

SOURCE CAPITAL INC /DE/  
Form N-PX  
August 29, 2014

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

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**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-1731**

**Source Capital, Inc.**

(Exact name of registrant as specified in charter)

**11601 Wilshire Blvd., Ste. 1200, Los Angeles, CA**  
(Address of principal executive offices)

**90025**  
(Zip code)

**J. Richard Atwood, Treasurer**

**Source Capital, Inc.**

**11601 Wilshire Blvd., Ste. 1200, Los Angeles, CA 90025**  
(Name and address of agent for service)

Registrant's telephone number, including area code: **310-473-0225**

Date of fiscal year end: **12/31**

Date of reporting period: **7/1/13 to 6/30/14**

**Item 1. Proxy Voting Record.**

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ( CUSIP ) number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);  
and
- (i) Whether the registrant cast its vote for or against management.

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

ICA File Number: 811-01731

Reporting Period: 07/01/2013 - 06/30/2014

SOURCE CAPITAL, INC.

===== Source Capital, Inc. =====

AGGREKO PLC

Ticker: AGK Security ID: G0116S169

Meeting Date: APR 24, 2014 Meeting Type: Annual

Record Date: APR 22, 2014

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Accept Financial Statements and<br>Statutory Reports | For     | For       | Management |
| 2 | Approve Remuneration Policy                          | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 3  | Approve Remuneration Report   | For | For | Management |
| 4  | Approve Final Dividend  | For | For | Management |
| 5  | Elect Ian Marchant as Director                                      | For | For | Management |
| 6  | Re-elect Ken Hanna as Director                                      | For | For | Management |
| 7  | Re-elect Angus Cockburn as Director                                 | For | For | Management |
| 8  | Re-elect Debajit Das as Director                                    | For | For | Management |
| 9  | Re-elect Asterios Satrazemis as<br>Director                         | For | For | Management |
| 10 | Re-elect David Taylor-Smith as Director                             | For | For | Management |
| 11 | Re-elect Russell King as Director                                   | For | For | Management |
| 12 | Re-elect Diana Layfield as Director                                 | For | For | Management |
| 13 | Re-elect Robert MacLeod as Director                                 | For | For | Management |
| 14 | Re-elect Rebecca McDonald as Director                               | For | For | Management |
| 15 | Reappoint PricewaterhouseCoopers as<br>Auditors                     | For | For | Management |
| 16 | Authorise the Audit Committee to Fix<br>Remuneration of Auditors    | For | For | Management |
| 17 | Authorise Issue of Equity with<br>Pre-emptive Rights                | For | For | Management |
| 18 | Approve Increase in Aggregate<br>Compensation Ceiling for Directors | For | For | Management |
| 19 | Authorise Issue of Equity without<br>Pre-emptive Rights             | For | For | Management |
| 20 | Authorise Market Purchase of Ordinary<br>Shares                     | For | For | Management |
| 21 | Authorise the Company to Call EGM with<br>Two Weeks Notice          | For | For | Management |

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AGGREKO PLC

Ticker: AGK Security ID: G0116S169

Meeting Date: APR 24, 2014 Meeting Type: Special

Record Date: APR 22, 2014

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Approve Matters Relating to the Return<br>of Cash to Shareholders | For     | For       | Management |

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BELIMO HOLDING AG

Ticker: BEAN Security ID: H07171103

Meeting Date: APR 14, 2014 Meeting Type: Annual

Record Date:

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Accept Financial Statements and<br>Statutory Reports              | For     | For       | Management |
| 2 | Approve Allocation of Income and<br>Dividends of CHF 65 per Share | For     | For       | Management |
| 3 | Approve Remuneration Report                                       | For     | For       | Management |

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|       |  |     |         |            |
|-------|--|-----|---------|------------|
| 4     | Approve Discharge of Board   | For | For     | Management |
| 5.1.1 | Reelect Martin Hess as Director  | For | For     | Management |
| 5.1.2 | Reelect Walter Linsi as Director   | For | Against | Management |
| 5.1.3 | Reelect Hans Peter Wehrli as Director  | For | Against | Management |
| 5.1.4 | Reelect Martin Zwyssig as Director   | For | For     | Management |
| 5.1.5 | Elect Patrick Burkhalter as Director   | For | Against | Management |
| 5.2.1 | Elect Hans Peter Wehrli as Board<br>Chairman   | For | Against | Management |
| 5.2.2 | Elect Martin Zwyssig as Board<br>Vice-Chairman   | For | For     | Management |
| 5.3.1 | Appoint Martin Hess as Member of the<br>Compensation Committee   | For | For     | Management |
| 5.3.2 | Appoint Walter Linsi as Member of the<br>Compensation Committee  | For | Against | Management |
| 5.3.3 | Appoint Hans Peter Wehrli as Member of<br>the Compensation Committee   | For | Against | Management |
| 5.4   | Designate Proxy Voting Services GmbH<br>as Independent Proxy   | For | For     | Management |
| 5.5   | Ratify KPMG AG as Auditors   | For | For     | Management |
| 6     | Amend Articles Re: Compliance with<br>Ordinance Against Excessive<br>Remuneration at Listed Companies  | For | Against | Management |
| 7.1   | Approve Remuneration of Directors in<br>the Amount of CHF 770,000  | For | Against | Management |
| 7.2   | Approve Remuneration of Executive<br>Directors in the Aggregate Amount of<br>CHF 4.1 Million with Fix Compensation<br>in the Amount of CHF 2.3 Million and | For | For     | Management |

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with Variable Compensation in the

Amount of CHF 1.8 Million

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BIO-RAD LABORATORIES, INC.

Ticker: BIO Security ID: 090572207

Meeting Date: APR 22, 2014 Meeting Type: Annual

Record Date: FEB 27, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Louis Drapeau                                      | For     | Against   | Management |
| 1.2 | Elect Director Robert M. Malchione                                | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan  | For     | For       | Management |
| 4   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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BIOMERIEUX

