

GDL FUND
Form N-PX
August 18, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

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

Investment Company Act file number 811-21969

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: 1-800-422-3554

Date of fiscal year end: December 31

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

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

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

PROXY VOTING RECORD

FOR PERIOD JULY 1, 2016 TO JUNE 30, 2017

ProxyEdge

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

The GDL Fund

Investment Company Report

SYMMETRY SURGICAL INC.

Security 87159G100

Ticker Symbol SSRG

ISIN US87159G1004

Meeting Type

Meeting Date

Agenda

Special

01-Jul-2016

934444441 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 2, 2016, AMONG SYMMETRY SURGICAL INC., SYMMETRY SURGICAL HOLDINGS, INC. AND SYMMETRY ACQUISITION CORP, INC., AND THEREBY APPROVE THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT, INCLUDING THE MERGER.	Management	For	For
2.	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 ADOPT THE MERGER	Management	For	For

AGREEMENT AT THE TIME OF
THE SPECIAL
MEETING.

TUMI HOLDINGS, INC

Security 89969Q104

Ticker Symbol TUMI

ISIN US89969Q1040

Meeting Type

Meeting Date

Agenda

Special

12-Jul-2016

934449047 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 3, 2016, AMONG SAMSONITE INTERNATIONAL S.A., PTL ACQUISITION INC. AND TUMI HOLDINGS, INC.	Management	For	For
2.	THE PROPOSAL TO APPROVE, ON A NON-BINDING ADVISORY BASIS, SPECIFIED COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO TUMI HOLDINGS, INC.'S PRINCIPAL EXECUTIVE OFFICER, PRINCIPAL FINANCIAL OFFICER AND THREE MOST HIGHLY COMPENSATED EXECUTIVE OFFICERS OTHER THAN THE PRINCIPAL EXECUTIVE OFFICER AND .. (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Management	For	For
3.	THE PROPOSAL 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.	Management	For	For

CVENT, INC.

Security 23247G109

Meeting Type

Special

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Ticker Symbol CVT	Meeting Date	12-Jul-2016
ISIN US23247G1094	Agenda	934451066 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 17, 2016, BY AND AMONG PAPAY HOLDCO, LLC, PAPAY MERGER SUB, INC. AND CVENT, INC., 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	Management	For	For
2.	TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING	Management	For	For

OFFICE DEPOT, INC.

Security 676220106	Meeting Type	Annual
Ticker Symbol ODP	Meeting Date	13-Jul-2016
ISIN US6762201068	Agenda	934451977 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: ROLAND C. SMITH	Management	For	For
1B.	ELECTION OF DIRECTOR: WARREN F. BRYANT	Management	For	For
1C.	ELECTION OF DIRECTOR: RAKESH GANGWAL	Management	For	For
1D.	ELECTION OF DIRECTOR: CYNTHIA T. JAMISON	Management	For	For
1E.	ELECTION OF DIRECTOR: V. JAMES MARINO	Management	For	For
1F.	ELECTION OF DIRECTOR: MICHAEL J. MASSEY	Management	For	For
1G.	ELECTION OF DIRECTOR: FRANCESCA RUIZ DE LUZURIAGA	Management	For	For
1H.	ELECTION OF DIRECTOR: DAVID M. SZYMANSKI	Management	For	For

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- | | | | |
|-----|--|----------------|-----|
| 1I. | ELECTION OF DIRECTOR:
NIGEL TRAVIS | Management For | For |
| 1J. | ELECTION OF DIRECTOR:
JOSEPH S. VASSALLUZZO | Management For | For |
| 2. | PROPOSAL TO RATIFY THE
APPOINTMENT BY
OFFICE DEPOT, INC.'S AUDIT
COMMITTEE OF
DELOITTE & TOUCHE LLP AS
OFFICE DEPOT'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING
FIRM FOR THE CURRENT
YEAR.
PROPOSAL TO HOLD AN
ADVISORY VOTE | Management For | For |
| 3. | APPROVING OFFICE DEPOT'S
EXECUTIVE
COMPENSATION. | Management For | For |

EMC CORPORATION

Security	268648102	Meeting Type	Special
Ticker Symbol	EMC	Meeting Date	19-Jul-2016
ISIN	US2686481027	Agenda	934449768 - Management

- | Item | Proposal | Proposed
by | Vote | For/Against
Management |
|------|--|----------------|------|---------------------------|
| 1. | PROPOSAL TO APPROVE THE
AGREEMENT AND
PLAN OF MERGER, DATED AS
OF OCTOBER 12,
2015, AS AMENDED BY THE
FIRST AMENDMENT TO
AGREEMENT AND PLAN OF
MERGER, DATED AS OF
MAY 16, 2016, AS SO
AMENDED AND AS IT MAY BE
AMENDED FROM TIME TO
TIME, REFERRED TO
COLLECTIVELY AS THE
MERGER AGREEMENT,
AMONG DENALI HOLDING
...(DUE TO SPACE LIMITS,
SEE PROXY STATEMENT FOR
FULL PROPOSAL) | Management | For | For |
| 2. | PROPOSAL TO APPROVE, ON A
NON-BINDING,
ADVISORY BASIS, THE
COMPENSATION PAYMENTS
THAT WILL OR MAY BE PAID
BY EMC TO ITS NAMED
EXECUTIVE OFFICERS IN | Management | For | For |

CONNECTION WITH THE
MERCER.
PROPOSAL TO APPROVE THE
ADJOURNMENT OF
THE SPECIAL MEETING, IF
NECESSARY OR
3. APPROPRIATE, TO SOLICIT
ADDITIONAL PROXIES IF
THERE ARE NOT SUFFICIENT
VOTES TO APPROVE
THE MERGER AGREEMENT.

