

Voya Infrastructure, Industrials & Materials Fund  
Form N-CSR  
May 06, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**

**MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number: 811-22144

**Voya Infrastructure, Industrials and Materials Fund**

**(Exact name of registrant as specified in charter)**

**7337 E. Doubletree Ranch Rd., Suite 100, Scottsdale, AZ 85258**  
**(Address of principal executive offices) (Zip code)**

**The Corporation Trust Company, 1209 Orange**  
**Street, Wilmington, DE 19801**

**(Name and address of agent for service)**

Registrant's telephone number, including area code: **1-800-992-0180**

Date of fiscal year end: **February 28**

Date of reporting period: **February 29, 2016**

**Item 1. Reports to Stockholders.**

The following is a copy of the report transmitted to stockholders pursuant to Rule 30e-1 under the Act (17 CFR 270.30e-1):

TABLE OF CONTENTS

Annual Report  
February 29, 2016  
Voya Infrastructure, Industrials and Materials Fund

E-Delivery Sign-up – details inside

This report is intended for existing current holders. It is not a prospectus. This information should be read carefully.

TABLE OF CONTENTS

Managed Distribution Policy

The Fund was granted exemptive relief by the U.S. Securities and Exchange Commission (the “Order”), which under the Investment Company Act of 1940, as amended (the “1940 Act”), permits the Fund to include realized long-term capital gains as a part of its regular distributions to Common Shareholders more frequently than once per taxable year (“Managed Distribution Policy”). Pursuant to the Order, the Fund’s Board of Trustee’s (the “Board”) approved the Managed Distribution Policy and the Fund adopted the policy which allows the Fund to make periodic distributions of long-term capital gains.

Under the Managed Distribution Policy, the Fund makes quarterly distributions of an amount equal to \$0.365 per share. You should not draw any conclusions about the Fund’s investment performance from the amount of this distribution or from the terms of the Fund’s Plan.

The Managed Distribution Policy will be subject to periodic review by the Fund’s Board and the Board may amend or terminate the Managed Distribution Policy at any time without prior notice to the Fund’s shareholders; any such change or termination may have an adverse effect on the market price of Fund’s shares.

The Fund may distribute more than its net investment income and net realized capital gains; therefore, a portion of your distribution may include a return of capital. A return of capital may occur for example, when some or all of the money that you invested in the Fund is paid back to you. A return of capital distribution does not necessarily reflect the Fund’s investment performance and should not be confused with ‘yield’ or ‘income.’ With each distribution, the Fund will issue a notice to shareholders and a press release containing information about the amounts and sources of distribution and other related information. The amounts and sources of the distributions contained in a notice and press release are only estimates and are not provided for tax reporting purposes. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the Fund’s investment experience during the remainder of its fiscal year and may be subject to changes based on tax regulations. The Fund will send you a Form 1099-DIV for the calendar year that will tell you how to report these distributions for federal income tax purposes.

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TABLE OF CONTENTS

TABLE OF CONTENTS

|  |           |
|--|-----------|
| <u>President's Letter</u>                                      | <u>1</u>  |
| <u>Market Perspective</u>                                      | <u>2</u>  |
| <u>Portfolio Managers' Report</u>                              | <u>4</u>  |
| <u>Report of Independent Registered Public Accounting Firm</u> | <u>6</u>  |
| <u>Statement of Assets and Liabilities</u>                     | <u>7</u>  |
| <u>Statement of Operations</u>                                 | <u>8</u>  |
| <u>Statements of Changes in Net Assets</u>                     | <u>9</u>  |
| <u>Financial Highlights</u>                                    | <u>10</u> |
| <u>Notes to Financial Statements</u>                           | <u>11</u> |
| <u>Summary Portfolio of Investments</u>                        | <u>19</u> |
| <u>Tax Information</u>   | <u>24</u> |
| <u>Shareholder Meeting Information</u>                         | <u>25</u> |
| <u>Trustee and Officer Information</u>                         | <u>26</u> |
| <u>Additional Information</u>                                  | <u>30</u> |

Go Paperless with E-Delivery!

Sign up now for on-line prospectuses, fund reports, and proxy statements. In less than five minutes, you can help reduce paper mail and lower fund costs.

Just go to [www.voyainvestments.com](http://www.voyainvestments.com), click on the E-Delivery icon from the home page, follow the directions and complete the quick 5 Steps to Enroll.

You will be notified by e-mail when these communications become available on the internet. Documents that are not available on the internet will continue to be sent by mail.

**PROXY VOTING INFORMATION**

A description of the policies and procedures that the Fund uses to determine how to vote proxies related to portfolio securities is available (1) without charge, upon request, by calling Shareholder Services toll-free at (800) 992-0180; (2) on the Fund's website at [www.voyainvestments.com](http://www.voyainvestments.com) and (3) on the U.S. Securities and Exchange Commission's ("SEC's") website at [www.sec.gov](http://www.sec.gov). Information regarding how the Fund voted proxies related to portfolio securities during the most recent 12-month period ended June 30 is available without charge on the Fund's website at [www.voyainvestments.com](http://www.voyainvestments.com) and on the SEC's website at [www.sec.gov](http://www.sec.gov).

**QUARTERLY PORTFOLIO HOLDINGS**

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. This report contains a summary portfolio of investments for the Fund. The Fund's Forms N-Q are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC, and information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330. The Fund's Forms N-Q, as well as a complete portfolio of investments, are available without charge upon request from the Fund by calling Shareholder Services toll-free at (800) 992-0180.

TABLE OF CONTENTS

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TABLE OF CONTENTS  
PRESIDENT'S LETTER

Dear Shareholder,

Voya Infrastructure, Industrials and Materials Fund (the "Fund") is a diversified, closed-end management investment company whose shares are traded on the New York Stock Exchange under the symbol "IDE." The Fund's investment objective is total return through a combination of current income, capital gains and capital appreciation.

The Fund seeks to achieve its investment objective by investing in companies that own and/or operate infrastructure facilities in the infrastructure sector, and in a broad range of companies, principally in the industrials and materials sector that Voya Investment Management Co. LLC (the "Sub-Adviser") believes will benefit from the building, renovation, expansion and utilization of infrastructure. Under normal market conditions the Fund will also seek to secure gains and enhance the stability of returns over a market cycle by writing (selling) call options on selected indices and/or exchange-traded funds.

For the year ended February 29, 2016, the Fund made quarterly distributions totaling \$1.54 per share, which were characterized as \$0.08 per share of net realized gain, \$1.21 per share return of capital and \$0.25 per share of net investment income.\*

Based on net asset value ("NAV"), the Fund provided a total return of -11.33% for the year ended February 29, 2016.(1)(2) This NAV return reflects a decrease in the Fund's NAV from \$17.19 on February 28, 2015 to \$13.59 on February 29, 2016, after taking into account the quarterly distributions noted above. Based on its share price, the Fund provided a total return of -17.36% for the year ended February 29, 2016.(2)(3) This share price return reflects a decrease in the Fund's share price from \$15.73 on February 28, 2015 to \$11.59 on February 29, 2016, after taking into account the quarterly distributions noted above.

The global equity markets have witnessed a challenging and turbulent period. Please read the Market Perspective and Portfolio Managers' Report for more information on the market and the Fund's performance.

At Voya our mission is to help you grow and protect your wealth, by offering you and your financial advisor a range of global investment solutions. We invite you to visit our website at [www.voyainvestments.com](http://www.voyainvestments.com). Here you will find current information on our investment products and services, including our open- and closed-end funds and our retirement portfolios. You will see that Voya offers a broad range of equity, fixed income and multi-asset strategies that aim to fulfill a variety of investor needs.

Thank you for trusting Voya with your investment assets. We look forward to serving you in the months and years ahead.

Sincerely,

Shaun Mathews  
President and Chief Executive Officer  
Voya Family of Funds  
April 1, 2016

The views expressed in the President's Letter reflect those of the President as of the date of the letter. Any such views are subject to change at any time based upon market or other conditions and the Voya mutual funds disclaim any responsibility to update such views. These views may not be relied on as investment advice and because investment decisions for a Voya mutual fund are based on numerous factors, may not be relied on as an indication of investment intent on behalf of any Voya mutual fund. Reference to specific company securities should not be construed as recommendations or investment advice. International investing poses special risks including currency fluctuation, economic and political risks not found in investments that are solely domestic.

More complete information about the Fund, including the Fund's daily New York Stock Exchange closing prices and net asset values per share, is available at [www.voyainvestments.com](http://www.voyainvestments.com) or by calling the Fund's Shareholder Service Department at (800) 992-0180. To obtain a prospectus for any Voya mutual fund, please call your financial advisor or a fund's Shareholder Service Department at (800) 992-0180 or log on to [www.voyainvestments.com](http://www.voyainvestments.com). A prospectus should be read carefully before investing. Consider a fund's investment objectives, risks, charges and expenses carefully before investing. A prospectus contains this information and other information about a fund. Check with your financial advisor to determine which Voya mutual funds are available for sale within their firm. Not all funds are available for sale at all firms.

\*

The final tax composition of dividends and distributions will not be determined until after the Fund's tax year-end.

(1)

Total investment return at net asset value has been calculated assuming a purchase at net asset value at the beginning of each period and a sale at net asset value at the end of each period and assumes reinvestment of dividends, capital gain distributions, and return of capital distributions/ allocations, if any, in accordance with the provisions of the Fund's dividend reinvestment plan.

(2)

Total returns shown include, if applicable, the effect of fee waivers and/or expense reimbursements by the investment adviser. Had all fees and expenses been considered, the total returns would have been lower.

(3)

Total investment return at market value measures the change in the market value of your investment assuming reinvestment of dividends, capital gain distributions, and return of capital distributions/allocations, if any, in accordance with the provisions of the Fund's dividend reinvestment plan.



TABLE OF CONTENTS

Market Perspective: Year Ended February 29, 2016

In our semi-annual report, we described how global equities, in the form of the MSCI World Index<sup>SM</sup> (the “Index”) measured in local currencies, including net reinvested dividends, had been shaken when China announced a 2% devaluation of the yuan. The Index staged a strong recovery in October, which stalled in November and unraveled in December. Concerns intensified in 2016 and by the end of February, the Index was down 9.73% for the fiscal year. (The Index returned -11.00% for the one year ended February 29, 2016, measured in U.S. dollars.)

U.S. economic data blew hot and cold. Employment showed the most consistent strength. By the end of February, 231,000 new jobs were being created monthly, on average. The unemployment rate fell to 4.9%, the lowest since February 2008. Sluggish annual wage growth improved to 2.5%, which doesn’t sound like much, but it was the best since 2009. Gross domestic product (“GDP”) was 3.9% annualized in the second quarter of 2015, after another harsh winter, before an inventory downturn and waning demand pegged it back to 2.0% in the third quarter and 1.0% in the fourth quarter. Industrial production was uneven, while purchasing managers’ indices in manufacturing indicated contraction in the last five months of the period. Retail sales were still showing no real acceleration despite lower gasoline prices.

Superimposed on this was the prospect of rising U.S. interest rates. On December 16, the Federal Open Market Committee of the U.S. Federal Reserve Board finally announced a 0.25% increase in the federal funds interest rate as a first step in normalizing policy. Further increases would be data driven. There was a substantial body of opinion that felt the increase was unwarranted, not least because all other major central banks were far from considering rate increases.

China’s unexpected 2% devaluation of the yuan in August caused such market turmoil because it was handled so poorly and because it suggested that the Chinese economy, the largest single contributor to global growth in recent years, was weaker than had previously been admitted. China’s own market, represented by the Shanghai Stock Exchange Composite Index (“Shanghai Composite”), was already in retreat. By August 26 the Shanghai Composite was down 43% from its June 12 peak. Global equities fell sharply and had fallen 5.39% by the end of our fiscal half year. Yet in the fourth quarter the feeling grew that concerns had been overdone. The Bank of China lowered interest rates, eased bank reserve requirements and by early November, the Shanghai Composite had recouped over a quarter of its losses. The price of oil had fallen to a new multi-year low near the end of August, but rebounded sharply and edged further ahead in October. Global equities responded with an 11% bounce between late September and early November.

But it was not to last. Chinese authorities had clearly been rattled by the violent reaction to the devaluation and as they tried to keep the yuan steady, China’s foreign exchange reserves were falling by about \$100bn per month as the period ended. In early January a new bout of panic sent the Shanghai Composite down nearly 7% triggering a recently introduced circuit-breaker, which having seemed to make things worse, was soon abandoned. Again the authorities had created a perception of incompetence. Fourth quarter growth in China was reported at 6.8%, the weakest since 2009. The yuan and the Shanghai Composite were falling again.

The oil price and global equities soon followed. Concerns re-emerged about the various areas of instability in global economies and markets, including the already hard-hit energy sector, the vast investment it creates and was postponing because of falling energy prices amid faltering demand and uncontrollable supply. Inflation was nowhere to be seen and to create it, increasingly commonplace negative bond yields were being encouraged by central banks, which, to many commentators, had lost their power to improve economic conditions.

In U.S. fixed income markets, the Barclays U.S. Aggregate Bond Index (“Barclays Aggregate”) gained 1.50% in the fiscal year, while the Barclays U.S. Treasury Bond sub-index added 2.88%. Indices of riskier classes fared worse. The Barclays U.S. Corporate Investment Grade Bond sub-index fell 1.49%; the Barclays High Yield Bond — 2% Issuer Constrained Composite Index (not a part of the Barclays Aggregate) fell 8.26%. According to Bloomberg in February, some 29% by value of world government bonds outstanding had negative yields.

U.S. equities, represented by the S&P 500<sup>®</sup> Index including dividends, dropped 6.19% in the year through February. The defensive telecommunications sector did best, returning 7.56%. The worst performing sector was understandably energy, slumping 24.21%. S&P 500<sup>®</sup> earnings per share fell year-over-year in each of the last three quarters of 2015 and were set to fall again in the first quarter of 2016.

In currencies, the dollar added 2.94% against the euro after that currency dipped in February in anticipation of further monetary easing in March. The dollar gained 9.05% on the pound, accelerating late in the period as concerns grew over Britain's possible exit from the European Union. The dollar lost 5.22% to the yen, again after a late move in response to market instability.

In international markets, the MSCI Japan® Index dropped 14.93%, all in 2016, on renewed concern over China's slowdown and a rising yen. The MSCI Europe ex UK® Index sagged 12.03%, all in the last three months. The financial sector was particularly hard hit by low (and in some cases negative) interest rates and deteriorating loan losses. The MSCI UK® Index fell 9.22%, a decline that was much more evenly spread throughout the year and mostly concentrated in a dozen or so multinationals in the financials, materials and energy sectors such as HSBC (financials), Glencore (materials) and Royal Dutch Shell (energy).

Past performance does not guarantee future results. The performance quoted represents past performance. Investment return and principal value of an investment will fluctuate, and shares, when redeemed, may be worth more or less than their original cost. The Fund's performance is subject to change since the period's end and may be lower or higher than the performance data shown. Please call (800) 992-0180 or log on to [www.voyainvestments.com](http://www.voyainvestments.com) to obtain performance data current to the most recent month end.

Market Perspective reflects the views of Voya Investment Management's Chief Investment Risk Officer only through the end of the period, and is subject to change based on market and other conditions.

**TABLE OF CONTENTS**

**Benchmark Descriptions**

| Index  | Description  |
|--|--|
| Barclays High Yield Bond — 2% Issuer Constrained Composite Index | An unmanaged index that includes all fixed-income securities having a maximum quality rating of Ba1, a minimum amount outstanding of \$150 million, and at least one year to maturity.                                   |
| Barclays U.S. Aggregate Bond Index                               | An unmanaged index of publicly issued investment grade U.S. Government, mortgage-backed, asset-backed and corporate debt securities.   |
| Barclays U.S. Corporate Investment Grade Bond Index              | An unmanaged index consisting of publicly issued, fixed rate, nonconvertible, investment grade debt securities.  |
| Barclays U.S. Treasury Bond Index                                | A market capitalization-weighted index that measures the performance of public obligations of the U.S. Treasury that have a remaining maturity of one year or more.  |
| MSCI All Country World IndexSM                                   | A free float-adjusted market capitalization index that is designed to measure equity market performance in the global developed and emerging markets.  |
| MSCI Europe ex UK® Index   | A free float-adjusted market capitalization index that is designed to measure developed market equity performance in Europe, excluding the UK.   |
| MSCI Japan® Index  | A free float-adjusted market capitalization index that is designed to measure developed market equity performance in Japan.  |
| MSCI UK® Index   | A free float-adjusted market capitalization index that is designed to measure developed market equity performance in the UK.   |
| MSCI World IndexSM   | An unmanaged index that measures the performance of over 1,400 securities listed on exchanges in the U.S., Europe, Canada, Australia, New Zealand and the Far East.  |
| S&P 500® Index   | An unmanaged index that measures the performance of securities of approximately 500 large-capitalization companies whose securities are traded on major U.S. stock markets.  |
| The Shanghai Stock Exchange Composite Index                      | A capitalization-weighted index. The index tracks the daily price performance of all A-shares and B-shares listed on the Shanghai Stock Exchange. The index was developed on December 19, 1990 with a base value of 100. |

**TABLE OF CONTENTS**

Portfolio Managers' Report Voya Infrastructure, Industrials and Materials Fund

Geographic Diversification  
as of February 29, 2016  
(as a percentage of net assets)

|  |        |
|--|--------|
| United States                          | 52.0%  |
| Japan                                  | 9.1%   |
| France                                 | 5.5%   |
| Netherlands                            | 5.1%   |
| Germany                                | 4.1%   |
| China                                  | 3.1%   |
| Sweden                                 | 2.3%   |
| India                                  | 2.2%   |
| Switzerland                            | 2.1%   |
| Italy                                  | 1.9%   |
| Countries between 0.9% – 1.7%^         | 11.2%  |
| Assets in Excess of Other Liabilities* | 1.4%   |
| Net Assets                             | 100.0% |

\*

Includes short-term investments.

^

Includes 9 countries, which each represents 0.9% – 1.7% of net assets.

Portfolio holdings are subject to change daily.

Voya Infrastructure, Industrials and Materials Fund (the “Fund”) is a diversified closed-end fund that seeks total return through a combination of current income, capital gains and capital appreciation.

The Fund seeks to achieve its investment objective by investing in companies that own and/or operate infrastructure facilities in the infrastructure sector, and in a broad range of companies, principally in the industrials and materials sectors, that the Sub-Adviser believes will benefit from the building, renovation, expansion and utilization of infrastructure.

Portfolio Management: The Fund is managed by Martin Jansen, Brian Madonick, Joseph Vultaggio, Jody I. Hrazanek and Paul Zemsky, Portfolio Managers, Voya Investment Management Co. LLC — the Sub-Adviser.\*

Equity Portfolio Construction: Under normal market conditions, the Fund will seek to achieve its investment objective by investing at least 80% of its managed assets in the equity securities of, or derivatives having economic characteristics similar to the equity securities of, issuers in three broad market sectors — infrastructure, industrials and materials.

The Sub-Adviser seeks to construct a diversified equity portfolio of 60 to 100 equity securities, with a focus on companies that will potentially benefit from increased government and private spending in six areas: power, construction, materials, food and water, communications and transportation.

The Sub-Adviser has constructed a broad universe of approximately 1,500 global companies that operate in industries which are related to its six investment areas. The Sub-Adviser will seek to identify, through bottom-up fundamental research, companies that it believes to be undervalued relative to their business fundamentals and outlook, and whose

revenues or growth in revenues are driven by infrastructure spending.

Top Ten Holdings  
as of February 29, 2016  
(as a percentage of net assets)

|                               |      |
|-------------------------------|------|
| General Electric Co.          | 4.8% |
| Lockheed Martin Corp.         | 2.7% |
| Siemens AG                    | 2.7% |
| Honeywell International, Inc. | 2.7% |
| Dow Chemical Co.              | 2.6% |
| General Dynamics Corp.        | 2.6% |
| Schlumberger Ltd.             | 2.1% |
| PG&E Corp.                    | 2.0% |
| Roper Technologies, Inc.      | 2.0% |
| AT&T, Inc.                    | 2.0% |

Portfolio holdings are subject to change daily.

The Sub-Adviser seeks to invest in companies with the following characteristics:

1. Good growth prospects;
2. Resilient earnings potential across market cycles;
3. Disciplined capital allocation management; and
4. Strong competitive position.

Options Strategy: Under normal market conditions the Fund will also seek to secure gains and enhance the stability of returns over a market cycle by writing (selling) call options on selected indices and/or exchange-traded funds (“ETFs”). The underlying value against which such calls will be written may vary depending on the cash flow requirements of the portfolio and on the Sub-Adviser’s assessment of market conditions, generally within a range of 15% to 50%.

The Fund expects to write (sell) call options primarily with shorter maturities (typically ten days to three months until expiration) generally, “at-the-money,” “out-of-the-money” or “near-the-money,” in exchange-listed option markets or over-the-counter markets with major international banks, broker-dealers and financial institutions. The Fund may also write (sell) call options on either the value of subsets of stocks in its portfolio or selected equity securities held in its portfolio.

Performance: Based on net asset value (“NAV”), the Fund provided a total return of -11.33% for the year ended February 29, 2016.(1) This NAV return reflects a decrease in the Fund’s NAV from \$17.19 on February 28, 2015 to \$13.59 on February 29, 2016, after taking into account the quarterly distributions. Based on its share price, the Fund provided a total return of -17.36% for the year ended February 29, 2016.(1) This share price return reflects a decrease in the Fund’s share price from \$15.73 on February 28, 2015 to \$11.59 on February 29, 2016, after taking into account the quarterly distributions. The Fund is not benchmarked to an index but uses the MSCI All Country World Index<sup>SM</sup> as a reference index, which returned -12.32% for the reporting period. During the period, the Fund made quarterly distributions totaling \$1.54 per share, which were characterized as \$0.08 per share of net realized gain, \$1.21 per share return of capital and \$0.25 per share of net investment income.(2) As of February 29, 2016, the Fund had 19,805,000 shares outstanding.

Portfolio Specifics: The fiscal year was marked by a sharp sell-off in global equities in the wake of retreating oil and commodity prices and increasing concerns that the Chinese economy was heading for a hard landing. Combined with contracting trade volumes globally and falling inflation, investors saw a higher probability of the global economy sliding into a recession. The emerging economies, in particular the commodity exporters, were especially hard hit. Against this backdrop, the U.S. dollar appreciated significantly against all major currencies with the exception



TABLE OF CONTENTS

Voya Infrastructure, Industrials and Materials Fund Portfolio Managers' Report

of the Japanese yen, thereby reducing poor local returns even further for U.S.-based investors. Emerging markets and developed Asia were especially weak, while North America and Japan were relatively defensive. Globally, the commodity (energy and materials) and financials sectors were the biggest underperformers, while the consumer staples, utilities and telecommunication services sectors outperformed.

Equity Portfolio(3): Our security selection is focused on harnessing infrastructure-related opportunities based on six themes, namely materials, transportation, food and water, power, construction and communications. The market backdrop, with the weak materials and energy services components, was a modest headwind for the Fund compared to the broader global equity markets. At the Fund level, the equity strategy detracted from performance. Within regions, security selection was a drag in Japan and developed Asia ex-Japan, while Europe contributed. Regional allocation added value due mainly to underweighting a weak developed Asia and overweighting the more defensive North America. Within sectors, the negative selection result largely emanated from the positioning in industrials and information technology, as well as utilities. This was partly offset by a positive selection result in materials. Sector allocation added modest value, mainly by underweighting the relatively weak energy and materials sectors.

Options Portfolio: The Fund wrote call options on sector and regional ETFs to generate additional income — the selection of ETFs results from an optimization intended to track the underlying equity portfolio as closely as possible. For the reporting period, the strike prices of the options written were typically at or near the money, and the average expiration dates were between four and five weeks. The coverage ratio was maintained at approximately 35% of portfolio assets throughout the period. The sharply lower equity markets combined with a spike in volatility in August and December through early 2016 yielded a material, positive contribution to the Fund's return for the year, as premiums received exceeded the amounts payable on expiry by a considerable margin.

Current Strategy and Outlook: In our opinion, international developed stocks have modest upside potential from current levels. European growth, while still low by historic standards, seems on a firmer footing as continued monetary ease and improving consumer spending provide stability. While growth in the U.S. has lost some momentum recently, we believe some reacceleration is expected for the remainder of this year. With continued growth in the U.S. and Europe, growth for many emerging economies should stabilize by the second half of calendar 2016, but no sharp acceleration is expected. A further slowdown in Chinese growth remains a key risk, as well as tighter monetary policy once the global growth outlook improves. On balance, we believe the substantial fall in energy and commodity prices should stimulate global consumption and industrial production in the course of 2016. The structural growth issues facing the global economy are expected to improve gradually, albeit with some periodic setbacks. An aging infrastructure and low interest rates allow, in our opinion, for some pick-up in infrastructure spending in the years ahead. Fiscal policy in the developed world and China are also expected to provide a modest tailwind. We believe companies linked to infrastructure spending continue to be well positioned for above-average long term growth in a global market where secular growth in the developed world is expected to remain scarce. The Fund will continue to seek benefits from its call writing activities.

\*

Effective August 7, 2015, Frank van Etten was removed as a portfolio manager of the Fund. Effective September 29, 2015, Jody Hrazanek was added as a portfolio manager of the Fund.

(1)

Total returns shown include, if applicable, the effect of fee waivers and/or expense reimbursements by the investment adviser. Had all fees and expenses been considered, the total returns would have been lower. from the Technology sector, the Technology Hardware & Equipment Communications Equipment, and Electronic Equipment Instruments & Components sub-sectors. Aside from indicating the primary opportunity set from which we select securities, the performance of this universe provides an internal reference benchmark against which the actual performance of the Fund's equity portfolio can be compared.

(2)

The final tax composition of dividends and distributions will not be determined until after the Fund's tax year-end.

(3)

For the practical management of the equity portfolio, we have identified the universe of companies whose businesses, we believe, fall within the six themes underlying the investment philosophy of the Fund: communications, construction, food and water, materials, power and transportation. This universe consists of certain sectors and subsectors of the MSCI ACWI Index. As of February 29, 2016, it consists of the following sectors and sub-sectors: Industrials, Materials, Telecommunication Services and Utilities sectors, together with those in certain industries and sub-industries including from the Energy sector, Energy Equipment & Services, Oil & Gas Drilling, Oil & Gas Equipment & Services, Oil & Gas Storage & Transportation, and from the Technology sector, the Technology Hardware & Equipment Communications Equipment, and Electronic Equipment Instruments & Components sub-sectors. Aside from indicating the primary opportunity set from which we select securities, the performance of this universe provides an internal reference benchmark against which the actual performance of the Fund's equity portfolio can be compared.

Portfolio holdings and characteristics are subject to change and may not be representative of current holdings and characteristics. Fund holdings are subject to change daily. The outlook for this Fund may differ from that presented for other Voya mutual funds. The Fund's performance returns shown reflect applicable fee waivers and/or expense limits in effect during this period. Absent such fee waivers/ expense limitations, if any, performance would have been lower. Performance for the different classes of shares will vary based on differences in fees associated with each class.

5

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TABLE OF CONTENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Shareholders and Board of Trustees

Voya Infrastructure, Industrials and Materials Fund

We have audited the accompanying statement of assets and liabilities, including the summary portfolio of investments, of Voya Infrastructure, Industrials and Materials Fund, as of February 29, 2016, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years or periods in the seven-year period then ended. These financial statements and financial highlights are the responsibility of management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and portfolio of investments. Our procedures included confirmation of securities owned as of February 29, 2016, by correspondence with the custodian, transfer agent, and brokers, or by other appropriate auditing procedures when replies from brokers were not received. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the Voya Infrastructure, Industrials and Materials Fund as of February 29, 2016, the results of its operations for the year then ended, the changes in its net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years or periods in the seven-year period then ended, in conformity with U.S. generally accepted accounting principles.

