

HUANENG POWER INTERNATIONAL INC

Form 6-K

July 03, 2018

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of

The Securities Exchange Act of 1934

For the month of July 2018

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

(If "Yes" is marked, indicate below the file number assigned to registrant in connection with Rule 12g3-2(b):

82-\_\_\_\_\_.)

N/A

Huaneng Power International, Inc.

Huaneng Building,

6 Fuxingmennei Street,

Xicheng District,

Beijing, 100031 PRC

This Form 6-K consists of:

1. An announcement regarding proposed public issuance of corporate bonds to qualified investors of Huaneng Power International, Inc. (the Registrant”); and
2. Announcement on revising the remuneration of independent non-executive directors of the Registrant;

Each submitted by the Registrant on June 30, 2018.

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Announcement 1

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**ANNOUNCEMENT ON PROPOSED PUBLIC ISSUANCE OF CORPORATE BONDS TO QUALIFIED INVESTORS**

In order to satisfy the operation and production needs, adjust the debt structure, supplement the working capital and/or project investment, Huaneng Power International, Inc. (the “Company” or the “Issuer”) proposed a public issuance of corporate bonds with an aggregate principal amount of not exceeding RMB25 billion (inclusive) to the qualified investors.

On 3 May 2018, the Company considered and passed the Proposal on the General Mandate to Issue Onshore and Offshore Debt Financing Instruments at the 2017 annual general meeting. It was agreed that the Company, after obtaining approval from the relevant regulatory authorities, was authorized to issue onshore and offshore debt financing instruments on an one-off or multiple issuances basis in or outside the PRC, including but not limited to domestic corporate bonds, enterprise debentures and medium-term notes to be issued within the inter-bank debt markets as well as the offshore Renminbi, US dollar and other foreign currency denominated bonds, with a principal amount of not exceeding RMB34.3 billion within 24 months from the date of obtaining an approval at the general meeting, and an unconditional general mandate was granted to the Board or any two or more Directors to determine the specific terms and conditions of and the matters relevant to the issuance of debt financing instruments according to the needs of the Company and the then prevailing market conditions and in conjunction with the regulatory requirements. The Company considered and passed the Proposal on Public Issuance of Corporate Bonds to Qualified Investors at the 13th meeting of the ninth session of the Board of Directors of the Company held on 29 June 2018, details of which are set out as follows:

**I. SATISFACTION OF THE COMPANY OF THE CONDITIONS FOR THE ISSUANCE OF CORPORATE BONDS**

According to the relevant provisions of the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Administrative Measures for the Issuance and Trading of Corporate Bonds and other relevant laws, regulations and regulatory documents, and upon examination on the Company’s actual situation, the Company is

considered to have satisfied the requirements for public issuance of corporate bonds to the qualified investors and have fulfilled the conditions and obtained the qualifications for public issuance of corporate bonds to the qualified investors.

## II. SUMMARY ON THE ISSUANCE OF CORPORATE BONDS

### (i) Issuance size of the corporate bonds

The aggregate issuance size of the corporate bonds shall not exceed RMB25 billion (inclusive).

### (ii) Issuance targets and issuance method

The targets of the public issuance of the corporate bonds are the qualified investors as stipulated in the Administrative Measures for the Issuance and Trading of Corporate Bonds and other regulations, and the corporate bonds will be issued in one or multiple tranches according to capital needs within the period approved by China Securities Regulatory Commission (the "CSRC").

### (iii) Issuance and listing stock exchange

Shanghai Stock Exchange. Application for the listing and trading of the corporate bonds will be made by the Company to the Shanghai Stock Exchange. Upon approval by the regulatory authorities, the corporate bonds may also be listed and traded on other stock exchanges permitted by applicable laws, which shall be determined by the Directors as authorized by the Board in accordance with the relevant laws and regulations, approval by the regulatory authorities and the market conditions.

### (iv) Type and term of the bonds

The corporate bonds to be issued shall include but not limited to general corporate bonds, renewable corporate bonds, green corporate bonds, Belt and Road bonds with a term of not exceeding 20 years (renewable corporate bonds are not subject to this limit). The corporate bonds may be single-type bonds or hybrid bonds. The specific type(s), term and issuance size of each type of the corporate bonds shall be determined by the Directors as authorized by the Board in accordance with the relevant regulations and the market conditions.

### (v) Use of proceeds

The proceeds from the issuance of the corporate bonds are intended to be used towards satisfying the operation and production needs, adjusting the debt structure, and supplementing the working capital and/or project investment of the Company.

(vi) Coupon rate

The corporate bonds bear a fixed interest rate, and the coupon rate of the bonds shall be determined by the Directors as authorized by the Board of the Company together with the lead underwriter(s) through negotiation with reference to the results of book-building process at the time of issuance.

(vii) Guarantee

The corporate bonds are unsecured bonds.

(viii) Safeguard measures for debt repayment

In order to further protect the interest of the bondholders, and in the event of expected inability of the Company to repay the principal and interests of the bonds when they become due within the duration of the corporate bonds, the Company shall devise and adopt a number of measures for repayment to safeguard the interest of the bondholders.

(ix) Validity of the resolution

The resolution on the issuance of the corporate bonds of the Company shall be valid from the date on which the proposal on the issuance was considered and approved at the 13th meeting of the ninth session of the Board and will expire on a date which is 24 months after the date on which the proposal was approved at the annual general meeting for 2017.

### III. SUMMARY OF FINANCIAL INFORMATION OF THE ISSUER

The consolidated financial statements of the Company for 2015, 2016 and 2017 and the financial statements of the parent company have been audited by KPMG Huazhen LLP which has issued its standard unqualified audit report (KPMG Huazhen Shen Zi No. 1600666, KPMG Huazhen Shen Zi No. 1700666 and KPMG Huazhen Shen Zi No. 1800666). The financial data of the first quarter of 2018 has not been audited.

The financial data for 2015, 2016 and 2017 are extracted from the audited financial reports for 2016 and 2017 of the Company respectively, while the financial data for the first three months of 2018 are extracted from the unaudited first quarterly financial report of 2018 of the Company. Of which, the financial data as at the end of 2016 have been restated in the annual report of 2017 in accordance with the relevant requirements of the Accounting Standards for Business Enterprises as a result of completion of business combination under common control during 2017. The financial data for 2016 in the prospectus shall be the audited restated financial data as shown in the 2017 annual report of the Company.

