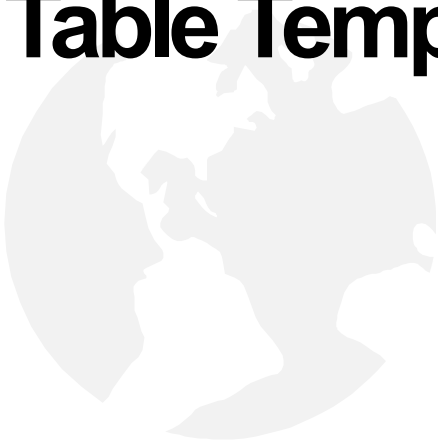


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SEC Form N-PX Filing (Proxy Voting Record) Table Templates



Filing SEC Form N-PX

When filing SEC Form N-PX, the Proxy Voting Record is typically prepared as an Excel table that lists the details of each proxy vote cast by the Investment Manager over a one-year period. In the Excel workbook *NpxTemplates.xlsx* accompanying this document, we provide three example Proxy Voting Record tables, which you can also use as templates to prepare your filings. Select the table template that best suits your workflow and how your data is organized. You can also modify and customize the templates to suit.

General Considerations for all templates

1. Row 1 must be column headings, named exactly as in the templates (upper/lower case does not matter).
2. Columns may be in any order. Extra columns (headings not matching any headings in the templates) are ignored, so you don't need to delete them.
3. Voting records start in row 2. There should be no extraneous data after the last voting record.

Template 1 – Minimal, disaggregated

This is the bare minimum template that includes only the required columns. You may use it if not reporting any optional information. All fields are mandatory, so all table cells must be filled in. Each row has details about one vote cast one way. Votes for the same proposal cast differently must be entered in separate rows (i.e., disaggregated).

Template 2 – Complete, disaggregated

This template extends template 1 to include optional columns (headings in *italics*). Cells in optional columns may be left blank if they don't apply. Each row has details about one vote cast one way. Votes for the same proposal cast differently must be entered in separate rows (i.e., disaggregated).

Template 3 – Complete, combined

This template includes required and optional columns. The optional column headings are in *italics*. Cells in optional columns may be left blank if they don't apply. Each row has details about one proposal, and can include votes cast every which way. The format of this template lets you specify multiple batches of votes (each batch cast differently) into one cell, so votes for the same proposal cast differently may be combined into one row.

Column Descriptions

IssuerName: Name of the issuer or security.

CUSIP: CUSIP of security, if available. It is an 8-character alphanumeric code.

ISIN: ISIN of security, if available. It is a 12-character alphanumeric code.

FIGI: FIGI of security, if available. It is a 12-character alphanumeric code.

MeetingDate: If the Excel cell is of “date” type, any date format is acceptable. If it is of text type, the date should be in m/d/y or y-m-d format.

VoteDescription: A description of the vote, using substantially the same language, and listed in the same order, as in the issuer’s Proxy Vote Card.

VoteCategories: A string of letters A-N, identifying the vote categories that apply from this list:

- A: DIRECTOR ELECTIONS
- B: SECTION 14A SAY-ON-PAY VOTES
- C: AUDIT-RELATED
- D: INVESTMENT COMPANY MATTERS
- E: SHAREHOLDER RIGHTS AND DEFENSES
- F: EXTRAORDINARY TRANSACTIONS
- G: CAPITAL STRUCTURE
- H: COMPENSATION
- I: CORPORATE GOVERNANCE
- J: ENVIRONMENT OR CLIMATE
- K: HUMAN RIGHTS OR HUMAN CAPITAL/WORKFORCE
- L: DIVERSITY, EQUITY, AND INCLUSION
- M: OTHER SOCIAL ISSUES
- N: OTHER (in this case, enter description into *OtherVoteDescription* column)

OtherVoteDescription: If *VoteCategories* is N (OTHER), enter a description of the vote category.

VoteSource: Enter ISSUER or SECURITY HOLDER (s or h is sufficient, upper/lower case doesn’t matter).

SharesVoted: Number of shares voted on included in the row.

SharesOnLoan: Number of shares on loan (if any) and not included in *SharesVoted*.

HowVoted: Enter FOR, AGAINST, WITHHOLD, or ABSTAIN (upper/lower case doesn’t matter). If none of these is appropriate, you may make a custom entry.

Mgmt: Enter FOR or AGAINST (f or a is sufficient, upper/lower case doesn’t matter) to indicate if the vote as cast was for or against the management recommendation. If management had no recommendation, enter NONE (n is sufficient, upper/lower case doesn’t matter).

OtherManagers: If the row reports votes cast by any of the other managers listed in the Form N-PX summary sheet, enter the index numbers of these managers separated by commas.

Series: Series number of the security, if available.

Info: Any other information that the reporting manager wishes to report.

Vote: This field, which appears only in Template 3, lets you enter votes cast differently in a single table cell. Each batch of votes is entered as *HowVoted:SharesVoted/Mgmt*, and the batches are separated by spaces.

Submitting the Proxy Vote Record Table with Form N-PX

The Proxy Vote Record Table must be converted into an XML format conforming to SEC Form N-PX specifications. You can easily do this at the website npx.acii.com, where you upload your Excel table(s) and instantly view the finished table laid out as required on EDGAR. Once satisfied, you can pay with a credit card and immediately download the XML file ready to be included with your Form N-PX filing.
