GDL FUND Form N-PX August 23, 2018
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 <u>811-21969</u>
The GDL Fund
(Exact name of registrant as specified in charter)
One Corporate Center
Rye, New York 10580-1422
(Address of principal executive offices) (Zip code)
Bruce N. Alpert
Gabelli Funds, LLC
One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

Registrant's telephone number, including area code: <u>1-800-422-3554</u>

Date of fiscal year end: <u>December 31</u>

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

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

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

PROXY VOTING RECORD

FOR PERIOD JULY 1, 2017 TO JUNE 30, 2018

ProxyEdge

Report Date: 07/01/2018

Meeting Date Range: 07/01/2017 - 06/30/2018

1

The GDL Fund

Investment Company Report

WESTERNZAGROS RESOURCES LTD, CALGARY AB

960008100 Meeting Type Security MIX

Ticker Meeting Date 05-Jul-2017

Symbol

ISIN CA9600081009 Agenda 708295058 - Management

ManagementFor

ManagementFor

For

For

Proposed For/Against Vote Item Proposal Management by

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

'AGAINST'-ONLY

CMMT FOR RESOLUTIONS 1, 4, 5 AND 6 AND 'IN Non-Voting

FAVOR' OR

'ABSTAIN' ONLY FOR-RESOLUTION

NUMBERS 2.1 TO

2.7 AND 3. THANK YOU

TO SET THE NUMBER OF DIRECTORS ManagementFor For 1

AT SEVEN (7)

ELECTION OF DIRECTOR: DAVID J. 2.1 **Management Against** Against

BOONE

ELECTION OF DIRECTOR: JOHN

2.2 **FRANGOS**

ELECTION OF DIRECTOR: M. SIMON 2.3 ManagementFor For

HATFIELD

ELECTION OF DIRECTOR: JAMES C. 2.4 ManagementFor For

HOUCK

ELECTION OF DIRECTOR: JONATHAN 2.5 ManagementFor For

OESTREICH

ELECTION OF DIRECTOR: RANDALL 2.6

ManagementFor For **OLIPHANT**

ELECTION OF DIRECTOR: WILLIAM 2.7 **WALLACE**

ON THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS **AUDITORS** OF THE CORPORATION FOR THE **ENSUING YEAR AT** 3 ManagementFor For SUCH REMUNERATION AS MAY BE APPROVED BY THE AUDIT COMMITTEE OF THE **BOARD OF DIRECTORS** ON THE RENEWAL AND APPROVAL OF THE CORPORATION'S STOCK OPTION PLAN 4 AS SET ManagementFor For FORTH IN THE ACCOMPANYING **INFORMATION** CIRCULAR OF THE CORPORATION ON THE APPROVAL OF CERTAIN AMENDMENTS TO THE CORPORATION'S CURRENT STOCK **OPTION** 5 **ManagementAgainst** Against PLAN AS SET FORTH IN THE ACCOMPANYING INFORMATION CIRCULAR OF THE **CORPORATION** PASSING, WITH OR WITHOUT VARIATION, A SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX "A" TO THE ACCOMPANYING MANAGEMENT **INFORMATION** CIRCULAR OF THE CORPORATION DATED JUNE 6, 2017 (THE "INFORMATION CIRCULAR"), TO APPROVE A PLAN OF ARRANGEMENT 6 **PURSUANT** ManagementFor For TO SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING THE CORPORATION, THE SHAREHOLDERS OF THE CORPORATION, WZG ACQUISITION LTD. AND CREST ENERGY INTERNATIONAL LLC, **ALL AS MORE** PARTICULARLY DESCRIBED IN THE **INFORMATION CIRCULAR**

ALERE INC.

Security 01449J105 Meeting Type Special Ticker **ALR** Meeting Date 07-Jul-2017 Symbol ISIN US01449J1051 Agenda 934647821 - Management **Proposed** For/Against Proposal Vote Item Management by TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 30, 2016 (THE "ORIGINAL MERGER AGREEMENT"), AS AMENDED BY THE AMENDMENT TO AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 13, 1. ManagementFor 2017 (THE For "MERGER AGREEMENT AMENDMENT") BY AND AMONG ABBOTT LABORATORIES, AN **ILLINOIS** CORPORATION, ALERE INC., A ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR **FULL** PROPOSAL). TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION THAT MAY BE PAID OR MAY BECOME PAYABLE TO ALERE INC.S **NAMED** 2. EXECUTIVE OFFICERS IN CONNECTION ManagementFor For WITH, OR FOLLOWING, THE CONSUMMATION OF THE MERGER CONTEMPLATED BY THE **MERGER** AGREEMENT. 3. TO APPROVE THE ADJOURNMENT OF ManagementFor For THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO **SOLICIT** ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF TO ADOPT

THE

MERGER AGREEMENT.

NEXVET BIOPHARMA PLC

Security G6503X109 Meeting Type Special

Ticker **NVET** Meeting Date 10-Jul-2017

Symbol

ISIN Agenda IE00BVB38Y49 934647035 - Management

Proposed For/Against Vote Item Proposal Management by

TO APPROVE THE SCHEME OF

ARRANGEMENT, AS

DESCRIBED IN THE PROXY

STATEMENT, IN ITS

ORIGINAL FORM OR WITH OR SUBJECT

1. TO ANY ManagementFor For

MODIFICATION(S), ADDITION(S) OR

CONDITION(S)

APPROVED OR IMPOSED BY THE HIGH

COURT OF IRELAND.

NEXVET BIOPHARMA PLC

Security G6503X109 Meeting Type Special

Ticker **NVET** Meeting Date 10-Jul-2017

Symbol

ISIN IE00BVB38Y49 Agenda 934647201 - Management

For/Against Proposed Item Proposal Vote by Management

SPECIAL RESOLUTION - TO AMEND THE MEMORANDUM OF ASSOCIATION OF

NEXVET TO

S1. BROADEN THE OBJECTS OF NEXVET IN ManagementFor For

ORDER TO

ENABLE IT TO IMPLEMENT THE

SCHEME.

ORDINARY RESOLUTION - TO APPROVE

THE

SCHEME AND TO AUTHORIZE THE

NEXVET

O2. DIRECTORS TO TAKE SUCH ACTION AS ManagementFor For

THEY

CONSIDER NECESSARY OR

APPROPRIATE TO

CARRY THE SCHEME INTO EFFECT. SPECIAL RESOLUTION - TO APPROVE

THE

CANCELLATION OF THE S3. ManagementFor For

CANCELLATION SHARES

PURSUANT TO SECTION 84 OF THE ACT.

O4. ManagementFor For

ORDINARY RESOLUTION - TO AUTHORIZE THE DIRECTORS OF NEXVET TO EFFECT THE ALLOTMENT OF THE NEW NEXVET SHARES AND TO APPLY THE RESERVE IN THE BOOKS **ARISING UPON** THE CANCELLATION DESCRIBED ABOVE IN PAYING UP IN FULL AT PAR NEW NEXVET SHARES. SPECIAL RESOLUTION - TO AMEND THE **NEXVET** ARTICLES SO THAT ANY NEXVET SHARES, OTHER THAN ANY ALLOTTED AND ISSUED TO **BIDCO** AND/OR ITS NOMINEE(S), ALLOTTED **AND ISSUED** FOLLOWING THE VOTING RECORD S5. TIME WILL ManagementFor For EITHER BE SUBJECT TO THE TERMS OF THE SCHEME OR WILL BE IMMEDIATELY **AND** AUTOMATICALLY ACQUIRED BY BIDCO FOR THE SAME ...(DUE TO SPACE LIMITS, SEE **PROXY** STATEMENT FOR FULL PROPOSAL). SPECIAL RESOLUTION - TO APPROVE THE S6. CANCELLATION OF THE EURO ManagementFor For **DEFERRED SHARES** PURSUANT TO SECTION 84 OF THE ACT. ORDINARY RESOLUTION - TO APPROVE Α PROPOSAL TO ADJOURN THE EGM, O7. ...(DUE TO ManagementFor For SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). PANERA BREAD COMPANY Security 69840W108 Meeting Type Special Ticker **PNRA** Meeting Date 11-Jul-2017 Symbol ISIN US69840W1080 Agenda 934645029 - Management

Proposed

by

Item

Proposal

Vote

For/Against

Management

ManagementFor

For

TO ADOPT THE AGREEMENT AND PLAN

OF

MERGER, DATED AS OF APRIL 4, 2017,

BY AND

1. AMONG PANERA BREAD COMPANY,

JAB HOLDINGS

B.V., RYE PARENT CORP., AND RYE

MERGER SUB,

INC.

TO APPROVE, BY NON-BINDING,

ADVISORY VOTE,

CERTAIN COMPENSATION

CERTIFIC COM ENGRANO

2. ARRANGEMENTS FOR ManagementFor For

THE COMPANY'S NAMED EXECUTIVE

OFFICERS IN

CONNECTION WITH THE MERGER.

CABELA'S INCORPORATED

Security 126804301 Meeting Type Special

Ticker Symbol CAB Meeting Date 11-Jul-2017

ISIN US1268043015 Agenda 934647085 - Management

Item Proposal Proposed by Vote For/Against Management

THE PROPOSAL TO ADOPT THE

AGREEMENT AND

PLAN OF MERGER, DATED AS OF

OCTOBER 3, 2016,

BY AND AMONG CABELA'S

INCORPORATED

("CABELA'S"), BASS PRO GROUP, LLC

AND PRAIRIE

1. MERGER SUB, INC. ("SUB"), AS ManagementFor For

AMENDED BY THE

AMENDMENT TO AGREEMENT AND

PLAN OF

MERGER, DATED AS OF APRIL 17, 2017,

AND AS

FURTHER AMENDED FROM TIME TO

TIME (THE

"MERGER AGREEMENT").

2. THE PROPOSAL TO APPROVE, BY A Management For For

NON-BINDING

ADVISORY VOTE, THE COMPENSATION

THAT MAY

BE PAID OR BECOME PAYABLE TO

CABELA'S'

NAMED EXECUTIVE OFFICERS AND

THAT IS BASED

ON, OR OTHERWISE RELATES TO, THE

MERGER OF

ManagementFor

For

For

SUB WITH AND INTO CABELA'S, AS

CONTEMPLATED

BY THE MERGER AGREEMENT.

THE PROPOSAL TO ADJOURN THE

SPECIAL

MEETING TO A LATER DATE OR TIME IF

NECESSARY OR APPROPRIATE,

INCLUDING TO

SOLICIT ADDITIONAL PROXIES IN

FAVOR OF THE

3. PROPOSAL TO ADOPT THE MERGER

AGREEMENT

IF THERE ARE INSUFFICIENT VOTES AT

THE TIME

OF THE SPECIAL MEETING TO ADOPT

THE MERGER

AGREEMENT.

FORTRESS INVESTMENT GROUP LLC

Security 34958B106 Meeting Type Special

Ticker Symbol FIG Meeting Date 12-Jul-2017

ISIN US34958B1061 Agenda 934649457 - Management

ManagementFor

Item Proposal Proposed by Vote For/Against Management

THE PROPOSAL TO ADOPT THE

MERGER

AGREEMENT, THEREBY APPROVING

1. THE ManagementFor For

TRANSACTIONS CONTEMPLATED BY

THE MERGER

AGREEMENT AND THE MERGER.

THE PROPOSAL TO APPROVE ANY

POSTPONEMENTS OF THE SPECIAL

MEETING FOR

THE PURPOSE OF SOLICITING

ADDITIONAL

AN

PROXIES IF THERE ARE HOLDERS OF

2. INSUFFICIENT NUMBER OF CLASS A

SHARES AND

CLASS B SHARES PRESENT OR

REPRESENTED BY

PROXY AT THE SPECIAL MEETING TO

CONSTITUTE

A QUORUM AT THE SPECIAL MEETING.

3. THE PROPOSAL TO APPROVE, BY ManagementFor For

NON-BINDING,

ADVISORY VOTE, CERTAIN

COMPENSATION THAT

WILL OR MAY BECOME PAYABLE BY

THE COMPANY

TO ITS NAMED EXECUTIVE OFFICERS

CONNECTION WITH THE MERGER.

VWR CORPORATION

Security 91843L103 Meeting Type Special

Ticker

VWR Meeting Date 13-Jul-2017 Symbol

ISIN Agenda US91843L1035 934651375 - Management

Proposed For/Against Proposal Vote Item Management by

TO CONSIDER AND VOTE ON A

PROPOSAL TO

ADOPT THE AGREEMENT AND PLAN OF

MERGER

(AS IT MAY BE AMENDED FROM TIME

TO TIME, THE

"MERGER AGREEMENT"), DATED AS OF ManagementFor 1. For

MAY 4,

2016, BY AND AMONG AVANTOR, INC.,

VAIL

ACQUISITION CORP AND VWR

CORPORATION.

TO APPROVE, ON AN ADVISORY AND

NON-BINDING

BASIS, SPECIFIED COMPENSATION

THAT MAY

BECOME PAYABLE TO THE NAMED

2. ManagementFor **EXECUTIVE** For

OFFICERS OF VWR CORPORATION IN

CONNECTION

WITH THE TRANSACTIONS

CONTEMPLATED BY THE

MERGER AGREEMENT.

TO APPROVE ONE OR MORE

ADJOURNMENTS OF

THE SPECIAL MEETING, IF NECESSARY

AND TO

THE EXTENT PERMITTED BY THE

MERGER

3. AGREEMENT, TO SOLICIT ADDITIONAL ManagementFor For

PROXIES IF

THERE ARE INSUFFICIENT VOTES AT

THE TIME OF

SPECIAL MEETING TO APPROVE THE

PROPOSAL

TO ADOPT THE MERGER AGREEMENT.

RITE AID CORPORATION

Security 767754104 Meeting Type Annual Meeting Date **RAD** 17-Jul-2017

	Edgar Filling. GL	JE FUND -	FOIIII IN-F	^	
Ticker					
Symbo			A 1-		024644750 Managara
ISIN	US7677541044		Agenda		934644750 - Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
1A.	ELECTION OF DIRECTOR: JOHN T. STANDLEY	Manageme	ntFor	For	
1B.	ELECTION OF DIRECTOR: JOSEPH B. ANDERSON, JR.	Manageme	ntFor	For	
1C.	ELECTION OF DIRECTOR: BRUCE G. BODAKEN	Manageme	ntFor	For	
1D.	ELECTION OF DIRECTOR: DAVID R. JESSICK	Manageme	ntFor	For	
1E.	ELECTION OF DIRECTOR: KEVIN E. LOFTON	Manageme	ntFor	For	
1F.	ELECTION OF DIRECTOR: MYRTLE S. POTTER	Manageme	ntFor	For	
1G.	ELECTION OF DIRECTOR: MICHAEL N. REGAN	Manageme	ntFor	For	
1H.	ELECTION OF DIRECTOR: FRANK A. SAVAGE	Manageme	ntFor	For	
1I.	ELECTION OF DIRECTOR: MARCY SYMS RATIFY THE APPOINTMENT OF	S Manageme	ntFor	For	
2.	DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED	Manageme	ntFor	For	
	PUBLIC ACCOUNTING FIRM. APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED				
3.	EXECUTIVE OFFICERS AS PRESENTED IN THE	Manageme	ntFor	For	
	PROXY STATEMENT. VOTE, ON AN ADVISORY BASIS, AS TO				
4	THE FREQUENCY OF FUTURE ADVISORY	Management1 Year For		Г	
4.	VOTES TO APPROVE THE COMPENSATION OF OUR			For	
	NAMED EXECUTIVE OFFICERS.				
	EACON INSURANCE GROUP, LTD.				
Securit Ticker	y G67742109		Meeting	Type	Special
Symbol	l OB		Meeting	Date	18-Jul-2017
ISIN	BMG677421098		Agenda		934649469 - Management

Proposed

by

Vote

Item

Proposal

For/Against

Management

TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 2, 2017, BY **AND** AMONG ONEBEACON INSURANCE GROUP, LTD., INTACT FINANCIAL CORPORATION. **INTACT** BERMUDA HOLDINGS LTD. AND ManagementFor For **INTACT** ACQUISITION CO. LTD., THE MERGER **OF INTACT** ACQUISITION CO. LTD. INTO **ONEBEACON** INSURANCE GROUP, LTD., ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). TO APPROVE, ON A NON-BINDING, **ADVISORY** BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE NAMED **EXECUTIVE** OFFICERS OF ONEBEACON INSURANCE GROUP, LTD. THAT IS BASED ON OR ManagementFor For **OTHERWISE RELATES** TO THE MERGER, AND THE AGREEMENTS OR UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR **BECOME** PAYABLE. TO APPROVE THE ADJOURNMENT OF THE SPECIAL GENERAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO **SOLICIT** ADDITIONAL PROXIES IN THE EVENT ManagementFor THERE ARE For INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL GENERAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF TO

1.

2.

3.

APPROVE

AKORN, INC.

PROPOSAL 1 ABOVE.

12

Security 009728106 Meeting Type Special Ticker Meeting Date 19-Jul-2017 **AKRX** Symbol ISIN US0097281069 Agenda 934651969 - Management **Proposed** For/Against Proposal Vote Item Management by TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 24, 2017, BY AND AMONG FRESENIUS KABI AG, QUERCUS ManagementFor 1. For ACQUISITION, INC., AKORN, INC. AND, **SOLELY FOR** PURPOSES OF ARTICLE VIII THEREIN, **FRESENIUS** SE & CO. KGAA. TO APPROVE, BY NON-BINDING, ADVISORY VOTE, THE COMPENSATION THAT MAY BE PAID OR MAY BECOME PAYABLE TO AKORN, INC.'S NAMED 2. For **EXECUTIVE OFFICERS IN CONNECTION Management For** WITH, OR FOLLOWING, THE CONSUMMATION OF THE MERGER CONTEMPLATED BY THE **AGREEMENT** AND PLAN OF MERGER. TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR TIME, NECESSARY OR APPROPRIATE, TO **SOLICIT** ADDITIONAL PROXIES IN THE EVENT 3. ManagementFor For THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF TO ADOPT THE AGREEMENT AND PLAN OF MERGER. PREMIER FOODS PLC Security G7S17N124 Meeting Type **Annual General Meeting** Ticker Meeting Date 20-Jul-2017 Symbol **ISIN** Agenda GB00B7N0K053 708293509 - Management

Vote

Item

Proposal

		Proposed by	For/Against Management
1	TO RECEIVE THE 2016/17 ANNUAL REPORT	ManagementFor	For
2	TO APPROVE THE DIRECTORS REMUNERATION REPORT	ManagementFor	For
3	TO APPROVE THE DIRECTORS REMUNERATION POLICY	ManagementFor	For
4	TO ELECT DANIEL WOSNER AS A DIRECTOR	ManagementFor	For
5	TO RE-ELECT DAVID BEEVER AS A DIRECTOR	ManagementFor	For
6	TO RE-ELECT GAVIN DARBY AS A DIRECTOR	ManagementFor	For
7	TO RE-ELECT RICHARD HODGSON AS A DIRECTOR	ManagementFor	For
8	TO RE-ELECT TSUNAO KIJIMA AS A DIRECTOR	ManagementFor	For
9	TO RE-ELECT IAN KRIEGER AS A DIRECTOR	ManagementFor	For
10	TO RE-ELECT JENNIFER LAING AS A DIRECTOR	ManagementFor	For
11	TO RE-ELECT ALASTAIR MURRAY AS A DIRECTOR	ManagementFor	For
12	TO RE-ELECT PAM POWELL AS A DIRECTOR	ManagementFor	For
13	TO RE-APPOINT KPMG LLP AS AUDITOR TO APPROVE THE REMUNERATION OF	ManagementFor	For
14	THE AUDITOR	ManagementFor	For
15	TO APPROVE THE PREMIER FOODS DEFERRED BONUS PLAN 2017	ManagementFor	For
16	TO APPROVE THE AUTHORITY TO MAKE POLITICAL DONATIONS	ManagementFor	For
17	TO APPROVE THE AUTHORITY TO ALLOT SHARES TO RENEW THE AUTHORITY TO	ManagementFor	For
18	DISAPPLY PRE- EMPTION RIGHTS	ManagementFor	For
19	TO RENEW THE AUTHORITY TO DISAPPLY PRE- EMPTION RIGHTS FOR AN ACQUISITION OR A SPECIFIED CAPITAL INVESTMENT	ManagementFor	For
20	TO APPROVE THE NOTICE PERIOD FOR GENERAL MEETINGS	ManagementFor	For

GREAT WALL PAN ASIA HOLDINGS LIMITED

Security G4079W100 Meeting Type Special General Meeting

Ticker Meeting Date 21-Jul-2017

Symbol

ISIN BMG4079W1001 Agenda 708335155 - Management

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

PLEASE NOTE IN THE HONG KONG

MARKET THAT A

CMMT VOTE OF "ABSTAIN" WILL BE Non-Voting

TREATED-THE SAME

AS A "TAKE NO ACTION" VOTE. PLEASE NOTE THAT THE COMPANY

NOTICE AND

PROXY FORM ARE AVAILABLE BY

CLICKING-ON THE

CMMT URL LINKS:-Non-Voting

http://www.hkexnews.hk/listedco/listconews/SEHK/2017/

0630/LTN20170630097.pdf-AND-

http://www.hkexnews.hk/listedco/listconews/SEHK/2017/

0630/LTN20170630085.pdf

1 THAT (A) THE FIRST SALE AND ManagementFor For

PURCHASE

AGREEMENT DATED 19 MAY 2017 (THE

"FIRST SALE

AND PURCHASE AGREEMENT"), A COPY

OF WHICH

HAS BEEN PRODUCED TO THE

MEETING MARKED

"A" AND INITIALLED BY THE

CHAIRMAN OF THE

MEETING FOR IDENTIFICATION

PURPOSES)

ENTERED INTO BETWEEN GREAT WALL

PAN ASIA III

HOLDING LIMITED (THE "FIRST

PURCHASER") AND

CHINA GREAT WALL AMC

(INTERNATIONAL)

HOLDINGS COMPANY LIMITED (AS

SPECIFIED)

(FORMERLY KNOWN AS "GREAT WALL

PAN ASIA

INTERNATIONAL INVESTMENT CO.,

LIMITED (AS

SPECIFIED)") (THE "VENDOR"),

PURSUANT TO

WHICH THE VENDOR CONDITIONALLY

AGREED TO

SELL, AND THE FIRST PURCHASER

CONDITIONALLY

AGREED TO PURCHASE, THE ENTIRE

ISSUED

SHARE CAPITAL IN THE FIRST TARGET

COMPANY,

FOR A CASH CONSIDERATION OF HKD

38,701,969

BE AND IS HEREBY APPROVED,

RATIFIED AND

CONFIRMED; AND (B) ANY ONE OF THE

DIRECTORS

OF THE COMPANY BE AND IS HEREBY

AUTHORISED

TO DO ALL SUCH ACTS AND THINGS,

TO SIGN AND

EXECUTE ALL DOCUMENTS OR

AGREEMENTS

UNDER HAND (AND, WHERE REQUIRED,

UNDER

THE COMMON SEAL OF THE COMPANY

TOGETHER

WITH ANY OTHER DIRECTOR OR THE

COMPANY

SECRETARY OF THE COMPANY) FOR

AND ON

BEHALF OF THE COMPANY AS

HE/SHE/THEY MAY

CONSIDER NECESSARY, DESIRABLE,

APPROPRIATE OR EXPEDIENT IN

CONNECTION

WITH AND/OR TO IMPLEMENT AND/OR

GIVE EFFECT

TO THE FIRST SALE AND PURCHASE

AGREEMENT

AND THE TRANSACTIONS

CONTEMPLATED

THEREUNDER, AND TO AGREE TO

SUCH

VERIFICATION, AMENDMENT OR

WAIVER AS ARE, IN

THE OPINION OF THE DIRECTORS, IN

THE

INTERESTS OF THE COMPANY

2 THAT (A) THE SECOND SALE AND ManagementFor For

PURCHASE

AGREEMENT DATED 19 MAY 2017 (THE

"SECOND

SALE AND PURCHASE AGREEMENT"), A

COPY OF

WHICH HAS BEEN PRODUCED TO THE

MEETING

MARKED "B" AND INITIALLED BY THE

CHAIRMAN OF

THE MEETING FOR IDENTIFICATION

PURPOSES)

ENTERED INTO BETWEEN GREAT WALL

PAN ASIA II

HOLDING LIMITED (THE "SECOND

PURCHASER")

AND THE VENDOR, PURSUANT TO

WHICH THE

VENDOR CONDITIONALLY AGREED TO

SELL, AND

THE SECOND PURCHASER

CONDITIONALLY

AGREED TO PURCHASE, THE ENTIRE

ISSUED

SHARE CAPITAL IN THE SECOND

TARGET

COMPANY, FOR A CASH

CONSIDERATION OF HKD

868,834 BE AND IS HEREBY APPROVED,

RATIFIED

AND CONFIRMED; AND (B) ANY ONE OF

THE

DIRECTORS OF THE COMPANY BE AND

IS HEREBY

AUTHORISED TO DO ALL SUCH ACTS

AND THINGS,

TO SIGN AND EXECUTE ALL

DOCUMENTS OR

AGREEMENTS UNDER HAND (AND,

WHERE

REQUIRED, UNDER THE COMMON SEAL

OF THE

COMPANY TOGETHER WITH ANY

OTHER DIRECTOR

OR THE COMPANY SECRETARY OF THE

COMPANY)

FOR AND ON BEHALF OF THE

COMPANY AS

HE/SHE/THEY MAY CONSIDER

NECESSARY,

DESIRABLE, APPROPRIATE OR

EXPEDIENT IN

CONNECTION WITH AND/OR TO

IMPLEMENT

AND/OR GIVE EFFECT TO THE SECOND

SALE AND

PURCHASE AGREEMENT AND THE

TRANSACTIONS

CONTEMPLATED THEREUNDER AND

TO AGREE TO

SUCH VERIFICATION, AMENDMENT OR

WAIVER AS

ARE, IN THE OPINION OF THE

DIRECTORS, IN THE

INTERESTS OF THE COMPANY

3 THAT (A) SUBJECT TO THE PASSING OF ManagementFor For

THE

RESOLUTION NO. 1 ABOVE, THE

ORIGINAL ASSET

MANAGEMENT AGREEMENT DATED 19

MAY 2017,

AS AMENDED AND RESTATED BY THE

RESTATED

ASSET MANAGEMENT AGREEMENT

DATED 29 JUNE

2017 (THE "RESTATED ASSET

MANAGEMENT

AGREEMENT"), A COPY OF WHICH HAS

BEEN

PRODUCED TO THE MEETING MARKED

"C" AND

INITIALLED BY THE CHAIRMAN OF THE

MEETING

FOR IDENTIFICATION PURPOSES)

ENTERED INTO

BETWEEN THE FIRST TARGET

COMPANY AND THE

VENDOR, PURSUANT TO WHICH THE

FIRST TARGET

COMPANY CONDITIONALLY AGREED

TO PROVIDE

DISCRETIONARY ASSET MANAGEMENT

SERVICES

TO THE VENDOR PURSUANT TO THE

TERMS AND

CONDITIONS CONTAINED THEREIN BE

AND IS

HEREBY APPROVED, RATIFIED AND

CONFIRMED;

AND (B) ANY ONE OF THE DIRECTORS

OF THE

COMPANY BE AND IS HEREBY

AUTHORISED TO DO

ALL SUCH ACTS AND THINGS, TO SIGN

AND

EXECUTE ALL DOCUMENTS OR

AGREEMENTS

UNDER HAND (AND, WHERE REQUIRED,

UNDER

THE COMMON SEAL OF THE COMPANY

TOGETHER

WITH ANY OTHER DIRECTOR OR THE

COMPANY

SECRETARY OF THE COMPANY) FOR

AND ON

BEHALF OF THE COMPANY AS

HE/SHE/THEY MAY

CONSIDER NECESSARY, DESIRABLE,

APPROPRIATE OR EXPEDIENT IN

CONNECTION

WITH AND/OR TO IMPLEMENT AND/OR

GIVE EFFECT

TO THE RESTATED ASSET

MANAGEMENT

AGREEMENT (INCLUDING THE

PROPOSED ANNUAL

CAPS CONTEMPLATED THEREUNDER)

AND THE

TRANSACTIONS CONTEMPLATED

THEREUNDER

AND TO AGREE TO SUCH

VERIFICATION,

AMENDMENT OR WAIVER AS ARE, IN

THE OPINION

OF THE DIRECTORS, IN THE INTERESTS

OF THE

COMPANY

GLOBAL SOURCES LTD.