(i) Balance sheets, income statements and cash flow statements of the Issuer for the recent three years and the latest period

1. Consolidated financial statements for the recent three years and the latest period

(1) Consolidated balance sheets for the recent three years and the latest period

Table – Consolidated balance sheets of the Issuer for the recent three years and the latest period

Unit: RMB in 10 thousands

Assets	As at the end of the first quarter of 2018	As at the end of 2017	As at the end of 2016 (Restated)	As at the end of 2015
<b>Current assets:</b>				
Cash at bank and on hand	1,599,978.88	936,482.35	1,021,418.47	753,781.26
Derivative financial assets	16,780.90	25,836.40	27,860.20	13,946.80
Notes receivable	405,000.75	361,092.75	263,936.56	197,778.97
Accounts receivable	2,137,309.73	2,183,666.71	1,715,763.82	1,439,961.12
Advances to suppliers	58,509.88	56,461.08	98,475.99	57,397.01
Interest receivable	2,226.45	2,231.53	2,213.03	17.52
Other receivables	143,843.42	150,821.32	525,296.66	130,729.71
Dividends receivable	27,389.67	27,389.67	72,445.28	30,500.00
Inventories	831,151.76	738,541.15	804,600.91	542,273.20
Non-current assets due within one year	77,972.03	77,803.54	13,630.41	11,802.67
Other current assets	262,972.76	293,444.57	320,304.31	10,470.81
<b>Total current assets</b>	<b>5,563,136.23</b>	<b>4,853,771.07</b>	<b>4,865,945.63</b>	<b>3,188,659.07</b>
<b>Non-current assets:</b>				
Available-for-sale financial assets	208,154.34	165,499.33	356,092.78	512,786.29
Derivative financial assets	4,216.73	7,532.79	9,972.08	4,504.42
Long-term receivables	125,370.26	125,656.49	128,841.61	61,827.93
Long-term equity investment	1,973,959.59	1,931,725.39	1,971,529.32	1,951,662.87
Fixed assets (for investment)	21,980.88	21,740.63		

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Assets	As at the end of the first quarter of 2018	As at the end of 2017	As at the end of 2016 (Restated)	As at the end of 2015
Construction-in-progress	24,297,885.17	24,507,948.18	24,468,302.97	19,547,996.24
Construction materials	2,501,160.68	2,639,675.50	2,629,640.74	2,020,255.12
Fixed assets pending for disposal	194,413.70	195,076.19	349,110.87	291,110.53
Fixed assets pending for disposal	255.83	306.94	8,425.26	10,331.09
Intangible assets	1,358,452.13	1,372,822.30	1,414,611.36	1,167,986.11
Goodwill	1,196,585.87	1,215,641.56	1,197,559.21	993,014.18
Long-term deferred expenses	27,335.12	27,808.10	24,715.97	14,812.29
Deferred income tax assets	285,338.24	298,030.29	244,764.78	130,554.79
Other non-current assets	500,943.57	506,138.15	306,427.02	77,471.33
Total non-current assets	32,696,052.11	33,015,601.84	33,109,993.98	26,784,313.19
Total assets	38,259,188.34	37,869,372.91	37,975,939.61	29,972,972.26
Liabilities and shareholders' equity:				
Current liabilities:				
Short-term loans	6,604,420.97	8,025,134.84	6,827,107.41	4,988,348.93
Derivative financial liabilities	6,523.10	6,217.85	13,356.95	87,485.20
Notes payable	192,751.98	173,219.02	307,900.41	95,331.93
Accounts payable	1,561,174.91	1,376,428.48	1,207,528.09	844,976.87
Amounts received in advance	77,944.71	150,492.61	127,455.55	44,937.48
Salary and welfare payables	59,632.18	58,151.09	48,920.58	31,328.42
Taxes payable	125,574.43	130,220.99	142,466.92	-122,623.43
Interest payables	110,967.21	94,730.16	76,184.18	87,433.34
Dividends payable	131,176.87	173,542.59	157,517.96	78,889.50
Other payables	1,741,373.11	1,987,617.90	2,060,947.26	1,507,858.28
Non-current Liabilities due within one year	2,459,035.85	2,263,083.98	1,876,923.10	2,437,117.27
Provision	4,579.52	3,673.77	2,175.80	1,500.05

Assets	As at the end of the first quarter of 2018	As at the end of 2017	As at the end of 2016 (Restated)	As at the end of 2015
Other current liabilities	1,953,360.06	1,152,535.87	2,768,058.03	1,968,957.93
Total current liabilities	15,028,514.90	15,595,049.16	15,616,542.24	12,051,541.77
Non-current liabilities:				
Long-term loans	11,466,393.41	10,703,095.82	9,691,123.57	6,602,802.33
Derivative financial liabilities	8,529.43	14,848.65	20,116.92	43,008.90
Bonds payable	1,597,602.60	1,599,383.28	1,218,297.09	1,126,132.21
Long-term payables	176,946.04	185,352.40	170,634.91	135,961.01
Long-term Employee benefits payable	7,716.95	7,723.41	9,077.93	9,702.50
Specific accounts payable	12,772.31	3,460.66	4,813.57	4,823.35
Provision (non-current)	5,244.40	5,244.40	5,244.40	–
Deferred income tax liabilities	122,702.73	128,394.99	142,985.91	141,797.22
Deferred income	398,123.03	406,453.25	378,030.66	263,217.26
Total non-current liabilities	13,796,030.90	13,053,956.87	11,640,324.95	8,327,444.79
Total liabilities	28,824,545.80	28,649,006.03	27,256,867.19	20,378,986.56
Shareholders' equity:				
Share capital	1,520,038.34	1,520,038.34	1,520,038.34	1,520,038.34
Other equitable instruments	513,155.00	506,855.00	–	–
Of which: perpetual debts	–	506,855.00	–	–
Capital reserve	1,491,323.82	1,491,323.82	2,953,084.71	1,825,077.72
Other comprehensive income	10,969.72	14,401.64	70,073.38	13,556.07
Special reserves	5,964.89	5,577.35	5,142.71	2,949.99
Surplus reserves	818,627.47	818,627.47	818,627.47	818,627.47
Undistributed profits	3,312,090.34	3,196,510.60	3,469,136.40	3,760,647.43
Total equity attributable to shareholders of the Company	7,672,169.58	7,553,334.23	8,836,103.01	7,940,897.03
Non-controlling interests	1,762,472.96	1,667,032.65	1,882,969.41	1,653,088.67
Total shareholders' equity	9,434,642.54	9,220,366.88	10,719,072.42	9,593,985.70



Assets	As at the end of the first quarter of 2018	As at the end of 2017	As at the end of 2016 (Restated)	As at the end of 2015
Total liabilities and shareholders' equity	38,259,188.34	37,869,372.91	37,975,939.61	29,972,972.26

(2) Consolidated income statements for the recent three years and the latest period

