

CENTRAL SECURITIES CORP
Form N-PX
August 09, 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: 811-179

Central Securities Corporation

(Exact name of Registrant as specified in charter)

630 Fifth Avenue, Eighth Floor

New York, New York 10111

(Address of principal executive offices)

Registrant's telephone number: 212-698-2020

Date of fiscal year end: December 31

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

Issuer: Sonus Networks, Inc. **CUSIP:** 835916503

Ticker: SONS

Meeting Date: 9/26/17

| Matter Voted On | Proposed By | For/ Fund Against Vote Mgt. |
|---|------------------------|--|
| 1. To consider and vote upon a proposal (the “Sonus merger proposal”) to adopt the agreement and plan of merger (the “merger agreement”), dated as of May 23, 2017, among Sonus Networks, Inc. (“Sonus”), Solstice Sapphire Investments, Inc. (“New Solstice”), Solstice Sapphire, Inc. (“Solstice Merger Sub”), Green Sapphire Investments LLC, Green Sapphire LLC, GENBAND Holdings Company (“GENBAND”), GENBAND Inc. (“GB”) and GENBAND II, Inc. (“GB II” and together with GENBAND and GB, the “GENBAND parties”), and approve the merger of Solstice Merger Sub with and into Sonus, with Sonus surviving the Sonus merger as a wholly owned subsidiary of New Solstice. | Management | FOR FOR |
| 2. To consider and vote upon five separate proposals (the “Sonus governance-related proposals”) relating to the amended and restated certificate of incorporation of New Solstice that, in accordance with the merger agreement, will be approved and adopted by Sonus as the sole stockholder of New Solstice prior to the mergers and will continue to be in effect after the completion of the mergers and the principal stockholders agreement that New Solstice will enter into with certain of the existing principal stockholders of the GENBAND parties (the “OEP Stockholders”) upon completion of the mergers. | | |
| 2A. To approve provisions related to the amount and classes of authorized stock. | Management | FOR FOR |
| 2B. To approve provisions related to board size and composition. | Management | FOR FOR |
| 2C. To approve provisions related to removal of directors. | Management | FOR FOR |
| 2D. To approve provisions granting preemptive rights to the OEP Stockholders. | Management | FOR FOR |
| 2E. To approve provisions relating to Section 203 of the Delaware General Corporation Law. | Management | FOR FOR |
| 3. To consider and vote upon a proposal to permit Sonus to adjourn the special meeting, if necessary, for further solicitation of proxies if there are not sufficient votes at the originally scheduled time of the special meeting to approve the Sonus merger proposal and the Sonus governance-related proposals. | Management | FOR FOR |
| 4. To consider and vote upon a proposal to approve, by non-binding, advisory vote, certain compensation arrangements for Sonus’ named executive officers in connection with the mergers. | Management | FOR FOR |

Issuer: Microsoft Corporation **CUSIP:** 594918104

Ticker: MSFT

Meeting Date: 11/29/17

| Matter Voted On | Proposed By | For/ Fund Vote Mgt. | Against |
|---|------------------------|------------------------------------|----------------|
| 1A. Election of William H. Gates III as a director of the company. | Management | FOR | FOR |
| 1B. Election of Reid G. Hoffman as a director of the company. | Management | FOR | FOR |
| 1C. Election of Hugh F. Johnston as a director of the company. | Management | FOR | FOR |
| 1D. Election of Teri L List-Stoll as a director of the company. | Management | FOR | FOR |
| 1E. Election of Satya Nadella as a director of the company. | Management | FOR | FOR |
| 1F. Election of Charles H. Noski as a director of the company. | Management | FOR | FOR |
| 1G. Election of Helmut Panke as a director of the company. | Management | FOR | FOR |
| 1H. Election of Sandra E. Peterson as a director of the company. | Management | FOR | FOR |
| 1I. Election of Penny S. Pritzker as a director of the company. | Management | FOR | FOR |
| 1J. Election of Charles W. Scharf as a director of the company. | Management | FOR | FOR |
| 1K. Election of Arne M. Sorenson as a director of the company. | Management | FOR | FOR |
| 1L. Election of John W. Stanton as a director of the company. | Management | FOR | FOR |
| 1M. Election of John W. Thompson as a director of the company. | Management | FOR | FOR |
| 1N. Election of Padmasree Warrior as a director of the company. | Management | FOR | FOR |
| 2. Advisory vote to approve named executive officer compensation. | Management | FOR | FOR |
| 3. Advisory vote on the frequency of future advisory votes to approve executive compensation. | Management | FOR | FOR |
| 4. Ratification of Deloitte & Touche LLP as independent auditor for fiscal year 2018. | Management | FOR | FOR |
| 5. Approval of material terms of the performance goals under the executive compensation plan. | Management | FOR | FOR |
| 6. Approval of the Microsoft Corporation 2017 Stock Plan. | Management | FOR | FOR |

Issuer: Medtronic plc **CUSIP:** G5960L103

Ticker: MDT

Meeting Date: 12/8/17

| Matter Voted On | Proposed By | Fund | For/Against Vote Mgt. |
|---|--------------------|-------------|------------------------------|
| 1A. Election of Richard H. Anderson as a director of the company. | Management | FOR | FOR |
| 1B. Election of Craig Arnold as a director of the company. | Management | FOR | FOR |
| 1C. Election of Scott C. Donnelly as a director of the company. | Management | FOR | FOR |
| 1D. Election of Randall Hogan III as a director of the company. | Management | FOR | FOR |
| 1E. Election of Omar Ishrak as a director of the company. | Management | FOR | FOR |
| 1F. Election of Shirley A. Jackson, Ph.D. as a director of the company. | Management | FOR | FOR |
| 1G. Election of Michael O. Leavitt as a director of the company. | Management | FOR | FOR |
| 1H. Election of James T. Lenehan as a director of the company. | Management | FOR | FOR |
| 1I. Election of Elizabeth Nabel, M.D. as a director of the company. | Management | FOR | FOR |
| 1J. Election of Denise M. O’Leary as a director of the company. | Management | FOR | FOR |
| 1K. Election of Kendall J. Powell as a director of the company. | Management | FOR | FOR |
| 1L. Election of Robert C. Pozen as a director of the company. | Management | FOR | FOR |
| 2. To ratify, in a non-binding vote, the appointment of PricewaterhouseCoopers LLP as Medtronic’s independent auditor for fiscal year 2018 and authorize the Board of Directors, acting through the Audit Committee, to set the auditor’s remuneration. | Management | FOR | FOR |
| 3. To approve in a non-binding advisory vote, named executive officer compensation (a “say-on-pay” vote). | Management | FOR | FOR |
| 4. To approve amendment and restatement of the Medtronic Plc amended and restated 2013 stock award and incentive plan. | Management | FOR | FOR |

Issuer: Coherent, Inc. **CUSIP:** 192479103

Ticker: COHR

Meeting Date: 3/1/18

| Matter Voted On | Proposed By | Fund | For/Against Vote Mgt. |
|--|--------------------|-------------|------------------------------|
| 1.1. Election of John R. Ambroseo as a director of the company. | Management | FOR | FOR |
| 1.2. Election of Jay T. Flatley as a director of the company. | Management | FOR | FOR |
| 1.3. Election of Pamela Fletcher as a director of the company. | Management | FOR | FOR |
| 1.4. Election of Susan M. James as a director of the company. | Management | FOR | FOR |
| 1.5. Election of L. William Krause as a director of the company. | Management | FOR | FOR |
| 1.6. Election of Garry W. Rogerson as a director of the company. | Management | FOR | FOR |
| 1.7. Election of Steven Skaggs as a director of the company. | Management | FOR | FOR |
| 1.8. Election of Sandeep Vij as a director of the company. | Management | FOR | FOR |