Security G39300101 Meeting Type Special Ticker

GSOL Meeting Date 24-Jul-2017

Symbol

ISIN BMG393001018 Agenda 934653848 - Management

Proposed For/Against Proposal Vote Item Management by

BYE-LAWS PROPOSAL: TO APPROVE

AMENDMENT

OF BYE-LAW 152 OF THE EXISTING

BYE-LAWS OF

GLOBAL SOURCES LTD. (THE

"COMPANY") BY

REPLACING THE EXISTING BYE-LAW ManagementFor For 1.

152 WITH THE

FOLLOWING NEW BYE-LAW 152 (THE

"BYE-LAWS

AMENDMENT"). ...(DUE TO SPACE

LIMITS, SEE

PROXY STATEMENT FOR FULL

PROPOSAL).

2. AMALGAMATION PROPOSAL: TO ManagementFor For

APPROVE (I) THE

AMALGAMATION (THE

"AMALGAMATION") OF THE

COMPANY AND EXPO HOLDINGS II

LTD.

("AMALGAMATION SUB") WITH THE

AMALGAMATED

COMPANY RESULTING FROM THE

AMALGAMATION

CONTINUING AS A BERMUDA

EXEMPTED COMPANY

LIMITED BY SHARES AND BECOMING A

WHOLLY-

OWNED SUBSIDIARY OF ...(DUE TO

SPACE LIMITS,

SEE PROXY STATEMENT FOR FULL

PROPOSAL).

ADJOURNMENT PROPOSAL: TO

APPROVE AN

ADJOURNMENT OF THE SPECIAL

GENERAL

MEETING AS THE CHAIRMAN OF THE

SPECIAL

GENERAL MEETING DETERMINES IN

ACCORDANCE

WITH THE BYE-LAWS OF THE

3. **COMPANY IN ORDER** ManagementFor For

For

FOR THE COMPANY TO TAKE SUCH

ACTIONS AS

THE BOARD OF DIRECTORS OF THE

COMPANY MAY

DETERMINE AS ARE NECESSARY OR

...(DUE TO

SPACE LIMITS, SEE PROXY STATEMENT

FOR FULL

PROPOSAL).

WEST CORPORATION

Security Meeting Type 952355204 Special

Ticker **WSTC** Meeting Date 26-Jul-2017

Symbol

ISIN US9523552043 Agenda 934655727 - Management

ManagementFor

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

1. THE PROPOSAL TO ADOPT THE

AGREEMENT AND

PLAN OF MERGER, DATED AS OF MAY

9, 2017 AND

AS MAY BE AMENDED FROM TIME TO

TIME (THE

"MERGER AGREEMENT"), BY AND

AMONG MOUNT

OLYMPUS HOLDINGS, INC., A

DELAWARE

CORPORATION ("PARENT"), OLYMPUS

MERGER

SUB, INC., A DELAWARE CORPORATION

AND

WHOLLY-OWNED SUBSIDIARY OF

PARENT, AND

WEST CORPORATION, A DELAWARE

CORPORATION

("WEST").

THE PROPOSAL TO APPROVE, BY A

NON-BINDING

ADVISORY VOTE, THE COMPENSATION

THAT MAY

BE PAID OR BECOME PAYABLE TO

2. WEST'S NAMED ManagementFor For

EXECUTIVE OFFICERS THAT IS BASED

ON OR

OTHERWISE RELATES TO THE MERGER

CONTEMPLATED BY THE MERGER

AGREEMENT.

THE PROPOSAL TO ADJOURN THE

SPECIAL

MEETING TO A LATER DATE OR TIME IF

NECESSARY OR APPROPRIATE,

INCLUDING TO

SOLICIT ADDITIONAL PROXIES IN

3. FAVOR OF THE

PROPOSAL TO ADOPT THE MERGER

AGREEMENT

IF THERE ARE INSUFFICIENT VOTES AT

THE TIME

OF THE SPECIAL MEETING TO ADOPT

THE MERGER

AGREEMENT.

TEMBEC INC.

Security 87974D100 Meeting Type Special

Ticker Symbol TMBCF Meeting Date 27-Jul-2017

ISIN CA87974D1006 Agenda 934655309 - Management

ManagementFor

For

Management

For

Item Proposal Proposed Vote For/Against

by
O1 A SPECIAL RESOLUTION (THE Management For

"ARRANGEMENT

RESOLUTION"), THE FULL TEXT OF

WHICH IS SET

FORTH IN APPENDIX C TO THE

ACCOMPANYING

MANAGEMENT INFORMATION

CIRCULAR OF THE

CORPORATION DATED JUNE 13, 2017

(THE

"CIRCULAR"), APPROVING AN

ARRANGEMENT

UNDER SECTION 192 OF THE CANADA

BUSINESS

CORPORATIONS ACT, AS AMENDED,

ALL AS MORE

PARTICULARLY DESCRIBED IN THE

CIRCULAR.

XACTLY CORPORATION

Security 98386L101 Meeting Type Special

Ticker XTLY Meeting Date 28-Jul-2017

Symbol Niceting Date 28-3til-2017

ISIN US98386L1017 Agenda 934656793 - Management

Item Proposal Proposed by Vote For/Against Management

TO ADOPT THE AGREEMENT AND PLAN

OF

MERGER, DATED AS OF MAY 29, 2017,

AS AMENDED

ON JUNE 20, 2017, BY AND AMONG

1. EXCALIBUR ManagementFor For

PARENT, LLC, EXCALIBUR MERGER

SUB, INC. AND

XACTLY CORPORATION, AS IT MAY BE

AMENDED

FROM TIME TO TIME.

TO APPROVE THE ADOPTION OF ANY

PROPOSAL

TO ADJOURN THE SPECIAL MEETING

TO A LATER

DATE OR DATES IF NECESSARY OR

APPROPRIATE

2. TO SOLICIT ADDITIONAL PROXIES IF ManagementFor For

THERE ARE

INSUFFICIENT VOTES TO ADOPT THE

MERGER

AGREEMENT AT THE TIME OF THE

SPECIAL

MEETING.

OSISKO GOLD ROYALTIES LTD.

Security 68827L101 Meeting Type Special General Meeting

Ticker Meeting Date 31-Jul-2017

Symbol Wreeting Date 31-Jul-2017

ISIN CA68827L1013 Agenda 708342794 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE THAT RESOLUTION 1 IS

TO BE

CMMT APPROVED BY Non-Voting

DISINTERESTED-SHAREHOLDERS.

THANK YOU

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

CMMT 'AGAINST' FOR-Non-Voting

RESOLUTION 1, ABSTAIN IS NOT A

VOTING OPTION ON THIS MEETING

TO CONSIDER AND, IF DEEMED

ADVISABLE, TO

PASS, WITH OR WITHOUT VARIATION,

AN

ORDINARY RESOLUTION, THE TEXT OF

WHICH IS

SET OUT IN SCHEDULE "A" -1 For ManagementFor

"RESOLUTIONS TO BE

APPROVED AT THE MEETING" TO THE ACCOMPANYING CIRCULAR, ALL AS

MORE

PARTICULARLY DESCRIBED IN THE

CIRCULAR

OSISKO GOLD ROYALTIES LTD

Security 68827L101 Meeting Type Special

Ticker OR Meeting Date 31-Jul-2017 Symbol

ISIN CA68827L1013 Agenda 934657202 - Management

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

TO CONSIDER AND, IF DEEMED

ADVISABLE, TO

PASS, WITH OR WITHOUT VARIATION,

ORDINARY RESOLUTION, THE TEXT OF

WHICH IS

01 SET OUT IN SCHEDULE "A" -ManagementFor For

"RESOLUTIONS TO BE

APPROVED AT THE MEETING" TO THE ACCOMPANYING CIRCULAR, ALL AS

MORE

PARTICULARLY DESCRIBED IN THE

CIRCULAR.

STRAIGHT PATH COMMUNICATIONS, INC

Security 862578101 Meeting Type Special

Ticker **STRP** Meeting Date 02-Aug-2017

Symbol

ISIN Agenda 934657618 - Management US8625781013

Proposed For/Against Vote Item **Proposal** Management by ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 11, 2017, AS IT MAY BEAMENDED FROM TIME TO TIME (THE "MERGER 1. ManagementFor For AGREEMENT"), BY AND AMONG STRAIGHT PATH COMMUNICATIONS INC., VERIZON COMMUNICATIONS INC. AND WAVES **MERGER SUB** I, INC. APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO STRAIGHT PATH COMMUNICATIONS INC.'S NAMED **EXECUTIVE** 2. ManagementFor For OFFICERS IN CONNECTION WITH THE **MERGER AND** THE AGREEMENTS AND **UNDERSTANDINGS** PURSUANT TO WHICH SUCH **COMPENSATION MAY** BE PAID OR BECOME PAYABLE. APPROVE ADJOURNMENTS OF THE **SPECIAL** MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE 3. INSUFFICIENT VOTES AT THE TIME OF ManagementFor For THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT OR IF A QUORUM IS NOT PRESENT AT THE **SPECIAL** MEETING. PATHEON N.V. Security N6865W105 Meeting Type Special Ticker **PTHN** Meeting Date 02-Aug-2017 Symbol **ISIN** Agenda NL0011970280 934658329 - Management For/Against **Proposed** Proposal Vote Item Management by ManagementFor For 1A.

	3 3		
	THE CONDITIONAL APPOINTMENT TO		
	OUR BOARD:		
	SETH H. HOOGASIAN AS		
	NON-EXECUTIVE		
	DIRECTOR		
	THE CONDITIONAL APPOINTMENT TO		
45	OUR BOARD:		_
1B.	ANTHONY H. SMITH AS EXECUTIVE	ManagementFor	For
	DIRECTOR		
	THE CONDITIONAL APPOINTMENT TO		
	OUR BOARD:		
1C.	PATRICK M. DURBIN AS	ManagementFor	For
	NON-EXECUTIVE DIRECTOR		
	THE CONDITIONAL APPOINTMENT TO		
	OUR BOARD:		
1D.	JOHN SOS AS NON-EXECUTIVE	ManagementFor	For
	DIRECTOR		
	THE CONDITIONAL APPOINTMENT TO		
	OUR BOARD:		
1E.	SHIRAZ LADIWALA AS	ManagementFor	For
		-	
	NON-EXECUTIVE DIRECTOR		
	CONDITIONAL GRANTING OF FULL		
	AND FINAL		
	DISCHARGE TO EACH MEMBER(DUE		-
2.	TO SPACE	ManagementFor	For
	LIMITS, SEE PROXY STATEMENT FOR		
	FULL		
	PROPOSAL).		
	CONDITIONAL APPROVAL OF THE		
	SALE, TRANSFER		
	AND ASSUMPTION OF THE BUSINESS		
	OF THE		
	COMPANY, INCLUDING		
3.	SUBSTANTIALLY ALL OF THE	ManagementFor	For
<i>J</i> .	ASSETS AND LIABILITIES OF THE	withing ements of	101
	COMPANY, TO OR		
	BY THERMO FISHER (CN)		
	LUXEMBOURG S.A R.L.		
	(OR AN AFFILIATE THEREOF) (AGENDA		
	ITEM 5).		
4.	CONDITIONAL RESOLUTION TO (1)	ManagementFor	For
	DISSOLVE THE		
	COMPANY IN ACCORDANCE WITH		
	ARTICLE 2:19 OF		
	THE DUTCH CIVIL CODE, (2) APPOINT		
	STICHTING		
	VEREFFENAAR PATHEON AS THE		
	LIQUIDATOR OF		
	THE COMPANY, (3) APPOINT PATHEON		
	HOLDINGS		
	B.V. AS THE CUSTODIAN OF(DUE TO		
	`		

SPACE

LIMITS, SEE PROXY STATEMENT FOR

FULL

PROPOSAL).

CONDITIONAL RESOLUTION TO AMEND

THE

COMPANY'S ARTICLES OF

ASSOCIATION AND TO

5. CONVERT THE LEGAL FORM OF THE Management For For

COMPANY

INTO A PRIVATE COMPANY WITH

LIMITED LIABILITY

(AGENDA ITEM 7).

TO APPROVE, BY NON-BINDING VOTE,

THE

COMPENSATION THAT MAY ...(DUE TO

6. SPACE ManagementFor For

LIMITS, SEE PROXY STATEMENT FOR

ADVISORY VOTES TO APPROVE THE

FULL

PROPOSAL).

SPRINT CORPORATION

Security 85207U105 Meeting Type Annual

Ticker Symbol S Meeting Date 03-Aug-2017

ISIN US85207U1051 Agenda 934647453 - Management

Item	Proposal DIRECTOR	Proposed by Vo	NTA	Against agement
1.		Management	F	
	1 GORDON BETHUNE	-	or For	
	2 MARCELO CLAURE	-	or For	
	3 PATRICK DOYLE	-	or For	
	4 RONALD FISHER	Fe	or For	
	5 JULIUS GENACHOWSKI	Fe	or For	
	6 ADM. MICHAEL MULLEN	Fe	or For	
	7 MASAYOSHI SON	Fe	or For	
	8 SARA MARTINEZ TUCKER	Fe	or For	
	TO RATIFY THE APPOINTMENT OF			
2.	DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SPRINT CORPORATION FOR THE YEAR ENDING MARCH 31, 2018. ADVISORY APPROVAL OF THE	ManagementFo	or For	
3.	COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	ManagementFo	or For	
4.	ADVISORY VOTE ON THE FREQUENCY OF	Management 1	Year For	

COMPANY'S

EXECUTIVE COMPENSATION.

NOVADAQ TECHNOLOGIES INC.

Security 66987G102 Meeting Type Special

Ticker **NVDQ** Meeting Date 04-Aug-2017

Symbol

ISIN 934659129 - Management CA66987G1028 Agenda

For

Proposed For/Against Vote Item Proposal Management by

THE SPECIAL RESOLUTION SET FORTH

APPENDIX "B" TO THE MANAGEMENT

INFORMATION

CIRCULAR OF NOVADAO TECHNOLOGIES INC. (THE

"COMPANY") DATED JULY 6, 2017 TO

APPROVE A

PLAN OF ARRANGEMENT PURSUANT

SECTION 192 01 ManagementFor OF THE CANADA BUSINESS

CORPORATIONS ACT

INVOLVING, AMONG OTHERS, THE

COMPANY,

STRYKER CORPORATION AND

STRYKER CANADA

OPERATIONS ULC, AS IT MAY BE

AMENDED BY THE

COMPANY (THE "ARRANGEMENT

RESOLUTION").

C. R. BARD, INC.

Security 067383109 Meeting Type Special

Ticker

BCR Meeting Date 08-Aug-2017 Symbol

ISIN US0673831097 Agenda 934656363 - Management

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

1. TO APPROVE THE AGREEMENT AND ManagementFor For

PLAN OF

MERGER, DATED AS OF APRIL 23, 2017,

AS IT MAY

BE AMENDED FROM TIME TO TIME

(THE "MERGER

AGREEMENT"), BY AND AMONG C. R.

BARD, INC., A

NEW JERSEY CORPORATION (THE

"COMPANY"),

BECTON, DICKINSON AND COMPANY, A

NEW

JERSEY CORPORATION, AND LAMBDA

CORP., A NEW JERSEY CORPORATION AND WHOLLY OWNED SUBSIDIARY OF BECTON, DICKINSON **AND** COMPANY. TO APPROVE BY ADVISORY (NON-BINDING) VOTE, **CERTAIN COMPENSATION** ARRANGEMENTS FOR THE COMPANY'S NAMED EXECUTIVE 2. For ManagementFor **OFFICERS IN** CONNECTION WITH THE MERGER **CONTEMPLATED** BY THE MERGER AGREEMENT. TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF 3. ManagementFor For THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT. DEPOMED, INC. Security 249908104 Meeting Type Annual Ticker **DEPO** Meeting Date 15-Aug-2017 Symbol **ISIN** US2499081048 Agenda 934660576 - Management Proposed For/Against Vote Item **Proposal** Management by ELECTION OF DIRECTOR: JAMES. P. 1.1 ManagementFor For **FOGARTY** ELECTION OF DIRECTOR: KAREN A. 1.2 ManagementFor For **DAWES** ELECTION OF DIRECTOR: ARTHUR J. 1.3 ManagementFor For **HIGGINS** ELECTION OF DIRECTOR: LOUIS J. 1.4 ManagementFor For LAVIGNE, JR. ELECTION OF DIRECTOR: WILLIAM T. 1.5 ManagementFor For **MCKEE** ELECTION OF DIRECTOR: PETER D. 1.6 ManagementFor For **STAPLE** ELECTION OF DIRECTOR: JAMES L.

ManagementFor

TO APPROVE, ON AN ADVISORY BASIS, ManagementFor

COMPENSATION OF THE COMPANY'S

For

For

1.7

2.

TYREE

NAMED

THE

EXECUTIVE OFFICERS.

TO INDICATE, ON AN ADVISORY BASIS,

THE

PREFERRED FREQUENCY OF THE

3. ADVISORY VOTE Management 1 Year For

ON THE COMPENSATION OF THE

COMPANY'S

NAMED EXECUTIVE OFFICERS.

TO RATIFY THE APPOINTMENT OF

ERNST & YOUNG

LLP AS THE COMPANY'S INDEPENDENT

4. REGISTERED PUBLIC ACCOUNTING ManagementFor For

FIRM FOR THE

FISCAL YEAR ENDING DECEMBER 31,

2017.

DGC ONE AB, STOCKHOLM

Security W2356L112 Meeting Type ExtraOrdinary General

Meeting Meeting

Ticker Meeting Date 16-Aug-2017

Symbol Meeting Date 16-Aug-2017

ISIN SE0002571539 Agenda 708412705 - Management

Item Proposal Proposed by Vote For/Against Management

AN ABSTAIN VOTE CAN HAVE THE

SAME EFFECT AS

AN AGAINST VOTE IF THE

CMMT MEETING-REQUIRE Non-Voting

APPROVAL FROM MAJORITY OF

PARTICIPANTS TO PASS A RESOLUTION.

MARKET RULES REQUIRE DISCLOSURE

OF

BENEFICIAL OWNER INFORMATION

FOR ALL

VOTED-ACCOUNTS. IF AN ACCOUNT

HAS MULTIPLE

BENEFICIAL OWNERS, YOU WILL NEED

TO-PROVIDE

CMMT THE BREAKDOWN OF EACH Non-Voting

BENEFICIAL OWNER

NAME, ADDRESS AND SHARE-POSITION

TO YOUR

CLIENT SERVICE REPRESENTATIVE.

THIS

INFORMATION IS REQUIRED-IN ORDER

FOR YOUR

VOTE TO BE LODGED

CMMT IMPORTANT MARKET PROCESSING Non-Voting

REQUIREMENT:

A BENEFICIAL OWNER SIGNED POWER

	OF- ATTORNEY (POA) IS REQUIRED IN					
	ORDER TO					
	LODGE AND EXECUTE YOUR VOTING-					
	INSTRUCTIONS IN THIS MARKET.					
	ABSENCE OF A					
	POA, MAY CAUSE YOUR INSTRUCTION	S				
	TO-BE					
	REJECTED. IF YOU HAVE ANY					
	QUESTIONS, PLEASE					
	CONTACT YOUR CLIENT SERVICE- REPRESENTATIVE					
1	OPENING OF THE MEETING	Non-Votin	σ			
	ELECTION OF CHAIRMAN OF THE					
2	MEETING	Non-Votin	g			
	ESTABLISHMENT AND APPROVAL OF					
3	VOTING	Non-Votin	g			
	RIGHTS					
4	APPROVAL OF THE AGENDA	Non-Votin	g			
_	SELECTION OF ONE OR TWO					
5	ADJUSTERS TO SIGN	Non-Votin	g			
	THE PROTOCOL EXAMINATION OF WHETHER THE					
6	MEETING HAS	Non-Votin	σ			
U	BEEN CONVENED	INOII- V OLIII	·g			
	DETERMINATION OF THE NUMBER OF					
7	BOARD	Manageme	ent No			
	MEMBERS		Action			
	ELECTION OF BOARD MEMBERS AND No					
8	CHAIRMAN OF	Manageme	Action			
	THE BOARD					
9	DECISION ON REMUNERATION TO THE	Manageme	ent No			
10	BOARD CLOSING OF THE MEETING	Non-Votin	Action			
	DEX AB	Non-voun	g			
					ExtraOrdinary General	
Securi	ty W3924P122		Meeting	Type	Meeting	
Ticker			Meeting	. Doto	17-Aug-2017	
Symbo			_			
ISIN	SE0000105199		Agenda		708369055 - Management	
		Proposed		For/Again	nst	
Item	Proposal	by	Vote	Managem		
	AN ABSTAIN VOTE CAN HAVE THE	·		C		
	SAME EFFECT AS					
	AN AGAINST VOTE IF THE					
CMMT MEETING-REQUIRE		Non-Voting				
	APPROVAL FROM MAJORITY OF					
	PARTICIPANTS TO PASS A RESOLUTION.					
CMM		Non-Votin	σ			
C1V11V1	<u>-</u>	11011 7 01111	5			

MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED **TO-PROVIDE** THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. **THIS** INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED IMPORTANT MARKET PROCESSING **REQUIREMENT:** A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-CMMT INSTRUCTIONS IN THIS MARKET. Non-Voting ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY **OUESTIONS, PLEASE** CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE OPENING OF THE MEETING AND **ELECTION OF** Non-Voting CHAIRMAN OF THE MEETING DRAWING UP AND APPROVAL OF THE Non-Voting **VOTING LIST ELECTION OF TWO PERSONS TO** APPROVE THE Non-Voting **MINUTES** DETERMINATION OF WHETHER THE **MEETING HAS** Non-Voting BEEN PROPERLY CONVENED APPROVAL OF THE AGENDA Non-Voting PLEASE NOTE THAT THIS RESOLUTION Shareholder For Against IS A SHAREHOLDER PROPOSAL: RESOLUTION ON

PROPOSAL FROM KNORR-BREMSE AG

GENERAL MEETING RESOLVES TO

1

2

3

4

5

6

THAT THE

SUPPORT AND

ENDORSE, AND TO INSTRUCT THE

BOARD OF

DIRECTORS OF HALDEX AB TO

PROMPTLY,

EFFECTIVELY AND LOYALLY EXECUTE

THE

GENERAL MEETING'S RESOLUTION TO

SUPPORT

AND ENDORSE, KNORR-BREMSE'S

APPLICATION TO

THE SWEDISH SECURITIES COUNCIL

REGARDING

AN EXTENSION OF THE ACCEPTANCE

PERIOD OF

KNORR-BREMSE'S PUBLIC OFFER TO

THE

SHAREHOLDERS OF HALDEX, AS WELL

AS TO

SUPPORT AND COOPERATE WITH

KNORR-BREMSE,

AND TO INSTRUCT THE BOARD OF

DIRECTORS OF

HALDEX TO PROMPTLY, EFFECTIVELY

AND

LOYALLY EXECUTE THE GENERAL

MEETING'S

RESOLUTION TO SUPPORT AND

COOPERATE WITH

KNORR-BREMSE, IN THE PREPARATION

OF

NOTIFICATIONS TO MERGER CONTROL

AUTHORITIES REGARDING

KNORR-BREMSE'S

ACQUISITION OF HALDEX AND THE

PREPARATION

OF ANY REMEDIES RELATING

THERETO

7 CLOSING OF THE MEETING

Non-Voting

TELEGRAAF MEDIA GROEP NV

Security N8502L104 Meeting Type ExtraOrdinary General

Meeting Meeting

Ticker Meeting Date 17-Aug-2017

ISIN NL0000386605 Agenda 708442568 - Management

Item Proposal Proposed by Vote For/Against Management

CMMT PLEASE NOTE THAT THIS IS AN Non-Voting

INFORMATIONAL

MEETING, AS THE ISIN DOES NOT

32

Edgar Filing: GDL FUND - Form N-PX **HOLD-VOTING** RIGHTS. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY-REQUEST A NON-VOTING ENTRANCE CARD. THANK YOU. 1 OPENING OF THE GENERAL MEETING Non-Voting DRAFT REPORT ON THE MEETING OF **HOLDERS OF** DEPOSITARY RECEIPTS TELEGRAAF **MEDIA-GROEP** 2 Non-Voting NV HELD ON 18 MAY 2017. (FOR **DISCUSSION:** REPORT IS AVAILABLE ON HTTP:-ADMINISTRATIEKANTOO R.TMG.NL) PREPARATION ON THE **EXTRAORDINARY MEETING** OF SHAREHOLDERS TELEGRAAF **MEDIA-GROEP** N.V., TO BE HELD ON 31 AUGUST 2017. 3 Non-Voting (FOR DISCUSSION ONLY, THE AGENDA OF-THE 31 AUGUST MEETING IS AVAILABLE ON WWW.TMG.NL) 4 ANY OTHER BUSINESS Non-Voting 5 CLOSING OF THE GENERAL MEETING Non-Voting ALBANY MOLECULAR RESEARCH, INC. 012423109 Security Meeting Type Special Ticker **AMRI** Meeting Date 18-Aug-2017 Symbol **ISIN** Agenda US0124231095 934660843 - Management **Proposed** For/Against Item Proposal Vote Management by PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 5, 2017, BY AND 1. ManagementFor AMONG ALBANY MOLECULAR For RESEARCH, INC. ("AMRI"), UIC PARENT CORPORATION AND UIC MERGER SUB, INC. 2. PROPOSAL TO APPROVE, ON AN ManagementFor For

ADVISORY (NON-

NAMED EXECUTIVE

BINDING) BASIS, SPECIFIED COMPENSATION THAT

MAY BECOME PAYABLE TO THE

OFFICERS OF AMRI IN CONNECTION

WITH THE

MERGER.