Boston, Massachusetts

April 25, 2016

6

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TABLE OF CONTENTS

## STATEMENT OF ASSETS AND LIABILITIES as of February 29, 2016

## ASSETS:

|  |                |
|--|----------------|
| Investments in securities at fair value* | \$ 265,426,487 |
| Short-term investments at fair value**   | 5,106,000      |
| Total investments at fair value          | \$ 270,532,487 |
| Foreign currencies at value***           | 178,165        |

## Receivables:

|                      |             |
|----------------------|-------------|
| Dividends            | 634,687     |
| Foreign tax reclaims | 192,632     |
| Prepaid expenses     | 998         |
| Other assets         | 33,260      |
| Total assets         | 271,572,229 |

## LIABILITIES:

|   |         |
|---|---------|
| Payable for investment management fees                            | 232,585 |
| Payable to custodian due to bank overdraft                        | 202,729 |
| Payable to trustees under the deferred compensation plan (Note 6) | 4,345   |
| Payable for trustee fees  | 1,533   |
| Other accrued expenses and liabilities                            | 81,705  |

|                                 |           |
|---------------------------------|-----------|
| Written options, at fair value^ | 1,834,961 |
| Total liabilities               | 2,357,858 |

NET ASSETS \$ 269,214,371

## NET ASSETS WERE COMPRISED OF:

|                                     |                |
|-------------------------------------|----------------|
| Paid-in capital                     | \$ 270,806,538 |
| Undistributed net investment income | 447,050        |
| Accumulated net realized loss       | (3,003,178)    |
| Net unrealized appreciation         | 963,961        |
| NET ASSETS                          | \$ 269,214,371 |

\*

Cost of investments in securities \$ 264,675,446

\*\*

Cost of short-term investments \$ 5,106,000

\*\*\*

Cost of foreign currencies \$ 181,273

^

Premiums received on written options \$ 2,076,491

Net assets \$ 269,214,371

Shares authorized unlimited

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|                    |            |
|--------------------|------------|
| Par value          | \$ 0.010   |
| Shares outstanding | 19,805,000 |
| Net asset value    | \$ 13.59   |

See Accompanying Notes to Financial Statements

7

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TABLE OF CONTENTS

## STATEMENT OF OPERATIONS for the year ended February 29, 2016

## INVESTMENT INCOME:

|   |              |
|---|--------------|
| Dividends, net of foreign taxes withheld* | \$ 8,362,930 |
| Total investment income                   | 8,362,930    |

## EXPENSES:

|                                |           |
|--------------------------------|-----------|
| Investment management fees(1)  | 3,316,032 |
| Transfer agent fees            | 15,021    |
| Administrative service fees(1) | 55,792    |
| Shareholder reporting expense  | 78,030    |
| Professional fees              | 56,547    |
| Custody and accounting expense | 131,858   |
| Trustee fees                   | 9,196     |
| Miscellaneous expense          | 46,184    |
| Interest expense               | 3,670     |
| Total expenses                 | 3,712,330 |
| Net investment income          | 4,650,600 |

## REALIZED AND UNREALIZED GAIN (LOSS):

## Net realized gain (loss) on:

|                                       |             |
|---------------------------------------|-------------|
| Investments                           | (8,715,944) |
| Foreign currency related transactions | (127,573)   |
| Written options                       | 10,683,107  |
| Net realized gain                     | 1,839,590   |

## Net change in unrealized appreciation (depreciation) on:

|  |              |
|--|--------------|
| Investments  | (47,417,789) |
| Foreign currency related transactions                | 63,488       |
| Written options                                      | 167,909      |
| Net change in unrealized appreciation (depreciation) | (47,186,392) |
| Net realized and unrealized loss                     | (45,346,802) |

|  |                 |
|--|-----------------|
| Decrease in net assets resulting from operations | \$ (40,696,202) |
|--|-----------------|

\*

|                        |            |
|------------------------|------------|
| Foreign taxes withheld | \$ 631,283 |
|------------------------|------------|

(1)

Effective May 1, 2015, the investment management fee and administration fee were combined under a single amended and restated investment management agreement. Please see Note 4 for further information.

See Accompanying Notes to Financial Statements

8

---

TABLE OF CONTENTS

## STATEMENTS OF CHANGES IN NET ASSETS

|  | Year Ended<br>February 29,<br>2016 | Year Ended<br>February 28,<br>2015 |
|--|------------------------------------|------------------------------------|
| <b>FROM OPERATIONS:</b>                                      |                                    |                                    |
| Net investment income  | \$ 4,650,600                       | \$ 5,229,682                       |
| Net realized gain  | 1,839,590                          | 18,866,740                         |
| Net change in unrealized appreciation (depreciation)         | (47,186,392)                       | (34,478,297)                       |
| Decrease in net assets resulting from operations             | (40,696,202)                       | (10,381,875)                       |
| <b>FROM DISTRIBUTIONS TO SHAREHOLDERS:</b>                   |                                    |                                    |
| Net investment income  | (4,882,988)                        | (9,138,323)                        |
| Net realized gains   | (1,558,680)                        | (22,945,777)                       |
| Return of capital  | (24,058,033)                       | —                                  |
| Total distributions  | (30,499,701)                       | (32,084,100)                       |
| <b>FROM CAPITAL SHARE TRANSACTIONS:</b>                      |                                    |                                    |
| Net decrease in net assets                                   | (71,195,903)                       | (42,465,975)                       |
| <b>NET ASSETS:</b>   |                                    |                                    |
| Beginning of year or period                                  | 340,410,274                        | 382,876,249                        |
| End of year or period  | \$ 269,214,371                     | \$ 340,410,274                     |
| Undistributed net investment income at end of year or period | \$ 447,050                         | \$ 238,449                         |

See Accompanying Notes to Financial Statements

9

TABLE OF CONTENTS

## Financial Highlights

Selected data for a share of beneficial interest outstanding throughout each year or period.

| Per Share Operating Performance |  |  |   |                                  |                            |                         |                        |                     |  |                                     |
|---------------------------------|--|--|---|----------------------------------|----------------------------|-------------------------|------------------------|---------------------|--|-------------------------------------|
| Year or period ended            | Net asset value, beginning of year or period | Income (loss) from investment operations |   |                                  | Less Distributions         |                         |                        |                     | Net asset value, end of year or period | Market value, end of year or period |
|                                 |  | Net investment income gain (loss)        | Net realized and unrealized gain (loss) | Total from investment operations | From net investment income | From net realized gains | From return of capital | Total distributions |  |                                     |
|                                 | (\$)   | (\$)                                     | (\$)                                    | (\$)                             | (\$)                       | (\$)                    | (\$)                   | (\$)                | (\$)                                   | (\$)                                |
| 02-29-16                        | 17.19  | 0.23                                     | (2.29)                                  | (2.06)                           | 0.25                       | 0.08                    | 1.21                   | 1.54                | 13.59                                  | 11.59                               |
| 02-28-15                        | 19.33  | 0.26                                     | (0.78)                                  | (0.52)                           | 0.46                       | 1.16                    | —                      | 1.62                | 17.19                                  | 15.73                               |
| 02-28-14                        | 18.30  | 0.48                                     | 2.17                                    | 2.65                             | 0.29                       | 0.20                    | 1.13                   | 1.62                | 19.33                                  | 17.39                               |
| 02-28-13                        | 19.91  | 0.28•                                    | (0.18)                                  | 0.10                             | 0.30                       | 0.20                    | 1.21                   | 1.71                | 18.30                                  | 17.72                               |
| 02-29-12                        | 22.64  | 0.25•                                    | (1.18)                                  | (0.93)                           | 0.39                       | 1.38                    | 0.03                   | 1.80                | 19.91                                  | 18.77                               |
| 02-28-11                        | 19.20  | 0.19                                     | 5.05                                    | 5.24                             | 0.11                       | —                       | 1.69                   | 1.80                | 22.64                                  | 20.18                               |
| 01-26-10(5)<br>- 02-28-10       | 19.06(6)                                     | (0.00)*•                                 | 0.14                                    | 0.14                             | —                          | —                       | —                      | —                   | 19.20                                  | 20.00                               |

(1)

Total investment return at net asset value has been calculated assuming a purchase at net asset value at the beginning of each period and a sale at net asset value at the end of each period and assumes reinvestment of dividends, capital gain distributions and return of capital distributions/ allocations, if any, in accordance with the provisions of the dividend reinvestment plan. Total investment return at net asset value is not annualized for periods less than one year.

(2)

Total investment return at market value measures the change in the market value of your investment assuming reinvestment of dividends, capital gain distributions and return of capital distributions/allocations, if any, in accordance with the provisions of the Fund's dividend reinvestment plan. Total investment return at market value is not annualized for periods less than one year.

(3)

Annualized for periods less than one year.

(4)

The Investment Adviser has entered into a written expense limitation agreement with the Fund under which it will limit the expenses of the Fund (excluding interest, taxes, investment-related costs, leverage expenses, extraordinary

expenses and acquired fund fees and expenses) subject to possible recoupment by the Investment Adviser within three years of being incurred.

(5)

Commencement of operations.

(6)

Net asset value at beginning of period reflects the deduction of the sales load of \$0.90 per share and the offering costs of \$0.04 per share paid by the shareholder from the \$20.00 offering price.

•

Calculated using average number of shares outstanding throughout the period.

\*

Amount is less than \$0.005 or 0.005% or more than \$(0.005) or (0.005)%.

†

Impact of waiving the advisory fee for the ING Institutional Prime Money Market Fund holding has less than 0.005% impact on the expense ratio and net investment income or loss ratio.

See Accompanying Notes to Financial Statements

10

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TABLE OF CONTENTS

NOTES TO FINANCIAL STATEMENTS as of February 29, 2016

NOTE 1 — ORGANIZATION

Voya Infrastructure, Industrials and Materials Fund (the “Fund”) is a diversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the “1940 Act”). The Fund is organized as a Delaware statutory trust.

Voya Investments, LLC (“Voya Investments” or the “Investment Adviser”), an Arizona limited liability company, serves as the Investment Adviser to the Fund. Voya Investments oversees all investment advisory and portfolio management services for the Fund and assists in managing and supervising all aspects of the general day-to-day business activities and operations of the Fund, including custodial, transfer agency, dividend disbursing, accounting, auditing, compliance and related services. The Investment Adviser has engaged Voya Investment Management Co. LLC (“Voya IM” or the “Sub-Adviser”), a Delaware limited liability company, to serve as the Sub-Adviser to the Fund.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES

The following significant accounting policies are consistently followed by the Fund in the preparation of its financial statements. The Fund is considered an investment company under U.S. generally accepted accounting principles (“GAAP”) and follows the accounting and reporting guidance applicable to investment companies.

A. Security Valuation. The Fund is open for business every day the New York Stock Exchange (“NYSE”) opens for regular trading (each such day, a “Business Day”). The net asset value (“NAV”) per share of the Fund is determined each Business Day as of the close of the regular trading session (“Market Close”), as determined by the Consolidated Tape Association (“CTA”), the central distributor of transaction prices for exchange-traded securities (normally 4:00 p.m. Eastern time unless otherwise designated by the CTA). The NAV per share of the Fund is calculated by taking the value of the Fund’s assets, subtracting the Fund’s liabilities, and dividing by the number of shares that are outstanding. On days when the Fund is closed for business, Fund shares will not be priced and the Fund does not transact purchase and redemption orders. To the extent the Fund’s assets are traded in other markets on days when the Fund does not price its shares, the value of the Fund’s assets will likely change and you will not be able to purchase or redeem shares of the Fund.

Assets for which market quotations are readily available are valued at market value. A security listed or traded on an exchange is valued at its last sales price or official closing price as of the close of the regular trading session on the exchange where the security is principally traded or, if such price is not available, at the last sale price as of the Market Close for such security provided by the CTA. Bank loans are valued at the average of the averages of the bid and ask prices provided to an independent loan pricing service by brokers. Futures contracts are valued at the final settlement price set by an exchange on which they are principally traded. Listed options are valued at the mean between the last bid and ask prices from the exchange on which they are principally traded. Investments in open-end registered investment companies that do not trade on an exchange are valued at the end of day NAV per share. Investments in registered investment companies that trade on an exchange are valued at the last sales price or official closing price as of the close of the regular trading session on the exchange where the security is principally traded.

When a market quotation is not readily available or is deemed unreliable, the Fund will determine a fair value for the relevant asset in accordance with procedures adopted by the Board of Trustees (“Board”). Such procedures provide, for example, that: (a) Exchange-traded securities are valued at the mean of the closing bid and ask; (b) Debt obligations are valued using an evaluated price provided by an independent pricing service. Evaluated prices provided by the pricing service may be determined without exclusive reliance on quoted prices, and may reflect factors such as institution-size trading in similar groups of securities, developments related to specific securities, benchmark yield, quality, type of issue, coupon rate, maturity, individual trading characteristics and other market data; (c) Securities traded in the over-the-counter market are valued based on prices provided by independent pricing services or market makers; (d) Options not listed on an exchange are valued by an independent source using an industry accepted model, such as Black-Scholes; (e) Centrally cleared swap agreements are valued using a price provided by the central counterparty clearinghouse; (f) Over-the-counter swap agreements are valued using a price provided by an independent pricing service; (g) Forward foreign currency contracts are valued utilizing current and forward rates obtained from an independent pricing service. Such prices from the third party pricing service are for specific



settlement periods and the Fund's forward foreign currency contracts are valued at an interpolated rate between the closest preceding and subsequent period reported by the independent pricing service and (h) Securities for which market prices are not provided by any of the above methods may be valued based upon quotes furnished by brokers. The prospectuses of the open-end registered investment companies in which the Fund may invest explain the circumstances under which they will use fair value pricing and the effects of using fair value pricing.

TABLE OF CONTENTS

NOTES TO FINANCIAL STATEMENTS as of February 29, 2016 (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign securities' (including foreign exchange contracts) prices are converted into U.S. dollar amounts using the applicable exchange rates as of Market Close. If market quotations are available and believed to be reliable for foreign exchange-traded equity securities, the securities will be valued at the market quotations. Because trading hours for certain foreign securities end before Market Close, closing market quotations may become unreliable. An independent pricing service determines the degree of certainty, based on historical data, that the closing price in the principal market where a foreign security trades is not the current value as of Market Close. Foreign securities' prices meeting the approved degree of certainty that the price is not reflective of current value will be valued by the independent pricing service using pricing models designed to estimate likely changes in the values of those securities between the times in which the trading in those securities is substantially completed and Market Close. Multiple factors may be considered by the independent pricing service in determining the value of such securities and may include information relating to sector indices, American Depositary Receipts and domestic and foreign index futures.

All other assets for which market quotations are not readily available or became unreliable (or if the above fair valuation methods are unavailable or determined to be unreliable) are valued at fair value as determined in good faith by or under the supervision of the Board following procedures approved by the Board. The Board has delegated to the Investment Adviser responsibility for overseeing the implementation of the Fund's valuation procedures; a "Pricing Committee" comprised of employees of the Investment Adviser or its affiliates has responsibility for applying the fair valuation methods set forth in the procedures and, if a fair valuation cannot be determined pursuant to the fair valuation methods, determining the fair value of assets held by the Fund. Issuer specific events, transaction price, position size, nature and duration of restrictions on disposition of the security, market trends, bid/ask quotes of brokers and other market data may be reviewed in the course of making a good faith determination of a security's fair value. Valuations change in response to many factors including the historical and prospective earnings of the issuer, the value of the issuer's assets, general economic conditions, interest rates, investor perceptions and market liquidity. Because of the inherent uncertainties of fair valuation, the values used to determine the Fund's NAV may materially differ from the value received upon actual sale of those investments. Thus, fair valuation may have an unintended dilutive or accretive effect on the value of shareholders' investments in the Fund.

Each investment asset or liability of the Fund is assigned a level at measurement date based on the significance and source of the inputs to its valuation. Quoted prices in active markets for identical securities are classified as "Level 1," inputs other than quoted prices for an asset or liability that are observable are classified as "Level 2" and unobservable inputs, including the Sub-Adviser's or Pricing Committee's judgment about the assumptions that a market participant would use in pricing an asset or liability are classified as "Level 3." The inputs used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. Short-term securities of sufficient credit quality are generally considered to be Level 2 securities under applicable accounting rules. A table summarizing the Fund's investments under these levels of classification is included following the Summary Portfolio of Investments.

U.S. GAAP requires a reconciliation of the beginning to ending balances for reported fair values that presents changes attributable to total realized and unrealized gains or losses, purchases and sales, and transfers in or out of the Level 3 category during the period. The beginning of period timing recognition is used for the transfers between Levels of the Fund's assets and liabilities. A reconciliation of Level 3 investments is presented only when the Fund has a significant amount of Level 3 investments.

For the year ended February 29, 2016, there have been no significant changes to the fair valuation methodologies.

B. Security Transactions and Revenue Recognition. Security transactions are recorded on the trade date. Realized gains or losses on sales of investments are calculated on the identified cost basis. Interest income is recorded on the accrual basis. Premium amortization and discount accretion are determined using the effective yield method. Dividend income is recorded on the ex-dividend date, or in the case of some foreign dividends, when the information becomes available to the Fund.

C. Foreign Currency Translation. The books and records of the Fund are maintained in U.S. dollars. Any foreign currency amounts are translated into U.S. dollars on the following basis:

(1)

Market value of investment securities, other assets and liabilities — at the exchange rates prevailing at Market Close.

(2)

Purchases and sales of investment securities, income and expenses — at the rates of exchange prevailing on the respective dates of such transactions.

Although the net assets and the market values are presented at the foreign exchange rates at Market Close, the Fund does not isolate the portion of the results of

12

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TABLE OF CONTENTS

NOTES TO FINANCIAL STATEMENTS as of February 29, 2016 (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gains or losses from investments. For securities, which are subject to foreign withholding tax upon disposition, liabilities are recorded on the Statement of Assets and Liabilities for the estimated tax withholding based on the securities' current market value. Upon disposition, realized gains or losses on such securities are recorded net of foreign withholding tax. Reported net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the value of assets and liabilities other than investments in securities, resulting from changes in the exchange rate. Foreign security and currency transactions may involve certain considerations and risks not typically associated with investing in U.S. companies and U.S. government securities. These risks include, but are not limited to, revaluation of currencies and future adverse political and economic developments which could cause securities and their markets to be less liquid and prices more volatile than those of comparable U.S. companies and U.S. government securities. The foregoing risks are even greater with respect to securities of issuers in emerging markets.

D. Distributions to Shareholders. The Fund intends to make quarterly distributions from its cash available for distribution, which consists of the Fund's dividends and interest income after payment of Fund expenses, net option premiums and net realized and unrealized gains on investments. Such quarterly distributions may also consist of a return of capital. Under the Managed Distribution Policy, the Fund may make periodic distributions of long-term capital gains more frequently than once per taxable year. Distributions are recorded on the ex-dividend date. Distributions are determined annually in accordance with federal tax principles, which may differ from U.S. GAAP for investment companies.

The tax treatment and characterization of the Fund's distributions may vary significantly from time to time depending on whether the Fund has gains or losses on the call options written on its portfolio versus gains or losses on the equity securities in the portfolio. Each quarter, the

Fund will provide disclosures with distribution payments made that estimate the percentages of that distribution that represent net investment income, other income or capital gains, and return of capital, if any. The final composition of the tax characteristics of the distributions cannot be determined with certainty until after the end of the Fund's tax year, and will be reported to shareholders at that time. A significant portion of the Fund's distributions may constitute a return of capital. The amount of quarterly distributions will vary, depending on a number of factors. As portfolio and market conditions change, the rate of dividends on the common shares will change. There can be no assurance that the Fund will be able to declare a dividend in each period.

E. Federal Income Taxes. It is the policy of the Fund to comply with the requirements of subchapter M of the Internal Revenue Code that are applicable to regulated investment companies and to distribute substantially all of its net investment income and any net realized capital gains to its shareholders. Therefore, a federal income tax or excise tax provision is not required. Management has considered the sustainability of the Fund's tax positions taken on federal income tax returns for all open tax years in making this determination. The Fund may utilize equalization accounting for tax purposes, whereby a portion of redemption payments are treated as distributions of income or gain.

F. Use of Estimates. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

G. Risk Exposures and the Use of Derivative Instruments. The Fund's investment objectives permit the Fund to enter into various types of derivatives contracts, including, but not limited to, forward foreign currency exchange contracts and purchased and written options. In doing so, the Fund will employ strategies in differing combinations to permit it to increase or decrease the level of risk, or change the level or types of exposure to market risk factors. This may allow

the Fund to pursue its objectives more quickly and efficiently than if it were to make direct purchases or sales of securities capable of affecting a similar response to market factors.

Market Risk Factors. In pursuit of its investment objectives, the Fund may seek to use derivatives to increase or decrease its exposure to the following market risk factors:

13

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TABLE OF CONTENTS

NOTES TO FINANCIAL STATEMENTS as of February 29, 2016 (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

**Credit Risk.** The price of a bond or other debt instrument is likely to fall if the issuer's actual or perceived financial health deteriorates, whether because of broad economic or issuer-specific reasons. In certain cases, the issuer could be late in paying interest or principal, or could fail to pay its financial obligations altogether.

**Equity Risk.** Stock prices may be volatile or have reduced liquidity in response to real or perceived impacts of factors including, but not limited to, economic conditions, changes in market interest rates, and political events. Stock markets tend to be cyclical, with periods when stock prices generally rise and periods when stock prices generally decline. Any given stock market segment may remain out of favor with investors for a short or long period of time, and stocks as an asset class may underperform bonds or other asset classes during some periods. Additionally, legislative, regulatory or tax policies or developments in these areas may adversely impact the investment techniques available to a manager, add to costs and impair the ability of the Fund to achieve its investment objectives.

**Foreign Exchange Rate Risk.** To the extent that the Fund invests directly in foreign (non-U.S.) currencies or in securities denominated in, or that trade in, foreign (non-U.S.) currencies, it is subject to the risk that those foreign (non-U.S.) currencies will decline in value relative to the U.S. dollar or, in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency being hedged by the Fund through foreign currency exchange transactions.

Currency rates may fluctuate significantly over short periods of time. Currency rates may be affected by changes in market interest rates, intervention (or the failure to intervene) by U.S. or foreign governments, central banks or supranational entities such as the International Monetary Fund, by the imposition of currency controls, or other political or economic developments in the United States or abroad.

**Interest Rate Risk.** Changes in short-term market interest rates will directly affect the yield on Common Shares. If short-term market interest rates fall, the yield on Common Shares will also fall. To the extent that the interest rate spreads on loans in the Fund's portfolio experience a general decline, the yield on the Common Shares will fall and the value of the Fund's assets may decrease, which will cause the Fund's net asset value to decrease. Conversely, when short-term market interest rates rise, because of the lag between changes in such short-term rates and the resetting of the floating rates on assets in the Fund's portfolio, the impact of rising rates will be delayed to the extent of such lag. In the case of inverse securities,

the interest rate paid by such securities generally will decrease when the market rate of interest to which the inverse security is indexed increases. With respect to investments in fixed rate instruments, a rise in market interest rates generally causes values of such instruments to fall. The values of fixed rate instruments with longer maturities or duration are more sensitive to changes in market interest rates.

As of the date of this report, market interest rates in the United States are at or near historic lows, which may increase the Fund's exposure to risks associated with rising market interest rates. Rising market interest rates could have unpredictable effects on the markets and may expose fixed-income and related markets to heightened volatility which could reduce liquidity for certain investments, adversely affect values, and increase costs. If dealer capacity in fixed-income and related markets is insufficient for market conditions, it may further inhibit liquidity and increase volatility in the fixed-income and related markets.

**Risks of Investing in Derivatives.** The Fund's use of derivatives can result in losses due to unanticipated changes in the market risk factors and the overall market. In instances where the Fund is using derivatives to decrease, or hedge, exposures to market risk factors for securities held by the Fund, there are also risks that those derivatives may not perform as expected resulting in losses for the combined or hedged positions.

Derivative instruments are subject to a number of risks, including the risk of changes in the market price of the underlying securities, credit risk with respect to the counterparty, risk of loss due to changes in market interest rates and liquidity and volatility risk. The amounts required to purchase certain derivatives may be small relative to the magnitude of exposure assumed by the Fund. Therefore, the purchase of certain derivatives may have an economic leveraging effect on the Fund and exaggerate any increase or decrease in the net asset value. Derivatives may not perform as expected, so the Fund may not realize the intended benefits. When used for hedging purposes, the change

in value of a derivative may not correlate as expected with the currency, security or other risk being hedged. When used as an alternative or substitute for direct cash investments, the return provided by the derivative may not provide the same return as direct cash investment. In addition, given their complexity, derivatives expose the Fund to the risk of improper valuation.

Generally, derivatives are sophisticated financial instruments whose performance is derived, at least in part, from the performance of an underlying asset or assets. Derivatives include, among other things, swap agreements, options, forwards and futures. Investments in

TABLE OF CONTENTS

NOTES TO FINANCIAL STATEMENTS as of February 29, 2016 (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

derivatives are generally negotiated over-the-counter with a single counterparty and as a result are subject to credit risks related to the counterparty's ability or willingness to perform its obligations; any deterioration in the counterparty's creditworthiness could adversely affect the value of the derivative. In addition, derivatives and their underlying securities may experience periods of illiquidity which could cause the Fund to hold a security it might otherwise sell, or to sell a security it otherwise might hold at inopportune times or at an unanticipated price. A manager might imperfectly judge the direction of the market. For instance, if a derivative is used as a hedge to offset investment risk in another security, the hedge might not correlate to the market's movements and may have unexpected or undesired results such as a loss or a reduction in gains.

The U.S. government has enacted legislation that provides for new regulation of the derivatives market, including clearing, margin, reporting, and registration requirements. The European Union (and other countries outside of the European Union) is implementing similar requirements, which will affect the Fund when it enters into a derivatives transaction with a counterparty organized in that country or otherwise subject to that country's derivatives regulations. Because these requirements are new and evolving (and some of the rules are not yet final), their ultimate impact remains unclear. Central clearing is expected to reduce counterparty risk and increase liquidity, however, there is no assurance that it will achieve that result, and in the meantime, central clearing and related requirements expose the Fund to new kinds of costs and risks.

**Counterparty Credit Risk and Credit Related Contingent Features.** Certain derivative positions are subject to counterparty credit risk, which is the risk that the counterparty will not fulfill its obligation to the Fund. The Fund's derivative counterparties are financial institutions who are subject to market conditions that may weaken their financial position. The Fund intends to enter into financial transactions with counterparties that it believes to be creditworthy at the time of the transaction. To reduce this risk, the Fund generally enters into master netting arrangements, established within the Fund's International Swap and Derivatives Association, Inc. ("ISDA") Master Agreements ("Master Agreements"). These agreements are with select counterparties and they govern transactions, including certain over-the-counter ("OTC") derivative and forward foreign currency contracts, entered into by the Fund and the counterparty. The Master Agreements maintain provisions for general obligations, representations, agreements, collateral, and events of default or termination. The occurrence of a specified event of termination may give a counterparty the right to terminate all of its contracts and affect settlement of all outstanding transactions under the applicable Master Agreement.

The Fund may also enter into collateral agreements with certain counterparties to further mitigate counterparty credit risk associated with OTC derivative and forward foreign currency contracts. Subject to established minimum levels, collateral is generally determined based on the net aggregate unrealized gain or loss on contracts with a certain counterparty. Collateral pledged to the Fund is held in a segregated account by a third-party agent and can be in the form of cash or debt securities issued by the U.S. government or related agencies.

The Fund's maximum risk of loss from counterparty credit risk on OTC derivatives is generally the aggregate unrealized gain in excess of any collateral pledged by the counterparty to the Fund. For purchased OTC options, the Fund bears the risk of loss in the amount of the premiums paid and the change in market value of the options should the counterparty not perform under the contracts. The Fund did not enter into any purchased OTC options during the year ended February 29, 2016.

The Fund's master agreements with derivative counterparties have credit related contingent features that if triggered would allow its derivatives counterparties to close out and demand payment or additional collateral to cover their exposure from the Fund. Credit related contingent features are established between the Fund and its derivatives counterparties to reduce the risk that the Fund will not fulfill its payment obligations to its counterparties. These triggering features include, but are not limited to, a percentage decrease in the Fund's net assets and or a percentage decrease in the Fund's NAV, which could cause the Fund to accelerate payment of any net liability owed to the counterparty. The contingent features are established within the Fund's Master Agreements.



Written options by the Fund do not give rise to counterparty credit risk, as written options obligate the Fund to perform and not the counterparty. As of February 29, 2016, the total value of written OTC call options subject to Master Agreements in a liability position was \$1,834,961. If a contingent feature had been triggered, the Fund could have been required to pay this amount in cash to its counterparties. The Fund did not hold or post collateral for its open written OTC call options at year end. There were no credit events for the year ended February 29, 2016 that triggered any credit related contingent features.

H. Options Contracts. The Fund may purchase put and call options and may write (sell) put options and covered

TABLE OF CONTENTS

NOTES TO FINANCIAL STATEMENTS as of February 29, 2016 (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

call options. The premium received by the Fund upon the writing of a put or call option is included in the Statement of Assets and Liabilities as a liability which is subsequently marked-to-market until it is exercised or closed, or it expires. The Fund will realize a gain or loss upon the expiration or closing of the option contract. When an option is exercised, the proceeds on sales of the underlying security for a written call option or purchased put option or the purchase cost of the security for a written put option or a purchased call option is adjusted by the amount of premium received or paid. The risk in writing a call option is that the Fund gives up the opportunity for profit if the market price of the security increases and the option is exercised. The risk in buying an option is that the Fund pays a premium whether or not the option is exercised. Risks may also arise from an illiquid secondary market or from the inability of counterparties to meet the terms of the contract.

The Fund generates premiums and seeks gains by writing options on ETFs or indexes on a portion of the value of the equity portfolio. Please refer to Note 7 for the volume of written OTC call option activity during the year ended February 29, 2016.

I. Indemnifications. In the normal course of business, the Fund may enter into contracts that provide certain indemnifications. The Fund's maximum exposure under these arrangements is dependent on future claims that may be made against the Fund and, therefore, cannot be estimated; however, based on experience, management considers risk of loss from such claims remote.

NOTE 3 — INVESTMENT TRANSACTIONS

The cost of purchases and the proceeds from sales of investments for the year ended February 29, 2016, excluding short-term securities, were \$160,845,671 and \$175,216,739, respectively.

NOTE 4 — INVESTMENT MANAGEMENT FEES

Prior to May 1, 2015, the Fund had entered into an investment management agreement ("Management Agreement") with the Investment Adviser. The Management Agreement compensated the Investment Adviser with a management fee, payable monthly, based on an annual rate of 1.00% of the Fund's average daily managed assets. For the purposes of the Management Agreement, managed assets are defined as the Fund's average daily gross asset value, minus the sum of the Fund's accrued and unpaid dividends on any outstanding preferred shares and accrued liabilities (other than liabilities for the principal amount of any borrowings incurred, commercial paper or notes issued by the Fund and the liquidation preference of any outstanding preferred shares). As of February 29, 2016, there were no preferred shares outstanding. Amounts paid to the Investment Adviser through April 30, 2015 are reflected as investment management fees on the accompanying Statement of Operations.