Management For For

PREMIER FOODS PLC, ST ALBANS

Security G7S17N124

Ticker Symbol

ISIN GB00B7N0K053

Meeting Type

Meeting Date

Agenda

Annual General Meeting

21-Jul-2016

707172932 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	TO RECEIVE THE 2015/16 ANNUAL REPORT	Management	For	For
2	TO APPROVE THE DIRECTORS REMUNERATION REPORT	Management	For	For
3	TO ELECT TSUNAO KIJIMA AS A DIRECTOR	Management	For	For
4	TO RE-ELECT DAVID BEEVER AS A DIRECTOR	Management	For	For
5	TO RE-ELECT GAVIN DARBY AS A DIRECTOR	Management	For	For
6	TO RE-ELECT RICHARD HODGSON AS A DIRECTOR	Management	For	For
7	TO RE-ELECT IAN KRIEGER AS A DIRECTOR	Management	For	For
8	TO RE-ELECT JENNIFER LAING AS A DIRECTOR	Management	For	For
9	TO RE-ELECT ALASTAIR MURRAY AS A DIRECTOR	Management	For	For
10	TO RE-ELECT PAM POWELL AS A DIRECTOR	Management	For	For
11	TO APPOINT KPMG LLP AS AUDITOR	Management	For	For
12	TO APPROVE THE REMUNERATION OF THE AUDITOR	Management	For	For
13	TO APPROVE THE AUTHORITY TO ALLOT SHARES	Management	For	For
14	TO RENEW THE POWER TO DISAPPLY PRE- EMPTION RIGHTS	Management	For	For
15	TO RENEW THE POWER TO DISAPPLY PRE-	Management	For	For

	EMPTION RIGHTS FOR AN ACQUISITION OR A SPECIFIED CAPITAL INVESTMENT TO APPROVE THE NOTICE PERIOD FOR GENERAL MEETINGS	Management Against	Against
16	TO APPROVE THE AUTHORITY TO MAKE POLITICAL DONATIONS	Management For	For

SABMILLER PLC, WOKING SURREY

Security	G77395104	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	21-Jul-2016
ISIN	GB0004835483	Agenda	707207646 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	TO RECEIVE THE FINANCIAL STATEMENTS OF THE COMPANY AND THE REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31 MARCH 2016	Management	No Action	
2	TO APPROVE THE DIRECTORS REMUNERATION REPORT 2016, OTHER THAN THE DIRECTORS REMUNERATION POLICY, CONTAINED IN THE ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2016	Management	No Action	
3	TO RE-ELECT MR. J P DU PLESSIS AS A DIRECTOR OF THE COMPANY	Management	No Action	
4	TO RE-ELECT MR. A J CLARK AS A DIRECTOR OF THE COMPANY	Management	No Action	
5	TO ELECT MR. D J DE LORENZO AS A DIRECTOR OF THE COMPANY	Management	No Action	
6	TO RE-ELECT MR. M H ARMOUR AS A DIRECTOR OF THE COMPANY	Management	No Action	
7	TO RE-ELECT MR. D R BERAN AS A DIRECTOR OF THE COMPANY	Management	No Action	
8	TO RE-ELECT MR. G C BIBLE AS A DIRECTOR OF THE COMPANY	Management	No Action	

9	<p>TO RE-ELECT MR. D S DEVITRE AS A DIRECTOR OF THE COMPANY</p>	Management No Action
10	<p>TO RE-ELECT MR. G R ELLIOTT AS A DIRECTOR OF THE COMPANY</p>	Management No Action
11	<p>TO RE-ELECT MS. L M S KNOX AS A DIRECTOR OF THE COMPANY</p>	Management No Action
12	<p>TO RE-ELECT MR. T A MANUEL AS A DIRECTOR OF THE COMPANY</p>	Management No Action
13	<p>TO RE-ELECT DR. D F MOYO AS A DIRECTOR OF THE COMPANY</p>	Management No Action
14	<p>TO RE-ELECT MR. C A PEREZ DAVILA AS A DIRECTOR OF THE COMPANY</p>	Management No Action
15	<p>TO RE-ELECT MR. A SANTO DOMINGO DAVILA AS A DIRECTOR OF THE COMPANY</p>	Management No Action
16	<p>TO RE-ELECT MS. H A WEIR AS A DIRECTOR OF THE COMPANY</p>	Management No Action
17	<p>TO DECLARE A FINAL DIVIDEND OF 93.75 US CENTS PER SHARE, PAYABLE IF THE PROPOSED ACQUISITION OF THE COMPANY BY A BELGIAN COMPANY FORMED FOR THE PURPOSES OF THE RECOMMENDED ACQUISITION OF THE COMPANY BY ANHEUSER-BUSCH INBEV SA/NV HAS NOT BECOME EFFECTIVE PRIOR TO 12 AUGUST</p>	Management No Action
18	<p>TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS OF THE COMPANY, TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT GENERAL MEETING AT WHICH ACCOUNTS ARE LAID TO AUTHORISE THE</p>	Management No Action
19	<p>DIRECTORS TO DETERMINE THE REMUNERATION OF THE AUDITORS</p>	Management No Action

- 20 TO GIVE A GENERAL POWER AND AUTHORITY TO THE DIRECTORS TO ALLOT SHARES Management No Action
- 21 TO GIVE A GENERAL POWER AND AUTHORITY TO THE DIRECTORS TO ALLOT SHARES FOR CASH OTHERWISE THAN PRO RATA TO ALL SHAREHOLDERS Management No Action
- 22 TO GIVE A GENERAL AUTHORITY TO THE DIRECTORS TO MAKE MARKET PURCHASES OF ORDINARY SHARES OF USD 0.10 EACH IN THE CAPITAL OF THE COMPANY TO APPROVE THE CALLING OF GENERAL MEETINGS, OTHER THAN AN ANNUAL GENERAL MEETING, ON NOT LESS THAN 14 CLEAR DAYS Management No Action
- 23

MEDIA GENERAL, INC.

Security 58441K100

Ticker Symbol MEG

ISIN US58441K1007

Meeting Type

Annual

Meeting Date

21-Jul-2016

Agenda

934448540 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 DIANA F. CANTOR		For	For
	2 ROYAL W. CARSON III		For	For
	3 H.C. CHARLES DIAO		For	For
	4 DENNIS J. FITZSIMONS		For	For
	5 SOOHYUNG KIM		For	For
	6 DOUGLAS W. MCCORMICK		For	For
	7 JOHN R. MUSE		For	For
	8 WYNDHAM ROBERTSON		For	For
	9 VINCENT L. SADUSKY		For	For
	10 THOMAS J. SULLIVAN		For	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	Management	For	For

3.	THE BOARD'S ADVISORY VOTE ON EXECUTIVE COMPENSATION. LEXMARK INTERNATIONAL, INC.	Management For	For
Security	529771107	Meeting Type	Special
Ticker Symbol	LXX	Meeting Date	22-Jul-2016
ISIN	US5297711070	Agenda	934453642 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), DATED AS OF APRIL 19, 2016, BY AND AMONG LEXMARK INTERNATIONAL, INC. (THE "COMPANY"), NINESTAR HOLDINGS COMPANY LIMITED, NINESTAR GROUP COMPANY LIMITED, NINESTAR LEXMARK COMPANY LIMITED, ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). THE PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, SPECIFIED COMPENSATION	Management	For	For
2.	THAT MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF	Management	For	For
3.	THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. HANSEN MEDICAL, INC.	Management	For	For

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Security	411307200	Meeting Type	Annual
Ticker Symbol	HNSN	Meeting Date	22-Jul-2016
ISIN	US4113072007	Agenda	934455242 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	<p>TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 19, 2016 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG HANSEN, AURIS SURGICAL ROBOTICS, INC., A DELAWARE CORPORATION ("AURIS"), AND PINECO ACQUISITION CORP., A ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)</p> <p>TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO HANSEN'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.</p>	Management	For	For
2.	<p>TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO HANSEN'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.</p>	Management	For	For
3.	<p>TO CONSIDER AND VOTE ON A PROPOSAL TO ADJOURN THE ANNUAL MEETING TO A LATER DATE OR TIME IF NECESSARY OR APPROPRIATE, AS DETERMINED BY THE COMPANY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES AT</p>	Management	For	For

THE TIME OF THE ANNUAL MEETING, OR ANY ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)

4.	DIRECTOR	Management		
	1 KEVIN HYKES		For	For
	2 NADIM YARED		For	For
	3 MARJORIE L. BOWEN		For	For

TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS

5.	OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	Management	For	For
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CARMIKE CINEMAS, INC.