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|---|------------|-----|-----|
| 2. To ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending September 29, 2018. | Management | FOR | FOR |
| 3. To approve in a non-binding advisory vote, named executive officer compensation. | Management | FOR | FOR |

Issuer: Analog Devices, Inc. **CUSIP:** 032654105

Ticker: ADI

Meeting Date: 3/14/18

| Matter Voted On | Proposed By | Fund Against Vote | For/ Mgt. |
|---|------------------------|----------------------------------|----------------------|
| 1a. Election of Ray Stata as a director of the company. | Management | FOR | FOR |
| 1b. Election of Vincent Roche as a director of the company. | Management | FOR | FOR |
| 1c. Election of James A. Champy as a director of the company. | Management | FOR | FOR |
| 1d. Election of Bruce R. Evans as a director of the company. | Management | FOR | FOR |
| 1e. Election of Edward H. Frank as a director of the company. | Management | FOR | FOR |
| 1f. Election of Mark M. Little as a director of the company. | Management | FOR | FOR |
| 1g. Election of Neil Novich as a director of the company. | Management | FOR | FOR |
| 1h. Election of Kenton J. Sicchitano as a director of the company. | Management | FOR | FOR |
| 1i. Election of Lisa T. Su as a director of the company. | Management | FOR | FOR |
| 2. To approve, by non-binding “say-on-pay” vote, the compensation of named executive officers, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in the proxy statement. | Management | FOR | FOR |
| 3. To ratify the selection of Ernst & Young LLP as independent public accounting firm for the 2018 fiscal year. | Management | FOR | FOR |

Issuer: Keysight Technologies, Inc. **CUSIP:** 49338L103

Ticker: KEYS

Meeting Date: 3/22/18

| Matter Voted On | Proposed By | Fund Against Vote | For/ Mgt. |
|--|------------------------|----------------------------------|----------------------|
| 1a. Election of Ronald S. Nersesian as a director of the company. | Management | FOR | FOR |
| 1b. Election of Charles J. Dockendorff as a director of the company. | Management | FOR | FOR |
| 1c. Election of Robert A. Rango as a director of the company. | Management | FOR | FOR |
| 2. To approve the Amendment and Restatement of the 2014 Equity and Incentive Compensation Plan. | Management | FOR | FOR |
| 3. To ratify the Audit and Finance Committee’s appointment of PricewaterhouseCoopers LLP as Keysight’s independent public accounting firm. | Management | FOR | FOR |
| 4. To approve, on an advisory basis, the compensation of Keysight’s named executive officers. | Management | FOR | FOR |

Issuer: Johnson & Johnson **CUSIP:** 478160104

Ticker: JNJ

Meeting Date: 4/26/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|---|--------------------|------------------|-------------------------|
| 1a. Election of Mary C. Beckerle as a director of the company. | Management | FOR | FOR |
| 1b. Election of D. Scott Davis as a director of the company. | Management | FOR | FOR |
| 1c. Election of Ian E.L. Davis as a director of the company. | Management | FOR | FOR |
| 1d. Election of Jennifer A. Doudna as a director of the company. | Management | FOR | FOR |
| 1e. Election of Alex Gorsky as a director of the company. | Management | FOR | FOR |
| 1f. Election of Mark B. McClellan as a director of the company. | Management | FOR | FOR |
| 1g. Election of Anne M. Mulcahy as a director of the company. | Management | FOR | FOR |
| 1h. Election of William D. Perez as a director of the company. | Management | FOR | FOR |
| 1i. Election of Charles Prince as a director of the company. | Management | FOR | FOR |
| 1j. Election of A. Eugene Washington as a director of the company. | Management | FOR | FOR |
| 1k. Election of Ronald A. Williams as a director of the company. | Management | FOR | FOR |
| 2. Advisory vote to approve named executive officer compensation. | Management | FOR | FOR |
| 3. Ratification of appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2018. | Management | FOR | FOR |
| 4. Shareholder proposal – accounting for litigation and compliance in executive compensation performance measures. | Stockholder | FOR | Against |
| 5. Shareholder proposal – amendment to shareholder ability to call special shareholder meeting. | Stockholder | Against | FOR |

Issuer: Citigroup Inc. **CUSIP:** 172967424

Ticker: C

Meeting Date: 4/24/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|---|--------------------|------------------|-------------------------|
| 1a. Election of Michael L. Corbat as a director of the company. | Management | FOR | FOR |
| 1b. Election of Ellen M. Costello as a director of the company. | Management | FOR | FOR |
| 1c. Election of John C. Dugan as a director of the company. | Management | FOR | FOR |
| 1d. Election of Duncan P. Hennes as a director of the company. | Management | FOR | FOR |
| 1e. Election of Peter B. Heney as a director of the company. | Management | FOR | FOR |
| 1f. Election of Franz B. Hermer as a director of the company. | Management | FOR | FOR |
| 1g. Election of S. Leslie Ireland as a director of the company. | Management | FOR | FOR |
| 1h. Election of Renee J. James as a director of the company. | Management | FOR | FOR |
| 1i. Election of Eugene M. McQuade as a director of the company. | Management | FOR | FOR |
| 1j. Election of Michael E. O'Neill as a director of the company. | Management | FOR | FOR |
| 1k. Election of Gary M. Reiner as a director of the company. | Management | FOR | FOR |
| 1l. Election of Anthony M. Santomero as a director of the company. | Management | FOR | FOR |
| 1m. Election of Diana L. Taylor as a director of the company. | Management | FOR | FOR |
| 1n. Election of James S. Turley as a director of the company. | Management | FOR | FOR |
| 1o. Election of Deborah C. Wright as a director of the company. | Management | FOR | FOR |
| 1p. Election of Ernesto Zedillo Ponce de Leon as a director of the company. | Management | FOR | FOR |
| 2. Proposal to ratify the selection of KPMG LLP as Citi's independent registered public accounting firm for 2018. | Management | FOR | FOR |
| 3. Advisory vote to approve Citi's 2017 executive compensation. | Management | FOR | FOR |
| 4. Approval of an amendment to the Citigroup 2014 Stock Incentive Plan authorizing additional shares. | Management | FOR | FOR |
| 5. Stockholder proposal requesting a Human and Indigenous Peoples' Rights Policy. | Stockholder | Against | FOR |
| 6. Stockholder proposal requesting that the Board take steps necessary to adopt cumulative voting. | Stockholder | Against | FOR |
| 7. Stockholder proposal requesting a report on lobbying and grassroots lobbying contributions. | Stockholder | Against | FOR |
| 8. Stockholder proposal requesting an amendment to Citi's proxy access bylaw provisions pertaining to the aggregation limit and the number of candidates. | Stockholder | Against | FOR |
| 9. Stockholder proposal requesting that the Board adopt a policy prohibiting the vesting of equity-based awards for senior executives due to a voluntary resignation to enter government service. | Stockholder | Against | FOR |
| 10. Stockholder proposal requesting that the Board amend Citi's bylaws to give holders in the aggregate of 15% of Citi's outstanding common stock the power to call a special meeting. | Stockholder | Against | FOR |

