila                                                                              | Management  | For                       | For       |
| 1b                                                                                               | Elect Director Charles H. Giancarlo                                                                      | Management  | For                       | For       |
| 1c                                                                                               | Elect Director Herbert Hainer                                                                            | Management  | For                       | For       |
| 1d                                                                                               | Elect Director Marjorie Magner                                                                           | Management  | For                       | For       |
| 1e                                                                                               | Elect Director Nancy McKinstry                                                                           | Management  | For                       | For       |
| 1f                                                                                               | Elect Director Pierre Nanterme                                                                           | Management  | For                       | For       |
| 1g                                                                                               | Elect Director Gilles C. Pelisson                                                                        | Management  | For                       | For       |
| 1h                                                                                               | Elect Director Paula A. Price                                                                            | Management  | For                       | For       |
| 1i                                                                                               | Elect Director Arun Sarin                                                                                | Management  | For                       | For       |
| 1j                                                                                               | Elect Director Frank K. Tang                                                                             | Management  | For                       | For       |
| 1k                                                                                               | Elect Director Tracey T. Travis                                                                          | Management  | For                       | For       |
| 2                                                                                                | Advisory Vote to Ratify Named Executive Officers' Compensation                                           | Management  | For                       | For       |
| 3                                                                                                | Amend Omnibus Stock Plan                                                                                 | Management  | For                       | For       |
| 4                                                                                                | Approve KPMG LLP as Auditors and Authorize Board to Fix Their Remuneration                               | Management  | For                       | For       |
| 5                                                                                                | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights                          | Management  | For                       | For       |
| 6                                                                                                | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights                       | Management  | For                       | For       |
| 7                                                                                                | Determine the Price Range at which Accenture Plc can Re-issue Shares that it Acquires as Treasury Stock  | Management  | For                       | For       |
| 8                                                                                                | Approve Merger Agreement                                                                                 | Management  | For                       | For       |
| 9                                                                                                | Amend Articles of Association to No Longer Require Shareholder Approval of Certain Internal Transactions | Management  | For                       | For       |
| ALASKA AIR GROUP, INC.<br>Meeting Date: MAY 03, 2018<br>Record Date: MAR 09, 2018                |                                                                                                          |             |                           |           |

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| Meeting Type: ANNUAL                  |                                                                |             |                           |           |
|---------------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Ticker: ALK<br>Security ID: 011659109 |                                                                |             |                           |           |
| Proposal No                           | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                                    | Elect Director Patricia M. Bedient                             | Management  | For                       | For       |
| 1b                                    | Elect Director James A. Beer                                   | Management  | For                       | For       |
| 1c                                    | Elect Director Marion C. Blakey                                | Management  | For                       | For       |
| 1d                                    | Elect Director Phyllis J. Campbell                             | Management  | For                       | For       |
| 1e                                    | Elect Director Raymond L. Conner                               | Management  | For                       | For       |
| 1f                                    | Elect Director Dhiren R. Fonseca                               | Management  | For                       | For       |
| 1g                                    | Elect Director Susan J. Li                                     | Management  | For                       | For       |
| 1h                                    | Elect Director Helvi K. Sandvik                                | Management  | For                       | For       |
| 1i                                    | Elect Director J. Kenneth Thompson                             | Management  | For                       | For       |
| 1j                                    | Elect Director Bradley D. Tilden                               | Management  | For                       | For       |
| 1k                                    | Elect Director Eric K. Yeaman                                  | Management  | For                       | For       |
| 2                                     | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3                                     | Ratify KPMG LLP as Auditors                                    | Management  | For                       | For       |
| 4                                     | Amend Proxy Access Right                                       | Shareholder | Against                   | For       |

ALLEGIANT TRAVEL COMPANY

Meeting Date: JUN 28, 2018

Record Date: APR 30, 2018

Meeting Type: ANNUAL

Ticker: ALGT

Security ID: 01748X102

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1A          | Elect Director Maurice J. Gallagher, Jr.                       | Management  | For                       | For       |
| 1B          | Elect Director Montie Brewer                                   | Management  | For                       | For       |
| 1C          | Elect Director Gary Ellmer                                     | Management  | For                       | For       |
| 1D          | Elect Director Linda A. Marvin                                 | Management  | For                       | For       |
| 1E          | Elect Director Charles W. Pollard                              | Management  | For                       | For       |
| 1F          | Elect Director John Redmond                                    | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3           | Ratify KPMG LLP as Auditors                                    | Management  | For                       | For       |
| 4           | Adopt Proxy Access Right                                       | Shareholder | Against                   | For       |

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| AMERICAN EXPRESS COMPANY   |                                                                |             |                           |           |
|----------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Meeting Date: MAY 07, 2018 |                                                                |             |                           |           |
| Record Date: MAR 09, 2018  |                                                                |             |                           |           |
| Meeting Type: ANNUAL       |                                                                |             |                           |           |
| Ticker: AXP                |                                                                |             |                           |           |
| Security ID: 025816109     |                                                                |             |                           |           |
| Proposal No                | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                         | Elect Director Charlene Barshefsky                             | Management  | For                       | For       |
| 1b                         | Elect Director John J. Brennan                                 | Management  | For                       | For       |
| 1c                         | Elect Director Peter Chernin                                   | Management  | For                       | For       |
| 1d                         | Elect Director Ralph de la Vega                                | Management  | For                       | For       |
| 1e                         | Elect Director Anne L. Lauvergeon                              | Management  | For                       | For       |
| 1f                         | Elect Director Michael O. Leavitt                              | Management  | For                       | For       |
| 1g                         | Elect Director Theodore J. Leonsis                             | Management  | For                       | For       |
| 1h                         | Elect Director Richard C. Levin                                | Management  | For                       | For       |
| 1i                         | Elect Director Samuel J. Palmisano                             | Management  | For                       | For       |
| 1j                         | Elect Director Stephen J. Squeri                               | Management  | For                       | For       |
| 1k                         | Elect Director Daniel L. Vasella                               | Management  | For                       | For       |
| 1l                         | Elect Director Ronald A. Williams                              | Management  | For                       | For       |
| 1m                         | Elect Director Christopher D. Young                            | Management  | For                       | For       |
| 2                          | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For                       | For       |
| 3                          | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | Against   |
| 4                          | Provide Right to Act by Written Consent                        | Shareholder | Against                   | For       |
| 5                          | Require Independent Board Chairman                             | Shareholder | Against                   | For       |
| AMERIPRISE FINANCIAL, INC. |                                                                |             |                           |           |
| Meeting Date: APR 25, 2018 |                                                                |             |                           |           |
| Record Date: FEB 28, 2018  |                                                                |             |                           |           |
| Meeting Type: ANNUAL       |                                                                |             |                           |           |
| Ticker: AMP                |                                                                |             |                           |           |
| Security ID: 03076C106     |                                                                |             |                           |           |
| Proposal No                | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                         | Elect Director James M. Cracchiolo                             | Management  | For                       | For       |
| 1b                         | Elect Director Dianne Neal Blixt                               | Management  | For                       | For       |
| 1c                         | Elect Director Amy DiGeso                                      | Management  | For                       | For       |
| 1d                         | Elect Director Lon R. Greenberg                                | Management  | For                       | For       |

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|    |                                                                |             |         |         |
|----|----------------------------------------------------------------|-------------|---------|---------|
| 1e | Elect Director Jeffrey Noddle                                  | Management  | For     | For     |
| 1f | Elect Director Robert F. Sharpe, Jr.                           | Management  | For     | For     |
| 1g | Elect Director Christopher J. Williams                         | Management  | For     | For     |
| 1h | Elect Director W. Edward Walter                                | Management  | For     | For     |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For     | Against |
| 3  | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For     | For     |
| 4  | Report on Political Contributions and Expenditures             | Shareholder | Against | For     |

AMERISOURCEBERGEN CORPORATION

Meeting Date: MAR 01, 2018

Record Date: JAN 02, 2018

Meeting Type: ANNUAL

Ticker: ABC

Security ID: 03073E105

| <b>Proposal No</b> | <b>Proposal</b>                                                     | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|---------------------------------------------------------------------|--------------------|----------------------------------|------------------|
| 1.1                | Elect Director Ornella Barra                                        | Management         | For                              | Against          |
| 1.2                | Elect Director Steven H. Collis                                     | Management         | For                              | For              |
| 1.3                | Elect Director Douglas R. Conant                                    | Management         | For                              | For              |
| 1.4                | Elect Director D. Mark Durcan                                       | Management         | For                              | For              |
| 1.5                | Elect Director Richard W. Gochnauer                                 | Management         | For                              | For              |
| 1.6                | Elect Director Lon R. Greenberg                                     | Management         | For                              | For              |
| 1.7                | Elect Director Jane E. Henney                                       | Management         | For                              | For              |
| 1.8                | Elect Director Kathleen W. Hyle                                     | Management         | For                              | For              |
| 1.9                | Elect Director Michael J. Long                                      | Management         | For                              | For              |
| 1.10               | Elect Director Henry W. McGee                                       | Management         | For                              | For              |
| 2                  | Ratify Ernst & Young LLP as Auditors                                | Management         | For                              | For              |
| 3                  | Advisory Vote to Ratify Named Executive Officers' Compensation      | Management         | For                              | For              |
| 4                  | Amend Qualified Employee Stock Purchase Plan                        | Management         | For                              | For              |
| 5                  | Require Independent Board Chairman                                  | Shareholder        | Against                          | For              |
| 6                  | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Shareholder        | Against                          | For              |
| 7                  | Clawback of Incentive Payments                                      | Shareholder        | Against                          | For              |
| 8                  | Report on Governance Measures Implemented Related to Opioids        | Shareholder        | Against                          | For              |

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| <p>AMGEN INC.<br/>                     Meeting Date: MAY 22, 2018<br/>                     Record Date: MAR 23, 2018<br/>                     Meeting Type: ANNUAL</p>               |                                                                                        |                    |                                  |                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|--------------------|----------------------------------|------------------|
| <p>Ticker: AMGN<br/>                     Security ID: 031162100</p>                                                                                                                  |                                                                                        |                    |                                  |                  |
| <b>Proposal No</b>                                                                                                                                                                   | <b>Proposal</b>                                                                        | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
| 1.1                                                                                                                                                                                  | Elect Director Wanda M. Austin                                                         | Management         | For                              | For              |
| 1.2                                                                                                                                                                                  | Elect Director Robert A. Bradway                                                       | Management         | For                              | For              |
| 1.3                                                                                                                                                                                  | Elect Director Brian J. Druker                                                         | Management         | For                              | For              |
| 1.4                                                                                                                                                                                  | Elect Director Robert A. Eckert                                                        | Management         | For                              | For              |
| 1.5                                                                                                                                                                                  | Elect Director Greg C. Garland                                                         | Management         | For                              | For              |
| 1.6                                                                                                                                                                                  | Elect Director Fred Hassan                                                             | Management         | For                              | For              |
| 1.7                                                                                                                                                                                  | Elect Director Rebecca M. Henderson                                                    | Management         | For                              | For              |
| 1.8                                                                                                                                                                                  | Elect Director Frank C. Herring                                                        | Management         | For                              | For              |
| 1.9                                                                                                                                                                                  | Elect Director Charles M. Holley, Jr.                                                  | Management         | For                              | For              |
| 1.10                                                                                                                                                                                 | Elect Director Tyler Jacks                                                             | Management         | For                              | For              |
| 1.11                                                                                                                                                                                 | Elect Director Ellen J. Kullman                                                        | Management         | For                              | For              |
| 1.12                                                                                                                                                                                 | Elect Director Ronald D. Sugar                                                         | Management         | For                              | For              |
| 1.13                                                                                                                                                                                 | Elect Director R. Sanders Williams                                                     | Management         | For                              | For              |
| 2                                                                                                                                                                                    | Advisory Vote to Ratify Named Executive Officers' Compensation                         | Management         | For                              | For              |
| 3                                                                                                                                                                                    | Ratify Ernst & Young LLP as Auditors                                                   | Management         | For                              | For              |
| 4                                                                                                                                                                                    | Report on Integrating Risks Related to Drug Pricing into Senior Executive Compensation | Shareholder        | Against                          | For              |
| <p>APOGEE ENTERPRISES, INC.<br/>                     Meeting Date: JUN 28, 2018<br/>                     Record Date: MAY 04, 2018<br/>                     Meeting Type: ANNUAL</p> |                                                                                        |                    |                                  |                  |
| <p>Ticker: APOG<br/>                     Security ID: 037598109</p>                                                                                                                  |                                                                                        |                    |                                  |                  |
| <b>Proposal No</b>                                                                                                                                                                   | <b>Proposal</b>                                                                        | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
| 1.1                                                                                                                                                                                  | Elect Director Bernard P. Aldrich                                                      | Management         | For                              | For              |
| 1.2                                                                                                                                                                                  | Elect Director Herbert K. Parker                                                       | Management         | For                              | For              |
| 1.3                                                                                                                                                                                  | Elect Director Joseph F. Puishys                                                       | Management         | For                              | For              |
| 2                                                                                                                                                                                    | Elect Director Lloyd E. Johnson                                                        | Management         | For                              | For              |
| 3                                                                                                                                                                                    |                                                                                        | Management         | For                              | For              |



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|   |                                                                |            |     |     |
|---|----------------------------------------------------------------|------------|-----|-----|
|   | Advisory Vote to Ratify Named Executive Officers' Compensation |            |     |     |
| 4 | Ratify Deloitte & Touche LLP as Auditors                       | Management | For | For |

APPLE INC.

Meeting Date: FEB 13, 2018

Record Date: DEC 15, 2017

Meeting Type: ANNUAL

Ticker: AAPL

Security ID: 037833100

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director James Bell                                      | Management  | For                       | For       |
| 1b          | Elect Director Tim Cook                                        | Management  | For                       | For       |
| 1c          | Elect Director Al Gore                                         | Management  | For                       | For       |
| 1d          | Elect Director Bob Iger                                        | Management  | For                       | For       |
| 1e          | Elect Director Andrea Jung                                     | Management  | For                       | For       |
| 1f          | Elect Director Art Levinson                                    | Management  | For                       | For       |
| 1g          | Elect Director Ron Sugar                                       | Management  | For                       | For       |
| 1h          | Elect Director Sue Wagner                                      | Management  | For                       | For       |
| 2           | Ratify Ernst & Young LLP as Auditors                           | Management  | For                       | For       |
| 3           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 4           | Amend Non-Employee Director Omnibus Stock Plan                 | Management  | For                       | For       |
| 5           | Proxy Access Amendments                                        | Shareholder | Against                   | For       |
| 6           | Establish Human Rights Committee                               | Shareholder | Against                   | Against   |

ASSURED GUARANTY LTD.

