

Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

CALAMOS STRATEGIC TOTAL RETURN FUND

Form N-PX

August 28, 2014

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: 811-21484

NAME OF REGISTRANT: CALAMOS STRATEGIC TOTAL RETURN  
FUND

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 2020 Calamos Court  
Naperville , IL 60563-2787

NAME AND ADDRESS OF AGENT FOR SERVICE: John P. Calamos, Sr., President  
Calamos Advisors LLC  
2020 Calamos Court  
Naperville , IL 60563-2787

REGISTRANT'S TELEPHONE NUMBER: (630) 245-7200

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2013 - 06/30/2014

Calamos Strategic Total Return Fund

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ACCENTURE PLC

Agen

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Security: G1151C101  
Meeting Type: Annual  
Meeting Date: 30-Jan-2014  
Ticker: ACN  
ISIN: IE00B4BNMY34  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | TO ACCEPT, IN A NON-BINDING VOTE, THE COMPANY'S IRISH FINANCIAL STATEMENTS FOR THE TWELVE-MONTH PERIOD ENDED AUGUST 31, 2013, AS PRESENTED. | Mgmt          | For           |
| 2A.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: JAIME ARDILA   | Mgmt          | For           |
| 2B.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR:  | Mgmt          | For           |

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CHARLES H. GIANCARLO

|     |   |      |     |
|-----|---|------|-----|
| 2C. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR:<br>WILLIAM L. KIMSEY   | Mgmt | For |
| 2D. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR:<br>BLYTHE J. MCGARVIE  | Mgmt | For |
| 2E. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR:<br>MARK MOODY-STUART   | Mgmt | For |
| 2F. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR:<br>PIERRE NANTERME   | Mgmt | For |
| 2G. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR:<br>GILLES C. PELISSON  | Mgmt | For |
| 2H. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR:<br>WULF VON SCHIMMELMANN   | Mgmt | For |
| 3.  | TO RATIFY, IN A NON-BINDING VOTE, THE<br>APPOINTMENT OF KPMG AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM OF<br>ACCENTURE PLC FOR A TERM EXPIRING AT OUR<br>ANNUAL GENERAL MEETING OF SHAREHOLDERS IN<br>2015 AND TO AUTHORIZE, IN A BINDING VOTE,<br>THE BOARD, ACTING THROUGH THE AUDIT<br>COMMITTEE, TO DETERMINE KPMG'S<br>REMUNERATION. | Mgmt | For |
| 4.  | TO APPROVE, IN A NON-BINDING VOTE, THE<br>COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS.  | Mgmt | For |
| 5.  | TO GRANT THE BOARD THE AUTHORITY TO ISSUE<br>SHARES UNDER IRISH LAW.  | Mgmt | For |
| 6.  | TO GRANT THE BOARD THE AUTHORITY TO OPT-OUT<br>OF STATUTORY PRE-EMPTION RIGHTS UNDER IRISH<br>LAW.  | Mgmt | For |
| 7.  | TO APPROVE A CAPITAL REDUCTION AND CREATION<br>OF DISTRIBUTABLE RESERVES UNDER IRISH LAW.   | Mgmt | For |
| 8.  | TO AUTHORIZE HOLDING THE 2015 ANNUAL<br>GENERAL MEETING OF SHAREHOLDERS OF<br>ACCENTURE PLC AT A LOCATION OUTSIDE OF<br>IRELAND AS REQUIRED UNDER IRISH LAW.  | Mgmt | For |
| 9.  | TO AUTHORIZE ACCENTURE TO MAKE OPEN-MARKET<br>PURCHASES OF ACCENTURE PLC CLASS A ORDINARY<br>SHARES UNDER IRISH LAW.  | Mgmt | For |
| 10. | TO DETERMINE THE PRICE RANGE AT WHICH<br>ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT<br>ACQUIRES AS TREASURY STOCK UNDER IRISH LAW.   | Mgmt | For |

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AMAZON.COM, INC.

Agent

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Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: AMZN  
 ISIN: US0231351067

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY P. BEZOS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TOM A. ALBERG  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN SEELY BROWN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM B. GORDON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMIE S. GORELICK  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALAIN MONIE  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: THOMAS O. RYDER  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS         | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                      | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS | Shr           | Against       |

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2014  
 Ticker: AXP  
 ISIN: US0258161092

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: URSULA BURNS        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH CHENAULT    | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: PETER CHERNIN  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: ANNE LAUVERGEON  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: THEODORE LEONSIS   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: RICHARD LEVIN  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: RICHARD MCGINN   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: SAMUEL PALMISANO   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: STEVEN REINEMUND   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: DANIEL VASELLA   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: ROBERT WALTER  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: RONALD WILLIAMS  | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For     |
| 3.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL RELATING TO ANNUAL DISCLOSURE OF EEO-1 DATA.  | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL RELATING TO REPORT ON PRIVACY, DATA SECURITY AND GOVERNMENT REQUESTS.                               | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL RELATING TO ACTION BY WRITTEN CONSENT.  | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK.   | Shr  | Against |

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AMERICAN INTERNATIONAL GROUP, INC.

Agen

Security: 026874784  
Meeting Type: Annual  
Meeting Date: 12-May-2014  
Ticker: AIG  
ISIN: US0268747849

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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ROBERT H. BENMOSCHE | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: W. DON CORNWELL     | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
| 1C. | ELECTION OF DIRECTOR: PETER R. FISHER   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JOHN H. FITZPATRICK   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WILLIAM G. JURGENSEN  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: CHRISTOPHER S. LYNCH  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ARTHUR C. MARTINEZ  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: GEORGE L. MILES, JR.  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: HENRY S. MILLER   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ROBERT S. MILLER  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: RONALD A. RITTENMEYER   | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: DOUGLAS M. STEENLAND  | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: THERESA M. STONE  | Mgmt | For |
| 2.  | TO VOTE, ON A NON-BINDING ADVISORY BASIS,<br>TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For |
| 3.  | TO ACT UPON A PROPOSAL TO AMEND AND RESTATE<br>AIG'S RESTATED CERTIFICATE OF INCORPORATION<br>TO CONTINUE TO RESTRICT CERTAIN TRANSFERS<br>OF AIG COMMON STOCK IN ORDER TO PROTECT<br>AIG'S TAX ATTRIBUTES. | Mgmt | For |
| 4.  | TO ACT UPON A PROPOSAL TO RATIFY THE<br>AMENDMENT TO EXTEND THE EXPIRATION OF THE<br>AMERICAN INTERNATIONAL GROUP, INC. TAX<br>ASSET PROTECTION PLAN.   | Mgmt | For |
| 5.  | TO ACT UPON A PROPOSAL TO RATIFY THE<br>SELECTION OF PRICEWATERHOUSECOOPERS LLP AS<br>AIG'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2014.  | Mgmt | For |

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 APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 28-Feb-2014  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | DIRECTOR<br>WILLIAM CAMPBELL<br>TIMOTHY COOK | Mgmt<br>Mgmt  | For<br>For    |

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|     |  |      |         |
|-----|--|------|---------|
|     | MILLARD DREXLER  | Mgmt | For     |
|     | AL GORE  | Mgmt | For     |
|     | ROBERT IGER  | Mgmt | For     |
|     | ANDREA JUNG  | Mgmt | For     |
|     | ARTHUR LEVINSON  | Mgmt | For     |
|     | RONALD SUGAR   | Mgmt | For     |
| 2.  | THE AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION (THE "ARTICLES") TO FACILITATE THE IMPLEMENTATION OF MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN AN UNCONTESTED ELECTION BY ELIMINATING ARTICLE VII, WHICH RELATES TO THE TERM OF DIRECTORS AND THE TRANSITION FROM A CLASSIFIED BOARD OF DIRECTORS TO A DECLASSIFIED STRUCTURE | Mgmt | For     |
| 3.  | THE AMENDMENT OF THE ARTICLES TO ELIMINATE THE "BLANK CHECK" AUTHORITY OF THE BOARD TO ISSUE PREFERRED STOCK   | Mgmt | For     |
| 4.  | THE AMENDMENT OF THE ARTICLES TO ESTABLISH A PAR VALUE FOR THE COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE   | Mgmt | For     |
| 5.  | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014   | Mgmt | For     |
| 6.  | A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For     |
| 7.  | THE APPROVAL OF THE APPLE INC. 2014 EMPLOYEE STOCK PLAN  | Mgmt | For     |
| 8.  | A SHAREHOLDER PROPOSAL BY JOHN HARRINGTON AND NORTHSTAR ASSET MANAGEMENT INC. ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS" TO AMEND THE COMPANY'S BYLAWS   | Shr  | Against |
| 9.  | A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "REPORT ON COMPANY MEMBERSHIP AND INVOLVEMENT WITH CERTAIN TRADE ASSOCIATIONS AND BUSINESS ORGANIZATIONS"   | Shr  | Against |
| 10. | A SHAREHOLDER PROPOSAL BY CARL ICAHN OF A NON-BINDING ADVISORY RESOLUTION THAT THE COMPANY COMMIT TO COMPLETING NOT LESS THAN \$50 BILLION OF SHARE REPURCHASES DURING ITS 2014 FISCAL YEAR (AND INCREASE THE AUTHORIZATION UNDER ITS CAPITAL RETURN PROGRAM ACCORDINGLY)  | Shr  | Abstain |
| 11. | A SHAREHOLDER PROPOSAL BY JAMES MCRITCHIE OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "PROXY ACCESS FOR SHAREHOLDERS"  | Shr  | Against |

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AT&T INC.

Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2014  
 Ticker: T  
 ISIN: US00206R1023

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: REUBEN V. ANDERSON             | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAIME CHICO PARDO              | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SCOTT T. FORD                  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER         | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: BETH E. MOONEY                 | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MATTHEW K. ROSE                | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR              | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.         | Mgmt          | For           |
| 4.     | APPROVE SEVERANCE POLICY.                            | Mgmt          | For           |
| 5.     | POLITICAL REPORT.                                    | Shr           | Against       |
| 6.     | LOBBYING REPORT.                                     | Shr           | Against       |
| 7.     | WRITTEN CONSENT.                                     | Shr           | Against       |

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Annual

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Meeting Date: 07-May-2014  
 Ticker: BAC  
 ISIN: US0605051046

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHARON L. ALLEN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SUSAN S. BIES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACK O. BOVENDER, JR.  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PIERRE J.P. DE WECK  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ARNOLD W. DONALD   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHARLES K. GIFFORD   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LINDA P. HUDSON  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: THOMAS J. MAY  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: LIONEL L. NOWELL, III  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: CLAYTON S. ROSE  | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: R. DAVID YOST  | Mgmt          | For           |
| 2.     | AN ADVISORY (NON-BINDING) RESOLUTION TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY).           | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF OUR REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 4.     | APPROVAL OF AMENDMENT TO THE SERIES T PREFERRED STOCK.   | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING IN DIRECTOR ELECTIONS.                                | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL - PROXY ACCESS.   | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL - CLIMATE CHANGE REPORT.  | Shr           | Against       |
| 8.     | STOCKHOLDER PROPOSAL - LOBBYING REPORT.  | Shr           | Against       |



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BP P.L.C.

