

US Equity Plus Income ETF

(formerly US Buyback Leaders ETF)

Meeting Date Range: 01-Jul-2016 - 30-Jun-2017



US Equity Plus
Income ETF

Proxy Voting Report

| APPLE INC. | | | | |
|---------------------|--|--------------------------|---------------|---|
| Security: 037833100 | | Agenda Number: 934520556 | | |
| Ticker: AAPL | | Meeting Type: Annual | | |
| ISIN: US0378331005 | | Meeting Date: 2/28/2017 | | |
| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
| 1A. | ELECTION OF DIRECTOR: JAMES BELL | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: TIM COOK | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: AL GORE | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: BOB IGER | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: ANDREA JUNG | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: ART LEVINSON | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: RON SUGAR | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: SUE WAGNER | Mgmt | For | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS APPLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year | For |
| 5. | A SHAREHOLDER PROPOSAL ENTITLED "CHARITABLE GIVING - RECIPIENTS, INTENTS AND BENEFITS" | Shr | Against | For |
| 6. | A SHAREHOLDER PROPOSAL REGARDING DIVERSITY AMONG OUR SENIOR MANAGEMENT AND BOARD OF DIRECTORS | Shr | Against | For |
| 7. | A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS AMENDMENTS" | Shr | Against | For |

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| 8. | A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVE COMPENSATION REFORM" | Shr | Against | For |
| 9. | A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK" | Shr | Against | For |

| CORNING INCORPORATED | | | | |
|-----------------------------|--|---------------------------------|----------------------|--|
| Security: 219350105 | | Agenda Number: 934539733 | | |
| Ticker: GLW | | Meeting Type: Annual | | |
| ISIN: US2193501051 | | Meeting Date: 4/27/2017 | | |
| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
| 1A. | ELECTION OF DIRECTOR: DONALD W. BLAIR | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: STEPHANIE A. BURNS | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: JOHN A. CANNING, JR. | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: RICHARD T. CLARK | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR. | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: DEBORAH A. HENRETTA | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: DANIEL P. HUTTENLOCHER | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: KURT M. LANDGRAF | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: KEVIN J. MARTIN | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: DEBORAH D. RIEMAN | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: HANSEL E. TOOKES II | Mgmt | For | For |
| 1L. | ELECTION OF DIRECTOR: WENDELL P. WEEKS | Mgmt | For | For |
| 1M. | ELECTION OF DIRECTOR: MARK S. WRIGHTON | Mgmt | For | For |
| 2. | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For | For |

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| 3. | ADVISORY VOTE ON THE FREQUENCY WITH WHICH WE HOLD ADVISORY VOTES ON OUR EXECUTIVE COMPENSATION. | Mgmt | 1 Year | For |
| 4. | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt | For | For |
| 5. | RE-APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER OUR 2012 LONG-TERM INCENTIVE PLAN, AS REQUIRED BY SECTION 162(M) OF THE U.S. INTERNAL REVENUE CODE. | Mgmt | For | For |

CUMMINS INC.

Security: 231021106

Ticker: CMI

ISIN: US2310211063

Agenda Number: 934554723

Meeting Type: Annual

Meeting Date: 5/9/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|--|-------------|---------------|---|
| 1) | ELECTION OF DIRECTOR: N. THOMAS LINEBARGER | Mgmt | For | For |
| 2) | ELECTION OF DIRECTOR: ROBERT J. BERNHARD | Mgmt | For | For |
| 3) | ELECTION OF DIRECTOR: DR. FRANKLIN R. CHANG DIAZ | Mgmt | For | For |
| 4) | ELECTION OF DIRECTOR: BRUNO V. DI LEO ALLEN | Mgmt | For | For |
| 5) | ELECTION OF DIRECTOR: STEPHEN B. DOBBS | Mgmt | For | For |
| 6) | ELECTION OF DIRECTOR: ROBERT K. HERDMAN | Mgmt | For | For |
| 7) | ELECTION OF DIRECTOR: ALEXIS M. HERMAN | Mgmt | For | For |
| 8) | ELECTION OF DIRECTOR: THOMAS J. LYNCH | Mgmt | For | For |
| 9) | ELECTION OF DIRECTOR: WILLIAM I. MILLER | Mgmt | For | For |
| 10) | ELECTION OF DIRECTOR: GEORGIA R. NELSON | Mgmt | For | For |
| 11) | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For | For |

