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MFS SPECIAL VALUE TRUST  
Form N-PX  
August 28, 2017

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

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FORM N-PX

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ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-05912

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MFS SPECIAL VALUE TRUST  
(Exact name of registrant as specified in charter)

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111 Huntington Avenue, Boston, Massachusetts 02199  
(Address of principal executive offices) (Zip code)

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Christopher R. Bohane  
Massachusetts Financial Services Company  
111 Huntington Avenue  
Boston, Massachusetts 02199  
(Name and address of agents for service)

Registrant's telephone number, including area code: (617) 954-5000

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Date of fiscal year end: October 31

Date of reporting period: July 1, 2016 - June 30, 2017

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ITEM 1. PROXY VOTING RECORD.

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

ICA File Number: 811-05912  
Reporting Period: 07/01/2016 - 06/30/2017  
MFS Special Value Trust

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===== MFS Special Value Trust =====

3M COMPANY

Ticker: MMM Security ID: 88579Y101  
 Meeting Date: MAY 09, 2017 Meeting Type: Annual  
 Record Date: MAR 14, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director Sondra L. Barbour                               | For      | For       | Management  |
| 1b | Elect Director Thomas "Tony" K. Brown                          | For      | For       | Management  |
| 1c | Elect Director Vance D. Coffman                                | For      | For       | Management  |
| 1d | Elect Director David B. Dillon                                 | For      | For       | Management  |
| 1e | Elect Director Michael L. Eskew                                | For      | For       | Management  |
| 1f | Elect Director Herbert L. Henkel                               | For      | For       | Management  |
| 1g | Elect Director Muhtar Kent                                     | For      | For       | Management  |
| 1h | Elect Director Edward M. Liddy                                 | For      | For       | Management  |
| 1i | Elect Director Gregory R. Page                                 | For      | For       | Management  |
| 1j | Elect Director Inge G. Thulin                                  | For      | For       | Management  |
| 1k | Elect Director Patricia A. Woertz                              | For      | For       | Management  |
| 2  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For      | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 4  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 5  | Adopt Holy Land Principles                                     | Against  | Against   | Shareholder |

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 ACCENTURE PLC

Ticker: ACN Security ID: G1151C101  
 Meeting Date: FEB 10, 2017 Meeting Type: Annual  
 Record Date: DEC 12, 2016

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1a | Elect Director Jaime Ardila                                    | For      | For       | Management |
| 1b | Elect Director Charles H. Giancarlo                            | For      | For       | Management |
| 1c | Elect Director Herbert Hainer                                  | For      | For       | Management |
| 1d | Elect Director William L. Kimsey                               | For      | For       | Management |
| 1e | Elect Director Marjorie Magner                                 | For      | For       | Management |
| 1f | Elect Director Nancy McKinstry                                 | For      | For       | Management |
| 1g | Elect Director Pierre Nanterme                                 | For      | For       | Management |
| 1h | Elect Director Gilles C. Pelisson                              | For      | For       | Management |
| 1i | Elect Director Paula A. Price                                  | For      | For       | Management |
| 1j | Elect Director Arun Sarin                                      | For      | For       | Management |
| 1k | Elect Director Frank K. Tang                                   | For      | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 4  | Approve KPMG LLP as Auditors and                               | For      | For       | Management |

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|   |   |     |     |            |
|---|---|-----|-----|------------|
|   | Authorize Board to Fix Their<br>Remuneration  |     |     |            |
| 5 | Authorize Issuance of Equity or<br>Equity-Linked Securities with<br>Preemptive Rights                         | For | For | Management |
| 6 | Authorize Issuance of Equity or<br>Equity-Linked Securities without<br>Preemptive Rights                      | For | For | Management |
| 7 | Determine the Price Range at which<br>Accenture Plc can Re-issue Shares that<br>it Acquires as Treasury Stock | For | For | Management |

### AON PLC

Ticker: AON Security ID: G0408V102  
 Meeting Date: JUN 23, 2017 Meeting Type: Annual  
 Record Date: APR 25, 2017

| #    | Proposal  | Mgt Rec  | Vote Cast | Sponsor    |
|------|---|----------|-----------|------------|
| 1.1  | Elect Director Lester B. Knight   | For      | For       | Management |
| 1.2  | Elect Director Gregory C. Case  | For      | For       | Management |
| 1.3  | Elect Director Jin-Yong Cai   | For      | For       | Management |
| 1.4  | Elect Director Fulvio Conti   | For      | For       | Management |
| 1.5  | Elect Director Cheryl A. Francis  | For      | For       | Management |
| 1.6  | Elect Director J. Michael Losh  | For      | For       | Management |
| 1.7  | Elect Director Robert S. Morrison   | For      | For       | Management |
| 1.8  | Elect Director Richard B. Myers   | For      | For       | Management |
| 1.9  | Elect Director Richard C. Notebaert                                       | For      | For       | Management |
| 1.10 | Elect Director Gloria Santona   | For      | For       | Management |
| 1.11 | Elect Director Carolyn Y. Woo   | For      | For       | Management |
| 2    | Advisory Vote to Ratify Named<br>Executive Officers' Compensation         | For      | For       | Management |
| 3    | Advisory Vote on Say on Pay Frequency                                     | One Year | One Year  | Management |
| 4    | Approve Remuneration Policy   | For      | For       | Management |
| 5    | Advisory Vote to Ratify Directors'<br>Remuneration Report                 | For      | For       | Management |
| 6    | Accept Financial Statements and<br>Statutory Reports                      | For      | For       | Management |
| 7    | Ratify Ernst & Young LLP as Aon's<br>Auditors                             | For      | For       | Management |
| 8    | Ratify Ernst & Young LLP as Aon's U.K.<br>Statutory Auditor               | For      | For       | Management |
| 9    | Authorize Board to Fix Remuneration of<br>Auditors                        | For      | For       | Management |
| 10   | Authorise Shares for Market Purchase                                      | For      | For       | Management |
| 11   | Issue of Equity or Equity-Linked<br>Securities with Pre-emptive Rights    | For      | For       | Management |
| 12   | Issue of Equity or Equity-Linked<br>Securities without Pre-emptive Rights | For      | For       | Management |
| 13   | Approve Political Donations   | For      | For       | Management |

