GABELLI DIVIDEND & INCOME TRUST Form N-PX August 18, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM N-PX

# ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-21423

<u>The Gabelli Dividend & Income Trust</u> (Exact name of registrant as specified in charter)

One Corporate Center

<u>Rye, New York 10580-1422</u> (Address of principal executive offices) (Zip code)

Bruce N. Alpert

Gabelli Funds, LLC

One Corporate Center

<u>Rye, New York 10580-1422</u> (Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

Date of reporting period: July 1, 2016 - June 30, 2017

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.

### PROXY VOTING RECORD

## FOR PERIOD JULY 1, 2016 TO JUNE 30, 2017

ProxyEdge

Meeting Date Range: 07/01/2016 - 06/30/2017 Report Date: 07/01/2017

The Gabelli Dividend and Income Trust

Investment Comp	any Report		
AKORN, INC.			
Security	009728106	Meeting Type	Annual
Ticker Symbol	AKRX	Meeting Date	01-Jul-2016
ISIN	US0097281069	Aganda	934429437 -
1311	030097281009	Agenda	Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Manageme	ent	-
	1 JOHN KAPOOR, PHD	_	For	For
	2 KENNETH ABRAMOWITZ		For	For
	3 ADRIENNE GRAVES, PHD		For	For
	4 RONALD JOHNSON		For	For
	5 STEVEN MEYER		For	For
	6 TERRY ALLISON RAPPUHN		For	For
	7 BRIAN TAMBI		For	For
	8 ALAN WEINSTEIN		For	For
	PROPOSAL TO RATIFY THE APPOINTMEN	Т		
	OF BDO			
	USA, LLP AS THE COMPANY'S			
2.	INDEPENDENT	Manageme	nt For	For
	REGISTERED PUBLIC ACCOUNTING FIRM			
	FOR YEAR			
	ENDING DECEMBER 31, 2016.			
3.	PROPOSAL TO APPROVE, THROUGH A	Manageme	nt For	For
	NON-			
	BINDING ADVISORY VOTE, THE			
	COMPANY'S			
	EXECUTIVE COMPENSATION PROGRAM			
	AS			
	DESCRIBED IN THE COMPANY'S 2016			
	PROXY			

STATEMENT. EMMIS COMMUNICATIONS CORPORATION Security Meeting Type 291525103 Annual Meeting Date Ticker Symbol EMMS 07-Jul-2016 934439072 -Agenda US2915251035 Management

ISIN

THREE

Item	Proposal		Proposed by	Vote	For/Against Managemen	
1.	DIRECTOR		Managemer	nt	8	
		ES M. DUBIN		For	For	
		G A. NATHANSON		For	For	
		FREY H. SMULYAN		For	For	
		OF THE 2016 EQUITY				
	COMPENSA	-				
2.		ET FORTH IN EXHIBIT A TO	Managemer	nt Agains	t Against	
	THE				e i guine	
		NYING PROXY STATEMENT				
		ATION FOR THE BOARD OF				
	DIRECTOR					
		CRETION WITHOUT FURTHER				
	ACTION OF					
		EHOLDERS, TO AMEND EMMIS'				
3.	SECOND		Managemer	nt For	For	
		AND RESTATED ARTICLES OF				
		ATION TO EFFECT A 1 FOR 4				
	REVERSE					
	STOCK SPL	IT				
		, IN AN ADVISORY VOTE, OF				
	THE	, IN MICH VISORI VOIL, OI				
		TION OF EMMIS' NAMED				
4.	EXECUTIV		Managemer	nt For	For	
		AS DISCLOSED IN THIS PROXY				
	STATEMEN					
		ION OF THE SELECTION OF				
	ERNST &	ION OF THE SELECTION OF				
		P AS EMMIS' INDEPENDENT				
5.	REGISTERE		Managemer	nt For	For	
5.		COUNTANTS FOR THE FISCAL	Wanagemen	11 1 01	101	
	YEAR	COUNTAINTS FOR THE FISCAL				
		BRUARY 28, 2017				
OUTE	RWALL INC.	<b>DRUART 20, 2017</b>				
Securit		0070107		Meetin	g Type	Annual
	•	JTR		Meetin	<b>e</b> • •	07-Jul-2016
Ticker	Symbol OC			wieetiii	g Dale	934445152 -
ISIN	US	6900701078		Agend	a	
						Management
			Proposed		For/Against	÷
Item	Proposal		by	Vote	Managemei	
1A.	FI ECTION	OF DIRECTOR FOR A TERM OF	Managemer	nt For	For	11
174.		OF DIRECTOR FOR A TERM OF	wianagemer	11 1 01	1.01	

4

	YEARS: NORA M. DENZEL					
	ELECTION OF DIRECTOR FOR A TERM OF					
1B.	THREE	Managemen	nt For	For		
	YEARS: ERIK E. PRUSCH RESOLUTION TO APPROVE THE 2011					
	INCENTIVE					
2.	PLAN, AS AMENDED AND RESTATED BY	Managemen	nt Agains	t Against		
	THE BOARD	C	C	C		
	OF DIRECTORS.					
	ADVISORY RESOLUTION TO APPROVE THE					
3.	COMPENSATION OF OUTERWALL'S	Managemer	nt For	For		
0.	NAMED			1 01		
	EXECUTIVE OFFICERS.					
	RATIFICATION OF APPOINTMENT OF					
4.	KPMG LLP AS OUTERWALL'S INDEPENDENT	Managemer	at For	For		
4.	REGISTERED PUBLIC	Managemen	ποι	FUI		
	ACCOUNTING FIRM.					
	R SA, COURCOURONNES					
Securit	•		Meetin		MIX	
Ticker	Symbol		Meetin	g Date	12-Jul-2016 707207254 -	
ISIN	FR0000120404		Agenda	a	Management	
Item	Proposal	Proposed	Vote	For/Agains		
Item	Proposal PLEASE NOTE THAT THIS IS AN	Proposed by	Vote	For/Agains Manageme		
Item	PLEASE NOTE THAT THIS IS AN	-	Vote	-		
Item	-	by	Vote	-		
Item	PLEASE NOTE THAT THIS IS AN AMENDMENT TO	by	Vote	-		
Item CMM7	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE	by		-		
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE	by		-		
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND	by Non-Voting		-		
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE	by Non-Voting		-		
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU	by Non-Voting		-		
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CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED	by Non-Voting	5	-		
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	by Non-Voting Non-Voting	y y	-		
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. THE FOLLOWING APPLIES TO	by Non-Voting	y y	-		
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CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. THE FOLLOWING APPLIES TO SHAREHOLDERS THAT DO NOT HOLD SHARES DIRECTLY WITH A- FRENCH CUSTODIAN: PROXY CARDS:	by Non-Voting Non-Voting	y y	-		
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF- RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. THE FOLLOWING APPLIES TO SHAREHOLDERS THAT DO NOT HOLD SHARES DIRECTLY WITH A-	by Non-Voting Non-Voting	y y	-		

THE-GLOBAL CUSTODIANS ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED-INTERMEDIARY, THE GLOBAL **CUSTODIANS WILL** SIGN THE PROXY CARDS AND FORWARD-THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE INFORMATION, PLEASE CONTACT-YOUR CLIENT REPRESENTATIVE 24 JUN 2016: PLEASE NOTE THAT **IMPORTANT** ADDITIONAL MEETING INFORMATION **IS-AVAILABLE** BY CLICKING ON THE MATERIAL URL LINK:http://www.journalofficiel.gouv.fr//pdf/2016/0601/201606011602781.pdf,https://balo.journalofficiel.gouv.fr/pdf/2016/0624/201606241603542.pdf.-CMMT PLEASE NOTE THAT THIS IS A REVISION Non-Voting DUE TO RECEIPT OF ADDITIONAL URL LINK. **IF-YOU HAVE** ALREADY SENT IN YOUR VOTES FOR MID: 656561. PLEASE DO NOT VOTE AGAIN-UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. APPROVAL OF THE CONTRIBUTION OF 1,718,134 E.1 FRHI SHARES TO THE COMPANY, ITS Management For For VALUATION AND CONSIDERATION INCREASE OF THE COMPANY'S CAPITAL FOLLOWING THE CONTRIBUTION OF E.2 Management For For 1,718,134 FRHI SHARES TO THE COMPANY 0.3 POWERS TO CARRY OUT FORMALITIES Management For For PLEASE NOTE THAT THIS IS A **SHAREHOLDER** O.4 PROPOSAL: APPOINTMENT OF ALI Management For For **BOUZARIF AS A** DIRECTOR 0.5 PLEASE NOTE THAT THIS IS A Management For For SHAREHOLDER

	5 5			
	PROPOSAL: APPOINTMENT OF AZIZ			
	ALUTHMAN			
	FAKHROO AS A DIRECTOR			
	PLEASE NOTE THAT THIS IS A			
	SHAREHOLDER			
0.6	PROPOSAL: APPOINTMENT OF SARMAD	Management For	For	
0.0	ZOK AS A	intuitugement i or	1 01	
	DIRECTOR			
	PLEASE NOTE THAT THIS IS A			
	SHAREHOLDER			
O.7	PROPOSAL: APPOINTMENT OF JIANG	Management Agains	t Against	
0.7	QIONG ER AS	Management Agains	a Agailist	
	A DIRECTOR			
	PLEASE NOTE THAT THIS IS A			
	SHAREHOLDER			
O.8		Monogoment Een	Ear	
0.8	PROPOSAL: APPOINTMENT OF ISABELLE SIMON AS	Management For	For	
	A DIRECTOR			
	PLEASE NOTE THAT THIS IS A			
	SHAREHOLDER	M (F	Г	
O.9	PROPOSAL: APPOINTMENT OF NATACHA	Management For	For	
	VALLA AS			
	A DIRECTOR			
0.10	PLEASE NOTE THAT THIS IS A	M (F	F	
O.10	SHAREHOLDER	Management For	For	
CEVEI	PROPOSAL: DIRECTORS' FEES			
SEVER	RN TRENT PLC, COVENTRY			A
Securit	y G8056D159	Meetin	ig Type	Annual General
Tieker	Symbol	Meetin	a Data	Meeting 20-Jul-2016
TICKEI	Symbol	Wiectin	ig Date	707199609 -
ISIN	GB00B1FH8J72	Agenda	a	Management
				Wanagement
-		Proposed Vata	For/Against	t
Item	Proposal	by Vote	Managemer	
1	RECEIVE THE REPORTS AND ACCOUNTS	Management For	For	
	APPROVE THE DIRECTORS			
2	REMUNERATION	Management For	For	
	REPORT			
3	DECLARE A FINAL ORDINARY DIVIDEND	Management For	For	
4	APPOINT EMMA FITZGERALD	Management For	For	
5	APPOINT KEVIN BEESTON	Management For	For	
6	APPOINT DOMINIQUE REINICHE	Management For	For	
° 7	REAPPOINT ANDREW DUFF	Management For	For	
8	REAPPOINT JOHN COGHLAN	Management For	For	
9	REAPPOINT OLIVIA GARFIELD	Management For	For	
10	REAPPOINT JAMES BOWLING	Management For	For	
11	REAPPOINT PHILIP REMNANT	Management For	For	
12	REAPPOINT DR. ANGELA STRANK	Management For	For	
13	REAPPOINT DELOITTE LLP AS AUDITOR	Management For	For	
13		Management For	For	
			-	

