

FIRST OPPORTUNITY FUND INC  
Form N-PX  
August 29, 2014

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

Investment Company Act file number: 811-04605

FIRST OPPORTUNITY FUND, INC.  
(Exact name of registrant as specified in charter)

Fund Administrative Services, LLC  
2344 Spruce Street, Suite A, Boulder, CO 80302  
(Address of principal executive offices) (Zip code)

Fund Administrative Services, LLC  
2344 Spruce Street, Suite A, Boulder, CO 80302  
(Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: March 31

Date of reporting period: July 1, 2013 – June 30, 2014

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

## Item 1. Proxy Voting Record

For Period July 1, 2013 to June 30, 2014

| Issuer             | Ticker Symbol | CUSIP     | Shareholder Meeting |           | Record Date | Meeting Type | Proposal Number  | Description of Matter to be Voted On | Matter Proposed     |                            |                       |
|--------------------|---------------|-----------|---------------------|-----------|-------------|--------------|--|--------------------------------------|---------------------|----------------------------|-----------------------|
|                    |               |           | Date                | Date      |             |              |  |                                      | by Issuer or Holder | Vote Cast (Yes or Abstain) | Vote (For or Against) |
| FCMORAN<br>LD INC. | FCX           | 35671D857 | 7/16/2013           | 5/24/2013 | Annual      | 1            | Election of directors. Nominees:   |                                      |                     |                            |                       |
|                    |               |           |                     |           |             |              | 1) RICHARD C. ADKERSON   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 2) ROBERT J. ALLISON, JR.  | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 3) ALAN R. BUCKWALTER, III   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 4) ROBERT A. DAY   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 5) JAMES C. FLORES   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 6) GERALD J. FORD  | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 7) THOMAS A. FRY, III  | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 8) H. DEVON GRAHAM, JR.  | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 9) CHARLES C. KRULAK   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 10) BOBBY LEE LACKEY   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 11) JON C. MADONNA   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 12) DUSTAN E. MCCOY  | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 13) JAMES R. MOFFETT   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 14) B.M. RANKIN, JR.   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             |              | 15) STEPHEN H. SIEGELE   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             | 2            | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             | 3            | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Issuer                               | Yes                 | For                        |                       |
|                    |               |           |                     |           |             | 4            | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS. | Holder                               | Yes                 | Against                    |                       |
|                    |               |           |                     |           |             | 5            | STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR  | Holder                               | Yes                 | Against                    |                       |

|           |           |           |        |   |  |        |     |       |
|-----------|-----------|-----------|--------|---|--|--------|-----|-------|
|           |           |           |        |   | CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS.   |        |     |       |
|           |           |           |        | 6 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY.  | Holder | Yes | Again |
|           |           |           |        | 7 | STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING 15% OF OUR OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS.                     | Holder | Yes | For   |
| CE        | 453838609 | 7/18/2013 | Annual | 1 | Election of directors. Nominees:   |        |     |       |
|           |           |           |        |   | 1) CHARLES W. THOMAS   | Issuer | Yes | For   |
|           |           |           |        |   | 2) DAN T. DANIELS  | Issuer | Yes | For   |
|           |           |           |        |   | 3) ROGER A. DE YOUNG JR.   | Issuer | Yes | For   |
|           |           |           |        |   | 4) ROGER K. DUERR  | Issuer | Yes | For   |
|           |           |           |        |   | 5) DENNIS D. SLATTERY  | Issuer | Yes | For   |
|           |           |           |        |   | 6) KENT G. SNYDER  | Issuer | Yes | For   |
|           |           |           |        |   | 7) JAMES R. WILBURN  | Issuer | Yes | For   |
|           |           |           |        | 2 | TO RATIFY THE APPOINTMENT BY THE BOARD OF DIRECTORS OF VAVRINEK, TRINE, DAY & CO., LLP AS THE BANK'S INDEPENDENT PUBLIC ACCOUNTANT AND AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Issuer | Yes | For   |
| HT GROUP, | 99Z011U3  | 7/25/2013 | Annual | 1 | Election of directors. Nominees:   |        |     |       |
|           |           |           |        |   | 1) JANE BOISSEAU   | Issuer | Yes | For   |
|           |           |           |        |   | 2) CHRISTINE DETRICK   | Issuer | Yes | For   |
|           |           |           |        |   | 3) MICHAEL DELVIN II   | Issuer | Yes | For   |
|           |           |           |        |   | 4) DAVIS FULKERSON   | Issuer | Yes | For   |
|           |           |           |        |   | 5) JOHN GRAF   | Issuer | Yes | For   |
|           |           |           |        |   | 6) KIRK HACHIGAN   | Issuer | Yes | For   |
|           |           |           |        |   | 7) NICHOLAS RASMUSSEN  | Issuer | Yes | For   |
|           |           |           |        | 2 | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS  | Issuer | Yes | For   |

LLP AS THE INDEPENDENT  
ACCOUNTING FIRM FOR 2013

| OLBK | 67984M100 | 8/15/2013 | 6/25/2013 | Annual | 1 | Election of directors. Nominees:  |        |     |       |  |
|------|-----------|-----------|-----------|--------|---|---|--------|-----|-------|--|
|      |           |           |           |        |   | 1) JAMES W. CORNELSEN*  | Issuer | Yes | For   |  |
|      |           |           |           |        |   | 2) JAMES F. DENT*   | Issuer | Yes | For   |  |
|      |           |           |           |        |   | 3) JEFFREY A. RIVEST*   | Issuer | Yes | For   |  |
|      |           |           |           |        |   | 4) CARLA HARGROVE<br>MCGILL*  | Issuer | Yes | For   |  |
|      |           |           |           |        |   | 5) WILLIAM J. HARNETT#  | Issuer | Yes | For   |  |
|      |           |           |           |        |   | 6) MICHAEL J. SULLIVAN#   | Issuer | Yes | For   |  |
|      |           |           |           |        | 2 | TO RATIFY THE<br>APPOINTMENT OF DIXON<br>HUGHES GOODMAN, LLP AS<br>INDEPENDENT PUBLIC<br>ACCOUNTANTS TO AUDIT<br>THE FINANCIAL STATEMENTS<br>OF OLD LINE BANCSHARES,<br>INC. FOR 2013.  | Issuer | Yes | For   |  |
|      |           |           |           |        | 3 | TO APPROVE ARTICLES OF<br>AMENDMENT TO OLD LINE<br>BANCSHARES, INC.'S<br>ARTICLES OF<br>INCORPORATION TO<br>INCREASE THE NUMBER OF<br>AUTHORIZED SHARES OF<br>COMMON STOCK, PAR VALUE<br>\$0.01 PER SHARE, FROM<br>15,000,000 SHARES TO<br>25,000,000 SHARES. | Issuer | Yes | For   |  |
|      |           |           |           |        | 4 | TO APPROVE AN<br>AMENDMENT TO THE OLD<br>LINE BANCSHARES, INC. 2010<br>EQUITY INCENTIVE PLAN TO<br>INCREASE BY 450,000 THE<br>NUMBER OF SHARES OF<br>COMMON STOCK ISSUABLE<br>UNDER THE PLAN.   | Issuer | Yes | For   |  |
|      |           |           |           |        | 5 | TO APPROVE A NON-BINDING<br>ADVISORY PROPOSAL TO<br>APPROVE THE<br>COMPENSATION OF THE<br>COMPANY'S NAMED<br>EXECUTIVE OFFICERS.  | Issuer | Yes | For   |  |
|      |           |           |           |        | 6 | TO APPROVE A NON-BINDING<br>ADVISORY PROPOSAL<br>REGARDING THE FREQUENCY<br>WITH WHICH STOCKHOLDERS<br>SHOULD VOTE ON THE<br>COMPENSATION OF THE  | Issuer | Yes | 1 Yes |  |

COMPANY'S NAMED  
EXECUTIVE OFFICERS.

| GROUP, SIFI |           |           |           |        |   |   |        |         |       |  |  |
|-------------|-----------|-----------|-----------|--------|---|---|--------|---------|-------|--|--|
| GROUP, SIFI | 78425V104 | 8/15/2013 | 5/31/2013 | Annual | 1 | THE PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 5, 2013, BY AND BETWEEN SI FINANCIAL GROUP, INC. AND NEWPORT BANCORP, INC., AND THE MERGER CONTEMPLATED THEREIN.    | Issuer | Yes     | For   |  |  |
|             |           |           |           |        | 2 | THE PROPOSAL TO ADJOURN THE ANNUAL MEETING TO PERMIT THE FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER. | Issuer | Abstain | Absta |  |  |
|             |           |           |           |        | 3 | Election of directors. Nominees:<br>1) RHEO A. BROUILLARD<br>2) ROGER ENGLE   | Issuer | Yes     | For   |  |  |
|             |           |           |           |        | 4 | THE RATIFICATION OF THE APPOINTMENT OF WOLF & COMPANY, P.C. AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SI FINANCIAL GROUP, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.                | Issuer | Yes     | For   |  |  |
|             |           |           |           |        | 5 | THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.   | Issuer | Yes     | For   |  |  |
| NCORP, NFSB | 651754103 | 8/15/2013 | 6/7/2013  | Annual | 1 | THE PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 5, 2013, BY AND BETWEEN SI FINANCIAL GROUP, INC. AND NEWPORT BANCORP, INC., AND THE MERGER CONTEMPLATED THEREIN.    | Issuer | Yes     | For   |  |  |
|             |           |           |           |        | 2 | THE PROPOSAL TO ADJOURN THE ANNUAL MEETING TO PERMIT THE FURTHER  | Issuer | Abstain | Absta |  |  |

