AllianzGI NFJ DIVIDEND, INTEREST & PREMIUM STRATEGY FUND Form N-PX

August 28, 2018

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-21417

AllianzGI NFJ Dividend, Interest & Premium Strategy Fund (Exact name of registrant as specified in charter)

1633 Broadway, New York, NY 10019 (Address of Principal Executive Office)

Allianz Global Investors U.S. LLC 1633 Broadway New York, NY 10019 (Name and Address of Agent for Service)

Registrant's telephone number, including area code: 212-739-3000

Date of fiscal year end: January 31

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

Item 1. Proxy Voting Record

ICA File Number: 811-21417

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

AllianzGI NFJ Dividend, Interest & Premium Strategy Fund

====== AllianzGI NFJ Dividend, Interest & Premium Strategy Fund ========

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100 Meeting Date: APR 27, 2018 Meeting Type: Annual

Record Date: FEB 28, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Robert J. Alpern | For | For | Management |
| 1.2 | Elect Director Roxanne S. Austin | For | Withhold | Management |
| 1.3 | Elect Director Sally E. Blount | For | For | Management |
| 1.4 | Elect Director Edward M. Liddy | For | For | Management |
| 1.5 | Elect Director Nancy McKinstry | For | For | Management |
| 1.6 | Elect Director Phebe N. Novakovic | For | For | Management |
| 1.7 | Elect Director William A. Osborn | For | For | Management |
| 1.8 | Elect Director Samuel C. Scott, III | For | For | Management |
| 1.9 | Elect Director Daniel J. Starks | For | For | Management |
| 1.10 | Elect Director John G. Stratton | For | For | Management |
| 1.11 | Elect Director Glenn F. Tilton | For | For | Management |
| 1.12 | Elect Director Miles D. White | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |

ABBVIE INC.

Ticker: ABBV Security ID: 00287Y109
Meeting Date: MAY 04, 2018 Meeting Type: Annual

Record Date: MAR 07, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|----------|-----------|-------------|
| 1.1 | Elect Director Roxanne S. Austin | For | For | Management |
| | | LOI | FOL | _ |
| 1.2 | Elect Director Richard A. Gonzalez | For | For | Management |
| 1.3 | Elect Director Rebecca B. Roberts | For | For | Management |
| 1.4 | Elect Director Glenn F. Tilton | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 5 | Declassify the Board of Directors | For | For | Management |
| 6 | Eliminate Supermajority Vote | For | For | Management |
| | Requirement to Amend Bylaws | | | |
| 7 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | For | Shareholder |
| 9 | Report on Integrating Risks Related to | Against | For | Shareholder |
| | Drug Pricing into Senior Executive | | | |
| | Compensation | | | |

ALLERGAN PLC

Ticker: AGN Security ID: G0177J108 Meeting Date: MAY 02, 2018 Meeting Type: Annual

Record Date: MAR 06, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1a | Elect Director Nesli Basgoz | For | For | Management |
| 1b | Elect Director Paul M. Bisaro | For | Against | Management |
| 1c | Elect Director Joseph H. Boccuzi | For | For | Management |
| 1d | Elect Director Christopher W. Bodine | For | For | Management |
| 1e | Elect Director Adriane M. Brown | For | For | Management |
| 1f | Elect Director Christopher J. Coughlin | For | For | Management |
| 1g | Elect Director Carol Anthony 'John' | For | For | Management |
| | Davidson | | | |
| 1h | Elect Director Catherine M. Klema | For | For | Management |
| 1i | Elect Director Peter J. McDonnell | For | For | Management |
| 1 j | Elect Director Patrick J. O'Sullivan | For | For | Management |
| 1k | Elect Director Brenton L. Saunders | For | For | Management |
| 11 | Elect Director Fred G. Weiss | For | Against | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Approve PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors and Authorize Board to Fix | | | |
| | Their Remuneration | | | |
| 4 | Authorize Issue of Equity with | For | For | Management |
| | Pre-emptive Rights | | | |
| 5A | Authorize Issuance of Equity or | For | For | Management |
| | Equity-Linked Securities without | | | |
| | Preemptive Rights | | | |
| 5B | Authorize Issuance of Equity or | For | For | Management |
| | Equity-Linked Securities without | | | |
| | Preemptive Rights | | | |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |

AMERICAN EXPRESS COMPANY

Ticker: AXP Security ID: 025816109
Meeting Date: MAY 07, 2018 Meeting Type: Annual

Record Date: MAR 09, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1a | Elect Director Charlene Barshefsky | For | For | Management |
| 1b | Elect Director John J. Brennan | For | For | Management |
| 1c | Elect Director Peter Chernin | For | For | Management |
| 1d | Elect Director Ralph de la Vega | For | For | Management |
| 1e | Elect Director Anne L. Lauvergeon | For | For | Management |
| 1f | Elect Director Michael O. Leavitt | For | For | Management |
| 1g | Elect Director Theodore J. Leonsis | For | For | Management |
| 1h | Elect Director Richard C. Levin | For | For | Management |
| 1i | Elect Director Samuel J. Palmisano | For | For | Management |
| 1 ј | Elect Director Stephen J. Squeri | For | For | Management |
| 1k | Elect Director Daniel L. Vasella | For | For | Management |
| 11 | Elect Director Ronald A. Williams | For | For | Management |
| 1m | Elect Director Christopher D. Young | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as | For | For | Management |
| | Auditors | | | |

| 3 | Advisory Vote to Ratify Named | For | Against | Management |
|---|---|---------|---------|-------------|
| | Executive Officers' Compensation | | | |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |
| | | | | |

AMERIPRISE FINANCIAL, INC.

Ticker: AMP Security ID: 03076C106
Meeting Date: APR 25, 2018 Meeting Type: Annual

Record Date: FEB 28, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director James M. Cracchiolo | For | For | Management |
| 1b | Elect Director Dianne Neal Blixt | For | For | Management |
| 1c | Elect Director Amy DiGeso | For | For | Management |
| 1d | Elect Director Lon R. Greenberg | For | For | Management |
| 1e | Elect Director Jeffrey Noddle | For | For | Management |
| 1f | Elect Director Robert F. Sharpe, Jr. | For | For | Management |
| 1g | Elect Director Christopher J. Williams | For | For | Management |
| 1h | Elect Director W. Edward Walter | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify PricewaterhouseCoopers LLP as | For | For | Management |
| | Auditors | | | |
| 4 | Report on Political Contributions and | Against | For | Shareholder |
| | Expenditures | | | |

ANTHEM, INC.

Ticker: ANTM Security ID: 036752103
Meeting Date: MAY 16, 2018 Meeting Type: Annual

Record Date: MAR 09, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|--------|---------------------------------------|---------|-----------|-------------|
| 1a | Elect Director Lewis Hay, III | For | For | Management |
| 1b | Elect Director Julie A. Hill | For | Against | Management |
| 1c | Elect Director Antonio F. Neri | For | For | Management |
| 1d | Elect Director Ramiro G. Peru | For | Against | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | Against | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Provide Right to Call Special Meeting | For | For | Management |
| 5 | Amend Bylaws - Call Special Meetings | Against | For | Shareholder |

APPLE INC.

Ticker: AAPL Security ID: 037833100 Meeting Date: FEB 13, 2018 Meeting Type: Annual

Record Date: DEC 15, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------|---------|-----------|------------|
| 1a | Elect Director James Bell | For | For | Management |
| 1b | Elect Director Tim Cook | For | For | Management |

| 1c | Elect Director Al Gore | For | For | Management |
|----|--------------------------------------|---------|---------|-------------|
| 1d | Elect Director Bob Iger | For | For | Management |
| 1e | Elect Director Andrea Jung | For | For | Management |
| 1f | Elect Director Art Levinson | For | Against | Management |
| 1g | Elect Director Ron Sugar | For | For | Management |
| 1h | Elect Director Sue Wagner | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 4 | Amend Non-Employee Director Omnibus | For | For | Management |
| | Stock Plan | | | |
| 5 | Proxy Access Amendments | Against | For | Shareholder |
| 6 | Establish Human Rights Committee | Against | Against | Shareholder |
| | | | | |

AT&T INC.

Ticker: T Security ID: 00206R102 Meeting Date: APR 27, 2018 Meeting Type: Annual

Record Date: FEB 27, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Randall L. Stephenson | For | For | Management |
| 1.2 | Elect Director Samuel A. Di Piazza, Jr. | For | For | Management |
| 1.3 | Elect Director Richard W. Fisher | For | For | Management |
| 1.4 | Elect Director Scott T. Ford | For | For | Management |
| 1.5 | Elect Director Glenn H. Hutchins | For | For | Management |
| 1.6 | Elect Director William E. Kennard | For | For | Management |
| 1.7 | Elect Director Michael B. McCallister | For | For | Management |
| 1.8 | Elect Director Beth E. Mooney | For | For | Management |
| 1.9 | Elect Director Joyce M. Roche | For | For | Management |
| 1.10 | Elect Director Matthew K. Rose | For | For | Management |
| 1.11 | Elect Director Cynthia B. Taylor | For | For | Management |
| 1.12 | Elect Director Laura D'Andrea Tyson | For | Against | Management |
| 1.13 | Elect Director Geoffrey Y. Yang | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 4 | Amend Stock Purchase and Deferral Plan | For | For | Management |
| 5 | Approve Omnibus Stock Plan | For | Against | Management |
| 6 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 7 | Amend Proxy Access Right | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | For | Shareholder |
| 9 | Provide Right to Act by Written Consent | Against | For | Shareholder |

BANK OF AMERICA CORPORATION

Ticker: BAC Security ID: 060505104 Meeting Date: APR 25, 2018 Meeting Type: Annual