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| 12) | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year | For |
| 13) | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR AUDITORS FOR 2017. | Mgmt | For | For |
| 14) | PROPOSAL TO APPROVE OUR AMENDED AND RESTATED 2012 OMNIBUS INCENTIVE PLAN. | Mgmt | For | For |
| 15) | PROPOSAL TO APPROVE AMENDMENTS TO OUR BY-LAWS TO IMPLEMENT PROXY ACCESS. | Mgmt | For | For |
| 16) | THE SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS. | Shr | Against | For |

| GENERAL ELECTRIC COMPANY | | | | |
|---------------------------------|---|---------------------------------|----------------------|--|
| Security: 369604103 | | Agenda Number: 934541916 | | |
| Ticker: GE | | Meeting Type: Annual | | |
| ISIN: US3696041033 | | Meeting Date: 4/26/2017 | | |
| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
| A1 | ELECTION OF DIRECTOR: SEBASTIEN M. BAZIN | Mgmt | For | For |
| A2 | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE | Mgmt | For | For |
| A3 | ELECTION OF DIRECTOR: JOHN J. BRENNAN | Mgmt | For | For |
| A4 | ELECTION OF DIRECTOR: FRANCISCO D'SOUZA | Mgmt | For | For |
| A5 | ELECTION OF DIRECTOR: MARIJN E. DEKKERS | Mgmt | For | For |
| A6 | ELECTION OF DIRECTOR: PETER B. HENRY | Mgmt | For | For |
| A7 | ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD | Mgmt | For | For |
| A8 | ELECTION OF DIRECTOR: JEFFREY R. IMMELT | Mgmt | For | For |
| A9 | ELECTION OF DIRECTOR: ANDREA JUNG | Mgmt | For | For |
| A10 | ELECTION OF DIRECTOR: ROBERT W. LANE | Mgmt | For | For |

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| A11 | ELECTION OF DIRECTOR: RISA LAVIZZO-MOUREY | Mgmt | For | For |
| A12 | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS | Mgmt | For | For |
| A13 | ELECTION OF DIRECTOR: LOWELL C. MCADAM | Mgmt | For | For |
| A14 | ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF | Mgmt | For | For |
| A15 | ELECTION OF DIRECTOR: JAMES J. MULVA | Mgmt | For | For |
| A16 | ELECTION OF DIRECTOR: JAMES E. ROHR | Mgmt | For | For |
| A17 | ELECTION OF DIRECTOR: MARY L. SCHAPIRO | Mgmt | For | For |
| A18 | ELECTION OF DIRECTOR: JAMES S. TISCH | Mgmt | For | For |
| B1 | ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION | Mgmt | For | For |
| B2 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt | 1 Year | For |
| B3 | APPROVAL OF GE'S 2007 LONG-TERM INCENTIVE PLAN AS AMENDED | Mgmt | For | For |
| B4 | APPROVAL OF THE MATERIAL TERMS OF SENIOR OFFICER PERFORMANCE GOALS | Mgmt | For | For |
| B5 | RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2017 | Mgmt | For | For |
| C1 | REPORT ON LOBBYING ACTIVITIES | Shr | Against | For |
| C2 | REQUIRE THE CHAIRMAN OF THE BOARD TO BE INDEPENDENT | Shr | Against | For |
| C3 | ADOPT CUMULATIVE VOTING FOR DIRECTOR ELECTIONS | Shr | Against | For |
| C4 | REPORT ON CHARITABLE CONTRIBUTIONS | Shr | Against | For |

GILEAD SCIENCES, INC.