PROPOSAL TO APPROVE ONE OR MORE

ADJOURNMENTS OF THE SPECIAL

MEETING, IF

NECESSARY, TO SOLICIT ADDITIONAL

PROXIES IF

THERE ARE INSUFFICIENT VOTES AT

3. THE TIME OF ManagementFor For

For

For

THE SPECIAL MEETING TO APPROVE

THE

PROPOSAL TO ADOPT THE MERGER

AGREEMENT

AND APPROVE THE TRANSACTIONS

CONTEMPLATED THEREBY.

NUTRACEUTICAL INTERNATIONAL CORPORATION

Security 67060Y101 Meeting Type Special

Ticker **NUTR** Meeting Date 21-Aug-2017

Symbol

ISIN Agenda 934663229 - Management US67060Y1010

ManagementFor

ManagementFor

Proposed For/Against Proposal Vote Item Management by

TO ADOPT THE AGREEMENT AND PLAN

OF

MERGER, DATED AS OF MAY 21, 2017

AND AS IT

MAY BE AMENDED FROM TIME TO

TIME, BY AND

AMONG NUTRITION PARENT, LLC, A

DELAWARE 1.

LIMITED LIABILITY COMPANY,

NUTRITION SUB, INC.,

A DELAWARE CORPORATION AND A

WHOLLY

OWNED SUSIDIARY OF PARENT, AND

NUTRACEUTICAL INTERNATIONAL

CORPORATION,

A DELAWARE CORPORATION.

TO APPROVE THE COMPENSATION

THAT MAY BE

PAID OR MAY BECOME PAYABLE TO

THE

2. COMPANY'S NAMED EXECUTIVE

OFFICERS IN

CONNECTION WITH, OR FOLLOWING,

THE

CONSUMMATION OF THE MERGER.

3. TO ADJOURN THE SPECIAL MEETING ManagementFor For

TO A LATER

DATE OR TIME, IF NECESSARY OR

APPROPRIATE

AS DETERMINED BY THE COMPANY, TO

SOLICIT

ADDITIONAL PROXIES IF THERE ARE

INSUFFICIENT

VOTES AT THE TIME OF THE SPECIAL

MEETING OR

ANY ADJOURNMENT OR

POSTPONEMENT THEREOF

TO APPROVE THE MERGER PROPOSAL.

WHOLE FOODS MARKET, INC.

Security 966837106 Meeting Type Special

Ticker Symbol WFM Meeting Date 23-Aug-2017

ISIN US9668371068 Agenda 934662328 - Management

Item Proposal Proposed by Vote For/Against Management

PROPOSAL TO APPROVE THE

AGREEMENT AND

PLAN OF MERGER (THE "MERGER

AGREEMENT"),

DATED AS OF JUNE 15, 2017, BY AND

AMONG

AMAZON.COM, INC., WALNUT MERGER

SUB, INC.

1. ("MERGER SUB") AND WHOLE FOODS Management For For

MARKET, INC.

(THE "COMPANY"), PURSUANT TO

WHICH MERGER

SUB WILL MERGE WITH AND INTO THE

COMPANY

(THE "MERGER"), WITH THE COMPANY

SURVIVING

THE MERGER.

PROPOSAL TO APPROVE, ON AN

ADVISORY (NON-

BINDING) BASIS, CERTAIN

COMPENSATION THAT

2. MAY BE PAID OR BECOME PAYABLE TOManagementFor For

THE

COMPANY'S NAMED EXECUTIVE

OFFICERS IN

CONNECTION WITH THE MERGER.

3. PROPOSAL TO APPROVE AN ManagementFor For

AMENDMENT TO THE

COMPANY'S AMENDED AND RESTATED

ARTICLES

OF INCORPORATION TO SET THE

NUMBER OF

AUTHORIZED SHARES OF THE

COMPANY'S

COMMON STOCK AT 600 MILLION.

PROPOSAL TO APPROVE THE

ADJOURNMENT OF

THE SPECIAL MEETING, IF NECESSARY

APPROPRIATE, INCLUDING TO SOLICIT

ADDITIONAL

PROXIES IF THERE ARE INSUFFICIENT 4.

ManagementFor

For

VOTES AT

THE TIME OF THE SPECIAL MEETING

TO APPROVE

THE PROPOSAL TO APPROVE THE

MERGER

AGREEMENT OR IN THE ABSENCE OF A

OUORUM.

NOVAE GROUP PLC

Security G66819148 Meeting Type **Court Meeting** Ticker

Meeting Date 29-Aug-2017 Symbol

ISIN 708438468 - Management GB00B40SF849 Agenda

Proposed For/Against Vote Proposal Item Management by

PLEASE NOTE THAT ABSTAIN IS NOT A

VALID VOTE

OPTION FOR THIS MEETING

VOTE-ABSTAIN FOR THIS

TYPE.-PLEASE

CHOOSE BETWEEN "FOR" AND

"AGAINST" ONLY. **CMMT** Non-Voting

SHOULD YOU CHOOSE TO

MEETING THEN YOUR VOTE WILL BE

DISREGARDED BY THE ISSUER

OR-ISSUERS

AGENT.

TO CONSIDER AND, IF THOUGHT FIT,

APPROVING

(WITH OR WITHOUT MODIFICATION) A

SCHEME OF

ARRANGEMENT PURSUANT TO PART 26 ManagementFor

OF THE

1

For

COMPANIES ACT 2006 (THE "SCHEME")

BETWEEN

THE COMPANY AND THE SCHEME

SHAREHOLDERS

CMMT 07 AUG 2017: PLEASE NOTE THAT THIS Non-Voting

IS A

REVISION DUE TO MODIFICATION OF

THE-TEXT OF

RESOLUTION 1. IF YOU HAVE ALREADY

SENT IN

YOUR VOTES, PLEASE DO NOT-VOTE

AGAIN

UNLESS YOU DECIDE TO AMEND YOUR

ORIGINAL

INSTRUCTIONS. THANK YOU.

NOVAE GROUP PLC

Ordinary General Security G66819148 Meeting Type

Meeting

Ticker Meeting Date 29-Aug-2017 Symbol

ISIN GB00B40SF849 Agenda 708438470 - Management

Proposed For/Against Vote Item Proposal Management by

TO GIVE EFFECT TO THE SCHEME, AS

SET OUT IN

THE NOTICE OF GENERAL MEETING,

1 ManagementFor **INCLUDING** For

THE AMENDMENTS TO THE ARTICLES

OF

ASSOCIATION

TELEGRAAF MEDIA GROEP NV

ExtraOrdinary General Security N8502L104 Meeting Type

Meeting

Ticker Meeting Date

31-Aug-2017 Symbol

ISIN NL0000386605 Agenda 708435412 - Management

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

1 OPENING OF THE GENERAL MEETING Non-Voting

2 PROPOSAL TO APPROVE THE SALE OF ManagementFor For

KEESING

MEDIA GROUP TO A LIMITED

LIABILITY CORP (BV)

WHICH WILL BE A DAUGHTER

COMPANY OF ERGON

CAPITAL PARTNERS SA FOR AN

AMOUNT OF EUR

150.000.000, AS PART OF THIS

TRANSACTION, TMG

NV WILL TAKE A 30 PERCENT

INTEREST IN THE

DAUGHTER COMPANY OF ERGON

CAPITAL

PARTNERS SA. ERGON WILL IN RETURN

SELL A

PART OF KEESING MEDIA GROUP TO

THE

MANAGEMENT OF KEESING MEDIA

GROUP

3 ANY OTHER BUSINESS Non-Voting 4 CLOSING OF THE GENERAL MEETING Non-Voting

KONINKLIJKE KPN N.V.

Security N4297B146 Meeting Type ExtraOrdinary General

Meeting Meeting

Ticker Meeting Date 04-Sep-2017

Symbol Weeting Date 04-Sep-2017

ISIN NL0000009082 Agenda 708424988 - Management

Item Proposal Proposed by Vote For/Against Management

1 OPEN MEETING Non-Voting

ELECT EDZARD OVERBEEK TO

2 SUPERVISORY ManagementFor For

BOARD

3 CLOSE MEETING Non-Voting

STAPLES, INC.

Security 855030102 Meeting Type Special

Ticker SPLS Meeting Date 06-Sep-2017

Symbol Weeting Date 00-3cp-2017

ISIN US8550301027 Agenda 934666340 - Management

Item Proposal Proposed by Vote For/Against Management

TO ADOPT THE AGREEMENT AND PLAN

OF

MERGER, DATED AS OF JUNE 28, 2017,

AS IT MAY

1. BE AMENDED FROM TIME TO TIME, BY Management For For

AND AMONG

STAPLES, INC., ARCH PARENT INC.,

AND ARCH

MERGER SUB INC.

TO APPROVE, ON A NONBINDING

ADVISORY BASIS,

THE "GOLDEN PARACHUTE"

COMPENSATION THAT

2. MAY BE PAYABLE TO STAPLES, INC.'S ManagementFor For

NAMED

EXECUTIVE OFFICERS IN CONNECTION

WITH THE

MERGER.

3. TO APPROVE ONE OR MORE Management For For

ADJOURNMENTS OF

THE SPECIAL MEETING, IF NECESSARY

OR

APPROPRIATE, TO SOLICIT

ADDITIONAL PROXIES IF

THERE ARE INSUFFICIENT VOTES AT

THE TIME OF

THE SPECIAL MEETING TO APPROVE

THE

PROPOSAL TO ADOPT THE AGREEMENT

AND PLAN

OF MERGER.

ETABLISSEMENTS MAUREL & PROM, PARIS

Security F60858101 Meeting Type Ordinary General

Meeting

Ticker Meeting Date 12-Sep-2017

ISIN FR0000051070 Agenda 708457660 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE IN THE FRENCH MARKET

THAT THE

ONLY VALID VOTE OPTIONS ARE

CMMT "FOR"-AND Non-Voting

"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

CMMT DEADLINE

CMMT DATE. IN CAPACITY AS REGISTEREDNon-Voting

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

CMMT IN CASE AMENDMENTS OR NEW Non-Voting

RESOLUTIONS

ARE PRESENTED DURING THE

MEETING, YOUR-

VOTE WILL DEFAULT TO 'ABSTAIN'.

SHARES CAN

ALTERNATIVELY BE PASSED TO

THE-CHAIRMAN OR

A NAMED THIRD PARTY TO VOTE ON

39

ANY SUCH ITEM RAISED. SHOULD YOU-WISH TO **PASS** CONTROL OF YOUR SHARES IN THIS WAY, PLEASE CONTACT YOUR-BROADRIDGE CLIENT **SERVICE** REPRESENTATIVE. THANK YOU PLEASE NOTE THAT IMPORTANT **ADDITIONAL** MEETING INFORMATION IS AVAILABLE CMMT BY-CLICKING Non-Voting ON THE MATERIAL URL LINK:-https://balo.journalofficiel.gouv.fr/pdf/2017/0821/201708211704127.pdf APPROVAL OF AN AGREEMENT **PURSUANT TO** ARTICLE L.225-38 OF THE FRENCH **COMMERCIAL CODE - TENDER OFFER AGREEMENT** 0.6 ManagementFor For **SIGNED** BETWEEN THE COMPANY, PERTAMINA INTERNASIONAL EKSPLORASI DAN PRODUKSI AND PT PERTAMINA (PERSERO) APPROVAL OF AN AGREEMENT **PURSUANT TO** ARTICLE L.225-38 OF THE FRENCH **COMMERCIAL CODE - AMENDMENT TO THE TENDER OFFER** 0.7 ManagementFor For AGREEMENT SIGNED BETWEEN THE COMPANY, PERTAMINA INTERNASIONAL **EKSPLORASI DAN** PRODUKSI AND PT PERTAMINA (PERSERO) APPROVAL OF AN AGREEMENT **PURSUANT TO** ARTICLE L.225-38 OF THE FRENCH **COMMERCIAL** CODE - SHAREHOLDERS' LOAN SIGNED **BETWEEN** 0.8 ManagementFor For THE COMPANY, PERTAMINA **INTERNASIONAL** EKSPLORASI DAN PRODUKSI **REGARDING EARLY REIMBURSEMENT OF ORNANE 2019** (REIMBURSABLE BONDS 0.9 APPROVAL OF AN AGREEMENT ManagementFor For

PURSUANT TO

ARTICLE L.225-38 OF THE FRENCH

COMMERCIAL

CODE - SHAREHOLDERS' LOAN SIGNED

BETWEEN

THE COMPANY, PERTAMINA

INTERNASIONAL

EKSPLORASI DAN PRODUKSI

REGARDING EARLY

REIMBURSEMENT OF ORNANE 2021

(REIMBURSABLE BONDS

APPROVAL OF AN AGREEMENT

PURSUANT TO

ARTICLE L.225-38 OF THE FRENCH

COMMERCIAL

CODE - COMMITMENT TO

O.10 SUBORDINATE ManagementFor For

REGARDING THE REIMBURSEMENT OF

SHAREHOLDERS' LOANS RELATING TO

THE EARLY

REPAYMENT OF ORNANE 2019 AND

ORNANE 2021

PLEASE NOTE THAT THIS IS A

POSTPONEMENT OF

CMMT THE MEETING HELD ON 22 JUN Non-Voting

2017-ONLY FOR

RESOLUTIONS O.6 TO O.10. THANK YOU

WEST MARINE, INC.

Security 954235107 Meeting Type Special

Ticker WMAR Meeting Date 12-Sep-2017

Symbol

ISIN US9542351070 Agenda 934669637 - Management

Item Proposal Proposed by Vote For/Against Management

1. ADOPTION OF THE MERGER Management For For

AGREEMENT. A

PROPOSAL TO ADOPT THE AGREEMENT

AND PLAN

OF MERGER DATED AS OF JUNE 29, 2017

(THE

"MERGER AGREEMENT"), ENTERED

INTO BY AND

AMONG WEST MARINE, INC., A

DELAWARE

CORPORATION (THE "COMPANY"),

RISING TIDE

PARENT INC., A DELAWARE

CORPORATION

("PARENT"), AND RISING TIDE ...(DUE

TO SPACE

LIMITS, SEE PROXY STATEMENT FOR

FULL

PROPOSAL).

ADVISORY VOTE REGARDING

MERGER-RELATED

COMPENSATION. A PROPOSAL TO

APPROVE, ON A

NON-BINDING, ADVISORY BASIS, THE

COMPENSATION THAT MAY BE PAID

ManagementFor For

2. OR BECOME

PAYABLE TO THE COMPANY'S NAMED

EXECUTIVE

OFFICERS THAT IS BASED ON OR

OTHERWISE

RELATES TO THE MERGER.

ADJOURNMENT OR POSTPONEMENT OF

THE

SPECIAL MEETING. A PROPOSAL TO

APPROVE THE

ADJOURNMENT OF THE SPECIAL

MEETING, IF

3. NECESSARY OR APPROPRIATE, TO

ManagementFor

For

SOLICIT

ADDITIONAL PROXIES IF THERE ARE

INSUFFICIENT

VOTES AT THAT TIME TO APPROVE

THE PROPOSAL

TO ADOPT THE MERGER AGREEMENT.

NEURODERM LTD

Security M74231107 Meeting Type Special

For

Ticker Symbol

NDRM Meeting Date 12-Sep-2017

ManagementFor

ISIN IL0011334955

Agenda 934672331 - Management

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

1. APPROVAL OF THE ACQUISITION OF

THE COMPANY

BY MTPC, INCLUDING THE APPROVAL

OF: (I) THE

AGREEMENT AND PLAN OF MERGER,

DATED AS OF

JULY 24, 2017, BY AND AMONG THE

COMPANY,

MTPC, AND MERGER SUB (AS IT MAY

BE AMENDED

FROM TIME TO TIME, THE "MERGER

AGREEMENT");

(II) THE MERGER OF MERGER SUB WITH

AND INTO

THE COMPANY (THE "MERGER") ON

THE TERMS

AND SUBJECT TO THE CONDITIONS SET

FORTH IN

THE MERGER AGREEMENT AND IN

ACCORDANCE

WITH SECTIONS 314-327 OF THE

ISRAELI

COMPANIES LAW, ...(DUE TO SPACE

LIMITS, SEE

PROXY STATEMENT FOR FULL

PROPOSAL).

THE UNDERSIGNED CONFIRMS THAT

HE, SHE OR IT

IS NOT MTPC, MERGER SUB, ANY

PERSON

HOLDING AT LEAST 25% OF THE

MEANS OF

CONTROL OF EITHER OF THEM,

ANYONE ACTING

ON THEIR BEHALF, OR ANY FAMILY

MEMBER OF,

OR ENTITY CONTROLLED BY, ANY OF

THE

1A. FOREGOING, INCLUDING THEIR

AFFILIATES. IF YOU

DO NOT VOTE ON THIS ITEM OR VOTE

AGAINST

THIS ITEM, YOUR VOTE WILL NOT BE

COUNTED

FOR PROPOSAL 1. FOR = I CERTIFY

THAT I HAVE

NO PERSONAL INTEREST FOR THIS

PROPOSAL.

AGAINST = I CERTIFY THAT I DO HAVE

A PERSONAL

INTEREST FOR THIS PROPOSAL.

BANG & OLUFSEN AS, STRUER

Security K07774126 Meeting Type **Annual General Meeting**

ManagementFor

Ticker Meeting Date 13-Sep-2017

Symbol

ISIN 708450781 - Management DK0010218429 Agenda

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

CMMT IN THE MAJORITY OF MEETINGS THE Non-Voting

VOTES ARE

CAST WITH THE REGISTRAR WHO

WILL-FOLLOW

CLIENT INSTRUCTIONS. IN A SMALL

PERCENTAGE

OF MEETINGS THERE IS NO-REGISTRAR

AND

CLIENTS VOTES MAY BE CAST BY THE

CHAIRMAN

OF THE BOARD OR A-BOARD MEMBER

AS PROXY.

CLIENTS CAN ONLY EXPECT THEM TO

ACCEPT

PRO-MANAGEMENT-VOTES. THE ONLY

WAY TO

GUARANTEE THAT ABSTAIN AND/OR

AGAINST

VOTES ARE-REPRESENTED AT THE

MEETING IS TO

SEND YOUR OWN REPRESENTATIVE OR

ATTEND

THE-MEETING IN PERSON. THE SUB

CUSTODIAN

BANKS OFFER REPRESENTATION

SERVICES FOR-

AN ADDED FEE IF REQUESTED. THANK

YOU

PLEASE BE ADVISED THAT SPLIT AND

PARTIAL

VOTING IS NOT AUTHORISED FOR

A-BENEFICIAL

CMMT OWNER IN THE DANISH MARKET.

Non-Voting

PLEASE CONTACT

YOUR GLOBAL CUSTODIAN-FOR

FURTHER

INFORMATION.

IMPORTANT MARKET PROCESSING

REQUIREMENT:

A BENEFICIAL OWNER SIGNED POWER

OF-

ATTORNEY (POA) IS REQUIRED IN

ORDER TO

LODGE AND EXECUTE YOUR VOTING-

CMMT INSTRUCTIONS IN THIS MARKET. Non-Voting

ABSENCE OF A

POA, MAY CAUSE YOUR INSTRUCTIONS

TO-BE

REJECTED. IF YOU HAVE ANY

OUESTIONS, PLEASE

CONTACT YOUR CLIENT SERVICE-

REPRESENTATIVE

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

CMMT 'ABSTAIN'-ONLY Non-Voting

FOR RESOLUTION NUMBERS "5.1 TO 5.7

AND 6".

THANK YOU

	THE BOARD OF DIRECTORS REPORT ON	
1	THE COMPANY'S ACTIVITIES IN THE PAST	Non-Voting
	YEAR PRESENTATION AND ADOPTION OF THE	7
	COMPANY'S AUDITED ANNUAL	
	REPORT FOR THE	
2	FINANCIAL YEAR 2016/2017 INCLUDING RESOLUTION CONCERNING	Management No
2	DISCHARGE TO THE	Action
	EXECUTIVE MANAGEMENT BOARD	
	AND THE BOARD OF DIRECTORS	
	RESOLUTION AS TO THE DISTRIBUTION	
	OF PROFIT	
	OR THE COVERING OF LOSS IN ACCORDANCE WITH	
3.1	THE APPROVED ANNUAL REPORT: THE	Management No Action
	BOARD OF	Action
	DIRECTORS PROPOSES THAT NO DIVIDEND BE	
	PAID	
	PROPOSAL FROM THE BOARD OF	
	DIRECTORS: APPROVAL OF THE PROPOSED	
	REMUNERATION TO	
	THE BOARD OF DIRECTORS FOR THE FINANCIAL	No
4.1	YEAR 2016 TO 2017 AND 2017 TO 2018	Management No Action
	AND FROM	
	NEXT YEAR THE REMUNERATION WILL BE	,
	APPROVED FOR THE CURRENT	
	FINANCIAL YEAR	
	PROPOSAL FROM THE BOARD OF DIRECTORS:	
4.2	AUTHORIZATION TO LET THE	Management No Action
	COMPANY ACQUIRE	Action
	OWN SHARES PROPOSAL FROM THE BOARD OF	
	DIRECTORS:	
4.3	AMENDMENT OF THE GENERAL	Management No.
	GUIDELINES CONCERNING INCENTIVE BASED	Action
	REMUNERATION	
	PROPOSAL FROM THE BOARD OF DIRECTORS:	
4.4	REVISION OF THE COMPANY'S	Management No.
	REMUNERATION	Action
5.1	POLICY	Managamant
$\mathcal{I}.1$		Management

	RE-ELECTION OF MEMBER TO THE		No		
	BOARD OF		Action		
	DIRECTOR: OLE ANDERSEN				
	RE-ELECTION OF MEMBER TO THE		No		
5.2	BOARD OF	Manageme	nt Action		
	DIRECTOR: JESPER JARLBAEK		riction		
. .	RE-ELECTION OF MEMBER TO THE		No		
5.3	BOARD OF	Manageme	nt Action		
	DIRECTOR: MAJKEN SCHULTZ				
5.4	RE-ELECTION OF MEMBER TO THE BOARD OF	Manageme	No		
3.4	DIRECTOR: ALBERT BENSOUSSAN	Manageme	Action		
	RE-ELECTION OF MEMBER TO THE				
5.5	BOARD OF	Manageme	nt		
	DIRECTOR: MADS NIPPER		Action		
	RE-ELECTION OF MEMBER TO THE		NT.		
5.6	BOARD OF	Manageme	nt No		
	DIRECTOR: JUHA CHRISTENSEN		Action		
	RE-ELECTION OF MEMBER TO THE		No		
5.7	BOARD OF	Manageme	nt Action		
	DIRECTOR: KAI LAP (IVAN) TONG		riction		
	APPOINTMENT OF AUDITORS: THE				
	BOARD OF		Ma		
6	DIRECTORS PROPOSES RE-ELECTION OF ERNST	Manageme	nt No Action		
	AND YOUNG P S AS AUDITORS OF THE		Action		
	COMPANY				
7	ANY OTHER BUSINESS	Non-Votin	g		
BANK	TRATE, INC.		6		
Securit	·		Meeting	Type	Special
Ticker	, RATE		Meeting	Data	13-Sep-2017
Symbo	ol en		Meeting	Date	-
ISIN	US06647F1021		Agenda		934670161 - Management
T.	D 1	Proposed	X 7. 4	For/Agains	t
Item	Proposal	by	Vote	Manageme	
1.	TO ADOPT THE AGREEMENT AND PLAN	N Manageme	ntFor	For	
	OF				
	MERGER, DATED AS OF JULY 2, 2017 (A	S			
	IT MAY BE				
	AMENDED FROM TIME TO TIME, THE				
	"MERGER AGREEMENT"), BY AND AMONG				
	BANKRATE, INC., A				
	DELAWARE CORPORATION (THE				
	"COMPANY"), RED				
	VENTURES HOLDCO, LP, A NORTH				
	CAROLINA				
	LIMITED PARTNERSHIP ("RED				
	VENTURES"), AND				
	BATON MERGER CORP., A DELAWARE				

CORPORATION AND AN INDIRECT

WHOLLY OWNED

SUBSIDIARY OF RED VENTURES

("MERGER SUB"),

PURSUANT TO WHICH MERGER SUB

WILL BE

MERGED WITH AND INTO THE

COMPANY (THE

"MERGER")

TO APPROVE, ON AN ADVISORY

(NON-BINDING)

BASIS, CERTAIN COMPENSATION THAT

MAY BE

2. PAID OR BECOME PAYABLE TO THE Management For For

COMPANY'S

NAMED EXECUTIVE OFFICERS IN

CONNECTION

WITH THE MERGER

TO APPROVE THE ADJOURNMENT OF

THE SPECIAL

MEETING, IF NECESSARY OR

APPROPRIATE,

INCLUDING TO SOLICIT ADDITIONAL

PROXIES IF

3. THERE ARE INSUFFICIENT VOTES AT ManagementFor For

THE TIME OF

THE SPECIAL MEETING TO APPROVE

THE

PROPOSAL TO ADOPT THE MERGER

AGREEMENT

OR IN THE ABSENCE OF A QUORUM.

MONOGRAM RESIDENTIAL TRUST, INC.

Security 60979P105 Meeting Type Special

Ticker MORE Meeting Date 14-Sep-2017

Symbol World 14-Sep-2017

ISIN US60979P1057 Agenda 934668661 - Management

Item Proposal Proposed by Vote For/Against Management

1. TO APPROVE THE MERGER OF Management For For

MONOGRAM

RESIDENTIAL TRUST, INC. WITH AND

INTO GS

MONARCH ACQUISITION, LLC AND THE

OTHER

TRANSACTIONS CONTEMPLATED BY

THAT CERTAIN

AGREEMENT AND PLAN OF MERGER,

DATED AS OF

JULY 4, 2017 (AS MAY BE AMENDED

FROM TIME TO

For

TIME, THE "MERGER AGREEMENT"), BY

AND

AMONG MONOGRAM RESIDENTIAL

TRUST, INC., GS

MONARCH PARENT, LLC, AND GS

MONARCH

ACQUISITION, LLC.

TO APPROVE, ON AN ADVISORY

(NON-BINDING)

BASIS, SPECIFIED COMPENSATION

THAT MAY

BECOME PAYABLE TO THE NAMED 2. ManagementFor

EXECUTIVE

OFFICERS OF MONOGRAM

RESIDENTIAL TRUST,

INC. IN CONNECTION WITH THE

MERGER.

TO APPROVE ONE OR MORE

ADJOURNMENTS OF

THE SPECIAL MEETING, IF NECESSARY,

TO SOLICIT

ADDITIONAL PROXIES IF THERE ARE

INSUFFICIENT

3. VOTES AT THE TIME OF THE SPECIAL ManagementFor For

MEETING TO

APPROVE THE MERGER AND THE

OTHER

TRANSACTIONS CONTEMPLATED BY

THE MERGER

AGREEMENT.

