

VIRTUS GLOBAL DIVIDEND & INCOME FUND INC.  
Form N-PX  
August 25, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM N-PX

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ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act File Number: 811-05620

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VIRTUS GLOBAL DIVIDEND & INCOME FUND INC.  
(fka THE ZWEIG TOTAL RETURN FUND, INC.)  
(exact name of registrant as specified in charter)

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101 Munson Street, Greenfield, MA 01301  
(Address of principal executive offices)

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William Renahan, Esq., Virtus Investment Partners, Inc. 100 Pearl Street,  
Hartford, CT 06103  
(Name and Address of agent for service)

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Registrant's telephone number, including area code: 800-243-1574

Date of Fiscal Year End: 12/31

Date of Reporting Period: 07/01/2016 - 06/30/2017

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\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-05620  
Reporting Period: 07/01/2016 - 06/30/2017  
Virtus Global Dividend and Income Fund Inc.  
(fka The Zweig Total Return Fund, Inc.)

# Edgar Filing: VIRTUS GLOBAL DIVIDEND & INCOME FUND INC. - Form N-PX

===== Virtus Global Dividend and Income Fund Inc. =====  
 (fka The Zweig Total Return Fund, Inc.)

ALCOA INC.

Ticker: AA Security ID: 013817101  
 Meeting Date: OCT 05, 2016 Meeting Type: Special  
 Record Date: AUG 03, 2016

| # | Proposal                    | Mgt Rec | Vote Cast | Sponsor    |
|---|-----------------------------|---------|-----------|------------|
| 1 | Approve Reverse Stock Split | For     | For       | Management |
| 2 | Amend Articles              | For     | For       | Management |

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ALIBABA GROUP HOLDING LIMITED

Ticker: BABA Security ID: 01609W102  
 Meeting Date: OCT 13, 2016 Meeting Type: Annual  
 Record Date: AUG 19, 2016

| #   | Proposal                                  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Daniel Yong Zhang as Director       | For     | Against   | Management |
| 1.2 | Elect Chee Hwa Tung as Director           | For     | For       | Management |
| 1.3 | Elect Jerry Yang as Director              | For     | For       | Management |
| 1.4 | Elect Wan Ling Martello as Director       | For     | For       | Management |
| 1.5 | Elect Eric Xiandong Jing as Director      | For     | Against   | Management |
| 2   | Ratify PricewaterhouseCoopers as Auditors | For     | For       | Management |

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ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103  
 Meeting Date: MAY 18, 2017 Meeting Type: Annual  
 Record Date: MAR 27, 2017

| #    | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|------|--|----------|-----------|-------------|
| 1.1  | Elect Director Gerald L. Baliles                               | For      | For       | Management  |
| 1.2  | Elect Director Martin J. Barrington                            | For      | For       | Management  |
| 1.3  | Elect Director John T. Casteen, III                            | For      | For       | Management  |
| 1.4  | Elect Director Dinyar S. Devitre                               | For      | For       | Management  |
| 1.5  | Elect Director Thomas F. Farrell, II                           | For      | For       | Management  |
| 1.6  | Elect Director Debra J. Kelly-Ennis                            | For      | For       | Management  |
| 1.7  | Elect Director W. Leo Kiely, III                               | For      | For       | Management  |
| 1.8  | Elect Director Kathryn B. McQuade                              | For      | For       | Management  |
| 1.9  | Elect Director George Munoz                                    | For      | For       | Management  |
| 1.10 | Elect Director Nabil Y. Sakkab                                 | For      | For       | Management  |
| 1.11 | Elect Director Virginia E. Shanks                              | For      | For       | Management  |
| 2    | Ratify PricewaterhouseCoopers LLP as Auditors                  | For      | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 4    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 5    | Cease Tobacco-Related Advertising                              | Against  | Against   | Shareholder |

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 ANALOG DEVICES, INC.

Ticker: ADI Security ID: 032654105  
 Meeting Date: MAR 08, 2017 Meeting Type: Annual  
 Record Date: JAN 09, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1a | Elect Director Ray Stata                                       | For      | For       | Management |
| 1b | Elect Director Vincent Roche                                   | For      | For       | Management |
| 1c | Elect Director James A. Champy                                 | For      | For       | Management |
| 1d | Elect Director Bruce R. Evans                                  | For      | For       | Management |
| 1e | Elect Director Edward H. Frank                                 | For      | For       | Management |
| 1f | Elect Director Mark M. Little                                  | For      | For       | Management |
| 1g | Elect Director Neil Novich                                     | For      | For       | Management |
| 1h | Elect Director Kenton J. Sicchitano                            | For      | For       | Management |
| 1i | Elect Director Lisa T. Su                                      | For      | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 4  | Ratify Ernst & Young LLP as Auditors                           | For      | For       | Management |

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 ASTRAZENECA PLC

Ticker: AZN Security ID: 046353108  
 Meeting Date: APR 27, 2017 Meeting Type: Annual  
 Record Date: MAR 16, 2017

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports    | For     | For       | Management |
| 2  | Approve Dividends                                    | For     | For       | Management |
| 3  | Appoint PricewaterhouseCoopers LLP as Auditors       | For     | For       | Management |
| 4  | Authorise Board to Fix Remuneration of Auditors      | For     | For       | Management |
| 5a | Re-elect Leif Johansson as Director                  | For     | For       | Management |
| 5b | Re-elect Pascal Soriot as Director                   | For     | For       | Management |
| 5c | Re-elect Marc Dunoyer as Director                    | For     | For       | Management |
| 5d | Re-elect Genevieve Berger as Director                | For     | For       | Management |
| 5e | Elect Philip Broadley as Director                    | For     | For       | Management |
| 5f | Re-elect Bruce Burlington as Director                | For     | For       | Management |
| 5g | Re-elect Graham Chipchase as Director                | For     | For       | Management |
| 5h | Re-elect Rudy Markham as Director                    | For     | For       | Management |
| 5i | Re-elect Shriti Vadera as Director                   | For     | For       | Management |
| 5j | Re-elect Marcus Wallenberg as Director               | For     | For       | Management |
| 6  | Approve Remuneration Report                          | For     | Against   | Management |
| 7  | Approve Remuneration Policy                          | For     | For       | Management |
| 8  | Approve EU Political Donations and Expenditure       | For     | For       | Management |
| 9  | Authorise Issue of Equity with Pre-emptive Rights    | For     | For       | Management |
| 10 | Authorise Issue of Equity without Pre-emptive Rights | For     | For       | Management |
| 11 | Authorise Market Purchase of Ordinary Shares         | For     | For       | Management |
| 12 | Authorise the Company to Call General                | For     | For       | Management |

