

**Procedures for Disclosure of Proxy Voting Policies and Proxy Voting Records
(Rule 30b1-4 under the 1940 Act; Form N-PX; Items 13(f), 22(b)(7),
22(b)(8), 22(c)(5) and 22(c)(6) of Form N-1A)
For Harding, Loevner Funds, Inc.
(collectively the “Funds”)**

Rule 30b1-4 under the 1940 Act requires an investment company to file an annual report on Form N-PX not later than August 31 of each year, containing the investment company’s proxy voting record for the most recent twelve-month period ended June 30.

Item 13(f) of Form N-1A requires an investment company to include a description of its proxy voting policies and procedures (or, alternatively, a copy of the policies and procedures themselves) in its statement of additional information.

Items 22(b)(7) and 22(c)(5) of form N-1A require an investment company to disclose in each annual and semi-annual report transmitted to shareholders that a description of the policies and procedures that the investment company uses to determine how to vote proxies relating to portfolio securities is available (i) without charge, upon request, by calling a specified toll-free (or collect) telephone number; (ii) on the investment company’s website, if applicable; and (iii) on the SEC’s website at <http://www.sec.gov>.

Items 13(f), 22(b)(8), and 22(c)(6) of Form N-1A require an investment company to make a statement in each registration statement and each annual and semi-annual report transmitted to shareholders that information regarding how the investment company voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available (i) without charge, upon request, by calling a specified toll-free (or collect) telephone number; or on or through the investment company’s website at a specified Internet address; or both; and (ii) on the SEC’s website at <http://www.sec.gov>.

The Boards of Directors approved the Funds’ Proxy Voting Procedures.

The Adviser and the Funds’ Administrator (“ADMIN”) maintain procedures to ensure that the required disclosure regarding the Funds’ proxy voting policies and procedures, availability of such procedures, and availability of the investment company’s proxy voting record is included in the Funds’ registration statement on Form N-1A and in the Funds’ annual reports to shareholders.

Pursuant to the Proxy Voting Procedures, the Funds employ Institutional Shareholder Services (“ISS”) to compile proxy voting records for each one year period ending June 30. The Service Level Agreement between the Funds and ISS sets forth the procedures that ensure proxies are voted via the ISS proxy voting system, that ISS has updated information regarding the Funds, that proxy votes are recorded and reported accurately on Form N-PX, that the Fund’s proxy voting record is prepared and forwarded to the Adviser, and is made available to the public via website and pdf.

The Adviser coordinates the process to ensure a timely and accurate Form N-PX filing as follows:

1. The Adviser is responsible for obtaining voting records from ISS' website. The designated Investment Assistant downloads the information to an Excel spreadsheet, reviews the information for reasonability and ensures that the reports are complete and cover the appropriate reporting period for each Fund.
2. The Investment Assistant emails the file to ADMIN who will arrange for its EDGARization and submission to the SEC.
3. When the Funds' proxy voting records are EDGARized, ADMIN arranges for the Adviser to receive a copy of the EDGARized record. In addition, ADMIN will prepare Form N-PX.
4. The Funds' CEO will review the proposed submission and will sign Form N-PX indicating his approval of the submission. Form N-PX is then delivered to ADMIN so that it may be filed with the SEC along with the complete voting record.
5. The Adviser is responsible for posting the Funds' voting records on the Funds' website in a timely manner. The Investment Assistant will provide information to the Marketing Department who is responsible for creating the pdf file and placing the information on the Funds' website.