Meeting Date: MAY 02, 2018

Record Date: MAR 08, 2018

Meeting Type: ANNUAL

Ticker: AGO

Security ID: G0585R106

| Proposal No | Proposal                            | Proposed By | Management Recommendation | Vote Cast |
|-------------|-------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director Francisco L. Borges  | Management  | For                       | For       |
| 1b          | Elect Director G. Lawrence Buhl     | Management  | For                       | For       |
| 1c          | Elect Director Dominic J. Frederico | Management  | For                       | For       |
| 1d          | Elect Director Bonnie L. Howard     | Management  | For                       | For       |

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|     |                                                                                              |            |     |         |
|-----|----------------------------------------------------------------------------------------------|------------|-----|---------|
| 1e  | Elect Director Thomas W. Jones                                                               | Management | For | For     |
| 1f  | Elect Director Patrick W. Kenny                                                              | Management | For | For     |
| 1g  | Elect Director Alan J. Kreczko                                                               | Management | For | For     |
| 1h  | Elect Director Simon W. Leathes                                                              | Management | For | For     |
| 1i  | Elect Director Michael T. O'Kane                                                             | Management | For | For     |
| 1j  | Elect Director Yukiko Omura                                                                  | Management | For | For     |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation                               | Management | For | Against |
| 3   | Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration | Management | For | For     |
| 4aa | Elect Howard W. Albert as Director of Assured Guaranty Re Ltd                                | Management | For | For     |
| 4ab | Elect Robert A. Bailenson as Director of Assured Guaranty Re Ltd                             | Management | For | For     |
| 4ac | Elect Russell B. Brewer, II as Director of Assured Guaranty Re Ltd                           | Management | For | For     |
| 4ad | Elect Gary Burnet as Director of Assured Guaranty Re Ltd                                     | Management | For | For     |
| 4ae | Elect Ling Chow as Director of Assured Guaranty Re Ltd                                       | Management | For | For     |
| 4af | Elect Stephen Donnarumma as Director of Assured Guaranty Re Ltd                              | Management | For | For     |
| 4ag | Elect Dominic J. Frederico as Director of Assured Guaranty Re Ltd                            | Management | For | For     |
| 4ah | Elect Walter A. Scott as Director of Assured Guaranty Re Ltd                                 | Management | For | For     |
| 4B  | Ratify PricewaterhouseCoopers LLP as AG Re's as Auditors                                     | Management | For | For     |

AT&T INC.  
 Meeting Date: APR 27, 2018  
 Record Date: FEB 27, 2018  
 Meeting Type: ANNUAL

Ticker: T  
 Security ID: 00206R102

| Proposal No | Proposal                                | Proposed By | Management Recommendation | Vote Cast |
|-------------|-----------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Randall L. Stephenson    | Management  | For                       | For       |
| 1.2         | Elect Director Samuel A. Di Piazza, Jr. | Management  | For                       | For       |
| 1.3         | Elect Director Richard W. Fisher        | Management  | For                       | For       |
| 1.4         | Elect Director Scott T. Ford            | Management  | For                       | For       |

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|      |                                                                |             |         |     |
|------|----------------------------------------------------------------|-------------|---------|-----|
| 1.5  | Elect Director Glenn H. Hutchins                               | Management  | For     | For |
| 1.6  | Elect Director William E. Kennard                              | Management  | For     | For |
| 1.7  | Elect Director Michael B. McCallister                          | Management  | For     | For |
| 1.8  | Elect Director Beth E. Mooney                                  | Management  | For     | For |
| 1.9  | Elect Director Joyce M. Roche                                  | Management  | For     | For |
| 1.10 | Elect Director Matthew K. Rose                                 | Management  | For     | For |
| 1.11 | Elect Director Cynthia B. Taylor                               | Management  | For     | For |
| 1.12 | Elect Director Laura D'Andrea Tyson                            | Management  | For     | For |
| 1.13 | Elect Director Geoffrey Y. Yang                                | Management  | For     | For |
| 2    | Ratify Ernst & Young LLP as Auditors                           | Management  | For     | For |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For     | For |
| 4    | Amend Stock Purchase and Deferral Plan                         | Management  | For     | For |
| 5    | Approve Omnibus Stock Plan                                     | Management  | For     | For |
| 6    | Report on Lobbying Payments and Policy                         | Shareholder | Against | For |
| 7    | Amend Proxy Access Right                                       | Shareholder | Against | For |
| 8    | Require Independent Board Chairman                             | Shareholder | Against | For |
| 9    | Provide Right to Act by Written Consent                        | Shareholder | Against | For |

CAPITAL ONE FINANCIAL CORPORATION

Meeting Date: MAY 03, 2018

Record Date: MAR 06, 2018

Meeting Type: ANNUAL

Ticker: COF

Security ID: 14040H105

| <b>Proposal No</b> | <b>Proposal</b>                         | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|-----------------------------------------|--------------------|----------------------------------|------------------|
| 1A                 | Elect Director Richard D. Fairbank      | Management         | For                              | For              |
| 1B                 | Elect Director Aparna Chennapragada     | Management         | For                              | For              |
| 1C                 | Elect Director Ann Fritz Hackett        | Management         | For                              | For              |
| 1D                 | Elect Director Lewis Hay, III           | Management         | For                              | For              |
| 1E                 | Elect Director Benjamin P. Jenkins, III | Management         | For                              | For              |
| 1F                 | Elect Director Peter Thomas Killalea    | Management         | For                              | For              |
| 1G                 | Elect Director Pierre E. Leroy          | Management         | For                              | For              |
| 1H                 | Elect Director Peter E. Raskind         | Management         | For                              | For              |
| 1I                 | Elect Director Mayo A. Shattuck, III    | Management         | For                              | For              |
| 1J                 | Elect Director Bradford H. Warner       | Management         | For                              | For              |
| 1K                 | Elect Director Catherine G. West        | Management         | For                              | For              |

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|   |                                                                              |            |     |         |
|---|------------------------------------------------------------------------------|------------|-----|---------|
| 2 | Ratify Ernst & Young LLP as Auditors                                         | Management | For | For     |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation               | Management | For | For     |
| 4 | Ratify Existing Ownership Threshold for Shareholders to Call Special Meeting | Management | For | Against |

CARDINAL HEALTH, INC.  
 Meeting Date: NOV 08, 2017  
 Record Date: SEP 11, 2017  
 Meeting Type: ANNUAL

Ticker: CAH  
 Security ID: 14149Y108

| Proposal No | Proposal                                                               | Proposed By | Management Recommendation | Vote Cast |
|-------------|------------------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director David J. Anderson                                       | Management  | For                       | For       |
| 1.2         | Elect Director Colleen F. Arnold                                       | Management  | For                       | For       |
| 1.3         | Elect Director George S. Barrett                                       | Management  | For                       | For       |
| 1.4         | Elect Director Carrie S. Cox                                           | Management  | For                       | For       |
| 1.5         | Elect Director Calvin Darden                                           | Management  | For                       | For       |
| 1.6         | Elect Director Bruce L. Downey                                         | Management  | For                       | For       |
| 1.7         | Elect Director Patricia A. Hemingway Hall                              | Management  | For                       | For       |
| 1.8         | Elect Director Clayton M. Jones                                        | Management  | For                       | For       |
| 1.9         | Elect Director Gregory B. Kenny                                        | Management  | For                       | For       |
| 1.10        | Elect Director Nancy Killefer                                          | Management  | For                       | For       |
| 1.11        | Elect Director David P. King                                           | Management  | For                       | For       |
| 2           | Ratify Ernst & Young LLP as Auditors                                   | Management  | For                       | For       |
| 3           | Advisory Vote to Ratify Named Executive Officers' Compensation         | Management  | For                       | For       |
| 4           | Advisory Vote on Say on Pay Frequency                                  | Management  | One Year                  | One Year  |
| 5           | Require Independent Board Chairman                                     | Shareholder | Against                   | For       |
| 6           | Provide For Confidential Running Vote Tallies On Executive Pay Matters | Shareholder | Against                   | Against   |

CARTER'S, INC.  
 Meeting Date: MAY 17, 2018  
 Record Date: MAR 26, 2018  
 Meeting Type: ANNUAL

Ticker: CRI  
 Security ID: 146229109

|  | Proposal | Proposed By |  |  |
|--|----------|-------------|--|--|
|--|----------|-------------|--|--|

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| <b>Proposal No</b> |                                                                |            | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|----------------------------------------------------------------|------------|----------------------------------|------------------|
| 1a                 | Elect Director Amy Woods Brinkley                              | Management | For                              | For              |
| 1b                 | Elect Director Giuseppina Buonfantino                          | Management | For                              | For              |
| 1c                 | Elect Director Michael D. Casey                                | Management | For                              | For              |
| 1d                 | Elect Director Vanessa J. Castagna                             | Management | For                              | For              |
| 1e                 | Elect Director A. Bruce Cleverly                               | Management | For                              | For              |
| 1f                 | Elect Director Jevin S. Eagle                                  | Management | For                              | For              |
| 1g                 | Elect Director Mark P. Hipp                                    | Management | For                              | For              |
| 1h                 | Elect Director William J. Montgoris                            | Management | For                              | For              |
| 1i                 | Elect Director David Pulver                                    | Management | For                              | For              |
| 1j                 | Elect Director Thomas E. Whiddon                               | Management | For                              | For              |
| 2                  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For                              | For              |
| 3                  | Amend Omnibus Stock Plan                                       | Management | For                              | For              |
| 4                  | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management | For                              | For              |

COHEN & STEERS, INC.  
 Meeting Date: MAY 03, 2018  
 Record Date: MAR 08, 2018  
 Meeting Type: ANNUAL

Ticker: CNS  
 Security ID: 19247A100

| <b>Proposal No</b> | <b>Proposal</b>                                                | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|----------------------------------------------------------------|--------------------|----------------------------------|------------------|
| 1a                 | Elect Director Martin Cohen                                    | Management         | For                              | For              |
| 1b                 | Elect Director Robert H. Steers                                | Management         | For                              | For              |
| 1c                 | Elect Director Peter L. Rhein                                  | Management         | For                              | For              |
| 1d                 | Elect Director Richard P. Simon                                | Management         | For                              | For              |
| 1e                 | Elect Director Edmond D. Villani                               | Management         | For                              | For              |
| 1f                 | Elect Director Frank T. Connor                                 | Management         | For                              | For              |
| 1g                 | Elect Director Reena Aggarwal                                  | Management         | For                              | For              |
| 2                  | Ratify Deloitte & Touche LLP as Auditors                       | Management         | For                              | For              |
| 3                  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management         | For                              | For              |

COMCAST CORPORATION  
 Meeting Date: JUN 11, 2018  
 Record Date: APR 06, 2018

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| Meeting Type: ANNUAL   |                                                                |             |                           |           |
|------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Ticker: CMCSA          |                                                                |             |                           |           |
| Security ID: 20030N101 |                                                                |             |                           |           |
| Proposal No            | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                    | Elect Director Kenneth J. Bacon                                | Management  | For                       | For       |
| 1.2                    | Elect Director Madeline S. Bell                                | Management  | For                       | For       |
| 1.3                    | Elect Director Sheldon M. Bonovitz                             | Management  | For                       | For       |
| 1.4                    | Elect Director Edward D. Breen                                 | Management  | For                       | For       |
| 1.5                    | Elect Director Gerald L. Hassell                               | Management  | For                       | For       |
| 1.6                    | Elect Director Jeffrey A. Honickman                            | Management  | For                       | For       |
| 1.7                    | Elect Director Maritza G. Montiel                              | Management  | For                       | For       |
| 1.8                    | Elect Director Asuka Nakahara                                  | Management  | For                       | For       |
| 1.9                    | Elect Director David C. Novak                                  | Management  | For                       | For       |
| 1.10                   | Elect Director Brian L. Roberts                                | Management  | For                       | For       |
| 2                      | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For                       | For       |
| 3                      | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 4                      | Report on Lobbying Payments and Policy                         | Shareholder | Against                   | For       |

COPART, INC.

Meeting Date: DEC 08, 2017

Record Date: OCT 17, 2017

Meeting Type: ANNUAL

Ticker: CPRT

Security ID: 217204106

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Willis J. Johnson                               | Management  | For                       | For       |
| 1.2         | Elect Director A. Jayson Adair                                 | Management  | For                       | For       |
| 1.3         | Elect Director Matt Blunt                                      | Management  | For                       | For       |
| 1.4         | Elect Director Steven D. Cohan                                 | Management  | For                       | For       |
| 1.5         | Elect Director Daniel J. Englander                             | Management  | For                       | For       |
| 1.6         | Elect Director James E. Meeks                                  | Management  | For                       | For       |
| 1.7         | Elect Director Vincent W. Mitz                                 | Management  | For                       | For       |
| 1.8         | Elect Director Thomas N. Tryforos                              | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3           | Advisory Vote on Say on Pay Frequency                          | Management  | One Year                  |           |

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|                                                                                                                  |                                                                |             |                           | One Year  |
|------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 4                                                                                                                | Ratify Ernst & Young LLP as Auditors                           | Management  | For                       | For       |
| CREDIT ACCEPTANCE CORPORATION<br>Meeting Date: JUN 08, 2018<br>Record Date: APR 12, 2018<br>Meeting Type: ANNUAL |                                                                |             |                           |           |
| Ticker: CACC<br>Security ID: 225310101                                                                           |                                                                |             |                           |           |
| Proposal No                                                                                                      | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                                                                                                              | Elect Director Glenda J. Flanagan                              | Management  | For                       | For       |
| 1.2                                                                                                              | Elect Director Brett A. Roberts                                | Management  | For                       | For       |
| 1.3                                                                                                              | Elect Director Thomas N. Tryforos                              | Management  | For                       | For       |
| 1.4                                                                                                              | Elect Director Scott J. Vassalluzzo                            | Management  | For                       | For       |
| 2                                                                                                                | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3                                                                                                                | Ratify Grant Thornton LLP as Auditors                          | Management  | For                       | For       |
| CVS HEALTH CORPORATION<br>Meeting Date: MAR 13, 2018<br>Record Date: FEB 05, 2018<br>Meeting Type: SPECIAL       |                                                                |             |                           |           |
| Ticker: CVS<br>Security ID: 126650100                                                                            |                                                                |             |                           |           |
| Proposal No                                                                                                      | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1                                                                                                                | Issue Shares in Connection with Merger                         | Management  | For                       | For       |
| 2                                                                                                                | Adjourn Meeting                                                | Management  | For                       | For       |
| CVS HEALTH CORPORATION<br>Meeting Date: JUN 04, 2018<br>Record Date: APR 10, 2018<br>Meeting Type: ANNUAL        |                                                                |             |                           |           |
| Ticker: CVS<br>Security ID: 126650100                                                                            |                                                                |             |                           |           |
| Proposal No                                                                                                      | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                                                                                                               | Elect Director Richard M. Bracken                              | Management  | For                       | For       |
| 1b                                                                                                               | Elect Director C. David Brown, II                              | Management  | For                       | For       |
| 1c                                                                                                               | Elect Director Alecia A. DeCoudreaux                           | Management  | For                       | For       |

