

Edgar Filing: Gabelli Global Deal Fund - Form N-PX

Gabelli Global Deal Fund  
Form N-PX  
August 27, 2007

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-21969  
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The Gabelli Global Deal Fund  
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(Exact name of registrant as specified in charter)

One Corporate Center  
Rye, New York 10580-1422  
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(Address of principal executive offices) (Zip code)

Bruce N. Alpert  
Gabelli Funds, LLC  
One Corporate Center  
Rye, New York 10580-1422  
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(Name and address of agent for service)

Registrant's telephone number, including area code: 800-422-3554  
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Date of fiscal year end: December 31  
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Date of reporting period: July 1, 2006 - June 30, 2007  
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Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

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PROXY VOTING RECORD

FOR PERIOD JULY 1, 2006 TO JUNE 30, 2007

ProxyEdge - Investment Company Report

Meeting Date Range: 07/01/2006 to 06/30/2007

Report Date: 07/09/2007

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 PORTUGAL TELECOM SGPS S A

ISSUER: X6769Q104

ISIN: PTPTCOAM0009 BLOCKING

SEDOL: B02P109, 5466856, 5825985, 4676203, 5760365, 5817186  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
2.	APPOINT A DIRECTOR TO COMPLETE THE 2006/2008 MANDATE.	Management	Take Act
3.	APPROVE TO RESOLVE THE REMOVAL OF SUBPARAGRAPH A) NUMBER 1 OF ARTICLE 12 AND NUMBERS 7, 8, 9, 11, 12 AND 15 OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION AS WELL AS ON THE AMENDMENTS TO SUBPARAGRAPHS B) AND D) NUMBER 1 OF ARTICLE 12 AND NUMBERS 2 AND 3 AND SUBPARAGRAPH B) NUMBER 14 OF ARTICLE 13 OF THE ARTICLES OF ASSOCIATION; THIS RESOLUTION ASSUMES THAT THE TERMS, CONDITIONS AND CONSIDERATION OF THE TENDER OFFER FOR ALL OF THE SHARES OF THE COMPANY S SHARE CAPITAL, ANNOUNCED ON 12 JAN 2007 BY SONAECOM, SGPS, S.A. AND SONAECOM, B.V., ARE FINAL, AND THE RESOLUTION IS SUBJECT TO THE SUCCESS OF THE OFFER.	Management	Take Act
4.	APPROVE TO RESOLVE ON THE AUTHORIZATION, UNDER THE TERMS OF NUMBER 1 OF ARTICLE 9 OF THE ARTICLES OF ASSOCIATION, FOR SONAECOM, SGPS, S.A. AND/OR SONAECOM, B.V. TO HOLD ORDINARY SHARES REPRESENTING MORE THAN 10% OF THE COMPANY S SHARE CAPITAL; THIS AUTHORIZATION IS SUBJECT TO THE OFFER S SUCCESS AND ASSUMES THAT THE TERMS, CONDITIONS AND CONSIDERATION OF THE TENDER OFFER FOR ALL OF THE SHARES OF THE COMPANY S SHARE CAPITAL, ANNOUNCE ON 12 JAN 2007 BY SONAECOM, SGPS, S.A. AND SONAECOM, B.V., ARE FINAL.	Management	Take Act
*	PLEASE SEE ARTICLE 13 OF THE ARTICLES OF ASSOCIATION OF PORTUGAL TELECOM, SGPS S.A. CONCERNING THE	Non-Voting	

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ATTENDANCE AND THE EXERCISE OF VOTING RIGHTS  
 AT THIS GENERAL MEETING OF SHAREHOLDERS. ARTICLE  
 13 CAN BE FOUND AT THE FOLLOWING URL: [HTTP://WW3.ICS.ADP.COM/STREETLINK\\_DATA/DIRGPICS/](http://ww3.ics.adp.com/streetlink_data/dirgpics/)

\* PLEASE NOTE THAT THE ARTICLES OF ASSOCIATION  
 ESTABLISH A LIMITATION ON THE VOTES THAT MAY  
 BE CAST BY EACH SHAREHOLDER, AS NUMBER 7 OF ARTICLE  
 13 OF THE ARTICLES OF ASSOCIATION PROVIDES THAT  
 VOTES EXCEEDING 10% OF THE COMPANY S VOTES CORRESPONDING  
 TO ITS SHARE CAPITAL SHALL NOT BE COUNTED. BY  
 SUBMITTING YOUR VOTE, YOU ARE CONFIRMING THAT  
 YOU ARE NOT VOTING 10% OR MORE OF THE COMPANY  
 S VOTES CORRESPONDING TO ITS SHARE CAPITAL. PLEASE  
 CONTACT YOUR ADP CLIENT SERVICE REPRESENTATIVE  
 SHOULD YOU HAVE ANY QUESTIONS.

Non-Voting

1. ELECT THE VICE-CHAIRMAN AND SECRETARY OF THE  
 GENERAL MEETING OF SHAREHOLDERS FOLLOWING THE  
 TERMINATION OF THE OFFICE OF THE FORMER HOLDERS  
 OF THESE POSITIONS.

Management

Take  
 Act

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 ENDESA SA, MADRID

ISSUER: E41222113

ISIN: ES0130670112

SEDOL: 2615424, 5271782, B0389N6, 5788806, 4315368, 5285501, B0ZNJC8  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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\* PLEASE NOTE THE AGENDA FOR THIS MEETING MAY BE  
 VIEWED IN ENGLISH, FRENCH, AND GERMAN AT THE  
 FOLLOWING LINK: [HTTP://WW3.ICS.ADP.COM/STREETLINK\\_DATA/DIRGPICS/SA27F2.PDF](http://ww3.ics.adp.com/streetlink_data/dirgpics/sa27f2.pdf)

Non-Voting

\* PLEASE NOTE THE BOARD OF DIRECTORS OF ENDESA  
 HAS DETERMINED UNANIMOUSLY TO CANCEL THE EXTRAORDINARY  
 GENERAL MEETING OF SHAREHOLDERS (EGM) THAT HAD  
 BEEN CALLED FOR 20 MARCH 2007 AT FIRST CALL AND  
 FOR THE FOLLOWING DAY AT SECOND CALL. REGARDLESS  
 OF THIS ENDESA HAS DECIDED TO PAY THE 0.15 CENT  
 GROSS PER SHARE PREMIUM TO ALL INVESTORS WHO  
 ARE ELIGIBLE HOLDERS ON RECORD DATE AND PARTICIPATE  
 BY SENDING THEIR INSTRUCTIONS, THEREFORE SEND  
 YOUR INSTRUCTIONS ACCORDING TO THE ESTABLISHED  
 VOTING PROCEDURES. PLEASE NOTE ADDITIONAL INFORMATION  
 REGARDING THE CANCELLATION OF THIS MEETING AND  
 THE ATTENDANCE FEE CAN BE VIEWED AT [HTTP://WW3.ICS.ADP.COM/STREETLINK\\_DATA/DIRGPICS/SA](http://ww3.ics.adp.com/streetlink_data/dirgpics/sa)

Non-Voting

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- |   |  |                         |    |
|---|--|-------------------------|----|
| 1.  | TO AMEND THE PRESENT ARTICLE 32 OF THE CORPORATE BYLAWS (LIMITATION OF VOTING RIGHTS), BY RE-WORDING IT IN THE FOLLOWING TERMS: ARTICLE 32: VOTING RIGHTS. THE SHAREHOLDERS SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE THEY OWN OR REPRESENT, EXCEPT FOR NON-VOTING SHARES, WHICH SHALL BE GOVERNED BY THE PROVISIONS OF ARTICLE 8 OF THESE BYLAWS. THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY.  | Management              | Fo |
| 2.  | TO AMEND THE PRESENT ARTICLE 37 OF THE CORPORATE BYLAWS (NUMBER AND CLASSES OF DIRECTORS), BY RE-WORDING IT IN THE FOLLOWING TERMS: ARTICLE 37: NUMBER OF DIRECTORS. THE BOARD OF DIRECTORS SHALL BE FORMED BY NINE MEMBERS MINIMUM AND FIFTEEN MAXIMUM. THE GENERAL MEETING SHALL BE RESPONSIBLE FOR BOTH THE APPOINTMENT AND THE REMOVAL OF THE MEMBERS OF THE BOARD OF DIRECTORS. THE POSITION OF DIRECTOR IS ELIGIBLE FOR RESIGNATION, REVOCATION AND RE-ELECTION. THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY.   | Management              | Fo |
| 3.  | TO AMEND THE PRESENT ARTICLE 38 OF THE CORPORATE BYLAWS (TERM OF OFFICE OF DIRECTOR), BY RE-WORDING IT IN THE FOLLOWING TERMS: ARTICLE 38: TERM OF OFFICE OF DIRECTOR. THE TERM OF OFFICE OF DIRECTORS SHALL BE FOUR YEARS. THEY MAY BE RE-ELECTED FOR PERIODS OF LIKE DURATION. FOR THE PURPOSE OF COMPUTING THE TERM OF OFFICE OF THE MANDATE OF DIRECTORS, THE YEAR SHALL BE DEEMED TO BEGIN AND END ON THE DATE ON WHICH THE ANNUAL GENERAL MEETING IS HELD, OR THE LAST DAY POSSIBLE ON WHICH IT SHOULD HAVE BEEN HELD. IF DURING THE TERM TO WHICH THE DIRECTORS WERE APPOINTED VACANCIES SHOULD TAKE PLACE, THE BOARD MAY APPOINT, FROM AMONG THE SHAREHOLDERS, THOSE PERSONS TO FILL THEM UNTIL THE FIRST GENERAL MEETING MEETS. THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY. | Management              | Fo |
| <br>  |  |                         |    |
| ProxyEdge - Investment Company Report           |  |                         |    |
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| <br>  |  |                         |    |
| 4.  | TO AMEND THE PRESENT ARTICLE 42 OF THE CORPORATE BYLAWS (INCOMPATIBILITIES OF DIRECTORS), BY RE-WORDING IT IN THE FOLLOWING TERMS: ARTICLE 42: INCOMPATIBILITIES OF DIRECTORS. THOSE PERSONS SUBJECT TO THE PROHIBITIONS OF ARTICLE 124 OF THE SPANISH CORPORATIONS LAW (LEY DE SOCIEDADES ANONIMAS) AND OTHER LEGAL PROVISIONS MAY NOT BE APPOINTED AS DIRECTORS. THIS BYLAW AMENDMENT SHALL BE EFFECTIVE AS FROM THE TIME IT IS REGISTERED WITH THE MERCANTILE REGISTRY.   | Management              | Fo |
| 5.  | TO DELEGATE TO THE COMPANY S BOARD OF DIRECTORS THE BROADEST AUTHORITIES TO ADOPT SUCH RESOLUTIONS   | Management              | Fo |

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AS MAY BE NECESSARY OR APPROPRIATE FOR THE EXECUTION, IMPLEMENTATION, EFFECTIVENESS AND SUCCESSFUL CONCLUSION OF THE GENERAL MEETING RESOLUTIONS AND, IN PARTICULAR, FOR THE FOLLOWING ACTS, WITHOUT LIMITATION: (I) CLARIFY, SPECIFY AND COMPLETE THE RESOLUTIONS OF THIS GENERAL MEETING AND RESOLVE SUCH DOUBTS OR ASPECTS AS ARE PRESENTED, REMEDYING AND COMPLETING SUCH DEFECTS OR OMISSIONS AS MAY PREVENT OR IMPAIR THE EFFECTIVENESS OR REGISTRATION OF THE PERTINENT RESOLUTIONS; (II) EXECUTE SUCH PUBLIC AND/OR PRIVATE DOCUMENTS AND CARRY OUT SUCH ACTS, LEGAL BUSINESSES, CONTRACTS, DECLARATIONS AND TRANSACTIONS AS MAY BE NECESSARY OR APPROPRIATE FOR THE EXECUTION AND IMPLEMENTATION OF THE RESOLUTIONS ADOPTED AT THIS GENERAL MEETING; AND (III) DELEGATE, IN TURN, TO THE EXECUTIVE COMMITTEE OR TO ONE OR MORE DIRECTORS, WHO MAY ACT SEVERALLY AND INDISTINCTLY, THE POWERS CONFERRED IN THE PRECEDING PARAGRAPHS. TO EMPOWER THE CHAIRMAN OF THE BOARD OF DIRECTORS, MR. MANUEL PIZARRO MORENO, THE CHIEF EXECUTIVE OFFICER (CEO) MR. RAFAEL MIRANDA ROBREDO AND THE SECRETARY OF THE BOARD OF DIRECTORS AND SECRETARY GENERAL MR. SALVADOR MONTEJO VELILLA, IN ORDER THAT, ANY OF THEM, INDISTINCTLY, MAY:

(I) CARRY OUT SUCH ACTS, LEGAL BUSINESSES, CONTRACTS AND TRANSACTIONS AS MAY BE APPROPRIATE IN ORDER TO REGISTER THE PRECEDING RESOLUTIONS WITH THE MERCANTILE REGISTRY, INCLUDING, IN PARTICULAR, INTER ALIA, THE POWERS TO APPEAR BEFORE A NOTARY PUBLIC IN ORDER TO EXECUTE THE PUBLIC DEEDS OR NOTARIAL RECORDS WHICH ARE NECESSARY OR APPROPRIATE FOR SUCH PURPOSE, TO PUBLISH THE PERTINENT LEGAL NOTICES AND FORMALIZE ANY OTHER PUBLIC OR PRIVATE DOCUMENTS WHICH MAY BE NECESSARY OR APPROPRIATE FOR THE REGISTRATION OF SUCH RESOLUTIONS, WITH THE EXPRESS POWER TO REMEDY THEM, WITHOUT ALTERING THEIR NATURE, SCOPE OR MEANING; AND APPEAR BEFORE THE COMPETENT ADMINISTRATIVE AUTHORITIES, IN PARTICULAR, THE MINISTRIES OF ECONOMY AND FINANCE AND INDUSTRY, TOURISM AND COMMERCE, AS WELL AS BEFORE OTHER AUTHORITIES, ADMINISTRATIONS AND INSTITUTIONS, ESPECIALLY THE SPANISH SECURITIES MARKET COMMISSION ( COMISION NACIONAL DEL MERCADO DE VALORES ), THE SECURITIES EXCHANGE GOVERNING COMPANIES AND ANY OTHER WHICH MAY BE COMPETENT IN RELATION TO ANY OF THE RESOLUTIONS ADOPTED, IN ORDER TO CARRY OUT THE NECESSARY FORMALITIES AND ACTIONS FOR THE MOST COMPLETE IMPLEMENTATION AND EFFECTIVENESS THEREOF.

\* PLEASE NOTE THAT SHAREHOLDERS WHO PARTICIPATE IN ANY FORM AT THE EGM, WHETHER DIRECTLY, BY PROXY, OR BY LONG-DISTANCE VOTING, SHALL BE ENTITLED TO RECEIVE AN ATTENDANCE PREMIUM OF FIFTEEN EURO CENTS GROSS PER SHARE 0.15 EUROS GROSS PER SHARE, TO BE PAID THROUGH THE MEMBER ENTITIES OF THE CLEARINGHOUSE SOCIEDAD DE GESTION DE LOS SISTEMAS DE REGISTRO, COMPENSACION Y LIQUIDACION DE VALORES IBERCLEAR. PLEASE BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING ENDESA, S.A. CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: [HTTP://WWW.ENDESA.ES/PORTAL/PORTADA?URL=/PORTAL/EN/](http://www.endesa.es/portal/portada?url=/portal/en/) THANK YOU.

Non-Voting

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TECHEM AG, ESCHBORN

ISSUER: D83027108

ISIN: DE0005471601

SEDOL: B02NWD3, 5899281

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 05 MAR 2007, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.	Non-Voting	
1.	PRESENTATION OF THE FINANCIAL STATEMENTS AND ANNUAL REPORT FOR THE 2005/2006 FY WITH THE REPORT OF THE SUPERVISORY BOARD , THE GROUP FINANCIAL STATEMENTS AND ANNUAL REPORT AND THE PROPOSAL ON THE APPROPRIATION OF THE DISTRIBUTABLE PROFIT	Non-Voting	
2.	RESOLUTION ON THE APPROPRIATION OF THE DISTRIBUTABLE PROFIT OF EUR 120,639,293 AS FOLLOWS: PAYMENT OF A DIVIDEND OF EUR 2 PER SHARE; EUR 50,000,000 SHALL BE ALLOCATED TO THE REVENUE RESERVES; EUR 23,605,797 SHALL BE CARRIED FORWARD; EX-DIVIDEND AND PAYABLE DATE: 27 MAR 2007	Management	Fo
3.	RATIFICATION OF THE ACTS OF THE BOARD OF MANAGING DIRECTORS	Management	Fo
4.	RATIFICATION OF THE ACTS OF THE SUPERVISORY BOARD	Management	Fo
5.	APPOINTMENT OF AUDITORS FOR THE 2006/2007 FY:  PRICEWATERHOUSECOOPERS AG, FRANKFURT	Management	Fo
6.	SUPPLEMENTARY ELECTION TO THE SUPERVISORY BOARD	Management	Fo
7.	ELECTION TO THE SUPERVISORY BOARD	Management	Fo
12.	RESOLUTION ON THE ADJUSTMENT OF THE SUPERVISORY BOARD REMUNERATION; THE REMUNERATION FOR THE CHAIRMAN SHALL BE INCREASED TO 3.5 TIMES THE REMUNERATION FOR ORDINARY MEMBERS	Management	Fo
8.	RESOLUTION ON THE REVISION OF THE AUTHORIZED CAPITAL AND THE CORRESPONDING AMENDMENTS TO THE	Management	Fo

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ARTICLE OF ASSOCIATION; THE EXISTING AUTHORIZED CAPITAL SHALL BE REVOKED; THE BOARD OF MANAGING DIRECTORS SHALL BE AUTHORIZED, WITH THE CONSENT OF THE SUPERVISORY BOARD, TO INCREASE THE SHARE CAPITAL BY UP TO EUR 12,345,130 THROUGH THE ISSUE OF NEW ORDINARY AND/OR PREFERENCE SHARES AGAINST PAYMENT IN CASH OR KIND, ON OR BEFORE 26 MAR 2012; SHAREHOLDERS, SUBSCRIPTION RIGHTS SHALL BE EXCLUDED FOR RESIDUAL AMOUNTS, FOR THE ISSUE OF SHARES TO THIRD PARTIES FOR ACQUISITION PURPOSES OR TO EMPLOYEES, FOR THE ISSUE OF SHARES TO HOLDERS OPTION OR CONVERSION RIGHTS, AND FOR THE ISSUE OF SHARES AT A PRICE NOT MATERIALLY BELOW THEIR MARKET PRICE

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|-----|---|------------|----|
| 9.  | AUTHORIZATION TO ACQUIRE OWN SHARES; THE COMPANY SHALL BE AUTHORIZED TO ACQUIRE OWN SHARES OF<br><br>UP TO EUR 2,469.026, AT A PRICE NOT DEVIATING MORE THAN 20 % FROM THEIR MARKET PRICE, ON OR BEFORE 26 SEP 2008; THE BOARD OF MANAGING DIRECTORS SHALL BE AUTHORIZED TO RETIRE THE SHARES, TO USE THE SHARES FOR ACQUISITION PURPOSES, TO ISSUE THE SHARES TO EMPLOYEES, TO SELL THE SHARES AT A PRICE NOT MATERIALLY BELOW THEIR MARKET PRICE, AND TO USE THE SHARES TO SATISFY OPTION OR CONVERSION RIGHTS  | Management | Fo |
| 10. | RESOLUTION ON THE REVOCATION OF AN AUTHORIZATION AND OF THE CONTINGENT CAPITAL, AND THE CORRESPONDING<br><br>AMENDMENTS TO THE ARTICLE OF ASSOCIATION; THE AUTHORIZATIONS OF 3 FEB 2000, AND OF 20 MAR 2001, TO GRANT SUBSCRIPTION RIGHTS SHALL BE REVOKED; THE CONTINGENT CAPITAL II SHALL BE REVOKED, AND THE REMAINING CONTINGENT CAPITAL REDUCED FROM EUR 1,600,503 TO EUR 34,204   | Management | Fo |
| 11. | RESOLUTION ON THE AUTHORIZATION TO ISSUE BONDS AND/OR PROFIT-SHARING RIGHTS, THE CREATION OF<br><br>NEW CONTINGENT CAPITAL, AND THE CORRESPONDING AMENDMENTS TO THE ARTICLE OF ASSOCIATION; THE BOARD OF MANAGING DIRECTORS SHALL BE AUTHORIZED, WITH THE CONSENT OF THE SUPERVISORY BOARD, TO ISSUE BONDS OR PROFIT-SHARING RIGHTS OF UP TO EUR 700,000,000, HAVING A TERM OF UP TO 15 YEARS AND CONFERRING A CONVERSION OR OPTION RIGHT FOR NEW SHARES OF THE COMPANY, AGAINST PAYMENT IN CASH AND/OR KIND ON OR BEFORE 26 MAR 2012; SHAREHOLDERS SHALL BE GRANTED SUBSCRIPTION RIGHTS, EXCEPT FOR RESIDUAL AMOUNTS, OR IF THE BONDS OR RIGHTS ARE ISSUED TO HOLDERS OF OUTSTANDING OPTION OR | Management | Fo |

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CONVERSION RIGHTS OR AT A PRICE NOT MATERIALLY BELOW THEIR THEORETICAL MARKET VALUE, OR FOR ACQUISITION PURPOSES; THE SHARE CAPITAL SHALL BE INCREASED ACCORDINGLY BY UP TO EUR 12,310,926 THROUGH THE ISSUE OF UP TO 12,310,926 BEARER SHARES, INSOFAR AS OPTION OR CONVERSION RIGHTS ARE EXERCISED