PAREXEL INTERNATIONAL CORPORATION

699462107 Meeting Type Security Special

Ticker

PRXL Meeting Date 15-Sep-2017 Symbol

ISIN US6994621075 Agenda 934669562 - Management

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

TO APPROVE THE AGREEMENT AND

PLAN OF

MERGER, DATED AS OF JUNE 19, 2017,

BY AND

AMONG WEST STREET PARENT, LLC,

WEST

1. STREET MERGER SUB, INC. AND ManagementFor For

PAREXEL

INTERNATIONAL CORPORATION, AS IT

MAY BE

AMENDED FROM TIME TO TIME (THE

"MERGER

AGREEMENT").

TO APPROVE, BY NON-BINDING,

ADVISORY VOTE,

COMPENSATION THAT WILL OR MAY

BECOME

PAYABLE BY PAREXEL 2.

ManagementFor For

INTERNATIONAL CORPORATION TO ITS NAMED

EXECUTIVE

OFFICERS IN CONNECTION WITH THE

MERGER.

TO APPROVE ONE OR MORE

ADJOURNMENTS OF

THE SHAREHOLDER MEETING, IF

NECESSARY AND

TO THE EXTENT PERMITTED BY THE

MERGER

AGREEMENT, TO SOLICIT ADDITIONAL ManagementFor

For

For

3. PROXIES IF

PAREXEL INTERNATIONAL

CORPORATION HAS NOT

OBTAINED SUFFICIENT AFFIRMATIVE

SHAREHOLDER VOTES TO ADOPT THE

MERGER

AGREEMENT.

CLUBCORP HOLDINGS, INC.

Meeting Type Security 18948M108 Special

Ticker **MYCC** Meeting Date

15-Sep-2017 Symbol

ISIN US18948M1080 Agenda 934671670 - Management

ManagementFor

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

TO APPROVE THE AGREEMENT AND

PLAN OF

MERGER, DATED AS OF JULY 9, 2017, AS

IT MAY BE

AMENDED OR MODIFIED FROM TIME

TO TIME,

AMONG CLUBCORP HOLDINGS, INC.,

CONSTELLATION CLUB PARENT, INC.,

AND

1.

CONSTELLATION MERGER SUB INC.

(THE "MERGER

AGREEMENT").

2. TO APPROVE, ON A NON-BINDING, ManagementFor For

ADVISORY

BASIS, COMPENSATION THAT WILL BE

PAID OR

MAY BECOME PAYABLE TO THE

NAMED EXECUTIVE

OFFICERS OF CLUBCORP HOLDINGS,

INC. IN

CONNECTION WITH THE MERGER

CONTEMPLATED

BY THE MERGER AGREEMENT.

TO APPROVE A PROPOSAL THAT WILL

GIVE

CLUBCORP HOLDINGS, INC. THE

AUTHORITY TO

ADJOURN THE SPECIAL MEETING FOR

THE

PURPOSE OF SOLICITING ADDITIONAL

PROXIES IN 3.

FAVOR OF THE PROPOSAL TO APPROVE $^{\mbox{\scriptsize ManagementFor}}$ For

THE

MERGER AGREEMENT IF THERE ARE

NOT

SUFFICIENT VOTES AT THE TIME OF

THE SPECIAL

MEETING TO APPROVE SUCH

PROPOSAL.

JIMMY CHOO PLC

G51373101 Security Meeting Type **Court Meeting**

Ticker Meeting Date 18-Sep-2017

Symbol

ISIN GB00BQPW6Y82 Agenda 708457836 - Management

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

FOR THE PURPOSE OF CONSIDERING

AND, IF

THOUGHT FIT, APPROVING (WITH OR

WITHOUT

MODIFICATION) A SCHEME OF

ARRANGEMENT (THE

"SCHEME OF ARRANGEMENT")

PROPOSED TO BE

1 MADE PURSUANT TO PART 26 OF THE Management For For

COMPANIES

ACT 2006 (THE "ACT") BETWEEN JIMMY

CHOO PLC

("JIMMY CHOO" OR THE "COMPANY"),

AND THE

HOLDERS OF THE SCHEME SHARES (AS

DEFINED

IN THE SCHEME OF ARRANGEMENT)

CMMT PLEASE NOTE THAT ABSTAIN IS NOT A Non-Voting

VALID VOTE

OPTION FOR THIS MEETING

TYPE.-PLEASE

CHOOSE BETWEEN "FOR" AND

"AGAINST" ONLY.

SHOULD YOU CHOOSE TO **VOTE-ABSTAIN FOR THIS**

MEETING THEN YOUR VOTE WILL BE

DISREGARDED BY THE ISSUER

OR-ISSUERS

AGENT.

JIMMY CHOO PLC

Ordinary General G51373101 Meeting Type Security

Meeting

Ticker

18-Sep-2017

Symbol

Meeting Date

ISIN GB00BQPW6Y82 708457848 - Management Agenda

Proposed For/Against Item Proposal Vote Management by

TO GIVE EFFECT TO THE SCHEME, AS

SET OUT IN

THE NOTICE OF GENERAL MEETING,

ManagementFor For 1 **INCLUDING**

THE AMENDMENTS TO JIMMY CHOO'S

ARTICLES:

NEW ARTICLE 222

DOMINION DIAMOND CORPORATION

Security 257287102 Meeting Type Special

Ticker **DDC** Meeting Date 19-Sep-2017

Symbol

ISIN CA2572871028 Agenda 934671668 - Management

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

01 IN RESPECT OF A SPECIAL RESOLUTION Management For For

(WITH OR

WITHOUT AMENDMENT OR

VARIATION), THE FULL

TEXT OF WHICH IS SET FORTH IN

APPENDIX B TO

THE MANAGEMENT INFORMATION

CIRCULAR OF

THE COMPANY DATED AUGUST 15, 2017

(THE

"INFORMATION CIRCULAR"),

APPROVING AN

ARRANGEMENT UNDER SECTION 192

OF THE

CANADA BUSINESS CORPORATIONS

ACT MADE IN

ACCORDANCE WITH THE

ARRANGEMENT

AGREEMENT DATED AS OF JULY 15,

2017,

BETWEEN THE COMPANY AND

NORTHWEST

ACQUISITIONS ULC, ALL AS MORE

PARTICULARLY

DESCRIBED IN THE INFORMATION

CIRCULAR.

SEVCON, INC.

Security Meeting Type 81783K108 Special

Ticker **SEV** Meeting Date 22-Sep-2017

Symbol

ISIN US81783K1088 Agenda 934673193 - Management

Proposed For/Against Vote Item Proposal Management by

APPROVAL AND ADOPTION OF THE

AGREEMENT

AND PLAN OF MERGER DATED JULY 14,

2017, BY

AND AMONG SEVCON, INC.,

1. ManagementFor For BORGWARNER INC.,

AND SLADE MERGER SUB INC., AS IT

MAY BE

AMENDED FROM TIME TO TIME (THE

"MERGER

AGREEMENT").

APPROVAL AND ADOPTION OF THE

AMENDMENT

TO SEVCON, INC.'S AMENDED AND

RESTATED

CERTIFICATE OF INCORPORATION TO

PROVIDE

THAT THE HOLDERS OF SERIES A 2. ManagementFor For **CONVERTIBLE**

PREFERRED STOCK WILL BE ENTITLED

TO

RECEIVE THE CONSIDERATION

THEREFOR

PROVIDED IN THE MERGER

AGREEMENT.

APPROVAL OF ONE OR MORE

ADJOURNMENTS OF

THE SPECIAL MEETING TO SOLICIT

ADDITIONAL

3. PROXIES IF THERE ARE INSUFFICIENT Management For For

VOTES TO

APPROVE PROPOSAL 1 AND/OR

PROPOSAL 2 AT

THE TIME OF THE SPECIAL MEETING.

4. APPROVAL, BY NON-BINDING, Management Against Against

ADVISORY VOTE, OF

COMPENSATION PAYABLE TO CERTAIN

EXECUTIVE

OFFICERS OF SEVCON, INC. IN

CONNECTION WITH

THE MERGER CONTEMPLATED BY THE

MERGER

AGREEMENT.

PARKWAY, INC.

Security 70156Q107 Meeting Type Special

Ticker PKY Meeting Date 25-Sep-2017

Symbol Niceting Date 23-3cp-2017

ISIN US70156Q1076 Agenda 934670123 - Management

Item Proposal Proposed by Vote For/Against Management

MERGER PROPOSAL. TO APPROVE THE

MERGER

OF REAL ESTATE HOUSTON US LLC, AN

AFFILIATE

OF THE CANADA PENSION PLAN

INVESTMENT

BOARD, WITH AND INTO PARKWAY,

INC., WITH

1. PARKWAY, INC. AS THE SURVIVING ENTITY AND A ManagementFor For

SUBSIDIARY OF THE CANADA PENSION

PLAN

INVESTMENT BOARD (THE "COMPANY

MERGER"),

PURSUANT TO THE ...(DUE TO SPACE

LIMITS, SEE

PROXY STATEMENT FOR FULL

PROPOSAL).

ADJOURNMENT PROPOSAL. TO

APPROVE ANY

ADJOURNMENTS OF THE SPECIAL

MEETING FOR

THE PURPOSE OF SOLICITING

ADDITIONAL

PROXIES IF THERE ARE NOT

ManagementFor For

2. SUFFICIENT VOTES AT

THE SPECIAL MEETING TO APPROVE

THE

COMPANY MERGER AND THE

TRANSACTIONS

CONTEMPLATED BY THE MERGER

AGREEMENT.

FIRST POTOMAC REALTY TRUST

Security 33610F109 Meeting Type Special

Ticker FPO Meeting Date 26-Sep-2017

Symbol Meeting Date 20-Sep-2017

ISIN US33610F1093 Agenda 934672355 - Management

For/Against **Proposed Proposal** Vote Item Management by TO APPROVE THE MERGER OF FIRST **POTOMAC** REALTY TRUST WITH GOV NEW OPPTY REIT, A WHOLLY-OWNED SUBSIDIARY OF **GOVERNMENT** PROPERTIES INCOME TRUST (THE "REIT MERGER"), 1. PURSUANT TO THE DEFINITIVE ManagementFor For AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 27, 2017, AMONG FIRST POTOMAC REALTY TRUST,... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). TO APPROVE ON A NON-BINDING, **ADVISORY BASIS** THE COMPENSATION THAT MAY **BECOME PAYABLE** 2. TO FIRST POTOMAC REALTY TRUST'S For ManagementFor **NAMED EXECUTIVE OFFICERS IN CONNECTION** WITH THE REIT MERGER. TO APPROVE ANY ADJOURNMENTS OF THE SPECIAL MEETING FOR THE PURPOSE SOLICITING ADDITIONAL PROXIES IF THERE ARE 3. NOT SUFFICIENT VOTES AT THE For ManagementFor SPECIAL MEETING TO APPROVE THE REIT MERGER AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT. SCICLONE PHARMACEUTICALS, INC. Security Meeting Type 80862K104 Special Ticker **SCLN** Meeting Date 27-Sep-2017 Symbol **ISIN** Agenda US80862K1043 934671175 - Management Proposed For/Against Item Vote Proposal Management by 1. A PROPOSAL TO APPROVE AND ADOPT ManagementFor For THE

MERGER AGREEMENT AND APPROVE THE MERGER AND OTHER TRANSACTIONS **CONTEMPLATED BY** THE MERGER AGREEMENT. A PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF **NECESSARY OR** APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO ManagementFor For **APPROVE** AND ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER AT THE TIME OF THE SPECIAL MEETING. A NON-BINDING, ADVISORY PROPOSAL APPROVE CERTAIN COMPENSATION PAYABLE OR

For

NAMED EXECUTIVE OFFICERS IN

CONNECTION

COMPANY'S

2.

3.

WITH THE MERGER.

FIDELITY & GUARANTY LIFE

Security 315785105 Meeting Type Annual

Ticker Symbol FGL Meeting Date 29-Sep-2017

ISIN US3157851052 Agenda 934669031 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Manageme	ent	
	1 WILLIAM J. BAWDEN		For	For
	2 L. JOHN H. TWEEDIE		For	For
	TO RATIFY THE APPOINTMENT OF			
	KPMG LLP AS			
	THE COMPANY'S INDEPENDENT			
2.	REGISTERED	Manageme	entFor	For
	PUBLIC ACCOUNTING FIRM FOR OUR			
	FISCAL YEAR			
	ENDING SEPTEMBER 30, 2017.			
FORESTAR GROUP INC				

THAT MAY BECOME PAYABLE TO THE Management For

Security 346233109 Meeting Type Special

Ticker
Symbol
ISIN US3462331097 Meeting Date 03-Oct-2017

Agenda 934674537 - Management

Item	Proposal	Proposed by	Vote	For/Agains	
1	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 29, 2017, AS	·	.	Ü	int.
1.	IT MAY BE AMENDED FROM TIME TO TIME, AMONG D.R. HORTON, INC., FORCE MERGER SUB, INC. AND FORESTAR GROUP INC. THE PROPOSAL TO APPROVE, ON A NON-BINDING	Manageme	HILFOI	For	
2.	ADVISORY BASIS, SPECIFIED COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO FORESTAR	O Manageme	nt For	For	
2.	GROUP INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Manageme	iki oi	101	
	THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT				
3.	ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE	Manageme	ntFor	For	
SKY P	THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.				
Securit			Meeting	Type	Annual General Meeting
Ticker Symbo	1		Meeting	Date	12-Oct-2017
ISIN	GB0001411924		Agenda		708543322 - Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
1	TO RECEIVE THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017, TOGETHER WITH THE	Manageme	ntFor	For	
2	REPORT OF THE DIRECTORS AND AUDITORS TO APPROVE THE DIRECTORS' REMUNERATION	Manageme	ntAgainst	Against	

	POLICY CONTAINED IN THE		
	DIRECTORS'		
	REMUNERATION REPORT		
	TO APPROVE THE DIRECTORS'		
3	REMUNERATION	ManagementAgainst	Against
5	REPORT (EXCLUDING THE DIRECTORS)	Tranagement Igamst	1 iguinst
	REMUNERATION POLICY)		
4	TO REAPPOINT JEREMY DARROCH AS A	ManagementFor	For
7	DIRECTOR	wanagementi oi	1 01
5	TO REAPPOINT ANDREW GRIFFITH AS	ManagementFor	For
3	A DIRECTOR	wanagementi oi	1 01
6	TO REAPPOINT TRACY CLARKE AS A	Management Against	Against
U	DIRECTOR	ManagementAgamst	Against
7	TO REAPPOINT MARTIN GILBERT AS A	ManagementFor	For
/	DIRECTOR	wanagementi oi	1.01
8	TO REAPPOINT ADINE GRATE AS A	ManagementFor	For
o	DIRECTOR	wanagementi oi	1.01
	TO REAPPOINT MATTHIEU PIGASSE AS		
9	A	ManagementFor	For
	DIRECTOR		
10	TO REAPPOINT ANDY SUKAWATY AS A	Management Against	Against
10	DIRECTOR	ManagementAgainst	Agamst
11	TO APPOINT KATRIN WEHR-SEITER AS	ManagementFor	For
11	A DIRECTOR	Managementror	ror
12	TO REAPPOINT JAMES MURDOCH AS A	Management Against	Against
12	DIRECTOR	ManagementAgamst	Agamst
13	TO REAPPOINT CHASE CAREY AS A	ManagamantEar	For
13	DIRECTOR	ManagementFor	гог
14	TO REAPPOINT JOHN NALLEN AS A	ManagementFor	For
14	DIRECTOR	Managementroi	гог
	TO REAPPOINT DELOITTE LLP AS		
	AUDITORS OF		
	THE COMPANY AND TO AUTHORISE		
15	THE AUDIT	ManagementFor	For
	COMMITTEE OF THE BOARD TO AGREE		
	THEIR		
	REMUNERATION		
	TO AUTHORISE THE COMPANY AND ITS		
16	SUBSIDIARIES TO MAKE POLITICAL	ManagementFor	For
10	DONATIONS	wanagementi oi	1 01
	AND INCUR POLITICAL EXPENDITURE		
	TO AUTHORISE THE DIRECTORS TO		
17	ALLOT SHARES	ManagementFor	For
17	UNDER SECTION 551 OF THE	ivianagementi oi	1 01
	COMPANIES ACT 2006		
	TO AUTHORISE THE DIRECTORS TO		
18	DISAPPLY PRE-	ManagementFor	For
	EMPTION RIGHTS		
19	TO AUTHORISE THE DIRECTORS TO	ManagementFor	For
	DISAPPLY PRE-		
	EMPTION RIGHTS FOR THE PURPOSES		

OF

ACQUISITIONS OR CAPITAL

INVESTMENTS

TO ALLOW THE COMPANY TO HOLD

GENERAL

20 MEETINGS (OTHER THAN ANNUAL

ManagementFor

For

GENERAL

MEETINGS) ON 14 DAYS' NOTICE

ACCELL GROUP N.V., HEERENVEEN

Security N00432257 Meeting Type ExtraOrdinary General

Meeting

2000000

Ticker
Symbol
Meeting Date 19-Oct-2017

ISIN NL0009767532 Agenda 708547736 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE THAT THIS IS AN

INFORMATIONAL

MEETING, AS THERE ARE NO

PROPOSALS-TO BE

CMMT VOTED ON. SHOULD YOU WISH TO Non-Voting

ATTEND THE

MEETING PERSONALLY, YOU

MAY-REQUEST AN

ENTRANCE CARD. THANK YOU.

1 OPENING OF THE GENERAL MEETING Non-Voting

2 THE SUPERVISORY BOARD INFORMS Non-Voting

THE

SHAREHOLDERS OF ITS INTENTION TO

APPOINT-

MR. A.H. (TON) ANBEEK PER 01

NOVEMBER 2017 AS

CHIEF EXECUTIVE OFFICER (CEO)-AND

CHAIRMAN

OF THE MANAGING BOARD. THE

SUPERVISORY

BOARD INTENDS TO APPOINT-MR.

ANBEEK AS A

CEO AND CHAIRMAN OF THE BOARD

OF

MANAGEMENT FOR A PERIOD OF

4-YEARS.

FOLLOWING HIS APPOINTMENT, THE

MANAGING

BOARD WILL HAVE 4 MEMBERS:

TON-ANBEEK

(CEO), HIELKE SYBESMA (CFO), JEROEN

SNIJDERS

BLOK (COO) AND JEROEN-BOTH

(CSCO). IT IS

CLEARLY MARKED THAT AS ACCELL

GROUP NV IS

A COMPANY WITH A-STRUCTURED

REGIME UNDER

DUTCH LAW, APPOINTMENTS OF

MANAGING

BOARD MEMBERS-WILL BE DONE BY

THE

SUPERVISORY BOARD UNDER ADVICE

TO THE

GENERAL MEETING

OF-SHAREHOLDERS.

SUBSEQUENTLY THIS AGENDA ITEM IS

FOR

4

INFORMATION DISCUSSION-ONLY AND

WILL NOT

BET PUT TO VOTE

3 ANY OTHER BUSINESS Non-Voting

CLOSING OF THE GENERAL MEETING Non-Voting

TRIBUNE MEDIA COMPANY

Security 896047503 Meeting Type Special

Ticker **TRCO** Meeting Date 19-Oct-2017

Symbol

ISIN US8960475031 Agenda 934678244 - Management

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

APPROVAL OF THE MERGER

AGREEMENT: TO

CONSIDER AND VOTE ON A PROPOSAL

TO

APPROVE AND ADOPT THE

AGREEMENT AND PLAN

OF MERGER, DATED AS OF MAY 8, 2017

(THE

"MERGER AGREEMENT"), BY AND

ManagementFor 1. **AMONG TRIBUNE** For

MEDIA COMPANY ("TRIBUNE") AND

SINCLAIR

BROADCAST GROUP, INC., AND

FOLLOWING THE

EXECUTION AND DELIVERY OF A

...(DUE TO SPACE

LIMITS, SEE PROXY STATEMENT FOR

FULL

PROPOSAL).

2. ADVISORY VOTE REGARDING MERGER ManagementFor For

RELATED

NAMED EXECUTIVE OFFICER

COMPENSATION: TO

CONSIDER AND VOTE ON A

NON-BINDING,

ADVISORY PROPOSAL TO APPROVE

THE

COMPENSATION THAT MAY BECOME

PAYABLE TO

TRIBUNE'S NAMED EXECUTIVE

OFFICERS IN

CONNECTION WITH THE

CONSUMMATION OF THE

MERGER CONTEMPLATED BY THE

MERGER

AGREEMENT.

APPROVAL OF SPECIAL MEETING: TO

CONSIDER

AND VOTE ON A PROPOSAL TO

ADJOURN THE

TRIBUNE SPECIAL MEETING, IF

NECESSARY OR

3. APPROPRIATE, INCLUDING ManagementFor

For

For

ADJOURNMENTS TO

PERMIT FURTHER SOLICITATION OF

PROXIES IN

FAVOR OF THE PROPOSAL TO APPROVE

THE

MERGER AGREEMENT.

ASH GROVE CEMENT CO

Security 043693100 Meeting Type Special

Ticker **ASHG** Meeting Date 20-Oct-2017

Symbol

ISIN US0436931002 Agenda 934689994 - Management

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

1. ADOPTION OF MERGER AGREEMENT. ManagementFor

TO

CONSIDER AND VOTE ON A PROPOSAL

TO ADOPT

THE AGREEMENT AND PLAN OF

MERGER, DATED

AS OF SEPTEMBER 20, 2017 (AS

AMENDED FROM

TIME TO TIME), BY AND AMONG CRH

PLC, AMAT

VENTURE, INC., ASH GROVE CEMENT

COMPANY,

AND, VENTURE STOCKHOLDER

REPRESENTATIVE,

LLC, A COPY OF WHICH MERGER

AGREEMENT IS

ATTACHED AS ANNEX A TO THE

PROXY

STATEMENT.

ADJOURNMENT OF SPECIAL MEETING.

TO

CONSIDER AND VOTE ON A PROPOSAL

TO

ADJOURN THE ASH GROVE SPECIAL

MEETING, IF

2. NECESSARY OR APPROPRIATE, TO

ManagementFor

For

SOLICIT

ADDITIONAL PROXIES IF THERE ARE

INSUFFICIENT

VOTES TO APPROVE THE MERGER

PROPOSAL (THE

"ADJOURNMENT PROPOSAL").

SAVE S.P.A., VENEZIA

Security T81213109 Meeting Type Ordinary General

Meeting Type Meeting

Ticker Meeting Date 23-Oct-2017

ISIN IT0001490736 Agenda 708625251 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE THAT THIS IS AN

AMENDMENT TO

MEETING ID 832652 DUE TO DELETION

OF-

RESOLUTION 1.2. ALL VOTES RECEIVED

ON THE

PREVIOUS MEETING WILL

BE-DISREGARDED IF

VOTE DEADLINE EXTENSIONS ARE

GRANTED.

THEREFORE PLEASE-REINSTRUCT ON

THIS

MEETING NOTICE ON THE NEW JOB. IF

CMMT HOWEVER

CMMT VOTE DEADLINE-EXTENSIONS ARE

Non-Voting

NOT GRANTED

IN THE MARKET, THIS MEETING WILL

BE CLOSED

AND-YOUR VOTE INTENTIONS ON THE

ORIGINAL

MEETING WILL BE APPLICABLE.

PLEASE-ENSURE

VOTING IS SUBMITTED PRIOR TO

CUTOFF ON THE

ORIGINAL MEETING, AND AS-SOON AS

POSSIBLE

ON THIS NEW AMENDED MEETING.

THANK YOU.

PLEASE NOTE IN THE EVENT THE

MEETING DOES

NOT REACH QUORUM, THERE WILL BE

A-SECOND

CALL ON 24 OCT 2017. CONSEQUENTLY,

CMMT YOUR Non-Voting

VOTING INSTRUCTIONS WILL-REMAIN

VALID FOR

ALL CALLS UNLESS THE AGENDA IS

AMENDED. THANK YOU

PLEASE NOTE THAT THE

MANAGEMENT MAKES NO

CMMT VOTE RECOMMENDATION FOR Non-Voting

THE-CANDIDATES

PRESENTED IN THE SLATE

TO APPOINT BOARD OF DIRECTORS,

UPON

STATING DIRECTORS' NUMBER, TO

STATE TERM OF

OFFICE AND RELATED EMOLUMENT.

RESOLUTIONS

RELATED THERETO: LIST PRESENTED

BY THE

MARCO POLO HOLDING S.R.L.

REPRESENTING THE

51.234PCT OF THE COMPANY'S STOCK

1.1 CAPITAL: A. Management Action

ENRICO MARCHI B. MONICA SCARPA C.

WALTER

MANARA D. FABIO BATTAGGIA E.

VINCENT

GEORGES LEVITA F. ATHANASIOS

ZOULOVITS G.

PAOLA ANNUNZIATA LUCIA

TAVAGLINI H. LUISA

TODINI I. FABRIZIO PAGANI J. APARNA

NARAIN K.

FRANCESCO LORENZONI

ALTABA INC.

Security 021346101 Meeting Type Annual

Ticker Symbol AABA Meeting Date 24-Oct-2017

ISIN US0213461017 Agenda 934677874 - Management

Item Proposal Proposed by Vote For/Against Management

ELECTION OF DIRECTOR: TOR R.

1.1 BRAHAM ManagementFor For

1.2 ELECTION OF DIRECTOR: ERIC K.
BRANDT ManagementFor For

1.3	ELECTION OF DIRECTOR: CATHERINE J.	Managemen	nt For	For	
1.3	FRIEDMAN ELECTION OF DIRECTOR: RICHARD L.	Managemen	пгоі	ги	
1.4	KAUFFMAN	Managemen	ntFor	For	
1.5	ELECTION OF DIRECTOR: THOMAS J. MCINERNEY	Managemen	ntFor	For	
2.	TO APPROVE A NEW INVESTMENT ADVISORY AGREEMENT BETWEEN THE FUND AND	Managemei	ntFor	For	
	BLACKROCK ADVISORS LLC. TO APPROVE A NEW INVESTMENT ADVISORY				
3.	AGREEMENT BETWEEN THE FUND AND MORGAN	Managemer	ntFor	For	
	STANLEY SMITH BARNEY LLC. TO RATIFY THE SELECTION OF				
4.	PRICEWATERHOUSECOOPERS LLP AS THE FUND'S INDEPENDENT REGISTERED PUBLIC	Managemei	ntFor	For	
	ACCOUNTING FIRM.				
_	TO APPROVE A LONG-TERM DEFERRED COMPENSATION INCENTIVE PLAN FOR				
5.	THE FUND'S MANAGEMENT AND DIRECTORS.	Managemen	ntFor	For	
	TO VOTE UPON A STOCKHOLDER				
6.	PROPOSAL REGARDING STOCKHOLDER ACTION	Shareholder	r Against	For	
	BY WRITTEN CONSENT.				
	TO VOTE UPON A STOCKHOLDER				
7.	PROPOSAL REGARDING THE YAHOO HUMAN RIGHTS FUND.	Shareholder	Against	For	
	AR ENERGY, INC.				
Security Ticker	y 95709T100		Meeting 7	Гуре	Annual
Symbol	WR		Meeting I	Date	25-Oct-2017
ISIN	US95709T1007		Agenda		934679082 - Management
Item	Proposal	Proposed by	Vote	For/Agains Managemen	
1.	DIRECTOR	Managemen	nt	J	
	1 MOLLIE H. CARTER		For	For	
	2 SANDRA A.J. LAWRENCE		For	For	
	3 MARK A. RUELLE ADVISORY VOTE TO APPROVE NAMED		For	For	
2.	EXECUTIVE OFFICER COMPENSATION	Managemen	ntFor	For	
3.	OFFICER COMPENSATION. ADVISORY VOTE ON THE FREQUENCY OF	Managemen	nt1 Year	For	

ADVISORY VOTES ON EXECUTIVE

COMPENSATION.