Security	143436400	Meeting Type	Special
Ticker Symbol	CKEC	Meeting Date	25-Jul-2016
ISIN	US1434364006	Agenda	934437030 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 3, 2016, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG CARMIKE CINEMAS, INC., ("CARMIKE"), AMC ENTERTAINMENT HOLDINGS, INC. AND CONGRESS MERGER SUBSIDIARY, INC. (THE "MERGER AGREEMENT").	Management	Abstain	Against
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION ARRANGEMENTS THAT MAY BE PAYABLE TO CARMIKE'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE COMPLETION OF THE MERGER PURSUANT TO THE MERGER AGREEMENT.	Management	Abstain	Against
3.		Management	Abstain	Against

TO APPROVE AN
 ADJOURNMENT OF THE
 SPECIAL
 MEETING OF STOCKHOLDERS
 FROM TIME TO TIME
 IF NECESSARY OR
 APPROPRIATE, INCLUDING TO
 SOLICIT ADDITIONAL
 PROXIES IF THERE ARE NOT
 SUFFICIENT VOTES AT THE
 TIME OF THE SPECIAL
 MEETING TO ADOPT THE
 MERGER AGREEMENT.

VIRGIN AMERICA INC.

Security 92765X208

Ticker Symbol VA

ISIN US92765X2080

Meeting Type

Meeting Date

Agenda

Special

26-Jul-2016

934454668 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	<p>TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 1, 2016, BY AND AMONG ALASKA AIR GROUP, INC., A DELAWARE CORPORATION ("ALASKA AIR GROUP"), ALPINE ACQUISITION CORP., A DELAWARE CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF ALASKA AIR GROUP ("MERGER SUB") AND VIRGIN AMERICA, AS IT MAY BE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)</p> <p>TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL VOTES TO APPROVE THE</p>	Management	For	For
2.	<p>MERGER PROPOSAL, IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT (THE "ADJOURNMENT PROPOSAL").</p>	Management	For	For

3. TO APPROVE ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT WILL OR MAY BECOME PAYABLE TO OUR NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER (THE "COMPENSATION PROPOSAL"), AS DISCLOSED PURSUANT TO ITEM 402(T) OF REGULATION S-K IN "THE MERGER- ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)
- Management For For

EXAMWORKS GROUP, INC.(EXAM)

Security	30066A105	Meeting Type	Special
Ticker Symbol	EXAM	Meeting Date	26-Jul-2016
ISIN	US30066A1051	Agenda	934455456 - Management

- | Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1. | TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED APRIL 26, 2016, BY AND AMONG GOLD PARENT, L.P., WHICH WE REFER TO AS PARENT, GOLD MERGER CO, INC., AN INDIRECT, WHOLLY OWNED SUBSIDIARY OF PARENT, EXAMWORKS GROUP, INC., AS IT MAY BE AMENDED FROM TIME TO TIME, WHICH WE REFER TO AS THE MERGER AGREEMENT. | Management | For | For |
| 2. | 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 AND ADOPT THE MERGER AGREEMENT AT | Management | For | For |

3. THE TIME OF THE SPECIAL MEETING. TO APPROVE, BY NON-BINDING, ADVISORY VOTE, COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY EXAMWORKS GROUP, INC. TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.

Management For For

SCIQUEST, INC.

Security 80908T101

Ticker Symbol SQI

ISIN US80908T1016

Meeting Type

Meeting Date

Agenda

Special

26-Jul-2016

934456030 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 30, 2016, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG SCIQUEST, INC., AKKR GREEN PARENT, LLC AND AKKR GREEN MERGER SUB, INC.	Management	For	For
2.	TO ADJOURN 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 MERGER AGREEMENT.	Management	For	For
3.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, "GOLDEN PARACHUTE" COMPENSATION (AS DEFINED IN THE REGULATIONS OF THE SECURITIES AND EXCHANGE COMMISSION)	Management	For	For

PAYABLE TO CERTAIN OF
SCIQUEST, INC.'S
EXECUTIVE OFFICERS IN
CONNECTION WITH THE
CONSUMMATION OF THE
MERGER.

KRISPY KREME DOUGHNUTS, INC.

Security 501014104

Ticker Symbol KKD

ISIN US5010141043

Meeting Type

Special

Meeting Date

27-Jul-2016

Agenda

934456674 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED MAY 8, 2016 (THE "MERGER AGREEMENT"), BY AND AMONG KRISPY KREME DOUGHNUTS, INC. (THE "COMPANY"), COTTON PARENT, INC. ("PARENT"), COTTON MERGER SUB INC. ("MERGER SUB"), AND JAB HOLDINGS B.V. ("JAB HOLDINGS"). APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION THAT MAY BE PAID OR MAY BECOME PAYABLE TO THE COMPANY'S	Management	For	For
2.	NAMED EXECUTIVE OFFICERS IN CONNECTION WITH, OR FOLLOWING, THE CONSUMMATION OF THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Management	For	For
3.	APPROVAL OF ANY 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	Management	For	For

AGREEMENT.

MARKETO INC.

