Morris Capital Advisors, LLC and
Manor Investment Funds
Proxy Voting History

Votes Cast for the Manor Core Fund

Company Information	Proposal	Mgmt Rec.	Vote Cast	Sponsor
MICROCHIP TECHNOLOGY INCORPORATED 595017104 AUGUST 18, 2020	1A. ELECTION OF DIRECTOR: STEVE SANGHI	For	For	Management
	1B. ELECTION OF DIRECTOR: MATTHEW W. CHAPMAN	For	For	Management
	1C. ELECTION OF DIRECTOR: L.B. DAY	For	For	Management
	1D. ELECTION OF DIRECTOR: ESTHER L. JOHNSON	For	For	Management
	1E. ELECTION OF DIRECTOR: WADE F. MEYERCORD	For	For	Management
	2. PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2021.	For	For	Management
	3. PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVES.	For	For	Management
NETAPP, INC. 64110D104 SEPTEMBER 10, 2020	1A. ELECTION OF DIRECTOR: T. MICHAEL NEVENS	For	For	Management
	1B. ELECTION OF DIRECTOR: DEEPAK AHUJA	For	For	Management
	1C. ELECTION OF DIRECTOR: GERALD HELD	For	For	Management
	1D. ELECTION OF DIRECTOR: KATHRYN M. HILL	For	For	Management
	1E. ELECTION OF DIRECTOR: DEBORAH L. KERR	For	For	Management
	1F. ELECTION OF DIRECTOR: GEORGE KURIAN	For	For	Management
	1G. ELECTION OF DIRECTOR: SCOTT F. SCHENKEL	For	For	Management
	1H. ELECTION OF DIRECTOR: GEORGE T. SHAHEEN	For	For	Management
	2. TO HOLD AN ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	For	For	Management
	3. TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS NETAPP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING APRIL 30, 2021.	For	For	Management
	4. TO APPROVE A STOCKHOLDER PROPOSAL FOR STOCKHOLDER ACTION BY WRITTEN CONSENT.	Against	Against	Stockholder
MICROSOFT CORPORATION 594918104 DECEMBER 2, 2020	1A. ELECTION OF DIRECTOR: REID G. HOFFMAN	For	For	Management
	1B. ELECTION OF DIRECTOR: HUGH F. JOHNSTON	For	For	Management
	1C. ELECTION OF DIRECTOR: TERI L. LIST-STOLL	For	For	Management
	1D. ELECTION OF DIRECTOR: SATYA NADELLA	For	For	Management
	1E. ELECTION OF DIRECTOR: SANDRA E. PETERSON	For	For	Management
	1F. ELECTION OF DIRECTOR: PENNY S. PRITZKER	For	For	Management
	1G. ELECTION OF DIRECTOR: CHARLES W. SCHARF	For	For	Management
	1H. ELECTION OF DIRECTOR: ARNE M. SORENSON	For	For	Management
	1I. ELECTION OF DIRECTOR: JOHN W. STANTON	For	For	Management
	1J. ELECTION OF DIRECTOR: JOHN W. THOMPSON	For	For	Management
	1K. ELECTION OF DIRECTOR: EMMA N. WALMSLEY	For	For	Management
	1L. ELECTION OF DIRECTOR: PADMASREE WARRIOR	For	For	Management
	2. ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	For	For	Management
	3. RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2021.	For	For	Management
	4. SHAREHOLDER PROPOSAL - REPORT ON EMPLOYEE REPRESENTAITON ON BOARD OF DIRECTORS.	Against	Against	Shareholder
D.R. HORTON, INC. 23331A109 JANUARY 20, 2021	1A. ELECTION OF DIRECTOR: DONALD R. HORTON	For	For	Management
	1B. ELECTION OF DIRECTOR: BARBARA K. ALLEN	For	For	Management
	1C. ELECTION OF DIRECTOR: BRAD S. ANDERSON	For	For	Management
	1D. ELECTION OF DIRECTOR: MICHAEL R. BUCHANAN	For	For	Management
	1E. ELECTION OF DIRECTOR: MICHAEL W. HEWATT	For	For	Management
	1F. ELECTION OF DIRECTOR: MARIBESS L. MILLER	For	For	Management
	2. APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	For	For	Management
	3. RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	For	For	Management
AMERISOURCEBERGEN	1A. ELECTION OF DIRECTOR: ORNELLA BARRA	For	For	Management

CORPORATION 03073E105 MARCH 11, 2021	1B. ELECTION OF DIRECTOR: STEVEN H. COLLIS 1C. ELECTION OF DIRECTOR: D. MARK DURCAN 1D. ELECTION OF DIRECTOR: RICHARD W. GOCHNAUER 1E. ELECTION OF DIRECTOR: LON R. GREENBERG 1F. ELECTION OF DIRECTOR: JANE E. HENNEY, M.D. 1G. ELECTION OF DIRECTOR: KATHLEEN W. HYLE 1H. ELECTION OF DIRECTOR: MICHAEL J. LONG 1I. ELECTION OF DIRECTOR: HENRY W. MCGEE 1J. ELECTION OF DIRECTOR: DENNIS M. NALLY 2. RATIFICATION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2021. 3. ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS. 4. STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO ADOPT A POLICY THAT THE CHAIR OF THE BOARD BE AN INDEPENDENT DIRECTOR.	For For For For For For For For For For For Against	For For For For For For For For For For For For	Management Management Management Management Management Management Management Management Management Management Management Stockholder