Issuer: Berkshire Hathaway Inc. **CUSIP:** 084670108

Ticker: BRK/A

Meeting Date: 5/5/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|--|--------------------|------------------|-------------------------|
| 1-01. Election of Warren E. Buffett as a director of the company. | Management | FOR | FOR |
| 1-02. Election of Charles T. Munger as a director of the company. | Management | FOR | FOR |
| 1-03. Election of Gregory E. Abel as a director of the company. | Management | FOR | FOR |
| 1-04. Election of Howard G. Buffett as a director of the company. | Management | FOR | FOR |
| 1-05. Election of Stephen B. Burke as a director of the company. | Management | FOR | FOR |
| 1-06. Election of Susan L. Decker as a director of the company. | Management | FOR | FOR |
| 1-07. Election of William H. Gates III as a director of the company. | Management | FOR | FOR |
| 1-08. Election of David S. Gottesman as a director of the company. | Management | FOR | FOR |
| 1-09. Election of Charlotte Guyman as a director of the company. | Management | FOR | FOR |
| 1-10. Election of Ajit Jain as a director of the company. | Management | FOR | FOR |
| 1-11. Election of Thomas S. Murphy as a director of the company. | Management | FOR | FOR |
| 1-12. Election of Ronald L. Olson as a director of the company. | Management | FOR | FOR |
| 1-13. Election of Walter Scott, Jr. as a director of the company. | Management | FOR | FOR |
| 1-14. Election of Meryl B. Witmer as a director of the company. | Management | FOR | FOR |
| 2. Shareholder proposal regarding methane gas emissions. | Stockholder | Against | FOR |
| 3. Shareholder proposal regarding adoption of a policy to encourage Berkshire subsidiaries to issue annual sustainability reports. | Stockholder | Against | FOR |

Issuer: Tri Pointe Group, Inc. **CUSIP:** 87265H109

Ticker: TPH

Meeting Date: 4/27/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|---|--------------------|------------------|-------------------------|
| 1-01. Election of Douglas F. Bauer as a director of the company. | Management | FOR | FOR |
| 1-02. Election of Lawrence B. Burrows as a director of the company. | Management | FOR | FOR |
| 1-03. Election of Daniel S. Fulton as a director of the company. | Management | FOR | FOR |
| 1-04. Election of Steven J. Gilbert as a director of the company. | Management | FOR | FOR |
| 1-05. Election of Constance B. Moore as a director of the company. | Management | FOR | FOR |
| 1-06. Election of Thomas B. Rogers as a director of the company. | Management | FOR | FOR |
| 2. Ratification of the appointment of Ernst & Young LLP as TRI Pointe Group, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, | Management | FOR | FOR |

2018.

Issuer: Capital One Financial Corporation **CUSIP:** 14040H105

Ticker: COF

Meeting Date: 5/3/18

| Matter Voted On | Proposed By | Fund Vote | Against Mgt. |
|---|------------------------|----------------------|-------------------------|
| 1A. Election of Richard D. Fairbank as a director of the company. | Management | FOR | FOR |
| 1B. Election of Aparna Chennapragada as a director of the company. | Management | FOR | FOR |
| 1C. Election of Ann Fritz Hackett as a director of the company. | Management | FOR | FOR |
| 1D. Election of Lewis Hay, III as a director of the company. | Management | FOR | FOR |
| 1E. Election of Benjamin P. Jenkins, III as a director of the company. | Management | FOR | FOR |
| 1F. Election of Peter Thomas Killalea as a director of the company. | Management | FOR | FOR |
| 1G. Election of Pierre E. Leroy as a director of the company. | Management | FOR | FOR |
| 1H. Election of Peter E. Raskind as a director of the company. | Management | FOR | FOR |
| 1I. Election of Mayo A. Shattuck III as a director of the company. | Management | FOR | FOR |
| 1J. Election of Bradford H. Warner as a director of the company. | Management | FOR | FOR |
| 1K. Election of Catherine G. West as a director of the company. | Management | FOR | FOR |
| 2. Ratification of selection of Ernst & Young LLP as independent auditors of Capital One for 2018. | Management | FOR | FOR |
| 3. Advisory approval of Capital One's 2017 Named Executive Officer compensation. | Management | FOR | FOR |
| 4. Ratification of 25% ownership threshold for stockholders to request a special meeting of stockholders. | Management | FOR | FOR |

Issuer: Aspen Insurance Holdings Limited **CUSIP:** G05384105

Ticker: AHL

Meeting Date: 5/2/18

| Matter Voted On | Proposed By | Fund Vote | Against Mgt. |
|---|------------------------|----------------------|-------------------------|
| 1-01. Election of Mr. Glyn Jones as a director of the company. | Management | FOR | FOR |
| 1-02. Election of Mr. Gary Gregg as a director of the company. | Management | FOR | FOR |
| 1-03. Election of Mr. Bret Pearlman as a director of the company. | Management | FOR | FOR |
| 2. To provide a non-binding, advisory vote approving the compensation of the Company's named executive officers set forth in the proxy statement ("Say-On-Pay Vote"). | Management | FOR | FOR |
| 3. To Reappoint KPMG LLP ("KPMG"), London, England, to act as the Company's independent registered public accounting firm and auditor for the fiscal year ending December 31, 2018 and to authorize the Board of Directors of the Company through the Audit Committee to set the remuneration for KPMG. | Management | FOR | FOR |

Issuer: The Bank of New York Mellon Corporation **CUSIP:** 064058100

Ticker: BK

Meeting Date: 4/10/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|--|------------------------|----------------------|----------------------------------|
| 1A. Election of Steven D. Black as a director of the company. | Management | FOR | FOR |
| 1B. Election of Linda Z. Cook as a director of the company. | Management | FOR | FOR |
| 1C. Election of Joseph J. Echevarria as a director of the company. | Management | FOR | FOR |
| 1D. Election of Edward P. Garden as a director of the company. | Management | FOR | FOR |
| 1E. Election of Jeffrey A. Goldstein as a director of the company. | Management | FOR | FOR |
| 1F. Election of John M. Hunshaw as a director of the company. | Management | FOR | FOR |
| 1G. Election of Edmund F. Kelly as a director of the company. | Management | FOR | FOR |
| 1H. Election of Jennifer B. Morgan as a director of the company. | Management | FOR | FOR |
| 1I. Election of Mark A. Nordenberg as a director of the company. | Management | FOR | FOR |
| 1J. Election of Elizabeth E. Robinson as a director of the company. | Management | FOR | FOR |
| 1K. Election of Charles W. Scharf as a director of the company. | Management | FOR | FOR |
| 1L. Election of Samuel C. Scott III as a director of the company. | Management | FOR | FOR |
| 2. Advisory resolution to approve the 2017 compensation of named executive officers. | Management | FOR | FOR |
| 3. Ratification of KPMG LLP as independent auditor for 2018. | Management | FOR | FOR |
| 4. Stockholder proposal regarding written consent. | Stockholder | Against | FOR |
| 5. Stockholder proposal regarding a proxy voting review report. | Stockholder | Against | FOR |

Issuer: Wells Fargo & Company **CUSIP:** 949746101

Ticker: WFC

Meeting Date: 4/24/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|---|------------------------|----------------------|----------------------------------|
| 1A. Election of John D. Baker II as a director of the company. | Management | FOR | FOR |
| 1B. Election of Celeste A. Clark as a director of the company. | Management | FOR | FOR |
| 1C. Election of Theodore F. Craver, Jr. as a director of the company. | Management | FOR | FOR |
| 1D. Election of Elizabeth A. Duke as a director of the company. | Management | FOR | FOR |
| 1E. Election of Donald M. James as a director of the company. | Management | FOR | FOR |
| 1F. Election of Maria R. Morris as a director of the company. | Management | FOR | FOR |
| 1G. Election of Karen B. Peetz as a director of the company. | Management | FOR | FOR |
| 1H. Election of Juan A. Pujadas as a director of the company. | Management | FOR | FOR |
| 1I. Election of James H. Quigley as a director of the company. | Management | FOR | FOR |
| 1J. Election of Ronald L. Sargent as a director of the company. | Management | FOR | FOR |
| 1K. Election of Timothy J. Sloan as a director of the company. | Management | FOR | FOR |

