

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Eaton Vance Tax-Managed Diversified Equity Income Fund  
Form N-PX  
August 17, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21832

NAME OF REGISTRANT: Eaton Vance Tax-Managed Diversified  
Equity Income Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2010 - 06/30/2011

Eaton Vance Tax-Managed Diversified Equity Income Fund

ABB LTD

Agen

Security: H0010V101  
Meeting Type: AGM  
Meeting Date: 29-Apr-2011  
Ticker:  
ISIN: CH0012221716

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 814047 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | Non-Voting    | No vote       |
| CMMT   | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT  | Non-Voting    | No vote       |

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IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.

|       |   |            |         |
|-------|---|------------|---------|
| CMMT  | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 750820, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU. | Non-Voting | No vote |
| CMMT  | PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'ABSTAIN' FOR ALL THE RESOLUTIONS. THANK YOU.   | Non-Voting | No vote |
| 2.1   | Approval of the annual report, the consolidated financial statements, and the annual financial statements for 2010  | Mgmt       | No vote |
| 2.2   | Consultative vote on the 2010 remuneration report   | Mgmt       | No vote |
| 3     | Discharge of the Board of Directors and the persons entrusted with management   | Mgmt       | No vote |
| 4     | Appropriation of available earnings and conversion of capital contribution reserve  | Mgmt       | No vote |
| 5     | Creation of additional contingent share capital in connection with employee participation   | Mgmt       | No vote |
| 6     | Renewal of authorized share capital   | Mgmt       | No vote |
| 7.1.1 | Re-election to the Board of Directors: Roger Agnelli  | Mgmt       | No vote |
| 7.1.2 | Re-election to the Board of Directors: Louis R. Hughes  | Mgmt       | No vote |
| 7.1.3 | Re-election to the Board of Directors: Hans Ulrich Marki  | Mgmt       | No vote |
| 7.1.4 | Re-election to the Board of Directors: Michel de Rosen  | Mgmt       | No vote |
| 7.1.5 | Re-election to the Board of Directors: Michael Treschow   | Mgmt       | No vote |
| 7.1.6 | Re-election to the Board of Directors: Jacob Wallenberg   | Mgmt       | No vote |
| 7.1.7 | Re-election to the Board of Directors: Hubertus von Grunberg  | Mgmt       | No vote |
| 7.2   | Election to the Board of Directors: Ying Yeh  | Mgmt       | No vote |
| 8     | Re-election of the auditors: Ernst & Young AG   | Mgmt       | No vote |

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9      Ad-hoc Motions      Mgmt      No vote

ACCENTURE PLC

Agen

Security: G1151C101  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2011  
 Ticker: ACN  
 ISIN: IE00B4BNMY34

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE FIFTEEN MONTH PERIOD ENDED AUGUST 31, 2010 AS PRESENTED  | Mgmt          | For           |
| 2A     | RE-APPOINTMENT OF DIRECTOR: CHARLES H. GIANCARLO  | Mgmt          | For           |
| 2B     | RE-APPOINTMENT OF DIRECTOR: DENNIS F. HIGHTOWER   | Mgmt          | For           |
| 2C     | RE-APPOINTMENT OF DIRECTOR: BLYTHE J. MCGARVIE  | Mgmt          | For           |
| 2D     | RE-APPOINTMENT OF DIRECTOR: MARK MOODY-STUART   | Mgmt          | For           |
| 2E     | RE-APPOINTMENT OF DIRECTOR: PIERRE NANTERME   | Mgmt          | For           |
| 03     | RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT AUDITORS FOR THE 2011 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION | Mgmt          | For           |
| 04     | APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS  | Mgmt          | For           |
| 05     | RECOMMENDATION, IN A NON-BINDING VOTE, OF THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION  | Mgmt          | 1 Year        |
| 06     | AUTHORIZATION TO HOLD THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND   | Mgmt          | For           |
| 07     | AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES   | Mgmt          | For           |
| 08     | DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK  | Mgmt          | For           |