### BLACKROCK, INC.

Ticker: BLK Security ID: 09247X101  
 Meeting Date: MAY 25, 2017 Meeting Type: Annual  
 Record Date: MAR 30, 2017

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| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director Abdlatif Yousef Al-Hamad                        | For      | For       | Management  |
| 1b | Elect Director Mathis Cabiallavetta                            | For      | For       | Management  |
| 1c | Elect Director Pamela Daley                                    | For      | For       | Management  |
| 1d | Elect Director William S. Demchak                              | For      | For       | Management  |
| 1e | Elect Director Jessica P. Einhorn                              | For      | For       | Management  |
| 1f | Elect Director Laurence D. Fink                                | For      | For       | Management  |
| 1g | Elect Director Fabrizio Freda                                  | For      | For       | Management  |
| 1h | Elect Director Murry S. Gerber                                 | For      | For       | Management  |
| 1i | Elect Director James Grosfeld                                  | For      | For       | Management  |
| 1j | Elect Director Robert S. Kapito                                | For      | For       | Management  |
| 1k | Elect Director Deryck Maughan                                  | For      | For       | Management  |
| 1l | Elect Director Cheryl D. Mills                                 | For      | For       | Management  |
| 1m | Elect Director Gordon M. Nixon                                 | For      | For       | Management  |
| 1n | Elect Director Charles H. Robbins                              | For      | For       | Management  |
| 1o | Elect Director Ivan G. Seidenberg                              | For      | For       | Management  |
| 1p | Elect Director Marco Antonio Slim Domit                        | For      | For       | Management  |
| 1q | Elect Director John S. Varley                                  | For      | For       | Management  |
| 1r | Elect Director Susan L. Wagner                                 | For      | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 4  | Ratify Deloitte & Touche LLP as Auditors                       | For      | For       | Management  |
| 5  | Report on Proxy Voting and Executive Compensation              | Against  | Against   | Shareholder |
| 6  | Report on Lobbying Payments and Policy                         | Against  | For       | Shareholder |

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CITIGROUP INC.

Ticker: C Security ID: 172967424  
 Meeting Date: APR 25, 2017 Meeting Type: Annual  
 Record Date: FEB 27, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director Michael L. Corbat                               | For      | For       | Management  |
| 1b | Elect Director Ellen M. Costello                               | For      | For       | Management  |
| 1c | Elect Director Duncan P. Hennes                                | For      | For       | Management  |
| 1d | Elect Director Peter B. Henry                                  | For      | For       | Management  |
| 1e | Elect Director Franz B. Humer                                  | For      | For       | Management  |
| 1f | Elect Director Renee J. James                                  | For      | For       | Management  |
| 1g | Elect Director Eugene M. McQuade                               | For      | For       | Management  |
| 1h | Elect Director Michael E. O'Neill                              | For      | For       | Management  |
| 1i | Elect Director Gary M. Reiner                                  | For      | For       | Management  |
| 1j | Elect Director Anthony M. Santomero                            | For      | For       | Management  |
| 1k | Elect Director Diana L. Taylor                                 | For      | For       | Management  |
| 1l | Elect Director William S. Thompson, Jr.                        | For      | For       | Management  |
| 1m | Elect Director James S. Turley                                 | For      | For       | Management  |
| 1n | Elect Director Deborah C. Wright                               | For      | For       | Management  |
| 1o | Elect Director Ernesto Zedillo Ponce de Leon                   | For      | For       | Management  |
| 2  | Ratify KPMG LLP as Auditors                                    | For      | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 4  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 5  | Demonstrate No Gender Pay Gap                                  | Against  | Against   | Shareholder |
| 6  | Appoint a Stockholder Value Committee                          | Against  | Against   | Shareholder |
| 7  | Report on Lobbying Payments and Policy                         | Against  | Against   | Shareholder |

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|   |  |         |         |             |
|---|--|---------|---------|-------------|
| 8 | Claw-back of Payments under Restatements     | Against | Against | Shareholder |
| 9 | Limit/Prohibit Accelerated Vesting of Awards | Against | Against | Shareholder |

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### CVS HEALTH CORPORATION

Ticker: CVS Security ID: 126650100  
 Meeting Date: MAY 10, 2017 Meeting Type: Annual  
 Record Date: MAR 14, 2017

| #  | Proposal  | Mgt Rec  | Vote Cast | Sponsor     |
|----|---|----------|-----------|-------------|
| 1a | Elect Director Richard M. Bracken                                   | For      | For       | Management  |
| 1b | Elect Director C. David Brown, II                                   | For      | For       | Management  |
| 1c | Elect Director Alecia A. DeCoudreaux                                | For      | For       | Management  |
| 1d | Elect Director Nancy-Ann M. DeParle                                 | For      | For       | Management  |
| 1e | Elect Director David W. Dorman                                      | For      | For       | Management  |
| 1f | Elect Director Anne M. Finucane                                     | For      | Against   | Management  |
| 1g | Elect Director Larry J. Merlo                                       | For      | For       | Management  |
| 1h | Elect Director Jean-Pierre Millon                                   | For      | For       | Management  |
| 1i | Elect Director Mary L. Schapiro                                     | For      | For       | Management  |
| 1j | Elect Director Richard J. Swift                                     | For      | For       | Management  |
| 1k | Elect Director William C. Weldon                                    | For      | For       | Management  |
| 1l | Elect Director Tony L. White  | For      | For       | Management  |
| 2  | Ratify Ernst & Young LLP as Auditors                                | For      | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation      | For      | For       | Management  |
| 4  | Advisory Vote on Say on Pay Frequency                               | One Year | One Year  | Management  |
| 5  | Approve Omnibus Stock Plan  | For      | For       | Management  |
| 6  | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Against  | For       | Shareholder |
| 7  | Report on Pay Disparity   | Against  | Against   | Shareholder |
| 8  | Adopt Quantitative Renewable Energy Goals                           | Against  | Against   | Shareholder |