Agen

Security: 055622104  
 Meeting Type: Annual  
 Meeting Date: 10-Apr-2014  
 Ticker: BP  
 ISIN: US0556221044

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | TO RECEIVE THE DIRECTORS' ANNUAL REPORT AND ACCOUNTS.  | Mgmt          | For           |
| 2      | TO RECEIVE AND APPROVE THE DIRECTORS' REMUNERATION REPORT.                                       | Mgmt          | For           |
| 3      | TO RECEIVE AND APPROVE THE DIRECTORS' REMUNERATION POLICY.                                       | Mgmt          | For           |
| 4      | TO RE-ELECT MR. R W DUDLEY AS A DIRECTOR.  | Mgmt          | For           |
| 5      | TO RE-ELECT MR. I C CONN AS A DIRECTOR.  | Mgmt          | For           |
| 6      | TO RE-ELECT DR. B GILVARY AS A DIRECTOR.   | Mgmt          | For           |
| 7      | TO RE-ELECT MR. P M ANDERSON AS A DIRECTOR.  | Mgmt          | For           |
| 8      | TO RE-ELECT ADMIRAL F L BOWMAN AS A DIRECTOR.  | Mgmt          | For           |
| 9      | TO RE-ELECT MR. A BURGMANS AS A DIRECTOR.  | Mgmt          | For           |
| 10     | TO RE-ELECT MRS. C B CARROLL AS A DIRECTOR.  | Mgmt          | For           |
| 11     | TO RE-ELECT MR. G DAVID AS A DIRECTOR.   | Mgmt          | For           |
| 12     | TO RE-ELECT MR. I E L DAVIS AS A DIRECTOR.   | Mgmt          | For           |
| 13     | TO RE-ELECT PROFESSOR DAME ANN DOWLING AS A DIRECTOR.  | Mgmt          | For           |
| 14     | TO RE-ELECT MR. B R NELSON AS A DIRECTOR.  | Mgmt          | For           |
| 15     | TO RE-ELECT MR. F P NHLEKO AS A DIRECTOR.  | Mgmt          | For           |
| 16     | TO RE-ELECT MR. A B SHILSTON AS A DIRECTOR.  | Mgmt          | For           |
| 17     | TO RE-ELECT MR. C-H SVANBERG AS A DIRECTOR.  | Mgmt          | For           |
| 18     | TO REAPPOINT ERNST & YOUNG LLP AS AUDITORS TO AUTHORIZE THE DIRECTORS TO FIX THEIR REMUNERATION. | Mgmt          | For           |
| 19     | TO APPROVE THE RENEWAL OF THE EXECUTIVE DIRECTORS' INCENTIVE PLAN.                               | Mgmt          | For           |
| 20     | TO DETERMINE THE LIMIT FOR THE AGGREGATE REMUNERATION OF THE NON-EXECUTIVE                       | Mgmt          | For           |

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DIRECTORS.

|     |   |      |     |
|-----|---|------|-----|
| 21  | TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT.   | Mgmt | For |
| S22 | SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS.                            | Mgmt | For |
| S23 | SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY.  | Mgmt | For |
| S24 | SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS. | Mgmt | For |

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 CA, INC.

Agen  
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Security: 12673P105  
 Meeting Type: Annual  
 Meeting Date: 31-Jul-2013  
 Ticker: CA  
 ISIN: US12673P1057  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JENS ALDER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RAYMOND J. BROMARK  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GARY J. FERNANDES   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MICHAEL P. GREGOIRE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROHIT KAPOOR  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KAY KOPLOVITZ   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHRISTOPHER B. LOFGREN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD SULPIZIO  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LAURA S. UNGER  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ARTHUR F. WEINBACH  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: RENATO (RON) ZAMBONINI  | Mgmt          | For           |
| 2.     | TO RATIFY APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING MARCH 31, 2014. | Mgmt          | For           |

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- |    |  |      |     |
|----|--|------|-----|
| 3. | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | TO RATIFY THE STOCKHOLDER PROTECTION RIGHTS AGREEMENT.                         | Mgmt | For |

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 CARNIVAL CORPORATION  
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Agen

Security: 143658300  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2014  
 Ticker: CCL  
 ISIN: PA1436583006  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt          | For           |
| 2.     | TO RE-ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.   | Mgmt          | For           |
| 3.     | TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt          | For           |
| 4.     | TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt          | For           |
| 5.     | TO RE-ELECT DEBRA KELLY-ENNIS AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.   | Mgmt          | For           |
| 6.     | TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.   | Mgmt          | For           |
| 7.     | TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt          | For           |
| 8.     | TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt          | For           |
| 9.     | TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.                                     | Mgmt          | For           |
| 10.    | TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF | Mgmt          | For           |

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PRICEWATERHOUSECOOPERS LLP AS THE  
INDEPENDENT REGISTERED CERTIFIED PUBLIC  
ACCOUNTING FIRM FOR CARNIVAL CORPORATION.

- |     |   |      |     |
|-----|---|------|-----|
| 11. | TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE TO THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.  | Mgmt | For |
| 12. | TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2013 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES).   | Mgmt | For |
| 13. | TO APPROVE THE FISCAL 2013 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO U.S. COMPANIES).   | Mgmt | For |
| 14. | TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT (OTHER THAN THE CARNIVAL PLC DIRECTORS' REMUNERATION POLICY SET OUT IN SECTION A OF PART II OF THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT) FOR THE YEAR ENDED NOVEMBER 30, 2013 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES). | Mgmt | For |
| 15. | TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION POLICY SET OUT IN SECTION A OF PART II OF THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED NOVEMBER 30, 2013 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES).  | Mgmt | For |
| 16. | TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).  | Mgmt | For |
| 17. | TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).  | Mgmt | For |
| 18. | TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES DESIRING TO IMPLEMENT SHARE BUY BACK PROGRAMS).   | Mgmt | For |
| 19. | TO APPROVE THE CARNIVAL PLC 2014 EMPLOYEE SHARE PLAN.   | Mgmt | For |

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Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: CVX  
 ISIN: US1667641005

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: L.F. DEILY   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: R.E. DENHAM  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: A.P. GAST  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: E. HERNANDEZ, JR.                                      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J.M. HUNTSMAN, JR.                                     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: G.L. KIRKLAND  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: C.W. MOORMAN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: K.W. SHARER  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: J.G. STUMPF  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: R.D. SUGAR   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: C. WARE  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: J.S. WATSON  | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                | Mgmt          | For           |
| 4.     | CHARITABLE CONTRIBUTIONS DISCLOSURE  | Shr           | Against       |
| 5.     | LOBBYING DISCLOSURE  | Shr           | Against       |
| 6.     | SHALE ENERGY OPERATIONS  | Shr           | Against       |
| 7.     | INDEPENDENT CHAIRMAN   | Shr           | Against       |
| 8.     | SPECIAL MEETINGS   | Shr           | Against       |
| 9.     | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE                            | Shr           | Against       |
| 10.    | COUNTRY SELECTION GUIDELINES   | Shr           | Against       |

CITIGROUP INC.

Agen

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: C  
 ISIN: US1729674242

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL L. CORBAT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DUNCAN P. HENNES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANZ B. HUMER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: EUGENE M. MCQUADE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GARY M. REINER  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JUDITH RODIN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT L. RYAN  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOAN E. SPERO   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DIANA L. TAYLOR   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: JAMES S. TURLEY   | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON   | Mgmt          | For           |
| 2.     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.                    | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF CITI'S 2013 EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVAL OF THE CITIGROUP 2014 STOCK INCENTIVE PLAN.  | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE. | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.                                       | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD INSTITUTE A POLICY TO MAKE IT MORE PRACTICAL TO DENY INDEMNIFICATION FOR           | Shr           | Against       |

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DIRECTORS.

|    |   |     |         |
|----|---|-----|---------|
| 8. | STOCKHOLDER PROPOSAL REQUESTING PROXY<br>ACCESS FOR SHAREHOLDERS. | Shr | Against |
|----|---|-----|---------|

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COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: CMCSA  
 ISIN: US20030N1019

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>EDWARD D. BREEN<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>EDUARDO G. MESTRE<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>JOHNATHAN A. RODGERS<br>DR. JUDITH RODIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF OUR<br>INDEPENDENT AUDITORS   | Mgmt   | For   |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF OUR<br>EXECUTIVE COMPENSATION   | Mgmt   | For   |
| 4.     | TO PREPARE AN ANNUAL REPORT ON LOBBYING<br>ACTIVITIES  | Shr  | Against   |
| 5.     | TO PROHIBIT ACCELERATED VESTING UPON A<br>CHANGE IN CONTROL  | Shr  | Against   |

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COMPANHIA DE BEBIDAS DAS AMERICAS-AMBEV

Agen

Security: 20441W203  
 Meeting Type: Special  
 Meeting Date: 30-Jul-2013  
 Ticker: ABV  
 ISIN: US20441W2035

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|     |  |      |     |
|-----|--|------|-----|
| I   | TO REVIEW, DISCUSS & APPROVE PROTOCOL & JUSTIFICATION OF MERGER INTO ASSET BASE OF AMBEV S.A. OF ALL SHARES ISSUED BY COMPANY & NOT HELD BY AMBEV S.A. ("STOCK SWAP MERGER") & TO AUTHORIZE EXECUTIVE COMMITTEE TO SUBSCRIBE, ON BEHALF OF SHAREHOLDERS, THE CONSEQUENT CAPITAL INCREASE OF AMBEV S.A. & TO PERFORM ALL OTHER ACTS NECESSARY TO IMPLEMENTATION OF STOCK SWAP MERGER. | Mgmt | For |
| II  | TO AMEND THE HEAD OF SECTION 5 OF THE COMPANY'S BYLAWS IN ORDER TO REFLECT ANY CAPITAL INCREASES APPROVED WITHIN THE LIMITS OF THE AUTHORIZED CAPITAL AND RATIFIED BY THE BOARD OF DIRECTORS UP TO THE DATE OF THE EXTRAORDINARY GENERAL MEETING.  | Mgmt | For |
| III | IF THE STOCK SWAP MERGER IS APPROVED, TO CANCEL ALL SHARES ISSUED BY THE COMPANY AND HELD IN TREASURY ON THE DATE OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING, WITHOUT REDUCING THE VALUE OF THE CAPITAL STOCK OF THE COMPANY, AMENDING THE HEAD OF SECTION 5 OF THE BYLAWS.  | Mgmt | For |
| IV  | IN ORDER TO REFLECT THE AMENDMENTS PROPOSED IN ITEMS (II) AND (III) ABOVE, TO RESTATE THE BYLAWS OF THE COMPANY ACCORDING TO THE MANAGEMENT PROPOSAL.  | Mgmt | For |

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 CONTINENTAL RESOURCES, INC.

Agen

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 Security: 212015101  
 Meeting Type: Annual  
 Meeting Date: 23-May-2014  
 Ticker: CLR  
 ISIN: US2120151012  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | DIRECTOR<br>DAVID L. BOREN<br>WILLIAM B. BERRY  | Mgmt<br>Mgmt  | For<br>For    |
| 2.     | APPROVAL, BY A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.             | Mgmt          | For           |
| 3.     | RATIFICATION OF SELECTION OF GRANT THORNTON LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |



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 COSTCO WHOLESALE CORPORATION

Agen

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 Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2014  
 Ticker: COST  
 ISIN: US22160K1051  
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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>SUSAN L. DECKER<br>RICHARD M. LIBENSON<br>JOHN W. MEISENBACH<br>CHARLES T. MUNGER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.  | Mgmt                         | For                      |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.                                    | Mgmt                         | For                      |
| 4.     | CONSIDERATION OF SHAREHOLDER PROPOSAL TO CHANGE CERTAIN VOTING REQUIREMENTS.                  | Shr                          | Against                  |
| 5.     | TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE METHOD OF ELECTING DIRECTORS.            | Shr                          | Abstain                  |

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 DIAMOND OFFSHORE DRILLING, INC.