|            |      |           |            |           |         |   |  |   |                  |            |            |
|------------|------|-----------|------------|-----------|---------|---|--|---|------------------|------------|------------|
|            |      |           |            |           |         |   |  | SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER.  |                  |            |            |
|            |      |           |            |           |         | 3 |  | THE PROPOSAL TO APPROVE THE NON-BINDING, ADVISORY RESOLUTION APPROVING THE COMPENSATION PAYABLE TO THE NAMED EXECUTIVE OFFICERS OF THE COMPANY IN CONNECTION WITH THE MERGER.       | Issuer           | Yes        | For        |
|            |      |           |            |           |         | 4 |  | Election of directors. Nominees:<br>1) WILLIAM R. HARVEY<br>2) KEVIN M. MCCARTHY  | Issuer<br>Issuer | Yes<br>Yes | For<br>For |
|            |      |           |            |           |         | 5 |  | THE RATIFICATION OF THE APPOINTMENT OF WOLF & COMPANY, P.C. AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF NEWPORT BANCORP, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Issuer           | Yes        | For        |
|            |      |           |            |           |         | 6 |  | A NON-BINDING, ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Issuer           | Yes        | For        |
|            |      |           |            |           |         | 7 |  | AN ADVISORY, NON-BINDING VOTE REGARDING THE FREQUENCY OF VOTING ON OUR EXECUTIVE COMPENSATION.  | Issuer           | Yes        | 1 Year     |
| ARTNERS    | EPD  | 293792107 | 9/30/2013  | 8/19/2013 | Special | 1 |  | PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2008 ENTERPRISE PRODUCTS LONG-TERM INCENTIVE PLAN.   | Issuer           | No         | NA         |
|            |      |           |            |           |         | 2 |  | PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE EPD UNIT PURCHASE PLAN.  | Issuer           | No         | NA         |
| ORP<br>IC. | EBMT | 26942G100 | 10/24/2013 | 9/6/2013  | Annual  | 1 |  | Election of directors. Nominees:<br>1) RICK F. HAYS   | Issuer           | Yes        | For        |

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|         |      |           |            |           |         |  |   |        |      |     |
|---------|------|-----------|------------|-----------|---------|--|---|--------|------|-----|
|         |      |           |            |           |         | 2) PETER J. JOHNSON  | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 3) MAUREEN J. RUDE   | Issuer  | Yes    | For  |     |
|         |      |           |            |           | 2       | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.   | Issuer  | Yes    | For  |     |
|         |      |           |            |           | 3       | ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.   | Issuer  | Yes    | 1 Ye |     |
|         |      |           |            |           | 4       | RATIFICATION OF THE APPOINTMENT OF DAVIS, KINARD & CO., P.C. AS EAGLE BANCORP MONTANA, INC.'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 30, 2014. | Issuer  | Yes    | For  |     |
|         | HRS  | 413875105 | 10/25/2013 | 8/30/2013 | Annual  | 1  | Election of directors. Nominees:  |        |      |     |
|         |      |           |            |           |         | 1) WILLIAM M. BROWN  | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 2) PETER W. CHIARELLI  | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 3) THOMAS A. DATTILO   | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 4) TERRY D. GROWCOCK   | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 5) LEWIS HAY III   | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 6) VYOMESH I. JOSHI  | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 7) KAREN KATEN   | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 8) STEPHEN P. KAUFMAN  | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 9) LESLIE F. KENNE   | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 10) DAVID B. RICKARD   | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 11) DR. JAMES C. STOFFEL   | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 12) GREGORY T. SWIENTON  | Issuer  | Yes    | For  |     |
|         |      |           |            |           |         | 13) HANSEL E. TOOKES II  | Issuer  | Yes    | For  |     |
|         |      |           |            |           | 2       | ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DISCLOSED IN PROXY STATEMENT.   | Issuer  | Yes    | For  |     |
|         |      |           |            |           | 3       | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.                                      | Issuer  | Yes    | For  |     |
| P, INC. | CITZ | 12525D102 | 10/29/2013 | 9/20/2013 | Special | 1  | TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE AGREEMENT OF REORGANIZATION AND MERGER DATED MAY 13, 2013 | Issuer | Yes  | For |

BETWEEN FIRST MERCHANTS CORPORATION AND CFS, AND TO APPROVE THE TRANSACTIONS CONTEMPLATED THEREBY (THE "CFS MERGER PROPOSAL").

|        |      |           |            |           |        |   |                                  |         |       |
|--------|------|-----------|------------|-----------|--------|---|----------------------------------|---------|-------|
|        |      |           |            |           | 2      | TO APPROVE ONE OR MORE ADJOURNMENTS OF THE CFS SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE CFS MERGER PROPOSAL. | Issuer                           | Abstain | Absta |
|        |      |           |            |           | 3      | TO APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION PAYABLE TO CFS' NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CFS MERGER PROPOSAL.               | Issuer                           | Yes     | For   |
| NCIAL, | RYFL | 78027P109 | 10/29/2013 | 8/30/2013 | Annual | 1   | Election of directors. Nominees: |         |       |
|        |      |           |            |           |        | 1) JOHN T. DEMPSEY  | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 2) LEONARD SZWAJKOWSKI  | Issuer                           | Yes     | For   |
|        |      |           |            |           | 2      | PROPOSAL TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING JUNE 30, 2014.                      | Issuer                           | Yes     | For   |
|        |      |           |            |           |        |   |                                  |         |       |
|        | ORCL | 68389X105 | 10/31/2013 | 9/3/2013  | Annual | 1   | Election of directors. Nominees: |         |       |
|        |      |           |            |           |        | 1) JEFFREY S. BERG  | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 2) H. RAYMOND BINGHAM   | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 3) MICHAEL J. BOSKIN  | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 4) SAFRA A. CATZ  | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 5) BRUCE R. CHIZEN  | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 6) GEORGE H. CONRADES   | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 7) LAWRENCE J. ELLISON  | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 8) HECTOR GARCIA-MOLINA   | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 9) JEFFREY O. HENLEY  | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 10) MARK V. HURD  | Issuer                           | Yes     | For   |
|        |      |           |            |           |        | 11) NAOMI O. SELIGMAN   | Issuer                           | Yes     | For   |
|        |      |           |            |           | 2      | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Issuer                           | Yes     | For   |
|        |      |           |            |           | 3      |   | Issuer                           | Yes     | For   |



| APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN. |   |   |        |     |       |
|---|---|---|--------|-----|-------|
|   | 4 | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.   | Issuer | Yes | For   |
|   | 5 | STOCKHOLDER PROPOSAL REGARDING ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS.  | Holder | Yes | Again |
|   | 6 | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.  | Holder | Yes | Again |
|   | 7 | STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION.   | Holder | Yes | Again |
|   | 8 | STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.  | Holder | Yes | Again |
|   | 9 | STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS.  | Holder | Yes | Again |
| NCORP, HBNK 40867E107 11/5/2013 9/16/2013 Annual              | 1 | Election of directors. Nominees:  |        |     |       |
|   |   | 1) THOMAS R. BURTON   | Issuer | Yes | For   |
|   |   | 2) ARLENE PUTNAM  | Issuer | Yes | For   |
|   |   | 3) RICHARD D. SUSKI   | Issuer | Yes | For   |
|   |   | 4) LINDA SILVA THOMPSON   | Issuer | Yes | For   |
|   | 2 | TO RATIFY THE APPOINTMENT OF WOLF & COMPANY, P.C. AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING JUNE 30, 2014.  | Issuer | Yes | For   |
|   | 3 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION. | Issuer | Yes | For   |
|   | 4 | TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY OF HOLDING A  | Issuer | Yes | 1 Y   |

| VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. |      |           |            |           |   |        |  |        |     |         |
|---|------|-----------|------------|-----------|---|--------|--|--------|-----|---------|
|   |      |           |            | 5         | IF PROPERLY PRESENTED AT ANNUAL MEETING, TO VOTE UPON A PROPOSAL SUBMITTED BY A SHAREHOLDER OF COMPANY REQUESTING THAT THE BOARD EXPLORE AVENUES TO ENHANCE SHAREHOLDER VALUE THROUGH AN EXTRA-ORDINARY TRANSACTION (DEFINED HERE AS A TRANSACTION NOT IN ORDINARY COURSE OF BUSINESS OPERATIONS) INCLUDING, BUT NOT LIMITED TO, SELLING OR MERGING COMPANY WITH ANOTHER INSTITUTION. | Holder | Yes  | For    |     |         |
| MS, INC.  | CSCO | 17275R102 | 11/19/2013 | 9/20/2013 | Annual  | 1      | Election of directors. Nominees:   |        |     |         |
|   |      |           |            |           |   |        | 1) CAROL A. BARTZ  | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 2) MARC BENIOFF  | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 3) GREGORY Q. BROWN  | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 4) M. MICHELE BURNS  | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 5) MICHAEL D. CAPELLAS   | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 6) JOHN T. CHAMBERS  | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 7) BRIAN L. HALLA  | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 8) DR. JOHN L. HENNESSY  | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 9) DR. KRISTINA M. JOHNSON   | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 10) RODERICK C. MCGEARY  | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 11) ARUN SARIN   | Issuer | Yes | For     |
|   |      |           |            |           |   |        | 12) STEVEN M. WEST   | Issuer | Yes | For     |
|   |      |           |            |           |   | 2      | APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2005 STOCK INCENTIVE PLAN.  | Issuer | Yes | For     |
|   |      |           |            |           |   | 3      | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.   | Issuer | Yes | For     |
|   |      |           |            |           |   | 4      | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014. | Issuer | Yes | For     |
|   |      |           |            |           |   | 5      | APPROVAL TO HAVE CISCO HOLD A COMPETITION FOR GIVING PUBLIC ADVICE ON  | Holder | Yes | Against |

THE VOTING ITEMS IN THE  
PROXY FILING FOR CISCO'S  
2014 ANNUAL SHAREOWNERS  
MEETING.