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### DANAHER CORPORATION

Ticker: DHR Security ID: 235851102  
 Meeting Date: MAY 09, 2017 Meeting Type: Annual  
 Record Date: MAR 13, 2017

| #    | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|------|--------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Donald J. Ehrlich     | For     | For       | Management |
| 1.2  | Elect Director Linda Hefner Filler   | For     | For       | Management |
| 1.3  | Elect Director Robert J. Hugin       | For     | For       | Management |
| 1.4  | Elect Director Thomas P. Joyce, Jr.  | For     | For       | Management |
| 1.5  | Elect Director Teri List-Stoll       | For     | For       | Management |
| 1.6  | Elect Director Walter G. Lohr, Jr.   | For     | For       | Management |
| 1.7  | Elect Director Mitchell P. Rales     | For     | For       | Management |
| 1.8  | Elect Director Steven M. Rales       | For     | For       | Management |
| 1.9  | Elect Director John T. Schwieters    | For     | For       | Management |
| 1.10 | Elect Director Alan G. Spoon         | For     | For       | Management |
| 1.11 | Elect Director Raymond C. Stevens    | For     | For       | Management |
| 1.12 | Elect Director Elias A. Zerhouni     | For     | For       | Management |
| 2    | Ratify Ernst & Young LLP as Auditors | For     | For       | Management |
| 3    | Amend Omnibus Stock Plan             | For     | Against   | Management |

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|   |  |          |          |             |
|---|--|----------|----------|-------------|
| 4 | Amend Executive Incentive Bonus Plan                           | For      | For      | Management  |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management  |
| 6 | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management  |
| 7 | Report on Goals to Reduce Greenhouse Gas Emissions             | Against  | Against  | Shareholder |

### DUKE ENERGY CORPORATION

Ticker: DUK Security ID: 26441C204  
 Meeting Date: MAY 04, 2017 Meeting Type: Annual  
 Record Date: MAR 06, 2017

| #    | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|------|--|----------|-----------|-------------|
| 1.1  | Elect Director Michael J. Angelakis                            | For      | For       | Management  |
| 1.2  | Elect Director Michael G. Browning                             | For      | For       | Management  |
| 1.3  | Elect Director Theodore F. Craver, Jr.                         | For      | For       | Management  |
| 1.4  | Elect Director Daniel R. DiMicco                               | For      | For       | Management  |
| 1.5  | Elect Director John H. Forsgren                                | For      | For       | Management  |
| 1.6  | Elect Director Lynn J. Good                                    | For      | For       | Management  |
| 1.7  | Elect Director John T. Herron                                  | For      | For       | Management  |
| 1.8  | Elect Director James B. Hyler, Jr.                             | For      | For       | Management  |
| 1.9  | Elect Director William E. Kennard                              | For      | For       | Management  |
| 1.10 | Elect Director E. Marie McKee                                  | For      | For       | Management  |
| 1.11 | Elect Director Charles W. Moorman, IV                          | For      | For       | Management  |
| 1.12 | Elect Director Carlos A. Saladrigas                            | For      | For       | Management  |
| 1.13 | Elect Director Thomas E. Skains                                | For      | For       | Management  |
| 1.14 | Elect Director William E. Webster, Jr.                         | For      | For       | Management  |
| 2    | Ratify Deloitte & Touche LLP as Auditors                       | For      | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 4    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 5    | Eliminate Supermajority Vote Requirement                       | For      | For       | Management  |
| 6    | Report on Lobbying Expenses                                    | Against  | For       | Shareholder |
| 7    | Assess Portfolio Impacts of Policies to Meet 2 Degree Scenario | Against  | For       | Shareholder |
| 8    | Report on the Public Health Risk of Dukes Energy's Coal Use    | Against  | Against   | Shareholder |

### GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104  
 Meeting Date: SEP 27, 2016 Meeting Type: Annual  
 Record Date: JUL 29, 2016

| #  | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director Bradbury H. Anderson   | For     | For       | Management |
| 1b | Elect Director R. Kerry Clark         | For     | For       | Management |
| 1c | Elect Director David M. Cordani       | For     | For       | Management |
| 1d | Elect Director Roger W. Ferguson, Jr. | For     | For       | Management |
| 1e | Elect Director Henrietta H. Fore      | For     | For       | Management |
| 1f | Elect Director Maria G. Henry         | For     | For       | Management |
| 1g | Elect Director Heidi G. Miller        | For     | For       | Management |
| 1h | Elect Director Steve Odland           | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 1i | Elect Director Kendall J. Powell                               | For | For | Management |
| 1j | Elect Director Robert L. Ryan                                  | For | For | Management |
| 1k | Elect Director Eric D. Sprunk                                  | For | For | Management |
| 1l | Elect Director Dorothy A. Terrell                              | For | For | Management |
| 1m | Elect Director Jorge A. Uribe                                  | For | For | Management |
| 2  | Approve Non-Employee Director Omnibus Stock Plan               | For | For | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4  | Ratify KPMG LLP as Auditors                                    | For | For | Management |

### JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104  
 Meeting Date: APR 27, 2017 Meeting Type: Annual  
 Record Date: FEB 28, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director Mary C. Beckerle                                | For      | For       | Management  |
| 1b | Elect Director D. Scott Davis                                  | For      | For       | Management  |
| 1c | Elect Director Ian E. L. Davis                                 | For      | For       | Management  |
| 1d | Elect Director Alex Gorsky                                     | For      | For       | Management  |
| 1e | Elect Director Mark B. McClellan                               | For      | For       | Management  |
| 1f | Elect Director Anne M. Mulcahy                                 | For      | Against   | Management  |
| 1g | Elect Director William D. Perez                                | For      | For       | Management  |
| 1h | Elect Director Charles Prince                                  | For      | For       | Management  |
| 1i | Elect Director A. Eugene Washington                            | For      | For       | Management  |
| 1j | Elect Director Ronald A. Williams                              | For      | For       | Management  |
| 2  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 4  | Amend Omnibus Stock Plan                                       | For      | Against   | Management  |
| 5  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For      | For       | Management  |
| 6  | Require Independent Board Chairman                             | Against  | For       | Shareholder |