APPLIED MATERIALS, INC. 038222105 MARCH 11, 2021	1A. ELECTION OF DIRECTOR: RANI BORKAR 1B. ELECTION OF DIRECTOR: JUDY BRUNER 1C. ELECTION OF DIRECTOR: XUN (ERIC) CHEN 1D. ELECTION OF DIRECTOR: AART J. DE GEUS 1E. ELECTION OF DIRECTOR: GARY E. DICKERSON 1F. ELECTION OF DIRECTOR: THOMAS J. IANNOTTI 1G. ELECTION OF DIRECTOR: ALEXANDER A. KARSNER 1H. ELECTION OF DIRECTOR: ADRIANNA C. MA 1I. ELECTION OF DIRECTOR: YVONNE MCGILL 1J. ELECTION OF DIRECTOR: SCOTT A. MCGREGOR 2. APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF APPLIED MATERIALS' NAMED EXECUTIVE OFFICERS FOR FISCAL YEAR 2020. 3. RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS APPLIED MATERIALS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2021. 4. APPROVAL OF THE AMENDED AND RESTATED EMPLOYEE STOCK INCENTIVE PLAN. 5. APPROVAL OF THE OMNIBUS EMPLOYEES' STOCK PURCHASE PLAN. 6. SHAREHOLDER PROPOSAL TO ADOPT A POLICY, AND AMEND OUR GOVERNING DOCUMENTS AS NECESSARY, TO REQUIRE THE CHAIRMAN OF THE BOARD TO BE INDEPENDENT WHENEVER POSSIBLE INCLUDING THE NEXT CHAIRMAN OF THE BOARD TRANSITION. 7. SHAREHOLDER PROPOSAL TO IMPROVE THE EXECUTIVE COMPENSATION PROGRAM AND POLICY TO INCLUDE CEO PAY RATIO AND OTHER FACTORS.	For For For For For For For For For For For For For For Against Against	For For For For For For For For For For For For For For For Against	Management Management Management Management Management Management Management Management Management Management Management Management Management Management Shareholder Shareholder
AVERY DENNISON CORPORATION 053611109 APRIL 22, 2021	1A. ELECTION OF DIRECTOR: BRADLEY ALFORD 1B. ELECTION OF DIRECTOR: ANTHONY ANDERSON 1C. ELECTION OF DIRECTOR: MARK BARRENECHEA 1D. ELECTION OF DIRECTOR: MITCHELL BUTIER 1E. ELECTION OF DIRECTOR: KEN HICKS 1F. ELECTION OF DIRECTOR: ANDRES LOPEZ 1G. ELECTION OF DIRECTOR: PATRICK SIEWERT 1H. ELECTION OF DIRECTOR: JULIA STEWART 1I. ELECTION OF DIRECTOR: MARTHA SULLIVAN 2. APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION. 3. RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2021.	For For For For For For For For For For For	For For For For For For For For For For For	Management Management Management Management Management Management Management Management Management Management Management
AES CORPORATION 00130H105 APRIL 22, 2021	1A. ELECTION OF DIRECTOR: JANET G. DAVIDSON 1B. ELECTION OF DIRECTOR: ANDRÉS R. GLUSKI 1C. ELECTION OF DIRECTOR: TARUN KHANNA 1D. ELECTION OF DIRECTOR: HOLLY K. KOEPPEL 1E. ELECTION OF DIRECTOR: JULIA M. LAULIS 1F. ELECTION OF DIRECTOR: JAMES H. MILLER 1G. ELECTION OF DIRECTOR: ALAIN MONIÉ 1H. ELECTION OF DIRECTOR: JOHN B. MORSE, JR.	For For For For For For For For	For For For For For For For For	Management Management Management Management Management Management Management Management

	1I. ELECTION OF DIRECTOR: MOISÉS NAÍM	For	For	Management
	1J. ELECTION OF DIRECTOR: TERESA M. SEBASTIAN	For	For	Management
	2. TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	For	For	Management
	3. TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITOR OF THE COMPANY FOR FISCAL YEAR 2021.	For	For	Management
	4. TO VOTE ON A NON-BINDING STOCKHOLDER PROPOSAL SEEKING TO ADOPT A BY-LAW TO SUBJECT ANY BY-LAW OR CHARTER AMENDMENTS TO A STOCKHOLDER VOTE.	Against	For	Stockholder
PNC FINANCIAL SERVICES GROUP, INC. 693475105 APRIL 27, 2021	1A. ELECTION OF DIRECTOR: JOSEPH ALVARADO	For	For	Management
	1B. ELECTION OF DIRECTOR: CHARLES E. BUNCH	For	For	Management
	1C. ELECTION OF DIRECTOR: DEBRA A. CAFARO	For	For	Management
	1D. ELECTION OF DIRECTOR: MARJORIE RODGERS CHESHIRE	For	For	Management
	1E. ELECTION OF DIRECTOR: DAVID L. COHEN	For	For	Management
	1F. ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK	For	For	Management