Table – Consolidated income statements of the Issuer for the recent three years and the latest period

Unit: RMB in 10 thousands

Items	For the first quarter of 2018	For the year of 2017	For the year of 2016 (Restated)	For the year of 2015
i. Operating revenue	4,325,563.46	15,245,944.40	13,815,029.62	12,890,487.25
Less: Operating cost	3,742,239.93	13,520,927.18	10,807,519.52	9,152,126.38
Operating tax and levies	46,651.86	137,631.21	145,282.14	115,776.03
Selling expenses	618.36	1,747.41	1,576.39	443.75
General and administrative expenses	89,916.42	396,879.28	434,767.41	399,664.52
Financial expenses	244,476.65	940,573.91	878,470.06	780,934.66
Asset impairment loss	-103.18	118,848.68	141,830.92	309,015.28
Add: Net gain on fair value changes	-38.56	-276.04	-1,298.63	-1,674.22
Investment income	21,803.20	221,218.90	348,385.91	169,719.60
Of which: Investment income from associates and joint ventures	21,545.04	44,439.86	117,941.50	158,195.84
Gain from asset disposal	276.34	6,216.02	2,360.44	–
Other gain	9,141.24	53,027.86	–	–

Items	For the first quarter of 2018	For the year of 2017	For the year of 2016 (Restated)	For the year of 2015
ii. Operating profit	232,945.64	409,523.46	1,755,030.90	2,300,572.00
Add: Non-operating income	1,889.08	39,448.46	115,904.41	100,181.55
Less: Non-operating expenses	767.53	76,967.87	92,571.59	62,240.83
iii. Profit before tax	234,067.19	372,004.05	1,778,363.72	2,338,512.72
Less: Income tax expense	61,273.62	157,346.85	450,896.58	583,545.01
iv. Net profit	172,793.57	214,657.20	1,327,467.13	1,754,967.71
Of which: Net profit generated by acquire before business combination under common control	–	–	248,844.65	–
(1) Classified based on business continuity				
1. Net profit from continuing operation	172,793.57	214,657.20	1,327,467.13	1,754,967.71
2. New profit on cessation of operation	–	–	–	–
2. Classified based on equity interests				
1. Net profit attributable to shareholders of the Company	121,896.81	179,315.10	1,038,241.37	1,378,605.01
2. loss attributable to minority shareholders	50,896.76	35,342.10	289,225.76	376,362.69

Items	For the first quarter of 2018	For the year of 2017	For the year of 2016 (Restated)	For the year of 2015
v. Other comprehensive income, net of tax	-37,445.98	-58,521.35	56,419.98	115,585.95
Other comprehensive income (net of tax) attributed to equity holders of the Company	-35,426.50	—	—	—
(i) Other comprehensive income (net of tax) attributed to equity holders of the Company that may not be reclassified to profit or loss	798.03	—	—	—
1. Remeasurement of changes in net liabilities or net assets of defined benefit plans	—	—	—	—
2. Share of other comprehensive income of the equity-accounted investee that may not be reclassified to profit or loss	801.30	—	—	—
3. Gains/Losses arising from changes in fair value of other equity instruments investments	-3.27	—	—	—
(ii) Other comprehensive income (net of tax) attributed to equity holders of the Company that may be reclassified to profit or loss	-36,224.53	-55,671.73	54,759.10	115,595.58

Items	For the first quarter of 2018	For the year of 2017	For the year of 2016 (Restated)	For the year of 2015
1. Share of other comprehensive income of the equity-accounted investee that may be reclassified to profit or loss	-225.01	12,120.78	-18,057.25	67,879.34
2. Gains/Losses arising from changes in fair value of available-for-sale financial assets	–	28,175.03	-14,895.70	55,826.08
3. Gains/Losses arising from holdings to maturity investments reclassified as available-for-sale financial assets	–	–	–	–
4. Effective hedging portion of Gains or losses arising from cash flow hedging instruments	-5,134.77	6,285.39	101,510.28	5,192.18
5. Translation differences of the financial statements of foreign operations	-30,864.75	11,282.69	60,366.53	-13,302.02
6. Others	–	-113,535.63	-74,164.76	–
Other comprehensive income (net of tax) attributable to non- controlling interests	-2,019.48	-2,849.62	1,660.88	-9.63
vi. Total comprehensive income	135,347.59	156,135.85	1,383,887.12	1,870,553.66
Attributable to Shareholders of the Company	86,470.31	123,643.36	1,093,000.47	1,494,200.59
Attributable to Non-controlling interests	48,877.28	32,492.48	290,886.64	376,353.06
vii. Earnings per share				
Basic earnings per share (RMB per share)	0.08	0.11	0.68	0.95
Diluted earnings per share (RMB pershare)	0.08	0.11	0.68	0.95

## (3) Consolidated cash flow statements for the recent three years and the latest period

Table – Consolidated cash flow statements of the Issuer for the recent three years and the latest period

Unit: RMB in 10 thousands

Items	For the first quarter of 2018	For the year of 2017	For the year of 2016 (Restated)	For the year of 2015
i. Cash flows generated from operating activities				
Cash received from sales of goods and services rendered	5,124,511.86	16,608,279.44	15,454,136.66	14,484,072.40
Cash received from return of taxes and fees	3,326.35	10,916.32	8,553.54	7,907.36
Other cash received relating to operating activities	22,263.47	133,384.67	110,272.69	129,988.63
Sub-total of cash inflows of operating activities	5,150,101.68	16,752,580.43	15,572,962.89	14,621,968.40

2.	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2015.	Management	For
3.	THE NON-BINDING, ADVISORY VOTE REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	For
4.	THE NON-BINDING ADVISORY VOTE REGARDING THE FREQUENCY OF VOTING ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	For

**ELI LILLY AND COMPANY**

<b>Security</b>	532457108	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	LLY	<b>Meeting Date</b>	04-May-2015
<b>ISIN</b>	US5324571083	<b>Agenda</b>	934139216 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR: K. BAICKER	Management	For	For
1B.	ELECTION OF DIRECTOR: J.E. FYRWALD	Management	For	For
1C.	ELECTION OF DIRECTOR: E.R. MARRAM	Management	For	For
1D.	ELECTION OF DIRECTOR: J.P. TAI	Management	For	For
2.	APPROVE ADVISORY VOTE ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	For	For
3.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2015.	Management	For	For