### JOHNSON CONTROLS INTERNATIONAL PLC

Ticker: JCI Security ID: G51502105  
 Meeting Date: MAR 08, 2017 Meeting Type: Annual  
 Record Date: JAN 04, 2017

| #  | Proposal                                      | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1a | Elect Director David P. Abney                 | For     | For       | Management |
| 1b | Elect Director Natalie A. Black               | For     | For       | Management |
| 1c | Elect Director Michael E. Daniels             | For     | For       | Management |
| 1d | Elect Director Brian Duperreault              | For     | For       | Management |
| 1e | Elect Director Jeffrey A. Joerres             | For     | For       | Management |
| 1f | Elect Director Alex A. Molinaroli             | For     | For       | Management |
| 1g | Elect Director George R. Oliver               | For     | For       | Management |
| 1h | Elect Director Juan Pablo del Valle Perochena | For     | For       | Management |
| 1i | Elect Director Jurgen Tinggren                | For     | For       | Management |
| 1j | Elect Director Mark Vergnano                  | For     | For       | Management |
| 1k | Elect Director R. David Yost                  | For     | For       | Management |
| 2a | Ratify PricewaterhouseCoopers LLP as          | For     | For       | Management |

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|    |  |          |          |            |
|----|--|----------|----------|------------|
|    | Auditors   |          |          |            |
| 2b | Authorize Board to Fix Remuneration of Auditors                | For      | For      | Management |
| 3  | Authorize Market Purchases of Company shares                   | For      | For      | Management |
| 4  | Determine Price Range for Reissuance of Treasury Shares        | For      | For      | Management |
| 5  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 6  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |
| 7  | Amend Omnibus Stock Plan                                       | For      | For      | Management |
| 8  | Approve the Directors' Authority to Allot Shares               | For      | For      | Management |
| 9  | Approve the Disapplication of Statutory Pre-Emption Rights     | For      | For      | Management |

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JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 16, 2017 Meeting Type: Annual  
 Record Date: MAR 17, 2017

| #  | Proposal  | Mgt Rec  | Vote Cast | Sponsor     |
|----|---|----------|-----------|-------------|
| 1a | Elect Director Linda B. Bammann                                       | For      | For       | Management  |
| 1b | Elect Director James A. Bell  | For      | For       | Management  |
| 1c | Elect Director Crandall C. Bowles                                     | For      | For       | Management  |
| 1d | Elect Director Stephen B. Burke                                       | For      | For       | Management  |
| 1e | Elect Director Todd A. Combs  | For      | For       | Management  |
| 1f | Elect Director James S. Crown   | For      | For       | Management  |
| 1g | Elect Director James Dimon  | For      | For       | Management  |
| 1h | Elect Director Timothy P. Flynn                                       | For      | For       | Management  |
| 1i | Elect Director Laban P. Jackson, Jr.                                  | For      | For       | Management  |
| 1j | Elect Director Michael A. Neal  | For      | For       | Management  |
| 1k | Elect Director Lee R. Raymond   | For      | For       | Management  |
| 1l | Elect Director William C. Weldon                                      | For      | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation        | For      | For       | Management  |
| 3  | Ratify PricewaterhouseCoopers LLP as Auditors                         | For      | For       | Management  |
| 4  | Advisory Vote on Say on Pay Frequency                                 | One Year | One Year  | Management  |
| 5  | Require Independent Board Chairman                                    | Against  | Against   | Shareholder |
| 6  | Prohibit Accelerated Vesting of Awards to Pursue Government Service   | Against  | Against   | Shareholder |
| 7  | Clawback Amendment  | Against  | Against   | Shareholder |
| 8  | Report on Gender Pay Gap  | Against  | Against   | Shareholder |
| 9  | Provide Vote Counting to Exclude Abstentions                          | Against  | Against   | Shareholder |
| 10 | Reduce Ownership Threshold for Shareholders to Call a Special Meeting | Against  | For       | Shareholder |

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MEDTRONIC PLC

Ticker: MDT Security ID: G5960L103  
 Meeting Date: DEC 09, 2016 Meeting Type: Annual  
 Record Date: OCT 11, 2016



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| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Richard H. Anderson   | For     | For       | Management |
| 1b | Elect Director Craig Arnold  | For     | For       | Management |
| 1c | Elect Director Scott C. Donnelly   | For     | For       | Management |
| 1d | Elect Director Randall J. Hogan, III   | For     | For       | Management |
| 1e | Elect Director Omar Ishrak   | For     | For       | Management |
| 1f | Elect Director Shirley Ann Jackson   | For     | For       | Management |
| 1g | Elect Director Michael O. Leavitt  | For     | For       | Management |
| 1h | Elect Director James T. Lenehan  | For     | For       | Management |
| 1i | Elect Director Elizabeth G. Nabel  | For     | For       | Management |
| 1j | Elect Director Denise M. O'Leary   | For     | For       | Management |
| 1k | Elect Director Kendall J. Powell   | For     | For       | Management |
| 1l | Elect Director Robert C. Pozen   | For     | For       | Management |
| 1m | Elect Director Preetha Reddy   | For     | For       | Management |
| 2  | Ratify PricewaterhouseCoopers LLP as Auditors  | For     | For       | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation                                     | For     | For       | Management |
| 4  | Provide Proxy Access Right   | For     | For       | Management |
| 5a | Amend Articles of Association  | For     | For       | Management |
| 5b | Amend Memorandum of Association  | For     | For       | Management |
| 6  | Amend Articles to Clarify the Board's Sole Authority to Determine its Size Within the Fixed Limits | For     | For       | Management |

