

SOURCE CAPITAL INC /DE/  
Form N-PX  
August 30, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

**Washington, D.C. 20549**

OMB APPROVAL  
OMB Number: 3235-0582

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**FORM N-PX**

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

Investment Company Act file number

**811-1731**

**Source Capital, Inc.**

(Exact name of registrant as specified in charter)

**11400 W. Olympic Blvd., Ste. 1200, Los Angeles, CA**  
(Address of principal executive offices)

**90064**  
(Zip code)

**J. Richard Atwood, Treasurer**

**Source Capital, Inc.**

**11400 W. Olympic Blvd., Ste. 1200, Los Angeles, CA 90064**  
(Name and address of agent for service)

Registrant's telephone number, including area code:

**310-473-0225**

Date of fiscal year end: **12/31**

Date of reporting period: **7/1/12 to 6/30/13**

**Item 1. Proxy Voting Record.**

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ( CUSIP ) number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);  
and
- (i) Whether the registrant cast its vote for or against management.

**Investment Company Report****ACTUANT CORPORATION**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 00508X203    | Meeting Type | Annual                 |
| Ticker Symbol | ATU          | Meeting Date | 15-Jan-2013            |
| ISIN          | US00508X2036 | Agenda       | 933715130 - Management |

| Item | Proposal                                                                         | Type       | Vote | For/Against Management |
|------|----------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                         | Management |      |                        |
| 1    | ROBERT C. ARZBAECHER                                                             |            | For  | For                    |
| 2    | GURMINDER S. BEDI                                                                |            | For  | For                    |
| 3    | GUSTAV H.P. BOEL                                                                 |            | For  | For                    |
| 4    | THOMAS J. FISCHER                                                                |            | For  | For                    |
| 5    | WILLIAM K. HALL                                                                  |            | For  | For                    |
| 6    | R. ALAN HUNTER                                                                   |            | For  | For                    |
| 7    | ROBERT A. PETERSON                                                               |            | For  | For                    |
| 8    | HOLLY A. VAN DEURSEN                                                             |            | For  | For                    |
| 9    | DENNIS K. WILLIAMS                                                               |            | For  | For                    |
| 2.   | ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.           | Management | For  | For                    |
| 3.   | APPROVE AMENDMENT TO THE ACTUANT CORPORATION 2009 OMNIBUS INCENTIVE PLAN.        | Management | For  | For                    |
| 4.   | APPROVE THE COMPANY S EXECUTIVE OFFICER BONUS PLAN.                              | Management | For  | For                    |
| 5.   | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT AUDITOR. | Management | For  | For                    |

**AGGREKO PLC, GLASGOW**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | G0116S169    | Meeting Type | Annual General Meeting |
| Ticker Symbol |              | Meeting Date | 25-Apr-2013            |
| ISIN          | GB00B4WQ2Z29 | Agenda       | 704341091 - Management |

| Item | Proposal                                                       | Type       | Vote | For/Against Management |
|------|----------------------------------------------------------------|------------|------|------------------------|
| 1    | Receipt of Reports and adoption of Accounts                    | Management | For  | For                    |
| 2    | Approval of Remuneration Report                                | Management | For  | For                    |
| 3    | Declaration of Dividend                                        | Management | For  | For                    |
| 4    | Election of Mr D Das                                           | Management | For  | For                    |
| 5    | Election of Mr A Satrazemis                                    | Management | For  | For                    |
| 6    | Election of Mr D J B Taylor-Smith                              | Management | For  | For                    |
| 7    | Election of Ms D L P Layfield                                  | Management | For  | For                    |
| 8    | Election of Ms R A K McDonald                                  | Management | For  | For                    |
| 9    | Re-election of Mr K G Hanna                                    | Management | For  | For                    |
| 10   | Re-election of Mr A G Cockburn                                 | Management | For  | For                    |
| 11   | Re-election of Mr R C Soames                                   | Management | For  | For                    |
| 12   | Re-election of Mr D C M Hamill                                 | Management | For  | For                    |
| 13   | Re-election of Mr R J King                                     | Management | For  | For                    |
| 14   | Re-election of Mr R J MacLeod                                  | Management | For  | For                    |
| 15   | Re-appointment of auditor                                      | Management | For  | For                    |
| 16   | Authorise Audit Committee to determine remuneration of auditor | Management | For  | For                    |
| 17   | Authority to allot shares                                      | Management | For  | For                    |
| 18   | Disapplication of pre-emption rights                           | Management | For  | For                    |
| 19   | Purchase of own shares                                         | Management | For  | For                    |
| 20   | General meetings on 14 clear days notice                       | Management | For  | For                    |

**BIO-RAD LABORATORIES, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 090572207    | Meeting Type | Annual                 |
| Ticker Symbol | BIO          | Meeting Date | 23-Apr-2013            |
| ISIN          | US0905722072 | Agenda       | 933786773 - Management |

| Item | Proposal                                                                                              | Type       | Vote | For/Against Management |
|------|-------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                              | Management |      |                        |
|      | 1 LOUIS DRAPEAU                                                                                       |            | For  | For                    |
|      | 2 ALBERT J. HILLMAN                                                                                   |            | For  | For                    |
| 2.   | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP TO SERVE AS THE COMPANY S INDEPENDENT AUDITORS. | Management | For  | For                    |

**BIOMERIEUX, MARCY L ETOILE**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | F1149Y109    | Meeting Type | MIX                    |
| Ticker Symbol |              | Meeting Date | 29-May-2013            |
| ISIN          | FR0010096479 | Agenda       | 704448895 - Management |

| Item | Proposal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Type       | Vote | For/Against Management |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| CMMT | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE FOR AND AGAINST A VOTE OF ABSTAIN WILL BE TREATED AS AN AGAINST VOTE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Non-Voting |      |                        |
| CMMT | THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE                                                                                                                                                                                                                                                                                                | Non-Voting |      |                        |
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journalofficiel.gouv.fr/pdf/2013/0422/201304221301369.pdf">https://balo.journalofficiel.gouv.fr/pdf/2013/0422/201304221301369.pdf</a> .<br>PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL:<br><a href="https://balo.journalofficiel.gouv.fr/pdf/2013/0506/201305061301908.pdf">https://balo.journalofficiel.gouv.fr/pdf/2013/0506/201305061301908.pdf</a> .<br>IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting |      |                        |
| O.1  | Approval of the corporate financial statements for the financial year ended December 31, 2012. Approval of non-tax deductible expenses and expenditures pursuant to Article 39-4 of the General Tax Code                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Management | For  | For                    |
| O.2  | Discharge of duties to directors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Management | For  | For                    |
| O.3  | Approval of the consolidated financial statements for the financial year ended December 31, 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Management | For  | For                    |
| O.4  | Allocation of income for the financial year ended December 31, 2012; dividend distribution                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Management | For  | For                    |
| O.5  | Acknowledgement of the continuation of regulated agreements entered into by the Company presented in the special report of the Statutory Auditors                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Management | For  | For                    |
| O.6  | Authorization granted to the Board of Directors to allow the Company to purchase its own shares up to the legal limit of 10% of its capital at the maximum purchase price not to exceed EUR 100 per share, excluding fees                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Management | For  | For                    |

|     |                                                                                                      |            |     |     |
|-----|------------------------------------------------------------------------------------------------------|------------|-----|-----|
| E.7 | Authorization granted to the Board of Directors to reduce share capital by<br>cancellation of shares | Management | For | For |
|-----|------------------------------------------------------------------------------------------------------|------------|-----|-----|