|                     |       |           |            |            |         |   |  |        |     |     |
|---------------------|-------|-----------|------------|------------|---------|---|--|--------|-----|-----|
| L CORP.             | HFFC  | 404172108 | 11/21/2013 | 9/25/2013  | Annual  | 1 | Election of directors. Nominees:   |        |     |     |
|                     |       |           |            |            |         |   | 1) JAMES W. ABBOTT   | Issuer | Yes | For |
|                     |       |           |            |            |         |   | 2) ROBERT L. HANSON  | Issuer | Yes | For |
|                     |       |           |            |            |         | 2 | NON-BINDING STOCKHOLDER APPROVAL OF THE NAMED EXECUTIVE OFFICER COMPENSATION.  | Issuer | Yes | For |
|                     |       |           |            |            |         | 3 | ADVISORY VOTE ON THE FREQUENCY OF THE NON-BINDING RESOLUTION TO APPROVE OUR NAMED EXECUTIVE OFFICER COMPENSATION.  | Issuer | Yes | 1 Y |
|                     |       |           |            |            |         | 4 | TO RATIFY THE APPOINTMENT OF EIDE BAILLY, LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2014. | Issuer | Yes | For |
| CORP,               | ABBB  | 50254101  | 11/26/2013 | 10/1/2013  | Annual  | 1 | Election of directors. Nominees:   |        |     |     |
|                     |       |           |            |            |         |   | 1) BONNIE G. ADAMS   | Issuer | Yes | For |
|                     |       |           |            |            |         |   | 2) CLAIRE D. THOMPSON  | Issuer | Yes | For |
|                     |       |           |            |            |         | 2 | THE RATIFICATION OF BERRY DUNN AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013.                    | Issuer | Yes | For |
| EASURY<br>ASH<br>IT | DTRXX | 261908107 | 12/6/2013  | 10/11/2013 | Special | 1 | Election of directors. Nominees:   |        |     |     |
|                     |       |           |            |            |         |   | 1) GORDON J. DAVIS   | Issuer | Yes | For |
|                     |       |           |            |            |         |   | 2) WHITNEY I. GERARD   | Issuer | Yes | For |
|                     |       |           |            |            |         |   | 3) ROBIN A. MELVIN   | Issuer | Yes | For |
|                     |       |           |            |            |         |   | 4) NATHAN LEVENTHAL  | Issuer | Yes | For |
|                     |       |           |            |            |         |   | 5) ROSLYN M. WATSON  | Issuer | Yes | For |
| , LLC               | LINE  | 536020100 | 12/16/2013 | 11/14/2013 | Annual  | 1 | Election of directors. Nominees:   |        |     |     |
|                     |       |           |            |            |         |   | 1) GEORGE A. ALCORN  | Issuer | Yes | For |
|                     |       |           |            |            |         |   | 2) DAVID D. DUNLAP   | Issuer | Yes | For |
|                     |       |           |            |            |         |   | 3) MARK E. ELLIS   | Issuer | Yes | For |

|   |  |        |     |     |
|---|--|--------|-----|-----|
|   | 4) MICHAEL C. LINN   | Issuer | Yes | For |
|   | 5) JOSEPH P. MCCOY   | Issuer | Yes | For |
|   | 6) JEFFREY C. SWOVELAND  | Issuer | Yes | For |
| 2 | RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT FOR LINN FOR 2013.  | Issuer | Yes | For |
| 3 | APPROVAL OF THE ISSUANCE OF LINN UNITS TO LINNCO, LLC ("LINNCO") IN EXCHANGE FOR THE CONTRIBUTION OF BERRY PETROLEUM COMPANY ("BERRY") TO LINN PURSUANT TO THE TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 3, 2013, AND AMENDMENT NO. 2 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 13, 2013, BY AND AMONG BERRY, BACCHUS HOLDCO, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF BERRY ("HOLDCO"), BACCHUS MERGER SUB, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF HOLDCO, LINNCO, LINN ACQUISITION COMPANY, LLC, A DIRECT WHOLLY OWNED SUBSIDIARY OF LINNCO, AND LINN, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT") AND THE CONTRIBUTION AGREEMENT DATED FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO CONTRIBUTION AGREEMENT, DATED AS OF NOVEMBER 3, 2013 BY AND BETWEEN LINNCO AND LINN. | Issuer | Yes | For |
| 4 |  | Issuer | Yes | For |

|                    |           |           |            |         |   |   |         |         |       |
|--------------------|-----------|-----------|------------|---------|---|---|---------|---------|-------|
|                    |           |           |            |         | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE LINN ENERGY, LLC AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN (THE "LTIP"), WHICH INCREASES THE TOTAL NUMBER OF LINN UNITS AUTHORIZED TO BE ISSUED UNDER THE LTIP FROM 12,200,000 UNITS TO 21,000,000 UNITS. |   |         |         |       |
|                    |           |           |            | 5       | APPROVAL OF ANY ADJOURNMENT OF THE LINN ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ALL OF THE PROPOSALS VOTED ON BY THE LINN UNITHOLDERS AT THE LINN ANNUAL MEETING.  | Issuer  | Abstain | Absta   |       |
| FEDERAL PFOH<br>IK | 714273109 | 1/22/2014 | 11/27/2013 | Annual  | 1   | Election of Directors. Nominees:  |         |         |       |
|                    |           |           |            |         |   | 1) C. EDWARD STOCKSDALE*  | Issuer  | Yes     | For   |
|                    |           |           |            |         |   | 2) CHARLES L. SWEETING*   | Issuer  | Yes     | For   |
|                    |           |           |            |         |   | 3) DAVID P. VERNON*   | Issuer  | Yes     | For   |
|                    |           |           |            |         |   | 4) M. TODD WOODRUFF#  | Issuer  | Yes     | For   |
| CE                 | 453838609 | 1/23/2014 |            | Special | 1   | TO APPROVE THE PRINCIPAL TERMS OF THE MERGER, AS DESCRIBED IN THE PLAN AND AGREEMENT OF MERGER DATED NOVEMBER 4, 2013, AS AMENDED ON NOVEMBER 26, 2013. | Issuer  | Yes     | For   |
|                    |           |           |            |         | 2   | TO APPROVE AN AMENDMENT TO THE ARTICLES OF INCORPORATION OF INDY TO AUTHORIZE UP TO 1,000,000 SHARES OF PREFERRED STOCK.                                | Issuer  | Yes     | For   |
|                    |           |           |            |         | 3   | TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SHAREHOLDDER MEETING TO A LATER DATE OR DATES IF NECESSARY TO SOLICIT ADDITIONAL PROXIES.             | Issuer  | Abstain | Absta |

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|             |      |           |           |            |         |   |   |        |         |         |
|-------------|------|-----------|-----------|------------|---------|---|---|--------|---------|---------|
| BANCORP     | MLVF | 561409103 | 2/6/2014  | 12/18/2013 | Annual  | 1 | Election of Directors. Nominees:  |        |         |         |
|             |      |           |           |            |         |   | 1) GEORGE E. STEINMETZ*   | Issuer | Yes     | For     |
|             |      |           |           |            |         |   | 2) STEPHEN P. SCARTOZZI*  | Issuer | Yes     | For     |
|             |      |           |           |            |         |   | 3) JOHN O'GRADY*  | Issuer | Yes     | For     |
|             |      |           |           |            |         |   | 4) RALPH K. PACKARD#  | Issuer | Yes     | For     |
|             |      |           |           |            |         | 2 | PROPOSAL TO ADOPT A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Issuer | Yes     | For     |
|             |      |           |           |            |         | 3 | PROPOSAL TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS MALVERN BANCORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2014.          | Issuer | Yes     | For     |
| 1 FINANCIAL |      | 90SQF1991 | 2/4/2014  |            | Special | 1 | APPROVAL OF THE AMENDMENT OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK.             | Issuer | Yes     | For     |
|             |      |           |           |            |         | 2 | APPROVAL OF THE AMENDMENT OF THE SQUARE 1 FINANCIAL, INC. 2009 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR THE ISSUANCE OF EQUITY COMPENSATION AWARDS. | Issuer | Yes     | For     |
| 100% OF THE |      | 999C144A  | 4/16/2014 | 3/1/2014   | Annual  | 1 | AMENDMENT TO THE CERTIFICATE OF INCORPORATION AND BYLAWS.   | Issuer | Yes     | Against |
| 100% OF THE |      |           |           |            |         | 2 | Election of Directors. Nominees:  |        |         |         |
|             |      |           |           |            |         |   | 1) KARSTEN BERLAGE  | Issuer | Yes     | For     |
|             |      |           |           |            |         |   | 2) ART CERTOSIMO  | Issuer | Yes     | For     |
|             |      |           |           |            |         | 3 | RATIFY APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AUDITORS FOR FISCAL YEAR 2014.  | Issuer | Yes     | For     |
|             |      |           |           |            |         | 4 | IN THEIR DISCRETION, ON ANY OTHER MATTERS THAT  | Issuer | Abstain | Abstain |

|           |      |           |           |           |        |   | MAY PROPERLY COME BEFORE THE MEETING.   |        |     |     |
|-----------|------|-----------|-----------|-----------|--------|---|---|--------|-----|-----|
| TATE<br>D | RIF  | 76970B101 | 4/23/2014 | 2/14/2014 | Annual | 1 | ELECTION OF CLASS I TRUSTEE: JOHN L. HARRINGTON   | Issuer | Yes | For |
|           |      |           |           |           |        | 2 | IN THEIR DISCRETION, THE PROXY HOLDERS ARE AUTHORIZED TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR AT ANY ADJOURNMENTS, POSTPONEMENTS OR DELAYS THEREOF. | Issuer | NA  | NA  |
|           | CZNC | 172922106 | 4/17/2014 | 2/13/2014 | Annual | 1 | Election of Directors. Nominees:  |        |     |     |
|           |      |           |           |           |        |   | 1) DENNIS F. BEARDSLEE  | Issuer | Yes | For |
|           |      |           |           |           |        |   | 2) JAN E. FISHER  | Issuer | Yes | For |
|           |      |           |           |           |        |   | 3) ANN M. TYLER   | Issuer | Yes | For |
|           |      |           |           |           |        | 2 | TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.  | Issuer | Yes | For |
|           |      |           |           |           |        | 3 | RATIFICATION OF THE APPOINTMENT OF THE FIRM OF PARENTEBEARD LLC AS INDEPENDENT AUDITORS.  | Issuer | Yes | For |
| , LLC     | LINE | 536020100 | 4/22/2014 | 3/3/2014  | Annual | 1 | Election of Directors. Nominees:  |        |     |     |
|           |      |           |           |           |        |   | 1) MARK E. ELLIS  | Issuer | Yes | For |
|           |      |           |           |           |        |   | 2) DAVID D. DUNLAP  | Issuer | Yes | For |
|           |      |           |           |           |        |   | 3) STEPHEN J. HADDEN  | Issuer | Yes | For |
|           |      |           |           |           |        |   | 4) MICHAEL C. LINN  | Issuer | Yes | For |
|           |      |           |           |           |        |   | 5) JOSEPH P. MCCOY  | Issuer | Yes | For |
|           |      |           |           |           |        |   | 6) JEFFREY C. SWOVELAND   | Issuer | Yes | For |
|           |      |           |           |           |        | 2 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT OF LINN FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.  | Issuer | Yes | For |
|           |      |           |           |           |        | 3 | TO PROVIDE A NON-BINDING ADVISORY VOTE APPROVING  | Issuer | Yes | For |