Record Date: MAR 02, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1a | Elect Director Sharon L. Allen | For | For | Management |
| 1b | Elect Director Susan S. Bies | For | For | Management |
| 1c | Elect Director Jack O. Bovender, Jr. | For | For | Management |
| 1d | Elect Director Frank P. Bramble, Sr. | For | For | Management |
| 1e | Elect Director Pierre J.P. de Weck | For | For | Management |

| 1f | Elect Director Arnold W. Donald | For | Abstain | Management |
|-----|--------------------------------------|---------|---------|-------------|
| 1g | Elect Director Linda P. Hudson | For | For | Management |
| 1h | Elect Director Monica C. Lozano | For | For | Management |
| 1i | Elect Director Thomas J. May | For | For | Management |
| 1 j | Elect Director Brian T. Moynihan | For | For | Management |
| 1k | Elect Director Lionel L. Nowell, III | For | For | Management |
| 11 | Elect Director Michael D. White | For | For | Management |
| 1m | Elect Director Thomas D. Woods | For | For | Management |
| 1n | Elect Director R. David Yost | For | For | Management |
| 10 | Elect Director Maria T. Zuber | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 4 | Require Independent Board Chairman | Against | Against | Shareholder |
| | | | | |

BB&T CORPORATION

Ticker: BBT Security ID: 054937107 Meeting Date: APR 24, 2018 Meeting Type: Annual

Record Date: FEB 14, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Jennifer S. Banner | For | Against | Management |
| 1.2 | Elect Director K. David Boyer, Jr. | For | For | Management |
| 1.3 | Elect Director Anna R. Cablik | For | For | Management |
| 1.4 | Elect Director I. Patricia Henry | For | For | Management |
| 1.5 | Elect Director Eric C. Kendrick | For | For | Management |
| 1.6 | Elect Director Kelly S. King | For | Against | Management |
| 1.7 | Elect Director Louis B. Lynn | For | For | Management |
| 1.8 | Elect Director Charles A. Patton | For | For | Management |
| 1.9 | Elect Director Nido R. Qubein | For | For | Management |
| 1.10 | Elect Director William J. Reuter | For | For | Management |
| 1.11 | Elect Director Tollie W. Rich, Jr. | For | Against | Management |
| 1.12 | Elect Director Christine Sears | For | For | Management |
| 1.13 | Elect Director Thomas E. Skains | For | For | Management |
| 1.14 | Elect Director Thomas N. Thompson | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as | For | For | Management |
| | Auditors | | | |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Eliminate Supermajority Vote | For | For | Management |
| | Requirement | | | |
| 5 | Reduce Ownership Threshold for | Against | For | Shareholder |
| | Shareholders to Call Special Meeting | | | |

CARNIVAL CORPORATION

Ticker: CCL Security ID: 143658300 Meeting Date: APR 11, 2018 Meeting Type: Annual

Record Date: FEB 13, 2018

Proposal Mgt Rec Vote Cast Sponsor

Re-elect Micky Arison as a Director of For For Management
Carnival Corporation and as a Director
of Carnival plc.

| 2 | Re-elect Jonathon Band as a Director of Carnival Corporation and as a | For | For | Management |
|----|--|-----|---------|------------|
| 3 | Director of Carnival plc. Elect Jason Glen Cahilly as a Director of Carnival Corporation and as a | For | For | Management |
| 4 | Director of Carnival plc. Re-elect Helen Deeble as a Director of Carnival Corporation and as a Director | For | For | Management |
| 5 | of Carnival plc. Re-elect Arnold W. Donald as a Director of Carnival Corporation and | For | For | Management |
| 6 | as a Director of Carnival plc. Re-elect Richard J. Glasier as a Director of Carnival Corporation and | For | Against | Management |
| 7 | as a Director of Carnival plc. Re-elect Debra Kelly-Ennis as a Director of Carnival Corporation and | For | For | Management |
| 8 | as a Director of Carnival plc. Re-elect John Parker as a Director of Carnival Corporation and as a Director | For | Against | Management |
| 9 | of Carnival plc. Re-elect Stuart Subotnick as a Director of Carnival Corporation and | For | Against | Management |
| 10 | as a Director of Carnival plc. Re-elect Laura Weil as a Director of Carnival Corporation and as a Director | For | For | Management |
| 11 | of Carnival plc. Re-elect Randall J. Weisenburger as a Director of Carnival Corporation and | For | For | Management |
| 12 | as a Director of Carnival plc. Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 13 | Approve Directors' Remuneration Report (in accordance with legal requirements applicable to UK companies) | For | Against | Management |
| 14 | Reappoint PricewaterhouseCoopers LLP as Independent Auditors of Carnival plc; Ratify the Selection of the U.S. Firm of PricewaterhouseCoopers LLP as the Independent Registered Certified Public Accounting Firm of Carnival Corporation | For | For | Management |
| 15 | Authorize Board to Fix Remuneration of Auditors | For | For | Management |
| 16 | Receive the UK Accounts and Reports of the Directors and Auditors of Carnival plc for the year ended November 30, 2017 (in accordance with legal requirements applicable to UK companies). | For | For | Management |
| 17 | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights | For | For | Management |
| 18 | Approve Issuance of Equity or Equity-Linked Securities without | For | For | Management |
| 19 | Preemptive Rights Authorize Share Repurchase Program | For | For | Management |

Ticker: CVX Security ID: 166764100 Meeting Date: MAY 30, 2018 Meeting Type: Annual

Record Date: APR 02, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1a | Elect Director Wanda M. Austin | For | For | Management |
| 1b | Elect Director John B. Frank | For | For | Management |
| 1c | Elect Director Alice P. Gast | For | For | Management |
| 1d | Elect Director Enrique Hernandez, Jr. | For | Against | Management |
| 1e | Elect Director Charles W. Moorman, IV | For | For | Management |
| 1f | Elect Director Dambisa F. Moyo | For | For | Management |
| 1g | Elect Director Ronald D. Sugar | For | For | Management |
| 1h | Elect Director Inge G. Thulin | For | Against | Management |
| 1i | Elect Director D. James Umpleby, III | For | For | Management |
| 1 ј | Elect Director Michael K. Wirth | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 5 | Report on Risks of Doing Business in | Against | For | Shareholder |
| | Conflict-Affected Areas | | | |
| 6 | Report on Transition to a Low Carbon | Against | Against | Shareholder |
| | Business Model | | | |
| 7 | Report on Methane Emissions | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | For | Shareholder |
| 9 | Require Director Nominee with | Against | For | Shareholder |
| | Environmental Experience | | | |
| 10 | Reduce Ownership Threshold for | Against | For | Shareholder |
| | Shareholders to Call Special Meeting | | | |

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102 Meeting Date: DEC 11, 2017 Meeting Type: Annual

Record Date: OCT 13, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|----------|-----------|-------------|
| 1a | Elect Director Carol A. Bartz | For | Against | Management |
| 1b | Elect Director M. Michele Burns | For | Against | Management |
| 1c | Elect Director Michael D. Capellas | For | For | Management |
| 1d | Elect Director Amy L. Chang | For | For | Management |
| 1e | Elect Director John L. Hennessy | For | Against | Management |
| 1f | Elect Director Kristina M. Johnson | For | For | Management |
| 1g | Elect Director Roderick C. McGeary | For | Against | Management |
| 1h | Elect Director Charles H. Robbins | For | Against | Management |
| 1i | Elect Director Arun Sarin | For | For | Management |
| 1 ј | Elect Director Brenton L. Saunders | For | For | Management |
| 1k | Elect Director Steven M. West | For | Against | Management |
| 2 | Amend Omnibus Stock Plan | For | Against | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 5 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 6 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 7 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

CITIGROUP INC.

Ticker: C Security ID: 172967424 Meeting Date: APR 24, 2018 Meeting Type: Annual

Record Date: FEB 26, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1a | Elect Director Michael L. Corbat | For | For | Management |
| 1b | Elect Director Ellen M. Costello | For | For | Management |
| 1c | Elect Director John C. Dugan | For | For | Management |
| 1d | Elect Director Duncan P. Hennes | For | For | Management |
| 1e | Elect Director Peter B. Henry | For | For | Management |
| 1f | Elect Director Franz B. Humer | For | For | Management |
| 1g | Elect Director S. Leslie Ireland | For | For | Management |
| 1h | Elect Director Renee J. James | For | For | Management |
| 1i | Elect Director Eugene M. McQuade | For | For | Management |
| 1 j | Elect Director Michael E. O'Neill | For | For | Management |
| 1k | Elect Director Gary M. Reiner | For | For | Management |
| 11 | Elect Director Anthony M. Santomero | For | For | Management |
| 1m | Elect Director Diana L. Taylor | For | For | Management |
| 1n | Elect Director James S. Turley | For | For | Management |
| 10 | Elect Director Deborah C. Wright | For | For | Management |
| 1p | Elect Director Ernesto Zedillo Ponce | For | For | Management |
| | De Leon | | | |
| 2 | Ratify KPMG LLP as Auditors | For | Against | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Amend Omnibus Stock Plan | For | Against | Management |
| 5 | Adopt Human and Indigenous People's | Against | For | Shareholder |
| | Rights Policy | | | |
| 6 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 7 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 8 | Amend Proxy Access Right | Against | For | Shareholder |
| 9 | Prohibit Accelerated Vesting of Awards | Against | For | Shareholder |
| | to Pursue Government Service | | | |
| 10 | Amend Bylaws Call Special Meetings | Against | For | Shareholder |
| | | | | |

CITIZENS FINANCIAL GROUP, INC.