Also, prior to May 1, 2015, the Fund had entered into an administrative agreement ("Administrative Agreement") with Voya Funds Services, LLC (the "Administrator"), a Delaware limited liability company. The Administrator provided certain administrative and shareholder services necessary for Fund operations and was responsible for the supervision of other service providers. For its services, the Administrator was entitled to receive from the Fund a fee at an annual rate of 0.10% of the Fund's average daily managed assets. Amounts paid to the Administrator through April 30, 2015 are reflected as administrative service fees on the accompanying Statement of Operations.

Effective May 1, 2015, the terms of the Fund's Management Agreement and Administrative Agreement were combined under a single Amended and Restated Investment Management Agreement with a single management fee. The single management fee rate under the Fund's Amended and Restated Investment Management Agreement does not exceed the former combined investment management and administrative services fee rates for the Fund and there is no change to the investment management or administrative services provided.

The Amended and Restated Investment Management Agreement compensates the Investment Adviser with a management fee, payable monthly, based on an annual rate of 1.10% of the Fund's average daily managed assets. Single management fee amounts paid to the Investment Adviser from May 1, 2015 through February 29, 2016 are reflected as investment management fees on the accompanying Statement of Operations.

The Investment Adviser has entered into a sub-advisory agreement with Voya IM. Subject to policies as the Board or the Investment Adviser may determine, Voya IM manages the Fund's assets in accordance with the Fund's investment

objectives, policies and limitations.

**NOTE 5 — EXPENSE LIMITATION AGREEMENT**

The Investment Adviser has entered into a written expense limitation agreement (“Expense Limitation Agreement”) with the Fund under which it will limit the expenses of the

16

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**TABLE OF CONTENTS**

NOTES TO FINANCIAL STATEMENTS as of February 29, 2016 (continued)

**NOTE 5 — EXPENSE LIMITATION AGREEMENT (continued)**

Fund, excluding interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and acquired fund fees and expenses to 1.25% of average daily managed assets.

The Investment Adviser may at a later date recoup from the Fund for fees waived and other expenses assumed by the Investment Adviser during the previous 36 months, but only if, after such recoupment, the Fund's expense ratio does not exceed the percentage described above. Waived and reimbursed fees net of any recoupment by the Investment Adviser of such waived and reimbursed fees are reflected on the accompanying Statement of Operations. Amounts payable by the Investment Adviser are reflected on the accompanying Statement of Assets and Liabilities.

As of February 29, 2016, there are no amounts of waived and/or reimbursed fees that are subject to possible recoupment by the Investment Adviser.

The Expense Limitation Agreement is contractual through March 1, 2017 and shall renew automatically for one-year terms. Termination or modification of this obligation requires approval by the Board.

**NOTE 6 — OTHER TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES**

The Fund has adopted a deferred compensation plan (the "Plan"), which allows eligible independent trustees, as described in the Plan, to defer the receipt of all or a portion of the trustees' fees that they are entitled to receive from the Fund. For purposes of determining the amount owed to the trustee under the Plan, the amounts deferred are invested in shares of the funds selected by the trustee (the "Notional Funds"). The Fund purchases shares of the Notional Funds, which are all advised by Voya Investments, in amounts equal to the trustees' deferred fees, resulting in a Fund asset equal to the deferred compensation liability. Such assets are included as a component of "Other assets" on the accompanying Statement of Assets and Liabilities. Deferral of trustees' fees under the Plan will not affect net assets of the Fund, and will not materially affect the Fund's assets, liabilities or net investment income per share. Amounts will be deferred until distributed in accordance with the Plan.

**NOTE 7 — TRANSACTIONS IN WRITTEN OPTIONS**

Transactions in written OTC call options on equity indices were as follows:

|  | Number of<br>Contracts | Premiums<br>Received |
|--|------------------------|----------------------|
| Balance at 02/28/2015                                  | 2,128,206              | \$ 1,820,208         |
| Options Written  | 23,522,476             | 22,201,743           |
| Options Expired  | (16,751,735)           | (15,084,407)         |
| Options Terminated in Closing Purchase<br>Transactions | (7,013,553)            | (6,861,053)          |
| Balance at 02/29/2016                                  | 1,885,394              | \$ 2,076,491         |

**NOTE 8 — CAPITAL SHARES**

There was no capital share activity during the years ended February 29, 2016, and February 28, 2015.

**NOTE 9 — FEDERAL INCOME TAXES**

The amount of distributions from net investment income and net realized capital gains are determined in accordance with federal income tax regulations, which may differ from U.S. GAAP for investment companies. These book/tax differences may be either temporary or permanent. Permanent differences are reclassified within the capital accounts based on their federal tax-basis treatment; temporary differences are not reclassified. Key differences include the treatment of short-term capital gains, foreign currency transactions, and wash sale deferrals. Distributions in excess of net investment income and/or net realized capital gains for tax purposes are reported as return of capital.

The following permanent tax differences have been reclassified as of the Fund's tax year ended December 31, 2015:

|                   |              |
|-------------------|--------------|
| Undistributed Net | Accumulated  |
| Investment Income | Net Realized |

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Gains/(Losses)

\$440,989                      \$ (440,989)

Dividends paid by the Fund from net investment income and distributions of net realized short-term capital gains are, for federal income tax purposes, taxable as ordinary income to shareholders.

The tax composition of dividends and distributions in the current period will not be determined until after the Fund's tax year-end of December 31, 2016. The tax composition of dividends and distributions as of the Fund's most recent tax year-ends was as follows:

| Tax Year Ended<br>December 31, 2015 |                           |                      | Tax Year Ended<br>December 31, 2014 |                           |
|-------------------------------------|---------------------------|----------------------|-------------------------------------|---------------------------|
| Ordinary<br>Income                  | Long-term<br>Capital Gain | Return<br>of Capital | Ordinary<br>Income                  | Long-term<br>Capital Gain |
| \$4,882,988                         | \$ 1,558,680              | \$ 24,058,032        | \$ 9,138,323                        | \$ 22,945,777             |

The tax-basis components of distributable earnings and the capital loss carryforwards which may be used to offset future realized capital gains for federal income tax purposes as of December 31, 2015 were:

TABLE OF CONTENTS

NOTES TO FINANCIAL STATEMENTS as of February 29, 2016 (continued)

## NOTE 9 — FEDERAL INCOME TAXES (continued)

|   |   |            |
|---|---|------------|
| Unrealized<br>Appreciation/<br>(Depreciation) | Short-term<br>Capital Loss<br>Carryforwards | Expiration |
| \$12,125,337                                  | \$ (809,708)                                | None       |

The Fund's major tax jurisdictions are U.S. federal and Arizona state.

As of February 29, 2016, no provision for income tax is required in the Fund's financial statements as a result of tax positions taken on federal and state income tax returns for open tax years. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state department of revenue. The earliest tax year that remains subject to examination by these jurisdictions is 2011.

## NOTE 10 — SUBSEQUENT EVENTS

Dividends: Subsequent to February 29, 2016, the Fund made a distribution of:

| Per Share<br>Amount | Declaration<br>Date | Payable<br>Date | Record<br>Date |
|---------------------|---------------------|-----------------|----------------|
| \$0.365             | 3/15/2016           | 4/15/2016       | 4/5/2016       |

Each quarter, the Fund will provide disclosures with distribution payments made that estimate the percentages of that distribution that represent net investment income, capital gains, and return of capital, if any. A significant portion of the quarterly distribution payments made by the Fund may constitute a return of capital.

Share Repurchase Program: Effective March 18, 2016, the Board authorized an open-market share repurchase program pursuant to which the Fund may purchase, over the period ending March 18, 2017, up to 10% of its stock in open market transactions. The amount and timing of the repurchases will be at the discretion of the Fund's management, subject to market conditions and investment considerations. There is no assurance that the Fund will purchase shares at any particular discount level or in any particular amounts. Any repurchases made under this program would be made on a national securities exchange at the prevailing market price, subject to exchange requirements and volume, timing and other limitations under federal securities laws. The share repurchase program seeks to enhance shareholder value by purchasing shares trading at a discount from its NAV per share.

The Fund has evaluated events occurring after the Statement of Assets and Liabilities date ("subsequent events") to determine whether any subsequent events necessitated adjustment to or disclosure in the financial statements. Other than the above, no such subsequent events were identified.

TABLE OF CONTENTS

Voya Infrastructure, Industrials & Materials Fund - SUMMARY PORTFOLIO OF INVESTMENTS  
and Materials Fund as of February 29, 2016

| Shares              |   | Value        | Percentage<br>of Net<br>Assets |
|---------------------|---|--------------|--------------------------------|
| COMMON STOCK: 98.6% |   |              |                                |
| Australia: 1.5%     |   |              |                                |
| 362,121             | BHP Billiton Ltd.                                 | \$ 4,083,088 | 1.5                            |
| Brazil: 1.5%        |   |              |                                |
| 131,093             | Embraer SA ADR                                    | 3,928,857    | 1.5                            |
| China: 3.1%         |   |              |                                |
| 95,600              | China Mobile Ltd. ADR                             | 5,113,644    | 1.9                            |
| 3,278,000           | China Railway Construction<br>Corp. Ltd.          | 3,102,728    | 1.2                            |
|                     |   | 8,216,372    | 3.1                            |
| France: 5.5%        |   |              |                                |
| 40,224              | Air Liquide SA                                    | 4,187,504    | 1.6                            |
| 237,808             | Orange SA   | 4,118,957    | 1.5                            |
| 262,895             | Suez Environnement S.A.                           | 4,541,242    | 1.7                            |
| 92,189              | Other Securities                                  | 2,013,965    | 0.7                            |
|                     |   | 14,861,668   | 5.5                            |
| Germany: 4.1%       |   |              |                                |
| 59,585              | BASF SE   | 3,863,390    | 1.4                            |
| 78,747              | Siemens AG  | 7,279,775    | 2.7                            |
|                     |   | 11,143,165   | 4.1                            |
| India: 2.2%         |   |              |                                |
| 1,959,337           | Power Grid Corp. of India<br>Ltd.                 | 3,722,510    | 1.4                            |
| 139,123             | Other Securities                                  | 2,187,130    | 0.8                            |
|                     |   | 5,909,640    | 2.2                            |
| Indonesia: 0.9%     |   |              |                                |
| 2,164,100           | Other Securities                                  | 2,508,909    | 0.9                            |
| Israel: 1.7%        |   |              |                                |
| 1,985,576           | Bezeq Israeli<br>Telecommunication Corp.,<br>Ltd. | 4,451,404    | 1.7                            |
| Italy: 1.9%         |   |              |                                |
| 1,276,360           | Enel S.p.A.                                       | 5,100,919    | 1.9                            |
| Japan: 9.1%         |   |              |                                |
| 828,000             | Hitachi Ltd.                                      | 3,502,572    | 1.3                            |
| 206,400             | LIXIL Group Corp.                                 | 4,238,730    | 1.6                            |

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|                           |                              |              |                                |
|---------------------------|------------------------------|--------------|--------------------------------|
| 281,700                   | JSR Corp.                    | 3,948,939    | 1.5                            |
| 281,300                   | Komatsu Ltd.                 | 4,299,621    | 1.6                            |
| 179,000                   | Mitsubishi Corp.             | 2,864,633    | 1.0                            |
| 78,400                    | Shin-Etsu Chemical Co., Ltd. | 3,936,589    | 1.4                            |
| 287,400                   | Other Securities             | 1,825,829    | 0.7                            |
|                           |                              | 24,616,913   | 9.1                            |
|                           | Luxembourg: 1.3%             |              |                                |
| 129,231                   | SES S.A. - Luxembourg        | 3,388,620    | 1.3                            |
|                           | Netherlands: 5.1%            |              |                                |
| 76,279                    | Airbus Group SE              | 4,922,822    | 1.8                            |
| Shares                    |                              | Value        | Percentage<br>of Net<br>Assets |
| COMMON STOCK: (continued) |                              |              |                                |
|                           | Netherlands (continued)      |              |                                |
| 83,930                    | Koninklijke DSM NV           | \$ 4,128,774 | 1.5                            |
| 183,932                   | Koninklijke Philips NV       | 4,670,018    | 1.8                            |
|                           |                              | 13,721,614   | 5.1                            |
|                           | South Africa: 1.0%           |              |                                |
| 279,375                   | Vodacom Group Pty Ltd.       | 2,641,034    | 1.0                            |
|                           | South Korea: 1.2%            |              |                                |
| 17,869                    | SK Telecom Co., Ltd.         | 3,368,639    | 1.2                            |
|                           | Spain: 1.2%                  |              |                                |
| 188,366                   | Gas Natural SDG S.A.         | 3,280,272    | 1.2                            |
|                           | Sweden: 2.3%                 |              |                                |
| 179,749                   | SKF AB - B Shares            | 2,961,758    | 1.1                            |
| 313,251                   | Volvo AB - B Shares          | 3,137,817    | 1.2                            |
|                           |                              | 6,099,575    | 2.3                            |
|                           | Switzerland: 2.1%            |              |                                |
| 62,914                    | Wolseley PLC                 | 3,226,369    | 1.2                            |
| 42,295                    | Other Securities             | 2,449,623    | 0.9                            |
|                           |                              | 5,675,992    | 2.1                            |
|                           | United Kingdom: 0.9%         |              |                                |
| 373,604                   | Other Securities             | 2,480,281    | 0.9                            |
|                           | United States: 52.0%         |              |                                |
| 17,942                    | Acuity Brands, Inc.          | 3,757,593    | 1.4                            |
| 79,581                    | Albemarle Corp.              | 4,474,044    | 1.7                            |
| 142,983                   | AT&T, Inc.                   | 5,283,222    | 2.0                            |
| 59,364                    | Deere & Co.                  | 4,759,806    | 1.8                            |
| 141,689                   | Dow Chemical Co.             | 6,887,502    | 2.6                            |
| 161,221                   | Exelon Corp.                 | 5,076,849    | 1.9                            |



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|         |                                      |            |     |
|---------|--------------------------------------|------------|-----|
| 70,744  | Fortune Brands Home & Security, Inc. | 3,552,764  | 1.3 |
| 50,470  | General Dynamics Corp.               | 6,877,547  | 2.6 |
| 447,983 | General Electric Co.                 | 13,054,225 | 4.8 |
| 71,132  | Honeywell International, Inc.        | 7,209,228  | 2.7 |
| 53,800  | Lincoln Electric Holdings, Inc.      | 2,935,866  | 1.1 |
| 34,091  | Lockheed Martin Corp.                | 7,356,497  | 2.7 |
| 498,520 | Mueller Water Products, Inc.         | 4,292,257  | 1.6 |
| 46,584  | NextEra Energy, Inc.                 | 5,255,607  | 1.9 |
| 66,900  | @ Old Dominion Freight Line          | 4,319,064  | 1.6 |
| 94,103  | PG&E Corp.                           | 5,338,463  | 2.0 |
| 62,706  | Packaging Corp. of America           | 3,041,241  | 1.1 |
| 59,156  | Pinnacle West Capital Corp.          | 4,071,707  | 1.5 |
| 139,042 | PPL Corp.                            | 4,865,080  | 1.8 |
| 31,503  | Roper Technologies, Inc.             | 5,290,299  | 2.0 |
| 80,183  | Schlumberger Ltd.                    | 5,750,725  | 2.1 |

See Accompanying Notes to Financial Statements

19

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TABLE OF CONTENTS

Voya Infrastructure, Industrials and Materials Fund - SUMMARY PORTFOLIO OF INVESTMENTS  
and Materials Fund as of February 29, 2016 (continued)

| Shares                       |  | Value          | Percentage<br>of Net<br>Assets |
|------------------------------|--|----------------|--------------------------------|
| COMMON STOCK: (continued)    |  |                |                                |
|                              | United States (continued)  |                |                                |
| 21,920                       | Snap-On, Inc.  | \$ 3,171,166   | 1.2                            |
| 65,600                       | TE Connectivity Ltd.   | 3,733,952      | 1.4                            |
| 129,100                      | Textron, Inc.  | 4,408,765      | 1.6                            |
| 19,566                       | @ TransDigm Group, Inc.  | 4,178,906      | 1.5                            |
| 74,701                       | Valero Energy Corp.  | 4,488,036      | 1.7                            |
| 47,270                       | Vulcan Materials Co.   | 4,657,513      | 1.7                            |
| 102,342                      | Other Securities   | 1,861,601      | 0.7                            |
|                              |  | 139,949,525    | 52.0                           |
|                              | Total Common Stock<br>(Cost \$264,675,446)   | 265,426,487    | 98.6                           |
| SHORT-TERM INVESTMENTS: 1.9% |  |                |                                |
|                              | Mutual Funds: 1.9%   |                |                                |
| 5,106,000                    | BlackRock Liquidity Funds,<br>TempFund, Institutional<br>Class, 0.390% <sup>††</sup><br>(Cost \$5,106,000) | 5,106,000      | 1.9                            |
|                              | Total Short-Term<br>Investments<br>(Cost \$5,106,000)  | 5,106,000      | 1.9                            |
|                              | Total Investments in<br>Securities<br>(Cost \$269,781,446)   | \$ 270,532,487 | 100.5                          |
|                              | Liabilities in Excess of<br>Other Assets   | (1,318,116)    | (0.5)                          |
|                              | Net Assets   | \$ 269,214,371 | 100.0                          |

“Other Securities” represents issues not identified as the top 50 holdings in terms of market value and issues or issuers not exceeding 1% of net assets individually or in aggregate respectively as of February 29, 2016.

The following footnotes apply to either the individual securities noted or one or more of the securities aggregated and listed as a single line item.

<sup>††</sup>

Rate shown is the 7-day yield as of February 29, 2016.

@

Non-income producing security.

ADR

American Depositary Receipt

Cost for federal income tax purposes is \$270,465,879.

Net unrealized appreciation consists of:

|                               |               |
|-------------------------------|---------------|
| Gross Unrealized Appreciation | \$ 31,885,413 |
| Gross Unrealized Depreciation | (31,818,805)  |
| Net Unrealized Appreciation   | \$ 66,608     |

| Industry Diversification                       | Percentage<br>of Net<br>Assets |
|--|--------------------------------|
| Aerospace & Defense                            | 14.4%                          |
| Chemicals                                      | 11.7                           |
| Machinery                                      | 11.4                           |
| Electric Utilities                             | 10.4                           |
| Industrial Conglomerates                       | 9.3                            |
| Diversified Telecommunication Services         | 5.2                            |
| Building Materials                             | 4.6                            |
| Wireless Telecommunication Services            | 4.1                            |
| Electrical Equipment                           | 4.1                            |
| Multi-Utilities                                | 3.7                            |
| Electronic Equipment, Instruments & Components | 2.7                            |
| Trading Companies & Distributors               | 2.2                            |
| Metals & Mining                                | 2.2                            |
| Oil & Gas Equipment & Services                 | 2.1                            |
| Construction & Engineering                     | 2.0                            |
| Oil & Gas Refining & Marketing                 | 1.7                            |
| Road & Rail                                    | 1.6                            |
| Consumer Discretionary                         | 1.3                            |
| Gas Utilities                                  | 1.2                            |
| Paper Packaging                                | 1.1                            |
| Industrials                                    | 0.9                            |
| Semiconductors                                 | 0.7                            |
| Short-Term Investments                         | 1.9                            |
| Liabilities in Excess of Other Assets          | (0.5)                          |
| Net Assets                                     | 100.0%                         |

See Accompanying Notes to Financial Statements

TABLE OF CONTENTSVoya Infrastructure, Industrials & Materials Fund - SUMMARY PORTFOLIO OF INVESTMENTS  
and Materials Fund as of February 29, 2016 (continued)Fair Value Measurements<sup>^</sup>

The following is a summary of the fair valuations according to the inputs used as of February 29, 2016 in valuing the assets and liabilities:

|                                  | Quoted Prices<br>in Active<br>Markets<br>for Identical<br>Investments<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs#<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Fair Value<br>at<br>February 29,<br>2016 |
|----------------------------------|--|--|--|--|
| Asset Table                      |  |  |  |  |
| Investments, at fair value       |  |  |  |  |
| Common Stock                     |  |  |  |  |
| Australia                        | \$ —   | \$ 4,083,088   | \$ —   | \$ 4,083,088                             |
| Brazil                           | 3,928,857  | —  | —  | 3,928,857                                |
| China                            | 5,113,644  | 3,102,728  | —  | 8,216,372                                |
| France                           | —  | 14,861,668   | —  | 14,861,668                               |
| Germany                          | —  | 11,143,165   | —  | 11,143,165                               |
| India                            | —  | 5,909,640  | —  | 5,909,640                                |
| Indonesia                        | —  | 2,508,909  | —  | 2,508,909                                |
| Israel                           | —  | 4,451,404  | —  | 4,451,404                                |
| Italy                            | —  | 5,100,919  | —  | 5,100,919                                |
| Japan                            | —  | 24,616,913   | —  | 24,616,913                               |
| Luxembourg                       | —  | 3,388,620  | —  | 3,388,620                                |
| Netherlands                      | —  | 13,721,614   | —  | 13,721,614                               |
| South Africa                     | —  | 2,641,034  | —  | 2,641,034                                |
| South Korea                      | —  | 3,368,639  | —  | 3,368,639                                |
| Spain                            | —  | 3,280,272  | —  | 3,280,272                                |
| Sweden                           | —  | 6,099,575  | —  | 6,099,575                                |
| Switzerland                      | —  | 5,675,992  | —  | 5,675,992                                |
| United Kingdom                   | —  | 2,480,281  | —  | 2,480,281                                |
| United States                    | 139,949,525  | —  | —  | 139,949,525                              |
| Total Common Stock               | 148,992,026  | 116,434,461  | —  | 265,426,487                              |
| Short-Term Investments           | 5,106,000  | —  | —  | 5,106,000                                |
| Total Investments, at fair value | \$ 154,098,026   | \$ 116,434,461   | \$ —   | \$ 270,532,487                           |
| Liabilities Table                |  |  |  |  |
| Other Financial Instruments+     |  |  |  |  |
| Written Options                  | \$ —   | \$ (1,834,961)   | \$ —   | \$ (1,834,961)                           |
| Total Liabilities                | \$ —   | \$ (1,834,961)   | \$ —   | \$ (1,834,961)                           |

^

See Note 2, “Significant Accounting Policies” in the Notes to Financial Statements for additional information.

+

Other Financial Instruments are derivatives not reflected in the portfolio of investments and may include open forward foreign currency contracts, futures, centrally cleared swaps, OTC swaps and written options. Forward foreign currency contracts, futures and centrally cleared swaps are valued at the unrealized gain (loss) on the instrument. OTC swaps and written options are valued at the fair value of the instrument.

#

The earlier close of the foreign markets gives rise to the possibility that significant events, including broad market moves, may have occurred in the interim and may materially affect the value of those securities. To account for this, the Fund may frequently value many of its foreign equity securities using fair value prices based on third party vendor modeling tools to the extent available. Accordingly, a portion of the Fund’s investments are categorized as Level 2 investments.

At February 29, 2016, the following over-the-counter written options were outstanding for Voya Infrastructure, Industrials and Materials Fund:

|                           | Counterparty        | Description                                 | Exercise Price |     | Expiration Date | Premiums Received | Fair Value     |
|---------------------------|---------------------|---|----------------|-----|-----------------|-------------------|----------------|
| Options on Indices        |                     |   |                |     |                 |                   |                |
| 762,738                   | Merrill Lynch       | Call on Industrial Select Sector SPDR® Fund | 51.420         | USD | 03/17/16        | \$ 823,605        | \$ (1,001,950) |
| 806,780                   | UBS AG              | Call on iShares MSCI EAFE ETF               | 53.980         | USD | 03/17/16        | 936,349           | (564,498)      |
| 193,877                   | UBS AG              | Call on iShares MSCI Emerging Markets ETF   | 30.380         | USD | 03/17/16        | 180,228           | (130,980)      |
| 121,999                   | Goldman Sachs & Co. | Call on Materials Select Sector SPDR® Fund  | 41.230         | USD | 03/17/16        | 136,309           | (137,533)      |
| Total Written OTC Options |                     |   |                |     |                 | \$ 2,076,491      | \$ (1,834,961) |

See Accompanying Notes to Financial Statements

21

TABLE OF CONTENTSVoya Infrastructure, Industrials and Materials Fund - SUMMARY PORTFOLIO OF INVESTMENTS  
and Materials Fund as of February 29, 2016 (continued)

A summary of derivative instruments by primary risk exposure is outlined in the following tables. The fair value of derivative instruments as of February 29, 2016 was as follows:

| Derivatives not accounted for as hedging instruments | Location on Statement of Assets and Liabilities | Fair Value   |
|--|---|--------------|
| Liability Derivatives                                |   |              |
| Equity contracts                                     | Written options, at fair value                  | \$ 1,834,961 |
| Total Liability Derivatives                          |   | \$ 1,834,961 |

The effect of derivative instruments on the Fund's Statement of Operations for the year ended February 29, 2016 was as follows:

|  | Amount of Realized Gain or (Loss) on Derivatives Recognized in Income                 |
|--|---|
| Derivatives not accounted for as hedging instruments | Written options   |
| Equity contracts                                     | \$ 10,683,107   |
| Total  | \$ 10,683,107   |
|  | Change in Unrealized Appreciation or Depreciation on Derivatives Recognized in Income |
| Derivatives not accounted for as hedging instruments | Written options   |
| Equity contracts                                     | \$ 167,909  |
| Total  | \$ 167,909  |

The following is a summary by counterparty of the fair value of OTC derivative instruments subject to Master Netting Agreements and collateral pledged (received), if any, at February 29, 2016:

|   | Goldman Sachs & Co. | Merrill Lynch  | UBS AG       | Totals         |
|---|---------------------|----------------|--------------|----------------|
| Liabilities:  |                     |                |              |                |
| Written options   | \$ 137,533          | \$ 1,001,950   | \$ 695,478   | \$ 1,834,961   |
| Total Liabilities   | \$ 137,533          | \$ 1,001,950   | \$ 695,478   | \$ 1,834,961   |
| Net OTC derivative instruments by counterparty, at fair value | \$ (137,533)        | \$ (1,001,950) | \$ (695,478) | \$ (1,834,961) |

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|   |              |                |              |                |
|---|--------------|----------------|--------------|----------------|
| Total collateral pledged by the Fund/(Received from counterparty) | \$ —         | \$ —           | \$ —         | \$ —           |
| Net Exposure(1)   | \$ (137,533) | \$ (1,001,950) | \$ (695,478) | \$ (1,834,961) |

(1)

Positive net exposure represents amounts due from each respective counterparty. Negative exposure represents amounts due from the Fund. Please refer to Note 2 for additional details regarding counterparty credit risk and credit related contingent features.

See Accompanying Notes to Financial Statements

22

---

TABLE OF CONTENTS

Voya Infrastructure, Industrials and Materials Fund - SUMMARY PORTFOLIO OF INVESTMENTS  
and Materials Fund as of February 29, 2016 (continued)

Supplemental Option Information (Unaudited)

Supplemental Call Option Statistics as of February 29, 2016:

|   |                |
|---|----------------|
| % of Total Net Assets against which calls written | 34.69%         |
| Average Days to Expiration at time written        | 28 days        |
| Average Call Moneyness* at time written           | ATM            |
| Premiums received for calls                       | \$ 2,076,491   |
| Value of calls                                    | \$ (1,834,961) |

\*

“Moneyness” is the term used to describe the relationship between the price of the underlying asset and the option’s exercise or strikeprice. For example, a call (buy) option is considered “in-the-money” when the value of the underlying asset exceeds the strike price. Conversely, a put (sell) option is considered “in-the-money” when its strike price exceeds the value of the underlying asset. Options are characterized for the purpose of Moneyness as, “in-the-money” (“ITM”), “out-of-the-money” (“OTM”) or “at-the-money” (“ATM”), where the underlying asset value equals the strike price.

See Accompanying Notes to Financial Statements

23

---



TABLE OF CONTENTS

TAX INFORMATION (Unaudited)

Dividends and distributions paid during the tax year ended December 31, 2015 were as follows:

| Fund Name   | Type | Per Share Amount |
|---|------|------------------|
| Voya Infrastructure, Industrials and Materials Fund | NII  | \$ 0.2466        |
|   | LTCG | \$ 0.0787        |
|   | ROC  | \$ 1.2147        |

NII - Net investment income

LTCG - Long-term capital gain

ROC - Return of capital

Of the ordinary distributions made during the tax year ended December 31, 2015, 65.82% qualifies for the dividends received deduction (DRD) available to corporate shareholders.

For the tax year ended December 31, 2015, 100% of ordinary income dividends paid by the Fund are designated as qualifying dividend income (QDI) subject to reduced income tax rates for individuals.

For the tax year ended December 31, 2015, the Fund designates \$1,558,680 of long-term capital gain distributions as 20% rate long-term capital gain dividends under Internal Revenue Code Section 852(b)(3)(C).

Above figures may differ from those cited elsewhere in this report due to differences in the calculation of income and gains under U.S. generally accepted accounting principles (book) purposes and Internal Revenue Service (tax) purposes.

Shareholders are strongly advised to consult their own tax advisers with respect to the tax consequences of their investments in the Fund. In January, shareholders, excluding corporate shareholders, receive an IRS 1099-DIV regarding the federal tax status of the dividends and distributions they received in the calendar year.