RATIFICATION AND CONFIRMATION OF

DELOITTE &

4. TOUCHE LLP AS OUR INDEPENDENT ManagementFor For

REGISTERED

PUBLIC ACCOUNTING FIRM FOR 2017.

NXSTAGE MEDICAL, INC.

Security 67072V103 Meeting Type Special

Ticker **NXTM** Meeting Date 27-Oct-2017

Symbol

ISIN US67072V1035 Agenda 934683194 - Management

Proposed For/Against Item Proposal Vote Management

TO ADOPT THE AGREEMENT AND PLAN

MERGER, DATED AUGUST 7, 2017, AS IT

MAY BE

AMENDED FROM TIME TO TIME,

AMONG NXSTAGE,

1. FRESENIUS MEDICAL CARE HOLDINGS, ManagementFor For

INC. AND

BROADWAY RENAL SERVICES, INC.

PURSUANT TO

WHICH BROADWAY RENAL SERVICES,

INC. WOULD

MERGE WITH AND INTO NXSTAGE.

TO APPROVE, ON A NON-BINDING,

ADVISORY

BASIS, THE COMPENSATION THAT MAY

BE PAID OR

BECOME PAYABLE TO NXSTAGE'S

2. ManagementFor **NAMED** For

EXECUTIVE OFFICERS IN CONNECTION

WITH THE

MERGER, AS DESCRIBED IN THE

ACCOMPANYING

PROXY STATEMENT.

TO APPROVE AN ADJOURNMENT OF

THE SPECIAL

MEETING, IF NECESSARY, TO SOLICIT

ADDITIONAL

3. PROXIES, IN THE EVENT THAT THERE ManagementFor For

INSUFFICIENT VOTES TO APPROVE

PROPOSAL 1 AT

THE SPECIAL MEETING.

AFFECTO OYJ

ExtraOrdinary General Security X0020H102 Meeting Type Meeting

Ticker Symbol			Meeting	Date	30-Oct-2017
ISIN	FI0009013312		Agenda		708605502 - Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER	Non-Voting			
СММТ	FOR YOUR VOTE TO BE LODGED A POA IS NEEDED TO APPOINT OWN REPRESENTATIVE BUT IS NOT NEEDED IF A FINNISH-SUB/BANK IS APPOINTED	Non-Voting			
1 2	OPENING OF THE MEETING CALLING THE MEETING TO ORDER ELECTION OF PERSONS TO SCRUTINIZE THE	Non-Voting Non-Voting			
3	MINUTES AND TO SUPERVISE THE COUNTING-OF VOTES	Non-Voting			
4	RECORDING THE LEGALITY OF THE MEETING RECORDING THE ATTENDANCE AT THE	Non-Voting			
5	MEETING	Non-Voting			
6	AND ADOPTION OF THE LIST OF VOTES RESOLUTION ON THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS ELECTION OF THE MEMBERS OF THE	Managemer	Action		
7	BOARD OF DIRECTORS	Managemen	No Action		
8	RESOLUTION ON THE REMUNERATION OF THE	Managemen	tNo Action		

MEMBERS OF THE BOARD OF **DIRECTORS** REVOCATION OF THE RESOLUTION REGARDING THE APPOINTMENT OF THE **SHAREHOLDERS** 9 NOMINATION BOARD AND DISMISSAL Management OF THE MEMBERS OF THE SHAREHOLDERS **NOMINATION BOARD** 10 CLOSING OF THE MEETING Non-Voting KLA-TENCOR CORPORATION Security 482480100 Meeting Type Annual Ticker **KLAC** Meeting Date 01-Nov-2017 Symbol ISIN Agenda US4824801009 934679892 - Management **Proposed** For/Against Item Proposal Vote Management by ELECTION OF DIRECTOR: EDWARD W. 1A. ManagementFor For **BARNHOLT** ELECTION OF DIRECTOR: ROBERT M. 1B. ManagementFor For **CALDERONI** ELECTION OF DIRECTOR: JOHN T. 1C. ManagementFor For **DICKSON** ELECTION OF DIRECTOR: EMIKO 1D. ManagementFor For HIGASHI ELECTION OF DIRECTOR: KEVIN J. 1E. ManagementFor For **KENNEDY** ELECTION OF DIRECTOR: GARY B. 1F. ManagementFor For **MOORE** ELECTION OF DIRECTOR: KIRAN M. 1G. ManagementFor For **PATEL** ELECTION OF DIRECTOR: ROBERT A. 1H. ManagementFor For **RANGO** ELECTION OF DIRECTOR: RICHARD P. 1I. ManagementFor For WALLACE ELECTION OF DIRECTOR: DAVID C. 1J. ManagementFor For WANG RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE 2. COMPANY'S INDEPENDENT ManagementFor For REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2018. 3. APPROVAL ON A NON-BINDING, ManagementFor For

ADVISORY BASIS

OF OUR NAMED EXECUTIVE OFFICER

COMPENSATION.

APPROVAL ON A NON-BINDING,

ADVISORY BASIS

OF THE FREQUENCY WITH WHICH OUR STOCKHOLDERS VOTE ON OUR NAMED Management 1 Year 4. For

EXECUTIVE

OFFICER COMPENSATION.

WHITING PETROLEUM CORPORATION

Meeting Type Security 966387102 Special

Ticker WLL Meeting Date 08-Nov-2017 Symbol

ISIN US9663871021 Agenda 934682065 - Management

Proposed For/Against Item Proposal Vote Management by

ADOPTION AND APPROVAL OF AN

AMENDMENT TO

THE RESTATED CERTIFICATE OF

INCORPORATION

TO EFFECT (A) A REVERSE STOCK SPLIT

OF THE

OUTSTANDING SHARES OF WHITING'S

1 ManagementFor For **COMMON**

STOCK AND (B) A REDUCTION IN THE

NUMBER OF

AUTHORIZED SHARES OF WHITING'S

COMMON

STOCK, EACH AS MORE FULLY

DESCRIBED IN THE

PROXY STATEMENT.

RICE ENERGY INC.

Security Meeting Type 762760106 Special

Ticker **RICE** Meeting Date 09-Nov-2017

Symbol

ISIN US7627601062 Agenda 934690757 - Management

Proposed For/Against Item Proposal Vote Management by

ADOPT THE AGREEMENT AND PLAN OF

MERGER,

DATED AS OF JUNE 19, 2017, AMONG

RICE ENERGY

1 INC., EQT CORPORATION, AND EAGLE ManagementFor For

MERGER

SUB I, INC. (AS IT MAY BE AMENDED

FROM TIME TO

TIME, THE "MERGER AGREEMENT").

2 APPROVE, ON AN ADVISORY ManagementFor For

(NON-BINDING) BASIS,

THE COMPENSATION THAT MAY BE

ManagementFor

For

For

For

PAID OR

BECOME PAYABLE TO RICE ENERGY

INC.'S NAMED

EXECUTIVE OFFICERS IN CONNECTION

WITH THE

MERGER.

APPROVE THE ADJOURNMENT OF THE

SPECIAL

MEETING, IF NECESSARY OR

APPROPRIATE, TO

3 SOLICIT ADDITIONAL PROXIES IF

THERE ARE NOT

SUFFICIENT VOTES TO ADOPT THE

MERGER

AGREEMENT.

TERRAFORM GLOBAL INC

Security 88104M101 Meeting Type Special

Ticker

GLBL Symbol

Meeting Date 13-Nov-2017 ISIN US88104M1018 Agenda 934689362 - Management

Proposed For/Against Proposal Vote Item Management by

TO ADOPT AND APPROVE THE

AGREEMENT AND

PLAN OF MERGER, DATED AS OF

MARCH 6, 2017,

AS IT MAY BE AMENDED FROM TIME 1. ManagementFor

TO TIME, BY

AND AMONG TERRAFORM GLOBAL,

INC., ORION US

HOLDING 1 L.P. AND BRE GLBL

HOLDINGS INC.

TO ADJOURN THE SPECIAL MEETING, IF

NECESSARY OR APPROPRIATE, TO

SOLICIT

ADDITIONAL PROXIES IF THERE ARE

2.

VOTES AT THE TIME OF THE SPECIAL

MEETING TO

INSUFFICIENT

ADOPT AND APPROVE THE

AGREEMENT AND PLAN

OF MERGER.

POLARIS MATERIALS CORP, PORT MCNEILL

Security 731074100 Meeting Type Special General Meeting

ManagementFor

Ticker

Meeting Date 15-Nov-2017 Symbol

ISIN CA7310741003 Agenda 708628877 - Management

Proposed For/Against Proposal Vote Item Management by

PLEASE NOTE THAT THIS MEETING

MENTIONS

DISSENTER'S RIGHTS, PLEASE REFER

CMMT TO-THE

MANAGEMENT INFORMATION

CIRCULAR FOR

DETAILS

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

CMMT 'AGAINST' FOR-

Non-Voting

ManagementFor

For

Non-Voting

RESOLUTION 1, ABSTAIN IS NOT A

VOTING OPTION ON THIS MEETING

TO CONSIDER AND, IF THOUGHT

ADVISABLE, TO

PASS, WITH OR WITHOUT VARIATION,

A SPECIAL

RESOLUTION TO APPROVE A PLAN OF

ARRANGEMENT PURSUANT TO

SECTION 288 OF

THE BUSINESS CORPORATIONS ACT

(BRITISH

COLUMBIA) WHEREBY 1134771 B.C.

LTD., AN

1 AFFILIATE OF U.S. CONCRETE, INC.,

WILL ACQUIRE

ALL OF THE ISSUED AND OUTSTANDING COMMON

SHARES OF POLARIS MATERIALS

CORPORATION IT

DOES NOT HOLD, THE FULL TEXT OF

WHICH IS SET

FORTH IN APPENDIX A TO THE

MANAGEMENT

INFORMATION CIRCULAR DATED

OCTOBER 10, 2017

ALAMOS GOLD INC.

Security 011532108 Meeting Type Special

Ticker AGI Meeting Date 16-Nov-2017

Symbol

ISIN CA0115321089 Agenda 934694476 - Management

Item Proposal Proposed by Vote For/Against Management

To consider and, if deemed advisable, to pass ManagementFor For

an

ordinary resolution, the full text of which is

attached as

Appendix B to the joint management

information circular

of Alamos Gold Inc. ("Alamos") and Richmont

Mines Inc.

("Richmont") dated October 18, 2017 (the

"Circular"),

approving the issuance of the share

consideration to be

issued by Alamos to shareholders of Richmont

pursuant

to an arrangement of Richmont under Charter

XVI -

Division II of the Business Corporations Act

(Ouébec), all

as more particularly described in the Circular.

SCRIPPS NETWORKS INTERACTIVE, INC.

Security 811065101 Meeting Type Special

Ticker Symbol SNI Meeting Date 17-Nov-2017

ISIN US8110651010 Agenda 934693412 - Management

Item Proposal Proposed by Vote For/Against Management

ADOPT THE AGREEMENT AND PLAN OF

MERGER.

DATED AS OF JULY 30, 2017, AS MAY BE

AMENDED,

AMONG SCRIPPS NETWORKS

INTERACTIVE, INC.,

AN OHIO CORPORATION ("SCRIPPS"),

DISCOVERY

COMMUNICATIONS, INC., A DELAWARE

CORPORATION ("DISCOVERY") AND

SKYLIGHT

1. MERGER SUB, INC., AN OHIO Management For For

CORPORATION AND A

WHOLLY OWNED SUBSIDIARY OF

DISCOVERY

("MERGER SUB"), PURSUANT TO WHICH

MERGER

SUB WILL BE MERGED WITH AND INTO

SCRIPPS,

WITH SCRIPPS SURVIVING AS A

WHOLLY OWNED

SUBSIDIARY OF DISCOVERY (THE

"MERGER").

2. APPROVE, ON AN ADVISORY ManagementFor

(NON-BINDING) BASIS,

CERTAIN COMPENSATION THAT WILL

OR MAY BE

PAID BY SCRIPPS TO ITS NAMED

EXECUTIVE

OFFICERS IN CONNECTION WITH THE

For

MERGER.

APPROVE THE ADJOURNMENT OF THE

SCRIPPS

SPECIAL MEETING IF NECESSARY TO

SOLICIT

ADDITIONAL PROXIES IF THERE ARE

NOT

3. SUFFICIENT VOTES TO APPROVE ITEM ManagementFor For

1 AT THE

TIME OF THE SCRIPPS SPECIAL

MEETING OR IF A

OUORUM IS NOT PRESENT AT THE

SCRIPPS

SPECIAL MEETING.

AVISTA CORP.

Security 05379B107 Meeting Type Special

Ticker Symbol AVA Meeting Date 21-Nov-2017

ISIN US05379B1070 Agenda 934687801 - Management

Item Proposal Proposed by Vote For/Against Management

PROPOSAL TO APPROVE THE

AGREEMENT AND

PLAN OF MERGER (THE "MERGER

AGREEMENT"),

DATED JULY 19, 2017, BY AND AMONG

1. HYDRO ONE ManagementFor For

LIMITED, OLYMPUS CORP., OLYMPUS

HOLDING

CORP. AND THE COMPANY AND THE

PLAN OF

MERGER SET FORTH THEREIN.

PROPOSAL TO APPROVE A

NONBINDING.

ADVISORY PROPOSAL TO APPROVE

THE

COMPENSATION THAT MAY BE PAID

OR MAY

2. BECOME PAYABLE TO THE COMPANY'S ManagementFor For

NAMED

EXECUTIVE OFFICERS IN CONNECTION

WITH, OR

FOLLOWING, THE CONSUMMATION OF

THE

MERGER.

3. PROPOSAL TO APPROVE THE Management For For

ADJOURNMENT OF

THE SPECIAL MEETING, IF NECESSARY

OR

APPROPRIATE, TO SOLICIT

ADDITIONAL PROXIES IF

THERE ARE INSUFFICIENT VOTES AT

THE TIME OF

THE SPECIAL MEETING TO APPROVE

THE MERGER

AGREEMENT AND THE PLAN OF

MERGER SET

FORTH THEREIN.

WESTAR ENERGY, INC.

95709T100 Meeting Type Security Special

Ticker Symbol

WR Meeting Date 21-Nov-2017

ISIN US95709T1007 Agenda 934690858 - Management

Proposed For/Against Vote Item Proposal Management by

TO ADOPT THE AMENDED AND

RESTATED

AGREEMENT AND PLAN OF MERGER,

DATED JULY

1. 9, 2017, BY AND AMONG WESTAR ManagementFor For

ENERGY, INC.,

GREAT PLAINS ENERGY

INCORPORATED AND

CERTAIN OTHER PARTIES THERETO.

TO APPROVE, ON A NON-BINDING

ADVISORY BASIS,

THE MERGER-RELATED

2. **COMPENSATION** ManagementFor For

ARRANGEMENTS FOR NAMED

EXECUTIVE

OFFICERS.

TO APPROVE ANY MOTION TO

3. ManagementFor ADJOURN THE For

SPECIAL MEETING, IF NECESSARY.

MANTRA GROUP LTD, SURFERS PARADISE QLD

Security O5762O101 Meeting Type **Annual General Meeting**

Ticker Meeting Date 22-Nov-2017

Symbol

ISIN AU000000MTR2 Agenda 708631761 - Management

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

CMMT VOTING EXCLUSIONS APPLY TO THIS Non-Voting

MEETING FOR

PROPOSALS 2, 3, 4 AND 5 AND

VOTES-CAST BY ANY

INDIVIDUAL OR RELATED PARTY WHO

BENEFIT

FROM THE PASSING OF THE-PROPOSAL/S WILL BE

72

DISREGARDED BY THE COMPANY. HENCE, IF YOU HAVE OBTAINED-BENEFIT OR EXPECT TO OBTAIN FUTURE BENEFIT (AS REFERRED IN THE COMPANY-ANNOUNCEMENT) VOTE ABSTAIN ON THE RELEVANT PROPOSAL ITEMS. BY DOING SO, YOU-ACKNOWLEDGE THAT YOU HAVE **OBTAINED** BENEFIT OR EXPECT TO OBTAIN BENEFIT BY THE-PASSING OF THE RELEVANT PROPOSAL/S. BY VOTING (FOR OR AGAINST) ON THE ABOVE-MENTIONED PROPOSAL/S, YOU **ACKNOWLEDGE** THAT YOU HAVE NOT OBTAINED **BENEFIT-NEITHER** EXPECT TO OBTAIN BENEFIT BY THE **PASSING OF** THE RELEVANT PROPOSAL/S-AND YOU **COMPLY** WITH THE VOTING EXCLUSION RE-ELECTION OF DAVID GIBSON AS A 1.A ManagementFor For **DIRECTOR** RE-ELECTION OF MELANIE WILLIS AS A ManagementFor 1.B For **DIRECTOR** RE-ELECTION OF ELIZABETH (LIZ) 1.C ManagementFor SAVAGE AS A For **DIRECTOR** ADOPTION OF REMUNERATION 2 ManagementFor For **REPORT GRANT OF PERFORMANCE RIGHTS TO** THE CHIEF EXECUTIVE OFFICER UNDER THE 3 **EXISTING** ManagementFor For MANTRA GROUP LIMITED LONG TERM **INCENTIVE PLAN** APPROVAL OF MANTRA GROUP 4 LIMITED RIGHTS ManagementFor For PLAN (RIGHTS PLAN) APPROVAL OF THE MANTRA GROUP LIMITED NON-5 EXECUTIVE DIRECTOR (NED) FEE ManagementFor For **SACRIFICE EQUITY PLAN (NFSEP)**

Non-Voting

IF A PROPORTIONAL TAKEOVER BID IS

MADE FOR

THE COMPANY, A SHARE TRANSFER

TO-THE

OFFEROR CANNOT BE REGISTERED

UNTIL THE BID

IS APPROVED BY MEMBERS

NOT-ASSOCIATED

WITH THE BIDDER. THE RESOLUTION

MUST BE

CMMT CONSIDERED AT A MEETING-HELD

MORE THAN 14

DAYS BEFORE THE BID CLOSES. EACH

MEMBER

HAS ONE VOTE FOR-EACH FULLY PAID

SHARE

HELD. THE VOTE IS DECIDED ON A

SIMPLE

MAJORITY. THE-BIDDER AND ITS

ASSOCIATES ARE

NOT ALLOWED TO VOTE

RENEWAL OF THE PROPORTIONAL

TAKEOVER

6 PROVISIONS IN RULE 14 OF THE ManagementFor For

CONSTITUTION

ORBITAL ATK, INC.

Security 68557N103 Meeting Type Special

Ticker OA Meeting Date 29-Nov-2017

Symbol Weeting Bate 29-1(0V-2017)

ISIN US68557N1037 Agenda 934695048 - Management

Item Proposal Proposed by Vote For/Against Management

TO ADOPT THE AGREEMENT AND PLAN

OF

MERGER, DATED AS OF SEPTEMBER 17,

2017, BY

AND AMONG NORTHROP GRUMMAN

1. GODDON ATION NEDTLINE MEDGED Management For For

CORPORATION, NEPTUNE MERGER,

INC. AND

ORBITAL ATK, INC., AS IT MAY BE

AMENDED FROM

TIME TO TIME.

TO APPROVE, ON A NON-BINDING,

ADVISORY

BASIS, THE COMPENSATION THAT

WILL OR MAY BE

2. PAID TO ORBITAL ATK'S NAMED ManagementFor For

EXECUTIVE

OFFICERS IN CONNECTION WITH THE

MERGER.

ManagementFor

For

TO ADJOURN THE ORBITAL ATK

SPECIAL MEETING,

IF NECESSARY, TO PERMIT FURTHER

SOLICITATION OF PROXIES IF THERE 3.

ARE NOT

SUFFICIENT VOTES TO ADOPT THE

MERGER

AGREEMENT.

KONINKLIJKE KPN N.V.

ExtraOrdinary General Security N4297B146 Meeting Type

Meeting

Ticker Meeting Date 06-Dec-2017 Symbol

ISIN NL0000009082 Agenda 708667956 - Management

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

OPEN MEETING AND 1 Non-Voting

ANNOUNCEMENTS ANNOUNCE INTENTION TO APPOINT

2.A **MAXIMO** Non-Voting

IBARRA TO MANAGEMENT BOARD

APPROVE COMPENSATION PAYMENT 2.B TO MAXIMO ManagementFor For

IBARRA

3 **CLOSE MEETING** Non-Voting

ENZYMOTEC, LTD

Security M4059L101 Meeting Type Special Ticker

ENZY Meeting Date 11-Dec-2017 Symbol

ISIN IL0011296188 Agenda 934705798 - Management

Proposed For/Against Item Proposal Vote Management by

1. APPROVAL OF THE ACQUISITION OF ManagementFor For

THE COMPANY

BY FRUTAROM, INCLUDING THE

APPROVAL OF: (I)

THE AGREEMENT AND PLAN OF

MERGER, DATED

AS OF OCTOBER 28, 2017, BY AND

AMONG THE

COMPANY, FRUTAROM, AND MERGER

SUB (AS IT

MAY BE AMENDED FROM TIME TO

TIME, THE

"MERGER AGREEMENT"); (II) THE

MERGER OF

MERGER SUB WITH AND INTO THE

COMPANY (THE

"MERGER") ON THE TERMS AND

SUBJECT TO THE CONDITIONS SET FORTH IN THE **MERGER** AGREEMENT AND IN ACCORDANCE WITH SECTIONS 314-327 OF THE ISRAELI ...(DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL). THE UNDERSIGNED CONFIRMS THAT HE, SHE OR IT IS NOT FRUTAROM, MERGER SUB, ANY **PERSON HOLDING AT LEAST 25% OF THE MEANS OF** CONTROL OF EITHER OF THEM, ANYONE ACTING ON THEIR BEHALF, OR ANY FAMILY MEMBER OF, OR ENTITY CONTROLLED BY, ANY OF THE FOREGOING (EACH, A "FRUTAROM 1A. **Management Against** AFFILIATE"). IF YOU DO NOT VOTE ON THIS ITEM OR **VOTE** AGAINST THIS ITEM, YOUR VOTE WILL NOT BE COUNTED FOR PROPOSAL 1. FOR = I **CERTIFY THAT** I HAVE NO PERSONAL INTEREST FOR **THIS** PROPOSAL. AGAINST = I CERTIFY THAT I DO HAVE A PERSONAL INTEREST FOR THIS PROPOSAL. REELECTION OF HOLGER LIEPMANN AS A CLASS I DIRECTOR OF THE COMPANY, TO 2A. SERVE UNTIL ManagementFor For THE COMPANY'S ANNUAL GENERAL **MEETING OF** SHAREHOLDERS IN 2020. ELECTION OF AMOS ANATOT AS A **CLASS I** DIRECTOR OF THE COMPANY, TO **SERVE UNTIL** 2B. ManagementFor For THE COMPANY'S ANNUAL GENERAL **MEETING OF** SHAREHOLDERS IN 2020. 2C. ManagementFor For

ELECTION OF ALON SHMUEL GRANOT

AS A CLASS I

DIRECTOR OF THE COMPANY, TO

SERVE UNTIL

THE COMPANY'S ANNUAL GENERAL

MEETING OF

SHAREHOLDERS IN 2020.

ELECTION OF ARI ROSENTHAL AS A

CLASS I

DIRECTOR OF THE COMPANY, TO

2D. **SERVE UNTIL** ManagementFor

For

For

THE COMPANY'S ANNUAL GENERAL

MEETING OF

SHAREHOLDERS IN 2020.

APPROVAL OF THE REAPPOINTMENT

OF

KESSELMAN & KESSELMAN, A

MEMBER OF

PRICEWATERHOUSECOOPERS

3. **INTERNATIONAL** ManagementFor

LIMITED, AS THE COMPANY'S

INDEPENDENT,

EXTERNAL AUDITORS FOR THE YEAR

ENDING

DECEMBER 31, 2017.

CALPINE CORPORATION

Security 131347304 Meeting Type Special

Ticker **CPN** Meeting Date 15-Dec-2017 Symbol

ISIN US1313473043 Agenda 934704873 - Management

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

TO ADOPT THE AGREEMENT AND PLAN

OF

MERGER, DATED AS OF AUGUST 17,

2017, AS IT

1 MAY BE AMENDED FROM TIME TO ManagementFor For

TIME, BY AND

AMONG CALPINE CORPORATION, VOLT

PARENT, LP

AND VOLT MERGER SUB, INC.

2 TO APPROVE THE ADJOURNMENT OF ManagementFor For

THE SPECIAL

MEETING, IF NECESSARY OR

ADVISABLE, TO

SOLICIT ADDITIONAL PROXIES IF

THERE ARE

INSUFFICIENT VOTES AT THE TIME OF

THE SPECIAL

MEETING TO ADOPT THE AGREEMENT

AND PLAN

OF MERGER.

TO APPROVE, ON AN ADVISORY

(NON-BINDING)

BASIS, THE "GOLDEN PARACHUTE" COMPENSATION THAT MAY BE

3 **PAYABLE TO** ManagementFor For

CALPINE CORPORATION'S NAMED

EXECUTIVE

OFFICERS IN CONNECTION WITH THE

CONSUMMATION OF THE MERGER.

ALARMFORCE INDUSTRIES INC.

01165L102 Security

Meeting Type

Special

Ticker **ARFCF** Symbol

Meeting Date

18-Dec-2017

ISIN CA01165L1022

Agenda

934707146 - Management

Item Proposal **Proposed**

by

Vote

For/Against Management

A special resolution, the full text of which is

set forth at

Appendix "A" to the accompanying

Information Circular,

approving a statutory plan of arrangement

pursuant to

section 192 of the Canada Business

1 Corporations Act ManagementFor

For

involving BCE Inc., the Company, the holders

of common

shares in the capital of the Company

("Shares"), the

holders of options to acquire Shares and the

holders of

deferred share units granted by the Company.