	1G. ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN	For	For	Management
	1H. ELECTION OF DIRECTOR: RICHARD J. HARSHMAN	For	For	Management
	1I. ELECTION OF DIRECTOR: DANIEL R. HESSE	For	For	Management
	1J. ELECTION OF DIRECTOR: LINDA R. MEDLER	For	For	Management
	1K. ELECTION OF DIRECTOR: MARTIN PFINSGRAFF	For	For	Management
	1L. ELECTION OF DIRECTOR: TONI TOWNES-WHITLEY	For	For	Management
	1M. ELECTION OF DIRECTOR: MICHAEL J. WARD	For	For	Management
	2. RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2021.	For	For	Management
	3. ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	For	For	Management
	4. SHAREHOLDER PROPOSAL REGARDING REPORT ON RISK MANAGEMENT AND THE NUCLEAR WEAPONS INDUSTRY.	Against	Against	Shareholder
CHARTER COMMUNICATIONS, INC. 16119P108 APRIL 27, 2021	1A. ELECTION OF DIRECTOR: W. LANCE CONN	For	For	Management
	1B. ELECTION OF DIRECTOR: KIM C. GOODMAN	For	For	Management
	1C. ELECTION OF DIRECTOR: CRAIG A. JACOBSON	For	For	Management
	1D. ELECTION OF DIRECTOR: GREGORY B. MAFFEI	For	For	Management
	1E. ELECTION OF DIRECTOR: JOHN D. MARKLEY, JR.	For	For	Management
	1F. ELECTION OF DIRECTOR: DAVID C. MERRITT	For	For	Management
	1G. ELECTION OF DIRECTOR: JAMES E. MEYER	For	For	Management
	1H. ELECTION OF DIRECTOR: STEVEN A. MIRON	For	For	Management
	1I. ELECTION OF DIRECTOR: BALAN NAIR	For	For	Management
	1J. ELECTION OF DIRECTOR: MICHAEL A. NEWHOUSE	For	For	Management
	1K. ELECTION OF DIRECTOR: MAURICIO RAMOS	For	For	Management
	1L. ELECTION OF DIRECTOR: THOMAS M. RUTLEDGE	For	For	Management
	1M. ELECTION OF DIRECTOR: ERIC L. ZINTERHOFER	For	For	Management
	2. THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER 31, 2021.	For	For	Management
	3. STOCKHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES.	Against	Against	Stockholder
	4. STOCKHOLDER PROPOSAL REGARDING CHAIRMAN OF THE BOARD AND CEO ROLES.	Against	For	Stockholder
	5. STOCKHOLDER PROPOSAL REGARDING DIVERSITY AND INCLUSION EFFORTS.	Against	Against	Stockholder
	6. STOCKHOLDER PROPOSAL REGARDING DISCLOSURE OF GREENHOUSE GAS EMISSIONS.	Against	Against	Stockholder
	7. STOCKHOLDER PROPOSAL REGARDING EEO-1 REPORTS.	Against	Against	Stockholder
CABOT OIL & GAS CORPORATION 127097103 APRIL 29, 2021	1. DIRECTOR			
	DOROTHY M. ABLES	For	For	Management
	RHYS J. BEST	For	For	Management
	ROBERT S. BOSWELL	For	For	Management
	AMANDA M. BROCK	For	For	Management
	PETER B. DELANEY	For	For	Management
	DAN O. DINGES	For	For	Management
	W. MATT RALLS	For	For	Management
	MARCUS A. WATTS	For	For	Management
	2. TO RATIFY THE APPOINTMENT OF THE FIRM PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR ITS 2021 FISCAL YEAR.	For	For	Management
	3. TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE	For	For	Management

	COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.			
VALERO ENERGY CORPORATION 91913Y100 APRIL 29, 2021	1A. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: H. PAULETT EBERHART	For	For	Management
	1B. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: JOSEPH W. GORDER	For	For	Management
	1C. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: KIMBERLY S. GREENE	For	For	Management
	1D. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: DEBORAH P. MAJORAS	For	For	Management
	1E. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: ERIC D. MULLINS	For	For	Management
	1F. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: DONALD L. NICKLES	For	For	Management
	1G. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: PHILIP J. PFEIFFER	For	For	Management
	1H. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: ROBERT A. PROFUSEK	For	For	Management
	1I. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: STEPHEN M. WATERS	For	For	Management
	1J. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: RANDALL J. WEISENBURGER	For	For	Management
	1K. ELECTION OF DIRECTOR TO SERVE UNTIL THE 2022 ANNUAL MEETING OF STOCKHOLDERS: RAYFORD WILKINS, JR.	For	For	Management
