GENERAL AMERICAN INVESTORS CO INC

Form N-PX August 02, 2018

UNITED STATES
SECURTITIES 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: 811-00041
GENERAL AMERICAN INVESTORS COMPANY, INC.
(Exact name of Registrant as specified in charter)
530 Fifth Avenue, 26th Floor
New York, New York 10036
(Address of principal executive offices)
Registrant's telephone number: 212-916-8400
Date of fiscal year end: December 31

Date of reporting period: July 1, 2017 - June 30, 2018

### **Proxy Voting Record**

Meeting Date Range: 01-Jul-2017 To 30-Jun-2018

All Accounts

### **Investment Company Report**

### **VODAFONE GROUP PLC**

G •4	00057111000	3. # 4 PD	A 1
Security	92857W308	Meeting Type	Annual

**Ticker Symbol** VOD **Meeting Date** 28-Jul-2017

ISIN US92857W3088 Agenda 934649065 - Management

Iter	n Proposal	Proposed by Vot	For/Against Management
1.	TO RECEIVE THE COMPANY'S ACCOUNTS, THE STRATEGIC REPORT AND REPORTS OF THE DIRECTORS AND THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2017	Management For	For
2.	TO RE-ELECT GERARD KLEISTERLEE AS A DIRECTOR	ManagementFor	For
3.	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	ManagementFor	For
4.	TO RE-ELECT NICK READ AS A DIRECTOR	ManagementFor	For
5.	TO RE-ELECT SIR CRISPIN DAVIS AS A DIRECTOR	ManagementFor	For
6.	TO RE-ELECT DR MATHIAS DOPFNER AS A DIRECTOR	Management For	For
7.	TO RE-ELECT DAME CLARA FURSE AS A DIRECTOR	Management For	For
8.	TO RE-ELECT VALERIE GOODING AS A DIRECTOR	Management For	For
9.	TO RE-ELECT RENEE JAMES AS A DIRECTOR	Management For	For

10.	TO RE-ELECT SAMUEL JONAH AS A DIRECTOR	Management For	For
11.	TO ELECT MARIA AMPARO MORALEDA MARTINEZ AS A DIRECTOR IN ACCORDANCE WITH THE COMPANY'S ARTICLES	Management For	For
12.	TO RE-ELECT DAVID NISH AS A DIRECTOR	Management For	For
13.	TO DECLARE A FINAL DIVIDEND OF 10.03 EUROCENTS PER ORDINARY SHARE FOR THE YEAR ENDED 31 MARCH 2017	Management For	For
14.	TO APPROVE THE DIRECTORS' REMUNERATION POLICY CONTAINED IN THE REMUNERATION REPORT OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2017	Management For	For
15.	TO APPROVE THE ANNUAL REPORT ON REMUNERATION CONTAINED IN THE REMUNERATION REPORT OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2017	Management For	For
16.	TO REAPPOINT PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S AUDITOR UNTIL THE END OF THE NEXT GENERAL MEETING AT WHICH ACCOUNTS ARE LAID BEFORE THE COMPANY	Management For	For
17.	TO AUTHORISE THE AUDIT AND RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR	Management For	For
18.	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	ManagementFor	For

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# **Investment Company Report**

19. (SPECIAL RESOLUTION)	ManagementFor For	
TO AUTHORISE THE DIRECTORS TO DIS-APPLY PRE-EMPTION RIGHT 20. UP TO A FURTHER 5 PER CENT FOR THE PURPOSES OF FINANCING A ACQUISITION OR OTHER CAPITAL INVESTMENT (SPECIAL RESOLUTION)		
21. TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN SHARES (SPECIAL RESOLUTION)	Management For For	
22. TO AUTHORISE POLITICAL DONATIONS AND EXPENDITURE	Management Against Aga	inst
23. TO AUTHORISE THE COMPANY TO CALL GENERAL MEETINGS (OTH THAN AGMS) ON 14 CLEAR DAYS' NOTICE (SPECIAL RESOLUTION)	HER Management For For	

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#### REPROS THERAPEUTICS INC.

**Security** 76028H209 Meeting Type Annual

Ticker Symbol RPRX **Meeting Date** 13-Sep-2017

**ISIN** US76028H2094 Agenda 934667556 - Management

**Proposed** For/Against Vote Management **Item Proposal** by

**DIRECTOR** Management 1.

1 LARRY M. DILLAHA, M.D. For For

2 DANIEL F. CAIN For For

**3 PATRICK FOURTEAU** For For

For For 4 NOLA MASTERSON, M.S.

For For **5 SAIRA RAMASASTRY** 

For For 6 M.G. WYLLIE, PH.D., DSC

TO RATIFY AND APPROVE THE APPOINTMENT OF

**PRICEWATERHOUSECOOPERS** 

LLP AS OUR REGISTERED ManagementFor For 2. INDEPENDENT PUBLIC

ACCOUNTING FIRM FOR OUR

FISCAL YEAR ENDING

DECEMBER 31, 2017.

TO APPROVE, ON AN

ADVISORY BASIS, THE

**COMPENSATION OF THE** 

**COMPANY'S NAMED** 

EXECUTIVE OFFICERS.

Management For For

### **DIAGEO PLC**

**Security** 25243Q205 **Meeting Type** Annual

**Ticker Symbol** DEO **Meeting Date** 20-Sep-2017

**ISIN** US25243Q2057 **Agenda** 934668382 - Management

Iten	n Proposal	Proposed by Vot	For/Against Management
1.	REPORT AND ACCOUNTS 2017.	Management For	For
2.	DIRECTORS' REMUNERATION REPORT 2017.	Management For	For
3.	DIRECTORS' REMUNERATION POLICY 2017.	Management For	For
4.	DECLARATION OF FINAL DIVIDEND.	Management For	For
5.	RE-ELECTION OF PB BRUZELIUS AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION)	Management For	For
6.	RE-ELECTION OF LORD DAVIES AS A DIRECTOR. (AUDIT, NOMINATION, REMUNERATION & CHAIRMAN OF COMMITTEE)	ManagementFor	For
7.	RE-ELECTION OF J FERRAN AS A DIRECTOR. (NOMINATION & CHAIRMAN OF COMMITTEE)	Management For	For
8.	RE-ELECTION OF HO KWONPING AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION)	Management For	For
9.	RE-ELECTION OF BD HOLDEN AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION)	Management For	For
10.	RE-ELECTION OF NS MENDELSOHN AS A DIRECTOR. (AUDIT, NOMINATION & REMUNERATION)	Management For	For
11.	RE-ELECTION OF IM MENEZES AS A DIRECTOR. (EXECUTIVE & CHAIRMAN OF COMMITTEE)	Management For	For
12.	RE-ELECTION OF KA MIKELLS AS A DIRECTOR. (EXECUTIVE)	Management For	For