	AUTHORISE THE AUDIT COMMITTEE OF THE BOARD TO DETERMINE THE REMUNERATION OF THE				
15 16 17 18 19	AUDITOR AUTHORISE POLITICAL DONATIONS AUTHORISE ALLOTMENT OF SHARES DISAPPLY PRE-EMPTION RIGHTS AUTHORISE PURCHASE OF OWN SHARES ADOPT NEW ARTICLES OF ASSOCIATION AUTHORISE GENERAL MEETINGS OF THE COMPANY, OTHER THAN ANNUAL	Management Management Management Management Management	t For t For t For	For For For For	
20	GENERAL MEETINGS, TO BE CALLED ON NOT LESS THAN 14	Management	t Against	Against	
Securit	CLEAR DAYS' NOTICE TELLATION BRANDS, INC. y 21036P108 Symbol STZ		Meeting Meeting	• •	Annual 20-Jul-2016
ISIN	US21036P1084		Agenda		934443398 - Management
Item	Proposal	Proposed by	VOTE	For/Against Managemen	
1. 2.	DIRECTOR 1 JERRY FOWDEN 2 BARRY A. FROMBERG 3 ROBERT L. HANSON 4 ERNESTO M. HERNANDEZ 5 JAMES A. LOCKE III 6 DANIEL J. MCCARTHY 7 RICHARD SANDS 8 ROBERT SANDS 9 JUDY A. SCHMELING 10 KEITH E. WANDELL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2017 TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S	Management	For For For For For For For For	For For For For For For For For	
3.	NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT	Management	t For	For	
THE D Securit	OW CHEMICAL COMPANY 260543103		Meeting	Туре	Special

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Ticker	Symbol DOW		Meeti	ng Date	20-Jul-2016
ISIN	US2605431038		Ageno	da	934450317 - Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
	ADOPTION OF THE MERGER AGREEMENT TO CONSIDER AND VOTE ON A PROPOSAL (THE "DOW			-	
	MERGER PROPOSAL") TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF				
	DECEMBER 11, 2015 (AS IT MAY BE AMENDED FROM TIME TO				
	TIME, THE "MERGER AGREEMENT"), BY				
1.	AMONG DIAMOND-ORION HOLDCO, INC., A DELAWARE CORPORATION, (N/K/A	Managemer	nt For	For	
	DOWDUPONT INC.), THE DOW CHEMICAL COMPANY, A				
	DELAWARE CORPORATION ("DOW"), DIAMOND MERGER SUB,				
	INC., A DELAWARE CORPORATION, ORIO MERGER	Ν			
	SUB, INC., A DELAWARE CORPORATION (DUE TO SPACE LIMITS, SEE PROXY STATEMENT				
	FOR FULL PROPOSAL).				
	ADJOURNMENT OF SPECIAL MEETING. TO CONSIDER AND VOTE ON A PROPOSAL TO ADJOURN THE DOW SPECIAL MEETING, I NECESSARY OR APPROPRIATE, TO	)			
2.	SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT	T Managemer	nt For	For	
	SUFFICIENT VOTES TO APPROVE THE DOW MERGER PROPOSAL (THE "DOW				
	ADJOURNMENT PROPOSAL").				
3.	ADVISORY VOTE REGARDING MERGER-RELATED NAMED EXECUTIVE OFFICER COMPENSATION. TO	Managemer	nt For	For	
	CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE				

COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO DOW'S NAMED EXECUTIVE **OFFICERS** IN CONNECTION WITH THE TRANSACTION (THE "DOW COMPENSATION PROPOSAL"). E. I. DU PONT DE NEMOURS AND COMPANY 263534109 Security Meeting Type Special Ticker Symbol DD Meeting Date 20-Jul-2016 934450329 -ISIN US2635341090 Agenda Management Proposed For/Against Vote Item Proposal Management by ADOPTION OF MERGER AGREEMENT. TO CONSIDER AND VOTE ON A PROPOSAL (THE "DUPONT MERGER PROPOSAL") TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 11, 2015 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG DIAMOND-ORION HOLDCO, INC., A 1. Management For For DELAWARE CORPORATION, (N/K/A DOWDUPONT INC.), E. I. DU PONT DE NEMOURS AND COMPANY, A DELAWARE CORPORATION ("DUPONT"), DIAMOND MERGER SUB, INC., A DELAWARE CORPORATION, ORION MERGER SUB, INC., A DELAWARE ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). ADJOURNMENT OF SPECIAL MEETING. TO CONSIDER AND VOTE ON A PROPOSAL TO ADJOURN THE DUPONT SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO 2. Management For For SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE DUPONT MERGER PROPOSAL.

3. NATIO Security	ADVISORY VOTE REGARDING MERGER-RELATED NAMED EXECUTIVE OFFICER COMPENSATION. TO CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BECOME PAYABLE TO DUPONT'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE TRANSACTION. NAL GRID PLC ( 636274300	Management	For	For g Type	Annual
Ticker S	Symbol NGG		Meetin	g Date	25-Jul-2016
ISIN	US6362743006		Agenda	ì	934450658 - Management
Item	Proposal	Proposed , by	Vote	For/Against Managemen	
1.	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS	Management	For	For	
2.	TO DECLARE A FINAL DIVIDEND	Management	For	For	
3.	TO RE-ELECT SIR PETER GERSHON	Management		For	
4.	TO RE-ELECT JOHN PETTIGREW	Management		For	
5.	TO RE-ELECT ANDREW BONFIELD	Management		For	
6.	TO ELECT DEAN SEAVERS	Management		For	
7.	TO ELECT NICOLA SHAW	Management		For	
8.	TO RE-ELECT NORA MEAD BROWNELL	Management		For	
9.	TO RE-ELECT JONATHAN DAWSON	Management		For	
10.	TO RE-ELECT THERESE ESPERDY	Management	For	For	
11.	TO RE-ELECT PAUL GOLBY	Management	For	For	
12.	TO RE-ELECT RUTH KELLY	Management	For	For	
13.	TO RE-ELECT MARK WILLIAMSON	Management	For	For	
14.	TO REAPPOINT THE AUDITORS PRICEWATERHOUSECOOPERS LLP	Management	For	For	
15.	TO AUTHORISE THE DIRECTORS TO SET THE	Management	For	For	
16.	AUDITORS' REMUNERATION TO APPROVE THE DIRECTORS' REMUNERATION REPORT EXCLUDING THE EXCERPTS FROM THE	Management	For	For	
17.	REMUNERATION POLICY TO AUTHORISE THE COMPANY TO MAKE POLITICAL DONATIONS	Management	For	For	
18.	TO AUTHORISE THE DIRECTORS TO ALLOT	Management	For	For	
19.	ORDINARY SHARES	Management	For	For	

	SPECIAL RESOLUTION: TO DISAPPLY PRE-EMPTION RIGHTS SPECIAL RESOLUTION: TO AUTHORISE				
20.	THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES SPECIAL RESOLUTION: TO AUTHORISE	Managemen	ıt For	For	
21.	THE DIRECTORS TO HOLD GENERAL MEETINGS ON 14 WORKING DAYS' NOTICE	Managemen	t Agains	st Against	
Securit	ESSY CAPITAL ACQUISITION CORP. II			ng Type ng Date	Special 25-Jul-2016 934450723 -
15114	004230032070		rigenu	a	Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
1.	THE BUSINESS COMBINATION PROPOSAL - TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT, DATED AS OF APRIL 1, 2016, AS IT MAY BE AMENDED (THE "MERGER AGREEMENT"), BY AND AMONG THE COMPANY, HCAC II, INC., USI SENIOR HOLDINGS, INC. AND NORTH AMERICAN DIRECT INVESTMENT HOLDINGS, LLC, SOLELY IN ITS CAPACITY AS THE STOCKHOLDER REPRESENTATIVE, AND THE TRANSACTIONS CONTEMPLATED THEREBY (THE "BUSINESS COMBINATION").	Managemen		For	
1A.	INTENTION TO EXERCISE REDEMPTION RIGHTS - IF YOU INTEND TO EXERCISE YOUR REDEMPTION RIGHTS, PLEASE CHECK THIS BOX. CHECKING THIS BOX, HOWEVER, IS NOT SUFFICIENT TO EXERCISE YOUR REDEMPTION RIGHTS. YOU MUST	Managemen	ıt For		

COMPLY WITH THE PROCEDURES SET FORTH IN THE DEFINITIVE PROXY STATEMENT UNDER THE HEADING "SPECIAL MEETING IN LIEU OF 2016 ANNUAL MEETING OF HENNESSY CAPITAL STOCKHOLDERS - REDEMPTION RIGHTS." MARK "FOR" = YES OR "AGAINST" = NO. SHAREHOLDER CERTIFICATION - I HEREBY CERTIFY THAT I AM NOT ACTING IN CONCERT, OR AS A "GROUP" (AS DEFINED IN SECTION 13 (D)(3) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED), WITH ANY OTHER STOCKHOLDER WITH RESPECT TO THE SHARES OF COMMON Management For STOCK OF THE COMPANY OWNED BY ME IN CONNECTION WITH THE PROPOSED BUSINESS **COMBINATION** BETWEEN THE COMPANY AND USI SENIOR HOLDINGS, INC. MARK "FOR" = YES OR "AGAINST" = NO. TO CONSIDER AND ACT UPON A PROPOSED AMENDMENT TO THE COMPANY'S **EXISTING** CHARTER TO INCREASE THE COMPANY'S Management For For AUTHORIZED COMMON STOCK AND PREFERRED STOCK. TO CONSIDER AND ACT UPON A Management For For PROPOSED AMENDMENT TO THE COMPANY'S EXISTING CHARTER TO PROVIDE FOR THE **CLASSIFICATION** OF OUR BOARD OF DIRECTORS INTO THREE CLASSES OF DIRECTORS WITH

1B.