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Meeting with Two Weeks' Notice

AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 28, 2017 Meeting Type: Annual  
 Record Date: FEB 28, 2017

| #    | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|------|--|----------|-----------|-------------|
| 1.1  | Elect Director Randall L. Stephenson                           | For      | For       | Management  |
| 1.2  | Elect Director Samuel A. Di Piazza, Jr.                        | For      | For       | Management  |
| 1.3  | Elect Director Richard W. Fisher                               | For      | For       | Management  |
| 1.4  | Elect Director Scott T. Ford                                   | For      | For       | Management  |
| 1.5  | Elect Director Glenn H. Hutchins                               | For      | For       | Management  |
| 1.6  | Elect Director William E. Kennard                              | For      | For       | Management  |
| 1.7  | Elect Director Michael B. McCallister                          | For      | For       | Management  |
| 1.8  | Elect Director Beth E. Mooney                                  | For      | For       | Management  |
| 1.9  | Elect Director Joyce M. Roche                                  | For      | For       | Management  |
| 1.10 | Elect Director Matthew K. Rose                                 | For      | For       | Management  |
| 1.11 | Elect Director Cynthia B. Taylor                               | For      | For       | Management  |
| 1.12 | Elect Director Laura D'Andrea Tyson                            | For      | For       | Management  |
| 1.13 | Elect Director Geoffrey Y. Yang                                | For      | For       | Management  |
| 2    | Ratify Ernst & Young LLP as Auditors                           | For      | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 4    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 5    | Report on Indirect Political Contributions                     | Against  | For       | Shareholder |
| 6    | Report on Lobbying Payments and Policy                         | Against  | For       | Shareholder |
| 7    | Amend Proxy Access Right                                       | Against  | For       | Shareholder |
| 8    | Provide Right to Act by Written Consent                        | Against  | For       | Shareholder |

BANK OF HAWAII CORPORATION

Ticker: BOH Security ID: 062540109  
 Meeting Date: APR 28, 2017 Meeting Type: Annual  
 Record Date: FEB 28, 2017

| #    | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|------|--|----------|-----------|------------|
| 1.1  | Elect Director S. Haunani Apoliona                             | For      | For       | Management |
| 1.2  | Elect Director Mary G. F. Bitterman                            | For      | For       | Management |
| 1.3  | Elect Director Mark A. Burak                                   | For      | For       | Management |
| 1.4  | Elect Director Michael J. Chun                                 | For      | For       | Management |
| 1.5  | Elect Director Clinton R. Churchill                            | For      | For       | Management |
| 1.6  | Elect Director Peter S. Ho                                     | For      | For       | Management |
| 1.7  | Elect Director Robert Huret                                    | For      | For       | Management |
| 1.8  | Elect Director Kent T. Lucien                                  | For      | For       | Management |
| 1.9  | Elect Director Alicia E. Moy                                   | For      | For       | Management |
| 1.10 | Elect Director Victor K. Nichols                               | For      | For       | Management |
| 1.11 | Elect Director Barbara J. Tanabe                               | For      | For       | Management |
| 1.12 | Elect Director Raymond P. Vara, Jr.                            | For      | For       | Management |
| 1.13 | Elect Director Robert W. Wo                                    | For      | For       | Management |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 3    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 4    | Amend Omnibus Stock Plan                                       | For      | For       | Management |

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5      Ratify Ernst & Young LLP as Auditors      For      For      Management

### BASF SE

Ticker:            BAS                            Security ID: 055262505  
 Meeting Date: MAY 12, 2017      Meeting Type: Annual  
 Record Date: MAR 31, 2017

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Receive Financial Statements and Statutory Reports for Fiscal 2016 (Non-Voting)  | None    | None      | Management |
| 2 | Approve Allocation of Income and Dividends of EUR 3.00 per Share   | For     | For       | Management |
| 3 | Approve Discharge of Supervisory Board for Fiscal 2016   | For     | For       | Management |
| 4 | Approve Discharge of Management Board for Fiscal 2016  | For     | For       | Management |
| 5 | Ratify KPMG AG as Auditors for Fiscal 2017   | For     | For       | Management |
| 6 | Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares  | For     | For       | Management |
| 7 | Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights up to Aggregate Nominal Amount of EUR 10 Billion; Approve Creation of EUR 117.6 Million Pool of Capital to Guarantee Conversion Rights | For     | For       | Management |
| 8 | Approve Remuneration of Supervisory Board  | For     | For       | Management |

### BCE INC.

Ticker:            BCE                            Security ID: 05534B760  
 Meeting Date: APR 26, 2017      Meeting Type: Annual  
 Record Date: MAR 13, 2017

| #    | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|------|-----------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Barry K. Allen     | For     | For       | Management |
| 1.2  | Elect Director Sophie Brochu      | For     | For       | Management |
| 1.3  | Elect Director Robert E. Brown    | For     | For       | Management |
| 1.4  | Elect Director George A. Cope     | For     | For       | Management |
| 1.5  | Elect Director David F. Denison   | For     | For       | Management |
| 1.6  | Elect Director Robert P. Dexter   | For     | For       | Management |
| 1.7  | Elect Director Ian Greenberg      | For     | For       | Management |
| 1.8  | Elect Director Katherine Lee      | For     | For       | Management |
| 1.9  | Elect Director Monique F. Leroux  | For     | For       | Management |
| 1.10 | Elect Director Gordon M. Nixon    | For     | For       | Management |
| 1.11 | Elect Director Calin Rovinescu    | For     | For       | Management |
| 1.12 | Elect Director Karen Sheriff      | For     | For       | Management |
| 1.13 | Elect Director Robert C. Simmonds | For     | For       | Management |
| 1.14 | Elect Director Paul R. Weiss      | For     | For       | Management |
| 2    | Ratify Deloitte LLP as Auditors   | For     | For       | Management |
| 3    | Advisory Vote on Executive        | For     | For       | Management |

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## Compensation Approach

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### CI FINANCIAL CORP.