	2. RATIFY THE APPOINTMENT OF KPMG LLP AS VALERO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2021.	For	For	Management
	3. APPROVE, BY NON-BINDING VOTE, THE 2020 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	For	For	Management
AT & T, INC. 00206R102 APRIL 30, 2021	1A. ELECTION OF DIRECTOR: WILLIAM E. KENNARD	For	For	Management
	1B. ELECTION OF DIRECTOR: SAMUEL A. DI PIAZZA, JR.	For	For	Management
	1C. ELECTION OF DIRECTOR: SCOTT T. FORD	For	For	Management
	1D. ELECTION OF DIRECTOR: GLENN H. HUTCHINS	For	For	Management
	1E. ELECTION OF DIRECTOR: DEBRA L. LEE	For	For	Management
	1F. ELECTION OF DIRECTOR: STEPHEN J. LUCZO	For	For	Management
	1G. ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER	For	For	Management
	1H. ELECTION OF DIRECTOR: BETH E. MOONEY	For	For	Management
	1I. ELECTION OF DIRECTOR: MATTHEW K. ROSE	For	For	Management
	1J. ELECTION OF DIRECTOR: JOHN T. STANKEY	For	For	Management
	1K. ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR	For	For	Management
	1L. ELECTION OF DIRECTOR: GEOFFREY Y. YANG	For	For	Management
	2. RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	For	For	Management
	3. ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	For	For	Management
	4. STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT.	Against	Against	Stockholder
PEPSICO, INC. 713448108 MAY 5, 2021	1A. ELECTION OF DIRECTOR: SEGUN AGBAJE	For	For	Management
	1B. ELECTION OF DIRECTOR: SHONA L. BROWN	For	For	Management
	1C. ELECTION OF DIRECTOR: CESAR CONDE	For	For	Management
	1D. ELECTION OF DIRECTOR: IAN COOK	For	For	Management
	1E. ELECTION OF DIRECTOR: DINA DUBLON	For	For	Management
	1F. ELECTION OF DIRECTOR: MICHELLE GASS	For	For	Management
	1G. ELECTION OF DIRECTOR: RAMON L. LAGUARTA	For	For	Management
	1H. ELECTION OF DIRECTOR: DAVE LEWIS	For	For	Management
	1I. ELECTION OF DIRECTOR: DAVID C. PAGE	For	For	Management
	1J. ELECTION OF DIRECTOR: ROBERT C. POHLAD	For	For	Management
	1K. ELECTION OF DIRECTOR: DANIEL VASELLA	For	For	Management
	1L. ELECTION OF DIRECTOR: DARREN WALKER	For	For	Management
	1M. ELECTION OF DIRECTOR: ALBERTO WEISSER	For	For	Management
	2. RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2021.	For	For	Management
	3. ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	For	For	Management
	4. SHAREHOLDER PROPOSAL - SPECIAL SHAREHOLDER MEETING VOTE THRESHOLD.	Against	Against	Shareholder
	5. SHAREHOLDER PROPOSAL - REPORT ON SUGAR AND PUBLIC HEALTH.	Against	Against	Shareholder
	6. SHAREHOLDER PROPOSAL - REPORT ON EXTERNAL PUBLIC HEALTH COSTS.	Against	Against	Shareholder

ABBVIE, INC. 00287Y109 MAY 7, 2021	1. VOTE BOARD OF DIRECTORS: 1.1. ELECTION OF DIRECTOR: ROXANNE S. AUSTIN 1.2. ELECTION OF DIRECTOR: RICHARD A. GONZALEZ 1.3. ELECTION OF DIRECTOR: REBECCA B. ROBERTS 1.4. ELECTION OF DIRECTOR: GLENN F. TILTON	For All	For All	Management
	2. RATIFICATION OF ERNST & YOUNG LLP AS ABBVIE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2021.	For	For	Management
	3. SAY ON PAY - AN ADVISORYVOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	For	For	Management
	4. APPROVAL OF THE AMENDED AND RESTATED 2013 INCENTIVE STOCK PROGRAM.	For	For	Management
	5. APPROVAL OF THE AMENDED AND RESTATED 2013 EMPLOYEE STOCK PURCHASE PLAN FOR NON-U.S.EMPLOYEES.	For	For	Management
	6. APPROVAL OF A MANAGEMENT PROPOSAL REGARDING AMENDMENT OF THE CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING.	For	For	Management
	7. STOCKHOLDER PROPOSAL - TO ISSUE AN ANNUAL REPORT ON LOBBYING.	Against	Against	Stockholder
	8. STOCKHOLDER PROPOSAL - TO ADOPT A POLICY TO REQUIRE INDEPENDENT CHAIRMAN.	Against	For	Stockholder
CUMMINS, INC. 231021106 MAY 11, 2021	1. ELECTION OF DIRECTOR: N. THOMAS LINEBARGER	For	For	Management
	2. ELECTION OF DIRECTOR: ROBERT J. BERNHARD	For	For	Management
	3. ELECTION OF DIRECTOR: DR. FRANKLIN R. CHANG DIAZ	For	For	Management
	4. ELECTION OF DIRECTOR: BRUNO V. DI LEO ALLEN	For	For	Management
	5. ELECTION OF DIRECTOR: STEPHEN B. DOBBS	For	For	Management
	6. ELECTION OF DIRECTOR: CARLA A. HARRIS	For	For	Management