|      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |            |     |     |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| E.8  | Amendment to Article 14-II of the Bylaws of the Company to specify that General Meeting may be held through videoconference or other telecommunication means                                                                                                                                                                                                                                                                                                                                                                                          | Management | For | For |
| E.9  | Amendment to Article 19 of the Bylaws of the Company to allow electronic voting                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Management | For | For |
| E.10 | Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by issuing ordinary shares or securities giving access to capital of the Company or entitling to the allotment of debt securities while maintaining preferential subscription rights up to the limit of 35% of share capital and 500 million for securities representing debts giving immediate or deferred access by any means to capital                                                                                                      | Management | For | For |
| E.11 | Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by issuing ordinary shares or securities giving access to capital of the Company or entitling to the allotment of debt securities with cancellation of preferential subscription rights through public offering up to the limit of 35% of share capital and 500 million for securities representing debts giving immediate or deferred access by any means to capital                                                                           | Management | For | For |
| E.12 | Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by issuing ordinary shares or securities giving access to capital of the Company or entitling to the allotment of debt securities with cancellation of preferential subscription rights through an offer pursuant to Article L.411-2, II, paragraph II of the Monetary and Financial Code up to the limit of 20% of share capital and 500 million for securities representing debts giving immediate or deferred access by any means to capital | Management | For | For |
| E.13 | Setting the issue price of ordinary shares and/or any securities giving access to capital in case of cancellation of preferential subscription rights up to the annual limit of 10% of capital                                                                                                                                                                                                                                                                                                                                                        | Management | For | For |
| E.14 | Authorization to be granted to the Board of Directors for a 26-month period to increase the number of share, equity securities or securities giving access to capital of the Company or entitling to the allotment of debt securities to be issued in case of capital increase with or without shareholders' preferential subscription rights up to the limit of 15% of the initial issuance and at the same price as the initial issuance                                                                                                            | Management | For | For |
| E.15 | Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by issuing ordinary shares or securities giving access to capital of the Company with cancellation of preferential subscription rights, in consideration for in-kind contributions granted to the Company up to the limit of 10% of capital                                                                                                                                                                                                     | Management | For | For |



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|      |                                                                                                                                                                                                                                          |            |     |     |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| E.16 | Authorization to be granted to the Board of Directors for a 26-month period to carry out a share capital increase reserved for employees who are members of a company savings plan with cancellation of preferential subscription rights | Management | For | For |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|

|      |                                                                                                                                                                                                            |            |     |     |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| E.17 | Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by incorporation of reserves, profits, premiums or other amounts                                     | Management | For | For |
| E.18 | Overall limitation of authorizations                                                                                                                                                                       | Management | For | For |
| E.19 | Authorization to be granted to the Board of Directors for a 38-month period to carry out allocations of shares existing or to be issued with cancellation of shareholders preferential subscription rights | Management | For | For |
| E.20 | Authorization to be granted to the Board of Directors to use the delegations referred to under the 10th to 16th and 19th resolutions subject to their adoption during period of public offering            | Management | For | For |
| E.21 | Powers to any bearer of an original of the minutes of this meeting to carry out all legal formalities                                                                                                      | Management | For | For |

**CARMAX, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 143130102    | Meeting Type | Annual                 |
| Ticker Symbol | KMX          | Meeting Date | 24-Jun-2013            |
| ISIN          | US1431301027 | Agenda       | 933822896 - Management |

| Item | Proposal                                                                                                                                 | Type       | Vote | For/Against Management |
|------|------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1A   | ELECTION OF DIRECTOR: RONALD E. BLAYLOCK                                                                                                 | Management | For  | For                    |
| 1B   | ELECTION OF DIRECTOR: RAKESH GANGWAL                                                                                                     | Management | For  | For                    |
| 1C   | ELECTION OF DIRECTOR: MITCHELL D. STEENROD                                                                                               | Management | For  | For                    |
| 1D   | ELECTION OF DIRECTOR: THOMAS G. STEMBERG                                                                                                 | Management | For  | For                    |
| 2    | TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                                                  | Management | For  | For                    |
| 3    | TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                                         | Management | For  | For                    |
| 4    | TO APPROVE AMENDMENTS TO THE CARMAX, INC. ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.                                | Management | For  | For                    |
| 5    | TO APPROVE AMENDMENTS TO THE CARMAX, INC. ARTICLES OF INCORPORATION TO UPDATE AND MODIFY CERTAIN PROVISIONS RELATING TO INDEMNIFICATION. | Management | For  | For                    |

**CLARCOR INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 179895107    | Meeting Type | Annual                 |
| Ticker Symbol | CLC          | Meeting Date | 26-Mar-2013            |
| ISIN          | US1798951075 | Agenda       | 933734952 - Management |

| Item | Proposal                                                                                                                                                                   | Type       | Vote | For/Against Management |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                                                                   | Management |      |                        |
|      | 1 ROBERT J. BURGSTAHLER                                                                                                                                                    |            | For  | For                    |
|      | 2 PAUL DONOVAN                                                                                                                                                             |            | For  | For                    |
|      | 3 CHRISTOPHER L. CONWAY                                                                                                                                                    |            | For  | For                    |
| 2.   | SAY ON PAY-AN ADVISORY NON-BINDING VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.                                                                                         | Management | For  | For                    |
| 3.   | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING NOVEMBER 30, 2013. | Management | For  | For                    |

**COPART, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 217204106    | Meeting Type | Annual                 |
| Ticker Symbol | CPRT         | Meeting Date | 05-Dec-2012            |
| ISIN          | US2172041061 | Agenda       | 933698409 - Management |

| Item | Proposal                                                                                                                                   | Type       | Vote | For/Against Management |
|------|--------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                                   | Management |      |                        |
|      | 1 WILLIS J. JOHNSON                                                                                                                        |            | For  | For                    |
|      | 2 A. JAYSON ADAIR                                                                                                                          |            | For  | For                    |
|      | 3 MATT BLUNT                                                                                                                               |            | For  | For                    |
|      | 4 STEVEN D. COHAN                                                                                                                          |            | For  | For                    |
|      | 5 DANIEL J. ENGLANDER                                                                                                                      |            | For  | For                    |
|      | 6 JAMES E. MEEKS                                                                                                                           |            | For  | For                    |
|      | 7 VINCENT W. MITZ                                                                                                                          |            | For  | For                    |
|      | 8 THOMAS N. TRYFOROS                                                                                                                       |            | For  | For                    |
| 2.   | ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION FOR THE YEAR ENDED JULY 31, 2012 (SAY ON PAY VOTE).                          | Management | For  | For                    |
| 3.   | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2013. | Management | For  | For                    |

**DOMINO PRINTING SCIENCES PLC**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | G28112103    | Meeting Type | Annual General Meeting |
| Ticker Symbol |              | Meeting Date | 19-Mar-2013            |
| ISIN          | GB0002748050 | Agenda       | 704254488 - Management |

| Item | Proposal                                                                                                              | Type       | Vote | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1    | To receive and adopt the accounts, together with reports of the directors and auditors                                | Management | For  | For                    |
| 2    | To approve the Remuneration Report                                                                                    | Management | For  | For                    |
| 3    | To declare the final dividend on the ordinary shares                                                                  | Management | For  | For                    |
| 4    | To re-elect Mr P J Byrom as a director                                                                                | Management | For  | For                    |
| 5    | To re-elect Sir Mark Wrightson as a director                                                                          | Management | For  | For                    |
| 6    | To re-elect Mr P C Ruffles as a director                                                                              | Management | For  | For                    |
| 7    | To re-elect Sir David Brown as a director                                                                             | Management | For  | For                    |
| 8    | To re-elect Mr C Brinsmead as a director                                                                              | Management | For  | For                    |
| 9    | To re-elect Mr N R Bond as a director                                                                                 | Management | For  | For                    |
| 10   | To re-elect Mr A C Herbert as a director                                                                              | Management | For  | For                    |
| 11   | To re-elect Mr G Havens as a director                                                                                 | Management | For  | For                    |
| 12   | To approve the re-appointment of the auditors                                                                         | Management | For  | For                    |
| 13   | To authorise the directors to fix the remuneration of the auditors                                                    | Management | For  | For                    |
| 14   | To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006                          | Management | For  | For                    |
| 15   | To authorise the directors to disapply pre-emption rights pursuant to section 570 of the Companies Act 2006           | Management | For  | For                    |
| 16   | To authorise the Company to make market purchases of its own shares pursuant to section 701 of the Companies Act 2006 | Management | For  | For                    |
| 17   | To approve general meetings (other than annual general meetings) to be held on not less than 14 clear days' notice    | Management | For  | For                    |
| 18   | To approve the SAYE Scheme                                                                                            | Management | For  | For                    |
| 19   | To approve the Executive Share Option Scheme                                                                          | Management | For  | For                    |

PLEASE NOTE THAT THIS IS A REVISION DUE TO  
MODIFICATION OF TEXT IN RESOLUTION NO 9. IF  
YOU HAVE ALREADY SENT IN YOUR VOTES,  
PLEASE DO NOT RETURN THIS PROXY FORM  
UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL  
INSTRUCTIONS. THANK YOU.