**TABLE OF CONTENTS**

**SHAREHOLDER MEETING INFORMATION (Unaudited)**

Proposal:

1  
To elect four nominees to the Board of Trustees of Voya Infrastructure, Industrials and Materials Fund.

An annual shareholder meeting of Voya Infrastructure, Industrials and Materials Fund was held July 1, 2015, at the offices of Voya Investment Management, 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, AZ 85258.

|   | Proposal | Shares voted for | Shares voted against or withheld | Shares abstained | Broker non-vote | Total Shares Voted |
|---|----------|------------------|----------------------------------|------------------|-----------------|--------------------|
| Voya Infrastructure, Industrials and Materials Fund |          |                  |                                  |                  |                 |                    |
| Colleen D. Baldwin                                  | 1*       | 16,842,946.768   | 804,946.000                      | 0.000            | 0.000           | 17,647,892.768     |
| Peter S. Drotch                                     | 1*       | 16,802,482.768   | 845,410.000                      | 0.000            | 0.000           | 17,647,892.768     |
| Russell H. Jones                                    | 1*       | 16,806,384.768   | 841,508.000                      | 0.000            | 0.000           | 17,647,892.768     |
| Joseph E. Obermeyer                                 | 1*       | 16,827,027.768   | 820,865.000                      | 0.000            | 0.000           | 17,647,892.768     |

\*  
Proposal Passed

TABLE OF CONTENTS

## TRUSTEE AND OFFICER INFORMATION (Unaudited)

The business and affairs of the Trust are managed under the direction of the Board. A Trustee, who is not an interested person of the Trust, as defined in the 1940 Act, is an independent trustee ("Independent Trustee"). The Trustees and Officers of the Trust are listed below.

| Name,<br>Address and<br>Age  | Position(s)<br>Held with<br>the<br>Trust | Term of<br>Office and<br>Length of<br>Time<br>Served(1)          | Principal<br>Occupation(s) -<br>During the Past 5 Years  | Number of<br>Funds in<br>Fund<br>Complex<br>Overseen<br>by<br>Trustee(2) | Other Board Positions<br>Held by Trustee   |
|--|--|--|--|--|--|
| Independent Trustees:  |  |  |  |  |  |
| Colleen D.<br>Baldwin<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 55   | Trustee                                  | January<br>2008 -<br>Present                                     | President, Glantuum<br>Partners, LLC, a business<br>consulting firm (January<br>2009 - Present).   | 151  | DSM/Dentaquest, Boston,<br>MA (February 2014 -<br>Present).  |
| John V.<br>Boyer<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 62        | Chairperson<br><br>Trustee               | January<br>2014 -<br>Present<br><br>January<br>2008 -<br>Present | President and Chief<br>Executive Officer,<br>Bechtler Arts<br>Foundation, an arts and<br>education foundation<br>(January 2008 - Present).   | 151  | None.  |
| Patricia W.<br>Chadwick<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 67 | Trustee                                  | January<br>2008 -<br>Present                                     | Consultant and President,<br>Ravengate Partners LLC,<br>a consulting firm that<br>provides advice<br>regarding financial<br>markets and the global<br>economy (January 2000 -<br>Present). | 151  | Wisconsin Energy<br>Corporation (June 2006 -<br>Present); The Royce Funds<br>(35 funds) (December 2009<br>- Present); and AMICA<br>Mutual Insurance Company<br>(1992 - Present). |
| Peter S.<br>Drotch<br>7337 East<br>Doubletree<br>Ranch Rd.   | Trustee                                  | January<br>2008 -<br>Present                                     | Retired.   | 151  | First Marblehead<br>Corporation (September<br>2003 - Present).   |

|   |         |                              |   |     |  |
|---|---------|------------------------------|---|-----|--|
| <p>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 74<br/>Martin J.<br/>Gavin<br/>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>AZ 85258 -<br/>2034<br/>Age: 66</p> | Trustee | August<br>2015 -<br>Present  | Retired. Formerly,<br>President and Chief<br>Executive Officer,<br>Connecticut Children's<br>Medical Center (May<br>2006 - November 2015).  | 151 | None.  |
| <p>Russell H.<br/>Jones<br/>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 71</p>  | Trustee | May 2013 -<br>Present        | Retired.  | 151 | None.  |
| <p>Patrick W.<br/>Kenny<br/>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 73</p>  | Trustee | January<br>2008 -<br>Present | Retired.  | 151 | Assured Guaranty Ltd.<br>(April 2004 - Present). |
| <p>Joseph E.<br/>Obermeyer<br/>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 58</p>   | Trustee | May 2013 -<br>Present        | President, Obermeyer &<br>Associates, Inc., a<br>provider of financial and<br>economic consulting<br>services (November 1999<br>- Present). | 151 | None.  |

TABLE OF CONTENTS

## TRUSTEE AND OFFICER INFORMATION (Unaudited) (continued)

| Name,<br>Address and<br>Age   | Position(s)<br>Held with<br>the<br>Trust | Term of<br>Office and<br>Length of<br>Time<br>Served(1) | Principal<br>Occupation(s) -<br>During the Past 5<br>Years   | Number of<br>Funds in<br>Fund<br>Complex<br>Overseen<br>by<br>Trustee(2) | Other Board Positions<br>Held by Trustee  |
|---|--|---|--|--|---|
| Sheryl K.<br>Pressler<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 65      | Trustee                                  | January<br>2008 -<br>Present                            | Consultant (May<br>2001 - Present).  | 151  | None.   |
| Christopher P.<br>Sullivan<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 62 | Trustee                                  | October<br>2015 -<br>Present                            | Retired. Formerly,<br>President, Bond<br>Division, Fidelity<br>Management and<br>Research (June 2009<br>- September 2012). | 151  | None.   |
| Roger B.<br>Vincent<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 70        | Trustee                                  | January<br>2008 -<br>Present                            | Retired. Formerly,<br>President, Springwell<br>Corporation, a<br>corporate finance<br>firm (March 1989 -<br>August 2011).  | 151  | UGI Corporation (February 2006<br>- Present) and UGI Utilities, Inc.<br>(February 2006 - Present).  |
| Trustee who is an "interested person":  |  |   |  |  |   |
| Shaun P.<br>Mathews(3)<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona                         | Trustee                                  | January<br>2008 -<br>Present                            | President and Chief<br>Executive Officer,<br>Voya Investments,<br>LLC (December<br>2006 - Present).                        | 151  | Voya Capital Corporation, LLC<br>and Voya Investments<br>Distributor, LLC (December<br>2005 - Present); Voya Funds<br>Services, LLC, Voya<br>Investments, LLC and Voya<br>Investment Management (March<br>2006 - Present); and Voya |

85258  
Age: 60

Investment Trust Co. (April  
2009 - Present).

(1)

Trustees serve until their successors are duly elected and qualified. The tenure of each Trustee who is not an “interested person” as defined in the 1940 Act, of each Fund (“Independent Trustee”) is subject to the Board’s retirement policy which states that each duly elected or appointed Independent Trustee shall retire from and cease to be a member of the Board of Trustees at the close of business on December 31 of the calendar year in which the Independent Trustee attains the age of 75. A majority vote of the Board’s other Independent Trustees may extend the retirement date of an Independent Trustee if the retirement would trigger a requirement to hold a meeting of shareholders of the Trust under applicable law, whether for the purposes of appointing a successor to the Independent Trustee or otherwise comply under applicable law, in which case the extension would apply until such time as the shareholder meeting can be held or is no longer required (as determined by a vote of a majority of the other Independent Trustees).

(2)

For the purposes of this table, “Fund Complex” means the Voya family of funds including the following investment companies: Voya Asia Pacific High Dividend Equity Income Fund; Voya Balanced Portfolio, Inc.; Voya Emerging Markets High Dividend Equity Fund; Voya Equity Trust; Voya Funds Trust; Voya Global Advantage and Premium Opportunity Fund; Voya Global Equity Dividend and Premium Opportunity Fund; Voya Infrastructure, Industrials and Materials Fund; Voya Intermediate Bond Portfolio; Voya International High Dividend Equity Income Fund; Voya Investors Trust; Voya Money Market Portfolio; Voya Mutual Funds; Voya Natural Resources Equity Income Fund; Voya Partners, Inc.; Voya Prime Rate Trust; Voya Senior Income Fund; Voya Separate Portfolios Trust; Voya Series Fund, Inc.; Voya Strategic Allocation Portfolios, Inc.; Voya Variable Funds; Voya Variable Insurance Trust; Voya Variable Portfolios, Inc.; and Voya Variable Products Trust. The number of funds in the Fund Complex is as of March 31, 2016.

(3)

Mr. Mathews is deemed to be an “interested person” of the Trust as defined in the 1940 Act, because of his current affiliation with the Voya funds, Voya Financial, Inc. or Voya Financial, Inc.’s affiliates.

27

---

TABLE OF CONTENTS

## TRUSTEE AND OFFICER INFORMATION (Unaudited) (continued)

| Name,<br>Address and<br>Age   | Position(s) Held<br>With the Trust                              | Term of<br>Office and<br>Length of<br>Time<br>Served(1)             | Principal Occupation(s) -<br>During the Past 5 Years  |
|---|---|---|---|
| Shaun P.<br>Mathews<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 60  | President and Chief<br>Executive Officer                        | November<br>2007 -<br>Present                                       | President and Chief Executive Officer, Voya Investments, LLC (December 2006 - Present).   |
| Michael J.<br>Roland<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 57 | Executive Vice<br>President                                     | November<br>2007 -<br>Present                                       | Managing Director and Chief Operating Officer, Voya Investments, LLC and Voya Funds Services, LLC (March 2012 - Present). Formerly, Chief Compliance Officer, Directed Services LLC and Voya Investments, LLC (March 2011 - December 2013); Executive Vice President and Chief Operating Officer, Voya Investments, LLC and Voya Funds Services, LLC (January 2007 - April 2012) and Chief Compliance Officer, Voya Family of Funds (March 2011 - February 2012). |
| Stanley D.<br>Vyner<br>230 Park<br>Avenue<br>New York,<br>New York<br>10169<br>Age: 65                                  | Executive Vice<br>President<br>Chief Investment<br>Risk Officer | November<br>2007 -<br>Present<br><br>September<br>2009 -<br>Present | Executive Vice President, Voya Investments, LLC (July 2000 - Present) and Chief Investment Risk Officer, Voya Investments, LLC (January 2003 - Present).  |
| Kevin M.<br>Gleason<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 49  | Chief Compliance<br>Officer                                     | February<br>2012 -<br>Present                                       | Senior Vice President, Voya Investment Management and Chief Compliance Officer, Voya Family of Funds (February 2012 - Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern Mutual Life Insurance Company (June 2004 - January 2012).   |
| Todd Modic<br>7337 East<br>Doubletree   | Senior Vice<br>President,<br>Chief/ Principal                   | November<br>2007 -<br>Present                                       | Senior Vice President, Voya Investments, LLC and Voya Funds Services, LLC (April 2005 - Present).   |

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|  |  |                                |  |
|--|--|--------------------------------|--|
| Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 48   | Financial Officer and<br>Assistant Secretary |                                |  |
| Kimberly A.<br>Anderson<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 51   | Senior Vice President                        | November<br>2007 -<br>Present  | Senior Vice President, Voya Investments, LLC (September<br>2003 - Present).  |
| Julius A.<br>Drelick, III<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 49 | Senior Vice President                        | July 2012 -<br>Present         | Senior Vice President - Fund Compliance, Voya<br>Investments, LLC (June 2012 - Present); and Chief<br>Compliance Officer of Directed Services LLC and Voya<br>Investments, LLC (January 2014 - Present). Formerly, Vice<br>President - Platform Product Management & Project<br>Management, Voya Investments, LLC (April 2007 - June<br>2012). |
| Robert Terris<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 45             | Senior Vice President                        | November<br>2007 -<br>Present  | Senior Vice President, Head of Division Operations, Voya<br>Investments, LLC (October 2015 - Present) and Voya Funds<br>Services, LLC (March 2006 - Present).  |
| Fred Bedoya<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 43               | Vice President and<br>Treasurer              | September<br>2012 -<br>Present | Vice President, Voya Investments, LLC (October 2015 -<br>Present) and Voya Funds Services, LLC (July 2012 -<br>Present). Formerly, Assistant Vice President - Director,<br>Voya Funds Services, LLC (March 2003 - March 2012).   |
| Maria M.<br>Anderson<br>7337 East<br>Doubletree<br>Ranch Rd.   | Vice President                               | November<br>2007 -<br>Present  | Vice President, Voya Investments, LLC (October 2015 -<br>Present) and Voya Funds Services, LLC (September 2004 -<br>Present).  |



Suite 100  
Scottsdale,  
Arizona  
85258  
Age: 57  
28

---

TABLE OF CONTENTS

## TRUSTEE AND OFFICER INFORMATION (Unaudited) (continued)

| Name,<br>Address and<br>Age   | Position(s)<br>Held<br>With the<br>Trust | Term of<br>Office and<br>Length of<br>Time<br>Served(1) | Principal Occupation(s) -<br>During the Past 5 Years  |
|---|--|---|---|
| Lauren D.<br>Bensinger<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 62 | Vice<br>President                        | November<br>2007 -<br>Present                           | Vice President, Voya Funds Services, LLC (February 1996 - Present) and Voya Investments, LLC (October 2004 - Present); Vice President and Money Laundering Reporting Officer, Voya Investments Distributor, LLC (April 2010 - Present); Anti-Money Laundering Compliance Officer, Voya Financial, Inc. (January 2013 - Present); and Money Laundering Reporting Officer, Voya Investment Management Trust Co. (October 2012 - Present). |
| Sara M.<br>Donaldson<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 56   | Vice<br>President                        | September<br>2014 -<br>Present                          | Vice President, Voya Investments, LLC (October 2015 - Present). Formerly Vice President, Voya Funds Services, LLC (April 2014 - October 2015). Formerly, Director, Compliance, AXA Rosenberg Global Services, LLC (September 1997 - March 2014).  |
| Robyn L.<br>Ichilov<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 48    | Vice<br>President                        | November<br>2007 -<br>Present                           | Vice President, Voya Funds Services, LLC (November 1995 - Present) and Voya Investments, LLC (August 1997 - Present). Formerly, Treasurer, Voya Family of Funds (November 1999 - February 2012).  |
| Jason Kadavy<br>7337 East<br>Doubletree<br>Ranch Rd.<br>Suite 100<br>Scottsdale,<br>Arizona<br>85258<br>Age: 40           | Vice<br>President                        | September<br>2012 -<br>Present                          | Vice President, Voya Investments, LLC (October 2015 - Present) and Voya Funds Services, LLC (July 2007 - Present).  |
| Kimberly K.<br>Springer   | Vice<br>President                        | November<br>2007 -                                      | Vice President - Mutual Fund Product Development, Voya Investments, LLC (July 2012 - Present); Vice President, Voya Family  |

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|  |                                |   |
|--|--------------------------------|---|
| <p>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 58</p>                              | <p>Present</p>                 | <p>of Funds (March 2010 - Present) and Vice President, Voya Funds Services, LLC (March 2006 - Present). Formerly Managing Paralegal, Registration Statements (June 2003 - July 2012).</p> |
| <p>Craig Wheeler<br/>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 47</p>            | <p>Vice<br/>President</p>      | <p>May 2013 -<br/>Present</p>   |
| <p>Huey P.<br/>Falgout, Jr.<br/>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 52</p> | <p>Secretary</p>               | <p>November<br/>2007 -<br/>Present</p>  |
| <p>Paul A.<br/>Caldarelli<br/>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 64</p>   | <p>Assistant<br/>Secretary</p> | <p>June 2010 -<br/>Present</p>  |
| <p>Theresa K.<br/>Kelety<br/>7337 East<br/>Doubletree<br/>Ranch Rd.<br/>Suite 100<br/>Scottsdale,<br/>Arizona<br/>85258<br/>Age: 53</p>    | <p>Assistant<br/>Secretary</p> | <p>November<br/>2007 -<br/>Present</p>  |

(1)

The Officers hold office until the next annual meeting of the Board of Trustees and until their successors shall have been elected and qualified.

TABLE OF CONTENTS

ADDITIONAL INFORMATION (Unaudited)

During the reporting period, there were no material changes in the Fund's investment objective or policies that were not approved by the shareholders or the Fund's charter or by-laws or in the principal risk factors associated with investment in the Fund. Effective August 7, 2015, Frank van Etten was removed as a portfolio manager of the Fund. Effective September 29, 2015, Jody I. Hrazanek was added as portfolio managers of the Fund.

The Fund may lend portfolio securities in an amount equal to up to 331/3% of its managed assets to broker dealers or other institutional borrowers, in exchange for cash collateral and fees. The fund may use the cash collateral in connection with the Fund's investment program as approved by the Investment Adviser, including generating cash to cover collateral posting requirements. Although the Fund has no current intention to do so, it may use the cash collateral to generate additional income. The use of cash collateral in connection with the Fund's investment program may have a leveraging effect on the Fund, which would increase the volatility of the Fund and could reduce its returns and/or cause a loss.

The Fund intends to engage in lending portfolio securities only when such lending is secured by cash or other permissible collateral in an amount at least equal to the market value of the securities loaned. The Fund will maintain cash, cash equivalents or liquid securities holdings in an amount sufficient to cover its repayment obligation with respect to the collateral, marked to market on a daily basis.

Securities lending involves the risks of delay in recovery or even loss of rights in the securities loaned if the borrower of the securities fails financially. Loans will be made only to organizations whose credit quality or claims paying ability is considered by the Sub-Adviser to be at least investment grade. The financial condition of the borrower will be monitored by the Investment Adviser on an ongoing basis. The Fund will not lend portfolio securities subject to a written American style covered call option contract. The Fund may lend portfolio securities subject to a written European style covered call option contract as long as the lending period is less than or equal to the term of the covered call option contract.

Dividend Reinvestment Plan

Unless the registered owner of Common Shares elects to receive cash by contacting Computershare Shareowner Services LLC (the "Plan Agent"), all dividends declared on Common Shares of the Fund will be automatically reinvested by the Plan Agent for shareholders in additional Common Shares of the Fund through the Fund's Dividend Reinvestment Plan (the "Plan"). Shareholders who elect not to participate in the Plan will receive all dividends and other distributions in cash paid by check mailed directly to the shareholder of record (or, if the Common Shares are held in street or other nominee name, then to such nominee) by the Plan Agent. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Plan Agent prior to the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution. Some brokers may automatically elect to receive cash on your behalf and may re-invest that cash in additional Common Shares of the Fund for you. If you wish for all dividends declared on your Common Shares of the Fund to be automatically reinvested pursuant to the Plan, please contact your broker.

The Plan Agent will open an account for each Common Shareholder under the Plan in the same name in which such Common Shareholder's Common Shares are registered. Whenever the Fund declares a dividend or other distribution (together, a "Dividend") payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in Common Shares. The Common Shares will be acquired by the Plan Agent for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized Common Shares from the Fund ("Newly Issued Common Shares") or (ii) by purchase of outstanding Common Shares on the open market ("Open-Market Purchases") on the NYSE or elsewhere. Open-market purchases and sales are usually made through a broker affiliated with the Plan Agent.

If, on the payment date for any Dividend, the closing market price plus estimated brokerage commissions per Common Share is equal to or greater than the NAV per Common Share, the Plan Agent will invest the Dividend amount in Newly Issued Common Shares on behalf of the participants. The number of Newly Issued Common Shares to be credited to each participant's account will be determined by dividing the dollar amount of the Dividend by the NAV per Common Share on the payment date; provided that, if the NAV is less than or equal to 95% of the closing

market value on the payment date, the dollar amount of the Dividend will be divided by 95% of the closing market price per Common Share on the payment date. If, on the payment date for any Dividend, the NAV per Common Share is greater than the closing market value plus estimated brokerage commissions, the Plan Agent will invest the Dividend amount in Common Shares acquired on behalf of the participants in Open-Market Purchases. In the event of a market discount on the payment date for any Dividend, the Plan Agent will have until the last business day before the next date on which the Common Shares

**TABLE OF CONTENTS****ADDITIONAL INFORMATION (Unaudited) (continued)**

trade on an “ex-dividend” basis or 30 days after the payment date for such Dividend, whichever is sooner (the “Last Purchase Date”), to invest the Dividend amount in Common Shares acquired in Open-Market Purchases.

The Fund pays quarterly Dividends. Therefore, the period during which Open-Market Purchases can be made will exist only from the payment date of each Dividend through the date before the next “ex-dividend” date, which typically will be approximately ten days.

If, before the Plan Agent has completed its Open-Market Purchases, the market price per common share exceeds the NAV per Common Share, the average per Common Share purchase price paid by the Plan Administrator may exceed the NAV of the Common Shares, resulting in the acquisition of fewer Common Shares than if the Dividend had been paid in Newly Issued Common Shares on the Dividend payment date. Because of the foregoing difficulty with respect to Open-Market Purchases, the Plan provides that if the Plan Agent is unable to invest the full Dividend amount in Open-Market Purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Agent will cease making Open-Market Purchases and will invest the un-invested portion of the Dividend amount in Newly Issued Common Shares at the NAV per common share at the close of business on the Last Purchase Date provided that, if the NAV is less than or equal to 95% of the then current market price per Common Share, the dollar amount of the Dividend will be divided by 95% of the market price on the payment date. The Plan Agent maintains all shareholders’ accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by shareholders for tax records. Common Shares in the account of each Plan participant will be held by the Plan Agent on behalf of the Plan participant, and each shareholder proxy will include those shares purchased or received pursuant to the Plan. The Plan Agent will forward all proxy solicitation materials to participants and vote proxies for shares held under the Plan in accordance with the instructions of the participants.

In the case of shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the number of Common Shares certified from time to time by the record shareholder’s name and held for the account of beneficial owners who participate in the Plan. There will be no brokerage charges with respect to Common Shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with Open-Market Purchases. The automatic reinvestment of Dividends will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Dividends. Participants that request a partial or full sale of shares through the Plan Agent are subject to a \$15.00 sales fee and a \$0.10 per share brokerage commission on purchases or sales, and may be subject to certain other service charges.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

All questions concerning the Plan or a request to terminate participation should be directed to the Fund’s Shareholder Service Department at (800) 992-0180.

**KEY FINANCIAL DATES — CALENDAR 2015 DISTRIBUTIONS:**

| Declaration Date | Ex Date   | Record Date | Payable Date |
|------------------|-----------|-------------|--------------|
| 15-Mar-16        | 1-Apr-16  | 5-Apr-16    | 15-Apr-16    |
| 15-Jun-16        | 1-Jul-16  | 6-Jul-16    | 15-Jul-16    |
| 15-Sep-16        | 3-Oct-16  | 5-Oct-16    | 17-Oct-16    |
| 15-Dec-16        | 28-Dec-16 | 30-Dec-16   | 17-Jan-17    |

Record date will be two business days after each Ex-Dividend Date. These dates are subject to change.

**Stock Data**

The Fund’s common shares are traded on the NYSE (Symbol: IDE).

**Repurchase of Securities by Closed-End Companies**

## Edgar Filing: Voya Infrastructure, Industrials & Materials Fund - Form N-CSR

In accordance with Section 23(c) of the 1940 Act, and Rule 23c-1 under the 1940 Act the Fund may from time to time purchase shares of beneficial interest of the Fund in the open market, in privately negotiated transactions and/or purchase shares to correct erroneous transactions.

### Number of Shareholders

The number of record holders of Common Stock as of February 29, 2016 was 5, which does not include approximately 11,114 beneficial owners of shares held in the name of brokers of other nominees.

### Certifications

In accordance with Section 303A.12 (a) of the New York Stock Exchange Listed Company Manual, the Fund's CEO submitted the Annual CEO Certification on July 31, 2015 certifying that he was not aware, as of that date, of any



TABLE OF CONTENTS

ADDITIONAL INFORMATION (Unaudited) (continued)

violation by the Fund of the NYSE's Corporate governance listing standards. In addition, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and related SEC rules, the Fund's principal executive and financial officers have made quarterly certifications, included in filings with the SEC on Forms N-CSR and N-Q, relating to, among other things, the Fund's disclosure controls and procedures and internal controls over financial reporting.

TABLE OF CONTENTS

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TABLE OF CONTENTS

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TABLE OF CONTENTS

Investment Adviser

Voya Investments, LLC

7337 East Doubletree Ranch Road, Suite 100

Scottsdale, Arizona 85258

Transfer Agent

Computershare Shareowner Services LLC

480 Washington Boulevard

Jersey City, New Jersey 07310-1900

Independent Registered Public Accounting Firm

KPMG LLP

Two Financial Center

60 South Street

Boston, Massachusetts 02111

Custodian

The Bank of New York Mellon

225 Liberty Street

New York, New York 10286

Legal Counsel

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, Massachusetts 02199

Toll-Free Shareholder Information

Call us from 9:00 a.m. to 7:00 p.m. Eastern time on any business day for account or other information, at (800)

992-0180

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voyainvestments.com

AR-IDE (0216-042216)

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## **Item 2. Code of Ethics.**

As of the end of the period covered by this report, Registrant had adopted a code of ethics, as defined in Item 2 of Form N-CSR, that applies to the Registrant's principal executive officer and principal financial officer. There were no amendments to the Code during the period covered by the report. The Registrant did not grant any waivers, including implicit waivers, from any provisions of the Code during the period covered by this report. The code of ethics is filed herewith pursuant to Item 10(a)(1), Exhibit 99.CODE ETH.

## **Item 3. Audit Committee Financial Expert.**

The Board of Trustees has determined that Colleen D. Baldwin, Peter S. Drotch, Patrick W. Kenny, Joseph E. Obermeyer, and Roger B. Vincent are audit committee financial experts, as defined in Item 3 of Form N-CSR. Ms. Baldwin, Mr. Drotch, Mr. Kenny, Mr. Obermeyer and Mr. Vincent are "independent" for purposes of Item 3 of Form N-CSR.

## **Item 4. Principal Accountant Fees and Services.**

Audit Fees: The aggregate fees billed for the last fiscal period for professional services rendered by KPMG LLP ("KPMG"), the principal accountant for the audit of the registrant's annual financial statements, for services that are (a) normally provided by the accountant in connection with statutory and regulatory filings or engagements for the fiscal year was \$26,600 for the fiscal year ended February 29, 2016 and \$26,600 for the period ended February 28, 2015.

Audit-Related Fees: The aggregate fees billed in each of the last two fiscal years for assurance and related services (b) by KPMG that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this item were \$2,525 for the year ended February 29, 2016 and \$2,525 for the period ended February 28, 2015.

Tax Fees: The aggregate fees billed in each the last two fiscal years for professional services rendered by KPMG for tax compliance, tax advice, and tax planning were \$10,883 in the year ended February 29, 2016 and \$10,210 in (c) the period ended February 28, 2015. Such services included review of excise distribution calculations (if applicable), preparation of the Fund's federal, state and excise tax returns, tax services related to mergers and routine consulting.

All Other Fees: The aggregate fees billed in each of the last two fiscal years for products and services provided by (d) KPMG, other than the services reported in paragraphs (a) through (c) of this Item were \$0 for the year ended February 29, 2016 and \$849 for the year ended February 28, 2015.

(e)(1) Audit Committee Pre-Approval Policies and Procedures

## **AUDIT AND NON-AUDIT SERVICES PRE-APPROVAL POLICY**

### **I. Statement of Principles**

Under the Sarbanes-Oxley Act of 2002 (the “Act”), the Audit Committee of the Board of Directors or Trustees (the “Committee”) of the Voya funds (each a “Fund,” collectively, the “Funds”) set out on Exhibit A to this Audit and Non-Audit Services Pre-Approval Policy (“Policy”) is responsible for the oversight of the work of the Funds’ independent auditors. As part of its responsibilities, the Committee must pre-approve the audit and non-audit services performed by the auditors in order to assure that the provision of these services does not impair the auditors’ independence from the Funds. The Committee has adopted, and the Board has ratified, this Policy, which sets out the procedures and conditions under which the services of the independent auditors may be pre-approved.

Under Securities and Exchange Commission (“SEC”) rules promulgated in accordance with the Act, the Funds may establish two different approaches to pre-approving audit and non-audit services. The Committee may approve services without consideration of specific case-by-case services (“general pre-approval”) or it may pre-approve specific services (“specific pre-approval”). The Committee believes that the combination of these approaches contemplated in this Policy results in an effective and efficient method for pre-approving audit and non-audit services to be performed by the Funds’ independent auditors. Under this Policy, services that are not of a type that may receive general pre-approval require specific pre-approval by the Committee. Any proposed services that exceed pre-approved cost levels or budgeted amounts will also require the Committee’s specific pre-approval.

For both types of approval, the Committee considers whether the subject services are consistent with the SEC’s rules on auditor independence and that such services are compatible with maintaining the auditors independence. The Committee also considers whether a particular audit firm is in the best position to provide effective and efficient services to the Funds. Reasons that the auditors are in the best position include the auditors’ familiarity with the Funds’ business, personnel, culture, accounting systems, risk profile, and other factors, and whether the services will enhance the Funds’ ability to manage and control risk or improve audit quality. Such factors will be considered as a whole, with no one factor being determinative.

The appendices attached to this Policy describe the audit, audit-related, tax-related, and other services that have the Committee’s general pre-approval. For any service that has been approved through general pre-approval, the general pre-approval will remain in place for a period 12 months from the date of pre-approval, unless the Committee determines that a different period is appropriate. The Committee will annually review and pre-approve the services that may be provided by the independent auditors without specific pre-approval. The Committee will revise the list of services subject to general pre-approval as appropriate. This Policy does not serve as a delegation to Fund management of the Committee’s duty to pre-approve services performed by the Funds’ independent auditors.



## **II. Audit Services**

The annual audit services engagement terms and fees are subject to the Committee's specific pre-approval. Audit services are those services that are normally provided by auditors in connection with statutory and regulatory filings or engagements or those that generally only independent auditors can reasonably provide. They include the Funds' annual financial statement audit and procedures that the independent auditors must perform in order to form an opinion on the Funds' financial statements (*e.g.*, information systems and procedural reviews and testing). The Committee will monitor the audit services engagement and approve any changes in terms, conditions or fees deemed by the Committee to be necessary or appropriate.