HNZ GROUP INC

Security 40425A308 Meeting Type

Special General Meeting

Ticker

Meeting Date

19-Dec-2017

Symbol ISIN

CA40425A3082

Agenda 708794587 - Management

Item **Proposal** Proposed by

For/Against Vote Management

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

CMMT 'AGAINST' FOR-

Non-Voting

RESOLUTION 1, ABSTAIN IS NOT A

VOTING OPTION

ON THIS MEETING

1 ARRANGEMENT RESOLUTION: A

SPECIAL

ManagementFor

For

RESOLUTION (THE "ARRANGEMENT

RESOLUTION"),

THE FULL TEXT OF WHICH IS SET

FORTH IN

APPENDIX A TO THE ACCOMPANYING

MANAGEMENT INFORMATION

CIRCULAR OF THE

CORPORATION DATED NOVEMBER 20,

2017 (THE

"CIRCULAR"), APPROVING AN

ARRANGEMENT

UNDER SECTION 192 OF THE CANADA

BUSINESS

CORPORATIONS ACT, AS AMENDED,

ALL AS MORE

PARTICULARLY DESCRIBED IN THE

CIRCULAR

NOTE: "FOR" = YES, "ABSTAIN" = NO,

CMMT "AGAINST"

Non-Voting

WILL BE TREATED AS NOT MARKED

DECLARATION OF OWNERSHIP AND

CONTROL: THE

UNDERSIGNED CERTIFIES THAT IT HAS

MADE

REASONABLE INQUIRIES AS TO THE

CANADIAN

STATUS OF THE REGISTERED HOLDER

AND THE

BENEFICIAL OWNER OF THE SHARES

REPRESENTED BY THIS PROXY AND

2 HAS READ THE Management Abstain Against

DEFINITIONS FOUND BELOW SO AS TO

MAKE AN

ACCURATE DECLARATION OF

OWNERSHIP AND

CONTROL. THE UNDERSIGNED HEREBY

CERTIFIES

THAT THE SHARES REPRESENTED BY

THIS PROXY

ARE OWNED AND CONTROLLED BY A

CANADIAN

PLEASE NOTE THAT THIS MEETING

MENTIONS

DISSENTER'S RIGHTS, PLEASE REFER

CMMT TO-THE

Non-Voting

MANAGEMENT INFORMATION

CIRCULAR FOR

DETAILS

OMEGA PROTEIN CORPORATION

Security 68210P107 Meeting Type Special

OME

Meeting Date 19-Dec-2017

Ticker Symbol

ISIN US68210P1075 Agenda 934709885 - Management

Item Proposal Proposed by Vote For/Against Management

PROPOSAL TO ADOPT AND APPROVE

THE

AGREEMENT AND PLAN OF MERGER,

DATED AS OF

OCTOBER 5, 2017, AS SUCH

AGREEMENT MAY BE

AMENDED FROM TIME TO TIME BY

AND AMONG

1. COOKE INC., A CORPORATION DULY INCORPORATED UNDER THE LAWS OF ManagementFor For

THE

PROVINCE OF NEW BRUNSWICK,

CANADA

("COOKE"), ALPHA MERGERSUB, AND

OMEGA

...(DUE TO SPACE LIMITS, SEE PROXY

STATEMENT

FOR FULL PROPOSAL).

ADVISORY, NON-BINDING PROPOSAL

TO APPROVE

COMPENSATION THAT WILL OR MAY

BECOME

2. PAYABLE TO OMEGA'S NAMED

ManagementFor For

EXECUTIVE

OFFICERS IN CONNECTION WITH THE

MERGER

CONTEMPLATED BY THE MERGER

AGREEMENT.

APPROVAL OF THE ADJOURNMENT OR

POSTPONEMENT OF THE SPECIAL

MEETING, IF

NECESSARY OR APPROPRIATE TO

3. ADDITIONAL PROXIES IF THERE ARE ManagementFor

INSUFFICIENT

VOTES AT THE TIME OF THE SPECIAL

MEETING TO

APPROVE PROPOSAL 1.

RUBY TUESDAY, INC.

SOLICIT

Security 781182100 Meeting Type Special

Ticker RT Meeting Date 20-Dec-2017

 Symbol
 Neeting Date
 20-Dec-2017

 ISIN
 US7811821005
 Agenda
 934706346 - Management

For

Item Proposal Vote

Proposed For/Against Management by PROPOSAL TO APPROVE AND ADOPT 1. THE MERGER ManagementFor For AGREEMENT. PROPOSAL TO APPROVE, ON A NON-BINDING. ADVISORY BASIS, CERTAIN COMPENSATION THAT WILL OR MAY BE PAID BY RUBY 2. ManagementFor For **TUESDAY TO ITS** NAMED EXECUTIVE OFFICERS THAT IS **BASED ON** OR OTHERWISE RELATES TO THE MERGER. PROPOSAL TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, INCLUDING IF **NECESSARY** TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE AND ADOPT 3. ManagementFor For THE MERGER AGREEMENT, IF THERE ARE NOT **SUFFICIENT** VOTES AT THE TIME OF SUCH ADJOURNMENT TO APPROVE AND ADOPT THE MERGER AGREEMENT. SERVELEC GROUP PLC Security G8053J100 Meeting Type **Court Meeting** Ticker Meeting Date 22-Dec-2017 Symbol ISIN GB00BFRBTP86 Agenda 708821699 - Management Proposed For/Against Proposal Vote Item Management by PLEASE NOTE THAT ABSTAIN IS NOT A **VALID VOTE** OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND CMMT "AGAINST" ONLY. Non-Voting SHOULD YOU CHOOSE TO **VOTE-ABSTAIN FOR THIS** MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER **OR-ISSUERS AGENT** TO APPROVE THE SCHEME OF 1 ManagementFor For **ARRANGEMENT** SERVELEC GROUP PLC

Security G8053J100 Meeting Type Ordinary General

Meeting

Ticker Meeting Date 22-Dec-2017

ISIN GB00BFRBTP86 Agenda 708821702 - Management

For

Item Proposal Proposed by Vote For/Against Management

FOR THE PURPOSE IN EACH OF GIVING

EFFECT TO

THE SCHEME OF ARRANGEMENT: (A)

TO

AUTHORISE THE DIRECTORS TO TAKE

ALL

NECESSARY AND APPROPRIATE

ACTION; (B) TO

1 ACTION, (B) TO
AMEND THE ARTICLES OF
ManagementFor

ASSOCIATION; AND (C) (I)

TO RE-REGISTER THE COMPANY AS A

PRIVATE

LIMITED COMPANY; AND (II) TO

CHANGE THE NAME

OF THE COMPANY TO "SERVELEC

GROUP LIMITED"

GIGAMON INC.

Security 37518B102 Meeting Type Special

Ticker Symbol GIMO Meeting Date 22-Dec-2017

ISIN US37518B1026 Agenda 934707184 - Management

Item Proposal Proposed by Vote For/Against Management

TO APPROVE AND ADOPT THE

AGREEMENT AND

PLAN OF MERGER (AS IT MAY BE

AMENDED FROM

TIME TO TIME, THE "MERGER

AGREEMENT"),

DATED OCTOBER 26, 2017, BY AND

AMONG

GIGAMON INC., A DELAWARE

1. CORPORATION ManagementFor For

("GIGAMON"), GINSBERG HOLDCO, INC.,

A

DELAWARE CORPORATION, AND

GINSBERG

MERGER SUB, INC., A DELAWARE

...(DUE TO SPACE

LIMITS, SEE PROXY STATEMENT FOR

FULL

PROPOSAL).

For

TO APPROVE ANY PROPOSAL TO

ADJOURN THE

SPECIAL MEETING TO A LATER DATE

OR DATES IF

NECESSARY OR APPROPRIATE TO

2. **SOLICIT** ManagementFor

ADDITIONAL PROXIES IF THERE ARE

INSUFFICIENT

VOTES TO ADOPT THE MERGER

AGREEMENT AT

THE TIME OF THE SPECIAL MEETING.

TO APPROVE, BY NON-BINDING,

ADVISORY VOTE,

VARIOUS COMPENSATION THAT WILL

OR MAY

BECOME PAYABLE TO GIGAMON'S

NAMED

3. EXECUTIVE OFFICERS IN CONNECTION ManagementFor For

WITH THE

MERGER (AS SUCH TERM IS DEFINED IN

MERGER AGREEMENT), AS DESCRIBED

IN THE

PROXY STATEMENT.

AURICO METALS INC.

Security 05157J108 Meeting Type Special

Ticker **ARCTF** Meeting Date 22-Dec-2017

Symbol

ISIN CA05157J1084 Agenda 934708580 - Management

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

To consider and, if deemed advisable, to pass,

with or

without variation, a special resolution, the full

text of

which is attached as Appendix A to the

accompanying

Circular of AuRico Metals, approving the

arrangement

involving AuRico Metals, Centerra Gold Inc.

1 ("Centerra") ManagementFor For

and Centerra Ontario Holdings Inc. (the

"Purchaser"),

pursuant to the arrangement agreement dated

as of

November 6, 2017 between AuRico Metals,

Centerra and

the Purchaser, under section 182 of the

Business

Corporations Act (Ontario).

CALGON CARBON CORPORATION

Security 129603106 Meeting Type Special

Ticker **CCC** Meeting Date 28-Dec-2017

Symbol

ISIN US1296031065 Agenda 934710105 - Management

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

THE PROPOSAL TO ADOPT THE

AGREEMENT AND

PLAN OF MERGER, DATED AS OF

SEPTEMBER 21,

2017 (AS IT MAY BE AMENDED FROM

TIME TO TIME,

THE "MERGER AGREEMENT"), BY AND

AMONG

CALGON CARBON CORPORATION, A ManagementFor For 1.

DELAWARE CORPORATION ("CALGON CARBON"),

KURARAY

CO., LTD., A COMPANY ORGANIZED

UNDER THE

LAWS OF JAPAN ...(DUE TO SPACE

LIMITS, SEE

PROXY STATEMENT FOR FULL

PROPOSAL).

THE PROPOSAL TO APPROVE, ON A

NON-BINDING,

ADVISORY BASIS, CERTAIN

COMPENSATION THAT

MAY BE PAID OR BECOME PAYABLE TO

2. **CALGON** ManagementFor For

CARBON'S NAMED EXECUTIVE

OFFICERS IN

CONNECTION WITH THE

CONSUMMATION OF THE

MERGER.

THE PROPOSAL TO APPROVE THE

ADJOURNMENT

OF THE SPECIAL MEETING FROM TIME

TO TIME, IF

NECESSARY OR APPROPRIATE,

INCLUDING TO

SOLICIT ADDITIONAL PROXIES IF 3. ManagementFor For

THERE ARE

INSUFFICIENT VOTES, INCLUDING AT

THE TIME OF

THE SPECIAL MEETING TO ADOPT THE

MERGER

AGREEMENT OR IN THE ABSENCE OF A

QUORUM.

SILVER SPRING NETWORKS, INC.

Security 82817Q103 Meeting Type Special

Ticker **SSNI** Meeting Date 03-Jan-2018

Symbol

ISIN US82817Q1031 Agenda 934706322 - Management

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

TO ADOPT THE AGREEMENT AND PLAN

OF

MERGER, DATED AS OF SEPTEMBER 17,

2017,

AMONG SILVER SPRING NETWORKS,

INC., ITRON,

1. INC. AND IVORY MERGER SUB, INC., ManagementFor For

AND THEREBY

APPROVE THE TRANSACTIONS

CONTEMPLATED BY

THE MERGER AGREEMENT, INCLUDING

THE

MERGER.

TO APPROVE ONE OR MORE

ADJOURNMENTS OF

THE SPECIAL MEETING TO A LATER

DATE OR

DATES IF NECESSARY OR

APPROPRIATE TO

2. SOLICIT ADDITIONAL PROXIES IF ManagementFor For

THERE ARE

INSUFFICIENT VOTES TO ADOPT THE

MERGER

AGREEMENT AT THE TIME OF THE

SPECIAL

MEETING.

BOB EVANS FARMS, INC.

Security Meeting Type 096761101 Special

Ticker **BOBE** Meeting Date 09-Jan-2018

Symbol

ISIN Agenda US0967611015 934706651 - Management

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

For 1. TO ADOPT THE AGREEMENT AND PLAN Management For

OF

MERGER, DATED AS OF SEPTEMBER 18,

2017, BY

AND AMONG BOB EVANS FARMS, INC.

(THE

"COMPANY"), POST HOLDINGS, INC.,

AND

HAYSTACK CORPORATION, A

DELAWARE

CORPORATION AND WHOLLY-OWNED

SUBSIDIARY

OF POST (THE "MERGER AGREEMENT").

TO APPROVE, ON A NON-BINDING,

ADVISORY

BASIS, CERTAIN COMPENSATION THAT

WILL BE

2. PAID OR BECOME PAYABLE TO THE

ManagementFor

For

COMPANY'S
NAMED EXECUTIVE OFFICERS IN

CONNECTION

WITH THE CONSUMMATION OF THE

MERGER.

TO APPROVE ONE OR MORE

ADJOURNMENTS OF

THE SPECIAL MEETING FROM TIME TO

TIME, IF

NECESSARY OR APPROPRIATE,

INCLUDING TO

3. SOLICIT ADDITIONAL PROXIES IF

ManagementFor F

For

Special

THERE ARE

INSUFFICIENT VOTES AT THE TIME OF

THE SPECIAL

MEETING TO ADOPT THE MERGER

AGREEMENT OR

IN THE ABSENCE OF A QUORUM.

ROCKWELL COLLINS, INC.

Security 774341101 Meeting Type

Ticker COL Meeting Date 11-Jan-2018

Symbol Wickling Date 11-Jan-2016

ISIN US7743411016 Agenda 934712969 - Management

Item Proposal Proposed by Vote For/Against Management

ADOPT THE AGREEMENT AND PLAN OF

MERGER,

DATED AS OF SEPTEMBER 4, 2017, BY

AND AMONG

UNITED TECHNOLOGIES

1. CORPORATION, RIVETER ManagementFor For

MERGER SUB CORP. AND ROCKWELL

COLLINS,

INC. AND APPROVE THE MERGER

CONTEMPLATED

THEREBY (THE "MERGER PROPOSAL").

2. APPROVE ON AN ADVISORY ManagementFor For

(NON-BINDING) BASIS,

THE COMPENSATION THAT MAY BE

PAID OR

BECOME PAYABLE TO ROCKWELL

COLLINS, INC.'S

NAMED EXECUTIVE OFFICERS IN

CONNECTION

WITH THE MERGER CONTEMPLATED

BY THE

MERGER AGREEMENT (THE

"MERGER-RELATED

COMPENSATION PROPOSAL").

APPROVE ANY PROPOSAL TO ADJOURN

THE

SPECIAL MEETING TO A LATER DATE

OR DATES, IF

NECESSARY OR APPROPRIATE, TO

SOLICIT

3. ADDITIONAL PROXIES IN THE EVENT

THERE ARE

NOT SUFFICIENT VOTES AT THE TIME

OF THE

SPECIAL MEETING TO APPROVE THE

MERGER

PROPOSAL (THE "ADJOURNMENT

PROPOSAL").

IXYS CORPORATION

Security 46600W106 Meeting Type Special

Ticker IXYS Meeting Date 12-Jan-2018

Symbol

ISIN US46600W1062 Agenda 934713670 - Management

ManagementFor

For

Item Proposal Proposed by Vote For/Against Management

TO ADOPT THE AGREEMENT AND PLAN

OF

MERGER, DATED AS OF AUGUST 25,

2017, BY AND

1. AMONG IXYS CORPORATION, ManagementFor For

LITTELFUSE, INC. AND

IRON MERGER CO., INC., AS AMENDED

(REFERRED

TO AS THE MERGER PROPOSAL).

2. TO APPROVE ON AN ADVISORY Management For For

(NON-BINDING)

BASIS THE COMPENSATION THAT MAY

BE PAID OR

BECOME PAYABLE TO THE NAMED

EXECUTIVE

OFFICERS OF IXYS CORPORATION

THAT IS BASED

ON OR OTHERWISE RELATES TO THE

MERGER (AS

SUCH TERM IS REFERRED TO IN THE

PROXY

STATEMENT FOR THE SPECIAL

MEETING).

TO APPROVE THE ADJOURNMENT OF

THE SPECIAL

MEETING, IF NECESSARY, TO SOLICIT

3. ADDITIONAL

PROXIES IF THERE ARE NOT

SUFFICIENT VOTES TO

APPROVE THE MERGER PROPOSAL.

GREAT WALL PAN ASIA HOLDINGS LIMITED

Security G4079W100 Meeting Type Special General Meeting

ManagementFor

For

Ticker Meeting Date 22-Jan-2018

Symbol Meeting Date 22-Jan-2018

ISIN BMG4079W1001 Agenda 708867316 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE IN THE HONG KONG

MARKET THAT A

CMMT VOTE OF "ABSTAIN" WILL BE Non-Voting

TREATED-THE SAME

AS A "TAKE NO ACTION" VOTE. PLEASE NOTE THAT THE COMPANY

NOTICE AND

PROXY FORM ARE AVAILABLE BY

CLICKING-ON THE

CMMT URL LINKS:- Non-Voting

http://www.hkexnews.hk/listedco/listconews/SEHK/2017/

1229/LTN20171229484.pdf,-

http://www.hkexnews.hk/listedco/listconews/SEHK/2017/

1229/LTN20171229508.pdf

1 TO GRANT APPROVAL TO GWPA Management For For

PROPERTY I

HOLDING LIMITED (A WHOLLY-OWNED

SUBSIDIARY

OF THE COMPANY) ENTERING INTO

THE

SHAREHOLDERS AGREEMENT AND ALL

TRANSACTIONS CONTEMPLATED

THEREUNDER

INCLUDING BUT NOT LIMITED TO THE

JV

INVESTMENT (INCLUDING THE

PROVISION OF THE

ADVANCE) AND TO AUTHORISE ANY

ONE OF THE

DIRECTORS OF THE COMPANY TO DO

ALL SUCH

ACTS AND THINGS AND TO SIGN AND

EXECUTE ALL

SUCH FURTHER DOCUMENTS FOR AND

ON BEHALF

OF THE COMPANY TO CARRY OUT,

PERFORM.

IMPLEMENT AND/OR GIVE FULL

EFFECT TO THE

SHAREHOLDERS AGREEMENT AND ALL

RELEVANT

TRANSACTIONS CONTEMPLATED

THEREUNDER

PURE TECHNOLOGIES LTD, CALGARY, AB

Security 745915108 Meeting Type Special General Meeting

Ticker Meeting Date 24-Jan-2018

Symbol Meeting Date 24-Jan-2018

ISIN CA7459151089 Agenda 708874309 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

CMMT 'AGAINST' FOR- Non-Voting

RESOLUTION 1, ABSTAIN IS NOT A

VOTING OPTION ON THIS MEETING

PLEASE NOTE THAT THIS MEETING

MENTIONS

DISSENTER'S RIGHTS, PLEASE REFER

CMMT TO-THE Non-Voting

MANAGEMENT INFORMATION

CIRCULAR FOR

DETAILS

TO CONSIDER AND, IF DEEMED ManagementFor For

ADVISABLE, TO

PASS, WITH OR WITHOUT VARIATION,

A SPECIAL

RESOLUTION THE FULL TEXT OF

WHICH IS SET

FORTH IN APPENDIX A TO THE

ACCOMPANYING

INFORMATION CIRCULAR AND PROXY

STATEMENT

OF PURE TECHNOLOGIES LTD. (THE

"INFORMATION

CIRCULAR"), TO APPROVE AN

ARRANGEMENT

UNDER SECTION 193 OF THE BUSINESS

CORPORATIONS ACT (ALBERTA),

INVOLVING PURE

TECHNOLOGIES LTD., XYLEM INC. AND

THE

SHAREHOLDERS AND OPTIONHOLDERS

OF PURE

TECHNOLOGIES LTD., ALL AS MORE

PARTICULARLY

DESCRIBED IN THE INFORMATION

CIRCULAR

PURE TECHNOLOGIES LTD.

Security 745915108 Meeting Type Special

Ticker
Symbol

PPEHF

Meeting Date 24-Jan-2018

ISIN CA7459151089 Agenda 934716931 - Management

Item Proposal Proposed by Vote For/Against Management

To consider and, if deemed advisable, to pass,

with or

without variation, a special resolution the full

text of which

is set forth in Appendix A to the

accompanying

information circular and proxy statement of

Pure

Technologies Ltd. (the "Information

1 Circular"), to approve ManagementFor For

an arrangement under Section 193 of the

Business

Corporations Act (Alberta), involving Pure

Technologies

Ltd., Xylem Inc. and the shareholders and

optionholders

of Pure Technologies Ltd., all as more

particularly

described in the Information Circular.

ASHLAND GLOBAL HOLDINGS INC

Security 044186104 Meeting Type Annual

Ticker Symbol ASH Meeting Date 25-Jan-2018

ISIN US0441861046 Agenda 934712793 - Management

Proposed For/Against Item Proposal Vote Management by ELECTION OF DIRECTOR: BRENDAN M. ManagementFor 1A. For **CUMMINS** ELECTION OF DIRECTOR: WILLIAM G. 1B. ManagementFor For **DEMPSEY** ELECTION OF DIRECTOR: JAY V. 1C. ManagementFor For **IHLENFELD** ELECTION OF DIRECTOR: SUSAN L. 1D. ManagementFor For **MAIN** ELECTION OF DIRECTOR: JEROME A. 1E. ManagementFor For **PERIBERE** 1F. ManagementFor For

	3 3				
	ELECTION OF DIRECTOR: BARRY W. PERRY				
1G.	ELECTION OF DIRECTOR: MARK C. ROHR	Manageme	ntFor	For	
1H.	ELECTION OF DIRECTOR: JANICE J. TEAL	Manageme	ntFor	For	
1I.	ELECTION OF DIRECTOR: MICHAEL J. WARD	Manageme	ntFor	For	
1J.	ELECTION OF DIRECTOR: KATHLEEN WILSON-THOMPSON	Manageme	ntFor	For	
1K.	ELECTION OF DIRECTOR: WILLIAM A. WULFSOHN RATIFICATION OF THE APPOINTMENT	Manageme	ntFor	For	
2.	OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC	Manageme	ntFor	For	
3.	ACCOUNTANTS FOR FISCAL 2018. A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). TO APPROVE THE ASHLAND GLOBAL	Manageme	ntFor	For	
4.	HOLDINGS INC. 2018 OMNIBUS INCENTIVE COMPENSATION	Manageme	ntAgainst	Against	
DDOAI	PLAN.				
	DSOFT, INC.		Mantina	Т	Canada1
Security Ticker	y 11133B409		Meeting	Type	Special
Symbol	BSFT		Meeting	Date	25-Jan-2018
ISIN	US11133B4095		Agenda		934714432 - Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 20, 2017, BY AND AMONG CISCO SYSTEMS, INC. ("CISCO"), BROOKLYN ACQUISITION CORP., A WHOLLY- OWNED SUBSIDIARY OF CISCO, AND BROADSOFT, INC. AS IT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT").	N Manageme	ntFor	For	

TO APPROVE, ON AN ADVISORY BASIS,

THE

COMPENSATION THAT BROADSOFT'S 2.

NAMED

ManagementFor

For

EXECUTIVE OFFICERS MAY RECEIVE IN

CONNECTION WITH THE MERGER.

TO ADJOURN THE SPECIAL MEETING

TO A LATER

DATE IF NECESSARY TO PERMIT

FURTHER

SOLICITATION OF PROXIES IF THERE 3.

ARE NOT

ManagementFor

For

SUFFICIENT VOTES AT THE TIME OF

THE SPECIAL

MEETING TO ADOPT THE MERGER

AGREEMENT.

DIGI INTERNATIONAL INC.

253798102 Meeting Type Security Annual

Ticker **DGII** Meeting Date 29-Jan-2018

Symbol

ISIN US2537981027 Agenda 934711385 - Management

Item	Proposal	Proposed by Vote	For/Against Management
1.1	ELECTION OF DIRECTOR: CHRISTOPHER D. HEIM	ManagementFor	For
1.2	ELECTION OF DIRECTOR: SALLY J. SMITH	ManagementFor	For
	COMPANY PROPOSAL TO APPROVE TH	ΙE	
	DIGI		
2	INTERNIATIONIAL INC. 2010 OMNUBLIC	Managament Against	A : +

ManagementAgainst 2. INTERNATIONAL INC. 2018 OMNIBUS Against

INCENTIVE

PLAN.

COMPANY PROPOSAL TO APPROVE, ON

A NON-

3. BINDING ADVISORY BASIS, THE ManagementFor For

COMPENSATION

PAID TO NAMED EXECUTIVE OFFICERS.

COMPANY PROPOSAL TO RECOMMEND,

ON A NON-

BINDING ADVISORY BASIS, THE

4. FREQUENCY OF Management 1 Year For

FUTURE ADVISORY VOTES TO

APPROVE NAMED

EXECUTIVE OFFICER COMPENSATION.

5. RATIFICATION OF THE APPOINTMENT ManagementFor For

OF GRANT

THORNTON LLP AS INDEPENDENT

REGISTERED

PUBLIC ACCOUNTING FIRM OF THE

COMPANY FOR

BAZAA		E 2018 FISCAL YEAR. OICE INC				
Security		073271108		Meeting	Type	Special
Ticker		BV		Meeting	Date	29-Jan-2018
Symbol ISIN		US0732711082		Agenda		934717363 - Management
				8		· ·
Item	Pro	posal	Proposed by	Vote	For/Against Managemer	
1.	Nor sup by a amo	adopt the Agreement and Plan of Merger, ed as of vember 26, 2017, as it may be amended, plemented or modified from time to time, and ong Bazaarvoice, Inc., BV Parent, LLC and Merger o, Inc. and approve the Merger.	Manageme	ntFor	For	
2.	To and mir circ sup or a pro stoo ame tim	adjourn the Special Meeting, if necessary for a himum period of time reasonable under the humstances, to ensure that any necessary plement himendment to the proxy statement is vided to the hickholders of Bazaarvoice, Inc. a reasonable bount of he in advance of the Special Meeting,(due hard	Manageme	ntFor	For	
	lim To cert con Inc nan the	its, see proxy statement for full proposal). approve, by non-binding, advisory vote, tain appensation arrangements for Bazaarvoice, .'s ned executive officers in connection with Merger. NE INC.	Manageme		For	
Security Ticker	y	92047W101		Meeting	Type	Annual
ricker Symbol		VVV		Meeting	Date	31-Jan-2018
ISIN		US92047W1018		Agenda		934712806 - Management
Item	Pro	posal	Proposed by	Vote	For/Against Managemer	
1.1		ECTION OF DIRECTOR: RICHARD J. EELAND	Manageme	ntFor	For	
1.2		ECTION OF DIRECTOR: STEPHEN F.	Manageme	ntFor	For	
1.3		ECTION OF DIRECTOR: STEPHEN E.	Manageme	ntFor	For	

ManagementFor

For

1.4

MACADAM

MANAGER

ELECTION OF DIRECTOR: VADA O.