Ticker: CIX Security ID: 125491100  
 Meeting Date: APR 20, 2017 Meeting Type: Annual/Special  
 Record Date: FEB 21, 2017

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Peter W. Anderson  | For     | For       | Management |
| 1.2 | Elect Director Sonia A. Baxendale   | For     | For       | Management |
| 1.3 | Elect Director Paul W. Derksen  | For     | For       | Management |
| 1.4 | Elect Director William T. Holland   | For     | For       | Management |
| 1.5 | Elect Director David P. Miller  | For     | For       | Management |
| 1.6 | Elect Director Stephen T. Moore   | For     | For       | Management |
| 1.7 | Elect Director Tom P. Muir  | For     | For       | Management |
| 2   | Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration | For     | For       | Management |
| 3   | Approve Restricted Share Unit Plan  | For     | For       | Management |
| 4   | Amend Quorum Requirements   | For     | For       | Management |
| 5   | Advisory Vote on Executive Compensation Approach                                    | For     | For       | Management |

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### CINCINNATI FINANCIAL CORPORATION

Ticker: CINF Security ID: 172062101  
 Meeting Date: MAY 06, 2017 Meeting Type: Annual  
 Record Date: MAR 07, 2017

| #    | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|------|--|----------|-----------|------------|
| 1.1  | Elect Director William F. Bahl                                 | For      | For       | Management |
| 1.2  | Elect Director Gregory T. Bier                                 | For      | For       | Management |
| 1.3  | Elect Director Linda W. Clement-Holmes                         | For      | For       | Management |
| 1.4  | Elect Director Dirk J. Debbink                                 | For      | For       | Management |
| 1.5  | Elect Director Steven J. Johnston                              | For      | For       | Management |
| 1.6  | Elect Director Kenneth C. Lichtendahl                          | For      | For       | Management |
| 1.7  | Elect Director W. Rodney McMullen                              | For      | For       | Management |
| 1.8  | Elect Director David P. Osborn                                 | For      | For       | Management |
| 1.9  | Elect Director Gretchen W. Price                               | For      | For       | Management |
| 1.10 | Elect Director Thomas R. Schiff                                | For      | For       | Management |
| 1.11 | Elect Director Douglas S. Skidmore                             | For      | For       | Management |
| 1.12 | Elect Director Kenneth W. Stecher                              | For      | For       | Management |
| 1.13 | Elect Director John F. Steele, Jr.                             | For      | For       | Management |
| 1.14 | Elect Director Larry R. Webb                                   | For      | For       | Management |
| 2    | Ratify Deloitte & Touche LLP as Auditors                       | For      | For       | Management |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

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### CISCO SYSTEMS, INC.

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Ticker: CSCO Security ID: 17275R102  
 Meeting Date: DEC 12, 2016 Meeting Type: Annual  
 Record Date: OCT 14, 2016

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Carol A. Bartz                                  | For     | For       | Management  |
| 1b | Elect Director M. Michele Burns                                | For     | For       | Management  |
| 1c | Elect Director Michael D. Capellas                             | For     | For       | Management  |
| 1d | Elect Director John T. Chambers                                | For     | For       | Management  |
| 1e | Elect Director Amy L. Chang                                    | For     | For       | Management  |
| 1f | Elect Director John L. Hennessy                                | For     | For       | Management  |
| 1g | Elect Director Kristina M. Johnson                             | For     | For       | Management  |
| 1h | Elect Director Roderick C. McGeary                             | For     | For       | Management  |
| 1i | Elect Director Charles H. Robbins                              | For     | For       | Management  |
| 1j | Elect Director Arun Sarin                                      | For     | For       | Management  |
| 1k | Elect Director Steven M. West                                  | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 3  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For     | For       | Management  |
| 4  | Report on Lobbying Payments and Policy                         | Against | For       | Shareholder |
| 5  | Report on Arab and non-Arab Employees using EEO-1 Categories   | Against | Against   | Shareholder |
| 6  | Establish Board Committee on Operations in Israeli Settlements | Against | Against   | Shareholder |

### CROWN CASTLE INTERNATIONAL CORP.

Ticker: CCI Security ID: 22822V101  
 Meeting Date: MAY 18, 2017 Meeting Type: Annual  
 Record Date: MAR 27, 2017

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director P. Robert Bartolo                               | For     | For       | Management  |
| 1b | Elect Director Jay A. Brown                                    | For     | For       | Management  |
| 1c | Elect Director Cindy Christy                                   | For     | For       | Management  |
| 1d | Elect Director Ari Q. Fitzgerald                               | For     | For       | Management  |
| 1e | Elect Director Robert E. Garrison, II                          | For     | For       | Management  |
| 1f | Elect Director Lee W. Hogan                                    | For     | For       | Management  |
| 1g | Elect Director Edward C. Hutcheson, Jr.                        | For     | For       | Management  |
| 1h | Elect Director J. Landis Martin                                | For     | For       | Management  |
| 1i | Elect Director Robert F. McKenzie                              | For     | For       | Management  |
| 1j | Elect Director Anthony J. Melone                               | For     | For       | Management  |
| 1k | Elect Director W. Benjamin Moreland                            | For     | For       | Management  |
| 2  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4  | Adopt Proxy Access Right                                       | Against | For       | Shareholder |

