

EAGLE CAPITAL GROWTH FUND, INC.
Form N-PX
August 16, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act File Number: 811-05807

Eagle Capital Growth Fund, Inc.
(Exact name of registrant as specified in charter)

225 East Mason Street
Suite 802
Milwaukee, WI 53202-3657
(Address of principal executive offices) (zip code)

Luke E. Sims, President
Eagle Capital Growth Fund, Inc.
225 East Mason Street
Suite 802
Milwaukee, WI 53202-3657
(Name and address of agent for service)

Registrant's telephone number, including area code: (414) 765-1107

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2016 thru 06/30/2017

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Abbott Laboratories Inc.

Ticker: ABT

Security ID: 002824100

Meeting Date: 04/28/2017 Meeting Type: Annual

Record Date: 03/01/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-----------------------------------|---------|-----------|-------------|
| 1-01 | Elect Director R.J. Alpern | FOR | FOR | MANAGEMENT |
| 1-02 | Elect Director R.S. Austin | FOR | FOR | MANAGEMENT |
| 1-03 | Elect Director S.E. Blount | FOR | FOR | MANAGEMENT |
| 1-04 | Elect Director E.M. Liddy | FOR | FOR | MANAGEMENT |
| 1-05 | Elect Director N. McKinstry | FOR | FOR | MANAGEMENT |
| 1-06 | Elect Director P.N. Novakovic | FOR | FOR | MANAGEMENT |
| 1-07 | Elect Director W.A. Osborn | FOR | FOR | MANAGEMENT |
| 1-08 | Elect Director S.C. Scott III | FOR | FOR | MANAGEMENT |
| 1-09 | Elect Director D.J. Starks | FOR | FOR | MANAGEMENT |
| 1-10 | Elect Director G.F. Tilton | FOR | FOR | MANAGEMENT |
| 1-11 | Elect Director M.D. White | FOR | FOR | MANAGEMENT |
| 2 | Ratification of accounting firm | FOR | FOR | MANAGEMENT |
| 3 | Say on pay | FOR | AGAINST | MANAGEMENT |
| 4 | Frequency of say on pay | 1 Year | 1 Year | MANAGEMENT |
| 5 | 2017 Incentive Stock Program | FOR | AGAINST | MANAGEMENT |
| 6 | 2017 Employee Stock Purchase Plan | FOR | AGAINST | MANAGEMENT |
| 7 | Independent Board Chairman | AGAINST | FOR | SHAREHOLDER |

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Automatic Data Processing Inc.

Ticker: ADP

Security ID: 53015103

Meeting Date: 11/08/2016

Meeting Type: Annual

Record Date: 09/09/2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|------------------------------------|---------|-----------|------------|
| 1-01 | Elect Director Peter Bisson | FOR | FOR | MANAGEMENT |
| 1-02 | Elect Director Richard T. Clark | FOR | FOR | MANAGEMENT |
| 1-03 | Elect Director Eric C. Fast | FOR | FOR | MANAGEMENT |
| 1-04 | Elect Director Linda R. Gooden | FOR | FOR | MANAGEMENT |
| 1-05 | Elect Director Michael P. Gregoire | FOR | FOR | MANAGEMENT |
| 1-06 | Elect Director R. Glenn Hubbard | FOR | FOR | MANAGEMENT |
| 1-07 | Elect Director John P. Jones | FOR | FOR | MANAGEMENT |
| 1-08 | Elect Director William J. Ready | FOR | FOR | MANAGEMENT |
| 1-09 | Elect Director Carlos A. Rodriguez | FOR | FOR | MANAGEMENT |
| 1-10 | Elect Director Sandra S. Wijnberg | FOR | FOR | MANAGEMENT |
| 2 | Advisory vote on compensation | FOR | AGAINST | MANAGEMENT |
| 3 | Appointment of auditor | FOR | FOR | MANAGEMENT |

Berkshire Hathaway, Inc.