13. APPROVAL OF AMENDMENTS TO THE ARTICLE OF ASSOCIATION, INCLUDING THE FOLLOWING: SECTION 3, REGARDING
- Management Fo
- THE COMPANY BEING AUTHORIZED TO TRANSMIT INFORMATION TO SHAREHOLDERS BY ELECTRONIC MEANS; SECTION 24, REGARDING SHAREHOLDERS REGISTERING TO ATTEND BY THE 7TH DAY BEFORE THE SHAREHOLDERS MEETING, AND PROVIDING EVIDENCE OF THEIR SHAREHOLDING AS PER THE 21ST DAY PRIOR TO THE MEETING

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ADESA, INC. KAR

ISSUER: 00686U104 ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT AND APPROVE THE MERGER AGREEMENT.	Management	Fo
01	PROPOSAL TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 22, 2006, BY AND AMONG ADESA, INC., KAR HOLDINGS II, LLC, KAR HOLDINGS, INC. AND KAR ACQUISITION, INC., PURSUANT TO WHICH KAR ACQUISITION, INC. WILL MERGE WITH AND INTO ADESA, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo

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JOHN H. HARLAND COMPANY JH

ISSUER: 412693103 ISIN:



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SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT 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 APPROVE THE AGREEMENT AND PLAN OF MERGER.	Management	Fo
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 19, 2006, AMONG M & F WORLDWIDE CORP., H ACQUISITION CORP. AND JOHN H. HARLAND COMPANY.	Management	Fo

SABRE HOLDINGS CORPORATION

TSG

ISSUER: 785905100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 12, 2006, AMONG SABRE HOLDINGS CORPORATION, SOVEREIGN HOLDINGS, INC. AND SOVEREIGN MERGER SUB, INC. AND APPROVE THE MERGER.	Management	Fo
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.	Management	Fo

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USI HOLDINGS CORPORATION

USIH

ISSUER: 90333H101

ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT.	Management	Fo
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 15, 2007, BY AND AMONG USI HOLDINGS CORPORATION, COMPASS ACQUISITION HOLDINGS CORP. AND COMPASS MERGER SUB INC.	Management	Fo

COMPANIA ANONIMA NAC. TEL. DE VENEZU

VNT

ISSUER: 204421101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
3A7	ELECTION OF DIRECTOR: JOSE MANUEL ORTEGA (PRINCIPAL) AND ADOLFO LEDO (ALTERNATE).	Management	Fo
3A6	ELECTION OF DIRECTOR: LUIS ESTEBAN PALACIOS (PRINCIPAL) AND FRANCISCO CASAS (ALTERNATE).	Management	Fo
3A5	ELECTION OF DIRECTOR: NICOLAS VEGAS (PRINCIPAL) AND VICTOR VERA (ALTERNATE).	Management	Fo
3A4	ELECTION OF DIRECTOR: EDWARD MCQUAID (PRINCIPAL) AND ARTURO BANEGAS (ALTERNATE).	Management	Fo
3A3	ELECTION OF DIRECTOR: JOHN LACK (PRINCIPAL) AND JON WELLS (ALTERNATE).	Management	Fo
3A2	ELECTION OF DIRECTOR: DANIEL P. PETRI (PRINCIPAL) AND CHRISTOPHER BENNETT (ALTERNATE).	Management	Fo
3A1	ELECTION OF DIRECTOR: VICENTE LLATAS (PRINCIPAL) AND ARMANDO YANES (ALTERNATE).	Management	Fo
02	THE APPROVAL OF THE PAYMENTS OF AN ORDINARY DIVIDEND FOR 2007 OF BS. 922.07 PER SHARE REPRESENTING US\$ 3.003 PER ADS.	Management	Fo
01	THE APPROVAL OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006.	Management	Fo
05	APPOINTMENT OF THE NOMINATED STATUTORY AUDITORS: EUDORO BARRETO (PRINCIPAL) AND QUISQUEYA PLANAS (ALTERNATE)	Management	Fo
04	APPOINTMENT OF ESPINEIRA, SHELDON Y ASOCIADOS - MEMBER FIRM OF PRICEWATERHOUSECOOPERS, AS EXTERNAL AUDITORS FOR 2007.	Management	Fo

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 INTRALASE CORP.

ILSE

ISSUER: 461169104

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal  
 Number

Proposal

Proposal  
 Type

Vo  
 Ca

02 IF NECESSARY OR APPROPRIATE, TO APPROVE THE POSTPONEMENT  
 OR ADJOURNMENT OF THE SPECIAL MEETING FOR, AMONG  
 OTHER REASONS, THE SOLICITATION OF ADDITIONAL  
 PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT  
 VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE  
 THE PROPOSAL TO ADOPT THE MERGER AGREEMENT AND  
 APPROVE THE MERGER.

Management

Fo

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01 TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT  
 THE AGREEMENT AND PLAN OF MERGER, DATED AS OF  
 JANUARY 5, 2007 (THE MERGER AGREEMENT ), BY  
 AND AMONG INTRALASE, ADVANCED MEDICAL OPTICS,  
 INC. ( AMO ) AND IRONMAN MERGER CORPORATION (   
 MERGER SUB ), PURSUANT TO WHICH MERGER SUB WILL  
 BE MERGED WITH AND INTO INTRALASE, WITH INTRALASE  
 SURVIVING THE MERGER (THE MERGER ).

Management

Fo

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 REALOGY CORPORATION

RLGYV.PK

ISSUER: 75605E100

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal  
 Number

Proposal

Proposal  
 Type

Vo  
 Ca

01 PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER,  
 DATED AS OF DECEMBER 15, 2006, BY AND AMONG DOMUS  
 HOLDINGS CORP., DOMUS ACQUISITION CORP., AND

Management

Fo

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REALOGY CORPORATION, AS IT MAY BE AMENDED FROM  
 TIME TO TIME.  
 02 PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING Management Fo  
 TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES  
 IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF  
 THE SPECIAL MEETING TO APPROVE PROPOSAL NUMBER  
 1.

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 TANDBERG TELEVISION ASA

ISSUER: R89645106

ISIN: NO0003070906

SEDOL: 5176694, B05P5D7, 5466641  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT THIS IS AN AGM. THANK YOU.	Non-Voting	
*	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. SHOULD YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE. THANK YOU	Non-Voting	
*	MARKET RULES REQUIRE ADP TO DISCLOSE 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 ADP CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER TO LODGE YOUR VOTE	Non-Voting	

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1.	OPENING OF THE MEETING BY THE CHAIRMAN AND REGISTRATION OF SHAREHOLDERS PRESENT AT THE MEETING	Management	Take Act
2.	ELECT THE CHAIRMAN OF THE MEETING AND 2 PERSON TO CO-SIGN THE PROTOCOL	Management	Take Act
3.	APPROVE THE NOTICE AND THE AGENDA	Management	Take Act
4.	APPROVE OF THE ANNUAL ACCOUNTS AND THE ANNUAL REPORTS FOR 2006, INCLUDING THEGROUP ACCOUNTS	Management	Take Act

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AND DISPOSAL OF THE ANNUAL RESULT OF THE PARENT COMPANY

5.	APPROVE THE ADVISORY VOTE REGARDING THE COMPANY'S EXECUTIVE COMPENSATION POLICY	Management	Take Act
6.	APPROVE THE REMUNERATION FOR THE BOARD MEMBERS, THE COMMITTEE MEMBERS AND THE COMPANY AUDITOR	Management	Take Act
7.	APPROVE THE INFORMATION REGARDING OFFERS FOR ALL THE SHARES IN THE COMPANY	Management	Take Act
8.	ELECT THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE	Management	Take Act

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BANDAG, INCORPORATED

BDG

ISSUER: 059815100

ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 5, 2006, BY AND AMONG BANDAG, INCORPORATED, BRIDGESTONE AMERICAS HOLDING, INC. AND GRIP ACQUISITION, INC.	Management	Fo
02	TO ADJOURN OR POSTPONE THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER REFERRED TO IN ITEM 1.	Management	Fo

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ALTIRIS, INC.

ATRS

ISSUER: 02148M100

ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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|----|---|------------|----|
| 01 | TO ADOPT THE AGREEMENT AND PLAN OF MERGER (THE MERGER AGREEMENT ), DATED AS OF JANUARY 26, 2007, AMONG SYMANTEC CORPORATION ( SYMANTEC ), A DELAWARE CORPORATION, ATLAS MERGER CORP., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF SYMANTEC, AND ALTIRIS, INC. | Management | Fo |
| 02 | ANY PROPOSAL BY ALTIRIS BOARD OF DIRECTORS TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.  | Management | Fo |

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 FOUR SEASONS HOTELS INC. FS  
 ISSUER: 35100E104 ISIN:  
 SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	THE SPECIAL RESOLUTION APPROVING THE ARRANGEMENT (THE ARRANGEMENT ) UNDER SECTION 182 OF THE BUSINESS CORPORATIONS ACT (ONTARIO) INVOLVING THE CORPORATION, ITS SHAREHOLDERS AND FS ACQUISITION CORP., A BRITISH COLUMBIA COMPANY THAT IS OWNED BY TRIPLES HOLDINGS LIMITED AND AFFILIATES OF KINGDOM HOTELS INTERNATIONAL AND CASCADE INVESTMENT, L.L.C., THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR OF THE CORPORATION DATED MARCH 5, 2007.	Management	Fo

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 HARRAH'S ENTERTAINMENT, INC. HET  
 ISSUER: 413619107 ISIN:  
 SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 19, 2006, AMONG HAMLET HOLDINGS LLC, HAMLET MERGER INC. AND HARRAH S ENTERTAINMENT, INC.	Management	Fo
02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT.	Management	Fo

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 URASIA ENERGY LTD.

UAEYF

ISSUER: 91703W108

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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01	TO APPROVE THE ARRANGEMENT RESOLUTION.	Management	Fo
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 MACDERMID, INCORPORATED

MRD

ISSUER: 554273102

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 15, 2006, AMONG MACDERMID, INCORPORATED, MDI HOLDINGS, LLC. AND MATRIX ACQUISITION CORP. (THE MERGER AGREEMENT ).	Management	Fo
02	TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE MERGER AGREEMENT.	Management	Fo

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PW EAGLE, INC.

PWEI

ISSUER: 69366Y108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
02	ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING.	Management	Fo
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 15, 2007, AMONG PIPE DREAM ACQUISITION, INC., J-M MANUFACTURING COMPANY, INC. AND PW EAGLE, INC.	Management	Fo

EDGARS CONS STORES LTD

ISSUER: S24179111

ISIN: ZAE000068649

SEDOL: B0BP746, B0FGH56, B0BP7Q8, B0CM638, B1809X4

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
1.	APPROVE, THE SCHEME OF ARRANGEMENT ORDINARY SCHEME PROPOSED BY ELEPHANT ACQUISITION BC PROPRIETARY LIMITED NEWCO BETWEEN THE APPLICATION AND ORDINARY SHAREHOLDERS OF THE APPLICANT, OTHER THAN UNITED RETAIL LIMITED AND THE EDCON STAFF EMPOWERMENT TRUST, REGISTERED AS SUCH ON THE RECORD DATE FOR THE ORDINARY SCHEME ORDINARY SCHEME PARTICIPANTS PROVIDED THAT THE ORDINARY SCHEME MEETING SHALL NOT BE ENTITLED TO AGREE TO ANY MODIFICATIONS OF THE ORDINARY SCHEME WHICH WILL HAVE THE EFFECT OF DIMINISHING THE RIGHTS THAT ARE TO ACCRUE IN TERMS THEREOF TO ORDINARY SCHEME PARTICIPANTS, FOR A CASH CONSIDERATION OF ZAR 46,00 IN EXCHANGE FOR EVERY EDGARDS CONSOLIDATED STORES LIMITED SHARE HELD ON THE RECORD DATE	Management	Fo



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 TD BANKNORTH INC.

BNK

ISSUER: 87235A101

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal  
 Number

Proposal

Proposal  
 Type

Vo  
 Ca

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 01 PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND  
 PLAN OF MERGER, DATED AS OF NOVEMBER 19, 2006,  
 AMONG TD BANKNORTH INC., THE TORONTO-DOMINION  
 BANK AND BONN MERGER CO.

Management

Fo

-----  
 UNITED SURGICAL PARTNERS INTL., INC.

USPI

ISSUER: 913016309

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal  
 Number

Proposal

Proposal  
 Type

Vo  
 Ca

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 01 ADOPTION OF THE AGREEMENT AND PLAN OF MERGER,  
 DATED JANUARY 7, 2007, AMONG UNCN HOLDINGS, INC.,  
 UNCN ACQUISITION CORP. AND UNITED SURGICAL PARTNERS  
 INTERNATIONAL, INC.

Management

Fo

02 APPROVAL OF 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 APPROVE AND ADOPT  
 THE AGREEMENT AND PLAN OF MERGER, DATED JANUARY  
 7, 2007, AMONG UNCN HOLDINGS, INC., UNCN ACQUISITION  
 CORP. AND UNITED SURGICAL PARTNERS INTERNATIONAL,  
 INC.

Management

Fo

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 BANCO BPI SA, PORTO

ISSUER: X04608109

ISIN: PTBPI0AM0004

BLOCKING

SEDOL: 5788163, 4072566, 5721759  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
*	PLEASE NOTE THAT THE CONDITION FOR THIS MEETING IS 1 VOTING RIGHT PER 500 SHARES. THANK YOU.	Non-Voting	Ca
1.	RECEIVE AND ADOPT BANCO BPI S INDIVIDUAL AND CONSOLIDATED ANNUAL REPORT AND ACCOUNTS FOR THE FYE 31 DEC 2006	Management	Take Act
2.	APPROVE THE APPROPRIATION OF NET INCOME FOR 2006	Management	Take Act

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3.	APPROVE THE GENERAL CONSIDER BANCO BPI S MANAGEMENT AND SUPERVISION	Management	Take Act
4.	APPROVE THE LONG TERM DIVIDEND POLICY	Management	Take Act
5.	AUTHORIZE THE BOARD OF DIRECTORS TO ACQUIRE AND DISPOSE OF OWN SHARES ON SUCH TERMS AS TO ENSURE THAT SUCH AUTHORIZATION SHALL ONLY TAKE EFFECT AFTER THE CLOSE OF THE PROCESS OF THE TAKEOVER BID FOR BANCO BPI, S.A., WHICH PRELIMINARY ANNOUNCEMENT WAS RELEASED BY BANCO COMERCIAL PORTUGUES, S.A ON 13 MAR 2006	Management	Take Act

LONGVIEW FIBRE COMPANY

LFB

ISSUER: 543213102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 2, 2007, AS AMENDED (THE MERGER AGREEMENT ), BY AND AMONG LONGVIEW FIBRE COMPANY ( LONGVIEW ), BROOKFIELD ASSET MANAGEMENT	Management	Fo

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INC. AND HORIZON ACQUISITION CO. ( SUB ) AND THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE MERGER, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

02	TO POSTPONE OR ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE APPROVAL OF THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY, INCLUDING THE MERGER, IF THERE ARE NOT SUFFICIENT VOTES FOR SUCH APPROVAL AT THE TIME OF THE SPECIAL MEETING.	Management	Fo
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LAIDLAW INTERNATIONAL, INC.

LI

ISSUER: 50730R102

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 8, 2007, BY AND AMONG FIRSTGROUP PLC, A PUBLIC LIMITED COMPANY INCORPORATED UNDER THE LAWS OF SCOTLAND, FIRSTGROUP ACQUISITION CORPORATION (FORMERLY KNOWN AS FEM ACQUISITION VEHICLE CORPORATION), A DELAWARE CORPORATION AND WHOLLY OWNED SUBSIDIARY OF FIRSTGROUP, AND LAIDLAW INTERNATIONAL, INC.	Management	Fo
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02	TO ADJOURN OR POSTPONE THE SPECIAL MEETING, INCLUDING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE FOREGOING PROPOSAL.	Management	Fo
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ASIA SATELLITE TELECOMM. HOLDINGS LT

SAT

ISSUER: 04516X106

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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C1	AT THE COURT MEETING: APPROVAL OF THE SCHEME PROPOSED TO BE MADE BETWEEN THE COMPANY AND THE SCHEME SHAREHOLDERS, AS DESCRIBED IN THE NOTICE OF THE COURT MEETING.	Management	Fo
S1	AT THE SPECIAL GENERAL MEETING: APPROVAL OF THE CAPITAL REDUCTION BY MEANS OF THE CANCELLATION OF THE SCHEME SHARES, ISSUE AND ALLOTMENT OF NEW ASIASAT SHARES AND AUTHORIZING DIRECTORS, AS DESCRIBED IN THE NOTICE OF THE SPECIAL GENERAL MEETING.	Management	Fo

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 ENDESA SA, MADRID

ISSUER: E41222113

ISIN: ES0130670112

SEDOL: 2615424, 5271782, B0389N6, 5788806, 4315368, 5285501, B0ZNJC8  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	AMEND ARTICLE 32 OF THE CORPORATE BYLAWS LIMITATION OF VOTING RIGHTS	Management	Fo
2.	AMEND ARTICLE 37 OF THE CORPORATE BYLAWS NUMBER OF CLASSES OF THE DIRECTORS	Management	Fo
3.	AMEND ARTICLE 38 OF THE CORPORATE BYLAWS TERM OF OFFICE OF THE DIRECTOR	Management	Fo
4.	AMEND ARTICLE 42 OF THE CORPORATE BYLAWS INCOMPATIBILITIES OF THE DIRECTORS	Management	Fo
5.	AUTHORIZE THE BOARD OF DIRECTORS TO EXECUTE AND IMPLEMENT THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING, AS WELL AS TO SUBSTITUTE THE AUTHORITIES IT RECEIVES FROM THE GENERAL MEETING, AND GRANT AUTHORITY FOR PROCESSING THE SAID RESOLUTIONS AS A PUBLIC INSTRUMENT, REGISTRATION THEREOF AND, AS THE CAUSE MAY BE, CORRECTION THEREOF	Management	Fo

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 MID-STATE BANCSHARES

MDST

ISSUER: 595440108

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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01 TO APPROVE THE PRINCIPAL TERMS OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 1, 2006, PURSUANT TO WHICH MID-STATE BANCSHARES WILL BE ACQUIRED BY VIB CORP, AND THE TRANSACTIONS CONTEMPLATED THEREBY AS DESCRIBED IN THE ATTACHED PROXY STATEMENT. Management Fo

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02 TO APPROVE, IF NECESSARY, AN ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PRINCIPAL TERMS OF THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY. Management Fo

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 HARRAH'S ENTERTAINMENT, INC. HET  
 ISSUER: 413619107 ISIN:  
 SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR	STEPHEN F. BOLLENBACH RALPH HORN GARY W. LOVEMAN BOAKE A. SELLS	Management Management Management Management Management	Fo Fo Fo Fo Fo
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE 2007 CALENDAR YEAR.		Management	Fo

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 HERBALIFE, LTD. HLF  
 ISSUER: G4412G101 ISIN:  
 SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Proposal Vo

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Number	Proposal	Type	Ca
1A	ELECTION OF DIRECTOR: LEROY T. BARNES.	Management	Fo
1B	ELECTION OF DIRECTOR: RICHARD P. BERMINGHAM.	Management	Fo
1C	ELECTION OF DIRECTOR: PETER MASLEN.	Management	Fo
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2007.	Management	Fo
03	APPROVE THE COMPANY S EMPLOYEE STOCK PURCHASE PLAN.	Management	Fo

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 PORTUGAL TELECOM SGPS S A

ISSUER: X6769Q104

ISIN: PTPTCOAM0009 BLOCKING

SEDOL: B02P109, 5466856, 5825985, 4676203, 5760365, 5817186  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT FOR EVERY 500 SHARES YOU HAVE 1 VOTING RIGHT. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING TYPE. 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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1.	APPROVE THE YEAR 2006 ANNUAL REPORT AND THE ACCOUNTS OF THE COMPANY OF THE YEAR 2006	Management	Take Act
2.	APPROVE THE CONSOLIDATED ANNUAL REPORT AND THE ACCOUNTS OF THE YEAR 2006	Management	Take Act
3.	APPROVE THE PROFITS APPLICATION	Management	Take Act
4.	APPROVE TO APPRECIATE THE MANAGEMENT BOARD AND SUPERVISORY BOARD PERFORMANCE	Management	Take Act
5.	APPROVE TO RESOLVE ON FREE ALLOTMENT OF ALL ORDINARY SHARES REPRESENTING THE SHARE CAPITAL OF PT MULTIMEDIA HELD BY THE COMPANY, TO ITS SHAREHOLDERS WERE	Management	Take Act

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EACH SHAREHOLDER SHALL RECEIVE THE EQUIVALENT  
TO 4 PTM SHARES FOR EACH PT HELD

- |     |   |            |             |
|-----|---|------------|-------------|
| 6.  | APPROVE TO RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN SHARES, INCLUDING THEIR ACQUISITION IN CONNECTION WITH THE SHARE BUYBACK PROGRAMME  | Management | Take<br>Act |
| 7.  | APPROVE TO RESOLVE ON A REDUCTION IN SHARE CAPITAL UP TO 65,191,463.05 EUROS FOR THE PURPOSE OF RELEASING EXCESS CAPITAL IN CONNECTION WITH A SHARE BUYBACK PROGRAMME, BY MEANS OF CANCELLATION OF UP TO 186,261,323 SHARES REPRESENTING UP TO 16.5 OF THE SHARE CAPITAL TO BE ACQUIRED AS A RESULT OF THE IMPLEMENTATION OF THIS RESOLUTION, AS WELL AS ON RELATED RESERVES AND ON THE CORRESPONDING AMENDMENT TO PARAGRAPHS 1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION | Management | Take<br>Act |
| 8.  | APPROVE TO RESOLVE ON A SHARES CAPITAL INCREASE TO 474,119,730 EUROS BY MEANS OF INCORPORATION OF LEGAL RESERVES IN THE AMOUNT OF 79,019,955 EUROS, THROUGH AN INCREASE IN THE PAR VALUE OF ALL SHARES REPRESENTING THE COMPANY S SHARE CAPITAL BY AN AMOUNT EQUAL TO 7 EURO CENTS, WHEREBY THE PAR VALUE OF EACH SHARE WILL BE 42 EURO CENTS, WITH THE CORRESPONDING AMENDMENT TO PARAGRAPHS 1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION                                 | Management | Take<br>Act |
| 9.  | APPROVE TO RESOLVE ON A SHARE CAPITAL REDUCTION TO 33,865,695 EUROS, TO BE CARRIED OUT BY MEANS OF A REDUCTION IN THE PAR VALUE OF ALL SHARES REPRESENTING THE SHARE CAPITAL, WHEREBY EACH SHARE WILL HAVE A PAR VALUE OF 3 EURO CENTS, BY REDUCING THE PAR VALUE OF ALL SHARES TO 3 EURO CENTS WITH THE CORRESPONDING AMENDMENT TO PARAGRAPHS 1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION, THE PURPOSE OF THE CAPITAL REDUCTION WILL BE THE RELEASE OF EXCESS CAPITAL    | Management | Take<br>Act |
| 10. | APPROVE, PURSUANT TO PARAGRAPHS 1 AND 2 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION, ON THE PARAMETERS APPLICABLE IN THE EVENT OF ANY ISSUANCE OF BONDS CONVERTIBLE INTO SAHRES THAT MAY BE RESOLVED UPON BY THE BOARD OF DIRECTORS   | Management | Take<br>Act |
| 11. | APPROVE TO RESOLVE ON THE SUPPRESSION OF THE PRE-EMPTIVE RIGHT OF SHAREHOLDER IN THE SUBSCRIPTION OF ANY ISSUANCE OF CONVERTIBLE BONDS AS REFERRED TO UNDER ITEM 10 HEREOF AS MAY BE RESOLVED UPON BY THE BOARD OF DIRECTORS  | Management | Take<br>Act |

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|-----|---|------------|-------------|
| 12. | APPROVE TO RESOLVE ON THE ISSUANCE OF BONDS AND | Management | Take<br>Act |
|-----|---|------------|-------------|

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OTHER SECURITIES, OF WHATEVER NATURE, BY THE BOARD OF DIRECTORS, AND NAMELY ON THE FIXING OF THE VALUE OF SUCH SECURITIES IN ACCORDANCE WITH PARAGRAPH 3 OF ARTICLE 8 AND PARAGRAPH 1, E) OF ARTICLE 15 OF THE ARTICLES OF ASSOCIATION

13. APPROVE TO RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN BONDS AND OTHER OWN SECURITIES Management

Take  
Act

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PORTUGAL TELECOM, SGPS, S.A.