Ticker: CFG Security ID: 174610105
Meeting Date: APR 26, 2018 Meeting Type: Annual

Record Date: MAR 02, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Bruce Van Saun | For | For | Management |
| 1.2 | Elect Director Mark Casady | For | For | Management |
| 1.3 | Elect Director Christine M. Cumming | For | For | Management |
| 1.4 | Elect Director Anthony Di Iorio | For | For | Management |
| 1.5 | Elect Director William P. Hankowsky | For | Against | Management |
| 1.6 | Elect Director Howard W. Hanna, III | For | For | Management |
| 1.7 | Elect Director Leo I. ("Lee") Higdon | For | For | Management |
| 1.8 | Elect Director Charles J. ("Bud") Koch | For | Against | Management |
| 1.9 | Elect Director Arthur F. Ryan | For | For | Management |
| 1.10 | Elect Director Shivan S. Subramaniam | For | For | Management |
| 1.11 | Elect Director Wendy A. Watson | For | For | Management |
| 1.12 | Elect Director Marita Zuraitis | For | For | Management |

| 2 | Advisory Vote to Ratify Named | For | Against | Management |
|---|----------------------------------|-----|---------|------------|
| | Executive Officers' Compensation | | | |
| 3 | Ratify Deloitte & Touche LLP as | For | For | Management |
| | Auditors | | | |

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
Meeting Date: MAY 15, 2018 Meeting Type: Annual

Record Date: MAR 19, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|-------------|
| 1a | Elect Director Charles E. Bunch | For | For | Management |
| 1b | Elect Director Caroline Maury Devine | For | For | Management |
| 1c | Elect Director John V. Faraci | For | For | Management |
| 1d | Elect Director Jody Freeman | For | For | Management |
| 1e | Elect Director Gay Huey Evans | For | For | Management |
| 1f | Elect Director Ryan M. Lance | For | For | Management |
| 1g | Elect Director Sharmila Mulligan | For | For | Management |
| 1h | Elect Director Arjun N. Murti | For | For | Management |
| 1i | Elect Director Robert A. Niblock | For | For | Management |
| 1 ј | Elect Director Harald J. Norvik | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | Against | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Use GAAP for Executive Compensation | Against | Against | Shareholder |
| | Metrics | | | |

DEVON ENERGY CORPORATION

Ticker: DVN Security ID: 25179M103
Meeting Date: JUN 06, 2018 Meeting Type: Annual

Record Date: APR 09, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Barbara M. Baumann | For | For | Management |
| 1.2 | Elect Director John E. Bethancourt | For | For | Management |
| 1.3 | Elect Director David A. Hager | For | For | Management |
| 1.4 | Elect Director Robert H. Henry | For | For | Management |
| 1.5 | Elect Director Michael Kanovsky | For | Withhold | Management |
| 1.6 | Elect Director John Krenicki, Jr. | For | For | Management |
| 1.7 | Elect Director Robert A. Mosbacher, Jr. | For | For | Management |
| 1.8 | Elect Director Duane C. Radtke | For | For | Management |
| 1.9 | Elect Director Mary P. Ricciardello | For | For | Management |
| 1.10 | Elect Director John Richels | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify KPMG LLP as Auditors | For | Against | Management |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |

DYNEGY INC.

Ticker: DYN Security ID: 26817R108

Meeting Date: MAR 02, 2018 Meeting Type: Special

Record Date: JAN 19, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Advisory Vote on Golden Parachutes | For | Against | Management |
| 3 | Adjourn Meeting | For | For | Management |

EASTMAN CHEMICAL COMPANY

Ticker: EMN Security ID: 277432100 Meeting Date: MAY 03, 2018 Meeting Type: Annual

Record Date: MAR 15, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Humberto P. Alfonso | For | For | Management |
| 1.2 | Elect Director Brett D. Begemann | For | For | Management |
| 1.3 | Elect Director Michael P. Connors | For | Against | Management |
| 1.4 | Elect Director Mark J. Costa | For | Against | Management |
| 1.5 | Elect Director Stephen R. Demeritt | For | Against | Management |
| 1.6 | Elect Director Robert M. Hernandez | For | Against | Management |
| 1.7 | Elect Director Julie F. Holder | For | For | Management |
| 1.8 | Elect Director Renee J. Hornbaker | For | Against | Management |
| 1.9 | Elect Director Lewis M. Kling | For | For | Management |
| 1.10 | Elect Director James J. O'Brien | For | For | Management |
| 1.11 | Elect Director David W. Raisbeck | For | Against | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |

EATON CORPORATION PLC

Ticker: ETN Security ID: G29183103
Meeting Date: APR 25, 2018 Meeting Type: Annual

Record Date: FEB 26, 2018

| # 1a 1b | Proposal Elect Director Craig Arnold Elect Director Todd M. Bluedorn | Mgt Rec For For | Vote Cast For Against | Sponsor Management Management |
|---------------|---|-----------------------|-----------------------------|-------------------------------------|
| 1c | Elect Director Christopher M. Connor | For | For | Management |
| 1d | Elect Director Michael J. Critelli | For | Against | Management |
| 1e | Elect Director Richard H. Fearon | For | For | Management |
| 1f | Elect Director Charles E. Golden | For | For | Management |
| 1g | Elect Director Arthur E. Johnson | For | For | Management |
| 1h | Elect Director Deborah L. McCoy | For | Against | Management |
| 1i | Elect Director Gregory R. Page | For | Against | Management |
| 1 ј | Elect Director Sandra Pianalto | For | For | Management |
| 1k | Elect Director Gerald B. Smith | For | For | Management |
| 11 | Elect Director Dorothy C. Thompson | For | For | Management |
| 2 | Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration | For | Against | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |

| 4 | Authorize Issue of Equity with | For | For | Management |
|---|--------------------------------------|-----|---------|------------|
| | Pre-emptive Rights | | | |
| 5 | Authorize Issue of Equity without | For | For | Management |
| | Pre-emptive Rights | | | |
| 6 | Authorize Share Repurchase of Issued | For | Against | Management |
| | Share Capital | | | |

ENTERGY CORPORATION

Ticker: ETR Security ID: 29364G103 Meeting Date: MAY 04, 2018 Meeting Type: Annual

Record Date: MAR 05, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director John R. Burbank | For | For | Management |
| 1b | Elect Director Patrick J. Condon | For | For | Management |
| 1c | Elect Director Leo P. Denault | For | Against | Management |
| 1d | Elect Director Kirkland H. Donald | For | For | Management |
| 1e | Elect Director Philip L. Frederickson | For | For | Management |
| 1f | Elect Director Alexis M. Herman | For | For | Management |
| 1g | Elect Director Stuart L. Levenick | For | Against | Management |
| 1h | Elect Director Blanche Lambert Lincoln | For | For | Management |
| 1i | Elect Director Karen A. Puckett | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify Deloitte & Touche LLP as | For | For | Management |
| | Auditors | | | |
| 4 | Report on Distributed Renewable | Against | For | Shareholder |
| | Generation Resources | | | |

GENERAL DYNAMICS CORPORATION

Ticker: GD Security ID: 369550108 Meeting Date: MAY 02, 2018 Meeting Type: Annual

Record Date: MAR 08, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|-------------|
| 1a | Elect Director James S. Crown | For | Against | Management |
| 1b | Elect Director Rudy F. deLeon | For | Against | Management |
| 1c | Elect Director Lester L. Lyles | For | Against | Management |
| 1d | Elect Director Mark M. Malcolm | For | Against | Management |
| 1e | Elect Director Phebe N. Novakovic | For | Against | Management |
| 1f | Elect Director C. Howard Nye | For | Against | Management |
| 1g | Elect Director William A. Osborn | For | Against | Management |
| 1h | Elect Director Catherine B. Reynolds | For | Against | Management |
| 1i | Elect Director Laura J. Schumacher | For | Against | Management |
| 1 ј | Elect Director Peter A. Wall | For | Against | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Reduce Ownership Threshold for | Against | For | Shareholder |
| | Shareholders to Call Special Meeting | | | |

GENERAL MOTORS COMPANY

Ticker: GM Security ID: 37045V100 Meeting Date: JUN 12, 2018 Meeting Type: Annual