Ticker: BIM Security ID: F1149Y109

Meeting Date: MAY 28, 2014 Meeting Type: Annual/Special

Record Date: MAY 22, 2014

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| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Approve Financial Statements and Statutory Reports  | For     | For       | Management |
| 2  | Approve Discharge of Directors  | For     | For       | Management |
| 3  | Approve Consolidated Financial Statements and Statutory Reports                                   | For     | For       | Management |
| 4  | Approve Allocation of Income and Dividends of EUR 1 per Share                                     | For     | For       | Management |
| 5  | Approve Transaction with SCI De L Etoile  | For     | For       | Management |
| 6  | Approve Transaction with BioMerieux Inc.  | For     | For       | Management |
| 7  | Acknowledge Auditors' Special Report on Related-Party Transactions Regarding Ongoing Transactions | For     | For       | Management |
| 8  | Reelect Alain Merieux as Director   | For     | For       | Management |
| 9  | Reelect Alexandre Merieux as Director   | For     | For       | Management |
| 10 | Reelect Jean-Luc Belingard as Director  | For     | For       | Management |
| 11 | Reelect Michele Palladino as Director   | For     | For       | Management |
| 12 | Reelect Philippe Archinard as Director  | For     | For       | Management |
| 13 | Elect Agnes Lemarchand as Director  | For     | For       | Management |
| 14 | Elect Philippe Gillet as Director   | For     | For       | Management |
| 15 | Appoint Michel Ange as Censor   | For     | For       | Management |
| 16 | Appoint Henri Thomasson as Censor   | For     | For       | Management |
| 17 | Advisory Vote on Compensation of Jean-Luc Belingard, Chairman and CEO                             | For     | For       | Management |
| 18 | Advisory Vote on Compensation of  | For     | For       | Management |



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Alexandre Merieux, Vice-CEO

|    |  |     |     |            |
|----|--|-----|-----|------------|
| 19 | Authorize Repurchase of Up to 10<br>Percent of Issued Share Capital  | For | For | Management |
| 20 | Amend Article 2 of Bylaws Re:<br>Extension of Corporate Purpose  | For | For | Management |
| 21 | Authorize Decrease in Share Capital<br>via Cancellation of Repurchased Shares  | For | For | Management |
| 22 | Allow Board to Use Delegations and/or<br>Authorizations Granted Under Items<br>9-16 and 19 of the May 29, 2013<br>General Meeting in the Event of a<br>Public Tender Offer | For | For | Management |
| 23 | Authorize Filing of Required<br>Documents/Other Formalities  | For | For | Management |

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CARMAX, INC.

Ticker: KMX Security ID: 143130102

Meeting Date: JUN 23, 2014 Meeting Type: Annual

Record Date: APR 15, 2014

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ronald E. Blaylock | For     | For       | Management |
| 1.2 | Elect Director Thomas J. Folliard | For     | For       | Management |
| 1.3 | Elect Director Rakesh Gangwal     | For     | For       | Management |

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|      |   |     |     |            |
|------|---|-----|-----|------------|
| 1.4  | Elect Director Jeffrey E. Garten                                  | For | For | Management |
| 1.5  | Elect Director Shira Goodman                                      | For | For | Management |
| 1.6  | Elect Director W. Robert Grafton                                  | For | For | Management |
| 1.7  | Elect Director Edgar H. Grubb                                     | For | For | Management |
| 1.8  | Elect Director Mitchell D. Steenrod                               | For | For | Management |
| 1.9  | Elect Director Thomas G. Stemberg                                 | For | For | Management |
| 1.10 | Elect Director William R. Tiefel                                  | For | For | Management |
| 2    | Ratify Auditors   | For | For | Management |
| 3    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |

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DOMINO PRINTING SCIENCES PLC

Ticker: DNO Security ID: G28112103

Meeting Date: MAR 19, 2014 Meeting Type: Annual

Record Date: MAR 17, 2014

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Accept Financial Statements and<br>Statutory Reports | For     | For       | Management |
| 2 | Approve Remuneration Report                          | For     | For       | Management |
| 3 | Approve Remuneration Policy                          | For     | For       | Management |
| 4 | Approve Final Dividend                               | For     | For       | Management |
| 5 | Re-elect Peter Byrom as Director                     | For     | For       | Management |
| 6 | Re-elect Sir Mark Wrightson as Director              | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 7  | Re-elect Sir David Brown as Director                        | For | For | Management |
| 8  | Re-elect Christopher Brinsmead as<br>Director               | For | For | Management |
| 9  | Re-elect Nigel Bond as Director                             | For | For | Management |
| 10 | Re-elect Andrew Herbert as Director                         | For | For | Management |
| 11 | Reappoint Deloitte LLP as Auditors                          | For | For | Management |
| 12 | Authorise Board to Fix Remuneration of<br>Auditors          | For | For | Management |
| 13 | Authorise Issue of Equity with<br>Pre-emptive Rights        | For | For | Management |
| 14 | Authorise Issue of Equity without<br>Pre-emptive Rights     | For | For | Management |
| 15 | Authorise Market Purchase of Ordinary<br>Shares             | For | For | Management |
| 16 | Authorise the Company to Call EGM with<br>Two Weeks' Notice | For | For | Management |

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EVS

Ticker: EVS Security ID: B3883A119

Meeting Date: MAY 20, 2014 Meeting Type: Annual/Special

Record Date: MAY 06, 2014

| # | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Receive Directors' Reports (Non-Voting) | None    | None      | Management |

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|    |  |      |         |            |
|----|--|------|---------|------------|
| 2  | Approve Remuneration Report  | For  | For     | Management |
| 3  | Receive Auditors' Reports (Non-Voting)   | None | None    | Management |
| 4  | Approve Financial Statements,<br>Allocation of Income, and Dividends of<br>EUR 2.16 per Share                        | For  | For     | Management |
| 5  | Approve Discharge of Directors   | For  | For     | Management |
| 6  | Approve Discharge of Auditors  | For  | For     | Management |
| 7a | Reelect Acces Direct SA, Permanently<br>Represented by Pierre Rion, as Director                                      | For  | For     | Management |
| 7b | Reelect Christian Raskin as Director   | For  | For     | Management |
| 1  | Approve Change-of-Control Clause Re:<br>Credit Facility  | For  | For     | Management |
| 1  | Renew Authorization to Increase Share<br>Capital up to EUR 8.3 Million within<br>the Framework of Authorized Capital | For  | Against | Management |
| 2  | Authorize Repurchase of Up to 20<br>Percent of Issued Share Capital  | For  | Against | Management |

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EVS

Ticker: EVS Security ID: B3883A119

Meeting Date: JUN 20, 2014 Meeting Type: Special

Record Date: JUN 06, 2014

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

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|   |  |     |         |            |
|---|--|-----|---------|------------|
| 1 | Renew Authorization to Increase Share Capital up to EUR 8.3 Million within the Framework of Authorized Capital | For | Against | Management |
| 2 | Authorize Repurchase of Up to 20 Percent of Issued Share Capital   | For | Against | Management |

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FMC TECHNOLOGIES, INC.

Ticker: FTI Security ID: 30249U101

Meeting Date: MAY 02, 2014 Meeting Type: Annual

Record Date: MAR 10, 2014

| #  | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Clarence P. Cazalot, Jr.  | For     | For       | Management |
| 1b | Elect Director Eleazar de Carvalho Filho | For     | For       | Management |
| 1c | Elect Director C. Maury Devine           | For     | For       | Management |
| 1d | Elect Director Claire S. Farley          | For     | For       | Management |
| 1e | Elect Director John T. Grempe            | For     | For       | Management |
| 1f | Elect Director Thomas M. Hamilton        | For     | For       | Management |
| 1g | Elect Director Peter Mellbye             | For     | For       | Management |
| 1h | Elect Director Joseph H. Netherland      | For     | For       | Management |
| 1i | Elect Director Richard A. Pattarozzi     | For     | For       | Management |
| 2  | Ratify Auditors                          | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named            | For     | For       | Management |

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### Executive Officers' Compensation

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FRANKLIN ELECTRIC CO., INC.