Security: 375558103

Ticker: GILD

ISIN: US3755581036

Agenda Number: 934558810

Meeting Type: Annual

Meeting Date: 5/10/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|---|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: JOHN F. COGAN, PH.D. | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: KELLY A. KRAMER | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: KEVIN E. LOFTON | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: JOHN C. MARTIN, PH.D. | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: JOHN F. MILLIGAN, PH.D. | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: NICHOLAS G. MOORE | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD J. WHITLEY, M.D | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: GAYLE E. WILSON | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: PER WOLD-OLSEN | Mgmt | For | For |
| 2. | RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For | For |
| 3. | RESTATEMENT OF THE GILEAD SCIENCES, INC. 2004 EQUITY INCENTIVE PLAN. | Mgmt | For | For |
| 4. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For | For |
| 5. | ADVISORY VOTE AS TO THE FREQUENCY OF FUTURE ADVISORY SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year | For |
| 6. | STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT. | Shr | Against | For |
| 7. | STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR. | Shr | Against | For |

HOST HOTELS & RESORTS, INC.

Security: 44107P104

Ticker: HST

ISIN: US44107P1049

Agenda Number: 934574636

Meeting Type: Annual

Meeting Date: 5/11/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|---|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: MARY L. BAGLIVO | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: SHEILA C. BAIR | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: SANDEEP L. MATHRANI | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: ANN M. KOROLOGOS | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: RICHARD E. MARRIOTT | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: JOHN B. MORSE, JR. | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: WALTER C. RAKOWICH | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: JAMES F. RISOLEO | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: GORDON H. SMITH | Mgmt | For | For |
| 2. | RATIFY APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2017. | Mgmt | For | For |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For | For |
| 4. | ADVISORY RESOLUTION ON THE FREQUENCY OF VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year | For |

ILLINOIS TOOL WORKS INC.

Security: 452308109

Ticker: ITW

ISIN: US4523081093

Agenda Number: 934548996

Meeting Type: Annual

Meeting Date: 5/5/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|---|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: DANIEL J. BRUTTO | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: SUSAN CROWN | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: JAMES W. GRIFFITH | Mgmt | For | For |

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| 1D. | ELECTION OF DIRECTOR: JAY L. HENDERSON | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: RICHARD H. LENNY | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: E. SCOTT SANTI | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: JAMES A. SKINNER | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: DAVID B. SMITH, JR. | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: PAMELA B. STROBEL | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: KEVIN M. WARREN | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: ANRE D. WILLIAMS | Mgmt | For | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For | For |
| 3. | ADVISORY VOTE TO APPROVE COMPENSATION OF ITW'S NAMED EXECUTIVE OFFICERS. | Mgmt | For | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year | For |
| 5. | A NON-BINDING STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, TO PERMIT STOCKHOLDERS TO ACT BY WRITTEN CONSENT. | Shr | Against | For |

JPMORGAN CHASE & CO.

Security: 46625H100

Ticker: JPM

ISIN: US46625H1005

Agenda Number: 934561665

Meeting Type: Annual

Meeting Date: 5/16/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|--|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: LINDA B. BAMMANN | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: JAMES A. BELL | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt | For | For |

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| 1D. | ELECTION OF DIRECTOR: STEPHEN B. BURKE | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: TODD A. COMBS | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: JAMES S. CROWN | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: JAMES DIMON | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR. | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: MICHAEL A. NEAL | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: LEE R. RAYMOND | Mgmt | For | For |
| 1L. | ELECTION OF DIRECTOR: WILLIAM C. WELDON | Mgmt | For | For |
| 2. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For | For |
| 3. | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For | For |
| 4. | ADVISORY VOTE ON FREQUENCY OF ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | 1 Year | For |
| 5. | INDEPENDENT BOARD CHAIRMAN | Shr | Against | For |
| 6. | VESTING FOR GOVERNMENT SERVICE | Shr | Against | For |
| 7. | CLAWBACK AMENDMENT | Shr | Against | For |
| 8. | GENDER PAY EQUITY | Shr | Against | For |
| 9. | HOW VOTES ARE COUNTED | Shr | Against | For |
| 10. | SPECIAL SHAREOWNER MEETINGS | Shr | Against | For |