	7. ELECTION OF DIRECTOR: ROBERT K. HERDMAN	For	For	Management
	8. ELECTION OF DIRECTOR: ALEXIS M. HERMAN	For	For	Management
	9. ELECTION OF DIRECTOR: THOMAS J. LYNCH	For	For	Management
	10. ELECTION OF DIRECTOR: WILLIAM I. MILLER	For	For	Management
	11. ELECTION OF DIRECTOR: GEORGIA R. NELSON	For	For	Management
	12. ELECTION OF DIRECTOR: KIMBERLY A. NELSON	For	For	Management
	13. ELECTION OF DIRECTOR: KAREN H. QUINTOS	For	For	Management
	14. ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	For	For	Management
	15. PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR AUDITORS FOR 2021.	For	For	Management
	16. THE SHAREHOLDER PROPOSAL REGARDING PROFESSIONAL SERVICES ALLOWANCE FOR OUR NAMED EXECUTIVE OFFICERS.	Against	Against	Shareholder
SKYWORKS SOLUTIONS, INC. 83088M102 MAY 12, 2021	1A. ELECTION OF DIRECTOR: ALAN S. BATEY	For	For	Management
	1B. ELECTION OF DIRECTOR: KEVIN L. BEEBE	For	For	Management
	1C. ELECTION OF DIRECTOR: TIMOTHY R. FUREY	For	For	Management
	1D. ELECTION OF DIRECTOR: LIAM K. GRIFFIN	For	For	Management
	1E. ELECTION OF DIRECTOR: CHRISTINE KING	For	For	Management
	1F. ELECTION OF DIRECTOR: DAVID P. MCGLADE	For	For	Management
	1G. ELECTION OF DIRECTOR: ROBERT A. SCHRIESHEIM	For	For	Management
	1H. ELECTION OF DIRECTOR: KIMBERLY S. STEVENSON	For	For	Management
	2. TO RATIFY THE SELECTION BY THE COMPANY'S AUDIT COMMITTEE OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR FISCAL YEAR 2021.	For	For	Management
	3. TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE COMPANY'S PROXY STATEMENT.	For	For	Management
	4. TO APPROVE THE COMPANY'S AMENDED AND RESTATED 2015 LONG-TERM INCENTIVE PLAN.	For	For	Management
	5. TO APPROVE A STOCKHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING PROVISIONS.	Neutral	For	Stockholder
CVS HEALTH CORPORATION 126650100 MAY 13, 2021	1A. ELECTION OF DIRECTOR: FERNANDO AGUIRRE	For	For	Management
	1B. ELECTION OF DIRECTOR: C. DAVID BROWN II	For	For	Management
	1C. ELECTION OF DIRECTOR: ALECIA A. DECOUDREAUX	For	For	Management
	1D. ELECTION OF DIRECTOR: NANCY-ANN M. DEPARLE	For	For	Management
	1E. ELECTION OF DIRECTOR: DAVID W. DORMAN	For	For	Management
	1F. ELECTION OF DIRECTOR: ROGER N. FARAH	For	For	Management

	1G. ELECTION OF DIRECTOR: ANNE M. FINUCANE	For	For	Management
	1H. ELECTION OF DIRECTOR: EDWARD J. LUDWIG	For	For	Management
	1I. ELECTION OF DIRECTOR: KAREN S. LYNCH	For	For	Management
	1J. ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	For	For	Management
	1K. ELECTION OF DIRECTOR: MARY L. SCHAPIRO	For	For	Management
	1L. ELECTION OF DIRECTOR: WILLIAM C. WELDON	For	For	Management
	1M. ELECTION OF DIRECTOR: TONY L. WHITE	For	For	Management
	2. RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2021.	For	For	Management
	3. SAY ON PAY, A PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	For	For	Management
	4. STOCKHOLDER PROPOSAL FOR REDUCING THE THRESHOLD FOR OUR STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT.	Against	Against	Stockholder
	5. STOCKHOLDER PROPOSAL REGARDING OUR INDEPENDENT BOARD CHAIR.	Against	Against	Stockholder
JP MORGAN CHASE & CO. 46625H100	1A. ELECTION OF DIRECTOR: LINDA B. BAMMANN	For	For	Management
	1B. ELECTION OF DIRECTOR: STEPHEN B. BURKE	For	For	Management
	1C. ELECTION OF DIRECTOR: TODD A. COMBS	For	For	Management
MAY 18, 2021	1D. ELECTION OF DIRECTOR: JAMES S. CROWN	For	For	Management
	1E. ELECTION OF DIRECTOR: JAMES DIMON	For	For	Management
	1F. ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	For	For	Management
	1G. ELECTION OF DIRECTOR: MELLODY HOBSON	For	For	Management
	1H. ELECTION OF DIRECTOR: MICHAEL A. NEAL	For	For	Management
	1I. ELECTION OF DIRECTOR: PHEBE N. NOVAKOVIC	For	For	Management
	1J. ELECTION OF DIRECTOR: VIRGINIA M. ROMETTY	For	For	Management
	2. ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	For	For	Management
	3. APPROVAL OF AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN EFFECTIVE MAY 18, 2021	For	For	Management