The Committee may grant general pre-approval to other audit services, such as statutory audits and services associated with SEC registration statements, periodic reports and other documents filed with the SEC or issued in connection with securities offerings.

The Committee has pre-approved the audit services listed on Appendix A. The Committee must specifically approve all audit services not listed on Appendix A.

## **III. Audit-related Services**

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or the review of the Funds' financial statements or are traditionally performed by the independent auditors. The Committee believes that the provision of audit-related services will not impair the independent auditors' independence, and therefore may grant pre-approval to audit-related services. Audit-related services include accounting consultations related to accounting, financial reporting or disclosure matters not classified as "audit services;" assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; agreed-upon or expanded audit procedures relating to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters; and assistance with internal control reporting requirements under Form N-SAR or Form N-CSR.

The Committee has pre-approved the audit-related services listed on Appendix B. The Committee must specifically approve all audit-related services not listed on Appendix B.

## **IV. Tax Services**



## Edgar Filing: Voya Infrastructure, Industrials & Materials Fund - Form N-CSR

The Committee believes the independent auditors can provide tax services to the Funds, including tax compliance, tax planning, and tax advice, without compromising the auditors' independence. Therefore, the Committee may grant general pre-approval with respect to tax services historically provided by the Funds' independent auditors that do not, in the Committee's view, impair auditor independence and that are consistent with the SEC's rules on auditor independence.

The Committee will not grant pre-approval if the independent auditors initially recommends a transaction the sole business purpose of which is tax avoidance and the tax treatment of which may not be supported in the Internal Revenue Code and related regulations. The Committee may consult outside counsel to determine that tax planning and reporting positions are consistent with this Policy.

The Committee has pre-approved the tax-related services listed on Appendix C. The Committee must specifically approve all tax-related services not listed on Appendix C.

## **V. Other Services**

The Committee believes it may grant approval of non-audit services that are permissible services for independent auditors to a Fund. The Committee has determined to grant general pre-approval to other services that it believes are routine and recurring, do not impair auditor independence, and are consistent with SEC rules on auditor independence.

The Committee has pre-approved the non-audit services listed on Appendix D. The Committee must specifically approve all non-audit services not listed on Appendix D.

A list of the SEC's prohibited non-audit services is attached to this Policy as Appendix E. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these impermissible services and the applicability of exceptions to certain of the SEC's prohibitions.

## **VI. Pre-approval of Fee levels and Budgeted Amounts**

The Committee will annually establish pre-approval fee levels or budgeted amounts for audit, audit-related, tax and non-audit services to be provided to the Funds by the independent auditors. Any proposed services exceeding these levels or amounts require the Committee's specific pre-approval. The Committee considers fees for audit and non-audit services when deciding whether to pre-approve services. The Committee may determine, for a pre-approval period of 12 months, the appropriate ratio between the total amount of fees for the Fund's audit, audit-related, and tax services (including fees for services provided to Fund affiliates that are subject to pre-approval), and the total amount of fees for certain permissible non-audit services for the Fund classified as other services (including any such services provided to Fund affiliates that are subject to pre-approval).

## **VII. Procedures**

Requests or applications for services to be provided by the independent auditors will be submitted to management. If management determines that the services do not fall within those services generally pre-approved by the Committee and set out in the appendices to these procedures, management will submit the services to the Committee or its delegate. Any such submission will include a detailed description of the services to be rendered. Notwithstanding this paragraph, the Committee will, on a quarterly basis, receive from the independent auditors a list of services provided for the previous calendar quarter on a cumulative basis by the auditors during the Pre-Approval Period.

### **VIII. Delegation**

The Committee may delegate pre-approval authority to one or more of the Committee's members. Any member or members to whom such pre-approval authority is delegated must report any pre-approval decisions, including any pre-approved services, to the Committee at its next scheduled meeting. The Committee will identify any member to whom pre-approval authority is delegated in writing. The member will retain such authority for a period of 12 months from the date of pre-approval unless the Committee determines that a different period is appropriate. The period of delegated authority may be terminated by the Committee or at the option of the member.

### **IX. Additional Requirements**

The Committee will take any measures the Committee deems necessary or appropriate to oversee the work of the independent auditors and to assure the auditors' independence from the Funds. This may include reviewing a formal written statement from the independent auditors delineating all relationships between the auditors and the Funds, consistent with Independence Standards Board No. 1, and discussing with the auditors their methods and procedures for ensuring independence.

Part of KPMG's performance of an audit in accordance with standards of the Public Company Accounting Oversight Board (US) includes their responsibility to maintain and monitor auditor independence with respect to the Voya funds. Using a proprietary system called Sentinel, the audit team is able to identify and manage potential conflicts of interest across the member firms of the KPMG International Network and prevent the provision of prohibited services to the Voya entities that would impair KPMG independence with the respect to the Voya funds. KPMG requests pre-approval from the Voya funds Audit Committee for services provided to the Voya funds and for services to affiliated entities that relate to the financial reporting or nature of operations of the Voya Funds. Additionally, KPMG provides an annual summary of the fees for services that have commenced for Voya funds and Affiliates.

Last Approved: November 19, 2015

Appendix A

Pre-Approved Audit Services for the Pre-Approval Period January 1, 2016 through December 31, 2016

Service

|  | The Fund(s) | Fee Range  |
|--|-------------|--|
| Statutory audits or financial audits (including tax services associated with audit services)   | √           | As presented to Audit Committee <sup>1</sup>         |
| Services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings ( <i>e.g.</i> , consents), and assistance in responding to SEC comment letters.  | √           | Not to exceed \$9,750 per filing                     |
| Consultations by Fund management with respect to accounting or disclosure treatment of transactions or events and/or the actual or potential effect of final or proposed rules, standards or interpretations by the SEC, Financial Accounting Standards Board, or other regulatory or standard setting bodies. | √           | Not to exceed \$8,000 during the Pre-Approval Period |
| Seed capital audit and related review and issuance of consent on the N-2 registration statement  | √           | Not to exceed \$13,750 per audit                     |
| Audit of summary portfolio of investments  | √           | Not to exceed \$525 per fund                         |

For new Funds launched during the Pre-Approval Period, the fee ranges pre-approved will be the same as those for existing Funds, pro-rated in accordance with inception dates as provided in the auditors' Proposal or any Engagement Letter covering the period at issue. Fees in the Engagement Letter will be controlling.

Appendix B

Pre-Approved Audit-Related Services for the Pre-Approval Period January 1, 2016 through December 31, 2016

Service

|   | The Fund(s) | Fund Affiliates | Fee Range   |
|---|-------------|-----------------|---|
| Services related to Fund mergers (Excludes tax services - See Appendix C for tax services associated with Fund mergers)   | √           | √               | Not to exceed \$10,000 per merger                                   |
| Consultations by Fund management with respect to accounting or disclosure treatment of transactions or events and/or the actual or potential effect of final or proposed rules, standards or interpretations by the SEC, Financial Accounting Standards Board, or other regulatory or standard setting bodies. [ <b>Note:</b> Under SEC rules some consultations may be “audit” services and others may be “audit-related” services.] | √           |                 | Not to exceed \$5,000 per occurrence during the Pre-Approval Period |
| Review of the Funds’ semi-annual and quarterly financial statements   | √           |                 | Not to exceed \$2,525 per set of financial statements per fund      |
| Reports to regulatory or government agencies related to the annual engagement   | √           |                 | Up to \$5,000 per occurrence during the Pre-Approval Period         |
| Regulatory compliance assistance  | √           | √               | Not to exceed \$5,000 per quarter                                   |
| Training courses  |             | √               | Not to exceed \$5,000 per course                                    |
| For Prime Rate Trust, agreed upon procedures for quarterly reports to rating agencies   | √           |                 | Not to exceed \$9,450 per quarter                                   |

Appendix C

Pre-Approved Tax Services for the Pre-Approval Period January 1, 2016 through December 31, 2016

Service

|  | The Fund(s) | Fund<br>Affiliates | Fee Range   |
|--|-------------|--------------------|---|
| Preparation of federal and state income tax returns and federal excise tax returns for the Funds including assistance and review with excise tax distributions | √           |                    | As presented to Audit Committee <sup>2</sup>  |
| Review of IRC Sections 851(b) and 817(h) diversification testing on a real-time basis  | √           |                    | As presented to Audit Committee <sup>2</sup>  |
| Assistance and advice regarding year-end reporting for 1099's, as requested  | √           |                    | As presented to Audit Committee <sup>2</sup>  |
| Tax assistance and advice regarding statutory, regulatory or administrative developments   | √           | √                  | Not to exceed \$5,000 for the Funds or for the Funds' investment adviser during the Pre-Approval Period |

For new Funds launched during the Pre-Approval Period, the fee ranges pre-approved will be the same as those for existing Funds, pro-rated in accordance with inception dates as provided in the auditors' Proposal or any Engagement Letter covering the period at issue. Fees in the Engagement Letter will be controlling.

Appendix C, *continued*

Service

|   | The Fund(s) | Fund Affiliates | Fee Range  |
|---|-------------|-----------------|--|
| Tax training courses  |             | √               | Not to exceed \$5,000 per course during the Pre-Approval Period          |
| Tax services associated with Fund mergers   | √           | √               | Not to exceed \$4,000 per fund per merger during the Pre-Approval Period |
| Other tax-related assistance and consultation, including, without limitation, assistance in evaluating derivative financial instruments and international tax issues, qualification and distribution issues, and similar routine tax consultations. |             | √               | Not to exceed \$120,000 during the Pre-Approval Period                   |

Appendix D

Pre-Approved Other Services for the Pre-Approval Period January 1, 2016 through December 31, 2016

Service

| Service   | The Fund(s) | Fund Affiliates | Fee Range   |
|---|-------------|-----------------|---|
| Agreed-upon procedures for Class B share 12b-1 programs   |             | √               | Not to exceed \$60,000 during the Pre-Approval Period         |
| Security counts performed pursuant to Rule 17f-2 of the 1940 Act (i.e., counts for Funds holding securities with affiliated sub-custodians) | √           | √               | Not to exceed \$5,300 per Fund during the Pre-Approval Period |
| Cost to be borne 50% by the Funds and 50% by Voya Investments, LLC.   |             |                 |   |
| Agreed upon procedures for 15 (c) FACT Books  |             | √               | Not to exceed \$50,000 during the Pre-Approval Period         |



Appendix E

Prohibited Non-Audit Services

Dated: January 1, 2016 to December 31, 2016

- Bookkeeping or other services related to the accounting records or financial statements of the Funds
  - Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions, or contribution-in-kind reports
  - Actuarial services
  - Internal audit outsourcing services
  - Management functions
  - Human resources
- Broker-dealer, investment adviser, or investment banking services
  - Legal services
  - Expert services unrelated to the audit
- Any other service that the Public Company Accounting Oversight Board determines, by regulation, is impermissible

EXHIBIT A

VOYA ASIA PACIFIC HIGH DIVIDEND EQUITY INCOME FUND

VOYA BALANCED PORTFOLIO, INC.

VOYA EMERGING MARKETS HIGH DIVIDEND EQUITY FUND

VOYA EQUITY TRUST

VOYA FUNDS TRUST

VOYA GLOBAL ADVANTAGE AND PREMIUM OPPORTUNITY FUND

VOYA GLOBAL EQUITY DIVIDEND AND PREMIUM OPPORTUNITY FUND

VOYA INFRASTRUCTURE, INDUSTRIALS, AND MATERIALS FUND

VOYA INTERMEDIATE BOND PORTFOLIO

VOYA INTERNATIONAL HIGH DIVIDEND EQUITY INCOME FUND

VOYA INVESTORS TRUST

VOYA MONEY MARKET PORTFOLIO

VOYA MUTUAL FUNDS

VOYA PARTNERS, INC.

VOYA PRIME RATE TRUST

VOYA NATURAL RESOURCES EQUITY INCOME FUND

VOYA SENIOR INCOME FUND

VOYA SEPARATE PORTFOLIOS TRUST

VOYA SERIES FUND, INC.

VOYA STRATEGIC ALLOCATIONS PORTFOLIOS, INC.

VOYA VARIABLE FUNDS

VOYA VARIABLE INSURANCE TRUST

VOYA VARIABLE PORTFOLIOS INC,

VOYA VARIABLE PRODUCTS TRUST

(e)(2) Percentage of services referred to in 4(b) — (4)(d) that were approved by the audit committee 100% of the services were approved by the audit committee.

(f) Percentage of hours expended attributable to work performed by other than full time employees of KPMG if greater than 50%. Not applicable.

Non-Audit Fees: The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to each Registrant by the independent registered public accounting firm for each Registrant's (g) fiscal years ended February 29, 2016 and February 28, 2015; and (ii) the aggregate non-audit fees billed to the investment adviser, or any of its affiliates that provide ongoing services to the registrant, by the independent registered public accounting firm for the same time periods.

| Registrant/Investment Adviser                       | 2016      | 2015      |
|---|-----------|-----------|
| Voya Infrastructure, Industrials and Materials Fund | \$13,408  | \$13,584  |
| Voya Investments, LLC <sup>(1)</sup>                | \$178,050 | \$211,825 |

(1) Each Registrant's investment adviser and any of its affiliates, which are subsidiaries of Voya Financial, Inc.

Principal Accountants Independence: The Registrant's Audit committee has considered whether the provision of non-audit services that were rendered to the registrant's investment adviser and any entity controlling, controlled (h) by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining KPMG's independence.

#### **Item 5. Audit Committee of Listed Registrants.**

a. The registrant has a separately-designated standing audit committee. The members are Colleen D. Baldwin, Peter S. Drotch, Patrick W. Kenny, Joseph E. Obermeyer, and Roger B. Vincent.

b. Not applicable.

#### **Item 6. Schedule of Investments**

Complete schedule of investments filed herein.



**KPMG LLP**

Two Financial Center  
60 South Street  
Boston, MA 02111

**Report of Independent Registered Public Accounting Firm**

The Shareholders and Board of Trustees

Voya Infrastructure, Industrials and Materials Fund

We have audited the accompanying statement of assets and liabilities, including the summary portfolio of investments, of Voya Infrastructure, Industrials and Materials Fund, as of February 29, 2016, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the years in the two-year period then ended (collectively, the "financial statements"), the financial highlights for each of the years or periods in the seven-year period then ended (the financial statements and financial highlights are included in Item 1 of this Form N-CSR), and the portfolio of investments as of February 29, 2016 (included in Item 6 of this Form N-CSR). These financial statements, financial highlights, and portfolio of investments are the responsibility of management. Our responsibility is to express an opinion on these financial statements, financial highlights, and portfolio of investments based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements, financial highlights, and portfolio of investments are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and portfolio of investments. Our procedures included confirmation of securities owned as of February 29, 2016, by correspondence with the custodian, transfer agent, and brokers, or by other appropriate auditing procedures when replies from brokers were not received. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements, financial highlights, and portfolio of investments referred to above present fairly, in all material respects, the financial position of the Voya Infrastructure, Industrials and Materials Fund, as of February 29, 2016, and the results of its operations for the year then ended, the changes in its net assets for each of the years in the two-year period then ended, and the financial highlights for each of the years or periods in the seven-year period then ended, in conformity with U.S. generally accepted accounting principles.

Boston, Massachusetts

April 25, 2016

Voya Infrastructure, Industrials and Materials Fund **PORTFOLIO OF INVESTMENTS**  
as of February 29, 2016

| Shares                     |   | Value      | Percentage<br>of Net<br>Assets |
|----------------------------|---|------------|--------------------------------|
| <b>COMMON STOCK: 98.6%</b> |   |            |                                |
|                            | Australia: 1.5%                             |            |                                |
| 362,121                    | BHP Billiton Ltd.                           | 4,083,088  | 1.5                            |
|                            | Brazil: 1.5%                                |            |                                |
| 131,093                    | Embraer SA ADR                              | 3,928,857  | 1.5                            |
|                            | China: 3.1%                                 |            |                                |
| 95,600                     | China Mobile Ltd. ADR                       | 5,113,644  | 1.9                            |
| 3,278,000                  | China Railway Construction Corp. Ltd.       | 3,102,728  | 1.2                            |
|                            |   | 8,216,372  | 3.1                            |
|                            | France: 5.5%                                |            |                                |
| 40,224                     | Air Liquide SA                              | 4,187,504  | 1.6                            |
| 92,189                     | @ Alstom SA                                 | 2,013,965  | 0.7                            |
| 237,808                    | Orange SA                                   | 4,118,957  | 1.5                            |
| 262,895                    | Suez Environnement S.A.                     | 4,541,242  | 1.7                            |
|                            |   | 14,861,668 | 5.5                            |
|                            | Germany: 4.1%                               |            |                                |
| 59,585                     | BASF SE                                     | 3,863,390  | 1.4                            |
| 78,747                     | Siemens AG                                  | 7,279,775  | 2.7                            |
|                            |   | 11,143,165 | 4.1                            |
|                            | India: 2.2%                                 |            |                                |
| 139,123                    | Larsen & Toubro Ltd.                        | 2,187,130  | 0.8                            |
| 1,959,337                  | Power Grid Corp. of India Ltd.              | 3,722,510  | 1.4                            |
|                            |   | 5,909,640  | 2.2                            |
|                            | Indonesia: 0.9%                             |            |                                |
| 2,164,100                  | United Tractors Tbk PT                      | 2,508,909  | 0.9                            |
|                            | Israel: 1.7%                                |            |                                |
| 1,985,576                  | Bezeq Israeli Telecommunication Corp., Ltd. | 4,451,404  | 1.7                            |
|                            | Italy: 1.9%                                 |            |                                |
| 1,276,360                  | Enel S.p.A.                                 | 5,100,919  | 1.9                            |
|                            | Japan: 9.1%                                 |            |                                |
| 828,000                    | Hitachi Ltd.                                | 3,502,572  | 1.3                            |
| 206,400                    | LIXIL Group Corp.                           | 4,238,730  | 1.6                            |
| 281,700                    | JSR Corp.                                   | 3,948,939  | 1.5                            |



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|         |                                      |            |     |
|---------|--------------------------------------|------------|-----|
| 281,300 | Komatsu Ltd.                         | 4,299,621  | 1.6 |
| 179,000 | Mitsubishi Corp.                     | 2,864,633  | 1.0 |
| 78,400  | Shin-Etsu Chemical Co., Ltd.         | 3,936,589  | 1.4 |
| 287,400 | Sumco Corp.                          | 1,825,829  | 0.7 |
|         |                                      | 24,616,913 | 9.1 |
|         | Luxembourg: 1.3%                     |            |     |
| 129,231 | SES S.A. - Luxembourg                | 3,388,620  | 1.3 |
|         | Netherlands: 5.1%                    |            |     |
| 76,279  | Airbus Group SE                      | 4,922,822  | 1.8 |
| 83,930  | Koninklijke DSM NV                   | 4,128,774  | 1.5 |
| 183,932 | Koninklijke Philips NV               | 4,670,018  | 1.8 |
|         |                                      | 13,721,614 | 5.1 |
|         | South Africa: 1.0%                   |            |     |
| 279,375 | Vodacom Group Pty Ltd.               | 2,641,034  | 1.0 |
|         | South Korea: 1.2%                    |            |     |
| 17,869  | SK Telecom Co., Ltd.                 | 3,368,639  | 1.2 |
|         | Spain: 1.2%                          |            |     |
| 188,366 | Gas Natural SDG S.A.                 | 3,280,272  | 1.2 |
|         | Sweden: 2.3%                         |            |     |
| 179,749 | SKF AB - B Shares                    | 2,961,758  | 1.1 |
| 313,251 | Volvo AB - B Shares                  | 3,137,817  | 1.2 |
|         |                                      | 6,099,575  | 2.3 |
|         | Switzerland: 2.1%                    |            |     |
| 42,295  | @ Adecco S.A.                        | 2,449,623  | 0.9 |
| 62,914  | Wolseley PLC                         | 3,226,369  | 1.2 |
|         |                                      | 5,675,992  | 2.1 |
|         | United Kingdom: 0.9%                 |            |     |
| 373,604 | CNH Industrial NV                    | 2,480,281  | 0.9 |
|         | United States: 52.0%                 |            |     |
| 17,942  | Acuity Brands, Inc.                  | 3,757,593  | 1.4 |
| 79,581  | Albemarle Corp.                      | 4,474,044  | 1.7 |
| 142,983 | AT&T, Inc.                           | 5,283,222  | 2.0 |
| 59,364  | Deere & Co.                          | 4,759,806  | 1.8 |
| 141,689 | Dow Chemical Co.                     | 6,887,502  | 2.6 |
| 161,221 | Exelon Corp.                         | 5,076,849  | 1.9 |
| 70,744  | Fortune Brands Home & Security, Inc. | 3,552,764  | 1.3 |
| 50,470  | General Dynamics Corp.               | 6,877,547  | 2.6 |
| 447,983 | General Electric Co.                 | 13,054,225 | 4.8 |
| 71,132  | Honeywell International, Inc.        | 7,209,228  | 2.7 |
| 53,800  | Lincoln Electric Holdings, Inc.      | 2,935,866  | 1.1 |
| 34,091  | Lockheed Martin Corp.                | 7,356,497  | 2.7 |
| 498,520 | Mueller Water Products, Inc.         | 4,292,257  | 1.6 |

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|         |                             |           |     |
|---------|-----------------------------|-----------|-----|
| 46,584  | NextEra Energy, Inc.        | 5,255,607 | 1.9 |
| 66,900  | @ Old Dominion Freight Line | 4,319,064 | 1.6 |
| 94,103  | PG&E Corp.                  | 5,338,463 | 2.0 |
| 62,706  | Packaging Corp. of America  | 3,041,241 | 1.1 |
| 59,156  | Pinnacle West Capital Corp. | 4,071,707 | 1.5 |
| 139,042 | PPL Corp.                   | 4,865,080 | 1.8 |
| 31,503  | Roper Technologies, Inc.    | 5,290,299 | 2.0 |
| 80,183  | Schlumberger Ltd.           | 5,750,725 | 2.1 |
| 21,920  | Snap-On, Inc.               | 3,171,166 | 1.2 |
| 102,342 | Steel Dynamics, Inc.        | 1,861,601 | 0.7 |
| 65,600  | TE Connectivity Ltd.        | 3,733,952 | 1.4 |
| 129,100 | Textron, Inc.               | 4,408,765 | 1.6 |
| 19,566  | @ TransDigm Group, Inc.     | 4,178,906 | 1.5 |
| 74,701  | Valero Energy Corp.         | 4,488,036 | 1.7 |

See Accompanying Notes to Financial Statements

Voya Infrastructure, Industrials and Materials Fund PORTFOLIO OF INVESTMENTS  
as of February 29, 2016 (continued)

| Shares                              |  | Value         | Percentage<br>of Net<br>Assets |
|-------------------------------------|--|---------------|--------------------------------|
| <b>COMMON STOCK: (Continued)</b>    |  |               |                                |
|                                     | United States: (Continued)   |               |                                |
| 47,270                              | Vulcan Materials Co.   | 4,657,513     | 1.7                            |
|                                     |  | 139,949,525   | 52.0                           |
|                                     | Total Common Stock<br>(Cost \$264,675,446)   | 265,426,487   | <b>98.6</b>                    |
| <b>SHORT-TERM INVESTMENTS: 1.9%</b> |  |               |                                |
|                                     | Mutual Funds: 1.9%   |               |                                |
| 5,106,000                           | BlackRock Liquidity Funds, TempFund, Institutional Class, 0.390%††<br>(Cost \$5,106,000) | 5,106,000     | 1.9                            |
|                                     | Total Short-Term Investments<br>(Cost \$5,106,000)                                       | 5,106,000     | 1.9                            |
|                                     | Total Investments in Securities<br>(Cost \$269,781,446)                                  | \$270,532,487 | 100.5                          |
|                                     | Liabilities in Excess of Other Assets  | (1,318,116 )  | (0.5 )                         |
|                                     | Net Assets   | \$269,214,371 | 100.0                          |

†† Rate shown is the 7-day yield as of February 29, 2016.

@ Non-income producing security.

ADR American Depositary Receipt

Cost for federal income tax purposes is \$270,465,879.

Net unrealized appreciation consists of:

|                               |              |
|-------------------------------|--------------|
| Gross Unrealized Appreciation | \$31,885,413 |
| Gross Unrealized Depreciation | (31,818,805) |
| Net Unrealized Appreciation   | \$66,608     |

See Accompanying Notes to Financial Statements

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment companies.**

**PROXY VOTING PROCEDURES and GUIDELINES**

VOYA FUNDS

VOYA INVESTMENTS, LLC

DIRECTED SERVICES LLC

Date Last Revised: March 18, 2016

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

### Introduction

The purpose of these Proxy Voting Procedures and Guidelines (the “Procedures”, the “Guidelines”) is to set forth the Board of Directors/Trustees of the Voya funds’ (the “Board”) instructions to Voya Investments, LLC and Directed Services LLC (each referred to as the “Advisor” and collectively the “Advisors”) for the voting of proxies for each fund the Board serves as Director/Trustee (the “Funds”).

The Board may elect to delegate proxy voting to a sub-advisor of the Funds and also approve the sub-advisor’s proxy policies and procedures for implementation on behalf of such Voya fund (a “Sub-Advisor-Voted Fund”). A Sub-Advisor-Voted Fund is not covered under these Procedures and Guidelines, except as described in the Reporting and Record Retention section below with respect to vote reporting requirements. However, they are covered by those sub-advisor’s proxy policies, provided that the Board has approved them.

These Procedures and Guidelines incorporate principals and guidance set forth in relevant pronouncements of the Securities and Exchange Commission (“SEC”) and its staff on the fiduciary duty of the Board to ensure that proxies are voted in a timely manner and that voting decisions are in the Funds’ beneficial owners’ best interest.

The Board, through these instructions, delegates to the Advisors’ Proxy Coordinator the responsibility to vote the Funds’ proxies in accordance with these Procedures and Guidelines on behalf of the Board. The Board further delegates to the Compliance Committee of the Board certain oversight duties regarding the Advisors’ functions as it pertains to the voting of the Funds’ proxies.

The Board directs the engagement of a Proxy Advisory Firm to be initially appointed and annually reviewed and approved by the Board. The Proxy Coordinator is responsible for overseeing the Proxy Advisory Firm and shall direct the Proxy Advisory Firm to vote proxies in accordance with the Guidelines.

These Procedures and Guidelines will be reviewed by the Board’s Compliance Committee annually, and will be updated at such time as deemed appropriate. No change to these Procedures and Guidelines will be made except pursuant to Board direction. Non-material amendments, however, may be approved for immediate implementation by the Board’s Compliance Committee, subject to ratification by the full board at its next regularly scheduled meeting.

## Advisors' Roles and Responsibilities

### Proxy Coordinator

The Voya Proxy Coordinator shall direct the Proxy Advisory Firm to vote proxies on behalf of the Funds and the Advisors in connection with annual and special meetings of shareholders (except those regarding bankruptcy matters and/or related plans of reorganization).

The Proxy Coordinator is responsible for overseeing the Proxy Advisory Firm (as defined in the *Proxy Advisory Firm* section below) and voting the Funds' proxies in accordance with the Procedures and Guidelines on behalf of the Funds and the Advisors. The Proxy Coordinator is authorized to direct the Proxy Advisory Firm to vote a Fund's proxy in accordance with the Procedures and Guidelines. Responsibilities assigned to the Proxy Coordinator, or activities that support it, may be performed by such members of the Proxy Group (as defined in the *Proxy Group* section below) or employees of the Advisors' affiliates as the Proxy Group deems appropriate.

The Proxy Coordinator is also responsible for identifying and informing Counsel (as defined in the *Counsel* section below) of potential conflicts between the proxy issuer and the Proxy Advisory Firm, the Advisors, the Funds' principal underwriters, or an affiliated person of the Funds. The Proxy Coordinator will identify such potential conflicts of interest based on information the Proxy Advisory Firm periodically provides; client analyses, distributor, broker-dealer, and vendor lists; and information derived from other sources, including public filings.

### Proxy Advisory Firm

The Proxy Advisory Firm is responsible for coordinating with the Funds' custodians to ensure that all proxy materials received by the custodians relating to the portfolio securities are processed in a timely fashion. To the extent applicable, the Proxy Advisory Firm is required to provide research, analysis, and

Revision Date: March 18, 2016 Page | 2

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

vote recommendations under its Proxy Voting guidelines, as well as to produce vote recommendations and/or refer all proxies in accordance with the Guidelines.

### Proxy Group

The members of the Proxy Group, which may include employees of the Advisors' affiliates, are identified in *Exhibit 1*, and may be amended from time to time at the Advisors' discretion except that the Fund's Chief Investment Risk Officer, the Fund's Chief Compliance Officer, and the Fund's Proxy Coordinator shall be members unless the Board determines otherwise.

### Investment Professionals

The Funds' sub-advisors and/or portfolio managers are each referred to herein as an "Investment Professional" and collectively, "Investment Professionals". The Board encourages the Funds' Investment Professionals to submit a recommendation to the Proxy Group regarding any proxy voting related proposal pertaining to the portfolio securities over which they have day-to-day portfolio management responsibility. Additionally, when requested, Investment Professionals are responsible for submitting a recommendation to the Proxy Group regarding proxy voting related proxy contests or mergers and acquisitions involving to the portfolio securities over which they have day-to-day portfolio management responsibility.

### Counsel

A member of the mutual funds legal practice group of the Advisor ("Counsel") is responsible for determining if a potential conflict of interest is in fact deemed a conflict of interest and notifying the Chair of the Compliance Committee.