MCDONALD'S CORPORATION

Security: 580135101

Ticker: MCD

ISIN: US5801351017

Agenda Number: 934584168

Meeting Type: Annual

Meeting Date: 5/24/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|---|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: LLOYD DEAN | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: STEPHEN EASTERBROOK | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: ROBERT ECKERT | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: MARGARET GEORGIADIS | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: JEANNE JACKSON | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD LENNY | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: JOHN MULLIGAN | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: SHEILA PENROSE | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: JOHN ROGERS, JR. | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: MILES WHITE | Mgmt | For | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For | For |
| 3. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | 1 Year | For |
| 4. | APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS FOR AWARDS UNDER THE MCDONALD'S CORPORATION 2012 OMNIBUS STOCK OWNERSHIP PLAN. | Mgmt | For | For |
| 5. | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2017. | Mgmt | For | For |
| 6. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A CHANGE TO THE VOTE-COUNTING STANDARD FOR SHAREHOLDER PROPOSALS, IF PROPERLY PRESENTED. | Shr | Against | For |
| 7. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REGARDING THE THRESHOLD TO CALL SPECIAL SHAREHOLDER MEETINGS, IF PROPERLY PRESENTED. | Shr | Against | For |

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| 8. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL TO ISSUE A CLASS OF PREFERRED STOCK WITH THE RIGHT TO ELECT ITS OWN DIRECTOR, IF PROPERLY PRESENTED. | Shr | Against | For |
| 9. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING THAT THE BOARD MAKE ALL LAWFUL EFFORTS TO IMPLEMENT AND/OR INCREASE ACTIVITY ON THE HOLY LAND PRINCIPLES, IF PROPERLY PRESENTED. | Shr | Against | For |
| 10. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING THE BOARD TO UPDATE THE COMPANY'S POLICY REGARDING USE OF ANTIBIOTICS BY ITS MEAT SUPPLIERS, IF PROPERLY PRESENTED. | Shr | Against | For |
| 11. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A REPORT ASSESSING THE ENVIRONMENTAL IMPACTS OF POLYSTYRENE FOAM BEVERAGE CUPS, IF PROPERLY PRESENTED. | Shr | Against | For |
| 12. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A REPORT ON CHARITABLE CONTRIBUTIONS, IF PROPERLY PRESENTED. | Shr | Against | For |

NORTHROP GRUMMAN CORPORATION

Security: 666807102

Ticker: NOC

ISIN: US6668071029

Agenda Number: 934559862

Meeting Type: Annual

Meeting Date: 5/17/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|--|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: WESLEY G. BUSH | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: MARIANNE C. BROWN | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: VICTOR H. FAZIO | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: DONALD E. FELSINGER | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: ANN M. FUDGE | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: BRUCE S. GORDON | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: WILLIAM H. HERNANDEZ | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: MADELEINE A. KLEINER | Mgmt | For | For |

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| 1I. | ELECTION OF DIRECTOR: KARL J. KRAPEK | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: GARY ROUGHEAD | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: THOMAS M. SCHOEWE | Mgmt | For | For |
| 1L. | ELECTION OF DIRECTOR: JAMES S. TURLEY | Mgmt | For | For |
| 1M. | ELECTION OF DIRECTOR: MARK A. WELSH III | Mgmt | For | For |
| 2. | PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For | For |
| 3. | PROPOSAL TO VOTE ON THE PREFERRED FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year | For |
| 4. | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt | For | For |