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| 1L. Election of Suzanne M. Vautrinot as a director of the company. | Management | FOR | FOR |
| 2. Advisory resolution to approve executive compensation. | Management | FOR | FOR |
| 3. Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2018. | Management | FOR | FOR |
| 4. Stockholder proposal - Special Shareholder meetings. | Stockholder | Against | FOR |
| 5. Stockholder proposal – Reform Executive Compensation Policy with Social Responsibility. | Stockholder | Against | FOR |
| 6. Shareholder proposal – Report on Incentive Compensation and Risks of Material Losses. | Stockholder | Against | FOR |

Issuer: Murphy Oil Corporation **CUSIP:** 626717102

Ticker: MUR

Meeting Date: 5/9/18

| Matter Voted On | Proposed By | Fund | For/Against Vote Mgt. |
|---|--------------------|-------------|------------------------------|
| 1a. Election of T.J. Collins as a director of the company. | Management | FOR | FOR |
| 1b. Election of S.A. Cosse as a director of the company. | Management | FOR | FOR |
| 1c. Election of C.P. Deming as a director of the company. | Management | FOR | FOR |
| 1d. Election of L.R. Dickerson as a director of the company. | Management | FOR | FOR |
| 1e. Election of R.W. Jenkins as a director of the company. | Management | FOR | FOR |
| 1f. Election of E.W. Keller as a director of the company. | Management | FOR | FOR |
| 1g. Election of J.V. Kelley as a director of the company. | Management | FOR | FOR |
| 1h. Election of W. Mirosh as a director of the company. | Management | FOR | FOR |
| 1i. Election of R.M. Murphy as a director of the company. | Management | FOR | FOR |
| 1j. Election of J.W. Nolan as a director of the company. | Management | FOR | FOR |
| 1k. Election of N.E. Schmale as a director of the company. | Management | FOR | FOR |
| 1l. Election of L.A. Sugg as a director of the company. | Management | FOR | FOR |
| 2. Advisory vote to approve executive compensation. | Management | FOR | FOR |
| 3. Approval of the proposed 2018 Stock Plan for Non-Employee Directors. | Management | FOR | FOR |
| 4. Approval of the proposed 2018 Long-Term Incentive Plan. | Management | FOR | FOR |
| 5. Approval of the appointment of KPMG LLP as independent registered public accounting firm for 2018. | Management | FOR | FOR |

Issuer: Heritage-Crystal Clean, Inc. **CUSIP:** 42726M106

Ticker: HCCI

Meeting Date: 5/1/18

| Matter Voted On | Proposed By | Fund | For/Against Vote Mgt. |
|---|--------------------|-------------|------------------------------|
| 1-01. Election of Fred Fehsenfeld, Jr. as a director of the company. | Management | FOR | FOR |
| 1-02. Election of Jim Schumahcer as a director of the company. | Management | FOR | FOR |
| 2. To ratify the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year 2018. | Management | FOR | FOR |
| 3. Advisory vote to approve the named executive officer compensation for fiscal 2017, as disclosed in the Proxy Statement for the annual meeting. | Management | FOR | FOR |

Issuer: Alleghany Corporation **CUSIP:** 017175100

Ticker: Y

Meeting Date: 4/27/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|---|------------------------|----------------------|----------------------------------|
| 1a. Election of William K. Lavin as a director of the company. | Management | FOR | FOR |
| 1b. Election of Phillip M. Martineau as a director of the company. | Management | FOR | FOR |
| 1c. Election of Raymond L.M. Wong as a director of the company. | Management | FOR | FOR |
| 2. Ratification of selection of Ernst & Young LLP as Alleghany Corporation's independent registered public accounting firm for fiscal 2018. | Management | FOR | FOR |
| 3. Advisory vote to approve the compensation of the named executive officers of Alleghany Corporation. | Management | FOR | FOR |

Issuer: General Electric Company **CUSIP:** 369604103

Ticker: GE

Meeting Date: 4/25/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|---|------------------------|----------------------|----------------------------------|
| A1. Election of Sebastien M. Bazin as a director of the company. | Management | FOR | FOR |
| A2. Election of W. Geoffrey Beattie as a director of the company. | Management | FOR | FOR |
| A3. Election of John J. Brennan as a director of the company. | Management | FOR | FOR |
| A4. Election of H. Lawrence Culp, Jr. as a director of the company. | Management | FOR | FOR |
| A5. Election of Francisco D'Souza as a director of the company. | Management | FOR | FOR |
| A6. Election of John L. Flannery as a director of the company. | Management | FOR | FOR |
| A7. Election of Edward P. Garden as a director of the company. | Management | FOR | FOR |
| A8. Election of Thomas W. Horton as a director of the company. | Management | FOR | FOR |
| A9. Election of Risa Lavizzo-Mourey as a director of the company. | Management | FOR | FOR |
| A10. Election of James J. Mulva as a director of the company. | Management | FOR | FOR |
| A11. Election of Leslie F. Seidman as a director of the company. | Management | FOR | FOR |
| A12. Election of James S. Tisch as a director of the company. | Management | FOR | FOR |
| B1. Advisory approval of named executives' compensation. | Management | FOR | FOR |
| B2. Ratification of KPMG as independent auditor for 2018. | Management | FOR | FOR |
| B3. Stockholder proposal to require the Chairman of the Board to be independent. | Stockholder | Against | FOR |
| C1. Stockholder proposal to adopt cumulative voting for director elections. | Stockholder | Against | FOR |
| C2. Shareholder proposal to deduct the impact of stock buybacks from executive pay. | Stockholder | Against | FOR |
| C3. Shareholder proposal to issue a report on political lobbying and contributions. | Stockholder | Against | FOR |

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C4. Shareholder proposal to issue a report on stock buybacks.

Stockholder AgainstFOR

C5. Shareholder proposal to permit shareholder action by written consent.

Stockholder AgainstFOR

Issuer: JPMorgan Chase & Co. **CUSIP:** 46625H100

Ticker: JPM

Meeting Date: 5/15/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|--|--------------------|------------------|-------------------------|
| 1a. Election of Linda B. Bammann as a director of the company. | Management | FOR | FOR |
| 1b. Election of James A. Bell as a director of the company. | Management | FOR | FOR |
| 1c. Election of Stephen B. Burke as a director of the company. | Management | FOR | FOR |
| 1d. Election of Todd A. Combs as a director of the company. | Management | FOR | FOR |
| 1e. Election of James S. Crown as a director of the company. | Management | FOR | FOR |
| 1f. Election of James Dimon as a director of the company. | Management | FOR | FOR |
| 1g. Election of Timothy P. Flynn as a director of the company. | Management | FOR | FOR |
| 1h. Election of Mellody Hobson as a director of the company. | Management | FOR | FOR |
| 1i. Election of Laban P. Jackson, Jr. as a director of the company. | Management | FOR | FOR |
| 1j. Election of Michael A. Neal as a director of the company. | Management | FOR | FOR |
| 1k. Election of Lee R. Raymond as a director of the company. | Management | FOR | FOR |
| 1l. Election of William C. Weldon as a director of the company. | Management | FOR | FOR |
| 2. Ratification of special meeting provisions in the Firm's by-Laws. | Management | FOR | FOR |
| 3. Advisory resolution to approve executive compensation. | Management | FOR | FOR |
| 4. Approval of Amended and Restated Long-Term Incentive Plan effective May 15, 2018. | Management | FOR | FOR |
| 5. Ratification of independent registered public accounting firm. | Management | FOR | FOR |
| 6 Stockholder proposal regarding an independent board chairman. | Stockholder | Against | FOR |
| 7. Stockholder proposal regarding vesting for government service. | Stockholder | Against | FOR |
| 8. Stockholder proposal to report on investments tied to genocide. | Stockholder | Against | FOR |
| 9. Stockholder proposal regarding cumulative voting. | Stockholder | Against | FOR |