2.

3.

**STAGGERED** 

13

THREE-YEAR TERMS OF OFFICE AND TO MAKE CERTAIN RELATED CHANGES. TO CONSIDER AND ACT UPON A PROPOSED AMENDMENT TO THE COMPANY'S **EXISTING** CHARTER TO DESIGNATE THE COURT OF CHANCERY OF THE STATE OF DELAWARE AS THE SOLE AND EXCLUSIVE FORUM FOR **SPECIFIED** LEGAL ACTIONS AND PROVIDE FOR CERTAIN ADDITIONAL CHANGES, INCLUDING CHANGING THE Management For For COMPANY'S NAME FROM "HENNESSY CAPITAL ACQUISITION CORP. II" TO "USI HOLDINGS, INC." AND MAKING THE COMPANY'S **CORPORATE** EXISTENCE PERPETUAL, WHICH OUR **BOARD OF** DIRECTORS BELIEVES ARE NECESSARY TO ADEOUATELY ADDRESS THE **POST-BUSINESS** COMBINATION NEEDS OF THE COMPANY. DIRECTOR Management 1 DANIEL J. HENNESSY For For 2 NOT APPLICABLE For For 3 NOT APPLICABLE For For THE INCENTIVE PLAN PROPOSAL - TO CONSIDER AND VOTE UPON A PROPOSAL TO Management For APPROVE AND For ADOPT THE USI HOLDINGS, INC. 2016 LONG-TERM INCENTIVE PLAN. THE ADJOURNMENT PROPOSAL - TO Management For For CONSIDER AND VOTE UPON A PROPOSAL TO ADJOURN THE SPECIAL MEETING OF STOCKHOLDERS TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION AND VOTE OF PROXIES IF. BASED UPON THE TABULATED VOTE AT

4.

5.

6.

7.

THE TIME OF THE SPECIAL MEETING, THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE BUSINESS COMBINATION PROPOSAL, THE DIRECTOR ELECTION PROPOSAL OR THE NASDAO PROPOSAL. THE DGCL 203 OPT-OUT PROPOSAL - TO CONSIDER AND ACT UPON A PROPOSED AMENDMENT TO THE COMPANY'S EXISTING CHARTER TO ELECT FOR THE COMPANY NOT TO BE GOVERNED BY Management For For OR SUBJECT TO SECTION 203 OF THE DELAWARE GENERAL CORPORATION LAW, AS AMENDED. THE DIRECTOR ELECTION PROPOSAL - TO ELECT THE DIRECTOR TO THE COMPANY'S **BOARD OF** DIRECTORS TO SERVE AS CLASS I DIRECTOR ON 9A. OUR BOARD OF DIRECTORS UNTIL THE Management For For 2019 ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS ARE DULY ELECTED AND QUALIFIED: JON MATTSON THE DIRECTOR ELECTION PROPOSAL - TO ELECT THE DIRECTOR TO THE COMPANY'S BOARD OF DIRECTORS TO SERVE AS CLASS I DIRECTOR ON OUR BOARD OF DIRECTORS UNTIL THE 9B. Management For For 2019 ANNUAL MEETING OF STOCKHOLDERS AND UNTIL THEIR RESPECTIVE SUCCESSORS ARE DULY ELECTED AND QUALIFIED: ROBERT **MELLOR** THE NASDAQ PROPOSAL - TO APPROVE, Management For For FOR PURPOSES OF COMPLYING WITH APPLICABLE

8.

10.

	5 5				
	NASDAQ LISTING RULES, THE ISSUANCE				
	OF MORE				
	THAN 20% OF THE COMPANY'S ISSUED				
	AND				
	OUTSTANDING COMMON STOCK, WHICH				
	NASDAQ				
	MAY DEEM TO BE A CHANGE OF				
	CONTROL,				
	PURSUANT TO THE TRILANTIC INVESTMENT.				
DEMV	COINTREAU SA, COGNAC				
Securit			Meetin	g Type	MIX
	Symbol			g Date	26-Jul-2016
				-	707203256 -
ISIN	FR0000130395		Agend	a	Management
					8
Itam	Droposal	Proposed	Vete	For/Against	-
Item	Proposal	by	Vote	Managemer	nt
	PLEASE NOTE IN THE FRENCH MARKET				
	THAT THE				
	ONLY VALID VOTE OPTIONS ARE				
СММЛ	F "FOR"-AND	Non-Voting	5		
	"AGAINST" A VOTE OF "ABSTAIN" WILL				
	BE TREATED				
	AS AN "AGAINST" VOTE.				
	THE FOLLOWING APPLIES TO SHAREHOLDERS				
	THAT DO NOT HOLD SHARES DIRECTLY				
	WITH A-				
	FRENCH CUSTODIAN: PROXY CARDS:				
	VOTING				
	INSTRUCTIONS WILL BE FORWARDED TO				
	THE-				
	GLOBAL CUSTODIANS ON THE VOTE				
СММТ	, DEADLINE	Non-Voting	Ŧ		
CIVIIVII	DATE. IN CAPACITY AS REGISTERED-	Tion- voung	5		
	INTERMEDIARY, THE GLOBAL				
	CUSTODIANS WILL				
	SIGN THE PROXY CARDS AND				
	FORWARD-THEM TO	r.			
	THE LOCAL CUSTODIAN. IF YOU REQUEST MORE	L			
	INFORMATION, PLEASE CONTACT-YOUR				
	CLIENT				
	REPRESENTATIVE				
	APPROVAL OF THE CORPORATE				
0.1	FINANCIAL			Б	
0.1	STATEMENTS FOR THE FINANCIAL YEAR	Managemen	nt For	For	
	2015/2016				
O.2	APPROVAL OF THE CONSOLIDATED	Managemen	nt For	For	
	FINANCIAL				

	STATEMENTS FOR THE FINANCIAL YEAR 2015/2016		
	ALLOCATION OF INCOME AND SETTING		
0.3	OF THE	Management For	For
O.4	DIVIDEND: EUR 1.60 PER SHARE OPTION FOR PAYMENT OF DIVIDEND IN SHARES	Management For	For
O.5	AGREEMENTS PURSUANT TO ARTICLES L.225-38 AND FOLLOWING OF THE FRENCH COMMERCIAL CODE THAT WERE AUTHORISED IN PRIOR	Management For	For
	FINANCIAL YEARS AND REMAIN EFFECTIVE FOR THE FINANCIAL YEAR 2015/2016		
0.6	APPROVE DISCHARGE OF DIRECTORS RENEWAL OF THE TERM OF MR MARC	Management For	For
O.7	HERIARD DUBREUIL AS DIRECTOR RENEWAL OF THE TERM OF MS	Management For	For
O.8	FLORENCE ROLLET AS DIRECTOR	Management For	For
0.9	RENEWAL OF THE TERM OF MR YVES GUILLEMOT AS DIRECTOR	Management Against	Against
O.10	RENEWAL OF THE TERM OF MR OLIVIER JOLIVET AS DIRECTOR	Management For	For
O.11	APPOINTMENT OF THE COMPANY ORPAR SA AS DIRECTOR	Management For	For
O.12	SETTING OF ATTENDANCE FEES ADVISORY REVIEW OF THE COMPENSATION OWED	Management For	For
O.13	OR PAID TO MR FRANCOIS HERIARD DUBREUIL FOR THE FINANCIAL YEAR ENDED 31	Management For	For
	MARCH 2016 ADVISORY REVIEW OF THE COMPENSATION OWED		
O.14	OR PAID TO MRS VALERIE CHAPOULAUD-FLOQUET FOR THE FINANCIAL YEAR ENDED 31	Management For	For
O.15	MARCH 2016 AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO ACQUIRE AND SELL	Management For	For
	COMPANY SHARES WITHIN THE CONTEXT OF THE		
	PROVISIONS OF ARTICLES L.225-209 AND FOLLOWING OF THE FRENCH		

COMMERCIAL CODE POWERS TO CARRY OUT ALL LEGAL 0.16 Management For For FORMALITIES AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE E.17 CAPITAL BY Management For For MEANS OF THE CANCELLATION OF OWN **SHARES** HELD BY THE COMPANY DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO DECIDE UPON INCREASING SHARE CAPITAL BY ISSUING, WITH **RETENTION OF THE PREEMPTIVE SUBSCRIPTION RIGHT OF SHAREHOLDERS, COMPANY** E.18 Management For For **SHARES** AND/OR SECURITIES GRANTING ACCESS TO THE COMPANY'S CAPITAL AND/OR **SECURITIES** GRANTING THE RIGHT TO THE ALLOCATION OF **DEBT SECURITIES** DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO DECIDE UPON INCREASING SHARE CAPITAL BY ISSUING, WITH CANCELLATION OF THE PREEMPTIVE SUBSCRIPTION RIGHT OF SHAREHOLDERS, E.19 COMPANY SHARES AND/OR SECURITIES Management Against Against GRANTING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GRANTING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES, BY MEANS OF A PUBLIC OFFER E.20 DELEGATION OF AUTHORITY GRANTED Management Against Against TO THE BOARD OF DIRECTORS TO DECIDE UPON INCREASING SHARE CAPITAL BY ISSUING, WITH CANCELLATION OF THE PREEMPTIVE SUBSCRIPTION RIGHT OF