Ticker: BRK-b

Security ID: 084670702

Meeting Date: 04/30/2016 Meeting Type: Annual

Record Date: 03/02/2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|-------------|
| 1-01 | Elect Director Warren E. Buffett | FOR | FOR | MANAGEMENT |
| 1-02 | Elect Director Charles T. Munger | FOR | FOR | MANAGEMENT |
| 1-03 | Elect Director Howard G. Buffett | FOR | FOR | MANAGEMENT |
| 1-04 | Elect Director Stephen B. Burke | FOR | FOR | MANAGEMENT |
| 1-05 | Elect Director Susan L. Decker | FOR | FOR | MANAGEMENT |
| 1-06 | Elect Director William H. Gates III | FOR | FOR | MANAGEMENT |
| 1-07 | Elect Director David S. Gottesman | FOR | FOR | MANAGEMENT |
| 1-08 | Elect Director Charlotte Guyman | FOR | FOR | MANAGEMENT |
| 1-09 | Elect Director Thomas S. Murphy | FOR | FOR | MANAGEMENT |
| 1-10 | Elect Director Ronald L. Olson | FOR | FOR | MANAGEMENT |
| 1-11 | Elect Director Walter Scott, Jr. | FOR | FOR | MANAGEMENT |
| 1-12 | Elect Director Meryl B. Witmer | FOR | FOR | MANAGEMENT |
| 2 | Advisory vote on compensation | FOR | FOR | MANAGEMENT |
| 3 | Frequency of say on pay | 1-year | 1-year | MANAGEMENT |
| 4 | Political contributions | AGAINST | AGAINST | SHAREHOLDER |
| 5 | Methane Gas Emissions | AGAINST | AGAINST | SHAREHOLDER |
| 6 | Fossil Fuels | AGAINST | AGAINST | SHAREHOLDER |

Cabela's Incorporated

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Ticker: CAB Security ID: 194162103

Meeting Date: 07/11/2017 Meeting Type: Special

Record Date: 06/02/2017

| #Proposal | Mgt | Rec | Vote | Cast | Sponsor |
|----------------------------------|-----|-----|------|------|------------|
| 1 Approval of Merger | FOR | | FOR | | MANAGEMENT |
| 2 Compensation, due to merger | FOR | | FOR | | MANAGEMENT |
| 3 Adjournment of special meeting | FOR | | FOR | | MANAGEMENT |

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Colgate-Palmolive Company

Ticker: CL Security ID: 194162103

Meeting Date: 05/12/2017 Meeting Type: Annual

Record Date: 03/13/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-----------------------------------------|---------|-----------|-------------|
| 1A | Elect Director Charles A Bancroft | FOR | FOR | MANAGEMENT |
| 1B | Elect Director John P. Bilbrey | FOR | FOR | MANAGEMENT |
| 1C | Elect Director John T. Cahill | FOR | FOR | MANAGEMENT |
| 1D | Elect Director Ian Cook | FOR | FOR | MANAGEMENT |
| 1E | Elect Director Helene D. Gayle | FOR | FOR | MANAGEMENT |
| 1F | Elect Director Ellen M. Hancock | FOR | FOR | MANAGEMENT |
| 1G | Elect Director C. Martin Harris | FOR | FOR | MANAGEMENT |
| 1H | Elect Director Lorrie M. Norrington | FOR | FOR | MANAGEMENT |
| 1I | Elect Director Michael B. Polk | FOR | FOR | MANAGEMENT |
| 1J | Elect Director Stephen I. Sadove | FOR | FOR | MANAGEMENT |
| 2 | Ratification of accounting firm | FOR | FOR | MANAGEMENT |
| 3 | Advisory vote on executive compensation | FOR | AGAINST | MANAGEMENT |
| 4 | Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 5 | Special shareholder meetings | AGAINST | AGAINST | SHAREHOLDER |

CSW Industrials

Ticker: CSWI Security ID: 126402106

Meeting Date: 08/08/2016 Meeting Type: Annual

Record Date: 06/20/2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-----------------------------------------|---------|-----------|------------|
| 1-01 | Elect Director Michael Gambrell | FOR | FOR | MANAGEMENT |
| 2 | Advisory vote on executive compensation | FOR | AGAINST | MANAGEMENT |
| 3 | Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 4 | Ratification of accounting firm | FOR | FOR | MANAGEMENT |
| 5 | Any other matters | FOR | ABSTAIN | MANAGEMENT |

Ebay Co.