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MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105  
Meeting Date: MAY 23, 2017 Meeting Type: Annual  
Record Date: MAR 27, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director Leslie A. Brun                                  | For      | For       | Management  |
| 1b | Elect Director Thomas R. Cech                                  | For      | For       | Management  |
| 1c | Elect Director Pamela J. Craig                                 | For      | For       | Management  |
| 1d | Elect Director Kenneth C. Frazier                              | For      | For       | Management  |
| 1e | Elect Director Thomas H. Glocer                                | For      | For       | Management  |
| 1f | Elect Director Rochelle B. Lazarus                             | For      | For       | Management  |
| 1g | Elect Director John H. Noseworthy                              | For      | For       | Management  |
| 1h | Elect Director Carlos E. Represas                              | For      | For       | Management  |
| 1i | Elect Director Paul B. Rothman                                 | For      | For       | Management  |
| 1j | Elect Director Patricia F. Russo                               | For      | For       | Management  |
| 1k | Elect Director Craig B. Thompson                               | For      | For       | Management  |
| 1l | Elect Director Wendell P. Weeks                                | For      | For       | Management  |
| 1m | Elect Director Peter C. Wendell                                | For      | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 4  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For      | For       | Management  |
| 5  | Require Independent Board Chairman                             | Against  | Against   | Shareholder |
| 6  | Adopt Holy Land Principles                                     | Against  | Against   | Shareholder |
| 7  | Report on Risks of Doing Business in Conflict-Affected Areas   | Against  | Against   | Shareholder |
| 8  | Report on Board Oversight of Product Safety and Quality        | Against  | Against   | Shareholder |

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MFS SERIES TRUST XIV - MFS INSTITUTIONAL MONEY MARKET PORTFOLIO

Ticker: Security ID: 55291X109  
 Meeting Date: MAR 23, 2017 Meeting Type: Written Consent  
 Record Date:

| #    | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|------|------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Steven E. Buller    | For     | For       | Management |
| 1.2  | Elect Director John A. Caroselli   | For     | For       | Management |
| 1.3  | Elect Director Maureen R. Goldfarb | For     | For       | Management |
| 1.4  | Elect Director David H. Gunning    | For     | For       | Management |
| 1.5  | Elect Director Michael Hegarty     | For     | For       | Management |
| 1.6  | Elect Director John P. Kavanaugh   | For     | For       | Management |
| 1.7  | Elect Director Robert J. Manning   | For     | For       | Management |
| 1.8  | Elect Director Clarence Otis, Jr.  | For     | For       | Management |
| 1.9  | Elect Director Maryanne L. Roepke  | For     | For       | Management |
| 1.10 | Elect Director Robin A. Stelmach   | For     | For       | Management |
| 1.11 | Elect Director Laurie J. Thomsen   | For     | For       | Management |

MOODY'S CORPORATION

Ticker: MCO Security ID: 615369105  
 Meeting Date: APR 25, 2017 Meeting Type: Annual  
 Record Date: FEB 28, 2017

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Basil L. Anderson                               | For      | For       | Management |
| 1.2 | Elect Director Jorge A. Bermudez                               | For      | For       | Management |
| 1.3 | Elect Director Darrell Duffie                                  | For      | For       | Management |
| 1.4 | Elect Director Kathryn M. Hill                                 | For      | For       | Management |
| 1.5 | Elect Director Ewald Kist                                      | For      | For       | Management |
| 1.6 | Elect Director Raymond W. McDaniel, Jr.                        | For      | For       | Management |
| 1.7 | Elect Director Henry A. McKinnell, Jr.                         | For      | For       | Management |
| 1.8 | Elect Director Leslie F. Seidman                               | For      | For       | Management |
| 1.9 | Elect Director Bruce Van Saun                                  | For      | For       | Management |
| 2   | Ratify KPMG LLP as Auditors                                    | For      | For       | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

NASDAQ, INC.

Ticker: NDAQ Security ID: 631103108  
 Meeting Date: MAY 10, 2017 Meeting Type: Annual  
 Record Date: MAR 13, 2017

| #  | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|----|------------------------------------|---------|-----------|------------|
| 1a | Elect Director Melissa M. Arnoldi  | For     | For       | Management |
| 1b | Elect Director Charlene T. Begley  | For     | For       | Management |
| 1c | Elect Director Steven D. Black     | For     | For       | Management |
| 1d | Elect Director Adena T. Friedman   | For     | For       | Management |
| 1e | Elect Director Glenn H. Hutchins   | For     | For       | Management |
| 1f | Elect Director Essa Kazim          | For     | For       | Management |
| 1g | Elect Director Thomas A. Kloet     | For     | For       | Management |
| 1h | Elect Director Michael R. Splinter | For     | For       | Management |

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|    |  |          |          |             |
|----|--|----------|----------|-------------|
| 1i | Elect Director Lars R. Wedenborn                               | For      | For      | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management  |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management  |
| 4  | Ratify Ernst & Young LLP as Auditors                           | For      | For      | Management  |
| 5  | Provide Right to Act by Written Consent                        | Against  | For      | Shareholder |

### NESTLE SA

Ticker: NESN                      Security ID: 641069406  
Meeting Date: APR 06, 2017      Meeting Type: Annual  
Record Date: FEB 24, 2017

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Accept Financial Statements and Statutory Reports                           | For     | For       | Management |
| 1.2  | Approve Remuneration Report   | For     | For       | Management |
| 2    | Approve Discharge of Board and Senior Management                            | For     | For       | Management |
| 3    | Approve Allocation of Income and Dividends of CHF 2.30 per Share            | For     | For       | Management |
| 4.1a | Reelect Paul Bulcke as Director   | For     | For       | Management |
| 4.1b | Reelect Andreas Koopmann as Director  | For     | For       | Management |
| 4.1c | Reelect Henri de Castries as Director                                       | For     | For       | Management |
| 4.1d | Reelect Beat W. Hess as Director  | For     | For       | Management |
| 4.1e | Reelect Renato Fassbind as Director   | For     | For       | Management |
| 4.1f | Reelect Steven G. Hoch as Director  | For     | For       | Management |
| 4.1g | Reelect Naina Lal Kidwai as Director  | For     | For       | Management |
| 4.1h | Reelect Jean-Pierre Roth as Director  | For     | For       | Management |
| 4.1i | Reelect Ann M. Veneman as Director  | For     | For       | Management |
| 4.1j | Reelect Eva Cheng as Director   | For     | For       | Management |
| 4.1k | Reelect Ruth K. Oniang'o as Director  | For     | For       | Management |
| 4.1l | Reelect Patrick Aebischer as Director                                       | For     | For       | Management |
| 4.2a | Elect Ulf Mark Schneider as Director  | For     | For       | Management |
| 4.2b | Elect Ursula M. Burns as Director   | For     | For       | Management |
| 4.3  | Elect Paul Bulcke as Board Chairman   | For     | For       | Management |
| 4.4a | Appoint Beat W. Hess as Member of the Compensation Committee                | For     | For       | Management |
| 4.4b | Appoint Andreas Koopmann as Member of the Compensation Committee            | For     | For       | Management |
| 4.4c | Appoint Jean-Pierre Roth as Member of the Compensation Committee            | For     | For       | Management |
| 4.4d | Appoint Patrick Aebischer as Member of the Compensation Committee           | For     | For       | Management |
| 4.5  | Ratify KPMG AG as Auditors  | For     | For       | Management |
| 4.6  | Designate Hartmann Dreyer as Independent Proxy                              | For     | For       | Management |
| 5.1  | Approve Remuneration of Directors in the Amount of CHF 10 Million           | For     | For       | Management |
| 5.2  | Approve Remuneration of Executive Committee in the Amount of CHF 60 Million | For     | For       | Management |
| 6    | Transact Other Business (Voting)  | Against | Against   | Management |