SHAREHOLDERS,

COMPANY SHARES AND/OR SECURITIES GRANTING ACCESS TO THE COMPANY'S CAPITAL AND/OR SECURITIES GRANTING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES, BY MEANS OF AN OFFER PURSUANT TO SECTION 2 OF ARTICLE L.411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO SET THE ISSUE PRICE OF THE SECURITIES TO BE ISSUED IN THE CONTEXT OF THE NINETEENTH AND TWENTIETH E.21 Management Against Against RESOLUTIONS ABOVE, WITH CANCELLATION OF THE PREEMPTIVE SUBSCRIPTION RIGHT OF SHAREHOLDERS, WITHIN THE LIMIT OF 10% OF THE CAPITAL PER YEAR AUTHORISATION GRANTED TO THE **BOARD OF** DIRECTORS TO INCREASE THE NUMBER OF E.22 SECURITIES TO BE ISSUED IN THE EVENT Management Against Against OF AN ISSUE WITH OR WITHOUT THE PREEMPTIVE SUBSCRIPTION RIGHT OF SHAREHOLDERS AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO PROCEED WITH THE FREE ALLOCATION OF SHARES, EXISTING OR E.23 Management Against Against TO BE ISSUED, TO EMPLOYEES AND CERTAIN **EXECUTIVE OFFICERS** AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE E.24 CAPITAL BY Management For For **ISSUING SHARES RESERVED FOR** MEMBERS OF A COMPANY SAVINGS SCHEME E.25 Management For For

		5 5				
	AUTH	ORISATION GRANTED TO THE				
	BOAR	-				
		TORS TO ALLOCATE THE COSTS				
	INCUR					
		E INCREASES IN CAPITAL TO THE				
	PREMI	TED TO THESE TRANSACTIONS				
		RS TO CARRY OUT ALL LEGAL				
E.26		ALITIES	Manageme	nt For	For	
		2016: PLEASE NOTE THAT				
	IMPOF					
		IONAL MEETING INFORMATION				
		AILABLE				
	BY CL	ICKING ON THE MATERIAL URL				
	LINK:-					
		oalo.journal-				
		.gouv.fr/pdf/2016/0617/20160617160333				
CMM		ION DUE TO MODIFICATION OF THE	E Non-Voting	g		
	TEXT					
		LUTIONS O.3 AND O.6. IF YOU-HAVE				
	ALREA					
	VOTE	IN YOUR VOTES, PLEASE DO NOT				
		UNLESS YOU DECIDE-TO AMEND				
	YOUR	CINELSS TOO DECIDE-TO AMIEND				
		NAL INSTRUCTIONS. THANK YOU.				
LEGG	MASON					
Securit		524901105		Meeti	ng Type	Annual
Ticker	Symbol	LM			ng Date	26-Jul-2016
ISIN		US5249011058		Agen	eh	934443413 -
15114		000249011000		rigen	uu	Management
			Droposed		Eor/A goin	ot
Item	Propos	al	Proposed	Vote	For/Again	
1.	DIREC	TOR	by Manageme	nt	Managem	ciit
1.	1	ROBERT E. ANGELICA	Wanageme	For	For	
	2	CAROL ANTHONY DAVIDSON		For	For	
	3	BARRY W. HUFF		For	For	
	4	DENNIS M. KASS		For	For	
	5	CHERYL GORDON KRONGARD		For	For	
	6	JOHN V. MURPHY		For	For	
	7	JOHN H. MYERS		For	For	
	8	W. ALLEN REED		For	For	
	9	MARGARET M. RICHARDSON		For	For	
	10	KURT L. SCHMOKE		For	For	
	11	JOSEPH A. SULLIVAN		For	For	
2		PROVAL OF THE LEGG MASON, INC			F	
2.	1996 EQUIT		Manageme	nt For	For	
2		Y INCENTIVE PLAN. VISORY VOTE TO APPROVE THE	Monocom	nt For	Eo.	
3.		FNSATION OF LEGG MASON'S	Manageme	III FOF	For	

COMPENSATION OF LEGG MASON'S

4. ITO EN	RATIFIC PRICEW LEGG MASON PUBLIC ACCOUI YEAR E MARCH	TIVE OFFICERS. CATION OF THE APPOINTMENT OF ATERHOUSECOOPERS LLP AS 'S INDEPENDENT REGISTERED NTING FIRM FOR THE FISCAL NDING 31, 2017.	Managemen	t For	For	
Security	/	J25027103		Meeting	Туре	Annual General
Ticker S	Symbol			Meeting	Date	Meeting 27-Jul-2016
ISIN		JP3143000002		Agenda		707227775 -
1511		<b>JI</b> 5145000002		rigenda		Management
Item	Proposal		Proposed by	VOTE	For/Against Managemen	
1	Approve	ference meeting materials. Appropriation of Surplus articles to: Adopt Reduction of Liability	Non-Voting Managemen	t For	For	
2	System for Non I Auditors	Executive Directors and Corporate	Managemen	t For	For	
3.1		a Director Honjo, Hachiro	Managemen	t Against	Against	
3.2		a Director Honjo, Daisuke	Managemen	-	For	
3.3	Appoint a	a Director Honjo, Shusuke	Managemen	t For	For	
3.4	Appoint a	a Director Ejima, Yoshito	Managemen	t For	For	
3.5		a Director Hashimoto, Shunji	Managemen		For	
3.6		a Director Watanabe, Minoru	Managemen		For	
3.7		a Director Yashiro, Mitsuo	Managemen		For	
3.8	~ ~	a Director Kobayashi, Yoshio	Managemen		For	
3.9		a Director Kanayama, Masami	Managemen		For	
3.10		a Director Nakano, Yoshihisa	Managemen		For	
3.11	· ·	a Director Kamiya, Shigeru	Managemen	t For	For	
3.12	Honjo	a Director Yosuke Jay Oceanbright	Managemen		For	
3.13	· ·	a Director Namioka, Osamu	Managemen		For	
3.14 3.15	· ·	a Director Soma, Fujitsugu a Director Nakagomi, Shuji	Managemen		For For	
3.15		a Director Ishizaka, Kenichiro	Managemen Managemen		For	
3.17		a Director Yoshida, Hideki	Managemen		For	
3.18		a Director Uchiki, Hirokazu	Managemen		For	
3.19		a Director Taguchi, Morikazu	Managemen		For	
4		a Corporate Auditor Takasawa, Yoshiaki	e		For	
		RPORATION	800000		~-	
Security		58155Q103		Meeting	Type	Annual
Ticker S		МСК		Meeting	• •	27-Jul-2016
ISIN	-	US58155Q1031		Agenda		934453919 - Management

Item	Proposal	Proposed Vot	ote For/Agai Managen	
1A.	ELECTION OF DIRECTOR: ANDY D. BRYANT	Management Fo	C C	
1B.	ELECTION OF DIRECTOR: WAYNE A. BUDD	Management Fo	or For	
1C.	ELECTION OF DIRECTOR: N. ANTHONY COLES, M.D.	Management Fo	or For	
1D.	ELECTION OF DIRECTOR: JOHN H. HAMMERGREN	Management Fo	or For	
1E.	ELECTION OF DIRECTOR: M. CHRISTINE JACOBS	Management Fo	or For	
1F.	ELECTION OF DIRECTOR: DONALD R. KNAUSS	Management Fo	or For	
1G.	ELECTION OF DIRECTOR: MARIE L. KNOWLES	Management Fo	or For	
1H.	ELECTION OF DIRECTOR: EDWARD A. MUELLER	Management Fo	or For	
1I.	ELECTION OF DIRECTOR: SUSAN R. SALKA	Management Fo	or For	
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2017.	Management Fo	or For	
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management Fo	or For	
4.	SHAREHOLDER PROPOSAL ON ACCELERATED VESTING OF EQUITY AWARDS. SHAREHOLDER PROPOSAL ON	Shareholder Ag	gainst For	
5.	DISCLOSURE OF POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shareholder Ag	gainst For	
BE AE	ROSPACE, INC.			
Securit	y 073302101	Me	leeting Type	Annual
Ticker	Symbol BEAV	Me	leeting Date	28-Jul-2016
ISIN	US0733021010	Ag	genda	934449376 - Management
Item	Proposal	Proposed Vot	ote For/Agai Managen	
1.	DIRECTOR	Management	2	
	1 MARY M. VANDEWEGHE	Fo	or For	
	2 JAMES F. ALBAUGH	Fo	or For	
	3 JOHN T. WHATES	Fo		
2.	SAY ON PAY - AN ADVISORY VOTE ON	Management Fo	or For	

THE

		5 5				
	APPROV	AL OF EXECUTIVE				
	COMPE	NSATION.				
	PROPOS	AL TO RATIFY THE APPOINTMEN	Г			
	OF					
	DELOIT	TE & TOUCHE LLP AS THE				
3.	COMPA	NY'S	Management	t For	For	
	INDEPE	NDENT REGISTERED PUBLIC	C			
	ACCOU	NTING				
		OR THE 2016 FISCAL YEAR.				
VODA		OUP PLC				
Security		92857W308		Meeting	g Type	Annual
•		VOD		Meeting		29-Jul-2016
	5 Jillool					934454947 -
ISIN		US92857W3088		Agenda	ı	Management
						Wanagement
			Proposed		For/Against	
Item	Proposal		by	Vote	Managemen	t
	TO REC	EIVE THE COMPANY'S ACCOUNTS			Wanagemen	ι
	THE	LIVE THE COMPANY SACCOUNTS	,			
		GIC REPORT AND REPORTS OF				
1.	THE	OIC REPORT AND REPORTS OF	Managaman	For	For	
1.		ORS AND THE AUDITOR FOR THE	Management		FUI	
		ORS AND THE AUDITOR FOR THE				
	YEAR					
	ENDED	31 MARCH 2016				
2.	TO KE-E	CLECT GERARD KLEISTERLEE AS A	<sup>A</sup> Management	t For	For	
	DIKLUT	OK .	C			
3.		CLECT VITTORIO COLAO AS A	Management	t For	For	
4	DIRECT		-		F	
4.		LECT NICK READ AS A DIRECTOR	Management	t For	For	
5.		ELECT SIR CRISPIN DAVIS AS A	Management	t For	For	
	DIRECT		C C			
6.		LECT DR MATHIAS DOPFNER AS A	A Management	t For	For	
	DIRECT		U			
7.		CLECT DAME CLARA FURSE AS A	Management	t For	For	
	DIRECT		U			
8.		CLECT VALERIE GOODING AS A	Management	t For	For	
	DIRECT		U			
9.		LECT RENEE JAMES AS A	Management	t For	For	
	DIRECTOR					
10.		ELECT SAMUEL JONAH AS A	Management	t For	For	
	DIRECT		C			
11.		LECT NICK LAND AS A DIRECTOR	U	t For	For	
		CT DAVID NISH AS A DIRECTOR IN				
12.		DANCE WITH THE COMPANY'S	Management	t For	For	
	ARTICL		88			
	ASSOCI			_	_	
13.		LECT PHILIP YEA AS A DIRECTOR	-		For	
14.		LARE A FINAL DIVIDEND OF 7.77	Management	t For	For	
	PENCE I					
		RY SHARE FOR THE YEAR ENDED	)			
	31					

