





## Section 5—Corporate Governance and Management

## Item 5.07 Submission of Matters to a Vote of Security Holders.

The Toro Company (the “Company”) held its 2017 Annual Meeting of Shareholders on March 21, 2017. The final results of the shareholder vote on the business brought before the meeting were as follows:

|   | For        | Against/<br>Withheld | Abstain   | Broker<br>Non-Votes |                     |
|---|------------|----------------------|-----------|---------------------|---------------------|
| Proposal One—Election of four directors, each to serve for a term of three years ending at the Company’s 2020 Annual Meeting of Shareholders                                |            |                      |           |                     |                     |
| Jeffrey M. Ettinger   | 84,816,591 | 3,539,977            | —         | 10,756,421          |                     |
| Katherine J. Harless  | 86,354,306 | 2,002,262            | —         | 10,756,421          |                     |
| Michael J. Hoffman  | 84,127,063 | 4,229,505            | —         | 10,756,421          |                     |
| D. Christian Koch   | 87,135,890 | 1,220,678            | —         | 10,756,421          |                     |
| Proposal Two—Ratification of the selection of KPMG LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending October 31, 2017 | 96,575,308 | 2,363,133            | 174,548   | —                   |                     |
| Proposal Three—Advisory approval of executive compensation  | 86,772,232 | 1,214,150            | 370,186   | 10,756,421          |                     |
|   | 1 Year     | 2 Years              | 3 Years   | Abstain             | Broker<br>Non-Votes |
| Proposal Four—Advisory approval of the frequency of the advisory approval of executive compensation   | 77,904,897 | 482,794              | 9,567,140 | 401,737             | 10,756,421          |

Each of the directors in Proposal One was elected by the Company’s shareholders by the required vote and each of Proposals Two and Three was approved by the Company’s shareholders by the required vote.

In accordance with the result of the advisory vote on Proposal Four, the Board of Directors has determined that the Company will continue to conduct an executive compensation advisory vote on an annual basis.

Regarding the Company’s other directors, (i) each of Janet K. Cooper, Gary L. Ellis and Gregg W. Steinhafel continue to serve as a director for a term ending at the Company’s 2018 Annual Meeting of Shareholders; and (ii) each of Robert C. Buhrmaster, Richard M. Olson, James C. O’Rourke and Christopher A. Twomey continue to serve as a director for a term ending at the Company’s 2019 Annual Meeting of Shareholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE TORO COMPANY  
(Registrant)

Date: March 23, 2017 By /s/ Timothy P. Dordell  
Timothy P. Dordell  
Vice President, Secretary and General Counsel