Non-Voting

**EVS BROADCAST EQUIPMENT SA, LIEGE**

|               |              |              |                               |
|---------------|--------------|--------------|-------------------------------|
| Security      | B3883A119    | Meeting Type | ExtraOrdinary General Meeting |
| Ticker Symbol |              | Meeting Date | 30-Jul-2012                   |
| ISIN          | BE0003820371 | Agenda       | 703951649 - Management        |

| Item | Proposal                                                                                                                                                                                                                                                                                                                                       | Type       | Vote | For/Against Management |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| CMMT | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE                   | Non-Voting |      |                        |
| CMMT | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED | Non-Voting |      |                        |
| CMMT | PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 31 AUG 2012. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.                                                                                                                        | Non-Voting |      |                        |
| 1    | Appointment of a Director - Mr. Johannes Janssen                                                                                                                                                                                                                                                                                               | Management | For  | For                    |
| 2    | Issuance of warrants                                                                                                                                                                                                                                                                                                                           | Management | For  | For                    |
| 3    | Approval of variable compensation of Mr. Johannes Janssen                                                                                                                                                                                                                                                                                      | Management | For  | For                    |
| 4    | Delegation of power                                                                                                                                                                                                                                                                                                                            | Management | For  | For                    |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING TIME FROM 11:00 TO 09:00. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.                                                                                                          | Non-Voting |      |                        |





**EVS BROADCAST EQUIPMENT SA, LIEGE**

|               |              |              |                               |
|---------------|--------------|--------------|-------------------------------|
| Security      | B3883A119    | Meeting Type | ExtraOrdinary General Meeting |
| Ticker Symbol |              | Meeting Date | 31-Aug-2012                   |
| ISIN          | BE0003820371 | Agenda       | 704020003 - Management        |

| Item | Proposal                                                                                                                                                                                                                                                                                                                                            | Type       | Vote | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 110176 DUE TO AN ADDITIONAL RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.                                                                                                                       | Non-Voting |      |                        |
| CMMT | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE                        | Non-Voting |      |                        |
| CMMT | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED      | Non-Voting |      |                        |
| CMMT | PLEASE NOTE THAT THIS IS A POSTPONEMENT OF THE MEETING HELD ON 30 JUL 2012.                                                                                                                                                                                                                                                                         | Non-Voting |      |                        |
| 1    | Appointment of a Director - Mr. Johannes Janssen                                                                                                                                                                                                                                                                                                    | Management | For  | For                    |
| 2    | Issuance of warrants                                                                                                                                                                                                                                                                                                                                | Management | For  | For                    |
| 3    | Approval of variable compensation of Mr. Johannes Janssen                                                                                                                                                                                                                                                                                           | Management | For  | For                    |
| 4    | Appointment of a Director - Mr. Johannes Janssen (In case the General Meeting does not approve the second and/or third point of the agenda, the General Meeting appoints Mr. Johannes Janssen as Director for a term expiring at the date of the Ordinary General Meeting of May 2016. The mandate is compensated according to the rules applicable | Management | For  | For                    |

to all the members of the Board of Directors, without prejudice to the compensation and advantages that will be attributed to Mr. Johannes Janssen in his quality of Managing Director)

|   |                     |            |     |     |
|---|---------------------|------------|-----|-----|
| 5 | Delegation of power | Management | For | For |
|---|---------------------|------------|-----|-----|

**EVS BROADCAST EQUIPMENT SA, LIEGE**

|               |              |              |                          |
|---------------|--------------|--------------|--------------------------|
| Security      | B3883A119    | Meeting Type | Ordinary General Meeting |
| Ticker Symbol |              | Meeting Date | 21-May-2013              |
| ISIN          | BE0003820371 | Agenda       | 704447588 - Management   |

| Item | Proposal                                                                                                                                                                                                                                                                                                                                       | Type       | Vote | For/Against Management |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| CMMT | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE                   | Non-Voting |      |                        |
| CMMT | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED | Non-Voting |      |                        |
| 1    | Receive directors reports                                                                                                                                                                                                                                                                                                                      | Non-Voting |      |                        |
| 2    | Approve remuneration report                                                                                                                                                                                                                                                                                                                    | Management | For  | For                    |
| 3    | Receive auditors reports                                                                                                                                                                                                                                                                                                                       | Non-Voting |      |                        |
| 4    | Approve financial statements, allocation of income, and dividends of EUR 2.64 per share                                                                                                                                                                                                                                                        | Management | For  | For                    |
| 5    | Approve discharge of directors                                                                                                                                                                                                                                                                                                                 | Management | For  | For                    |
| 6    | Approve discharge of auditors                                                                                                                                                                                                                                                                                                                  | Management | For  | For                    |
| 7    | Ratify BDO Reviseurs d entreprises SCC as auditors and approve auditors remuneration at EUR 46,700                                                                                                                                                                                                                                             | Management | For  | For                    |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING TYPE FROM AGM TO OGM. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.                                                                                                              | Non-Voting |      |                        |



**FMC TECHNOLOGIES, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 30249U101    | Meeting Type | Annual                 |
| Ticker Symbol | FTI          | Meeting Date | 03-May-2013            |
| ISIN          | US30249U1016 | Agenda       | 933773118 - Management |

| Item | Proposal                                                                                                                    | Type        | Vote    | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------------|-------------|---------|------------------------|
| 1A.  | ELECTION OF DIRECTOR: ELEAZAR DE CARVALHO FILHO                                                                             | Management  | For     | For                    |
| 1B.  | ELECTION OF DIRECTOR: CLAIRE S. FARLEY                                                                                      | Management  | For     | For                    |
| 1C.  | ELECTION OF DIRECTOR: JOSEPH H. NETHERLAND                                                                                  | Management  | For     | For                    |
| 2.   | RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.                           | Management  | For     | For                    |
| 3.   | ADVISORY APPROVAL OF 2012 EXECUTIVE COMPENSATION.                                                                           | Management  | For     | For                    |
| 4.   | REAPPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE AMENDED AND RESTATED INCENTIVE COMPENSATION AND STOCK PLAN. | Management  | For     | For                    |
| 5.   | STOCKHOLDER PROPOSAL CONCERNING ACCELERATED VESTING OF SENIOR EXECUTIVE EQUITY AWARDS UPON A CHANGE IN CONTROL.             | Shareholder | Against | For                    |

**FRANKLIN ELECTRIC CO., INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 353514102    | Meeting Type | Annual                 |
| Ticker Symbol | FELE         | Meeting Date | 03-May-2013            |
| ISIN          | US3535141028 | Agenda       | 933748660 - Management |

| Item | Proposal                                                                                                                          | Type       | Vote | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1    | DIRECTOR                                                                                                                          | Management |      |                        |
|      | 1 R. SCOTT TRUMBULL                                                                                                               |            | For  | For                    |
|      | 2 THOMAS L. YOUNG                                                                                                                 |            | For  | For                    |
| 2    | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR.    | Management | For  | For                    |
| 3    | TO APPROVE, ON AN ADVISORY BASIS, THE EXECUTIVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Management | For  | For                    |

**GRACO INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 384109104    | Meeting Type | Annual                 |
| Ticker Symbol | GGG          | Meeting Date | 26-Apr-2013            |
| ISIN          | US3841091040 | Agenda       | 933744787 - Management |

| Item | Proposal                                                                                                                      | Type       | Vote | For/Against Management |
|------|-------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                      | Management |      |                        |
|      | 1 ERIC P. ETCHART                                                                                                             |            | For  | For                    |
|      | 2 J. KEVIN GILLIGAN                                                                                                           |            | For  | For                    |
|      | 3 WILLIAM G. VAN DYKE                                                                                                         |            | For  | For                    |
| 2.   | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.          | Management | For  | For                    |
| 3.   | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Management | For  | For                    |
| 4.   | APPROVAL OF AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO ADOPT MAJORITY VOTING FOR THE ELECTION OF DIRECTORS.    | Management | For  | For                    |



