

KEELEY FUNDS, INC.

PROXY VOTING POLICIES AND PROCEDURES

Introduction

As the beneficial owner of Funds securities, Keeley Funds Inc., (“KFI”), through its Board of Directors, has the right and the obligation to vote the Funds’ portfolio securities. The Board of Directors has delegated the power to vote Funds’ securities to its investment adviser (the “Adviser” or “Keeley-Teton”). The Adviser adopted proxy voting policies and procedures for all of its clients, including the Funds. Those policies and procedures will govern each Fund’s voting of portfolio securities, except to the extent varied by these Policies and Procedures of KFI, in which case these policies and procedures will govern.

KFI’s Policies and Procedures are based on the following assumptions:

Voting rights have economic value.

There is a duty to cast an informed vote.

Funds’ securities must be voted in a way that benefits each Fund and its shareholders solely.

The following is a summary of the manner in which KFI would normally expect to vote on certain matters that typically are included in the proxies that each Fund receives each year; however, each proxy needs to be considered separately, and KFI’s vote may vary depending upon the actual circumstances presented. The Adviser utilizes the services of a third-party, proxy voting adviser to analyze ballot initiatives and decide the manner in which it intends to vote. The Adviser will generally vote in-line with the third-party adviser’s recommendations, but may, at times, vote differently when it believes that such a vote is in the best interests of the client.

Proxies for extraordinary matters, such as mergers, reorganizations and other corporate transactions, are necessarily considered on a case-by-case basis in light of the merits of the individual transactions.

- 1) KFI will rely upon the Adviser’s analysis of management proposals, which it will make on a case by case basis (e.g., election Directors, ratification or selection of accountants, executive compensation, stock option plans, indemnification of Directors).
- 2) KFI will oppose anti-takeover proposals (e.g., supermajority amendments, unequal voting rights plans), except where special circumstances dictate otherwise.
- 3) On matters relating to social and political responsibility, unless in the Adviser’s judgment a vote in one direction or the other is likely to have a material effect on the market value of a Fund securities, the Fund will abstain.

All other issues brought forth will be reviewed by Adviser on a case by case basis with the sole aim of enhancing the value of each Fund assets.

Although the Adviser does not anticipate that voting will generally present a conflict of interest between a Fund on the one hand and the person exercising the vote (the Adviser, the Distributor or affiliated persons of the Adviser or the Distributor), on the other, the Adviser recognizes that it is possible that a conflict of interest could arise. If the Adviser identifies a situation that it believes presents a conflict of interest, and if that situation requires a specific vote (e.g. an anti-takeover matter), as set forth above, then the proxy will be voted in accordance with the predetermined policy without regard to the conflict. If there is no predetermined policy, or if the policy requires management to exercise judgment, then (i) if the perceived conflict involves the person exercising voting judgment on behalf of the Fund but does not involve the Adviser, Distributor or any other person controlling those entities, the exercise of voting judgement will be made by another officer of the Fund who does not have the conflict; however, (ii) if there is no other officer of the Fund who does not have a perceived conflict or the conflict involves the Adviser, the Distributor or someone who controls either of them, the Adviser will seek approval of its vote from the Independent Directors (which approval need not be at a meeting but may be by separate telephone conferences, depending on the time available to vote) or (iii) the Adviser may retain an independent third party to make a determination as to the appropriate vote on the matter, and may cast the vote in accordance with the determination.

Every August the Corporation files with the Securities and Exchange Commission information regarding the voting of proxies for securities of each Fund for the 12-month period ending the preceding June 30th. Shareholders may obtain a copy of the Proxy Voting Proxies and each Fund's proxy voting record by contacting the Corporation at 800-533-5344 (toll-free).

Procedures

Keeley-Teton votes proxies electronically through the software system provided by Broadridge ProxyEdge.

- A. Determination of Vote.** Keeley-Teton's operations team reviews the overall voting process at Broadridge to determine votes are being cast on a timely basis. Any matters that require a further analysis by the Adviser as described previously will be reviewed by the Adviser's portfolio management team.
- B. Record-keeping.** Keeley-Teton will be responsible for all record keeping to permit the Funds to comply with Rule 30b1-4 and to file Form N-PX as and when required. Without limitation of the foregoing, the records maintained will include the following:
 - The name of the issuer;
 - The exchange ticker symbol of the portfolio security
 - The CUSIP number for the portfolio security
 - The shareholder meeting date;

- A brief description of the matter voted on;
 - Whether the matter was proposed by the issuer or a security holder;
 - Whether the Fund cast its vote on the matter;
 - How the Fund cast its vote; and
 - Whether the Fund cast its vote for or against management.
- C. Availability of Policies and Procedures.** KFI will make these Policies and Procedures available without charge no later than the date that it files its update to its Form N-1A (no later than January 31st each calendar year) to persons who call the following toll-free number: 800-533-5344. The Fund will also post these Policies and Procedures on its website on or before that date. The Fund will make the disclosures of availability in the next update to its Form N-1A.
- D. Disclosure of vote.** KFI will comply with the disclosure of each Fund's voting record by posting a copy of KFI's most recent Form N-PX on its website. This disclosure will first be available as soon as reasonably practicable after the KFI files its Form N-PX (no later than August 31st of each calendar year).