Security 57063L107

Ticker Symbol MKTO

ISIN US57063L1070

Meeting Type

Meeting Date

Agenda

Special

28-Jul-2016

934458553 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 27, 2016, BY AND AMONG MILESTONE HOLDCO, LLC, MILESTONE MERGER SUB, INC. AND MARKETO, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
2.	TO APPROVE THE ADOPTION OF ANY 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 ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

GATEGROUP HOLDING AG, KLOTEN

Security H30145108

Ticker Symbol

ISIN CH0100185955

Meeting Type

Meeting Date

Agenda

ExtraOrdinary General Meeting

29-Jul-2016

707260333 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
	CMMT PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE-REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE-REGISTRATION OF SHARES IN PART 1 OF THE MEETING. IT IS A MARKET REQUIREMENT-FOR MEETINGS OF THIS TYPE THAT THE SHARES ARE	Non-Voting		

REGISTERED AND
 MOVED TO A-REGISTERED
 LOCATION AT THE CSD,
 AND SPECIFIC POLICIES AT
 THE INDIVIDUAL-SUB-
 CUSTODIANS MAY VARY.
 UPON RECEIPT OF THE
 VOTE INSTRUCTION, IT IS
 POSSIBLE-THAT A
 MARKER MAY BE PLACED ON
 YOUR SHARES TO
 ALLOW FOR RECONCILIATION
 AND-RE-
 REGISTRATION FOLLOWING A
 TRADE. THEREFORE
 WHILST THIS DOES NOT
 PREVENT THE-TRADING
 OF SHARES, ANY THAT ARE
 REGISTERED MUST BE
 FIRST DEREGISTERED
 IF-REQUIRED FOR
 SETTLEMENT.
 DEREGISTRATION CAN
 AFFECT THE
 VOTING RIGHTS OF
 THOSE-SHARES. IF YOU HAVE
 CONCERNS REGARDING YOUR
 ACCOUNTS,
 PLEASE CONTACT
 YOUR-CLIENT
 REPRESENTATIVE
 RE-ELECTION TO THE BOARD
 OF DIRECTORS:
 1.1 ADAM TAN AS NEW MEMBER Management No Action
 AND CHAIRMAN
 RE-ELECTION TO THE BOARD
 1.2 OF DIRECTORS: DI Management No Action
 XIN (NEW)
 RE-ELECTION TO THE BOARD
 1.3 OF DIRECTORS: Management No Action
 FRANK NANG (NEW)
 RE-ELECTION TO THE BOARD
 1.4 OF DIRECTORS: Management No Action
 STEWART GORDON SMITH
 (NEW)
 RE-ELECTION TO THE BOARD
 1.5 OF DIRECTORS: Management No Action
 XAVIER ROSSINYOL (NEW)
 RE-ELECTION TO THE BOARD
 1.6 OF DIRECTORS: Management No Action
 FREDERICK W. REID

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- 2.1 ELECTION TO THE
COMPENSATION COMMITTEE: Management No Action
ADAM TAN
- 2.2 ELECTION TO THE
COMPENSATION COMMITTEE: Management No Action
DI
XIN
- 2.3 ELECTION TO THE
COMPENSATION COMMITTEE: Management No Action
FREDERICK W. REID

QUESTAR CORPORATION

Security	748356102	Meeting Type	Annual
Ticker Symbol	STR	Meeting Date	02-Aug-2016
ISIN	US7483561020	Agenda	934451244 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A	ELECTION OF DIRECTOR: TERESA BECK	Management	For	For
1B	ELECTION OF DIRECTOR: LAURENCE M. DOWNES	Management	For	For
1C	ELECTION OF DIRECTOR: CHRISTOPHER A. HELMS	Management	For	For
1D	ELECTION OF DIRECTOR: RONALD W. JIBSON	Management	For	For
1E	ELECTION OF DIRECTOR: JAMES T. MCMANUS, II	Management	For	For
1F	ELECTION OF DIRECTOR: REBECCA RANICH	Management	For	For
1G	ELECTION OF DIRECTOR: HARRIS H. SIMMONS	Management	For	For
1H	ELECTION OF DIRECTOR: BRUCE A. WILLIAMSON	Management	For	For
2	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	For	For
3	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITOR.	Management	For	For

INCONTACT INC

Security	45336E109	Meeting Type	Special
Ticker Symbol	SAAS	Meeting Date	11-Aug-2016
ISIN	US45336E1091	Agenda	934460914 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT AND APPROVE THE MERGER AGREEMENT DATED AS OF MAY 17, 2016, (AS IT	Management	For	For

MAY BE AMENDED FROM
 TIME TO TIME) BY AND
 AMONG INCONTACT, INC.,
 NICE-SYSTEMS LTD. AND
 VICTORY MERGER SUB INC., A
 WHOLLY OWNED
 INDIRECT SUBSIDIARY OF
 NICE-SYSTEMS LTD.,
 PURSUANT TO WHICH
 INCONTACT, INC. WOULD BE
 ACQUIRED BY NICE-SYSTEMS
 LTD.

2. TO APPROVE THE
 POSTPONEMENT OR
 ADJOURNMENT OF THE
 SPECIAL MEETING, IF
 NECESSARY OR
 APPROPRIATE, TO SOLICIT
 ADDITIONAL PROXIES IN
 FAVOR OF THE PROPOSAL Management For For
 TO ADOPT AND APPROVE THE
 MERGER

AGREEMENT IF THERE ARE
 INSUFFICIENT VOTES
 AT THE TIME OF SUCH
 ADJOURNMENT TO
 APPROVE SUCH PROPOSAL.
 ON AN ADVISORY
 (NON-BINDING) BASIS, TO
 APPROVE THE
 COMPENSATION THAT MAY
 BE PAID
 OR BECOME PAYABLE TO
 INCONTACT, INC.'S
 3. NAMED EXECUTIVE OFFICERS Management For For
 IN CONNECTION

WITH THE MERGER, AND THE
 AGREEMENTS AND
 UNDERSTANDINGS
 PURSUANT TO WHICH SUCH
 COMPENSATION MAY BE PAID
 OR BECOME
 PAYABLE.

XURA, INC.

Security 98420V107

Ticker Symbol MESH

ISIN US98420V1070

Meeting Type

Meeting Date

Agenda

Annual

16-Aug-2016

934460851 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
2A.		Management	For	For

	ELECTION OF DIRECTOR: SUSAN D. BOWICK		
2B.	ELECTION OF DIRECTOR: JAMES BUDGE	Management For	For
2C.	ELECTION OF DIRECTOR: NICCOLO DE MASI	Management For	For
2D.	ELECTION OF DIRECTOR: MATTHEW A. DRAPKIN	Management For	For
2E.	ELECTION OF DIRECTOR: DORON INBAR	Management For	For
2F.	ELECTION OF DIRECTOR: HENRY R. NOTHHAFT	Management For	For
2G.	ELECTION OF DIRECTOR: PHILIPPE TARTAVULL	Management For	For
2H.	ELECTION OF DIRECTOR: MARK C. TERRELL	Management For	For
1.	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 23, 2016, BY AND AMONG SIERRA PRIVATE HOLDINGS II LTD., SIERRA PRIVATE MERGER SUB INC., AND XURA, INC	Management For	For
3.	APPOINTMENT OF KESSELMAN & KESSELMAN TO SERVE AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING 1/31/17	Management For	For
4.	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE MEETING	Management For	For

TYCO INTERNATIONAL PLC

Security G91442106

Ticker Symbol TYC

ISIN IE00BQRQXQ92

Meeting Type

Meeting Date

Agenda

Special

17-Aug-2016

934459327 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.		Management	For	For

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

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

PRE-EMPTION RIGHTS IN RESPECT OF ISSUANCES OF EQUITY SECURITIES (AS DEFINED IN THE COMPANIES ACT 2014 OF IRELAND) FOR CASH FOR ISSUANCES AFTER THE MERGER OF UP TO APPROXIMATELY 5% OF THE COMBINED COMPANY'S POST-MERGER ISSUED SHARE CAPITAL.