Ticker: EBAY Security ID: 278642103

Meeting Date: 05/18/2017 Meeting Type: Annual

Record Date: 03/20/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1a | Elect Director Fred D. Anderson Jr. | FOR | FOR | MANAGEMENT |
| 1b | Elect Director Edward W. Barnholt | FOR | FOR | MANAGEMENT |
| 1c | Elect Director Anthony J. Bates | FOR | FOR | MANAGEMENT |
| 1d | Elect Director Logan D. Green | FOR | FOR | MANAGEMENT |

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| | | | |
|-------------------------------------------|---------|---------|-------------|
| 1e Elect Director Bonnie S. Hammer | FOR | FOR | MANAGEMENT |
| 1f Elect Director Kathleen C. Mitic | FOR | FOR | MANAGEMENT |
| 1g Elect Director Pierre M. Omidyar | FOR | FOR | MANAGEMENT |
| 1h Elect Director Paul S. Pressler | FOR | FOR | MANAGEMENT |
| 1i Elect Director Robert H. Swan | FOR | FOR | MANAGEMENT |
| 1j Elect Director Thomas J. Tierney | FOR | FOR | MANAGEMENT |
| 1k Elect Director Perry M. Traquina | FOR | FOR | MANAGEMENT |
| 1l Elect Director Devin N. Wenig | FOR | FOR | MANAGEMENT |
| 2 Advisory vote on executive compensation | FOR | AGAINST | MANAGEMENT |
| 3 Say on pay frequency | 1-Year | 1-Year | MANAGEMENT |
| 4 Ratification of accounting firm | FOR | FOR | MANAGEMENT |
| 5 Act by written consent | AGAINST | AGAINST | SHAREHOLDER |

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Full Circle Capital Corp.

Ticker: FULL Security ID: 359671104

Meeting Date: 10/31/2016 Meeting Type: Special

Record Date: 9/15/2016

| #Proposal | Mgt Rec | Vote Cast | Sponsor |
|----------------------|---------|-------------------|---------|
| 1 Merger Approval | FOR | AGAINSTMANAGEMENT | |
| 2 Proxy solicitation | FOR | AGAINSTMANAGEMENT | |

Franklin Resources, Inc.

Ticker: BEN Security ID: 354613101

Meeting Date: 02/15/2017 Meeting Type: Annual

Record Date: 12/19/2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-------------------|-------------|
| 1-A | Elect Director Peter K. Barker | FOR | FOR | MANAGEMENT |
| 1-B | Elect Director Mariann Byerwalter | FOR | FOR | MANAGEMENT |
| 1-C | Elect Director Charles E. Johnson | FOR | FOR | MANAGEMENT |
| 1-D | Elect Director Gregory E. Johnson | FOR | FOR | MANAGEMENT |
| 1-E | Elect Director Rupert H. Johnson, Jr. | FOR | FOR | MANAGEMENT |
| 1-F | Elect Director Mark C. Pigott | FOR | FOR | MANAGEMENT |
| 1-G | Elect Director Chutta Ratnathicam | FOR | FOR | MANAGEMENT |
| 1-H | Elect Director Laura Stein | FOR | FOR | MANAGEMENT |
| 1-I | Elect Director Seth H. Waugh | FOR | FOR | MANAGEMENT |
| 1-J | Elect Geoffrey Y. Yang | FOR | FOR | MANAGEMENT |
| 2 | Say on pay | FOR | AGAINSTMANAGEMENT | |
| 3 | Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 4 | Ratification of accounting firm | FOR | FOR | MANAGEMENT |
| 5 | Report on climate change | AGAINST | AGAINST | SHAREHOLDER |
| 6 | Report on executive pay | AGAINST | FOR | SHAREHOLDER |

Illinois Tool Works Inc.

Ticker: ITW Security ID: 452308109

Meeting Date: 05/05/2017 Meeting Type: Annual

Record Date: 03/07/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|----------------------------------------|---------|-----------|------------|
| 1A | Election of Director Daniel J. Brutto | FOR | FOR | MANAGEMENT |
| 1B | Election of Director Susan Crown | FOR | FOR | MANAGEMENT |
| 1C | Election of Director James W. Griffith | FOR | FOR | MANAGEMENT |
| 1D | Election of Director Jay L. Henderson | FOR | FOR | MANAGEMENT |
| 1E | Election of Director Richard H. Lenny | FOR | FOR | MANAGEMENT |
| 1F | Election of Director E. Scott Santi | FOR | FOR | MANAGEMENT |