Agen

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 Security: 25271C102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: DO  
 ISIN: US25271C1027  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES S. TISCH       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARC EDWARDS         | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN R. BOLTON       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHARLES L. FABRIKANT | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PAUL G. GAFFNEY II   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: EDWARD GREBOW        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: HERBERT C. HOFMANN   | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1H. | ELECTION OF DIRECTOR: KENNETH I. SIEGEL  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: CLIFFORD M. SOBEL  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: ANDREW H. TISCH  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: RAYMOND S. TROUBH  | Mgmt | For     |
| 2   | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2014. | Mgmt | For     |
| 3   | TO APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 4   | TO APPROVE THE COMPANY'S AMENDED AND RESTATED INCENTIVE COMPENSATION PLAN FOR EXECUTIVE OFFICERS.                | Mgmt | For     |
| 5   | TO APPROVE THE COMPANY'S EQUITY INCENTIVE COMPENSATION PLAN.   | Mgmt | For     |
| 6   | SHAREHOLDER PROPOSAL: BOARD DIVERSITY.   | Shr  | Against |

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DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: DFS  
 ISIN: US2547091080

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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY S. ARONIN    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY K. BUSH         | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GREGORY C. CASE      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CANDACE H. DUNCAN    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RICHARD H. LENNY     | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS G. MAHERAS    | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL H. MOSKOW    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DAVID W. NELMS       | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARK A. THIERER      | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |
| 3. | TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR OMNIBUS INCENTIVE PLAN.  | Mgmt | For |
| 4. | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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 EATON CORPORATION PLC

Agen

Security: G29183103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2014  
 Ticker: ETN  
 ISIN: IE00B8KQN827  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GEORGE S. BARRETT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TODD M. BLUEDORN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHRISTOPHER M. CONNOR   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MICHAEL J. CRITELLI   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ALEXANDER M. CUTLER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CHARLES E. GOLDEN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: LINDA A. HILL   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ARTHUR E. JOHNSON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: NED C. LAUTENBACH   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DEBORAH L. MCCOY  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: GREGORY R. PAGE   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: GERALD B. SMITH   | Mgmt          | For           |
| 2.     | APPROVING THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2014 AND AUTHORIZING THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET ITS REMUNERATION. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | AUTHORIZING THE COMPANY OR ANY SUBSIDIARY OF THE COMPANY TO MAKE OVERSEAS MARKET PURCHASES OF COMPANY SHARES.   | Mgmt          | For           |

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 EBAY INC.

Agen

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: EBAY  
 ISIN: US2786421030  
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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1      | DIRECTOR<br>FRED D. ANDERSON<br>EDWARD W. BARNHOLT<br>SCOTT D. COOK<br>JOHN J. DONAHOE  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2      | TO APPROVE, ON AN ADVISORY BASIS, THE<br>COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS.   | Mgmt                         | For                      |
| 3      | TO APPROVE THE AMENDMENT AND RESTATEMENT OF<br>OUR 2008 EQUITY INCENTIVE AWARD PLAN.  | Mgmt                         | For                      |
| 4      | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS OUR<br>INDEPENDENT AUDITORS FOR OUR FISCAL YEAR<br>ENDING DECEMBER 31, 2014.  | Mgmt                         | For                      |
| 5      | TO CONSIDER A STOCKHOLDER PROPOSAL<br>SUBMITTED BY JOHN CHEVEDDEN REGARDING<br>STOCKHOLDER ACTION BY WRITTEN CONSENT<br>WITHOUT A MEETING, IF PROPERLY PRESENTED<br>BEFORE THE MEETING. | Shr                          | Against                  |
| 6      | PROPOSAL WITHDRAWN  | Shr                          | Against                  |

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 ELI LILLY AND COMPANY

Agen

Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2014  
 Ticker: LLY  
 ISIN: US5324571083  
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| Prop.# | Proposal                          | Proposal Type | Proposal Vote |
|--------|-----------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: M. L. ESKEW | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: K. N. HORN  | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
| 1C. | ELECTION OF DIRECTOR: W. G. KAE LIN   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: J. C. LECHLEITER  | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: M. S. RUNGE   | Mgmt | For |
| 2.  | RATIFICATION OF THE APPOINTMENT BY THE<br>AUDIT COMMITTEE OF THE BOARD OF DIRECTORS<br>OF ERNST & YOUNG LLP AS PRINCIPAL<br>INDEPENDENT AUDITOR FOR 2014. | Mgmt | For |
| 3.  | APPROVE, BY NON-BINDING VOTE, COMPENSATION<br>PAID TO THE COMPANY'S NAMED EXECUTIVE<br>OFFICERS.  | Mgmt | For |

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 EOG RESOURCES, INC.

Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: EOG  
 ISIN: US26875P1012

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JANET F. CLARK  | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES R. CRISP  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES C. DAY  | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK G. PAPA  | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD   | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: DONALD F. TEXTOR  | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM R. THOMAS   | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: FRANK G. WISNER   | Mgmt             | For           |
| 2.     | TO RATIFY THE APPOINTMENT BY THE AUDIT<br>COMMITTEE OF THE BOARD OF DIRECTORS OF<br>DELOITTE & TOUCHE LLP, INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM, AS<br>AUDITORS FOR THE COMPANY FOR THE YEAR<br>ENDING DECEMBER 31, 2014. | Mgmt             | For           |
| 3.     | TO APPROVE, BY NON-BINDING VOTE, THE<br>COMPENSATION OF THE COMPANY'S NAMED<br>EXECUTIVE OFFICERS.  | Mgmt             | For           |
| 4.     | STOCKHOLDER PROPOSAL CONCERNING<br>QUANTITATIVE RISK MANAGEMENT REPORTING FOR<br>HYDRAULIC FRACTURING OPERATIONS, IF<br>PROPERLY PRESENTED.   | Shr              | Against       |

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5. STOCKHOLDER PROPOSAL CONCERNING A METHANE EMISSIONS REPORT, IF PROPERLY PRESENTED. Shr Against

FIRST REPUBLIC BANK

Agen

Security: 33616C100  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: FRC  
 ISIN: US33616C1009

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>JAMES H. HERBERT, II<br>K. AUGUST-DEWILDE<br>THOMAS J. BARRACK, JR.<br>FRANK J. FAHRENKOPF, JR<br>WILLIAM E. FORD<br>L. MARTIN GIBBS<br>SANDRA R. HERNANDEZ<br>PAMELA J. JOYNER<br>REYNOLD LEVY<br>JODY S. LINDELL<br>GEORGE G.C. PARKER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.  | Mgmt   | For  |
| 3.     | TO APPROVE, BY ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF OUR EXECUTIVE OFFICERS (A "SAY ON PAY" VOTE).  | Mgmt   | For  |

FORD MOTOR COMPANY

Agen

Security: 345370860  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: F  
 ISIN: US3453708600

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN G. BUTLER   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KIMBERLY A. CASIANO | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANTHONY F. EARLEY,  | Mgmt          | For           |

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JR.

|     |  |      |         |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: EDSEL B. FORD II   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: RICHARD A. GEPHARDT  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: JAMES P. HACKETT   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: JAMES H. HANCE, JR.  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: WILLIAM W. HELMAN IV   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: JOHN C. LECHLEITER   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: ELLEN R. MARRAM  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: ALAN MULALLY   | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: HOMER A. NEAL  | Mgmt | For     |
| 1O. | ELECTION OF DIRECTOR: GERALD L. SHAHEEN  | Mgmt | For     |
| 1P. | ELECTION OF DIRECTOR: JOHN L. THORNTON   | Mgmt | For     |
| 2.  | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt | For     |
| 3.  | SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.   | Mgmt | For     |
| 4.  | APPROVAL OF THE 2014 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS.  | Mgmt | For     |
| 5.  | RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE. | Shr  | Against |
| 6.  | RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.                            | Shr  | Against |

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 FORTUNE BRANDS HOME & SECURITY, INC.

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 Agen

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 Security: 34964C106  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2014  
 Ticker: FBHS  
 ISIN: US34964C1062  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|     |  |      |     |
|-----|--|------|-----|
| 1A. | ELECTION OF DIRECTOR: A.D. DAVID MACKAY  | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DAVID M. THOMAS  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: NORMAN H. WESLEY   | Mgmt | For |
| 2   | RATIFICATION OF THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 3   | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION.  | Mgmt | For |

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FRANKLIN RESOURCES, INC.

Agen

Security: 354613101  
Meeting Type: Annual  
Meeting Date: 12-Mar-2014  
Ticker: BEN  
ISIN: US3546131018

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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SAMUEL H. ARMACOST  | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: PETER K. BARKER   | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES E. JOHNSON  | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: GREGORY E. JOHNSON  | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: RUPERT H. JOHNSON,<br>JR.   | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: MARK C. PIGOTT  | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: CHUTTA RATNATHICAM  | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: LAURA STEIN   | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: ANNE M. TATLOCK   | Mgmt             | For           |
| 1J.    | ELECTION OF DIRECTOR: GEOFFREY Y. YANG  | Mgmt             | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER<br>30, 2014. | Mgmt             | For           |
| 3.     | TO APPROVE THE ADOPTION OF THE FRANKLIN<br>RESOURCES, INC. 2014 KEY EXECUTIVE<br>INCENTIVE COMPENSATION PLAN.   | Mgmt             | For           |
| 4.     | TO APPROVE BY ADVISORY VOTE, THE  | Mgmt             | For           |



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COMPENSATION OF THE COMPANY'S NAMED  
EXECUTIVE OFFICERS.

5. A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. Shr                      Against

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
Meeting Type: Annual  
Meeting Date: 23-Apr-2014  
Ticker: GE  
ISIN: US3696041033

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE                 | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: JOHN J. BRENNAN                     | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.                  | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: FRANCISCO D'SOUZA                   | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: MARIJN E. DEKKERS                   | Mgmt          | For           |
| A6     | ELECTION OF DIRECTOR: ANN M. FUDGE                        | Mgmt          | For           |
| A7     | ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD                  | Mgmt          | For           |
| A8     | ELECTION OF DIRECTOR: JEFFREY R. IMMELT                   | Mgmt          | For           |
| A9     | ELECTION OF DIRECTOR: ANDREA JUNG                         | Mgmt          | For           |
| A10    | ELECTION OF DIRECTOR: ROBERT W. LANE                      | Mgmt          | For           |
| A11    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS                 | Mgmt          | For           |
| A12    | ELECTION OF DIRECTOR: JAMES J. MULVA                      | Mgmt          | For           |
| A13    | ELECTION OF DIRECTOR: JAMES E. ROHR                       | Mgmt          | For           |
| A14    | ELECTION OF DIRECTOR: MARY L. SCHAPIRO                    | Mgmt          | For           |
| A15    | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA                 | Mgmt          | For           |
| A16    | ELECTION OF DIRECTOR: JAMES S. TISCH                      | Mgmt          | For           |
| A17    | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III               | Mgmt          | For           |
| B1     | ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION   | Mgmt          | For           |
| B2     | RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR FOR 2014 | Mgmt          | For           |

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|    |   |     |         |
|----|---|-----|---------|
| C1 | CUMULATIVE VOTING                             | Shr | Against |
| C2 | SENIOR EXECUTIVES HOLD OPTION SHARES FOR LIFE | Shr | Against |
| C3 | MULTIPLE CANDIDATE ELECTIONS                  | Shr | Against |
| C4 | RIGHT TO ACT BY WRITTEN CONSENT               | Shr | Against |
| C5 | CESSATION OF ALL STOCK OPTIONS AND BONUSES    | Shr | Against |
| C6 | SELL THE COMPANY                              | Shr | Against |

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GENERAL MOTORS COMPANY

Agen

Security: 37045V100  
Meeting Type: Annual  
Meeting Date: 10-Jun-2014  
Ticker: GM  
ISIN: US37045V1008