AFLAC INCORPORATED

Agen

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: 001055102  
 Meeting Type: Annual  
 Meeting Date: 02-May-2011  
 Ticker: AFL  
 ISIN: US0010551028

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DANIEL P. AMOS   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN SHELBY AMOS II  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PAUL S. AMOS II  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MICHAEL H. ARMACOST  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: KRISS CLONINGER III  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ELIZABETH J. HUDSON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ROBERT B. JOHNSON  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CHARLES B. KNAPP   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: MARVIN R. SCHUSTER   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: DAVID GARY THOMPSON  | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: ROBERT L. WRIGHT   | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: TAKURO YOSHIDA   | Mgmt          | For           |
| 02     | TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURE IN THE PROXY STATEMENT. | Mgmt          | For           |
| 03     | NON-BINDING, ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.  | Mgmt          | 1 Year        |
| 04     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.   | Mgmt          | For           |

ALLIANZ SE, MUENCHEN

Agen

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: D03080112  
 Meeting Type: AGM  
 Meeting Date: 04-May-2011  
 Ticker:  
 ISIN: DE0008404005

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE THAT PURSUANT TO THE ARTICLES OF ASSOCIATION OF THE ISSUER THE DISCLOSURE OF THE BENEFICIAL OWNER DATA WILL BE REQUIRED WHEN EXCEEDING A CERTAIN LIMIT OF SHARE HOLDINGS OF THE STATUTORY SHARE CAPITAL. THEREFORE BROADRIDGE WILL BE DISCLOSING THE BENEFICIAL OWNER DATA FOR ALL VOTED ACCOUNTS TO THE RESPECTIVE LOCAL SUB CUSTODIAN. PLEASE NOTE THAT DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN BLOCKING MAY APPLY. THE VOTE DEADLINE AS DISPLAYED ON PROXYEDGE IS SUBJECT TO CHANGE AND WILL BE UPDATED AS SOON AS BROADRIDGE HAS OBTAINED ALL LOCAL SUB CUSTODIANS' CONFIRMATIONS REGARDING THEIR DEADLINE FOR INSTRUCTIONS. FOR ANY QUERIES PLEASE CONTACT YOUR CLIENT SERVICES REPRESENTATIVE. THANK YOU. | Non-Voting    | No vote       |
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.                                | Non-Voting    | No vote       |
|        | PLEASE NOTE THAT IN SOME CASES DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN THESE SHARES MAY BE BLOCKED. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.   | Non-Voting    | No vote       |
|        | COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 19.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.  | Non-Voting    | No vote       |
| 1.     | Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as at December 31, 2010, and of  | Non-Voting    | No vote       |

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the Management Reports for Allianz SE and for the Group, the Explanatory Reports on the information pursuant to paragraph 289 (4), paragraph 315 (4) and paragraph 289 (5) of the German Commercial Code (HGB), as well as the Report of the Supervisory Board for fiscal year 2010

|    |  |      |     |
|----|--|------|-----|
| 2. | Appropriation of net earnings  | Mgmt | For |
| 3. | Approval of the actions of the members of the Management Board                           | Mgmt | For |
| 4. | Approval of the actions of the members of the Supervisory Board                          | Mgmt | For |
| 5. | By-election to the Supervisory Board: Franz Heiss  | Mgmt | For |
| 6. | Amendment to the Statutes on Supervisory Board remuneration                              | Mgmt | For |
| 7. | Approval of profit transfer agreement between Allianz SE and Allianz Global Investors AG | Mgmt | For |
| 8. | Approval of the spin-off agreement between Allianz SE and Allianz Deutschland AG         | Mgmt | For |

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 ALPHA NATURAL RESOURCES, INC.