**HALMA PLC, AMERSHAM**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | G42504103    | Meeting Type | Annual General Meeting |
| Ticker Symbol |              | Meeting Date | 24-Jul-2012            |
| ISIN          | GB0004052071 | Agenda       | 703945533 - Management |

| Item | Proposal                                                                                                                                               | Type       | Vote | For/Against Management |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1    | To receive the Accounts and the Reports of the Directors and the Auditors for the period of 52 weeks to 31 March 2012                                  | Management | For  | For                    |
| 2    | That a final dividend of 5.95p per share be paid on 22 August 2012 to shareholders on the Register of Members at the close of business on 20 July 2012 | Management | For  | For                    |
| 3    | To approve the Remuneration Report for the 52 weeks to 31 March 2012                                                                                   | Management | For  | For                    |
| 4    | That Geoff Unwin be re-elected as a Director of the Company                                                                                            | Management | For  | For                    |
| 5    | That Andrew Williams be re-elected as a Director of the Company                                                                                        | Management | For  | For                    |
| 6    | That Kevin Thompson be re-elected as a Director of the Company                                                                                         | Management | For  | For                    |
| 7    | That Stephen Pettit be re-elected as a Director of the Company                                                                                         | Management | For  | For                    |
| 8    | That Neil Quinn be re-elected as a Director of the Company                                                                                             | Management | For  | For                    |
| 9    | That Jane Aikman be re-elected as a Director of the Company                                                                                            | Management | For  | For                    |
| 10   | That Adam Meyers be re-elected as a Director of the Company                                                                                            | Management | For  | For                    |
| 11   | That Lord Blackwell be re-elected as a Director of the Company                                                                                         | Management | For  | For                    |
| 12   | That Steve Marshall be re-elected as a Director of the Company                                                                                         | Management | For  | For                    |
| 13   | That Daniela Barone Soares be elected as a Director of the Company                                                                                     | Management | For  | For                    |
| 14   | That Deloitte LLP be reappointed as Auditors of the Company                                                                                            | Management | For  | For                    |
| 15   | That the Directors be authorised to determine the remuneration of the Auditors                                                                         | Management | For  | For                    |

|      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |            |     |     |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| 16   | That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares, or grant rights to subscribe for or to convert securities into shares, up to an aggregate nominal amount of GBP 12,500,000 and that this authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2013 and the first anniversary of the passing of this resolution (unless previously renewed, varied or revoked by the Company), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or CONTD | Management | For | For |
| CONT | CONTD agreement as if the authority conferred hereby had not expired                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Non-Voting |     |     |

|      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |            |     |     |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| 17   | That, subject to the passing of resolution 16, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot or to make any offer or agreement to allot equity securities (as defined in Section 560 of the Companies Act 2006) of the Company pursuant to the authority contained in resolution 16 and/or sell equity securities held as treasury shares for cash pursuant to Section 727 of the Companies Act 2006, in each case as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such power shall be limited to: (a) any such allotment, offer, agreement and/or sale pursuant to the terms of any share scheme for employees approved by the Company in general meeting; (b) any such allotment, offer, agreement and/or sale in connection with an issue or CONTD | Management | For | For |
| CONT | CONTD offer (whether by way of a rights issue, open offer or otherwise) in favour of ordinary shareholders (other than the Company) on a fixed record date where the equity securities attributable to such ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them on such record date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and (c) otherwise than pursuant to-sub-paragraph (a) or (b) above, any such allotment, offer, agreement and/or sale up to an aggregate nominal amount of GBP 1,890,000; and shall expire (unless CONTD | Non-Voting |     |     |
| CONT | CONTD previously renewed, revoked or varied) when the authority contained in resolution 16 expires, save that the Company may make any offer or agreement before such expiry which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Non-Voting |     |     |
| 18   | That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of its ordinary shares of 10p each ( ordinary shares ) provided that: (a) the maximum number of ordinary shares hereby authorised to be acquired is 37,800,000 ordinary shares, having an aggregate nominal value of GBP 3,780,000; (b) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of (i) 105% of the average of the closing mid-market prices for the ordinary shares (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation; and (c) the CONTD    | Management | For | For |



|      |                                                                                                                                                                                                                                                                                                                                                                                                                                                  |            |     |     |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| CONT | <p>CONTD minimum price per ordinary share (excluding expenses) is its nominal value; and the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date), unless such authority is renewed prior to such time</p> | Non-Voting |     |     |
| 19   | <p>That a general meeting other than an annual general meeting may be called on not less than 14 clear days notice</p>                                                                                                                                                                                                                                                                                                                           | Management | For | For |

**HEARTLAND EXPRESS, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 422347104    | Meeting Type | Annual                 |
| Ticker Symbol | HTLD         | Meeting Date | 09-May-2013            |
| ISIN          | US4223471040 | Agenda       | 933763751 - Management |

| Item | Proposal                                                                                                                  | Type       | Vote | For/Against Management |
|------|---------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                  | Management |      |                        |
| 1    | M. GERDIN                                                                                                                 |            | For  | For                    |
| 2    | R. JACOBSON                                                                                                               |            | For  | For                    |
| 3    | B. ALLEN                                                                                                                  |            | For  | For                    |
| 4    | L. CROUSE                                                                                                                 |            | For  | For                    |
| 5    | J. PRATT                                                                                                                  |            | For  | For                    |
| 6    | T. HIRA                                                                                                                   |            | For  | For                    |
| 2.   | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2013. | Management | For  | For                    |

**HNI CORPORATION**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 404251100    | Meeting Type | Annual                 |
| Ticker Symbol | HNI          | Meeting Date | 07-May-2013            |
| ISIN          | US4042511000 | Agenda       | 933761454 - Management |

| Item | Proposal                                                                                                                                                                     | Type       | Vote | For/Against Management |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1A.  | ELECTION OF DIRECTOR FOR A TWO-YEAR TERM: MARY H. BELL                                                                                                                       | Management | For  | For                    |
| 1B.  | ELECTION OF DIRECTOR FOR A THREE-YEAR TERM: JAMES R. JENKINS                                                                                                                 | Management | For  | For                    |
| 1C.  | ELECTION OF DIRECTOR FOR A THREE-YEAR TERM: DENNIS J. MARTIN                                                                                                                 | Management | For  | For                    |
| 1D.  | ELECTION OF DIRECTOR FOR A THREE-YEAR TERM: ABBIE J. SMITH                                                                                                                   | Management | For  | For                    |
| 2.   | RATIFY THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR FISCAL YEAR ENDING DECEMBER 28, 2013. | Management | For  | For                    |
| 3.   | ADVISORY (NONBINDING) VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.                                                                                                  | Management | For  | For                    |
| 4.   | APPROVE AN AMENDMENT TO THE 2007 STOCK-BASED COMPENSATION PLAN.                                                                                                              | Management | For  | For                    |

**IDEX CORPORATION**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 45167R104    | Meeting Type | Annual                 |
| Ticker Symbol | IEX          | Meeting Date | 09-Apr-2013            |
| ISIN          | US45167R1041 | Agenda       | 933741957 - Management |

| Item | Proposal                                                                                                                    | Type       | Vote | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                    | Management |      |                        |
| 1    | ERNEST J. MROZEK                                                                                                            |            | For  | For                    |
| 2    | DAVID C. PARRY                                                                                                              |            | For  | For                    |
| 3    | L.L. SATTERTHWAITE                                                                                                          |            | For  | For                    |
| 2.   | TO VOTE ON A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS.                  | Management | For  | For                    |
| 3.   | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Management | For  | For                    |