### PHILIP MORRIS INTERNATIONAL INC.

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Ticker: PM Security ID: 718172109  
 Meeting Date: MAY 03, 2017 Meeting Type: Annual  
 Record Date: MAR 10, 2017

| #    | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|------|--|----------|-----------|-------------|
| 1.1  | Elect Director Harold Brown                                    | For      | For       | Management  |
| 1.2  | Elect Director Andre Calantzopoulos                            | For      | For       | Management  |
| 1.3  | Elect Director Louis C. Camilleri                              | For      | For       | Management  |
| 1.4  | Elect Director Massimo Ferragamo                               | For      | For       | Management  |
| 1.5  | Elect Director Werner Geissler                                 | For      | For       | Management  |
| 1.6  | Elect Director Jennifer Li                                     | For      | For       | Management  |
| 1.7  | Elect Director Jun Makihara                                    | For      | For       | Management  |
| 1.8  | Elect Director Sergio Marchionne                               | For      | Against   | Management  |
| 1.9  | Elect Director Kalpana Morparia                                | For      | For       | Management  |
| 1.10 | Elect Director Lucio A. Noto                                   | For      | For       | Management  |
| 1.11 | Elect Director Frederik Paulsen                                | For      | For       | Management  |
| 1.12 | Elect Director Robert B. Polet                                 | For      | For       | Management  |
| 1.13 | Elect Director Stephen M. Wolf                                 | For      | For       | Management  |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 3    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 4    | Approve Restricted Stock Plan                                  | For      | For       | Management  |
| 5    | Approve Non-Employee Director Restricted Stock Plan            | For      | For       | Management  |
| 6    | Ratify PricewaterhouseCoopers SA as Auditors                   | For      | For       | Management  |
| 7    | Establish a Board Committee on Human Rights                    | Against  | Against   | Shareholder |
| 8    | Participate in OECD Mediation for Human Rights Violations      | Against  | Against   | Shareholder |

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### PPG INDUSTRIES, INC.

Ticker: PPG Security ID: 693506107  
 Meeting Date: APR 20, 2017 Meeting Type: Annual  
 Record Date: FEB 17, 2017

| #   | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Stephen F. Angel                                | For      | For       | Management |
| 1.2 | Elect Director Hugh Grant                                      | For      | For       | Management |
| 1.3 | Elect Director Melanie L. Healey                               | For      | For       | Management |
| 1.4 | Elect Director Michele J. Hooper                               | For      | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 3   | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 4   | Ratify PricewaterhouseCoopers LLP as Auditors                  | For      | For       | Management |

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### SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108  
 Meeting Date: APR 05, 2017 Meeting Type: Annual  
 Record Date: FEB 15, 2017

| #  | Proposal                         | Mgt Rec | Vote Cast | Sponsor    |
|----|----------------------------------|---------|-----------|------------|
| 1a | Elect Director Peter L.S. Currie | For     | For       | Management |

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|    |  |          |          |            |
|----|--|----------|----------|------------|
| 1b | Elect Director Miguel M. Galuccio                              | For      | For      | Management |
| 1c | Elect Director V. Maureen Kempston Darkes                      | For      | For      | Management |
| 1d | Elect Director Paal Kibsgaard                                  | For      | For      | Management |
| 1e | Elect Director Nikolay Kudryavtsev                             | For      | For      | Management |
| 1f | Elect Director Helge Lund                                      | For      | For      | Management |
| 1g | Elect Director Michael E. Marks                                | For      | For      | Management |
| 1h | Elect Director Indra K. Nooyi                                  | For      | For      | Management |
| 1i | Elect Director Lubna S. Olayan                                 | For      | For      | Management |
| 1j | Elect Director Leo Rafael Reif                                 | For      | For      | Management |
| 1k | Elect Director Tore I. Sandvold                                | For      | For      | Management |
| 1l | Elect Director Henri Seydoux                                   | For      | For      | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |
| 4  | Adopt and Approve Financials and Dividends                     | For      | For      | Management |
| 5  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For      | For      | Management |
| 6  | Approve Omnibus Stock Plan                                     | For      | For      | Management |
| 7  | Amend Employee Stock Purchase Plan                             | For      | For      | Management |

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### TEXAS INSTRUMENTS INCORPORATED

Ticker: TXN Security ID: 882508104  
 Meeting Date: APR 20, 2017 Meeting Type: Annual  
 Record Date: FEB 21, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1a | Elect Director Ralph W. Babb, Jr.                              | For      | For       | Management |
| 1b | Elect Director Mark A. Blinn                                   | For      | For       | Management |
| 1c | Elect Director Todd M. Bluedorn                                | For      | For       | Management |
| 1d | Elect Director Daniel A. Carp                                  | For      | For       | Management |
| 1e | Elect Director Janet F. Clark                                  | For      | For       | Management |
| 1f | Elect Director Carrie S. Cox                                   | For      | For       | Management |
| 1g | Elect Director Jean M. Hobby                                   | For      | For       | Management |
| 1h | Elect Director Ronald Kirk                                     | For      | For       | Management |
| 1i | Elect Director Pamela H. Patsley                               | For      | For       | Management |
| 1j | Elect Director Robert E. Sanchez                               | For      | For       | Management |
| 1k | Elect Director Wayne R. Sanders                                | For      | For       | Management |
| 1l | Elect Director Richard K. Templeton                            | For      | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |
| 4  | Ratify Ernst & Young LLP as Auditors                           | For      | For       | Management |