Ticker: FELE Security ID: 353514102

Meeting Date: MAY 02, 2014 Meeting Type: Annual

Record Date: MAR 03, 2014

| #   | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David T. Brown    | For     | For       | Management |
| 1.2 | Elect Director David A. Roberts  | For     | For       | Management |
| 1.3 | Elect Director Thomas R. VerHage | For     | For       | Management |
| 2   | Ratify Auditors                  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named    | For     | For       | Management |

Executive Officers' Compensation

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GRACO INC.

Ticker: GGG Security ID: 384109104

Meeting Date: APR 25, 2014 Meeting Type: Annual

Record Date: FEB 24, 2014

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| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Patrick J. McHale                               | For     | For       | Management |
| 1b | Elect Director Lee R. Mitau                                    | For     | For       | Management |
| 1c | Elect Director Martha A. Morfitt                               | For     | For       | Management |
| 2  | Ratify Auditors  | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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HEARTLAND EXPRESS, INC.

Ticker: HTLD Security ID: 422347104

Meeting Date: MAY 08, 2014 Meeting Type: Annual

Record Date: MAR 12, 2014

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Michael J. Gerdin                               | For     | For       | Management |
| 1.2 | Elect Director Larry J. Gordon                                 | For     | For       | Management |
| 1.3 | Elect Director Benjamin J. Allen                               | For     | For       | Management |
| 1.4 | Elect Director Lawrence D. Crouse                              | For     | For       | Management |
| 1.5 | Elect Director James G. Pratt                                  | For     | For       | Management |
| 1.6 | Elect Director Tahira K. Hira                                  | For     | For       | Management |
| 2   | Ratify Auditors  | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

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HNI CORPORATION

Ticker: HNI Security ID: 404251100

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director Miguel M. Calado                                   | For     | For       | Management |
| 1b | Elect Director Cheryl A. Francis                                  | For     | For       | Management |
| 1c | Elect Director Larry B. Porcellato                                | For     | For       | Management |
| 1d | Elect Director Brian E. Stern                                     | For     | For       | Management |
| 2  | Ratify Auditors   | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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IDEX CORPORATION

Ticker: IEX Security ID: 45167R104

Meeting Date: APR 08, 2014 Meeting Type: Annual

Record Date: FEB 14, 2014

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



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|     |   |     |     |            |
|-----|---|-----|-----|------------|
| 1.1 | Elect Director Bradley J. Bell                                    | For | For | Management |
| 1.2 | Elect Director Gregory F. Milzcik                                 | For | For | Management |
| 1.3 | Elect Director Andrew K. Silvernail                               | For | For | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For | For | Management |
| 3   | Ratify Auditors   | For | For | Management |

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KNIGHT TRANSPORTATION, INC.

Ticker: KNX Security ID: 499064103

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 26, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Donald A. Bliss                                    | For     | Withhold  | Management |
| 1.2 | Elect Director Richard C. Kraemer                                 | For     | Withhold  | Management |
| 1.3 | Elect Director Richard J. Lehmann                                 | For     | Withhold  | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

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KUEHNE & NAGEL INTERNATIONAL AG

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Ticker: KNIN Security ID: H4673L145

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date:

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1    | Accept Financial Statements and Statutory Reports   | For     | For       | Management |
| 2    | Approve Allocation of Income and Dividends of CHF 3.85 per Share and Special Dividends of CHF 2 per Share | For     | For       | Management |
| 3    | Approve Discharge of Board and Senior Management  | For     | For       | Management |
| 4.1a | Reelect Renato Fassbind as Director   | For     | For       | Management |
| 4.1b | Reelect Juergen Fitschen as Director  | For     | For       | Management |
| 4.1c | Reelect Karl Gernandt as Director   | For     | Against   | Management |
| 4.1d | Reelect Klaus-Michael Kuehne as Director  | For     | For       | Management |
| 4.1e | Reelect Hans Lerch as Director  | For     | For       | Management |
| 4.1f | Reelect Thomas Staehelin as Director  | For     | Against   | Management |
| 4.1g | Reelect Joerg Wolle as Director   | For     | For       | Management |
| 4.1h | Reelect Bernd Wrede as Director   | For     | Against   | Management |
| 4.2  | Elect Martin Wittig as Director   | For     | For       | Management |
| 4.3  | Reelect Karl Gernandt as Board Chairman   | For     | Against   | Management |
| 4.4a | Appoint Karl Gernandt as Member of the Compensation Committee   | For     | Against   | Management |
| 4.4b | Appoint Klaus-Michael Kuehne as Member of the Compensation Committee                                      | For     | Against   | Management |

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|      |  |     |         |            |
|------|--|-----|---------|------------|
| 4.4c | Appoint Hans Lerch as Member of the<br>Compensation Committee                      | For | For     | Management |
| 4.4d | Appoint Joerg Wolle as Member of the<br>Compensation Committee                     | For | For     | Management |
| 4.4e | Appoint Bernd Wrede as Member of the<br>Compensation Committee                     | For | Against | Management |
| 4.5  | Designate Kurt Gubler as Independent<br>Proxy                                      | For | For     | Management |
| 4.6  | Ratify Ernst & Young AG as Auditors  | For | For     | Management |
| 5    | Approve Creation of CHF 20 Million<br>Pool of Capital without Preemptive<br>Rights | For | For     | Management |
| 6    | Transact Other Business (Voting)   | For | Against | Management |

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NOBLE CORPORATION PLC

Ticker:           NE                   Security ID: G65431101

Meeting Date: JUN 10, 2014   Meeting Type: Annual

Record Date:   APR 25, 2014

| # | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|---|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Scott D. Josey        | For     | For       | Management |
| 2 | Elect Director Jon A. Marshall       | For     | For       | Management |
| 3 | Elect Director Mary P. Ricciardello  | For     | For       | Management |
| 4 | Ratify PricewaterhouseCoopers LLP as | For     | For       | Management |

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Independent Registered Public

Accounting Firm

|    |  |     |     |            |
|----|--|-----|-----|------------|
| 5  | Ratify PricewaterhouseCoopers LLP as<br>Statutory Auditor              | For | For | Management |
| 6  | Authorize Audit Committee to Fix<br>Remuneration of Statutory Auditors | For | For | Management |
| 7  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation      | For | For | Management |
| 8  | Advisory Vote to Ratify Directors'<br>Compensation Report              | For | For | Management |
| 9  | Approve Remuneration Policy  | For | For | Management |
| 10 | Approve Dividends  | For | For | Management |
| 11 | Declassify the Board of Directors                                      | For | For | Management |

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O'REILLY AUTOMOTIVE, INC.