	4. RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACOUNTING FIRM	For	For	Management
	5. IMPROVE SHAREHOLDER WRITTEN CONSENT	Against	Against	Shareholder
	6. RACIAL EQUITY AUDIT AND REPORT	Against	Against	Shareholder
	7. INDEPENDENT BOARD CHAIRMAN	Against	For	Shareholder
	8. POLITICAL AND ELECTIONEERING EXPENDITURE CONGRUENCY REPORT	Against	Against	Shareholder
NORTHROP GRUMMAN CORPORATION 666807102	1A. ELECTION OF DIRECTOR: KATHY J. WARDEN	For	For	Management
	1B. ELECTION OF DIRECTOR: DAVID P. ABNEY	For	For	Management
	1C. ELECTION OF DIRECTOR: MARIANNE C. BROWN	For	For	Management
	1D. ELECTION OF DIRECTOR: DONALD E. FELSINGER	For	For	Management
MAY 19, 2021	1E. ELECTION OF DIRECTOR: ANN M. FUDGE	For	For	Management
	1F. ELECTION OF DIRECTOR: WILLIAM H. HERNANDEZ	For	For	Management
	1G. ELECTION OF DIRECTOR: MADELEINE A. KLEINER	For	For	Management
	1H. ELECTION OF DIRECTOR: KARL J. KRAPEK	For	For	Management
	1I. ELECTION OF DIRECTOR: GARY ROUGHEAD	For	For	Management
	1J. ELECTION OF DIRECTOR: THOMAS M. SCHOEWE	For	For	Management
	1K. ELECTION OF DIRECTOR: JAMES S. TURLEY	For	For	Management
	1L. ELECTION OF DIRECTOR: MARK A. WELSH III	For	For	Management
	2. PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For	For	Management
	3. PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR FISCAL YEAR ENDING DECEMBER 31, 2021.	For	For	Management
	4. SHAREHOLDER PROPOSAL THAT THE COMPANY ASSESS AND REPORT ON POTENTIAL HUMAN RIGHTS IMPACTS THAT COULD RESULT FROM GOVERNMENTS' USE OF THE COMPANY'S PRODUCTS AND SERVICES, INCLUDING IN CONFLICT-AFFECTED AREAS.	Against	Against	Shareholder
	5. SHAREHOLDER PROPOSAL TO MOVE TO A 10% OWNERSHIP THRESHOLD FOR SHAREHOLDERS TO REQUEST ACTION BY WRITTEN CONSENT.	Against	Against	Shareholder
FIDELITY NAT'L INFORMATION SERVICES, INC. 31620M106	1A. ELECTION OF DIRECTOR: ELLEN R. ALEMANY	For	For	Management
	1B. ELECTION OF DIRECTOR: JEFFREY A. GOLDSTEIN	For	For	Management
	1C. ELECTION OF DIRECTOR: LISA A. HOOK	For	For	Management
	1D. ELECTION OF DIRECTOR: KEITH W. HUGHES	For	For	Management
	1E. ELECTION OF DIRECTOR: GARY L. LAUER	For	For	Management
MAY 19, 2021	1F. ELECTION OF DIRECTOR: GARY A. NORCROSS	For	For	Management

	1G. ELECTION OF DIRECTOR: LOUISE M. PARENT	For	For	Management
	1H. ELECTION OF DIRECTOR: BRIAN T. SHEA	For	For	Management
	1I. ELECTION OF DIRECTOR: JAMES B. STALLINGS, JR.	For	For	Management
	1J. ELECTION OF DIRECTOR:JEFFREY E. STIEFLER	For	For	Management
	2. ADVISORY VOTE ON FIDELITY NATIONAL INFORMATION SERVICES, INC. EXECUTIVE COMPENSATION.	For	For	Management
	3. TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2021.	For	For	Management
CHUBB LIMITED H1467J104 MAY 20, 2021	1.APPROVAL OF THE MANAGEMENT REPORT, STANDALONE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF CHUBB LIMITED FOR THE YEAR ENDED DECEMBER 31, 2020.	For	For	Management
	2A. ALLOCATION OF DISPOSABLE PROFIT.	For	For	Management
	2B. DISTRIBUTION OF A DIVIDEND OUT OF LEGAL RESERVES (BY WAY OF RELEASE AND ALLOCATION TO A DIVIDEND RESERVE).	For	For	Management
	3. DISCHARGE OF THE BOARD OF DIRECTORS.	For	For	Management
	4A. ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR.	For	For	Management
	4B. RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP (UNITED STATES) AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PURPOSES OF U.S. SECURITIES LAW REPORTIING.	For	For	Management
	4C. ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDIT FIRM.	For	For	Management
	5A. ELECTION OF DIRECTOR: EVAN G. GREENBERG	For	For	Management
	5B. ELECTION OF DIRECTOR: MICHAEL P. CONNORS	For	For	Management
	5C. ELECTION OF DIRECTOR: MICHAEL G. ATIEH	For	For	Management
	5D. ELECTION OF DIRECTOR: SHEILA P. BURKE	For	For	Management
	5E. ELECTION OF DIRECTOR: MARY CIRILLO	For	For	Management
	5F. ELECTION OF DIRECTOR: ROBERT J. HUGIN	For	For	Management
	5G. ELECTION OF DIRECTOR: ROBERT W. SCULLY	For	For	Management
	5H. ELECTION OF DIRECTOR: EUGENE B. SHANKS, JR.	For	For	Management
	5I. ELECTION OF DIRECTOR: THEODORE E. SHASTA	For	For	Management