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| | | | |
|---------------------------------------------|---------|---------|-------------|
| 1G Election of Director James A. Skinner | FOR | FOR | MANAGEMENT |
| 1H Election of Director David B. Smith, Jr. | FOR | FOR | MANAGEMENT |
| 1I Election of Director Pamela B. Strobel | FOR | FOR | MANAGEMENT |
| 1J Election of Director Kevin M. Warren | FOR | FOR | MANAGEMENT |
| 1K Election of Director Anré D. Williams | FOR | FOR | MANAGEMENT |
| 2 Ratification of accounting firm | FOR | FOR | MANAGEMENT |
| 3 Executive compensation approval | FOR | AGAINST | MANAGEMENT |
| 4 Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 5 Permission to act by written consent | AGAINST | AGAINST | SHAREHOLDER |

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Johnson & Johnson

Ticker: JNJ Security ID: 369604103

Meeting Date: 04/27/2017 Meeting Type: Annual

Record Date: 02/28/2017

| # Proposal | Mgt Rec | Vote Cast | Sponsor |
|----------------------------------------------|---------|-----------|-------------|
| 1a Election of Director Mary C. Beckerle | FOR | FOR | MANAGEMENT |
| 1b Election of Director D. Scott Davis | FOR | FOR | MANAGEMENT |
| 1c Election of Director Ian E.L. Davis | FOR | FOR | MANAGEMENT |
| 1d Election of Director Alex Gorsky | FOR | FOR | MANAGEMENT |
| 1e Election of Director Mark B. McClellan | FOR | FOR | MANAGEMENT |
| 1f Election of Director Anne M. Mulcahy | FOR | FOR | MANAGEMENT |
| 1g Election of Director William D. Perez | FOR | FOR | MANAGEMENT |
| 1h Election of Director Charles Prince | FOR | FOR | MANAGEMENT |
| 1i Election of Director A. Eugene Washington | FOR | FOR | MANAGEMENT |
| 1j Election of Director Ronald A. Williams | FOR | FOR | MANAGEMENT |
| 2 Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 3 Executive officer compensation | FOR | AGAINST | MANAGEMENT |
| 4 Reapproval of long-term incentive plan | FOR | AGAINST | MANAGEMENT |
| 5 Ratification of accounting firm | FOR | FOR | MANAGEMENT |
| 6 Independent Board Chairman | AGAINST | FOR | SHAREHOLDER |

Markel Corp.

Ticker: MKL Security ID: 570535104

Meeting Date: 05/15/2017 Meeting Type: Annual

Record Date: 03/07/2017

| # Proposal | Mgt Rec | Vote Cast | Sponsor |
|-------------------------------------------------|---------|-----------|------------|
| 1A Election of Director J. Alfred Broaddus, Jr. | FOR | FOR | MANAGEMENT |
| 1B Election of Director K. Bruce Connell | FOR | FOR | MANAGEMENT |
| 1C Election of Director Douglas C. Eby | FOR | FOR | MANAGEMENT |
| 1D Election of Director Thomas S. Gayner | FOR | FOR | MANAGEMENT |
| 1E Election of Director Stewart M. Kasen | FOR | FOR | MANAGEMENT |
| 1F Election of Director Alan I. Kirshner | FOR | FOR | MANAGEMENT |
| 1G Election of Director Lemuel E. Lewis | FOR | FOR | MANAGEMENT |
| 1H Election of Director Anthony F. Markel | FOR | FOR | MANAGEMENT |
| 1I Election of Director Steven A. Markel | FOR | FOR | MANAGEMENT |
| 1J Election of Director Darrell D. Martin | FOR | FOR | MANAGEMENT |
| 1K Election of Director Michael O'Reilly | FOR | FOR | MANAGEMENT |
| 1L Election of Director Michael J. Schewel | FOR | FOR | MANAGEMENT |
| 1M Election of Director Jay M. Weinberg | FOR | FOR | MANAGEMENT |
| 1N Election of Director Richard R. Whitt, III | FOR | FOR | MANAGEMENT |
| 1O Election of Director Debora J. Wilson | FOR | FOR | MANAGEMENT |
| 2 Say on pay | FOR | AGAINST | MANAGEMENT |
| 3 Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 4 Ratification of accounting firm | FOR | FOR | MANAGEMENT |

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Paychex, Inc.