13.	RE-ELECTION OF AJH STEWART AS A DIRECTOR. (AUDIT, CHAIRMAN OF COMMITTEE, NOMINATION & REMUNERATION)	Management For	For
14.	RE-APPOINTMENT OF AUDITOR.	Management For	For
15.	REMUNERATION OF AUDITOR.	Management For	For
16.	AUTHORITY TO ALLOT SHARES.	Management For	For
17.	DISAPPLICATION OF PRE-EMPTION RIGHTS.	Management For	For
18.	AUTHORITY TO PURCHASE OWN ORDINARY SHARES.	Management For	For
19.	AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE IN THE EU.	Management For	For
20.	ADOPTION OF THE DIAGEO PLC 2017 SHARE VALUE PLAN.	Management For	For

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#### **ENSCO PLC**

**Security** G3157S106 **Meeting Type** Special

Ticker Symbol ESV Meeting Date 05-Oct-2017

ISIN GB00B4VLR192 Agenda 934671303 - Management

# Item Proposal Proposed by Vote Management

ENSCO MERGER CONSIDERATION PROPOSAL: TO AUTHORIZE, IN ADDITION TO ALL SUBSISTING AUTHORITIES, THE ALLOTMENT AND ISSUANCE OF ENSCO CLASS A ORDINARY SHARES, TO SHAREHOLDERS OF ATWOOD OCEANICS, INC. ("ATWOOD"), PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED

AS OF MAY 29, 2017, BY AND AMONG ENSCO, ECHO MERGER SUB Management For For LLC, A WHOLLY OWNED SUBSIDIARY OF ENSCO ("MERGER SUB"), AND ATWOOD, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, WHICH PROVIDES FOR, AMONG OTHER THINGS, THE ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).

ENSCO GENERAL ALLOTMENT AUTHORITY INCREASE PROPOSAL: TO AUTHORIZE, IN ADDITION TO ALL SUBSISTING AUTHORITIES, THE ALLOTMENT AND ISSUANCE UP TO A NOMINAL AMOUNT OF ENSCO CLASS A ORDINARY SHARES, WHICH, TOGETHER WITH

- 2. THE NOMINAL AMOUNT OF SHARES OF ENSCO AUTHORIZED TO BE ALLOTTED AND ISSUED PURSUANT TO PARAGRAPH (A) OF RESOLUTION 11 PASSED AT THE ANNUAL GENERAL MEETING OF ENSCO SHAREHOLDERS HELD ON MAY 22, 2017 (THE "ENSCO 2017 ANNUAL GENERAL MEETING") AND UNUSED AS OF THE ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).
- 3. ENSCO GENERAL DISAPPLICATION OF PRE-EMPTIVE RIGHTS PROPOSAL: TO AUTHORIZE, IN ADDITION TO ALL SUBSISTING AUTHORITIES, THE ALLOTMENT AND ISSUANCE UP TO A NOMINAL AMOUNT OF ENSCO CLASS A ORDINARY SHARES FOR CASH ON A NON-PRE-EMPTIVE BASIS, WHICH, TOGETHER WITH THE NOMINAL AMOUNT OF SHARES IN ENSCO AUTHORIZED TO BE ALLOTTED AND ISSUED FOR CASH ON A NON-PRE-EMPTIVE BASIS PURSUANT TO RESOLUTION 12 PASSED AT THE ENSCO 2017

Management For For

Management For For

ANNUAL GENERAL MEETING AND UNUSED AS OF THE DATE OF THE PROXY ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).

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ENSCO SPECIFIED DISAPPLICATION OF PRE-EMPTIVE RIGHTS PROPOSAL: TO AUTHORIZE, IN ADDITION TO ALL SUBSISTING AUTHORITIES, THE ALLOTMENT AND ISSUANCE UP TO A NOMINAL AMOUNT OF ENSCO CLASS A ORDINARY SHARES FOR CASH ON A NON-PRE-EMPTIVE BASIS, WHICH, TOGETHER WITH

4. THE NOMINAL AMOUNT OF SHARES IN ENSCO AUTHORIZED TO BE ALLOTTED Management For For AND ISSUED FOR CASH ON A NON-PRE-EMPTIVE BASIS PURSUANT TO RESOLUTION 13 PASSED AT THE ENSCO 2017 ANNUAL GENERAL MEETING AND UNUSED AS OF THE DATE OF THE PROXY ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).

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### METLIFE, INC.

**Security** 59156R108 **Meeting Type** Special

Ticker Symbol MET Meeting Date 19-Oct-2017

APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.

ISIN US59156R1086 Agenda 934679602 - Management

 Item Proposal
 Proposed by
 Vote For/Against Management

 1.
 AMEND THE PREFERRED STOCK DIVIDEND PAYMENT TESTS IN THE COMPANY'S CERTIFICATE OF INCORPORATION.
 Management For For

 2.
 ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE TO SOLICITE APPRICATE APPRICATE APPRICATE APPRICATE TO SOLICITE APPRICATE APPRICATE

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### **ORACLE CORPORATION**

**Security** 68389X105 **Meeting Type** Annual

**Ticker Symbol** ORCL **Meeting Date** 15-Nov-2017

**ISIN** US68389X1054 **Agenda** 934681671 - Management

Item Proposal		Proposed by	Vote	For/Against Management
1.	DIRECTOR	Managemen	t	
	1 JEFFREY S. BERG		For	For
	2 MICHAEL J. BOSKIN		For	For
	3 SAFRA A. CATZ		For	For
	4 BRUCE R. CHIZEN		For	For
	5 GEORGE H. CONRADES		For	For
	6 LAWRENCE J. ELLISON		For	For
	7 HECTOR GARCIA-MOLINA	A	For	For
	8 JEFFREY O. HENLEY		For	For
	9 MARK V. HURD		For	For
	10RENEE J. JAMES		For	For
	11LEON E. PANETTA		For	For
	12NAOMI O. SELIGMAN		For	For
2.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Managemen	tFor	For