### Proxy Voting Procedures

#### Proxy Group Oversight

A minimum of four (4) members of the Proxy Group (or three (3) if one member of the quorum is either the Fund's Chief Investment Risk Officer or Chief Compliance Officer) will constitute a quorum for purposes of taking action at any meeting of the Group.



The Proxy Group may meet in person or by telephone. The Proxy Group also may take action via electronic mail in lieu of a meeting, provided that the Proxy Coordinator follows the directions of a majority of a quorum responding via e-mail.

A Proxy Group meeting will be held whenever:

- The Proxy Coordinator receives a recommendation from an Investment Professional to vote a Fund's proxy contrary to the Guidelines.
- The Proxy Advisory Firm has made no recommendation on a matter and the Procedures do not provide instruction.
- A matter requires case-by-case consideration, including those in which the Proxy Advisory Firm's recommendation is deemed to be materially conflicted.
- The Proxy Coordinator requests the Proxy Group's input and vote recommendation on a matter.

In its discretion, the Proxy Group may provide the Proxy Coordinator with standing instructions to perform responsibilities assigned to the Proxy Group, or activities in support thereof, on its behalf, provided that such instructions do not contravene any requirements of these Procedures or the Guidelines.

If the Proxy Group has previously provided the Proxy Coordinator with standing instructions to vote in accordance with the Proxy Advisory Firm's recommendation, these recommendations do not contravene any requirements of these Procedures or the Guidelines, and no issue of conflict must be considered, the Proxy Coordinator may implement the instructions without calling a Proxy Group meeting.

For each proposal referred to the Proxy Group, it will review:

- The relevant Procedures and Guidelines,
- The recommendation of the Proxy Advisory Firm, if any,
- The recommendation of the Investment Professional(s), if any,
- Other resources that any Proxy Group member deems appropriate to aid in a determination of a recommendation.

Revision Date: March 18, 2016 Page | 3

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

### Vote Instruction

The vote of a simple majority of the voting members present will determine any matter submitted to a vote. Tie votes will be resolved by securing the vote of members not present at the meeting; provided, however, that the Proxy Coordinator will ensure compliance with all applicable voting and conflict of interest procedures, and will use best efforts to secure votes from as many absent members as may reasonably be accomplished, and to provide such members with a substantially similar level of relevant information as that provided at the in-person meeting.

In the event a tie vote cannot be resolved, or in the event that the vote remains a tie, the Proxy Coordinator will refer the vote to the Compliance Committee Chair for vote determination.

In the event a tie vote cannot be timely resolved in connection with a voting deadline, the Proxy Coordinator will vote in accordance with the Proxy Advisory Firm's recommendation.

A member of the Proxy Group may abstain from voting on any given matter, provided that the member does not participate in the Proxy Group discussion(s) in connection with the vote determination. If abstention results in the loss of quorum, the process for resolving tie votes will be observed.

If the Proxy Group recommends that a Fund vote contrary to the Guidelines, the Proxy Group will follow the Out-of-Guidelines procedures.

The Proxy Group may vote contrary to the Guidelines based on a recommendation from an Investment Professional.

### **Vote Determination and Execution**

These Procedures and Guidelines specify how the Funds generally will vote with respect to the proposals indicated. Unless otherwise noted, the Proxy Group instructs the Proxy Coordinator, on behalf of the Advisors, to vote in accordance with these Procedures and Guidelines.

Within-Guidelines Votes: *Votes in Accordance with the Guidelines*

In the event the Proxy Group and, where applicable, an Investment Professional participating in the voting process, recommend a vote Within Guidelines, the Proxy Group will instruct the Proxy Advisory Firm, through the Proxy Coordinator, to vote in this manner.

Out-of-Guidelines Votes:

*Votes Contrary to the Procedures and Guidelines*

- *Proxy Advisory Firm Does not Provide a Recommendation and the Guidelines do not provide voting instruction*

A vote would be considered Out-of-Guidelines if the:

· Vote is cast in circumstances where the Procedures and Guidelines provides no instruction and the Proxy Advisory Firm has made no recommendation on a matter, or

· Vote is contrary to the Guidelines; provided that a vote will not be deemed to be Out-of-Guidelines if the Guidelines stipulate that primary consideration will be given to input from an Investment Professional, notwithstanding that the vote appears contrary to these Procedures and Guidelines and/or the proxy Advisory Firm's recommendation.

An Out-of-Guidelines vote is cast when the Compliance Committee or Proxy Group determines that the application of the Procedures and Guidelines is inapplicable or inappropriate under the circumstances of a case. Such votes include, but are not limited to votes cast on the recommendation of an Investment Professional.

Routine Matters

Upon instruction from the Proxy Coordinator, the Proxy Advisory Firm will submit a vote in accordance with these Procedures and Guidelines where there is a clear policy (e.g., "For," "Against," "Withhold," or "Abstain") on a proposal.

Matters Requiring Case-by-Case Consideration

The Proxy Coordinator will provide the Proxy Advisory Firm with the appropriate information from these Procedures and Guidelines to specify how the Funds generally will vote. The Proxy Advisory Firm will review proxy materials based on these Procedures and Guidelines and will refer proxy proposals

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

accompanied by its written analysis and vote recommendation to the Proxy Coordinator when these Procedures and Guidelines indicate “case-by-case.” Additionally, the Proxy Advisory Firm will refer any proxy proposal to the Proxy Coordinator for instructions as if it were a matter requiring case-by-case consideration under circumstances where the application of these Procedures and Guidelines is unclear or appears to involve unusual or controversial issues.

Upon receipt of a referral from the Proxy Advisory Firm, the Proxy Coordinator may solicit additional research or clarification from the Proxy Advisory Firm, Investment Professional(s), or other sources.

The Proxy Coordinator will review matters requiring a case-by-case consideration to determine if the Proxy Group had previously provided the Proxy Coordinator with standing vote instructions in accordance with the Proxy Advisory Firm’s recommendation, or a provision within the Guidelines is applicable based on prior voting history.

If a matter requires input and vote determination from the Proxy Group, the Proxy Coordinator will forward the Proxy Advisory Firm’s analysis and recommendation, the Proxy Coordinator’s recommendation and/or any research obtained from the Investment Professional(s), the Proxy Advisory Firm, or any other source to the Proxy Group. The Proxy Group may consult with the Proxy Advisory Firm and/or Investment Professional(s) as appropriate.

The Proxy Coordinator will use best efforts to convene a Proxy Group meeting with respect to all matters requiring its consideration. In the event quorum requirements cannot be timely met in connection with a voting deadline, it is the policy of the Funds and Advisors to vote in accordance with the Proxy Advisory Firm’s recommendation.

### Non-Votes: *Votes in which No Action is Taken*

The Proxy Group may recommend that a Fund refrain from voting under certain circumstances including:

The economic effect on shareholders’ interests or the value of the portfolio holding is indeterminable or insignificant, *e.g.*, proxies in connection with fractional shares, securities no longer held in the portfolio of a Voya fund or proxies being considered on behalf of a Fund that is no longer in existence.

The cost of voting a proxy outweighs the benefits, *e.g.*, certain international proxies, particularly in cases when share blocking practices may impose trading restrictions on the relevant portfolio security.

In such cases, the Proxy Group may instruct the Proxy Advisory Firm, through the Proxy Coordinator, not to vote such proxy. The Proxy Group may provide the Proxy Coordinator with standing instructions on parameters that would dictate a Non-Vote without the Proxy Group's review of a specific proxy.

Further, Counsel may permit the Proxy Coordinator to abstain from voting any proposal that is subject to a material conflict, provided such abstention does not have the same effect as an "against" vote, and therefore has no effect on the outcome of the vote.

The Proxy Coordinator will make reasonable efforts to secure and vote all other proxies for the Funds, particularly in markets where shareholders' rights are limited.

### **Matters Requiring Further Consideration**

#### Referrals to the Compliance Committee

If a vote is deemed Out-of-Guidelines and Counsel has determined that a material conflict of interest appears to exist with respect to the party or parties (*i.e.* Proxy Advisory Firm, the Advisors, underwriters, affiliates, any participating Proxy Group member, or any Investment Professional(s)) participating in the voting process, the Proxy Coordinator will refer the vote to the Compliance Committee Chair.

If an Investment Professional discloses a potential conflict of interest, and Counsel determines that the conflict of interest appears to exist, the proposal will also be referred to the Compliance Committee for review.

The Compliance Committee will be provided all recommendations (including Investment Professional(s)), analyses, research, and Conflicts Reports and any other written materials used to establish whether a conflict of interest exists, and will instruct the Proxy Coordinator how such referred proposals should be voted.

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

The Proxy Coordinator will use best efforts to refer matters to the Compliance Committee for its consideration in a timely manner. In the event any such matter cannot be referred to or considered by the Compliance Committee in a timely manner, the Compliance Committee's standing instruction is to vote Within Guidelines.

### Consultation with Compliance Committee

The Proxy Coordinator may consult the Compliance Committee Chair for guidance on behalf of the Committee if application of these Procedures and Guidelines is unclear or in connection with any unusual or controversial issue or a recommendation received from an Investment Professional.

The Compliance Committee will receive a report detailing proposals that were voted Out-of-Guidelines, Within Guidelines if the Investment Professional's recommendation was not acted on, or was referred to the Compliance Committee.

### Conflicts of Interest

The Advisors shall act in the Funds' beneficial owners' best interests and strive to avoid conflicts of interest.

Conflicts of interest can arise, for example, in situations where:

- The issuer is a vendor whose products or services are material to the Voya Funds, the Advisors or their affiliates;

- The issuer is an entity participating to a material extent in the distribution of the Voya Funds;

- The issuer is a significant executing broker dealer;

- Any individual that participates in the voting process for the Funds including an Investment Professional, a member of the Proxy Group, an employee of the Advisors, or Director/Trustee of the Board serves as a director or officer of the issuer; or

- The issuer is Voya Financial.

### Potential Conflicts with a Proxy Issuer

The Proxy Coordinator is responsible for identifying and informing Counsel of potential conflicts with the proxy issuer. In addition to obtaining potential conflict of interest information described in the *Roles and Responsibilities*

section above, members of the Proxy Group are required to disclose to the Proxy Coordinator any potential conflicts of interests prior to discussing the Proxy Advisory Firms' recommendation.

The Proxy Group member will advise the Proxy Coordinator in the event a Proxy Group member believes that a potential or perceived conflict of interest exists that may preclude him/her from making a vote determination in the best interests of the Funds' beneficial owners. The Proxy Group member may elect to recuse himself/herself from consideration of the relevant proxy or ask the Proxy Coordinator to solicit the opinion of Counsel on the matter, recusing himself/herself only in the event Counsel determines that a material conflict of interest exists. If recusal, whether voluntary or pursuant to Counsel's findings, does not occur prior to the member's participation in any Proxy Group discussion of the relevant proxy, any Out-of-Guidelines Vote determination is subject to the Compliance Committee referral process. Should members of the Proxy Group verbally disclose a potential conflict of interest, they are required to complete a Conflict of Interest Report, which will be reviewed by Counsel.

Investment Professionals are also required to complete a Conflict of Interest Report or confirm in writing that they do not have any potential conflicts of interests when submitting a vote recommendation to the Proxy Coordinator.

The Proxy Coordinator gathers and analyzes the information provided by the Proxy Advisory Firm, the Advisors, the Funds' principal underwriters, affiliates of the Funds, members Proxy Group, Investment Professionals, and the Directors and Officers of the Funds. Counsel will document such potential material conflicts of interest on a consolidated basis as appropriate.

The Proxy Coordinator will instruct the Proxy Advisory Firm to vote the proxy as recommended by the Proxy Group if Counsel determines that a material conflict of interest does not appear to exist with respect a proxy issuer, any participating Proxy Group member, or any participating Investment Professional(s).

Revision Date: March 18, 2016 Page | 6

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

### Compliance Committee Oversight

The Proxy Coordinator will refer a proposal to the Funds' Compliance Committee if the Proxy Group recommends an Out-of-Guidelines Vote, and Counsel has determined that a material conflict of interest appears to exist in order that the conflicted party(ies) have no opportunity to exercise voting discretion over a Fund's proxy.

The Proxy Coordinator will refer the proposal to the Compliance Committee Chair, forwarding all information relevant to the Compliance Committee's review, including the following or a summary of its contents:

- The applicable Procedures and Guidelines
- The Proxy Advisory Firm recommendation
- The Investment Professional(s)'s recommendation, if available
- Any resources used by the Proxy Group in arriving at its recommendation
- Counsel's findings
- Conflicts Report(s) and/or any other written materials establishing whether a conflict of interest exists.

In the event a member of the Funds' Compliance Committee believes he/she has a conflict of interest that would preclude him/her from making a vote determination in the best interests of the applicable Fund's beneficial owners, the Compliance Committee member will advise the Compliance Committee Chair and recuse himself/herself with respect to the relevant proxy determinations.

### Conflicts Reports

Investment Professionals, the Proxy Advisory Firm, and members of the Compliance Committee, the Proxy Group, and the Proxy Coordinator are required to disclose any potential conflicts of interest and/or confirm they do not have a conflict of interest in connection with their participation in the voting process for portfolio securities. The Conflicts Report should describe any known relationships of either a business or personal nature that Counsel has not previously assessed, which may include communications with respect to the referral item, but excluding routine communications with or submitted to the Proxy Coordinator or Investment Professional(s) on behalf of the subject company or a proponent of a shareholder proposal.

The Conflicts Report should also include written confirmation that the Investment Professional based the recommendation in connection with an Out-of-Guidelines Vote or under circumstances where a conflict of interest exists solely on the investment merits of the proposal and without regard to any other consideration.



Completed Conflicts Reports should be provided to the Proxy Coordinator as soon as possible and may be submitted to the Proxy Coordinator verbally, provided the Proxy Coordinator completes the Conflicts Report, and the submitter reviews and approves the Conflict Report in writing.

The Proxy Coordinator will forward all Conflicts Reports to Counsel for review. Upon review, Counsel will provide the Proxy Coordinator with a brief statement regarding whether or not a material conflict of interest is present.

Counsel will document such potential conflicts of interest on a consolidated basis as appropriate rather than maintain individual Conflicts Reports.

#### Assessment of the Proxy Advisory Firm

The Proxy Coordinator, on behalf of the Board and the Advisors, will assess if the Proxy Advisory Firm:

- Is independent from the Advisors
- Has resources that indicate it can competently provide analysis of proxy issues
- Can make recommendations in an impartial manner and in the best interests of the Funds and their beneficial owners
- Has adequate compliance policies and procedures to:
  - o Ensure that its proxy voting recommendations are based on current and accurate information
  - o Identify and address conflicts of interest.

The Proxy Coordinator will utilize, and the Proxy Advisory Firm will comply with, such methods for completing the assessment as the Proxy Coordinator may deem reasonably appropriate. The Proxy

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Advisory Firm will also promptly notify the Proxy Coordinator in writing of any material change to information previously provided to the Proxy Coordinator in connection with establishing the Proxy Advisory Firm's independence, competence, or impartiality.

Information provided in connection with the Proxy Advisory Firm's potential conflict of interest will be forwarded to Counsel for review. Counsel will review such information and advise the Proxy Coordinator as to whether a material concern exists and if so, determine the most appropriate course of action to eliminate such concern.

### **Voting Funds of Funds, Investing Funds and Feeder Funds**

Funds that are "Funds-of-Funds" will "echo" vote their interests in underlying mutual funds, which may include mutual funds other than the Voya funds indicated on Voya's website ([www.voyainvestments.com](http://www.voyainvestments.com)). Meaning that, if the Fund-of-Funds must vote on a proposal with respect to an underlying investment company, the Fund-of-Funds will vote its interest in that underlying fund in the same proportion all other shareholders in the underlying investment company voted their interests.

However, if the underlying fund has no other shareholders, the Fund-of-Funds will vote as follows:

If the Fund-of-Funds and the underlying fund are being solicited to vote on the same proposal (*e.g.*, the election of fund directors/trustees), the Fund-of-Funds will vote the shares it holds in the underlying fund in the same proportion as all votes received from the holders of the Fund-of-Funds' shares with respect to that proposal.

If the Fund-of-Funds is being solicited to vote on a proposal for an underlying fund (*e.g.*, a new Sub-Advisor to the underlying fund), and there is no corresponding proposal at the Fund-of-Funds level, the Board will determine the most appropriate method of voting with respect to the underlying fund proposal.

An Investing Fund (*e.g.*, any Voya fund), while not a Fund-of-Funds will have the foregoing Fund-of-Funds procedure applied to any Investing Fund that invests in one or more underlying funds. Accordingly:

Each Investing Fund will "echo" vote its interests in an underlying fund, if the underlying fund has shareholders other than the Investing Fund.

In the event an underlying fund has no other shareholders, and the Investing Fund and the underlying fund are being solicited to vote on the same proposal, the Investing Fund will vote its interests in the underlying fund in the same proportion as all votes received from the holders of its own shares on that proposal.

In the event an underlying fund has no other shareholders, and there is no corresponding proposal at the Investing Fund level, the Board will determine the most appropriate method of voting with respect to the underlying fund proposal.

A fund that is a “Feeder Fund” in a master-feeder structure passes votes requested by the underlying master fund to its shareholders. Meaning that, if the master fund solicits the Feeder Fund, the Feeder Fund will request instructions from its own shareholders, either directly or, in the case of an insurance-dedicated Fund, through an insurance product or retirement plan, as to how it should vote its interest in an underlying master fund.

When a Voya fund is a feeder in a master-feeder structure, proxies for the portfolio securities owned by the master fund will be voted pursuant to the master fund’s proxy voting policies and procedures. As such, except as described in the Reporting and Record Retention section below, Feeder Funds will not be subject to these Procedures and Guidelines.

#### Securities Lending

Many of the Funds participate in securities lending arrangements to generate additional revenue for the Fund. Accordingly, the Fund will not be able to vote securities that are on loan under these types of arrangements. However, under certain circumstances, for voting issues that may have a significant impact on the investment, the Proxy Group or Proxy Coordinator may request to recall securities that are on loan if they determine that the benefit of voting outweighs the costs and lost revenue to the Fund and the administrative burden of retrieving the securities.

Revision Date: March 18, 2016 Page | 8

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Investment Professionals may also deem a vote is “material” in the context of the portfolio(s) they manage. Therefore, they may request that lending activity on behalf of their portfolio(s) with respect to the relevant security be reviewed by the Proxy Group and considered for recall and/or restriction. The Proxy Group will give primary consideration to relevant Investment Professional input in its determination of whether a given proxy vote is material and the associated security accordingly restricted from lending. The determination that a vote is material in the context of a Fund’s portfolio will not mean that such vote is considered material across all Funds voting at that meeting. In order to recall or restrict shares on a timely basis for material voting purposes, the Proxy Coordinator, on behalf of the Proxy Group, will use best efforts to consider, and when appropriate, to act upon, such requests on a timely basis. Requests to review lending activity in connection with a potentially material vote may be initiated by any relevant Investment Professional and submitted for the Proxy Group’s consideration at any time.

## Reporting and Record Retention

### Reporting by the Funds

Annually, as required, each Fund and each Sub-Advisor-Voted Fund will post its proxy voting record, or a link to the prior one-year period ending on June 30<sup>th</sup> on the Voya Funds’ website. The proxy voting record for each Fund and each Sub-Advisor-Voted Fund will also be available on Form N-PX in the EDGAR database on the website of the Securities and Exchange Commission (“SEC”). For any Voya fund that is a feeder in a master/feeder structure, no proxy voting record related to the portfolio securities owned by the master fund will be posted on the Voya funds’ website or included in the Fund’s Form N-PX; however, a cross-reference to the master fund’s proxy voting record as filed in the SEC’s EDGAR database will be included in the Fund’s Form N-PX and posted on the Voya funds’ website. If an underlying master fund solicited any Feeder Fund for a vote during the reporting period, a record of the votes cast by means of the pass-through process described above will be included on the Voya funds’ website and in the Feeder Fund’s Form N-PX.

### Reporting to the Compliance Committee

At each regularly scheduled quarterly Compliance Committee meeting, the Compliance Committee will receive a report from the Proxy Coordinator indicating each proxy proposal, or a summary of such proposals, that was:

1. Voted Out-of-Guidelines, including any proposals voted Out-of-Guidelines as a result of special circumstances raised by an Investment Professional;
2. Voted Within-Guidelines in cases when the Proxy Group did not agree with an Investment Professional’s recommendation;
3. Referred to the Compliance Committee for determination.

## Edgar Filing: Voya Infrastructure, Industrials & Materials Fund - Form N-CSR

The report will indicate the name of the company, the substance of the proposal, a summary of the Investment Professional's recommendation, where applicable, and the reasons for voting, or recommending, an Out-of-Guidelines Vote or, in the case of (2) above, a Within-Guidelines Vote.

### Reporting by the Proxy Coordinator on behalf of the Advisor

The Advisor will maintain the records required by Rule 204-2(c)(2), as may be amended from time to time, including the following:

- A copy of each proxy statement received regarding a Fund's portfolio securities. Such proxy statements the issuers send are available either in the SEC's EDGAR database or upon request from the Proxy Advisory Firm.
- A record of each vote cast on behalf of a Fund.
- A copy of any Advisor-created document that was material to making a proxy vote decision, or that memorializes the basis for that decision.
- A copy of written requests for Fund proxy voting information and any written response thereto or to any oral request for information on how the Advisor voted proxies on behalf of a Fund.
- A record of all recommendations from Investment Professionals to vote contrary to the Guidelines.
- All proxy questions/recommendations that have been referred to the Compliance Committee, and all applicable recommendations, analyses, research, Conflict Reports, and vote determinations.

All proxy voting materials and supporting documentation will be retained for a minimum of six years, the first two years in the Advisors' office.

Revision Date: March 18, 2016 Page | 9

Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Records Maintained by the Proxy Advisory Firm

The Proxy Advisory Firm will retain a record of all proxy votes handled by the Proxy Advisory Firm. Such record must reflect all the information required to be disclosed in a Fund's Form N-PX pursuant to Rule 30b1-4 under the Investment Company Act. In addition, the Proxy Advisory Firm is responsible for maintaining copies of all proxy statements received by issuers and to promptly provide such materials to the Advisor upon request.

Revision Date: March 18, 2016 Page | 10

Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

**PROXY VOTING GUIDELINES**

Introduction

Proxies must be voted in the best interest of the Funds' beneficial owners. The Guidelines summarize the Funds' positions on various issues of concern to investors, and give an indication of how Fund securities will be voted on proposals dealing with particular issues. Nevertheless, the Guidelines are not exhaustive, do not include all potential voting issues, and proposals may be addressed, as necessary, on a **CASE-BY-CASE** basis rather than according to the Guidelines.

These Guidelines apply to securities of publicly traded companies and to those of privately held companies if publicly available disclosure permits such application. All matters for which such disclosure is not available shall be considered **CASE-BY-CASE**.

The Board encourages Investment Professionals to submit a recommendation to the Proxy Group regarding proxy voting related to the portfolio securities over which they have day-to-day portfolio management responsibility. Recommendations from the Investment Professionals may be submitted or requested in connection with any proposal and are likely to be requested with respect to proxies for private equity or fixed income securities and/or proposals related to merger transactions/corporate restructurings, proxy contests, or unusual or controversial issues.

These policies may be overridden in any case as provided for in the Procedures. Similarly, the Procedures provide that proposals whose Guidelines prescribe a firm voting position may instead be considered on a **CASE-BY-CASE** basis when unusual or controversial circumstances so dictate.

Interpretation and application of these Guidelines is not intended to supersede any law, regulation, binding agreement, or other legal requirement to which an issuer may be or become subject. No proposal shall be supported whose implementation would contravene such requirements.

## General Policies

The Funds' policy is generally to support the recommendation of the relevant company's management when the Proxy Advisory Firm's recommendation also aligns with such recommendation and to vote in accordance with the Proxy Advisory Firm's recommendation when management has made no recommendation. However, this policy will not apply to **CASE-BY-CASE** proposals for which a contrary recommendation from the relevant Investment Professional(s) is being utilized.

Investment Professionals input will be given primary consideration with respect to **CASE-BY-CASE** proposals being considered on behalf of the relevant Fund if they involve merger transactions/corporate restructurings, proxy contests, fixed income or private equity securities, or unusual or controversial issues.

The Fund's policy is to not support proposals that would impose a negative impact on existing rights of the Funds' beneficial owners to the extent that any positive impact would not be deemed sufficient to outweigh removal or diminution of such rights. Depending on the relevant market, appropriate opposition may be expressed as an **ABSTAIN**, **AGAINST**, or **WITHHOLD** vote.

## International Policies

Companies incorporated outside the U.S. are subject to the foregoing U.S. Guidelines if they are listed on a U.S. exchange and treated as a U.S. domestic issuer by the SEC. Where applicable, certain U.S. Guidelines may also be applied to companies incorporated outside the U.S., *e.g.*, companies with a significant base of U.S. operations and employees. However, the following provide for differing regulatory and legal requirements, market practices, and political and economic systems existing in various international markets.

Funds will vote **AGAINST** international proxy proposals when the Proxy Advisory Firm recommends voting **AGAINST** such proposal because relevant disclosure by the company, or the time provided for consideration of such disclosure, is inadequate.

The Funds will consider proposals that are associated with a firm **AGAINST** vote on a **CASE-BY-CASE**



## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

basis if the Proxy Advisory Firm recommends their support when:

The company or market transitions to better practices (*e.g.*, having committed to new regulations or governance codes);

The market standard is stricter than the Fund's guidelines; or

It is the more favorable choice when shareholders must choose between alternate proposals.

## Proposal Specific Policies

As mentioned above, these policies may be overridden in any case as provided for in the Procedures. Similarly, the Procedures provide that proposals whose Guidelines prescribe a firm voting position may instead be considered on a **CASE-BY-CASE** basis when unusual or controversial circumstances so dictate.

### Proxy Contests:

Consider votes in contested elections on a **CASE-BY-CASE** basis, with primary consideration given to input from the relevant Investment Professional(s).

### Uncontested Proxies:

1-

### The Board of Directors

#### Overview

The Funds will lodge disagreement with a company's policies or practices by withholding support from the relevant proposal rather than from the director nominee(s) to which the Proxy Advisory Firm assigns a correlation. Support will be withheld from directors deemed responsible for governance shortfalls. If the director(s) are not standing for election (*e.g.*, the board is classified), support will not be withheld from others in their stead. When a determination is made to withhold support due to concerns other than those related to an individual director's independence or actions, responsibility may be attributed to the entire board, a committee, or an individual (such as the CEO or committee chair), taking into consideration whether the desired effect is to send a message or to remove the director from service.

The Funds will vote **FOR** directors in connection with issues raised by the Proxy Advisory Firm if the director did not serve on the board or relevant committee during the majority of the time period relevant to the concerns cited by the Proxy Advisory Firm.

Vote with the Proxy Advisory Firm's recommendation when more candidates are presented than available seats and no other provisions under these Guidelines apply.

In cases where a director holds more than one board seat and corresponding votes, manifested as one seat as a physical person plus an additional seat as a representative of a legal entity, generally vote with the Proxy Advisory Firm's recommendation to withhold support from the legal entity and vote on the physical person.

Vote with the Proxy Advisory Firm's recommendation to withhold support from directors for whom support has become moot since the time the individual was nominated (*e.g.*, due to death, disqualification, or determination not to accept appointment).

## **Independence**

### Determination of Independence

The Fund will consider the relevant country or market listing exchange and the Proxy Advisory Firm's standards with respect to determining director independence. These standards provide that, to be considered independent, a director shall have no material connection to the company other than the board seat.

Although the Funds' may agree with the Proxy Advisory Firm's independence standards, such agreement shall not dictate that a Fund's vote will be cast according to the Proxy Advisory Firm's corresponding recommendation. Further, the application of Guidelines in connection with such standards will apply only when the director's level of independence can be ascertained based on available disclosure. Note: Non-

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

voting directors (*e.g.*, director emeritus or advisory director) shall be excluded from calculations with respect to majority board independence.

### Board/Committee Independence

The Funds' policy is that a board should be majority independent or, for international markets, meet the applicable independence requirements of the relevant country or market listing exchange (*e.g.*, Hong Kong), and key committees (audit, remuneration (compensation), and nominating/governance) should be fully independent unless expressly dictated otherwise by such exchange (collectively defined as "Independence Requirements"). Therefore, the Fund's will consider non-independent directors standing for election on a **Case-by-Case** basis when the full board does not meet the Independence Requirements.

**WITHHOLD** support from the fewest non-independent directors including the Founder, Chairman or CEO if their removal would achieve the Independence Requirements across the remaining board, except that support may be withheld from additional directors whose relative level of independence cannot be differentiated, or the number required to achieve the Independence Requirements is equal to or greater than the number of non-independent directors standing for election.

**WITHHOLD** support from slates of directors if the board's independence cannot be ascertained due to inadequate disclosure or when the board's independence does not meet the applicable independence requirements of the relevant exchange.

**WITHHOLD** support from key committee slates if they contain non-independent directors in the election.

**WITHHOLD** support from non-independent directors if the full board serves or the board has not established such a committee, and relevant country or market listing exchange requires the establishment of such committee.

For companies in Japan, generally follow the Proxy Advisory Firm's recommendations in furtherance of greater board independence and minority shareholder protections, including to **WITHHOLD** support from the top executive(s) if the board does not include at least two independent directors.

For companies in Japan, generally follow the Proxy Advisory Firm's approach to proposals seeking a board structure that would provide greater independence oversight of management and the board.

## Edgar Filing: Voya Infrastructure, Industrials & Materials Fund - Form N-CSR

For companies in *Italy* presenting multiple slates of directors (*voto di lista*), **WITHHOLD** support from all slates until director names are disclosed, and upon disclosure, follow the Proxy Advisory Firm's standards for assessing which slate is best suited to represent shareholder interests.