**EMC CORPORATION**

<b>Security</b>	268648102	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	EMC	<b>Meeting Date</b>	30-Apr-2015
<b>ISIN</b>	US2686481027	<b>Agenda</b>	934146867 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Management	For	For
1B.	ELECTION OF DIRECTOR: MICHAEL W. BROWN	Management	For	For
1C.	ELECTION OF DIRECTOR: DONALD J. CARTY	Management	For	For
1D.	ELECTION OF DIRECTOR: RANDOLPH L. COWEN	Management	For	For
1E.	ELECTION OF DIRECTOR: JAMES S. DISTASIO	Management	For	For
1F.	ELECTION OF DIRECTOR: JOHN R. EGAN	Management	For	For
1G.	ELECTION OF DIRECTOR: WILLIAM D. GREEN	Management	For	For
1H.	ELECTION OF DIRECTOR: EDMUND F. KELLY	Management	For	For
1I.	ELECTION OF DIRECTOR: JAMI MISCIK	Management	For	For
1J.	ELECTION OF DIRECTOR: PAUL SAGAN	Management	For	For
1K.	ELECTION OF DIRECTOR: DAVID N. STROHM	Management	For	For
1L.	ELECTION OF DIRECTOR: JOSEPH M. TUCCI	Management	For	For
2.	RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015, AS	Management	For	For

DESCRIBED IN EMC'S PROXY STATEMENT.

3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Management	For
4.	APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 2003 STOCK PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Management	For
5.	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO AN INDEPENDENT BOARD CHAIRMAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Shareholder	Against

**FORD MOTOR COMPANY**

<b>Security</b>	345370860	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	F	<b>Meeting Date</b>	14-May-2015
<b>ISIN</b>	US3453708600	<b>Agenda</b>	934153026 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: STEPHEN G. BUTLER	Management	For	For
1B.	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Management	For	For
1C.	ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: MARK FIELDS	Management	For	For
1E.	ELECTION OF DIRECTOR: EDSEL B. FORD II	Management	For	For
1F.	ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.	Management	For	For
1G.	ELECTION OF DIRECTOR: JAMES P. HACKETT	Management	For	For
1H.	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Management	For	For
1I.	ELECTION OF DIRECTOR: WILLIAM W. HELMAN IV	Management	For	For
1J.	ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.	Management	For	For
1K.	ELECTION OF DIRECTOR: WILLIAM E. KENNARD	Management	For	For
1L.	ELECTION OF DIRECTOR: JOHN C. LECHLEITER	Management	For	For
1M.	ELECTION OF DIRECTOR: ELLEN R. MARRAM	Management	For	For
1N.	ELECTION OF DIRECTOR: GERALD L. SHAHEEN	Management	For	For
1O.	ELECTION OF DIRECTOR: JOHN L. THORNTON	Management	For	For
2.	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Management	For	For
4.	RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE.	Shareholder	Abstain	Against
5.	RELATING TO ALLOWING HOLDERS OF 20% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL	Shareholder	Abstain	Against

## MEETINGS OF SHAREHOLDERS.

**GENERAL ELECTRIC COMPANY**

<b>Security</b>	369604103	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	GE	<b>Meeting Date</b>	22-Apr-2015
<b>ISIN</b>	US3696041033	<b>Agenda</b>	934135864 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Management	For	For
A2	ELECTION OF DIRECTOR: JOHN J. BRENNAN	Management	For	For
A3	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Management	For	For
A4	ELECTION OF DIRECTOR: FRANCISCO D'SOUZA	Management	For	For
A5	ELECTION OF DIRECTOR: MARIJN E. DEKKERS	Management	For	For
A6	ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD	Management	For	For
A7	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Management	For	For
A8	ELECTION OF DIRECTOR: ANDREA JUNG	Management	For	For
A9	ELECTION OF DIRECTOR: ROBERT W. LANE	Management	For	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management	For	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Management	For	For
A12	ELECTION OF DIRECTOR: JAMES E. ROHR	Management	For	For
A13	ELECTION OF DIRECTOR: MARY L. SCHAPIRO	Management	For	For
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Management	For	For
A15	ELECTION OF DIRECTOR: JAMES S. TISCH	Management	For	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Management	For	For
B1	ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	Management	For	For
B2	RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2015	Management	For	For
C1	CUMULATIVE VOTING	Shareholders	Against	For
C2	WRITTEN CONSENT	Shareholders	Against	For
C3	ONE DIRECTOR FROM RANKS OF RETIREES	Shareholders	Against	For
C4	HOLY LAND PRINCIPLES	Shareholders	Against	For
C5	LIMIT EQUITY VESTING UPON CHANGE IN CONTROL	Shareholders	Against	For

**HALCON RESOURCES CORPORATION**

<b>Security</b>	40537Q209	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	HK	<b>Meeting Date</b>	06-May-2015
<b>ISIN</b>	US40537Q2093	<b>Agenda</b>	934177622 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
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1.	DIRECTOR		Management		
	1	TUCKER S. BRIDWELL	For	For	
	2	KEVIN E. GODWIN	For	For	
	3	MARK A. WELSH IV	For	For	
2.	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO EFFECT, AT THE DISCRETION OF OUR BOARD OF DIRECTORS, A ONE-FOR-FIVE (1:5) REVERSE STOCK SPLIT OF OUR COMMON STOCK.		Management	For	For
3.	TO RATIFY AND APPROVE AN AMENDMENT TO OUR FIRST AMENDED AND RESTATED 2012 LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF HALCON COMMON STOCK THAT MAY BE ISSUED UNDER THE PLAN BY 40 MILLION SHARES, SUBJECT TO ADJUSTMENT IN ACCORDANCE WITH THE TERMS OF THE PLAN UPON APPROVAL AND IMPLEMENTATION OF PROPOSAL NO. 2.		Management	For	For
4.	TO APPROVE, IN ACCORDANCE WITH SECTION 312.03 OF THE NYSE LISTED COMPANY MANUAL, THE ISSUANCE OF ADDITIONAL SHARES OF HALCON COMMON STOCK TO HALRES LLC UPON THE CONVERSION OF OUR 8.0% SENIOR CONVERTIBLE NOTE AND EXERCISE OF THE WARRANTS.		Management	For	For
5.	TO APPROVE THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS AND PROVIDE FOR AN ANNUAL ELECTION OF DIRECTORS.		Management	For	For
6.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.		Management	For	For

**INTEL CORPORATION**

<b>Security</b>	458140100	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	INTC	<b>Meeting Date</b>	21-May-2015
<b>ISIN</b>	US4581401001	<b>Agenda</b>	934160766 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Management	For	For
1B.	ELECTION OF DIRECTOR: ANEEL BHUSRI	Management	For	For
1C.	ELECTION OF DIRECTOR: ANDY D. BRYANT	Management	For	For
1D.	ELECTION OF DIRECTOR: SUSAN L. DECKER	Management	For	For
1E.	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Management	For	For