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|    |                                                                        |             |         |         |
|----|------------------------------------------------------------------------|-------------|---------|---------|
| 1d | Elect Director Nancy-Ann M. DeParle                                    | Management  | For     | For     |
| 1e | Elect Director David W. Dorman                                         | Management  | For     | For     |
| 1f | Elect Director Anne M. Finucane                                        | Management  | For     | For     |
| 1g | Elect Director Larry J. Merlo                                          | Management  | For     | For     |
| 1h | Elect Director Jean-Pierre Millon                                      | Management  | For     | For     |
| 1i | Elect Director Mary L. Schapiro                                        | Management  | For     | For     |
| 1j | Elect Director Richard J. Swift                                        | Management  | For     | For     |
| 1k | Elect Director William C. Weldon                                       | Management  | For     | For     |
| 1l | Elect Director Tony L. White                                           | Management  | For     | For     |
| 2  | Ratify Ernst & Young LLP as Auditors                                   | Management  | For     | For     |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation         | Management  | For     | For     |
| 4  | Reduce Ownership Threshold for Shareholders to Call Special Meeting    | Management  | For     | For     |
| 5  | Provide For Confidential Running Vote Tallies On Executive Pay Matters | Shareholder | Against | Against |

DELUXE CORPORATION  
Meeting Date: MAY 02, 2018  
Record Date: MAR 08, 2018  
Meeting Type: ANNUAL

Ticker: DLX  
Security ID: 248019101

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Ronald C. Baldwin                               | Management  | For                       | For       |
| 1.2         | Elect Director Cheryl E. Mayberry McKissack                    | Management  | For                       | For       |
| 1.3         | Elect Director Don J. McGrath                                  | Management  | For                       | For       |
| 1.4         | Elect Director Neil J. Metviner                                | Management  | For                       | For       |
| 1.5         | Elect Director Stephen P. Nachtsheim                           | Management  | For                       | For       |
| 1.6         | Elect Director Thomas J. Reddin                                | Management  | For                       | For       |
| 1.7         | Elect Director Martyn R. Redgrave                              | Management  | For                       | For       |
| 1.8         | Elect Director Lee J. Schram                                   | Management  | For                       | For       |
| 1.9         | Elect Director John L. Stauch                                  | Management  | For                       | For       |
| 1.10        | Elect Director Victoria A. Treyger                             | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3           | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For                       | For       |



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| DIAMOND HILL INVESTMENT GROUP, INC.<br>Meeting Date: MAY 02, 2018<br>Record Date: MAR 05, 2018<br>Meeting Type: ANNUAL |                                                                |             |                           |           |
|------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Ticker: DHIL<br>Security ID: 25264R207                                                                                 |                                                                |             |                           |           |
| Proposal No                                                                                                            | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                                                                                                                    | Elect Director R. H. Dillon                                    | Management  | For                       | For       |
| 1.2                                                                                                                    | Elect Director Randolph J. Fortener                            | Management  | For                       | For       |
| 1.3                                                                                                                    | Elect Director James F. Laird                                  | Management  | For                       | Against   |
| 1.4                                                                                                                    | Elect Director Paul A. Reeder, III                             | Management  | For                       | For       |
| 1.5                                                                                                                    | Elect Director Bradley C. Shoup                                | Management  | For                       | For       |
| 2                                                                                                                      | Ratify KPMG LLP as Auditors                                    | Management  | For                       | For       |
| 3                                                                                                                      | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| DICK'S SPORTING GOODS, INC.<br>Meeting Date: JUN 13, 2018<br>Record Date: APR 16, 2018<br>Meeting Type: ANNUAL         |                                                                |             |                           |           |
| Ticker: DKS<br>Security ID: 253393102                                                                                  |                                                                |             |                           |           |
| Proposal No                                                                                                            | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                                                                                                                     | Elect Director Vincent C. Byrd                                 | Management  | For                       | For       |
| 1b                                                                                                                     | Elect Director William J. Colombo                              | Management  | For                       | For       |
| 1c                                                                                                                     | Elect Director Larry D. Stone                                  | Management  | For                       | For       |
| 2                                                                                                                      | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For                       | For       |
| 3                                                                                                                      | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| DISCOVER FINANCIAL SERVICES<br>Meeting Date: MAY 02, 2018<br>Record Date: MAR 05, 2018<br>Meeting Type: ANNUAL         |                                                                |             |                           |           |
| Ticker: DFS<br>Security ID: 254709108                                                                                  |                                                                |             |                           |           |
| Proposal No                                                                                                            | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                                                                                                                    | Elect Director Jeffrey S. Aronin                               | Management  | For                       | For       |

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|      |                                                                |             |         |     |
|------|----------------------------------------------------------------|-------------|---------|-----|
| 1.2  | Elect Director Mary K. Bush                                    | Management  | For     | For |
| 1.3  | Elect Director Gregory C. Case                                 | Management  | For     | For |
| 1.4  | Elect Director Candace H. Duncan                               | Management  | For     | For |
| 1.5  | Elect Director Joseph F. Eazor                                 | Management  | For     | For |
| 1.6  | Elect Director Cynthia A. Glassman                             | Management  | For     | For |
| 1.7  | Elect Director Thomas G. Maheras                               | Management  | For     | For |
| 1.8  | Elect Director Michael H. Moskow                               | Management  | For     | For |
| 1.9  | Elect Director David W. Nelms                                  | Management  | For     | For |
| 1.10 | Elect Director Mark A. Thierer                                 | Management  | For     | For |
| 1.11 | Elect Director Lawrence A. Weinbach                            | Management  | For     | For |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For     | For |
| 3    | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For     | For |
| 4    | Adopt Simple Majority Vote                                     | Shareholder | Against | For |

DISCOVERY, INC.  
Meeting Date: MAY 10, 2018  
Record Date: MAR 16, 2018  
Meeting Type: ANNUAL

Ticker: DISCA  
Security ID: 25470F104

| <b>Proposal No</b> | <b>Proposal</b>                                   | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|---------------------------------------------------|--------------------|----------------------------------|------------------|
| 1.1                | Elect Director Robert R. Beck                     | Management         | For                              | Withhold         |
| 1.2                | Elect Director Susan M. Swain                     | Management         | For                              | Withhold         |
| 1.3                | Elect Director J. David Wargo                     | Management         | For                              | Withhold         |
| 2                  | Ratify PricewaterhouseCoopers LLP as Auditors     | Management         | For                              | For              |
| 3                  | Amend Omnibus Stock Plan                          | Management         | For                              | Against          |
| 4                  | Report on Steps Taken to Increase Board Diversity | Shareholder        | Against                          | For              |

DOLLAR GENERAL CORPORATION  
Meeting Date: MAY 30, 2018  
Record Date: MAR 22, 2018  
Meeting Type: ANNUAL

Ticker: DG  
Security ID: 256677105

| <b>Proposal No</b> | <b>Proposal</b> | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|-----------------|--------------------|----------------------------------|------------------|
|--------------------|-----------------|--------------------|----------------------------------|------------------|

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|    |                                                                |            |      |      |
|----|----------------------------------------------------------------|------------|------|------|
| 1a | Elect Director Warren F. Bryant                                | Management | For  | For  |
| 1b | Elect Director Michael M. Calbert                              | Management | For  | For  |
| 1c | Elect Director Sandra B. Cochran                               | Management | For  | For  |
| 1d | Elect Director Patricia D. Fili-Krushel                        | Management | For  | For  |
| 1e | Elect Director Timothy I. McGuire                              | Management | For  | For  |
| 1f | Elect Director Paula A. Price *Withdrawn Resolution*           | Management | None | None |
| 1g | Elect Director William C. Rhodes, III                          | Management | For  | For  |
| 1h | Elect Director Ralph E. Santana                                | Management | For  | For  |
| 1i | Elect Director Todd J. Vasos                                   | Management | For  | For  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For  | For  |
| 3  | Ratify Ernst & Young LLP as Auditors                           | Management | For  | For  |

EATON CORPORATION PLC

Meeting Date: APR 25, 2018

Record Date: FEB 26, 2018

Meeting Type: ANNUAL

Ticker: ETN

Security ID: G29183103

| Proposal No | Proposal                                                                            | Proposed By | Management Recommendation | Vote Cast |
|-------------|-------------------------------------------------------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director Craig Arnold                                                         | Management  | For                       | For       |
| 1b          | Elect Director Todd M. Bluedorn                                                     | Management  | For                       | For       |
| 1c          | Elect Director Christopher M. Connor                                                | Management  | For                       | For       |
| 1d          | Elect Director Michael J. Critelli                                                  | Management  | For                       | For       |
| 1e          | Elect Director Richard H. Fearon                                                    | Management  | For                       | For       |
| 1f          | Elect Director Charles E. Golden                                                    | Management  | For                       | For       |
| 1g          | Elect Director Arthur E. Johnson                                                    | Management  | For                       | For       |
| 1h          | Elect Director Deborah L. McCoy                                                     | Management  | For                       | For       |
| 1i          | Elect Director Gregory R. Page                                                      | Management  | For                       | For       |
| 1j          | Elect Director Sandra Pinalto                                                       | Management  | For                       | For       |
| 1k          | Elect Director Gerald B. Smith                                                      | Management  | For                       | For       |
| 1l          | Elect Director Dorothy C. Thompson                                                  | Management  | For                       | For       |
| 2           | Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration | Management  | For                       | For       |
| 3           | Advisory Vote to Ratify Named Executive Officers' Compensation                      | Management  | For                       | For       |
| 4           | Authorize Issue of Equity with Pre-emptive Rights                                   | Management  | For                       | For       |

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|   |                                                      |            |     |     |
|---|------------------------------------------------------|------------|-----|-----|
| 5 | Authorize Issue of Equity without Pre-emptive Rights | Management | For | For |
| 6 | Authorize Share Repurchase of Issued Share Capital   | Management | For | For |

EBAY INC.

Meeting Date: MAY 30, 2018

Record Date: APR 04, 2018

Meeting Type: ANNUAL

Ticker: EBAY

Security ID: 278642103

| Proposal No | Proposal                                                                      | Proposed By | Management Recommendation | Vote Cast |
|-------------|-------------------------------------------------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director Fred D. Anderson, Jr.                                          | Management  | For                       | For       |
| 1b          | Elect Director Anthony J. Bates                                               | Management  | For                       | For       |
| 1c          | Elect Director Adriane M. Brown                                               | Management  | For                       | For       |
| 1d          | Elect Director Diana Farrell                                                  | Management  | For                       | For       |
| 1e          | Elect Director Logan D. Green                                                 | Management  | For                       | For       |
| 1f          | Elect Director Bonnie S. Hammer                                               | Management  | For                       | For       |
| 1g          | Elect Director Kathleen C. Mitic                                              | Management  | For                       | For       |
| 1h          | Elect Director Pierre M. Omidyar                                              | Management  | For                       | For       |
| 1i          | Elect Director Paul S. Pressler                                               | Management  | For                       | For       |
| 1j          | Elect Director Robert H. Swan                                                 | Management  | For                       | For       |
| 1k          | Elect Director Thomas J. Tierney                                              | Management  | For                       | For       |
| 1l          | Elect Director Perry M. Traquina                                              | Management  | For                       | For       |
| 1m          | Elect Director Devin N. Wenig                                                 | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation                | Management  | For                       | For       |
| 3           | Ratify PricewaterhouseCoopers LLP as Auditors                                 | Management  | For                       | For       |
| 4           | Ratify Existing Ownership Threshold for Shareholders to Call Special Meetings | Management  | For                       | Against   |

FIRST AMERICAN FINANCIAL CORPORATION

Meeting Date: MAY 08, 2018

Record Date: MAR 15, 2018

Meeting Type: ANNUAL

Ticker: FAF

Security ID: 31847R102

| Proposal No | Proposal                         | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Dennis J. Gilmore | Management  | For                       | For       |

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| 1.2                                                                                                                | Elect Director Margaret M. McCarthy                                    | Management  | For                       | For       |
|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-------------|---------------------------|-----------|
| 2                                                                                                                  | Advisory Vote to Ratify Named Executive Officers' Compensation         | Management  | For                       | For       |
| 3                                                                                                                  | Ratify PricewaterhouseCoopers LLP as Auditors                          | Management  | For                       | For       |
| <p>FORD MOTOR COMPANY<br/> Meeting Date: MAY 10, 2018<br/> Record Date: MAR 14, 2018<br/> Meeting Type: ANNUAL</p> |                                                                        |             |                           |           |
| <p>Ticker: F<br/> Security ID: 345370860</p>                                                                       |                                                                        |             |                           |           |
| Proposal No                                                                                                        | Proposal                                                               | Proposed By | Management Recommendation | Vote Cast |
| 1a                                                                                                                 | Elect Director Stephen G. Butler                                       | Management  | For                       | For       |
| 1b                                                                                                                 | Elect Director Kimberly A. Casiano                                     | Management  | For                       | For       |
| 1c                                                                                                                 | Elect Director Anthony F. Earley, Jr.                                  | Management  | For                       | For       |
| 1d                                                                                                                 | Elect Director Edsel B. Ford, II                                       | Management  | For                       | For       |
| 1e                                                                                                                 | Elect Director William Clay Ford, Jr.                                  | Management  | For                       | For       |
| 1f                                                                                                                 | Elect Director James P. Hackett                                        | Management  | For                       | For       |
| 1g                                                                                                                 | Elect Director William W. Helman, IV                                   | Management  | For                       | For       |
| 1h                                                                                                                 | Elect Director William E. Kennard                                      | Management  | For                       | For       |
| 1i                                                                                                                 | Elect Director John C. Lechleiter                                      | Management  | For                       | For       |
| 1j                                                                                                                 | Elect Director Ellen R. Marram                                         | Management  | For                       | For       |
| 1k                                                                                                                 | Elect Director John L. Thornton                                        | Management  | For                       | For       |
| 1l                                                                                                                 | Elect Director John B. Veihmeyer                                       | Management  | For                       | For       |
| 1m                                                                                                                 | Elect Director Lynn M. Vojvodich                                       | Management  | For                       | For       |
| 1n                                                                                                                 | Elect Director John S. Weinberg                                        | Management  | For                       | For       |
| 2                                                                                                                  | Ratify PricewaterhouseCoopers LLP as Auditors                          | Management  | For                       | For       |
| 3                                                                                                                  | Advisory Vote to Ratify Named Executive Officers' Compensation         | Management  | For                       | For       |
| 4                                                                                                                  | Approve Omnibus Stock Plan                                             | Management  | For                       | Against   |
| 5                                                                                                                  | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Shareholder | Against                   | For       |
| 6                                                                                                                  | Report on Lobbying Payments and Policy                                 | Shareholder | Against                   | For       |
| 7                                                                                                                  | Report on Fleet GHG Emissions in Relation to CAFE Standards            | Shareholder | Against                   | For       |
| 8                                                                                                                  | Transparent Political Spending                                         | Shareholder | Against                   | For       |

