

ANNUAL MEETING OF MEMBERS
14 July 2022 / 8:00 a.m. to 10:00 a.m. US Eastern Daylight Time
(Virtual Meeting held by Zoom Webinar)

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VOTE SUMMARY AND FINAL RETURNS
(Amendments to the Articles of Incorporation and Bylaws and Elections)

- Dan Fasciano, CFA, and Jennifer Garbowicz, CFA, CIPM, were appointed Inspectors of Election for the purpose of reviewing the final vote returns at the Annual Meeting of Members of CFA Institute held on 14 July 2022.
- As of 10 May 2022, the Record Date for the Annual Meeting of Members there were 192,580 Regular Members of CFA Institute eligible to vote.
- Quorum requirement for conducting all business was 10 percent of CFA Institute Regular Members present in person or by proxy, or 19,258.
- On 17 May 2022, the notice of meeting and proxy statement mailings were made complete.
- As of 11:59 a.m. US Eastern Daylight Time, 13 July 2022, the deadline to receive proxy ballots, 26,257 had been submitted to the independent third-party election tabulator (Election Services Corporation) constituting 13.63% of the Regular Members eligible to vote.
- At the Annual Meeting of Members, there were 614 unique participants that submitted 106 meeting ballots (recast and new ballots) to the election tabulator (Election Services Corporation) for the purpose:
 - To approve amendments to the CFA Institute Articles of Incorporation and Bylaws.
 - To elect a Chair and Vice Chair of the CFA Institute Board of Governors for fiscal year 2023.
 - To elect four governors, each to serve a term beginning 1 September 2022 and ending 31 August 2025.
 - To ratify the selection of an independent registered public accounting firm for fiscal year 2022.
- The final vote tally was 26,334 constituting 13.67% of the Regular Members eligible to vote with respect to each proposal as follows:
 - Proposal 1 – CFA Institute Articles of Incorporation / Amend Article 2 - Purposes
 - For = 20,948 / 79.55%
 - Against = 4,528 / 17.19%
 - Abstain = 858 / 3.26%

Amendment to the Articles of Incorporation is approved.
 - Proposal 2 – CFA Institute Articles of Incorporation / Amend Article 7 – Limit on Liability and Indemnification
 - For = 23,286 / 88.43%
 - Against = 1,679 / 6.38%
 - Abstain = 1,369 / 5.20%

Amendment to the Articles of Incorporation is approved.

- Proposal 3 – CFA Institute Bylaws / Amend Article 1 – Name, Location, and Corporate Seal (add Purposes)
 - For = 22,853 / 86.78%
 - Against = 2,816 / 10.69%
 - Abstain = 665 / 2.53%

Amendment to the Bylaws is approved.
- Proposal 4 – CFA Institute Bylaws / Amend Article 2 – Definitions
 - For = 22,066 / 83.79%
 - Against = 3,140 / 11.92%
 - Abstain = 1,128 / 4.28%

Amendment to the Bylaws is approved.
- Proposal 5 – CFA Institute Bylaws / Amend Article 3 – Members and Candidates (Non-voting individual membership classes)
 - For = 19,276 / 73.20%
 - Against = 5,999 / 22.78%
 - Abstain = 1,059 / 4.02%

Amendment to the Bylaws is approved.
- Proposal 6 – CFA Institute Bylaws / Amend Article 9 – Nominating Process and Election (Chair ex-officio member of the Nominating Committee)
 - For = 21,264 / 80.75%
 - Against = 3,499 / 13.29%
 - Abstain = 1,571 / 5.97%

Amendment to the Bylaws is approved.
- Proposal 7 – CFA Institute Bylaws / New Article 10 – Limit on Liability and Indemnification
 - For = 23,344 / 88.65%
 - Against = 1,749 / 6.64%
 - Abstain = 1,241 / 4.71%

Amendment to the Bylaws is approved.
- Proposal 8 – CFA Institute Bylaws / Amend Article 12 – Amendment of the Bylaws
 - For = 23,728 / 90.10%
 - Against = 1,397 / 5.30%
 - Abstain = 1,209 / 4.59%

Amendment to the Bylaws is approved.
- Proposal 9 – CFA Institute Officers / Election of nominees as Chair and Vice Chair to the Board of Governors
 - **Mark Lazberger, CFA (Chair)**
 - For = 22,795 / 86.56%
 - Against = 1,480 / 5.62%
 - Abstain = 2,059 / 7.82%

Tricia Rothschild, CFA (Vice Chair)

- For = 22,603 / 85.83%
- Against = 1,653 / 6.28%
- Abstain = 2,078 / 7.89%

Chair and Vice Chair nominees are elected.

○ Proposal 10 – CFA Institute Governors / Election of nominees as Governors to the Board of Governors

Tricia Rothschild, CFA

- For = 22,441 / 85.22%
- Against = 1,697 / 6.44%
- Abstain = 2,196 / 8.34%

Maria Wilton, CFA

- For = 22,689 / 86.16%
- Against = 1,422 / 5.40%
- Abstain = 2,223 / 8.44%

Mei Gao, CFA

- For = 22,438 / 85.21%
- Against = 1,652 / 6.27%
- Abstain = 2,244 / 8.52%

Oyebanji Fehintola, CFA

- For = 22,826 / 86.68%
- Against = 1,320 / 5.01%
- Abstain = 2,188 / 8.31%

Governor nominees are elected.

○ Proposal 11 – Ratification of the selection of the independent registered public accounting firm (KPMG)

- For = 24,346 / 92.45%
- Against = 910 / 3.46%
- Abstain = 1,078 / 4.09%

Ratification of KPMG for fiscal year 2022 is approved.