Record Date: APR 16, 2018

| Elect Director Mary T. Barra Elect Director Linda R. Gooden Elect Director Joseph Jimenez Elect Director Jane L. Mendillo Elect Director Michael G. Mullen Elect Director James J. Mulva Elect Director Patricia F. Russo Elect Director Thomas M. Schoewe Elect Director Thomas M. Solso For Elect Director Theodore M. Solso For Elect Director Carol M. Stephenson Advisory Vote to Ratify Named Executive Officers' Compensation Require Independent Board Chairman Against Report on Fleet GHG Emissions in Against For For Management For Shareholder Shareholder Relation to CAFE Standards | # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|--|-----|---|---------|-----------|-------------|
| Elect Director Joseph Jimenez Elect Director Jane L. Mendillo Elect Director Michael G. Mullen Elect Director Michael G. Mullen For Elect Director James J. Mulva For Elect Director Patricia F. Russo For Elect Director Thomas M. Schoewe For Elect Director Theodore M. Solso For Elect Director Carol M. Stephenson Elect Director Devin N. Wenig Advisory Vote to Ratify Named Executive Officers' Compensation Ratify Ernst & Young LLP as Auditors Require Independent Board Chairman Against For Management Against For Shareholder Report on Fleet GHG Emissions in Against For Shareholder | 1a | Elect Director Mary T. Barra | For | For | Management |
| Elect Director Jane L. Mendillo For For Management Elect Director Michael G. Mullen For For Management Elect Director James J. Mulva For For Management Elect Director Patricia F. Russo For For Management Elect Director Thomas M. Schoewe For For Management Elect Director Theodore M. Solso For For Management Elect Director Carol M. Stephenson For For Management Elect Director Devin N. Wenig For For Management Advisory Vote to Ratify Named For For Management Executive Officers' Compensation Ratify Ernst & Young LLP as Auditors For For Management Require Independent Board Chairman Against For Shareholder Provide Right to Act by Written Consent Against For Shareholder Report on Fleet GHG Emissions in Against For Shareholder | 1b | Elect Director Linda R. Gooden | For | For | Management |
| le Elect Director Michael G. Mullen For For Management 1f Elect Director James J. Mulva For For Management 1g Elect Director Patricia F. Russo For For Management 1h Elect Director Thomas M. Schoewe For For Management 1i Elect Director Theodore M. Solso For For Management 1j Elect Director Carol M. Stephenson For For Management 1k Elect Director Devin N. Wenig For For Management 2 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 3 Ratify Ernst & Young LLP as Auditors For For Management 4 Require Independent Board Chairman Against For Shareholder 5 Provide Right to Act by Written Consent Against For Shareholder 6 Report on Fleet GHG Emissions in Against For Shareholder | 1c | Elect Director Joseph Jimenez | For | For | Management |
| 1f Elect Director James J. Mulva For For Management 1g Elect Director Patricia F. Russo For For Management 1h Elect Director Thomas M. Schoewe For For Management 1i Elect Director Theodore M. Solso For For Management 1j Elect Director Carol M. Stephenson For For Management 1k Elect Director Devin N. Wenig For For Management 2 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 3 Ratify Ernst & Young LLP as Auditors For For Management 4 Require Independent Board Chairman Against For Shareholder 5 Provide Right to Act by Written Consent Against For Shareholder 6 Report on Fleet GHG Emissions in Against For Shareholder | 1d | Elect Director Jane L. Mendillo | For | For | Management |
| Elect Director Patricia F. Russo For For Management Elect Director Thomas M. Schoewe For For Management Elect Director Theodore M. Solso For For Management Elect Director Carol M. Stephenson For For Management Elect Director Devin N. Wenig For For Management Advisory Vote to Ratify Named For For Management Executive Officers' Compensation Ratify Ernst & Young LLP as Auditors For For Management Require Independent Board Chairman Against For Shareholder Provide Right to Act by Written Consent Against For Shareholder Report on Fleet GHG Emissions in Against For Shareholder | 1e | Elect Director Michael G. Mullen | For | For | Management |
| 1h Elect Director Thomas M. Schoewe For For Management 1i Elect Director Theodore M. Solso For For Management 1j Elect Director Carol M. Stephenson For For Management 1k Elect Director Devin N. Wenig For For Management 2 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 3 Ratify Ernst & Young LLP as Auditors For For Management 4 Require Independent Board Chairman Against For Shareholder 5 Provide Right to Act by Written Consent Against For Shareholder 6 Report on Fleet GHG Emissions in Against For Shareholder | 1f | Elect Director James J. Mulva | For | For | Management |
| li Elect Director Theodore M. Solso For For Management lj Elect Director Carol M. Stephenson For For Management lk Elect Director Devin N. Wenig For For Management Advisory Vote to Ratify Named For For Management Executive Officers' Compensation Ratify Ernst & Young LLP as Auditors For For Management Require Independent Board Chairman Against For Shareholder Provide Right to Act by Written Consent Against For Shareholder Report on Fleet GHG Emissions in Against For Shareholder | 1g | Elect Director Patricia F. Russo | For | For | Management |
| 1j Elect Director Carol M. Stephenson For For Management 1k Elect Director Devin N. Wenig For For Management 2 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 3 Ratify Ernst & Young LLP as Auditors For For Management 4 Require Independent Board Chairman Against For Shareholder 5 Provide Right to Act by Written Consent Against For Shareholder 6 Report on Fleet GHG Emissions in Against For Shareholder | 1h | Elect Director Thomas M. Schoewe | For | For | Management |
| 1k Elect Director Devin N. Wenig For For Management 2 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 3 Ratify Ernst & Young LLP as Auditors For For Management 4 Require Independent Board Chairman Against For Shareholder 5 Provide Right to Act by Written Consent Against For Shareholder 6 Report on Fleet GHG Emissions in Against For Shareholder | 1i | Elect Director Theodore M. Solso | For | For | Management |
| Advisory Vote to Ratify Named For For Management Executive Officers' Compensation Ratify Ernst & Young LLP as Auditors For For Management Require Independent Board Chairman Against For Shareholder Provide Right to Act by Written Consent Against For Shareholder Report on Fleet GHG Emissions in Against For Shareholder | 1 j | Elect Director Carol M. Stephenson | For | For | Management |
| Executive Officers' Compensation Ratify Ernst & Young LLP as Auditors For For Management Require Independent Board Chairman Against For Shareholder Provide Right to Act by Written Consent Against For Shareholder Report on Fleet GHG Emissions in Against For Shareholder | 1k | Elect Director Devin N. Wenig | For | For | Management |
| Ratify Ernst & Young LLP as Auditors For For Management Require Independent Board Chairman Against For Shareholder Provide Right to Act by Written Consent Against For Shareholder Report on Fleet GHG Emissions in Against For Shareholder | 2 | Advisory Vote to Ratify Named | For | For | Management |
| 4 Require Independent Board Chairman Against For Shareholder 5 Provide Right to Act by Written Consent Against For Shareholder 6 Report on Fleet GHG Emissions in Against For Shareholder | | Executive Officers' Compensation | | | |
| 5 Provide Right to Act by Written Consent Against For Shareholder 6 Report on Fleet GHG Emissions in Against For Shareholder | 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 6 Report on Fleet GHG Emissions in Against For Shareholder | 4 | Require Independent Board Chairman | Against | For | Shareholder |
| <u> </u> | 5 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| Relation to CAFE Standards | 6 | Report on Fleet GHG Emissions in | Against | For | Shareholder |
| | | Relation to CAFE Standards | | | |

HONEYWELL INTERNATIONAL INC.

Ticker: HON Security ID: 438516106 Meeting Date: APR 23, 2018 Meeting Type: Annual

Record Date: FEB 23, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1A | Elect Director Darius Adamczyk | For | Against | Management |
| 1B | Elect Director Duncan B. Angove | For | For | Management |
| 1C | Elect Director William S. Ayer | For | Against | Management |
| 1D | Elect Director Kevin Burke | For | Against | Management |
| 1E | Elect Director Jaime Chico Pardo | For | Against | Management |
| 1F | Elect Director D. Scott Davis | For | Against | Management |
| 1G | Elect Director Linnet F. Deily | For | Against | Management |
| 1H | Elect Director Judd Gregg | For | Against | Management |
| 11 | Elect Director Clive Hollick | For | Against | Management |
| 1J | Elect Director Grace D. Lieblein | For | Against | Management |
| 1K | Elect Director George Paz | For | Against | Management |
| 1L | Elect Director Robin L. Washington | For | Against | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify Deloitte & Touche LLP as | For | For | Management |
| | Auditors | | | |
| 4 | Reduce Ownership Threshold for | For | For | Management |
| | Shareholders to Call Special Meeting | | | |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |
| 6 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| | | | | |

HP INC.

Ticker: HPQ Security ID: 40434L105
Meeting Date: APR 24, 2018 Meeting Type: Annual

Record Date: FEB 23, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1a | Elect Director Aida M. Alvarez | For | For | Management |
| 1b | Elect Director Shumeet Banerji | For | For | Management |
| 1c | Elect Director Robert R. Bennett | For | For | Management |
| 1d | Elect Director Charles "Chip" V. Bergh | For | For | Management |
| 1e | Elect Director Stacy Brown-Philpot | For | For | Management |
| 1f | Elect Director Stephanie A. Burns | For | For | Management |
| 1g | Elect Director Mary Anne Citrino | For | Against | Management |
| 1h | Elect Director Stacey Mobley | For | For | Management |
| 1i | Elect Director Subra Suresh | For | For | Management |
| 1 ј | Elect Director Dion J. Weisler | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |

INGREDION INCORPORATED

Ticker: INGR Security ID: 457187102 Meeting Date: MAY 16, 2018 Meeting Type: Annual

Record Date: MAR 19, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director Luis Aranguren-Trellez | For | Against | Management |
| 1b | Elect Director David B. Fischer | For | For | Management |
| 1c | Elect Director Ilene S. Gordon | For | For | Management |
| 1d | Elect Director Paul Hanrahan | For | For | Management |
| 1e | Elect Director Rhonda L. Jordan | For | For | Management |
| 1f | Elect Director Gregory B. Kenny | For | Against | Management |
| 1g | Elect Director Barbara A. Klein | For | For | Management |
| 1h | Elect Director Victoria J. Reich | For | For | Management |
| 1i | Elect Director Jorge A. Uribe | For | For | Management |
| 1 ј | Elect Director Dwayne A. Wilson | For | For | Management |
| 1k | Elect Director James P. Zallie | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify KPMG LLP as Auditors | For | Against | Management |

INTEL CORPORATION

Ticker: INTC Security ID: 458140100 Meeting Date: MAY 17, 2018 Meeting Type: Annual

Record Date: MAR 19, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------|---------|-----------|------------|
| 1a | Elect Director Aneel Bhusri | For | For | Management |
| 1b | Elect Director Andy D. Bryant | For | For | Management |
| 1c | Elect Director Reed E. Hundt | For | For | Management |
| 1d | Elect Director Omar Ishrak | For | For | Management |
| 1e | Elect Director Brian M. Krzanich | For | For | Management |
| 1f | Elect Director Risa Lavizzo-Mourey | For | For | Management |
| 1q | Elect Director Tsu-Jae King Liu | For | For | Management |

| 1h | Elect Director Gregory D. Smith | For | For | Management |
|-----|---|---------|---------|-------------|
| 1i | Elect Director Andrew Wilson | For | For | Management |
| 1 ј | Elect Director Frank D. Yeary | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | Against | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |
| 6 | Report on Costs and Benefits of | Against | Against | Shareholder |
| | Poltical Contributions | | | |

INTERNATIONAL PAPER COMPANY

Ticker: IP Security ID: 460146103 Meeting Date: MAY 07, 2018 Meeting Type: Annual