### FASTENAL COMPANY

Ticker: FAST Security ID: 311900104  
 Meeting Date: APR 25, 2017 Meeting Type: Annual  
 Record Date: FEB 24, 2017

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| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1a | Elect Director Willard D. Oberton                              | For      | For       | Management |
| 1b | Elect Director Michael J. Ancius                               | For      | For       | Management |
| 1c | Elect Director Michael J. Dolan                                | For      | For       | Management |
| 1d | Elect Director Stephen L. Eastman                              | For      | For       | Management |
| 1e | Elect Director Daniel L. Florness                              | For      | For       | Management |
| 1f | Elect Director Rita J. Heise                                   | For      | For       | Management |
| 1g | Elect Director Darren R. Jackson                               | For      | For       | Management |
| 1h | Elect Director Daniel L. Johnson                               | For      | For       | Management |
| 1i | Elect Director Scott A. Satterlee                              | For      | For       | Management |
| 1j | Elect Director Reyne K. Wisecup                                | For      | For       | Management |
| 2  | Ratify KPMG LLP as Auditors                                    | For      | For       | Management |
| 3  | Amend Executive Incentive Bonus Plan                           | For      | For       | Management |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 5  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

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### GLAXOSMITHKLINE PLC

Ticker: GSK                      Security ID: 37733W105  
 Meeting Date: MAY 04, 2017      Meeting Type: Annual  
 Record Date: MAR 27, 2017

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports   | For     | For       | Management |
| 2  | Approve Remuneration Report   | For     | For       | Management |
| 3  | Approve Remuneration Policy   | For     | For       | Management |
| 4  | Elect Emma Walmsley as Director   | For     | For       | Management |
| 5  | Elect Dr Vivienne Cox as Director   | For     | For       | Management |
| 6  | Elect Dr Patrick Vallance as Director   | For     | For       | Management |
| 7  | Re-elect Philip Hampton as Director   | For     | For       | Management |
| 8  | Re-elect Sir Roy Anderson as Director   | For     | For       | Management |
| 9  | Re-elect Vindi Banga as Director  | For     | For       | Management |
| 10 | Re-elect Simon Dingemans as Director  | For     | For       | Management |
| 11 | Re-elect Lynn Elsenhans as Director   | For     | For       | Management |
| 12 | Re-elect Dr Jesse Goodman as Director   | For     | For       | Management |
| 13 | Re-elect Judy Lewent as Director  | For     | For       | Management |
| 14 | Re-elect Urs Rohner as Director   | For     | For       | Management |
| 15 | Reappoint PricewaterhouseCoopers LLP as Auditors  | For     | For       | Management |
| 16 | Authorise the Audit & Risk Committee to Fix Remuneration of Auditors  | For     | For       | Management |
| 17 | Authorise EU Political Donations and Expenditure  | For     | For       | Management |
| 18 | Authorise Issue of Equity with Pre-emptive Rights   | For     | For       | Management |
| 19 | Authorise Issue of Equity without Pre-emptive Rights  | For     | For       | Management |
| 20 | Authorise Issue of Equity with Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment               | For     | For       | Management |
| 21 | Authorise Market Purchase of Ordinary Shares  | For     | For       | Management |
| 22 | Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditors' Reports | For     | For       | Management |



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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 23 | Authorise the Company to Call General Meeting with Two Weeks' Notice | For | For | Management |
| 24 | Approve Performance Share Plan                                       | For | For | Management |
| 25 | Approve Deferred Annual Bonus Plan                                   | For | For | Management |

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HSBC HOLDINGS PLC

Ticker:           HSBA                   Security ID: 404280406

Meeting Date: APR 28, 2017   Meeting Type: Annual

Record Date: MAR 13, 2017

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1    | Accept Financial Statements and Statutory Reports  | For     | For       | Management |
| 2    | Approve Remuneration Report  | For     | For       | Management |
| 3(a) | Elect David Nish as Director   | For     | For       | Management |
| 3(b) | Elect Jackson Tai as Director  | For     | For       | Management |
| 3(c) | Re-elect Phillip Ameen as Director   | For     | For       | Management |
| 3(d) | Re-elect Kathleen Casey as Director  | For     | For       | Management |
| 3(e) | Re-elect Laura Cha as Director   | For     | For       | Management |
| 3(f) | Re-elect Henri de Castries as Director   | For     | For       | Management |
| 3(g) | Re-elect Lord Evans of Weardale as Director  | For     | For       | Management |
| 3(h) | Re-elect Joachim Faber as Director   | For     | For       | Management |
| 3(i) | Re-elect Douglas Flint as Director   | For     | For       | Management |
| 3(j) | Re-elect Stuart Gulliver as Director   | For     | For       | Management |
| 3(k) | Re-elect Irene Lee as Director   | For     | Against   | Management |
| 3(l) | Re-elect John Lipsky as Director   | For     | For       | Management |
| 3(m) | Re-elect Iain Mackay as Director   | For     | For       | Management |
| 3(n) | Re-elect Heidi Miller as Director  | For     | For       | Management |
| 3(o) | Re-elect Marc Moses as Director  | For     | For       | Management |
| 3(p) | Re-elect Jonathan Symonds as Director  | For     | For       | Management |
| 3(q) | Re-elect Pauline van der Meer Mohr as Director   | For     | For       | Management |
| 3(r) | Re-elect Paul Walsh as Director  | For     | Against   | Management |
| 4    | Reappoint PricewaterhouseCoopers LLP as Auditors   | For     | For       | Management |
| 5    | Authorise the Group Audit Committee to Fix Remuneration of Auditors  | For     | For       | Management |
| 6    | Authorise EU Political Donations and Expenditure   | For     | For       | Management |
| 7    | Authorise Issue of Equity with Pre-emptive Rights  | For     | For       | Management |
| 8    | Authorise Issue of Equity without Pre-emptive Rights   | For     | For       | Management |
| 9    | Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment | For     | For       | Management |
| 10   | Authorise Directors to Allot Any Repurchased Shares  | For     | For       | Management |
| 11   | Authorise Market Purchase of Ordinary Shares   | For     | For       | Management |
| 12   | Authorise Issue of Equity in Relation to Contingent Convertible Securities   | For     | For       | Management |
| 13   | Authorise Issue of Equity without Pre-emptive Rights in Relation to Contingent Convertible Securities              | For     | For       | Management |
| 14   | Authorise the Company to Call General  | For     | For       | Management |