LINN'S EXECUTIVE  
COMPENSATION PROGRAM.

|   |        |           |           |           |           |        |   |                                  |     |     |
|---|--------|-----------|-----------|-----------|-----------|--------|---|----------------------------------|-----|-----|
| Y | RIVR   | 768475105 | 4/16/2014 | 2/21/2014 | Annual    | 1      | Election of Directors. Nominees:  |                                  |     |     |
|   |        |           |           |           |           |        | 1) MICHAEL J. HENSLEY   | Issuer                           | Yes | For |
|   |        |           |           |           |           |        | 2) L.S. LIVERS, M.S., R.D.  | Issuer                           | Yes | For |
|   |        |           |           |           |           | 2      | PROPOSAL TO APPROVE THE RIVER VALLEY BANCORP 2014 STOCK OPTION AND INCENTIVE PLAN   | Issuer                           | Yes | For |
|   |        |           |           |           |           | 3      | APPROVAL AND RATIFICATION OF THE APPOINTMENT OF BKD, LLP AS AUDITORS FOR RIVER VALLEY BANCORP FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014.                                    | Issuer                           | Yes | For |
|   |        |           |           |           |           | 4      | APPROVAL, ON AN ADVISORY BASIS, OF THE EXECUTIVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS INCLUDED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING.                         | Issuer                           | Yes | For |
|   | SONA   | 843395104 | 4/24/2014 | 3/4/2014  | Annual    | 1      | Election of Directors. Nominees:  |                                  |     |     |
|   |        |           |           |           |           |        | 1) FREDERICK L. BOLLERER  | Issuer                           | Yes | For |
|   |        |           |           |           |           |        | 2) NEIL J. CALL   | Issuer                           | Yes | For |
|   |        |           |           |           |           |        | 3) JOHN J. FORCH  | Issuer                           | Yes | For |
|   |        |           |           |           |           | 2      | RATIFICATION OF THE APPOINTMENT OF DIXON HUGHES GOODMAN LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Issuer                           | Yes | For |
|   |        |           |           |           |           | 3      | APPROVAL OF AN ADVISORY (NON-BINDING) PROPOSAL ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Issuer                           | Yes | For |
|   | DHNSON | JNJ       | 478160104 | 4/24/2014 | 2/25/2014 | Annual | 1   | Election of Directors. Nominees: |     |     |
|   |        |           |           |           |           |        | 1) MARY SUE COLEMAN   | Issuer                           | Yes | For |
|   |        |           |           |           |           |        | 2) JAMES G. CULLEN  | Issuer                           | Yes | For |
|   |        |           |           |           |           |        | 3) IAN E. L. DAVIS  | Issuer                           | Yes | For |



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|               |     |           |           |           |        |   |  |        |     |         |
|---------------|-----|-----------|-----------|-----------|--------|---|--|--------|-----|---------|
|               |     |           |           |           |        |   | 4) ALEX GORSKY   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 5) SUSAN L. LINDQUIST  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 6) MARK B. MCCLELLAN   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 7) ANNE M. MULCAHY   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 8) LEO F. MULLIN   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 9) WILLIAM D. PEREZ  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 10) CHARLES PRINCE   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 11) A. EUGENE WASHINGTON   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 12) RONALD A. WILLIAMS   | Issuer | Yes | For     |
|               |     |           |           |           | 2      |   | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                          | Issuer | Yes | For     |
|               |     |           |           |           | 3      |   | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014  | Issuer | Yes | For     |
|               |     |           |           |           | 4      |   | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK                          | Holder | Yes | Against |
| ERS<br>TURE   | UTF | 19248A109 | 4/24/2014 | 2/21/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |         |
|               |     |           |           |           |        |   | 1) BONNIE COHEN  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 2) MICHAEL CLARK   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 3) RICHARD E. KROON  | Issuer | Yes | For     |
| NAL<br>CHINES | IBM | 459200101 | 4/29/2014 | 2/28/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |         |
|               |     |           |           |           |        |   | 1) A.J.P. BELDA  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 2) W.R. BRODY  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 3) K.I. CHENAULT   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 4) M.L. ESKEW  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 5) D.N. FARR   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 6) S.A. JACKSON  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 7) A.N. LIVERIS  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 8) W.J. MCNERNEY, JR.  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 9) J.W. OWENS  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 10) V.M. ROMETTY   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 11) J.E. SPERO   | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 12) S. TAUREL  | Issuer | Yes | For     |
|               |     |           |           |           |        |   | 13) L.H. ZAMBRANO  | Issuer | Yes | For     |
|               |     |           |           |           | 2      |   | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71) | Issuer | Yes | For     |
|               |     |           |           |           | 3      |   | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Issuer | Yes | For     |

(PAGE 72)

|     |     |           |           |          |        |   |  |        |     |       |
|-----|-----|-----------|-----------|----------|--------|---|--|--------|-----|-------|
|     |     |           |           |          |        | 4 | APPROVAL OF LONG-TERM INCENTIVE PERFORMANCE TERMS FOR CERTAIN EXECUTIVES PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE (PAGE 73) | Issuer | Yes | For   |
|     |     |           |           |          |        | 5 | ADOPTION OF THE IBM 2014 EMPLOYEES STOCK PURCHASE PLAN ((PAGE 76)  | Issuer | Yes | For   |
|     |     |           |           |          |        | 6 | STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES ((PAGE 78)  | Holder | Yes | Again |
|     |     |           |           |          |        | 7 | STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 79)  | Holder | Yes | For   |
|     |     |           |           |          |        | 8 | STOCKHOLDER PROPOSAL TO LIMIT ACCELERATED EXECUTIVE PAY (PAGE 80)  | Holder | Yes | For   |
| D & | WFC | 949746101 | 4/29/2014 | 3/4/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |       |
|     |     |           |           |          |        |   | 1) JOHN D. BAKER II  | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 2) ELAINE L. CHAO  | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 3) JOHN S. CHEN  | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 4) LLOYD H. DEAN   | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 5) SUSAN E. ENGEL  | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 6) ENRIQUE HERNANDEZ, JR.  | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 7) DONALD M. JAMES   | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 8) CYNTHIA H. MILLIGAN   | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 9) FEDERICO F. PENA  | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 10) JAMES H. QUIGLEY   | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 11) JUDITH M. RUNSTAD  | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 12) STEPHEN W. SANGER  | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 13) JOHN G. STUMPF   | Issuer | Yes | For   |
|     |     |           |           |          |        |   | 14) SUSAN G. SWENSON   | Issuer | Yes | For   |
|     |     |           |           |          |        | 2 | VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.  | Issuer | Yes | For   |
|     |     |           |           |          |        | 3 | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.                                | Issuer | Yes | For   |
|     |     |           |           |          |        | 4 | ADOPT A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.   | Holder | Yes | Again |
|     |     |           |           |          |        | 5 | REVIEW AND REPORT ON INTERNAL CONTROLS OVER  | Holder | Yes | Again |

THE COMPANY'S MORTGAGE  
SERVICING AND  
FORECLOSURE PRACTICES.

|          |      |           |           |           |        |   |  |        |     |       |
|----------|------|-----------|-----------|-----------|--------|---|--|--------|-----|-------|
| ST<br>C. | FRBK | 760416107 | 4/29/2014 | 3/17/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |       |
|          |      |           |           |           |        |   | 1) HARRY D. MADONNA  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 2) BRIAN P. TIERNEY  | Issuer | Yes | For   |
|          |      |           |           |           |        | 2 | APPROVAL OF THE 2014<br>REPUBLIC FIRST BANCORP,<br>INC. EQUITY INCENTIVE<br>PLAN.  | Issuer | Yes | Again |
|          |      |           |           |           |        | 3 | RATIFICATION OF THE<br>APPOINTMENT OF BDO USA,<br>LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM<br>FOR THE FISCAL YEAR<br>ENDING DECEMBER 31, 2014.                           | Issuer | Yes | For   |
| MERCE    | VCBP | 919518100 | 4/29/2014 | 3/14/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |       |
|          |      |           |           |           |        |   | 1) WALTER A. DWELLE  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 2) DONALD A. GILLES  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 3) PHILIP R. HAMMON, JR.   | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 4) RUSSELL F. HURLEY   | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 5) FRED P. LOBUE, JR.  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 6) KENNETH H. MACKLIN  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 7) BARRY R. SMITH  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 8) ALLAN W. STONE  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | TO RATIFY THE BOARD OF<br>DIRECTORS' SELECTION OF<br>CROWE HORWATH, LLP,<br>INDEPENDENT PUBLIC<br>ACCOUNTANTS, TO SERVE AS<br>THE COMPANY'S AUDITORS<br>FOR THE FISCAL YEAR<br>ENDING DECEMBER 31, 2014. | Issuer | Yes | For   |
| , INC.   | XBKS | 98410X105 | 5/1/2014  | 3/14/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |       |
|          |      |           |           |           |        |   | 1) LARRY L. FELTON   | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 2) PALMER P. GARSON  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 3) PATRICK D. HANLEY   | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 4) PETER C. JACKSON  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 5) T. GAYLON LAYFIELD, III   | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 6) MICHAEL A. MANCUSI  | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 7) ROBERT J. MERRICK   | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 8) SCOTT A. REED   | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 9) MARK B. SISISKY   | Issuer | Yes | For   |
|          |      |           |           |           |        |   | 10) THOMAS G. SNEAD, JR.   | Issuer | Yes | For   |