	MARCH	2016			
		ROVE THE REMUNERATION			
15.	REPORT		Management Fo	or For	
		ARD FOR THE YEAR ENDED 31	C		
	MARCH	2016 PPOINT PRICEWATERHOUSE			
	COOPER				
		COMPANY'S AUDITOR UNTIL THE			
16.	END OF		Management Fo	or For	
101		XT GENERAL MEETING AT WHICH			
	ACCOUN	NTS ARE LAID BEFORE THE			
	COMPA	NY			
		HORISE THE AUDIT AND RISK			
	COMMI			_	
17.		ERMINE THE REMUNERATION OF	Management Fo	or For	
	THE	D			
	AUDITO	K HORISE THE DIRECTORS TO			
18.	ALLOT S		Management Fo	or For	
		HORISE THE DIRECTORS TO			
10	DIS-APP				
19.	PRE-EM	PTION RIGHTS (SPECIAL	Management Fo	or For	
	RESOLU	TION)			
		HORISE THE DIRECTORS TO			
	DIS-APP				
		PTION RIGHTS UP TO A FURTHER 5	)		
20.	PER CENT EC	OR THE PURPOSES OF FINANCING	Management Ec	or For	
20.	AN	ok me i oki oses or i manemo	Management PC	n 101	
		ITION OR OTHER CAPITAL			
	INVEST				
	(SPECIA	L RESOLUTION)			
	TO AUT	HORISE THE COMPANY TO			
21.	PURCHA		Management Fo	or For	
		IARES (SPECIAL RESOLUTION)			
22.	AND	HORISE POLITICAL DONATIONS	Monogoment Ec	or For	
22.	EXPEND	DITURF	Management Fo		
		HORISE THE COMPANY TO CALL			
	GENERA				
23.	MEETIN	GS (OTHER THAN AGMS) ON 14	Management Ag	gainst Against	
	CLEAR				
		OTICE (SPECIAL RESOLUTION)			
	NATI BE			· · · · ·	0 . 1
Security		171871403 CBBPRB		eeting Type	Special
Ticker S	symbol			eeting Date	02-Aug-2016 934452119 -
ISIN		US1718714033	A	genda	Management
			D 1	<b>F</b> / A	

Item	Proposal	Proposed V	Vote	For/Against
	Toposai	by	VOIC	Management

TO AUTHORIZE THE BOARD OF DIRECTORS TO EFFECT, IN ITS DISCRETION, A REVERSE STOCK 1. SPLIT OF THE OUTSTANDING AND Management For For TREASURY COMMON SHARES OF CINCINNATI BELL, AT A **REVERSE STOCK SPLIT RATIO OF 1-FOR-5.** TO APPROVE A CORRESPONDING AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF INCORPORATION TO EFFECT THE REVERSE STOCK SPLIT AND TO REDUCE PROPORTIONATELY THE TOTAL NUMBER Management For 2. For OF COMMON SHARES THAT CINCINNATI **BELL IS** AUTHORIZED TO ISSUE, SUBJECT TO THE BOARD OF DIRECTORS' AUTHORITY TO ABANDON SUCH AMENDMENT. PETROLEO BRASILEIRO S.A. - PETROBRAS Security 71654V408 Meeting Type Special Meeting Date Ticker Symbol PBR 04-Aug-2016 934462728 -ISIN US71654V4086 Agenda Management Proposed For/Against Vote Item Proposal Management by PROPOSED REFORMULATION OF Management For I PETROBRAS' For **BYLAWS** CONSOLIDATION OF THE BYLAWS TO II **REFLECT THE** Management For For APPROVED ALTERATIONS ELECTION OF A MEMBER OF THE BOARD OF DIRECTORS, APPOINTED BY THE CONTROLLING III SHAREHOLDER, IN LINE WITH ARTICLE Management For For **150 OF THE** CORPORATION LAW (LAW 6,404 OF 1976) AND ARTICLE 25 OF THE COMPANY'S BYLAWS IV WAIVER, PURSUANT TO ARTICLE 2, ITEM Management For For X OF CGPAR RESOLUTION 15 OF MAY 10, 2016,

Securit	FOR MR. NELSON LUIZ COSTA SILVA, FROM THE SIX-MONTH PERIOD OF RESTRICTION TO HOLD A POSITION ON A PETROBRAS STATUTORY BODY, GIVEN HIS RECENT WORK AS CEO OF BG SOUTH AMERICA, TO ENABLE HIS ELECTION TO PETROBRAS' BOARD OF DIRECTORS TO BE EVALUATED ELCOM LTD. EV 92719A106 Symbol VIP		Meetin Meetin		Annual 05-Aug-2016
ISIN	US92719A1060		Agenda	•	934460611 -
10111			1 igenia	~	Management
Item	Proposal	Proposed by	Vote	For/Against Managemen	
1.	TO RE-APPOINT PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS AUDITOR OF VIMPELCOM LTD. FOR A TERM EXPIRING AT THE CONCLUSION OF THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VIMPELCOM LTD. AND TO AUTHORIZE THE SUPERVISORY BOARD TO DETERMINE THE REMUNERATION OF THE AUDITOR.	Managemen	ıt For	For	
2.	TO APPOINT STAN CHUDNOVSKY AS A DIRECTOR.	Managemen	nt For		
3.	TO APPOINT MIKHAIL FRIDMAN AS A DIRECTOR.	Managemen	nt For		
4.	TO APPOINT GENNADY GAZIN AS A DIRECTOR.	Managemen	t For		
5.	TO APPOINT ANDREI GUSEV AS A DIRECTOR.	Managemen	t For		
6.	TO APPOINT GUNNAR HOLT AS A DIRECTOR.	Managemen	t For		
7.	TO APPOINT SIR JULIAN HORN-SMITH AS A DIRECTOR.	Managemen	nt For		
8.	TO APPOINT JORN JENSEN AS A DIRECTOR.	Managemen	nt For		
9. 10.	TO APPOINT NILS KATLA AS A DIRECTOR.	. Managemen Managemen			

### Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TO APPOINT ALEXEY REZNIKOVICH AS A

DIRECTOR.

pe Annual
te 17-Aug-2016
934455658 - Management

Item	Proposal		Proposed by	VMA	For/Against Managemen	t
1A.	ELECTION DINDO	ON OF DIRECTOR: KATHRYN W.	Management	For	For	
1 <b>B</b> .	ELECTI	ON OF DIRECTOR: PAUL J. DOLAN	Management	For	For	
1C.	ELECTION HENDER	ON OF DIRECTOR: JAY L. RSON	Management	For	For	
1D.	ELECTI KNIGHT	ON OF DIRECTOR: NANCY LOPEZ	Management	For	For	
1E.	ELECTI VALK L	ON OF DIRECTOR: ELIZABETH ONG	Management	For	For	
1F.		ON OF DIRECTOR: GARY A. OATEY	Management	For	For	
1G.	ELECTION PIANAL	ON OF DIRECTOR: SANDRA TO	Management	For	For	
1H.		ON OF DIRECTOR: ALEX SHUMATE	Management	For	For	
1I.	ELECTION SMUCK	ON OF DIRECTOR: MARK T. ER	Management	For	For	
1 <b>J</b> .	ELECTION SMUCK	ON OF DIRECTOR: RICHARD K. ER	Management	For	For	
1 <b>K</b> .	ELECTION SMUCK	ON OF DIRECTOR: TIMOTHY P. ER	Management	For	For	
2.	ERNST & YOUNG INDEPE REGIST FOR THE 2017 FIS	LLP AS THE COMPANY'S NDENT ERED PUBLIC ACCOUNTING FIRM	Management	For	For	
3.	COMPA EXECUT		Management	For	For	
4.	COMPA RENEW ENERGY	Υ.	Shareholder	Against	For	
		TROLS, INC.			T	a • 1
Security	y Symbol	478366107 JCI		Meeting Meeting	• •	Special 17-Aug-2016
	Symbol			C	Dail	934459315 -
ISIN		US4783661071		Agenda		Management

		Proposed by		For/Agains Managemen	
	PROPOSAL TO APPROVE THE AGREEMEN	•		Wanagemer	11
1.	PLAN OF MERGER, DATED AS OF JANUARY 24, 2016, AS AMENDED, BY AND AMONG JOHNSON CONTROLS, INC., TYCO INTERNATIONAL PLC AND CERTAIN OTHER PARTIES NAMED THEREIN, INCLUDING JAGARA MERGER SUB LLC (THE	Management I	For	For	
2.	"MERGER PROPOSAL") PROPOSAL TO APPROVE THE ADJOURNMENT OF THE JOHNSON CONTROLS SPECIAL MEETING TO ANOTHER DATE AND PLACE IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL VOTES IN FAVOR OF THE MERGER PROPOSAL (THE "ADJOURNMENT PROPOSAL") PROPOSAL TO APPROVE, ON A	Management I	For	For	
3.	NON-BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BECOME PAYABLE TO JOHNSON CONTROLS' NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER (THE "ADVISORY COMPENSATION PROPOSAL"	Management I	For	For	
Securit	INTERNATIONAL PLC y G91442106 Symbol TYC		Meetin Meetin	g Type g Date	Special 17-Aug-2016
ISIN	IE00BQRQXQ92	1	Agenda	a	934459327 - Management
Item	Proposal	by	/ote	For/Agains Managemen	
1.	TO APPROVE THE AMENDMENTS TO THE TYCO INTERNATIONAL PLC ("TYCO") MEMORANDUM OF ASSOCIATION SET FORTH IN ANNEX B-1 OF THE JOINT PROXY STATEMENT/PROSPECTUS	Management I	For	For	