PT

ISSUER: 737273102

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO RESOLVE ON THE MANAGEMENT REPORT, BALANCE SHEET AND ACCOUNTS FOR THE YEAR 2006.	Management	Fo
02	TO RESOLVE ON THE CONSOLIDATED MANAGEMENT REPORT, BALANCE SHEET AND ACCOUNTS FOR THE YEAR 2006.	Management	Fo
03	TO RESOLVE ON THE PROPOSAL FOR APPLICATION OF PROFITS.	Management	Fo
04	TO RESOLVE ON A GENERAL APPRAISAL OF THE COMPANY S MANAGEMENT AND SUPERVISION.	Shareholder	Agai
05	TO RESOLVE ON THE FREE ALLOTMENT OF ALL THE ORDINARY SHARES REPRESENTING THE SHARE CAPITAL OF PT MULTIMEDIA.	Management	Fo
06	TO RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN SHARES.	Management	Fo
07	TO RESOLVE ON A REDUCTION IN SHARE CAPITAL OF UP TO 65,191,463.05 EUROS.	Management	Fo
08	TO RESOLVE ON A SHARE CAPITAL INCREASE TO 471,119,730 EUROS.	Management	Fo
09	TO RESOLVE ON A SHARE CAPITAL REDUCTION TO 33,865,695 EUROS.	Management	Fo
10	TO RESOLVE ON THE PARAMETERS APPLICABLE IN THE EVENT OF ANY ISSUANCE OF BONDS CONVERTIBLE INTO SHARES.	Management	Fo
11	TO RESOLVE ON THE SUPPRESSION OF THE PRE-EMPTIVE RIGHT IN THE SUBSCRIPTION OF ANY ISSUANCE OF CONVERTIBLE BONDS.	Management	Fo
12	TO RESOLVE ON THE ISSUANCE OF BONDS AND OTHER SECURITIES, OF WHATEVER NATURE, BY THE BOARD OF DIRECTORS.	Management	Fo
13	TO RESOLVE ON THE ACQUISITION AND DISPOSAL OF OWN BONDS AND OTHER OWN SECURITIES.	Management	Fo



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 SWIFT TRANSPORTATION CO., INC.

SWFT

ISSUER: 870756103

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 19, 2007, BY AND AMONG SWIFT TRANSPORTATION CO., INC., SAINT ACQUISITION CORPORATION AND SAINT CORPORATION, AS DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE THE MERGER AGREEMENT.	Management	Fo

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 WITNESS SYSTEMS, INC.

WITS

ISSUER: 977424100

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 11, 2007, AMONG WITNESS SYSTEMS, INC., VERINT SYSTEMS INC. AND WHITE ACQUISITION CORPORATION, A WHOLLY OWNED SUBSIDIARY OF VERINT, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	Fo
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT.	Management	Fo

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 AQUILA, INC.

ILA

ISSUER: 03840P102

ISIN:

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SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	IRVINE O. HOCKADAY, JR.	Management	Fo
	HEIDI E. HUTTER	Management	Fo
	DR. S.O. IKENBERRY	Management	Fo
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2007	Management	Fo

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HYDRIL COMPANY

HYDL

ISSUER: 448774109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 11, 2007, AMONG HYDRIL COMPANY, TENARIS S.A. AND HOKKAIDO ACQUISITION, INC.	Management	Fo
02	ADJOURN THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO PERMIT FURTHER SOLICITAION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	Fo

K&F INDUSTRIES HOLDINGS, INC.

KFI

ISSUER: 482241106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
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Number	Proposal	Type	Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER BY AND AMONG K&F INDUSTRIES HOLDINGS, INC., MEGGITT-USA, INC., A DELAWARE CORPORATION, AND FERNDOWN ACQUISITION CORP., A DELAWARE CORPORATION, PURSUANT TO WHICH FERNDOWN ACQUISITION CORP. WILL BE MERGED WITH AND INTO K&F INDUSTRIES HOLDINGS, INC.	Management	Fo
02	TO APPROVE THE POSTPONEMENT OR ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.	Management	Fo

LESCO, INC.

LSCO

ISSUER: 526872106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL AND ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUAY 19, 2007, AMONG DEERE & COMPANY, DEERE MERGER SUB, INC. AND LESCO, INC., AND THE TRANSACTIONS CONTEMPLATED THEREBY.	Management	Fo
02	ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF APPROVAL AND ADOPTION OF THE MERGER AGREEMENT AND THE TRANSACTIONS CONTEMPLATED THEREBY.	Management	Fo

DENDRITE INTERNATIONAL, INC.

DRTE

ISSUER: 248239105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 1, 2007, BY AND AMONG DENDRITE, CEGEDIM SA, AND DOGWOOD ENTERPRISES, INC., AND APPROVE THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Management	Fo
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL	Management	Fo

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MEETING, IF DEEMED NECESSARY OR APPROPRIATE.

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 APPLIED INNOVATION INC. AINN

ISSUER: 037916103 ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED FEBRUARY 22, 2007, AMONG THE COMPANY, KEG HOLDINGS, INC., AND BUCKEYE MERGER CO., A WHOLLY OWNED SUBSIDIARY OF KEG, PURSUANT TO WHICH, UPON THE MERGER BECOMING EFFECTIVE, MERGER SUB WOULD MERGE WITH AND INTO THE COMPANY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	TO ALLOW THE BOARD OF DIRECTORS TO ADJOURN THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE MERGER AGREEMENT AND THE MERGER.	Management	Fo

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 TRIBUNE COMPANY TRB

ISSUER: 896047107 ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
		JEFFREY CHANDLER	Fo
		WILLIAM A. OSBORN	Fo
		MILES D. WHITE	Fo
02	RATIFICATION OF INDEPENDENT ACCOUNTANTS.	Management	Fo

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03 SHAREHOLDER PROPOSAL CONCERNING TRIBUNE S CLASSIFIED BOARD OF DIRECTORS.

Shareholder Agai

NOVELIS INC.

NVL

ISSUER: 67000X106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	THE ARRANGEMENT RESOLUTION TO APPROVE THE ARRANGEMENT UNDER SECTION 192 OF THE CBCA INVOLVING NOVELIS, ITS SHAREHOLDERS AND OTHER SECURITYHOLDERS, HINDALCO AND ACQUISITION SUB.	Management	Fo

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BEL FUSE INC.

BELFA

ISSUER: 077347201

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
		DANIEL BERNSTEIN	Management
		PETER GILBERT	Management
		JOHN S. JOHNSON	Management
02	THE RATIFICATION OF THE DESIGNATION OF DELOITTE & TOUCHE LLP TO AUDIT BEL S BOOKS AND ACCOUNTS FOR 2007.	Management	Fo

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GETAZ ROMANG HOLDING SA, VEVEY

ISSUER: H31835103

ISIN: CH0015418087

BLOCKING

SEDOL: B1W6347, 7537192

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	
1.	TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RECORD DATE. PLEASE ADVISE US NOW IF YOU INTEND TO VOTE. NOTE THAT THE COMPANY REGISTRAR HAS DISCRETION OVER GRANTING VOTING RIGHTS. ONCE THE AGENDA IS AVAILABLE, A SECOND NOTIFICATION WILL BE ISSUED REQUESTING YOUR VOTING INSTRUCTIONS.	Swiss Register	Take Act

GETAZ ROMANG HOLDING SA, VEVEY

ISSUER: H31835103

ISIN: CH0015418087

BLOCKING

SEDOL: B1W6347, 7537192

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	

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*	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING382517, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR	Non-Voting	
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AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.

1.	APPROVE THE OFFER BY CRH EUROPE	Management	Take Act
2.	AMEND THE BY-LAWS	Management	Take Act
3.	APPROVE THE ANNUAL REPORT AND THE REPORT OF THE AUDITORS	Management	Take Act
4.	APPROVE THE APPROPRIATION OF THE REPORTS	Management	Take Act
5.	STATUTORY NOMINATIONS	Management	Take Act
6.	MISCELLANEOUS	Non-Voting	

-----  
GETAZ ROMANG HOLDING SA, VEVEY

ISSUER: H31835103

ISIN: CH0015418087

BLOCKING

SEDOL: B1W6347, 7537192  
-----

VOTE GROUP: GLOBAL

	Proposal Number    Proposal	Proposal Type	Vo Ca
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*	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 382518 DUE TO RECEIPT OF ADDITIONAL RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
*	THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.	Non-Voting	
*	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING382517. INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting	
1.	APPROVE THE PURCHASE OFFER FOR CRH EUROPE HOLDING BV	Management	Take Act
2.	AMEND THE ARTICLES OF ASSOCIATION	Management	Take Act
3.	RECEIVE THE REPORT OF THE BOARD OF DIRECTORS AND THE REPORT OF THE AUDITOR FOR 2006	Management	Take Act

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4.1	APPROVE THE ANNUAL REPORT AND THE ANNUAL FINANCIAL STATEMENTS FOR 2006	Management	Take Act
4.2	GRANT DISCHARGE TO THE BOARD OF DIRECTORS	Management	Take Act
4.3	APPROVE THE APPROPRIATION OF BALANCE SHEET PROFIT	Management	Take Act
5.1.1	ELECT MR. JEAN-PHILIPPE ROCHAT AS A BOARD OF DIRECTOR	Management	Take Act
5.1.3	ELECT MR. JEAN-YVES BIERI AS A BOARD OF DIRECTOR	Management	Take Act
5.1.2	ELECT MR. JEAN-JACQUES MIAUTON AS A BOARD OF DIRECTOR	Management	Take Act
5.1.4	ELECT MR. HARRY BOSSHARDT AS A BOARD OF DIRECTOR	Management	Take Act
5.1.5	ELECT MR. MAURUS CANDREJA AS A BOARD OF DIRECTOR	Management	Take Act
5.2	RE-ELECT THE AUDITOR AND THE GROUP AUDITOR	Management	Take Act
6.	VARIOUS	Non-Voting	

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 KEANE, INC.

KEA

ISSUER: 486665102

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 6, 2007, AMONG KEANE, INC., CARITOR, INC. AND RENAISSANCE ACQUISITION CORP., A WHOLLY OWNED SUBSIDIARY OF CARITOR, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	Fo
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF APPROVAL OF THE MERGER AGREEMENT.	Management	Fo

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 GENERAL MARITIME CORPORATION

GMR



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ISSUER: Y2692M103

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		PETER C. GEORGIPOULOS	Fo
		WILLIAM J. CRABTREE	Fo
		STEPHEN A. KAPLAN	Fo
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS	Management	Fo

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ESCHELON TELECOM INC.

ESCH

ISSUER: 296290109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		RICHARD A. SMITH	Fo
		CLIFFORD D. WILLIAMS	Fo
		LOUIS L. MASSARO	Fo
		MARVIN C. MOSES	Fo
		MARK E. NUNNELLY	Fo
		IAN K. LORING	Fo
		JAMES P. TENBROEK	Fo
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2007.	Management	Fo

TRIMBLE NAVIGATION LIMITED

TRMB

ISSUER: 896239100

ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	STEVEN W. BERGLUND	Management	Fo
	ROBERT S. COOPER	Management	Fo
	JOHN B. GOODRICH	Management	Fo
	WILLIAM HART	Management	Fo
	ULF J. JOHANSSON	Management	Fo
	BRADFORD W. PARKINSON	Management	Fo
	NICKOLAS W. VANDE STEEG	Management	Fo
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE CURRENT FISCAL YEAR ENDING DECEMBER 28, 2007.	Management	Fo

ASIA SATELLITE TELECOMM. HOLDINGS LT

SAT

ISSUER: 04516X106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	TO ADOPT THE AUDITED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2006 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.	Management	Fo
02	TO DECLARE A FINAL DIVIDEND OF HK\$0.27 PER SHARE. FOR DETAILS, PLEASE SEE EXPLANATORY NOTE 4.1 IN THE NOTICE OF AGM.	Management	Fo
03	TO RE-ELECT DIRECTOR AND AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	Fo
3A	TO RE-ELECT DING YU CHENG AS A DIRECTOR.	Management	Fo
3B	TO RE-ELECT JU WEI MIN AS A DIRECTOR.	Management	Fo
3C	TO RE-ELECT KO FAI WONG AS A DIRECTOR.	Management	Fo

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3D	TO RE-ELECT MI ZENG XIN AS A DIRECTOR.	Management	Fo
3E	TO RE-ELECT JAMES WATKINS AS A DIRECTOR.	Management	Fo
3F	TO RE-ELECT RONALD HERMAN AS A DIRECTOR.	Management	Fo

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3G	TO RE-ELECT JOHN CONNELLY AS A DIRECTOR.	Management	Fo
3H	TO RE-ELECT MARK CHEN AS A DIRECTOR.	Management	Fo
3I	TO RE-ELECT NANCY KU AS A DIRECTOR.	Management	Fo
08	TO AMEND THE BYE-LAWS OF THE COMPANY AS SET OUT IN RESOLUTION (8) IN THE NOTICE OF AGM.	Management	Fo
04	TO RE-APPOINT PRICEWATERHOUSECOOPERS AS AUDITORS OF THE COMPANY AND AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION FOR THE YEAR ENDING 31 DECEMBER 2007.	Management	Fo
05	TO GIVE A GENERAL MANDATE TO THE DIRECTORS TO ISSUE AND DISPOSE OF ADDITIONAL SHARES IN THE COMPANY; NOT EXCEEDING TEN PERCENT OF THE ISSUED SHARE CAPITAL AT THE DATE OF THIS RESOLUTION.	Management	Fo
06	TO GIVE A GENERAL MANDATE TO THE DIRECTORS TO EXERCISE ALL THE POWERS OF THE COMPANY TO PURCHASE OR OTHERWISE ACQUIRE SHARES OF HK\$0.10 EACH IN THE CAPITAL OF THE COMPANY; NOT EXCEEDING TEN PERCENT OF THE ISSUED SHARE CAPITAL AT THE DATE OF THIS RESOLUTION.	Management	Fo
07	TO ADD THE AGGREGATE NOMINAL AMOUNT OF THE SHARES WHICH ARE PURCHASED OR OTHERWISE ACQUIRED UNDER THE GENERAL MANDATE IN RESOLUTION (6) TO THE AGGREGATE NOMINAL AMOUNT OF THE SHARES WHICH MAY BE ISSUED UNDER THE GENERAL MANDATE IN RESOLUTION (5).	Management	Fo

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 DEAN FOODS COMPANY

DF

ISSUER: 242370104

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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01	DIRECTOR	Management	Fo
		ALAN J. BERNON	Management
		GREGG L. ENGLES	Management
		RONALD KIRK	Management
02	APPROVAL OF A NEW EQUITY INCENTIVE PLAN.	Management	Agai
03	PROPOSAL TO RATIFY DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR.	Management	Fo
04	STOCKHOLDER PROPOSAL REGARDING SEPARATION OF THE CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF THE BOARD ROLES.	Shareholder	Agai

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CENTRAL PARKING CORPORATION

CPC

ISSUER: 154785109

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	THE PROPOSAL TO APPROVE A MERGER PROVIDING FOR THE ACQUISITION OF CENTRAL PARKING CORPORATION AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2007, BY AND AMONG CENTRAL PARKING CORPORATION, KCPC HOLDINGS, INC., A DELAWARE CORPORATION, AND KCPC ACQUISITION, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	THE PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.	Management	Fo

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COMPANIA ANONIMA NAC. TEL. DE VENEZU

VNT

ISSUER: 204421101

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF MANAGEMENT S REPORT OF FINANCIAL RESULTS FOR THE FOUR MONTH PERIOD ENDED APRIL 30, 2007.	Management	Fo
02	PROPOSAL TO ELECT ALL DIRECTORS TO SERVE ON THE BOARD OF DIRECTORS FOR THE PERIOD 2007-2008.	Management	Fo

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CLEAR CHANNEL COMMUNICATIONS, INC.

CCU

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ISSUER: 184502102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1A	ELECTION OF DIRECTOR: ALAN D. FELD	Management	Fo
1B	ELECTION OF DIRECTOR: PERRY J. LEWIS	Management	Fo
1C	ELECTION OF DIRECTOR: L. LOWRY MAYS	Management	Fo
1D	ELECTION OF DIRECTOR: MARK P. MAYS	Management	Fo
1E	ELECTION OF DIRECTOR: RANDALL T. MAYS	Management	Fo
1F	ELECTION OF DIRECTOR: B.J. MCCOMBS	Management	Fo
1G	ELECTION OF DIRECTOR: PHYLLIS B. RIGGINS	Management	Fo
1H	ELECTION OF DIRECTOR: THEODORE H. STRAUSS	Management	Fo
1I	ELECTION OF DIRECTOR: J.C. WATTS	Management	Fo
1J	ELECTION OF DIRECTOR: JOHN H. WILLIAMS	Management	Fo
1K	ELECTION OF DIRECTOR: JOHN B. ZACHRY	Management	Fo
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2007.	Management	Fo

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03	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING PAY FOR SUPERIOR PERFORMANCE.	Shareholder	Agai
04	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING CORPORATE POLITICAL CONTRIBUTIONS.	Shareholder	Agai
05	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING COMPENSATION COMMITTEE INDEPENDENCE.	Shareholder	Agai
06	APPROVAL AND ADOPTION OF THE SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION.	Shareholder	Agai

CLAIRE'S STORES, INC.

CLE

ISSUER: 179584107

ISIN:

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SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 20, 2007, AMONG CLAIRE S STORES, INC., BAUBLE HOLDINGS CORP. AND BAUBLE ACQUISITION SUB., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	Fo
02	ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER DESCRIBED IN PROPOSAL 1.	Management	Fo

APN NEWS AND MEDIA LIMITED

ISSUER: Q1076J107

ISIN: AU000000APN4

SEDOL: B01GXX0, 4079385, 6068574, B02KC89

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
* 1.	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU. APPROVE, FOR THE PURPOSES OF ITEM 7 OF SECTION 611 OF THE CORPORATION ACT 2001 CTH AND ALL OTHER PURPOSES, SUBJECT TO THE SCHEME BECOMING EFFECTIVE, THE INMH SALE AS SPECIFIED	Non-Voting Management	Fo

APN NEWS AND MEDIA LIMITED

ISSUER: Q1076J107

ISIN: AU000000APN4

SEDOL: B01GXX0, 4079385, 6068574, B02KC89

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1.	APPROVE, PURSUANT TO AND IN ACCORDANCE WITH SECTION 411 OF THE CORPORATIONS ACT, THE SCHEME OF ARRANGEMENT	Management	Fo

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FOR THE ACQUISITION OF ALL SHARES IN APN BY A  
 CONSORTIUM COMPRISING INDEPENDENT NEWS & MEDIA,  
 PROVIDENCE EQUITY PARTNERS AND THE CARLYLE GROUP,  
 AS SPECIFIED

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 ESCHELON TELECOM INC.

ESCH

ISSUER: 296290109

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 19, 2007, BY AND AMONG ESCHELON TELECOM, INC., INTEGRA TELECOM HOLDINGS, INC. AND ITH ACQUISITION CORP., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME, AND APPROVE THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER	Management	Fo
02	TO APPROVE A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING	Management	Fo

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 SMART & FINAL INC.