10. TO APPROVE THE RENOMINALIZATION OF TYCO ORDINARY SHARES SUCH THAT THE NOMINAL VALUE OF EACH ORDINARY SHARE WILL BE DECREASED BY APPROXIMATELY \$0.00047 TO \$0.01 Management For For

(MATCHING ITS PRE-CONSOLIDATION NOMINAL VALUE) WITH THE AMOUNT OF THE DEDUCTION BEING CREDITED TO UNDENOMINATED CAPITAL. TO APPROVE THE REDUCTION OF SOME OR ALL OF THE SHARE PREMIUM OF TYCO RESULTING FROM THE MERGER TO ALLOW THE CREATION OF ADDITIONAL DISTRIBUTABLE RESERVES OF THE COMBINED COMPANY. Management For For

LINKEDIN CORPORATION

Security	53578A108	Meeting Type	Special
Ticker Symbol	LNKD	Meeting Date	19-Aug-2016
ISIN	US53578A1088	Agenda	934464405 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 11, 2016, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG	Management	For	For

LINKEDIN CORPORATION,
MICROSOFT
CORPORATION AND LIBERTY
MERGER SUB INC.
(THE "MERGER AGREEMENT").

- | | | | |
|----|---|----------------|-----|
| 2. | TO APPROVE ANY 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 ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.
TO APPROVE, BY NON-BINDING, ADVISORY VOTE, COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY LINKEDIN CORPORATION TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management For | For |
| 3. | TO APPROVE, BY NON-BINDING, ADVISORY VOTE, COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY LINKEDIN CORPORATION TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Management For | For |

ARM HOLDINGS PLC, CAMBRIDGE

Security	G0483X122	Meeting Type	Ordinary General Meeting
Ticker Symbol		Meeting Date	30-Aug-2016
ISIN	GB0000595859	Agenda	707305012 - Management

- | Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1 | APPROVE CASH ACQUISITION OF ARM HOLDINGS PLC BY SOFTBANK GROUP CORP
04 AUG 2016: PLEASE NOTE THAT THE MEETING TYPE WAS CHANGED FROM EGM TO OGM.-IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT VOTE AGAIN UNLESS YOU-DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Management | For | For |
| CMMT | | Non-Voting | | |

ARM HOLDINGS PLC, CAMBRIDGE

Security	G0483X122	Meeting Type	Court Meeting
Ticker Symbol		Meeting Date	30-Aug-2016

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ISIN	GB0000595859	Agenda	707305036 - Management	
Item	Proposal	Proposed by	Vote	For/Against Management
	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY.			
CMMT	SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR-ISSUERS AGENT.	Non-Voting		
1	TO APPROVE THE SCHEME OF ARRANGEMENT CONTAINED IN THE NOTICE OF MEETING DATED THE 3RD AUGUST 2016	Management	For	For
	FEI COMPANY			
Security	30241L109	Meeting Type	Special	
Ticker Symbol	FEIC	Meeting Date	30-Aug-2016	
ISIN	US30241L1098	Agenda	934465798 - Management	
Item	Proposal	Proposed by	Vote	For/Against Management
1	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED MAY 26, 2016, AMONG FEI COMPANY, THERMO FISHER SCIENTIFIC INC., AND POLPIS MERGER SUB CO., AS IT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT") AND THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE MERGER (AS SUCH TERM IS DEFINED IN THE MERGER AGREEMENT).	Management	For	For
2	TO APPROVE THE ADOPTION OF ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES IF NECESSARY OR APPROPRIATE	Management	For	For

TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO APPROVE THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY AT THE TIME OF THE SPECIAL MEETING. TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY FEI COMPANY TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.

3 Management For For

AXIALL CORPORATION

Security 05463D100

Ticker Symbol AXLL

ISIN US05463D1000

Meeting Type

Special

Meeting Date

30-Aug-2016

Agenda

934466372 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED JUNE 10, 2016 (THE "MERGER AGREEMENT"), BY AND AMONG AXIALL CORPORATION, WESTLAKE CHEMICAL CORPORATION AND LAGOON MERGER SUB, INC., AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT (TEXT TRUNCATED DUE TO SPACE LIMITS).	Management	For	For
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR MAY BECOME PAYABLE TO AXIALL'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH, OR FOLLOWING, THE CONSUMMATION OF THE	Management	For	For

MERGER.
 TO APPROVE THE
 ADJOURNMENT OF THE
 SPECIAL
 MEETING, IF NECESSARY AND
 SUBJECT TO THE
 TERMS OF THE MERGER
 AGREEMENT, TO SOLICIT
 ADDITIONAL PROXIES IF
 THERE ARE INSUFFICIENT
 VOTES AT THE TIME OF THE
 SPECIAL MEETING TO
 ADOPT THE MERGER
 AGREEMENT.

3. Management For For

AMERICAN SCIENCE AND ENGINEERING, INC.

Security	029429107	Meeting Type	Special
Ticker Symbol	ASEI	Meeting Date	31-Aug-2016
ISIN	US0294291077	Agenda	934462007 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	<p>TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 20, 2016 (THE "MERGER AGREEMENT"), BY AND AMONG AMERICAN SCIENCE AND ENGINEERING, INC. (THE "COMPANY"), OSI SYSTEMS, INC. ("BUYER"), AND APPLE MERGER SUB, INC. ("TRANSITORY SUBSIDIARY"), PROVIDING FOR THE MERGER OF TRANSITORY SUBSIDIARY WITH AND INTO THE COMPANY (THE "MERGER"), WITH THE COMPANY SURVIVING THE MERGER AS A WHOLLY OWNED SUBSIDIARY OF BUYER.</p>	Management	For	For
2.	<p>TO APPROVE, ON A NONBINDING ADVISORY BASIS, THE "GOLDEN PARACHUTE" COMPENSATION THAT MAY BE PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE</p>	Management	For	For

MERGER.
 TO APPROVE ONE OR MORE
 ADJOURNMENTS OF
 THE SPECIAL MEETING, IF
 NECESSARY OR
 APPROPRIATE IN THE VIEW
 OF THE BOARD OF
 DIRECTORS OF THE
 COMPANY, TO SOLICIT
 ADDITIONAL PROXIES IF
 THERE ARE NOT
 SUFFICIENT VOTES AT THE
 TIME OF THE SPECIAL
 MEETING TO APPROVE THE
 MERGER AGREEMENT.