# Edgar Filing: VIRTUS GLOBAL DIVIDEND & INCOME FUND INC. - Form N-PX

Meeting with Two Weeks' Notice

## ISHARES TRUST

Ticker: Security ID: 464287242  
 Meeting Date: JUN 19, 2017 Meeting Type: Special  
 Record Date: MAY 02, 2017

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jane D. Carlin     | For     | For       | Management |
| 1.2 | Elect Director Richard L. Fagnani | For     | For       | Management |
| 1.3 | Elect Director Drew E. Lawton     | For     | For       | Management |
| 1.4 | Elect Director Madhav V. Rajan    | For     | For       | Management |
| 1.5 | Elect Director Mark Wiedman       | For     | For       | Management |

## KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103  
 Meeting Date: APR 20, 2017 Meeting Type: Annual  
 Record Date: FEB 21, 2017

| #    | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|------|--|----------|-----------|------------|
| 1.1  | Elect Director John F. Bergstrom                               | For      | For       | Management |
| 1.2  | Elect Director Abelardo E. Bru                                 | For      | For       | Management |
| 1.3  | Elect Director Robert W. Decherd                               | For      | For       | Management |
| 1.4  | Elect Director Thomas J. Falk                                  | For      | For       | Management |
| 1.5  | Elect Director Fabian T. Garcia                                | For      | For       | Management |
| 1.6  | Elect Director Michael D. Hsu                                  | For      | For       | Management |
| 1.7  | Elect Director Mae C. Jemison                                  | For      | For       | Management |
| 1.8  | Elect Director James M. Jenness                                | For      | For       | Management |
| 1.9  | Elect Director Nancy J. Karch                                  | For      | For       | Management |
| 1.10 | Elect Director Christa S. Quarles                              | For      | For       | Management |
| 1.11 | Elect Director Ian C. Read                                     | For      | For       | Management |
| 1.12 | Elect Director Marc J. Shapiro                                 | For      | For       | Management |
| 1.13 | Elect Director Michael D. White                                | For      | For       | Management |
| 2    | Ratify Deloitte & Touche LLP as Auditors                       | For      | For       | Management |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

## LAS VEGAS SANDS CORP.

Ticker: LVS Security ID: 517834107  
 Meeting Date: JUN 08, 2017 Meeting Type: Annual  
 Record Date: APR 10, 2017

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Charles D. Forman | For     | For       | Management |
| 1.2 | Elect Director Steven L. Gerard  | For     | For       | Management |
| 1.3 | Elect Director George Jamieson   | For     | For       | Management |
| 1.4 | Elect Director Lewis Kramer      | For     | For       | Management |
| 2   | Ratify Deloitte & Touche LLP as  | For     | For       | Management |

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|   |  |          |          |            |
|---|--|----------|----------|------------|
|   | Auditors   |          |          |            |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | Against  | Management |
| 4 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |

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### LEGGETT & PLATT, INCORPORATED

Ticker:           LEG                           Security ID: 524660107  
 Meeting Date: MAY 09, 2017   Meeting Type: Annual  
 Record Date: MAR 03, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1a | Elect Director Robert E. Brunner                               | For      | For       | Management |
| 1b | Elect Director Robert G. Culp, III                             | For      | For       | Management |
| 1c | Elect Director R. Ted Enloe, III                               | For      | For       | Management |
| 1d | Elect Director Manuel A. Fernandez                             | For      | For       | Management |
| 1e | Elect Director Matthew C. Flanigan                             | For      | For       | Management |
| 1f | Elect Director Karl G. Glassman                                | For      | For       | Management |
| 1g | Elect Director Joseph W. McClanathan                           | For      | For       | Management |
| 1h | Elect Director Judy C. Odom                                    | For      | For       | Management |
| 1i | Elect Director Phoebe A. Wood                                  | For      | For       | Management |
| 2  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For      | For       | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

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### NATIONAL GRID PLC

Ticker:           NG.                           Security ID: 636274300  
 Meeting Date: MAY 19, 2017   Meeting Type: Special  
 Record Date: APR 12, 2017

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Approve Share Consolidation  | For     | For       | Management |
| 2 | Authorise Issue of Equity with Pre-emptive Rights  | For     | For       | Management |
| 3 | Authorise Issue of Equity without Pre-emptive Rights   | For     | For       | Management |
| 4 | Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment | For     | For       | Management |
| 5 | Authorise Market Purchase of New Ordinary Shares   | For     | For       | Management |

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### PAYCHEX, INC.

Ticker:           PAYX                           Security ID: 704326107  
 Meeting Date: OCT 12, 2016   Meeting Type: Annual  
 Record Date: AUG 15, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 1a | Elect Director B. Thomas Golisano                              | For | For | Management |
| 1b | Elect Director Joseph G. Doody                                 | For | For | Management |
| 1c | Elect Director David J.S. Flaschen                             | For | For | Management |
| 1d | Elect Director Phillip Horsley                                 | For | For | Management |
| 1e | Elect Director Grant M. Inman                                  | For | For | Management |
| 1f | Elect Director Pamela A. Joseph                                | For | For | Management |
| 1g | Elect Director Martin Mucci                                    | For | For | Management |
| 1h | Elect Director Joseph M. Tucci                                 | For | For | Management |
| 1i | Elect Director Joseph M. Velli                                 | For | For | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For | For | Management |

### PPL CORPORATION

Ticker: PPL Security ID: 69351T106  
 Meeting Date: MAY 17, 2017 Meeting Type: Annual  
 Record Date: FEB 28, 2017