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1F.	ELECTION OF DIRECTOR: REED E. HUNDT	Management	For
1G.	ELECTION OF DIRECTOR: BRIAN M. KRZANICH	Management	For
1H.	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Management	For
1I.	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Management	For
1J.	ELECTION OF DIRECTOR: FRANK D. YEARY	Management	For
1K.	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Management	For
2.	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	Management	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	For
4.	APPROVAL OF AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Management	For
5.	APPROVAL OF EXTENSION OF THE 2006 STOCK PURCHASE PLAN	Management	For
6.	STOCKHOLDER PROPOSAL ENTITLED "HOLY LAND PRINCIPLES"	Shareholder	Against
7.	STOCKHOLDER PROPOSAL ON WHETHER THE CHAIRMAN OF THE BOARD SHOULD BE AN INDEPENDENT DIRECTOR	Shareholder	Against
8.	STOCKHOLDER PROPOSAL ON WHETHER TO ADOPT AN ALTERNATIVE VOTE COUNTING STANDARD	Shareholder	Against

**INVESCO MORTGAGE CAPITAL INC.**

<b>Security</b>	46131B100	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	IVR	<b>Meeting Date</b>	06-May-2015
<b>ISIN</b>	US46131B1008	<b>Agenda</b>	934147237 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed Vote by</b>	<b>For/Against Management</b>
1.1	ELECTION OF DIRECTOR: G. MARK ARMOUR	Management	For
1.2	ELECTION OF DIRECTOR: JAMES S. BALLOUN	Management	For
1.3	ELECTION OF DIRECTOR: JOHN S. DAY	Management	For
1.4	ELECTION OF DIRECTOR: KAREN DUNN KELLEY	Management	For
1.5	ELECTION OF DIRECTOR: EDWARD J. HARDIN	Management	For
1.6	ELECTION OF DIRECTOR: JAMES R. LIENTZ, JR.	Management	For
2.	ADVISORY VOTE TO APPROVE THE COMPANY'S 2014 EXECUTIVE COMPENSATION	Management	For
3.	APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For

**KINDER MORGAN, INC.**

<b>Security</b>	49456B101	<b>Meeting Type</b>	Special
<b>Ticker Symbol</b>	KMI	<b>Meeting Date</b>	20-Nov-2014

<b>ISIN</b>	US49456B1017	<b>Agenda</b>	934091721 - Management
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<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
1.	TO APPROVE AN AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF KMI TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS P COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OF KMI FROM 2,000,000,000 TO 4,000,000,000.	Management	For	For
2.	TO APPROVE THE ISSUANCE OF SHARES OF KMI COMMON STOCK IN THE PROPOSED KMP, KMR AND EPB MERGERS.	Management	For	For
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE FOREGOING PROPOSALS AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

**KINDER MORGAN, INC.**

<b>Security</b>	49456B101	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	KMI	<b>Meeting Date</b>	07-May-2015
<b>ISIN</b>	US49456B1017	<b>Agenda</b>	934149813 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
1.	DIRECTOR	Management		
	1 RICHARD D. KINDER		For	For
	2 STEVEN J. KEAN		For	For
	3 TED A. GARDNER		For	For
	4 ANTHONY W. HALL, JR.		For	For
	5 GARY L. HULTQUIST		For	For
	6 RONALD L. KUEHN, JR.		For	For
	7 DEBORAH A. MACDONALD		For	For
	8 MICHAEL J. MILLER		For	For
	9 MICHAEL C. MORGAN		For	For
	10 ARTHUR C. REICHSTETTER		For	For
	11 FAYEZ SAROFIM		For	For
	12 C. PARK SHAPER		For	For
	13 WILLIAM A. SMITH		For	For
	14 JOEL V. STAFF		For	For
	15 ROBERT F. VAGT		For	For
	16 PERRY M. WAUGHTAL		For	For
2.		Management	For	For

APPROVAL OF THE KINDER MORGAN, INC. 2015 AMENDED AND RESTATED STOCK INCENTIVE PLAN.

3.	APPROVAL OF THE AMENDED AND RESTATED ANNUAL INCENTIVE PLAN OF KINDER MORGAN, INC.	Management	For
4.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	For
5.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Management	For
6.	APPROVAL OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF KINDER MORGAN, INC.	Management	For
7.	STOCKHOLDER PROPOSAL RELATING TO A REPORT ON OUR COMPANY'S RESPONSE TO CLIMATE CHANGE.	Shareholders	Against
8.	STOCKHOLDER PROPOSAL RELATING TO A REPORT ON METHANE EMISSIONS.	Shareholders	Against
9.	STOCKHOLDER PROPOSAL RELATING TO AN ANNUAL SUSTAINABILITY REPORT.	Shareholders	Against

**LEXINGTON REALTY TRUST**

<b>Security</b>	529043101	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	LXP	<b>Meeting Date</b>	19-May-2015
<b>ISIN</b>	US5290431015	<b>Agenda</b>	934169485 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed Vote by</b>	<b>For/Against Management</b>
1A.	ELECTION OF TRUSTEE: E. ROBERT ROSKIND	Management	For
1B.	ELECTION OF TRUSTEE: T. WILSON EGLIN	Management	For
1C.	ELECTION OF TRUSTEE: RICHARD J. ROUSE	Management	For
1D.	ELECTION OF TRUSTEE: HAROLD FIRST	Management	For
1E.	ELECTION OF TRUSTEE: RICHARD S. FRARY	Management	For
1F.	ELECTION OF TRUSTEE: JAMES GROSFELD	Management	For
1G.	ELECTION OF TRUSTEE: KEVIN W. LYNCH	Management	For
2.	AN ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THE PROXY STATEMENT FOR THE 2015 ANNUAL MEETING OF SHAREHOLDERS.	Management	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR	Management	For

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ENDING DECEMBER 31, 2015.