Issuer: American Express Corporation **CUSIP:** 025816109

Ticker: AXP

Meeting Date: 5/7/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|---|------------------------|----------------------|----------------------------------|
| 1a. Election of Charlene Barshefsky as a director of the company. | Management | FOR | FOR |
| 1b. Election of John J. Brennan as a director of the company. | Management | FOR | FOR |
| 1c. Election of Peter Chernin as a director of the company. | Management | FOR | FOR |
| 1d. Election of Ralph de la Vega as a director of the company. | Management | FOR | FOR |
| 1e. Election of Anne L. Lauvergeon as a director of the company. | Management | FOR | FOR |
| 1f. Election of Michael O. Leavitt as a director of the company. | Management | FOR | FOR |
| 1g. Election of Theodore J. Leonsis as a director of the company. | Management | FOR | FOR |
| 1h. Election of Richard C. Levin as a director of the company. | Management | FOR | FOR |
| 1i. Election of Samuel J. Palmisano as a director of the company. | Management | FOR | FOR |
| 1j. Election of Stephen J. Squeri as a director of the company. | Management | FOR | FOR |
| 1k. Election of Daniel L. Vasella as a director of the company. | Management | FOR | FOR |
| 1l. Election of Ronald A. Williams as a director of the company. | Management | FOR | FOR |
| 1m. Election of Christopher D. Young as a director of the company. | Management | FOR | FOR |
| 2. Ratification of appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for 2018. | Management | FOR | FOR |
| 3. Approval, on an advisory basis, of the Company's executive compensation. | Management | FOR | FOR |
| 4. Shareholder proposal relating to action by written consent. | Stockholder | Against | FOR |
| 5. Shareholder proposal relating to independent board chairman. | Stockholder | Against | FOR |

Issuer: The Progressive Corporation **CUSIP:** 743315103

Ticker: PGR

Meeting Date: 5/11/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|---|------------------------|----------------------|----------------------------------|
| 1a. Election of Philip Bleser as a director of the company. | Management | FOR | FOR |
| 1b. Election of Stuart B. Burgdoerfer as a director of the company. | Management | FOR | FOR |
| 1c. Election of Pamela J. Craig as a director of the company. | Management | FOR | FOR |
| 1d. Election of Charles A. Davis as a director of the company. | Management | FOR | FOR |
| 1e. Election of Roger N. Farah as a director of the company. | Management | FOR | FOR |
| 1f. Election of Lawton W. Fitt as a director of the company. | Management | FOR | FOR |
| 1g. Election of Susan Patricia Griffith as a director of the company. | Management | FOR | FOR |

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|--|------------|-----|-----|
| 1h. Election of Jeffrey D. Kelly as a director of the company. | Management | FOR | FOR |
| 1i. Election of Patrick H. Nettles, Ph.D. as a director of the company. | Management | FOR | FOR |
| 1j. Election of Barbara R. Snyder as a director of the company. | Management | FOR | FOR |
| 1k. Election of Kahina Van Dyke as a director of the company. | Management | FOR | FOR |
| 2. Advisory vote to approve the executive compensation program. | Management | FOR | FOR |
| 3. Ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for 2018. | Management | FOR | FOR |

Issuer: Wynn Resorts, Limited **CUSIP:** 983134107

Ticker: WYNN

Meeting Date: 5/16/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|---|------------------------|----------------------|----------------------------------|
| 1a. Election of Betsy Atkins as a director of the company. | Management | FOR | FOR |
| 1b. Election of John J. Hagenbuch as a director of the company. | Management | Against | Against |
| 1c. Election of Patricia Mulroy as a director of the company. | Management | FOR | FOR |
| 2. Ratification of appointment of Ernst & Young LLP as independent registered public accounting firm for 2018. | Management | FOR | FOR |
| 3. To approve, on a non-binding advisory basis, the compensation of named executive officers as described in the proxy statement. | Management | FOR | FOR |
| 4. Shareholder proposal requesting a political contributions report, if properly presented at the Annual Meeting. | Stockholder | Against | FOR |

Issuer: Kemper Corporation **CUSIP:** 488401100

Ticker: KMPR

Meeting Date: 6/1/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|--|------------------------|----------------------|----------------------------------|
| 1. To approve the issuance of shares of Kemper Corporation common stock pursuant to the Agreement and Plan of Merger, dated as of February 13, 2018, by and among Kemper Corporation, a wholly owned subsidiary of Kemper Corporation and Infinity Property and Casualty Corporation (the "share issuance proposal"). | Management | FOR | FOR |
| 2. To adjourn the Kemper Corporation annual meeting for a period of no longer than twenty business days in the aggregate, if necessary or appropriate, including to permit further solicitation of proxies in favor of the share issuance proposal if there are insufficient votes at the time of the annual meeting to approve the share issuance proposal. | Management | FOR | FOR |
| 3a. Election of George N. Cochran as a director of the company. | Management | FOR | FOR |
| 3b. Election of Kathleen M. Cronin as a director of the company. | Management | FOR | FOR |
| 3c. Election of Douglas G. Georga as a director of the company. | Management | FOR | FOR |
| 3d. Election of Thomas M. Goldstein as a director of the company. | Management | FOR | FOR |
| 3e. Election of Lacy M. Johnson as a director of the company. | Management | FOR | FOR |
| 3f. Election of Robert J. Joyce as a director of the company. | Management | FOR | FOR |
| 3g. Election of Joseph P. Lacher, Jr. as a director of the company. | Management | FOR | FOR |
| 3h. Election of Christopher B. Sarofim as a director of the company. | Management | FOR | FOR |

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|---|------------|-----|-----|
| 3i. Election of David P. Storch as a director of the company. | Management | FOR | FOR |
| 3j. Election of Susan D. Whiting as a director of the company. | Management | FOR | FOR |
| 4. Advisory vote to ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accountant for 2018. | Management | FOR | FOR |
| 5. Advisory vote to approve the compensation of the Named Executive Officers. | Management | FOR | FOR |

Issuer: Motorola Solutions, Inc. **CUSIP:** 620076307

Ticker: MSI

Meeting Date: 5/14/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|---|------------------------|----------------------|----------------------------------|
| 1a. Election of Gregory Q. Brown as a director of the company. | Management | FOR | FOR |
| 1b. Election of Kenneth D. Denman as a director of the company. | Management | FOR | FOR |
| 1c. Election of Egon P. Durban as a director of the company. | Management | FOR | FOR |
| 1d. Election of Clayton M. Jones as a director of the company. | Management | FOR | FOR |
| 1e. Election of Judy C. Lewent as a director of the company. | Management | FOR | FOR |
| 1f. Election of Gregory K. Mondre as a director of the company. | Management | FOR | FOR |
| 1g. Election of Anne R. Pramaggiore as a director of the company. | Management | FOR | FOR |
| 1h. Election of Samuel C. Scott, III as a director of the company. | Management | FOR | FOR |
| 1i. Election of Joseph M. Tucci as a director of the company. | Management | FOR | FOR |
| 2. Advisory approval of the Company's executive compensation. | Management | FOR | FOR |
| 3. Ratification of the appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm for 2018. | Management | FOR | FOR |
| 4. Stockholder proposal re: Ethical Recruitment in Global Supply Chains. | Stockholder | Against | FOR |
| 5. Stockholder proposal re: Independent Director with Human Rights Expertise. | Stockholder | Against | FOR |
| 6. Stockholder proposal re: Lobbying Disclosure. | Stockholder | Against | FOR |