3. Management For For

POLYCOM, INC.

Security	73172K104	Meeting Type	Special
Ticker Symbol	PLCM	Meeting Date	02-Sep-2016
ISIN	US73172K1043	Agenda	934468009 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 8, 2016, BY AND AMONG POLYCOM, INC., TRIANGLE PRIVATE HOLDINGS I, LLC AND TRIANGLE PRIVATE MERGER SUB INC., AS IT MAY BE AMENDED FROM TIME TO TIME	Management	For	For
2.	TO APPROVE ANY PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, (1) TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT, OR (2) IF THE FAILURE TO ADJOURN OR POSTPONE WOULD REASONABLY BE EXPECTED TO BE A	Management	For	For

VIOLATION OF APPLICABLE
LAW
TO APPROVE, BY
NON-BINDING, ADVISORY
VOTE,
COMPENSATION THAT WILL
OR MAY BECOME
PAYABLE TO POLYCOM'S
NAMED EXECUTIVE
OFFICERS IN CONNECTION
WITH THE MERGER

ASHLAND INC.

Security 044209104

Ticker Symbol ASH

ISIN US0442091049

Meeting Type

Meeting Date

Agenda

Special

07-Sep-2016

934469241 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	THE APPROVAL OF THE AGREEMENT AND PLAN OF MERGER DATED MAY 31, 2016, BY AND AMONG ASHLAND INC., ASHLAND GLOBAL HOLDINGS INC. AND ASHLAND MERGER SUB CORP. TO CREATE A NEW HOLDING COMPANY FOR ASHLAND INC., AS SET FORTH IN THE PROXY STATEMENT.	Management	For	For
2.	THE APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE REORGANIZATION PROPOSAL.	Management	For	For

ELIZABETH ARDEN, INC.

Security 28660G106

Ticker Symbol RDEN

ISIN US28660G1067

Meeting Type

Meeting Date

Agenda

Special

07-Sep-2016

934469316 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 16, 2016, BY AND AMONG ELIZABETH ARDEN, INC., REVLON, INC., REVLON CONSUMER	Management	For	For

PRODUCTS

CORPORATION AND RR
TRANSACTION CORP.

PROPOSAL TO APPROVE, BY A
NON-BINDING VOTE,

THE COMPENSATIONS THAT
MAY BE PAID OR

- | | | | |
|----|---|----------------|-----|
| 2. | BECOME PAYABLE TO
ELIZABETH ARDEN'S NAMED
EXECUTIVE OFFICERS THAT
IS BASED ON OR
OTHERWISE RELATES TO THE
MERGER | Management For | For |
|----|---|----------------|-----|

PROPOSAL TO ADJOURN THE
SPECIAL MEETING

TO A LATER DATE OR TIME IF
NECESSARY OR

APPROPRIATE, INCLUDING TO
SOLICIT ADDITIONAL

- | | | | |
|----|---|----------------|-----|
| 3. | PROPOSAL TO
APPROVE THE MERGER
AGREEMENT IF THERE
ARE INSUFFICIENT VOTES AT
THE TIME OF THE
SPECIAL MEETING TO
APPROVE THE MERGER
AGREEMENT. | Management For | For |
|----|---|----------------|-----|

PROXIES IN FAVOR OF THE

APPROVE THE MERGER
AGREEMENT IF THERE
ARE INSUFFICIENT VOTES AT

THE TIME OF THE
SPECIAL MEETING TO

APPROVE THE MERGER
AGREEMENT.

BANG & OLUFSEN AS, STRUER

Security K07774126

Ticker Symbol

ISIN DK0010218429

Meeting Type

Meeting Date

Agenda

Annual General Meeting

14-Sep-2016

707327551 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
	CMMT IN THE MAJORITY OF MEETINGS THE 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	Non-Voting		

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 Non-Voting
 MARKET. 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 Non-Voting
 MARKET. ABSENCE OF A
 POA, MAY CAUSE YOUR
 INSTRUCTIONS TO-BE
 REJECTED. IF YOU HAVE ANY
 QUESTIONS, PLEASE
 CONTACT YOUR CLIENT
 SERVICE-
 REPRESENTATIVE
 PLEASE NOTE THAT
 SHAREHOLDERS ARE
 ALLOWED TO VOTE 'IN

CMMT FAVOR' OR 'ABSTAIN'-ONLY Non-Voting
 FOR RESOLUTION NUMBERS
 5.A TO 5.G AND 6.
 THANK YOU

1 THE BOARD OF DIRECTORS' Non-Voting
 REPORT

2 APPROVAL OF AUDITED Management No Action
 ANNUAL REPORT FOR THE
 FINANCIAL YEAR 2015/16

- 3.1 RESOLUTION ON DISTRIBUTION OF PROFIT OR COVERING OF LOSS PROPOSAL FROM THE BOARD OF DIRECTORS: Management No Action
- 4.1 REMUNERATION TO THE BOARD OF DIRECTORS FOR THE CURRENT FINANCIAL YEAR PROPOSAL FROM THE BOARD OF DIRECTORS: Management No Action
- 4.2 AUTHORIZATION TO LET THE COMPANY ACQUIRE OWN SHARES PROPOSAL FROM THE BOARD OF DIRECTORS: Management No Action
- 4.3 AMENDMENT OF "GENERAL GUIDELINES CONCERNING INCENTIVE-BASED REMUNERATION" PROPOSAL FROM THE BOARD OF DIRECTORS: THE COMPANY'S REMUNERATION POLICY REVISED IN ACCORDANCE WITH APPENDIX 2 Management No Action
- 4.4 THAT VP INVESTOR SERVICE A/S IS REPLACED BY COMPUTERSHARE A/S Management No Action
- 4.5 ELECTION OF MEMBER TO THE BOARD OF DIRECTORS: OLE ANDERSEN Management No Action
- 5.A ELECTION OF MEMBER TO THE BOARD OF DIRECTORS: JESPER JARLBAEK Management No Action
- 5.B ELECTION OF MEMBER TO THE BOARD OF DIRECTORS: JIM HAGEMANN SNABE Management No Action
- 5.C ELECTION OF MEMBER TO THE BOARD OF DIRECTORS: MAJKEN SCHULTZ Management No Action
- 5.D ELECTION OF MEMBER TO THE BOARD OF DIRECTORS: ALBERT BENSOUSSAN Management No Action
- 5.E

- 5.F ELECTION OF MEMBER TO THE BOARD OF DIRECTORS: MADS NIPPER Management No Action
- 5.G ELECTION OF MEMBER TO THE BOARD OF DIRECTORS: JUHA CHRISTENSEN Management No Action
- 6 APPOINTMENT OF ERNST & YOUNG P/S AS AUDITOR Management No Action

IMPRIVATA, INC.