**MERCK & CO., INC.**

<b>Security</b>	58933Y105	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	MRK	<b>Meeting Date</b>	26-May-2015
<b>ISIN</b>	US58933Y1055	<b>Agenda</b>	934177393 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed Vote by</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR: LESLIE A. BRUN	Management	For
1B.	ELECTION OF DIRECTOR: THOMAS R. CECH	Management	For
1C.	ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Management	For
1D.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Management	For
1E.	ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR.	Management	For
1F.	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Management	For
1G.	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management	For
1H.	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Management	For
1I.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Management	For
1J.	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Management	For
1K.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Management	For
1L.	ELECTION OF DIRECTOR: PETER C. WENDELL	Management	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain
3.	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Management	For
4.	PROPOSAL TO AMEND AND RESTATE THE 2010 INCENTIVE STOCK PLAN.	Management	Abstain
5.	PROPOSAL TO AMEND AND RESTATE THE EXECUTIVE INCENTIVE PLAN.	Management	Abstain
6.	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.	Shareholder	For
7.	SHAREHOLDER PROPOSAL CONCERNING ACCELERATED VESTING OF EQUITY AWARDS.	Shareholder	For

**METLIFE, INC.**

<b>Security</b>	59156R108	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	MET	<b>Meeting Date</b>	28-Apr-2015
<b>ISIN</b>	US59156R1086	<b>Agenda</b>	934151402 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed Vote by</b>	<b>For/Against Management</b>
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1A.	ELECTION OF DIRECTOR: CHERYL W. GRISE	Management	For
1B.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Management	For
1C.	ELECTION OF DIRECTOR: R. GLENN HUBBARD	Management	For
1D.	ELECTION OF DIRECTOR: STEVEN A. KANDARIAN	Management	For
1E.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Management	For
1F.	ELECTION OF DIRECTOR: EDWARD J. KELLY, III	Management	For
1G.	ELECTION OF DIRECTOR: WILLIAM E. KENNARD	Management	For
1H.	ELECTION OF DIRECTOR: JAMES M. KILTS	Management	For
1I.	ELECTION OF DIRECTOR: CATHERINE R. KINNEY	Management	For
1J.	ELECTION OF DIRECTOR: DENISE M. MORRISON	Management	For
1K.	ELECTION OF DIRECTOR: KENTON J. SICCHITANO	Management	For
1L.	ELECTION OF DIRECTOR: LULU C. WANG	Management	For
2A.	AMEND THE CERTIFICATE OF INCORPORATION TO CHANGE EACH SUPERMAJORITY COMMON SHAREHOLDER VOTE REQUIREMENT FOR AMENDMENTS TO THE CERTIFICATE OF INCORPORATION TO A MAJORITY VOTE REQUIREMENT	Management	For
2B.	AMEND THE CERTIFICATE OF INCORPORATION TO CHANGE THE SUPERMAJORITY VOTE REQUIREMENT FOR SHAREHOLDERS TO AMEND THE BY-LAWS TO A MAJORITY VOTE REQUIREMENT	Management	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2015	Management	For
4.	ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	For

**MICROSOFT CORPORATION**

<b>Security</b>	594918104	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	MSFT	<b>Meeting Date</b>	03-Dec-2014
<b>ISIN</b>	US5949181045	<b>Agenda</b>	934087708 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed Vote by</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Management	For
1B.	ELECTION OF DIRECTOR: MARIA M. KLAWE	Management	For
1C.	ELECTION OF DIRECTOR: TERI L. LIST- STOLL	Management	For
1D.	ELECTION OF DIRECTOR: G. MASON MORFIT	Management	For
1E.	ELECTION OF DIRECTOR: SATYA NADELLA	Management	For
1F.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Management	For
1G.	ELECTION OF DIRECTOR: HELMUT PANKE	Management	For
1H.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Management	For

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1I.	ELECTION OF DIRECTOR: JOHN W. STANTON	Management	For
1J.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Management	For
2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	For
3.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2015	Management	For
4.	SHAREHOLDER PROPOSAL - PROXY ACCESS FOR SHAREHOLDERS	Shareholder	Abstain Against

**PFIZER INC.**

<b>Security</b>	717081103	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	PFE	<b>Meeting Date</b>	23-Apr-2015
<b>ISIN</b>	US7170811035	<b>Agenda</b>	934135927 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Management	For	For
1B.	ELECTION OF DIRECTOR: W. DON CORNWELL	Management	For	For
1C.	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Management	For	For
1D.	ELECTION OF DIRECTOR: HELEN H. HOBBS	Management	For	For
1E.	ELECTION OF DIRECTOR: JAMES M. KILTS	Management	For	For
1F.	ELECTION OF DIRECTOR: SHANTANU NARAYEN	Management	For	For
1G.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Management	For	For
1H.	ELECTION OF DIRECTOR: IAN C. READ	Management	For	For
1I.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For	For
1J.	ELECTION OF DIRECTOR: JAMES C. SMITH	Management	For	For
1K.	ELECTION OF DIRECTOR: MARC TESSIER- LAVIGNE	Management	For	For
2.	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	Management	For	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Management	For	For
4.	SHAREHOLDER PROPOSAL REGARDING REPORT ON LOBBYING ACTIVITIES	Shareholder	Abstain	Against

**SBA COMMUNICATIONS CORPORATION**

<b>Security</b>	78388J106	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	SBAC	<b>Meeting Date</b>	21-May-2015
<b>ISIN</b>	US78388J1060	<b>Agenda</b>	934178674 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.1	ELECTION OF DIRECTOR FOR A THREE- YEAR TERM EXPIRING AT THE 2018 ANNUAL MEETING: BRIAN C.	Management	For	For

CARR

1.2	ELECTION OF DIRECTOR FOR A THREE- YEAR TERM EXPIRING AT THE 2018 ANNUAL MEETING: MARY S. CHAN	Management	For	For
1.3	ELECTION OF DIRECTOR FOR A THREE- YEAR TERM EXPIRING AT THE 2018 ANNUAL MEETING: GEORGE R. KROUSE, JR.	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS SBA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2015 FISCAL YEAR.	Management	For	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF SBA'S NAMED EXECUTIVE OFFICERS.	Management	For	For
4.	APPROVAL OF SBA'S PROPOSAL REGARDING PROXY ACCESS.	Management	For	For
5.	VOTE ON SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Abstain	Against

**STRATASYS LTD**

<b>Security</b>	M85548101	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	SSYS	<b>Meeting Date</b>	10-Jul-2014
<b>ISIN</b>	IL0011267213	<b>Agenda</b>	934048073 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	ELECTION OF MS. ZIVA PATIR, WHO ALSO QUALIFIES AS AN UNAFFILIATED DIRECTOR UNDER THE ISRAELI COMPANIES LAW 5759- 1999, TO SERVE AS THE UNCLASSIFIED DIRECTOR OF THE COMPANY.	Management	For	For
2.	APPROVAL OF A CASH BONUS OF 1,880,800 NEW ISRAELI SHEKELS ("NIS") (APPROXIMATELY \$541,550) TO BE PAID TO MR. DAVID REIS, OUR CHIEF EXECUTIVE OFFICER AND A DIRECTOR, IN RESPECT OF HIS PERFORMANCE FOR THE YEAR ENDED DECEMBER 31, 2013.	Management	For	For
3.	APPROVAL OF A CASH BONUS OF \$177,716 TO BE PAID TO MR. S. SCOTT CRUMP, OUR CHAIRMAN AND CHIEF INNOVATION OFFICER, IN RESPECT OF HIS PERFORMANCE FOR THE YEAR ENDED DECEMBER 31, 2013.	Management	For	For
4.	APPROVAL OF A CASH BONUS OF NIS 574,500 (APPROXIMATELY \$165,420) TO BE PAID TO MR. ILAN LEVIN, A DIRECTOR AND CHAIRMAN OF BACCIO CORPORATION, THE PARENT ENTITY OF	Management	For	For



OUR MAKERBOT GROUP OF COMPANIES, IN RESPECT OF HIS PERFORMANCE FOR THE YEAR ENDED DECEMBER 31, 2013.