**KNIGHT TRANSPORTATION, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 499064103    | Meeting Type | Annual                 |
| Ticker Symbol | KNX          | Meeting Date | 16-May-2013            |
| ISIN          | US4990641031 | Agenda       | 933773930 - Management |

| Item | Proposal                                                                                                                                  | Type       | Vote | For/Against Management |
|------|-------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1    | DIRECTOR                                                                                                                                  | Management |      |                        |
| 1    | KEVIN P. KNIGHT                                                                                                                           |            | For  | For                    |
| 2    | RANDY KNIGHT                                                                                                                              |            | For  | For                    |
| 3    | MICHAEL GARNREITER                                                                                                                        |            | For  | For                    |
| 2    | ELECTION OF RICHARD C. KRAEMER TO SERVE THE REMAINDER OF HIS TERM AS A CLASS I DIRECTOR                                                   | Management | For  | For                    |
| 3    | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                                                                           | Management | For  | For                    |
| 4    | RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 | Management | For  | For                    |

**KUEHNE + NAGEL INTERNATIONAL AG, NAGEL INTERNATIO**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | H4673L145    | Meeting Type | Annual General Meeting |
| Ticker Symbol |              | Meeting Date | 07-May-2013            |
| ISIN          | CH0025238863 | Agenda       | 704422322 - Management |

| Item | Proposal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Type       | Vote | For/Against Management |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| CMMT | PART 1 OF THIS MEETING IS FOR REGISTRATION ONLY. IF YOU WISH TO SUBMIT A VOTE OR A MEETING ATTENDANCE ON PART 2 OF THE MEETING, THIS CAN ONLY BE PROCESSED BY THE SUB-CUSTODIAN IF YOU FIRST VOTE IN FAVOUR OF THE REGISTRATION IN PART 1 BELOW BY VOTING IN FAVOUR OF THE BELOW RESOLUTION, YOU ARE AUTHORISING BROADRIDGE TO ASK YOUR SUB-CUSTODIAN TO REGISTER THE SHARES. ALTHOUGH BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. DEPENDING ON SUB-CUSTODIAN PRACTICES, SHARES MAY REMAIN REGISTERED UNTIL MEETING DATE+1. DE-REGISTRATION PROCESSES MAY VARY AND THEREFORE SHARES MAY NOT ALWAYS BE AVAILABLE FOR TRADING. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IF YOU HAVE ANY CONCERNS. | Non-Voting |      |                        |
| CMMT | PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. ALTHOUGH BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE.                                                                                                                                                                                          | Non-Voting |      |                        |
| 1    | Approval of the annual report, financial statements and consolidated financial statements 2012                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Management | For  | For                    |
| 2    | Resolution on the appropriation of the balance sheet profit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Management | For  | For                    |

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|     |                                                               |            |     |     |
|-----|---------------------------------------------------------------|------------|-----|-----|
| 3   | Discharge to the board of directors and the management        | Management | For | For |
| 4.A | Re-election of the board of director: Mr. Dr. Renato Fassbind | Management | For | For |
| 4.B | Re-election of the board of director: Mr. Juergen Fitschen    | Management | For | For |

|     |                                                                                                                                                                 |            |     |     |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| 4.C | Re-election of the board of director: Mr. Karl Gernandt                                                                                                         | Management | For | For |
| 4.D | Re-election of the board of director: Mr. Klaus-Michael Kuehne                                                                                                  | Management | For | For |
| 4.E | Re-election of the board of director: Mr. Hans Lerch                                                                                                            | Management | For | For |
| 4.F | Re-election of the board of director: Mr. Dr. Thomas Staehelin                                                                                                  | Management | For | For |
| 4.G | Re-election of the board of director: Mr. Dr. Joerg Wolle                                                                                                       | Management | For | For |
| 4.H | Re-election of the board of director: Mr. Bernd Wrede                                                                                                           | Management | For | For |
| 5   | Election of the auditors / Ernst and Young Ag, Zurich                                                                                                           | Management | For | For |
| 6   | In the case of ad-hoc shareholder motions proposed during the general meeting, I authorize my proxy to act as follows in accordance with the board of directors | Management | For | For |

**L OCCITANE INTERNATIONAL SA, LUXEMBOURG**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | L6071D109    | Meeting Type | Annual General Meeting |
| Ticker Symbol |              | Meeting Date | 26-Sep-2012            |
| ISIN          | LU0501835309 | Agenda       | 704027499 - Management |

| Item  | Proposal                                                                                                                                                                                                                                                                                                                                                                                                                                 | Type       | Vote    | For/Against Management |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------|------------------------|
| CMMT  | PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINKS:<br><a href="http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0824/LTN20120824032.pdf">http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0824/LTN20120824032.pdf</a> AND<br><a href="http://www.hkexnews.hk/listedco/listconews/sehk/2012/0924/LTN20120924405.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2012/0924/LTN20120924405.pdf</a> | Non-Voting |         |                        |
| CMMT  | PLEASE NOTE IN THE HONG KONG MARKET THAT A VOTE OF ABSTAIN WILL BE TREATED THE SAME AS A TAKE NO ACTION VOTE.                                                                                                                                                                                                                                                                                                                            | Non-Voting |         |                        |
| 1     | To receive and adopt the statutory accounts and audited consolidated financial statements of the Company for the year ended 31 March 2012 and to acknowledge the content of the reports of the board of directors and the auditors of the Company                                                                                                                                                                                        | Management | For     | For                    |
| 2     | To declare a final dividend of a total amount of EUR 36.3 million for the year ended 31 March 2012                                                                                                                                                                                                                                                                                                                                       | Management | For     | For                    |
| 3.I   | Re-elect the retiring director of the Company for a term of 3 years: Mr. Reinold Geiger                                                                                                                                                                                                                                                                                                                                                  | Management | For     | For                    |
| 3.II  | Re-elect the retiring director of the Company for a term of 3 years: Mr. Emmanuel Laurent Jacques Osti                                                                                                                                                                                                                                                                                                                                   | Management | For     | For                    |
| 3.III | Re-elect the retiring director of the Company for a term of 3 years: Mr. Andre Joseph Hoffmann                                                                                                                                                                                                                                                                                                                                           | Management | For     | For                    |
| 3.IV  | Re-elect the retiring director of the Company for a term of 3 years: Mr. Karl Guenard                                                                                                                                                                                                                                                                                                                                                    | Management | For     | For                    |
| 3.V   | Re-elect the retiring director of the Company for a term of 3 years: Mr. Martial Thierry Lopez                                                                                                                                                                                                                                                                                                                                           | Management | For     | For                    |
| 4.A   | To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company                                                                                                                                                                                                                                                                                  | Management | For     | For                    |
| 4.B   | To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company within a price range between HKD 10 and HKD 30                                                                                                                                                                                                                                                              | Management | Against | Against                |

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|     |                                                                                                                                                                                                                                  |            |         |         |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------|---------|
| 4.C | To ratify and approve the repurchase of 6,655,500 shares by the Company during the year ended 31 March 2012                                                                                                                      | Management | For     | For     |
| 4.D | To extend the authority given to the directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 4(B) | Management | Against | Against |
| 5   | To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor of the Company for the financial year ending 31 March 2013                                                                           | Management | For     | For     |

|      |                                                                                                                                                                                                                                                |            |     |     |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| 6    | To re-appoint PricewaterhouseCoopers as the external auditor of the Company to hold the office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company                                          | Management | For | For |
| 7    | To approve the remuneration to be granted to certain directors of the Company and to authorize the board of directors to implement any subsequent actions which may be required, including, for the avoidance of doubt, the payment modalities | Management | For | For |
| 8    | To grant discharge to the directors for the exercise of their mandate during the financial year ended 31 March 2012                                                                                                                            | Management | For | For |
| 9    | To grant discharge to the statutory auditors PricewaterhouseCoopers for the exercise of their mandate during the financial year ended 31 March 2012                                                                                            | Management | For | For |
| 10   | To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company                                                                                                                           | Management | For | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.                                | Non-Voting |     |     |