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| GAMCO INVESTORS, INC.      |                                                                |             |                           |           |
|----------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Meeting Date: MAY 08, 2018 |                                                                |             |                           |           |
| Record Date: MAR 23, 2018  |                                                                |             |                           |           |
| Meeting Type: ANNUAL       |                                                                |             |                           |           |
| Ticker: GBL                |                                                                |             |                           |           |
| Security ID: 361438104     |                                                                |             |                           |           |
| Proposal No                | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                        | Elect Director Edwin L. Artzt                                  | Management  | For                       | For       |
| 1.2                        | Elect Director Raymond C. Avansino, Jr.                        | Management  | For                       | Withhold  |
| 1.3                        | Elect Director Leslie B. Daniels                               | Management  | For                       | For       |
| 1.4                        | Elect Director Mario J. Gabelli                                | Management  | For                       | Withhold  |
| 1.5                        | Elect Director Eugene R. McGrath                               | Management  | For                       | For       |
| 1.6                        | Elect Director Robert S. Prather, Jr.                          | Management  | For                       | Withhold  |
| 1.7                        | Elect Director Elisa M. Wilson                                 | Management  | For                       | Withhold  |
| 2                          | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For                       | For       |
| 3                          | Approve the Issuance of Shares to Mario J. Gabelli             | Management  | For                       | Against   |
| GAP INC.                   |                                                                |             |                           |           |
| Meeting Date: MAY 22, 2018 |                                                                |             |                           |           |
| Record Date: MAR 26, 2018  |                                                                |             |                           |           |
| Meeting Type: ANNUAL       |                                                                |             |                           |           |
| Ticker: GPS                |                                                                |             |                           |           |
| Security ID: 364760108     |                                                                |             |                           |           |
| Proposal No                | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                         | Elect Director Robert J. Fisher                                | Management  | For                       | Against   |
| 1b                         | Elect Director William S. Fisher                               | Management  | For                       | For       |
| 1c                         | Elect Director Tracy Gardner                                   | Management  | For                       | For       |
| 1d                         | Elect Director Brian Goldner                                   | Management  | For                       | For       |
| 1e                         | Elect Director Isabella D. Goren                               | Management  | For                       | For       |
| 1f                         | Elect Director Bob L. Martin                                   | Management  | For                       | For       |
| 1g                         | Elect Director Jorge P. Montoya                                | Management  | For                       | For       |
| 1h                         | Elect Director Chris O'Neill                                   | Management  | For                       | For       |
| 1i                         | Elect Director Arthur Peck                                     | Management  | For                       | For       |
| 1j                         | Elect Director Mayo A. Shattuck, III                           | Management  | For                       | For       |
| 2                          | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For                       | For       |
| 3                          | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |

## Edgar Filing: DIVIDEND &amp; INCOME FUND - Form N-PX

| GENERAL MOTORS COMPANY     |                                                                |             |                           |           |
|----------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Meeting Date: JUN 12, 2018 |                                                                |             |                           |           |
| Record Date: APR 16, 2018  |                                                                |             |                           |           |
| Meeting Type: ANNUAL       |                                                                |             |                           |           |
| Ticker: GM                 |                                                                |             |                           |           |
| Security ID: 37045V100     |                                                                |             |                           |           |
| Proposal No                | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                         | Elect Director Mary T. Barra                                   | Management  | For                       | For       |
| 1b                         | Elect Director Linda R. Gooden                                 | Management  | For                       | For       |
| 1c                         | Elect Director Joseph Jimenez                                  | Management  | For                       | For       |
| 1d                         | Elect Director Jane L. Mendillo                                | Management  | For                       | For       |
| 1e                         | Elect Director Michael G. Mullen                               | Management  | For                       | For       |
| 1f                         | Elect Director James J. Mulva                                  | Management  | For                       | For       |
| 1g                         | Elect Director Patricia F. Russo                               | Management  | For                       | For       |
| 1h                         | Elect Director Thomas M. Schoewe                               | Management  | For                       | For       |
| 1i                         | Elect Director Theodore M. Solso                               | Management  | For                       | For       |
| 1j                         | Elect Director Carol M. Stephenson                             | Management  | For                       | For       |
| 1k                         | Elect Director Devin N. Wenig                                  | Management  | For                       | For       |
| 2                          | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3                          | Ratify Ernst & Young LLP as Auditors                           | Management  | For                       | For       |
| 4                          | Require Independent Board Chairman                             | Shareholder | Against                   | For       |
| 5                          | Provide Right to Act by Written Consent                        | Shareholder | Against                   | For       |
| 6                          | Report on Fleet GHG Emissions in Relation to CAFE Standards    | Shareholder | Against                   | For       |
| GILEAD SCIENCES, INC.      |                                                                |             |                           |           |
| Meeting Date: MAY 09, 2018 |                                                                |             |                           |           |
| Record Date: MAR 16, 2018  |                                                                |             |                           |           |
| Meeting Type: ANNUAL       |                                                                |             |                           |           |
| Ticker: GILD               |                                                                |             |                           |           |
| Security ID: 375558103     |                                                                |             |                           |           |
| Proposal No                | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                         | Elect Director John F. Cogan                                   | Management  | For                       | For       |
| 1b                         | Elect Director Jacqueline K. Barton                            | Management  | For                       | For       |
| 1c                         | Elect Director Kelly A. Kramer                                 | Management  | For                       | For       |
| 1d                         | Elect Director Kevin E. Lofton                                 | Management  | For                       | For       |
| 1e                         | Elect Director John C. Martin                                  | Management  | For                       | For       |

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|    |                                                                |             |         |     |
|----|----------------------------------------------------------------|-------------|---------|-----|
| 1f | Elect Director John F. Milligan                                | Management  | For     | For |
| 1g | Elect Director Richard J. Whitley                              | Management  | For     | For |
| 1h | Elect Director Gayle E. Wilson                                 | Management  | For     | For |
| 1i | Elect Director Per Wold-Olsen                                  | Management  | For     | For |
| 2  | Ratify Ernst & Young LLP as Auditors                           | Management  | For     | For |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For     | For |
| 4  | Require Independent Board Chairman                             | Shareholder | Against | For |
| 5  | Provide Right to Act by Written Consent                        | Shareholder | Against | For |

## GRAND CANYON EDUCATION, INC.

Meeting Date: JUN 13, 2018

Record Date: APR 19, 2018

Meeting Type: ANNUAL

Ticker: LOPE

Security ID: 38526M106

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Brian E. Mueller                                | Management  | For                       | For       |
| 1.2         | Elect Director Sara R. Dial                                    | Management  | For                       | For       |
| 1.3         | Elect Director Jack A. Henry                                   | Management  | For                       | For       |
| 1.4         | Elect Director Kevin F. Warren                                 | Management  | For                       | For       |
| 1.5         | Elect Director David J. Johnson                                | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3           | Ratify KPMG LLP as Auditors                                    | Management  | For                       | For       |

## HANESBRANDS INC.

Meeting Date: APR 24, 2018

Record Date: FEB 20, 2018

Meeting Type: ANNUAL

Ticker: HBI

Security ID: 410345102

| Proposal No | Proposal                            | Proposed By | Management Recommendation | Vote Cast |
|-------------|-------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director Gerald W. Evans, Jr. | Management  | For                       | For       |
| 1b          | Elect Director Bobby J. Griffin     | Management  | For                       | For       |
| 1c          | Elect Director James C. Johnson     | Management  | For                       | For       |
| 1d          | Elect Director Jessica T. Mathews   | Management  | For                       | For       |
| 1e          | Elect Director Franck J. Moison     | Management  | For                       | For       |



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|    |                                                                |            |     |     |
|----|----------------------------------------------------------------|------------|-----|-----|
| 1f | Elect Director Robert F. Moran                                 | Management | For | For |
| 1g | Elect Director Ronald L. Nelson                                | Management | For | For |
| 1h | Elect Director Richard A. Noll                                 | Management | For | For |
| 1i | Elect Director David V. Singer                                 | Management | For | For |
| 1j | Elect Director Ann E. Ziegler                                  | Management | For | For |
| 2  | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management | For | For |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |

HORMEL FOODS CORPORATION

Meeting Date: JAN 30, 2018

Record Date: DEC 01, 2017

Meeting Type: ANNUAL

Ticker: HRL

Security ID: 440452100

| <b>Proposal No</b> | <b>Proposal</b>                                                | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|----------------------------------------------------------------|--------------------|----------------------------------|------------------|
| 1a                 | Elect Director Gary C. Bhojwani                                | Management         | For                              | For              |
| 1b                 | Elect Director Terrell K. Crews                                | Management         | For                              | For              |
| 1c                 | Elect Director Glenn S. Forbes                                 | Management         | For                              | For              |
| 1d                 | Elect Director Stephen M. Lacy                                 | Management         | For                              | For              |
| 1e                 | Elect Director Elsa A. Murano                                  | Management         | For                              | For              |
| 1f                 | Elect Director Robert C. Nakasone                              | Management         | For                              | For              |
| 1g                 | Elect Director Susan K. Nestegard                              | Management         | For                              | For              |
| 1h                 | Elect Director Dakota A. Pippins                               | Management         | For                              | For              |
| 1i                 | Elect Director Christopher J. Policinski                       | Management         | For                              | For              |
| 1j                 | Elect Director Sally J. Smith                                  | Management         | For                              | For              |
| 1k                 | Elect Director James P. Snee                                   | Management         | For                              | For              |
| 1l                 | Elect Director Steven A. White                                 | Management         | For                              | For              |
| 2                  | Ratify Ernst & Young LLP as Auditors                           | Management         | For                              | For              |
| 3                  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management         | For                              | For              |
| 4                  | Approve Omnibus Stock Plan                                     | Management         | For                              | For              |
| 5                  | Other Business                                                 | Management         | For                              | Against          |

HUNTINGTON INGALLS INDUSTRIES, INC.

Meeting Date: MAY 02, 2018

Record Date: MAR 08, 2018

Meeting Type: ANNUAL

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| Ticker: HII<br>Security ID: 446413106 |                                                                |                    |                                  |                  |
|---------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------|------------------|
| <b>Proposal No</b>                    | <b>Proposal</b>                                                | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
| 1.1                                   | Elect Director Philip M. Bilden                                | Management         | For                              | For              |
| 1.2                                   | Elect Director Augustus L. Collins                             | Management         | For                              | For              |
| 1.3                                   | Elect Director Kirkland H. Donald                              | Management         | For                              | For              |
| 1.4                                   | Elect Director Thomas B. Fargo                                 | Management         | For                              | For              |
| 1.5                                   | Elect Director Victoria D. Harker                              | Management         | For                              | For              |
| 1.6                                   | Elect Director Anastasia D. Kelly                              | Management         | For                              | For              |
| 1.7                                   | Elect Director C. Michael Petters                              | Management         | For                              | For              |
| 1.8                                   | Elect Director Thomas C. Schievelbein                          | Management         | For                              | For              |
| 1.9                                   | Elect Director John K. Welch                                   | Management         | For                              | For              |
| 1.10                                  | Elect Director Stephen R. Wilson                               | Management         | For                              | For              |
| 2                                     | Advisory Vote to Ratify Named Executive Officers' Compensation | Management         | For                              | For              |
| 3                                     | Advisory Vote on Say on Pay Frequency                          | Management         | One Year                         | One Year         |
| 4                                     | Ratify Deloitte & Touche LLP as Auditors                       | Management         | For                              | For              |
| 5                                     | Provide Right to Act by Written Consent                        | Shareholder        | Against                          | For              |

INTEL CORPORATION  
 Meeting Date: MAY 17, 2018  
 Record Date: MAR 19, 2018  
 Meeting Type: ANNUAL

Ticker: INTC  
 Security ID: 458140100

| <b>Proposal No</b> | <b>Proposal</b>                    | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|------------------------------------|--------------------|----------------------------------|------------------|
| 1a                 | Elect Director Aneel Bhusri        | Management         | For                              | For              |
| 1b                 | Elect Director Andy D. Bryant      | Management         | For                              | For              |
| 1c                 | Elect Director Reed E. Hundt       | Management         | For                              | For              |
| 1d                 | Elect Director Omar Ishrak         | Management         | For                              | For              |
| 1e                 | Elect Director Brian M. Krzanich   | Management         | For                              | For              |
| 1f                 | Elect Director Risa Lavizzo-Mourey | Management         | For                              | For              |
| 1g                 | Elect Director Tsu-Jae King Liu    | Management         | For                              | For              |
| 1h                 | Elect Director Gregory D. Smith    | Management         | For                              | For              |
| 1i                 | Elect Director Andrew Wilson       | Management         | For                              | For              |
| 1j                 | Elect Director Frank D. Yeary      | Management         | For                              | For              |

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|   |                                                                |             |         |         |
|---|----------------------------------------------------------------|-------------|---------|---------|
| 2 | Ratify Ernst & Young LLP as Auditors                           | Management  | For     | For     |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For     | For     |
| 4 | Provide Right to Act by Written Consent                        | Shareholder | Against | For     |
| 5 | Require Independent Board Chairman                             | Shareholder | Against | For     |
| 6 | Report on Costs and Benefits of Political Contributions        | Shareholder | Against | Against |

INTERDIGITAL, INC.  
 Meeting Date: MAY 31, 2018  
 Record Date: APR 06, 2018  
 Meeting Type: ANNUAL

Ticker: IDCC  
 Security ID: 45867G101

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director Jeffrey K. Belk                                 | Management  | For                       | For       |
| 1b          | Elect Director Joan H. Gillman                                 | Management  | For                       | For       |
| 1c          | Elect Director S. Douglas Hutcheson                            | Management  | For                       | For       |
| 1d          | Elect Director John A. Kritzmacher                             | Management  | For                       | For       |
| 1e          | Elect Director John D. Markley, Jr.                            | Management  | For                       | For       |
| 1f          | Elect Director William J. Merritt                              | Management  | For                       | For       |
| 1g          | Elect Director Kai O. Oistamo                                  | Management  | For                       | For       |
| 1h          | Elect Director Jean F. Rankin                                  | Management  | For                       | For       |
| 1i          | Elect Director Philip P. Trahanas                              | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3           | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For                       | For       |