- |     |  |            |     |
|-----|--|------------|-----|
| 5A. | APPROVAL OF THE TERMS OF A GRANT OF OPTIONS TO PURCHASE 22,000 ORDINARY SHARES, NOMINAL VALUE NIS 0.01 PER SHARE, OF STRATASYS LTD. TO MR. EDWARD J. FIERKO AS DIRECTOR OF THE COMPANY.  | Management | For |
| 5B. | APPROVAL OF THE TERMS OF A GRANT OF OPTIONS TO PURCHASE 22,000 ORDINARY SHARES, NOMINAL VALUE NIS 0.01 PER SHARE, OF STRATASYS LTD. TO MR. JOHN J. MCELENEY AS DIRECTOR OF THE COMPANY   | Management | For |
| 5C. | APPROVAL OF THE TERMS OF A GRANT OF OPTIONS TO PURCHASE 22,000 ORDINARY SHARES, NOMINAL VALUE NIS 0.01 PER SHARE, OF STRATASYS LTD. TO MR. CLIFFORD H. SCHWIETER AS DIRECTOR OF THE COMPANY  | Management | For |
| 6.  | APPROVAL OF AN INCREASE IN THE COVERAGE UNDER THE COMPANY'S DIRECTORS AND OFFICERS LIABILITY INSURANCE POLICY TO AGGREGATE MAXIMUM COVERAGE OF \$80 MILLION.   | Management | For |
| 7.  | RE-APPOINTMENT OF KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LIMITED, AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2014 AND UNTIL ITS NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS, AND TO AUTHORIZE THE BOARD (UPON RECOMMENDATION OF THE AUDIT COMMITTEE) TO FIX THEIR REMUNERATION. | Management | For |

**STRATASYS LTD**

<b>Security</b>	M85548101	<b>Meeting Type</b>	Special
<b>Ticker Symbol</b>	SSYS	<b>Meeting Date</b>	03-Feb-2015
<b>ISIN</b>	IL0011267213	<b>Agenda</b>	934117789 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	THE APPROVAL OF AMENDMENTS TO THE COMPANY'S CURRENT AMENDED AND RESTATED ARTICLES OF ASSOCIATION, AS AMENDED (THE "ARTICLES OF ASSOCIATION"), THAT (I) REFLECT THE EXPIRATION OF THE INITIAL TWO-YEAR TERM FOLLOWING THE OBJET LTD.- STRATASYS, INC. MERGER, INCLUDING THE ELIMINATION OF CLASS A DIRECTOR AND CLASS B DIRECTOR CLASSIFICATIONS FOR MEMBERS OF OUR BOARD	Management	For	For

OF DIRECTORS (THE "BOARD"), (II) PROVIDE PROCEDURES FOR SHAREHOLDER PROPOSALS AND SHAREHOLDER NOMINATIONS FOR DIRECTORS AT GENERAL ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)

2A.	ELECTION OF DIRECTOR: S. SCOTT CRUMP	Management	For
2B.	ELECTION OF DIRECTOR: ELCHANAN JAGLOM	Management	For
2C.	ELECTION OF DIRECTOR: EDWARD J. FIERKO	Management	For
2D.	ELECTION OF DIRECTOR: ILAN LEVIN	Management	For
2E.	ELECTION OF DIRECTOR: JOHN J. MCELENEY	Management	For
2F.	ELECTION OF DIRECTOR: DAVID REIS	Management	For
2G.	ELECTION OF DIRECTOR: CLIFFORD H. SCHWIETER	Management	For
3.	THE APPROVAL OF AMENDMENTS TO THE COMPENSATION POLICY FOR THE COMPANY'S EXECUTIVE OFFICERS AND DIRECTORS, IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES LAW	Management	For

#### THE WALT DISNEY COMPANY

<b>Security</b>	254687106	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	DIS	<b>Meeting Date</b>	12-Mar-2015
<b>ISIN</b>	US2546871060	<b>Agenda</b>	934118666 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed Vote by</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Management	For
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Management	For
1C.	ELECTION OF DIRECTOR: JACK DORSEY	Management	For
1D.	ELECTION OF DIRECTOR: ROBERT A. IGER	Management	For
1E.	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Management	For
1F.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Management	For
1G.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Management	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Management	For
1I.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Management	For
1J.	ELECTION OF DIRECTOR: ORIN C. SMITH	Management	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2015.	Management	For
3.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Management	For
4.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO INDEPENDENT BOARD CHAIRMAN.	Shareholder	Against

5. TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO ACCELERATION OF EXECUTIVE PAY. Shareholder  For  Against

**UNILEVER N.V.**

<b>Security</b>	904784709	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	UN	<b>Meeting Date</b>	29-Apr-2015
<b>ISIN</b>	US9047847093	<b>Agenda</b>	934164043 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
2.	ADOPTION OF THE ANNUAL ACCOUNTS AND APPROPRIATION OF THE PROFIT FOR THE 2014 FINANCIAL YEAR.	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
3.	DISCHARGE OF EXECUTIVE DIRECTORS.	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
4.	DISCHARGE OF NON-EXECUTIVE DIRECTORS.	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
5.	RE-APPOINT OF EXECUTIVE DIRECTOR: MR P G J M POLMAN	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
6.	RE-APPOINT OF EXECUTIVE DIRECTOR: MR R J-M S HUET	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
7.	RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MRS L M CHA	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
8.	RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR: PROFESSOR L O FRESCO	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
9.	RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MS A M FUDGE	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
10.	RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MS M MA	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
11.	RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MS H NYASULU	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
12.	RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MR J RISHTON	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
13.	RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MR F SIJBESMA	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
14.	RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MR M TRESCHOW	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
15.	APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MR N S ANDERSEN	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
16.	APPOINTMENT OF NON-EXECUTIVE DIRECTOR: MR V COLAO	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
17.	APPOINTMENT OF NON-EXECUTIVE DIRECTOR: DR J HARTMANN	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
18.	APPOINTMENT OF THE AUDITOR CHARGED WITH THE AUDITING OF THE ANNUAL ACCOUNTS FOR THE 2015 FINANCIAL YEAR.	Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For
19.		Management	<input checked="" type="checkbox"/> For <input type="checkbox"/> Against	For

DESIGNATION OF THE BOARD OF DIRECTORS AS THE COMPANY BODY AUTHORISED IN RESPECT OF THE ISSUE OF SHARES IN THE SHARE CAPITAL OF THE COMPANY AND TO RESTRICT OR EXCLUDE THE STATUTORY PRE-EMPTION RIGHTS THAT ACCRUE TO SHAREHOLDERS UPON ISSUE OF SHARES.