SMF

ISSUER: 831683107

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2007, AS AMENDED AS OF APRIL 27, 2007, BY AND AMONG SHARP HOLDINGS CORP., SHARP ACQUISITION CORP. AND SMART & FINAL INC.	Management	Fo

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JUPITERMEDIA CORPORATION

JUPM

ISSUER: 48207D101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
		ALAN M. MECKLER Management	Fo
		CHRISTOPHER S. CARDELL Management	Fo
		MICHAEL J. DAVIES Management	Fo
		GILBERT F. BACH Management	Fo
		WILLIAM A. SHUTZER Management	Fo
		JOHN R. PATRICK Management	Fo
02	APPROVAL OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2007.	Management	Fo

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HUB INTERNATIONAL LIMITED

HBG

ISSUER: 44332P101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	APPROVAL OF THE ARRANGEMENT RESOLUTION, AS DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE ARRANGEMENT RESOLUTION.	Management	Fo



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OSI RESTAURANT PARTNERS INC.

ISSUER: 67104A101

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 5, 2006, AMONG OSI RESTAURANT PARTNERS, INC., KANGAROO HOLDINGS, INC. AND KANGAROO ACQUISITION, INC. (THE MERGER AGREEMENT ).	Management	Fo
02	ADJOURNMENT AND POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT.	Management	Fo

BCE INC.

BCE

ISSUER: 05534B760

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
04	APPROVING THE RESOLUTION, THE FULL TEXT OF WHICH IS REPRODUCED AS SCHEDULE B TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR, TO APPROVE AMENDMENTS TO THE CORPORATION S EQUITY-BASED COMPENSATION PLANS.	Management	Fo
03	APPROVING THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS REPRODUCED AS SCHEDULE A TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR, TO APPROVE THE NAME CHANGE OF THE CORPORATION.	Management	Fo
02	DELOITTE & TOUCHE LLP AS AUDITORS.	Management	Fo
01	DIRECTOR	Management	Fo

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A. B>>RARD Management Fo

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R.A. BRENNEMAN	Management	Fo
R.J. CURRIE	Management	Fo
A.S. FELL	Management	Fo
D. SOBLE KAUFMAN	Management	Fo
B.M. LEVITT	Management	Fo
E.C. LUMLEY	Management	Fo
J. MAXWELL	Management	Fo
J.H. MCARTHUR	Management	Fo
T.C. O'NEILL	Management	Fo
J.A. PATTISON	Management	Fo
R.C. POZEN	Management	Fo
M.J. SABIA	Management	Fo
P.M. TELLIER	Management	Fo
V.L. YOUNG	Management	Fo

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 STRATAGENE CORPORATION

STGN

ISSUER: 86269H107

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 5, 2007, BY AND AMONG AGILENT TECHNOLOGIES, INC., JACKSON ACQUISITION CORP. AND STRATAGENE CORPORATION (THE MERGER AGREEMENT ) , AS SUCH MAY BE AMENDED FROM TIME TO TIME, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF DEEMED NECESSARY, TO PERMIT FURTHER SOLICITATION OF ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	Fo

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 AFFILIATED COMPUTER SERVICES, INC.

ACS

ISSUER: 008190100

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal	Proposal	Vo
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Number	Proposal	Type	Ca
02	TO APPROVE THE FISCAL YEAR 2007 PERFORMANCE-BASED INCENTIVE COMPENSATION FOR CERTAIN OF OUR EXECUTIVE OFFICERS	Management	Fo
01	DIRECTOR	Management	Fo
	DARWIN DEASON	Management	Fo
	LYNN R. BLODGETT	Management	Fo
	JOHN H. REXFORD	Management	Fo
	JOSEPH P. O'NEILL	Management	Fo
	FRANK A. ROSSI	Management	Fo
	J. LIVINGSTON KOSBERG	Management	Fo
	DENNIS MCCUISTION	Management	Fo
	ROBERT B. HOLLAND, III	Management	Fo
03	TO APPROVE THE SPECIAL EXECUTIVE FY07 BONUS PLAN FOR CERTAIN OF OUR EXECUTIVE OFFICERS	Management	Fo

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04	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2007	Management	Fo
05	TO APPROVE AND ADOPT THE 2007 EQUITY INCENTIVE PLAN	Management	Agai
06	TO APPROVE A POLICY ON AN ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shareholder	Agai

SEMCO ENERGY, INC.

SEN

ISSUER: 78412D109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	A PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF SHARE EXCHANGE (THE EXCHANGE AGREEMENT ), PURSUANT TO WHICH EACH ISSUED AND OUTSTANDING SHARE OF COMMON STOCK SHALL BE TRANSFERRED BY OPERATION OF LAW TO PARENT IN EXCHANGE FOR THE RIGHT TO RECEIVE \$8.15 IN CASH, WITHOUT INTEREST, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	ANY PROPOSAL TO POSTPONE OR ADJOURN THE SPECIAL MEETING TO A LATER DATE OR TIME, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE APPROVAL OF THE EXCHANGE	Management	Fo

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AGREEMENT, IF THERE ARE NOT SUFFICIENT VOTES FOR APPROVAL OF THE EXCHANGE AGREEMENT AT THE SPECIAL MEETING.

SXR URANIUM ONE INC.

SXRFF

ISSUER: 87112P106

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
01	DIRECTOR	Management	Fo
	ANDREW B. ADAMS	Management	Fo
	DR. MASSIMO C. CARELLO	Management	Fo
	NEAL J. FRONEMAN	Management	Fo
	DAVID HODGSON	Management	Fo
	TERRY ROSENBERG	Management	Fo
	PHILLIP SHIRVINGTON	Management	Fo
	IAN TELFER	Management	Fo
	MARK WHEATLEY	Management	Fo
	KENNETH WILLIAMSON	Management	Fo
02	TO APPOINT DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS AS AUDITORS OF THE CORPORATION FOR THE ENSUING YEAR, AND TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	Fo
03	TO APPROVE, BY SPECIAL RESOLUTION, THE AMENDMENT OF THE ARTICLES OF THE CORPORATION TO CHANGE THE NUMBER OF DIRECTORS FROM A MINIMUM OF THREE AND A MAXIMUM OF 10 TO A MINIMUM OF THREE AND A MAXIMUM OF 12, AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.	Management	Fo
04	TO APPROVE, BY SPECIAL RESOLUTION, THE CHANGE OF THE CORPORATION S NAME TO URANIUM ONE INC. OR TO SUCH OTHER NAME AS MAY BE ACCEPTABLE TO THE BOARD OF DIRECTORS OF THE CORPORATION AND TO THE REGULATORS HAVING JURISDICTION OVER THE CORPORATION.	Management	Fo
05	TO APPROVE, BY ORDINARY RESOLUTION, THE AMENDMENT TO THE RESTRICTED SHARE PLAN OF THE CORPORATION TO INCREASE THE MAXIMUM NUMBER OF COMMON SHARES ISSUABLE THEREUNDER, AS MORE PARTICULARLY DESCRIBED	Management	Fo

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IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.

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 BIOMET, INC.

BMET

ISSUER: 090613100

ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 18, 2006, BY AND AMONG BIOMET, INC., AN INDIANA CORPORATION, LVB ACQUISITION, LLC, A DELAWARE LIMITED LIABILITY COMPANY, AND LVB ACQUISITION MERGER SUB, INC., AN INDIANA CORPORATION AND A WHOLLY-OWNED SUBSIDIARY OF LVB ACQUISITION, LLC.	Management	Fo
02	ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE IF NECESSARY OR APPROPRIATE, INCLUDING AN ADJOURNMENT TO PROVIDE ADDITIONAL INFORMATION TO SHAREHOLDERS OR TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE APPROVAL OF THE MERGER AGREEMENT.	Management	Fo

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 CUTTER & BUCK INC.

CBUK

ISSUER: 232217109

ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 12, 2007 (THE MERGER AGREEMENT), BY AND AMONG CUTTER & BUCK INC., NEW WAVE GROUP AB AND NEWPORT ACQUISITION CORPORATION AND THE TRANSACTIONS CONTEMPLATED IN THE MERGER AGREEMENT, INCLUDING THE MERGER OF NEWPORT ACQUISITION CORPORATION WITH AND INTO CUTTER & BUCK INC.	Management	Fo
02	APPROVAL OF THE POSTPONEMENT OR ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL VOTES, IF NECESSARY.	Management	Fo

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 KRONOS INCORPORATED

KRON

ISSUER: 501052104

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 22, 2007, BY AND AMONG KRONOS INCORPORATED, SEAHAWK ACQUISITION CORPORATION AND SEAHAWK MERGER SUB CORPORATION, A WHOLLY-OWNED SUBSIDIARY OF SEAHAWK ACQUISITION CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	Fo
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF APPROVAL OF THE MERGER AGREEMENT.	Management	Fo

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 ALGOMA STEEL INC.

ALGOF

ISSUER: 01566M204

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	A RESOLUTION IN THE FORM SET FORTH IN APPENDIX A TO THE CIRCULAR TO APPROVE AN ARRANGEMENT UNDER SECTION 182 OF THE BUSINESS CORPORATIONS ACT (ONTARIO) (THE OBCA ) INVOLVING THE ACQUISITION BY 2133138 ONTARIO INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF ESSAR STEEL HOLDINGS LIMITED, OF ALL OF THE ISSUED AND OUTSTANDING COMMON SHARES IN EXCHANGE FOR \$56.00 IN CASH PER SHARE, AS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR.	Management	Fo
02	THE ELECTION OF DIRECTORS.	Management	Fo
03	THE APPOINTMENT AND REMUNERATION OF THE AUDITORS.	Management	Fo

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 EDUCATE, INC. EEEE

ISSUER: 28138P100 ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 28, 2007, BY AND AMONG EDGE ACQUISITION, LLC, EDGE ACQUISITION CORPORATION AND EDUCATE, INC.	Management	Fo

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 TRIAD HOSPITALS, INC. TRI

ISSUER: 89579K109 ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 19, 2007, BY AND AMONG TRIAD HOSPITALS, INC., COMMUNITY HEALTH SYSTEMS, INC. AND FWCT-1 ACQUISITION CORPORATION.	Management	Fo
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MEGER AGREEMENT.	Management	Fo

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 AGRICORE UNITED UGLNF

ISSUER: 910535608 ISIN:

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SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
A	WITH RESPECT TO AN AMENDED SPECIAL RESOLUTION APPROVING THE CONTINUANCE.	Management	Fo
B	WITH RESPECT TO AN AMENDED SPECIAL RESOLUTION APPROVING THE ARRANGEMENT.	Management	Fo

MOBIUS MANAGEMENT SYSTEMS, INC.

MOBI

ISSUER: 606925105

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 11, 2007, BY AND AMONG MOBIUS MANAGEMENT SYSTEMS, INC., ALLEN SYSTEMS GROUP, INC. AND ASG M&A, INC.	Management	Fo

CABLEVISION SYSTEMS CORPORATION

CVC

ISSUER: 12686C109

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2007	Management	Fo
01	DIRECTOR	Management	Fo
	GROVER C. BROWN	Management	Fo
	ZACHARY W. CARTER	Management	Fo
	CHARLES D. FERRIS	Management	Fo



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RICHARD H. HOCHMAN	Management	Fo
VICTOR ORISTANO	Management	Fo
THOMAS V. REIFENHEISER	Management	Fo
JOHN R. RYAN	Management	Fo
VINCENT TESE	Management	Fo

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 LONE STAR TECHNOLOGIES, INC.

LSS

ISSUER: 542312103

ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 28, 2007, BY AND AMONG UNITED STATES STEEL CORPORATION, WP ACQUISITION HOLDING CORP. AND LONE STAR TECHNOLOGIES, INC.	Management	Fo
02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.	Management	Fo

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 MIDWEST AIR GROUP, INC.

MEH

CONTES

ISSUER: 597911106

ISIN:

SEDOL:

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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	DIRECTOR	Management	Fo
		JOHN F. BERGSTROM	Management
		JAMES R. BORIS	Management
		FREDERICK P STRATTON JR	Management

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 PATHMARK STORES, INC.

PTMK

ISSUER: 70322A101

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	DIRECTOR		Management	Fo
		MICHAEL R. DUCKWORTH	Management	Fo
		DANIEL H. FITZGERALD	Management	Fo
		BRUCE HARTMAN	Management	Fo
		DAVID R. JESSICK	Management	Fo
		LARRY R. KATZEN	Management	Fo
		GREGORY MAYS	Management	Fo
		SARAH E. NASH	Management	Fo
		JOHN T. STANDLEY	Management	Fo
		IRA TOCHNER	Management	Fo
		JOHN J. ZILLMER	Management	Fo
02	APPROVAL OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2007.		Management	Fo

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 PAXAR CORPORATION

PXR

ISSUER: 704227107

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal		Proposal Type	Vo Ca
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED MARCH 22, 2007, BY AND AMONG PAXAR CORPORATION, AVERY DENNISON CORPORATION AND ALPHA ACQUISITION CORP.		Management	Fo
02	DIRECTOR		Management	Fo
		JACK BECKER	Management	Fo
		LEO BENATAR	Management	Fo

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VICTOR HERSHAFT	Management	Fo
DAVID E. MCKINNEY	Management	Fo
JAMES R. PAINTER	Management	Fo
ROGER M. WIDMANN	Management	Fo

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VEDA ADVANTAGE LTD

ISSUER: Q9390K106

ISIN: AU000000VEA1

SEDOL: B06LYQ0, B1HKCG9, 6430054, 6128661  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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1.	APPROVE, PURSUANT TO AND IN ACCORDANCE WITH SECTION 411 OF THE CORPORATION ACT, THE ARRANGEMENT PROPOSED BETWEEN VEDA ADVANTAGE LIMITED AND THE HOLDERS OF ITS FULLY PAID ORDINARY SHARES, DESIGNATED THE SCHEME, AS SPECIFIED, IS AGREED AND AUTHORIZE THE BOARD OF DIRECTORS OF VEDA ADVANTAGE LIMITED TO AGREE TO SUCH ALTERATIONS OR CONDITIONS AS ARE THOUGHT FIT BY THE COURT AND, SUBJECT TO APPROVAL OF THE SCHEME BY THE COURT, TO IMPLEMENT THE SCHEME WITH ANY SUCH ALTERATIONS OR CONDITIONS	Management	Fo
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ENDESA SA, MADRID

ISSUER: E41222113

ISIN: ES0130670112

SEDOL: 2615424, 5271782, B0389N6, 5788806, 4315368, 5285501, B0Z NJC8  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 21 JUN 2007. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	

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1.	EXAMINATION AND APPROVAL, AS THE CASE MAY BE, OF THE ANNUAL ACCOUNTS BALANCESHEET, INCOME STATEMENT AND ANNUAL REPORT AND OF THE MANAGEMENT REPORT OF THE COMPANY AND ITS CONSOLIDATED GROUP FOR THE FYE 31 DEC 2006, AS WELL AS OF THE CORPORATE MANAGEMENT DURING SAID FY	Management	Fo
2.	APPLICATION OF FY EARNINGS AND DIVIDEND DISTRIBUTION	Management	Fo
3.	APPOINTMENT OF THE AUDITOR FOR THE COMPANY AND ITS CONSOLIDATED GROUP	Management	Fo
4.	AUTHORIZATION FOR THE COMPANY AND ITS SUBSIDIARIES TO BE ABLE TO ACQUIRE TREASURY STOCK IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 75 AND ADDITIONAL PROVISION 1 OF THE SPANISH CORPORATIONS LAW LEY DE SOCIEDADES ANONIMAS	Management	Fo
5.	TO SET AT 10 THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS, IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 37 OF THE CORPORATE BYLAWS	Management	Fo
6.	APPOINTMENT OF A COMPANY DIRECTOR	Management	Fo
7.	APPOINTMENT OF A COMPANY DIRECTOR	Management	Fo
8.	AUTHORIZATION TO THE BOARD OF DIRECTORS FOR THE EXECUTION AND IMPLEMENTATION MAY BE, OF THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING, AS WELL AS TO SUBSTITUTE THE AUTHORITIES IT RECEIVES FROM THE GENERAL MEETING, AND GRANTING OF AUTHORITIES FOR PROCESSING THE SAID RESOLUTIONS AS A PUBLIC INSTRUMENT, REGISTRATION THEREOF AND, AS THE CASE MAY BE, CORRECTION THEREOF	Management	Fo
*	PLEASE BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING ENDESA, S.A. CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: <a href="http://www.endesa.es/portal/en/corporate_governance/general_shar">HTTP://WWW.ENDESA.ES/PORTAL/EN/CORPORATE_GOVERNANCE/GENERAL_SHAR</a>	Non-Voting	

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 INVESTORS FINANCIAL SERVICES CORP.

IFIN

ISSUER: 461915100

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

	Proposal Number    Proposal	Proposal Type	Vo Ca
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02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.	Management	Fo
01	TO ADOPT THE MERGER AGREEMENT, AS AMENDED, WHICH PROVIDES FOR THE MERGER OF INVESTORS FINANCIAL SERVICES CORP. WITH AND INTO STATE STREET CORPORATION, ON THE TERMS SET FORTH IN THE AGREEMENT AND PLAN	Management	Fo

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OF MERGER, DATED AS OF FEBRUARY 4, 2007, BY AND BETWEEN STATE STREET CORPORATION AND INVESTORS FINANCIAL SERVICES CORP., AS IT MAY BE AMENDED FROM TIME TO TIME.

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 BRISTOL WEST HOLDINGS, INC.

BRW

ISSUER: 11037M105

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	TO ADJOURN 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 AGREEMENT AND PLAN OF MERGER, DATED MARCH 1, 2007, AMONG BRISTOL WEST HOLDINGS, INC., FARMERS GROUP, INC. AND BWH ACQUISITION COMPANY.	Management	Fo
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED MARCH 1, 2007, AMONG BRISTOL WEST HOLDINGS, INC., FARMERS GROUP, INC. AND BWH ACQUISITION COMPANY.	Management	Fo

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 DOLLAR GENERAL CORPORATION

DG

ISSUER: 256669102

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER	Management	Fo
02	ADJOURNMENT AND POSTPONEMENT OF THE SPECIAL MEETING	Management	Fo

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 REPOWER SYSTEMS AG, HAMBURG

ISSUER: D6420R105

ISIN: DE0006177033

SEDOL: 7325847, B02NTW1, 7326259  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 31 MAY 2007 , WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU	Non-Voting	
1.	PRESENTATION OF THE FINANCIAL STATEMENTS AND ANNUAL REPORT FOR THE 2006 FY WITH THE REPORT OF THE SUPERVISORY BOARD, THE GROUP FINANCIAL STATEMENTS AND GROUP ANNUAL REPORT	Non-Voting	
2.	RESOLUTION ON THE ALLOCATION OF THE PROFIT/LOSS, THE PROFIT/LOSS SHALL BE CARRIED FORWARD	Management	Fo
3.	RATIFICATION OF THE ACTS OF THE BOARD OF MANAGING DIRECTORS	Management	Fo
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4.	RATIFICATION OF THE ACTS OF THE SUPERVISORY BOARD	Management	Fo
5.	APPOINTMENT OF AUDITORS FOR THE 2007 FY: KPMG DEUTSCHE TREUHAND-GESE LLSCHAFTAG, HAMBURG	Management	Fo
6.	RENEWAL OF THE AUTHORIZATION TO ACQUIRE OWN SHARES, THE COMPANY SHALL BE AUTHORIZED TO ACQUIRE OWN SHARES OF UP TO 10% OF THE SHARE CAPITAL, AT PRICES NOT DEVIATING MORE THAN 5% FROM THE MARKET PRICE OF THE SHARES, ON OR BEFORE 20 DEC 2008, THE BOARD OF MANAGING DIRECTOR SHALL BE AUTHORIZED TO DISPOSE OF THE SHARES IN A MANNER OTHER THAN THE STOCK EXCHANGE OR AN OFFER TO ALL SHAREHOLDERS IF THE SHARES ARE USED FOR ACQUISITION PURPOSES AND TO RETIRE THE SHARES	Management	Fo
7.	RESOLUTION ON ADJUSTMENT OF THE CONTINGENT CAPITAL I, THE ADJUSTMENT OF THE 2005 AND 2006 STOCK OPTION PLANS, THE CREATION OF A CONTINGENT CAPITAL III IN CONNECTION WITH THE 2007 STOCK OPTION PLAN AND THE CORRESPONDENCE AMENDMENTS TO THE	Management	Fo

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ARTICLES OF ASSOCIATION, THE CONTINGENT CAPITAL I SHALL BE ADJUSTED AND EQUAL EUR 69,300, THE 2005 AND 2007 STOCK OPTION PLANS SHALL BE ADJUSTED IN RESPECT OF THEIR TERMS, THE COMPANY SHALL BE AUTHORIZED TO ISSUE STOCK OPTIONS FOR SHARES OF THE COMPANY ANY TO EXECUTIVES AND EMPLOYEES OF THE COMPANY AND ITS AFFILIATES, THE COMPANY SHARE CAPITAL SHALL BE INCREASED ACCORDINGLY BY UP TO EUR 235,000 THROUGH THE ISSUE OF UP TO 235,000 NEW BEARER NO-PAR SHARES, INsofar AS STOCK OPTIONS ARE EXERCISED (CONTINGENT CAPITAL III)

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SANYO ELECTRIC CREDIT CO.,LTD.