KLA-TENCOR CORPORATION  
 Meeting Date: NOV 01, 2017  
 Record Date: SEP 13, 2017  
 Meeting Type: ANNUAL

Ticker: KLAC  
 Security ID: 482480100

| Proposal No | Proposal                           | Proposed By | Management Recommendation | Vote Cast |
|-------------|------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Edward W. Barnholt  | Management  | For                       | For       |
| 1.2         | Elect Director Robert M. Calderoni | Management  | For                       | For       |
| 1.3         | Elect Director John T. Dickson     | Management  | For                       | For       |

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|      |                                                                |            |          |          |
|------|----------------------------------------------------------------|------------|----------|----------|
| 1.4  | Elect Director Emiko Higashi                                   | Management | For      | For      |
| 1.5  | Elect Director Kevin J. Kennedy                                | Management | For      | For      |
| 1.6  | Elect Director Gary B. Moore                                   | Management | For      | For      |
| 1.7  | Elect Director Kiran M. Patel                                  | Management | For      | For      |
| 1.8  | Elect Director Robert A. Rango                                 | Management | For      | For      |
| 1.9  | Elect Director Richard P. Wallace                              | Management | For      | For      |
| 1.10 | Elect Director David C. Wang                                   | Management | For      | For      |
| 2    | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management | For      | For      |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For      | For      |
| 4    | Advisory Vote on Say on Pay Frequency                          | Management | One Year | One Year |

LABORATORY CORPORATION OF AMERICA HOLDINGS

Meeting Date: MAY 10, 2018

Record Date: MAR 23, 2018

Meeting Type: ANNUAL

Ticker: LH

Security ID: 50540R409

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director Kerri B. Anderson                               | Management  | For                       | For       |
| 1b          | Elect Director Jean-Luc Belingard                              | Management  | For                       | For       |
| 1c          | Elect Director D. Gary Gilliland                               | Management  | For                       | For       |
| 1d          | Elect Director David P. King                                   | Management  | For                       | For       |
| 1e          | Elect Director Garheng Kong                                    | Management  | For                       | For       |
| 1f          | Elect Director Robert E. Mittelstaedt, Jr.                     | Management  | For                       | For       |
| 1g          | Elect Director Peter M. Neupert                                | Management  | For                       | For       |
| 1h          | Elect Director Richelle P. Parham                              | Management  | For                       | For       |
| 1i          | Elect Director Adam H. Schechter                               | Management  | For                       | For       |
| 1j          | Elect Director R. Sanders Williams                             | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3           | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For                       | For       |

LAM RESEARCH CORPORATION

Meeting Date: NOV 08, 2017

Record Date: SEP 11, 2017

Meeting Type: ANNUAL

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| Ticker: LRCX<br>Security ID: 512807108                                                        |                                                                                                  |                    |                                  |                  |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|--------------------|----------------------------------|------------------|
| <b>Proposal No</b>                                                                            | <b>Proposal</b>                                                                                  | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
| 1.1                                                                                           | Elect Director Martin B. Anstice                                                                 | Management         | For                              | For              |
| 1.2                                                                                           | Elect Director Eric K. Brandt                                                                    | Management         | For                              | For              |
| 1.3                                                                                           | Elect Director Michael R. Cannon                                                                 | Management         | For                              | For              |
| 1.4                                                                                           | Elect Director Youssef A. El-Mansy                                                               | Management         | For                              | For              |
| 1.5                                                                                           | Elect Director Christine A. Heckart                                                              | Management         | For                              | For              |
| 1.6                                                                                           | Elect Director Young Bum (YB) Koh                                                                | Management         | For                              | For              |
| 1.7                                                                                           | Elect Director Catherine P. Lego                                                                 | Management         | For                              | For              |
| 1.8                                                                                           | Elect Director Stephen G. Newberry                                                               | Management         | For                              | For              |
| 1.9                                                                                           | Elect Director Abhijit Y. Talwalkar                                                              | Management         | For                              | For              |
| 1.10                                                                                          | Elect Director Lih Shyng (Rick L.) Tsai                                                          | Management         | For                              | For              |
| 2                                                                                             | Advisory Vote to Ratify Named Executive Officers' Compensation                                   | Management         | For                              | For              |
| 3                                                                                             | Advisory Vote on Say on Pay Frequency                                                            | Management         | One Year                         | One Year         |
| 4                                                                                             | Ratify Ernst & Young LLP as Auditors                                                             | Management         | For                              | For              |
| 5                                                                                             | Adopt Policy to Annually Disclose EEO-1 Data                                                     | Shareholder        | Against                          | For              |
| LAZARD LTD<br>Meeting Date: APR 24, 2018<br>Record Date: MAR 02, 2018<br>Meeting Type: ANNUAL |                                                                                                  |                    |                                  |                  |
| Ticker: LAZ<br>Security ID: G54050102                                                         |                                                                                                  |                    |                                  |                  |
| <b>Proposal No</b>                                                                            | <b>Proposal</b>                                                                                  | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
| 1.1                                                                                           | Elect Director Andrew M. Alper                                                                   | Management         | For                              | For              |
| 1.2                                                                                           | Elect Director Ashish Bhutani                                                                    | Management         | For                              | For              |
| 1.3                                                                                           | Elect Director Steven J. Heyer                                                                   | Management         | For                              | For              |
| 1.4                                                                                           | Elect Director Sylvia Jay                                                                        | Management         | For                              | For              |
| 2                                                                                             | Advisory Vote to Ratify Named Executive Officers' Compensation                                   | Management         | For                              | For              |
| 3                                                                                             | Approve Omnibus Stock Plan                                                                       | Management         | For                              | Against          |
| 4                                                                                             | Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration Auditors | Management         | For                              | For              |

## Edgar Filing: DIVIDEND &amp; INCOME FUND - Form N-PX

| LEAR CORPORATION               |                                                                |             |                           |           |
|--------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Meeting Date: MAY 17, 2018     |                                                                |             |                           |           |
| Record Date: MAR 22, 2018      |                                                                |             |                           |           |
| Meeting Type: ANNUAL           |                                                                |             |                           |           |
| Ticker: LEA                    |                                                                |             |                           |           |
| Security ID: 521865204         |                                                                |             |                           |           |
| Proposal No                    | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1A                             | Elect Director Richard H. Bott                                 | Management  | For                       | For       |
| 1B                             | Elect Director Thomas P. Capo                                  | Management  | For                       | For       |
| 1C                             | Elect Director Jonathan F. Foster                              | Management  | For                       | For       |
| 1D                             | Elect Director Mary Lou Jepsen                                 | Management  | For                       | For       |
| 1E                             | Elect Director Kathleen A. Ligocki                             | Management  | For                       | For       |
| 1F                             | Elect Director Conrad L. Mallett, Jr.                          | Management  | For                       | For       |
| 1G                             | Elect Director Raymond E. Scott                                | Management  | For                       | For       |
| 1H                             | Elect Director Gregory C. Smith                                | Management  | For                       | For       |
| 1I                             | Elect Director Henry D.G. Wallace                              | Management  | For                       | For       |
| 2                              | Ratify Ernst & Young LLP as Auditors                           | Management  | For                       | For       |
| 3                              | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| LYONDELLBASELL INDUSTRIES N.V. |                                                                |             |                           |           |
| Meeting Date: JUN 01, 2018     |                                                                |             |                           |           |
| Record Date: MAY 04, 2018      |                                                                |             |                           |           |
| Meeting Type: ANNUAL           |                                                                |             |                           |           |
| Ticker: LYB                    |                                                                |             |                           |           |
| Security ID: N53745100         |                                                                |             |                           |           |
| Proposal No                    | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1                              | Amend Articles                                                 | Management  | For                       | For       |
| 2a                             | Elect Director Bhavesh (Bob) Patel                             | Management  | For                       | For       |
| 2b                             | Elect Director Robert Gwin                                     | Management  | For                       | For       |
| 2c                             | Elect Director Jacques Aigrain                                 | Management  | For                       | For       |
| 2d                             | Elect Director Lincoln Benet                                   | Management  | For                       | Against   |
| 2e                             | Elect Director Jagjeet (Jeet) Bindra                           | Management  | For                       | For       |
| 2f                             | Elect Director Robin Buchanan                                  | Management  | For                       | Against   |
| 2g                             | Elect Director Stephen Cooper                                  | Management  | For                       | For       |
| 2h                             | Elect Director Nance Dicciani                                  | Management  | For                       | For       |
| 2i                             | Elect Director Claire Farley                                   | Management  | For                       | For       |

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|    |                                                                  |            |     |     |
|----|------------------------------------------------------------------|------------|-----|-----|
| 2j | Elect Director Isabella (Bella) Goren                            | Management | For | For |
| 2k | Elect Director Bruce Smith                                       | Management | For | For |
| 2l | Elect Director Rudy van der Meer                                 | Management | For | For |
| 3a | Elect Bhavesh (Bob) Patel to Management Board                    | Management | For | For |
| 3b | Elect Thomas Aebischer to Management Board                       | Management | For | For |
| 3c | Elect Daniel Coombs to Management Board                          | Management | For | For |
| 3d | Elect Jeffrey Kaplan to Management Board                         | Management | For | For |
| 3e | Elect James Guilfoyle to Management Board                        | Management | For | For |
| 4  | Adopt Financial Statements and Statutory Reports                 | Management | For | For |
| 5  | Approve Discharge of Management Board                            | Management | For | For |
| 6  | Approve Discharge of Supervisory Board                           | Management | For | For |
| 7  | Ratify PricewaterhouseCoopers Accountants N.V. as Auditors       | Management | For | For |
| 8  | Ratify PricewaterhouseCoopers LLP as Auditors                    | Management | For | For |
| 9  | Approve Dividends of USD 3.70 Per Share                          | Management | For | For |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation   | Management | For | For |
| 11 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | Management | For | For |
| 12 | Authorization of the Cancellation of Shares                      | Management | For | For |
| 13 | Amend Qualified Employee Stock Purchase Plan                     | Management | For | For |

MAGNA INTERNATIONAL INC.

Meeting Date: MAY 10, 2018

Record Date: MAR 23, 2018

Meeting Type: ANNUAL

Ticker: MG

Security ID: 559222401

| <b>Proposal No</b> | <b>Proposal</b>                       | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|---------------------------------------|--------------------|----------------------------------|------------------|
| 1.1                | Elect Director Scott B. Bonham        | Management         | For                              | For              |
| 1.2                | Elect Director Peter G. Bowie         | Management         | For                              | For              |
| 1.3                | Elect Director Mary S. Chan           | Management         | For                              | For              |
| 1.4                | Elect Director Kurt J. Lauk           | Management         | For                              | For              |
| 1.5                | Elect Director Robert F. MacLellan    | Management         | For                              | For              |
| 1.6                | Elect Director Cynthia A. Niekamp     | Management         | For                              | For              |
| 1.7                | Elect Director William A. Ruh         | Management         | For                              | For              |
| 1.8                | Elect Director Indira V. Samarasekera | Management         | For                              | For              |
| 1.9                | Elect Director Donald J. Walker       | Management         | For                              | For              |

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|      |                                                                                |            |     |     |
|------|--------------------------------------------------------------------------------|------------|-----|-----|
| 1.10 | Elect Director Lawrence D. Worrall                                             | Management | For | For |
| 1.11 | Elect Director William L. Young                                                | Management | For | For |
| 2    | Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration | Management | For | For |
| 3    | Advisory Vote on Executive Compensation Approach                               | Management | For | For |

MAXIMUS, INC.  
 Meeting Date: MAR 14, 2018  
 Record Date: JAN 16, 2018  
 Meeting Type: ANNUAL

Ticker: MMS  
 Security ID: 577933104

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Bruce L. Caswell                                | Management  | For                       | For       |
| 1.2         | Elect Director Richard A. Montoni                              | Management  | For                       | For       |
| 1.3         | Elect Director Raymond B. Ruddy                                | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3           | Ratify Ernst & Young LLP as Auditors                           | Management  | For                       | For       |

METHODE ELECTRONICS, INC.  
 Meeting Date: SEP 14, 2017  
 Record Date: JUL 17, 2017  
 Meeting Type: ANNUAL

Ticker: MEI  
 Security ID: 591520200

| Proposal No | Proposal                               | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director Walter J. Aspatore      | Management  | For                       | For       |
| 1b          | Elect Director Darren M. Dawson        | Management  | For                       | For       |
| 1c          | Elect Director Donald W. Duda          | Management  | For                       | For       |
| 1d          | Elect Director Martha Goldberg Aronson | Management  | For                       | For       |
| 1e          | Elect Director Isabelle C. Goossen     | Management  | For                       | For       |
| 1f          | Elect Director Christopher J. Hornung  | Management  | For                       | For       |
| 1g          | Elect Director Paul G. Shelton         | Management  | For                       | For       |
| 1h          | Elect Director Lawrence B. Skatoff     | Management  | For                       | For       |
| 2           | Ratify Ernst & Young LLP as Auditors   | Management  | For                       | For       |
| 3           |                                        | Management  | For                       | For       |



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|                                                                                                                 | Advisory Vote to Ratify Named Executive Officers' Compensation |             |                           |           |
|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 4                                                                                                               | Advisory Vote on Say on Pay Frequency                          | Management  | One Year                  | One Year  |
| MOLSON COORS BREWING COMPANY<br>Meeting Date: MAY 23, 2018<br>Record Date: MAR 29, 2018<br>Meeting Type: ANNUAL |                                                                |             |                           |           |
| Ticker: TAP<br>Security ID: 60871R209                                                                           |                                                                |             |                           |           |
| Proposal No                                                                                                     | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                                                                                                             | Elect Director Roger G. Eaton                                  | Management  | For                       | For       |
| 1.2                                                                                                             | Elect Director Charles M. Herington                            | Management  | For                       | For       |
| 1.3                                                                                                             | Elect Director H. Sanford Riley                                | Management  | For                       | For       |
| 2                                                                                                               | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| MONSANTO COMPANY<br>Meeting Date: JAN 31, 2018<br>Record Date: DEC 15, 2017<br>Meeting Type: ANNUAL             |                                                                |             |                           |           |
| Ticker: MON<br>Security ID: 61166W101                                                                           |                                                                |             |                           |           |
| Proposal No                                                                                                     | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                                                                                                              | Elect Director Dwight M. 'Mitch' Barns                         | Management  | For                       | For       |
| 1b                                                                                                              | Elect Director Gregory H. Boyce                                | Management  | For                       | For       |
| 1c                                                                                                              | Elect Director David L. Chicoine                               | Management  | For                       | For       |
| 1d                                                                                                              | Elect Director Janice L. Fields                                | Management  | For                       | For       |
| 1e                                                                                                              | Elect Director Hugh Grant                                      | Management  | For                       | For       |
| 1f                                                                                                              | Elect Director Laura K. Ipsen                                  | Management  | For                       | For       |
| 1g                                                                                                              | Elect Director Marcos M. Lutz                                  | Management  | For                       | For       |
| 1h                                                                                                              | Elect Director C. Steven McMillan                              | Management  | For                       | For       |
| 1i                                                                                                              | Elect Director Jon R. Moeller                                  | Management  | For                       | For       |
| 1j                                                                                                              | Elect Director George H. Poste                                 | Management  | For                       | For       |
| 1k                                                                                                              | Elect Director Robert J. Stevens                               | Management  | For                       | For       |
| 1l                                                                                                              | Elect Director Patricia Verduin                                | Management  | For                       | For       |
| 2                                                                                                               | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For                       | For       |

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|   |                                                                |             |         |         |
|---|----------------------------------------------------------------|-------------|---------|---------|
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For     | For     |
| 4 | Amend Bylaws to Create Board Human Rights Committee            | Shareholder | Against | Against |

NIKE, INC.