**WITHHOLD** support from directors or slates of directors when they are presented in a manner not aligned with market best practice and/or regulation, irrespective of meeting independence requirements, such as:

- Bundled slates of directors (*e.g., Canada, France, Hong Kong, or Spain*);

- Simultaneous reappointment of retiring directors (*e.g., South Africa*);

In markets with term lengths capped by regulation or market practice, directors whose terms exceed the caps or are not disclosed; or

Directors whose names are not disclosed in advance of the meeting or far enough in advance relative to voting deadlines to make an informed voting decision.

### Self-Nominated/Shareholder-Nominated Director Candidates

Consider self-nominated or shareholder-nominated director candidates on a **CASE-BY-CASE** basis.

**WITHHOLD** support from the candidate when:

- Adequate disclosure has not been provided (*e.g., rationale for candidacy and candidate's qualifications relative to the company*);

- A candidate will not be supported if the candidate's agenda is not in line with the long-term best interests of the company; or

- Cases of multiple self-nominated candidates may be considered as a proxy contest if similar issues

Revision Date: March 18, 2016 Page | 13

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

are raised (*e.g.*, potential change in control).

## Management Proposals Seeking Non-board member service on Key Committees

Vote **AGAINST** proposals that permit non-board members to serve on the audit, remuneration (compensation), or nominating committee, provided that bundled slates may be supported if no slate nominee serves on the relevant committee(s) except where best market practice otherwise dictates.

Consider other concerns regarding committee members on a **CASE-BY-CASE** basis.

## Shareholder Proposals Regarding Board/Key Committee Independence

Vote **AGAINST** shareholder proposals seeking to redefine director independence or directors' specific roles (*e.g.*, responsibilities of the lead director).

- Vote **AGAINST** shareholder proposals asking that more than a simple majority of directors be independent.

Vote **AGAINST** shareholder proposals asking that the independence be greater than that required by the country or market listing exchange.

## Board Member Roles and Responsibilities

The Funds generally will review issues of the corresponding proposal (*e.g.*, advisory vote on executive compensation or auditor ratification) rather than on the board or relevant committee members.

### Attendance

**WITHHOLD** support from a director who, during both of the most recent two years, attended less than 75 percent of the board and committee meetings during the director's period of service without a valid reason for the absences.

Vote **FOR** in connection with attendance issues for directors who have served on the board for less than the two most recent years.

**WITHHOLD** support if two-year attendance cannot be ascertained from available disclosure (*e.g.*, the company did not disclose which director(s) attended less than 75 percent of the board and committee meetings during the director's period of service without a valid reason for the absences).

The two-year attendance policy shall be applied to attendance of statutory auditors at Japanese companies.

#### Over-boarding

Vote **FOR** directors without regard to "over-boarding" issues, unless when in conjunction with attendance issues during the most recent year. Consider such circumstances on a **Case-by-Case** basis.

Vote **AGAINST** shareholder proposals limiting the number of public company boards on which a director may serve.

#### Combined Chairman / CEO Role

Vote **FOR** directors without regard to recommendations that the position of chairman should be separate from that of CEO, or should otherwise required to be independent, unless other concerns requiring **Case-by-Case** consideration are raised (*e.g.*, former CEOs proposed as board chairmen in markets, such as the United Kingdom, for which **best practice** recommends against such practice).

Vote **AGAINST** shareholder proposals requiring that the positions of chairman and CEO be held separately, unless significant corporate governance concerns have been cited. Consider such circumstances on a **CASE-BY-CASE** basis.

#### Cumulative/Net Voting Markets (*e.g.*, Russia)

When cumulative or net voting applies, generally follow the Proxy Advisory Firm's approach to vote **FOR** nominees asserted by the issuer to be independent, irrespective of key committee membership, even if independence disclosure or criteria fall short of the Proxy Advisory Firm's standards.

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

### Board Accountability

Vote **FOR** the top executive at companies in *Japan* if the only reason the Proxy Advisory Firm's Withhold recommendation is due to the company underperforming in terms of capital efficiency; *i.e.*, when the company has posted average return on equity (ROE) of less than five percent over the last five fiscal years.

### Compensation Practices (*U.S.* and *Canada*)

It is the Funds' policy that matters of compensation are best determined by an independent board and compensation committee. Therefore support may be withheld from compensation committee members whose actions or disclosure do not appear to support compensation practices aligned with the best interests of the company and its shareholders.

Where applicable, votes on compensation committee members in connection with compensation practices should be considered on a **Case-by-Case** basis:

Say on pay. If shareholders have been provided with an advisory vote on executive compensation ("say on pay"), and practices not supported under these Guidelines (provisions under Section 2. Compensation) have been identified, the Funds will align with the Proxy Advisory Firm when a vote **AGAINST** the say on pay proposal has been recommended in lieu of withholding support from certain nominees for compensation concerns. Companies receiving negative recommendations on both compensation committee members and say on pay (or shareholders have not been provided with a say on pay) regarding issues not otherwise supported by these Guidelines will be considered on a **CASE-BY-CASE** basis.

Say on pay responsiveness. Compensation committee members opposed by the Proxy Advisory Firm for failure to sufficiently address compensation concerns prompting significant opposition to the most recent say on pay vote will be considered on a **CASE-BY-CASE** basis, factoring in considerations such as level of shareholder opposition, subsequent actions taken by the compensation committee, and level of responsiveness disclosure.

o **WITHHOLD** support from the compensation committee chair where the circumstances merit opposition.

o If the compensation committee chair is not standing for election under circumstances meriting the chair's opposition, **WITHHOLD** support from the other compensation committee members.

o If no compensation committee members are standing for election, consider other directors on a **CASE-BY-CASE** basis.

Say on frequency. If the Proxy Advisory Firm opposes directors because the company has implemented a say on pay schedule that is less frequent than the frequency most recently preferred by at least a plurality of shareholders,

**WITHHOLD** support from the compensation committee chair. If the compensation committee chair is not standing for election, **WITHHOLD** support from the other compensation committee members. If no compensation committee members are standing for election, consider other directors on a **CASE-BY-CASE** basis.

Tenure. Vote **FOR** compensation committee members who did not serve on the compensation committee during the majority of the time period relevant to the concerns cited by the Proxy Advisory Firm.

Repricing. If the Proxy Advisory Firm recommends withholding support from compensation committee members in connection with their failure to seek, or acknowledge, a shareholder vote on plans to reprice, replace, buy back, or exchange options, **WITHHOLD** support from such directors. (Note: cancellation of options would not be considered an exchange unless the cancelled options were re-granted or expressly returned to the plan reserve for reissuance.)

Commitments. Vote **FOR** compensation committee members receiving an adverse recommendation due to problematic pay practices if the company makes a public commitment (*e.g.*, via a Form 8-K filing) to rectify the practice on a going-forward basis. However, consider on a **CASE-BY-CASE** basis if the company does not rectify the practice by the following year's annual general meeting.

Burn Rate Commitment. If burn rate commitment issues are raised, consider compensation



## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

committee members on a **CASE-BY-CASE** basis, taking into account factors such as burn rate history and issuer's rationale and disclosure.

*For all other markets*, consider remuneration committee members on a **CASE-BY-CASE** basis if the Proxy Advisory Firm recommends withholding support from directors in connection with remuneration practices not otherwise supported by these Guidelines (provisions under Section 2. Compensation), including cases in which the issuer has not followed market practice by submitting a resolution on executive compensation.

## Accounting Practices

Vote **FOR** audit committee members, or the company's CEO or CFO if nominated as directors, who did not serve on the committee or did not have responsibility over the relevant financial function, during the majority of the time period relevant to the concerns cited.

Consider audit committee members and the company's CEO and CFO, if nominated as directors, on a **CASE-BY-CASE** basis if poor accounting practice concerns are raised, factoring in considerations such as:

If the audit committee failed to remediate known on-going material weaknesses in the company's internal controls for more than a year.

- If the company has not yet had a full year to remediate the concerns since the time they were identified.

If the company has taken adequate steps to remediate the concerns cited, which would typically include removing or replacing the responsible executives, and if the concerns are not re-occurring.

Consider on a **CASE-BY-CASE** basis audit committee members if the company has failed to disclose auditors' fees and has not provided an auditor ratification or remuneration proposal for shareholder vote.

## Problematic Actions

When the Proxy Advisory Firm recommends withholding support due to assessment that a director acted in bad faith or against shareholder interests in connection with a major transaction, such as a merger or acquisition, or due to other material failures or problematic actions, consider on a **CASE-BY-CASE** basis, factoring in the merits of the director's performance, rationale, and disclosure provided.

**WITHHOLD** support from directors when the Proxy Advisory Firm recommends withholding support due to the board unilaterally adopting by-law amendments that have a negative impact on existing shareholder rights or functions as a diminution of shareholder rights. Consider on a **CASE-BY-CASE** basis if all directors are under consideration.

If the Proxy Advisory Firm cites concerns regarding actions in connection with a director's service on another board, vote **FOR** the director if the company has provided adequate rationale regarding the appropriateness of the director to serve on the board under consideration.

When the Proxy Advisory Firm recommends withholding support from any director due to share pledging concerns, consider on a **CASE-BY-CASE** basis, factoring in the pledged amount, unwind time, and any historical concerns being raised. Responsibility will be assigned to the pledgor, where the pledged amount and unwind time are deemed significant and, therefore, an unnecessary risk to the company.

Vote **FOR** directors for whom scandals or internal controls concerns have been raised unless:

The scandal or shortfall in controls took place at the company, or an affiliate, for which the director is being considered;

- Culpability can be attributed to the director (*e.g.*, director manages or audits the relevant function); and
- The director has been directly implicated, with resulting arrest and criminal charge or regulatory sanction.

Revision Date: March 18, 2016 Page | 16

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

### Anti-Takeover Measures

If the company implements excessive anti-takeover measures, including failure to remove restrictive poison pill features or to ensure a pill's expiration or timely submission to shareholders for vote, unless a company has implemented a policy that should reasonably prevent abusive use of its poison pill, **WITHHOLD** support from the board chair or, if not standing for election, the lead director. If neither is standing for election, **WITHHOLD** support from all continuing directors.

If the company has failed to opt out of a law requiring companies to implement a staggered board structure, **WITHHOLD** support from the board chair, or if not standing for election, lead director; or if neither is standing for election, **WITHHOLD** support from all continuing directors.

### Board Responsiveness

If the company has failed to implement a majority-approved shareholder proposal, vote **FOR** the directors if the shareholder proposal has been reasonably addressed or the Funds' Guidelines or voting record did not support the relevant proposal or issue. **WITHHOLD** support from the board or relevant committee chair, or, if not standing for election, from all continuing directors, if the shareholder proposal at issue is supported under these Guidelines and the board has not disclosed a credible rationale for not implementing the proposal.

<sup>v</sup>In the U.S., proposals seeking shareholder ratification of a poison pill may be deemed reasonably addressed if the company has implemented a policy that should reasonably prevent abusive use of the pill.

If the board has not acted upon a director not receiving shareholder support representing a majority of the votes cast at the previous annual meeting, consider directors on a **CASE-BY-CASE** basis. Vote **FOR** directors when:

The issue relevant to the majority negative vote has been adequately addressed or cured, which may include disclosure of the board's rationale; or  
The Funds' Guidelines or voting record do not support the relevant proposal or issue causing the majority negative vote.

If the above provisions have not been satisfied, **WITHHOLD** support from the chair of the nominating committee,<sup>v</sup> or if not standing for election, consider other directors on a **CASE-BY-CASE** basis.

## Board-Related Proposals

### Classified/Declassified Board Structure

Vote **AGAINST** proposals to classify the board unless the proposal represents an increased frequency of a director's election in the staggered cycle (e.g., seeking to move from a three-year cycle to a two-year cycle). Vote **FOR** proposals to repeal classified boards and to elect all directors annually.

### Board Structure

Vote **FOR** management proposals to adopt or amend board structures or policies, except consider such proposals on a **CASE-BY-CASE** basis if the board is not majority independent, corporate governance concerns have been identified, or the proposal may result in a material reduction in shareholders' rights.

Vote **AGAINST** shareholder proposals to impose new board structures or policies, except consider such proposals on a **CASE-BY-CASE** basis if the board is not majority independent and corporate governance concerns have been identified.

### Board Size

Vote **FOR** proposals seeking a board range if the range is reasonable in the context of market practice and anti-takeover considerations, without also seeking to remove shareholder approval rights.

### Director and Officer Indemnification and Liability Protection

Proposals on director and officer indemnification and liability protection should be evaluated on a **CASE-BY-CASE** basis, using Delaware law as the standard.

Vote **against** proposals to limit or eliminate entirely directors' and officers' liability in connection with monetary damages for violating the duty of care.

Revision Date: March 18, 2016



Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Vote **against** indemnification proposals that would expand coverage beyond legal expenses to acts that are more serious violations of fiduciary obligation, such as negligence.

Director and Officer Indemnification and Liability Protection (International)

Vote in accordance with the Proxy Advisory Firm's standards for indemnification and liability protection for officers and directors, voting **AGAINST** overly broad provisions.

Discharge of Management/Supervisory Board Members (International)

Vote **FOR** management proposals seeking the discharge of management and supervisory board members (including when the proposal is bundled), unless concerns are raised about the past actions of the company's auditors or directors, or legal or regulatory action is being taken against the board by other shareholders.

Vote **FOR** such proposals in connection with remuneration practices otherwise supported under these Guidelines or as a means of expressing disapproval of broader practices of the company or its board.

Establish Board Committee

Vote **FOR** shareholder proposals that seek creation of an audit, compensation, or nominating/governance committee of the board, unless the committee in question is already in existence or the company claims an exemption of the listing exchange (*e.g.*, committee functions are served by a majority of independent directors).

Vote **AGAINST** shareholder proposals requesting creation of additional board committees or offices, except as otherwise provided for herein.

Filling Board Vacancies / Removal of Directors

Vote **AGAINST** proposals that provide that directors may be removed only for cause.

Vote **FOR** proposals to restore shareholder ability to remove directors with or without cause.

Vote **AGAINST** proposals that provide that only continuing directors may elect replacements to fill board vacancies.

Vote **FOR** proposals that permit shareholders to elect directors to fill board vacancies.

#### Stock Ownership Requirements

Vote **AGAINST** shareholder proposals requiring directors to own a minimum amount of company stock in order to qualify as a director or to remain on the board.

#### Term Limits / Retirement Age

Vote **FOR** management proposals and **AGAINST** shareholder proposals limiting the tenure of outside directors or imposing a mandatory retirement age for outside directors (unless the proposal seeks to relax existing standards).

## 2-

## Compensation

#### Frequency of Advisory Votes on Executive Compensation

Vote **FOR** proposals seeking an annual say on pay, and **AGAINST** those seeking less frequent.

#### Proposals to Provide an Advisory Vote on Executive Compensation (*Canada*)

Vote **FOR**, with a preference for an **ANNUAL** vote.

#### **Executive Pay Evaluation**

#### Advisory Votes on Executive Compensation (Say on Pay) and Remuneration Reports

Vote **FOR** management proposals seeking ratification of the company's executive compensation structure unless the program includes practices or features not supported under these Guidelines, and the proposal receives a negative recommendation from the Proxy Advisory Firm.

Listed below are examples of compensation practices and provisions, and respective consideration treatment under the Guidelines, factoring in whether the company has provided reasonable rationale/disclosure for such factors or the proposal as a whole.

Consider on a **CASE-BY-CASE** basis:

Revision Date: March 18, 2016 Page | 18



Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Single Trigger Equity Provisions

- Short-Term Investment Plans where the board has exercised discretion to exclude extraordinary items.
  - Retesting in connection with achievement of performance hurdles
- Permit repricing of stock options, or any form or alternative to repricing, without shareholder approval. Include provisions that permit repricing, replacement, or exchange transactions that do not meet recommended criteria.
  - Give the board sole discretion to approve option repricing, replacement, or exchange programs.
  - Long-Term Incentive Plans where executives already hold significant equity positions.
- Long-Term Incentive Plans where the vesting or performance period is too short or stringency of the performance criteria is called into question.
- Pay Practices (or combination of practices) that appear to have created a misalignment between CEO pay and performance with regard to shareholder value.
  - Long-Term Incentive Plans that lack an appropriate equity component (*e.g.*, “cash-based only”).
- Excessive levels of discretionary bonuses, recruitment awards, retention awards, non-compete payments, severance/termination payments, perquisites (unreasonable levels in context of total compensation or purpose of the incentive awards or payouts).

Vote **AGAINST**:

Provisions that permit repricing, replacement, buy back, or exchange options. (Note: cancellation of options would not be considered an exchange unless the cancelled options were re-granted or expressly returned to the plan reserve for reissuance.)

Single Trigger Cash Severance Provisions in new or materially amended plans, contracts, or payments that do not require an actual change in control in order to be triggered, or such provisions that are maintained in agreements previously opposed by a Fund.

Named executives officers have material input into setting their pay.

Short-Term Incentive Plans where treatment of payout factors has been inconsistent (*e.g.*, exclusion of losses but not gains).

For companies in international markets, plans provide for contract or notice periods or severance/termination payments that exceed market practices, *e.g.*, relative to multiple of annual compensation.

Golden Parachutes

Votes with respect to Golden Parachutes should be determined on a **CASE-BY-CASE** basis. Features that will be considered include:

Single- or modified-single-trigger cash severance.

Excessive payout.

Recent material amendments or new agreements that incorporate problematic features.

CEO/NEO remains employed by merged/acquired company.

### Equity-Based and Other Incentive Plans

#### Equity Compensation

Consider on a **CASE-BY-CASE** basis compensation and employee benefit plans, or the issuance of shares in connection with such plans. Vote the plan or issuance based on factors and related vote treatment under the Executive Pay Evaluation section above or based on circumstances specific to such equity plans as follows:

Vote **AGAINST** if:

- The plan exceeds recommended cost (U.S. or Canada).
- A cost or dilution assessment may not be possible due to the method of disclosing shares allocated to the plan(s).
- The plan exceeds recommended burn rates and/or dilution limits, including cases in which dilution cannot be fully assessed (*e.g.*, due to inadequate disclosure).
- There are deep or near-term discounts (or the equivalent, such as dividend equivalents on unexercised options) to executives or directors.

Revision Date: March 18, 2016 Page | 19

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

### Misalignment between CEO Pay and Performance

Vote **AGAINST** if the plan:

- provides for retirement benefits or equity incentive awards to outside directors if not in line with market practice.
- permits financial assistance to executives, directors, subsidiaries, affiliates, or related parties that is not in line with market practice.
- allows for an overly liberal change in control definition. (This refers to plans that would reward recipients even if the event does not result in an actual change in control or results in a change in control but does not terminate the employment relationship.)
  - allows for post-employment vesting or exercise of options if deemed inappropriate.
  - allows plan administrators to make material amendments without shareholder approval.

### Amendment Procedures for Equity Compensation Plans and Employee Stock Purchase Plans (ESPPs) (Toronto Stock Exchange Issuers)

Vote **AGAINST** if the amendment procedures do not preserve shareholder approval rights.

### Stock Option Plans for Independent Internal Statutory Auditors (*Japan*)

Vote **AGAINST**.

### Matching Share Plans

Vote **AGAINST** if the matching share plan does not meet recommended standards, considering holding period, discounts, dilution, participation, purchase price, or performance criteria.

### Employee Stock Purchase Plans

Voting decisions are generally based on the Proxy Advisory Firm's approach to evaluating such proposals.

### Capital Issuances in Support of Employee Stock Purchase Plans

Voting decisions are generally based on the Proxy Advisory Firm's approach to evaluating such proposals.

## OBRA-Related Compensation Proposals

### Plans Intended to Qualify for Favorable Tax Treatment under Section 162(m) of OBRA

Vote **AGAINST** if a potential recipient under the plan(s) sits on the committee that exercises discretion over the related compensation awards. Vote **FOR** plans in cases where the only concern cited is lack of board independence, provided that the board meets the independence requirements of the relevant listing exchange. Consider other concerns **CASE-BY-CASE**.

### Amendments that Place a Cap on Annual Grants or Amend Administrative Features to Comply with Section 162(m) of OBRA

Vote **FOR**.

### Amendments to Add Performance-Based Goals to Comply with Section 162(m) of OBRA

Vote **FOR**, unless the amendments are clearly inappropriate.

### Amendments to Increase Shares and Retain Tax Deductions under OBRA

Consider on a **CASE-BY-CASE** basis.

### Approval of Cash or Cash-and-Stock Bonus Plans to Exempt the Compensation from Taxes under Section 162(m) of OBRA

Vote **FOR**, with primary consideration given to management's assessment that such plan meets the requirements for exemption of performance-based compensation. However, consider on a **CASE-BY-CASE** basis when broader compensation concerns exist.

## Director Compensation

### Non-Executive Director Cash Compensation

Factor in the merits of the rationale and disclosure provided. Vote **FOR** if the amount is not excessive, there is no evidence of abuse, the recipient's overall compensation appears reasonable, the administering committee meets exchange or market standards for independence, and other significant market standards are met. Otherwise, consider on a **CASE-BY-CASE** basis.

Revision Date: March 18, 2016 Page | 20

Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Non-Executive Director Equity Compensation

Consider on a **CASE-BY-CASE** basis.

Bonus Payments (*Japan*)

Vote **FOR** if all payments are for directors or auditors who have served as executives of the company, and **AGAINST** if any payments are for outsiders.

Bonus Payments – Scandals

Vote **AGAINST** bonus proposals for a retiring director or continuing director or auditor when culpability can be attributed to the nominee.

Consider on a **CASE-BY-CASE** basis bundled bonus proposals for retiring directors or continuing directors or auditors when culpability cannot be attributed to all nominees.

Severance Agreements

Vesting of Equity Awards upon Change in Control

Vote **FOR** management proposals seeking a specific treatment (*e.g.*, double trigger or pro-rata) of equity that vests upon change in control, unless evidence exists of abuse in historical compensation practices.

Vote **AGAINST** shareholder proposals regarding the treatment of equity if:

- The change in control cash severance provisions are double-triggered; and
- The company has provided a reasonable rationale regarding the treatment of equity.

Executive Severance or Termination Arrangements, Including those Related to Executive Recruitment or Retention

Vote **FOR** such compensation arrangements if:

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The primary concerns raised would not result in a negative vote, under these Guidelines, on a management say on pay proposal, the relevant board or committee member(s);

The company has provided adequate rationale and/or disclosure; or  
Support is recommended as a condition to a major transaction such as a merger.

### Single Trigger Cash Severance Provisions

Vote **AGAINST** new or materially amended plans, contracts, or payments that include single trigger change in control cash severance provisions or do not require an actual change in control in order to be triggered.

### Compensation-Related Shareholder Proposals

#### Double Triggers

Vote **FOR** shareholder proposals seeking double triggers on change in control cash severance provisions.

#### Executive and Director Compensation

Unless evidence exists of abuse in historical compensation practices, vote **AGAINST** shareholder proposals that seek to impose new compensation structures or policies.

#### Holding Periods

Vote **AGAINST** shareholder proposals requiring mandatory periods for officers and directors to hold company stock.

#### Submit Severance and Termination Payments for Shareholder Ratification

Vote **FOR** shareholder proposals to submit executive severance agreements for shareholder ratification, if such proposals specify change in control events, Supplemental Executive Retirement Plans, or deferred executive compensation plans, or if ratification is required by the listing exchange.

3-

### **Audit-Related**

#### Auditor Ratification

Vote **FOR** management proposals to ratify auditors except in such cases as indicated below..

In the U.S. and Canada, consider on a **CASE-BY-CASE** basis if the Proxy Advisory Firm cites poor

Revision Date: March 18, 2016 Page | 21



Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

accounting practices including if the company has failed to disclose a categorical breakdown of the auditors' fees.

For all other markets, consider on a **CASE-BY-CASE** basis if:

The Proxy Advisory Firm raises questions of disclosure or auditor independence; or  
Total fees for non-audit services exceed 50 percent of the total auditor fees (including audit-related fees, and tax compliance and preparation fees if applicable) and the company has not provided adequate rationale regarding the non-audit fees. (For purposes of this review, fees deemed to be reasonable, non-recurring exceptions to the non-audit fee category (*e.g.*, significant, one-time events such as those related to an IPO) will be excluded).

Vote **AGAINST** if the company has failed to disclose auditors' fees.

Vote **FOR** shareholder proposals asking the company to present its auditor annually for ratification.

Remuneration of Auditors

Vote **FOR**, unless there is evidence of excessive compensation relative to the size and nature of the company.

Auditor Independence

Consider shareholder proposals asking companies to prohibit their auditors from engaging in non-audit services (or capping the level of non-audit services) on a **CASE-BY-CASE** basis.

Audit Firm Rotation

Vote **AGAINST** shareholder proposals asking for mandatory audit firm rotation.

Indemnification of Auditors

Vote **AGAINST** the indemnification of auditors.

Independent Statutory Auditors (*Japan*)

Vote **AGAINST** if the candidate is affiliated (*e.g.*, if the nominee has worked a significant portion of his career for the company, its main bank, or one of its top shareholders.)

Consider on a **CASE-BY-CASE** basis bundled slates of directors.

Consider on a **CASE-BY-CASE** basis cases where multiple slates of statutory auditors are presented.

Vote **AGAINST** incumbent directors at companies implicated in scandals or exhibiting poor internal controls.

Statutory Auditors Remuneration

Vote **FOR** as long as the amount is not excessive (*e.g.*, significant increases should be supported by adequate rationale and disclosure), there is no evidence of abuse, the recipient's overall compensation appears reasonable, and the board and/or responsible committee meet exchange or market standards for independence.

4-

**Shareholder Rights and Defenses**

Advance Notice for Shareholder Proposals

Vote **FOR** management proposals related to advance notice period requirements, provided that the period requested is in accordance with applicable law and no material governance concerns have been identified in connection with the company.

Corporate Documents / Article and Bylaw Amendments

Vote **FOR** if the change or policy is editorial in nature or if shareholder rights are protected.

Vote **AGAINST** if it seeks to impose a negative impact on shareholder rights or diminishes accountability to shareholders.

With respect to article amendments for *Japanese* companies:

Vote **FOR** management proposals to amend a company's articles to expand its business lines in line with its current industry; consider on a **CASE-BY-CASE** basis if the new business line is completely unrelated or not disclosed.

Revision Date: March 18, 2016 Page | 22

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Vote **FOR** management proposals to amend a company's articles to provide for an expansion or reduction in the size of the board, unless the expansion/reduction is clearly disproportionate to the growth/decrease in the scale of the business or raises anti-takeover concerns.

If anti-takeover concerns exist, vote **AGAINST** management proposals, including bundled proposals, to amend a company's articles to authorize the Board to vary the annual meeting record date or to otherwise align them with provisions of a takeover defense.

Follow the Proxy Advisory Firm's guidelines with respect to management proposals regarding amendments to authorize share repurchases at the board's discretion, voting **AGAINST** proposals unless there is little to no likelihood of a creeping takeover or constraints on liquidity (free float of shares is low), and where the company is trading at below book value or is facing a real likelihood of substantial share sales; or where this amendment is bundled with other amendments which are clearly in shareholders' interest.

## Majority Voting Standard

Vote **FOR** proposals seeking election of directors by the affirmative vote of the majority of votes cast in connection with a meeting of shareholders, provided they contain a plurality carve-out for contested elections, and provided such standard does not conflict with law in which the company is incorporated.

Vote **FOR** amendments to corporate documents or other actions promoting a majority standard. (See also Section 8. Mutual Fund Proxies.)

## Cumulative Voting

Vote **FOR** shareholder proposals to restore or permit cumulative voting.

Vote **AGAINST** management proposals to eliminate cumulative voting if the company:

Is controlled;  
Maintains a classified board of directors; or  
Maintains a dual class voting structure.

Proposals may be supported irrespective of classified board status if a company plans to declassify its board or adopt a majority voting standard.

### Confidential Voting

Vote **FOR** management proposals to adopt confidential voting.

Vote **FOR** shareholder proposals that request companies to adopt confidential voting, use independent tabulators, and use independent inspectors of election as long as the proposals include clauses for proxy contests as follows:

In the case of a contested election, management should be permitted to request that the dissident group honor its confidential voting policy.

If the dissidents agree, the policy remains in place.

If the dissidents do not agree, the confidential voting policy is waived.

### Fair Price Provisions

Consider proposals to adopt fair price provisions on a **CASE-BY-CASE** basis.

Vote **AGAINST** fair price provisions with shareholder vote requirements greater than a majority of disinterested shares.

### Poison Pills

Votes will be cast in a manner that seeks to preserve shareholder value and the right to consider a valid offer, voting **AGAINST** management proposals in connection with poison pills or anti-takeover activities (*e.g.*, disclosure requirements or issuances, transfers, or repurchases) that can reasonably be construed as an anti-takeover measure, based on the Proxy Advisory Firm's approach to evaluating such proposals. .

**DO NOT VOTE AGAINST** director remuneration in connection with poison pill considerations raised.

Vote **FOR** shareholder proposals that ask a company to submit its poison pill for shareholder ratification, or to redeem its pill in lieu thereof, unless:

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

- Shareholders have approved adoption of the plan;
- A policy has already been implemented by the company that should reasonably prevent abusive use of the pill; or
- The board had determined that it was in the best interest of shareholders to adopt a pill without delay, provided that such plan would be put to shareholder vote within twelve months of adoption or expire, and if not approved by a majority of the votes cast, would immediately terminate.

Consider on a **CASE-BY-CASE** basis shareholder proposals to redeem a company's poison pill.