ADVISORY VOTE ON THE FREQUENCY OF FUTURE

3. ADVISORY VOTES ON THE Management 1 Year For COMPENSATION OF NAMED EXECUTIVE OFFICERS.

APPROVAL OF THE ORACLE CORPORATION AMENDED

4. AND RESTATED 2000 LONG- Management For TERM EQUITY INCENTIVE PLAN.

RATIFICATION OF THE SELECTION OF ERNST &

5. YOUNG LLP AS
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR FISCAL YEAR 2018.

STOCKHOLDER PROPOSAL

6. REGARDING POLITICAL Shareholder Against For CONTRIBUTIONS REPORT.

STOCKHOLDER PROPOSAL

7. REGARDING PAY EQUITY Shareholder Against For REPORT.

STOCKHOLDER PROPOSAL

8. REGARDING PROXY ACCESS Shareholder Against For REFORM.

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### MICROSOFT CORPORATION

**Security** 594918104 **Meeting Type** Annual

**Ticker Symbol** MSFT **Meeting Date** 29-Nov-2017

**ISIN** US5949181045 **Agenda** 934689514 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1A. ELECTION OF DIRECTOR: WILLIAM H. GATES III	Management	For	For
1B. ELECTION OF DIRECTOR: REID G. HOFFMAN	Management	For	For
1C. ELECTION OF DIRECTOR: HUGH F. JOHNSTON	Management	For	For
1D. ELECTION OF DIRECTOR: TERI L. LIST-STOLL	Management	For	For
1E. ELECTION OF DIRECTOR: SATYA NADELLA	Management	For	For
1F. ELECTION OF DIRECTOR: CHARLES H. NOSKI	Management	For	For
1G. ELECTION OF DIRECTOR: HELMUT PANKE	Management	For	For
1H. ELECTION OF DIRECTOR: SANDRA E. PETERSON	Management	For	For
1I. ELECTION OF DIRECTOR: PENNY S. PRITZKER	Management	For	For
1J. ELECTION OF DIRECTOR: CHARLES W. SCHARF	Management	For	For
1K. ELECTION OF DIRECTOR: ARNE M. SORENSON	Management	For	For
1L. ELECTION OF DIRECTOR: JOHN W. STANTON	Management	For	For
1M. ELECTION OF DIRECTOR: JOHN W. THOMPSON	Management	For	For
1N. ELECTION OF DIRECTOR: PADMASREE WARRIOR	Management	For	For
2. ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	For	For

3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION	$Management \frac{1}{Year}$	For
4.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2018	Management For	For
5.	APPROVAL OF MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE EXECUTIVE INCENTIVE PLAN	Management For	For
6.	APPROVAL OF THE MICROSOFT CORPORATION 2017 STOCK PLAN	Management For	For

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### CISCO SYSTEMS, INC.

**Security** 17275R102 **Meeting Type** Annual

**Ticker Symbol** CSCO **Meeting Date** 11-Dec-2017

**ISIN** US17275R1023 **Agenda** 934694147 - Management

Item Proposal		Proposed by Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: CAROL A. BARTZ	Management For	For
1B.	ELECTION OF DIRECTOR: M. MICHELE BURNS	Management For	For
1C.	ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Management For	For
1D.	ELECTION OF DIRECTOR: AMY L. CHANG	Management For	For
1E.	ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Management For	For
1F.	ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON	Management For	For
1G.	ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Management For	For
1H.	ELECTION OF DIRECTOR: CHARLES H. ROBBINS	Management For	For
1I.	ELECTION OF DIRECTOR: ARUN SARIN	Management For	For
1J.	ELECTION OF DIRECTOR: BRENTON L. SAUNDERS	Management For	For
1K.	ELECTION OF DIRECTOR: STEVEN M. WEST	Management For	For
2.	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2005 STOCK INCENTIVE PLAN.	Management For	For
3.	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE EXECUTIVE INCENTIVE PLAN.	Management For	For
4.	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Management For	For

- 5. RECOMMENDATION, ON AN ADVISORY BASIS, ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.

  Management 1 Year For
  - RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS
- 6. CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING Management For FIRM FOR FISCAL 2018.
- 7. APPROVAL TO REQUEST AN ANNUAL REPORT RELATING TO CISCO'S LOBBYING POLICIES, PROCEDURES AND ACTIVITIES. Shareholder Against For

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#### COSTCO WHOLESALE CORPORATION

**Security** Meeting Type Annual 22160K105

Ticker Symbol COST **Meeting Date** 30-Jan-2018

**ISIN** US22160K1051 Agenda 934711448 - Management

**Item Proposal Proposed by Vote** For/Against Management

1. **DIRECTOR** Management

> 1 KENNETH D. DENMAN For For

> 2W. CRAIG JELINEK For For

> 3JEFFREY S. RAIKES For For

**RATIFICATION OF** 

SELECTION OF 2. Management For For

**INDEPENDENT** AUDITORS.

APPROVAL, ON AN

ADVISORY BASIS, OF Management For 3. For

**EXECUTIVE** 

COMPENSATION.

**SHAREHOLDER** 

PROPOSAL REGARDING Shareholder Against For 4.

SIMPLE MAJORITY

VOTE.

**SHAREHOLDER** 

PROPOSAL REGARDING Shareholder Against For PRISON LABOR.

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### QURATE RETAIL, INC.

**Security** 53071M856 Meeting Type Special

Ticker Symbol LVNTA Meeting Date 02-Feb-2018

**ISIN** US53071M8560 Agenda 934717286 - Management

**Proposed** Vote For/Against Management **Item Proposal** by

A proposal to approve the redemption by Liberty Interactive Corporation of each share of Series A Liberty Ventures common stock and Series B Liberty Ventures common stock in exchange for one share of GCI Liberty, Inc.