Ticker: ORLY Security ID: 67103H107

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: FEB 28, 2014

| #  | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director David O'Reilly          | For     | For       | Management |
| 1b | Elect Director Larry O'Reilly          | For     | For       | Management |
| 1c | Elect Director Rosalie O'Reilly Wooten | For     | For       | Management |
| 1d | Elect Director Jay D. Burchfield       | For     | For       | Management |

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|    |  |         |         |             |
|----|--|---------|---------|-------------|
| 1e | Elect Director Thomas T. Hendrickson   | For     | For     | Management  |
| 1f | Elect Director Paul R. Lederer   | For     | For     | Management  |
| 2  | Amend Articles of Incorporation of the Company's Subsidiary O'Reilly Automotive Stores, Inc. | For     | Against | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation                               | For     | For     | Management  |
| 4  | Ratify Auditors  | For     | For     | Management  |
| 5  | Stock Retention/Holding Period   | Against | For     | Shareholder |

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ROTORK PLC

Ticker: ROR Security ID: G76717126

Meeting Date: APR 25, 2014 Meeting Type: Annual

Record Date: APR 23, 2014

| # | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For     | For       | Management |
| 2 | Approve Final Dividend                            | For     | For       | Management |
| 3 | Re-elect Ian King as Director                     | For     | For       | Management |
| 4 | Re-elect Peter France as Director                 | For     | For       | Management |
| 5 | Re-elect Jonathan Davis as Director               | For     | For       | Management |
| 6 | Re-elect Bob Arnold as Director                   | For     | For       | Management |
| 7 | Re-elect Graham Ogden as Director                 | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 8  | Re-elect John Nicholas as Director                          | For | For | Management |
| 9  | Re-elect Roger Lockwood as Director                         | For | For | Management |
| 10 | Re-elect Gary Bullard as Director                           | For | For | Management |
| 11 | Re-elect Sally James as Director                            | For | For | Management |
| 12 | Appoint KPMG LLP as Auditors                                | For | For | Management |
| 13 | Authorise Board to Fix Remuneration of<br>Auditors          | For | For | Management |
| 14 | Approve Remuneration Report                                 | For | For | Management |
| 15 | Approve Remuneration Policy                                 | For | For | Management |
| 16 | Authorise Issue of Equity with<br>Pre-emptive Rights        | For | For | Management |
| 17 | Authorise Issue of Equity without<br>Pre-emptive Rights     | For | For | Management |
| 18 | Authorise Market Purchase of Ordinary<br>Shares             | For | For | Management |
| 19 | Authorise Market Purchase of<br>Preference Shares           | For | For | Management |
| 20 | Authorise the Company to Call EGM with<br>Two Weeks' Notice | For | For | Management |
| 21 | Amend Overseas Profit-Linked Share<br>Scheme                | For | For | Management |

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SIGNET JEWELERS LIMITED

Ticker: SIG Security ID: G81276100

## Edgar Filing: SOURCE CAPITAL INC /DE/ - Form N-PX

Meeting Date: JUN 13, 2014 Meeting Type: Annual

Record Date: APR 11, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect H. Todd Stitzer as Director  | For     | For       | Management |
| 1b | Elect Virginia Drosos as Director  | For     | For       | Management |
| 1c | Elect Dale W. Hilpert as Director  | For     | For       | Management |
| 1d | Elect Marianne Miller Parrs as Director  | For     | For       | Management |
| 1e | Elect Thomas G. Plaskett as Director   | For     | For       | Management |
| 1f | Elect Russell Walls as Director  | For     | For       | Management |
| 1g | Elect Helen McCluskey as Director  | For     | For       | Management |
| 1h | Elect Robert Stack as Director   | For     | For       | Management |
| 1i | Elect Eugenia Ulasewicz as Director  | For     | For       | Management |
| 1j | Elect Michael W. Barnes as Director  | For     | For       | Management |
| 2  | Approve KPMG LLP as Auditors and<br>Authorize Board to Fix Their<br>Remuneration | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named<br>Executive Officers' Compensation                | For     | For       | Management |
| 4  | Amend Omnibus Stock Plan   | For     | For       | Management |
| 5  | Amend Bylaws   | For     | For       | Management |

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SONOVA HOLDING AG

Ticker: SOON Security ID: H8024W106

## Edgar Filing: SOURCE CAPITAL INC /DE/ - Form N-PX

Meeting Date: JUN 17, 2014 Meeting Type: Annual

Record Date:

| #     | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-------|--|---------|-----------|------------|
| 1.1   | Accept Financial Statements and Statutory Reports                | For     | For       | Management |
| 1.2   | Approve Remuneration Report                                      | For     | For       | Management |
| 2     | Approve Allocation of Income and Dividends of CHF 1.90 per Share | For     | For       | Management |
| 3     | Approve Discharge of Board and Senior Management                 | For     | For       | Management |
| 4.1.1 | Reelect Robert Spoerry as Director and Board Chairman            | For     | For       | Management |
| 4.1.2 | Reelect Beat Hess as Director                                    | For     | For       | Management |
| 4.1.3 | Reelect Michael Jacobi as Director                               | For     | For       | Management |
| 4.1.4 | Reelect Andy Rihs as Director                                    | For     | For       | Management |
| 4.1.5 | Reelect Anssi Vanjoki as Director                                | For     | For       | Management |
| 4.1.6 | Reelect Ronald van der Vis as Director                           | For     | For       | Management |
| 4.1.7 | Reelect Jinlong Wang as Director                                 | For     | For       | Management |
| 4.1.8 | Reelect John Zei as Director                                     | For     | For       | Management |
| 4.2   | Elect Stacy Enxing Send as Director                              | For     | For       | Management |
| 4.3.1 | Appoint Robert Spoerry as Member of the Compensation Committee   | For     | For       | Management |
| 4.3.2 | Appoint Beat Hess as Member of the Compensation Committee        | For     | For       | Management |
| 4.3.3 | Appoint John Zei as Member of the Compensation Committee         | For     | For       | Management |
| 4.4   | Ratify PricewaterhouseCoopers AG as                              | For     | For       | Management |



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### Auditors

|     |   |     |         |            |
|-----|---|-----|---------|------------|
| 4.5 | Designate Andreas Keller as<br><br>Independent Proxy  | For | For     | Management |
| 5.1 | Amend Articles Re: Ordinance Against<br><br>Excessive Remuneration at Listed<br><br>Companies (Compensation Related)        | For | For     | Management |
| 5.2 | Amend Articles Re: Further Provisions<br><br>Related to Ordinance Against Excessive<br><br>Remuneration at Listed Companies | For | For     | Management |
| 6   | Transact Other Business (Voting)  | For | Against | Management |