TO APPROVE THE AMENDMENTS TO THE TYCO ARTICLES OF ASSOCIATION SET FORTH IN Management For 2. For ANNEX **B-2 OF THE JOINT PROXY** STATEMENT/PROSPECTUS. TO APPROVE THE CONSOLIDATION OF TYCO ORDINARY SHARES WHEREBY, **IMMEDIATELY** PRIOR TO THE CONSUMMATION OF THE MERGER (THE " MERGER") CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 24, 2016, AS AMENDED BY AMENDMENT NO. 1, DATED AS OF JULY 1, 2016, BY AND Management For 3. For AMONG JOHNSON CONTROLS, INC., TYCO, AND CERTAIN OTHER PARTIES NAMED THEREIN, INCLUDING JAGARA MERGER SUB LLC (THE "MERGER AGREEMENT"), EVERY ISSUED AND **UNISSUED** TYCO ORDINARY SHARE WILL BE CONSOLIDATED INTO 0.955 TYCO ORDINARY SHARES (THE "TYCO SHARE CONSOLIDATION"). TO APPROVE AN INCREASE TO THE **AUTHORIZED** SHARE CAPITAL OF TYCO SUCH THAT THE NUMBER OF AUTHORIZED ORDINARY SHARES OF TYCO IMMEDIATELY FOLLOWING THE TYCO 4. SHARE Management For For CONSOLIDATION IS EQUAL TO 1,000,000,000 (THE NUMBER OF AUTHORIZED ORDINARY SHARES OF TYCO IMMEDIATELY PRIOR TO THE TYCO SHARE CONSOLIDATION). 5. TO APPROVE THE ISSUANCE AND Management For For ALLOTMENT OF **RELEVANT SECURITIES (AS DEFINED IN** THE

COMPANIES ACT 2014 OF IRELAND) IN CONNECTION WITH THE MERGER AS CONTEMPLATED BY THE MERGER AGREEMENT. TO APPROVE THE CHANGE OF NAME OF THE COMBINED COMPANY TO "JOHNSON **CONTROLS** INTERNATIONAL PLC" EFFECTIVE FROM 6. For THE Management For CONSUMMATION OF THE MERGER, SUBJECT ONLY TO APPROVAL OF THE REGISTRAR OF **COMPANIES** IN IRELAND. TO APPROVE AN INCREASE, EFFECTIVE AS OF THE EFFECTIVE TIME OF THE MERGER, TO THE AUTHORIZED SHARE CAPITAL OF TYCO 7. IN AN Management For For AMOUNT EQUAL TO 1,000,000,000 **ORDINARY** SHARES AND 100,000,000 PREFERRED SHARES. TO APPROVE THE ALLOTMENT OF RELEVANT SECURITIES (AS DEFINED IN THE COMPANIES ACT 2014 OF IRELAND) FOR ISSUANCES AFTER 8. THE Management For For MERGER OF UP TO APPROXIMATELY 33% OF THE COMBINED COMPANY'S POST-MERGER **ISSUED** SHARE CAPITAL. TO APPROVE THE DISAPPLICATION OF **STATUTORY** PRE-EMPTION RIGHTS IN RESPECT OF **ISSUANCES** OF EQUITY SECURITIES (AS DEFINED IN THE 9. COMPANIES ACT 2014 OF IRELAND) FOR Management For For CASH FOR ISSUANCES AFTER THE MERGER OF UP TO APPROXIMATELY 5% OF THE COMBINED COMPANY'S POST-MERGER ISSUED SHARE CAPITAL. 10. TO APPROVE THE RENOMINALIZATION OF Management For For TYCO ORDINARY SHARES SUCH THAT THE

11. LINKE Securit	NOMINAL VALUE OF EACH ORDINARY SHARE WILL BE DECREASED BY APPROXIMATELY \$0.00047 TO \$0.01 (MATCHING ITS PRE-CONSOLIDATION NOMINAL VALUE) WITH THE AMOUNT OF THE DEDUCTION BEING CREDITED TO UNDENOMINATED CAPITAL. TO APPROVE THE REDUCTION OF SOME OR ALL OF THE SHARE PREMIUM OF TYCO RESULTING FROM THE MERGER TO ALLOW THE CREATION OF ADDITIONAL DISTRIBUTABLE RESERVES OF THE COMBINED COMPANY. EDIN CORPORATION		For	Special
	Symbol LNKD	Meeting		19-Aug-2016
ISIN	US53578A1088	Agenda	l	934464405 - Management
Item	Proposal	Proposed by Vote	For/Against Managemen	
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 11, 2016, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG LINKEDIN CORPORATION, MICROSOFT CORPORATION AND LIBERTY MERGER	Management For	For	
	SUB INC. (THE "MERGER AGREEMENT"). TO APPROVE ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR			
2.	SUB INC. (THE "MERGER AGREEMENT"). TO APPROVE ANY PROPOSAL TO ADJOURN THE	Management For	For	

COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY LINKEDIN CORPORATION TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. LIBERTY MEDIA CORPORATION Security 531229409 Meeting Type Annual Ticker Symbol Meeting Date 23-Aug-2016 LSXMA 934458870 -ISIN US5312294094 Agenda Management Proposed For/Against Vote Item Proposal Management by 1. DIRECTOR Management For For 1 JOHN C. MALONE 2 For ROBERT R. BENNETT For 3 M. IAN G. GILCHRIST For For A PROPOSAL TO RATIFY THE SELECTION OF KPMG 2. LLP AS OUR INDEPENDENT AUDITORS Management For For FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. LIBERTY MEDIA CORPORATION 531229706 Meeting Type Security Annual Ticker Symbol BATRA Meeting Date 23-Aug-2016 934458870 -ISIN US5312297063 Agenda Management Proposed For/Against Item Vote Proposal Management by 1. DIRECTOR Management 1 JOHN C. MALONE For For 2 For For **ROBERT R. BENNETT** 3 M. IAN G. GILCHRIST For For A PROPOSAL TO RATIFY THE SELECTION OF KPMG 2. LLP AS OUR INDEPENDENT AUDITORS Management For For FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. LIBERTY INTERACTIVE CORPORATION Security 53071M104 Meeting Type Annual 23-Aug-2016 Ticker Symbol Meeting Date **QVCA** 934458882 -ISIN US53071M1045 Agenda Management Proposed For/Against Vote Item Proposal Management by 1. DIRECTOR Management JOHN C. MALONE For 1 For

	2 M. IAN G. GILCHRIST		For	For	
	3 MARK C. VADON		For	For	
	4 ANDREA L. WONG		For	For	
	A PROPOSAL TO RATIFY THE	SELECTION			
	OF KPMG				
2.	LLP AS OUR INDEPENDENT A	UDITORS Managem	ent For	For	
	FOR THE				
	FISCAL YEAR ENDING DECEM				
	A PROPOSAL TO ADOPT THE I	LIBERTY			
3.	INTERACTIVE	Managem	ent Again	st Against	
5.	CORPORATION 2016 OMNIBUS	S INCENTIVE Wanagem	ent i tguin	ist Afguilist	
	PLAN.				
	TY INTERACTIVE CORPORATION	DN			
Securi	•			ng Type	Annual
Ticker	Symbol LVNTA		Meeti	ng Date	23-Aug-2016
ISIN	US53071M8800		Ageno	da	934458882 -
			e		Management
		Duanaaad		Eau/A sain	~ <b>4</b>
Item	Proposal	Proposed	Vote	For/Agains Manageme	
1.	DIRECTOR	by Managem	ont	Manageme	
1.	1 JOHN C. MALONE	Wanagem	For	For	
	2 M. IAN G. GILCHRIST		For	For	
	3 MARK C. VADON		For	For	
	4 ANDREA L. WONG		For	For	
	A PROPOSAL TO RATIFY THE	SELECTION			
	OF KPMG				
2.	LLP AS OUR INDEPENDENT A	UDITORS Managem	ent For	For	
	FOR THE	C C			
	FISCAL YEAR ENDING DECEM	IBER 31, 2016.			
	A PROPOSAL TO ADOPT THE I	LIBERTY			
3.	INTERACTIVE	Managem	ont Again	st Against	
5.	CORPORATION 2016 OMNIBUS	S INCENTIVE Wanagem	ent Again	ist Against	
	PLAN.				
KLX I					
Securi	•			ng Type	Annual
Ticker	Symbol KLXI		Meeti	ng Date	25-Aug-2016
ISIN	US4825391034		Ageno	da	934460762 -
			U		Management
		Duonocod		Ear/A sain	~ <b>4</b>
Item	Proposal	Proposed	Vote	For/Agains Manageme	
1.	DIRECTOR	by Managem	ont	Manageme	
1.	1 BENJAMIN A. HARDES	÷	For	For	
	2 STEPHEN M. WARD, JR.		For	For	
	SAY ON PAY - AN ADVISORY		1 01	1 01	
-	THE		_	_	
2.	APPROVAL OF EXECUTIVE	Managem	ent For	For	
	COMPENSATION.				
3.	PROPOSAL TO RATIFY THE AI	PPOINTMENT Managem	ent For	For	
	OF	C			

	COMPAI INDEPE ACCOU	NDENT REGISTERED PUBLIC				
FEI CO	MPANY					
Security	7	30241L109		Meetin	ng Type	Special
Ticker S	Symbol	FEIC		Meetin	ng Date	30-Aug-2016
ISIN		US30241L1098		Agend	a	934465798 - Management
Item	Proposal		Proposed by	Vote	For/Against Managemen	
	TO APPI OF	ROVE THE AGREEMENT AND PLAN	I		C C	
		R, DATED MAY 26, 2016, AMONG				
		NY, THERMO FISHER SCIENTIFIC				
	-	MERGER SUB CO., AS IT MAY BE				
1	AMEND		Managemen	nt For	For	
		IME TO TIME (THE "MERGER	intunugeniter		1 01	
	AGREEN	E TRANSACTIONS				
		APLATED				
		SY, INCLUDING THE MERGER (AS				
	SUCH					
	TERM IS	DEFINED IN THE MERGER				
	AGREEN					
		ROVE THE ADOPTION OF ANY				
	PROPOS					
	LATER	OURN THE SPECIAL MEETING TO A	L			
		R DATES IF NECESSARY OR				
	APPROP					
-	-	CIT ADDITIONAL PROXIES IF		_	_	
2	THERE A		Managemen	t For	For	
	INSUFFI	CIENT VOTES TO APPROVE THE				
	MERGE	R				
		MENT AND THE TRANSACTIONS				
		MPLATED THEREBY AT THE TIME				
	OF THE					
2		L MEETING.	Маналан	4 E a a	<b>F</b> <sub>1</sub>	
3		ROVE, BY NON-BINDING, RY VOTE,	Managemen	it For	For	
		N COMPENSATION THAT WILL OR				
	MAY					
		E PAYABLE BY FEI COMPANY TO				
	ITS NAM					
	EXECUT	TIVE OFFICERS IN CONNECTION				
	WITH TI	HE				