ISSUER: J6891L102

ISIN: JP3341000002

SEDOL: 6772165, 6830814, 5858765  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1	APPROVE APPROPRIATION OF PROFITS	Management	Fo
2.1	APPOINT A DIRECTOR	Management	Fo
2.2	APPOINT A DIRECTOR	Management	Fo
2.3	APPOINT A DIRECTOR	Management	Fo
2.4	APPOINT A DIRECTOR	Management	Fo
2.5	APPOINT A DIRECTOR	Management	Fo
2.6	APPOINT A DIRECTOR	Management	Fo
2.7	APPOINT A DIRECTOR	Management	Fo
2.8	APPOINT A DIRECTOR	Management	Fo
3.1	APPOINT A CORPORATE AUDITOR	Management	Fo
3.2	APPOINT A CORPORATE AUDITOR	Management	Fo
3.3	APPOINT A CORPORATE AUDITOR	Management	Fo
4	APPROVE FINAL PAYMENT ASSOCIATED WITH ABOLITION OF RETIREMENT BENEFIT SYSTEMFOR DIRECTORS AND AUDITORS	Other	Abst
5	APPROVE PAYMENT OF BONUSES TO DIRECTORS AND CORPORATE AUDITORS	Management	Fo
6	APPOINT ACCOUNTING AUDITORS	Management	Fo

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WINSTON HOTELS, INC.

WXH

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ISSUER: 97563A102

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO ADOPT AND APPROVE THE MERGER OF WINSTON HOTELS, INC. WITH AND INTO INLAND AMERICAN ACQUISITION (WINSTON), LLC PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 2, 2007, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	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 AND APPROVE THE MERGER, THE MERGER AGREEMENT AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT.	Management	Fo

EMBARCADERO TECHNOLOGIES, INC.

EMBT

ISSUER: 290787100

ISIN:

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 5, 2007, BY AND AMONG EMB HOLDING CORP., EMBT MERGER CORP. AND EMBARCADERO TECHNOLOGIES, INC. (THE MERGER AGREEMENT ).	Management	Fo
02	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, AS NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE ADOPTION OF THE MERGER AGREEMENT.	Management	Fo

NETRATINGS, INC.

NTRT

ISSUER: 64116M108

ISIN:

SEDOL:

VOTE GROUP: GLOBAL



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Proposal Number	Proposal	Proposal Type	Vo
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 5, 2007, BY AND AMONG NETRATINGS, INC., NIELSEN MEDIA RESEARCH, INC. AND NTRT ACQUISITION SUB, INC.	Management	Fo
02	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS OR POSTPONEMENTS THEREOF.	Management	Fo

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 NIKKO CORDIAL CORPORATION

ISSUER: J51656122

ISIN: JP3670000003

SEDOL: 4576875, 6640284, B03TC41, 5485345, 6646464  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo
*	PLEASE NOTE THIS ANNOUNCEMENT IS BEING PROVIDED TO INFORM YOU THAT THE TRUE AGENDA HAS BEEN RELEASED AND IS AVAILABLE FOR YOUR REVIEW. (PLEASE REFER TO THE ATTACHED PDF FILES.)	Non-Voting	
1.1	APPOINT A DIRECTOR	Management	Fo
1.2	APPOINT A DIRECTOR	Management	Fo
1.3	APPOINT A DIRECTOR	Management	Fo
1.4	APPOINT A DIRECTOR	Management	Fo
1.5	APPOINT A DIRECTOR	Management	Fo
1.6	APPOINT A DIRECTOR	Management	Fo
1.7	APPOINT A DIRECTOR	Management	Fo
1.8	APPOINT A DIRECTOR	Management	Fo
1.9	APPOINT A DIRECTOR	Management	Fo
1.10	APPOINT A DIRECTOR	Management	Fo
2.	APPOINT ACCOUNTING AUDITORS	Management	Fo

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 PORTUGAL TELECOM SGPS SA, LISBOA

ISSUER: X6769Q104

ISIN: PTPTCOAM0009 BLOCKING

Edgar Filing: Gabelli Global Deal Fund - Form N-PX

SEDOL: B02P109, 5466856, 5825985, 4676203, 5760365, 5817186

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE THAT FOR EVERY 500 SHARES YOU HAVE 1 VOTING RIGHT. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	
1.	AMEND: NO. 2 OF ARTICLE TWO, NO. 3 OF ARTICLE FOUR, NO. 8 OF ARTICLE NINE, ARTICLE TENTH, NO. 1 AND ADDING NO. 3 TO ARTICLE ELEVEN, AMENDING THE HEADING AND PARAGRAPHS B) AND D) OF NO. 1 AND ADDING NO. 4 TO ARTICLE TWELVE, NOS. 2, 3 AND 6, ADDING NOS. 7 TO 9, RENUMBERING THE PREVIOUS NOS. 7 AND 8, WHICH SHALL BECOME NOS. 10 AND 11, THE PREVIOUS NO. 9 WHICH SHALL BECOME NO. 12, RENUMBERING THE PREVIOUS NOS. 10 AND 11 WHICH SHALL BECOME NOS. 13 AND 14, ELIMINATING THE PREVIOUS NO. 12, RENUMBERING THE PREVIOUS NO. 13 WHICH SHALL BECOME NO. 15, PARAGRAPH B) OF PREVIOUS NO. 14 WHICH SHALL BECOME NO. 16 AND RENUMBERING THE PREVIOUS NOS. 15 AND 16 WHICH SHALL BECOME NOS. 17 AND 18, ALL OF ARTICLE THIRTEEN, NO. 2 OF ARTICLE FOURTEEN, PARAGRAPHS A) AND B) OF NO. 1 OF ARTICLE FIFTEEN, NO. 3 AND ADDING NO. 4 TO ARTICLE SIXTEEN, ARTICLE SEVENTEEN, NO. 1 OF ARTICLE EIGHTEEN, ADDING NOS. 4 AND 7 TO ARTICLE TWENTY, AMENDING THE HEADING, ADDING PARAGRAPH F) OF NO. 1, AMENDMENT THE PREVIOUS PARAGRAPH F) OF NO. 1 WHICH SHALL BECOME PARAGRAPH G) AND ADDING NOS. 2 AND 6 OF ARTICLE TWENTY ONE, NO. 2 OF ARTICLE TWENTY THREE, NOS. 1 AND 2 OF ARTICLE TWENTY FOUR, AMENDING THE HEADING OF SECTION IV TO CHAPTER III, ARTICLES TWENTY SEVEN TO THIRTY, ADDING A NEW SECTION V TO CHAPTER III OF THE ARTICLES OF ASSOCIATION AND ARTICLE THIRTY ONE OF THE ARTICLES OF ASSOCIATION, AS WELL AS RENUMBERING IN ACCORDANCE THE PARAGRAPHS, NUMBERS AND ARTICLES OF THE ARTICLES OF ASSOCIATION AS A CONSEQUENCE OF THE STATUTORY AMENDMENTS RESOLVED IN THE PRESENT GENERAL MEETING	Management	Take Act

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2.	ELECT THE MEMBERS OF THE AUDIT COMMITTEE AS WELL AS ITS CHAIRMAN, FOR THE 2006-2008 PERIOD	Management	Take Act
3.	ELECT THE STATUTORY AUDITOR EFFECTIVE AND ALTERNATE,	Management	Take Act

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FOR THE 2006-2008 PERIOD

4. AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, WITH THE CORRESPONDING AMENDMENT TO PARAGRAPH 3 OF ARTICLE FOUR OF THE ARTICLES OF ASSOCIATION

Management

Take  
Act

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PORTUGAL TELECOM SGPS SA, LISBOA

ISSUER: X6769Q104

ISIN: PTPTCOAM0009 BLOCKING

SEDOL: B02P109, 5466856, 5825985, 4676203, 5760365, 5817186  
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VOTE GROUP: GLOBAL

Proposal  
Number Proposal

Proposal  
Type

Vo  
Ca

- \* PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 393217 DUE TO ADDITIONAL RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.

Non-Voting

1. AMEND: NO. 2 OF ARTICLE TWO, NO. 3 OF ARTICLE FOUR, NO. 8 OF ARTICLE NINE, ARTICLE TENTH, NO. 1 AND ADDING NO. 3 TO ARTICLE ELEVEN, AMENDING THE HEADING AND PARAGRAPHS B) AND D) OF NO. 1 AND ADDING NO. 4 TO ARTICLE TWELVE, NOS. 2, 3 AND 6, ADDING NOS. 7 TO 9, RENUMBERING THE PREVIOUS NOS. 7 AND 8, WHICH SHALL BECOME NOS. 10 AND 11, THE PREVIOUS NO. 9 WHICH SHALL BECOME NO. 12, RENUMBERING THE PREVIOUS NOS. 10 AND 11 WHICH SHALL BECOME NOS. 13 AND 14, ELIMINATING THE PREVIOUS NO. 12, RENUMBERING THE PREVIOUS NO. 13 WHICH SHALL BECOME NO. 15, PARAGRAPH B) OF PREVIOUS NO. 14 WHICH SHALL BECOME NO. 16 AND RENUMBERING THE PREVIOUS NOS. 15 AND 16 WHICH SHALL BECOME NOS. 17 AND 18, ALL OF ARTICLE THIRTEEN, NO. 2 OF ARTICLE FOURTEEN, PARAGRAPHS A) AND B) OF NO. 1 OF ARTICLE FIFTEEN, NO. 3 AND ADDING NO. 4 TO ARTICLE SIXTEEN, ARTICLE SEVENTEEN, NO. 1 OF ARTICLE EIGHTEEN, ADDING NOS. 4 AND 7 TO ARTICLE TWENTY, AMENDING THE HEADING, ADDING PARAGRAPH F) OF NO. 1, AMENDMENT THE PREVIOUS PARAGRAPH F) OF NO. 1 WHICH SHALL BECOME PARAGRAPH G) AND ADDING NOS. 2 AND 6 OF ARTICLE TWENTY ONE, NO. 2 OF ARTICLE TWENTY THREE, NOS. 1 AND 2 OF ARTICLE TWENTY FOUR, AMENDING THE HEADING OF SECTION IV TO CHAPTER III, ARTICLES TWENTY SEVEN TO THIRTY, ADDING A NEW SECTION V TO CHAPTER III OF THE ARTICLES OF ASSOCIATION AND ARTICLE THIRTY ONE OF THE ARTICLES OF ASSOCIATION, AS WELL AS RENUMBERING IN ACCORDANCE THE PARAGRAPHS, NUMBERS AND ARTICLES OF THE ARTICLES OF ASSOCIATION AS A CONSEQUENCE OF THE STATUTORY AMENDMENTS

Management

Take  
Act

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RESOLVED IN THE PRESENT GENERAL MEETING

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2.	APPROVE TO CHANGE IN THE COMPOSITION AND ELECT THE NEW MEMBERS OF THE BOARD OF DIRECTORS	Management	Take Act
3.	ELECT THE MEMBERS OF THE AUDIT COMMITTEE AS WELL AS ITS CHAIRMAN, FOR THE 2006-2008 PERIOD	Management	Take Act
4.	ELECT THE STATUTORY AUDITOR EFFECTIVE AND ALTERNATE, FOR THE 2006-2008 PERIOD	Management	Take Act
5.	AUTHORIZE THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, WITH THE CORRESPONDING AMENDMENT TO PARAGRAPH 3 OF ARTICLE 4 OF THE ARTICLES OF ASSOCIATION	Management	Take Act

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BIOVERIS CORPORATION

BIOV

ISSUER: 090676107

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 4, 2007, BY AND AMONG BIOVERIS, ROCHE HOLDING LTD AND LILI ACQUISITION CORPORATION.	Management	Fo
02	PROPOSAL TO APPROVE THE ADJOURNMENT OR POSTPONEMENT 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 APPROVE THE AGREEMENT AND PLAN OF MERGER.	Management	Fo

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INNKEEPERS USA TRUST

KPA

ISSUER: 4576J0104

ISIN:

Edgar Filing: Gabelli Global Deal Fund - Form N-PX

SEDOL:

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	APPROVE THE MERGER OF INNKEEPERS USA TRUST WITH AND INTO GRAND PRIX ACQUISITION TRUST, A WHOLLY-OWNED SUBSIDIARY OF GRAND PRIX HOLDINGS LLC, PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, BY AND AMONG GRAND PRIX HOLDINGS LLC, GRAND PRIX ACQUISITION TRUST, INNKEEPERS USA TRUST, INNKEEPERS USA LIMITED PARTNERSHIP AND INNKEEPERS FINANCIAL CORPORATION, AS DESCRIBED IN THE STATEMENT.	Management	Fo

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02	ANY ADJOURNMENTS OR POSTPONEMENTS OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES.	Management	Fo
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ALTADIS SA

ISSUER: E0432C106

ISIN: ES0177040013

SEDOL: B02T9V8, 5843114, BOYLW13, 5444012, 5860652

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 28 JUN 2007. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
*	PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.	Non-Voting	
1.	APPROVE AND ADOPT THE ANNUAL ACCOUNTS, BALANCE SHEET, PROFIT AND LOSS ACCOUNTAND NOTES TO THE ACCOUNT AND MANAGEMENT REPORT OF ALTADIS, SOCIEDAD A NONIMA AND ITS CONSOLIDATED GROUP, AS WELL AS THE PROPOSED APPLICATION OF PROFITS AND DIVIDEND DISTRIBUTION, ALL OF THE FOREGOING WITH REFERENCE TO THE FY 2006	Management	Fo
2.	RE-APPOINT MR. JEAN PIERRE TIROUFLET AS A DIRECTOR	Management	Fo

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3.	RE-APPOINT OR APPOINT THE AUDITORS OF THE COMPANY AND ITS CONSOLIDATED GROUP FOR THE FY 2007	Management	Fo
4.	APPROVE THE CAPITAL REDUCTION THROUGH AMORTIZATION OF OWN SHARES, RESTATING THE ARTICLE CORRESPONDING TO THE CORPORATE CAPITAL OF THE ARTICLES OF ASSOCIATION	Management	Fo
5.	AMEND THE ARTICLES 8, ABOUT CONVENING NOTICES, 14, ABOUT PROXY AND REPRESENTATION AND 22, ABOUT VOTING OF PROPOSALS OF THE GENERAL MEETING REGULATIONS, IN ORDER TO BRING THEM INTO LINE WITH THE UNIFIED CODE OF CORPORATE GOVERNANCE FOR LISTED COMPANIES APPROVED BY THE SPANISH SECURITIES EXCHANGE COMMISSION, COMISION NACIONAL DEL MERCADO DE VALORES, CNMV, IN 2006	Management	Fo
7.	AUTHORIZE THE BOARD FOR THE EXECUTION, CONSTRUCTION, RECTIFICATION AND IMPLEMENTATION OF THE RESOLUTIONS ADOPTED BY THE GENERAL MEETING OF SHAREHOLDERS	Management	Fo
6.	GRANT AUTHORITY TO THE BOARD OF DIRECTORS TO CARRY OUT THE DERIVATIVE ACQUISITION OF OWN SHARES, EITHER DIRECTLY OR VIA AFFILIATED COMPANIES, WITHIN THE LEGAL LIMITS AND REQUIREMENTS, FOR AN 18 MONTH PERIOD, AS WELL AS TO DISPOSE OF THE BOUGHT BACK SHARES OR TO APPLY THEM TO THE REMUNERATION PROGRAMS PROVIDED BY SECTION 75 OF THE SPANISH LIMITED COMPANIES ACT, LEY DE SOCIEDADES ANONIMAS	Management	Fo

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 COVANSYS CORPORATION

CVNS

ISSUER: 22281W103

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 25, 2007, BY AND AMONG COMPUTER SCIENCES CORPORATION, SURFSIDE ACQUISITION CORP., A WHOLLY OWNED SUBSIDIARY OF COMPUTER SCIENCES CORPORATION, AND COVANSYS, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	Fo
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE	Management	Fo

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TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER  
AGREEMENT AND APPROVE THE MERGER.

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LIONORE MINING INTERNATIONAL LTD.

LMGGF

ISSUER: 535913107

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	THE ELECTION AS DIRECTORS FOR THE ENSUING YEAR OF THOSE NOMINEES PROPOSED BY MANAGEMENT AND SET FORTH IN THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR;	Management	Fo
02	THE RE-APPOINTMENT OF DELOITTE & TOUCHE LLP AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND AUTHORIZING THE BOARD OF DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS.	Management	Fo

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SIERRA HEALTH SERVICES, INC.

SIE

ISSUER: 826322109

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 11, 2007, BY AND AMONG UNITEDHEALTH GROUP INCORPORATED, SAPPHIRE ACQUISITION, INC. AND SIERRA HEALTH SERVICES, INC.	Management	Fo

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ALTADIS SA

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ISSUER: E0432C106

ISIN: ES0177040013

SEDOL: B02T9V8, 5843114, B0YLW13, 5444012, 5860652

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	PLEASE BE ADVISED THAT ADDITIONAL INFORMATION CONCERNING ALTADIS, S.A. CAN ALSO BE VIEWED ON THE COMPANY S WEBSITE: <a href="http://www.altadis.com/en/index.php">HTTP://WWW.ALTADIS.COM/EN/INDEX.PHP</a>	Non-Voting	
*	PLEASE NOTE THAT THE FIRST CALL FOR THE MEETING IS 27 JUN 2007, BUT THE MEETING IS GOING TO BE HELD ON SECOND CONVOCATION DATE I.E. 28 JUN 2007. IF YOU HAVE ALREADY SENT YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	
1.	EXAMINATION AND APPROVAL, IF APPROPRIATE, OF THE ANNUAL ACCOUNTS BALANCE SHEET, PROFIT AND LOSS STATEMENT AND REPORT AND MANAGEMENT REPORT, AS WELL AS THE MANAGEMENT EFFECTED BY THE BOARD OF DIRECTORS OF ALTADIS, S.A. AND ITS CONSOLIDATED GROUP FOR THE 2006 FINANCIAL YEAR, AND THE PROPOSAL FOR ALLOCATION OF PROFITS AND THE DISTRIBUTION OF DIVIDENDS. TO APPROVE THE ANNUAL ACCOUNTS BALANCE SHEET, PROFIT AND LOSS STATEMENT AND REPORT AND MANAGEMENT REPORT FOR THE FINANCIAL YEAR ENDING ON DECEMBER 31ST, 2006, FOR THE COMPANY AND ITS CONSOLIDATED GROUP, TO APPROVE CORPORATE MANAGEMENT AND PAYMENT TO DIRECTORS, IN ACCORDANCE WITH EPIGRAPH 19 OF THE REPORT, AND TO RESOLVE ON THE ALLOCATION OF PROFITS, CONSISTING OF THE PAYMENT OF A DIVIDEND OF 1,10 EUROS PER SHARE CHARGED TO PROFITS FOR THE YEAR 312.506 THOUSAND EUROS. THE REMAINING AMOUNT SHALL BE ALLOCATED TO THE VOLUNTARY RESERVES OF ALTADIS, S.A. THE RESOLUTION OF THE BOARD OF DIRECTORS DATED FEBRUARY 21ST, 2007, FOR THE PAYMENT OF AN INTERIM DIVIDEND OF 0.50 EUROS PER SHARE IS RATIFIED, AND A COMPLEMENTARY DIVIDEND OF 0.60 EUROS PER SHARE, TO BE PAID ON JULY 9, 2007, IS PROPOSED. TOTAL DIVIDEND PAYMENTS FOR THE FINANCIAL YEAR WILL THEREFORE BE 1,10 EUROS PER SHARE	Management	Fo
2.	RE-ELECTION OF THE DIRECTOR MR. JEAN-PIERRE TIROUFLET. AT THE PROPOSAL OF THEBOARD OF DIRECTORS AND SUBJECT TO A FAVORABLE REPORT FROM THE STRATEGY, ETHICS AND GOOD GOVERNANCE COMMITTEE, THE GENERAL MEETING OF SHAREHOLDERS HAS ADOPTED THE AGREEMENT TO RE-ELECT THE DIRECTOR MR. JEAN PIERRE TIROUFLET FOR A MAXIMUM STATUTORY PERIOD OF FIVE YEARS IN ACCORDANCE WITH ARTICLE 126 OF THE CORPORATIONS ACT AND ARTICLE 33 OF THE ARTICLES OF ASSOCIATION. BEING PRESENT IN THE MEETING, THE RE-ELECTED DIRECTOR EXPRESSLY ACCEPTS HIS APPOINTMENT AND DECLARES THAT HE IS NOT INVOLVED IN CURRENT LEGAL PROCEEDINGS THAT WOULD AFFECT HIM HOLDING THE	Management	Fo



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POST, IN ACCORDANCE WITH EXISTING REGULATIONS. MR. TIROUFLET HAS BEEN, AND WILL CONTINUE TO BE, AN INDEPENDENT DIRECTOR. IN ACCORDANCE WITH THE PROVISIONS IN ARTICLE 146 OF THE BUSINESS REGISTER REGULATIONS, IT IS EXPRESSLY STATED THAT, HAVING BEEN RE-ELECTED AS DIRECTOR, HE WILL CONTINUE TO FULFIL THE DUTIES HE WAS PERFORMING BEFOREHAND ON THE BOARD OF DIRECTORS AND ITS COMMITTEES