Ticker: PAYX Security ID: 704326107

Meeting Date: 10/12/2016 Meeting Type: Annual

Record Date: 08/15/2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------------|---------|-----------|------------|
| 1A | Election of Director B. Thomas Golisano | FOR | FOR | MANAGEMENT |
| 1B | Election of Director Joseph G. Doody | FOR | FOR | MANAGEMENT |
| 1C | Election of Director David J.S. Flaschen | FOR | FOR | MANAGEMENT |
| 1D | Election of Director Phillip Horsley | FOR | FOR | MANAGEMENT |
| 1E | Election of Director Grant M. Inman | FOR | FOR | MANAGEMENT |
| 1F | Election of Director Pamela A. Joseph | FOR | FOR | MANAGEMENT |
| 1G | Election of Director Martin Mucci | FOR | FOR | MANAGEMENT |
| 1H | Election of Director Joseph M. Tucci | FOR | FOR | MANAGEMENT |
| 1I | Election of Director Joseph M. Velli | FOR | FOR | MANAGEMENT |
| 2 | Advisory vote on compensation | FOR | AGAINST | MANAGEMENT |
| 3 | Ratification of accounting firm | FOR | FOR | MANAGEMENT |

PepsiCo, Inc.

Ticker: PEP Security ID: 713448108

Meeting Date: 05/03/2017 Meeting Type: Annual

Record Date: 03/01/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-----------------------------------------|---------|-----------|-------------|
| 1a | Election of Director Shona L. Brown | FOR | FOR | MANAGEMENT |
| 1b | Election of Director George W. Buckley | FOR | FOR | MANAGEMENT |
| 1c | Election of Director Cesar Conde | FOR | FOR | MANAGEMENT |
| 1d | Election of Director Ian M. Cook | FOR | FOR | MANAGEMENT |
| 1e | Election of Director Dina Dublon | FOR | FOR | MANAGEMENT |
| 1f | Election of Director Rona A. Fairhead | FOR | FOR | MANAGEMENT |
| 1g | Election of Director Richard W. Fisher | FOR | FOR | MANAGEMENT |
| 1h | Election of Director William R. Johnson | FOR | FOR | MANAGEMENT |
| 1i | Election of Director Indra K. Nooyi | FOR | FOR | MANAGEMENT |
| 1j | Election of Director David C. Page | FOR | FOR | MANAGEMENT |
| 1k | Election of Director Robert C. Pohlad | FOR | FOR | MANAGEMENT |
| 1l | Election of Director Daniel Vasella | FOR | FOR | MANAGEMENT |
| 1m | Election of Director Darren Walker | FOR | FOR | MANAGEMENT |
| 1n | Election of Director Alberto Weisser | FOR | FOR | MANAGEMENT |
| 2 | Approval of public accountants | FOR | FOR | MANAGEMENT |
| 3 | Approval of executive compensation | FOR | AGAINST | MANAGEMENT |
| 4 | Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 5 | Pesticide report | AGAINST | AGAINST | SHAREHOLDER |
| 6 | Policy on Holy Land principles | AGAINST | AGAINST | SHAREHOLDER |

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Procter & Gamble Company

Ticker: PG

Security ID: 742718109

Meeting Date: 10/11/2016 Meeting Type: Annual

Record Date: 08/12/2016

| # Proposal | Mgt Rec | Vote Cast | Sponsor |
|------------------------------------------------|---------|-----------|-------------|
| 1a Election of Director Francis S. Blake | FOR | FOR | MANAGEMENT |
| 1b Election of Director Angela F. Braly | FOR | FOR | MANAGEMENT |
| 1c Election of Director Kenneth Chennault | FOR | FOR | MANAGEMENT |
| 1d Election of Director Scott D. Cook | FOR | FOR | MANAGEMENT |
| 1e Election of Director Terry J. Lundgren | FOR | FOR | MANAGEMENT |
| 1f Election of Director W. James McNerney, Jr. | FOR | FOR | MANAGEMENT |
| 1g Election of Director David S. Taylor | FOR | FOR | MANAGEMENT |
| 1h Election of Director Margaret C. Whitman | FOR | FOR | MANAGEMENT |
| 1i Election of Director Patricia A. Woertz | FOR | FOR | MANAGEMENT |
| 1j Election of Director Ernesto Zedillo | FOR | FOR | MANAGEMENT |
| 2 Approval of public accountants | FOR | FOR | MANAGEMENT |
| 3 Approval of executive compensation | FOR | AGAINST | MANAGEMENT |
| 4 Lobbying Practices Report | AGAINST | AGAINST | SHAREHOLDER |
| 5 Report on Non-discrimination Policies | AGAINST | AGAINST | SHAREHOLDER |