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|          |           |           |           |           |        |   |  |        |     |     |
|----------|-----------|-----------|-----------|-----------|--------|---|--|--------|-----|-----|
|          |           |           |           |           |        | 2 | APPROVAL OF THE XENITH BANKSHARES, INC. 2012 STOCK INCENTIVE PLAN, AS AMENDED.   | Issuer | Yes | For |
|          |           |           |           |           |        | 3 | RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.        | Issuer | Yes | For |
|          |           |           |           |           |        | 4 | ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Issuer | Yes | For |
| BKOR     | 671768109 | 5/1/2014  | 3/20/2014 | Annual    |        | 1 | Election of Directors. Nominees:   |        |     |     |
| ERVICES, |           |           |           |           |        |   | 1) LYNDA J. ANDERSON*  | Issuer | Yes | For |
|          |           |           |           |           |        |   | 2) DOUGLAS G. BOIKE*   | Issuer | Yes | For |
|          |           |           |           |           |        |   | 3) BILLY R. KANOY*   | Issuer | Yes | For |
|          |           |           |           |           |        |   | 4) STEPHEN S. NEAL#  | Issuer | Yes | For |
|          |           |           |           |           |        |   | 5) THOMAS W. WAYNE#  | Issuer | Yes | For |
|          |           |           |           |           |        | 2 | TO RATIFY THE APPOINTMENT OF ELLIOTT DAVIS, PLLC, AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Issuer | Yes | For |
| RP INC   | HBCP      | 43689E107 | 5/6/2014  | 3/17/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |     |
|          |           |           |           |           |        |   | 1) PAUL J. BLANCHET, III*  | Issuer | Yes | For |
|          |           |           |           |           |        |   | 2) MARC W. JUDICE*   | Issuer | Yes | For |
|          |           |           |           |           |        |   | 3) JOHN W. BORDELON#   | Issuer | Yes | For |
|          |           |           |           |           |        | 2 | PROPOSAL TO APPROVE THE HOME BANCORP, INC. 2014 EQUITY INCENTIVE PLAN.   | Issuer | Yes | For |
|          |           |           |           |           |        | 3 | PROPOSAL TO RATIFY THE APPOINTMENT OF PORTER KEADLE MOORE, LLC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014. | Issuer | Yes | For |
| SNY      | 80105N105 | 5/5/2014  | 3/27/2014 | Annual    |        | 1 |  | Issuer | No  | NA  |

|         |     |           |          |           |        |    |  |        |     |     |
|---------|-----|-----------|----------|-----------|--------|----|--|--------|-----|-----|
|         |     |           |          |           |        |    | APPROVAL OF THE<br>INDIVIDUAL COMPANY<br>FINANCIAL STATEMENTS FOR<br>THE YEAR ENDED DECEMBER<br>31, 2013.                              |        |     |     |
|         |     |           |          |           |        | 2  | APPROVAL OF THE<br>CONSOLIDATED FINANCIAL<br>STATEMENTS FOR THE YEAR<br>ENDED DECEMBER 31, 2013.                                       | Issuer | No  | NA  |
|         |     |           |          |           |        | 3  | APPROPRIATION OF PROFITS;<br>DECLARATION OF DIVIDEND.  | Issuer | No  | NA  |
|         |     |           |          |           |        | 4  | APPROVAL OF THE<br>AGREEMENTS AND<br>UNDERTAKINGS REFERRED<br>TO IN ARTICLES L. 225-38 ET<br>SEQ. OF THE FRENCH<br>COMMERCIAL CODE.    | Issuer | No  | NA  |
|         |     |           |          |           |        | 5  | RENEWAL OF A DIRECTOR<br>(CHRISTOPHER VIEHBACHER).   | Issuer | No  | NA  |
|         |     |           |          |           |        | 6  | RENEWAL OF A DIRECTOR (ROBERT<br>CASTAIGNE)  |        | No  |     |
|         |     |           |          |           |        | 7  | RENEWAL OF A DIRECTOR<br>(CHRISTIAN MULLIEZ).  | Issuer | No  | NA  |
|         |     |           |          |           |        | 8  | APPOINTMENT OF A<br>DIRECTOR (PATRICK KRON).   | Issuer | No  | NA  |
|         |     |           |          |           |        | 9  | ADVISORY VOTE ON THE<br>ELEMENTS OF<br>COMPENSATION DUE OR<br>GRANTED TO MR. SERGE<br>WEINBERG, CHAIRMAN OF<br>THE BOARD OF DIRECTORS. | Issuer | No  | NA  |
|         |     |           |          |           |        | 10 | ADVISORY VOTE ON THE<br>ELEMENTS OF<br>COMPENSATION DUE OR<br>GRANTED TO CHRISTOPHER<br>VIEHBACHER, CHIEF<br>EXECUTIVE OFFICER.        | Issuer | No  | NA  |
|         |     |           |          |           |        | 11 | AUTHORIZATION TO THE<br>BOARD OF DIRECTORS TO<br>CARRY OUT TRANSACTIONS<br>IN SHARES ISSUED BY THE<br>COMPANY.                         | Issuer | No  | NA  |
|         |     |           |          |           |        | 12 | POWERS FOR FORMALITIES.  | Issuer | No  | NA  |
| RVICES, | RSG | 760759100 | 5/8/2014 | 3/11/2014 | Annual | 1  | Election of Directors. Nominees:   |        |     |     |
|         |     |           |          |           |        |    | 1) JAMES W. CROWNOVER  | Issuer | Yes | For |
|         |     |           |          |           |        |    | 2) TOMAGO COLLINS  | Issuer | Yes | For |
|         |     |           |          |           |        |    | 3) ANN E. DUNWOODY   | Issuer | Yes | For |
|         |     |           |          |           |        |    | 4) WILLIAM J. FLYNN  | Issuer | Yes | For |
|         |     |           |          |           |        |    | 5) MICHAEL LARSON  | Issuer | Yes | For |

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|         |    |           |           |           |        |   |  |        |     |         |
|---------|----|-----------|-----------|-----------|--------|---|--|--------|-----|---------|
|         |    |           |           |           |        |   | 6) W. LEE NUTTER   | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 7) RAMON A. RODRIGUEZ  | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 8) DONALD W. SLAGER  | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 9) ALLAN C. SORENSEN   | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 10) JOHN M. TRANI  | Issuer | Yes | For     |
|         |    |           |           |           |        | 2 | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Issuer | Yes | For     |
|         |    |           |           |           |        | 3 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Issuer | Yes | For     |
|         |    |           |           |           |        | 4 | APPROVAL OF THE AMENDED AND RESTATED EXECUTIVE INCENTIVE PLAN.   | Issuer | Yes | For     |
|         |    |           |           |           |        | 5 | STOCKHOLDER PROPOSAL REGARDING PAYMENTS UPON THE DEATH OF A SENIOR EXECUTIVE.  | Holder | Yes | Against |
|         |    |           |           |           |        | 6 | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.   | Holder | Yes | Against |
| IS      | PM | 718172109 | 5/7/2014  | 3/14/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |         |
| AL INC. |    |           |           |           |        |   | 1) HAROLD BROWN  | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 2) ANDRE CALANTZOPOULOS  | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 3) LOUIS C. CAMILLERI  | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 4) JENNIFER LI   | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 5) SERGIO MARCHIONNE   | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 6) KALPANA MORPARIA  | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 7) LUCIO A. NOTO   | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 8) ROBERT B. POLET   | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 9) CARLOS SLIM HELU  | Issuer | Yes | For     |
|         |    |           |           |           |        |   | 10) STEPHEN M. WOLF  | Issuer | Yes | For     |
|         |    |           |           |           |        | 2 | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS  | Issuer | Yes | For     |
|         |    |           |           |           |        | 3 | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION   | Issuer | Yes | For     |
|         |    |           |           |           |        | 4 | SHAREHOLDER PROPOSAL 1 - LOBBYING  | Holder | Yes | Against |
|         |    |           |           |           |        | 5 | SHAREHOLDER PROPOSAL 2 - ANIMAL TESTING  | Holder | Yes | Against |
| TOT     |    | 89151E109 | 5/16/2014 | 4/8/2014  | Annual | 1 | APPROVAL OF FINANCIAL STATEMENTS OF THE PARENT   | Issuer | Yes | For     |

|    | COMPANY FOR THE 2013 FISCAL YEAR.   |        |     |     |
|----|---|--------|-----|-----|
| 2  | APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2013 FISCAL YEAR.   | Issuer | Yes | For |
| 3  | ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND.  | Issuer | Yes | For |
| 4  | AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE IN SHARES OF THE COMPANY.   | Issuer | Yes | For |
| 5  | RENEWAL OF THE APPOINTMENT OF MS. PATRICIA BARBIZET AS A DIRECTOR.  | Issuer | Yes | For |
| 6  | RENEWAL OF THE APPOINTMENT OF MS. MARIE-CHRISTINE COISNE-ROQUETTE AS A DIRECTOR.  | Issuer | Yes | For |
| 7  | RENEWAL OF THE APPOINTMENT OF MR. PAUL DESMARAIS, JR AS A DIRECTOR.   | Issuer | Yes | For |
| 8  | RENEWAL OF THE APPOINTMENT OF MS. BARBARA KUX AS A DIRECTOR.  | Issuer | Yes | For |
| 9  | ADVISORY OPINION ON THE ELEMENTS OF COMPENSATION DUE OR GRANTED FOR FISCAL YEAR ENDED DECEMBER 31, 2013 TO MR. CHRISTOPHE DE MARGERIE, CHAIRMAN AND CHIEF EXECUTIVE OFFICER.  | Issuer | Yes | For |
| 10 | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES AND/OR ANY SECURITIES PROVIDING ACCESS TO THE COMPANY'S SHARE CAPITAL WHILE MAINTAINING SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS OR BY CAPITALIZING PREMIUMS, RESERVES, SURPLUSES OR | Issuer | Yes | For |