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOSEPH J. ASHTON  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY T. BARRA   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ERROLL B. DAVIS, JR.  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN J. GIRSKY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: E. NEVILLE ISDELL   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KATHRYN V. MARINELLO  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL G. MULLEN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES J. MULVA  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICIA F. RUSSO   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: THOMAS M. SCHOEWE   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: THEODORE M. SOLSO   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CAROL M. STEPHENSON   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS GM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 4.     | ADVISORY VOTE TO APPROVE THE FREQUENCY OF A STOCKHOLDER ADVISORY VOTE ON EXECUTIVE                                    | Mgmt          | 1 Year        |

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### COMPENSATION

|    |  |      |         |
|----|--|------|---------|
| 5. | APPROVAL OF THE GENERAL MOTORS COMPANY 2014<br>SHORT-TERM INCENTIVE PLAN | Mgmt | For     |
| 6. | APPROVAL OF THE GENERAL MOTORS COMPANY 2014<br>LONG-TERM INCENTIVE PLAN  | Mgmt | For     |
| 7. | CUMULATIVE VOTING  | Shr  | Against |
| 8. | INDEPENDENT BOARD CHAIRMAN   | Shr  | Against |

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### GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 14-May-2014  
 Ticker: GOOG  
 ISIN: US38259P5089

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>LARRY PAGE<br>SERGEY BRIN<br>ERIC E. SCHMIDT<br>L. JOHN DOERR<br>DIANE B. GREENE<br>JOHN L. HENNESSY<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF<br>ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE<br>FISCAL YEAR ENDING DECEMBER 31, 2014.                   | Mgmt   | For   |
| 3.     | THE APPROVAL OF 2013 COMPENSATION AWARDED<br>TO NAMED EXECUTIVE OFFICERS.   | Mgmt   | For   |
| 4.     | A STOCKHOLDER PROPOSAL REGARDING EQUAL<br>SHAREHOLDER VOTING, IF PROPERLY PRESENTED<br>AT THE MEETING.  | Shr  | Against   |
| 5.     | A STOCKHOLDER PROPOSAL REGARDING A LOBBYING<br>REPORT, IF PROPERLY PRESENTED AT THE<br>MEETING.   | Shr  | Against   |
| 6.     | A STOCKHOLDER PROPOSAL REGARDING THE<br>ADOPTION OF A MAJORITY VOTE STANDARD FOR<br>THE ELECTION OF DIRECTORS, IF PROPERLY<br>PRESENTED AT THE MEETING.                                     | Shr  | Against   |
| 7.     | A STOCKHOLDER PROPOSAL REGARDING TAX POLICY   | Shr  | Against   |

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PRINCIPLES, IF PROPERLY PRESENTED AT THE MEETING.

- |    |   |     |         |
|----|---|-----|---------|
| 8. | A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIRMAN OF THE BOARD POLICY, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
|----|---|-----|---------|

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 INTELSAT S.A.

Agen

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 Security: L5140P119  
 Meeting Type: Annual  
 Meeting Date: 19-Jun-2014  
 Ticker: IPRA  
 ISIN: LU0914713457  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | APPROVAL OF STATUTORY STAND-ALONE FINANCIAL STATEMENTS  | Mgmt          | For           |
| 2.     | APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS   | Mgmt          | For           |
| 3.     | APPROVAL OF ALLOCATION OF ANNUAL RESULTS  | Mgmt          | For           |
| 4.     | APPROVAL OF DECLARATION OF PREFERRED SHARE DIVIDENDS  | Mgmt          | For           |
| 5.     | APPROVAL OF DISCHARGE TO DIRECTORS FOR PERFORMANCE  | Mgmt          | For           |
| 6A.    | APPROVAL OF CO-OPTATION OF DIRECTOR: JOHN DIERCKSEN   | Mgmt          | For           |
| 6B.    | APPROVAL OF CO-OPTATION OF DIRECTOR: ROBERT CALLAHAN  | Mgmt          | For           |
| 7A.    | ELECTION OF DIRECTOR: RAYMOND SVIDER  | Mgmt          | For           |
| 7B.    | ELECTION OF DIRECTOR: EGON DURBAN   | Mgmt          | For           |
| 7C.    | ELECTION OF DIRECTOR: JUSTIN BATEMAN  | Mgmt          | For           |
| 8.     | APPROVAL OF DIRECTOR REMUNERATION   | Mgmt          | For           |
| 9.     | APPROVAL OF RE-APPOINTMENT OF INDEPENDENT REGISTERED ACCOUNTING FIRM (SEE NOTICE FOR FURTHER DETAILS)                     | Mgmt          | For           |
| 10.    | APPROVAL OF SHARE REPURCHASES AND TREASURY SHARE HOLDINGS (SEE NOTICE FOR FURTHER DETAILS)                                | Mgmt          | For           |
| 11.    | ACKNOWLEDGEMENT OF REPORT AND APPROVAL OF AN EXTENSION OF THE VALIDITY PERIOD OF THE AUTHORIZED SHARE CAPITAL AND RELATED | Mgmt          | For           |

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AUTHORIZATION AND WAIVER, SUPPRESSION AND  
WAIVER OF SHAREHOLDER PRE-EMPTIVE RIGHTS  
(SEE NOTICE FOR FURTHER DETAILS)

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JOHNSON & JOHNSON

Agen

Security: 478160104  
Meeting Type: Annual  
Meeting Date: 24-Apr-2014  
Ticker: JNJ  
ISIN: US4781601046

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARY SUE COLEMAN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES G. CULLEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: IAN E.L. DAVIS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALEX GORSKY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARK B. MCCLELLAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LEO F. MULLIN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: A. EUGENE WASHINGTON  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                         | Mgmt          | For           |
| 3.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK                         | Shr           | Against       |

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JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
Meeting Type: Annual  
Meeting Date: 20-May-2014

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

Ticker: JPM  
ISIN: US46625H1005

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LINDA B. BAMMANN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES A. BELL  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CRANDALL C. BOWLES   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN B. BURKE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES S. CROWN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JAMES DIMON  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL A. NEAL  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LEE R. RAYMOND   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM C. WELDON  | Mgmt          | For           |
| 2.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt          | For           |
| 4.     | LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING  | Shr           | Against       |
| 5.     | SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS | Shr           | Against       |
| 6.     | CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE             | Shr           | Against       |

LAS VEGAS SANDS CORP.

Agen

Security: 517834107  
Meeting Type: Annual  
Meeting Date: 04-Jun-2014  
Ticker: LVS  
ISIN: US5178341070

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|    |   |              |            |
|----|---|--------------|------------|
| 1. | DIRECTOR<br>CHARLES D. FORMAN<br>GEORGE JAMIESON  | Mgmt<br>Mgmt | For<br>For |
| 2. | RATIFICATION OF THE SELECTION OF DELOITTE &<br>TOUCHE LLC AS THE COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE<br>YEAR ENDED DECEMBER 31, 2014 | Mgmt         | For        |
| 3. | TO APPROVE THE EXTENSION OF THE TERM OF THE<br>LAS VEGAS SANDS CORP. 2004 EQUITY AWARD<br>PLAN  | Mgmt         | For        |
| 4. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION  | Mgmt         | For        |

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MASCO CORPORATION

Agen

Security: 574599106  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: MAS  
 ISIN: US5745991068

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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: KEITH J. ALLMAN  | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: VERNE G. ISTOCK  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: J. MICHAEL LOSH  | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: CHRISTOPHER A.<br>O'HERLIHY  | Mgmt             | For           |
| 2.     | TO APPROVE, BY NON-BINDING ADVISORY VOTE,<br>THE COMPENSATION PAID TO THE COMPANY'S<br>NAMED EXECUTIVE OFFICERS, AS DISCLOSED<br>PURSUANT TO THE COMPENSATION DISCLOSURE<br>RULES OF THE SEC, INCLUDING THE<br>COMPENSATION DISCUSSION AND ANALYSIS, THE<br>COMPENSATION TABLES AND THE RELATED<br>MATERIALS DISCLOSED IN THE PROXY STATEMENT. | Mgmt             | For           |
| 3.     | TO RATIFY THE SELECTION OF<br>PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT<br>AUDITORS FOR THE COMPANY FOR 2014.  | Mgmt             | For           |
| 4.     | TO APPROVE THE COMPANY'S 2014 LONG TERM<br>STOCK INCENTIVE PLAN.   | Mgmt             | For           |

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MASTERCARD INCORPORATED

Agen

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Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2014  
 Ticker: MA  
 ISIN: US57636Q1040

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD HAYTHORNTHWAITE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: AJAY BANGA   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: SILVIO BARZI   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID R. CARLUCCI  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: STEVEN J. FREIBERG   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JULIUS GENACHOWSKI   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MERIT E. JANOW   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: NANCY J. KARCH   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MARC OLIVIE  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RIMA QURESHI   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOSE OCTAVIO REYES LAGUNES   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JACKSON P. TAI   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: EDWARD SUNING TIAN   | Mgmt          | For           |
| 2.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |

MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: MCD  
 ISIN: US5801351017

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|



## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1A. | ELECTION OF DIRECTOR: SUSAN E. ARNOLD   | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: RICHARD H. LENNY  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: WALTER E. MASSEY  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: CARY D. MCMILLAN  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: SHEILA A. PENROSE   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: ROGER W. STONE  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: MILES D. WHITE  | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 3.  | APPROVAL OF PERFORMANCE GOALS FOR AWARDS UNDER THE MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN. | Mgmt | For     |
| 4.  | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2014.      | Mgmt | For     |
| 5.  | ADVISORY VOTE REQUESTING THE ABILITY FOR SHAREHOLDERS TO ACT BY WRITTEN CONSENT, IF PRESENTED.      | Shr  | Against |

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 MERCK & CO., INC.

Agen

Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 27-May-2014  
 Ticker: MRK  
 ISIN: US58933Y1055  
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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LESLIE A. BRUN          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: THOMAS R. CECH          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH C. FRAZIER      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THOMAS H. GLOCER        | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR. | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: C. ROBERT KIDDER        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS     | Mgmt          | For           |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1H. | ELECTION OF DIRECTOR: CARLOS E. REPRESAS   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: PATRICIA F. RUSSO  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: CRAIG B. THOMPSON  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: PETER C. WENDELL   | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 3.  | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.                           | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS.   | Shr  | Against |

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 19-Nov-2013  
Ticker: MSFT  
ISIN: US5949181045  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | ELECTION OF DIRECTOR: STEVEN A. BALLMER   | Mgmt          | For           |
| 2.     | ELECTION OF DIRECTOR: DINA DUBLON   | Mgmt          | For           |
| 3.     | ELECTION OF DIRECTOR: WILLIAM H. GATES III  | Mgmt          | For           |
| 4.     | ELECTION OF DIRECTOR: MARIA M. KLAWE  | Mgmt          | For           |
| 5.     | ELECTION OF DIRECTOR: STEPHEN J. LUCZO  | Mgmt          | For           |
| 6.     | ELECTION OF DIRECTOR: DAVID F. MARQUARDT  | Mgmt          | For           |
| 7.     | ELECTION OF DIRECTOR: CHARLES H. NOSKI  | Mgmt          | For           |
| 8.     | ELECTION OF DIRECTOR: HELMUT PANKE  | Mgmt          | For           |
| 9.     | ELECTION OF DIRECTOR: JOHN W. THOMPSON  | Mgmt          | For           |
| 10.    | APPROVE MATERIAL TERMS OF THE PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN | Mgmt          | For           |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 11. | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt | For |
| 12. | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2014 | Mgmt | For |

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MONDELEZ INTERNATIONAL, INC.