- 1. Class A Common Stock and GCI Liberty, Inc. Class B Common Stock, respectively, following the ...(due to space limits, see proxy statement for full proposal).
  - ManagementFor For
- A proposal to authorize the adjournment of the special meeting by Liberty Interactive Corporation to permit further solicitation of proxies, if necessary

  ManagementFor For 2. or appropriate, if sufficient votes are not represented at the special meeting to approve the other proposal to be presented at the special meeting.

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### APPLE INC.

**Security** 037833100 **Meeting Type** Annual

**Ticker Symbol** AAPL **Meeting Date** 13-Feb-2018

**ISIN** US0378331005 **Agenda** 934716068 - Management

Item Proposal		Proposed by	Vote	For/Against Management
1a.	Election of director: James Bell	Managemen	Management For	
1b.	Election of director: Tim Cook	Managemen	tFor	For
1c.	Election of director: Al Gore	Managemen	tFor	For
1d.	Election of director: Bob Iger	Managemen	tFor	For
1e.	Election of director: Andrea Jung	Managemen	Management For	
1f.	Election of director: Art Levinson	Managemen	tFor	For
1g.	Election of director: Ron Sugar	Managemen	tFor	For
1h.	Election of director: Sue Wagner	Managemen	tFor	For
2.	Ratification of the appointment of Ernst & Young LLP as Apple's independent registered public accounting firm for 2018	Managemen	ıtFor	For
3.	Advisory vote to approve executive compensation	Managemen	tFor	For
4.	Approval of the amended and restated Apple Inc. Non-Employee Director Stock Plan	Managemen	ıtFor	For
5.	A shareholder proposal entitled "Shareholder Proxy Access Amendments"	Shareholder	Agains	stFor
6.	A shareholder proposal entitled "Human Rights Committee"	Shareholder	Agains	stFor

### JOHNSON CONTROLS INTERNATIONAL PLC

**Security** G51502105 **Meeting Type** Annual

**Ticker Symbol** JCI **Meeting Date** 07-Mar-2018

ISIN IE00BY7QL619 Agenda 934721211 - Management

Item Pro	oposal	Proposed by	Vote For/Against Management	
1A. Ele	ection of director: Michael E. Daniels	ManagementF	For For	
1B. Ele	ection of director: W. Roy Dunbar	ManagementF	For For	
1C. Ele	ection of director: Brian Duperreault	ManagementF	For For	
1D. Ele	ection of director: Gretchen R. Haggerty	ManagementF	For For	
1E. Ele	ection of director: Simone Menne	ManagementF	For For	
1F. Ele	ection of director: George R. Oliver	ManagementF	For For	
1G. Ele	ection of director: Juan Pablo del Valle Perochena	ManagementF	For For	
1H. Ele	ection of director: Jurgen Tinggren	ManagementF	For For	
1I. Ele	ection of director: Mark Vergnano	ManagementF	For For	
1J. Ele	ection of director: R. David Yost	ManagementF	For For	
1K. Ele	ection of director: John D. Young	ManagementF	For For	
	ratify the appointment of PricewaterhouseCoopers LLP as the lependent auditors of the Company.	ManagementF	For For	
	authorize the Audit Committee of the Board of Directors to set the ditors' remuneration.	ManagementF	For For	
4	authorize the Company and/or any subsidiary of the Company to ke market purchases of Company shares.	Management F	For For	

4.	To determine the price range at which the Company can re-allot shares that it holds as treasury shares (Special Resolution).	Management For	For
5.	To approve, in a non-binding advisory vote, the compensation of the named executive officers.	ManagementFor	For
6.	To approve the Directors' authority to allot shares up to approximately 33% of issued share capital.	ManagementFor	For
7.	To approve the waiver of statutory pre-emption rights with respect to up to $5\%$ of issued share capital (Special Resolution).	ManagementFor	For
8.A	To approve the reduction of Company capital (Special Resolution).	ManagementFor	For
8.B	To approve a clarifying amendment to the Company's Articles of Association to facilitate the capital reduction (Special Resolution).	ManagementFor	For

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# APPLIED MATERIALS, INC.

**Security** 038222105 **Meeting Type** Annual

**Ticker Symbol** AMAT **Meeting Date** 08-Mar-2018

**ISIN** US0382221051 **Agenda** 934722302 - Management

Iten	n Proposal	Proposed by	Vote	For/Against Management
1A.	Election of Director: Judy Bruner	Managemen	ntFor	For
1B.	Election of Director: Xun (Eric) Chen	Managemen	ntFor	For
1C.	Election of Director: Aart J. de Geus	Managemer	ntFor	For
1D.	Election of Director: Gary E. Dickerson	Managemer	ntFor	For
1E.	Election of Director: Stephen R. Forrest	Managemer	ntFor	For
1F.	Election of Director: Thomas J. Iannotti	Managemer	ntFor	For
1G.	Election of Director: Alexander A. Karsner	Managemer	ntFor	For
1H.	Election of Director: Adrianna C. Ma	Managemer	ntFor	For
1I.	Election of Director: Scott A. McGregor	Managemer	ntFor	For
1J.	Election of Director: Dennis D. Powell	Managemer	ntFor	For
2.	Approval, on an advisory basis, of the compensation of Applied Materials' named executive officers for fiscal year 2017.	Managemer	ntFor	For
3.	Ratification of the appointment of KPMG LLP as independent registered public accounting firm for fiscal year 2018.	Managemer	ntFor	For
4.	Shareholder proposal to provide for right to act by written consent.	Shareholder	Agains	stFor
5	Shareholder proposal for annual disclosure of EEO-1 data.	Shareholder	Agains	stFor

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### KEYSIGHT TECHNOLOGIES, INC.