### Proxy Access

Consider on a **CASE-BY-CASE** basis proposals to provide shareholders with access to management's proxy material in order to nominate their own candidates(s) to the board, factoring in considerations such as whether significant or multiple corporate governance concerns have been identified.

Vote **FOR** management proposals also supported by the Proxy Advisory Firm.

### Quorum Requirements

Consider on a **CASE-BY-CASE** basis proposals to lower quorum requirements for shareholder meetings below a majority of the shares outstanding.

### Reincorporation Proposals

Consider proposals to change a company's state of incorporation on a **CASE-BY-CASE** basis.

Vote **FOR** management proposals not assessed as:

- A potential takeover defense; or
- A significant reduction of minority shareholder rights that outweigh the aggregate positive impact, but if so assessed, weighing management's rationale for the change.

Vote **FOR** management reincorporation proposals upon which another key proposal, such as a merger transaction, is contingent if the other key proposal is also supported.

Vote **AGAINST** shareholder reincorporation proposals not also supported by the company.

#### Shareholder Advisory Committees

Consider on a **CASE-BY-CASE** basis proposals to establish a shareholder advisory committee.

#### Right to Call Special Meetings

Consider management proposals to permit shareholders to call special meetings on a **CASE-BY-CASE** basis.

Vote **FOR** shareholder proposals that provide shareholders with the ability to call special meetings when either of the following applies:

- Company does not currently permit shareholders to do so;
- Existing ownership threshold is greater than 25 percent; or
- Sole concern relates to a net-long position requirement.

#### Written Consent

Vote **AGAINST** shareholder proposals seeking the right to act by written consent if the company:

- Does not impose supermajority vote requirements on business combinations/actions (*e.g.*, a merger or acquisition) and on bylaw or charter amendments; and
- Has otherwise demonstrated its accountability to shareholders (*e.g.*, the company has reasonably addressed majority-supported shareholder proposals).

Consider management proposals to eliminate the right to act by written consent on a **CASE-BY-CASE** basis, voting **FOR** if the above conditions are present.

Vote **FOR** shareholder proposals seeking the right to act by written consent if the above conditions are not present.

Revision Date: March 18, 2016





## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

### State Takeover Statutes

Consider on a **CASE-BY-CASE** basis proposals to opt-in or out of state takeover statutes (including control share acquisition statutes, control share cash-out statutes, freezeout provisions, fair price provisions, stakeholder laws, poison pill endorsements, severance pay and labor contract provisions, anti-greenmail provisions, and disgorgement provisions).

### Supermajority Shareholder Vote Requirement

Vote **AGAINST** proposals to require a supermajority shareholder vote and **FOR** proposals to lower supermajority shareholder vote requirements; except,

Consider on a **CASE-BY-CASE** basis if the company has shareholder(s) with significant ownership levels and the retention of existing supermajority requirements would protect minority shareholder interests.

### Time-Phased Voting

Vote **AGAINST** proposals to implement, and **FOR** proposals to eliminate, time-phased or other forms of voting that do not promote a one share, one vote standard.

### White Squire Placements

Vote **FOR** shareholder proposals to require approval of blank check preferred stock issues for other than general corporate purposes.

5-

### **Capital and Restructuring**

Consider management proposals to make changes to the capital structure not otherwise addressed under these Guidelines on a **CASE-BY-CASE** basis, voting with the Proxy Advisory Firm's recommendation unless a contrary recommendation from the relevant Investment Professional(s) is utilized.

Vote **AGAINST** proposals authorizing excessive discretion to a board.

## Capital

### Common Stock Authorization

Consider proposals to increase the number of shares of common stock authorized for issuance on a **CASE-BY-CASE** basis. The Proxy Advisory Firm's proprietary approach of determining appropriate thresholds will be utilized in evaluating such proposals. In cases where the requests are above the allowable threshold, a company-specific qualitative review (*e.g.*, considering rationale and prudent historical usage) will be utilized.

Vote **FOR** proposals within the Proxy Advisory Firm's allowable thresholds, or those in excess but meeting Proxy Advisory Firm's qualitative standards, to authorize capital increases, unless the company states that the stock may be used as a takeover defense.

Vote **FOR** proposals to authorize capital increases exceeding the Proxy Advisory Firm's thresholds when a company's shares are in danger of being delisted or if a company's ability to continue to operate as a going concern is uncertain.

Notwithstanding the above, vote **AGAINST**:

Proposals to increase the number of authorized shares of a class of stock if the issuance which the increase is intended to service is not supported under these Guidelines (*e.g.*, merger or acquisition proposals).

Nonspecific proposals authorizing excessive discretion to a board.

### Dual Class Capital Structures

Vote **AGAINST**:

Proposals to create or perpetuate dual class capital structures (*e.g.*, exchange offers, conversions, and recapitalizations) unless supported by the Proxy Advisory Firm (*e.g.*, utilize a one share, one vote standard, to avert bankruptcy or generate non-dilutive financing, or not designed to increase the voting power of an insider or significant shareholder).

Proposals to increase the number of authorized shares of the class of stock that has superior voting rights in companies that have dual class capital structures.

Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

However, consider such proposals **CASE-BY-CASE** if:

- Bundled with favorable proposal(s);
- Approval of such proposal(s) is a condition of such favorable proposal(s); or
- Part of a recapitalization for which support is recommended by the Proxy Advisory Firm or relevant Investment Professional(s).

Consider management proposals to eliminate or make changes to dual class capital structures on a **CASE-BY-CASE** basis, voting with the Proxy Advisory Firm's recommendation.

Vote **FOR** shareholder proposals to eliminate dual class capital structures unless the relevant Fund owns a class with superior voting rights.

General Share Issuances / Increases in Authorized Capital (*International*)

Consider specific issuance requests on a **Case-by-Case** basis based on the proposed use and the company's rationale.

Voting decisions to determine support for requests for general issuances (with or without preemptive rights), authorized capital increases, convertible bonds issuances, warrants issuances, or related requests to repurchase and reissue shares, will be based on the Proxy Advisory Firm's assessment.

Preemptive Rights

Consider on a **CASE-BY-CASE** basis shareholder proposals that seek preemptive rights or management proposals that seek to eliminate them. In evaluating proposals on preemptive rights, consider the size of a company and the characteristics of its shareholder base.

Adjustments to Par Value of Common Stock

Vote **FOR** management proposals to reduce the par value of common stock, unless doing so raises other concerns not otherwise supported under these Guidelines.

## Preferred Stock

Utilize the Proxy Advisory Firm's approach for evaluating issuances or authorizations of preferred stock, taking into account the Proxy Advisory Firm's support of special circumstances, such as mergers or acquisitions, as well as the following criteria:

Consider proposals to increase the number of shares of preferred stock authorized for issuance on a **CASE-BY-CASE** basis. This approach incorporates both qualitative and quantitative measures, including a review of:

- Past performance (*e.g.*, board governance, shareholder returns and historical share usage); and
- The current request (*e.g.*, rationale, whether shares are blank check and declawed, and dilutive impact as determined through the Proxy Advisory Firm's model for assessing appropriate thresholds).

Vote **AGAINST** proposals authorizing the issuance of preferred stock or creation of new classes of preferred stock with unspecified voting, conversion, dividend distribution, and other rights ("blank check" preferred stock).

Vote **FOR** proposals to issue or create blank check preferred stock in cases when the company expressly states that the stock will not be used as a takeover defense or not utilize a disparate voting rights structure.

Vote **AGAINST** where the company expressly states that, or fails to disclose whether, the stock may be used as a takeover defense.

Vote **FOR** proposals to authorize or issue preferred stock in cases where the company specifies the voting, dividend, conversion, and other rights of such stock and the terms of the preferred stock appear reasonable.

Consider on a **CASE-BY-CASE** basis proposals to increase the number of blank check preferred shares after analyzing the number of preferred shares available for issue given a company's industry and performance in terms of shareholder returns.

Revision Date: March 18, 2016 Page | 26

Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Preferred Stock (*International*)

Voting decisions should generally be based on the Proxy Advisory Firm's approach, including:

Vote **FOR** the creation of a new class of preferred stock or issuances of preferred stock up to 50 percent of issued capital unless the terms of the preferred stock would adversely affect the rights of existing shareholders.

Vote **FOR** the creation/issuance of convertible preferred stock as long as the maximum number of common shares that could be issued upon conversion meets the Proxy Advisory Firm's guidelines on equity issuance requests.

Vote **AGAINST** the creation of:

- (1) a new class of preference shares that would carry superior voting rights to the common shares, or
- (2) blank check preferred stock, unless the board states that the authorization will not be used to thwart a takeover bid.

Shareholder Proposals Regarding Blank Check Preferred Stock

Vote **FOR** shareholder proposals requesting to have shareholder ratification of blank check preferred stock placements, other than those shares issued for the purpose of raising capital or making acquisitions in the normal course of business,.

Share Repurchase Programs

Vote **FOR** management proposals to institute open-market share repurchase plans in which all shareholders may participate on equal terms, but vote **AGAINST** plans with terms favoring selected parties.

Vote **FOR** management proposals to cancel repurchased shares.

Vote **AGAINST** proposals for share repurchase methods lacking adequate risk mitigation or exceeding appropriate volume or duration parameters for the market.

Consider shareholder proposals seeking share repurchase programs on a **CASE-BY-CASE** basis, giving primary consideration to input from the relevant Investment Professional(s).

Stock Distributions: Splits and Dividends

Vote **FOR** management proposals to increase common share authorization for a stock split, provided that the increase in authorized shares falls within the Proxy Advisory Firm's allowable thresholds.

Reverse Stock Splits

Consider on a **CASE-BY-CASE** basis management proposals to implement a reverse stock split.

In the event that the split constitutes a capital increase effectively exceeding the Proxy Advisory Firm's allowable threshold because the request does not proportionately reduce the number of shares authorized, consider management's rationale and/or disclosure, voting **FOR**, but not supporting additional requests for capital increases on the same agenda.

Allocation of Income and Dividends (*International*)

With respect to *Japanese* companies, consider management proposals concerning allocation of income and the distribution of dividends, including adjustments to reserves to make capital available for such purposes, on a **CASE-BY-CASE** basis, voting with the Proxy Advisory Firm's recommendations to support such proposals unless:

- The dividend payout ratio has been consistently below 30 percent without adequate explanation; or
- The payout is excessive given the company's financial position.

Vote **FOR** such management proposals by companies in other markets.

Vote **AGAINST** proposals where companies are seeking to establish or maintain disparate dividend distributions between stockholders of the same share class (*e.g.*, long-term stockholders receiving a higher dividend ratio ("Loyalty Dividends")).

In any market, in the event multiple proposals regarding dividends are on the same agenda, consider on a **CASE-BY-CASE** basis.

Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

Stock (Scrip) Dividend Alternatives (*International*)

Vote **FOR** most stock (scrip) dividend proposals, but vote **AGAINST** proposals that do not allow for a cash option unless management demonstrates that the cash option is harmful to shareholder value.

Tracking Stock

Consider the creation of tracking stock on a **CASE-BY-CASE** basis, giving primary consideration to input from the relevant Investment Professional(s).

Capitalization of Reserves (*International*)

Vote **FOR** proposals to capitalize the company's reserves for bonus issues of shares or to increase the par value of shares, unless concerns not otherwise supported under these Guidelines are raised by the Proxy Advisory Firm.

Debt Instruments and Issuance Requests (*International*)

Vote **AGAINST** proposals authorizing excessive discretion to a board to issue or set terms for debt instruments (*e.g.*, commercial paper).

Vote **FOR** debt issuances for companies when the gearing level (current debt-to-equity ratio) is between zero and 100 percent.

Vote **AGAINST** proposals where the issuance of debt will result in the gearing level being greater than 100 percent, or for which inadequate disclosure precludes calculation of the gearing level, unless the Proxy Advisory Firm's approach to evaluating such requests results in support of the proposal.

Acceptance of Deposits (*India*)

Voting decisions generally based on the Proxy Advisory Firm's approach to evaluating such proposals.

#### Debt Restructurings

Consider on a **CASE-BY-CASE** basis proposals to increase common and/or preferred shares and to issue shares as part of a debt restructuring plan.

#### Financing Plans (*International*)

Vote **FOR** the adoption of financing plans if they are in the best economic interests of shareholders.

#### Investment of Company Reserves (*International*)

Consider proposals on a **case-by-case** basis.

### **Restructuring**

#### Mergers and Acquisitions / Corporate Restructurings

Vote **FOR** a proposal not typically supported under these Guidelines if a key proposal, such as a merger transaction, is contingent upon its support and a vote **FOR** is recommended by the Proxy Advisory Firm or relevant Investment Professional(s).

Votes will be reviewed on a **case-by-case** basis with voting decisions based on the Proxy Advisory Firm's approach to evaluating such proposals if no input is provided by the relevant Investment Professional(s).

#### Waiver on Tender-Bid Requirement (*International*)

Consider proposals on a **CASE-BY-CASE** basis if seeking a waiver for a major shareholder or concert party from the requirement to make a buyout offer to minority shareholders, voting **FOR** when little concern of a creeping takeover exists and the company has provided a reasonable rationale for the request.

#### Related Party Transactions (*International*)

Vote **FOR** approval of such transactions unless the agreement requests a strategic move outside the company's charter, contains unfavorable or high-risk terms (*e.g.*, deposits without security interest or guaranty), or is deemed likely to have a negative impact on director or related party independence.



Revision Date: March 18, 2016 Page | 28

Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

**6- Environmental and Social Issues**

Environmental and Social Proposals

Boards of directors and company management are responsible for guiding the corporation in connection with matters that are most often the subject of shareholder proposals on environmental and social issues. Such matters may include:

- Ensuring that the companies they oversee comply with applicable legal, regulatory and ethical standards;
- Effectively managing risk, and
- Assessing and addressing matters that may have a financial impact on shareholder value.

The Funds will vote in accordance with the board's recommendation on such proposals based on the guidelines below.

The Funds will vote **AGAINST** shareholder proposals seeking to:

- Dictate corporate conduct;
- Impose excessive costs or restrictions;
- Duplicate policies already substantially in place; or
- Release information that would not help a shareholder evaluate an investment in the corporation as an economic matter.

Certain instances will be considered **CASE-BY-CASE**. If it appears that both:

- (1) The stewardship has fallen short as evidenced by the company's failure to align its actions and disclosure with market practice and that of its peers; or the company's having been subject to significant controversies, litigation, fines, or penalties in connection with the relevant issue; and
- (2) The issue is material to the company.

Approval of Donations (International)

Vote **FOR** proposals if they are for single- or multi-year authorities and prior disclosure of amounts is provided. Otherwise, vote **AGAINST** such proposals.

Routine Management Proposals

Consider proposals on a **CASE-BY-CASE** basis when the Proxy Advisory Firm recommends voting AGAINST.

Authority to Call Shareholder Meetings on Less than 21 Days' Notice

For companies in the *United Kingdom*, consider on a **CASE-BY-CASE** basis, factoring in whether the company has provided clear disclosure of its compliance with any hurdle conditions for the authority imposed by applicable law and has historically limited its use of such authority to time-sensitive matters.

Approval of Financial Statements and Director and Auditor Reports (International)

Vote **AGAINST** if there are concerns regarding inadequate disclosure, remuneration arrangements (including severance/termination payments exceeding local standards for multiples of annual compensation), or consulting agreements with non-executive directors.

Consider on a **CASE-BY-CASE** basis if there are other concerns regarding severance/termination payments.

Vote **AGAINST** if there is concern about the company's financial accounts and reporting, including related party transactions.

Vote **AGAINST** board-issued reports receiving a negative recommendation from the Proxy Advisory Firm due to concerns regarding independence of the board or the presence of non-independent directors on the audit committee.

Vote **FOR** if the only reason for a negative recommendation by the Proxy Advisory Firm is to express disapproval of broader practices of the company or its board.

## Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

### Other Business

Vote **AGAINST** proposals for Other Business, unless the company has provided adequate disclosure regarding the matters to be raised under Other Business. Consider such instances **CASE-BY-CASE**.

### Adjournment

These items often appear on the same agenda as a primary proposal, such as a merger or corporate restructuring.

Vote **FOR** when the primary proposal is also supported.

If there is no primary proposal, vote **FOR** if all other proposals are supported and **AGAINST** if all other proposals are opposed.

Consider other circumstances on a **CASE-BY-CASE** basis.

### Changing Corporate Name

Vote **FOR** proposals requesting a change in corporate name.

### Multiple Proposals

Multiple proposals of a similar nature presented as options to the course of action favored by management may all be voted **FOR**, provided that:

- Support for a single proposal is not operationally required;
- No one proposal is deemed superior in the interest of the Fund(s); and
- Each proposal would otherwise be supported under these Guidelines.

Vote **AGAINST** any proposals that would otherwise be opposed under these Guidelines.

### Bundled Proposals

Vote **FOR** if all of the bundled items are supported by these Guidelines.

Vote **AGAINST** if one or more items are not supported by these Guidelines, and if the Proxy Advisory Firm deems the negative impact, on balance, to outweigh any positive impact.

#### Moot Proposals

This instruction is in regard to items for which support has become moot (e.g., an incentive grant to a person no longer employed by the company); **WITHHOLD** support if recommended by the Proxy Advisory Firm.

**8-**

#### **Mutual Fund Proxies**

##### Approving New Classes or Series of Shares

Vote **FOR** the establishment of new classes or series of shares.

##### Hire and Terminate Sub-Advisors

Vote **FOR** management proposals that authorize the board to hire and terminate sub-advisors.

##### Master-Feeder Structure

Vote **FOR** the establishment of a master-feeder structure.

##### Establish Director Ownership Requirement

Vote **AGAINST** shareholder proposals for the establishment of a director ownership requirement.

All other matters should be examined on a **CASE-BY-CASE** basis:

Revision Date: March 18, 2016 Page | 30

Proxy Voting Procedures and Guidelines for the Voya Funds and Advisors

**Exhibit 1 – Proxy Group**

| <b>Name</b>                   | <b>Title or Affiliation</b>  |
|-------------------------------|--|
| Stanley D. Vyner              | Chief Investment Risk Officer and Executive Vice President, Voya Investments, LLC  |
| Julius A. Drelick III,<br>CFA | Senior Vice President, Head of Fund Compliance, Voya Funds Services, LLC   |
| Kevin M. Gleason              | Senior Vice President, Voya Investment Management LLC; and Chief Compliance Officer of the Voya Family of Funds,                   |
| Todd Modic                    | Senior Vice President, Voya Funds Services, LLC and Voya Investments, LLC; and Chief Financial Officer of the Voya Family of Funds |
| Maria Anderson                | Vice President, Fund Compliance, Voya Funds Services, LLC  |
| Sara Donaldson                | Proxy Coordinator for the Voya Family of Funds and Vice President, Proxy Voting, Voya Funds Services, LLC                          |
| Harley Eisner                 | Vice President, Financial Analysis, Voya Funds Services, LLC   |
| Evan Posner, Esq.             | Vice President and Counsel, Voya Family of Funds   |
| Andrew Schlueter              | Vice President, Mutual Funds Operations, Voya Funds Services LLC   |
| Kristin Lynch*                | Assistant Vice President, Office of the Chief Compliance Officer, Voya Investment Management LLC                                   |

*Effective as of May 21, 2015*

*\*Non-voting member*

Revision Date: March 18, 2016



**Item 8. Portfolio Managers of Closed-End Management Investment Companies.**

(a) (1) **Portfolio Management.** The following individuals share responsibility for the day-to-day management of the Fund's portfolio:

*Martin Jansen* is a Portfolio Manager at Voya Investment Management responsible for the Voya Global Value Advantage strategy, infrastructure, industrials and materials fund and the international high dividend income fund and has extensive experience running international value strategies. Previously, he was responsible for managing the transition of the U.S. equity trading facility and U.S. equity assets from former parent, ING Group in The Hague to ING Aeltus. Martin joined the firm to co-manage U.S. equity portfolios and was named head of the U.S. equity team in 1999. Prior to joining the firm, Martin was responsible for the U.S. equity and venture capital portfolios at a large corporate Dutch pension fund. He received a BComm and an MBA from the University of the Witwatersrand, South Africa.

*Brian Madonick* is an analyst on the value team at Voya Investment Management covering the industrials sector. Brian also serves as a portfolio manager for the infrastructure development fund and the mid cap value advantage strategy. Prior to joining the firm, Brian spent four years as the industrials analyst at U.S. Trust. Prior to U.S. Trust, he was a senior analyst at Bear Stearns covering aerospace and defense for the #1 ranked team per Institutional Investor magazine. Brian received a BA from Binghamton University.



*Joseph Vultaggio* is an analyst on the international value team, covering the industrials sector at Voya Investment Management. Joseph also serves as a portfolio manager for the infrastructure, industrials and materials fund. Prior to joining the firm, he received a BS degree in finance from Trenton State College and an MBA in finance at Rutgers Graduate School of Management.

*Paul Zemsky* is the Chief Investment Officer for Multi-Asset Strategies and Solutions (MASS) at Voya Investment Management. He is responsible for the firm's suite of value-added, customized products and solutions that are supported by asset allocation, manager research, quantitative research, portfolio implementation and multi-manager capabilities. Prior to joining the firm, he co-founded CaliberOne Private Funds Management, a macro hedge fund. Paul began his career at JPMorgan Investment Management, where he held a number of key positions, including head of investments for over \$300 Billion of Fixed Income assets. Paul is a member of the firm's Management Committee and a board member of Pomona capital. He holds a dual degree in finance and electrical engineering from the Management and Technology Program at the University of Pennsylvania and holds the Chartered Financial Analyst® designation.

(a) (2) (i-iii) **Other Accounts Managed**

The following table shows the number of accounts and total assets in the accounts managed by the portfolio managers of the Sub-Adviser as of February 29, 2016, unless otherwise noted:

Voya Infrastructure, Industrials and Materials Fund (IDE)

| IDE              | Mutual Funds Registered Investment Companies |                  | Trusts, Sep Accts and Stable Value Other Pooled Investment Vehicles and Alternative |                    | Other Accounts, VIM, Managed |               |
|------------------|--|------------------|---|--------------------|------------------------------|---------------|
|                  | Number of Accts                              | Total Assets     | Number of Accts   | Total Assets       | Number of Accts              | Total Assets  |
| Brian Madonick   | 1  | \$269,214,371    |   |                    |                              |               |
| Joseph Vultaggio | 1  | \$269,214,371    |   |                    |                              |               |
| Paul Zemsky      | 49   | \$15,094,095,541 | 110   | \$3,013,574,213.56 |                              |               |
| Martin Jansen    | 4  | \$1,339,310,529  |   |                    | 4                            | \$145,078,882 |



(a) (2) (iv) **Conflicts of Interest**

A portfolio manager may be subject to potential conflicts of interest because the portfolio manager is responsible for other accounts in addition to the Fund. These other accounts may include, among others, other mutual funds, separately managed advisory accounts, commingled trust accounts, insurance, wrap fee programs and hedge funds. Potential conflicts may arise out of the implementation of differing investment strategies for the portfolio manager's various accounts, the allocation of investment opportunities among those accounts or differences in the advisory fees paid by the portfolio manager's accounts.

A potential conflict of interest may arise as a result of the portfolio manager's responsibility for multiple accounts with similar investment guidelines. Under these circumstances, a potential investment may be suitable for more than one of the portfolio manager's accounts, but the quantity of the investment available for purchase is less than the aggregate amount the accounts would ideally devote to the opportunity. Similar conflicts may arise when multiple accounts seek to dispose of the same investment.

A portfolio manager may also manage accounts whose objectives and policies differ from those of the Fund. These differences may be such that under certain circumstances, trading activity appropriate for one account managed by the portfolio manager may have adverse consequences for another account managed by the portfolio manager. For example, if an account were to sell a significant position in a security, which could cause the market price of that security to decrease, while the Fund maintained its position in that security.

A potential conflict may arise when a portfolio manager is responsible for accounts that have different advisory fees — the difference in the fees may create an incentive for the portfolio manager to favor one account over another, for example, in terms of access to particularly appealing investment opportunities. This conflict may be heightened where an account is subject to a performance-based fee.

As part of its compliance program, Voya IM has adopted policies and procedures reasonably designed to address the potential conflicts of interest described above. Finally, a potential conflict of interest may arise because the investment mandates for certain other accounts, such as hedge funds, may allow extensive use of short sales which, in theory, could allow them to enter into short positions in securities where other accounts hold long positions. Voya IM has policies and procedures reasonably designed to limit and monitor short sales by the other accounts to avoid harm to the Fund.

(a) (3) **Compensation**

Compensation consists of: (i) a fixed base salary; (ii) a bonus, which is based on Voya IM performance, one-, three-, and five-year pre-tax performance of the accounts the portfolio managers are primarily and jointly responsible for relative to account benchmarks, peer universe performance, and revenue growth and net cash flow growth (changes in the accounts' net assets not attributable to changes in the value of the accounts' investments) of the accounts they are responsible for; and (iii) long-term equity awards tied to the performance of our parent company, Voya Financial, Inc. and/or a notional investment in a pre-defined set of Voya IM sub-advised funds.

Portfolio managers are also eligible to receive an annual cash incentive award delivered in some combination of cash and a deferred award in the form of Voya stock. The overall design of the annual incentive plan was developed to tie pay to both performance and cash flows, structured in such a way as to drive performance and promote retention of top talent. As with base salary compensation, individual target awards are determined and set based on external market data and internal comparators. Investment performance is measured on both relative and absolute performance in all areas.

The measures for each team are outlined on a "scorecard" that is reviewed on an annual basis. These scorecards measure investment performance versus benchmark and peer groups over one-, three-, and five-year periods; and year-to-date net cash flow (changes in the accounts' net assets not attributable to changes in the value of the accounts' investments) for all accounts managed by each team. The results for overall Voya IM scorecards are typically calculated on an asset weighted performance basis of the Investment professionals' performance measures for bonus determinations are weighted by 25% being attributable to the overall Voya IM performance and 75% attributable to their specific team results (65% investment performance, 5% net cash flow, and 5% revenue growth).

Voya IM's long-term incentive plan is designed to provide ownership-like incentives to reward continued employment and to link long-term compensation to the financial performance of the business. Based on job function, internal comparators and external market data, employees may be granted long-term awards. All senior investment professionals participate in the long-term compensation plan. Participants receive annual awards determined by the management committee based largely on investment performance and contribution to firm performance. Plan awards are based on the current year's performance as defined by the Voya IM component of the annual incentive plan. Awards typically include a combination of performance shares, which vest ratably over a three-year period, and Voya restricted stock and/or a notional investment in a predefined set of Voya IM sub-advised funds, each subject to a three-year cliff-vesting schedule.

If a portfolio manager's base salary compensation exceeds a particular threshold, he or she may participate in Voya's deferred compensation plan. The plan provides an opportunity to invest deferred amounts of compensation in mutual funds, Voya stock or at an annual fixed interest rate. Deferral elections are done on an annual basis and the amount of compensation deferred is irrevocable.

**(a) (4) Ownership of Securities**

The following table shows the dollar range of shares of the Trust owned by each team member as of February 29, 2016, including investments by their immediate family members and amounts invested through retirement and deferred compensation plans.

**Ownership:**

**Portfolio Manager Dollar Range of Trust Shares Owned**

|                  |      |
|------------------|------|
| Jody Hrazanek    | None |
| Brian Madonick   | None |
| Joseph Vultaggio | None |
| Paul Zemsky      | None |
| Steven Wetter    | None |

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers**

NONE.

**Item 10. Submission of Matters to a Vote of Security Holders.**

N/A.

**Item 11. Controls and Procedures.**

(a) Based on our evaluation conducted within 90 days of the filing date, hereof, the design and operation of the registrant's disclosure controls and procedures are effective to ensure that material information relating to the registrant is made known to the certifying officers by others within the appropriate entities, particularly during the period in which Forms N-CSR are being prepared, and the registrant's disclosure controls and procedures allow timely preparation and review of the information for the registrant's Form N-CSR and the officer certifications of such Form N-CSR.

(b) There were no significant changes in the registrant's internal controls that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.



**Item 12. Exhibits.**

(a) (1) Code of Ethics pursuant to Item 2 of Form N-CSR is filed and attached hereto as EX-99.CODE ETH.

(a) (2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act (17 CFR 270.30a-2) is attached hereto as EX-99.CERT.

(b) The officer certifications required by Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto as EX-99.906CERT.

(3) Not applicable.

Notices to the registrant's common shareholders in accordance with the order under Section 6(c) of the 1940 Act (c) granting an exemption from Section 19(b) of the 1940 Act and Rule 19b-1 under the 1940 Act, dated August 16, 2011.1

(c)(1) 2nd Qtr 2015

(c)(2) 3rd Qtr 2015

(c)(3) 4th Qtr 2015

(c)(4) 1st Qtr 2016

The Fund has received exemptive relief from the Securities and Exchange Commission permitting it to make periodic distributions of long-term capital gains with respect to its outstanding common stock as frequently as twelve times each year, and as frequently as distributions are specified by or in accordance with the terms of its outstanding 1 preferred stock. This relief is conditioned, in part, on an undertaking by the Fund to make the disclosures to the holders of the Fund's common shares, in addition to the information required by Section 198(a) of the 1940 Act and Rule 19a-1 thereunder. The Fund is likewise obligated to file with the SEC the information contained in any such notice to shareholders and, in that regard, has attached hereto copies of each such notice made during the period.





**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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): Voya Infrastructure, Industrials and Materials

By: /s/ Shaun P. Mathews  
Shaun P. Mathews  
President and Chief Executive Officer

Date: May 6, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Shaun P. Mathews  
Shaun P. Mathews  
President and Chief Executive Officer

Date: May 6, 2016

By: /s/ Todd Modic  
Todd Modic  
Senior Vice President and Chief Financial Officer

Date: May 6, 2016