Agen

Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: MDLZ  
 ISIN: US6092071058

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LEWIS W.K. BOOTH   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LOIS D. JULIBER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK D. KETCHUM  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JORGE S. MESQUITA  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: NELSON PELTZ   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: IRENE B. ROSENFELD   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICK T. SIEWERT   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RUTH J. SIMMONS  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: RATAN N. TATA  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | APPROVE MONDELEZ INTERNATIONAL, INC. AMENDED AND RESTATED 2005 PERFORMANCE INCENTIVE PLAN  | Mgmt          | For           |
| 4.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2014 | Mgmt          | For           |
| 5.     | SHAREHOLDER PROPOSAL: REPORT ON PACKAGING  | Shr           | Against       |

Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

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 NIKE, INC. Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 19-Sep-2013  
 Ticker: NKE  
 ISIN: US6541061031  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1      | DIRECTOR<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>PHYLLIS M. WISE                                    | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt                 | For               |
| 3.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |
| 4.     | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.                          | Shr                  | Against           |

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 NOKIA CORPORATION Agen

Security: 654902204  
 Meeting Type: Special  
 Meeting Date: 19-Nov-2013  
 Ticker: NOK  
 ISIN: US6549022043  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 6.     | PROPOSAL OF THE BOARD OF DIRECTORS TO CONFIRM AND APPROVE THE SALE OF THE DEVICES & SERVICES BUSINESS. | Mgmt          | For           |

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 NOKIA CORPORATION Agen

Security: 654902204  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2014  
 Ticker: NOK

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

ISIN: US6549022043

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 7.     | ADOPTION OF THE ANNUAL ACCOUNTS.   | Mgmt   | For   |
| 8.     | RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND.  | Mgmt   | For   |
| 9.     | RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT AND CEO FROM LIABILITY.   | Mgmt   | For   |
| 10.    | RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS.   | Mgmt   | For   |
| 11.    | RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS.   | Mgmt   | For   |
| 12.    | DIRECTOR<br>VIVEK BADRINATH<br>BRUCE BROWN<br>ELIZABETH DOHERTY<br>JOUKO KARVINEN<br>MARTEN MICKOS<br>ELIZABETH NELSON<br>RISTO SIILASMAA<br>KARI STADIGH<br>DENNIS STRIGL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 13.    | RESOLUTION ON THE REMUNERATION OF THE AUDITOR.   | Mgmt   | For   |
| 14.    | ELECTION OF AUDITOR.   | Mgmt   | For   |
| 15.    | AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE THE COMPANY'S OWN SHARES.   | Mgmt   | For   |
| 16.    | AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE ON THE ISSUANCE OF SHARES AND SPECIAL RIGHTS ENTITLING TO SHARES.   | Mgmt   | For   |

OCH-ZIFF CAP MGMT GROUP LLC

Agen

Security: 67551U105  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: OZM  
 ISIN: US67551U1051

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|    |  |              |            |
|----|--|--------------|------------|
| 1. | DIRECTOR<br>JOEL M. FRANK<br>ALLAN S. BUFFERD  | Mgmt<br>Mgmt | For<br>For |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS OCH-ZIFF'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING<br>DECEMBER 31, 2014. | Mgmt         | For        |
| 3. | TO APPROVE THE ADVISORY RESOLUTION ON<br>EXECUTIVE COMPENSATION.   | Mgmt         | For        |

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ORACLE CORPORATION

Agen

Security: 68389X105  
Meeting Type: Annual  
Meeting Date: 31-Oct-2013  
Ticker: ORCL  
ISIN: US68389X1054  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1      | DIRECTOR<br>JEFFREY S. BERG<br>H. RAYMOND BINGHAM<br>MICHAEL J. BOSKIN<br>SAFRA A. CATZ<br>BRUCE R. CHIZEN<br>GEORGE H. CONRADES<br>LAWRENCE J. ELLISON<br>HECTOR GARCIA-MOLINA<br>JEFFREY O. HENLEY<br>MARK V. HURD<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION.   | Mgmt   | For   |
| 3      | APPROVAL OF AMENDMENT TO THE LONG-TERM<br>EQUITY INCENTIVE PLAN.  | Mgmt   | For   |
| 4      | RATIFICATION OF THE SELECTION OF ERNST &<br>YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR FISCAL YEAR 2014.   | Mgmt   | For   |
| 5      | STOCKHOLDER PROPOSAL REGARDING ESTABLISHING<br>A BOARD COMMITTEE ON HUMAN RIGHTS.   | Shr  | Against   |
| 6      | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT<br>BOARD CHAIRMAN.   | Shr  | Against   |
| 7      | STOCKHOLDER PROPOSAL REGARDING VOTE<br>TABULATION.  | Shr  | Against   |
| 8      | STOCKHOLDER PROPOSAL REGARDING MULTIPLE<br>PERFORMANCE METRICS.   | Shr  | Against   |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|   |  |     |         |
|---|--|-----|---------|
| 9 | STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS. | Shr | Against |
|---|--|-----|---------|

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 ORANGE, PARIS

Agen

Security: F6866T100  
 Meeting Type: MIX  
 Meeting Date: 27-May-2014  
 Ticker:  
 ISIN: FR0000133308

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.  | Non-Voting    |               |
| CMMT   | THE FOLLOWING APPLIES TO SHAREHOLDERS THAT DO NOT HOLD SHARES DIRECTLY WITH A FRENCH CUSTODIAN: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE.  | Non-Voting    |               |
| CMMT   | 05 MAY 2014: PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><br><a href="https://balo.journal-officiel.gouv.fr/pdf/2014/0402/201404021400893.pdf">https://balo.journal-officiel.gouv.fr/pdf/2014/0402/201404021400893.pdf</a> . PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL:<br><a href="http://www.journal-officiel.gouv.fr//pdf/2014/0505/201405051401514.pdf">http://www.journal-officiel.gouv.fr//pdf/2014/0505/201405051401514.pdf</a> . IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT VOTE AGAIN UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting    |               |
| O.1    | APPROVAL OF THE ANNUAL CORPORATE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31ST, 2013  | Mgmt          | For           |
| O.2    | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31ST, 2013  | Mgmt          | For           |
| O.3    | ALLOCATION OF INCOME FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31ST, 2013AS REFLECTED IN THE ANNUAL FINANCIAL STATEMENTS  | Mgmt          | For           |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|      |  |            |         |
|------|--|------------|---------|
| O.4  | AGREEMENT PURSUANT TO ARTICLE L.225-38 OF THE COMMERCIAL CODE - COMPENSATION PAID TO MR. BERNARD DUFAU   | Mgmt       | For     |
| O.5  | RENEWAL OF TERM OF MR. STEPHANE RICHARD AS DIRECTOR  | Mgmt       | For     |
| CMMT | ELECTION OF THE DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS: PURSUANT TO ARTICLE 13.3 OF THE BYLAWS OF THE COMPANY, ONLY ONE OF THE TWO CANDIDATES TO THE POSITION OF DIRECTOR REPRESENTING EMPLOYEES SHAREHOLDERS MAY BE ELECTED BY THIS GENERAL MEETING. EACH CANDIDATE IS PRESENTED IN A SPECIAL RESOLUTION. THE CANDIDATE WHO RECEIVES THE LARGEST NUMBER OF VOTES, IN ADDITION TO THE REQUIRED MAJORITY WILL BE ELECTED | Non-Voting |         |
| O.6  | ELECTION OF MR. PATRICE BRUNET AS DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS  | Mgmt       | Abstain |
| O.7  | ELECTION OF MR. JEAN-LUC BURGAIN AS DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS  | Mgmt       | Abstain |
| O.8  | ATTENDANCE ALLOWANCES ALLOCATED TO THE BOARD OF DIRECTORS  | Mgmt       | For     |
| O.9  | ADVISORY REVIEW OF THE COMPENSATION OWED OR PAID TO MR. STEPHANE RICHARD, PRESIDENT AND CEO FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31ST, 2013  | Mgmt       | For     |
| O.10 | ADVISORY REVIEW OF THE COMPENSATION OWED OR PAID TO MR. GERVAIS PELLISSIER, MANAGING DIRECTOR FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31ST, 2013  | Mgmt       | For     |
| O.11 | AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO PURCHASE OR TRANSFER SHARES OF THE COMPANY  | Mgmt       | For     |
| E.12 | AMENDMENT TO ITEM 1 OF ARTICLE 15 OF THE BYLAWS, DELIBERATIONS OF THE BOARD  | Mgmt       | For     |
| E.13 | AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE CAPITAL BY CANCELLATION OF SHARES  | Mgmt       | For     |
| E.14 | POWERS TO CARRY OUT ALL LEGAL FORMALITIES  | Mgmt       | For     |

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PFIZER INC.

Agen

Security: 717081103  
Meeting Type: Annual  
Meeting Date: 24-Apr-2014  
Ticker: PFE  
ISIN: US7170811035

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Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: W. DON CORNWELL  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCES D. FERGUSSON   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: HELEN H. HOBBS   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JAMES M. KILTS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: GEORGE A. LORCH  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SHANTANU NARAYEN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: IAN C. READ  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEPHEN W. SANGER  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE   | Mgmt          | For           |
| 2.     | RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 4.     | APPROVAL OF PFIZER INC. 2014 STOCK PLAN  | Mgmt          | For           |
| 5.     | SHAREHOLDER PROPOSAL REGARDING APPROVAL OF POLITICAL CONTRIBUTIONS POLICY                  | Shr           | Against       |
| 6.     | SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES   | Shr           | Against       |
| 7.     | SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT                                   | Shr           | Against       |

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 PHILIP MORRIS INTERNATIONAL INC.  
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Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: PM  
 ISIN: US7181721090  
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| Prop.# | Proposal                           | Proposal Type | Proposal Vote |
|--------|------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HAROLD BROWN | Mgmt          | For           |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1B. | ELECTION OF DIRECTOR: ANDRE CALANTZOPOULOS               | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI                 | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: JENNIFER LI                        | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: SERGIO MARCHIONNE                  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: KALPANA MORPARIA                   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: LUCIO A. NOTO                      | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: ROBERT B. POLET                    | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: CARLOS SLIM HELU                   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: STEPHEN M. WOLF                    | Mgmt | For     |
| 2.  | RATIFICATION OF THE SELECTION OF<br>INDEPENDENT AUDITORS | Mgmt | For     |
| 3.  | ADVISORY VOTE APPROVING EXECUTIVE<br>COMPENSATION        | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL 1 - LOBBYING                        | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL 2 - ANIMAL TESTING                  | Shr  | Against |

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QUALCOMM INCORPORATED

Agen

Security: 747525103  
Meeting Type: Annual  
Meeting Date: 04-Mar-2014  
Ticker: QCOM  
ISIN: US7475251036

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| Prop.# | Proposal                                    | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: BARBARA T. ALEXANDER  | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE  | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: SUSAN HOCKFIELD       | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS W. HORTON      | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: PAUL E. JACOBS        | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: SHERRY LANSING        | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF  | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: DUANE A. NELLES       | Mgmt             | For           |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |  |      |        |
|-----|--|------|--------|
| 1J. | ELECTION OF DIRECTOR: CLARK T. RANDT, JR.  | Mgmt | For    |
| 1K. | ELECTION OF DIRECTOR: FRANCISCO ROS  | Mgmt | For    |
| 1L. | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt | For    |
| 1M. | ELECTION OF DIRECTOR: BRENT SCOWCROFT  | Mgmt | For    |
| 1N. | ELECTION OF DIRECTOR: MARC I. STERN  | Mgmt | For    |
| 2.  | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 28, 2014. | Mgmt | For    |
| 3.  | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.   | Mgmt | For    |
| 4.  | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year |