**Security** 49338L103 **Meeting Type** Annual

**Ticker Symbol** KEYS **Meeting Date** 22-Mar-2018

**ISIN** US49338L1035 **Agenda** 934725574 - Management

]	[tem	Proposal	Proposed by	Vote	For/Against Management
]	1.1	Election of Director: Ronald S. Nersesian	Management	For	For
]	1.2	Election of Director: Charles J. Dockendorff	Management	For	For
]	1.3	Election of Director: Robert A. Rango	Managementl	For	For
2	2.	To approve the Amendment and Restatement of the 2014 Equity and Incentive Compensation Plan.	Managementl	For	For
3	3.	To ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers LLP as Keysight's independent public accounting firm.	Managementl	For	For
4	4.	To approve, on an advisory basis, the compensation of Keysight's named executive officers.	Managementl	For	For

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#### **BROADCOM LIMITED**

**Security** Y09827109 **Meeting Type** Special

Ticker Symbol AVGO Meeting Date 23-Mar-2018

**ISIN** SG9999014823 **Agenda** 934741148 - Management

Item Proposal Proposed by Vote Management

To approve the scheme of arrangement under Singapore law among Broadcom, the shareholders of Broadcom and Broadcom Limited, a

1. Delaware corporation, subject to approval of the High Court of the Republic Management For For of Singapore, as set forth in Broadcom's notice of, and proxy statement relating to, its Special Meeting.

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### QUALCOMM INCORPORATED

**Security** 747525103 **Meeting Type** Contested-Annual

**Ticker Symbol** QCOM **Meeting Date** 23-Mar-2018

**ISIN** US7475251036 **Agenda** 934718632 - Opposition

Item Proposal		Proposed by	Vote	For/Against Management
1.	DIRECTOR	Managemen	t	
	1 Samih Elhage		For	For
	2 Raul J. Fernandez		For	For
	3 Michael S. Geltzeiler		For	For
	4 Stephen J. Girsky		For	For
	5 David G. Golden		For	For
	6 Veronica M. Hagen		For	For
	7 Julie A. Hill		For	For
	8 John H. Kispert		For	For
	9 Gregorio Reyes		For	For
	10 Thomas S. Volpe		For	For
	11 Harry L. You		For	For

2. To approve Broadcom's Management Against Against proposal to amend

proposal to amend Qualcomm's Bylaws to undo any amendment to the Bylaws adopted without stockholder approval up to and

including the date of the Annual Meeting that changes the Bylaws in any way from the version that was publicly filed with the Securities and Exchange Commission on July 15, 2016.

To ratify the selection of PricewaterhouseCoopers LLP as Qualcomm's

3. independent public Management For accountants for the fiscal year ending September 30, 2018

To approve, on a advisory basis,

4. compensation paid to ManagementFor Qualcomm's named executive officers.

To approve an amendment to

5. Qualcomm's 2001 Management For Employee Stock
Purchase Plan.

To approve an amendment to Qualcomm's Restated Certificate of Incorporation, as

6. amended (the "CertificateManagementFor of Incorporation") to eliminate certain supermajority provisions relating to removal of directors

To approve an amendment to the Certificate of Incorporation to

7.

eliminate certain
Supermajority provisions
relating to amendments

relating to amendments and obsolete provisions.

8. ManagementFor For

To approve an amendment to the certificate of incorporation to eliminate provisions requiring a supermajority vote for certain transactions with interested stockholders.

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# QUALCOMM INCORPORATED

**Security** 747525103 **Meeting Type** Contested-Annual

**Ticker Symbol** QCOM **Meeting Date** 23-Mar-2018

**ISIN** US7475251036 **Agenda** 934719329 - Management

Item Proposal		Proposed by	Vote	For/Against Management
1	DIRECTOR	Managemer	nt	
	1 Barbara T. Alexander		Withhel	d Against
	2 Jeffrey W. Henderson		Withhel	dAgainst
	3 Thomas W. Horton		Withhel	dAgainst
	4 Paul E. Jacobs		Withhel	d Against
	5 Ann M. Livermore		Withhel	dAgainst
	6 Harish Manwani		Withhel	dAgainst
	7 Mark D. McLaughlin		Withhel	dAgainst
	8 Steve Mollenkopf		Withhel	d Against
	9 Clark T. Randt, Jr.		Withhel	dAgainst
	10Francisco Ros		Withhel	dAgainst
	11 Anthony J. Vinciquerra	a	Withhel	dAgainst
2	To ratify the selection of PricewaterhouseCoopers LLP as our independent public accountants.	Managemer	nt Against	Against
3	To approve, on an advisory basis, our	Managemer	nt Against	Against

executive compensation.

To approve an amendment to the Amended and Restated QUALCOMM

4 Incorporated 2001
Employee Stock Purchase Management Against Against Plan, as amended, to increase the share reserve by 30,000,000 shares.

To approve an amendment to the Company's Restated Certificate of

Incorporation, as amended, to eliminate certain supermajority voting provisions relating to removal of directors.

Management Against Against

To approve an amendment to the Company's Restated Certificate of Incorporation, as

6 amended, to eliminate certain supermajority voting provisions relating to amendments and obsolete provisions.

Management Against Against

To approve an amendment to the Company's Restated Certificate of Incorporation, as

7 amended, to eliminate provisions requiring a supermajority vote for certain transactions with interested stockholders. Management Against Against

To vote on a stockholder proposal to undo amendments to the

8 Company's Amended and Shareholder For Against Restated Bylaws adopted without stockholder approval.

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### QUALCOMM INCORPORATED

**Security** 747525103 **Meeting Type** Contested-Annual

**Ticker Symbol** QCOM **Meeting Date** 23-Mar-2018

**ISIN** US7475251036 **Agenda** 934728188 - Opposition

Item Proposal		Proposed by	Vote	For/Against Management
1	DIRECTOR	Managemen	nt	
	1 Samih Elhage		For	For
	2 David G. Golden		For	For
	3 Veronica M. Hagen		For	For
	4 Julie A. Hill		For	For
	5 John H. Kispert		For	For
	6 Harry L. You		For	For
2	To approve Broadcom's proposal to amend Qualcomm's Bylaws to undo any amendment to the Bylaws adopted without stockholder approval up to and including the date of the Annual Meeting that changes the Bylaws in any way from the version that was publicly filed with the Securities and Exchange Commission on July 15, 2016.	: Managemer	ntFor	For

ManagementFor

For

3

To ratify the selection of PricewaterhouseCoopers LLP as Qualcomm's independent public accountants for the fiscal year ending September 30, 2018

To approve, on a advisory basis,

4 compensation paid to Management Abstain

Qualcomm's named executive officers.

