

Edgar Filing: CALAMOS CONVERTIBLE & HIGH INCOME FUND - Form N-PX

CALAMOS CONVERTIBLE & HIGH INCOME FUND  
Form N-PX  
August 28, 2018

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: 811-21319

NAME OF REGISTRANT: CALAMOS CONVERTIBLE & HIGH  
INCOME FUND

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

NAME AND ADDRESS OF AGENT FOR SERVICE: John P Calamos, Sr., Founder,  
Chairman and Global Chief  
Investment Officer  
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: 07/01/2017 - 06/30/2018

Calamos Convertible & High Income Fund

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ALLERGAN PLC

Agen

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Security: G0177J108  
Meeting Type: Annual  
Meeting Date: 02-May-2018  
Ticker: AGN  
ISIN: IE00BY9D5467  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1a.    | Election of Director: Nesli Basgoz, M.D.    | Mgmt          | For           |
| 1b.    | Election of Director: Paul M. Bisaro        | Mgmt          | For           |
| 1c.    | Election of Director: Joseph H. Boccuzzi    | Mgmt          | For           |
| 1d.    | Election of Director: Christopher W. Bodine | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1e. | Election of Director: Adriane M. Brown  | Mgmt | For     |
| 1f. | Election of Director: Christopher J. Coughlin   | Mgmt | For     |
| 1g. | Election of Director: Carol Anthony (John) Davidson   | Mgmt | For     |
| 1h. | Election of Director: Catherine M. Klema  | Mgmt | For     |
| 1i. | Election of Director: Peter J. McDonnell, M.D.  | Mgmt | For     |
| 1j. | Election of Director: Patrick J. O'Sullivan   | Mgmt | For     |
| 1k. | Election of Director: Brenton L. Saunders   | Mgmt | For     |
| 1l. | Election of Director: Fred G. Weiss   | Mgmt | For     |
| 2.  | To approve, in a non-binding vote, Named Executive Officer compensation.  | Mgmt | For     |
| 3.  | To ratify, in a non-binding vote, the appointment of PricewaterhouseCoopers LLP as the Company's independent auditor for the fiscal year ending December 31, 2018 and to authorize, in a binding vote, the Board of Directors, acting through its Audit and Compliance Committee, to determine PricewaterhouseCoopers LLP's remuneration. | Mgmt | For     |
| 4.  | To renew the authority of the directors of the Company (the "Directors") to issue shares.   | Mgmt | For     |
| 5A. | To renew the authority of the Directors to issue shares for cash without first offering shares to existing shareholders.  | Mgmt | For     |
| 5B. | To authorize the Directors to allot new shares up to an additional 5% for cash in connection with an acquisition or other capital investment.   | Mgmt | For     |
| 6.  | To consider a shareholder proposal requiring an independent Board Chairman, if properly presented at the meeting.   | Shr  | Against |

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AMERICAN INTERNATIONAL GROUP, INC.

Agen

Security: 026874784  
Meeting Type: Annual  
Meeting Date: 09-May-2018  
Ticker: AIG  
ISIN: US0268747849

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1a.    | Election of Director: W. DON CORNWELL   | Mgmt          | For           |
| 1b.    | Election of Director: BRIAN DUPERRAULT  | Mgmt          | For           |
| 1c.    | Election of Director: JOHN H. FITZPATRICK   | Mgmt          | For           |
| 1d.    | Election of Director: WILLIAM G. JURGENSEN  | Mgmt          | For           |
| 1e.    | Election of Director: CHRISTOPHER S. LYNCH  | Mgmt          | For           |
| 1f.    | Election of Director: HENRY S. MILLER   | Mgmt          | For           |
| 1g.    | Election of Director: LINDA A. MILLS  | Mgmt          | For           |
| 1h.    | Election of Director: SUZANNE NORA JOHNSON  | Mgmt          | For           |
| 1i.    | Election of Director: RONALD A. RITTENMEYER   | Mgmt          | For           |
| 1j.    | Election of Director: DOUGLAS M. STEENLAND  | Mgmt          | For           |
| 1k.    | Election of Director: THERESA M. STONE  | Mgmt          | For           |
| 2.     | To vote, on a non-binding advisory basis, to approve executive compensation.  | Mgmt          | For           |
| 3.     | To act upon a proposal to ratify the selection of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2018. | Mgmt          | For           |

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GILEAD SCIENCES, INC.