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### SPIRAX-SARCO ENGINEERING PLC

Ticker:           SPX                   Security ID: G83561111

Meeting Date: MAY 20, 2014   Meeting Type: Annual

Record Date:   MAY 18, 2014

| # | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|---|--|---------|-----------|------------|
| 1 | Accept Financial Statements and<br><br>Statutory Reports | For     | For       | Management |
| 2 | Approve Remuneration Policy                              | For     | For       | Management |
| 3 | Approve Remuneration Report                              | For     | For       | Management |
| 4 | Approve Final Dividend                                   | For     | For       | Management |
| 5 | Appoint Deloitte LLP as Auditors                         | For     | For       | Management |
| 6 | Authorise Board to Fix Remuneration of                   | For     | For       | Management |

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### Auditors

|    |  |     |     |            |
|----|--|-----|-----|------------|
| 7  | Re-elect Bill Whiteley as Director     | For | For | Management |
| 8  | Re-elect Nick Anderson as Director     | For | For | Management |
| 9  | Re-elect David Meredith as Director    | For | For | Management |
| 10 | Re-elect Neil Daws as Director         | For | For | Management |
| 11 | Re-elect Jay Whalen as Director        | For | For | Management |
| 12 | Re-elect Dr Krishnamurthy Rajagopal as | For | For | Management |

### Director

|    |                                   |     |     |            |
|----|-----------------------------------|-----|-----|------------|
| 13 | Re-elect Dr Trudy Schoolenberg as | For | For | Management |
| 14 | Re-elect Clive Watson as Director | For | For | Management |
| 15 | Elect Jamie Pike as Director      | For | For | Management |
| 16 | Authorise Issue of Equity with    | For | For | Management |

### Pre-emptive Rights

|    |                                   |     |     |            |
|----|-----------------------------------|-----|-----|------------|
| 17 | Approve Scrip Dividend            | For | For | Management |
| 18 | Authorise Issue of Equity without | For | For | Management |

### Pre-emptive Rights

|    |                                       |     |     |            |
|----|---------------------------------------|-----|-----|------------|
| 19 | Authorise Market Purchase of Ordinary | For | For | Management |
|----|---------------------------------------|-----|-----|------------|

### Shares

|    |  |     |     |            |
|----|--|-----|-----|------------|
| 20 | Authorise the Company to Call EGM with | For | For | Management |
|----|--|-----|-----|------------|

### Two Weeks' Notice

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WABCO HOLDINGS INC.

Ticker: WBC Security ID: 92927K102

## Edgar Filing: SOURCE CAPITAL INC /DE/ - Form N-PX

Meeting Date: MAY 22, 2014 Meeting Type: Annual

Record Date: MAR 28, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director G. Peter D'Aloia                                   | For     | For       | Management |
| 1.2 | Elect Director Juergen W. Gromer                                  | For     | For       | Management |
| 1.3 | Elect Director Mary L. Petrovich                                  | For     | For       | Management |
| 2   | Ratify Auditors   | For     | For       | Management |
| 3   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |

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ZEBRA TECHNOLOGIES CORPORATION

Ticker: ZBRA Security ID: 989207105

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 24, 2014

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Frank B. Modruson                                  | For     | Withhold  | Management |
| 1.2 | Elect Director Anders Gustafsson                                  | For     | Withhold  | Management |
| 1.3 | Elect Director Andrew K. Ludwick                                  | For     | Withhold  | Management |
| 1.4 | Elect Director Janice M. Roberts                                  | For     | Withhold  | Management |
| 2   | Advisory Vote to Ratify Named<br>Executive Officers' Compensation | For     | For       | Management |
| 3   | Ratify Auditors   | For     | For       | Management |

===== END NPX REPORT

*Investment Company Report***HALMA PLC, AMERSHAM**

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | G42504103    | <b>Meeting Type</b> | Annual General Meeting |
| <b>Ticker Symbol</b> |              | <b>Meeting Date</b> | 25-Jul-2013            |
| <b>ISIN</b>          | GB0004052071 | <b>Agenda</b>       | 704626172 - Management |

| Item | Proposal  | Type       | Vote | For/Against Management |
|------|---|------------|------|------------------------|
| 1    | To receive the Accounts and the Reports of the Directors and the Auditors | Management | For  | For                    |
| 2    | To declare a final dividend   | Management | For  | For                    |
| 3    | To approve the Remuneration Report  | Management | For  | For                    |
| 4    | To re-elect Andrew Williams as a Director                                 | Management | For  | For                    |
| 5    | To re-elect Kevin Thompson as a Director                                  | Management | For  | For                    |
| 6    | To re-elect Stephen Pettit as a Director                                  | Management | For  | For                    |
| 7    | To re-elect Neil Quinn as a Director                                      | Management | For  | For                    |
| 8    | To re-elect Jane Aikman as a Director                                     | Management | For  | For                    |
| 9    | To re-elect Adam Meyers as a Director                                     | Management | For  | For                    |
| 10   | To re-elect Lord Blackwell as a Director                                  | Management | For  | For                    |
| 11   | To re-elect Steve Marshall as a Director                                  | Management | For  | For                    |
| 12   | To re-elect Daniela Barone Soares as a Director                           | Management | For  | For                    |
| 13   | To elect Paul Walker as a Director  | Management | For  | For                    |
| 14   | To reappoint Deloitte LLP as Auditor                                      | Management | For  | For                    |
| 15   | To authorise the Directors to determine the remuneration of the Auditor   | Management | For  | For                    |
| 16   | Authority to allot shares   | Management | For  | For                    |
| 17   | Disapplication of pre-emption rights                                      | Management | For  | For                    |
| 18   | Authority to purchase own shares  | Management | For  | For                    |
| 19   | Notice of general meetings  | Management | For  | For                    |

**MICROCHIP TECHNOLOGY INCORPORATED**

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | 595017104    | <b>Meeting Type</b> | Annual                 |
| <b>Ticker Symbol</b> | MCHP         | <b>Meeting Date</b> | 16-Aug-2013            |
| <b>ISIN</b>          | US5950171042 | <b>Agenda</b>       | 933856936 - Management |

| Item | Proposal   | Type       | Vote | For/Against Management |
|------|--|------------|------|------------------------|
| 1.   | DIRECTOR   | Management |      |                        |
|      | 1 STEVE SANGHI   |            | For  | For                    |
|      | 2 MATTHEW W. CHAPMAN   |            | For  | For                    |
|      | 3 L.B. DAY   |            | For  | For                    |
|      | 4 ALBERT J. HUGO-MARTINEZ  |            | For  | For                    |
|      | 5 WADE F. MEYERCORD  |            | For  | For                    |
| 2.   | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC | Management | For  | For                    |

ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR  
ENDING MARCH 31, 2014.

|    |  |            |     |     |
|----|--|------------|-----|-----|
| 3. | PROPOSAL TO APPROVE, ON AN ADVISORY<br>(NON-BINDING) BASIS, THE COMPENSATION OF OUR<br>NAMED EXECUTIVES. | Management | For | For |
|----|--|------------|-----|-----|

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**EVS BROADCAST EQUIPMENT SA, SERAING**

|                      |              |                     |                               |
|----------------------|--------------|---------------------|-------------------------------|
| <b>Security</b>      | B3883A119    | <b>Meeting Type</b> | ExtraOrdinary General Meeting |
| <b>Ticker Symbol</b> |              | <b>Meeting Date</b> | 20-Aug-2013                   |
| <b>ISIN</b>          | BE0003820371 | <b>Agenda</b>       | 704663322 - Management        |

| Item | Proposal   | Type       | Vote | For/Against Management |
|------|--|------------|------|------------------------|
| CMMT | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE                   | Non-Voting |      |                        |
| CMMT | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED | Non-Voting |      |                        |
| 1    | Approve Stock Option Plan for J. Janssen Re: 25,000 Warrants   | Management | For  | For                    |
| 2    | Approve Conditional Cancellation of 70,000 Warrants if Item 1 is Approved  | Management | For  | For                    |
| 3    | Authorize Board to Issue Shares in the Event of a Public Tender Offer or Share Exchange Offer and Renew Authorization to Increase Share Capital within the Framework of Authorized Capital   | Management | For  | For                    |
| 4.a  | Elect Muriel de Lathouwer as Independent Director  | Management | For  | For                    |
| 4.b  | Elect Freddy Tacheny as Independent Director   | Management | For  | For                    |
| 5    | Authorize Implementation of Approved Resolutions and Filing of Required Documents/Formalities at Trade Registry  | Management | For  | For                    |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING TYPE FROM SGM TO-EGM AND CHANGE IN TIME FROM 10.00 TO 11.00. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU  | Non-Voting |      |                        |

**LIFE TECHNOLOGIES CORPORATION**

|                      |           |                     |             |
|----------------------|-----------|---------------------|-------------|
| <b>Security</b>      | 53217V109 | <b>Meeting Type</b> | Special     |
| <b>Ticker Symbol</b> | LIFE      | <b>Meeting Date</b> | 21-Aug-2013 |

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ISIN

US53217V1098

Agenda

933860973 - Management

| Item | Proposal  | Type       | Vote | For/Against Management |
|------|---|------------|------|------------------------|
| 01   | TO CONSIDER AND VOTE ON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 14, 2013 (THE MERGER AGREEMENT ), BY AND AMONG LIFE TECHNOLOGIES CORPORATION (THE COMPANY ), THERMO FISHER SCIENTIFIC INC., AND POLPIS MERGER SUB CO. | Management | For  | For                    |
| 02   | TO CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH, OR FOLLOWING, THE CONSUMMATION OF THE MERGER.                   | Management | For  | For                    |
| 03   | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.                                       | Management | For  | For                    |



## EVS BROADCAST EQUIPMENT SA, SERAING

|                      |              |                     |                               |
|----------------------|--------------|---------------------|-------------------------------|
| <b>Security</b>      | B3883A119    | <b>Meeting Type</b> | ExtraOrdinary General Meeting |
| <b>Ticker Symbol</b> |              | <b>Meeting Date</b> | 24-Sep-2013                   |
| <b>ISIN</b>          | BE0003820371 | <b>Agenda</b>       | 704703847 - Management        |

| Item | Proposal   | Type       | Vote | For/Against Management |
|------|--|------------|------|------------------------|
| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 223875 DUE TO CHANGE IN MEETING DATE FROM 20 AUG 2013 TO 24 SEP 2013 AND RECORD DATE FROM 06 AUG 2013 TO-10 SEP 2013. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.                                    | Non-Voting |      |                        |
| CMMT | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE                   | Non-Voting |      |                        |
| CMMT | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO-YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR-YOUR VOTE TO BE LODGED | Non-Voting |      |                        |
| 1    | Issuance of 25,000 warrants for J. Janssen   | Management | For  | For                    |
| 2    | On the condition precedent that the 25,000 warrants are approved (see point 1), cancellation of 70,000 warrants already issued and not yet granted   | Management | For  | For                    |
| 3    | Authorized capital (article 7 of the statutes)   | Management | For  | For                    |
| 4.a  | Appointment of Mrs. Muriel de Lathouwer  | Management | For  | For                    |
| 4.b  | Appointment of Mr. Freddy Tacheny  | Management | For  | For                    |
| 5    | Delegation of power  | Management | For  | For                    |

## L OCCITANE INTERNATIONAL SA, LUXEMBOURG

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | L6071D109    | <b>Meeting Type</b> | Annual General Meeting |
| <b>Ticker Symbol</b> |              | <b>Meeting Date</b> | 25-Sep-2013            |
| <b>ISIN</b>          | LU0501835309 | <b>Agenda</b>       | 704673602 - Management |

| Item | Proposal   | Type       | Vote | For/Against Management |
|------|--|------------|------|------------------------|
| CMMT | PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM ARE AVAILABLE BY CLICKING ON THE URL LINKS:<br><a href="http://www.hkexnews.hk/listedco/listconews/sehk/2013/0731/LTN-20130731033.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2013/0731/LTN-20130731033.pdf</a> AND<br><a href="http://www.hkexnews.hk/listedco/listconews/sehk/2013/0731-/LTN20130731019.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2013/0731-/LTN20130731019.pdf</a> | Non-Voting |      |                        |
| CMMT | PLEASE NOTE IN THE HONG KONG MARKET THAT A VOTE OF ABSTAIN WILL BE TREATED THE SAME AS A TAKE NO ACTION VOTE.  | Non-Voting |      |                        |
| 1    | To receive and adopt the statutory accounts and audited consolidated financial statements of the Company for the year ended 31 March 2013 and to acknowledge the content of the reports of the board of directors and the auditors of the Company  | Management | For  | For                    |
| 2    | To declare a final dividend of a total amount of EUR 42.9 million for the year ended 31 March 2013   | Management | For  | For                    |
| 3.i  | To elect the following director of the Company for a term of 3 years: Mrs. Valerie Irene Amelie Monique Bernis   | Management | For  | For                    |
| 3.ii | To elect the following director of the Company for a term of 3 years: Mr. Pierre Maurice Georges Milet   | Management | For  | For                    |
| 4.A  | To give a general mandate to the directors to allot, issue and deal with or, subject to the Treasury Shares Waiver being obtained, transfer or sell out of treasury and deal with, additional shares not exceeding 20% of the issued share capital of the Company (excluding the nominal capital of those shares that are held in Treasury)  | Management | For  | For                    |
| 4.B  | To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company (excluding the nominal capital of those shares that are held in Treasury) within a price range between HKD 10 and HKD 30  | Management | For  | For                    |
| 4.C  | To extend the authority given to the directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 4(B)   | Management | For  | For                    |
| 5    | To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor of the Company for the financial year ending 31 March 2014   | Management | For  | For                    |
| 6    | To re-appoint PricewaterhouseCoopers as the external auditor of the Company to hold the office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company  | Management | For  | For                    |