To approve an amendment to

5 Qualcomm's 2001 Management Abstain

Employee Stock Purchase Plan.

To approve an amendment to Qualcomm's Restated

Certificate of Incorporation, as

6 amended (the "CertificateManagementFor For

of Incorporation") to eliminate certain supermajority provisions relating to removal of directors

To approve an amendment to the Certificate of

7 Incorporation to eliminate certain Management For For

Supermajority provisions relating to amendments and obsolete provisions.

To approve an amendment to the Certificate of Incorporation to

eliminate provisions Management For For

requiring a supermajority vote for certain transactions with

interested stockholders.

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### **BROADCOM LIMITED**

**Security** Y09827109 **Meeting Type** Annual

Ticker Symbol AVGO **Meeting Date** 04-Apr-2018

statement relating to, its 2018 Annual General Meeting.

**ISIN** SG9999014823 **Agenda** 934729370 - Management

Item	a Proposal	Proposed by Vote	For/Against Management
1A.	Election of Director: Mr. Hock E. Tan	Management For	For
1B.	Election of Director: Mr. James V. Diller	Management For	For
1C.	Election of Director: Ms. Gayla J. Delly	Management For	For
1D.	Election of Director: Mr. Lewis C. Eggebrecht	Management For	For
1E.	Election of Director: Mr. Kenneth Y. Hao	Management For	For
1F.	Election of Director: Mr. Eddy W. Hartenstein	Management For	For
1G.	Election of Director: Mr. Check Kian Low	Management For	For
1H.	Election of Director: Mr. Donald Macleod	Management For	For
1I.	Election of Director: Mr. Peter J. Marks	Management For	For
1J.	Election of Director: Dr. Henry Samueli	Management For	For
2.	To approve the re-appointment of PricewaterhouseCoopers LLP as Broadcom's independent registered public accounting firm and independent Singapore auditor for the fiscal year ending November 4, 2018 and to authorize the Audit Committee to fix its remuneration, as set forth in Broadcom's notice of, and proxy statement relating to, its 2018 Annual General Meeting.	Management For	For
3.	To approve the general authorization for the directors of Broadcom to allot and issue shares in its capital, as set forth in Broadcom's notice of, and proxy statement relating to its 2018 Appeal General Meeting	Management For	For

NON-BINDING, ADVISORY VOTE To approve the compensation of Broadcom's named executive officers, as disclosed in "Compensation

4. Discussion and Analysis" and in the compensation tables and accompanying Management For For narrative disclosure under "Executive Compensation" in Broadcom's proxy statement relating to its 2018 Annual General Meeting.

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#### THE GOODYEAR TIRE & RUBBER COMPANY

**Security** 382550101 **Meeting Type** Annual

**Ticker Symbol** GT **Meeting Date** 09-Apr-2018

**ISIN** US3825501014 **Agenda** 934737769 - Management

Iten	Proposal	Proposed V	ote Management
1a)	Election of Director: James A. Firestone	Management Fo	or For
1b)	Election of Director: Werner Geissler	Management Fo	or For
1c)	Election of Director: Peter S. Hellman	Management Fo	or For
1d)	Election of Director: Laurette T. Koellner	Management Fo	or For
1e)	Election of Director: Richard J. Kramer	Management Fo	or For
1f)	Election of Director: W. Alan McCollough	Management Fo	or For
1g)	Election of Director: John E. McGlade	Management Fo	or For
1h)	Election of Director: Michael J. Morell	Management Fo	or For
1i)	Election of Director: Roderick A. Palmore	Management Fo	or For
1j)	Election of Director: Stephanie A. Streeter	Management Fo	or For
1k)	Election of Director: Thomas H. Weidemeyer	Management Fo	or For
11)	Election of Director: Michael R. Wessel	Management Fo	or For
2.	Advisory vote to approve executive compensation.	Management Fo	or For
3.	Ratification of appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm.	Management Fo	or For

#### **M&T BANK CORPORATION**

**Security** 55261F104 **Meeting Type** Annual

Ticker Symbol MTB Meeting Date 17-Apr-2018

ISIN US55261F1049 Agenda 934739270 - Management

# $\begin{array}{ccc} Item Proposed & & Proposed \\ by & & Vote \\ \hline Management \end{array}$

#### 1. DIRECTOR Management

1 Brent D. Baird For For

2 C. Angela Bontempo For For

3 Robert T. Brady For For

4 T.J. Cunningham III For For

5 Gary N. Geisel For For

6 Richard S. Gold For For

7 Richard A. Grossi For For

8 John D. Hawke, Jr. For For

9 Rene F. Jones For For

10 Richard H. Ledgett, Jr. For For

11 Newton P.S. Merrill For For

12 Melinda R. Rich For For

13 Robert E. Sadler, Jr. For For

14 Denis J. Salamone For For

15 John R. Scannell For For

16 David S. Scharfstein For For

17 Herbert L. Washington For For

TO APPROVE THE COMPENSATION OF M&T

2. BANK CORPORATION'S Management For For

NAMED EXECUTIVE

OFFICERS.

TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT

3. REGISTERED PUBLIC Management For For

ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2018.

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#### ASML HOLDINGS N.V.

**Security** N07059210 **Meeting Type** Annual

Ticker Symbol ASML Meeting Date 25-Apr-2018

ISIN USN070592100 Agenda 934746655 - Management

Item Proposal		Proposed V	ote	For/Against Management
4b	Proposal to adopt the financial statements of the Company for the financial year 2017, as prepared in accordance with Dutch law	Management F	or	For
4d	Proposal to adopt a dividend of EUR 1.40 per ordinary share	ManagementF	or	For
5a	Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2017	Management F	or	For
5b	Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2017	Management F	or	For
6	Proposal to approve the number of shares for the Board of Management	Management F	or	For
8a	Proposal to reappoint Mr. J.M.C. (Hans) Stork as member of the Supervisory Board	Management F	or	For
8b	Proposal to appoint Ms. T.L. (Terri) Kelly as member of the Supervisory Board	Management F	or	For
9	Proposal to appoint KPMG Accountants N.V. as external auditor for the reporting year 2019	Management F	or	For
10a	Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to $5\%$ for general purposes	Management F	or	For
10b	Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 10a.	Management F	or	For
10c	Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances	Management F	or	For

10d	Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 10c.	Management For	For
11a	Authorization to repurchase ordinary shares up to 10% of the issued share capital	Management For	For
11b	Authorization to repurchase additional ordinary shares up to $10\%$ of the issued share capital	Management For	For
12	Proposal to cancel ordinary shares	Management For	For

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#### ASML HOLDINGS N.V.