Security	45323J103	Meeting Type	Special
Ticker Symbol	IMPR	Meeting Date	14-Sep-2016
ISIN	US45323J1034	Agenda	934470434 - Management

- | Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1. | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 13, 2016, BY AND AMONG PROJECT BRADY HOLDINGS, LLC, PROJECT BRADY MERGER SUB, INC. AND IMPRIVATA, INC. AS IT MAY BE AMENDED FROM TIME TO TIME. | Management | For | For |
| 2. | TO APPROVE THE ADOPTION OF ANY PROPOSAL TO ADJOURN THE STOCKHOLDERS MEETING TO A LATER DATE OR DATES IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE STOCKHOLDERS MEETING. | Management | For | For |

MEMORIAL RESOURCE DEVELOPMENT CORP

Security	58605Q109	Meeting Type	Special
Ticker Symbol	MRD	Meeting Date	15-Sep-2016
ISIN	US58605Q1094	Agenda	934470698 - Management

- | Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1 | TO APPROVE AND ADOPT THE AGREEMENT AND | Management | For | For |

PLAN OF MERGER, DATED AS
 OF MAY 15, 2016, BY
 AND AMONG RANGE
 RESOURCES CORPORATION,
 MEDINA MERGER SUB, INC.
 AND MEMORIAL
 RESOURCE DEVELOPMENT
 CORP., AND THE
 TRANSACTIONS
 CONTEMPLATED THEREBY,
 INCLUDING THE MERGER.

2 TO APPROVE, ON AN
 ADVISORY (NON-BINDING)
 BASIS, THE COMPENSATION
 THAT MAY BE PAID OR
 BECOME PAYABLE TO Management For For
 MEMORIAL'S NAMED
 EXECUTIVE OFFICERS IN
 CONNECTION WITH THE
 MERGER.

3 TO APPROVE THE
 ADJOURNMENT OF THE
 MEMORIAL SPECIAL MEETING
 TO A LATER DATE OR
 DATES, IF NECESSARY OR
 APPROPRIATE, TO
 SOLICIT ADDITIONAL Management For For
 PROXIES IN THE EVENT
 THERE ARE NOT SUFFICIENT
 VOTES AT THE TIME
 OF THE SPECIAL MEETING TO
 APPROVE THE
 MERGER PROPOSAL.

HUTCHINSON TECHNOLOGY INCORPORATED

Security	448407106	Meeting Type	Annual
Ticker Symbol	HTCH	Meeting Date	21-Sep-2016
ISIN	US4484071067	Agenda	934467817 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 WAYNE M. FORTUN		For	For
	2 MARTHA GOLDBERG ARONSON		For	For
	3 RUSSELL HUFFER		For	For
	4 RICHARD J. PENN		For	For
	5 FRANK P. RUSSOMANNO		For	For
	6 PHILIP E. SORAN		For	For
	7 THOMAS R. VERHAGE		For	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE	Management	For	For

COMPENSATION
RATIFICATION OF
APPOINTMENT OF DELOITTE
&

3. TOUCHE LLP AS Management For For
INDEPENDENT REGISTERED
PUBLIC ACCOUNTANTS FOR
2016 FISCAL YEAR

WESTAR ENERGY, INC.

Security	95709T100	Meeting Type	Special
Ticker Symbol	WR	Meeting Date	26-Sep-2016
ISIN	US95709T1007	Agenda	934475117 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
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01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED MAY 29, 2016 BY AND AMONG WESTAR ENERGY, INC., GREAT PLAINS ENERGY INCORPORATED AND MERGER SUB (AS DEFINED IN THE AGREEMENT AND PLAN OF MERGER).	Management	For	For
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02	TO CONDUCT A NON-BINDING ADVISORY VOTE ON MERGER-RELATED COMPENSATION ARRANGEMENTS FOR NAMED EXECUTIVE OFFICERS.	Management	For	For
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03	TO APPROVE ANY MOTION TO ADJOURN THE SPECIAL MEETING, IF NECESSARY.	Management	For	For
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SABMILLER PLC, WOKING SURREY

Security	G77395104	Meeting Type	Ordinary General Meeting
Ticker Symbol		Meeting Date	28-Sep-2016
ISIN	GB0004835483	Agenda	707342654 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
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1	THAT: (A) THE TERMS OF A PROPOSED CONTRACT BETWEEN HOLDERS OF THE DEFERRED SHARES IN THE COMPANY AND THE COMPANY PROVIDING FOR THE PURCHASE BY THE COMPANY OF THE	Management	For	For
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DEFERRED SHARES TO BE HELD IN TREASURY BE APPROVED AND AUTHORISED; (B) THE DIRECTORS OF THE COMPANY BE AUTHORISED TO TAKE ALL SUCH ACTION AS THEY MAY CONSIDER NECESSARY OR APPROPRIATE FOR CARRYING THE SCHEME INTO EFFECT; (C) THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AMENDED BY THE ADOPTION OF THE PROPOSED NEW ARTICLES 186, 187 AND 188; (D) THE ARTICLES OF ASSOCIATION OF THE COMPANY BE AMENDED BY THE ADOPTION OF THE PROPOSED NEW ARTICLE 57A; AND (E) THE BELGIAN OFFER AND THE BELGIAN MERGER BE APPROVED, AND THE DIRECTORS BE AUTHORISED TO TAKE ALL STEPS NECESSARY OR DESIRABLE IN CONNECTION WITH THE BELGIAN OFFER AND THE BELGIAN MERGER

SABMILLER PLC, WOKING SURREY

Security G77395104

Ticker Symbol

ISIN GB0004835483

Meeting Type

Meeting Date

Agenda

Court Meeting

28-Sep-2016

707343808 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	APPROVAL OF THE UK SCHEME	Management	For	For
CMMT PLEASE NOTE THAT ABSTAIN IS NOT A 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
THE WHITEWAVE FOODS COMPANY

Security 966244105

Ticker Symbol WWAV

ISIN US9662441057

Meeting Type

Meeting Date

Agenda

Special

04-Oct-2016

934476640 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 6, 2016, AMONG DANONE S.A., JULY MERGER SUB INC. AND THE WHITEWAVE FOODS COMPANY.	Management	For	For
2.	THE PROPOSAL TO APPROVE, ON A NON-BINDING ADVISORY BASIS, SPECIFIED COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE WHITEWAVE FOODS COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	For	For
3.	THE PROPOSAL 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.	Management	For	For