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### THE SHERWIN-WILLIAMS COMPANY

Ticker: SHW Security ID: 824348106  
 Meeting Date: APR 19, 2017 Meeting Type: Annual  
 Record Date: FEB 21, 2017

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Arthur F. Anton    | For     | For       | Management |
| 1.2 | Elect Director David F. Hodnik    | For     | For       | Management |
| 1.3 | Elect Director Thomas G. Kadien - | None    | None      | Management |

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|      |  |          |          |            |
|------|--|----------|----------|------------|
|      | Withdrawn  |          |          |            |
| 1.4  | Elect Director Richard J. Kramer                               | For      | For      | Management |
| 1.5  | Elect Director Susan J. Kropf                                  | For      | For      | Management |
| 1.6  | Elect Director John G. Morikis                                 | For      | For      | Management |
| 1.7  | Elect Director Christine A. Poon                               | For      | For      | Management |
| 1.8  | Elect Director John M. Stropki                                 | For      | For      | Management |
| 1.9  | Elect Director Michael H. Thaman                               | For      | For      | Management |
| 1.10 | Elect Director Matthew Thornton, III                           | For      | For      | Management |
| 1.11 | Elect Director Steven H. Wunning                               | For      | For      | Management |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 3    | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |
| 4    | Amend Executive Incentive Bonus Plan                           | For      | For      | Management |
| 5    | Amend Omnibus Stock Plan                                       | For      | For      | Management |
| 6    | Ratify Ernst & Young LLP as Auditors                           | For      | For      | Management |

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THE TRAVELERS COMPANIES, INC.

Ticker: TRV Security ID: 89417E109  
 Meeting Date: MAY 18, 2017 Meeting Type: Annual  
 Record Date: MAR 21, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director Alan L. Beller  | For      | For       | Management  |
| 1b | Elect Director John H. Dasburg                                       | For      | For       | Management  |
| 1c | Elect Director Janet M. Dolan  | For      | For       | Management  |
| 1d | Elect Director Kenneth M. Duberstein                                 | For      | For       | Management  |
| 1e | Elect Director Patricia L. Higgins                                   | For      | For       | Management  |
| 1f | Elect Director William J. Kane                                       | For      | For       | Management  |
| 1g | Elect Director Cleve L. Killingsworth, Jr.                           | For      | For       | Management  |
| 1h | Elect Director Philip T. (Pete) Ruegger, III                         | For      | For       | Management  |
| 1i | Elect Director Todd C. Schermerhorn                                  | For      | For       | Management  |
| 1j | Elect Director Alan D. Schnitzer                                     | For      | For       | Management  |
| 1k | Elect Director Donald J. Shepard                                     | For      | For       | Management  |
| 1l | Elect Director Laurie J. Thomsen                                     | For      | For       | Management  |
| 2  | Ratify KPMG LLP as Auditors  | For      | For       | Management  |
| 3  | Advisory Vote on Say on Pay Frequency                                | One Year | One Year  | Management  |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation       | For      | For       | Management  |
| 5  | Amend Omnibus Stock Plan   | For      | For       | Management  |
| 6  | Report on Lobbying Payments and Policy                               | Against  | Against   | Shareholder |
| 7  | Report on Gender Pay Gap   | Against  | Against   | Shareholder |
| 8  | Prepare Employment Diversity Report and Report on Diversity Policies | Against  | Against   | Shareholder |

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THERMO FISHER SCIENTIFIC INC.

Ticker: TMO Security ID: 883556102  
 Meeting Date: MAY 17, 2017 Meeting Type: Annual  
 Record Date: MAR 27, 2017

| #  | Proposal                      | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------------|---------|-----------|------------|
| 1a | Elect Director Marc N. Casper | For     | For       | Management |
| 1b | Elect Director Nelson J. Chai | For     | For       | Management |

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|    |  |          |          |            |
|----|--|----------|----------|------------|
| 1c | Elect Director C. Martin Harris                                | For      | For      | Management |
| 1d | Elect Director Tyler Jacks                                     | For      | For      | Management |
| 1e | Elect Director Judy C. Lewent                                  | For      | For      | Management |
| 1f | Elect Director Thomas J. Lynch                                 | For      | For      | Management |
| 1g | Elect Director Jim P. Manzi                                    | For      | For      | Management |
| 1h | Elect Director William G. Parrett                              | For      | For      | Management |
| 1i | Elect Director Lars R. Sorensen                                | For      | For      | Management |
| 1j | Elect Director Scott M. Sperling                               | For      | For      | Management |
| 1k | Elect Director Elaine S. Ullian                                | For      | For      | Management |
| 1l | Elect Director Dion J. Weisler                                 | For      | For      | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For      | Management |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year | Management |
| 4  | Ratify PricewaterhouseCoopers LLP as Auditors                  | For      | For      | Management |

TIME WARNER INC.

Ticker: TWX Security ID: 887317303  
 Meeting Date: FEB 15, 2017 Meeting Type: Special  
 Record Date: JAN 03, 2017

| # | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|---|------------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement           | For     | For       | Management |
| 2 | Advisory Vote on Golden Parachutes | For     | Against   | Management |
| 3 | Adjourn Meeting                    | For     | For       | Management |

TIME WARNER INC.