Meeting Date: SEP 21, 2017

Record Date: JUL 21, 2017

Meeting Type: ANNUAL

Ticker: NKE

Security ID: 654106103

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Alan B. Graf, Jr.                               | Management  | For                       | For       |
| 1.2         | Elect Director John C. Lechleiter                              | Management  | For                       | For       |
| 1.3         | Elect Director Michelle A. Peluso                              | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3           | Advisory Vote on Say on Pay Frequency                          | Management  | One Year                  | One Year  |
| 4           | Amend Executive Incentive Bonus Plan                           | Management  | For                       | For       |
| 5           | Report on Political Contributions Disclosure                   | Shareholder | Against                   | For       |
| 6           | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For                       | For       |

OMNICOM GROUP INC.

Meeting Date: MAY 22, 2018

Record Date: APR 02, 2018

Meeting Type: ANNUAL

Ticker: OMC

Security ID: 681919106

| Proposal No | Proposal                               | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director John D. Wren            | Management  | For                       | For       |
| 1.2         | Elect Director Alan R. Batkin          | Management  | For                       | For       |
| 1.3         | Elect Director Mary C. Choksi          | Management  | For                       | For       |
| 1.4         | Elect Director Robert Charles Clark    | Management  | For                       | For       |
| 1.5         | Elect Director Leonard S. Coleman, Jr. | Management  | For                       | For       |
| 1.6         | Elect Director Susan S. Denison        | Management  | For                       | For       |
| 1.7         | Elect Director Ronnie S. Hawkins       | Management  | For                       | For       |
| 1.8         | Elect Director Deborah J. Kissire      | Management  | For                       | For       |

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|      |                                                                     |             |         |     |
|------|---------------------------------------------------------------------|-------------|---------|-----|
| 1.9  | Elect Director Gracia C. Martore                                    | Management  | For     | For |
| 1.10 | Elect Director Linda Johnson Rice                                   | Management  | For     | For |
| 1.11 | Elect Director Valerie M. Williams                                  | Management  | For     | For |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation      | Management  | For     | For |
| 3    | Ratify KPMG LLP as Auditors                                         | Management  | For     | For |
| 4    | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Shareholder | Against | For |

ORACLE CORPORATION

Meeting Date: NOV 15, 2017

Record Date: SEP 18, 2017

Meeting Type: ANNUAL

Ticker: ORCL

Security ID: 68389X105

| <b>Proposal No</b> | <b>Proposal</b>                                                | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|----------------------------------------------------------------|--------------------|----------------------------------|------------------|
| 1.1                | Elect Director Jeffrey S. Berg                                 | Management         | For                              | For              |
| 1.2                | Elect Director Michael J. Boskin                               | Management         | For                              | Withhold         |
| 1.3                | Elect Director Safra A. Catz                                   | Management         | For                              | For              |
| 1.4                | Elect Director Bruce R. Chizen                                 | Management         | For                              | Withhold         |
| 1.5                | Elect Director George H. Conrades                              | Management         | For                              | For              |
| 1.6                | Elect Director Lawrence J. Ellison                             | Management         | For                              | For              |
| 1.7                | Elect Director Hector Garcia-Molina                            | Management         | For                              | For              |
| 1.8                | Elect Director Jeffrey O. Henley                               | Management         | For                              | For              |
| 1.9                | Elect Director Mark V. Hurd                                    | Management         | For                              | For              |
| 1.10               | Elect Director Renee J. James                                  | Management         | For                              | For              |
| 1.11               | Elect Director Leon E. Panetta                                 | Management         | For                              | For              |
| 1.12               | Elect Director Naomi O. Seligman                               | Management         | For                              | For              |
| 2                  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management         | For                              | Against          |
| 3                  | Advisory Vote on Say on Pay Frequency                          | Management         | One Year                         | One Year         |
| 4                  | Amend Omnibus Stock Plan                                       | Management         | For                              | For              |
| 5                  | Ratify Ernst & Young LLP as Auditors                           | Management         | For                              | For              |
| 6                  | Political Contributions Disclosure                             | Shareholder        | Against                          | For              |
| 7                  | Gender Pay Gap                                                 | Shareholder        | Against                          | For              |
| 8                  | Amend Proxy Access Right                                       | Shareholder        | Against                          | For              |

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| PHILIP MORRIS INTERNATIONAL INC. |                                                                |             |                           |           |
|----------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Meeting Date: MAY 09, 2018       |                                                                |             |                           |           |
| Record Date: MAR 16, 2018        |                                                                |             |                           |           |
| Meeting Type: ANNUAL             |                                                                |             |                           |           |
| Ticker: PM                       |                                                                |             |                           |           |
| Security ID: 718172109           |                                                                |             |                           |           |
| Proposal No                      | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                              | Elect Director Harold Brown                                    | Management  | For                       | For       |
| 1.2                              | Elect Director Andre Calantzopoulos                            | Management  | For                       | For       |
| 1.3                              | Elect Director Louis C. Camilleri                              | Management  | For                       | For       |
| 1.4                              | Elect Director Massimo Ferragamo                               | Management  | For                       | For       |
| 1.5                              | Elect Director Werner Geissler                                 | Management  | For                       | For       |
| 1.6                              | Elect Director Lisa A. Hook                                    | Management  | For                       | For       |
| 1.7                              | Elect Director Jennifer Li                                     | Management  | For                       | For       |
| 1.8                              | Elect Director Jun Makihara                                    | Management  | For                       | For       |
| 1.9                              | Elect Director Sergio Marchionne                               | Management  | For                       | Against   |
| 1.10                             | Elect Director Kalpana Morparia                                | Management  | For                       | For       |
| 1.11                             | Elect Director Lucio A. Noto                                   | Management  | For                       | For       |
| 1.12                             | Elect Director Frederik Paulsen                                | Management  | For                       | For       |
| 1.13                             | Elect Director Robert B. Polet                                 | Management  | For                       | For       |
| 1.14                             | Elect Director Stephen M. Wolf                                 | Management  | For                       | For       |
| 2                                | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 3                                | Ratify PricewaterhouseCoopers SA as Auditors                   | Management  | For                       | For       |
| PRUDENTIAL FINANCIAL, INC.       |                                                                |             |                           |           |
| Meeting Date: MAY 08, 2018       |                                                                |             |                           |           |
| Record Date: MAR 09, 2018        |                                                                |             |                           |           |
| Meeting Type: ANNUAL             |                                                                |             |                           |           |
| Ticker: PRU                      |                                                                |             |                           |           |
| Security ID: 744320102           |                                                                |             |                           |           |
| Proposal No                      | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                              | Elect Director Thomas J. Baltimore, Jr.                        | Management  | For                       | For       |
| 1.2                              | Elect Director Gilbert F. Casellas                             | Management  | For                       | For       |
| 1.3                              | Elect Director Mark B. Grier                                   | Management  | For                       | For       |
| 1.4                              | Elect Director Martina Hund-Mejean                             | Management  | For                       | For       |
| 1.5                              | Elect Director Karl J. Krapek                                  | Management  | For                       | For       |

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|      |                                                                |             |         |     |
|------|----------------------------------------------------------------|-------------|---------|-----|
| 1.6  | Elect Director Peter R. Lighte                                 | Management  | For     | For |
| 1.7  | Elect Director George Paz                                      | Management  | For     | For |
| 1.8  | Elect Director Sandra Pianalto                                 | Management  | For     | For |
| 1.9  | Elect Director Christine A. Poon                               | Management  | For     | For |
| 1.10 | Elect Director Douglas A. Scovanner                            | Management  | For     | For |
| 1.11 | Elect Director John R. Strangfeld                              | Management  | For     | For |
| 1.12 | Elect Director Michael A. Todman                               | Management  | For     | For |
| 2    | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For     | For |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For     | For |
| 4    | Require Independent Board Chairman                             | Shareholder | Against | For |

QUALCOMM INCORPORATED

Meeting Date: MAR 23, 2018

Record Date: JAN 08, 2018

Meeting Type: PROXY CONTEST

Ticker: QCOM

Security ID: 747525103

| <b>Proposal No</b>                  | <b>Proposal</b>                            | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|-------------------------------------|--------------------------------------------|--------------------|----------------------------------|------------------|
| Management Proxy (White Proxy Card) |                                            |                    |                                  |                  |
| 1.1                                 | Elect Director Barbara T. Alexander        | Management         | For                              | Did Not Vote     |
| 1.2                                 | Elect Director Jeffrey W. Henderson        | Management         | For                              | Did Not Vote     |
| 1.3                                 | Elect Director Thomas W. Horton            | Management         | For                              | Did Not Vote     |
| 1.4                                 | Elect Director Paul E. Jacobs              | Management         | For                              | Did Not Vote     |
| 1.5                                 | Elect Director Ann M. Livermore            | Management         | For                              | Did Not Vote     |
| 1.6                                 | Elect Director Harish Manwani              | Management         | For                              | Did Not Vote     |
| 1.7                                 | Elect Director Mark D. McLaughlin          | Management         | For                              | Did Not Vote     |
| 1.8                                 | Elect Director Steve Mollenkopf            | Management         | For                              | Did Not Vote     |
| 1.9                                 | Elect Director Clark T. "Sandy" Randt, Jr. | Management         | For                              | Did Not Vote     |
| 1.10                                | Elect Director Francisco Ros               | Management         | For                              | Did Not Vote     |

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|                                   |                                                                                                    |                    |                                 |                  |
|-----------------------------------|----------------------------------------------------------------------------------------------------|--------------------|---------------------------------|------------------|
| 1.11                              | Elect Director Anthony J. Vinciguerra                                                              | Management         | For                             | Did Not Vote     |
| 2                                 | Ratify PricewaterhouseCoopers LLP as Auditors                                                      | Management         | For                             | Did Not Vote     |
| 3                                 | Advisory Vote to Ratify Named Executive Officers' Compensation                                     | Management         | For                             | Did Not Vote     |
| 4                                 | Amend Qualified Employee Stock Purchase Plan                                                       | Management         | For                             | Did Not Vote     |
| 5                                 | Eliminate Supermajority Vote Requirement to Remove Directors                                       | Management         | For                             | Did Not Vote     |
| 6                                 | Eliminate Supermajority Vote Requirement Relating to Amendments and Obsolete Provisions            | Management         | For                             | Did Not Vote     |
| 7                                 | Eliminate Supermajority Vote Requirement for Business Combinations with Interested Stockholders    | Management         | For                             | Did Not Vote     |
| 8                                 | Repeal Amendments to the Company's Bylaws Adopted Without Stockholder Approval After July 15, 2016 | Shareholder        | Against                         | Did Not Vote     |
| <b>Proposal No</b>                | <b>Proposal</b>                                                                                    | <b>Proposed By</b> | <b>Dissident Recommendation</b> | <b>Vote Cast</b> |
| Dissident Proxy (Blue Proxy Card) |                                                                                                    |                    |                                 |                  |
| 1.1                               | Elect Director Samih Elhage                                                                        | Shareholder        | For                             | For              |
| 1.2                               | Elect Director David G. Golden                                                                     | Shareholder        | For                             | Withhold         |
| 1.3                               | Elect Director Veronica M. Hagen                                                                   | Shareholder        | For                             | Withhold         |
| 1.4                               | Elect Director Julie A. Hill                                                                       | Shareholder        | For                             | For              |
| 1.5                               | Elect Director John H. Kispert                                                                     | Shareholder        | For                             | For              |
| 1.6                               | Elect Director Harry L. You                                                                        | Shareholder        | For                             | For              |
| 2                                 | Repeal Amendments to the Company's Bylaws Adopted Without Stockholder Approval After July 15, 2016 | Shareholder        | For                             | For              |
| 3                                 | Ratify PricewaterhouseCoopers LLP as Auditors                                                      | Management         | For                             | For              |
| 4                                 | Advisory Vote to Ratify Named Executive Officers' Compensation                                     | Management         | None                            | For              |
| 5                                 | Amend Qualified Employee Stock Purchase Plan                                                       | Management         | None                            | For              |
| 6                                 | Eliminate Supermajority Vote Requirement to Remove Directors                                       | Management         | For                             | For              |
| 7                                 | Eliminate Supermajority Vote Requirement Relating to Amendments and Obsolete Provisions            | Management         | For                             | For              |
| 8                                 | Eliminate Supermajority Vote Requirement for Business Combinations with Interested Stockholders    | Management         | For                             | For              |
|                                   |                                                                                                    |                    |                                 |                  |
|                                   |                                                                                                    |                    |                                 |                  |

| ROBERT HALF INTERNATIONAL INC.<br>Meeting Date: MAY 23, 2018<br>Record Date: MAR 29, 2018<br>Meeting Type: ANNUAL         |                                                                |             |                           |           |
|---------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Ticker: RHI<br>Security ID: 770323103                                                                                     |                                                                |             |                           |           |
| Proposal No                                                                                                               | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                                                                                                                       | Elect Director Harold M. Messmer, Jr.                          | Management  | For                       | For       |
| 1.2                                                                                                                       | Elect Director Marc H. Morial                                  | Management  | For                       | For       |
| 1.3                                                                                                                       | Elect Director Barbara J. Novogradac                           | Management  | For                       | For       |
| 1.4                                                                                                                       | Elect Director Robert J. Pace                                  | Management  | For                       | For       |
| 1.5                                                                                                                       | Elect Director Frederick A. Richman                            | Management  | For                       | For       |
| 1.6                                                                                                                       | Elect Director M. Keith Waddell                                | Management  | For                       | For       |
| 2                                                                                                                         | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For                       | For       |
| 3                                                                                                                         | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| SCHWEITZER-MAUDUIT INTERNATIONAL, INC.<br>Meeting Date: APR 26, 2018<br>Record Date: MAR 01, 2018<br>Meeting Type: ANNUAL |                                                                |             |                           |           |
| Ticker: SWM<br>Security ID: 808541106                                                                                     |                                                                |             |                           |           |
| Proposal No                                                                                                               | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                                                                                                                       | Elect Director Kimberly E. Ritrievi                            | Management  | For                       | For       |
| 1.2                                                                                                                       | Elect Director John D. Rogers                                  | Management  | For                       | For       |
| 2                                                                                                                         | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For                       | For       |
| 3                                                                                                                         | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| SIGNATURE BANK<br>Meeting Date: APR 25, 2018<br>Record Date: MAR 06, 2018<br>Meeting Type: ANNUAL                         |                                                                |             |                           |           |
| Ticker: SBNY<br>Security ID: 82669G104                                                                                    |                                                                |             |                           |           |
| Proposal No                                                                                                               | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                                                                                                                       | Elect Director Kathryn A. Byrne                                | Management  | For                       | For       |

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|     |                                                                |            |     |         |
|-----|----------------------------------------------------------------|------------|-----|---------|
| 1.2 | Elect Director Alfonse M. D'Amato                              | Management | For | For     |
| 1.3 | Elect Director Jeffrey W. Meshel                               | Management | For | For     |
| 2   | Ratify KPMG LLP as Auditors                                    | Management | For | For     |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against |
| 4   | Amend Omnibus Stock Plan                                       | Management | For | For     |

SKYWORKS SOLUTIONS, INC.