EXOR	MERGER. S.P.A., TORINO				
Securit			Meeting Type Meeting Date		MIX 03-Sep-2016
ISIN	IT0001353140		Agend	la	707290944 - Management
Item	Proposal	Proposed by	Vote	For/Against Managemer	
E.1	TO APPROVE THE CROSS-BORDER MERGER BY INCORPORATION PROJECT OF EXOR S.P.A INTO EXOR HOLDING N.V., COMPANY OPERATING UNDER DUTCH LAW AND ENTIRELY OWNED BY		nt For	For	
0.1	EXOR S.P.A., RESOLUTIONS RELATED THERETO INTEGRATION OF THE AUTHORIZATION TO PURCHASE AND DISPOSE OWN SHARES, RESOLUTIONS RELATED THERETO 09 AUG 2016: PLEASE NOTE THAT THIS IS	Managemer	nt For	For	
CMM	A REVISION DUE TO ADDITION OF THE-COMMENT. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT VOTE AGAIN-UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL	Non-Voting	<b>7</b>		
-	INSTRUCTIONS. THANK YOU. 09 AUG 2016: PLEASE NOTE THAT THIS MEETING MENTIONS DISSENTER'S RIGHTS,-PLEASE I REFER TO THE MANAGEMENT INFORMATION CIRCULAR FOR DETAILS. THANK YOU. EAD GROUP PLC, LONDON	Non-Voting	5		
Securit	ty G05320109		Meetir	ng Type	Annual General Meeting
Ticker	Symbol		Meetir	ng Date	07-Sep-2016
ISIN	GB0000536739		Agend	la	707283886 - Management
Item 1 2	Proposal RECEIVING REPORT AND ACCOUNTS	Proposed by Managemer Managemer		For/Against Managemer For For	

	APPROVAL OF THE DIRECTOR	\$				
	REMUNERATION					
	REPORT EXCLUDING REMUNE	<b>FRATION</b>				
	POLICY					
	APPROVAL OF THE DIRECTOR	S				
3	REMUNERATION		Management	For	For	
5	POLICY	1	vianagement	1 01	1.01	
	DECLARATION OF A FINAL DI	VIDEND				
4	:18.5 PENCE		Management	For	For	
	PER ORDINARY SHARE	-			- 01	
5	<b>RE-ELECTION OF CHRIS COLE</b>	Ν	Management	For	For	
6	<b>RE-ELECTION OF GEOFF DRAE</b>		Management		For	
7	<b>RE-ELECTION OF BRENDAN H</b>		Management		For	
8	<b>RE-ELECTION OF SAT DHAIWA</b>		Management		For	
9	<b>RE-ELECTION OF SUZANNE W</b>		Management		For	
10	<b>RE-ELECTION OF IAN SUTCLIF</b>		Management		For	
11	<b>RE-ELECTION OF WAYNE EDM</b>	IUNDS N	Management	For	For	
12	ELECTION OF LUCINDA RICHE	ES N	Management	For	For	
13	ELECTION OF TANYA FRATTO	) N	Management	For	For	
14	REAPPOINTMENT OF AUDITOR	R: N	Annagamant	For	For	
14	DELOITTE LLP	N	Management	FUI	FUI	
	AUTHORITY TO SET THE REM	UNERATION				
15	OF THE	Ν	Management	For	For	
	AUDITOR					
16	DIRECTORS AUTHORITY TO A	LLOT	Management	For	For	
10	SHARES		vianagement	1 01	1.01	
17	DISAPPLICATION OF PRE-EMP	TION	Management	For	For	
17	RIGHTS		vianagement	1 01	1.01	
	ADDITIONAL DISAPPLICATION					
18	PRE-EMPTION	Ν	Management	For	For	
	RIGHTS					
10	AUTHORITY FOR THE COMPAN		-	-	-	
19	PURCHASE ITS	Ν	Management	For	For	
•	OWN SHARES					
20	NOTICE PERIOD FOR GENERAL		Management	Against	Against	
	21 JUL 2016: PLEASE NOTE THA					
	REVISION DUE TO MODIFICAT	ION OF				
	THE-TEXT OF					
	RESOLUTIONS 4 AND 14. IF YO ALREADY	UHAVE				
CMM	SENT IN YOUR VOTES, PLEASE		Non-Voting			
	VOTE	2-DO NOT				
	AGAIN UNLESS YOU DECIDE T	O AMEND				
	YOUR					
	ORIGINAL INSTRUCTIONSTH	ANK YOU				
ASHL	AND INC.					
Securit				Meeting	Type	Special
	Symbol ASH			Meeting	• •	07-Sep-2016
	-			c		934469241 -
ISIN	US0442091049			Agenda		Management
						-

Item	Proposal	Proposed by	Vote	For/Against Managemen	
1.	THE APPROVAL OF THE AGREEMENT AND PLAN OF MERGER DATED MAY 31, 2016, BY AND AMONG ASHLAND INC., ASHLAND GLOBAL HOLDINGS INC. AND ASHLAND MERGER SUB CORP. TO CREATE A NEW HOLDING COMPANY FOR ASHLAND INC., AS SET FORTH IN THE PROXY STATEMENT. THE APPROVAL OF THE ADJOURNMENT	•	t For	For	
2.	OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE REORGANIZATION PROPOSAL.	Managemen	t For	For	
	BLOCK, INC.				
Securit Ticker	y 093671105 Symbol HRB		Meetin Meetin	g Type	Annual 08-Sep-2016
ISIN	US0936711052		Agenda	•	934464138 - Management
Item	Proposal	Proposed by	Vote	For/Against Managemen	
1A.	ELECTION OF DIRECTOR: ANGELA N.	Managemen	t For	For	
1B.	ARCHON ELECTION OF DIRECTOR: PAUL J. BROWN	Managemen	t For	For	
1C.	ELECTION OF DIRECTOR: WILLIAM C. COBB	Managemen	t For	For	
1D.	ELECTION OF DIRECTOR: ROBERT A. GERARD	Managemen	t For	For	
1E.	ELECTION OF DIRECTOR: RICHARD A. JOHNSON	Managemen	t For	For	
1F.	ELECTION OF DIRECTOR: DAVID BAKER LEWIS	Managemen	t For	For	
1G.	ELECTION OF DIRECTOR: VICTORIA J. REICH	Managemen	t For	For	
1H.	ELECTION OF DIRECTOR: BRUCE C. ROHDE	Managemen	t For	For	
1I.	ELECTION OF DIRECTOR: TOM D. SEIP	Managemen	t For	For	
1 <b>J</b> .	ELECTION OF DIRECTOR: CHRISTIANNA WOOD	Managemen	t For	For	
1 <b>K</b> .	ELECTION OF DIRECTOR: JAMES F. WRIGHT	Managemen	t For	For	
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT	Managemen	t For	For	

Securit	•		Agains	ig Type	Annual
Ticker	Symbol PDCO		Meetin	ig Date	12-Sep-2016 934462540 -
ISIN	US7033951036		Agend	a	Management
Item	Proposal	Proposed	Vote	For/Against	
1.	DIRECTOR	by Managemen	t	Managemei	nt
1.	1 SCOTT P. ANDERSON	Managemen	For	For	
	2 JOHN D. BUCK		For	For	
	3 JODY H. FERAGEN		For	For	
	4 SARENA S. LIN		For	For	
	5 ELLEN A. RUDNICK		For	For	
			For	For	
	7 LES C. VINNEY		For	For	
	8 JAMES W. WILTZ		For	For	
2.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Managemen	t For	For	
	TO RATIFY THE SELECTION OF ERNST &				
	YOUNG				
2	LLP AS OUR INDEPENDENT REGISTERED	Management	• E	<b>F</b>	
3.	PUBLIC ACCOUNTING FIRM FOR THE FISCAL	Managemen	l For	For	
	YEAR ENDING				
DIACI	APRIL 29, 2017. EO PLC				
-			Maatin	а <b>Т</b> -та	A
Securit	ty 25243Q205 Symbol DEO			ig Type ig Date	Annual 21-Sep-2016
Ticker	Symbol DEO		Meetin	ig Date	934471703 -
ISIN	US25243Q2057		Agend	a	Management
Item	Proposal	Proposed	Vote	For/Against	
1	-	by Managaman	t Ecr	Managemer For	III
1.	REPORT AND ACCOUNTS 2016. DIRECTORS' REMUNERATION REPORT	Managemen	ιΓΟΓ	FUL	
2.	2016.	Managemen	t For	For	

3.	DECLARATION OF FINAL DIVIDEND.	Management For	For
0.	RE-ELECTION OF PB BRUZELIUS AS A		1 01
4.	DIRECTOR.	Management For	For
	(AUDIT, NOMINATION, REMUNERATION) RE-ELECTION OF LORD DAVIES AS A		
	DIRECTOR.		
5.	(AUDIT, NOMINATION, REMUNERATION,	Management For	For
	CHAIRMAN		
	OF COMMITTEE)		
6.	RE-ELECTION OF HO KWONPING AS A DIRECTOR.	Monogoment For	For
0.	(AUDIT, NOMINATION, REMUNERATION)	Management For	FOI
	RE-ELECTION OF BD HOLDEN AS A		
7.	DIRECTOR.	Management For	For
	(AUDIT, NOMINATION, REMUNERATION)	C	
	RE-ELECTION OF DR FB HUMER AS A		
8.	DIRECTOR.	Management For	For
	(NOMINATION, CHAIRMAN OF COMMITTEE)	C	
	RE-ELECTION OF NS MENDELSOHN AS A		
9.	DIRECTOR. (AUDIT, NOMINATION,	Management For	For
2.	REMUNERATION)		
	<b>RE-ELECTION OF IM MENEZES AS A</b>		
10.	DIRECTOR.	Management For	For
	(EXECUTIVE, CHAIRMAN OF COMMITTEE)		
	RE-ELECTION OF PG SCOTT AS A DIRECTOR.		
11.	(AUDIT, CHAIRMAN OF COMMITTEE,	Management For	For
	NOMINATION,	internegement i or	1 01
	REMUNERATION)		
	RE-ELECTION OF AJH STEWART AS A		
12.	DIRECTOR.	Management For	For
	(AUDIT, NOMINATION, REMUNERATION) ELECTION OF J FERRAN AS A DIRECTOR.		
13.	(AUDIT,	Management For	For
15.	NOMINATION, REMUNERATION)	Wanagement Por	1.01
	ELECTION OF KA MIKELLS AS A		
14.	DIRECTOR.	Management For	For
	(EXECUTIVE)		
1.5	ELECTION OF EN WALMSLEY AS A		F
15.	DIRECTOR. (AUDIT, NOMINATION, REMUNERATION)	Management For	For
16.	RE-APPOINTMENT OF AUDITOR.	Management For	For
10.	REMUNERATION OF AUDITOR.	Management For	For
18.	AUTHORITY TO ALLOT SHARES.	Management For	For
19.	DISAPPLICATION OF PRE-EMPTION	Management For	For
	RIGHTS.	-	
20.	AUTHORITY TO PURCHASE OWN	Management For	For
	ORDINARY SHARES AT 28 101/108 PENCE (THE		
	"ORDINARY		