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|-----|--|----------|-----------|-------------|
| 1.1 | Elect Director Rodney C. Adkins                                | For      | For       | Management  |
| 1.2 | Elect Director John W. Conway                                  | For      | For       | Management  |
| 1.3 | Elect Director Steven G. Elliott                               | For      | For       | Management  |
| 1.4 | Elect Director Raja Rajamannar                                 | For      | For       | Management  |
| 1.5 | Elect Director Craig A. Rogerson                               | For      | For       | Management  |
| 1.6 | Elect Director William H. Spence                               | For      | For       | Management  |
| 1.7 | Elect Director Natica von Althann                              | For      | For       | Management  |
| 1.8 | Elect Director Keith H. Williamson                             | For      | For       | Management  |
| 1.9 | Elect Director Armando Zagalo de Lima                          | For      | For       | Management  |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 3   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 4   | Amend Omnibus Stock Plan                                       | For      | For       | Management  |
| 5   | Ratify Deloitte & Touche LLP as Auditors                       | For      | For       | Management  |
| 6   | Assess Portfolio Impacts of Policies to Meet 2 Degree Scenario | Against  | For       | Shareholder |

### REALTY INCOME CORPORATION

Ticker: O Security ID: 756109104  
 Meeting Date: MAY 16, 2017 Meeting Type: Annual  
 Record Date: MAR 09, 2017

| #  | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|----|--------------------------------------|---------|-----------|------------|
| 1a | Elect Director Kathleen R. Allen     | For     | For       | Management |
| 1b | Elect Director John P. Case          | For     | For       | Management |
| 1c | Elect Director A. Larry Chapman      | For     | For       | Management |
| 1d | Elect Director Priya Cherian Huskins | For     | Against   | Management |
| 1e | Elect Director Michael D. McKee      | For     | Against   | Management |
| 1f | Elect Director Gregory T. McLaughlin | For     | For       | Management |
| 1g | Elect Director Ronald L. Merriman    | For     | Against   | Management |
| 1h | Elect Director Stephen E. Sterrett   | For     | For       | Management |
| 2  | Ratify KPMG LLP as Auditors          | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named        | For     | For       | Management |

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Executive Officers' Compensation  
 4 Advisory Vote on Say on Pay Frequency One Year One Year Management

### ROYAL BANK OF CANADA

Ticker: RY Security ID: 780087102  
 Meeting Date: APR 06, 2017 Meeting Type: Annual  
 Record Date: FEB 08, 2017

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Andrew A. Chisholm   | For     | For       | Management  |
| 1.2  | Elect Director Jacynthe Cote  | For     | For       | Management  |
| 1.3  | Elect Director Toos N. Daruvala   | For     | For       | Management  |
| 1.4  | Elect Director David F. Denison   | For     | For       | Management  |
| 1.5  | Elect Director Richard L. George  | For     | For       | Management  |
| 1.6  | Elect Director Alice D. Laberge   | For     | For       | Management  |
| 1.7  | Elect Director Michael H. McCain  | For     | For       | Management  |
| 1.8  | Elect Director David McKay  | For     | For       | Management  |
| 1.9  | Elect Director Heather Munroe-Blum  | For     | For       | Management  |
| 1.10 | Elect Director Thomas A. Renyi  | For     | For       | Management  |
| 1.11 | Elect Director Kathleen Taylor  | For     | For       | Management  |
| 1.12 | Elect Director Bridget A. van Kralingen   | For     | For       | Management  |
| 1.13 | Elect Director Thierry Vandal   | For     | For       | Management  |
| 2    | Ratify PricewaterhouseCoopers LLP as Auditors   | For     | For       | Management  |
| 3    | Advisory Vote on Executive Compensation Approach  | For     | For       | Management  |
| 4    | SP 1: Adopt a Policy of Withdrawal from Tax Havens or Jurisdictions with Low Tax Rates              | Against | Against   | Shareholder |
| 5    | SP 2: Approve Annual Disclosure of Lobbying-Related Matters   | Against | For       | Shareholder |
| 6    | SP 3: Approve Simplification and Improvement of the Management Disclosure on Executive Compensation | Against | Against   | Shareholder |
| 7    | SP 4: Approve Board Size By-Law   | Against | Against   | Shareholder |
| 8    | SP 5: Adopt Proxy Access Bylaw  | Against | For       | Shareholder |
| 9    | SP 6: Approve Retirement and Severance Agreements   | Against | Against   | Shareholder |
| 10   | SP 7: Approve Placement of Shareholder Proposals in Circular  | Against | Against   | Shareholder |

### ROYAL DUTCH SHELL PLC

Ticker: RDSA Security ID: 780259107  
 Meeting Date: MAY 23, 2017 Meeting Type: Annual  
 Record Date: APR 13, 2017

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For     | For       | Management |
| 2 | Approve Remuneration Policy                       | For     | For       | Management |
| 3 | Approve Remuneration Report                       | For     | For       | Management |
| 4 | Elect Catherine Hughes as Director                | For     | For       | Management |
| 5 | Elect Roberto Setubal as Director                 | For     | For       | Management |
| 6 | Re-elect Ben van Beurden as Director              | For     | For       | Management |

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|    |  |         |         |             |
|----|--|---------|---------|-------------|
| 7  | Re-elect Guy Elliott as Director   | For     | For     | Management  |
| 8  | Re-elect Euleen Goh as Director  | For     | For     | Management  |
| 9  | Re-elect Charles Holliday as Director  | For     | For     | Management  |
| 10 | Re-elect Gerard Kleisterlee as Director  | For     | For     | Management  |
| 11 | Re-elect Sir Nigel Sheinwald as Director   | For     | For     | Management  |
| 12 | Re-elect Linda Stuntz as Director  | For     | For     | Management  |
| 13 | Elect Jessica Uhl as Director  | For     | For     | Management  |
| 14 | Re-elect Hans Wijers as Director   | For     | For     | Management  |
| 15 | Re-elect Gerrit Zalm as Director   | For     | For     | Management  |
| 16 | Reappoint Ernst & Young LLP as Auditors  | For     | For     | Management  |
| 17 | Authorise the Audit Committee to Fix Remuneration of Auditors                        | For     | For     | Management  |
| 18 | Authorise Issue of Equity with Pre-emptive Rights                                    | For     | For     | Management  |
| 19 | Authorise Issue of Equity without Pre-emptive Rights                                 | For     | For     | Management  |
| 20 | Authorise Market Purchase of Ordinary Shares   | For     | For     | Management  |
| 21 | Request Shell to Set and Publish Targets for Reducing Greenhouse Gas (GHG) Emissions | Against | Against | Shareholder |

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### TAKEDA PHARMACEUTICAL CO. LTD.