1.5	ELECTION OF DIRECTOR: SAMUEL J.	ManagementFor	For	
1.6	MITCHELL, JR. ELECTION OF DIRECTOR: CHARLES M.	ManagementFor	For	
1.0	SONSTEBY	Wanagementi oi	1 01	
1.7	ELECTION OF DIRECTOR: MARY J. TWINEM	ManagementFor	For	
	RATIFICATION OF THE APPOINTMENT OF ERNST &			
	YOUNG LLP AS VALVOLINE'S			
2.	INDEPENDENT	ManagementFor	For	
	REGISTERED PUBLIC ACCOUNTING			
	FIRM FOR FISCAL 2018.			
	A NON-BINDING ADVISORY			
	RESOLUTION			
3.	APPROVING VALVOLINE'S EXECUTIVE COMPENSATION, AS SET FORTH IN THE	ManagementFor	For	
	PROXY			
	STATEMENT.			
	APPROVAL OF THE VALVOLINE INC.			
4.	EMPLOYEE	ManagementFor	For	
MONS	STOCK PURCHASE PLAN. SANTO COMPANY			
Securit		Meeting	Type	Annual
Ticker	, MON	Meeting	Date	31-Jan-2018
a 1	1 111011			
Symbo				
ISIN	US61166W1018	Agenda		934714848 - Management
•		Agenda Proposed Vote	For/Agains	934714848 - Management
ISIN Item	US61166W1018 Proposal	Agenda Proposed by Vote	For/Agains Managemen	934714848 - Management
ISIN	US61166W1018	Agenda Proposed by Vote	For/Agains	934714848 - Management
ISIN Item 1A. 1B. 1C.	US61166W1018 Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D.	Proposed by Vote sManagementFor ManagementFor ManagementFor	For/Agains Management For For For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields	Agenda Proposed by Vote sManagementFor ManagementFor ManagementFor ManagementFor	For/Against Management For For For For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant	Agenda Proposed by SManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor	For/Agains: Management For For For For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen	Agenda Proposed by SManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor	For/Agains: Management For For For For For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant	Agenda Proposed by SManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor	For/Agains: Management For For For For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller	Agenda Proposed by sManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor ManagementFor	For/Agains Management For For For For For For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan	Agenda Proposed by SManagementFor ManagementFor	For/Agains: Management For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H. 1J. 1K.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller Election of Director: George H. Poste, Ph.D., D.V.M. Election of Director: Robert J. Stevens	Agenda Proposed by SManagementFor ManagementFor	For/Agains: Management For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H. 1I.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller Election of Director: George H. Poste, Ph.D., D.V.M. Election of Director: Robert J. Stevens Election of Director: Patricia Verduin, Ph.D.	Proposed by SManagementFor ManagementFor	For/Agains: Management For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H. 1J. 1K.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller Election of Director: George H. Poste, Ph.D., D.V.M. Election of Director: Robert J. Stevens Election of Director: Patricia Verduin, Ph.D. Ratify the appointment of Deloitte & Touche	Agenda Proposed by SManagementFor ManagementFor	For/Agains: Management For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H. 1J. 1L.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller Election of Director: George H. Poste, Ph.D., D.V.M. Election of Director: Robert J. Stevens Election of Director: Patricia Verduin, Ph.D. Ratify the appointment of Deloitte & Touche LLP as our	Agenda Proposed by sManagementFor ManagementFor	For/Agains: Management For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H. 1J. 1K.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller Election of Director: George H. Poste, Ph.D., D.V.M. Election of Director: Robert J. Stevens Election of Director: Patricia Verduin, Ph.D. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal	Agenda Proposed by sManagementFor ManagementFor	For/Agains Management For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H. 1J. 1L.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller Election of Director: George H. Poste, Ph.D., D.V.M. Election of Director: Robert J. Stevens Election of Director: Patricia Verduin, Ph.D. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2018.	Agenda Proposed by sManagementFor ManagementFor	For/Agains Management For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H. 1J. 1K. 1L.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller Election of Director: George H. Poste, Ph.D., D.V.M. Election of Director: Robert J. Stevens Election of Director: Patricia Verduin, Ph.D. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2018. Advisory (Non-Binding) vote to approve	Agenda Proposed by sManagementFor ManagementFor	For/Agains Management For	934714848 - Management
ISIN Item 1A. 1B. 1C. 1D. 1E. 1F. 1G. 1H. 1J. 1L.	Proposal Election of Director: Dwight M. "Mitch" Barn Election of Director: Gregory H. Boyce Election of Director: David L. Chicoine, Ph.D. Election of Director: Janice L. Fields Election of Director: Hugh Grant Election of Director: Laura K. Ipsen Election of Director: Marcos M. Lutz Election of Director: C. Steven McMillan Election of Director: Jon R. Moeller Election of Director: George H. Poste, Ph.D., D.V.M. Election of Director: Robert J. Stevens Election of Director: Patricia Verduin, Ph.D. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2018.	Agenda Proposed by sManagementFor ManagementFor	For/Agains Management For	934714848 - Management

Shareowner proposal: Bylaw amendment to 4. create Board Shareholder Against For Human Rights Committee. ROCKWELL COLLINS, INC. Meeting Type Security 774341101 Annual Ticker COL Meeting Date 01-Feb-2018 Symbol ISIN US7743411016 Agenda 934713872 - Management Proposed For/Against Vote Item Proposal Management by 1. DIRECTOR Management A. J. CARBONE For For 2 For For R.K. ORTBERG For For 3 C.L. SHAVERS ADVISORY VOTE ON EXECUTIVE **COMPENSATION:** FOR A NON-BINDING RESOLUTION TO 2. ManagementFor For **APPROVE** THE COMPENSATION OF THE NAMED **EXECUTIVE** OFFICERS. SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM: FOR THE 3. ManagementFor For SELECTION OF DELOITTE & TOUCHE LLP FOR FISCAL YEAR 2018. BUFFALO WILD WINGS, INC. 119848109 Meeting Type Security Special Ticker **BWLD** Meeting Date 02-Feb-2018 Symbol **ISIN** US1198481095 Agenda 934716955 - Management Proposed For/Against Vote Item **Proposal** Management by Merger Proposal: To approve the Agreement and Plan of Merger, dated as of November 27, 2017 (which, as it may be amended from time to time, we refer to as the "merger agreement"), by and among Buffalo Wild 1. ManagementFor For Wings, Inc., Arby's Restaurant Group, Inc., and IB Merger Sub I Corporation, pursuant to which Buffalo Wild ...(due to

ManagementFor

For

space limits, see proxy statement for full

proposal).

2.

Golden Parachute Proposal: To approve, in a

non-

binding advisory vote, certain compensation

that may be

paid or become payable by Buffalo Wild

Wings, Inc. to its

named executive officers in connection with

the merger.

Adjournment Proposal: To approve one or

more

adjournments of the special meeting to a later

date or

dates if necessary or appropriate to solicit

additional

proxies if there are insufficient votes to

approve the

merger agreement at the time of the special

meeting.

NAPEC INC, DRUMMONDVILLE

Security 630405108 Meeting Type Special General Meeting

ManagementFor

For

Ticker Symbol Meeting Date 05-Feb-2018

5911001

ISIN CA6304051080 Agenda 708883409 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

CMMT 'AGAINST' FOR- Non-Voting

RESOLUTION 1, ABSTAIN IS NOT A VOTING OPTION

ON THIS MEETING

PLEASE NOTE THAT THIS MEETING

MENTIONS

DISSENTER'S RIGHTS, PLEASE REFER

CMMT TO-THE Non-Voting

MANAGEMENT INFORMATION

CIRCULAR FOR

DETAILS"

1 TO CONSIDER PURSUANT TO THE ManagementFor For

INTERIM ORDER

(AS DEFI NED IN THE INFORMATION

CIRCULAR)

AND, IF THOUGHT ADVISABLE, TO

PASS, WITH OR

WITHOUT VARIATION, A SPECIAL

RESOLUTION (THE

"ARRANGEMENT RESOLUTION"), THE

FULL TEXT OF

WHICH IS SET FORTH IN APPENDIX A

ATTACHED TO

THE INFORMATION CIRCULAR,

APPROVING A

STATUTORY PLAN OF ARRANGEMENT

PURSUANT

TO SECTION 192 OF THE CANADA

BUSINESS

CORPORATIONS ACT INVOLVING

NAPEC INC. AND

9370-0219 QUEBEC INC., A COMPANY

INCORPORATED UNDER THE BUSINESS

CORPORATION ACT (QUEBEC) AND

ORGANIZED BY

OAKTREE CAPITAL MANAGEMENT,

L.P., AS MORE

PARTICULARLY DESCRIBED IN THE

INFORMATION

CIRCULAR

ROCKWELL AUTOMATION, INC.

Security	773903109	Meeting Type	Annual
Ticker Symbol	ROK	Meeting Date	06-Feb-2018
ISIN	US7739031091	Agenda	934714292 - Management

			C	
Item	Proposal	Proposed by	Vote	For/Against Management
A	DIRECTOR	Manageme	ent	
	1 BETTY C. ALEWINE		For	For
	2 J. PHILLIP HOLLOMAN		For	For
	3 LAWRENCE D. KINGSLEY		For	For
	4 LISA A. PAYNE		For	For
	TO APPROVE THE SELECTION OF			
	DELOITTE &			
В	TOUCHE LLP AS THE CORPORATION'S	Monogoma	mtEon	Eon
В	INDEPENDENT REGISTERED PUBLIC	Manageme	entror	For
	ACCOUNTING			

ACCOUNTING
FIRM.
TO APPROVE ON AN ADVISORY BASIS

TO APPROVE, ON AN ADVISORY BASIS,

THE

C COMPENSATION OF THE ManagementFor For CORPORATION'S NAMED

EXECUTIVE OFFICERS.

STRAIGHT PATH COMMUNICATIONS, INC

Security 862578101 Meeting Type Annual

Ticker
Symbol STRP Meeting Date 06-Feb-2018

ISIN US8625781013 Agenda 934714329 - Management

ItemProposalProposed
byVoteFor/Against
Management1.1Election of Director: Davidi JonasManagement ForFor

1.2 1.3 1.4 BARR Securit Ticker Symbo ISIN	CUDA	Manageme Manageme Manageme	entFor		Special 07-Feb-2018 934720081 - Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
	To approve and adopt the Agreement and Plar of Merger (as it may be amended from time to time, the "Merger	1		·	int.
1.	Agreement"), dated November 26, 2017, by and among	Manageme	entFor	For	
	Barracuda Networks, Inc., Project Deep Blue Holdings,				
	LLC and Project Deep Blue Merger Corp. To approve any proposal to adjourn the Special Meeting to a later date or dates if necessary or appropriate to				
2.	solicit additional proxies if there are insufficient votes to adopt the Merger Agreement at the time of the Special	Manageme	entFor	For	
I ENINI	Meeting. AR CORPORATION				
Securit			Meeting	Type	Special
Ticker	•				-
Symbo	l LENB		Meeting	Date	12-Feb-2018
ISIN	US5260573028		Agenda		934719406 - Management
Item	Proposal	Proposed by	Vote	For/Agains Manageme	
	Approval of the issuance of shares of Lennar's Class A and Class B common stock in connection with the merger of CalAtlantic Group, Inc. with a newly				
1.	formed wholly- owned subsidiary of Lennar, as contemplated	Manageme	entFor	For	
	by an Agreement and Plan of Merger, dated as of				
	October 29,				
	2017, by and among CalAtlantic Group, Inc.,				
	Lennar and				
2.	Cheetah Cub Group Corp.	Manageme	entFor	For	

Approval of an amendment to Lennar's certificate of incorporation increasing the number of authorized shares of Lennar's Class A common stock from 300,000,000 shares to 400,000,000 shares. Approval of an adjournment of the Special Meeting of Stockholders, if necessary, to enable Lennar to additional votes, if at the time of such meeting ManagementFor 3. For there are not sufficient votes to approve proposals 1 and 2. EXACTECH, INC. Security 30064E109 Meeting Type Special Ticker **EXAC** Meeting Date 13-Feb-2018 Symbol ISIN US30064E1091 Agenda 934720891 - Management Proposed For/Against Proposal Vote Item Management by Approval of the Agreement and Plan of Merger, dated as of October 22, 2017, as amended by Amendment No. 1 to the Agreement and Plan of Merger, dated 1. December 3, ManagementFor For 2017, as it may be amended from time to time, the Company, Osteon Holdings, L.P. and Osteon Merger Sub, Inc. (the "Merger Agreement"). Approval, by non-binding, advisory vote, of compensation that will or may become payable to the 2. ManagementFor For Company's named executive officers in connection with the merger. Adjournment of the Special Meeting, if necessary or appropriate, for, among other reasons, the solicitation of 3. additional proxies in the event that there are ManagementFor For insufficient votes at the time of the Special Meeting to approve the proposal to approve the Merger Agreement. **GRAINCORP LIMITED**

Meeting Type

Security

Q42655102

Annual General Meeting

ISIN AU000000GNC9 Agenda 708883714 - Management Item Proposal Proposal Vote Proposal Vote Proposal Security To THIS MEETING FOR PROPOSALS 2, 4 AND VOTES CAST BY-ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE-PROPOSALS WILL BE DISREGARDED BY THE COMPANY. HENCE, IF YOU HAVE OBTAINED-BENEFIT OR EXPECT TO OBTAIN FUTURE BENEFIT (AS REFERRED IN THE COMPANY-ANNOUNCEMENT) VOTE ABSTAIN ON THE RELEVANT PROPOSAL ITEMS. BY COMMINEDED THAT YOU HAVE OBTAINED BENEFIT OF EXPECT TO BEADEN BENEFIT OR EXPECT TO OBTAIN BENEFIT BY THE PASSING OF THE RELEVANT PROPOSALS. BY VOTING (FOR OR AGAINST) ON THE ABOVE-MENTIONED PROPOSALS, YOU ACKNOWLEDGE THAT YOU HAVE NOT OBTAINED BENEFIT-NETHER EXPECT TO OBTAIN BENEFIT BY THE PASSING OF THE RELEVANT PROPOSALS. AND YOU COMPLY WITH THE VOTING EXCLUSION ADOPTION OF REMUNERATION EXCLUSION ADOPTION OF REMUNERATION BENEFIT BY THE PASSING OF THE RELECTION OF MS REBECCA DEE-BRADBURY AMMANGELSORF ManagementFor For RE-ELECTION OF MS BARBARA GIBSON ManagementFor For RE-ELECTION OF MS BARBARA GIBSON ManagementFor For RE-ELECTION OF MS BARBARA GIBSON ManagementFor For RE-ELECTION OF MS DANIEL MANAGELSORF FOR MANAGELSORF FOR MANAGELSORF FOR MANAGEMENTFOR FOR FOR MANAGELSORF FOR MANAGEMENTFOR FOR MANAGEMENTFOR FOR MANAGEMENTFOR FOR MANAGEMENTFOR FOR MANAGELSORF FOR MANAGEMENTFOR FOR FOR MANAGEMENTFOR FOR MANAGEMENTFOR FOR FOR	Ticker Symbol ISIN			Meeting 1	Date	15-Feb-2018	
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GRANT OF PERFORMANCE RIGHTS TO

MANAGING

DIRECTOR AND CHIEF EXECUTIVE

OFFICER, MR

MARK PALMQUIST

HITACHI KOKUSAI ELECTRIC INC.

Security J20423109 Meeting Type ExtraOrdinary General

Meeting

Ticker Meeting Date 15-Feb-2018

ISIN JP3294600006 Agenda 708912262 - Management

Item Proposal Proposed by Vote For/Against Management

Please reference meeting materials.

Non-Voting

1 Approve Share Consolidation ManagementFor For Amend Articles to: Approve Minor Revisions ManagementFor For

GENERAL CABLE CORPORATION

Security 369300108 Meeting Type Special

Ticker BGC Meeting Date 16-Feb-2018

Symbol Necting Date 10-1-60-2010

ISIN US3693001089 Agenda 934721235 - Management

ManagementFor

For

Item Proposal Proposed by Vote For/Against Management

To adopt the Agreement and Plan of Merger,

dated as of

December 3, 2017 (the "Merger Agreement"),

1. by and ManagementFor For

among General Cable Corporation ("General

Cable"),

Prysmian S.p.A. and Alisea Corp.

To approve, by non-binding, advisory vote,

certain

compensation arrangements for General

2. Cable's named ManagementFor For

executive officers in connection with the

merger

contemplated by the Merger Agreement.

To approve the adjournment of the Special

Meeting, if

necessary or appropriate, including to solicit

additional

proxies if there are insufficient votes at the

time of the

Special Meeting to approve the proposal to

adopt the

Merger Agreement or in the absence of a

quorum.

ENTELLUS MEDICAL, INC.

Security 29363K105 Meeting Type Special

Ticker Symbo	el E	NTL		Meeting	Date	26-Feb-2018
ISIN		IS29363K1051		Agenda		934724089 - Management
Item	Propo	osal	Proposed by	Vote	For/Agains	
1.	the Agree amend from the Agree Corpo Explo Medic and ap thereb	time to time, the "Merger ement"),dated mber 7, 2017, by and among Stryker oration, orer Merger Sub Corp. and Entellus cal, Inc., pprove the transactions contemplated	Manageme	ntFor	For	
	Corp. and in Medic continuing direct indirect corpo (the "The A approadjour date of dates additi	with nto Entellus Medical, Inc., with Entellus cal, Inc. nuing as the surviving corporation and a cor ect wholly owned subsidiary of stryker oration merger"). Adjournment Proposal: The proposal to eve the rnment of the special meeting to a later or if necessary or appropriate to solicit onal	M	·F	_	
2.	appro propo the transa the M at the	time of the special meeting.	Manageme	ntFor	For	
Securit		GROUP N.V. 173488103		Meeting	Type	ExtraOrdinary General
Ticker	,y 11	173400103				Meeting
Symbo				Meeting	Date	05-Mar-2018
ISIN	N	IL0011214010		Agenda		708909215 - Management
Item	Propo OPEN		Proposed by Non-Voting	Vote	For/Agains Manageme	
2	OFER	11110	Non-Voting	-		

EXPLANATION OF THE RECOMMENDED **PUBLIC** OFFER BY SUNSHINE INVESTMENTS B.V. FOR-ALL THE ISSUED AND OUTSTANDING SHARES IN THE SHARE CAPITAL OF THE COMPANY IN-CONSIDERATION OF EUR 20 PER SHARE (THE OFFER) CONDITIONAL APPROVAL OF THE ASSET SALE (AS DEFINED IN THE EXPLANATORY 3.A NOTES) AS ManagementFor For REQUIRED UNDER ARTICLE 2:107A OF THE DUTCH CIVIL CODE (THE DCC) CONDITIONAL RESOLUTION TO (I) **DISSOLVE** (ONTBINDEN) THE COMPANY IN **ACCORDANCE** WITH ARTICLE 2:19 OF THE DCC AND (II) APPOINT 3.B ManagementFor For REFRESCO HOLDING B.V. AS THE **CUSTODIAN OF** THE BOOKS AND RECORDS OF THE **COMPANY IN** ACCORDANCE WITH ARTICLE 2:24 OF THE DCC CONDITIONAL AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY (THE **ARTICLES** OF ASSOCIATION) IN ORDER TO EFFECT Management For 4 For CONVERSION OF THE COMPANY FROM A PUBLIC LIMITED LIABILITY COMPANY TO A PRIVATE LIMITED LIABILITY COMPANY CONDITIONAL APPOINTMENT AS PER THE SETTLEMENT DATE (AS DEFINED IN 5.A THE ManagementFor For EXPLANATORY NOTES) OF MR. PITTMAN AS MEMBER OF THE SUPERVISORY BOARD CONDITIONAL APPOINTMENT AS PER THE 5.B SETTLEMENT DATE OF MR. REMEDIOS Management For For AS MEMBER OF THE SUPERVISORY BOARD

Edgar Filing: GDL FLIND - Form N-DY

	Edgar Filing: GD	L FUND - F	orm N-PX			
	CONDITIONAL APPOINTMENT AS PER THE					
5.C	SETTLEMENT DATE OF MR. STEVENIN AS MEMBER OF THE SUPERVISORY BOARD CONDITIONAL APPOINTMENT AS PER	Management	For	For		
5.D	THE SETTLEMENT DATE OF MR. BRUGERE	Management	For	For		
	AS MEMBER OF THE SUPERVISORY BOARD CONDITIONAL GRANTING OF FULL AND FINAL DISCHARGE FROM LIABILITY TO MR. DIJKHUIZEN,					
	MR. GORVY, MR. KUNZ, MRS. PLOCHAET AND MR.					
6	SIGURDSSON AS RESIGNING MEMBERS OF THE SUPERVISORY BOARD FOR THEIR FUNCTIONING UNTIL THE DATE OF THE EGM, AS PER THE SETTLEMENT DATE	Management	For	For		
7	ANY OTHER BUSINESS	Non-Voting				
8	CLOSING	Non-Voting				
	ON CONTROLS INTERNATIONAL PLC		Mastina Tr		A	
Security Ticker			Meeting Ty	/pe	Annual	
Symbol	JCI		Meeting Da	ate	07-Mar-2018	
ISIN	IE00BY7QL619		Agenda		934721211 - Manageme	nt

Item	Proposal	Proposed by Vote	For/Against Management
1A.	Election of director: Michael E. Daniels	ManagementFor ManagementFor	For
1B.	Election of director: W. Roy Dunbar	ManagementFor	For
1C.	Election of director: Brian Duperreault	ManagementFor	For
1D.	Election of director: Gretchen R. Haggerty	ManagementFor	For
1E.	Election of director: Simone Menne	ManagementFor	For
1F.	Election of director: George R. Oliver	ManagementFor	For
1G.	Election of director: Juan Pablo del Valle Perochena	ManagementFor	For
1H.	Election of director: Jurgen Tinggren	ManagementFor	For
1I.	Election of director: Mark Vergnano	ManagementFor	For
1 J .	Election of director: R. David Yost	ManagementFor	For
1K.	Election of director: John D. Young To ratify the appointment of	ManagementFor	For
2.A	PricewaterhouseCoopers LLP as the independent auditors of the	ManagementFor	For
2.B	Company. To authorize the Audit Committee of the Board of	ManagementFor	For

Directors to set the auditors' remuneration. To authorize the Company and/or any subsidiary of the 3. Company to make market purchases of ManagementFor For Company shares. To determine the price range at which the Company can 4. re-allot shares that it holds as treasury shares ManagementFor For (Special Resolution). To approve, in a non-binding advisory vote, 5. ManagementFor For compensation of the named executive officers. To approve the Directors' authority to allot 6. shares up to ManagementFor For approximately 33% of issued share capital. To approve the waiver of statutory pre-emption rights with 7. respect to up to 5% of issued share capital **Management Against** Against (Special Resolution). To approve the reduction of Company capital 8.A (Special ManagementFor For Resolution). To approve a clarifying amendment to the Company's 8.B Articles of Association to facilitate the capital ManagementFor For reduction (Special Resolution). ABERTIS INFRAESTRUCTURAS S.A. Ordinary General Meeting Type Security E0003D111 Meeting Ticker Meeting Date 12-Mar-2018 Symbol **ISIN** Agenda ES0111845014 708966328 - Management **Proposed** For/Against Item Vote Proposal Management by THERE WILL BE A SECOND CALL ON 13 **MARCH 2018** CONSEQUENTLY, YOUR **VOTING-INSTRUCTIONS** WILL REMAIN VALID FOR ALL CALLS CMMT UNLESS THE Non-Voting AGENDA IS AMENDED.-THANK YOU-26 FEB 2018: PLEASE NOTE IN THE EVENT THE **MEETING DOES** NOT REACH QUORUM,

ManagementFor

For

1

	3		
	APPROVAL OF INDIVIDUAL AND		
	CONSOLIDATED		
	ANNUAL ACCOUNTS AND		
	MANAGEMENT REPORTS		
2	ALLOCATION OF RESULTS	ManagamentFor	For
2	APPROVAL OF THE MANAGEMENT OF	ManagementFor	гог
2		M 4E	Г
3	THE BOARD	ManagementFor	For
	OF DIRECTORS		
	RATIFICATION AND APPOINTMENT OF		
4	MR	ManagementFor	For
7	FRANCISCO JOSE ALJARO NAVARRO AS)	1 01
	EXECUTIVE DIRECTOR		
_	APPOINTMENT OF AUDITORS:	M 4E	Г
5	DELOITTE	ManagementFor	For
	AUTHORIZATION TO THE BOARD OF		
	DIRECTORS		
6	FOR THE DISPOSAL OF ABERTIS	ManagementFor	For
U	TELECOM	Widing Cilicity of	1 01
	SATELITES, S.A		
	INFORMATION ABOUT AMENDMENT		
7	OF THE	Non-Voting	
,	REGULATION OF THE BOARD OF	Tron roung	
	DIRECTORS		
	CONSULTIVE VOTE REGARDING THE		
	ANNUAL		
8	REMUNERATION REPORT OF THE	ManagementAgainst	Against
	BOARD OF	c c	C
	DIRECTORS		
	DELEGATION OF POWERS TO		
	IMPLEMENT		
9	AGREEMENTS ADOPTED BY	ManagementFor	For
9	SHAREHOLDERS AT	Managementroi	1'01
	THE GENERAL MEETING		
	SHAREHOLDERS HOLDING LESS THAN		
	"1000"		
	SHARES (MINIMUM AMOUNT TO		
	ATTEND THE-		
	MEETING) MAY GRANT A PROXY TO		
	ANOTHER		
	SHAREHOLDER ENTITLED TO		
	LEGAL-ASSISTANCE		
CMMT	OR GROUP THEM TO REACH AT LEAST	Non-Voting	
01/11/11	THAT	Tron roung	
	NUMBER, GIVING		
	REPRESENTATION-TO A		
	SHAREHOLDER OF THE GROUPED OR		
	OTHER		
	PERSONAL SHAREHOLDER ENTITLED		
	TO-ATTEND		
~	THE MEETING		
CMMT		Non-Voting	

26 FEB 2018: PLEASE NOTE THAT THIS

IS A

REVISION DUE TO RECEIPT OF

AUDITOR-NAME AND

CHANGE IN MEETING DATE FROM 12

MAR 2018 TO

13 MAR 2018 AND RECORD-DATE TO 08

MAR 2018

FURTHER CHANGED MEETING DATE

FROM FROM

13 MAR 2018 TO 12-MAR 2018 AND

RECORD DATE

TO 07 MAR 2018 AND ADDITION OF

QUORUM

COMMENT. IF-YOU HAVE ALREADY

SENT IN YOUR

VOTES, PLEASE DO NOT VOTE AGAIN

UNLESS YOU-

DECIDE TO AMEND YOUR ORIGINAL

INSTRUCTIONS. THANK YOU.