Record Date: MAR 13, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|-------------|
| 1a | Elect Director David J. Bronczek | For | For | Management |
| 1b | Elect Director William J. Burns | For | For | Management |
| 1c | Elect Director Christopher M. Connor | For | For | Management |
| 1d | Elect Director Ahmet C. Dorduncu | For | For | Management |
| 1e | Elect Director Ilene S. Gordon | For | Against | Management |
| 1f | Elect Director Jacqueline C. Hinman | For | For | Management |
| 1g | Elect Director Jay L. Johnson | For | For | Management |
| 1h | Elect Director Clinton A. Lewis, Jr. | For | For | Management |
| 1i | Elect Director Kathryn D. Sullivan | For | For | Management |
| 1 ј | Elect Director Mark S. Sutton | For | For | Management |
| 1k | Elect Director J. Steven Whisler | For | For | Management |
| 11 | Elect Director Ray G. Young | For | For | Management |
| 2 | Ratify Deloitte & Touche LLP as | For | For | Management |
| | Auditors | | | |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Reduce Ownership Threshold for | Against | For | Shareholder |
| | Shareholders to Call Special Meeting | | | |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104 Meeting Date: APR 26, 2018 Meeting Type: Annual

Record Date: FEB 27, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1a | Elect Director Mary C. Beckerle | For | For | Management |
| 1b | Elect Director D. Scott Davis | For | For | Management |
| 1c | Elect Director Ian E. L. Davis | For | For | Management |
| 1d | Elect Director Jennifer A. Doudna | For | For | Management |
| 1e | Elect Director Alex Gorsky | For | For | Management |
| 1f | Elect Director Mark B. McClellan | For | For | Management |
| 1g | Elect Director Anne M. Mulcahy | For | For | Management |
| 1h | Elect Director William D. Perez | For | For | Management |
| 1i | Elect Director Charles Prince | For | For | Management |
| 1 ј | Elect Director A. Eugene Washington | For | For | Management |
| 1k | Elect Director Ronald A. Williams | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | For | Management |

| | Executive Officers' Compensation | | | |
|---|---------------------------------------|---------|---------|-------------|
| 3 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 4 | Prohibit Adjusting Compensation | Against | Against | Shareholder |
| | Metrics for Legal or Compliance Costs | | | |
| 5 | Reduce Ownership Threshold for | Against | For | Shareholder |
| | Shareholders to Call Special Meeting | | | |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100 Meeting Date: MAY 15, 2018 Meeting Type: Annual

Record Date: MAR 16, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1a | Elect Director Linda B. Bammann | For | Against | Management |
| 1b | Elect Director James A. Bell | For | For | Management |
| 1c | Elect Director Stephen B. Burke | For | Against | Management |
| 1d | Elect Director Todd A. Combs | For | For | Management |
| 1e | Elect Director James S. Crown | For | Against | Management |
| 1f | Elect Director James Dimon | For | Against | Management |
| 1g | Elect Director Timothy P. Flynn | For | For | Management |
| 1h | Elect Director Mellody Hobson | For | Against | Management |
| 1i | Elect Director Laban P. Jackson, Jr. | For | Against | Management |
| 1 ј | Elect Director Michael A. Neal | For | For | Management |
| 1k | Elect Director Lee R. Raymond | For | Against | Management |
| 11 | Elect Director William C. Weldon | For | Against | Management |
| 2 | Ratify Existing Ownership Threshold | For | Against | Management |
| | for Shareholders to Call Special | | | |
| | Meeting | | | |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Amend Omnibus Stock Plan | For | Against | Management |
| 5 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Prohibit Accelerated Vesting of Awards | Against | For | Shareholder |
| | to Pursue Government Service | | | |
| 8 | Institute Procedures to Prevent | Against | For | Shareholder |
| | Investments in Companies that | | | |
| | Contribute to Genocide or Crimes | | | |
| | Against Humanity | | | |
| 9 | Restore or Provide for Cumulative | Against | Against | Shareholder |
| | Voting | | | |

KANSAS CITY SOUTHERN

Ticker: KSU Security ID: 485170302 Meeting Date: MAY 17, 2018 Meeting Type: Annual

Record Date: MAR 19, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Lydia I. Beebe | For | For | Management |
| 1.2 | Elect Director Lu M. Cordova | For | For | Management |
| 1.3 | Elect Director Robert J. Druten | For | For | Management |
| 1.4 | Elect Director Terrence P. Dunn | For | For | Management |

| 1.5 | Elect Director Antonio O. Garza, Jr. | For | For | Management |
|------|---|---------|---------|-------------|
| 1.6 | Elect Director David Garza-Santos | For | For | Management |
| 1.7 | Elect Director Janet H. Kennedy | For | For | Management |
| 1.8 | Elect Director Mitchell J. Krebs | For | For | Management |
| 1.9 | Elect Director Henry J. Maier | For | For | Management |
| 1.10 | Elect Director Thomas A. McDonnell | For | Against | Management |
| 1.11 | Elect Director Patrick J. Ottensmeyer | For | For | Management |
| 1.12 | Elect Director Rodney E. Slater | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as | For | For | Management |
| | Auditors | | | |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| | | | | |

LAM RESEARCH CORPORATION

Ticker: LRCX Security ID: 512807108 Meeting Date: NOV 08, 2017 Meeting Type: Annual

Record Date: SEP 11, 2017

| # 1.1 | Proposal Elect Director Martin B. Anstice | Mgt Rec For | Vote Cast For | Sponsor Management |
|----------|--|----------------|------------------|-----------------------|
| 1.2 | Elect Director Eric K. Brandt | For | For | Management |
| 1.3 | Elect Director Michael R. Cannon | For | For | Management |
| 1.4 | Elect Director Youssef A. El-Mansy | For | For | Management |
| 1.5 | Elect Director Christine A. Heckart | For | For | Management |
| 1.6 | Elect Director Young Bum (YB) Koh | For | For | Management |
| 1.7 | Elect Director Catherine P. Lego | For | For | Management |
| 1.8 | Elect Director Stephen G. Newberry | For | For | Management |
| 1.9 | Elect Director Abhijit Y. Talwalkar | For | For | Management |
| 1.10 | Elect Director Lih Shyng (Rick L.) Tsai | For | Withhold | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Ratify Ernst & Young LLP as Auditors | For | Against | Management |
| 5 | Adopt Policy to Annually Disclose EEO-1 Data | Against | For | Shareholder |

MAGELLAN MIDSTREAM PARTNERS, L.P.

Ticker: MMP Security ID: 559080106 Meeting Date: APR 26, 2018 Meeting Type: Annual

Record Date: FEB 26, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert G. Croyle | For | For | Management |
| 1.2 | Elect Director Stacy P. Methvin | For | For | Management |
| 1.3 | Elect Director Barry R. Pearl | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify Ernst & Young, LLP as Auditors | For | For | Management |

MARATHON PETROLEUM CORPORATION

Ticker: MPC Security ID: 56585A102 Meeting Date: APR 25, 2018 Meeting Type: Annual

Record Date: FEB 26, 2018

| Proposal | Mgt Rec | Vote Cast | Sponsor |
|---------------------------------------|---|--|---|
| Elect Director Abdulaziz F. Alkhayyal | For | For | Management |
| Elect Director Donna A. James | For | For | Management |
| Elect Director James E. Rohr | For | For | Management |
| Ratify PricewaterhouseCoopers LLP as | For | For | Management |
| Auditors | | | |
| Advisory Vote to Ratify Named | For | Against | Management |
| Executive Officers' Compensation | | | |
| Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| Eliminate Supermajority Vote | For | For | Management |
| Requirement to Amend Bylaws | | | |
| Eliminate Supermajority Vote | For | For | Management |
| Requirement to Amend Charter | | | |
| Reduce Ownership Threshold for | Against | For | Shareholder |
| Shareholders to Call Special Meeting | | | |
| | Elect Director Abdulaziz F. Alkhayyal Elect Director Donna A. James Elect Director James E. Rohr Ratify PricewaterhouseCoopers LLP as Auditors Advisory Vote to Ratify Named Executive Officers' Compensation Advisory Vote on Say on Pay Frequency Eliminate Supermajority Vote Requirement to Amend Bylaws Eliminate Supermajority Vote Requirement to Amend Charter Reduce Ownership Threshold for | Elect Director Abdulaziz F. Alkhayyal For Elect Director Donna A. James For Elect Director James E. Rohr For Ratify PricewaterhouseCoopers LLP as Auditors Advisory Vote to Ratify Named For Executive Officers' Compensation Advisory Vote on Say on Pay Frequency One Year Eliminate Supermajority Vote For Requirement to Amend Bylaws Eliminate Supermajority Vote For Requirement to Amend Charter Reduce Ownership Threshold for Against | Elect Director Abdulaziz F. Alkhayyal For For Elect Director Donna A. James For For Elect Director James E. Rohr For For Ratify PricewaterhouseCoopers LLP as For Auditors Advisory Vote to Ratify Named For Against Executive Officers' Compensation Advisory Vote on Say on Pay Frequency One Year One Year Eliminate Supermajority Vote For For Requirement to Amend Bylaws Eliminate Supermajority Vote For For Requirement to Amend Charter Reduce Ownership Threshold for Against For |

MEDTRONIC PLC

Ticker: MDT Security ID: G5960L103
Meeting Date: DEC 08, 2017 Meeting Type: Annual

Record Date: OCT 10, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1a | Elect Director Richard H. Anderson | For | Against | Management |
| 1b | Elect Director Craig Arnold | For | For | Management |
| 1c | Elect Director Scott C. Donnelly | For | For | Management |
| 1d | Elect Director Randall J. Hogan, III | For | For | Management |
| 1e | Elect Director Omar Ishrak | For | For | Management |
| 1f | Elect Director Shirley Ann Jackson | For | Against | Management |
| 1g | Elect Director Michael O. Leavitt | For | For | Management |
| 1h | Elect Director James T. Lenehan | For | For | Management |
| 1i | Elect Director Elizabeth G. Nabel | For | For | Management |
| 1 ј | Elect Director Denise M. O'Leary | For | For | Management |
| 1k | Elect Director Kendall J. Powell | For | For | Management |
| 11 | Elect Director Robert C. Pozen | For | For | Management |
| 2 | Approve PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors and Authorize Audit Committee | | | |
| | to Fix Their Remuneration | | | |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Amend Omnibus Stock Plan | For | Against | Management |

METLIFE, INC.