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3. APPOINTMENT OR REAPPOINTMENT OF THE ACCOUNTS AUDITOR FOR ALTADIS, S.A. AND ITS CONSOLIDATED GROUP FOR THE 2007 FINANCIAL YEAR. IT IS PROPOSED TO REAPPOINT THE COMPANY DELOITTE, S.L. AS ACCOUNTS AUDITOR FOR THE COMPANY AND ITS CONSOLIDATED GROUP TO UNDERTAKE THE AUDIT WORK FOR THE 2007 FINANCIAL YEAR, EMPOWERING THE BOARD OF DIRECTORS, WHICH TO THIS EFFECT MAY DELEGATE TO THE AUDIT AND CONTROL COMMITTEE, TO ENTER INTO THE RELEVANT SERVICE PROVISION AGREEMENT, BASED ON PAYMENT FOR THE PREVIOUS FINANCIAL YEAR, WITH THE CLAUSES AND CONDITIONS IT DEEMS APPROPRIATE, AS WELL AS TO MAKE THE MODIFICATIONS IN SUCH AGREEMENT AS MAY BE RELEVANT PURSUANT TO THE LEGISLATION IN EFFECT AT EACH MOMENT Management Fo
4. REDUCTION OF COMPANY SHARE CAPITAL THROUGH THE REDEMPTION OF OWN SHARES, THUSAMENDING THE WORDING OF THE ARTICLE OF THE COMPANY BY-LAWS WHICH REFERS TO SHARE CAPITAL. TO REDUCE COMPANY SHARE CAPITAL BY 368,457 EUROS, THROUGH THE REDEMPTION OF 3,684,570 SHARES OF TREASURY STOCK, PREVIOUSLY ACQUIRED PURSUANT TO AUTHORIZATION FROM THE GENERAL SHAREHOLDERS MEETING, WITHIN THE LIMITS ESTABLISHED IN ARTICLES 75 AND SUBSEQUENT AND IN ADDITIONAL PROVISION 1, SECTION 2 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT. THUS, THE REFERENCE TO THE SHARE CAPITAL FIGURE SET OUT IN ARTICLE 5 OF THE COMPANY BYLAWS WILL BE AMENDED TO READ AS FOLLOWS: ARTICLE 5. - SHARE CAPITAL SHARE CAPITAL IS 25,243,685 EUROS AND 60 CENTS, REPRESENTED BY 252,436,856 SHARES OF 0.10 EURO NOMINAL VALUE EACH, ALL OF THE SAME TYPE, NUMBERED FROM 1 TO 252,436,856 INCLUSIVE, FULLY SUBSCRIBED AND PAID UP. THE AFOREMENTIONED REDUCTION SHALL BE EXECUTED WITHIN A PERIOD OF SIX MONTHS FROM THE DATE OF THE PRESENT RESOLUTION. THE SHARE CAPITAL REDUCTION SHALL BE CHARGED TO RESERVES, CANCELLING THE UNAVAILABLE RESERVE ENVISAGED IN ARTICLE 79.3 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT. SUCH REDUCTION SHALL NOT INVOLVE THE REIMBURSEMENT OF CASH CONTRIBUTIONS, GIVEN THAT THE COMPANY ITSELF IS HOLDER OF THE REDEEMED SHARES. THEREFORE, THE PURPOSE OF THE SAID REDUCTION SHALL BE TO AMORTIZE THE COMPANY Management Fo

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S OWN SHARES. IT IS PROPOSED THAT THE BOARD OF DIRECTORS BE COMMISSIONED TO UNDERTAKE THE ADMINISTRATIVE STEPS AND PROCESSES LEGALLY NECESSARY TO COMPLETE AND, IF APPROPRIATE, CORRECT THE RESOLUTION ADOPTED, AND SPECIFICALLY TO: REQUEST EXCLUSION FROM QUOTATION OF THE AMORTIZED STOCK, DRAW UP AND, IF NECESSARY, PUBLISH ANNOUNCEMENTS ESTABLISHED IN ARTICLE 165 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT; IN THE EVENT OF EXERCISE OF THE RIGHT TO CHALLENGE BY CREDITOR HOLDERS OF THE SAME, IF THE CASE MAY BE, TO COMPLY WITH THE REQUIREMENTS SET OUT IN ARTICLE 166, SECTION 3, OF THE AFOREMENTIONED ACT, AND IN GENERAL, TO ADOPT ANY RESOLUTIONS THAT MAY BE NECESSARY AND UNDERTAKE THE ACTS REQUIRED TO EFFECT THE SHARE CAPITAL REDUCTION AND AMORTIZATION OF THE SHARES, WITH THE EXPRESS POWER TO CORRECT OR SUPPLEMENT THE ABOVE RESOLUTIONS IN THE LIGHT OF COMMENTS OR QUALIFICATIONS FROM THE MERCANTILE REGISTRAR, GRANTING THE RELEVANT PUBLIC DEEDS AND APPOINTING THE PERSON OR PERSONS WHO SHALL ACT IN THE FORMALIZATION OF THE SAME. LIKEWISE, IT IS PROPOSED THAT THE POWERS NECESSARY TO FORMALIZE THE PRESENT RESOLUTION BE DELEGATED TO THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE SECRETARY TO THE BOARD INDISTINCTLY, ENABLING THEM TO EFFECT ALL PUBLIC AND PRIVATE DOCUMENTS TO THIS EFFECT, AND TO SUPPLEMENT OR CORRECT THE PRESENT RESOLUTION, AND TO PROCEED TO REGISTER THE SAME WITH THE CORRESPONDING MERCANTILE REGISTRY AND ALL OTHER ENTITIES WHERE REQUIRED. REPORT FROM THE BOARD OF DIRECTORS OF ALTADIS, S.A.

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IN RELATION TO THE PROPOSAL TO REDUCE THE SHARE CAPITAL BY REDEMPTION OF TREASURY STOCK, REDRAFTING THE ARTICLE OF THE COMPANY ARTICLES OF ASSOCIATION RELATING TO THE SHARE CAPITAL. ARTICLE 164 OF THE PUBLIC LIMITED COMPANIES ACT ESTABLISHES THAT THE SHARE CAPITAL REDUCTION MUST BE AGREED BY THE GENERAL MEETING WITH THE REQUIREMENTS OF THE MODIFICATIONS OF THE ARTICLES OF ASSOCIATION; ON THE OTHER HAND ARTICLE 144 OF THE SAME LAW MENTIONS, AMONGST OTHER REQUIREMENTS FOR THE VALID ADOPTION OF THE AGREEMENT TO MODIFY THE ARTICLES OF ASSOCIATION, THAT THE DIRECTORS FORMULATE A WRITTEN REPORT JUSTIFYING THE MODIFICATION PROPOSAL. THE SAID REPORT, TOGETHER WITH THE FULL TEXT OF THE PROPOSAL MODIFICATION, MUST BE MADE AVAILABLE TO THE SHAREHOLDERS AS SET OUT IN THE SAID ARTICLE. THIS REPORT IS PREPARED IN ORDER TO COMPLY WITH THE AFOREMENTIONED LEGAL REQUIREMENT. A. JUSTIFICATION FOR THE PROPOSAL THE BOARD OF DIRECTORS CONSIDERS THAT IT IS APPROPRIATE TO REDUCE THE SHARE CAPITAL BY THE AMOUNT THAT

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CORRESPONDS TO THE NOMINAL VALUE OF CERTAIN SHARES IN THE TREASURY STOCK, BY THEIR REDEMPTION, IN ORDER TO ADAPT TO THE REAL STRUCTURE OF THE COMPANY S SHARE CAPITAL, CONCENTRATE THE CAPITAL IN THE EXTERNAL SHAREHOLDERS AND INCREASE THE PROFIT PER COMPANY SHARE. ON THE BASIS OF THE ABOVE PREMISE, IT IS PROPOSED TO THE GENERAL MEETING OF SHAREHOLDERS TO REDUCE THE SHARE CAPITAL BY 368,457 EUROS BY REDEEMING 3,684,570 OWNED SHARES IN THE TREASURY STOCK WHICH CORRESPONDS TO APPROXIMATELY 1,43% OF THE COMPANY S CURRENT SHARE CAPITAL.

B. AGREEMENT PROPOSAL TO REDUCE THE SHARE CAPITAL BY REDEMPTION OF TREASURY STOCK, REDRAFTING THE ARTICLE OF THE COMPANY ARTICLES OF ASSOCIATION RELATING TO THE SHARE CAPITAL THE AGREEMENT THAT THE BOARD OF DIRECTORS PROPOSES FOR THE APPROVAL OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS IN RELATION TO THIS ISSUES IS AS FOLLOWS: REDUCE THE COMPANY S SHARE CAPITAL BY THE AMOUNT OF 368,457 EUROS, BY REDEEMING THE 3,684,570 OWNED SHARES IN THE TREASURY STOCK, WHICH WERE PREVIOUSLY ACQUIRED ON THE BASIS OF THE AUTHORIZATION AT THE TIME BY THE GENERAL MEETING OF SHAREHOLDERS, WITHIN THE LIMITS SET OUT IN ARTICLES 75 AND BELOW AND IN THE 1ST ADDITIONAL REGULATION, SECTION 2, OF THE PUBLIC LIMITED COMPANIES ACT. AS A RESULT, ARTICLE 5 OF THE COMPANY ARTICLES OF ASSOCIATION IS MODIFIED IN RELATION TO THE AMOUNT OF THE SHARE CAPITAL, WHICH SHALL BE DRAFTED AS FOLLOWS: ARTICLE 5. - SHARE CAPITAL: SHARE CAPITAL IS 25,243,685 EUROS AND 60 CENTS, REPRESENTED BY 252,436,856 SHARES OF 0.10 EURO NOMINAL VALUE EACH, ALL OF THE SAME TYPE, NUMBERED FROM 1 TO 252,436,856 INCLUSIVE, FULLY SUBSCRIBED AND PAID UP. THE REDUCTION WILL BE EXECUTED IN A MAXIMUM PERIOD OF SIX MONTHS FROM THE DATE OF THIS AGREEMENT. THE CAPITAL REDUCTION IS DONE CHARGED TO THE RESERVES, CANCELLING THE UNAVAILABLE RESERVE REFERRED TO IN ARTICLE 79.3 OF THE PUBLIC LIMITED COMPANIES ACT. THE REDUCTION WILL NOT INVOLVE THE REFUND OF INVESTMENTS AS IT IS THE COMPANY ITSELF THAT OWNS THE REDEEMED SHARES. AS SUCH, THE PURPOSE OF THE REDUCTION SHALL BE TO REDEEM THE TREASURY STOCK. IT IS PROPOSED TO DELEGATE TO THE BOARD OF DIRECTORS THE PERFORMANCE OF ALL STEPS AND ACTIONS THAT ARE NECESSARY IN ACCORDANCE WITH THE ACT IN ORDER TO COMPLETE AND IF APPROPRIATE

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CORRECT THAT ADOPTED HEREIN AND, IN PARTICULAR, SO THAT IT CAN: REQUEST THE QUOTING OF THE REDEEMED SHARES, IN THE MANNER ESTABLISHED BY THE APPLICABLE REGULATIONS; DRAFT AND PUBLISH, IF APPLICABLE, THE ANNOUNCEMENTS REFERRED TO IN ARTICLE 165

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OF THE PUBLIC LIMITED COMPANIES ACT; IN THE CASE OF THE EXERCISE OF THE RIGHT TO OPPOSE BY ANY OF THE CREDITORS HOLDING THE SAME, IF APPLICABLE, TO COMPLY WITH THE REQUIREMENTS ESTABLISHED IN ARTICLE 166, SECTION 3, OF THE SAID ACT, AND IN GENERAL, ADOPT AS MANY AGREEMENTS AS NECESSARY AND DO ALL ACTS THAT ARE NECESSARY FOR THE REDUCTION OF THE CAPITAL AND SHARE REDEMPTION, WITH THE EXPRESS AUTHORIZATION TO CORRECT AND COMPLEMENT THE ABOVE AGREEMENTS IN LIGHT OF THE VERBAL OR WRITTEN CLASSIFICATION FROM THE TRADE REGISTRAR, GRANTING THE CORRESPONDING PUBLIC DEED(S), AND APPOINTING THE PERSON WHO WILL ACT IN THEIR FORMALIZATION. IT IS ALSO PROPOSED TO DELEGATE TO BOTH THE CHAIRMAN AND TO THE SECRETARY OF THE BOARD OF DIRECTORS THE POWERS NECESSARY IN ORDER TO FORMALIZE THIS AGREEMENT, BEING ABLE FOR SUCH PURPOSE TO GRANT ALL KINDS OF PUBLIC OR PRIVATE DOCUMENTS, EVEN THOSE TO COMPLETE OR CORRECT THIS AGREEMENT, AND TO PROCEED TO ENTER IT IN THE CORRESPONDING TRADE REGISTRY AND IN THE OTHER ENTITIES AS APPROPRIATE

5. PARTIAL ALTERATION OF ARTICLES 8 (OFFICIAL CALL), 14 (DELEGATION AND REPRESENTATION) AND 22 (VOTING ON PROPOSED RESOLUTIONS) OF THE REGULATIONS OF THE GENERAL MEETING FOR THEIR ADAPTATION TO THE UNIFIED CODE OF GOOD GOVERNANCE OF LISTED COMPANIES APPROVED BY THE CNMV (SPANISH NATIONAL SECURITIES MARKET COMMISSION) IN 2006. ALTERATION OF THE FOLLOWING ARTICLES OF THE REGULATIONS OF THE ALTADIS, S.A. GENERAL MEETING HAS BEEN PROPOSED FOR THEIR ADAPTATION TO THE NEW UNIFIED CODE OF GOOD GOVERNANCE OF LISTED COMPANIES APPROVED BY THE COMMISSION NACIONAL DEL MERCADO DE VALORES IN 2006: ARTICLE 8 OFFICIAL CALL, WHICH HAS THE NEW SECTION 8.3 ADDED; ARTICLE 14 (DELEGATION AND REPRESENTATION), WHICH HAS THE NEW SECTION 14.5 ADDED; AND ARTICLE 22 VOTING ON PROPOSED RESOLUTIONS, WHICH HAS ADDED A NEW PARAGRAPH TO SECTION 22.2. THE REST OF THE SECTIONS OF EACH OF THE ARTICLES REMAIN UNALTERED. ALTERATION OF THE ARTICLES STATED IS PREVIOUSLY AGREED THROUGH A WRITTEN REPORT FROM THE DIRECTORS, EXPLAINING THEIR ALTERATION, AND AFTER THE PROPOSAL OF THE STRATEGY, ETHICS AND GOOD GOVERNANCE COMMITTEE. ALTERED ARTICLES WILL BE WORDED LITERALLY ALTERATIONS ARE UNDERLINED: ARTICLE 8. OFFICIAL CALL 8.1. THE GENERAL SHAREHOLDERS MEETINGS, WHETHER ORDINARY OR EXTRAORDINARY, SHALL BE CALLED BY THE BOARD OF DIRECTORS. 8.2. THE BOARD OF DIRECTORS MAY CALL THE GENERAL SHAREHOLDERS MEETING WHENEVER IT DEEMS APPROPRIATE OR NECESSARY FOR THE COMPANY S INTERESTS, BUT IS OBLIGED, NONETHELESS, TO CALL THE ORDINARY GENERAL SHAREHOLDERS MEETING WITHIN THE FIRST SIX MONTHS OF EACH FISCAL YEAR AND TO CALL THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING WHEN SO REQUESTED IN WRITING BY SHAREHOLDERS HOLDING A MINIMUM OF FIVE PERCENT OF THE COMPANY SHARE CAPITAL. SUCH REQUEST SHALL INCLUDE THE MATTERS TO BE DELIBERATED AT THE MEETING TO BE CALLED. IN THIS CASE, THE GENERAL SHAREHOLDERS MEETING SHALL BE HELD WITHIN THE THIRTY DAYS

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OF THE CALL IS RECEIVED, INCLUDING NECESSARILY THE PROPOSED AGENDA, OR THE MATTERS THAT GAVE RISE TO SUCH REQUEST. 8.3.THOSE MATTERS WHICH ARE SIGNIFICANTLY INDEPENDENT, SUCH AS THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH BOARD MEMBER OR, IN THE CASE OF AMENDMENT OF THE COMPANY BY-LAWS, EACH ARTICLE OR GROUP OF INDEPENDENT ARTICLES, SHALL BE INCLUDED SEPARATELY ON THE AGENDA AND VOTED ON INDIVIDUALLY. ARTICLE 14. DELEGATION AND REPRESENTATION 14.1 ALL SHAREHOLDERS SHALL BE ENTITLED TO BE REPRESENTED AT THE GENERAL SHAREHOLDERS MEETING BY ANOTHER SHAREHOLDER WITH THE RIGHT TO ATTEND. SUCH REPRESENTATION SHALL BE SPECIFIC FOR EACH MEETING, EXPRESSED THROUGH THE DELEGATION FORM PRINTED ON THE ATTENDANCE CARD OR THROUGH ANY OTHER MEANS ACCEPTED BY LAW, WITHOUT PREJUDICE TO THE PROVISIONS OF ARTICLE 108 OF THE JOINT STOCK COMPANIES ACT WITH RESPECT TO FAMILY REPRESENTATION AND THE CONFERRING OF GENERAL POWERS. SUCH DOCUMENTS OF DELEGATION OR REPRESENTATION FOR THE GENERAL SHAREHOLDERS MEETING SHALL REFLECT THE RELEVANT INSTRUCTIONS WITH REGARDS TO THE VOTE TO BE ISSUED. SHOULD NO EXPRESS INSTRUCTIONS BE GIVEN, IT SHALL BE UNDERSTOOD THAT THE REPRESENTATIVE SHALL VOTE IN FAVOUR OF THE PROPOSALS SUBMITTED BY THE BOARD OF DIRECTORS WITH RESPECT TO THE MATTERS INCLUDED ON THE AGENDA. SHOULD NO INSTRUCTIONS HAVE BEEN ISSUED BECAUSE THE GENERAL SHAREHOLDERS MEETING RESOLVES MATTERS THAT ARE NOT INCLUDED ON THE AGENDA AND ARE THEREFORE UNKNOWN AT THE DATE OF DELEGATION, AND SHOULD SUCH MATTERS BE PUT TO A VOTE, THE REPRESENTATIVE SHALL VOTE AS HE/SHE DEEMS APPROPRIATE, TAKING INTO ACCOUNT THE INTERESTS OF THE COMPANY AND THE REPRESENTED PARTY. THE SAME PRINCIPLE SHALL APPLY WHEN THE RELEVANT PROPOSAL OR PROPOSALS SUBMITTED FOR DECISION BY THE MEETING HAVE NOT BEEN PRESENTED BY THE BOARD OF DIRECTORS. IN THE EVENT THE REPRESENTATION OR DELEGATION DOCUMENT DOES NOT INDICATE THE SPECIFIC INDIVIDUAL TO WHOM THE SHAREHOLDER CONFERS REPRESENTATION, SUCH REPRESENTATION SHALL BE CONSIDERED TO HAVE BEEN GRANTED IN FAVOUR OF THE CHAIRMAN OF THE COMPANY BOARD OF DIRECTORS OR WHOMEVER SUBSTITUTES THE CHAIRMAN IN PRESIDING THE GENERAL SHAREHOLDERS MEETING. IN THE CASES OF PUBLIC REQUESTS FOR REPRESENTATION, IN CASES OF CONFLICT OF INTEREST THE ADMINISTRATOR TO WHOM SUCH REPRESENTATION IS GRANTED SHALL BE LIMITED BY THE RESTRICTIONS ON THE EXERCISE OF VOTING RIGHTS ESTABLISHED IN ARTICLE 114 OF THE

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SECURITIES MARKET ACT. IN THESE CASES, THE ADMINISTRATOR TO WHOM SUCH REPRESENTATION WERE GRANTED MAY APPOINT ANOTHER ADMINISTRATOR OR A THIRD PARTY IN WHICH NO CONFLICT OF INTEREST OCCUR TO THE EFFECT THAT SUCH PERSONS EXERCISE LAWFULLY THE AFORESAID REPRESENTATION. THE APPOINTMENT, UNLESS ANYTHING IS EXPRESSED TO THE CONTRARY, SHALL EXTEND TO THOSE MATTERS THAT EVEN IF NOT INDICATED IN THE AGENDA OF CALL MAY BE, BY MINISTRY OF LAW, RESOLVED BY THE GENERAL MEETING OF SHAREHOLDERS; IN THESE CASES SHALL ALSO APPLY THE AFOREMENTIONED DISPOSITIONS REGARDING THE CONFLICT OF INTEREST. REPRESENTATION IS ALWAYS REVOCABLE. PERSONAL ATTENDANCE BY THE REPRESENTED PARTY AT THE GENERAL SHAREHOLDERS MEETING SHALL BE CONSIDERED AS REVOCATION OF SUCH REPRESENTATION. 14.2. INDIVIDUAL SHAREHOLDERS WHO ARE NOT FULLY ABLE TO ACT AND LEGAL ENTITY

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SHAREHOLDERS SHALL BE REPRESENTED BY THOSE EXERCISING THEIR REPRESENTATION IN ACCORDANCE WITH THE LAW, WITH DUE ACCREDITATION. 14.3. IN THE CASES OF BOTH VOLUNTARY REPRESENTATION AND LEGAL REPRESENTATION, SHAREHOLDERS ARE ENTITLED TO ONLY ONE REPRESENTATIVE AT THE MEETING. 14.4. THE CHAIRMAN OF THE GENERAL SHAREHOLDERS MEETING OR, IF SO DELEGATED, THE SECRETARY OF THE SAME, SHALL RESOLVE ALL DOUBTS WHICH MAY ARISE WITH RESPECT TO THE VALIDITY AND EFFECTIVENESS OF THE DOCUMENTS GRANTING THE RIGHT TO ATTEND PRESENTED BY ALL SHAREHOLDERS, WHETHER INDIVIDUALLY OR GROUPING THEIR SHARES WITH OTHER SHAREHOLDERS, AS WELL AS THE DELEGATION OR REPRESENTATION IN FAVOUR OF ANOTHER PARTY, ENDEAVOURING TO CONSIDER INVALID OR INEFFECTIVE ONLY THOSE DOCUMENTS THAT DO NOT MEET THE MINIMUM ESSENTIAL REQUIREMENTS, AND PROVIDED THAT SUCH NON-FULFILMENT HAS NOT BEEN REMEDIED. 14.5. IN PARTICULAR, FINANCIAL INTERMEDIARIES, WHO HAVE BEEN DULY ACCREDITED TO THE COMPANY, AND WHO ARE LEGITIMIZED AS SHAREHOLDERS IN ORDER TO ACT ON BEHALF OF DIFFERENT CLIENTS, SHALL BE PERMITTED TO EXERCISE SPLIT VOTES, IN ACCORDANCE WITH THE INSTRUCTIONS OF THEIR CLIENTS. ARTICLE 22. VOTING ON PROPOSED RESOLUTIONS. 22.1. AFTER THE SHAREHOLDERS INTERVENTIONS AND WHEN THE REQUESTED RESPONSES HAVE BEEN DULY PROVIDED, VOTING SHALL TAKE PLACE ON THE RELEVANT PROPOSED RESOLUTIONS IN ACCORDANCE WITH THE PROVISIONS OF THE PRESENT REGULATIONS. VOTING ON EACH OF THE PROPOSED RESOLUTIONS SHALL OCCUR FOLLOWING THE AGENDA INDICATED ON THE CALL. SHOULD PROPOSALS NOT INCLUDED ON THE AGENDA BE SUBMITTED FOR A VOTE, SUCH PROPOSALS SHALL BE PUT TO VOTE AFTER THE PROPOSALS ON THE AGENDA, UNLESS OTHERWISE INDICATED BY THE CHAIRMAN. 22.2.