| OTHER LINE ITEMS. |  |        |     |     |
|-------------------|--|--------|-----|-----|
| 11                | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS.   | Issuer | Yes | For |
| 12                | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED, IN THE EVENT OF SURPLUS DEMAND IN CASE OF SHARE CAPITAL INCREASE WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS.  | Issuer | Yes | For |
| 13                | DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING COMMON SHARES OR ANY SECURITIES PROVIDING ACCESS TO SHARE CAPITAL, IN PAYMENT OF SECURITIES THAT WOULD BE CONTRIBUTED TO THE COMPANY, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED TO REMUNERATE IN-KIND CONTRIBUTIONS. | Issuer | Yes | For |
| 14                | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL UNDER THE CONDITIONS PROVIDED IN ARTICLES L. 3332-18 AND FOLLOWING OF THE FRENCH LABOUR CODE, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED DUE TO THE SUBSCRIPTION OF SHARES BY GROUP EMPLOYEES.                                | Issuer | Yes | For |
| 15                |  | Issuer | Yes | For |



DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL RESERVED FOR CATEGORIES OF BENEFICIARIES IN A TRANSACTION RESERVED FOR EMPLOYEES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS.

|    |  |        |     |     |
|----|--|--------|-----|-----|
| 16 | AUTHORIZATION TO GRANT RESTRICTED SHARES OF THE COMPANY TO EMPLOYEES OF THE GROUP AS WELL AS TO EXECUTIVE DIRECTORS OF THE COMPANY OR OTHER COMPANIES OF THE GROUP, WHICH ENTAILS SHAREHOLDERS' WAIVER OF THEIR PREEMPTIVE RIGHT TO SUBSCRIBE THE SHARES ISSUED IN FAVOR OF THE BENEFICIARIES OF SUCH SHARE ALLOCATIONS.                                     | Issuer | Yes | For |
| 17 | AMENDMENT OF ARTICLE 11 OF THE COMPANY'S ARTICLES OF ASSOCIATION TO DETERMINE THE APPOINTMENT PROCEDURES OF THE DIRECTOR(S) REPRESENTING EMPLOYEES PURSUANT TO THE FRENCH LAW OF JUNE 14, 2013, ON THE PROTECTION OF EMPLOYMENT AND TO INTEGRATE TECHNICAL CHANGES CONCERNING CERTAIN PROVISIONS REGARDING THE DIRECTORS REPRESENTING EMPLOYEE SHAREHOLDERS. | Issuer | Yes | For |
| 18 | AMENDMENT OF ARTICLE 12 OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ORDER TO SET THE LIMIT ON THE AGE OF THE CHAIRMAN OF THE BOARD AT 70 YEARS.  | Issuer | Yes | For |
| 19 | AMENDMENT OF ARTICLE 15 OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ORDER TO SET THE LIMIT ON THE  | Issuer | Yes | For |

|    | AGE OF THE PRESIDENT AT 67 YEARS.   |        |     |       |
|----|---|--------|-----|-------|
| 20 | AMENDMENT OF ARTICLE 17 OF THE COMPANY'S ARTICLES OF ASSOCIATION FOR HARMONIZATION PURPOSES WITH THE FRENCH ORDER OF DECEMBER 9, 2010, IMPLEMENTING INTO FRENCH LEGISLATION THE EUROPEAN DIRECTIVE REGARDING THE RIGHT OF SHAREHOLDERS TO BE REPRESENTED AT SHAREHOLDERS' MEETINGS BY ANY PERSON OF THEIR CHOICE. | Issuer | Yes | For   |
| 21 | CIRCULATION OF A QUARTERLY NEWSLETTER BY THE EMPLOYEE DIRECTORS AND THE DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS.  | Holder | Yes | Again |
| 22 | COMPONENTS OF THE COMPENSATION OF EXECUTIVE DIRECTORS AND EMPLOYEES LINKED TO INDUSTRIAL SAFETY INDICATORS.   | Holder | Yes | Again |
| 23 | EXPANSION OF INDIVIDUAL SHARE OWNERSHIP (LOYALTY DIVIDEND).   | Holder | Yes | Again |
| 24 | INCLUSION OF EMPLOYEE DIRECTOR(S) IN THE BOARD OF DIRECTORS' ORGANIZATION (AMENDMENT OF PARAGRAPH 5, ARTICLE 12 OF THE ARTICLES OF ASSOCIATION TO PROVIDE FOR THE PARTICIPATION OF EMPLOYEE DIRECTORS IN ALL THE BOARD'S COMMITTEES).   | Holder | Yes | Again |
| 25 | DISTRIBUTION OF ATTENDANCE FEES (AMENDMENT OF PARAGRAPH 7, ARTICLE 12 OF THE ARTICLES OF ASSOCIATION TO PROVIDE FOR A DISTRIBUTION OF ATTENDANCE FEES BASED ON  | Holder | Yes | Again |

THE ACTUAL TIME SPENT BY  
DIRECTORS AT BOARD  
MEETINGS).

|                             |      |            |           |           |        |   |  |        |     |     |
|-----------------------------|------|------------|-----------|-----------|--------|---|--|--------|-----|-----|
| MERCHANTS<br>CORPORATION    | FRME | 3208171096 | 5/12/2014 | 3/4/2014  | Annual | 1 | Election of Directors. Nominees:   |        |     |     |
|                             |      |            |           |           |        |   | 1) RODERICK ENGLISH  | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 2) GARY J. LEHMAN  | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 3) JEAN L. WOJTOWICZ   | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 4) F. HOWARD HALDERMAN   | Issuer | Yes | For |
|                             |      |            |           |           |        | 2 | PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF FIRST MERCHANTS CORPORATION'S NAMED EXECUTIVE OFFICERS.   | Issuer | Yes | For |
|                             |      |            |           |           |        | 3 | PROPOSAL TO RATIFY THE APPOINTMENT OF THE FIRM BKD, LLP AS THE INDEPENDENT AUDITOR FOR 2014.   | Issuer | Yes | For |
| SI FINANCIAL<br>GROUP, INC. | SIFI | 78425V104  | 5/14/2014 | 3/12/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |     |
|                             |      |            |           |           |        |   | 1) MARK D. ALLIOD  | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 2) MICHAEL R. GARVEY   | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 3) ROBERT O. GILLARD   | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 4) KATHLEEN A. NEALON  | Issuer | Yes | For |
|                             |      |            |           |           |        | 2 | THE RATIFICATION OF THE APPOINTMENT OF WOLF & COMPANY, P.C. AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SI FINANCIAL GROUP, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Issuer | Yes | For |
|                             |      |            |           |           |        | 3 | THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.  | Issuer | Yes | For |
| SI FINANCIAL<br>GROUP, INC. | MO   | 02209S103  | 5/14/2014 | 3/24/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |     |
|                             |      |            |           |           |        |   | 1) GERALD L. BALILES   | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 2) MARTIN J. BARRINGTON  | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 3) JOHN T. CASTEEN III   | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 4) DINYAR S. DEVITRE   | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 5) THOMAS F. FARRELL II  | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 6) THOMAS W. JONES   | Issuer | Yes | For |
|                             |      |            |           |           |        |   | 7) DEBRA J. KELLY-ENNIS  | Issuer | Yes | For |

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|     |      |           |           |           |        |   |                                  |         |       |
|-----|------|-----------|-----------|-----------|--------|---|----------------------------------|---------|-------|
|     |      |           |           |           |        | 8) W. LEO KIELY III   | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 9) KATHRYN B. MCQUADE   | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 10) GEORGE MUNOZ  | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 11) NABIL Y. SAKKAB   | Issuer                           | Yes     | For   |
|     |      |           |           |           | 2      | RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Issuer                           | Yes     | For   |
|     |      |           |           |           | 3      | ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS   | Issuer                           | Yes     | For   |
|     |      |           |           |           | 4      | SHAREHOLDER PROPOSAL - PREPARATION OF HEALTH EFFECT AND CESSATION MATERIALS FOR POOR AND LESS FORMALLY EDUCATED TOBACCO CONSUMERS | Holder                           | Yes     | Again |
|     |      |           |           |           | 5      | SHAREHOLDER PROPOSAL - DISCLOSURE OF LOBBYING POLICIES AND PRACTICES  | Holder                           | Yes     | Again |
| NC. | REDW | 757903109 | 5/14/2014 | 3/14/2014 | Annual | 1   | Election of Directors. Nominees: |         |       |
|     |      |           |           |           |        | 1) JAMES P. TERSTEEG  | Holder                           | Yes     | For   |
|     |      |           |           |           |        | 2) J. SCOTT NELSON  | Holder                           | Yes     | For   |
|     |      |           |           |           | 2      | TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF.      | Holder                           | Abstain | Absta |
| N   | KSS  | 500255104 | 5/15/2014 | 3/12/2014 | Annual | 1   | Election of Directors. Nominees: |         |       |
|     |      |           |           |           |        | 1) PETER BONEPARTH  | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 2) STEVEN A. BURD   | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 3) DALE E. JONES  | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 4) KEVIN MANSELL  | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 5) JOHN E. SCHLIFSKE  | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 6) FRANK V. SICA  | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 7) PETER M. SOMMERHAUSER  | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 8) STEPHANIE A. STREETER  | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 9) NINA G. VACA   | Issuer                           | Yes     | For   |
|     |      |           |           |           |        | 10) STEPHEN E. WATSON   | Issuer                           | Yes     | For   |
|     |      |           |           |           | 2      | RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Issuer                           | Yes     | For   |
|     |      |           |           |           | 3      | ADVISORY VOTE ON APPROVAL OF NAMED  | Issuer                           | Yes     | For   |