Issuer: The Charles Schwab Corporation **CUSIP:** 808513105

Ticker: SCHW

Meeting Date: 5/15/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|--|------------------------|----------------------|----------------------------------|
| 1a. Election of Walter W. Bettinger II as a director of the company. | Management | FOR | FOR |
| 1b. Election of Joan T. Dea as a director of the company. | Management | FOR | FOR |
| 1c. Election of Christopher V. Dodds as a director of the company. | Management | FOR | FOR |
| 1d. Election of Mark A. Goldfarb as a director of the company. | Management | FOR | FOR |
| 1e. Election of Charles A. Ruffel as a director of the company. | Management | FOR | FOR |
| 2. Ratification of the selection of Deloitte & Touche LLP as independent auditors. | Management | FOR | FOR |
| 3. Advisory vote to approve named executive officer compensation. | Management | FOR | FOR |
| 4. Approval of 2013 Stock Incentive Plan as Amended and Restated. | Management | FOR | FOR |
| 5. Approval of Amended and Restated Bylaws to adopt a proxy access bylaw for director nominations by stockholders. | Management | FOR | FOR |

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|---|-------------|---------|-----|
| 6. Stockholder proposal requesting annual disclosure of EEO-1 data. | Stockholder | Against | FOR |
| 7. Stockholder proposal requesting disclosure of the company's political contributions and expenditures, recipients, and related policies and procedures. | Stockholder | Against | FOR |

Issuer: Liberty Latin America Ltd. **CUSIP:** G9001E128

Ticker: LILAK

Meeting Date: 5/17/18

| Matter Voted On | Proposed By | Fund Against Vote | For/ Mgt. |
|--|------------------------|----------------------------------|----------------------|
| 1a. Election of Charles H.R. Bracken as a director of the company. | Management | FOR | FOR |
| 1b. Election of Balan Nair as a director of the company. | Management | FOR | FOR |
| 1c. Election of Eric L. Zinterhofer as a director of the company. | Management | FOR | FOR |
| 2. A proposal to appoint KPMG LLP as independent auditors for the fiscal year ending December 31, 2018 and to authorize the board of directors, acting by the audit committee, to determine the independent auditors remuneration. | Management | FOR | FOR |
| 3. Proposal to approve, on an advisory basis, the compensation of named executive officers as described in the proxy statement under the heading "Executive Officers and Directors Compensation." | Management | FOR | FOR |
| 4. Proposal to approve, on an advisory basis, the frequency at which future say-on-pay votes will be held. | Management | FOR | FOR |

Issuer: Hess Corporation **CUSIP:** 42809H107

Ticker: HES

Meeting Date: 6/6/18

| Matter Voted On | Proposed By | Fund Against Vote | For/ Mgt. |
|---|------------------------|----------------------------------|----------------------|
| 1a. Election of R.F. Chase as a director of the company. | Management | FOR | FOR |
| 1b. Election of T.J. Checki as a director of the company. | Management | FOR | FOR |
| 1c. Election of L.S. Coleman, Jr. as a director of the company. | Management | FOR | FOR |
| 1d. Election of J.B. Hess as a director of the company. | Management | FOR | FOR |
| 1e. Election of E.E. Holiday as a director of the company. | Management | FOR | FOR |
| 1f. Election of R. Lavizzo-Mourey as a director of the company. | Management | FOR | FOR |
| 1g. Election of M.S. Lipschultz as a director of the company. | Management | FOR | FOR |
| 1h. Election of D. McManus as a director of the company. | Management | FOR | FOR |
| 1i. Election of K.O. Myers as a director of the company. | Management | FOR | FOR |
| 1j. Election of J.H. Quigley as a director of the company. | Management | FOR | FOR |
| 1k. Election of F.G. Reynolds as a director of the company. | Management | FOR | FOR |
| 1l. Election of W.G. Schrader as a director of the company. | Management | FOR | FOR |
| 2. Advisory vote to approve the compensation of named executive officers. | Management | FOR | FOR |

3. Ratification of the selection of Ernst & Young LLP as independent registered public accountants for the fiscal year ending December 31, 2018.

Issuer: Rayonier Inc. **CUSIP:** 754907103

Ticker: RYN

Meeting Date: 5/17/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|--|--------------------|------------------|-------------------------|
| 1A. Election of Richard D. Kincaid as a director of the company. | Management | FOR | FOR |
| 1B. Election of Keith E. Bass as a director of the company. | Management | FOR | FOR |
| 1C. Election of Dod A. Fraser as a director of the company. | Management | FOR | FOR |
| 1D. Election of Scott R. Jones as a director of the company. | Management | FOR | FOR |
| 1E. Election of Bernard Lanigan, Jr. as a director of the company. | Management | FOR | FOR |
| 1F. Election of Blanche L. Lincoln as a director of the company. | Management | FOR | FOR |
| 1G. Election of V. Larkin Martin as a director of the company. | Management | FOR | FOR |
| 1H. Election of David L. Nunes as a director of the company. | Management | FOR | FOR |
| 1I. Election of Andrew G. Wiltshire as a director of the company. | Management | FOR | FOR |
| 2. Approval, on a non-binding advisory basis, of the compensation of the named executive officers as disclosed in the proxy statement. | Management | FOR | FOR |
| 3. Ratification of the appointment of Ernst & Young, LLP as the independent registered public accounting firm for 2018. | Management | FOR | FOR |

Issuer: Intel Corporation **CUSIP:** 458140100

Ticker: INTC

Meeting Date: 5/17/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|--|--------------------|------------------|-------------------------|
| 1a. Election of Aneel Bhusri as a director of the company. | Management | FOR | FOR |
| 1b. Election of Andy D. Bryant as a director of the company. | Management | FOR | FOR |
| 1c. Election of Reed E. Hundt as a director of the company. | Management | FOR | FOR |
| 1d. Election of Omar Ishrak as a director of the company. | Management | FOR | FOR |
| 1e. Election of Brian M. Krzanich as a director of the company. | Management | FOR | FOR |
| 1f. Election of Risa Lavizzo-Mourey as a director of the company. | Management | FOR | FOR |
| 1g. Election of Tsu-Jae King Liu as a director of the company. | Management | FOR | FOR |
| 1h. Election of Gregory D. Smith as a director of the company. | Management | FOR | FOR |
| 1i. Election of Andrew M. Wilson as a director of the company. | Management | FOR | FOR |
| 1j. Election of Frank D. Yeary as a director of the company. | Management | FOR | FOR |
| 2. Ratification of selection of Ernst & Young LLP as independent registered public accounting firm for 2018. | Management | FOR | FOR |

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|--|-------------|---------|-----|
| 3. Advisory vote to approve executive compensation. | Management | FOR | FOR |
| 4. Stockholder proposal on whether to allow stockholders to act by written consent, if properly presented. | Stockholder | Against | FOR |
| 5. Stockholder proposal on whether the chairman of the board should be an independent director, if properly presented. | Stockholder | Against | FOR |
| 6. Stockholder proposal requesting a political contributions cost-benefit analysis report, if properly presented. | Stockholder | Against | FOR |