|      |   |            |     |     |
|------|---|------------|-----|-----|
| 7.A  | That conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the exercise of Options to be granted under the Share Option Plan 2013 of the Company, a copy of which has been produced to this meeting marked A and signed by the chairman of this meeting for the purpose of identification (the Share Option Plan 2013 ), the Share Option Plan 2013 be and is hereby approved and adopted; and the Directors be and are hereby authorised to grant Options to the Eligible Persons under the Share Option Plan 2013 and to allot and issue Shares or, subject to the Treasury Shares Waiver being obtained, transfer Treasury Shares out of treasury, representing up to 1.5% of the Company's issued share capital as at the date of this resolution (excluding Treasury Shares) upon the exercise of any Options granted there under and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Share Option Plan 2013, and that the share option plan adopted on 30 September 2010 be and hereby is terminated with immediate effect in accordance with its terms | Management | For | For |
| 7.B  | That the Free Share Plan 2013 of the Company, a copy of which has been produced to this meeting marked B and signed by the chairman of this meeting for the purpose of identification (the Free Share Plan 2013 ) be and is hereby approved and adopted; and the Directors be and are hereby authorised to grant Free Shares to the Eligible Persons under the Free Share Plan 2013 and to allot and issue Shares or, subject to the Treasury Shares Waiver being obtained, transfer Treasury Shares out of treasury, representing up to 0.5% of the Company's issued share capital as at the date of this resolution (excluding Treasury Shares) upon the allocation of any Free Shares granted there under and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Free Share Plan 2013, and that the free share plan adopted on 30 September 2010 be and hereby is terminated with immediate effect in accordance with its terms  | Management | For | For |
| 8    | To approve the remuneration to be granted to certain directors of the Company and to authorize the board of directors to implement any subsequent actions which may be required, including, for the avoidance of doubt, the payment modalities  | Management | For | For |
| 9    | To grant discharge to the directors for the exercise of their mandate during the financial year ended 31 March 2013   | Management | For | For |
| 10   | To grant discharge to the statutory auditors PricewaterhouseCoopers for the exercise of their mandate during the financial year ended 31 March 2013   | Management | For | For |
| 11   | To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company  | Management | For | For |
| CMMT | MEETING IS TAKING PLACE BY TELECONFERENCE AT 38/F TOWER 2, TIMES SQUARE, 1 MATHESON ROAD, CAUSEWAY BAY,   | Non-Voting |     |     |

HONG KONG AT 16:00 HK TIME

CMMT

PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL COMMENT AND CHANGE IN BLOCKING, MEETING TIME AND LOCATION. IF YOU HAVE ALREADY SENT IN YOUR-VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

Non-Voting

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NOBLE CORPORATION (DO NOT USE)

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | H5833N103    | <b>Meeting Type</b> | Special                |
| <b>Ticker Symbol</b> | NE           | <b>Meeting Date</b> | 11-Oct-2013            |
| <b>ISIN</b>          | CH0033347318 | <b>Agenda</b>       | 933877295 - Management |

| Item | Proposal   | Type       | Vote | For/Against Management |
|------|--|------------|------|------------------------|
| 01   | APPROVAL OF THE MERGER AGREEMENT, A COPY OF WHICH IS ATTACHED TO THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS AS ANNEX A. | Management | For  | For                    |

NOBLE CORPORATION (DO NOT USE)

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | H5833N103    | <b>Meeting Type</b> | Special                |
| <b>Ticker Symbol</b> | NE           | <b>Meeting Date</b> | 11-Oct-2013            |
| <b>ISIN</b>          | CH0033347318 | <b>Agenda</b>       | 933881864 - Management |

| Item | Proposal   | Type       | Vote | For/Against Management |
|------|--|------------|------|------------------------|
| 01   | APPROVAL OF THE MERGER AGREEMENT, A COPY OF WHICH IS ATTACHED TO THE ACCOMPANYING PROXY STATEMENT/PROSPECTUS AS ANNEX A. | Management | For  | For                    |

MAXIM INTEGRATED PRODUCTS, INC.

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | 57772K101    | <b>Meeting Type</b> | Annual                 |
| <b>Ticker Symbol</b> | MXIM         | <b>Meeting Date</b> | 13-Nov-2013            |
| <b>ISIN</b>          | US57772K1016 | <b>Agenda</b>       | 933881802 - Management |

| Item | Proposal   | Type       | Vote | For/Against Management |
|------|--|------------|------|------------------------|
| 1.   | DIRECTOR   | Management |      |                        |
|      | 1 TUNC DOLUCA  |            | For  | For                    |
|      | 2 B. KIPLING HAGOPIAN  |            | For  | For                    |
|      | 3 JAMES R. BERGMAN   |            | For  | For                    |
|      | 4 JOSEPH R. BRONSON  |            | For  | For                    |
|      | 5 ROBERT E. GRADY  |            | For  | For                    |
|      | 6 WILLIAM D. WATKINS   |            | For  | For                    |
|      | 7 A.R. FRANK WAZZAN  |            | For  | For                    |
| 2.   | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS MAXIM INTEGRATED S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 28, 2014. | Management | For  | For                    |

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|    |  |            |     |     |
|----|--|------------|-----|-----|
| 3. | TO RATIFY AND APPROVE AN AMENDMENT TO MAXIMIZE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE UNDER THE 2008 EMPLOYEE STOCK PURCHASE PLAN (THE PLAN ) TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 2,000,000 SHARES. | Management | For | For |
| 4. | TO RATIFY AND APPROVE AN AMENDMENT TO MAXIMIZE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE UNDER THE 1996 STOCK INCENTIVE PLAN (THE PLAN ) TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 6,000,000 SHARES.         | Management | For | For |
| 5. | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Management | For | For |

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## SCANSOURCE, INC.