Ticker: 4502 Security ID: 874060205  
 Meeting Date: JUN 28, 2017 Meeting Type: Annual  
 Record Date: MAR 31, 2017

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|-----|---|---------|-----------|-------------|
| 1   | Approve Allocation of Income, with a Final Dividend of JPY 90   | For     | For       | Management  |
| 2.1 | Elect Director Christophe Weber   | For     | For       | Management  |
| 2.2 | Elect Director Iwasaki, Masato  | For     | For       | Management  |
| 2.3 | Elect Director Andrew Plump   | For     | For       | Management  |
| 2.4 | Elect Director James Kehoe  | For     | For       | Management  |
| 2.5 | Elect Director Fujimori, Yoshiaki   | For     | For       | Management  |
| 2.6 | Elect Director Higashi, Emiko   | For     | For       | Management  |
| 2.7 | Elect Director Michel Orsinger  | For     | For       | Management  |
| 2.8 | Elect Director Sakane, Masahiro   | For     | For       | Management  |
| 2.9 | Elect Director Shiga, Toshiyuki   | For     | For       | Management  |
| 3   | Approve Annual Bonus  | For     | For       | Management  |
| 4   | Amend Articles to Add Provisions Prohibiting Appointment of Corporate Counselors or Advisors Who Will Give Advice to Representative Directors | Against | For       | Shareholder |
| 5   | Remove Director and Chairman Yasuchika Hasegawa from Office   | Against | Against   | Shareholder |

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### THE DOW CHEMICAL COMPANY

Ticker: DOW Security ID: 260543103  
 Meeting Date: JUL 20, 2016 Meeting Type: Special  
 Record Date: JUN 02, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|   |                                    |     |     |            |
|---|------------------------------------|-----|-----|------------|
| 1 | Approve Merger Agreement           | For | For | Management |
| 2 | Adjourn Meeting                    | For | For | Management |
| 3 | Advisory Vote on Golden Parachutes | For | For | Management |

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### THE PROCTER & GAMBLE COMPANY

Ticker: PG Security ID: 742718109  
 Meeting Date: OCT 11, 2016 Meeting Type: Annual  
 Record Date: AUG 12, 2016

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Francis S. Blake   | For     | For       | Management  |
| 1b | Elect Director Angela F. Braly  | For     | For       | Management  |
| 1c | Elect Director Kenneth I. Chenault  | For     | For       | Management  |
| 1d | Elect Director Scott D. Cook  | For     | For       | Management  |
| 1e | Elect Director Terry J. Lundgren  | For     | For       | Management  |
| 1f | Elect Director W. James McNerney, Jr.   | For     | For       | Management  |
| 1g | Elect Director David S. Taylor  | For     | For       | Management  |
| 1h | Elect Director Margaret C. Whitman  | For     | For       | Management  |
| 1i | Elect Director Patricia A. Woertz   | For     | For       | Management  |
| 1j | Elect Director Ernesto Zedillo  | For     | For       | Management  |
| 2  | Ratify Deloitte & Touche LLP as Auditors  | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation                                      | For     | For       | Management  |
| 4  | Report on Consistency Between Corporate Values and Political Activities                             | Against | Against   | Shareholder |
| 5  | Report on Application of Company Non-Discrimination Policies in States with Pro-Discrimination Laws | Against | Against   | Shareholder |

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### TOTAL SA

Ticker: FP Security ID: 89151E109  
 Meeting Date: MAY 26, 2017 Meeting Type: Annual/Special  
 Record Date: APR 24, 2017

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Approve Financial Statements and Statutory Reports                        | For     | For       | Management |
| 2  | Approve Consolidated Financial Statements and Statutory Reports           | For     | For       | Management |
| 3  | Approve Allocation of Income and Dividends of EUR 2.45 per Share          | For     | For       | Management |
| 4  | Approve Stock Dividend Program (Cash or New Shares)                       | For     | For       | Management |
| 5  | Authorize Repurchase of Up to 10 Percent of Issued Share Capital          | For     | For       | Management |
| 6  | Reelect Patricia Barbizet as Director                                     | For     | For       | Management |
| 7  | Reelect Marie-Christine Coisne-Roquette as Director                       | For     | For       | Management |
| 8  | Elect Mark Cutifani as Director   | For     | For       | Management |
| 9  | Elect Carlos Tavares as Director  | For     | Against   | Management |
| 10 | Receive Auditors' Special Report on Related-Party Transactions Mentioning | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
|    | the Absence of New Transactions  |     |     |            |
| 11 | Non-Binding Vote on Compensation of Patrick Pouyanne, CEO and Chairman     | For | For | Management |
| 12 | Approve Remuneration Policy of Chairman and CEO                            | For | For | Management |
| 13 | Authorize Decrease in Share Capital via Cancellation of Repurchased Shares | For | For | Management |

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### UNILEVER PLC

Ticker: ULVR Security ID: 904767704  
 Meeting Date: APR 27, 2017 Meeting Type: Annual  
 Record Date: MAR 10, 2017