Issuer: Merck & Co., Inc. **CUSIP:** 58933Y105

Ticker: MRK

Meeting Date: 5/22/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|---|------------------------|----------------------|----------------------------------|
| 1a. Election of Leslie A. Brun as a director of the company. | Management | FOR | FOR |
| 1b. Election of Thomas R. Cech as a director of the company. | Management | FOR | FOR |
| 1c. Election of Pamela J. Craig as a director of the company. | Management | FOR | FOR |
| 1d. Election of Kenneth C. Fraizer as a director of the company. | Management | FOR | FOR |
| 1e. Election of Thomas H. Glocer as a director of the company. | Management | FOR | FOR |
| 1f. Election of Rochelle B. Lazarus as a director of the company. | Management | FOR | FOR |
| 1g. Election of John H. Noseworthy as a director of the company. | Management | FOR | FOR |
| 1h. Election of Paul B. Rothman as a director of the company. | Management | FOR | FOR |
| 1i. Election of Patricia F. Russo as a director of the company. | Management | FOR | FOR |
| 1j. Election of Craig B. Thompson as a director of the company. | Management | FOR | FOR |
| 1j. Election of Inge G. Thulin as a director of the company. | Management | FOR | FOR |
| 1j. Election of Peter C. Wendell as a director of the company. | Management | FOR | FOR |
| 2. Non-binding advisory vote to approve the compensation of named executive officers. | Management | FOR | FOR |
| 3. Ratification of the appointment of the company's independent registered public accounting firm for 2018. | Management | FOR | FOR |
| 4. Stockholder proposal concerning shareholders' right to act by written consent. | Stockholder | Against | FOR |

Issuer: Tiffany & Co. **CUSIP:** 886547108

Ticker: TIF

Meeting Date: 5/24/18

| Matter Voted On | Proposed By | Fund Vote | For/ Against Mgt. |
|--|------------------------|----------------------|----------------------------------|
| 1a. Election of Alessandro Bogliolo as a director of the company. | Management | FOR | FOR |
| 1b. Election of Rose Marie Bravo as a director of the company. | Management | FOR | FOR |
| 1c. Election of Roger N. Farah as a director of the company. | Management | FOR | FOR |
| 1d. Election of Lawrence K. Fish as a director of the company. | Management | FOR | FOR |
| 1e. Election of Abby F. Kohnstamm as a director of the company. | Management | FOR | FOR |
| 1f. Election of James E. Lillie as a director of the company. | Management | FOR | FOR |
| 1g. Election of William A. Shutzer as a director of the company. | Management | FOR | FOR |
| 1h. Election of Robert S. Singer as a director of the company. | Management | FOR | FOR |
| 1i. Election of Francesco Trapani as a director of the company. | Management | FOR | FOR |
| 1j. Election of Annie Young-Scrivner as a director of the company. | Management | FOR | FOR |

2. Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to audit the Company's consolidated financial statements for the fiscal year ending January 31, 2019.

3. Approval, on an advisory basis, of the compensation paid to the Company's named executive officers in Fiscal 2017.

Management FOR FOR

Issuer: Kinsale Capital Group **CUSIP:** 49714P108

Ticker: TIF

Meeting Date: 5/24/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|--|--------------------|------------------|-------------------------|
| 1. Amendment of Amended and Restated Certificate of Incorporation to declassify the board of directors and make other ministerial changes. | | | |
| 2-01. Election of Michael P. Kehoe as a director of the company. | Management | FOR | FOR |
| 2-02. Election of Steven J. Bensinger as a director of the company. | Management | FOR | FOR |
| 2-03. Election of Anne C. Kroenberg as a director of the company. | Management | FOR | FOR |
| 2-04. Election of Robert Lippincott III as a director of the company. | Management | FOR | FOR |
| 2-05. Election of James J. Ritchie as a director of the company. | Management | FOR | FOR |
| 2-06. Election of Frederick L. Russell, Jr. as a director of the company. | Management | FOR | FOR |
| 2-07. Election of Gregory M. Stone as a director of the company. | Management | FOR | FOR |
| 3-01. Election of Robert Lippincott III as a director of the company. | Management | FOR | FOR |
| 3-02. Election of Frederick L. Russell, Jr. as a director of the company. | Management | FOR | FOR |
| 4. Advisory vote to approve executive compensation. | | | |
| 5. Advisory vote on the frequency of future advisory votes to approve executive compensation. | Management | 1 year | FOR |
| 6. Ratification of the appointment of KPMG LLP as independent auditor for fiscal year 2018. | Management | FOR | FOR |

Issuer: Amazon.com, Inc. **CUSIP:** 023135106

Ticker: AMZN

Meeting Date: 5/30/18

| Matter Voted On | Proposed By | Fund Vote | For/Against Mgt. |
|--|--------------------|------------------|-------------------------|
| 1a. Election of Jeffrey P. Bezos as a director of the company. | Management | FOR | FOR |
| 1b. Election of Tom A. Alberg as a director of the company. | Management | FOR | FOR |
| 1c. Election of Jamie S. Gorelick as a director of the company. | Management | FOR | FOR |
| 1d. Election of Daniel P. Huttenlocher as a director of the company. | Management | FOR | FOR |
| 1e. Election of Judith A. McGrath as a director of the company. | Management | FOR | FOR |
| 1f. Election of Jonathan J. Rubinstein as a director of the company. | Management | FOR | FOR |
| 1g. Election of Thomas O. Ryder as a director of the company. | Management | FOR | FOR |
| 1h. Election of Patricia Q. Stonesifer as a director of the company. | Management | FOR | FOR |
| 1i. Election of Wendell P. Weeks as a director of the company. | Management | FOR | FOR |
| 2. Ratification of the appointment of Ernst & Young LLP as independent auditors. | Management | FOR | FOR |
| 3. Advisory vote to approve executive compensation. | Management | FOR | FOR |

- | | | | |
|--|-------------|---------|-----|
| 4. Not applicable. | Stockholder | Against | FOR |
| 5. Stockholder proposal regarding a policy to require an independent board chair. | Stockholder | Against | FOR |
| 6. Stockholder proposal regarding vote counting practices for shareholder proposals. | Stockholder | Against | FOR |

Issuer: Roper Technologies, Inc. **CUSIP:** 776696106

Ticker: ROP

Meeting Date: 6/4/18

| Matter Voted On | Proposed By | Fund Vote | Against Mgt. |
|--|------------------------|----------------------|-------------------------|
| 1a. Election of Shellye L. Archambeau as a director of the company. | Management | FOR | FOR |
| 1b. Election of Amy Woods Brinkley as a director of the company. | Management | FOR | FOR |
| 1c. Election of John F. Fort, III as a director of the company. | Management | FOR | FOR |
| 1d. Election of Brian D. Jellison as a director of the company. | Management | FOR | FOR |
| 1e. Election of Robert D. Johnson as a director of the company. | Management | FOR | FOR |
| 1f. Election of Robert E. Knowling, Jr. as a director of the company. | Management | FOR | FOR |
| 1g. Election of Wilbur J. Prezzano as a director of the company. | Management | FOR | FOR |
| 1h. Election of Laura G. Thatcher as a director of the company. | Management | FOR | FOR |
| 1i. Election of Richard F. Wallman as a director of the company. | Management | FOR | FOR |
| 1j. Election of Christopher Wright as a director of the company. | Management | FOR | FOR |
| 2. To consider, on a non-binding advisory basis, a resolution approving the compensation of named executive officers. | Management | FOR | FOR |
| 3. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year ending December 31, 2018. | Management | FOR | FOR |