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | 806037107    | <b>Meeting Type</b> | Annual                 |
| <b>Ticker Symbol</b> | SCSC         | <b>Meeting Date</b> | 05-Dec-2013            |
| <b>ISIN</b>          | US8060371072 | <b>Agenda</b>       | 933888995 - Management |

| Item | Proposal  | Type       | Vote     | For/Against Management |
|------|---|------------|----------|------------------------|
| 1.   | DIRECTOR  | Management |          |                        |
|      | 1 MICHAEL L. BAUR   |            | For      | For                    |
|      | 2 STEVEN R. FISCHER   |            | For      | For                    |
|      | 3 MICHAEL J. GRAINGER   |            | For      | For                    |
|      | 4 JOHN P. REILLY  |            | For      | For                    |
|      | 5 CHARLES R. WHITCHURCH   |            | Withheld | Against                |
| 2.   | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Management | For      | For                    |
| 3.   | APPROVAL OF THE SCANSOURCE, INC. 2013 LONG-TERM INCENTIVE PLAN. | Management | For      | For                    |

## COPART, INC.

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | 217204106    | <b>Meeting Type</b> | Annual                 |
| <b>Ticker Symbol</b> | CPRT         | <b>Meeting Date</b> | 16-Dec-2013            |
| <b>ISIN</b>          | US2172041061 | <b>Agenda</b>       | 933899873 - Management |

| Item | Proposal   | Type       | Vote | For/Against Management |
|------|--|------------|------|------------------------|
| 1.   | DIRECTOR   | Management |      |                        |
|      | 1 WILLIS J. JOHNSON  |            | For  | For                    |
|      | 2 A. JAYSON ADAIR  |            | For  | For                    |
|      | 3 MATT BLUNT   |            | For  | For                    |
|      | 4 STEVEN D. COHAN  |            | For  | For                    |
|      | 5 DANIEL J. ENGLANDER  |            | For  | For                    |
|      | 6 JAMES E. MEEKS   |            | For  | For                    |
|      | 7 VINCENT W. MITZ  |            | For  | For                    |
|      | 8 THOMAS N. TRYFOROS   |            | For  | For                    |
| 2.   | TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2007 EQUITY INCENTIVE PLAN AND THE NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER.  | Management | For  | For                    |
| 3.   | TO APPROVE THE GRANT OF AN OPTION TO ACQUIRE 2,000,000 AND 1,500,000 SHARES OF OUR COMMON STOCK TO EACH OF A. JAYSON ADAIR, OUR CHIEF EXECUTIVE OFFICER, AND VINCENT W. MITZ, OUR PRESIDENT, RESPECTIVELY, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT, SUCH GRANTS TO BE MADE IN LIEU OF ANY CASH SALARY OR BONUS ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Management | For  | For                    |
| 4.   | ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION FOR THE YEAR ENDED JULY 31, 2013 (SAY ON PAY VOTE).  | Management | For  | For                    |

|    |  |            |     |     |
|----|--|------------|-----|-----|
| 5. | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2014. | Management | For | For |
|----|--|------------|-----|-----|

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## VARIAN MEDICAL SYSTEMS, INC.

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | 92220P105    | <b>Meeting Type</b> | Annual                 |
| <b>Ticker Symbol</b> | VAR          | <b>Meeting Date</b> | 20-Feb-2014            |
| <b>ISIN</b>          | US92220P1057 | <b>Agenda</b>       | 933912900 - Management |

| Item | Proposal  | Type       | Vote | For/Against Management |
|------|---|------------|------|------------------------|
| 1.   | DIRECTOR  | Management |      |                        |
|      | 1 SUSAN L. BOSTROM  |            | For  | For                    |
|      | 2 REGINA E. DUGAN   |            | For  | For                    |
|      | 3 VENKATRAMAN THYAGARAJA  |            | For  | For                    |
|      | 4 DOW R. WILSON   |            | For  | For                    |
| 2.   | TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.   | Management | For  | For                    |
| 3.   | TO APPROVE THE VARIAN MEDICAL SYSTEMS, INC. MANAGEMENT INCENTIVE PLAN.  | Management | For  | For                    |
| 4.   | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.   | Management | For  | For                    |
| 5.   | TO APPROVE AN AMENDMENT TO THE VARIAN MEDICAL SYSTEMS, INC. CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS, IF THE ELIMINATION OF CUMULATIVE VOTING PURSUANT TO PROPOSAL 6 IS APPROVED.            | Management | For  | For                    |
| 6.   | TO APPROVE AN AMENDMENT TO THE VARIAN MEDICAL SYSTEMS, INC. CERTIFICATE OF INCORPORATION TO ELIMINATE CUMULATIVE VOTING FOR DIRECTORS, IF THE ELIMINATION OF THE CLASSIFIED BOARD PURSUANT TO PROPOSAL 5 IS APPROVED. | Management | For  | For                    |

## NORDSON

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | 655663102    | <b>Meeting Type</b> | Annual                 |
| <b>Ticker Symbol</b> | NDSN         | <b>Meeting Date</b> | 25-Feb-2014            |
| <b>ISIN</b>          | US6556631025 | <b>Agenda</b>       | 933916441 - Management |

| Item | Proposal  | Type       | Vote | For/Against Management |
|------|---|------------|------|------------------------|
| 1.   | DIRECTOR  | Management |      |                        |
|      | 1 JOSEPH P. KEITHLEY  |            | For  | For                    |
|      | 2 MICHAEL J. MERRIMAN, JR   |            | For  | For                    |
|      | 3 MARY G. PUMA  |            | For  | For                    |
| 2.   | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2014. | Management | For  | For                    |
| 3.   | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Management | For  | For                    |

## CLARCOR INC.

|                      |              |                     |                        |
|----------------------|--------------|---------------------|------------------------|
| <b>Security</b>      | 179895107    | <b>Meeting Type</b> | Annual                 |
| <b>Ticker Symbol</b> | CLC          | <b>Meeting Date</b> | 25-Mar-2014            |
| <b>ISIN</b>          | US1798951075 | <b>Agenda</b>       | 933926202 - Management |

| Item | Proposal   | Type        | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1.   | DIRECTOR   | Management  |      |                        |
|      | 1 MARK A. EMKES  |             | For  | For                    |
|      | 2 ROBERT H. JENKINS  |             | For  | For                    |
|      | 3 PHILIP R. LOCHNER, JR.   |             | For  | For                    |
| 2.   | SAY ON PAY - AN ADVISORY NON-BINDING VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.   | Management  | For  | For                    |
| 3.   | APPROVAL OF THE 2014 CLARCOR INCENTIVE PLAN.   | Management  | For  | For                    |
| 4.   | VOTE REGARDING THE SHAREHOLDER PROPOSAL RELATING TO SUSTAINABILITY REPORTING.  | Shareholder | For  | Against                |
| 5.   | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING NOVEMBER 29, 2014. | Management  | For  | For                    |

**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)

Source Capital, Inc.

By (Signature and Title)\*

/s/ J. Richard Atwood, Treasurer

Date

8/29/14

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\* Print the name and title of each signing officer under his or her signature.