Ticker: MET Security ID: 59156R108
Meeting Date: OCT 19, 2017 Meeting Type: Special

Record Date: SEP 05, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------------|---------|-----------|------------|
| 1 | Amend Certificate of Incorporation to | For | For | Management |
| | Modify the Dividend Payment Tests for | | | |

the Series A Preferred Stock and the Series C Preferred Stock

2 Adjourn Meeting For For Management

METLIFE, INC.

Ticker: MET Security ID: 59156R108
Meeting Date: JUN 12, 2018 Meeting Type: Annual

Record Date: APR 13, 2018

| ,, | | | | ~ |
|------|-------------------------------------|---------|-----------|-------------|
| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
| 1.1 | Elect Director Cheryl W. Grise | For | Against | Management |
| 1.2 | Elect Director Carlos M. Gutierrez | For | For | Management |
| 1.3 | Elect Director Gerald L. Hassell | For | For | Management |
| 1.4 | Elect Director David L. Herzog | For | For | Management |
| 1.5 | Elect Director R. Glenn Hubbard | For | For | Management |
| 1.6 | Elect Director Steven A. Kandarian | For | For | Management |
| 1.7 | Elect Director Edward J. Kelly, III | For | For | Management |
| 1.8 | Elect Director William E. Kennard | For | For | Management |
| 1.9 | Elect Director James M. Kilts | For | For | Management |
| 1.10 | Elect Director Catherine R. Kinney | For | For | Management |
| 1.11 | Elect Director Denise M. Morrison | For | For | Management |
| 2 | Ratify Deloitte & Touche LLP as | For | Against | Management |
| | Auditors | | | |
| 3 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |

MONDELEZ INTERNATIONAL, INC.

Ticker: MDLZ Security ID: 609207105
Meeting Date: MAY 16, 2018 Meeting Type: Annual

Record Date: MAR 12, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1a | Elect Director Lewis W.K. Booth | For | For | Management |
| 1b | Elect Director Charles E. Bunch | For | For | Management |
| 1c | Elect Director Debra A. Crew | For | For | Management |
| 1d | Elect Director Lois D. Juliber | For | For | Management |
| 1e | Elect Director Mark D. Ketchum | For | For | Management |
| 1f | Elect Director Peter W. May | For | For | Management |
| 1g | Elect Director Jorge S. Mesquita | For | For | Management |
| 1h | Elect Director Joseph Neubauer | For | For | Management |
| 1i | Elect Director Fredric G. Reynolds | For | For | Management |
| 1 ј | Elect Director Christiana S. Shi | For | For | Management |
| 1k | Elect Director Patrick T. Siewert | For | For | Management |
| 11 | Elect Director Jean-Francois M. L. van | For | Against | Management |
| | Boxmeer | | | |
| 1m | Elect Director Dirk Van de Put | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify PricewaterhouseCoopers LLP as | For | For | Management |
| | Auditors | | | |
| 4 | Assess Environmental Impact of | Against | For | Shareholder |
| | Non-Recyclable Packaging | | | |
| 5 | Create a Committee to Prepare a Report | Against | Against | Shareholder |

Regarding the Impact of Plant Closures on Communities

MORGAN STANLEY

Ticker: MS Security ID: 617446448 Meeting Date: MAY 24, 2018 Meeting Type: Annual

Record Date: MAR 26, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1a | Elect Director Elizabeth Corley | For | For | Management |
| 1b | Elect Director Alistair Darling | For | For | Management |
| 1c | Elect Director Thomas H. Glocer | For | For | Management |
| 1d | Elect Director James P. Gorman | For | For | Management |
| 1e | Elect Director Robert H. Herz | For | For | Management |
| 1f | Elect Director Nobuyuki Hirano | For | For | Management |
| 1g | Elect Director Jami Miscik | For | For | Management |
| 1h | Elect Director Dennis M. Nally | For | For | Management |
| 1i | Elect Director Hutham S. Olayan | For | For | Management |
| 1 ј | Elect Director Ryosuke Tamakoshi | For | For | Management |
| 1k | Elect Director Perry M. Traquina | For | For | Management |
| 11 | Elect Director Rayford Wilkins, Jr. | For | For | Management |
| 2 | Ratify Deloitte & Touche LLP as | For | Against | Management |
| | Auditors | | | |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Prohibit Accelerated Vesting of Awards | Against | For | Shareholder |
| | to Pursue Government Service | | | |

ORACLE CORPORATION

Ticker: ORCL Security ID: 68389X105 Meeting Date: NOV 15, 2017 Meeting Type: Annual

Record Date: SEP 18, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|----------|-----------|-------------|
| 1.1 | Elect Director Jeffrey S. Berg | For | Withhold | Management |
| 1.2 | Elect Director Michael J. Boskin | For | Withhold | Management |
| 1.3 | Elect Director Safra A. Catz | For | For | Management |
| 1.4 | Elect Director Bruce R. Chizen | For | Withhold | Management |
| 1.5 | Elect Director George H. Conrades | For | For | Management |
| 1.6 | Elect Director Lawrence J. Ellison | For | Withhold | Management |
| 1.7 | Elect Director Hector Garcia-Molina | For | Withhold | Management |
| 1.8 | Elect Director Jeffrey O. Henley | For | For | Management |
| 1.9 | Elect Director Mark V. Hurd | For | For | Management |
| 1.10 | Elect Director Renee J. James | For | For | Management |
| 1.11 | Elect Director Leon E. Panetta | For | For | Management |
| 1.12 | Elect Director Naomi O. Seligman | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Amend Omnibus Stock Plan | For | Against | Management |
| 5 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 6 | Political Contributions Disclosure | Against | For | Shareholder |
| 7 | Gender Pay Gap | Against | For | Shareholder |
| 8 | Amend Proxy Access Right | Against | Against | Shareholder |
| | | | | |

PFIZER INC.

Ticker: PFE Security ID: 717081103
Meeting Date: APR 26, 2018 Meeting Type: Annual

Record Date: FEB 27, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Dennis A. Ausiello | For | For | Management |
| 1.2 | Elect Director Ronald E. Blaylock | For | For | Management |
| 1.3 | Elect Director Albert Bourla | For | For | Management |
| 1.4 | Elect Director W. Don Cornwell | For | Against | Management |
| 1.5 | Elect Director Joseph J. Echevarria | For | For | Management |
| 1.6 | Elect Director Helen H. Hobbs | For | For | Management |
| 1.7 | Elect Director James M. Kilts | For | For | Management |
| 1.8 | Elect Director Dan R. Littman | For | For | Management |
| 1.9 | Elect Director Shantanu Narayen | For | For | Management |
| 1.10 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 1.11 | Elect Director Ian C. Read | For | For | Management |
| 1.12 | Elect Director James C. Smith | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | Against | Management |
| 3 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 4 | Amend Omnibus Stock Plan | For | Against | Management |
| 5 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED

Ticker: PEG Security ID: 744573106
Meeting Date: APR 17, 2018 Meeting Type: Annual

Record Date: FEB 16, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Willie A. Deese | For | For | Management |
| 1.2 | Elect Director William V. Hickey | For | For | Management |
| 1.3 | Elect Director Ralph Izzo | For | Against | Management |
| 1.4 | Elect Director Shirley Ann Jackson | For | For | Management |
| 1.5 | Elect Director David Lilley | For | For | Management |
| 1.6 | Elect Director Barry H. Ostrowsky | For | For | Management |
| 1.7 | Elect Director Thomas A. Renyi | For | Against | Management |
| 1.8 | Elect Director Hak Cheol (H.C.) Shin | For | For | Management |
| 1.9 | Elect Director Richard J. Swift | For | For | Management |
| 1.10 | Elect Director Susan Tomasky | For | For | Management |
| 1.11 | Elect Director Alfred W. Zollar | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify Deloitte & Touche LLP as | For | Against | Management |
| | Auditors | | | |

QUEST DIAGNOSTICS INCORPORATED

Ticker: DGX Security ID: 74834L100 Meeting Date: MAY 15, 2018 Meeting Type: Annual

Record Date: MAR 16, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Jenne K. Britell | For | For | Management |
| 1.2 | Elect Director Vicky B. Gregg | For | For | Management |
| 1.3 | Elect Director Jeffrey M. Leiden | For | For | Management |
| 1.4 | Elect Director Timothy L. Main | For | For | Management |
| 1.5 | Elect Director Gary M. Pfeiffer | For | Against | Management |
| 1.6 | Elect Director Timothy M. Ring | For | For | Management |
| 1.7 | Elect Director Stephen H. Rusckowski | For | Against | Management |
| 1.8 | Elect Director Daniel C. Stanzione | For | Against | Management |
| 1.9 | Elect Director Helen I. Torley | For | For | Management |
| 1.10 | Elect Director Gail R. Wilensky | For | Against | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 4 | Amend Right to Call Special Meeting | For | For | Management |
| 5 | Amend Bylaws Call Special Meetings | Against | For | Shareholder |
| | | | | |

REINSURANCE GROUP OF AMERICA, INCORPORATED

Ticker: RGA Security ID: 759351604 Meeting Date: MAY 23, 2018 Meeting Type: Annual

Record Date: MAR 23, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1A | Elect Director Patricia L. Guinn | For | For | Management |
| 1B | Elect Director Frederick J. Sievert | For | For | Management |
| 1C | Elect Director Stanley B. Tulin | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 3 | Amend Articles of Incorporation to | For | For | Management |
| | Permit Shareholders to Amend Bylaws | | | |
| 4 | Declassify the Board of Directors | For | For | Management |
| 5 | Eliminate Supermajority Vote | For | For | Management |
| | Requirement to Amend Certain | | | |
| | Provisions of the Certificate of | | | |
| | Incorporation | | | |
| 6 | Ratify Deloitte & Touche LLP as | For | For | Management |
| | Auditors | | | |