Issuer: Freeport-McMoran Inc. **CUSIP:** 35671D857

Ticker: FCX

Meeting Date: 6/5/18

| Matter Voted On | Proposed By | Fund Vote | Against Mgt. |
|--|------------------------|----------------------|-------------------------|
| 1.1. Election of Richard C. Adkerson as a director of the company. | Management | FOR | FOR |
| 1.2. Election of Gerald J. Ford as a director of the company. | Management | FOR | FOR |
| 1.3. Election of Lydia H. Kennard as a director of the company. | Management | FOR | FOR |
| 1.4. Election of Jon C. Madonna as a director of the company. | Management | FOR | FOR |
| 1.5. Election of Courtney Mather as a director of the company. | Management | FOR | FOR |
| 1.6. Election of Dustan E. McCoy as a director of the company. | Management | FOR | FOR |
| 1.7. Election of Frances Fragos Townsend as a director of the company. | Management | FOR | FOR |
| 2. Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for 2018. | Management | FOR | FOR |
| 3. Approval, on an advisory basis, of the compensation of named executive officers. | Management | FOR | FOR |

Issuer: Alphabet Inc. **CUSIP:** 02079K305

Ticker: GOOGL

Meeting Date: 6/6/18

| Matter Voted On | Proposed By | Fund Against Vote Mgt. |
|--|------------------------|---------------------------------------|
| 1a. Election of Larry Page as a director of the company. | Management | FOR FOR |
| 1b. Election of Sergey Brin as a director of the company. | Management | FOR FOR |
| 1c. Election of Eric E. Schmidt as a director of the company. | Management | FOR FOR |
| 1d. Election of L. John Doerr as a director of the company. | Management | FOR FOR |
| 1e. Election of Roger W. Ferguson, Jr. as a director of the company. | Management | FOR FOR |
| 1f. Election of Diane B. Greene as a director of the company. | Management | FOR FOR |
| 1g. Election of John L. Hennessy as a director of the company. | Management | FOR FOR |
| 1h. Election of Ann Mather as a director of the company. | Management | FOR FOR |
| 1i. Election of Alan R. Mulally as a director of the company. | Management | FOR FOR |
| 1j. Election of Sunder Pichai as a director of the company. | Management | FOR FOR |
| 1k. Election of K. Ram Shriram as a director of the company. | Management | FOR FOR |
| 2. The ratification of the appointment of Ernst & Young LLP as Alphabet's independent registered public accounting firm for the fiscal year ending December 31, 2018. | Management | FOR FOR |
| 3. The approval of amendments to Alphabet's 2012 Stock Plan to increase the share reserve by 11,500,000 shares of Class C capital stock and to prohibit the repricing of stock options granted under the 2012 Stock Plan without stockholder approval. | Management | FOR FOR |

Issuer: Liberty Global plc **CUSIP:** G5480U120

Ticker: LBTYK

Meeting Date: 6/12/18

| Matter Voted On | Proposed By | For/ Fund Against Vote Mgt. |
|---|------------------------|--|
| 1. To elect Michael T. Fries as a director of Liberty Global for a term expiring at the annual general meeting to be held in 2021. | Management | FOR FOR |
| 2. To elect Paul A. Gould as a director of Liberty Global for a term expiring at the annual general meeting to be held in 2021. | Management | FOR FOR |
| 3. To elect John C. Malone as a director of Liberty Global for a term expiring at the annual general meeting to be held in 2021. | Management | FOR FOR |
| 4. To elect Larry E. Romrell as a director of Liberty Global for a term expiring at the annual general meeting to be held in 2021. | Management | FOR FOR |
| 5. To approve, on an advisory basis, the annual report on the implementation of the directors' compensation policy for the year ended December 31, 2017, contained in Appendix A of the proxy statement (in accordance with requirements applicable to U.K. companies). | Management | FOR FOR |
| 6. To ratify the appointment of KPMG LLP (U.S.) as Liberty Global's independent auditor for the year ending December 31, 2018. | Management | FOR FOR |
| 7. To appoint KPMG KKP (U.K.) as Liberty Global's U.K. statutory auditor under the U.K. Companies Act 2006 (to hold office until the conclusion of the next annual general meeting at which accounts are laid before Liberty Global). | Management | FOR FOR |
| 8. To authorize the audit committee of Liberty Global's board of directors to determine the U.K. statutory auditor's compensation. | Management | FOR FOR |
| 9. To approve the form agreements and counterparties pursuant to which Liberty Global may conduct the purchase of its ordinary shares in the capital of Liberty Global and authorize all or any of Liberty Global's directors and senior officers to enter into, complete and make purchases of ordinary shares in the capital of Liberty Global pursuant to the form of agreements and with any of the approved counterparties, which approvals will expire on the fifth anniversary of the 2018 annual general meeting of shareholders. | Management | FOR FOR |
| 10. To approve the form of agreement and counterparty to which Liberty Global may conduct the purchase of its deferred share in the capital of Liberty Global and authorize all or any of Liberty Global's directors and senior officers to enter into, complete and make a purchase of deferred shares in the capital of Liberty Global pursuant to the form of agreement. | Management | FOR FOR |

Issuer: Ribbon Communications, Inc. **CUSIP:** 762544104

Ticker: RBBN

Meeting Date: 6/14/18

| Matter Voted On | Proposed By | Fund Against Vote Mgt. |
|--|------------------------|---------------------------------------|
| 1a. Election of Kim S. Fennebresque as a director of the company. | Management | FOR FOR |
| 1b. Election of Bruns H. Grayson as a director of the company. | Management | FOR FOR |
| 1c. Election of Franklin (Fritz) Hobbs as a director of the company. | Management | FOR FOR |
| 1d. Election of Beatriz V. Infante as a director of the company. | Management | FOR FOR |
| 1e. Election of Kent J. Mathy as a director of the company. | Management | FOR FOR |
| 1f. Election of Richard J. Lynch as a director of the company. | Management | FOR FOR |
| 1g. Election of Scott E. Schubert as a director of the company. | Management | FOR FOR |
| 1h. Election of Rick W. Smith as a director of the company. | Management | FOR FOR |
| 2. To ratify the appointment of Deloitte & Touche LLP to serve as Ribbon Communications' independent registered public accounting firm for the fiscal year ending December 31, 2018. | Management | FOR FOR |
| 3. To approve, on a non-binding advisory basis, the compensation of Ribbon Communications' named executive officers as disclosed in the "Compensation Discussion and Analysis" section and the accompanying compensation tables and related narratives contained in the Proxy Statement. | Management | FOR FOR |

Issuer: Kennedy-Wilson Holdings, Inc. **CUSIP:** 489398107

Ticker: KW

Meeting Date: 6/14/18

| Matter Voted On | Proposed By | Fund Against Vote Mgt. |
|--|------------------------|---------------------------------------|
| 1.1 Election of William J. McMorrow as a director of the company. | Management | FOR FOR |
| 1.2 Election of Kent Mouton as a director of the company. | Management | FOR FOR |
| 1.3 Election of Norman Creighton as a director of the company. | Management | FOR FOR |
| 2. To approve, on an advisory nonbinding basis, the compensation of the Company's named executive officers. | Management | FOR FOR |
| 3. To ratify the appointment of KPMG LLP as the Company's independent registered accounting firm for the 2018 fiscal year. | Management | FOR FOR |

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) Central Securities Corporation

By (Signature and Title) /s/Wilmot H. Kidd
Wilmot H. Kidd
Chief Executive Officer

Date: August 9, 2018