Meeting Date: MAY 09, 2018

Record Date: MAR 15, 2018

Meeting Type: ANNUAL

Ticker: SWKS

Security ID: 83088M102

| Proposal No | Proposal                                                                     | Proposed By | Management Recommendation | Vote Cast |
|-------------|------------------------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director David J. Aldrich                                              | Management  | For                       | For       |
| 1.2         | Elect Director Kevin L. Beebe                                                | Management  | For                       | For       |
| 1.3         | Elect Director Timothy R. Furey                                              | Management  | For                       | For       |
| 1.4         | Elect Director Liam K. Griffin                                               | Management  | For                       | For       |
| 1.5         | Elect Director Balakrishnan S. Iyer                                          | Management  | For                       | Against   |
| 1.6         | Elect Director Christine King                                                | Management  | For                       | For       |
| 1.7         | Elect Director David P. McGlade                                              | Management  | For                       | For       |
| 1.8         | Elect Director David J. McLachlan                                            | Management  | For                       | For       |
| 1.9         | Elect Director Robert A. Schriesheim                                         | Management  | For                       | For       |
| 2           | Ratify KPMG LLP as Auditors                                                  | Management  | For                       | For       |
| 3           | Advisory Vote to Ratify Named Executive Officers' Compensation               | Management  | For                       | For       |
| 4           | Amend Non-Employee Director Omnibus Stock Plan                               | Management  | For                       | For       |
| 5           | Ratify Existing Ownership Threshold for Shareholders to Call Special Meeting | Management  | For                       | Against   |

SNAP-ON INCORPORATED

Meeting Date: APR 26, 2018

Record Date: FEB 26, 2018

Meeting Type: ANNUAL

Ticker: SNA

Security ID: 833034101

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------|-------------|---------------------------|-----------|
|-------------|----------|-------------|---------------------------|-----------|



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|      |                                                                |            |     |     |
|------|----------------------------------------------------------------|------------|-----|-----|
| 1.1  | Elect Director David C. Adams                                  | Management | For | For |
| 1.2  | Elect Director Karen L. Daniel                                 | Management | For | For |
| 1.3  | Elect Director Ruth Ann M. Gillis                              | Management | For | For |
| 1.4  | Elect Director James P. Holden                                 | Management | For | For |
| 1.5  | Elect Director Nathan J. Jones                                 | Management | For | For |
| 1.6  | Elect Director Henry W. Knueppel                               | Management | For | For |
| 1.7  | Elect Director W. Dudley Lehman                                | Management | For | For |
| 1.8  | Elect Director Nicholas T. Pinchuk                             | Management | For | For |
| 1.9  | Elect Director Gregg M. Sherrill                               | Management | For | For |
| 1.10 | Elect Director Donald J. Stebbins                              | Management | For | For |
| 2    | Ratify Deloitte & Touche LLP as Auditors                       | Management | For | For |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |

SOUTHWEST AIRLINES CO.

Meeting Date: MAY 16, 2018

Record Date: MAR 20, 2018

Meeting Type: ANNUAL

Ticker: LUV

Security ID: 844741108

| <b>Proposal No</b> | <b>Proposal</b>                                                | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|----------------------------------------------------------------|--------------------|----------------------------------|------------------|
| 1a                 | Elect Director David W. Biegler                                | Management         | For                              | For              |
| 1b                 | Elect Director J. Veronica Biggins                             | Management         | For                              | For              |
| 1c                 | Elect Director Douglas H. Brooks                               | Management         | For                              | For              |
| 1d                 | Elect Director William H. Cunningham                           | Management         | For                              | For              |
| 1e                 | Elect Director John G. Denison                                 | Management         | For                              | For              |
| 1f                 | Elect Director Thomas W. Gilligan                              | Management         | For                              | For              |
| 1g                 | Elect Director Gary C. Kelly                                   | Management         | For                              | For              |
| 1h                 | Elect Director Grace D. Lieblein                               | Management         | For                              | For              |
| 1i                 | Elect Director Nancy B. Loeffler                               | Management         | For                              | For              |
| 1j                 | Elect Director John T. Montford                                | Management         | For                              | For              |
| 1k                 | Elect Director Ron Ricks                                       | Management         | For                              | For              |
| 2                  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management         | For                              | For              |
| 3                  | Ratify Ernst & Young LLP as Auditors                           | Management         | For                              | For              |
| 4                  | Require Independent Board Chairman                             | Shareholder        | Against                          | For              |
| 5                  | Provide Right to Act by Written Consent                        | Shareholder        | Against                          | Against          |

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| SYNCHRONY FINANCIAL<br>Meeting Date: MAY 17, 2018<br>Record Date: MAR 22, 2018<br>Meeting Type: ANNUAL       |                                                                |             |                           |           |
|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Ticker: SYF<br>Security ID: 87165B103                                                                        |                                                                |             |                           |           |
| Proposal No                                                                                                  | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                                                                                                           | Elect Director Margaret M. Keane                               | Management  | For                       | For       |
| 1b                                                                                                           | Elect Director Paget L. Alves                                  | Management  | For                       | For       |
| 1c                                                                                                           | Elect Director Arthur W. Coviello, Jr.                         | Management  | For                       | For       |
| 1d                                                                                                           | Elect Director William W. Graylin                              | Management  | For                       | For       |
| 1e                                                                                                           | Elect Director Roy A. Guthrie                                  | Management  | For                       | For       |
| 1f                                                                                                           | Elect Director Richard C. Hartnack                             | Management  | For                       | For       |
| 1g                                                                                                           | Elect Director Jeffrey G. Naylor                               | Management  | For                       | For       |
| 1h                                                                                                           | Elect Director Laurel J. Richie                                | Management  | For                       | For       |
| 1i                                                                                                           | Elect Director Olympia J. Snowe                                | Management  | For                       | For       |
| 2                                                                                                            | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | Against   |
| 3                                                                                                            | Ratify KPMG LLP as Auditors                                    | Management  | For                       | For       |
| T. ROWE PRICE GROUP, INC.<br>Meeting Date: APR 26, 2018<br>Record Date: FEB 23, 2018<br>Meeting Type: ANNUAL |                                                                |             |                           |           |
| Ticker: TROW<br>Security ID: 74144T108                                                                       |                                                                |             |                           |           |
| Proposal No                                                                                                  | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1a                                                                                                           | Elect Director Mark S. Bartlett                                | Management  | For                       | For       |
| 1b                                                                                                           | Elect Director Edward C. Bernard                               | Management  | For                       | For       |
| 1c                                                                                                           | Elect Director Mary K. Bush                                    | Management  | For                       | For       |
| 1d                                                                                                           | Elect Director H. Lawrence Culp, Jr.                           | Management  | For                       | For       |
| 1e                                                                                                           | Elect Director Freeman A. Hrabowski, III                       | Management  | For                       | For       |
| 1f                                                                                                           | Elect Director Robert F. MacLellan                             | Management  | For                       | For       |
| 1g                                                                                                           | Elect Director Brian C. Rogers                                 | Management  | For                       | For       |
| 1h                                                                                                           | Elect Director Olympia J. Snowe                                | Management  | For                       | For       |
| 1i                                                                                                           | Elect Director William J. Stromberg                            | Management  | For                       | For       |
| 1j                                                                                                           | Elect Director Richard R. Verma                                | Management  | For                       | For       |

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|    |                                                                |            |     |     |
|----|----------------------------------------------------------------|------------|-----|-----|
| 1k | Elect Director Sandra S. Wijnberg                              | Management | For | For |
| 1l | Elect Director Alan D. Wilson                                  | Management | For | For |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3  | Amend Charter                                                  | Management | For | For |
| 4  | Ratify KPMG LLP as Auditors                                    | Management | For | For |

TAIWAN SEMICONDUCTOR MANUFACTURING CO., LTD.

Meeting Date: JUN 05, 2018

Record Date: APR 06, 2018

Meeting Type: ANNUAL

Ticker: 2330

Security ID: 874039100

| Proposal No | Proposal                                                                                                                                | Proposed By | Management Recommendation | Vote Cast |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------|-------------|---------------------------|-----------|
| 1           | Approve Business Operations Report and Financial Statements                                                                             | Management  | For                       | For       |
| 2           | Approve Profit Distribution                                                                                                             | Management  | For                       | For       |
| 3           | Approve Amendments to Articles of Association                                                                                           | Management  | For                       | For       |
| 4.1         | Elect F.C. Tseng with Shareholder No. 104 as Non-Independent Director                                                                   | Management  | For                       | For       |
| 4.2         | Elect Mei-ling Chen , a Representative of National Development Fund, Executive Yuan with Shareholder No. 1, as Non-Independent Director | Management  | For                       | For       |
| 4.3         | Elect Mark Liu with Shareholder No. 10758 as Non-Independent Director                                                                   | Management  | For                       | For       |
| 4.4         | Elect C.C. Wei with Shareholder No. 370885 as Non-Independent Director                                                                  | Management  | For                       | For       |
| 4.5         | Elect Sir Peter L. Bonfield with ID No. 504512XXX as Independent Director                                                               | Management  | For                       | For       |
| 4.6         | Elect Stan Shih with Shareholder No. 534770 as Independent Director                                                                     | Management  | For                       | For       |
| 4.7         | Elect Thomas J. Engibous with ID No. 515274XXX as Independent Director                                                                  | Management  | For                       | For       |
| 4.8         | Elect Kok-Choo Chen with ID No. A210358XXX as Independent Director                                                                      | Management  | For                       | For       |
| 4.9         | Elect Michael R. Splinter with ID No. 488601XXX as Independent Director                                                                 | Management  | For                       | For       |

TANGER FACTORY OUTLET CENTERS, INC.

Meeting Date: MAY 18, 2018

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| Record Date: MAR 21, 2018<br>Meeting Type: ANNUAL |                                                                |             |                           |           |
|---------------------------------------------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| Ticker: SKT<br>Security ID: 875465106             |                                                                |             |                           |           |
| Proposal No                                       | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
| 1.1                                               | Elect Director William G. Benton                               | Management  | For                       | For       |
| 1.2                                               | Elect Director Jeffrey B. Citrin                               | Management  | For                       | For       |
| 1.3                                               | Elect Director David B. Henry                                  | Management  | For                       | For       |
| 1.4                                               | Elect Director Thomas J. Reddin                                | Management  | For                       | For       |
| 1.5                                               | Elect Director Thomas E. Robinson                              | Management  | For                       | For       |
| 1.6                                               | Elect Director Bridget M. Ryan-Berman                          | Management  | For                       | For       |
| 1.7                                               | Elect Director Allan L. Schuman                                | Management  | For                       | For       |
| 1.8                                               | Elect Director Steven B. Tanger                                | Management  | For                       | For       |
| 2                                                 | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For                       | For       |
| 3                                                 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | Against   |

TE CONNECTIVITY LTD.  
Meeting Date: MAR 14, 2018  
Record Date: FEB 22, 2018  
Meeting Type: ANNUAL

Ticker: TEL  
Security ID: H84989104

| Proposal No | Proposal                                  | Proposed By | Management Recommendation | Vote Cast |
|-------------|-------------------------------------------|-------------|---------------------------|-----------|
| 1a          | Elect Director Pierre R. Brondeau         | Management  | For                       | For       |
| 1b          | Elect Director Terrence R. Curtin         | Management  | For                       | For       |
| 1c          | Elect Director Carol A. ('John') Davidson | Management  | For                       | For       |
| 1d          | Elect Director William A. Jeffrey         | Management  | For                       | For       |
| 1e          | Elect Director Thomas J. Lynch            | Management  | For                       | For       |
| 1f          | Elect Director Yong Nam                   | Management  | For                       | For       |
| 1g          | Elect Director Daniel J. Phelan           | Management  | For                       | For       |
| 1h          | Elect Director Paula A. Sneed             | Management  | For                       | For       |
| 1i          | Elect Director Abhijit Y. Talwalkar       | Management  | For                       | For       |
| 1j          | Elect Director Mark C. Trudeau            | Management  | For                       | For       |
| 1k          | Elect Director John C. Van Scoter         | Management  | For                       | For       |
| 1l          | Elect Director Laura H. Wright            | Management  | For                       | For       |
| 2           | Elect Board Chairman Thomas J. Lynch      | Management  | For                       | For       |