| QUALCOMM INCORPORATED | | | | |
|------------------------------|--|---------------------------------|----------------------|--|
| Security: 747525103 | | Agenda Number: 934522435 | | |
| Ticker: QCOM | | Meeting Type: Annual | | |
| ISIN: US7475251036 | | Meeting Date: 3/7/2017 | | |
| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
| 1A. | ELECTION OF DIRECTOR: BARBARA T. ALEXANDER | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: JEFFREY W. HENDERSON | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: THOMAS W. HORTON | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: PAUL E. JACOBS | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: ANN M. LIVERMORE | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: HARISH MANWANI | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: MARK D. MCLAUGHLIN | Mgmt | For | For |

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| 1H. | ELECTION OF DIRECTOR: STEVE MOLLENKOPF | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: CLARK T. RANDT, JR. | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: FRANCISCO ROS | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: ANTHONY J. VINCIQUERRA | Mgmt | For | For |
| 2. | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 24, 2017. | Mgmt | For | For |
| 3. | APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION. | Mgmt | For | For |
| 4. | STOCKHOLDER PROPOSAL TO AMEND THE PROXY ACCESS PROVISION OF OUR AMENDED AND RESTATED BYLAWS, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr | Against | For |

QUEST DIAGNOSTICS INCORPORATED

Security: 74834L100

Ticker: DGX

ISIN: US74834L1008

Agenda Number: 934561449

Meeting Type: Annual

Meeting Date: 5/16/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|---|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: JENNE K. BRITELL, PH. D. | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: VICKY B. GREGG | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: JEFFREY M. LEIDEN, M.D., PH. D. | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: TIMOTHY L. MAIN | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: GARY M. PFEIFFER | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: TIMOTHY M. RING | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: STEPHEN H. RUSCKOWSKI | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: DANIEL C. STANZIONE, PH. D. | Mgmt | For | For |

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| 1I. | ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH. D. | Mgmt | For | For |
| 2. | AN ADVISORY RESOLUTION TO APPROVE THE EXECUTIVE OFFICER COMPENSATION DISCLOSED IN THE COMPANY'S 2017 PROXY STATEMENT | Mgmt | For | For |
| 3. | AN ADVISORY VOTE TO RECOMMEND THE FREQUENCY OF THE STOCKHOLDER ADVISORY VOTE TO APPROVE EXECUTIVE OFFICER COMPENSATION | Mgmt | 1 Year | For |
| 4. | RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For | For |
| 5. | APPROVAL OF AMENDMENTS TO THE AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN FOR NON-EMPLOYEE DIRECTORS | Mgmt | For | For |

SYMANTEC CORPORATION

Security: 871503108

Ticker: SYMC

ISIN: US8715031089

Agenda Number: 934479052

Meeting Type: Annual

Meeting Date: 11/1/2016

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|--|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: GREGORY S. CLARK | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: FRANK E. DANGARD | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: KENNETH Y. HAO | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: DAVID W. HUMPHREY | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: GERALDINE B. LAYBOURNE | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: DAVID L. MAHONEY | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: ROBERT S. MILLER | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: ANITA M. SANDS | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: DANIEL H. SCHULMAN | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: V. PAUL UNRUH | Mgmt | For | For |

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| 1K. | ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT | Mgmt | For | For |
| 2 | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2017 FISCAL YEAR. | Mgmt | For | For |
| 3 | AMENDMENTS TO OUR 2013 EQUITY INCENTIVE PLAN, AS AMENDED. | Mgmt | For | For |
| 4 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For | For |

| TEXAS INSTRUMENTS INCORPORATED | | | | |
|---|---|--|---------------|---|
| Security: 882508104 Ticker: TXN ISIN: US8825081040 | | Agenda Number: 934535165 Meeting Type: Annual Meeting Date: 4/20/2017 | | |
| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
| 1A. | ELECTION OF DIRECTOR: R. W. BABB, JR. | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: M. A. BLINN | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: T. M. BLUEDORN | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: D. A. CARP | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: J. F. CLARK | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: C. S. COX | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: J. M. HOBBY | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: R. KIRK | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: P. H. PATSLEY | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: R. E. SANCHEZ | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: W. R. SANDERS | Mgmt | For | For |
| 1L. | ELECTION OF DIRECTOR: R. K. TEMPLETON | Mgmt | For | For |
| 2. | BOARD PROPOSAL REGARDING ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For | For |