ROYAL DUTCH SHELL PLC

Ticker: RDSA Security ID: 780259206 Meeting Date: MAY 22, 2018 Meeting Type: Annual

Record Date: APR 12, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Accept Financial Statements and | For | For | Management |
| | Statutory Reports | | | |
| 2 | Approve Remuneration Report | For | For | Management |
| 3 | Elect Ann Godbehere as Director | For | For | Management |
| 4 | Re-elect Ben van Beurden as Director | For | For | Management |

| 5 | Re-elect Euleen Goh as Director | For | For | Management |
|----|---|---------|---------|-------------|
| 6 | Re-elect Charles Holliday as Director | For | For | Management |
| 7 | Re-elect Catherine Hughes as Director | For | For | Management |
| 8 | Re-elect Gerard Kleisterlee as Director | For | Against | Management |
| 9 | Re-elect Roberto Setubal as Director | For | For | Management |
| 10 | Re-elect Sir Nigel Sheinwald as | For | For | Management |
| | Director | | | |
| 11 | Re-elect Linda Stuntz as Director | For | For | Management |
| 12 | Re-elect Jessica Uhl as Director | For | For | Management |
| 13 | Re-elect Gerrit Zalm as Director | For | For | Management |
| 14 | Reappoint Ernst & Young LLP as Auditors | For | For | Management |
| 15 | Authorise the Audit Committee to Fix | For | For | Management |
| | Remuneration of Auditors | | | |
| 16 | Authorise Issue of Equity with | For | For | Management |
| | Pre-emptive Rights | | | |
| 17 | Authorise Issue of Equity without | For | For | Management |
| | Pre-emptive Rights | | | |
| 18 | Authorise Market Purchase of Ordinary | For | For | Management |
| | Shares | | | |
| 19 | Request Shell to Set and Publish | Against | Against | Shareholder |
| | Targets for Greenhouse Gas (GHG) | | | |
| | Emissions | | | |
| | | | | |

SOUTHWESTERN ENERGY COMPANY

Ticker: SWN Security ID: 845467109
Meeting Date: MAY 22, 2018 Meeting Type: Annual

Record Date: MAR 23, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John D. Gass | For | For | Management |
| 1.2 | Elect Director Catherine A. Kehr | For | For | Management |
| 1.3 | Elect Director Greg D. Kerley | For | For | Management |
| 1.4 | Elect Director Gary P. Luquette | For | For | Management |
| 1.5 | Elect Director Jon A. Marshall | For | For | Management |
| 1.6 | Elect Director Patrick M. Prevost | For | For | Management |
| 1.7 | Elect Director Terry W. Rathert | For | For | Management |
| 1.8 | Elect Director William J. Way | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify PricewaterhouseCoopers LLP as | For | For | Management |
| | Auditors | | | |

SUNTRUST BANKS, INC.

Ticker: STI Security ID: 867914103
Meeting Date: APR 24, 2018 Meeting Type: Annual

Record Date: FEB 14, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Agnes Bundy Scanlan | For | For | Management |
| 1.2 | Elect Director Dallas S. Clement | For | For | Management |
| 1.3 | Elect Director Paul R. Garcia | For | For | Management |
| 1.4 | Elect Director M. Douglas Ivester | For | Against | Management |
| 1.5 | Elect Director Donna S. Morea | For | For | Management |
| 1.6 | Elect Director David M. Ratcliffe | For | For | Management |

| 1.7 | Elect Director William H. Rogers, Jr. | For | Against | Management |
|------|---------------------------------------|-----|---------|------------|
| 1.8 | Elect Director Frank P. Scruggs, Jr. | For | For | Management |
| 1.9 | Elect Director Bruce L. Tanner | For | For | Management |
| 1.10 | Elect Director Steven C. Voorhees | For | For | Management |
| 1.11 | Elect Director Thomas R. Watjen | For | For | Management |
| 1.12 | Elect Director Phail Wynn, Jr. | For | Against | Management |
| 2 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 3 | Approve Omnibus Stock Plan | For | Against | Management |
| 4 | Ratify Ernst & Young LLP as Auditors | For | For | Management |

THE ALLSTATE CORPORATION

Ticker: ALL Security ID: 020002101 Meeting Date: MAY 11, 2018 Meeting Type: Annual

Record Date: MAR 13, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|-------------|
| 1a | Elect Director Kermit R. Crawford | For | For | Management |
| 1b | Elect Director Michael L. Eskew | For | For | Management |
| 1c | Elect Director Margaret M. Keane | For | For | Management |
| 1d | Elect Director Siddharth N. (Bobby) | For | For | Management |
| | Mehta | | | |
| 1e | Elect Director Jacques P. Perold | For | For | Management |
| 1f | Elect Director Andrea Redmond | For | For | Management |
| 1g | Elect Director Gregg M. Sherrill | For | For | Management |
| 1h | Elect Director Judith A. Sprieser | For | Against | Management |
| 1i | Elect Director Perry M. Traquina | For | For | Management |
| 1ј | Elect Director Thomas J. Wilson | For | Against | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify Deloitte & Touche LLP as | For | Against | Management |
| | Auditors | | | |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Report on Political Contributions | Against | For | Shareholder |

THE BANK OF NEW YORK MELLON CORPORATION

Ticker: BK Security ID: 064058100 Meeting Date: APR 10, 2018 Meeting Type: Annual

Record Date: FEB 09, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1a | Elect Director Steven D. Black | For | For | Management |
| 1b | Elect Director Linda Z. Cook | For | For | Management |
| 1c | Elect Director Joseph J. Echevarria | For | For | Management |
| 1d | Elect Director Edward P. Garden | For | For | Management |
| 1e | Elect Director Jeffrey A. Goldstein | For | For | Management |
| 1f | Elect Director John M. Hinshaw | For | For | Management |
| 1g | Elect Director Edmund F. "Ted" Kelly | For | For | Management |
| 1h | Elect Director Jennifer B. Morgan | For | For | Management |
| 1i | Elect Director Mark A. Nordenberg | For | Against | Management |
| 1 ј | Elect Director Elizabeth E. Robinson | For | For | Management |
| 1k | Elect Director Charles W. Scharf | For | For | Management |
| 11 | Elect Director Samuel C. Scott, III | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | For | Management |

Executive Officers' Compensation

Ratify KPMG LLP as Auditors For For Management

Provide Right to Act by Written Consent Against For Shareholder

Report on and Assess Proxy Voting Against For Shareholder

Policies in Relation to Climate Change

THE GOLDMAN SACHS GROUP, INC.

Position

Ticker: GS Security ID: 38141G104 Meeting Date: MAY 02, 2018 Meeting Type: Annual

Record Date: MAR 05, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Lloyd C. Blankfein | For | For | Management |
| 1b | Elect Director M. Michele Burns | For | For | Management |
| 1c | Elect Director Mark A. Flaherty | For | For | Management |
| 1d | Elect Director William W. George | For | For | Management |
| 1e | Elect Director James A. Johnson | For | For | Management |
| 1f | Elect Director Ellen J. Kullman | For | For | Management |
| 1g | Elect Director Lakshmi N. Mittal | For | Abstain | Management |
| 1h | Elect Director Adebayo O. Ogunlesi | For | For | Management |
| 1i | Elect Director Peter Oppenheimer | For | For | Management |
| 1ј | Elect Director David A. Viniar | For | For | Management |
| 1k | Elect Director Mark O. Winkelman | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Amend Omnibus Stock Plan | For | Against | Management |
| 4 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 5 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 6 | Amend Proxy Access Right | Against | For | Shareholder |

THE PROCTER & GAMBLE COMPANY

Ticker: PG Security ID: 742718109 Meeting Date: OCT 10, 2017 Meeting Type: Proxy Contest

Record Date: AUG 11, 2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|--------------|------------|
| | Management Proxy (Blue Proxy Card) | None | | |
| 1.1 | Elect Director Francis S. Blake | For | Did Not Vote | Management |
| 1.2 | Elect Director Angela F. Braly | For | Did Not Vote | Management |
| 1.3 | Elect Director Amy L. Chang | For | Did Not Vote | Management |
| 1.4 | Elect Director Kenneth I. Chenault | For | Did Not Vote | Management |
| 1.5 | Elect Director Scott D. Cook | For | Did Not Vote | Management |
| 1.6 | Elect Director Terry J. Lundgren | For | Did Not Vote | Management |
| 1.7 | Elect Director W. James McNerney, Jr. | For | Did Not Vote | Management |
| 1.8 | Elect Director David S. Taylor | For | Did Not Vote | Management |
| 1.9 | Elect Director Margaret C. Whitman | For | Did Not Vote | Management |
| 1.10 | Elect Director Patricia A. Woertz | For | Did Not Vote | Management |
| 1.11 | Elect Director Ernesto Zedillo | For | Did Not Vote | Management |
| 2 | Ratify Deloitte & Touche LLP as | For | Did Not Vote | Management |
| | Auditors | | | |
| 3 | Advisory Vote to Ratify Named | For | Did Not Vote | Management |
| | Executive Officers' Compensation | | | |