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Stryker Corporation

Ticker: SYK Security ID: 863667101

Meeting Date: 05/03/2017 Meeting Type: Annual

Record Date: 03/06/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------------|---------|-----------|------------|
| 1-a | Election of Director Howard E. Cox, Jr. | FOR | FOR | MANAGEMENT |
| 1-b | Election of Director Srikant M. Datar, PhD | FOR | FOR | MANAGEMENT |
| 1-c | Election of Director Roch Doliveux, DVM | FOR | FOR | MANAGEMENT |
| 1-d | Election of Director Louise L. Francesconi | FOR | FOR | MANAGEMENT |
| 1-e | Election of Director Allan C. Golston | FOR | FOR | MANAGEMENT |
| 1-f | Election of Director Kevin A. Lobo | FOR | FOR | MANAGEMENT |
| 1-g | Election of Director Andrew K. Silvernail | FOR | FOR | MANAGEMENT |
| 1-h | Election of Director Ronda E. Stryker | FOR | FOR | MANAGEMENT |
| 2 | Ratification of public accounting firm | FOR | FOR | MANAGEMENT |
| 3 | Approval of 2011 Long-term Incentive Plan | FOR | AGAINST | MANAGEMENT |
| 4 | Approval of 2011 Performance Incentive Plan | FOR | AGAINST | MANAGEMENT |
| 5 | Approval of 2008 Stock Purchase Plan | FOR | AGAINST | MANAGEMENT |
| 6 | Re-approval of executive performance goals | FOR | AGAINST | MANAGEMENT |
| 7 | Say on pay | FOR | AGAINST | MANAGEMENT |
| 8 | Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |

T. Rowe Price Group, Inc.

Ticker: TROW Security ID: 74144T108

Meeting Date: 04/26/2017 Meeting Type: Annual

Record Date: 02/24/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|----------------------------------------------------|---------|-----------|------------|
| 1A | Election of Director Mark S. Bartlett | FOR | FOR | MANAGEMENT |
| 1B | Election of Director Edward C. Bernard | FOR | FOR | MANAGEMENT |
| 1C | Election of Director Mary K. Bush | FOR | FOR | MANAGEMENT |
| 1D | Election of H. Lawrence Culp, Jr. | FOR | FOR | MANAGEMENT |
| 1E | Election of Director Dr. Freeman A. Hrabowski, III | FOR | FOR | MANAGEMENT |
| 1F | Election of Director Robert F. MacLellan | FOR | FOR | MANAGEMENT |
| 1G | Election of Director Brian C. Rogers | FOR | FOR | MANAGEMENT |
| 1H | Election of Director Olympia J. Snowe | FOR | FOR | MANAGEMENT |
| 1I | Election of Director William J. Stromberg | FOR | FOR | MANAGEMENT |
| 1J | Election of Director Dwight S. Taylor | FOR | FOR | MANAGEMENT |
| 1K | Election of Director Anne Marie Whittemore | FOR | FOR | MANAGEMENT |
| 1L | Election of Director Sandra S. Wijnberg | FOR | FOR | MANAGEMENT |
| 1M | Election of Director Alan D. Wilson | FOR | FOR | MANAGEMENT |
| 2 | Say on pay | FOR | AGAINST | MANAGEMENT |
| 3 | Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 4 | Reapproval of 2012 LT Incentive Plan | FOR | AGAINST | MANAGEMENT |
| 5 | Approval of 2017 Non-Employee Director Equity Plan | FOR | AGAINST | MANAGEMENT |
| 6 | Approval of Stock Purchase Plan | FOR | AGAINST | MANAGEMENT |
| 7 | Ratification of independent accounting firm | FOR | FOR | MANAGEMENT |

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| | | | | |
|----|-----------------------------------------|---------|---------|-------------|
| 8 | Report on climate change voting | AGAINST | AGAINST | SHAREHOLDER |
| 9 | Report on executive compensation voting | AGAINST | AGAINST | SHAREHOLDER |
| 10 | Report on employee diversity | FOR | AGAINST | SHAREHOLDER |