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| 3. | BOARD PROPOSAL REGARDING ADVISORY APPROVAL OF ANNUAL FREQUENCY FOR FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year | For |
| 4. | BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For | For |

THE ALLSTATE CORPORATION

Security: 020002101
Ticker: ALL
ISIN: US0200021014

Agenda Number: 934584257
Meeting Type: Annual
Meeting Date: 5/25/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|--|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: KERMIT R. CRAWFORD | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: MICHAEL L. ESKEW | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: SIDDHARTH N. MEHTA | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: JACQUES P. PEROLD | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: ANDREA REDMOND | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: JOHN W. ROWE | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: JUDITH A. SPRIESER | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: MARY ALICE TAYLOR | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: PERRY M. TRAQUINA | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: THOMAS J. WILSON | Mgmt | For | For |
| 2. | ADVISORY VOTE TO APPROVE THE EXECUTIVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS. | Mgmt | For | For |
| 3. | ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year | For |

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| 4. | APPROVAL OF THE ALLSTATE CORPORATION 2017 EQUITY COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS. | Mgmt | For | For |
| 5. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ALLSTATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2017. | Mgmt | For | For |
| 6. | STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN. | Shr | Against | For |
| 7. | STOCKHOLDER PROPOSAL ON LEAD DIRECTOR QUALIFICATIONS. | Shr | Against | For |
| 8. | STOCKHOLDER PROPOSAL ON REPORTING POLITICAL CONTRIBUTIONS. | Shr | Against | For |

THE BANK OF NEW YORK MELLON CORPORATION

Security: 064058100

Ticker: BK

ISIN: US0640581007

Agenda Number: 934544063

Meeting Type: Annual

Meeting Date: 4/11/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|--|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: LINDA Z. COOK | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: NICHOLAS M. DONOFRIO | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: JOSEPH J. ECHEVARRIA | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: EDWARD P. GARDEN | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: JEFFREY A. GOLDSTEIN | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: GERALD L. HASSELL | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: JOHN M. HINSHAW | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: EDMUND F. KELLY | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: JOHN A. LUKE, JR. | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: JENNIFER B. MORGAN | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: MARK A. NORDENBERG | Mgmt | For | For |

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| 1L. | ELECTION OF DIRECTOR: ELIZABETH E. ROBINSON | Mgmt | For | For |
| 1M. | ELECTION OF DIRECTOR: SAMUEL C. SCOTT III | Mgmt | For | For |
| 2. | ADVISORY RESOLUTION TO APPROVE THE 2016 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For | For |
| 3. | PROPOSAL TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year | For |
| 4. | RATIFICATION OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2017. | Mgmt | For | For |
| 5. | STOCKHOLDER PROPOSAL REGARDING A PROXY VOTING REVIEW REPORT. | Shr | Against | For |

THE GOLDMAN SACHS GROUP, INC.

Security: 38141G104

Ticker: GS

ISIN: US38141G1040

Agenda Number: 934542805

Meeting Type: Annual

Meeting Date: 4/28/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|---|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: M. MICHELE BURNS | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: MARK A. FLAHERTY | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: WILLIAM W. GEORGE | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: JAMES A. JOHNSON | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: ELLEN J. KULLMAN | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: PETER OPPENHEIMER | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: DAVID A. VINIAR | Mgmt | For | For |

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| 1K. | ELECTION OF DIRECTOR: MARK O. WINKELMAN | Mgmt | For | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY) | Mgmt | For | For |
| 3. | ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY | Mgmt | 1 Year | For |
| 4. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For | For |