| 4 5 6 | Advisory Vote on Say on Pay Frequency Adopt Holy Land Principles Report on Company Non-Discrimination Policies in States with Pro-Discrimination Laws | One Year Against Against | Did Not Vote Did Not Vote Did Not Vote | Shareholder |
|-------------|---|--------------------------------|--|-------------|
| 7 | Report on Risks of Doing Business in Conflict-Affected Areas | Against | Did Not Vote | Shareholder |
| 8 | Repeal Any Amendments to Code of Regulations Adopted After April 8, 2016 | Against | Did Not Vote | Shareholder |
| # | Proposal Dissident Proxy (White Proxy Card) | Diss Rec None | Vote Cast | Sponsor |
| 1.1 | Elect Director Nelson Peltz | For | For | Shareholder |
| 1.2 | Management Nominee Francis S. Blake | For | For | Shareholder |
| 1.3 | Management Nominee Angela F. Braly | For | For | Shareholder |
| 1.4 | Management Nominee Amy L. Chang | For | For | Shareholder |
| 1.5 | Management Nominee Kenneth I. Chenault | For | For | Shareholder |
| 1.6 | Management Nominee Scott D. Cook | For | For | Shareholder |
| 1.7 | Management Nominee Terry J. Lundgren | For | For | Shareholder |
| 1.8 | Management Nominee W. James McNerney, Jr. | For | For | Shareholder |
| 1.9 | Management Nominee David S. Taylor | For | For | Shareholder |
| 1.10 | Management Nominee Margaret C. Whitman | For | For | Shareholder |
| 1.11 | Management Nominee Patricia A. Woertz | For | For | Shareholder |
| 2 | Ratify Deloitte & Touche LLP as Auditors | None | Against | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | None | For | Management |
| 4 | Advisory Vote on Say on Pay Frequency | None | One Year | Management |
| 5 | Adopt Holy Land Principles | None | Against | Shareholder |
| 6 | Report on Company Non-Discrimination Policies in States with Pro-Discrimination Laws | None | Against | Shareholder |
| 7 | Report on Risks of Doing Business in Conflict-Affected Areas | None | For | Shareholder |
| 8 | Repeal Any Amendments to Code of Regulations Adopted After April 8, 2016 | For | For | Shareholder |

TRANSCANADA CORPORATION

Ticker: TRP Security ID: 89353D107
Meeting Date: APR 27, 2018
Record Date: MAR 12, 2018

| 11 | D 1 | Mad Day | 77-1-0 | 0 |
|------|---------------------------------------|---------|-----------|------------|
| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
| 1.1 | Elect Director Kevin E. Benson | For | Withhold | Management |
| 1.2 | Elect Director Stephan Cretier | For | For | Management |
| 1.3 | Elect Director Russell K. Girling | For | For | Management |
| 1.4 | Elect Director S. Barry Jackson | For | For | Management |
| 1.5 | Elect Director John E. Lowe | For | For | Management |
| 1.6 | Elect Director Paula Rosput Reynolds | For | For | Management |
| 1.7 | Elect Director Mary Pat Salomone | For | For | Management |
| 1.8 | Elect Director Indira V. Samarasekera | For | For | Management |
| 1.9 | Elect Director D. Michael G. Stewart | For | For | Management |
| 1.10 | Elect Director Siim A. Vanaselja | For | For | Management |
| 1.11 | Elect Director Thierry Vandal | For | For | Management |
| 2 | Approve KPMG LLP as Auditors and | For | Withhold | Management |
| | Authorize Board to Fix Their | | | |
| | Remuneration | | | |
| 3 | Advisory Vote on Executive | For | For | Management |

Compensation Approach

4 SP 1: Report on Climate Change For For Shareholder

U.S. BANCORP

Ticker: USB Security ID: 902973304 Meeting Date: APR 17, 2018 Meeting Type: Annual

Record Date: FEB 20, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director Warner L. Baxter | For | For | Management |
| 1b | Elect Director Marc N. Casper | For | For | Management |
| 1c | Elect Director Andrew Cecere | For | Against | Management |
| 1d | Elect Director Arthur D. Collins, Jr. | For | Against | Management |
| 1e | Elect Director Kimberly J. Harris | For | For | Management |
| 1f | Elect Director Roland A. Hernandez | For | For | Management |
| 1g | Elect Director Doreen Woo Ho | For | For | Management |
| 1h | Elect Director Olivia F. Kirtley | For | For | Management |
| 1i | Elect Director Karen S. Lynch | For | For | Management |
| 1 j | Elect Director Richard P. McKenney | For | For | Management |
| 1k | Elect Director David B. O'Maley | For | Against | Management |
| 11 | Elect Director O'dell M. Owens | For | Against | Management |
| 1m | Elect Director Craig D. Schnuck | For | Against | Management |
| 1n | Elect Director Scott W. Wine | For | Against | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | Abstain | Management |
| | Executive Officers' Compensation | | | |

UNITED TECHNOLOGIES CORPORATION

Ticker: UTX Security ID: 913017109
Meeting Date: APR 30, 2018 Meeting Type: Annual

Record Date: MAR 02, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|-------------|
| 1a | Elect Director Lloyd J. Austin, III | For | For | Management |
| 1b | Elect Director Diane M. Bryant | For | For | Management |
| 1c | Elect Director John V. Faraci | For | Against | Management |
| 1d | Elect Director Jean-Pierre Garnier | For | Against | Management |
| 1e | Elect Director Gregory J. Hayes | For | For | Management |
| 1f | Elect Director Ellen J. Kullman | For | For | Management |
| 1g | Elect Director Marshall O. Larsen | For | Against | Management |
| 1h | Elect Director Harold W. McGraw, III | For | Against | Management |
| 1i | Elect Director Margaret L. O'Sullivan | For | For | Management |
| 1 ј | Elect Director Fredric G. Reynolds | For | For | Management |
| 1k | Elect Director Brian C. Rogers | For | For | Management |
| 11 | Elect Director Christine Todd Whitman | For | Against | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Approve Omnibus Stock Plan | For | Against | Management |
| 4 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |
| 5 | Eliminate Supermajority Vote | For | For | Management |
| | Requirement to Approve Certain | | | |
| | Business Combinations | | | |
| 6 | Reduce Ownership Threshold for | Against | For | Shareholder |

Shareholders to Call Special Meeting

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104 Meeting Date: MAY 03, 2018 Meeting Type: Annual

Record Date: MAR 05, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Shellye L. Archambeau | For | For | Management |
| 1.2 | Elect Director Mark T. Bertolini | For | For | Management |
| 1.3 | Elect Director Richard L. Carrion | For | For | Management |
| 1.4 | Elect Director Melanie L. Healey | For | For | Management |
| 1.5 | Elect Director M. Frances Keeth | For | For | Management |
| 1.6 | Elect Director Lowell C. McAdam | For | For | Management |
| 1.7 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 1.8 | Elect Director Rodney E. Slater | For | For | Management |
| 1.9 | Elect Director Kathryn A. Tesija | For | For | Management |
| 1.10 | Elect Director Gregory D. Wasson | For | For | Management |
| 1.11 | Elect Director Gregory G. Weaver | For | For | Management |
| 2 | Ratify Ernst & Young as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 4 | Amend Bylaws Call Special Meetings | Against | For | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |
| 7 | Assess Feasibility of Cyber Security | Against | For | Shareholder |
| | and Data Privacy as a Performance | | | |
| | Measure for Senior Executive | | | |
| | Compensation | | | |
| 8 | Clawback of Incentive Payments | Against | For | Shareholder |
| 9 | Eliminate Above-Market Earnings in | Against | For | Shareholder |
| | Executive Retirement Plans | | | |

VF CORPORATION

Ticker: VFC Security ID: 918204108 Meeting Date: APR 24, 2018 Meeting Type: Annual

Record Date: MAR 01, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard T. Carucci | For | Withhold | Management |
| 1.2 | Elect Director Juliana L. Chugg | For | Withhold | Management |
| 1.3 | Elect Director Benno Dorer | For | Withhold | Management |
| 1.4 | Elect Director Mark S. Hoplamazian | For | Withhold | Management |
| 1.5 | Elect Director Laura W. Lang | For | Withhold | Management |
| 1.6 | Elect Director W. Alan McCollough | For | Withhold | Management |
| 1.7 | Elect Director W. Rodney McMullen | For | Withhold | Management |
| 1.8 | Elect Director Clarence Otis, Jr. | For | Withhold | Management |
| 1.9 | Elect Director Steven E. Rendle | For | Withhold | Management |
| 1.10 | Elect Director Carol L. Roberts | For | Withhold | Management |
| 1.11 | Elect Director Matthew J. Shattock | For | Withhold | Management |
| 2 | Advisory Vote to Ratify Named | For | Against | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify PricewaterhouseCoopers LLP as | For | Against | Management |
| | Auditors | | | |

WALMART, INC.

Ticker: WMT Security ID: 931142103 Meeting Date: MAY 30, 2018 Meeting Type: Annual

Record Date: APR 06, 2018

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|-------------|
| 1a | Elect Director Stephen J. Easterbrook | For | For | Management |
| 1b | Elect Director Timothy P. Flynn | For | For | Management |
| 1c | Elect Director Sarah J. Friar | For | For | Management |
| 1d | Elect Director Carla A. Harris | For | For | Management |
| 1e | Elect Director Thomas W. Horton | For | For | Management |
| 1f | Elect Director Marissa A. Mayer | For | For | Management |
| 1g | Elect Director C. Douglas McMillon | For | For | Management |
| 1h | Elect Director Gregory B. Penner | For | For | Management |
| 1i | Elect Director Steven S Reinemund | For | For | Management |
| 1 ј | Elect Director S. Robson Walton | For | For | Management |
| 1k | Elect Director Steuart L. Walton | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | For | Management |
| | Executive Officers' Compensation | | | |
| 3 | Ratify Ernst & Young LLP as Auditors | For | Against | Management |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Report on Race or Ethnicity Pay Gap | Against | Against | Shareholder |

====== END NPX REPORT

SIGNATURES

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

(Registrant): AllianzGI NFJ Dividend, Interest & Premium Strategy Fund

By (Signature and Title)*: /s/ Thomas J. Fuccillo

Name: Thomas J. Fuccillo

Title: President and Chief Executive Officer

Date: August 28, 2018

^{*} Print the name and title of each signing officer under his or her signature.