	5J. ELECTION OF DIRECTOR: DAVID H. SIDWELL	For	For	Management
	5K. ELECTION OF DIRECTOR: OLIVIER STEIMER	For	For	Management
	5L. ELECTION OF DIRECTOR: LUIS TÉLLEZ	For	For	Management
	5M. ELECTION OF DIRECTOR: FRANCES F. TOWNSEND	For	For	Management
	6. ELECTION OF EVAN G. GREENBERG AS CHAIRMAN OF THE BOARD OF DIRECTORS.	For	For	Management
	7A. ELECTION OF DIRECTOR OF THE COMPENSATION COMMITTEE: MICHAEL P. CONNORS	For	For	Management
	7B. ELECTION OF DIRECTOR OF THE COMPENSATION COMMITTEE: MARY CIRILLO	For	For	Management
	7C. ELECTION OF DIRECTOR OF THE COMPENSATION COMMITTEE: FRANCES F. TOWNSEND	For	For	Management
	8. ELECTION OF HOMBURGER AG AS INDEPENDENT PROXY.	For	For	Management
	9. APPROVAL OF THE CHUBB LIMITED 2016 LONG-TERM INCENTIVE PLAN, AS AMENDED AND RESTATED.	For	For	Management
	10. REDUCTION OF SHARE CAPITAL.	For	For	Management
	11A. COMPENSATION OF THE BOARD OF DIRECTORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	For	For	Management
	11B. COMPENSATION OF EXECUTIVE MANAGEMENT FOR THE NEXT CALENDAR YEAR.	For	For	Management
	12. ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION UNDER U.S. SECURITIES LAW REQUIREMENTS.	For	For	Management
	A. IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE MEETING, I/WE HEREBY AUTHORIZE AND INSTRUCT THE INDEPENDENT PROXY TO VOTE AS FOLLOWS.	For	For	Management
ANTHEM, INC. 036752103 MAY 26, 2021	1.1. ELECTION OF DIRECTOR: LEWIS HAY, III	For	For	Management
	1.2. ELECTION OF DIRECTOR: ANTONIO F. NERI	For	For	Management
	1.3. ELECTION OF DIRECTOR: RAMIRO G. PERU	For	For	Management
	2. ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	For	For	Management
	3. TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2021.	For	For	Management

EQUINIX, INC. 29444U700 MAY 26, 2021	1. VOTE BOARD OF DIRECTORS: ELECTION OF DIRECTOR: THOMAS BARTLETT ELECTION OF DIRECTOR: NANCI CALDWELL ELECTION OF DIRECTOR: ADAIRE FOX-MARTIN ELECTION OF DIRECTOR: GARY HROMADKO ELECTION OF DIRECTOR: IRVING LYONS III ELECTION OF DIRECTOR: CHARLES MEYERS ELECTION OF DIRECTOR: CHRISTOPHER PAISLEY ELECTION OF DIRECTOR: SANDRA RIVERA ELECTION OF DIRECTOR: PETER VAN CAMP 2. TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATIN OF EQUINIX'S NAMED EXECUTIVE OFFICERS. 3. TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DEC. 31, 2021. 4. A STOCKHOLDER PROPOSAL, RELATED TO WRITTEN CONSENT OF STOCKHOLDERS.	For All For For Against	For All For For Against	Management Management Management Stockholder
FACEBOOK 30303M102 MAY 26, 2021	1. VOTE BOARD OF DIRECTORS: ELECTION OF DIRECTOR: PEGGY ALFORD ELECTION OF DIRECTOR: MARC L. ANDREESSEN ELECTION OF DIRECTOR: ANDREW W. HOUSTON ELECTION OF DIRECTOR: NANCY KILLEFER ELECTION OF DIRECTOR: ROBERT M. KIMMITT ELECTION OF DIRECTOR: SHERYL K. SANDBERG ELECTION OF DIRECTOR: PETER A. THIEL ELECTION OF DIRECTOR: TRACEY T. TRAVIS ELECTION OF DIRECTOR: MARK ZUCKERBERG 2. TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2021. 3. TO APPROVE AN AMENDMENT TO THE DIRECTOR COMPENSATION POLICY. 4. A SHAREHOLDER PROPOSAL REGARDING DUAL CLASS CAPITAL STRUCTURE. 5. A SHAREHHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIR. 6. A SHAREHOLDER PROPOSAL REGADING CHILD EXPLOITATION. 7. A SHAREHOLDER PROPOSAL REGARDING HUMAN/CIVIL RIGHTS EXPERT ON BOARD. 8. A SHAREHOLDER PROPOSAL REGARDING PLATFORM MISUSE. 9. A SHAREHOLDER PROPOSAL REGARDING PUBLIC BENEFIT CORPORATION.	For All For For Against Against Against Against Against Against	For All For For For For For Against Against Against	Management Management Management Shareholder Shareholder Shareholder Shareholder Shareholder Shareholder