UNION PACIFIC CORPORATION

Security: 907818108

Ticker: UNP

ISIN: US9078181081

Agenda Number: 934561172

Meeting Type: Annual

Meeting Date: 5/11/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|---|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: ANDREW H. CARD JR. | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: ERROLL B. DAVIS JR. | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: DAVID B. DILLON | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: LANCE M. FRITZ | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: DEBORAH C. HOPKINS | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: JANE H. LUTE | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL R. MCCARTHY | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: MICHAEL W. MCCONNELL | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: THOMAS F. MCLARTY III | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: STEVEN R. ROGEL | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: JOSE H. VILLARREAL | Mgmt | For | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Mgmt | For | For |

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| 3. | AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION ("SAY ON PAY"). | Mgmt | For | For |
| 4. | AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION ("SAY ON FREQUENCY"). | Mgmt | 1 Year | For |
| 5. | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr | Against | For |

| UNITED TECHNOLOGIES CORPORATION | | | | |
|---|--|--|---------------|---|
| Security: 913017109 Ticker: UTX ISIN: US9130171096 | | Agenda Number: 934541548 Meeting Type: Annual Meeting Date: 4/24/2017 | | |
| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
| 1A. | ELECTION OF DIRECTOR: LLOYD J. AUSTIN III | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: DIANE M. BRYANT | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: JOHN V. FARACI | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: GREGORY J. HAYES | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: EDWARD A. KANGAS | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: ELLEN J. KULLMAN | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: MARSHALL O. LARSEN | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: HAROLD MCGRAW III | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: BRIAN C. ROGERS | Mgmt | For | For |
| 1L. | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN | Mgmt | For | For |

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| 2. | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP TO SERVE AS INDEPENDENT AUDITOR FOR 2017. | Mgmt | For | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF SHAREOWNER VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | 1 Year | For |

VALERO ENERGY CORPORATION

Security: 91913Y100
Ticker: VLO
ISIN: US91913Y1001

Agenda Number: 934543528
Meeting Type: Annual
Meeting Date: 5/3/2017

| Prop. # | Proposal | Proposed by | Proposal Vote | For/Against Management's Recommendation |
|---------|---|-------------|---------------|---|
| 1A. | ELECTION OF DIRECTOR: H. PAULETT EBERHART | Mgmt | For | For |
| 1B. | ELECTION OF DIRECTOR: JOSEPH W. GORDER | Mgmt | For | For |
| 1C. | ELECTION OF DIRECTOR: KIMBERLY S. GREENE | Mgmt | For | For |
| 1D. | ELECTION OF DIRECTOR: DEBORAH P. MAJORAS | Mgmt | For | For |
| 1E. | ELECTION OF DIRECTOR: DONALD L. NICKLES | Mgmt | For | For |
| 1F. | ELECTION OF DIRECTOR: PHILIP J. PFEIFFER | Mgmt | For | For |
| 1G. | ELECTION OF DIRECTOR: ROBERT A. PROFUSEK | Mgmt | For | For |
| 1H. | ELECTION OF DIRECTOR: SUSAN KAUFMAN PURCELL | Mgmt | For | For |
| 1I. | ELECTION OF DIRECTOR: STEPHEN M. WATERS | Mgmt | For | For |
| 1J. | ELECTION OF DIRECTOR: RANDALL J. WEISENBURGER | Mgmt | For | For |
| 1K. | ELECTION OF DIRECTOR: RAYFORD WILKINS, JR. | Mgmt | For | For |
| 2. | RATIFY THE APPOINTMENT OF KPMG LLP AS VALERO ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For | For |

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|----|--|------|--------|-----|
| 3. | APPROVE, BY NON-BINDING VOTE, THE 2016 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For | For |
| 4. | ADVISORY VOTE TO RECOMMEND THE FREQUENCY OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year | For |