20. AUTHORIZATION OF THE BOARD OF DIRECTORS TO PURCHASE SHARES AND DEPOSITARY RECEIPTS THEREOF IN THE SHARE CAPITAL OF THE COMPANY. Management For

21. CAPITAL REDUCTION WITH RESPECT TO SHARES AND DEPOSITARY RECEIPTS THEREOF HELD BY THE COMPANY IN ITS OWN SHARE CAPITAL. Management For

**VERIZON COMMUNICATIONS INC.**

<b>Security</b>	92343V104	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	VZ	<b>Meeting Date</b>	07-May-2015
<b>ISIN</b>	US92343V1044	<b>Agenda</b>	934144318 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed by</b>	<b>Vote</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU	Management	For	For
1B.	ELECTION OF DIRECTOR: MARK T. BERTOLINI	Management	For	For
1C.	ELECTION OF DIRECTOR: RICHARD L. CARRION	Management	For	For
1D.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Management	For	For
1E.	ELECTION OF DIRECTOR: M. FRANCES KEETH	Management	For	For
1F.	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Management	For	For
1G.	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management	For	For
1H.	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Management	For	For
1I.	ELECTION OF DIRECTOR: RODNEY E. SLATER	Management	For	For
1J.	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Management	For	For
1K.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	For	For
4.	NETWORK NEUTRALITY REPORT	Shareholder	Abstain	Against
5.	POLITICAL SPENDING REPORT	Shareholder	Abstain	Against
6.	SEVERANCE APPROVAL POLICY	Shareholder	Abstain	Against
7.	STOCK RETENTION POLICY	Shareholder	Abstain	Against
8.	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder	Abstain	Against

**VODAFONE GROUP PLC**

<b>Security</b>	92857W308	<b>Meeting Type</b>	Annual
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<b>Ticker Symbol</b>	VOD	<b>Meeting Date</b>	29-Jul-2014
<b>ISIN</b>	US92857W3088	<b>Agenda</b>	934046740 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed Vote by</b>	<b>For/Against Management</b>
1.	TO RECEIVE THE COMPANY'S ACCOUNTS, THE STRATEGIC REPORT AND REPORTS OF THE DIRECTORS AND THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2014	Management	For
2.	TO RE-ELECT GERARD KLEISTERLEE AS A DIRECTOR	Management	For
3.	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	Management	For
4.	TO ELECT NICK READ AS A DIRECTOR	Management	For
5.	TO RE-ELECT STEPHEN PUSEY AS A DIRECTOR	Management	For
6.	TO ELECT SIR CRISPIN DAVIS AS A DIRECTOR	Management	For
7.	TO ELECT DAME CLARA FURSE AS A DIRECTOR, WITH EFFECT FROM 1 SEPTEMBER 2014	Management	For
8.	TO ELECT VALERIE GOODING AS A DIRECTOR	Management	For
9.	TO RE-ELECT RENEE JAMES AS A DIRECTOR	Management	For
10.	TO RE-ELECT SAMUEL JONAH AS A DIRECTOR	Management	For
11.	TO RE-ELECT OMID KORDESTANI AS A DIRECTOR	Management	For
12.	TO RE-ELECT NICK LAND AS A DIRECTOR	Management	For
13.	TO RE-ELECT LUC VANDEVELDE AS A DIRECTOR	Management	For
14.	TO RE-ELECT PHILIP YEA AS A DIRECTOR	Management	For
15.	TO DECLARE A FINAL DIVIDEND OF 7.47 PENCE PER ORDINARY SHARE FOR THE YEAR ENDED 31 MARCH 2014	Management	For
16.	TO APPROVE THE DIRECTORS' REMUNERATION POLICY FOR THE YEAR ENDED 31 MARCH 2014	Management	For
17.	TO APPROVE THE REMUNERATION REPORT OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2014	Management	For
18.	TO APPROVE THE VODAFONE GLOBAL INCENTIVE PLAN RULES	Management	For
19.	TO CONFIRM PWC'S APPOINTMENT AS AUDITOR	Management	For
20.	TO AUTHORISE THE AUDIT AND RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR	Management	For
21.	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management	Abstain
S22	TO AUTHORISE THE DIRECTORS TO DIS- APPLY PRE-EMPTION RIGHTS	Management	Abstain
S23	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN SHARES	Management	For
24.		Management	Abstain

## TO AUTHORISE POLITICAL DONATIONS AND EXPENDITURE

S25 TO AUTHORISE THE COMPANY TO CALL GENERAL MEETINGS (OTHER THAN AGMS) ON 14 CLEAR DAYS' NOTICE Management For

**WELLS FARGO & COMPANY**

<b>Security</b>	949746101	<b>Meeting Type</b>	Annual
<b>Ticker Symbol</b>	WFC	<b>Meeting Date</b>	28-Apr-2015
<b>ISIN</b>	US9497461015	<b>Agenda</b>	934141374 - Management

<b>Item</b>	<b>Proposal</b>	<b>Proposed Vote by</b>	<b>For/Against Management</b>
1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For
1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Management	For
1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Management	For
1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Management	For
1E)	ELECTION OF DIRECTOR: ELIZABETH A. DUKE	Management	For
1F)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Management	For
1G)	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Management	For
1H)	ELECTION OF DIRECTOR: DONALD M. JAMES	Management	For
1I)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Management	For
1J)	ELECTION OF DIRECTOR: FEDERICO F. PENA	Management	For
1K)	ELECTION OF DIRECTOR: JAMES H. QUIGLEY	Management	For
1L)	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Management	For
1M)	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For
1N)	ELECTION OF DIRECTOR: JOHN G. STUMPF	Management	For
1O)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Management	For
1P)	ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT	Management	For
2.	VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	For
3.	RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Management	For
4.	ADOPT A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shareholders	Against
5.	PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.	Shareholders	Against

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.

Ellsworth Growth and Income Fund Ltd.  
(Registrant)

/s/Thomas H. Dinsmore  
BY: Thomas H. Dinsmore  
Principal Executive Officer

DATE: July 16, 2015