LOWE'S COMPANIES, INC. 548661107 MAY 28, 2021	1. VOTE BOARD OF DIRECTORS: ELECTION OF DIRECTOR: RAUL ALVAREZ ELECTION OF DIRECTOR: DAVID H. BATCHELDER ELECTION OF DIRECTOR: ANGELA F. BRALY ELECTION OF DIRECTOR: SANDRA B. COCHRAN ELECTION OF DIRECTOR: LAURIE Z. DOUGLAS ELECTION OF DIRECTOR: RICHARD W. DREILING ELECTION OF DIRECTOR: MARVIN R. ELLISON ELECTION OF DIRECTOR: DANIEL J. HEINRICH ELECTION OF DIRECTOR: BRIAN C. ROGERS ELECTION OF DIRECTOR: BERTRAM L. SCOTT ELECTION OF DIRECTOR: MARY BETH WEST 2. ADVISORY VOTE TO APPROVE LOWE'S NAMED EXECUTIVE OFFICER COMPENSATION IN FISCAL 2020. 3. RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS LOWE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2021. 4. SHAREHOLDER PROPOSAL REGARDING AMENDING THE COMPANY'S PROXY ACCESS BYLAW TO REMOVE SHAREHOLDER AGGREGATION LIMITS.	For All For For Against	For All For For Against	Management Management Management Shareholder
BOOKING HOLDINGS, INC. 098571108	1. VOTE BOARD OF DIRECTORS: ELECTION OF DIRECTOR: TIMOTHY M. ARMSTRONG ELECTION OF DIRECTOR: GLENN D. FOGEL ELECTION OF DIRECTOR: MIRIAN M. GRADDICK-WEIR	For All	For All	Management

JUNE 3, 2021	ELECTION OF DIRECTOR: WEI HOPEMAN ELECTION OF DIRECTOR: ROBERT J. MYLOD, JR. ELECTION OF DIRECTOR: CHARLES H. NOSKI ELECTION OF DIRECTOR: NICHOLAS J. READ ELECTION OF DIRECTOR: THOMAS E. ROTHMAN ELECTION OF DIRECTOR: BOB VAN DIJK ELECTION OF DIRECTOR: LYNN M. VOJVODICH ELECTION OF DIRECTOR: VANESSA A. WITTMAN 2. ADVISORY VOTE TO APPROVE 2020 EXECUTIVE COMPENSATION. 3. MANAGEMENT PROPOSAL TO AMEND THE COMPANY'S 1999 OMNIBUS PLAN. 4. RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2021. 5. MANAGEMENT PROPOSAL TO AMEND THE COMPANY'S CERTIFICATE OF INCORPORATION TO ALLOW STOCKHOLDERS THE RIGHT TO ACT BY WRITTEN CONSENT. 6. STOCKHOLDER PROPOSAL REQUESTING THE RIGHT OF STOCKHOLDERS TO ACT BY WRITTEN CONSENT. 7. STOCKHOLDER PROPOSAL REQUESTING THE COMPANY ISSUE A CLIMATE TRANSITION REPORT. 8. STOCKHOLDER PROPOSAL REQUESTING THE COMPANY HOLD AN ANNUAL ADVISORY STOCKHOLDER VOTE ON THE COMPANY'S CLIMATE POLICIES AND STRATEGIES.	For For For Against Against Against	For For For Against Against Against	Management Management Management Management Stockholder Stockholder Stockholder
METLIFE, INC. 59156R108 JUNE 15, 2021	1A. ELECTION OF DIRECTOR: CHERYL W. GRISÉ 1B. ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ 1C. ELECTION OF DIRECTOR: GERALD L. HASSELL 1D. ELECTION OF DIRECTOR: DAVID L. HERZOG 1E. ELECTION OF DIRECTOR: R. GLENN HUBBARD, PH.D. 1F. ELECTION OF DIRECTOR: EDWARD J. KELLY, III 1G. ELECTION OF DIRECTOR: WILLIAM E. KENNARD 1H. ELECTION OF DIRECTOR: MICHEL A. KHALAF 1I. ELECTION OF DIRECTOR: CATHERINE R. KINNEY 1J. ELECTION OF DIRECTOR: DIANA L. MCKENZIE 1K. ELECTION OF DIRECTOR: DENISE M. MORRISON 1L. ELECTION OF DIRECTOR: MARK A. WEINBERGER 2. RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS METLIFE, INC.'S INDEPENDENT AUDITOR FOR 2021. 3. ADVISORY (NON-BINDING) VOTE TO APPROVE THE COMPENSATION PAID TO METLIFE, INC.'S NAMED EXECUTIVE OFFICERS.	For For For For For For For For For For For For For For	For For For For For For For For For For For For For For	Management Management Management Management Management Management Management Management Management Management Management Management Management Management
THE KROGER CO. 501044101 JUNE 24, 2021	1. ELECTION OF DIRECTORS: 1A. ELECTION OF DIRECTOR: NORA A. AUFREITER 1B. ELECTION OF DIRECTOR: KEVIN M. BROWN 1C. ELECTION OF DIRECTOR: ANNE GATES 1D. ELECTION OF DIRECTOR: KAREN M. HOGUET 1E. ELECTION OF DIRECTOR: W. RODNEY MCMULLEN 1F. ELECTION OF DIRECTOR: CLYDE R. MOORE 1G. ELECTION OF DIRECTOR: RONALD L. SARGENT 1H. ELECTION OF DIRECTOR: J. AMANDA SOURRY KNOX 1I. ELECTION OF DIRECTOR: MARK S. SUTTON 1J. ELECTION OF DIRECTOR: ASHOK VEMURI 2. APPROVAL, ON AN ADVISORY BASIS, OF KROGER'S EXECUTIVE COMPENSATION. 3. RATIFICATION OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS. 4. A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO ISSUE A REPORT ASSESSING THE ENVIRONMENTAL IMPACTS OF USING UNRECYCLABLE PACKAGING FOR PRIVATE LABEL BRANDS.	For For For For For For For For For For For For Against	For For For For For For For For For For For For Against	Management Management Management Management Management Management Management Management Management Management Management Management Shareholder