**LIFE TECHNOLOGIES CORPORATION**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 53217V109    | Meeting Type | Annual                 |
| Ticker Symbol | LIFE         | Meeting Date | 24-Apr-2013            |
| ISIN          | US53217V1098 | Agenda       | 933743913 - Management |

| Item | Proposal                                                                                                                                                            | Type       | Vote | For/Against Management |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.1  | ELECTION OF DIRECTOR: GEORGE F. ADAM, JR.                                                                                                                           | Management | For  | For                    |
| 1.2  | ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE                                                                                                                          | Management | For  | For                    |
| 1.3  | ELECTION OF DIRECTOR: DONALD W. GRIMM                                                                                                                               | Management | For  | For                    |
| 1.4  | ELECTION OF DIRECTOR: CRAIG J. MUNDIE                                                                                                                               | Management | For  | For                    |
| 1.5  | ELECTION OF DIRECTOR: ORA H. PESCOVITZ, M.D.                                                                                                                        | Management | For  | For                    |
| 1.6  | ELECTION OF DIRECTOR: PER A. PETERSON, PH.D.                                                                                                                        | Management | For  | For                    |
| 2.   | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Management | For  | For                    |
| 3.   | APPROVAL OF A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012.     | Management | For  | For                    |
| 4.   | APPROVAL OF THE COMPANY S 2013 EQUITY INCENTIVE PLAN.                                                                                                               | Management | For  | For                    |



**MANPOWERGROUP INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 56418H100    | Meeting Type | Annual                 |
| Ticker Symbol | MAN          | Meeting Date | 30-Apr-2013            |
| ISIN          | US56418H1005 | Agenda       | 933753457 - Management |

| Item | Proposal                                                                                                                      | Type       | Vote | For/Against Management |
|------|-------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.1  | ELECTION OF DIRECTOR: GINA R. BOSWELL                                                                                         | Management | For  | For                    |
| 1.2  | ELECTION OF DIRECTOR: WILLIAM DOWNE                                                                                           | Management | For  | For                    |
| 1.3  | ELECTION OF DIRECTOR: JACK M. GREENBERG                                                                                       | Management | For  | For                    |
| 1.4  | ELECTION OF DIRECTOR: PATRICIA A. HEMINGWAY-HALL                                                                              | Management | For  | For                    |
| 1.5  | ELECTION OF DIRECTOR: TERRY A. HUENEKE                                                                                        | Management | For  | For                    |
| 2.   | RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2013.                                                       | Management | For  | For                    |
| 3.   | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                                                    | Management | For  | For                    |
| 4.   | APPROVAL OF A PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION OF MANPOWERGROUP INC. TO DECLASSIFY THE BOARD OF DIRECTORS. | Management | For  | For                    |

**MAXIM INTEGRATED PRODUCTS, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 57772K101    | Meeting Type | Annual                 |
| Ticker Symbol | MXIM         | Meeting Date | 14-Nov-2012            |
| ISIN          | US57772K1016 | Agenda       | 933692801 - Management |

| Item | Proposal                                                                                                                                                                                                                                                                                      | Type       | Vote | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                                                                                                                                                                                      | Management |      |                        |
|      | 1 TUNC DOLUCA                                                                                                                                                                                                                                                                                 |            | For  | For                    |
|      | 2 B. KIPLING HAGOPIAN                                                                                                                                                                                                                                                                         |            | For  | For                    |
|      | 3 JAMES R. BERGMAN                                                                                                                                                                                                                                                                            |            | For  | For                    |
|      | 4 JOSEPH R. BRONSON                                                                                                                                                                                                                                                                           |            | For  | For                    |
|      | 5 ROBERT E. GRADY                                                                                                                                                                                                                                                                             |            | For  | For                    |
|      | 6 WILLIAM D. WATKINS                                                                                                                                                                                                                                                                          |            | For  | For                    |
|      | 7 A.R. FRANK WAZZAN                                                                                                                                                                                                                                                                           |            | For  | For                    |
| 2.   | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS MAXIM S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 29, 2013.                                                                                                                                         | Management | For  | For                    |
| 3.   | TO RATIFY AND APPROVE AN AMENDMENT TO MAXIM S 2008 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 2,000,000 SHARES.                                                                                                                       | Management | For  | For                    |
| 4.   | TO RATIFY AND APPROVE AN AMENDMENT AND RESTATEMENT OF THE COMPANY S 1996 STOCK INCENTIVE PLAN (AS AMENDED, THE PLAN ) TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 6,000,000 SHARES AND TO EXPAND THE PERFORMANCE METRICS FOR EMPLOYEE EQUITY GRANTS UNDER THE PLAN. | Management | For  | For                    |
| 5.   | ADVISORY VOTE ON EXECUTIVE COMPENSATION.                                                                                                                                                                                                                                                      | Management | For  | For                    |

**MICROCHIP TECHNOLOGY INCORPORATED**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 595017104    | Meeting Type | Annual                 |
| Ticker Symbol | MCHP         | Meeting Date | 17-Aug-2012            |
| ISIN          | US5950171042 | Agenda       | 933667997 - Management |

| Item | Proposal                                                                                                                                                                                                                                                                                               | Type       | Vote | For/Against Management |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                                                                                                                                                                                               | Management |      |                        |
| 1    | STEVE SANGHI                                                                                                                                                                                                                                                                                           |            | For  | For                    |
| 2    | ALBERT J. HUGO-MARTINEZ                                                                                                                                                                                                                                                                                |            | For  | For                    |
| 3    | L.B. DAY                                                                                                                                                                                                                                                                                               |            | For  | For                    |
| 4    | MATTHEW W. CHAPMAN                                                                                                                                                                                                                                                                                     |            | For  | For                    |
| 5    | WADE F. MEYERCORD                                                                                                                                                                                                                                                                                      |            | For  | For                    |
| 2.   | AMEND AND RESTATE OUR 2004 EQUITY INCENTIVE PLAN TO (I) INCREASE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER BY 9,900,000, (II) EXTEND THE TERM OF THE PLAN THROUGH MAY 22, 2022, (III) RE-APPROVE MATERIAL TERMS OF PLAN, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Management | For  | For                    |
| 3.   | PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF OUR COMMON STOCK UPON CONVERSION OF OUR CONVERTIBLE DEBENTURES AS REQUIRED BY THE NASDAQ LISTING RULES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.                                                                                              | Management | For  | For                    |
| 4.   | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2013.                                                                                                                                   | Management | For  | For                    |
| 5.   | PROPOSAL TO APPROVE AN ADVISORY (NON-BINDING) VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVES.                                                                                                                                                                                                        | Management | For  | For                    |

**NOBLE CORPORATION**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | H5833N103    | Meeting Type | Annual                 |
| Ticker Symbol | NE           | Meeting Date | 26-Apr-2013            |
| ISIN          | CH0033347318 | Agenda       | 933745246 - Management |

| Item | Proposal                                                                                                                                                                                                               | Type       | Vote | For/Against Management |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                                                                                                               | Management |      |                        |
|      | 1 MICHAEL A. CAWLEY                                                                                                                                                                                                    |            | For  | For                    |
|      | 2 GORDON T. HALL                                                                                                                                                                                                       |            | For  | For                    |
|      | 3 ASHLEY ALMANZA                                                                                                                                                                                                       |            | For  | For                    |
| 2.   | APPROVAL OF THE 2012 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2012                               | Management | For  | For                    |
| 3.   | APPROVAL OF DIVIDEND PAYMENT FUNDED FROM CAPITAL CONTRIBUTION RESERVE IN THE AMOUNT OF USD \$1.00 PER SHARE                                                                                                            | Management | For  | For                    |
| 4.   | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND THE ELECTION OF PRICEWATERHOUSECOOPERS AG AS STATUTORY AUDITOR FOR A ONE-YEAR TERM | Management | For  | For                    |
| 5.   | APPROVAL OF THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE OFFICERS OF THE COMPANY UNDER SWISS LAW FOR FISCAL YEAR 2012                                                                      | Management | For  | For                    |
| 6.   | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS                                                                                                                          | Management | For  | For                    |
| 7.   | APPROVAL OF AN EXTENSION OF BOARD AUTHORITY TO ISSUE AUTHORIZED SHARE CAPITAL UNTIL APRIL 25, 2015                                                                                                                     | Management | For  | For                    |