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|                                                                                                                |                                                                                                    |                    |     |         |
|----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|--------------------|-----|---------|
| 3a                                                                                                             | Elect Daniel J. Phelan as Member of Management Development and Compensation Committee              | Management         | For | For     |
| 3b                                                                                                             | Elect Paula A. Sneed as Member of Management Development and Compensation Committee                | Management         | For | For     |
| 3c                                                                                                             | Elect John C. Van Scoter as Member of Management Development and Compensation Committee            | Management         | For | For     |
| 4                                                                                                              | Designate Rene Schwarzenbach as Independent Proxy                                                  | Management         | For | For     |
| 5.1                                                                                                            | Accept Annual Report for Fiscal Year Ended September 29, 2017                                      | Management         | For | For     |
| 5.2                                                                                                            | Accept Statutory Financial Statements for Fiscal Year Ended September 29, 2017                     | Management         | For | For     |
| 5.3                                                                                                            | Approve Consolidated Financial Statements for Fiscal Year Ended September 29, 2017                 | Management         | For | For     |
| 6                                                                                                              | Approve Discharge of Board and Senior Management                                                   | Management         | For | For     |
| 7.1                                                                                                            | Ratify Deloitte & Touche LLP as Independent Registered Public Accounting Firm for Fiscal Year 2018 | Management         | For | For     |
| 7.2                                                                                                            | Ratify Deloitte AG as Swiss Registered Auditors                                                    | Management         | For | For     |
| 7.3                                                                                                            | Ratify PricewaterhouseCoopers AG as Special Auditors                                               | Management         | For | For     |
| 8                                                                                                              | Advisory Vote to Ratify Named Executive Officers' Compensation                                     | Management         | For | For     |
| 9                                                                                                              | Approve the Increase in Maximum Aggregate Remuneration of Executive Management                     | Management         | For | For     |
| 10                                                                                                             | Approve the Increase in Maximum Aggregate Remuneration of Board of Directors                       | Management         | For | For     |
| 11                                                                                                             | Approve Allocation of Available Earnings at September 29, 2017                                     | Management         | For | For     |
| 12                                                                                                             | Approve Declaration of Dividend                                                                    | Management         | For | For     |
| 13                                                                                                             | Authorize Share Repurchase Program                                                                 | Management         | For | Against |
| 14                                                                                                             | Amend Articles of Association Re: Authorized Capital                                               | Management         | For | For     |
| 15                                                                                                             | Amend Nonqualified Employee Stock Purchase Plan                                                    | Management         | For | For     |
| 16                                                                                                             | Adjourn Meeting                                                                                    | Management         | For | Against |
| <p>THE KROGER CO.<br/> Meeting Date: JUN 28, 2018<br/> Record Date: MAY 02, 2018<br/> Meeting Type: ANNUAL</p> |                                                                                                    |                    |     |         |
| <p>Ticker: KR<br/> Security ID: 501044101</p>                                                                  |                                                                                                    |                    |     |         |
|                                                                                                                | <b>Proposal</b>                                                                                    | <b>Proposed By</b> |     |         |

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| <b>Proposal No</b> |                                                                |             | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|----------------------------------------------------------------|-------------|----------------------------------|------------------|
| 1a                 | Elect Director Nora A. Aufreiter                               | Management  | For                              | For              |
| 1b                 | Elect Director Robert D. Beyer                                 | Management  | For                              | For              |
| 1c                 | Elect Director Anne Gates                                      | Management  | For                              | For              |
| 1d                 | Elect Director Susan J. Kropf                                  | Management  | For                              | For              |
| 1e                 | Elect Director W. Rodney McMullen                              | Management  | For                              | For              |
| 1f                 | Elect Director Jorge P. Montoya                                | Management  | For                              | For              |
| 1g                 | Elect Director Clyde R. Moore                                  | Management  | For                              | For              |
| 1h                 | Elect Director James A. Runde                                  | Management  | For                              | For              |
| 1i                 | Elect Director Ronald L. Sargent                               | Management  | For                              | For              |
| 1j                 | Elect Director Bobby S. Shackouls                              | Management  | For                              | For              |
| 1k                 | Elect Director Mark S. Sutton                                  | Management  | For                              | For              |
| 2                  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                              | For              |
| 3                  | Provide Proxy Access Right                                     | Management  | For                              | For              |
| 4                  | Amend Bylaws to Authorize the Board to Amend Bylaws            | Management  | For                              | For              |
| 5                  | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For                              | For              |
| 6                  | Report on Benefits of Adopting Renewable Energy Goals          | Shareholder | Against                          | For              |
| 7                  | Assess Environmental Impact of Non-Recyclable Packaging        | Shareholder | Against                          | For              |
| 8                  | Require Independent Board Chairman                             | Shareholder | Against                          | Against          |

THE WALT DISNEY COMPANY

Meeting Date: MAR 08, 2018

Record Date: JAN 08, 2018

Meeting Type: ANNUAL

Ticker: DIS

Security ID: 254687106

| <b>Proposal No</b> | <b>Proposal</b>                   | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|-----------------------------------|--------------------|----------------------------------|------------------|
| 1a                 | Elect Director Susan E. Arnold    | Management         | For                              | For              |
| 1b                 | Elect Director Mary T. Barra      | Management         | For                              | For              |
| 1c                 | Elect Director Safra A. Catz      | Management         | For                              | For              |
| 1d                 | Elect Director John S. Chen       | Management         | For                              | For              |
| 1e                 | Elect Director Francis A. deSouza | Management         | For                              | For              |
| 1f                 | Elect Director Robert A. Iger     | Management         | For                              | For              |

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|    |                                                                |             |         |         |
|----|----------------------------------------------------------------|-------------|---------|---------|
| 1g | Elect Director Maria Elena Lagomasino                          | Management  | For     | For     |
| 1h | Elect Director Fred H. Langhammer                              | Management  | For     | For     |
| 1i | Elect Director Aylwin B. Lewis                                 | Management  | For     | For     |
| 1j | Elect Director Mark G. Parker                                  | Management  | For     | For     |
| 2  | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For     | For     |
| 3  | Amend Executive Incentive Bonus Plan                           | Management  | For     | For     |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For     | Against |
| 5  | Report on Lobbying Payments and Policy                         | Shareholder | Against | For     |
| 6  | Proxy Access Bylaw Amendment                                   | Shareholder | Against | For     |

TRACTOR SUPPLY COMPANY

Meeting Date: MAY 10, 2018

Record Date: MAR 12, 2018

Meeting Type: ANNUAL

Ticker: TSCO

Security ID: 892356106

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Cynthia T. Jamison                              | Management  | For                       | For       |
| 1.2         | Elect Director Peter D. Bewley                                 | Management  | For                       | For       |
| 1.3         | Elect Director Denise L. Jackson                               | Management  | For                       | For       |
| 1.4         | Elect Director Thomas A. Kingsbury                             | Management  | For                       | For       |
| 1.5         | Elect Director Ramkumar Krishnan                               | Management  | For                       | For       |
| 1.6         | Elect Director George MacKenzie                                | Management  | For                       | For       |
| 1.7         | Elect Director Edna K. Morris                                  | Management  | For                       | For       |
| 1.8         | Elect Director Mark J. Weikel                                  | Management  | For                       | For       |
| 1.9         | Elect Director Gregory A. Sandfort                             | Management  | For                       | For       |
| 2           | Ratify Ernst & Young LLP as Auditors                           | Management  | For                       | For       |
| 3           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 4           | Approve Omnibus Stock Plan                                     | Management  | For                       | For       |

WALGREENS BOOTS ALLIANCE, INC.

Meeting Date: JAN 17, 2018

Record Date: NOV 20, 2017

Meeting Type: ANNUAL

Ticker: WBA

Security ID: 931427108

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| <b>Proposal No</b> | <b>Proposal</b>                                                     | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|---------------------------------------------------------------------|--------------------|----------------------------------|------------------|
| 1a                 | Elect Director Jose E. Almeida                                      | Management         | For                              | For              |
| 1b                 | Elect Director Janice M. Babiak                                     | Management         | For                              | For              |
| 1c                 | Elect Director David J. Brailer                                     | Management         | For                              | For              |
| 1d                 | Elect Director William C. Foote                                     | Management         | For                              | For              |
| 1e                 | Elect Director Ginger L. Graham                                     | Management         | For                              | For              |
| 1f                 | Elect Director John A. Lederer                                      | Management         | For                              | For              |
| 1g                 | Elect Director Dominic P. Murphy                                    | Management         | For                              | For              |
| 1h                 | Elect Director Stefano Pessina                                      | Management         | For                              | For              |
| 1i                 | Elect Director Leonard D. Schaeffer                                 | Management         | For                              | For              |
| 1j                 | Elect Director Nancy M. Schlichting                                 | Management         | For                              | For              |
| 1k                 | Elect Director James A. Skinner                                     | Management         | For                              | For              |
| 2                  | Ratify Deloitte & Touche LLP as Auditors                            | Management         | For                              | For              |
| 3                  | Advisory Vote to Ratify Named Executive Officers' Compensation      | Management         | For                              | For              |
| 4                  | Advisory Vote on Say on Pay Frequency                               | Management         | One Year                         | One Year         |
| 5                  | Amend Omnibus Stock Plan                                            | Management         | For                              | For              |
| 6                  | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Shareholder        | Against                          | For              |
| 7                  | Amend Proxy Access Right                                            | Shareholder        | Against                          | For              |

**WESTPAC BANKING CORPORATION**

Meeting Date: DEC 08, 2017

Record Date: OCT 31, 2017

Meeting Type: ANNUAL

Ticker: WBC

Security ID: 961214301

| <b>Proposal No</b> | <b>Proposal</b>                                                             | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
|--------------------|-----------------------------------------------------------------------------|--------------------|----------------------------------|------------------|
| 2                  | Approve Remuneration Report                                                 | Management         | For                              | For              |
| 3                  | Approve Grant of Shares and Performance Rights to Brian Hartzler            | Management         | For                              | For              |
| 4a                 | Approve the First Buy-Back Scheme of Westpac Convertible Preference Shares  | Management         | For                              | For              |
| 4b                 | Approve the Second Buy-Back Scheme of Westpac Convertible Preference Shares | Management         | For                              | For              |
| 5a                 | Elect Lindsay Maxsted as Director                                           | Management         | For                              | For              |
| 5b                 | Elect Peter Hawkins as Director                                             | Management         | For                              | For              |



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|    |                                 |            |     |     |
|----|---------------------------------|------------|-----|-----|
| 5c | Elect Alison Deans as Director  | Management | For | For |
| 5d | Elect Nerida Caesar as Director | Management | For | For |

WHITE MOUNTAINS INSURANCE GROUP, LTD.

Meeting Date: MAY 24, 2018

Record Date: APR 02, 2018

Meeting Type: ANNUAL

Ticker: WTM

Security ID: G9618E107

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Mary C. Choksi                                  | Management  | For                       | For       |
| 1.2         | Elect Director Philip A. Gelston                               | Management  | For                       | For       |
| 1.3         | Elect Director Edith E. Holiday                                | Management  | For                       | For       |
| 2           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | Against   |
| 3           | Ratify PricewaterhouseCoopers LLP as Auditors                  | Management  | For                       | For       |

WILLIAMS-SONOMA, INC.

Meeting Date: MAY 30, 2018

Record Date: APR 02, 2018

Meeting Type: ANNUAL

Ticker: WSM

Security ID: 969904101

| Proposal No | Proposal                                                       | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------------------------------------|-------------|---------------------------|-----------|
| 1.1         | Elect Director Laura Alber                                     | Management  | For                       | For       |
| 1.2         | Elect Director Adrian Bellamy                                  | Management  | For                       | For       |
| 1.3         | Elect Director Anthony Greener                                 | Management  | For                       | For       |
| 1.4         | Elect Director Robert Lord                                     | Management  | For                       | For       |
| 1.5         | Elect Director Grace Puma                                      | Management  | For                       | For       |
| 1.6         | Elect Director Christiana Smith Shi                            | Management  | For                       | For       |
| 1.7         | Elect Director Sabrina Simmons                                 | Management  | For                       | For       |
| 1.8         | Elect Director Jerry Stritzke                                  | Management  | For                       | For       |
| 1.9         | Elect Director Frits van Paasschen                             | Management  | For                       | For       |
| 2           | Amend Omnibus Stock Plan                                       | Management  | For                       | For       |
| 3           | Advisory Vote to Ratify Named Executive Officers' Compensation | Management  | For                       | For       |
| 4           | Ratify Deloitte & Touche LLP as Auditors                       | Management  | For                       | For       |

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| WPP PLC<br>Meeting Date: JUN 13, 2018<br>Record Date: MAY 08, 2018<br>Meeting Type: ANNUAL |                                                                                                                    |                    |                                  |                  |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------|----------------------------------|------------------|
| Ticker: WPP<br>Security ID: 92937A102                                                      |                                                                                                                    |                    |                                  |                  |
| <b>Proposal No</b>                                                                         | <b>Proposal</b>                                                                                                    | <b>Proposed By</b> | <b>Management Recommendation</b> | <b>Vote Cast</b> |
| 1                                                                                          | Accept Financial Statements and Statutory Reports                                                                  | Management         | For                              | For              |
| 2                                                                                          | Approve Final Dividend                                                                                             | Management         | For                              | For              |
| 3                                                                                          | Approve Remuneration Report                                                                                        | Management         | For                              | For              |
| 4                                                                                          | Re-elect Roberto Quarta as Director                                                                                | Management         | For                              | For              |
| 5                                                                                          | Re-elect Dr Jacques Aigrain as Director                                                                            | Management         | For                              | For              |
| 6                                                                                          | Re-elect Ruigang Li as Director                                                                                    | Management         | For                              | For              |
| 7                                                                                          | Re-elect Paul Richardson as Director                                                                               | Management         | For                              | For              |
| 8                                                                                          | Re-elect Hugo Shong as Director                                                                                    | Management         | For                              | For              |
| 9                                                                                          | Re-elect Sally Susman as Director                                                                                  | Management         | For                              | For              |
| 10                                                                                         | Re-elect Solomon Trujillo as Director                                                                              | Management         | For                              | For              |
| 11                                                                                         | Re-elect Sir John Hood as Director                                                                                 | Management         | For                              | For              |
| 12                                                                                         | Re-elect Nicole Seligman as Director                                                                               | Management         | For                              | For              |
| 13                                                                                         | Re-elect Daniela Riccardi as Director                                                                              | Management         | For                              | For              |
| 14                                                                                         | Re-elect Tarek Farahat as Director                                                                                 | Management         | For                              | For              |
| 15                                                                                         | Reappoint Deloitte LLP as Auditors                                                                                 | Management         | For                              | For              |
| 16                                                                                         | Authorise the Audit Committee to Fix Remuneration of Auditors                                                      | Management         | For                              | For              |
| 17                                                                                         | Authorise Issue of Equity with Pre-emptive Rights                                                                  | Management         | For                              | For              |
| 18                                                                                         | Authorise Market Purchase of Ordinary Shares                                                                       | Management         | For                              | For              |
| 19                                                                                         | Authorise Issue of Equity without Pre-emptive Rights                                                               | Management         | For                              | For              |
| 20                                                                                         | Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment | Management         | For                              | For              |

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dividend and Income Fund

By: /s/ Thomas B. Winmill  
Thomas B. Winmill, Chief Executive Officer

Date: August 2, 2018