21.	SHARES"). AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE IN THE EU.	Managemer	nt For	For	
Securi	-TWO INTERACTIVE SOFTWARE, INC. ty 874054109 Symbol TTWO			ng Type ng Date	Annual 22-Sep-2016
ISIN	US8740541094		Agend	da	934466067 - Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
1.	DIRECTOR	Managemen	nt		
	1 STRAUSS ZELNICK	C	For	For	
	2 ROBERT A. BOWMAN		For	For	
	3 MICHAEL DORNEMANN		For	For	
	4 J MOSES		For	For	
	5 MICHAEL SHERESKY		For	For	
	6 SUSAN TOLSON		For	For	
			го	FUI	
	APPROVAL, ON A NON-BINDING				
	ADVISORY BASIS,				
-	OF THE COMPENSATION OF THE		_	_	
2.	COMPANY'S	Managemer	nt For	For	
	"NAMED EXECUTIVE OFFICERS" AS				
	DISCLOSED IN				
	THE PROXY STATEMENT.				
	APPROVAL OF CERTAIN AMENDMENTS				
	TO THE				
3.	TAKE-TWO INTERACTIVE SOFTWARE,	Managemer	nt For	For	
	INC. 2009	-			
	STOCK INCENTIVE PLAN.				
	RATIFICATION OF THE APPOINTMENT OF				
	ERNST &				
	YOUNG LLP AS OUR INDEPENDENT				
4.	REGISTERED	Managemer	nt For	For	
4.	PUBLIC ACCOUNTING FIRM FOR THE	Wanagemer	11 1 01	101	
	FISCAL YEAR				
CONT	ENDING MARCH 31, 2017.				
	GRA FOODS, INC.			-	
Securi	-			ng Type	Annual
Ticker	Symbol CAG		Meeti	ng Date	23-Sep-2016
ISIN	US2058871029		Ageno	la	934467677 -
			-8011		Management
		Duon coro 1		Eaulter	
Item	Proposal	Proposed	Vote	For/Agains	
	-	by		Manageme	ent
1.	DIRECTOR	Managemer		_	
	1 BRADLEY A. ALFORD		For	For	
	2 THOMAS K. BROWN		For	For	

3       STEPHEN G. BUTLER       For       For       For         4       SEAN M. CONNOLLY       For       For       For         5       STEVEN F. GOLDSTONE       For       For       For         6       JOLE A. GREGOR       For       For       For         7       RAIVE JOHRI       For       For       For         8       W.G. JURGENSEN       For       For       For         10       RUTH ANN MARSHALL       For       For       For         11       TIMOTHY R. MCLEVISH       For       For       For         11       TIMOTHY R. MCLEVISH       For       For       For         2.       RATTECATION OF       Management For       For       For         31N       US95709T100       Management For       For       Social         Ticker Symbol       WR       Meeting Date       26-Sep-2016         SIN       US95709T1007       Agenda       Management         Item       Proposal       For/Against       Management         MERGER DATED MAY 29, 2016 BY AND       Adomos       Management For       For         1       MCORPORATED AND MERGER SUB (AS       DEFINED IN       For/Against				_	_	
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $						
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GREAT PLAINS ENERGY INCORPORATED

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	GREAT PLAINS ENERGY INCORPORATED'S ARTICLES OF				
2.	INCORPORATION TO INCREASE THE AMOUNT OF	Managemer	nt For	For	
	AUTHORIZED CAPITAL STOCK OF GREAT				
	PLAINS ENERGY INCORPORATED.				
	APPROVAL OF ANY MOTION TO ADJOURN	V			
3.	THE MEETING, IF NECESSARY.	Managemen	nt For	For	
GENE	RAL MILLS, INC.				
Securi	•			ng Type	Annual
	Symbol GIS			ng Date	27-Sep-2016 934468186 -
ISIN	US3703341046		Ageno	da	Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
1A)	ELECTION OF DIRECTOR: BRADBURY H. ANDERSON	Managemer	nt For	For	
1B)	ELECTION OF DIRECTOR: R. KERRY CLARK	Managemen	nt For	For	
1C)	ELECTION OF DIRECTOR: DAVID M. CORDANI	Managemen	nt For	For	
1D)	ELECTION OF DIRECTOR: ROGER W. FERGUSON JR.	Managemer	nt For	For	
1E)	JK. ELECTION OF DIRECTOR: HENRIETTA H. FORE	Managemer	nt For	For	
1F)	ELECTION OF DIRECTOR: MARIA G. HENRY	Managemen	nt For	For	
1C	ELECTION OF DIDECTOD, HEIDLC, MILLE	DMansser	A Den	East	

1G) ELECTION OF DIRECTOR: HEIDI G. MILLER Management For For

1H) ELECTION OF DIRECTOR: STEVE ODLAND Management For For

11)	ELECTI	ION OF DIRECTOR: KENDALL J.	Management	- <b>( F</b>	<b>F</b> au	
1I)	POWEL		Managemen	nt For	For	
1J)	ELEC II RYAN	ION OF DIRECTOR: ROBERT L.	Managemen	nt For	For	
1K)		ION OF DIRECTOR: ERIC D. SPRUN	VK Managemen	nt For	For	
1L)	ELECTI TERREI	ION OF DIRECTOR: DOROTHY A.	Managemen	nt For	For	
1M)	ELECTI	ION OF DIRECTOR: JORGE A. URIE THE 2016 COMPENSATION PLAN	BE Managemen	nt For	For	
2.	FOR NC	DN-	Managemen	nt Agains	st Against	
		YEE DIRECTORS. AN ADVISORY VOTE ON EXECUTI	VF			
3.		ENSATION.	<sup>v E</sup> Managemen	nt For	For	
	RATIFY AS	THE APPOINTMENT OF KPMG LI	LP			
4.		AL MILLS' INDEPENDENT	Managemen	nt For	For	
		C ACCOUNTING FIRM.				
THE V	VHITEWA	AVE FOODS COMPANY				
Securit Ticker	ty Symbol	966244105 WWAV		Meetin Meetin	g Type	Special 04-Oct-2016
ISIN	Symbol	US9662441057		Agend	-	934476640 -
1011 (		00002111007		i igenia	u	Management
Item	Proposal	1	Proposed by	Vote	For/Agains Manageme	
		OPOSAL TO ADOPT THE MENT AND			C	
		OF MERGER, DATED AS OF JULY 6	,			
1.	2016,	G DANONE S.A., JULY MERGER SU	Managemen	nt For	For	
	INC. AN					
		HITEWAVE FOODS COMPANY.				
	NON-BI	OPOSAL TO APPROVE, ON A				
		ORY BASIS, SPECIFIED				
2.		ENSATION THAT E PAID OR BECOME PAYABLE TO	Managemen	nt For	For	
	THE					
		WAVE FOODS COMPANY'S NAME TIVE OFFICERS.	D			
3.	THE PR	OPOSAL TO APPROVE THE	Manageme	nt For	For	
		RNMENT E SPECIAL MEETING, IF NECESSAI	RY			
	OR					
	APPROI ADDITI	PRIATE, INCLUDING TO SOLICIT				
		ES IF THERE ARE INSUFFICIENT				
	VOTES	ΔΤ				
			<b>`</b>			
		ME OF THE SPECIAL MEETING TO	)			

THE PROPOSAL TO ADOPT THE MERGER

	THE PR AGREE	OPOSAL TO ADOPT THE MERGER				
ALCO.		MENI.				
Security Ticker Symbol		013817101 AA			ig Type ig Date	Special 05-Oct-2016
ISIN		US0138171014		Agend	a	934470662 - Management
Item	Proposal	I	Proposed	Vote	For/Against Managemer	
1.	BOARD DIRECT SPLIT	OSAL TO AUTHORIZE ALCOA'S OF CORS TO EFFECT A REVERSE STOCI	Managamar	nt For	For	11
	COMMO SPLIT RATIO A PROP CORRE	ON STOCK, AT A REVERSE STOCK OF 1-FOR-3 OSAL TO ADOPT A SPONDING	A			
2.	INCORI REVER SPLIT A PROPO TOTAL COMMO	DMENT TO ALCOA'S ARTICLES OF PORATION TO EFFECT THE SE STOCK AND TO REDUCE RTIONATELY THE NUMBER OF SHARES OF ALCOA ON THAT ALCOA IS AUTHORIZED TO	Managemer	nt For	For	
THE P		& GAMBLE COMPANY				
Securit		742718109			ng Type	Annual
Ticker	Symbol	PG		Meetin	ig Date	11-Oct-2016
ISIN		US7427181091		Agend	a	934472616 - Management
Item	Proposal		Proposed by	Vote	For/Against Managemer	
1A.	ELECTI BLAKE	ON OF DIRECTOR: FRANCIS S.	Managemer	nt For	For	
1 <b>B</b> .	ELECTI BRALY	ON OF DIRECTOR: ANGELA F.	Managemer	nt For	For	
1C.	ELECTI CHENA	ON OF DIRECTOR: KENNETH I. ULT	Managemer	nt For	For	
1D.		ON OF DIRECTOR: SCOTT D. COOK	Managemer	nt For	For	
1E.	LUNDG		Managemer	nt For	For	
1F.	ELECTI MCNER JR.	ON OF DIRECTOR: W. JAMES NEY,	Managemer	nt For	For	
1G.		ON OF DIRECTOR: DAVID S. R	Managemer	nt For	For	

1H.	ELECTION OF DIRECTOR: MARGARET C. WHITMAN	Management For	For
1I.	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Management For	For
1J.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Management For	For
2.	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management For	For
3.	ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION (THE "SAY ON PAY" VOTE)		