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| EXECUTIVE OFFICER<br>COMPENSATION. |      |           |           |           |        |   |  |        |     |       |
|------------------------------------|------|-----------|-----------|-----------|--------|---|--|--------|-----|-------|
|                                    |      |           |           |           |        | 4 | SHAREHOLDER PROPOSAL:<br>EXECUTIVES TO RETAIN<br>SIGNIFICANT STOCK.  | Holder | Yes | Again |
|                                    |      |           |           |           |        | 5 | SHAREHOLDER PROPOSAL:<br>ANNUAL REPORT ON THE<br>COSTS, BENEFITS AND<br>SCIENTIFIC SUPPORT FOR<br>SUSTAINABILITY<br>INITIATIVES.                                       | Holder | Yes | Again |
| RY                                 | TDCB | 884120106 | 5/21/2014 | 3/14/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |       |
|                                    |      |           |           |           |        |   | 1) KYLE E. KASTING   | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 2) ROBERT D. SCHAFSTALL  | Issuer | Yes | For   |
|                                    |      |           |           |           |        | 2 | THE RATIFICATION OF THE<br>APPOINTMENT OF BKD LLP AS<br>THE COMPANY'S<br>INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM<br>FOR THE YEAR ENDING<br>DECEMBER 31, 2014. | Issuer | Yes | For   |
| MERCE                              | BOCH | 06424J103 | 5/20/2014 | 3/31/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |       |
|                                    |      |           |           |           |        |   | 1) ORIN N. BENNETT   | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 2) GARY R. BURKS   | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 3) JOSEPH Q. GIBSON  | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 4) RANDALL S. ESLICK   | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 5) JON W. HALFHIDE   | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 6) LINDA J. MILES  | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 7) DAVID H. SCOTT  | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 8) TERENCE J. STREET   | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 9) LYLE L. TULLIS  | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | THE RATIFICATION OF THE<br>SELECTION OF MOSS ADAMS,<br>LLP AS OUR INDEPENDENT<br>REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2014.  | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | THE ADOPTION OF THE<br>NON-BINDING ADVISORY<br>RESOLUTION APPROVING THE<br>COMPENSATION OF THE<br>NAMED EXECUTIVE<br>OFFICERS.   | Issuer | Yes | For   |
| N                                  | GTWN | 372591107 | 5/20/2014 | 3/27/2014 | Annual | 1 | Election of Directors. Nominees:   |        |     |       |
|                                    |      |           |           |           |        |   | 1) ROBERT E. BALLETO   | Issuer | Yes | For   |
|                                    |      |           |           |           |        |   | 2) STEPHEN L. FLYNN  | Issuer | Yes | For   |

|        |      |           |           |          |        |   |  |  |        |     |     |
|--------|------|-----------|-----------|----------|--------|---|--|--|--------|-----|-----|
|        |      |           |           |          |        |   |  | 3) THOMAS L. HAMELIN   | Issuer | Yes | For |
|        |      |           |           |          |        |   |  | 4) J. RICHARD MURPHY   | Issuer | Yes | For |
|        |      |           |           |          |        |   |  | THE RATIFICATION OF SHATSWELL MACLEOD & COMPANY, P. C. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.   | Issuer | Yes | For |
|        |      |           |           |          |        |   |  | AN ADVISORY, NON-BINDING RESOLUTION TO APPROVE THE EXECUTIVE COMPENSATION DESCRIBED IN THE PROXY STATEMENT.  | Issuer | Yes | For |
|        |      |           |           |          |        |   |  | THE APPROVAL OF THE GEORGETOWN BANCORP, INC. 2014 EQUITY INCENTIVE PLAN.   | Issuer | Yes | For |
| RST    | SFST | 842873101 | 5/20/2014 | 4/1/2014 | Annual | 1 |  | Election of Directors. Nominees:   |        |     |     |
| , INC. |      |           |           |          |        |   |  | 1) ANDREW B. CAJKA   | Issuer | Yes | For |
|        |      |           |           |          |        |   |  | 2) ANNE S. ELLEFSON  | Issuer | Yes | For |
|        |      |           |           |          |        |   |  | 3) FRED GILMER, JR.  | Issuer | Yes | For |
|        |      |           |           |          |        |   |  | 4) TECUMSEH HOOPER, JR.  | Issuer | Yes | For |
|        |      |           |           |          |        | 2 |  | PROPOSAL TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT (THIS IS A NON-BINDING, ADVISORY VOTE).  | Issuer | Yes | For |
|        |      |           |           |          |        | 3 |  | PROPOSAL TO APPROVE AN AMENDMENT TO THE 2010 SOUTHERN FIRST BANCSHARES, INC. STOCK INCENTIVE PLAN TO INCREASE BY 200,000 THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE UNDER THE PLAN PURSUANT TO STOCK OPTIONS. | Issuer | Yes | For |
|        |      |           |           |          |        | 4 |  | PROPOSAL TO RATIFY THE APPOINTMENT OF ELLIOTT DAVIS, LLC AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.   | Issuer | Yes | For |

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|        |      |           |           |           |        |   |   |        |     |       |
|--------|------|-----------|-----------|-----------|--------|---|---|--------|-----|-------|
| HASE & | JPM  | 46625H100 | 5/20/2014 | 3/21/2014 | Annual | 1 | Election of Directors. Nominees:  |        |     |       |
|        |      |           |           |           |        |   | 1) LINDA B. BAMMANN   | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 2) JAMES A. BELL  | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 3) CRANDALL C. BOWLES   | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 4) STEPHEN B. BURKE   | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 5) JAMES S. CROWN   | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 6) JAMES DIMON  | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 7) TIMOTHY P. FLYNN   | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 8) LABAN P. JACKSON, JR.  | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 9) MICHAEL A. NEAL  | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 10) LEE R. RAYMOND  | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 11) WILLIAM C. WELDON   | Issuer | Yes | For   |
|        |      |           |           |           |        | 2 | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION   | Issuer | Yes | For   |
|        |      |           |           |           |        | 3 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Issuer | Yes | For   |
|        |      |           |           |           |        | 4 | LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING   | Holder | Yes | Again |
|        |      |           |           |           |        | 5 | SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS  | Holder | Yes | For   |
|        |      |           |           |           |        | 6 | CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE  | Holder | Yes | For   |
| E      | OSHC | 67501R103 | 5/21/2014 | 3/26/2014 | Annual | 1 | Election of Directors: Nominees:  |        |     |       |
|        |      |           |           |           |        |   | 1) CHRISTOPHER J. FORD  | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 2) JOHN L. VAN DUYN, JR.  | Issuer | Yes | For   |
|        |      |           |           |           |        |   | 3) D.F. MCCROSSON, ESQ.   | Issuer | Yes | For   |
|        |      |           |           |           |        | 2 | THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF OCEAN SHORE HOLDING CO. FOR THE YEAR ENDING DECEMBER 31, 2014. | Issuer | Yes | For   |
|        |      |           |           |           |        | 3 | THE APPROVAL OF A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE   | Issuer | Yes | For   |

## OFFICERS.

|         |      |           |           |           |        |   |   |        |     |     |
|---------|------|-----------|-----------|-----------|--------|---|---|--------|-----|-----|
| ALLEY   | CVCY | 155685100 | 5/21/2014 | 3/24/2014 | Annual | 1 | Election of Directors. Nominees:  |        |     |     |
|         |      |           |           |           |        |   | 1) SIDNEY B. COX  | Issuer | Yes | For |
|         |      |           |           |           |        |   | 2) DANIEL N. CUNNINGHAM   | Issuer | Yes | For |
|         |      |           |           |           |        |   | 3) EDWIN S. DARDEN, JR.   | Issuer | Yes | For |
|         |      |           |           |           |        |   | 4) DANIEL J. DOYLE  | Issuer | Yes | For |
|         |      |           |           |           |        |   | 5) STEVEN D. MCDONALD   | Issuer | Yes | For |
|         |      |           |           |           |        |   | 6) LOUIS MCMURRAY   | Issuer | Yes | For |
|         |      |           |           |           |        |   | 7) JOSEPH B. WEIRICK  | Issuer | Yes | For |
|         |      |           |           |           |        |   | 8) WILLIAM S. SMITTCAMP   | Issuer | Yes | For |
|         |      |           |           |           |        |   | 9) F.T. ELLIOTT, IV   | Issuer | Yes | For |
|         |      |           |           |           |        | 2 | TO APPROVE THE PROPOSAL TO RATIFY THE APPOINTMENT OF CROWE HORWATH LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY'S 2014 FISCAL YEAR.             | Issuer | Yes | For |
| L<br>C. | FCVA | 319438107 | 5/21/2014 | 4/4/2014  | Annual | 1 | Election of Directors. Nominees:  |        |     |     |
|         |      |           |           |           |        |   | 1) GERALD BLAKE   | Issuer | Yes | For |
|         |      |           |           |           |        |   | 2) GRANT S. GRAYSON   | Issuer | Yes | For |
|         |      |           |           |           |        |   | 3) GERALD H. YOSPIN   | Issuer | Yes | For |
|         |      |           |           |           |        |   | 4) MARTIN L. BRILL  | Issuer | Yes | For |
|         |      |           |           |           |        | 2 | PROPOSAL TO AMEND THE FIRST CAPITAL BANCORP, INC. 2010 STOCK INCENTIVE PLAN TO INCREASE THE AUTHORIZED NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 378,000 SHARES. | Issuer | Yes | For |
|         |      |           |           |           |        | 3 | PROPOSAL TO RATIFY THE APPOINTMENT OF CHERRY, BEKAERT, LLP.   | Issuer | Yes | For |
| CORP,   | LBCP | 53017Q102 | 5/21/2014 | 3/25/2014 | Annual | 1 | Election of Directors. Nominees:  |        |     |     |
|         |      |           |           |           |        |   | 1) BRENT GILES  | Issuer | Yes | For |
|         |      |           |           |           |        |   | 2) DENNIS FISHER  | Issuer | Yes | For |
|         |      |           |           |           |        | 2 | PROPOSAL TO RATIFY AND APPROVE THE SELECTION OF BKD, LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANT FOR THE YEAR ENDING DECEMBER 31, 2014.                                     | Issuer | Yes | For |