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Waters Corporation

Ticker: WAT Security ID: 941848103

Meeting Date: 05/09/2017 Meeting Type: Annual

Record Date: 03/17/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-----------------------------------------------|---------|-----------|------------|
| 1-01 | Election of Director Michael J. Berendt | FOR | FOR | MANAGEMENT |
| 1-02 | Election of Director Douglas A. Berthiaume | FOR | FOR | MANAGEMENT |
| 1-03 | Election of Director Edward Conard | FOR | FOR | MANAGEMENT |
| 1-04 | Election of Director Laurie H. Glimcher | FOR | FOR | MANAGEMENT |
| 1-05 | Election of Director Christopher A. Kuebler | FOR | FOR | MANAGEMENT |
| 1-06 | Election of Director William J. Miller | FOR | FOR | MANAGEMENT |
| 1-07 | Election of Director Christopher J. O'Connell | FOR | FOR | MANAGEMENT |
| 1-08 | Election of Director Joann A. Reed | FOR | FOR | MANAGEMENT |
| 1-09 | Election of Director Thomas P. Salice | FOR | FOR | MANAGEMENT |
| 2 | Ratification of public accounting firm | FOR | FOR | MANAGEMENT |
| 3 | Advisory vote on executive compensation | FOR | AGAINST | MANAGEMENT |
| 4 | Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 5 | Reapproval of 2012 Equity Incentive Plan | FOR | AGAINST | MANAGEMENT |
| 6 | Proxy Access Bylaw | AGAINST | AGAINST | MANAGEMENT |

White Mountains Insurance Group Inc.

Ticker: WTM Security ID: G9618E107

Meeting Date: 05/25/2017 Meeting Type: Annual

Record Date: 04/03/2017

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------------|---------|-----------|------------|
| 1a | Election of Director Yves Brouillette | FOR | WITHHOLD | MANAGEMENT |
| 1b | Election of Director G. Manning Rountree | FOR | WITHHOLD | MANAGEMENT |
| 2a | Election of Director Kevin Pearson | FOR | FOR | MANAGEMENT |
| 2b | Election of Director Jennifer Pitts | FOR | FOR | MANAGEMENT |
| 2c | Election of Director Christine Repay | FOR | FOR | MANAGEMENT |
| 2d | Election of Director John Sinkus | FOR | FOR | MANAGEMENT |
| 3a | Election of Director Reid Campbell | FOR | WITHHOLD | MANAGEMENT |
| 3b | Election of Director Kevin Pearson | FOR | WITHHOLD | MANAGEMENT |
| 3c | Election of Director Jennifer Pitts | FOR | WITHHOLD | MANAGEMENT |
| 3d | Election of Director G. Manning Rountree | FOR | WITHHOLD | MANAGEMENT |
| 4a | Election of Director Christopher Garrod | FOR | FOR | MANAGEMENT |
| 4b | Election of Director Sarah Kolar | FOR | FOR | MANAGEMENT |
| 4c | Election of Director Kevin Pearson | FOR | FOR | MANAGEMENT |
| 4d | Election of Director John Treacy | FOR | FOR | MANAGEMENT |
| 5a | Election of Director Sarah Kolar | FOR | FOR | MANAGEMENT |
| 5b | Election of Director Jonah Pfeffer | FOR | FOR | MANAGEMENT |
| 5c | Election of Director Davinia Smith | FOR | FOR | MANAGEMENT |
| 6a | Election of Director Sarah Kolar | FOR | WITHHOLD | MANAGEMENT |
| 6b | Election of Director Paul McDonough | FOR | WITHHOLD | MANAGEMENT |
| 6c | Election of Director Kevin Pearson | FOR | WITHHOLD | MANAGEMENT |

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| | | | |
|------------------------------------------|--------|----------|------------|
| 6d Election of Director John Treacy | FOR | WITHHOLD | MANAGEMENT |
| 7 Say on pay | FOR | AGAINST | MANAGEMENT |
| 8 Frequency of say on pay | 1-Year | 1-Year | MANAGEMENT |
| 9 Ratification of public accounting firm | FOR | FOR | MANAGEMENT |

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EAGLE CAPITAL GROWTH FUND, INC.

By: /s/ Luke E. Sims
Luke E. Sims, President

Date: August 15, 2017