**O REILLY AUTOMOTIVE, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 67103H107    | Meeting Type | Annual                 |
| Ticker Symbol | ORLY         | Meeting Date | 07-May-2013            |
| ISIN          | US67103H1077 | Agenda       | 933753421 - Management |

| Item | Proposal                                                                                                                                               | Type       | Vote | For/Against Management |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1A   | ELECTION OF DIRECTOR: LARRY O REILLY                                                                                                                   | Management | For  | For                    |
| 1B   | ELECTION OF DIRECTOR: ROSALIE O REILLY-WOOTEN                                                                                                          | Management | For  | For                    |
| 1C   | ELECTION OF DIRECTOR: THOMAS T. HENDRICKSON                                                                                                            | Management | For  | For                    |
| 2    | TO AMEND THE ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.                                                                           | Management | For  | For                    |
| 3    | TO AMEND THE ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS OF RECORD OF NOT LESS THAN 25% OF VOTING POWER TO CALL A SPECIAL MEETING OF SHAREHOLDERS. | Management | For  | For                    |
| 4    | TO AMEND THE ARTICLES OF INCORPORATION TO ALLOW MINOR UPDATES TO CONFORM TO CURRENT LAWS AND CLARIFY.                                                  | Management | For  | For                    |
| 5    | ADVISORY VOTE ON APPROVAL OF COMPENSATION OF EXECUTIVES.                                                                                               | Management | For  | For                    |
| 6    | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG, LLP, AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.                               | Management | For  | For                    |

**ROTORK PLC, BATH**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | G76717126    | Meeting Type | Annual General Meeting |
| Ticker Symbol |              | Meeting Date | 26-Apr-2013            |
| ISIN          | GB0007506958 | Agenda       | 704351775 - Management |

| Item | Proposal                                                                                               | Type       | Vote | For/Against Management |
|------|--------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1    | To receive and adopt the Directors Report and Accounts and the Auditors Report thereon for 2012        | Management | For  | For                    |
| 2    | To declare a final dividend                                                                            | Management | For  | For                    |
| 3    | To re-elect IG King as a director                                                                      | Management | For  | For                    |
| 4    | To re-elect PI France as a director                                                                    | Management | For  | For                    |
| 5    | To re-elect JM Davis as a director                                                                     | Management | For  | For                    |
| 6    | To re-elect RH Arnold as a director                                                                    | Management | For  | For                    |
| 7    | To re-elect GM Ogden as a director                                                                     | Management | For  | For                    |
| 8    | To re-elect JE Nicholas as a director                                                                  | Management | For  | For                    |
| 9    | That RC Lockwood be re-elected a director                                                              | Management | For  | For                    |
| 10   | To re-elect GB Bullard as a director                                                                   | Management | For  | For                    |
| 11   | To elect SA James as a director                                                                        | Management | For  | For                    |
| 12   | To re-appoint KPMG Audit Plc as Auditor of the Company                                                 | Management | For  | For                    |
| 13   | To authorise the directors to fix the remuneration of the Auditor                                      | Management | For  | For                    |
| 14   | To approve the Directors Remuneration Report                                                           | Management | For  | For                    |
| 15   | To authorise the directors to allot shares                                                             | Management | For  | For                    |
| 16   | To empower the directors to allot shares for cash without first offering them to existing shareholders | Management | For  | For                    |
| 17   | To authorise the Company to purchase ordinary shares                                                   | Management | For  | For                    |
| 18   | To authorise the Company to purchase preference shares                                                 | Management | For  | For                    |
| 19   | To fix the notice period for general meetings                                                          | Management | For  | For                    |
| 20   | To authorise the extension of the Rotork Sharesave Scheme                                              | Management | For  | For                    |



**SCANSOURCE, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 806037107    | Meeting Type | Annual                 |
| Ticker Symbol | SCSC         | Meeting Date | 06-Dec-2012            |
| ISIN          | US8060371072 | Agenda       | 933700898 - Management |

| Item | Proposal                                                                                                                                            | Type       | Vote | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                                            | Management |      |                        |
|      | 1 MICHAEL L. BAUR                                                                                                                                   |            | For  | For                    |
|      | 2 STEVEN R. FISCHER                                                                                                                                 |            | For  | For                    |
|      | 3 MICHAEL J. GRAINGER                                                                                                                               |            | For  | For                    |
|      | 4 STEVEN H. OWINGS                                                                                                                                  |            | For  | For                    |
|      | 5 JOHN P. REILLY                                                                                                                                    |            | For  | For                    |
|      | 6 CHARLES R. WHITCHURCH                                                                                                                             |            | For  | For                    |
| 2.   | ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (AS DEFINED IN THE PROXY STATEMENT).                                              | Management | For  | For                    |
| 3.   | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013. | Management | For  | For                    |



**SIGNET JEWELERS LIMITED**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | G81276100    | Meeting Type | Annual                 |
| Ticker Symbol | SIG          | Meeting Date | 14-Jun-2013            |
| ISIN          | BMG812761002 | Agenda       | 933812794 - Management |

| Item | Proposal                                                                                                                                                                                                                                                 | Type       | Vote | For/Against Management |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1A   | ELECTION OF DIRECTOR: DALE W. HILPERT                                                                                                                                                                                                                    | Management | For  | For                    |
| 1B   | ELECTION OF DIRECTOR: H. TODD STITZER                                                                                                                                                                                                                    | Management | For  | For                    |
| 1C   | ELECTION OF DIRECTOR: MARIANNE PARRS                                                                                                                                                                                                                     | Management | For  | For                    |
| 1D   | ELECTION OF DIRECTOR: MICHAEL BARNES                                                                                                                                                                                                                     | Management | For  | For                    |
| 1E   | ELECTION OF DIRECTOR: RUSSELL WALLS                                                                                                                                                                                                                      | Management | For  | For                    |
| 1F   | ELECTION OF DIRECTOR: THOMAS G. PLASKETT                                                                                                                                                                                                                 | Management | For  | For                    |
| 1G   | ELECTION OF DIRECTOR: VIRGINIA DROSOS                                                                                                                                                                                                                    | Management | For  | For                    |
| 2.   | TO APPOINT KPMG LLP AS INDEPENDENT AUDITOR OF THE COMPANY, TO HOLD OFFICE FROM THE CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AND TO AUTHORIZE THE AUDIT COMMITTEE TO DETERMINE ITS COMPENSATION. | Management | For  | For                    |
| 3.   | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT (THE SAY-ON-PAY VOTE).                                                                                                 | Management | For  | For                    |

**SONOVA HOLDING AG, STAEFA**

|          |              |              |                        |
|----------|--------------|--------------|------------------------|
| Security | H8024W106    | Meeting Type | Annual General Meeting |
| Ticker   | Symbol       | Meeting Date | 18-Jun-2013            |
| ISIN     | CH0012549785 | Agenda       | 704528833 - Management |

| Item | Proposal                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Type       | Vote | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| CMMT | PART 1 OF THIS MEETING IS FOR REGISTRATION ONLY. IF YOU WISH TO SUBMIT A VOTE OR A MEETING ATTENDANCE ON PART 2 OF THE MEETING, THIS CAN ONLY BE PROCESSED BY THE SUB-CUSTODIAN IF YOU FIRST VOTE IN FAVOUR OF THE REGISTRATION IN PART 1 BELOW BY VOTING IN FAVOUR OF THE BELOW RESOLUTION, YOU ARE AUTHORISING BROADRIDGE TO ASK YOUR SUB-CUSTODIAN TO REGISTER THE SHARES. ALTHOUGH BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. DEPENDING ON SUB-CUSTODIAN PRACTICES, SHARES MAY REMAIN REGISTERED UNTIL MEETING DATE+1. DE-REGISTRATION PROCE-DURES MAY VARY AND THEREFORE SHARES MAY NOT ALWAYS BE AVAILABLE FOR TRADING. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IF YOU HAVE ANY CONCERNS. | Non-Voting |      |                        |
| CMMT | PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. ALTHOUGH BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE.                                                                                                                                                                                            | Non-Voting |      |                        |
| 1.1  | Approval of the annual report, of the financial statements of Sonova Holding AG and of the consolidated financial statements for 2012/13, acknowledgement of the auditor s report                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Management | For  | For                    |