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|        |      |           |           |           |        |   |  |        |         |       |
|--------|------|-----------|-----------|-----------|--------|---|--|--------|---------|-------|
| ORP,   | METR | 59161R101 | 5/22/2014 | 3/31/2014 | Annual | 1 | Election of Directors. Nominees:   |        |         |       |
|        |      |           |           |           |        |   | 1) GARY L. NALBANDIAN  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 2) JAMES R. ADAIR  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 3) JOHN J. CARDELLO, CPA   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 4) DOUGLAS S. GELDER   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 5) ALAN R. HASSMAN   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 6) J. RODNEY MESSICK   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 7) H.C. METTE, ESQUIRE   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 8) MICHAEL A. SERLUCO  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 9) SAMIR J. SROUJI, M.D.   | Issuer | Yes     | For   |
|        |      |           |           |           |        | 2 | ADVISORY VOTE TO APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT  | Issuer | Yes     | For   |
|        |      |           |           |           |        | 3 | RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014 | Issuer | Yes     | For   |
|        |      |           |           |           |        | 4 | TAKE ACTION ON OTHER BUSINESS, WHICH MAY PROPERLY COME BEFORE THE MEETING  | Issuer | Abstain | Absta |
| GINIA  | EVBS | 277196101 | 5/22/2014 | 4/2/2014  | Annual | 1 | Election of Directors. Nominees:   |        |         |       |
| , INC. |      |           |           |           |        |   | 1) W. RAND COOK  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 2) CHARLES R. REVERE   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 3) F.L. GARRETT, III   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 4) JOE A. SHEARIN  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 5) IRA C. HARRIS, PHD, CPA   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 6) BORIS M. GUTIN  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 7) LESLIE E. TAYLOR, CPA   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 8) WILLIAM L. LEWIS  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 9) MICHAEL E. FIORE, P.E.  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 10) JAY T. THOMPSON, III   | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 11) W. GERALD COX  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 12) ERIC A. JOHNSON  | Issuer | Yes     | For   |
|        |      |           |           |           |        |   | 13) W. LESLIE KILDUFF, JR.   | Issuer | Yes     | For   |
|        |      |           |           |           |        | 2 | TO APPROVE ON AN ADVISORY (NON-BINDING) BASIS THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.  | Issuer | Yes     | For   |
|        |      |           |           |           |        | 3 | TO APPROVE ON AN ADVISORY (NON-BINDING)  | Issuer | Yes     | 1 Y   |

|            |      |           |           |           |        |   | BASIS THE FREQUENCY OF<br>ADVISORY VOTES ON<br>EXECUTIVE COMPENSATION. |   |        |     |     |
|------------|------|-----------|-----------|-----------|--------|---|--|---|--------|-----|-----|
|            |      |           |           |           |        |   | 4  | TO RATIFY THE AUDIT AND<br>RISK OVERSIGHT<br>COMMITTEE'S APPOINTMENT<br>OF YOUNT, HYDE &<br>BARBOUR, P.C. AS<br>INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTANT OF THE<br>COMPANY FOR 2014. | Issuer | Yes | For |
| MIER<br>C. | PPBI | 69478X105 | 5/27/2014 | 4/1/2014  | Annual | 1 | Election of Directors. Nominees:                                       |   |        |     |     |
|            |      |           |           |           |        |   |  | 1) KENNETH A. BOUDREAU  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 2) JOHN J. CARONA   | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 3) STEVEN R. GARDNER  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 4) JOSEPH L. GARRETT  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 5) JOHN D. GODDARD  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 6) JEFF C. JONES  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 7) MICHAEL L. MCKENNON  | Issuer | Yes | For |
|            |      |           |           |           |        |   | 2  | TO APPROVE, ON A<br>NON-BINDING ADVISORY<br>BASIS, THE COMPENSATION<br>OF THE COMPANY'S NAME<br>EXECUTIVE OFFICERS.   | Issuer | Yes | For |
|            |      |           |           |           |        |   | 3  | TO APPROVE, THE<br>AMENDMENT TO THE<br>COMPANY'S 2012 LONG-TERM<br>INCENTIVE PLAN.  | Issuer | Yes | For |
|            |      |           |           |           |        |   | 4  | TO RATIFY THE<br>APPOINTMENT OF VAVRINEK,<br>TRINE, DAY & CO., LLP AS THE<br>COMPANY'S INDEPENDENT<br>AUDITOR FOR THE FISCAL<br>YEAR ENDING DECEMBER 31,<br>2014.                       | Issuer | Yes | For |
| INC.       | MRK  | 58933Y105 | 5/27/2014 | 3/31/2014 | Annual | 1 | Election of Directors. Nominees:                                       |   |        |     |     |
|            |      |           |           |           |        |   |  | 1) LESLIE A. BRUN   | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 2) THOMAS R. CECH   | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 3) KENNETH C. FRAZIER   | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 4) THOMAS H. GLOCER   | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 5) WILLIAM B. HARRISON JR.  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 6) C. ROBERT KIDDER   | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 7) ROCHELLE B. LAZARUS  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 8) CARLOS E. REPRESAS   | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 9) PATRICIA F. RUSSO  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 10) CRAIG B. THOMPSON   | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 11) WENDELL P. WEEKS  | Issuer | Yes | For |
|            |      |           |           |           |        |   |  | 12) PETER C. WENDELL  | Issuer | Yes | For |

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|           |           |           |           |           |         |   |   |        |     |       |
|-----------|-----------|-----------|-----------|-----------|---------|---|---|--------|-----|-------|
|           |           |           |           |           |         | 2 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Issuer | Yes | For   |
|           |           |           |           |           |         | 3 | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.  | Issuer | Yes | For   |
|           |           |           |           |           |         | 4 | SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.  | Holder | Yes | For   |
|           |           |           |           |           |         | 5 | SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS.  | Holder | Yes | Again |
| OPOF      | 680194107 | 5/27/2014 | 3/18/2014 | Annual    |         | 1 | Election of Directors. Nominees:  |        |     |       |
|           |           |           |           |           |         |   | 1) STEPHEN C. ADAMS   | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 2) JAMES READE CHISMAN  | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 3) RUSSELL SMITH EVANS, JR  | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 4) MICHAEL A. GLASSER   | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 5) DR. ARTHUR D. GREENE   | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 6) JOHN CABOT ISHON   | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 7) JOHN B. MORGAN, II   | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 8) LOUIS G. MORRIS  | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 9) DR. H. ROBERT SCHAPPERT  | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 10) ROBERT F. SHUFORD, SR.  | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 11) ROBERT FL. SHUFORD, JR.   | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 12) ELLEN CLARK THACKER   | Issuer | Yes | For   |
|           |           |           |           |           |         |   | 13) JOSEPH R. WITT  | Issuer | Yes | For   |
|           |           |           |           |           |         | 2 | TO APPROVE, IN AN ADVISORY, NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT.            | Issuer | Yes | For   |
|           |           |           |           |           |         | 3 | TO RATIFY THE APPOINTMENT OF YOUNT, HYDE & BARBOUR, P.C. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Issuer | Yes | For   |
| ERN<br>C. | FSOF      | 33644N102 | 5/28/2014 | 4/11/2014 | Special | 1 | TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE AGREEMENT   | Issuer | Yes | For   |

AND PLAN OF MERGER  
 DATED JANUARY 29, 2014  
 ("MERGER AGREEMENT") BY  
 AND BETWEEN THE  
 COMPANY AND  
 CENTERSTATE BANKS, INC.  
 ("CENTERSTATE") PURSUANT  
 TO WHICH THE COMPANY  
 WILL MERGE WITH AND INTO  
 CENTERSTATE, WITH  
 CENTERSTATE AS THE  
 SURVIVING COMPANY IN THE  
 MERGER ("MERGER  
 PROPOSAL").

TO CONSIDER AND VOTE  
 UPON A PROPOSAL OF THE  
 BOARD OF DIRECTORS TO  
 ADJOURN OR POSTPONE THE  
 SPECIAL MEETING, IF  
 NECESSARY OR  
 APPROPRIATE, TO PERMIT  
 FURTHER SOLICITATION OF  
 PROXIES IF THERE ARE NOT  
 SUFFICIENT VOTES AT THE  
 TIME OF THE SPECIAL  
 MEETING TO APPROVE THE  
 MERGER PROPOSAL  
 ("ADJOURNMENT  
 PROPOSAL").

Issuer Abstain Absta

CVX 166764100 5/28/2014 4/2/2014 Annual 1 Election of Directors. Nominees:

|                       |        |     |     |
|-----------------------|--------|-----|-----|
| 1) L.F. DEILY         | Issuer | Yes | For |
| 2) R.E. DENHAM        | Issuer | Yes | For |
| 3) A.P. GAST          | Issuer | Yes | For |
| 4) E. HERNANDEZ, JR.  | Issuer | Yes | For |
| 5) J.M. HUNTSMAN, JR. | Issuer | Yes | For |
| 6) G.L. KIRKLAND      | Issuer | Yes | For |
| 7) C.W. MOORMAN       | Issuer | Yes | For |
| 8) K.W. SHARER        | Issuer | Yes | For |
| 9) J.G. STUMPF        | Issuer | Yes | For |
| 10) R.D. SUGAR        | Issuer | Yes | For |
| 11) C. WARE           | Issuer | Yes | For |
| 12) J.S. WATSON       | Issuer |     |     |