Ticker: TWX Security ID: 887317303  
 Meeting Date: JUN 15, 2017 Meeting Type: Annual  
 Record Date: APR 19, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor    |
|----|--|----------|-----------|------------|
| 1a | Elect Director William P. Barr                                 | For      | For       | Management |
| 1b | Elect Director Jeffrey L. Bewkes                               | For      | For       | Management |
| 1c | Elect Director Robert C. Clark                                 | For      | For       | Management |
| 1d | Elect Director Mathias Dopfner                                 | For      | For       | Management |
| 1e | Elect Director Jessica P. Einhorn                              | For      | For       | Management |
| 1f | Elect Director Carlos M. Gutierrez                             | For      | For       | Management |
| 1g | Elect Director Fred Hassan                                     | For      | For       | Management |
| 1h | Elect Director Paul D. Wachter                                 | For      | For       | Management |
| 1i | Elect Director Deborah C. Wright                               | For      | For       | Management |
| 2  | Ratify Ernst & Young LLP as Auditors                           | For      | For       | Management |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management |
| 4  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management |

TYCO INTERNATIONAL PLC

Ticker: TYC Security ID: G91442106  
 Meeting Date: AUG 17, 2016 Meeting Type: Special  
 Record Date: JUN 27, 2016

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| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Amend Articles Re: Memorandum of Association               | For     | For       | Management |
| 2  | Amend Articles Re: Tyco Governing Documents Proposals      | For     | For       | Management |
| 3  | Approve Stock Consolidation                                | For     | For       | Management |
| 4  | Increase Authorized Common Stock                           | For     | For       | Management |
| 5  | Issue Shares in Connection with the Merger                 | For     | For       | Management |
| 6  | Change Company Name to Johnson Controls International plc  | For     | For       | Management |
| 7  | Increase Authorized Preferred and Common Stock             | For     | For       | Management |
| 8  | Approve the Directors' Authority to Allot Shares           | For     | For       | Management |
| 9  | Approve the Disapplication of Statutory Pre-Emption Rights | For     | For       | Management |
| 10 | Approve the Renominalization of Tyco Ordinary Shares       | For     | For       | Management |
| 11 | Approve the Creation of Distributable Reserves             | For     | For       | Management |

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### U.S. BANCORP

Ticker: USB Security ID: 902973304  
 Meeting Date: APR 18, 2017 Meeting Type: Annual  
 Record Date: FEB 21, 2017

| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director Douglas M. Baker, Jr.                           | For      | For       | Management  |
| 1b | Elect Director Warner L. Baxter                                | For      | For       | Management  |
| 1c | Elect Director Marc N. Casper                                  | For      | For       | Management  |
| 1d | Elect Director Andrew Cecere                                   | For      | For       | Management  |
| 1e | Elect Director Arthur D. Collins, Jr.                          | For      | For       | Management  |
| 1f | Elect Director Richard K. Davis                                | For      | For       | Management  |
| 1g | Elect Director Kimberly J. Harris                              | For      | For       | Management  |
| 1h | Elect Director Roland A. Hernandez                             | For      | For       | Management  |
| 1i | Elect Director Doreen Woo Ho                                   | For      | For       | Management  |
| 1j | Elect Director Olivia F. Kirtley                               | For      | For       | Management  |
| 1k | Elect Director Karen S. Lynch                                  | For      | For       | Management  |
| 1l | Elect Director David B. O'Maley                                | For      | For       | Management  |
| 1m | Elect Director O'dell M. Owens                                 | For      | For       | Management  |
| 1n | Elect Director Craig D. Schnuck                                | For      | For       | Management  |
| 1o | Elect Director Scott W. Wine                                   | For      | For       | Management  |
| 2  | Ratify Ernst & Young LLP as Auditors                           | For      | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 4  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 5  | Require Independent Board Chairman                             | Against  | Against   | Shareholder |

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### WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101  
 Meeting Date: APR 25, 2017 Meeting Type: Annual  
 Record Date: MAR 01, 2017



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| #  | Proposal   | Mgt Rec  | Vote Cast | Sponsor     |
|----|--|----------|-----------|-------------|
| 1a | Elect Director John D. Baker, II                               | For      | Against   | Management  |
| 1b | Elect Director John S. Chen                                    | For      | Against   | Management  |
| 1c | Elect Director Lloyd H. Dean                                   | For      | Against   | Management  |
| 1d | Elect Director Elizabeth A. Duke                               | For      | Against   | Management  |
| 1e | Elect Director Enrique Hernandez, Jr.                          | For      | Against   | Management  |
| 1f | Elect Director Donald M. James                                 | For      | Against   | Management  |
| 1g | Elect Director Cynthia H. Milligan                             | For      | Against   | Management  |
| 1h | Elect Director Karen B. Peetz                                  | For      | For       | Management  |
| 1i | Elect Director Federico F. Pena                                | For      | Against   | Management  |
| 1j | Elect Director James H. Quigley                                | For      | Against   | Management  |
| 1k | Elect Director Stephen W. Sanger                               | For      | Against   | Management  |
| 1l | Elect Director Ronald L. Sargent                               | For      | For       | Management  |
| 1m | Elect Director Timothy J. Sloan                                | For      | For       | Management  |
| 1n | Elect Director Susan G. Swenson                                | For      | Against   | Management  |
| 1o | Elect Director Suzanne M. Vautrinot                            | For      | Against   | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For      | For       | Management  |
| 3  | Advisory Vote on Say on Pay Frequency                          | One Year | One Year  | Management  |
| 4  | Ratify KPMG LLP as Auditors                                    | For      | For       | Management  |
| 5  | Review and Report on Business Standards                        | Against  | Against   | Shareholder |
| 6  | Provide for Cumulative Voting                                  | Against  | Against   | Shareholder |
| 7  | Report on Divesting Non-Core Business                          | Against  | Against   | Shareholder |
| 8  | Report on Gender Pay Gap                                       | Against  | Against   | Shareholder |
| 9  | Report on Lobbying Payments and Policy                         | Against  | Against   | Shareholder |
| 10 | Adopt Global Policy Regarding the Rights of Indigenous People  | Against  | Against   | Shareholder |

===== END NPX REPORT

### 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: MFS SPECIAL VALUE TRUST

By (Signature and Title): David DiLorenzo\*

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David DiLorenzo, President and Principal  
Executive Officer

Date: August 28, 2017

\*By (Signature and Title) /s/ Susan A. Pereira

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Susan A. Pereira, as attorney-in-fact

\* Executed by Susan A. Pereira on behalf of David DiLorenzo pursuant to a Power of Attorney dated June 1, 2017. (1)

(1) Incorporated by reference to MFS Series Trust XIII (File Nos. 2-74959 and 811-03327) Post-Effective Amendment No. 65 filed with the SEC via EDGAR on June 27, 2017.