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|     |                                                                                |            |     |     |
|-----|--------------------------------------------------------------------------------|------------|-----|-----|
| 1.2 | Advisory vote on the compensation report 2012/13                               | Management | For | For |
| 2.1 | Appropriation of retained earnings                                             | Management | For | For |
| 2.2 | Approve dividends of CHF 1.60 per share from capital contribution reserves     | Management | For | For |
| 3   | Discharge of the members of the board of directors and of the management board | Management | For | For |

|       |                                                                                                                                                                                                                             |            |     |     |
|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| 4.1.1 | Re-election to the board of directors: Mr. Beat Hess                                                                                                                                                                        | Management | For | For |
| 4.1.2 | Re-election to the board of directors: Mr. John J. Zei                                                                                                                                                                      | Management | For | For |
| 4.2.1 | Election to the board of directors: Mr. Jinlong Wang                                                                                                                                                                        | Management | For | For |
| 4.3   | Re-election of the auditor: PricewaterhouseCoopers AG, Zurich                                                                                                                                                               | Management | For | For |
| 5     | In the case of ad-hoc/Miscellaneous shareholder motions proposed during the general meeting, I authorize my proxy to act as follows in accordance with the board of directors                                               | Management | For | For |
| CMMT  | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION 2.2. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting |     |     |

**SPIRAX-SARCO ENGINEERING PLC, CHELTENHAM GLOUCESTER**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | G83561103    | Meeting Type | Annual General Meeting |
| Ticker Symbol |              | Meeting Date | 09-May-2013            |
| ISIN          | GB0008347048 | Agenda       | 704344011 - Management |

| Item | Proposal                                                                                                                                                                                                                | Type       | Vote | For/Against Management |
|------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1    | To receive the Annual Report and Accounts                                                                                                                                                                               | Management | For  | For                    |
| 2    | To approve the Remuneration Report                                                                                                                                                                                      | Management | For  | For                    |
| 3    | To declare a final dividend                                                                                                                                                                                             | Management | For  | For                    |
| 4    | To re-appoint KPMG Audit Plc as auditor of the Company                                                                                                                                                                  | Management | For  | For                    |
| 5    | To authorise the Directors to determine the auditor's remuneration                                                                                                                                                      | Management | For  | For                    |
| 6    | To re-elect Mr W H Whiteley as a Director                                                                                                                                                                               | Management | For  | For                    |
| 7    | To re-elect Mr M E Vernon as a Director                                                                                                                                                                                 | Management | For  | For                    |
| 8    | To re-elect Mr G R Bullock as a Director                                                                                                                                                                                | Management | For  | For                    |
| 9    | To re-elect Mr D J Meredith as a Director                                                                                                                                                                               | Management | For  | For                    |
| 10   | To re-elect Dr K Rajagopal as a Director                                                                                                                                                                                | Management | For  | For                    |
| 11   | To elect Dr G E Schoolenberg as a Director                                                                                                                                                                              | Management | For  | For                    |
| 12   | To re-elect Mr C G Watson as a Director                                                                                                                                                                                 | Management | For  | For                    |
| 13   | To re-elect Mr N H Daws as a Director                                                                                                                                                                                   | Management | For  | For                    |
| 14   | To re-elect Mr N J Anderson as a Director                                                                                                                                                                               | Management | For  | For                    |
| 15   | To re-elect Mr J L Whalen as a Director                                                                                                                                                                                 | Management | For  | For                    |
| 16   | To authorise the Directors to allot shares                                                                                                                                                                              | Management | For  | For                    |
| 17   | To authorise the Directors to approve the issue of shares in lieu of cash dividends in respect of the period up to and including the date of the Annual General Meeting to be held in 2018 or, if earlier, 8th May 2018 | Management | For  | For                    |
| 18   | To declare a special dividend and approve a share consolidation                                                                                                                                                         | Management | For  | For                    |
| 19   | To disapply statutory pre-emption rights                                                                                                                                                                                | Management | For  | For                    |
| 20   | To authorise the Company to purchase its own shares                                                                                                                                                                     | Management | For  | For                    |

|    |                                                                                                                              |            |     |     |
|----|------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|
| 21 | To authorise the Company to call general meetings, other than Annual General Meetings, on not less than 14 clear days notice | Management | For | For |
|----|------------------------------------------------------------------------------------------------------------------------------|------------|-----|-----|

**VARIAN MEDICAL SYSTEMS, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 92220P105    | Meeting Type | Annual                 |
| Ticker Symbol | VAR          | Meeting Date | 14-Feb-2013            |
| ISIN          | US92220P1057 | Agenda       | 933721830 - Management |

| Item | Proposal                                                                                                                                                     | Type        | Vote    | For/Against Management |
|------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------|------------------------|
| 1.   | DIRECTOR                                                                                                                                                     | Management  |         |                        |
|      | 1 R. ANDREW ECKERT                                                                                                                                           |             | For     | For                    |
|      | 2 MARK R. LARET                                                                                                                                              |             | For     | For                    |
|      | 3 ERICH R. REINHARDT                                                                                                                                         |             | For     | For                    |
| 2.   | TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT                                 | Management  | For     | For                    |
| 3.   | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 | Management  | For     | For                    |
| 4.   | TO VOTE ON, IF PROPERLY PRESENTED AT THE ANNUAL MEETING, A STOCKHOLDER PROPOSAL RECOMMENDING THAT THE BOARD OF DIRECTORS TAKE ACTION TO DECLASSIFY THE BOARD | Shareholder | Against | For                    |

**VCA ANTECH, INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 918194101    | Meeting Type | Annual                 |
| Ticker Symbol | WOOF         | Meeting Date | 20-May-2013            |
| ISIN          | US9181941017 | Agenda       | 933780125 - Management |

| Item | Proposal                                                                                                                                | Type       | Vote    | For/Against Management |
|------|-----------------------------------------------------------------------------------------------------------------------------------------|------------|---------|------------------------|
| 1.   | DIRECTOR                                                                                                                                | Management |         |                        |
|      | 1 ROBERT L. ANTIN                                                                                                                       |            | For     | For                    |
| 2.   | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013. | Management | For     | For                    |
| 3.   | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                                                              | Management | Against | Against                |



**WABCO HOLDINGS INC.**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 92927K102    | Meeting Type | Annual                 |
| Ticker Symbol | WBC          | Meeting Date | 30-May-2013            |
| ISIN          | US92927K1025 | Agenda       | 933795378 - Management |

| Item | Proposal                                                                                                                                                                                                      | Type       | Vote | For/Against Management |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                                                                                                                                                      | Management |      |                        |
|      | 1 JACQUES ESCULIER                                                                                                                                                                                            |            | For  | For                    |
|      | 2 KENNETH J. MARTIN                                                                                                                                                                                           |            | For  | For                    |
|      | 3 DONALD J. STEBBINS                                                                                                                                                                                          |            | For  | For                    |
| 2.   | RATIFY THE SELECTION OF ERNST & YOUNG<br>BEDRIJFSREVISOREN BCVBA/REVISEURS D ENTREPRISES<br>SCCRL AS THE COMPANY S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING<br>DECEMBER 31, 2013. | Management | For  | For                    |
| 3.   | APPROVE THE AMENDED AND RESTATED WABCO<br>HOLDINGS INC. 2009 OMNIBUS INCENTIVE PLAN.                                                                                                                          | Management | For  | For                    |
| 4.   | APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION<br>PAID TO THE COMPANY S NAMED EXECUTIVE OFFICERS<br>( SAY-ON-PAY ).                                                                                          | Management | For  | For                    |

**ZEBRA TECHNOLOGIES CORPORATION**

|               |              |              |                        |
|---------------|--------------|--------------|------------------------|
| Security      | 989207105    | Meeting Type | Annual                 |
| Ticker Symbol | ZBRA         | Meeting Date | 16-May-2013            |
| ISIN          | US9892071054 | Agenda       | 933781761 - Management |

| Item | Proposal                                                                         | Type       | Vote | For/Against Management |
|------|----------------------------------------------------------------------------------|------------|------|------------------------|
| 1.   | DIRECTOR                                                                         | Management |      |                        |
|      | 1 GERHARD CLESS                                                                  |            | For  | For                    |
|      | 2 MICHAEL A. SMITH                                                               |            | For  | For                    |
| 2.   | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                  | Management | For  | For                    |
| 3.   | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR 2013 | 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)

Source Capital, Inc.

By (Signature and Title)\*

/s/ J. Richard Atwood, Treasurer

Date

8/30/13

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