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AFTER A COMPLETE OR SUMMARISED READING BY THE SECRETARY, A PROCEDURE WHICH MAY BE OMITTED WHEN THE TEXT OF THE RELEVANT PROPOSED RESOLUTION REGARDING THE MATTER ON THE AGENDA HAS BEEN FURNISHED TO THE SHAREHOLDERS AT THE OPENING OF THE MEETING, THE FIRST RESOLUTIONS PUT TO VOTE SHALL BE THOSE PROPOSED BY THE BOARD OF DIRECTORS AND, IN THE ABSENCE OF SUCH PROPOSALS, PROPOSALS SUBMITTED BY OTHER BODIES WILL BE SUBMITTED TO A VOTE, IN THE ORDER DETERMINED TO THIS EFFECT BY THE CHAIRMAN. CONTD..

\* CONTD.. WHEN A RESOLUTION HAS BEEN APPROVE RELATED TO AND INCOMPATIBLE WITH THE SAME SHALL AUTOMATICALLY BE REJECTED WITHOUT THEIR SUBMISSION TO A VOTE, AND SHALL BE SO DECLARED BY THE CHAIRMAN OF THE MEETING. THOSE MATTERS WHICH ARE SIGNIFICANTLY INDEPENDENT, SUCH AS THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH BOARD MEMBER OR, IN THE CASE OF AMENDMENT OF THE COMPANY BY-LAWS, EACH ARTICLE OR GROUP OF INDEPENDENT ARTICLES, SHALL BE VOTED ON SEPARATELY. 22.3. VOTING ON THE PROPOSED RESOLUTIONS SHALL BE DETERMINED ACCORDING TO THE FOLLOWING SYSTEM: WHEN VOTING ON RESOLUTIONS RELATED TO MATTERS INCLUDED IN THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING, FAVOURABLE VOTES SHALL BE CONSIDERED TO BE THOSE CORRESPONDING TO ALL THE SHARES PRESENT OR REPRESENTED AT THE MEETING ACCORDING TO THE ATTENDANCE LIST, EXCEPT FOR THOSE VOTES CORRESPONDING TO THE SHARES WHOSE OWNERS OR REPRESENTATIVES MAKE THEIR UNFAVOURABLE VOTE, BLANK VOTE OR ABSTENTION KNOWN TO THE REPORTING OFFICERS AND OTHER MEMBERS OF THE PANEL OR, IF

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THE CASE MAY BE, TO THE NOTARY PRESENT, EITHER IN WRITING OR BY PERSONAL STATEMENT. WHEN VOTING ON RESOLUTIONS RELATED TO MATTERS NOT INCLUDED IN THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING, UNFAVOURABLE VOTES SHALL BE CONSIDERED ALL THOSE CORRESPONDING TO ALL THE SHARES PRESENT OR REPRESENTED AT THE MEETING ACCORDING TO THE ATTENDANCE LIST, EXCEPT FOR THOSE VOTES CORRESPONDING TO THE SHARES WHOSE OWNERS OR REPRESENTATIVES MAKE THEIR FAVOURABLE VOTE, BLANK VOTE OR ABSTENTION KNOWN TO THE REPORTING OFFICERS AND OTHER MEMBERS OF THE PANEL OR, IF THE CASE MAY BE, TO THE NOTARY PRESENT, EITHER IN WRITING OR BY PERSONAL STATEMENT. TO THE EFFECTS OF THE PROVISIONS SET OUT IN PARAGRAPHS A) AND B) ABOVE, FOR EACH OF THE PROPOSALS SUBMITTED TO A VOTE, THE SHARES PRESENT OR REPRESENTED AT THE MEETING SHALL BE CONSIDERED THOSE THAT APPEAR ON THE ATTENDANCE LIST AFTER DEDUCTING THOSE SHARES THAT, AS STIPULATED BY THE LEGISLATION

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IN EFFECT AND IN FUNCTION OF THE PROPOSED RESOLUTION TO BE SUBMITTED TO A VOTE, CANNOT EXERCISE THE RELEVANT RIGHT TO VOTE. 22.4. WHATEVER THE SYSTEM USED TO DETERMINE THE VOTE, THE GENERAL SHAREHOLDERS MEETING PANEL OR, IN THE EVENT SUCH PANEL HAS NOT BEEN CONSTITUTED, THE SECRETARY OF THE MEETING SHALL VERIFY THE EXISTENCE OF A SUFFICIENT NUMBER OF FAVOURABLE VOTES TO REACH THE NECESSARY MAJORITY IN EACH CASE, THEREBY ALLOWING THE CHAIRMAN TO DECLARE THE CORRESPONDING RESOLUTION APPROVED; REPORT FROM THE BOARD OF DIRECTORS OF ALTADIS, S.A. IN RELATION TO THE PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS TO PARTIALLY MODIFY ARTICLES 8 (OFFICIAL CALL), 14 (DELEGATION AND REPRESENTATION) AND 22 (VOTING ON PROPOSED RESOLUTIONS) OF THE REGULATIONS OF THE GENERAL MEETING, IN ORDER TO ADAPT THEM TO THE UNIFIED CODE OF GOOD GOVERNANCE FOR LISTED COMPANIES APPROVED BY THE NATIONAL STOCK MARKET COMMISSION IN 2006 1. PURPOSE OF THE REPORT IN COMPLIANCE WITH THAT STATED IN ARTICLE 3 OF THE REGULATIONS OF THE GENERAL MEETING, THE BOARD OF DIRECTORS OF ALTADIS, S.A. (HEREINAFTER THE COMPANY ) FORMULATES THIS REPORT TO JUSTIFY THE PROPOSAL TO MODIFY THE ARTICLES OF THE REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS WHICH IS SUBMITTED TO THE APPROVAL OF THE GENERAL MEETING. 2. GENERAL JUSTIFICATION FOR THE PROPOSAL ALL OF THE MODIFICATIONS THAT ARE SUBMITTED FOR THE APPROVAL OF THE MEETING ARE AIMED AT ADAPTING THE REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS TO THE UNIFIED CODE FOR GOOD GOVERNANCE PUBLISHED BY THE NATIONAL STOCK MARKET COMMISSION AS APPENDIX I TO THE REPORT FROM THE SPECIAL WORKING GROUP IN GOOD GOVERNANCE FOR LISTED COMPANIES OF 19TH MAY 2006 AND APPROVED BY AGREEMENT OF THE BOARD OF THE NATIONAL STOCK MARKET COMMISSION ON 22ND MAY 2006. 3. DETAILED JUSTIFICATION FOR THE PROPOSAL THE MODIFICATIONS THAT ARE PROPOSED TO ARTICLES 8 AND 22 OF THE REGULATIONS OF THE MEETING HAVE THE SAME OBJECTIVE, WHICH IS THAT IN THE SETTING OF THE AGENDA AND IN THE VOTING ON THE AGREEMENT PROPOSALS, SUBSTANTIALLY INDEPENDENT ISSUES SHALL BE INCLUDED SEPARATELY AND VOTED INDEPENDENTLY, LIKE THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH DIRECTOR OR, IN THE CASE OF MODIFICATION OF THE ARTICLES OF ASSOCIATION, EACH ARTICLES OF GROUP OF ARTICLES INDEPENDENTLY. THE AIM IS THAT THE SHAREHOLDERS KNOW, ASSESS AND VOTE SEPARATELY, WITHOUT BEING PUT IN CLOSED LISTS , IN PARTICULAR

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THE APPOINTMENT OF DIRECTORS AND THE MODIFICATION OF THE ARTICLES OF ASSOCIATION, WHERE IT SEEMS APPROPRIATE THAT DECISIONS CAN BE MADE INDIVIDUALLY



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ON EACH DIRECTORS AND OPENLY ON THE VARIOUS ARTICLES OF ASSOCIATION SUBMITTED FOR THEIR CONSIDERATION. AS REGARDS FINANCIAL INTERMEDIARIES EXERCISING THEIR VOTING RIGHTS (ARTICLE 14 OF THE REGULATIONS OF THE BOARD) AND THE POSSIBILITY OF THEM DOING SO IN A FRAGMENTED MANNER, ACCORDING TO THE INSTRUCTIONS FROM THEIR CLIENTS, THE REASON FOR THE PROPOSAL LIES IN THE FACT THAT MOST OF THE FOREIGN SHAREHOLDERS INVEST IN THE SPANISH MARKET THROUGH A CHAIN OF BROKERS WHO ACT AS BENEFICIAL OWNERS ON BEHALF OF THE INVESTOR. IF THE VOTING RIGHT OF THE ULTIMATE OWNER IS TO BE RESPECTED IT MUST BE ALLOWED THAT THE FINANCIAL INTERMEDIARIES WHO ACT AS TRUSTEES CAN VOTE IN ACCORDANCE WITH THE INSTRUCTIONS FROM EACH OF THEIR CLIENTS; THIS WOULD OFTEN INVOLVE THE SAME BENEFICIAL OWNER ISSUING DIFFERENT VOTES. THIS IS A POSSIBILITY WHICH IS IN PRACTICE ALREADY ACCEPTED ALTHOUGH NOT EXPRESSLY COVERED EITHER IN THE ACT OR IN THE CORPORATE GOVERNANCE RULES, UNTIL ITS INCORPORATION IN THE RECOMMENDATIONS OF THE UNIFIED CODE. 4. FULL TEXT OF THE PROPOSAL THE PROPOSAL THAT THE BOARD OF DIRECTORS SUBMITS TO THE GENERAL MEETING OF SHAREHOLDERS IS AS FOLLOWS: GOVERNANCE OF LISTED COMPANIES APPROVED BY THE COMMISSION NACIONAL DEL MERCADO DE VALORES IN 2006: ARTICLE 8 (OFFICIAL CALL), WHICH HAS THE NEW SECTION 8.3 ADDED; ARTICLE 14 (DELEGATION AND REPRESENTATION), WHICH HAS THE NEW SECTION 14.5 ADDED; AND ARTICLE 22 (VOTING ON PROPOSED RESOLUTIONS), WHICH HAS ADDED A NEW PARAGRAPH TO SECTION 22.2. THE REST OF THE SECTIONS OF EACH OF THE ARTICLES REMAIN UNALTERED. ALTERATION OF THE ARTICLES STATED IS PREVIOUSLY AGREED THROUGH A WRITTEN REPORT FROM THE DIRECTORS, EXPLAINING THEIR ALTERATION, AND AFTER THE PROPOSAL OF THE STRATEGY, ETHICS AND GOOD GOVERNANCE COMMITTEE. ALTERED ARTICLES WILL BE WORDED LITERALLY (ALTERATIONS ARE UNDERLINED): ARTICLE 8. OFFICIAL CALL. 8.1. THE GENERAL SHAREHOLDERS MEETINGS, WHETHER ORDINARY OR EXTRAORDINARY, SHALL BE CALLED BY THE BOARD OF DIRECTORS. 8.2. THE BOARD OF DIRECTORS MAY CALL THE GENERAL SHAREHOLDERS MEETING WHENEVER IT DEEMS APPROPRIATE OR NECESSARY FOR THE COMPANY S INTERESTS, BUT IS OBLIGED, NONETHELESS, TO CALL THE ORDINARY GENERAL SHAREHOLDERS MEETING WITHIN THE FIRST SIX MONTHS OF EACH FISCAL YEAR AND TO CALL THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING WHEN SO REQUESTED IN WRITING BY SHAREHOLDERS HOLDING A MINIMUM OF FIVE PERCENT OF THE COMPANY SHARE CAPITAL. SUCH REQUEST SHALL INCLUDE THE MATTERS TO BE DELIBERATED AT THE MEETING TO BE CALLED. IN THIS CASE, THE GENERAL SHAREHOLDERS MEETING SHALL BE HELD WITHIN THE THIRTY DAYS FOLLOWING THE DATE ON WHICH NOTIFICATION BY NOTARY OF THE CALL IS RECEIVED, INCLUDING NECESSARILY THE PROPOSED AGENDA, OR THE MATTERS THAT GAVE RISE TO SUCH REQUEST. CONTD..

\* CONTD.. 8.3. THOSE MATTERS WHICH ARE SIGNIFICANTLY INDEPENDENT, SUCH AS THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH BOARD MEMBER OR, IN THE CASE OF AMENDMENT OF THE COMPANY BY-LAWS, EACH

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ARTICLE OR GROUP OF INDEPENDENT ARTICLES, SHALL BE INCLUDED SEPARATELY ON THE AGENDA AND VOTED ON INDIVIDUALLY. ARTICLE 14. DELEGATION AND REPRESENTATION.

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14.1 ALL SHAREHOLDERS SHALL BE ENTITLED TO BE REPRESENTED AT THE GENERAL SHAREHOLDERS MEETING BY ANOTHER SHAREHOLDER WITH THE RIGHT TO ATTEND. SUCH REPRESENTATION SHALL BE SPECIFIC FOR EACH MEETING, EXPRESSED THROUGH THE DELEGATION FORM PRINTED ON THE ATTENDANCE CARD OR THROUGH ANY OTHER MEANS ACCEPTED BY LAW, WITHOUT PREJUDICE TO THE PROVISIONS OF ARTICLE 108 OF THE JOINT STOCK COMPANIES ACT WITH RESPECT TO FAMILY REPRESENTATION AND THE CONFERRING OF GENERAL POWERS. SUCH DOCUMENTS OF DELEGATION OR REPRESENTATION FOR THE GENERAL SHAREHOLDERS MEETING SHALL REFLECT THE RELEVANT INSTRUCTIONS WITH REGARDS TO THE VOTE TO BE ISSUED. SHOULD NO EXPRESS INSTRUCTIONS BE GIVEN, IT SHALL BE UNDERSTOOD THAT THE REPRESENTATIVE SHALL VOTE IN FAVOUR OF THE PROPOSALS SUBMITTED BY THE BOARD OF DIRECTORS WITH RESPECT TO THE MATTERS INCLUDED ON THE AGENDA. SHOULD NO INSTRUCTIONS HAVE BEEN ISSUED BECAUSE THE GENERAL SHAREHOLDERS MEETING RESOLVES MATTERS THAT ARE NOT INCLUDED ON THE AGENDA AND ARE THEREFORE UNKNOWN AT THE DATE OF DELEGATION, AND SHOULD SUCH MATTERS BE PUT TO A VOTE, THE REPRESENTATIVE SHALL VOTE AS HE/SHE DEEMS APPROPRIATE, TAKING INTO ACCOUNT THE INTERESTS OF THE COMPANY AND THE REPRESENTED PARTY. THE SAME PRINCIPLE SHALL APPLY WHEN THE RELEVANT PROPOSAL OR PROPOSALS SUBMITTED FOR DECISION BY THE MEETING HAVE NOT BEEN PRESENTED BY THE BOARD OF DIRECTORS. IN THE EVENT THE REPRESENTATION OR DELEGATION DOCUMENT DOES NOT INDICATE THE SPECIFIC INDIVIDUAL TO WHOM THE SHAREHOLDER CONFERS REPRESENTATION, SUCH REPRESENTATION SHALL BE CONSIDERED TO HAVE BEEN GRANTED IN FAVOUR OF THE CHAIRMAN OF THE COMPANY BOARD OF DIRECTORS OR WHOMEVER SUBSTITUTES THE CHAIRMAN IN PRESIDING THE GENERAL SHAREHOLDERS MEETING. IN THE CASES OF PUBLIC REQUESTS FOR REPRESENTATION, IN CASES OF CONFLICT OF INTEREST THE ADMINISTRATOR TO WHOM SUCH REPRESENTATION IS GRANTED SHALL BE LIMITED BY THE RESTRICTIONS ON THE EXERCISE OF VOTING RIGHTS ESTABLISHED IN ARTICLE 114 OF THE SECURITIES MARKET ACT. IN THESE CASES, THE ADMINISTRATOR TO WHOM SUCH REPRESENTATION WERE GRANTED MAY APPOINT ANOTHER ADMINISTRATOR OR A THIRD PARTY IN WHICH NO CONFLICT OF INTEREST OCCUR TO THE EFFECT THAT SUCH PERSONS EXERCISE LAWFULLY THE AFORESAID REPRESENTATION. THE APPOINTMENT, UNLESS ANYTHING IS EXPRESSED TO THE CONTRARY, SHALL EXTEND TO THOSE MATTERS THAT EVEN IF NOT INDICATED

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IN THE AGENDA OF CALL MAY BE, BY MINISTRY OF LAW, RESOLVED BY THE GENERAL MEETING OF SHAREHOLDERS; IN THESE CASES SHALL ALSO APPLY THE AFOREMENTIONED DISPOSITIONS REGARDING THE CONFLICT OF INTEREST. REPRESENTATION IS ALWAYS REVOCABLE. PERSONAL ATTENDANCE BY THE REPRESENTED PARTY AT THE GENERAL SHAREHOLDERS MEETING SHALL BE CONSIDERED AS REVOCATION OF SUCH REPRESENTATION. 14.2. INDIVIDUAL SHAREHOLDERS WHO ARE NOT FULLY ABLE TO ACT AND LEGAL ENTITY SHAREHOLDERS SHALL BE REPRESENTED BY THOSE EXERCISING THEIR REPRESENTATION IN ACCORDANCE WITH THE LAW, WITH DUE ACCREDITATION. 14.3. IN THE CASES OF BOTH VOLUNTARY REPRESENTATION AND LEGAL REPRESENTATION, SHAREHOLDERS ARE ENTITLED TO ONLY ONE REPRESENTATIVE AT THE MEETING. 14.4. THE CHAIRMAN OF THE GENERAL SHAREHOLDERS MEETING OR, IF SO DELEGATED, THE SECRETARY OF THE SAME, SHALL RESOLVE ALL DOUBTS WHICH MAY ARISE WITH RESPECT TO THE VALIDITY AND EFFECTIVENESS OF THE DOCUMENTS GRANTING THE

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RIGHT TO ATTEND PRESENTED BY ALL SHAREHOLDERS, WHETHER INDIVIDUALLY OR GROUPING THEIR SHARES WITH OTHER SHAREHOLDERS, AS WELL AS THE DELEGATION OR REPRESENTATION IN FAVOUR OF ANOTHER PARTY, ENDEAVOURING TO CONSIDER INVALID OR INEFFECTIVE ONLY THOSE DOCUMENTS THAT DO NOT MEET THE MINIMUM ESSENTIAL REQUIREMENTS, AND PROVIDED THAT SUCH NON-FULFILMENT HAS NOT BEEN REMEDIED. 14.5. IN PARTICULAR, FINANCIAL INTERMEDIARIES, WHO HAVE BEEN DULY ACCREDITED TO THE COMPANY, AND WHO ARE LEGITIMIZED AS SHAREHOLDERS IN ORDER TO ACT ON BEHALF OF DIFFERENT CLIENTS, SHALL BE PERMITTED TO EXERCISE SPLIT VOTES, IN ACCORDANCE WITH THE INSTRUCTIONS OF THEIR CLIENTS. ARTICLE 22. VOTING ON PROPOSED RESOLUTIONS 22.1. AFTER THE SHAREHOLDERS INTERVENTIONS AND WHEN THE REQUESTED RESPONSES HAVE BEEN DULY PROVIDED, VOTING SHALL TAKE PLACE ON THE RELEVANT PROPOSED RESOLUTIONS IN ACCORDANCE WITH THE PROVISIONS OF THE PRESENT REGULATIONS. VOTING ON EACH OF THE PROPOSED RESOLUTIONS SHALL OCCUR FOLLOWING THE AGENDA INDICATED ON THE CALL. SHOULD PROPOSALS NOT INCLUDED ON THE AGENDA BE SUBMITTED FOR A VOTE, SUCH PROPOSALS SHALL BE PUT TO VOTE AFTER THE PROPOSALS ON THE AGENDA, UNLESS OTHERWISE INDICATED BY THE CHAIRMAN. 22.2. AFTER A COMPLETE OR SUMMARISED READING BY THE SECRETARY, A PROCEDURE WHICH MAY BE OMITTED WHEN THE TEXT OF THE RELEVANT PROPOSED RESOLUTION REGARDING THE MATTER ON THE AGENDA HAS BEEN FURNISHED TO THE SHAREHOLDERS AT THE OPENING OF THE MEETING, THE FIRST RESOLUTIONS PUT TO VOTE SHALL BE THOSE PROPOSED BY THE BOARD OF DIRECTORS AND, IN THE ABSENCE OF SUCH PROPOSALS, PROPOSALS SUBMITTED

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BY OTHER BODIES WILL BE SUBMITTED TO A VOTE, IN THE ORDER DETERMINED TO THIS EFFECT BY THE CHAIRMAN. WHEN A RESOLUTION HAS BEEN APPROVED, ALL OTHER PROPOSALS RELATED TO AND INCOMPATIBLE WITH THE SAME SHALL AUTOMATICALLY BE REJECTED WITHOUT THEIR SUBMISSION TO A VOTE, AND SHALL BE SO DECLARED BY THE CHAIRMAN OF THE MEETING. THOSE MATTERS WHICH ARE SIGNIFICANTLY INDEPENDENT, SUCH AS THE APPOINTMENT, RE-ELECTION OR RATIFICATION OF EACH BOARD MEMBER OR, IN THE CASE OF AMENDMENT OF THE COMPANY BY-LAWS, EACH ARTICLE OR GROUP OF INDEPENDENT ARTICLES, SHALL BE VOTED ON SEPARATELY.