**Security** N07059210 **Meeting Type** Annual

Ticker Symbol ASML Meeting Date 25-Apr-2018

ISIN USN070592100 Agenda 934770783 - Management

Item	Item Proposal		te For/Against Management
4b	Proposal to adopt the financial statements of the Company for the financial year 2017, as prepared in accordance with Dutch law	Management Fo	r For
4d	Proposal to adopt a dividend of EUR 1.40 per ordinary share	ManagementFo	r For
5a	Proposal to discharge the members of the Board of Management from liability for their responsibilities in the financial year 2017	Management Fo	r For
5b	Proposal to discharge the members of the Supervisory Board from liability for their responsibilities in the financial year 2017	Management Fo	r For
6	Proposal to approve the number of shares for the Board of Management	Management Fo	r For
8a	Proposal to reappoint Mr. J.M.C. (Hans) Stork as member of the Supervisory Board	Management Fo	r For
8b	Proposal to appoint Ms. T.L. (Terri) Kelly as member of the Supervisory Board	Management Fo	r For
9	Proposal to appoint KPMG Accountants N.V. as external auditor for the reporting year 2019	Management Fo	r For
10a	Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to $5\%$ for general purposes	Management Fo	r For
10b	Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 10a.	Management Fo	r For
10c	Authorization to issue ordinary shares or grant rights to subscribe for ordinary shares up to 5% in connection with or on the occasion of mergers, acquisitions and/or (strategic) alliances	ManagementFo	r For

10d	Authorization of the Board of Management to restrict or exclude pre-emption rights in connection with agenda item 10c.	Management For	For
11a	Authorization to repurchase ordinary shares up to 10% of the issued share capital	ManagementFor	For
11b	Authorization to repurchase additional ordinary shares up to 10% of the issued share capital	Management For	For
12	Proposal to cancel ordinary shares	Management For	For

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## CHARTER COMMUNICATIONS, INC.

**Security** 16119P108 **Meeting Type** Annual

**Ticker Symbol** CHTR **Meeting Date** 25-Apr-2018

ISIN US16119P1084 Agenda 934740843 - Management

Iten	nProposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: W. Lance Conn	Management	For	For
1b.	Election of Director: Kim C. Goodman	Management	For	For
1c.	Election of Director: Craig A. Jacobson	Management	For	For
1d.	Election of Director: Gregory B. Maffei	Management	For	For
1e.	Election of Director: John C. Malone	Management	For	For
1f.	Election of Director: John D. Markley, Jr.	Management	For	For
1g.	Election of Director: David C. Merritt	Management	For	For
1h.	Election of Director: Steven A. Miron	Management	For	For
1i.	Election of Director: Balan Nair	Management	For	For
1j.	Election of Director: Michael A. Newhouse	Management	For	For
1k.	Election of Director: Mauricio Ramos	Management	For	For
11.	Election of Director: Thomas M. Rutledge	Management	For	For
1m.	Election of Director: Eric L. Zinterhofer	Management	For	For
2.	The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ended December 31, 2018	Management	For	For
3.	Stockholder proposal regarding proxy access	Shareholder	Agains	tFor

4. Stockholder proposal regarding lobbying activities Shareholder Against For

5. Stockholder proposal regarding vesting of equity awards Shareholder Against For

6. Stockholder proposal regarding our Chairman of the Board and CEO roles Shareholder Against For

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#### EATON CORPORATION PLC

**Security** G29183103 **Meeting Type** Annual

**Ticker Symbol** ETN **Meeting Date** 25-Apr-2018

ISIN IE00B8KQN827 Agenda 934739080 - Management

Iten	n Proposal	Proposed by Vot	For/Against Management
1a.	Election of Director: Craig Arnold	ManagementFor	For
1b.	Election of Director: Todd M. Bluedorn	ManagementFor	For
1c.	Election of Director: Christopher M. Connor	ManagementFor	For
1d.	Election of Director: Michael J. Critelli	Management For	For
1e.	Election of Director: Richard H. Fearon	Management For	For
1f.	Election of Director: Charles E. Golden	ManagementFor	For
1g.	Election of Director: Arthur E. Johnson	Management For	For
1h.	Election of Director: Deborah L. McCoy	Management For	For
1i.	Election of Director: Gregory R. Page	Management For	For
1j.	Election of Director: Sandra Pianalto	Management For	For
1k.	Election of Director: Gerald B. Smith	ManagementFor	For
11.	Election of Director: Dorothy C. Thompson	Management For	For
2.	Approving the appointment of Ernst & Young LLP as independent auditor for 2018 and authorizing the Audit Committee of the Board of Directors to set its remuneration.		For
3.	Advisory approval of the Company's executive compensation.	Management For	For
4.	Approving a proposal to grant the Board authority to issue shares.	ManagementFor	For

- 5. Approving a proposal to grant the Board authority to opt out of pre-emption rights.

  Management For For
- 6. Authorizing the Company and any subsidiary of the Company to make overseas market purchases of Company shares.