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RIO TINTO PLC

Agen

Security: 767204100  
Meeting Type: Annual  
Meeting Date: 15-Apr-2014  
Ticker: RIO  
ISIN: US7672041008  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | RECEIPT OF THE 2013 ANNUAL REPORT. TO RECEIVE THE COMPANY'S FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2013.  | Mgmt          | For           |
| 2.     | APPROVAL OF THE REMUNERATION POLICY REPORT. TO APPROVE THE REMUNERATION POLICY REPORT AS SET OUT IN THE 2013 ANNUAL REPORT ON PAGES 70 TO 78.  | Mgmt          | For           |
| 3.     | APPROVAL OF THE DIRECTORS' REPORT ON REMUNERATION AND REMUNERATION COMMITTEE CHAIRMAN'S LETTER. TO APPROVE THE DIRECTORS' REPORT ON REMUNERATION FOR THE YEAR ENDED 31 DECEMBER 2013 AND THE REMUNERATION COMMITTEE CHAIRMAN'S LETTER AS SET OUT IN THE 2013 ANNUAL REPORT ON PAGES 68 TO 108 (SAVE FOR PAGES 70 TO 78). | Mgmt          | For           |
| 4.     | APPROVAL OF THE REMUNERATION REPORT. TO APPROVE THE REMUNERATION REPORT FOR THE YEAR ENDED 31 DECEMBER 2013 AS SET OUT IN  | Mgmt          | For           |

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THE 2013 ANNUAL REPORT ON PAGES 68 TO 108.

|     |   |      |     |
|-----|---|------|-----|
| 5.  | APPROVAL OF POTENTIAL TERMINATION BENEFITS. TO APPROVE FOR ALL PURPOSES (INCLUDING FOR THE PURPOSES OF SECTIONS 200B AND 200E OF THE AUSTRALIAN CORPORATIONS ACT 2001) THE GIVING OF BENEFITS TO PERSONS (RELEVANT EXECUTIVES) WHO, FROM TIME TO TIME, ARE KEY MANAGEMENT PERSONNEL (KMP) OF RIO TINTO LIMITED OR WHO HOLD A MANAGERIAL OR EXECUTIVE OFFICE IN RIO TINTO LIMITED OR A RELATED BODY CORPORATE, IN CONNECTION WITH THE PERSON CEASING TO HOLD AN OFFICE, OR POSITION OF EMPLOYMENT, IN RIO TINTO LIMITED OR A RELATED BODY CORPORATE. | Mgmt | For |
| 6.  | TO ELECT ANNE LAUVERGEON AS A DIRECTOR  | Mgmt | For |
| 7.  | TO ELECT SIMON THOMPSON AS A DIRECTOR   | Mgmt | For |
| 8.  | TO RE-ELECT ROBERT BROWN AS A DIRECTOR  | Mgmt | For |
| 9.  | TO RE-ELECT JAN DU PLESSIS AS A DIRECTOR  | Mgmt | For |
| 10. | TO RE-ELECT MICHAEL FITZPATRICK AS A DIRECTOR   | Mgmt | For |
| 11. | TO RE-ELECT ANN GODBEHERE AS A DIRECTOR   | Mgmt | For |
| 12. | TO RE-ELECT RICHARD GOODMANSON AS A DIRECTOR  | Mgmt | For |
| 13. | TO RE-ELECT LORD KERR AS A DIRECTOR   | Mgmt | For |
| 14. | TO RE-ELECT CHRIS LYNCH AS A DIRECTOR   | Mgmt | For |
| 15. | TO RE-ELECT PAUL TELLIER AS A DIRECTOR  | Mgmt | For |
| 16. | TO RE-ELECT JOHN VARLEY AS A DIRECTOR   | Mgmt | For |
| 17. | TO RE-ELECT SAM WALSH AS A DIRECTOR   | Mgmt | For |
| 18. | RE-APPOINTMENT OF AUDITORS  | Mgmt | For |
| 19. | REMUNERATION OF AUDITORS  | Mgmt | For |
| 20. | GENERAL AUTHORITY TO ALLOT SHARES   | Mgmt | For |
| 21. | DISAPPLICATION OF PRE-EMPTION RIGHTS  | Mgmt | For |
| 22. | AUTHORITY TO PURCHASE RIO TINTO PLC SHARES  | Mgmt | For |
| 23. | NOTICE PERIOD FOR GENERAL MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS   | Mgmt | For |
| 24. | SCRIP DIVIDEND AUTHORITY  | Mgmt | For |

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Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 09-Apr-2014  
 Ticker: SLB  
 ISIN: AN8068571086

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PETER L.S. CURRIE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TONY ISAAC  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: K. VAMAN KAMATH   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MAUREEN KEMPSTON DARKES                                     | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PAAL KIBSGAARD  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL E. MARKS  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LUBNA S. OLAYAN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LEO RAFAEL REIF   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: TORE I. SANDVOLD  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: HENRI SEYDOUX   | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.           | Mgmt          | For           |
| 3.     | TO APPROVE THE COMPANY'S 2013 FINANCIAL STATEMENTS AND DECLARATIONS OF DIVIDENDS. | Mgmt          | For           |
| 4.     | TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt          | For           |

SIEMENS AG, MUENCHEN

Agen

Security: D69671218  
 Meeting Type: AGM  
 Meeting Date: 28-Jan-2014  
 Ticker:  
 ISIN: DE0007236101

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | Please note that by judgement of OLG Cologne rendered on June 6, 2013, any | Non-Voting    |               |

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shareholder who holds an aggregate total of 3 percent or more of the outstanding share capital must register under their beneficial owner details before the appropriate deadline to be able to vote. Failure to comply with the declaration requirements as stipulated in section 21 of the Securities Trade Act (WpHG) may prevent the shareholder from voting at the general meetings. Therefore, your custodian may request that we register beneficial owner data for all voted accounts with the respective sub custodian. If you require further information whether or not such BO registration will be conducted for your custodians accounts, please contact your CSR.

The sub-custodian banks optimized their processes and established solutions, which do not require any flagging or blocking. These optimized processes avoid any settlement conflicts. The sub custodians have advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. Registered shares will be deregistered at the deregistration date by the sub custodians. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent. Please contact your CSR for further information.

Non-Voting

The Vote/Registration Deadline as displayed on ProxyEdge is subject to change and will be updated as soon as Broadridge receives confirmation from the sub custodians regarding their instruction deadline. For any queries please contact your Client Services Representative.

Non-Voting

ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.

Non-Voting

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|  |                   |            |
|--|-------------------|------------|
| <p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 13.01.2014. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.</p>   | <p>Non-Voting</p> |            |
| <p>1. To receive and consider the adopted Annual Financial Statements of Siemens AG and the approved Consolidated Financial Statements, together with the Combined Management Report of Siemens AG and the Siemens Group, including the Explanatory Report on the information required pursuant to Section 289 (4) and (5) and Section 315 (4) of the German Commercial Code (HGB) as of September 30, 2013, as well as the Report of the Supervisory Board, the Corporate Governance Report, the Compensation Report and the Compliance Report for fiscal year 2013</p> | <p>Non-Voting</p> |            |
| <p>2. Resolution on the Appropriation of the Distributable Profit The distributable profit of EUR 2,643,000,000.00 as follows: Payment of a dividend of EUR 3.00 per no-par share for the 2012/2014 financial year. EUR 109,961,760.00 shall be carried forward. Ex-dividend and payable date: January 29, 2014</p>  | <p>Mgmt</p>       | <p>For</p> |
| <p>3. To ratify the acts of the members of the Managing Board</p>  | <p>Mgmt</p>       | <p>For</p> |
| <p>4. To ratify the acts of the members of the Supervisory Board</p>   | <p>Mgmt</p>       | <p>For</p> |
| <p>5. To resolve on the approval of the system of Managing Board compensation</p>  | <p>Mgmt</p>       | <p>For</p> |
| <p>6. To resolve on the appointment of independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the Interim Financial Statements: Ernst &amp; Young GmbH</p>  | <p>Mgmt</p>       | <p>For</p> |
| <p>7. To resolve on a by-election to the Supervisory Board: Jim Hagemann Snabe</p>   | <p>Mgmt</p>       | <p>For</p> |
| <p>8. To resolve on the creation of an Authorized Capital 2014 against contributions in cash and / or contributions in kind with the option of excluding subscription rights, and related amendments to the Articles of Association</p>  | <p>Mgmt</p>       | <p>For</p> |
| <p>9. To resolve on the cancelation of the</p>   | <p>Mgmt</p>       | <p>For</p> |

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authorization to issue convertible bonds and / or warrant bonds dated January 25, 2011 and of the Conditional Capital 2011 as well as on the creation of a new authorization of the Managing Board to issue convertible bonds and / or warrant bonds and to exclude shareholders subscription rights, and on the creation of a Conditional Capital 2014 and related amendments to the Articles of Association

- |     |   |      |     |
|-----|---|------|-----|
| 10. | To resolve on the cancelation of Conditional Capital no longer required and related amendments to the Articles of Association | Mgmt | For |
| 11. | To resolve on the adjustment of Supervisory Board compensation and related amendments to the Articles of Association          | Mgmt | For |

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 STARBUCKS CORPORATION

Agen

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 Security: 855244109  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2014  
 Ticker: SBUX  
 ISIN: US8552441094  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HOWARD SCHULTZ                       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM W. BRADLEY                   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT M. GATES                      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MELLODY HOBSON                       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KEVIN R. JOHNSON                     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: OLDEN LEE                            | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOSHUA COOPER RAMO                   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES G. SHENNAN, JR.                | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CLARA SHIH                           | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JAVIER G. TERUEL                     | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MYRON E. ULLMAN, III                 | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CRAIG E. WEATHERUP                   | Mgmt          | For           |
| 2.     | ADVISORY RESOLUTION TO APPROVE OUR EXECUTIVE COMPENSATION. | Mgmt          | For           |



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|    |  |      |         |
|----|--|------|---------|
| 3. | RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014. | Mgmt | For     |
| 4. | PROHIBIT POLITICAL SPENDING.   | Shr  | Against |
| 5. | INDEPENDENT BOARD CHAIRMAN.  | Shr  | Against |

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T. ROWE PRICE GROUP, INC.

Agen

Security: 74144T108  
Meeting Type: Annual  
Meeting Date: 24-Apr-2014  
Ticker: TROW  
ISIN: US74144T1088

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: MARK S. BARTLETT  | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: EDWARD C. BERNARD   | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: MARY K. BUSH  | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: DONALD B. HEBB, JR.   | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: DR. FREEMAN A. HRABOWSKI, III   | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: JAMES A.C. KENNEDY  | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: ROBERT F. MACLELLAN   | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: BRIAN C. ROGERS   | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: OLYMPIA J. SNOWE  | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: DR. ALFRED SOMMER   | Mgmt          | For           |
| 1K)    | ELECTION OF DIRECTOR: DWIGHT S. TAYLOR  | Mgmt          | For           |
| 1L)    | ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE   | Mgmt          | For           |
| 2)     | TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS. | Mgmt          | For           |
| 3)     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.              | Mgmt          | For           |

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## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

THE ALLSTATE CORPORATION

Agen

Security: 020002101  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: ALL  
 ISIN: US0200021014

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: F. DUANE ACKERMAN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT D. BEYER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KERMIT R. CRAWFORD  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JACK M. GREENBERG   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: HERBERT L. HENKEL   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SIDDHARTH N. MEHTA  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ANDREA REDMOND  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN W. ROWE  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JUDITH A. SPRIESER  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARY ALICE TAYLOR   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: THOMAS J. WILSON  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE THE EXECUTIVE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.                                      | Mgmt          | For           |
| 3.     | APPROVE THE ANNUAL EXECUTIVE INCENTIVE PLAN MATERIAL TERMS.   | Mgmt          | For           |
| 4.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ALLSTATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR 2014. | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL ON EQUITY RETENTION BY SENIOR EXECUTIVES.  | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL ON REPORTING LOBBYING EXPENDITURES.  | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL ON REPORTING POLITICAL EXPENDITURES.   | Shr           | Against       |

THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

Meeting Date: 23-Apr-2014  
 Ticker: KO  
 ISIN: US1912161007

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HERBERT A. ALLEN                                       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RONALD W. ALLEN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANA BOTIN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: HOWARD G. BUFFETT                                      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RICHARD M. DALEY                                       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: BARRY DILLER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: HELENE D. GAYLE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: EVAN G. GREENBERG                                      | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ALEXIS M. HERMAN                                       | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MUHTAR KENT  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ROBERT A. KOTICK                                       | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO                                 | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: SAM NUNN   | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: JAMES D. ROBINSON III                                  | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: PETER V. UEBERROTH                                     | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                              | Mgmt          | For           |
| 3.     | APPROVAL OF THE COCA-COLA COMPANY 2014 EQUITY PLAN                           | Mgmt          | For           |
| 4.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt          | For           |
| 5.     | SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN                  | Shr           | Against       |

THE DOW CHEMICAL COMPANY

Agen

Security: 260543103  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: DOW  
 ISIN: US2605431038

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ARNOLD A. ALLEMANG  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: AJAY BANGA  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACQUELINE K. BARTON  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES A. BELL   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JEFF M. FETTIG  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ANDREW N. LIVERIS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PAUL POLMAN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JAMES M. RINGLER  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RUTH G. SHAW  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.                                | Mgmt          | For           |
| 4.     | APPROVAL OF THE AMENDED AND RESTATED 2012 STOCK INCENTIVE PLAN.                       | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL ON STOCKHOLDER ACTION BY WRITTEN CONSENT.                        | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION.                                    | Shr           | Against       |

THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 16-May-2014  
 Ticker: GS  
 ISIN: US38141G1040

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: M. MICHELE BURNS   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GARY D. COHN       | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: CLAES DAHLBACK   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: WILLIAM W. GEORGE  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: JAMES A. JOHNSON   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: PETER OPPENHEIMER  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JAMES J. SCHIRO  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: DEBORA L. SPAR   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: MARK E. TUCKER   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: DAVID A. VINIAR  | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION (SAY ON PAY)  | Mgmt | For     |
| 3.  | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2014 | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS<br>FOR SHAREHOLDERS  | Shr  | Against |

-----  
 THE HOME DEPOT, INC.

Agen

-----  
 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: HD  
 ISIN: US4370761029  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: F. DUANE ACKERMAN    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANCIS S. BLAKE     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ARI BOUSBIB          | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J. FRANK BROWN       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALBERT P. CAREY      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ARMANDO CODINA       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: HELENA B. FOULKES    | Mgmt          | For           |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1I. | ELECTION OF DIRECTOR: WAYNE M. HEWETT                       | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: KAREN L. KATEN                        | Mgmt | Against |
| 1K. | ELECTION OF DIRECTOR: MARK VADON                            | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP                 | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION             | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT  | Shr  | Against |

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 THE MOSAIC COMPANY

Agen

Security: 61945C103  
 Meeting Type: Annual  
 Meeting Date: 03-Oct-2013  
 Ticker: MOS  
 ISIN: US61945C1036

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: TIMOTHY S. GITZEL   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM R. GRABER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: EMERY N. KOENIG   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID T. SEATON   | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO AUDIT ITS FINANCIAL STATEMENTS AS OF AND FOR THE SEVEN-MONTH PERIOD ENDING DECEMBER 31, 2013 AND THE EFFECTIVENESS OF INTERNAL CONTROL OVER FINANCIAL REPORTING AS OF DECEMBER 31, 2013. | Mgmt          | For           |
| 3.     | A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |

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 THE SWATCH GROUP AG, NEUENBURG

Agen

Security: H83949141  
 Meeting Type: AGM

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

Meeting Date: 14-May-2014  
 Ticker:  
 ISIN: CH0012255151

| Prop.# | Proposal  | Proposal Type | Proposal Vote  |
|--------|---|---------------|----------------|
| 1      | APPROVAL OF THE ANNUAL REPORT 2013  | Mgmt          | Take No Action |
| 2      | DISCHARGE OF THE BOARD OF DIRECTORS AND THE GROUP MANAGEMENT BOARD  | Mgmt          | Take No Action |
| 3      | RESOLUTION FOR THE APPROPRIATION OF THE AVAILABLE EARNINGS : DIVIDENDS OF CHF 1.50 PER REGISTERED SHARE AND CHF 7.50 PER BEARER SHARE | Mgmt          | Take No Action |
| 4.1    | RE-ELECTION TO THE BOARD OF DIRECTOR: MRS. NAYLA HAYEK  | Mgmt          | Take No Action |
| 4.2    | RE-ELECTION TO THE BOARD OF DIRECTOR: MRS. ESTHER GREETHER  | Mgmt          | Take No Action |
| 4.3    | RE-ELECTION TO THE BOARD OF DIRECTOR: MR. ERNST TANNER  | Mgmt          | Take No Action |
| 4.4    | RE-ELECTION TO THE BOARD OF DIRECTOR: MR. GEORGES N. HAYEK  | Mgmt          | Take No Action |
| 4.5    | RE-ELECTION TO THE BOARD OF DIRECTOR: MR. CLAUDE NICOLLIER  | Mgmt          | Take No Action |
| 4.6    | RE-ELECTION TO THE BOARD OF DIRECTOR: MR. JEAN-PIERRE ROTH  | Mgmt          | Take No Action |
| 4.7    | RE-ELECTION TO THE BOARD OF DIRECTOR: MRS. NAYLA HAYEK AS CHAIR OF THE BOARD OF DIRECTORS   | Mgmt          | Take No Action |
| 5.1    | ELECTION OF THE COMPENSATION COMMITTEE: MRS. NAYLA HAYEK  | Mgmt          | Take No Action |
| 5.2    | ELECTION OF THE COMPENSATION COMMITTEE: MRS. ESTHER GREETHER  | Mgmt          | Take No Action |
| 5.3    | ELECTION OF THE COMPENSATION COMMITTEE: MR. ERNST TANNER  | Mgmt          | Take No Action |
| 5.4    | ELECTION OF THE COMPENSATION COMMITTEE: MR. GEORGES N. HAYEK  | Mgmt          | Take No Action |
| 5.5    | ELECTION OF THE COMPENSATION COMMITTEE: MR. CLAUDE NICOLLIER  | Mgmt          | Take No Action |
| 5.6    | ELECTION OF THE COMPENSATION COMMITTEE: MR. JEAN-PIERRE ROTH  | Mgmt          | Take No Action |
| 6      | ELECTION OF THE INDEPENDENT REPRESENTATIVE (MR. BERNHARD LEHMANN)   | Mgmt          | Take No Action |
| 7      | ELECTION OF THE STATUTORY AUDITORS  | Mgmt          | Take No Action |

# Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

(PRICEWATERHOUSECOOPERS LTD)

|      |  |            |                |
|------|--|------------|----------------|
| 8    | AD HOC   | Mgmt       | Take No Action |
| CMMT | 09 MAY 2014: PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF DIVIDEND AMOUNT. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT VOTE AGAIN UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting |                |

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 THE TJX COMPANIES, INC.

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 Agen

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2014  
 Ticker: TJX  
 ISIN: US8725401090

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ZEIN ABDALLA  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOSE B. ALVAREZ   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALAN M. BENNETT   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: BERNARD CAMMARATA   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DAVID T. CHING  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL F. HINES  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: AMY B. LANE   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CAROL MEYROWITZ   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN F. O'BRIEN   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLOW B. SHIRE   | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2015. | Mgmt          | For           |
| 3.     | SAY ON PAY: ADVISORY APPROVAL OF TJX'S EXECUTIVE COMPENSATION.                                | Mgmt          | For           |

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 THE WALT DISNEY COMPANY

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 Agen

Security: 254687106  
 Meeting Type: Annual



## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

Meeting Date: 18-Mar-2014  
 Ticker: DIS  
 ISIN: US2546871060

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SUSAN E. ARNOLD  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN S. CHEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACK DORSEY  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT A. IGER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: FRED H. LANGHAMMER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: AYLWIN B. LEWIS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SHERYL K. SANDBERG   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ORIN C. SMITH  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>REGISTERED PUBLIC ACCOUNTANTS FOR 2014. | Mgmt          | For           |
| 3.     | TO APPROVE THE ADVISORY RESOLUTION ON<br>EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | TO APPROVE AN AMENDMENT TO THE COMPANY'S<br>RESTATED CERTIFICATE OF INCORPORATION.                                     | Mgmt          | For           |
| 5.     | TO APPROVE THE SHAREHOLDER PROPOSAL<br>RELATING TO PROXY ACCESS.   | Shr           | Against       |
| 6.     | TO APPROVE THE SHAREHOLDER PROPOSAL<br>RELATING TO ACCELERATION OF EQUITY AWARDS.                                      | Shr           | Against       |

TOTAL SA, COURBEVOIE

Agen

Security: F92124100  
 Meeting Type: MIX  
 Meeting Date: 16-May-2014  
 Ticker:  
 ISIN: FR0000120271

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO<br>MEETING ID 282282 DUE TO ADDITION OF | Non-Voting    |               |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

RESOLUTIONS A, B, C, D AND E. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.

|      |   |            |         |
|------|---|------------|---------|
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="http://www.journal-officiel.gouv.fr//pdf/2014/0407/201404071400940.pdf">http://www.journal-officiel.gouv.fr//pdf/2014/0407/201404071400940.pdf</a>   | Non-Voting |         |
| CMMT | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.   | Non-Voting |         |
| CMMT | THE FOLLOWING APPLIES TO SHAREHOLDERS THAT DO NOT HOLD SHARES DIRECTLY WITH A FRENCH CUSTODIAN: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE. | Non-Voting |         |
| O.1  | APPROVAL OF THE CORPORATE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31, 2013  | Mgmt       | For     |
| O.2  | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31, 2013   | Mgmt       | For     |
| O.3  | ALLOCATION OF INCOME AND SETTING THE DIVIDEND   | Mgmt       | For     |
| O.4  | AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY'S SHARES  | Mgmt       | For     |
| O.5  | RENEWAL OF TERM OF MRS. PATRICIA BARBIZET AS BOARD MEMBER   | Mgmt       | For     |
| O.6  | RENEWAL OF TERM OF MRS. MARIE-CHRISTINE COISNE-ROQUETTE AS BOARD MEMBER   | Mgmt       | For     |
| O.7  | RENEWAL OF TERM OF MR. PAUL DESMARAIS, JR. AS BOARD MEMBER  | Mgmt       | Against |
| O.8  | RENEWAL OF TERM OF MRS. BARBARA KUX AS BOARD MEMBER   | Mgmt       | For     |
| O.9  | REVIEWING THE ELEMENTS OF COMPENSATION OWED OR PAID TO MR. CHRISTOPHE DE MARGERIE, CEO, FOR THE FINANCIAL YEAR ENDED ON DECEMBER 31, 2013   | Mgmt       | For     |
| E.10 | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL WHILE MAINTAINING THE SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS EITHER BY  | Mgmt       | For     |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