Agen

Security: 375558103  
Meeting Type: Annual  
Meeting Date: 09-May-2018  
Ticker: GILD  
ISIN: US3755581036

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1a.    | Election of Director: John F. Cogan, Ph.D.        | Mgmt          | For           |
| 1b.    | Election of Director: Jacqueline K. Barton, Ph.D. | Mgmt          | For           |
| 1c.    | Election of Director: Kelly A. Kramer             | Mgmt          | For           |
| 1d.    | Election of Director: Kevin E. Lofton             | Mgmt          | For           |
| 1e.    | Election of Director: John C. Martin, Ph.D.       | Mgmt          | For           |
| 1f.    | Election of Director: John F. Milligan,           | Mgmt          | For           |

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Ph.D.

|     |  |      |         |
|-----|--|------|---------|
| 1g. | Election of Director: Richard J. Whitley,<br>M.D.  | Mgmt | For     |
| 1h. | Election of Director: Gayle E. Wilson  | Mgmt | For     |
| 1i. | Election of Director: Per Wold-Olsen   | Mgmt | For     |
| 2.  | To ratify the selection of Ernst & Young<br>LLP by the Audit Committee of the Board of<br>Directors as the independent registered<br>public accounting firm of Gilead for the<br>fiscal year ending December 31, 2018. | Mgmt | For     |
| 3.  | To approve, on an advisory basis, the<br>compensation of our Named Executive<br>Officers as presented in the Proxy<br>Statement.   | Mgmt | For     |
| 4.  | To vote on a stockholder proposal, if<br>properly presented at the meeting,<br>requesting that the Board adopt a policy<br>that the Chairman of the Board of Directors<br>be an independent director.                  | Shr  | Against |
| 5.  | To vote on a stockholder proposal, if<br>properly presented at the meeting,<br>requesting that the Board take steps to<br>permit stockholder action by written<br>consent.   | Shr  | Against |

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MAGELLAN MIDSTREAM PARTNERS, L.P.

Agen

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Security: 559080106  
Meeting Type: Annual  
Meeting Date: 26-Apr-2018  
Ticker: MMP  
ISIN: US5590801065  
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| Prop.# | Proposal   | Proposal<br>Type     | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>Robert G. Croyle<br>Stacy P. Methvin<br>Barry R. Pearl | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | Advisory Resolution to Approve Executive<br>Compensation           | Mgmt                 | For               |
| 3.     | Ratification of Appointment of Independent<br>Auditor              | Mgmt                 | For               |

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OCEAN RIG UDW INC

Agen

Security: G66964118  
 Meeting Type: Special  
 Meeting Date: 03-Nov-2017  
 Ticker: ORIG  
 ISIN: KYG669641188

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | TO APPROVE THE ENHANCED SPECIAL RESOLUTION REQUIRED PURSUANT TO THE CURRENT AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY, TO DELETE THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY CURRENTLY IN EFFECT (THE "CURRENT AMENDED AND RESTATED MEMORANDUM AND ARTICLES") IN ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) . | Mgmt          | For           |
| 2      | TO APPROVE THE ORDINARY RESOLUTION REQUIRED PURSUANT TO THE CURRENT AMENDED AND RESTATED MEMORANDUM AND ARTICLES TO (I) REDUCE THE AUTHORIZED CAPITAL OF THE COMPANY FROM US\$10,005,000,000 DIVIDED INTO ONE TRILLION (1,000,000,000,000) COMMON SHARES OF A PAR VALUE OF US\$0.01 EACH AND FIVE HUNDRED ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) .             | Mgmt          | For           |
| 3      | TO APPROVE THE ORDINARY RESOLUTION REQUIRED PURSUANT TO THE CURRENT AMENDED AND RESTATED MEMORANDUM AND ARTICLES TO (I) REDESIGNATE 1,500,000,000 EXISTING COMMON SHARES IN THE AUTHORIZED CAPITAL OF THE COMPANY AS CLASS A COMMON SHARES INCLUDING THE EXISTING ISSUED COMMON SHARES IN THE COMPANY; (II) ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) .           | Mgmt          | For           |
| 4      | SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.  | Mgmt          | For           |