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports  | For     | For       | Management |
| 2  | Approve Remuneration Report  | For     | For       | Management |
| 3  | Approve Remuneration Policy  | For     | For       | Management |
| 4  | Approve Performance Share Plan   | For     | For       | Management |
| 5  | Re-elect Nils Andersen as Director   | For     | For       | Management |
| 6  | Re-elect Laura Cha as Director   | For     | For       | Management |
| 7  | Re-elect Vittorio Coal as Director   | For     | For       | Management |
| 8  | Re-elect Dr Marijn Dekkers as Director   | For     | For       | Management |
| 9  | Re-elect Ann Fudge as Director   | For     | For       | Management |
| 10 | Re-elect Dr Judith Hartmann as Director  | For     | For       | Management |
| 11 | Re-elect Mary Ma as Director   | For     | For       | Management |
| 12 | Re-elect Strive Masiyiwa as Director   | For     | For       | Management |
| 13 | Re-elect Youngme Moon as Director  | For     | For       | Management |
| 14 | Re-elect Graeme Pitkethly as Director  | For     | For       | Management |
| 15 | Re-elect Paul Polman as Director   | For     | For       | Management |
| 16 | Re-elect John Rishton as Director  | For     | For       | Management |
| 17 | Re-elect Feike Sijbesma as Director  | For     | For       | Management |
| 18 | Reappoint KPMG LLP as Auditors   | For     | For       | Management |
| 19 | Authorise Board to Fix Remuneration of Auditors  | For     | For       | Management |
| 20 | Authorise EU Political Donations and Expenditure   | For     | For       | Management |
| 21 | Authorise Issue of Equity with Pre-emptive Rights  | For     | For       | Management |
| 22 | Authorise Issue of Equity without Pre-emptive Rights   | For     | For       | Management |
| 23 | Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment | For     | For       | Management |
| 24 | Authorise Market Purchase of Ordinary Shares   | For     | For       | Management |
| 25 | Authorise the Company to Call General Meeting with Two Weeks' Notice   | For     | For       | Management |

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### VERMILION ENERGY INC.

Ticker: VET Security ID: 923725105  
 Meeting Date: APR 28, 2017 Meeting Type: Annual  
 Record Date: MAR 10, 2017



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| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1   | Fix Number of Directors at Nine  | For     | For       | Management |
| 2.1 | Elect Director Lorenzo Donadeo   | For     | For       | Management |
| 2.2 | Elect Director Larry J. Macdonald  | For     | For       | Management |
| 2.3 | Elect Director Loren M. Leiker   | For     | For       | Management |
| 2.4 | Elect Director William F. Madison  | For     | For       | Management |
| 2.5 | Elect Director Timothy R. Marchant   | For     | For       | Management |
| 2.6 | Elect Director Anthony W. Marino   | For     | For       | Management |
| 2.7 | Elect Director Robert B. Michaleski  | For     | For       | Management |
| 2.8 | Elect Director Sarah E. Raiss  | For     | For       | Management |
| 2.9 | Elect Director Catherine L. Williams   | For     | For       | Management |
| 3   | Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration | For     | For       | Management |
| 4   | Advisory Vote on Executive Compensation Approach                               | For     | For       | Management |

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WASTE MANAGEMENT, INC.

Ticker: WM Security ID: 94106L109  
 Meeting Date: MAY 12, 2017 Meeting Type: Annual  
 Record Date: MAR 15, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director Bradbury H. Anderson                            | For      | For       | Management  |
| 1b | Elect Director Frank M. Clark, Jr.                             | For      | For       | Management  |
| 1c | Elect Director James C. Fish, Jr.                              | For      | For       | Management  |
| 1d | Elect Director Andres R. Gluski                                | For      | For       | Management  |
| 1e | Elect Director Patrick W. Gross                                | For      | For       | Management  |
| 1f | Elect Director Victoria M. Holt                                | For      | For       | Management  |
| 1g | Elect Director Kathleen M. Mazzarella                          | For      | For       | Management  |
| 1h | Elect Director John C. Pope                                    | For      | For       | Management  |
| 1i | Elect Director Thomas H. Weidemeyer                            | For      | For       | Management  |
| 2  | Ratify Ernst & Young LLP as Auditors                           | For      | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 4  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 5  | Pro-rata Vesting of Equity Awards                              | Against  | For       | Shareholder |

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WEC ENERGY GROUP, INC.

Ticker: WEC Security ID: 92939U106  
 Meeting Date: MAY 04, 2017 Meeting Type: Annual  
 Record Date: FEB 23, 2017

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John F. Bergstrom     | For     | For       | Management |
| 1.2 | Elect Director Barbara L. Bowles     | For     | For       | Management |
| 1.3 | Elect Director William J. Brodsky    | For     | For       | Management |
| 1.4 | Elect Director Albert J. Budney, Jr. | For     | For       | Management |
| 1.5 | Elect Director Patricia W. Chadwick  | For     | For       | Management |
| 1.6 | Elect Director Curt S. Culver        | For     | For       | Management |
| 1.7 | Elect Director Thomas J. Fischer     | For     | For       | Management |
| 1.8 | Elect Director Paul W. Jones         | For     | For       | Management |
| 1.9 | Elect Director Gale E. Klappa        | For     | For       | Management |

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|      |   |          |          |            |
|------|---|----------|----------|------------|
| 1.10 | Elect Director Henry W. Knueppel                                  | For      | For      | Management |
| 1.11 | Elect Director Allen L. Leverett                                  | For      | For      | Management |
| 1.12 | Elect Director Ulice Payne, Jr.                                   | For      | For      | Management |
| 1.13 | Elect Director Mary Ellen Stanek                                  | For      | For      | Management |
| 2    | Ratify Deloitte & Touche LLP as<br>Auditors                       | For      | For      | Management |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For      | For      | Management |
| 4    | Advisory Vote on Say on Pay Frequency                             | One Year | One Year | Management |

===== END NPX REPORT

SIGNATURES

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

(Registrant) Virtus Global Dividend & Income Fund Inc.  
(fka The Zweig Total Return Fund, Inc.)

By: /s/ George R. Aylward  
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George R. Aylward, President

Date: August 22, 2017