TALEN ENERGY CORPORATION

Security 87422J105

Ticker Symbol TLN

ISIN US87422J1051

Meeting Type

Meeting Date

Agenda

Special

06-Oct-2016

934478606 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 2, 2016, BY AND	Management	For	For

AMONG RPH PARENT LLC,
 SPH PARENT LLC, CRJ
 PARENT LLC, RJS MERGER
 SUB INC. (THE "MERGER
 SUB") AND TALEN ENERGY
 CORPORATION (THE
 "COMPANY"), AS IT MAY BE
 AMENDED FROM TIME
 TO TIME (THE "MERGER
 AGREEMENT"), PURSUANT
 TO WHICH THE MERGER SUB
 WILL MERGE WITH
 AND INTO THE COMPANY
 (THE "MERGER").

- | | | | |
|----|--|----------------|-----|
| 2. | TO APPROVE THE
ADJOURNMENT OF THE
SPECIAL
MEETING, IF NECESSARY OR
APPROPRIATE,
INCLUDING ADJOURNMENT
TO SOLICIT
ADDITIONAL PROXIES IF
THERE ARE INSUFFICIENT
VOTES AT THE TIME OF THE
SPECIAL MEETING TO
ADOPT THE MERGER
AGREEMENT.
TO APPROVE, ON A
NON-BINDING, ADVISORY
BASIS, CERTAIN
COMPENSATION
ARRANGEMENTS
FOR THE COMPANY'S NAMED
EXECUTIVE
OFFICERS IN CONNECTION
WITH THE MERGER. | Management For | For |
| 3. | TO APPROVE, ON A
NON-BINDING, ADVISORY
BASIS, CERTAIN
COMPENSATION
ARRANGEMENTS
FOR THE COMPANY'S NAMED
EXECUTIVE
OFFICERS IN CONNECTION
WITH THE MERGER. | Management For | For |

SILICON GRAPHICS INTERNATIONAL CORP

Security	82706L108	Meeting Type	Special
Ticker Symbol	SGI	Meeting Date	11-Oct-2016
ISIN	US82706L1089	Agenda	934481083 - Management

- | Item | Proposal | Proposed
by | Vote | For/Against
Management |
|------|---|----------------|------|---------------------------|
| 1. | TO ADOPT THE AGREEMENT
AND PLAN MERGER,
DATED AS OF AUGUST 11,
2016, BY AND AMONG
SILICON GRAPHICS
INTERNATIONAL CORP.,
HEWLETT PACKARD
ENTERPRISE COMPANY AND | Management | For | For |

SATELLITE ACQUISITION SUB,
AS IT MAY BE
AMENDED FROM TIME TO
TIME (THE "MERGER
AGREEMENT"), AND THE
TRANSACTIONS
CONTEMPLATED THEREBY.
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 THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AND APPROVE THE TRANSACTIONS CONTEMPLATED THEREBY AT THE TIME OF THE SPECIAL MEETING.

Management For For

3. TO APPROVE, BY NON-BINDING, ADVISORY VOTE, COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY SILICON GRAPHICS INTERNATIONAL CORP., TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.

Management For For

FLEETMATIC GROUP PLC

Security G35569205

Ticker Symbol

ISIN

Meeting Type

Meeting Date

Agenda

Special

12-Oct-2016

934481235 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	SPECIAL RESOLUTION - TO AMEND THE MEMORANDUM OF ASSOCIATION OF THE COMPANY TO AUTHORIZE THE COMPANY TO ENTER INTO A SCHEME OF ARRANGEMENT PURSUANT TO SECTIONS 449 TO 455 OF THE IRISH	Management	For	For

- COMPANIES ACT 2014.
 ORDINARY RESOLUTION - TO
 APPROVE THE
 SCHEME OF ARRANGEMENT
 AS DESCRIBED IN THE
 PROXY STATEMENT WITH OR
 SUBJECT TO SUCH
 AMENDMENTS,
 MODIFICATIONS AND
 CHANGES AS
 MAY BE APPROVED OR
 IMPOSED BY THE HIGH
 COURT OF IRELAND, AND TO
 AUTHORIZE THE
 DIRECTORS TO TAKE ALL
 NECESSARY ACTION TO
 EFFECT THE SCHEME OF
 ARRANGEMENT.
 SPECIAL RESOLUTION - TO
 REDUCE THE ISSUED
 SHARE CAPITAL OF THE
 COMPANY BY THE
 NOMINAL VALUE OF THE
 CANCELLATION SHARES
 AND TO CANCEL ALL SUCH
 CANCELLATION
 SHARES AS SET OUT IN THE
 PROXY STATEMENT.
 ORDINARY RESOLUTION - TO
 AUTHORIZE THE
 DIRECTORS TO ALLOT THE
 NEW FLEETMATICS
 SHARES AS DESCRIBED IN
 THE PROXY STATEMENT
 AND TO APPLY THE RESERVE
 CREATED BY THE
 REDUCTION OF CAPITAL
 REFERRED TO IN
 RESOLUTION 3 IN PAYING UP
 THE NEW
 FLEETMATICS SHARES IN
 FULL AT PAR, SUCH NEW
 FLEETMATICS SHARES TO BE
 ALLOTTED AND
 ISSUED TO VERIZON
 BUSINESS INTERNATIONAL
 HOLDINGS B.V. OR ITS
 NOMINEE(S).
 SPECIAL RESOLUTION - TO
 AMEND THE ARTICLES
 OF ASSOCIATION OF THE
- | | | |
|----|----------------|-----|
| 2. | Management For | For |
| 3. | Management For | For |
| 4. | Management For | For |
| 5. | Management For | For |

- COMPANY IN FURTHERANCE OF THE SCHEME OF ARRANGEMENT AS DESCRIBED IN THE PROXY STATEMENT.
- ORDINARY NON-BINDING ADVISORY RESOLUTION - TO APPROVE ON A NON-BINDING ADVISORY BASIS
6. Management For For
 THE "GOLDEN PARACHUTE COMPENSATION" OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.
- ORDINARY RESOLUTION - TO ADJOURN THE EXTRAORDINARY GENERAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL VOTES IN FAVOR OF APPROVAL OF THESE RESOLUTIONS.
7. Management For For

FLEETMATICS GROUP PLC
 Security G35569105
 Ticker Symbol FLTX
 ISIN IE00B4XKTT64

Meeting Type Special
 Meeting Date 12-Oct-2016