ACONEX LTD, MELBOURNE VIC

Security Q00794109 Meeting Type Scheme Meeting Ticker

Symbol Meeting Date 14-Mar-2018

ISIN AU000000ACX1 Agenda 708966354 - Management

ItemProposalProposed byFor/Against Management1APPROVAL OF THE SCHEMEManagement For For

1 APPROVAL OF THE SCHEME AVIGILON CORP, VANCOUVER, BC

Security 05369Q106 Meeting Type Special General Meeting

Ticker
Symbol
Meeting Date 22-Mar-2018

ISIN CA05369Q1063 Agenda 708992652 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

CMMT 'AGAINST' FOR- Non-Voting

RESOLUTION 1, ABSTAIN IS NOT A

VOTING OPTION ON THIS MEETING

PLEASE NOTE THAT THIS MEETING

MENTIONS

DISSENTER'S RIGHTS, PLEASE REFER

CMMT TO-THE Non-Voting

MANAGEMENT INFORMATION

CIRCULAR FOR

DETAILS

TO APPROVE AN ARRANGEMENT

UNDER SECTION

192 OF THE CANADA BUSINESS

CORPORATIONS

ACT INVOLVING THE CORPORATION,

MOTOROLA

SOLUTIONS, INC. AND MOTOROLA

SOLUTIONS

CANADA HOLDINGS INC., BY WAY OF A

1 SPECIAL ManagementFor For

RESOLUTION OF SHAREHOLDERS, THE

FULL TEXT

OF WHICH IS SET OUT IN APPENDIX A

TO THE

MANAGEMENT INFORMATION

CIRCULAR OF THE

CORPORATION ACCOMPANYING THIS

FORM OF

PROXY

PURE INDUSTRIAL REAL ESTATE TRUST, VANCOUVER, BC

Security 74623T108 Meeting Type Special General Meeting

Ticker Meeting Date 23-Mar-2018

Symbol Weeting Bate 25-War-2016

ISIN CA74623T1084 Agenda 709015526 - Management

Item Proposal Proposed by Vote For/Against Management

PLEASE NOTE THAT THIS MEETING

MENTIONS

DISSENTER'S RIGHTS, PLEASE REFER

CMMT TO-THE Non-Voting

MANAGEMENT INFORMATION

CIRCULAR FOR

DETAILS

PLEASE NOTE THAT SHAREHOLDERS

ARE

ALLOWED TO VOTE 'IN FAVOR' OR

CMMT 'AGAINST'-ONLY Non-Voting

FOR RESOLUTION 1, ABSTAIN IS NOT A

VOTING

OPTION ON THIS MEETING

1 TO CONSIDER AND, IF THOUGHT ManagementFor For

ADVISABLE, TO

PASS, WITH OR WITHOUT

AMENDMENT, A SPECIAL

RESOLUTION (THE "ARRANGEMENT

RESOLUTION")

TO APPROVE A PLAN OF

ARRANGEMENT UNDER

DIVISION 5 OF PART 9 OF THE

BUSINESS

CORPORATIONS ACT (BRITISH

COLUMBIA)

WHEREBY, AMONG OTHER THINGS,

BPP PRISTINE

HOLDINGS ULC WOULD ACQUIRE ALL

OF THE

ISSUED AND OUTSTANDING CLASS A

UNITS (THE

"UNITS") OF PURE INDUSTRIAL REAL

ESTATE

TRUST (THE "TRUST") FOR

CONSIDERATION OF

CAD8.10 IN CASH PER UNIT. THE FULL

TEXT OF THE

ARRANGEMENT RESOLUTION IS SET

FORTH IN

SCHEDULE "B" TO THE

ACCOMPANYING

MANAGEMENT INFORMATION

CIRCULAR OF THE

TRUST

SNYDER'S-LANCE, INC.

Security 833551104 Meeting Type Special

Ticker Symbol LNCE Meeting Date 23-Mar-2018

ISIN US8335511049 Agenda 934731084 - Management

Item Proposal Proposed by Vote For/Against Management

Proposal to approve the Agreement and Plan

of Merger,

dated as of December 18, 2017, entered into

among

Snyder's-Lance, Inc. (the "Company"),

Campbell Soup

1. Company ("Campbell"), and Twist Merger ManagementFor For

Sub, Inc.

("Merger Sub"), including the Plan of Merger

included

therein, each as may be amended from time to

time (the

"merger agreement"), (the "merger").

Proposal to adjourn the special meeting, if

necessary or

appropriate, including to solicit additional

2. proxies if there ManagementFor For

are insufficient votes at the time of the special

meeting to

approve the merger agreement.

3. Proposal to approve, on a non-binding, ManagementFor For

advisory basis,

the payment of certain compensation and

benefits to the

Company's named executive officers that is

based on or

otherwise relates to the merger.

DST SYSTEMS, INC.

233326107 Meeting Type Security Special

Ticker **DST** Meeting Date 28-Mar-2018

Symbol

ISIN US2333261079 Agenda 934733040 - Management

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

Adopt the Agreement and Plan of Merger,

dated as of

January 11, 2018 (the "Merger Agreement")

among DST

Systems, Inc. ("DST"), SS&C Technologies

1. Holdings, Inc. For ManagementFor

and Diamond Merger Sub, Inc., thereby

approving the

transactions contemplated by the Merger

Agreement,

including the merger.

Approve, by a non-binding, advisory vote,

compensation

that will or may become payable by DST to its ManagementFor 2. For

named

executive officers in connection with the

merger.

Approve one or more adjournments of the

special

meeting, if necessary or appropriate, to solicit

3. additional ManagementFor For

proxies if there are insufficient votes to adopt

the Merger

Agreement at the time of the special meeting.

CALLIDUS SOFTWARE INC.

Security 13123E500 Meeting Type Special

Ticker **CALD** Meeting Date 29-Mar-2018

Symbol

ISIN US13123E5006 Agenda 934732012 - Management

Proposed For/Against Vote Item Proposal Management by

1. ManagementFor For To adopt the Agreement and Plan of Merger,

dated as of

January 29, 2018, by and among SAP

America, Inc.,

Emerson One Acquisition Corp., and Callidus

Software

Inc. ("Callidus").

To approve, on a non-binding advisory basis, the compensation that may be paid or become

2. payable to ManagementFor For

Callidus's named executive officers that is

based on or

otherwise relates to the merger.

To approve the adjournment of the special

meeting to a

later date, if board of directors determines that

it is

necessary or appropriate and is permitted by

the merger

3. agreement, to solicit additional proxies if there ManagementFor For

, to some additional proxies if there management of

15 1101 4

quorum present or there are not sufficient

votes in favor

of the adoption of the merger agreement at the

time of

the special meeting.

BLACKHAWK NETWORK HOLDINGS, INC.

Security 09238E104 Meeting Type Special

Ticker Symbol HAWK Meeting Date 30-Mar-2018

ISIN US09238E1047 Agenda 934736515 - Management

Item Proposal Proposed by Vote For/Against Management

To adopt the Agreement and Plan of Merger,

dated as of

January 15, 2018 (as it may be amended from

time to

time, the "merger agreement"), by and among

Blackhawk

Network Holdings, Inc., a Delaware

corporation (the

1. "Company"), BHN Holdings, Inc., a Delaware ManagementFor For

corporation

("Parent") and BHN Merger Sub, Inc., a

Delaware

corporation and a wholly owned subsidiary of

Parent

("Merger Sub"), pursuant to which Merger Sub

will merge

with and into the Company (the "merger")

2. To approve, on an advisory (non-binding) ManagementFor For

basis, certain

compensation that may be paid or become

payable to the

Company's named executive officers in

connection with

the merger

To approve the adjournment of the special

meeting, if

necessary or appropriate, including to solicit

additional

proxies if there are insufficient votes at the 3.

time of the

special meeting to approve the proposal to

adopt the

merger agreement or in the absence of a

quorum

KINDRED HEALTHCARE, INC.

Security 494580103

Ticker **KND**

Item

US4945801037

Proposal

Symbol **ISIN**

Proposed

by

Vote

 ${\rm Management} {\rm No} \\ {\rm Action}$

Management

 $Management \stackrel{No}{,}$

ManagementFor

For/Against Management

Special

05-Apr-2018

934731173 - Management

For

Meeting Type

Meeting Date

Agenda

Adopt the Agreement and Plan of Merger,

dated as of

December 19, 2017, among Kindred

Healthcare, Inc.,

Kentucky Hospital Holdings, LLC, Kentucky

1. Homecare

Holdings, Inc. and Kentucky Homecare

Merger Sub, Inc.

(as may be amended from time to time, the

"merger

agreement").

Approve, on an advisory (non-binding) basis,

compensation that may be paid or become

2. payable to

Kindred Healthcare, Inc.'s named executive

officers in

connection with the merger.

Approve the adjournment of the special

meeting, if

necessary or appropriate, to solicit additional

3. proxies if

there are not sufficient votes to adopt the

merger

agreement.

LENNAR CORPORATION

Security 526057302

Ticker **LENB**

Symbol **ISIN**

US5260573028

Action

Annual

Meeting Date

Meeting Type

11-Apr-2018

Agenda

934730917 - Management

Item	Proposal	Proposed	Vote	For/Again	
	DIRECTOR	by Manager		Manageme	ent
1.	1 Irving Bolotin	Manageme	For	For	
	2 Steven L. Gerard		For	For	
	3 Theron I. "Tig" Gilliam		For	For	
	4 Sherrill W. Hudson		For	For	
	5 Sidney Lapidus		For	For	
	6 Teri P. McClure		For	For	
	7 Stuart Miller		For	For	
	8 Armando Olivera		For	For	
	9 Donna Shalala		For	For	
	10 Scott Stowell		For	For	
	11 Jeffrey Sonnenfeld		For	For	
	Ratification of the appointment of Deloitte &		1 01	1 01	
	Touche LLP				
_	as Lennar's independent registered public		_	_	
2.	accounting	Manageme	entFor	For	
	firm for the fiscal year ending November 30,				
	2018.				
	Approval, on an advisory basis, of the				
3.	compensation of	Manageme	entFor	For	
	Lennar's named executive officers.	Č			
	Approval of a stockholder proposal regarding				
4.	our	Shareholde	er Against	For	
	common stock voting structure.				
	Approval of a stockholder proposal regarding				
	providing				
5.	holders an annual right to convert a limited	Shareholde	т Бол	A asimat	
3.	amount of	Shareholde	er ror	Against	
	Class B common stock into Class A common				
	stock.				
	Approval of a stockholder proposal regarding	a			
6.	limit on	Shareholde	er Against	For	
	director tenure.				
SMITH	H & NEPHEW PLC				
Securit	y 83175M205		Meeting	g Type	Annual
Ticker	, SNN		Meeting	Date	12-Apr-2018
Symbo ISIN	US83175M2052		Agenda		934739422 - Management
			C		S
Item	Proposal	Proposed	Vote	For/Again	st
пеш	Floposai	by	VOLE	Manageme	ent
1.	To receive the audited accounts	Manageme	entFor	For	
	To approve the Directors' Remuneration				
2.	Report	Manageme	entFor	For	
	(excluding policy)		_	_	
3.	To declare a final dividend	Manageme		For	
4.	Election of Director: Graham Baker	Manageme		For	
5.	Election of Director: Vinita Bali	Manageme		For	
6.	Election of Director: Ian Barlow	Manageme	entFor	For	

7.	Election of Director: Olivier Bohuon Election of Director: The Rt. Hon Baroness	Manageme	ntFor	For	
8.	Virginia Bottomley	Manageme	ntFor	For	
9.	Election of Director: Erik Engstrom	Manageme	ntFor	For	
10.	Election of Director: Roland Diggelmann	Manageme		For	
11.	Election of Director: Robin Freestone	Manageme		For	
12.	Election of Director: Michael Friedman	Manageme		For	
13.	Election of Director: Marc Owen	Manageme		For	
14.	Election of Director: Angie Risley	Manageme		For	
15.	Election of Director: Roberto Quarta	Manageme		For	
16.	To re-appoint the Auditor	Manageme		For	
10.	To authorise the Directors to determine the	Manageme	1111 01	1 01	
17.	remuneration	Manageme	ntFor	For	
17.	of the Auditor	ivialiagenie	IIII OI	1.01	
18.	To renew the Directors' authority to allot	Manageme	ntFor	For	
	shares				
10	To renew the Directors' authority for the	M	4T		
19.	disapplication of	Manageme	ntFor	For	
	the pre-emption rights				
20	To renew the Directors' limited authority to	3.6		-	
20.	make market	Manageme	ntFor	For	
	purchases of the Company's own shares				
	To authorise general meetings to be held on 1		_	_	
21.	clear	Manageme	ntFor	For	
	days' notice				
CNHI	NIDHCTDIAI NIV				
CIVIII	NDUSTRIAL N.V.				
			Meeting	Type	Ordinary General
Securit			Meeting	Туре	Ordinary General Meeting
Securit Ticker	y N20944109		_		Meeting
Securit Ticker Symbo	y N20944109 1		Meeting		Meeting 13-Apr-2018
Securit Ticker	y N20944109		_		Meeting
Securit Ticker Symbo	y N20944109 1		Meeting	Date	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN	y N20944109 l NL0010545661	Proposed	Meeting Agenda	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN	y N20944109 l NL0010545661 Proposal	by	Meeting Agenda Vote	Date	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN	y N20944109 I NL0010545661 Proposal OPENING		Meeting Agenda Vote	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item	y N20944109 I NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION	by Non-Voting	Meeting Agenda Vote	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN	y N20944109 I NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE	by	Meeting Agenda Vote	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item	y N20944109 I NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017	by Non-Voting	Meeting Agenda Vote	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item	y N20944109 I NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE	by Non-Voting	Meeting Agenda Vote	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item	y N20944109 I NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017	by Non-Voting	Meeting Agenda Vote	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item	y N20944109 I NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE	by Non-Voting	Meeting Agenda Vote g	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A	N20944109 I NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE	by Non-Voting Non-Voting	Meeting Agenda Vote g	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A	N20944109 I NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE AND COMPLIANCE WITH DUTCH	by Non-Voting Non-Voting	Meeting Agenda Vote g	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A	N20944109 NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE AND COMPLIANCE WITH DUTCH CORPORATE-	by Non-Voting Non-Voting	Meeting Agenda Vote g	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A	N20944109 NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE AND COMPLIANCE WITH DUTCH CORPORATE- GOVERNANCE CODE	by Non-Voting Non-Voting	Meeting Agenda Vote g	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A	N20944109 NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE AND COMPLIANCE WITH DUTCH CORPORATE- GOVERNANCE CODE ANNUAL REPORT 2017: POLICY ON	by Non-Voting Non-Voting	Meeting Agenda Vote g	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A	NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE AND COMPLIANCE WITH DUTCH CORPORATE- GOVERNANCE CODE ANNUAL REPORT 2017: POLICY ON ADDITIONS TO RESERVES AND ON DIVIDENDS	by Non-Voting Non-Voting	Meeting Agenda Vote g	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A	NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE AND COMPLIANCE WITH DUTCH CORPORATE- GOVERNANCE CODE ANNUAL REPORT 2017: POLICY ON ADDITIONS TO	by Non-Voting Non-Voting Non-Voting	Meeting Agenda Vote g	Date For/Again	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A 2.B	NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE AND COMPLIANCE WITH DUTCH CORPORATE- GOVERNANCE CODE ANNUAL REPORT 2017: POLICY ON ADDITIONS TO RESERVES AND ON DIVIDENDS ANNUAL REPORT 2017: ADOPTION OF	by Non-Voting Non-Voting	Meeting Agenda Vote g	Date For/Again Manageme	Meeting 13-Apr-2018 709021668 - Management
Securit Ticker Symbo ISIN Item 1 2.A 2.B	NL0010545661 Proposal OPENING ANNUAL REPORT 2017: APPLICATION OF THE REMUNERATION POLICY IN 2017 ANNUAL REPORT 2017: CORPORATE GOVERNANCE AND COMPLIANCE WITH DUTCH CORPORATE- GOVERNANCE CODE ANNUAL REPORT 2017: POLICY ON ADDITIONS TO RESERVES AND ON DIVIDENDS ANNUAL REPORT 2017: ADOPTION OF THE 2017	by Non-Voting Non-Voting Non-Voting	Meeting Agenda Vote g g g	Date For/Again Manageme	Meeting 13-Apr-2018 709021668 - Management

		52 1 G115 1 G1111 1 1 7 1	
	ANNUAL REPORT 2017:		
	DETERMINATION AND		
	DISTRIBUTION OF DIVIDEND: EUR 0.14		
	PER SHARE		
	ANNUAL REPORT 2017: RELEASE FROM		
	LIABILITY		
2.F	OF THE EXECUTIVE DIRECTORS AND	ManagementFor	For
	THE NON-		
	EXECUTIVE DIRECTORS OF THE BOARD)	
	RE-APPOINTMENT OF SERGIO		
3.A	MARCHIONNE	ManagementFor	For
	(EXECUTIVE DIRECTOR)		
	RE-APPOINTMENT OF RICHARD J.		
3.B	TOBIN	ManagementFor	For
	(EXECUTIVE DIRECTOR)		
2.0	RE-APPOINTMENT OF MINA GEROWIN	M	_
3.C	(NON-	ManagementFor	For
	EXECUTIVE DIRECTOR)		
3.D	RE-APPOINTMENT OF SUZANNE	ManagamantEan	For
3.D	HEYWOOD (NON- EXECUTIVE DIRECTOR)	ManagementFor	LOI
	RE-APPOINTMENT OF LEO W. HOULE		
3.E	(NON-	ManagementFor	For
J.L	EXECUTIVE DIRECTOR)	Wanagement of	1 01
	RE-APPOINTMENT OF PETER		
3.F	KALANTZIS (NON-	ManagementFor	For
3.1	EXECUTIVE DIRECTOR)	Wanagement of	1 01
	RE-APPOINTMENT OF JOHN B.		
3.G	LANAWAY (NON-	ManagementFor	For
	EXECUTIVE DIRECTOR)	C	
	RE-APPOINTMENT OF SILKE C.		
3.H	SCHEIBER (NON-	ManagementFor	For
	EXECUTIVE DIRECTOR)	-	
	RE-APPOINTMENT OF GUIDO		
3.I	TABELLINI (NON-	ManagementFor	For
	EXECUTIVE DIRECTOR)		
	RE-APPOINTMENT OF JACQUELINE A.		
3.J	TAMMENOMS	ManagementFor	For
	BAKKER (NON-EXECUTIVE DIRECTOR)		
	RE-APPOINTMENT OF JACQUES		
3.K	THEURILLAT (NON-	ManagementFor	For
	EXECUTIVE DIRECTOR)		
	PROPOSAL TO RE-APPOINT ERNST AND		
4	YOUNG	M	_
4	ACCOUNTANTS LLP AS THE	ManagementFor	For
	INDEPENDENT		
5 A	AUDITOR OF THE COMPANY	ManagamantEar	E
5.A	DELEGATION OF THE BOARD AS	ManagementFor	For
	AUTHORIZED BODY TO ISSUE COMMON SHARES, TO		
	GRANT		
	UMAINI		

RIGHTS TO ACQUIRE COMMON SHARES IN THE CAPITAL OF THE COMPANY DELEGATION OF THE BOARD AS **AUTHORIZED** BODY TO LIMIT OR EXCLUDE STATUTORY PRE-EMPTIVE RIGHTS TO THE ISSUANCE OF $^{\mbox{\scriptsize ManagementFor}}$ 5.B For **COMMON** SHARES IN THE CAPITAL OF THE **COMPANY** DELEGATION OF THE BOARD AS **AUTHORIZED** 5.C BODY TO ISSUE SPECIAL VOTING ManagementFor For SHARES IN THE CAPITAL OF THE COMPANY REPLACEMENT OF THE EXISTING **AUTHORIZATION** TO THE BOARD OF THE AUTHORITY TO 6 ManagementFor **ACQUIRE** For COMMON SHARES IN THE CAPITAL OF THE **COMPANY** 7 **CLOSE OF MEETING** Non-Voting 27 MAR 2018: PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION OF THE-TEXT IN **RESOLUTION 2.E AND CHANGE IN** MEETING TYPE CMMT FROM AGM TO OGM. IF YOU-HAVE Non-Voting ALREADY SENT IN YOUR VOTES, PLEASE DO NOT VOTE **AGAIN** UNLESS YOU DECIDE-TO AMEND YOUR **ORIGINAL** INSTRUCTIONS. THANK YOU. KONINKLIJKE KPN N.V. Security N4297B146 Meeting Type **Annual General Meeting** Ticker Meeting Date 18-Apr-2018 Symbol ISIN 709055621 - Management NL0000009082 Agenda **Proposed** For/Against Vote Proposal Item Management by 1 **OPENING AND ANNOUNCEMENTS** Non-Voting REPORT BY THE BOARD OF 2 MANAGEMENT FOR Non-Voting THE FISCAL YEAR 2017 **EXPLANATION CORPORATE** 3 Non-Voting **GOVERNANCE**

4	REMUNERATION IN THE FISCAL YEAR 2017	Non-Voting	
5	PROPOSAL TO ADOPT THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR	ManagementFor	For
6	2017 EXPLANATION OF THE FINANCIAL AND DIVIDEND POLICY	Non-Voting	
7	PROPOSAL TO DETERMINE THE DIVIDEND OVER THE FISCAL YEAR 2017: APPROVE DIVIDENDS OF EUR 0.127 PER SHARE	ManagementFor	For
8	PROPOSAL TO DISCHARGE THE MEMBERS OF THE BOARD OF MANAGEMENT FROM LIABILITY	ManagementFor	For
9	PROPOSAL TO DISCHARGE THE MEMBERS OF THE SUPERVISORY BOARD FROM LIABILITY	ManagementFor	For
10	PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION, AMONG OTHERS TO MOVE THE REGISTERED OFFICE OF KPN TO ROTTERDAM	ManagementFor	For
11	PROPOSAL TO APPOINT THE EXTERNAL AUDITOR FOR THE FISCAL YEAR 2019: ERNST AND YOUNG	ManagementFor	For
12	ANNOUNCEMENT OF THE INTENDED REAPPOINTMENT OF MR J.C. DE JAGER AS MEMBER OF-THE BOARD OF MANAGEMENT OPPORTUNITY TO MAKE	Non-Voting	
13	RECOMMENDATIONS FOR THE APPOINTMENT OF A MEMBER OF THE- SUPERVISORY BOARD	Non-Voting	
14	PROPOSAL TO REAPPOINT MRS C.J.G.		
	ZUIDERWIJK AS MEMBER OF THE SUPERVISORY BOARD	ManagementFor	For
15	ZUIDERWIJK AS MEMBER OF THE SUPERVISORY BOARD PROPOSAL TO REAPPOINT MR D.W. SICKINGHE AS MEMBER OF THE SUPERVISORY BOARD	ManagementFor	For
15 16	ZUIDERWIJK AS MEMBER OF THE SUPERVISORY BOARD PROPOSAL TO REAPPOINT MR D.W. SICKINGHE AS	ManagementFor	

PROPOSAL TO AUTHORISE THE BOARD OF MANAGEMENT TO RESOLVE THAT THE **COMPANY** MAY ACQUIRE ITS OWN SHARES PROPOSAL TO REDUCE THE CAPITAL 18 ManagementFor **THROUGH** For **CANCELLATION OF OWN SHARES** PROPOSAL TO DESIGNATE THE BOARD OF 19 MANAGEMENT AS THE COMPETENT ManagementFor For **BODY TO ISSUE ORDINARY SHARES** PROPOSAL TO DESIGNATE THE BOARD MANAGEMENT AS THE COMPETENT 20 ManagementFor **BODY TO** For RESTRICT OR EXCLUDE PRE-EMPTIVE **RIGHTS UPON ISSUING ORDINARY SHARES** ANY OTHER BUSINESS AND CLOSURE 21 OF THE Non-Voting **MEETING** 21 MAR 2018: PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION OF THE-TEXT OF RESOLUTION 7 AND 11. IF YOU HAVE CMMT ALREADY SENT IN YOUR VOTES, PLEASE-DO NOT $^{\text{Non-Voting}}$ **VOTE** AGAIN UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS.-THANK YOU. AXIS AB (PUBL) Security W1051W100 Meeting Type **Annual General Meeting** Ticker Meeting Date 18-Apr-2018 Symbol **ISIN** SE0000672354 Agenda 709067765 - Management **Proposed** For/Against Vote Item **Proposal** by Management AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE Non-Voting CMMT MEETING-REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION. **CMMT** Non-Voting

MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED **TO-PROVIDE** THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. **THIS** INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-CMMT INSTRUCTIONS IN THIS MARKET. Non-Voting ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY **OUESTIONS, PLEASE** CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE 1 OPENING OF THE MEETING Non-Voting ELECTION OF THE CHAIRMAN OF THE 2 **MEETING:** Non-Voting PROFESSOR SVANTE JOHANSSON PREPARATION AND APPROVAL OF THE **VOTING** 3 Non-Voting LIST 4 APPROVAL OF THE AGENDA Non-Voting ELECTION OF ONE OR TWO PERSONS 5 TO APPROVE Non-Voting THE MINUTES DETERMINATION AS TO WHETHER THE **MEETING** 6 Non-Voting HAS BEEN DULY CONVENED 7 PRESENTATION OF THE ANNUAL Non-Voting REPORT AND THE AUDITOR'S REPORT, AND THE-CONSOLIDATED ANNUAL REPORT AND THE AUDITOR'S

REPORT FOR THE GROUP PRESENTATION OF THE REPORT OF 8 THE SPECIAL Non-Voting **EXAMINER** RESOLUTION: CONCERNING THE ADOPTION OF THE PROFIT AND LOSS ACCOUNT AND THE Management No Action 9.A BALANCE SHEET, AND THE **CONSOLIDATED PROFIT** AND LOSS ACCOUNT AND THE CONSOLIDATED **BALANCE SHEET** RESOLUTION: CONCERNING THE **DISPOSITION OF** THE COMPANY'S PROFIT AS SET FORTH Management No 9.B Action IN THE ADOPTED BALANCE SHEET RESOLUTION: CONCERNING **DISCHARGE FROM** 9.C LIABILITY FOR THE MEMBERS OF THE Management Action **BOARD OF** DIRECTORS AND FOR THE PRESIDENT DETERMINATION OF THE NUMBER OF **MEMBERS OF** 10 THE BOARD OF DIRECTORS AND Management **AUDITORS: FIVE BOARD MEMBERS AND ONE AUDITOR DETERMINATION OF THE FEES** Management No PAYABLE TO THE 11 Action BOARD OF DIRECTORS AND THE **AUDITOR** 12 ELECTION OF BOARD MEMBERS, ManagementNo **CHAIRMAN OF** Action THE BOARD AND AUDITOR: BIORN RIESE, HAKAN KIRSTEIN, MARTIN GREN AND TOSHIZO **TANAKA** SHALL BE RE-ELECTED MEMBERS OF THE BOARD OF DIRECTORS (BERT NORDBERG HAS **DECLINED** RE-ELECTION). THAT MARIANNE **BRISMAR SHALL** BE ELECTED AS NEW MEMBER OF THE **BOARD OF** DIRECTORS. THAT BIORN RIESE SHALL BE RE-ELECTED CHAIRMAN OF THE BOARD.

ERNST &

YOUNG AB SHALL BE RE-ELECTED AS

AUDITOR

RESOLUTION CONCERNING THE

BOARD OF

DIRECTORS' PROPOSAL REGARDING

PRINCIPLES

FOR DETERMINING SALARIES AND

OTHER

 ${\rm Management}^{\hbox{No}}_{\hbox{Action}}$

REMUNERATION TO THE PRESIDENT

AND OTHER

MEMBERS OF COMPANY

MANAGEMENT

14 CLOSING OF THE MEETING Non-Voting

PARMALAT S.P.A.

Security T7S73M107 Meeting Type Ordinary General

Meeting Meeting

Ticker Symbol Meeting Date 19-Apr-2018

ISIN IT0003826473 Agenda 709073958 - Management