| ISSUING COMMON SHARES AND/OR ANY SECURITIES<br>GIVING ACCESS TO CAPITAL OF THE COMPANY, OR<br>BY INCORPORATING RESERVES, PROFITS,<br>PREMIUMS OR OTHERWISE |  |          |
|--|--|----------|
| E.11   | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL EITHER BY ISSUING COMMON SHARES OR ANY SECURITIES GIVING ACCESS TO CAPITAL WITH THE CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS   | Mgmt For |
| E.12   | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED, IN CASE OF CAPITAL INCREASE WITHOUT SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS  | Mgmt For |
| E.13   | DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL EITHER BY ISSUING COMMON SHARES OR ANY SECURITIES GIVING ACCESS TO CAPITAL, IN CONSIDERATION FOR IN-KIND CONTRIBUTIONS GRANTED TO THE COMPANY, WITH THE WAIVER BY SHAREHOLDERS OF THEIR PREFERENTIAL SUBSCRIPTION RIGHT TO SHARES ISSUED AS CONSIDERATION FOR CONTRIBUTIONS IN KIND | Mgmt For |
| E.14   | DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE CAPITAL PURSUANT TO ARTICLES L.3332-18 ET SEQ. OF THE CODE OF LABOR, WITH THE WAIVER BY SHAREHOLDERS OF THEIR PREFERENTIAL SUBSCRIPTION RIGHT TO SHARES ISSUED DUE TO THE SUBSCRIPTION FOR SHARES BY EMPLOYEES OF THE GROUP  | Mgmt For |
| E.15   | DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT CAPITAL INCREASES RESERVED FOR CATEGORIES OF BENEFICIARIES AS PART OF A TRANSACTION RESERVED FOR EMPLOYEES WITH THE CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS   | Mgmt For |
| E.16   | AUTHORIZATION TO ALLOCATE BONUS SHARES OF THE COMPANY TO EMPLOYEES OF THE GROUP AND CORPORATE OFFICERS OF THE COMPANY OR COMPANIES OF THE GROUP, WITH THE WAIVER BY SHAREHOLDERS OF THEIR PREFERENTIAL SUBSCRIPTION RIGHT TO SHARES ISSUED IN FAVOR OF BENEFICIARIES OF SHARE ALLOCATIONS  | Mgmt For |
| E.17   | AMENDMENT TO ARTICLE 11 OF THE BYLAWS FOR THE PURPOSE OF ESTABLISHING THE TERMS OF APPOINTMENT OF THE BOARD MEMBER(S) REPRESENTING EMPLOYEES UNDER THE ACT OF JUNE 14TH, 2013 ON SECURING EMPLOYMENT, AND INTEGRATING TECHNICAL AMENDMENTS ON SOME PROVISIONS RELATING TO BOARD MEMBERS REPRESENTING EMPLOYEE SHAREHOLDERS                                     | Mgmt For |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|      |   |      |         |
|------|---|------|---------|
| E.18 | AMENDMENT TO ARTICLE 12 OF THE BYLAWS TO BRING THE AGE LIMIT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS TO 70  | Mgmt | For     |
| E.19 | AMENDMENT TO ARTICLE 15 OF THE BYLAWS TO BRING THE AGE LIMIT OF THE GENERAL MANAGER TO 67   | Mgmt | For     |
| E.20 | AMENDMENT TO ARTICLE 17 OF THE BYLAWS TO COMPLY WITH THE ORDINANCE OF DECEMBER 9TH, 2010 TRANSPOSING THE EUROPEAN DIRECTIVE ON SHAREHOLDERS' RIGHTS TO BE REPRESENTED BY ANY PERSON OF THEIR CHOICE AT GENERAL MEETINGS | Mgmt | For     |
| A    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: DISTRIBUTION OF A QUARTERLY NEWSLETTER BY EMPLOYEES DIRECTORS AND DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS   | Shr  | Against |
| B    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: COMPONENTS OF REMUNERATION OF CORPORATE OFFICERS AND EMPLOYEES RELATED TO INDUSTRIAL SAFETY INDICATORS  | Shr  | Against |
| C    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: ESTABLISHING INDIVIDUAL SHAREHOLDING  | Shr  | Against |
| D    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: INCLUDING THE EMPLOYEE DIRECTOR OR EMPLOYEES DIRECTORS IN THE ORGANIZATION OF THE BOARD OF DIRECTORS  | Shr  | Against |
| E    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: DISTRIBUTION OF ATTENDANCE ALLOWANCES   | Shr  | Against |

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UNION PACIFIC CORPORATION

Agen

Security: 907818108  
Meeting Type: Annual  
Meeting Date: 15-May-2014  
Ticker: UNP  
ISIN: US9078181081

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| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.H. CARD, JR.  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: E.B. DAVIS, JR. | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: D.B. DILLON     | Mgmt          | For           |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: J.R. HOPE  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: J.J. KORALESKI   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: C.C. KRULAK  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: M.R. MCCARTHY  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: M.W. MCCONNELL   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: T.F. MCLARTY III   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: S.R. ROGEL   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: J.H. VILLARREAL  | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.         | Mgmt | For     |
| 3.  | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").   | Mgmt | For     |
| 4.  | AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK.   | Mgmt | For     |
| 5.  | SHAREHOLDER PROPOSAL REGARDING EXECUTIVES TO RETAIN SIGNIFICANT STOCK IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr  | Against |

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 UNITED PARCEL SERVICE, INC.  
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Agen

Security: 911312106  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: UPS  
 ISIN: US9113121068  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: F. DUANE ACKERMAN   | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: RODNEY C. ADKINS    | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: MICHAEL J. BURNS    | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: D. SCOTT DAVIS      | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: STUART E. EIZENSTAT | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: MICHAEL L. ESKEW    | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: WILLIAM R. JOHNSON  | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: CANDACE KENDLE      | Mgmt          | For           |

## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1I) | ELECTION OF DIRECTOR: ANN M. LIVERMORE   | Mgmt | For     |
| 1J) | ELECTION OF DIRECTOR: RUDY H.P. MARKHAM  | Mgmt | For     |
| 1K) | ELECTION OF DIRECTOR: CLARK T. RANDT, JR.  | Mgmt | For     |
| 1L) | ELECTION OF DIRECTOR: CAROL B. TOME  | Mgmt | For     |
| 1M) | ELECTION OF DIRECTOR: KEVIN M. WARSH   | Mgmt | For     |
| 2.  | TO APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 3.  | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS UPS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt | For     |
| 4.  | SHAREOWNER PROPOSAL ON LOBBYING DISCLOSURE.  | Shr  | Against |
| 5.  | SHAREOWNER PROPOSAL TO REDUCE THE VOTING POWER OF CLASS A STOCK FROM 10 VOTES PER SHARE TO ONE VOTE PER SHARE.                               | Shr  | Against |

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 VERIZON COMMUNICATIONS INC.

Agen

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 Security: 92343V104  
 Meeting Type: Special  
 Meeting Date: 28-Jan-2014  
 Ticker: VZ  
 ISIN: US92343V1044  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | APPROVE THE ISSUANCE OF UP TO APPROXIMATELY 1.28 BILLION SHARES OF VERIZON COMMON STOCK TO VODAFONE ORDINARY SHAREHOLDERS IN CONNECTION WITH VERIZON'S ACQUISITION OF VODAFONE'S INDIRECT 45% INTEREST IN VERIZON WIRELESS            | Mgmt          | For           |
| 2.     | APPROVE AN AMENDMENT TO ARTICLE 4(A) OF VERIZON'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE VERIZON'S AUTHORIZED SHARES OF COMMON STOCK BY 2 BILLION SHARES TO AN AGGREGATE OF 6.25 BILLION AUTHORIZED SHARES OF COMMON STOCK | Mgmt          | For           |
| 3.     | APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL VOTES AND PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ABOVE PROPOSALS  | Mgmt          | For           |

Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

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 VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: VZ  
 ISIN: US92343V1044  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU                                  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD L. CARRION                                     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MELANIE L. HEALEY                                      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: M. FRANCES KEETH                                       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT W. LANE   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LOWELL C. MCADAM                                       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN                                   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CLARENCE OTIS, JR.                                     | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RODNEY E. SLATER                                       | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: KATHRYN A. TESIJA                                      | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: GREGORY D. WASSON                                      | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                              | Mgmt          | For           |
| 4.     | PROPOSAL TO IMPLEMENT PROXY ACCESS   | Mgmt          | For           |
| 5.     | NETWORK NEUTRALITY   | Shr           | Against       |
| 6.     | LOBBYING ACTIVITIES  | Shr           | Against       |
| 7.     | SEVERANCE APPROVAL POLICY  | Shr           | For           |
| 8.     | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING                                  | Shr           | Against       |
| 9.     | SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT                                  | Shr           | Against       |
| 10.    | PROXY VOTING AUTHORITY   | Shr           | Against       |

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 VMWARE, INC.

Agen

Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

Security: 928563402  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: VMW  
 ISIN: US9285634021

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PAMELA J. CRAIG  | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF VMWARE'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN VMWARE'S PROXY STATEMENT.  | Mgmt          | For           |
| 3.     | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF VMWARE'S BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS VMWARE'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |

WALGREEN CO.

Agen

Security: 931422109  
 Meeting Type: Annual  
 Meeting Date: 08-Jan-2014  
 Ticker: WAG  
 ISIN: US9314221097

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JANICE M. BABIAK     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID J. BRAILER     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: STEVEN A. DAVIS      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM C. FOOTE     | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MARK P. FRISSORA     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GINGER L. GRAHAM     | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ALAN G. MCNALLY      | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DOMINIC P. MURPHY    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: STEFANO PESSINA      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: NANCY M. SCHLICHTING | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ALEJANDRO SILVA      | Mgmt          | For           |



## Edgar Filing: CALAMOS STRATEGIC TOTAL RETURN FUND - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1L. | ELECTION OF DIRECTOR: JAMES A. SKINNER   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: GREGORY D. WASSON  | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 3.  | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS WALGREEN CO.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING AN EXECUTIVE EQUITY RETENTION POLICY.   | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS.   | Shr  | Against |

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
Meeting Type: Annual  
Meeting Date: 29-Apr-2014  
Ticker: WFC  
ISIN: US9497461015

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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOHN D. BAKER II       | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: ELAINE L. CHAO         | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: JOHN S. CHEN           | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: LLOYD H. DEAN          | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: SUSAN E. ENGEL         | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: DONALD M. JAMES        | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN    | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: FEDERICO F. PENA       | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: JAMES H. QUIGLEY       | Mgmt          | For           |
| 1K)    | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD      | Mgmt          | For           |
| 1L)    | ELECTION OF DIRECTOR: STEPHEN W. SANGER      | Mgmt          | For           |
| 1M)    | ELECTION OF DIRECTOR: JOHN G. STUMPF         | Mgmt          | For           |
| 1N)    | ELECTION OF DIRECTOR: SUSAN G. SWENSON       | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 2. | VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 3. | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For     |
| 4. | ADOPT A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.  | Shr  | Against |
| 5. | REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.     | Shr  | Against |

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 WHIRLPOOL CORPORATION

Agen

Security: 963320106  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2014  
 Ticker: WHR  
 ISIN: US9633201069

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SAMUEL R. ALLEN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GARY T. DICAMILLO  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DIANE M. DIETZ   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GERALDINE T. ELLIOTT   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JEFF M. FETTIG   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL F. JOHNSTON  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM T. KERR  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN D. LIU  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: HARISH MANWANI   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM D. PEREZ   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MICHAEL A. TODMAN  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MICHAEL D. WHITE   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE WHIRLPOOL'S EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS WHIRLPOOL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 4.     | APPROVAL OF THE WHIRLPOOL CORPORATION 2014   | Mgmt          | For           |

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EXECUTIVE PERFORMANCE EXCELLENCE PLAN.

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 ZIMMER HOLDINGS, INC.

Agen

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 Security: 98956P102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: ZMH  
 ISIN: US98956P1021  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BETSY J. BERNARD  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: PAUL M. BISARO  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GAIL K. BOUDREAUX   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DAVID C. DVORAK   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ROBERT A. HAGEMANN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ARTHUR J. HIGGINS   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                         | Mgmt          | For           |
| 3.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt          | For           |

\* Management position unknown

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) CALAMOS STRATEGIC TOTAL RETURN FUND  
 By (Signature) /s/ John P. Calamos, Sr.  
 Name John P. Calamos, Sr.  
 Title President  
 Date 08/28/2014