22.3. VOTING ON THE PROPOSED RESOLUTIONS SHALL BE DETERMINED ACCORDING TO THE FOLLOWING SYSTEM: WHEN VOTING ON RESOLUTIONS RELATED TO MATTERS INCLUDED IN THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING, FAVOURABLE VOTES SHALL BE CONSIDERED TO BE THOSE CORRESPONDING TO ALL THE SHARES PRESENT OR REPRESENTED AT THE MEETING ACCORDING TO THE ATTENDANCE LIST, EXCEPT FOR THOSE VOTES CORRESPONDING TO THE SHARES WHOSE OWNERS OR REPRESENTATIVES MAKE THEIR UNFAVOURABLE VOTE, BLANK VOTE OR ABSTENTION KNOWN TO THE REPORTING OFFICERS AND OTHER MEMBERS OF THE PANEL OR, IF THE CASE MAY BE, TO THE NOTARY PRESENT, EITHER IN WRITING OR BY PERSONAL STATEMENT. WHEN VOTING ON RESOLUTIONS RELATED TO MATTERS NOT INCLUDED IN THE AGENDA OF THE GENERAL SHAREHOLDERS MEETING, UNFAVOURABLE VOTES SHALL BE CONSIDERED ALL THOSE CORRESPONDING TO ALL THE SHARES PRESENT OR REPRESENTED AT THE MEETING ACCORDING TO THE ATTENDANCE LIST, EXCEPT FOR THOSE VOTES CORRESPONDING TO THE SHARES WHOSE OWNERS OR REPRESENTATIVES MAKE THEIR FAVOURABLE VOTE, BLANK VOTE OR ABSTENTION KNOWN TO THE REPORTING OFFICERS AND OTHER MEMBERS OF THE PANEL OR, IF THE CASE MAY BE, TO THE NOTARY

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PRESENT, EITHER IN WRITING OR BY PERSONAL STATEMENT. TO THE EFFECTS OF THE PROVISIONS SET OUT IN PARAGRAPHS A) AND B) ABOVE, FOR EACH OF THE PROPOSALS SUBMITTED TO A VOTE, THE SHARES PRESENT OR REPRESENTED AT THE MEETING SHALL BE CONSIDERED THOSE THAT APPEAR ON THE ATTENDANCE LIST AFTER DEDUCTING THOSE SHARES THAT, AS STIPULATED BY THE LEGISLATION IN EFFECT AND IN FUNCTION OF THE PROPOSED RESOLUTION TO BE SUBMITTED TO A VOTE, CANNOT EXERCISE THE RELEVANT RIGHT TO VOTE. CONTD..

\* CONTD..22.4. WHATEVER THE SYSTEM USED TO DETERMINE THE VOTE, THE GENERAL SHAREHOLDERS MEETING PANEL OR, IN THE EVENT SUCH PANEL HAS NOT BEEN CONSTITUTED, THE SECRETARY OF THE MEETING SHALL VERIFY THE EXISTENCE OF A SUFFICIENT NUMBER OF FAVOURABLE VOTES TO REACH THE NECESSARY MAJORITY IN EACH

Non-Voting

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CASE, THEREBY ALLOWING THE CHAIRMAN TO DECLARE THE CORRESPONDING RESOLUTION APPROVED.

6. AUTHORISATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION OF OWNSHARES, EITHER DIRECTLY OR THROUGH GROUP AFFILIATES, WITHIN THE LEGAL LIMITS AND REQUIREMENTS, FOR A MAXIMUM TERM OF EIGHTEEN MONTHS, AS WELL AS AUTHORISATION FOR THEIR TRANSFER AND/OR THE APPLICATION OF THE REMUNERATION SYSTEMS ENVISAGED IN ARTICLE 75 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT. IT IS PROPOSED TO EXPRESSLY AUTHORISE THE BOARD OF DIRECTORS, IN ACCORDANCE WITH THE PROVISIONS ESTABLISHED IN ARTICLE 75 OF THE REVISED TEXT OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT CURRENTLY IN EFFECT, TO EFFECT THE DERIVATIVE ACQUISITION OF ALTADIS, S.A. SHARES, EITHER DIRECTLY BY THE COMPANY OR INDIRECTLY THROUGH AFFILIATE COMPANIES, UP TO A SHARE CEILING THAT REPRESENTS 5% OF THE COMPANY SHARE CAPITAL, AT A PRICE AND COMPENSATION VALUE THAT SHALL NOT BE LESS THAN THE PAR VALUE OF THE SHARES, NOR EXCEED THE LISTED SHARE PRICE. THE ACQUISITION FOR WHICH AUTHORISATION IS REQUESTED MAY BE EFFECTED BY MEANS OF SALE-PURCHASE, SWAP, DONATION OR AWARD OR AS APPROPRIATION FOR PAYMENT, AND IN GENERAL BY ANY OTHER MEANS OF ACQUISITION FOR PAYMENT OF SHARES THAT HAVE BEEN ISSUED AND FULLY PAID-UP, INCLUDING THE USE OF FINANCIAL DERIVATIVE INSTRUMENTS, AND PARTICULARLY TRANSACTIONS INVOLVING ALL TYPES OF OPTIONS (PUT AND CALL), FOR A MAXIMUM TERM OF EIGHTEEN MONTHS FROM THE DATE OF ADOPTION OF THE PRESENT RESOLUTION. THE SHARES SO ACQUIRED SHALL NOT BEAR ANY RIGHTS WHATSOEVER, INCLUDING THE RIGHT TO VOTE. THE RELEVANT ECONOMIC RIGHTS SHALL BE PROPORTIONALLY ATTRIBUTED TO THE REMAINING SHARES IN ACCORDANCE WITH THE PROVISIONS ESTABLISHED IN ARTICLE 70 OF THE AFOREMENTIONED ACT. THE BOARD IS HEREBY AUTHORISED TO CREATE A SPECIAL RESERVE ENTERED AS A LIABILITY ON THE BALANCE SHEET TO BE CHARGED TO THE FREELY DISPOSABLE RESERVE, IN THE AMOUNT EQUALLING THE ACQUISITION PRICE OF THE SAID SHARES. THE PRESENT AUTHORISATION RENDERS NULL AND VOID THE RESOLUTION OF THE GENERAL SHAREHOLDERS MEETING OF JUNE 7TH, 2006. LIKewise, AND TO THE EFFECTS ENVISAGED IN PARAGRAPH TWO OF NUMBER 1 IN ARTICLE 75 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT, EXPRESS AUTHORISATION IS HEREBY GRANTED FOR THE ACQUISITION OF COMPANY SHARES BY ANY OF THE AFFILIATE COMPANIES, IN THE SAME TERMS AS THOSE SET OUT HERE IN. IT IS EXPRESSLY STATED

Management

Fo

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THAT THE SHARES ACQUIRED SUBSEQUENT TO THE PRESENT

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AUTHORISATION MAY BE ALLOCATED TO SALE OR TO THE APPLICATION OF THE REMUNERATION SYSTEMS CONTEMPLATED IN PARAGRAPH THREE, SECTION 1 OF ARTICLE 75 OF THE PUBLIC LIMITED-LIABILITY COMPANIES ACT. THE BOARD SHALL DECIDE WHETHER TO SELL, MAINTAIN OR REDEEM THE SHARES SO ACQUIRED IN DUE TIME

7.	DELEGATIONS OF POWERS TO FORMALISE, INTERPRET, CORRECT, REGISTER AND EXECUTE THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS MEETING. TO DELEGATE TO THE BOARD OF DIRECTORS THE BROADEST POWERS ENVISAGED BY LAW TO SUPPLEMENT, DEVELOP, EXECUTE AND CORRECT THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS MEETING, INCLUDING THE POWER TO TOTALLY OR PARTIALLY DELEGATE THE AFOREMENTIONED POWERS TO THE EXECUTIVE COMMITTEE. THE POWER TO CORRECT SHALL ENCOMPASS THE POWER TO MAKE THE MODIFICATIONS, AMENDMENTS AND ADDITIONS THAT MAY BE NECESSARY OR APPROPRIATE SUBSEQUENT TO OBJECTIONS OR COMMENTS ARISING FROM THE SECURITIES MARKET REGULATORY BODIES, THE STOCK EXCHANGE, THE MERCANTILE REGISTRY AND ALL OTHER PUBLIC AUTHORITIES COMPETENT IN RELATION TO THE RESOLUTIONS ADOPTED. LIKewise, TO DELEGATE TO THE CHAIRMAN OF THE BOARD, THE CHAIRMAN OF THE EXECUTIVE COMMITTEE AND THE SECRETARY TO THE BOARD INDISTINCTLY, THE POWERS NECESSARY TO FORMALISE THE RESOLUTIONS ADOPTED BY THE GENERAL SHAREHOLDERS MEETING AND TO REGISTER THOSE SUBJECT TO SUCH REQUIREMENT, TOTALLY OR PARTIALLY, AND TO THIS EFFECT, TO GRANT ALL TYPES OF PUBLIC AND PRIVATE DOCUMENTS, INCLUDING THOSE REQUIRED TO SUPPLEMENT OR CORRECT SUCH RESOLUTIONS	Management	Fo
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FUJI ROBIN INDUSTRIES LTD.

ISSUER: J15120108

ISIN: JP3822400002

SEDOL: 6356484  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
1	APPROVE STOCK-TRANSFER WITH MAKITA CORPORATION FOR TRANSITION INTO ITS WHOLLY-OWNED SUBSIDIARY	Management	Fo
2	AMEND ARTICLES TO: CHANGE OFFICIAL COMPANY NAME TO MAKITA NUMAZU CORPORATION	Management	Fo
3.1	APPOINT A DIRECTOR	Management	Fo
3.2	APPOINT A DIRECTOR	Management	Fo
3.3	APPOINT A DIRECTOR	Management	Fo
3.4	APPOINT A DIRECTOR	Management	Fo
3.5	APPOINT A DIRECTOR	Management	Fo
3.6	APPOINT A DIRECTOR	Management	Fo

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3.7	APPOINT A DIRECTOR	Management	Fo
3.8	APPOINT A DIRECTOR	Management	Fo
3.9	APPOINT A DIRECTOR	Management	Fo
4.1	APPOINT A CORPORATE AUDITOR	Management	Fo
4.2	APPOINT A CORPORATE AUDITOR	Management	Fo

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 INTERTAPE POLYMER GROUP INC.

ITP

ISSUER: 460919103

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
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01	THE SPECIAL RESOLUTION OF SHAREHOLDERS APPROVING THE ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING THE COMPANY, ITS SHAREHOLDERS, INTERTAPE POLYMER INC., ECP GP II INC., 4398009 CANADA INC. AND TAPE HOLDINGS INC., IN THE FORM ATTACHED AS APPENDIX A TO THE ACCOMPANYING MANAGEMENT AND INFORMATION CIRCULAR OF THE COMPANY DATED MAY 25, 2007 IN RESPECT OF THE MEETING.	Management	Fo
02	DIRECTOR	Management	Fo
	H. DALE MCSWEEN	Management	Fo
	MICHAEL L. RICHARDS	Management	Fo
	BEN J. DAVENPORT, JR.	Management	Fo
	L. ROBBIE SHAW	Management	Fo
	GORDON R. CUNNINGHAM	Management	Fo
	THOMAS E. COSTELLO	Management	Fo
03	IN RESPECT OF THE APPOINTMENT OF RAYMOND CHABOT GRANT THORNTON, LLP AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	Fo

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 PROVIMI S A

ISSUER: F6574X104

ISIN: FR0000044588

SEDOL: 7147290, B1L51V8  
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VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
*	FRENCH RESIDENT SHAREOWNERS MUST COMPLETE, SIGN AND FORWARD THE PROXY CARD DIRECTLY TO THE SUB CUSTODIAN. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN THE NECESSARY CARD, ACCOUNT DETAILS AND DIRECTIONS. THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS THAT HAVE BECOME REGISTERED INTERMEDIARIES, ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIAN WILL SIGN THE PROXY CARD AND FORWARD TO THE LOCAL CUSTODIAN. IF YOU ARE UNSURE WHETHER YOUR GLOBAL CUSTODIAN ACTS AS REGISTERED INTERMEDIARY, PLEASE CONTACT YOUR REPRESENTATIVE	Non-Voting	
0.1	RECEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS AND APPROVE THE COMPANY S FINANCIAL STATEMENTS FOR THE YE 2006, AS PRESENTED; THE SHAREHOLDERS MEETING APPROVES THERE WERE NO EXPENSES AND CHARGES THAT WERE NOT TAX-DEDUCTIBLE; GRANT PERMANENT DISCHARGE TO THE DIRECTORS FOR THE PERFORMANCE OF THEIR DUTIES DURING THE SAID FISCAL YEAR	Management	Take Act
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0.2	RECCEIVE THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS, APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE SAID FY, IN THE FORM PRESENTED TO THE MEETING; ACCORDINGLY, GRANT PERMANENT DISCHARGE TO THE DIRECTORS FOR THE PERFORMANCE OF THEIR DUTIES DURING THE SAID FY	Management	Take Act
0.3	APPROVE THE RECOMMENDATIONS OF THE BOARD OF DIRECTORS AND THAT THE INCOME FORTHE FY BE APPROPRIATED AS FOLLOWS: INCOME FOR THE FINANCIAL YEAR: EUR 5,353,804.00, PRIOR RETAINED EARNINGS: EUR 60,019,814.00, DISTRIBUTABLE RESULT: EUR 65,373,618.00 ALLOCATED AS FOLLOWS: DIVIDENDS: EUR 9,085,814.00, SPECIAL RESERVE: EUR 56,287,804.00 THE SHAREHOLDERS WILL RECEIVE A NET DIVIDEND OF EUR 0.35 PER SHARE, AND WILL ENTITLE TO THE 40% DEDUCTION PROVIDED BY THE FRENCH TAX CODE; THIS DIVIDEND WILL BE PAID ON 03 JULY 2007 AND AT THE LATEST 06 JULY 2007	Management	Take Act

Take



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O.4	RECEIVE THE SPECIAL REPORT OF THE AUDITORS ON AGREEMENTS GOVERNED BY ARTICLES L.225-38 ET SEQ OF THE FRENCH COMMERCIAL CODE, APPROVE THE SAID REPORT AND THE AGREEMENTS REFERRED TO THEREIN	Management	Act
O.5	RATIFY THE APPOINTMENT OF MR. MICHEL BON AS A DIRECTOR, TO REPLACE THE COMPANY PROVIMLUX CVC SA, FOR THE REMAINDER OF PROVIMLUX CVC SA S TERM OF OFFICE, I.E. UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2006	Management	Take Act
O.6	RATIFY THE APPOINTMENT OF MR. PHILIP MUELDER AS A DIRECTOR, TO REPLACE MR. BERTRAND MEUNIER, FOR THE REMAINDER OF MR. BERTRAND MEUNIER S TERM OF OFFICE, I.E. UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2006	Management	Take Act
O.7	RATIFY THE APPOINTMENT OF MR. PHILIPPE ROBERT AS A DIRECTOR, TO REPLACE MR. HUGO VAN BERCKEL, FOR THE REMAINDER OF MR. HUGO VAN BERCKEL S TERM OF OFFICE, I.E. UNTIL THE SHAREHOLDERS MEETING CALLED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FY 2006	Management	Take Act
O.8	APPROVE TO RENEW THE APPOINTMENT OF MR. MICHEL BON AS A DIRECTOR FOR A 3-YEAR PERIOD	Management	Take Act
O.9	APPROVE TO RENEW THE APPOINTMENT OF MR. PHILIP MUELDER AS A DIRECTOR FOR A 3-YEAR PERIOD	Management	Take Act
O.10	APPROVE TO RENEW THE APPOINTMENT OF MR. PHILIPPE ROBERT AS A DIRECTOR FOR A 3-YEAR PERIOD	Management	Take Act
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>ProxyEdge - Investment Company Report</p> <p>Meeting Date Range: 07/01/2006 to 06/30/2007</p> <p>Selected Accounts: NPX GABELLI GLOBAL DEAL FUND</p> </div> <div style="width: 35%; text-align: right;"> <p>Report Date: 07/09/2007</p> <p>Page 60 of 61</p> </div> </div>			
O.11	APPROVE TO RENEW THE APPOINTMENT OF MR. WIM TROOST AS A DIRECTOR FOR A 3-YEAR PERIOD	Management	Take Act
O.12	APPOINT THE STATUTORY AUDITOR, ACE AUDIT FOR A 6-YEAR PERIOD, IN REPLACEMENT OF THE COMPANY HOCHTIEF AUDIT	Management	Take Act
E.16	AMEND THE ARTICLES 10, 11, 13, 23, AND 26 OF THE BY-LAWS	Management	Take Act

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|------|--|------------|-------------|
| O.13 | APPOINT THE DEPUTY AUDITOR, MR. EMMANUEL CHARRIER FOR A 6-YEAR PERIOD, IN REPLACEMENT OF MR. JEAN-PIERRE GRAMET  | Management | Take<br>Act |
| O.14 | AUTHORIZE THE BOARD OF DIRECTORS TO BUY BACK THE COMPANY S SHARES ON THE OPENMARKET, SUBJECT TO THE CONDITIONS: MAXIMUM PURCHASE PRICE: EUR 35.00, MAXIMUM NUMBER OF SHARES TO BE ACQUIRED: 10 % OF THE SHARE CAPITAL, I.E. 2,471,078 SHARES MAXIMUM FUNDS INVESTED IN THE SHARE BUYBACKS: EUR 86,487,730.00; AUTHORITY EXPIRES AT THE END OF AN 18-MONTH PERIOD AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES, THIS AUTHORIZATION SUPERSEDES ANY AND ALL EARLIER DELEGATION TO THE SAME EFFECT AND THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 31 MAY 2006 IN ITS RESOLUTION 7                       | Management | Take<br>Act |
| E.15 | AUTHORIZE THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL, ON ONE OR MORE OCCASIONS AND AT ITS SOLE DISCRETION, BY CANCELING ALL OR PART OF THE SHARES HELD BY THE COMPANY IN CONNECTION WITH THE STOCK REPURCHASE PLAN DECIDED IN RESOLUTION NO.14, UP TO A MAXIMUM OF 10 % OF THE SHARE CAPITAL OVER A 24-MONTH PERIOD; AUTHORITY EXPIRES AT THE END OF A 24-MONTH PERIOD; AND TO TAKE ALL NECESSARY MEASURES AND ACCOMPLISH ALL NECESSARY FORMALITIES, THIS AUTHORIZATION SUPERSEDES ANY AND ALL EARLIER DELEGATION TO THE SAME EFFECT AND THE ONE GRANTED BY THE SHAREHOLDERS MEETING OF 31 MAY 2006 IN ITS RESOLUTION NUMBER 8 | Management | Take<br>Act |
| E.17 | AUTHORIZE THE BEARER OF AN ORIGINAL, A COPY OR EXTRACT OF THE MINUTES OF THISMEETING TO CARRY OUT ALL FILINGS, PUBLICATIONS AND OTHER FORMALITIES PRESCRIBED BY LAW  | Management | Take<br>Act |

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 TERAYON COMMUNICATION SYSTEMS, INC.

TERN

ISSUER: 880775101

ISIN:

SEDOL:  
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VOTE GROUP: GLOBAL

Proposal

Proposal

Vo

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Number	Proposal	Type	Ca
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 21, 2007, BY AND AMONG TERAYON COMMUNICATION SYSTEMS, INC., MOTOROLA, INC. AND MOTOROLA GTG SUBSIDIARY VI CORP. AND APPROVE THE MERGER OF MOTOROLA GTG SUBSIDIARY VI CORP. WITH AND INTO TERAYON COMMUNICATION SYSTEMS, INC., ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	Fo
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.	Management	Fo
THE SERVICEMASTER COMPANY		SVM	
ISSUER: 81760N109		ISIN:	
SEDOL:			

VOTE GROUP: GLOBAL

Proposal Number	Proposal	Proposal Type	Vo Ca
02	ADJOURN THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER REFERRED TO IN ITEM 1.	Management	Fo
01	ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 18, 2007, AMONG SERVICEMASTER, CDRSVM TOPCO, INC. ( CDRSVM PARENT ) AND CDRSVM ACQ. CO., INC., WHICH PROVIDES FOR THE MERGER OF CDRSVM ACQ. CO., INC., AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF CDRSVM PARENT, WITH AND INTO SERVICEMASTER, WITH SERVICEMASTER CONTINUING AS THE SURVIVING CORPORATION.	Management	Fo

INTER-TEL (DELAWARE) INC.		INTL	CONTEST
ISSUER: 458372109		ISIN:	
SEDOL:			

VOTE GROUP: GLOBAL

Proposal		Proposal	Vo
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Number	Proposal	Type	Ca
01	TO ADOPT THE MERGER AGREEMENT.	Management	Fo
02	TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE SPECIAL MEETING.	Management	Fo

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 \_\_\_\_\_ The Gabelli Global Deal Fund

By (Signature and Title)\* /s/ Bruce N. Alpert  
\_\_\_\_\_  
Bruce N. Alpert, Principal Executive Officer

Date August 22, 2007  
\_\_\_\_\_

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