OCEAN RIG UDW INC

Agen

Security: G66964118  
 Meeting Type: Annual  
 Meeting Date: 05-Mar-2018  
 Ticker: ORIG  
 ISIN: KYG669641188

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

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|----|---|------|-----|
| 1. | To ratify the appointment of Ernst & Young (Hellas) Certified Auditors Accountants S.A., as the Company's independent auditors for the fiscal year ending December 31, 2018.  | Mgmt | For |
| 2. | To approve the special resolution required pursuant to the Companies Law (2016 Revision) of the laws of the Cayman Islands and the second amended and restated memorandum and articles of association of the Company to amend Article 32.4 of the second amended and restated memorandum and articles of association by deleting Article 32.4 of the second amended and restated memorandum and articles of association of the Company in its entirety and replacing it | Mgmt | For |

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SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
Meeting Type: Annual  
Meeting Date: 04-Apr-2018  
Ticker: SLB  
ISIN: AN8068571086

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | Election of Director: Peter L.S. Currie                                 | Mgmt          | For           |
| 1B.    | Election of Director: Miguel M. Galuccio                                | Mgmt          | For           |
| 1C.    | Election of Director: V. Maureen Kempston Darkes                        | Mgmt          | For           |
| 1D.    | Election of Director: Paal Kibsgaard                                    | Mgmt          | For           |
| 1E.    | Election of Director: Nikolay Kudryavtsev                               | Mgmt          | For           |
| 1F.    | Election of Director: Helge Lund  | Mgmt          | For           |
| 1G.    | Election of Director: Michael E. Marks                                  | Mgmt          | For           |
| 1H.    | Election of Director: Indra K. Nooyi                                    | Mgmt          | For           |
| 1I.    | Election of Director: Lubna S. Olayan                                   | Mgmt          | For           |
| 1J.    | Election of Director: Leo Rafael Reif                                   | Mgmt          | For           |
| 1K.    | Election of Director: Henri Seydoux                                     | Mgmt          | For           |
| 2.     | To approve, on an advisory basis, the Company's executive compensation. | Mgmt          | For           |

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|----|--|------|-----|
| 3. | To report on the course of business during the year ended December 31, 2017; and approve our consolidated balance sheet as of December 31, 2017; our consolidated statement of income for the year ended December 31, 2017; and our Board of Directors' declarations of dividends in 2017, as reflected in our 2017 Annual Report to Stockholders. | Mgmt | For |
| 4. | To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for 2018.  | Mgmt | For |
| 5. | To approve amended and restated French Sub Plan for purposes of qualification under French Law.  | Mgmt | For |

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 SOUTHWESTERN ENERGY COMPANY

Agen

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 Security: 845467109  
 Meeting Type: Annual  
 Meeting Date: 22-May-2018  
 Ticker: SWN  
 ISIN: US8454671095  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | Election of Director: John D. Gass   | Mgmt          | For           |
| 1.2    | Election of Director: Catherine A. Kehr  | Mgmt          | For           |
| 1.3    | Election of Director: Greg D. Kerley   | Mgmt          | For           |
| 1.4    | Election of Director: Gary P. Luquette   | Mgmt          | For           |
| 1.5    | Election of Director: Jon A. Marshall  | Mgmt          | For           |
| 1.6    | Election of Director: Patrick M. Prevost   | Mgmt          | For           |
| 1.7    | Election of Director: Terry W. Rathert   | Mgmt          | For           |
| 1.8    | Election of Director: William J. Way   | Mgmt          | For           |
| 2.     | Advisory vote to approve 2017 named executive officer compensation.  | Mgmt          | For           |
| 3.     | Proposal to ratify the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2018. | 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 CONVERTIBLE & HIGH INCOME FUND |
| By (Signature) | /s/ John P. Calamos, Sr.               |
| Name           | John P. Calamos, Sr.                   |
| Title          | President                              |
| Date           | 08/07/2018                             |