  Management For For

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#### GENERAL ELECTRIC COMPANY

**Security** 369604103 **Meeting Type** Annual

**Ticker Symbol** GE **Meeting Date** 25-Apr-2018

**ISIN** US3696041033 **Agenda** 934737707 - Management

Item Proposal	Proposed by Vote	For/Against Management
A1 Election of Director: Sebastien M. Bazin	ManagementFor	For
A2 Election of Director: W. Geoffrey Beattie	ManagementFor	For
A3 Election of Director: John J. Brennan	ManagementFor	For
A4 Election of Director: H. Lawrence Culp, Jr.	ManagementFor	For
A5 Election of Director: Francisco D'Souza	ManagementFor	For
A6 Election of Director: John L. Flannery	ManagementFor	For
A7 Election of Director: Edward P. Garden	ManagementFor	For
A8 Election of Director: Thomas W. Horton	ManagementFor	For
A9 Election of Director: Risa Lavizzo-Mourey	ManagementFor	For
A10 Election of Director: James J. Mulva	ManagementFor	For
A11 Election of Director: Leslie F. Seidman	ManagementFor	For
A12 Election of Director: James S. Tisch	ManagementFor	For
B1 Advisory Approval of Our Named Executives' Compensation	ManagementFor	For
B2 Approval of the GE International Employee Stock Purchase Plan	ManagementFor	For
B3 Ratification of KPMG as Independent Auditor for 2018	ManagementFor	For
C1 Require the Chairman of the Board to be Independent	Shareholder Agains	stFor

C2	Adopt Cumulative Voting for Director Elections	Shareholder AgainstFor
C3	Deduct Impact of Stock Buybacks from Executive Pay	Shareholder AgainstFor
C4	Issue Report on Political Lobbying and Contributions	Shareholder AgainstFor
C5	Issue Report on Stock Buybacks	Shareholder AgainstFor
C6	Permit Shareholder Action by Written Consent	Shareholder AgainstFor

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#### PFIZER INC.

**Security** 717081103 **Meeting Type** Annual

**Ticker Symbol** PFE **Meeting Date** 26-Apr-2018

**ISIN** US7170811035 **Agenda** 934739256 - Management

Item Proposal		Proposed by	Vote	For/Against Management
1a.	Election of Director: Dennis A. Ausiello	Managemen	tFor	For
1b.	Election of Director: Ronald E. Blaylock	Managemen	tFor	For
1c.	Election of Director: Albert Bourla	Managemen	tFor	For
1d.	Election of Director: W. Don Cornwell	Managemen	tFor	For
1e.	Election of Director: Joseph J. Echevarria	Managemen	tFor	For
1f.	Election of Director: Helen H. Hobbs	Managemen	tFor	For
1g.	Election of Director: James M. Kilts	Managemen	tFor	For
1h.	Election of Director: Dan R. Littman	Managemen	tFor	For
1i.	Election of Director: Shantanu Narayen	Managemen	tFor	For
1j.	Election of Director: Suzanne Nora Johnson	Managemen	tFor	For
1k.	Election of Director: Ian C. Read	Managemen	tFor	For
11.	Election of Director: James C. Smith	Managemen	tFor	For
2.	Ratify the selection of KPMG LLP as independent registered public accounting firm for 2018	Managemen	tFor	For
3.	2018 Advisory approval of executive compensation	Managemen	tFor	For
4.	Approval of the Pfizer Inc. French Sub-Plan under the 2014 Stock Plan	Managemen	tFor	For

5. Shareholder proposal regarding right to act by written consent Shareholder Against For

6. Shareholder proposal regarding independent chair policy Shareholder Against For

7. Shareholder proposal regarding report on lobbying activities Shareholder Against For

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#### UNITED TECHNOLOGIES CORPORATION

**Security** 913017109 **Meeting Type** Annual

**Ticker Symbol** UTX **Meeting Date** 30-Apr-2018

**ISIN** US9130171096 **Agenda** 934741605 - Management

Item Proposal		Proposed by	Vote	For/Against Management
1a.	Election of Director: Lloyd J. Austin III	Managemen	tFor	For
1b.	Election of Director: Diane M. Bryant	Managemen	tFor	For
1c.	Election of Director: John V. Faraci	Managemen	tFor	For
1d.	Election of Director: Jean-Pierre Garnier	Managemen	tFor	For
1e.	Election of Director: Gregory J. Hayes	Managemen	tFor	For
1f.	Election of Director: Ellen J. Kullman	Managemen	tFor	For
1g.	Election of Director: Marshall O. Larsen	Managemen	tFor	For
1h.	Election of Director: Harold W. McGraw III	Managemen	tFor	For
1i.	Election of Director: Margaret L. O'Sullivan	Managemen	tFor	For
1j.	Election of Director: Fredric G. Reynolds	Managemen	tFor	For
1k.	Election of Director: Brian C. Rogers	Managemen	tFor	For
11.	Election of Director: Christine Todd Whitman	Managemen	tFor	For
2.	Advisory Vote to Approve Executive Compensation.	Managemen	tFor	For
3.	Approve the UTC 2018 Long-Term Incentive Plan.	Managemen	tFor	For
4.	Appoint PricewaterhouseCoopers LLP to Serve as Independent Auditor for 2018.	Managemen	tFor	For

5. Approve an Amendment to the Restated Certificate of Incorporation to Eliminate Supermajority Voting for Certain Business Combinations.

Management For For

6. Shareowner Proposal: Reduce Threshold to Call Special Meetings from 25% to 10%.

Shareholder AgainstFor

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#### AXIS CAPITAL HOLDINGS LIMITED

**Security** Meeting Type Annual G0692U109

Ticker Symbol AXS **Meeting Date** 02-May-2018

**ISIN** BMG0692U1099 Agenda 934758092 - Management

Vote For/Against Management **Proposed Item Proposal** by

1. **DIRECTOR** Management

> 1 Michael A. Butt For For

> 2Charles A. Davis For For

To approve, by non-binding vote,

2. the compensation Management For For

> paid to our named executive officers.

To appoint Management For For

> Deloitte Ltd., Hamilton,

Bermuda, to act as

the independent

registered public

accounting firm of

**AXIS Capital** 

**Holdings Limited** 

for the fiscal year

ending December

31, 2018 and to

authorize the

Board, acting

through the Audit

Committee, to set

the fees for the

independent

registered public

accounting firm.

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PEPSICO, INC.

**Security** 713448108 **Meeting Type** Annual

**Ticker Symbol** PEP **Meeting Date** 02-May-2018

**ISIN** US7134481081 **Agenda** 934743041 - Management

 $Item Proposal \\ by \\ Vote \\ \hline \\ Management$