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 Agen

Security: 02076X102  
 Meeting Type: Special  
 Meeting Date: 01-Jun-2011  
 Ticker: ANR  
 ISIN: US02076X1028  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO APPROVE THE AMENDMENT TO ALPHA'S CERTIFICATE OF INCORPORATION, AS DESCRIBED IN AND ATTACHED AS ANNEX B TO THE JOINT PROXY STATEMENT/PROSPECTUS, PURSUANT TO WHICH ALPHA WILL BE AUTHORIZED TO ISSUE UP TO 400,000,000 SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE. | Mgmt          | For           |
| 02     | TO APPROVE THE ISSUANCE OF SHARES OF ALPHA COMMON STOCK, PAR VALUE \$0.01 PER SHARE, TO STOCKHOLDERS OF MASSEY ENERGY COMPANY PURSUANT TO THE MERGER AGREEMENT, DATED JANUARY 28, 2011, AMONG ALPHA, MOUNTAIN MERGER SUB, INC., AND MASSEY.                                  | Mgmt          | For           |
| 03     | TO APPROVE ADJOURNMENTS OF THE ALPHA SPECIAL MEETING IF NECESSARY OR APPROPRIATE, INCLUDING TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ALPHA SPECIAL MEETING TO APPROVE ONE OR BOTH OF THE PROPOSALS DESCRIBED ABOVE.    | Mgmt          | For           |

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 AMAZON.COM, INC.

Agen

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 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2011  
 Ticker: AMZN  
 ISIN: US0231351067  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JEFFREY P. BEZOS  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TOM A. ALBERG   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN SEELY BROWN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: WILLIAM B. GORDON   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ALAIN MONIE   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS O. RYDER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER  | Mgmt          | For           |
| 02     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.                                    | Mgmt          | 1 Year        |
| 05     | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER OWNERSHIP THRESHOLD FOR CALLING A SPECIAL MEETING OF SHAREHOLDERS.         | Shr           | For           |
| 06     | SHAREHOLDER PROPOSAL REGARDING AN ASSESSMENT AND REPORT CONCERNING CLIMATE CHANGE.                                    | Shr           | Against       |

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 AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

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 Security: 025537101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: AEP  
 ISIN: US0255371017  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID J. ANDERSON   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES F. CORDES   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LINDA A. GOODSPEED  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: THOMAS E. HOAGLIN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LESTER A. HUDSON, JR.   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MICHAEL G. MORRIS   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: LIONEL L. NOWELL III  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RICHARD L. SANDOR   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JOHN F. TURNER  | Mgmt          | For           |
| 2      | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |
| 3      | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4      | ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |

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 AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 02-May-2011  
 Ticker: AXP  
 ISIN: US0258161092  
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| Prop.# | Proposal      | Proposal Type | Proposal Vote |
|--------|---------------|---------------|---------------|
| 01     | DIRECTOR      |               |               |
|        | D.F. AKERSON  | Mgmt          | For           |
|        | C. BARSHEFSKY | Mgmt          | For           |
|        | U.M. BURNS    | Mgmt          | For           |
|        | K.I. CHENAULT | Mgmt          | For           |
|        | P. CHERNIN    | Mgmt          | For           |
|        | T.J. LEONSIS  | Mgmt          | For           |



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|    |  |      |         |
|----|--|------|---------|
|    | J. LESCHLY   | Mgmt | For     |
|    | R.C. LEVIN   | Mgmt | For     |
|    | R.A. MCGINN  | Mgmt | For     |
|    | E.D. MILLER  | Mgmt | For     |
|    | S.S REINEMUND  | Mgmt | For     |
|    | R.D. WALTER  | Mgmt | For     |
|    | R.A. WILLIAMS  | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 04 | ADVISORY VOTE ON FREQUENCY OF ADVISORY EXECUTIVE COMPENSATION VOTE.  | Mgmt | 1 Year  |
| 05 | SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.  | Shr  | Against |
| 06 | SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.  | Shr  | For     |

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AMERICAN TOWER CORPORATION

Agen

Security: 029912201  
Meeting Type: Annual  
Meeting Date: 18-May-2011  
Ticker: AMT  
ISIN: US0299122012

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RAYMOND P. DOLAN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD M. DYKES   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CAROLYN F. KATZ   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GUSTAVO LARA CANTU  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOANN A. REED   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PAMELA D.A. REEVE   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID E. SHARBUTT   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: SAMME L. THOMPSON   | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO AMERICAN TOWER CORPORATION'S   | Mgmt          | For           |

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AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.

|    |   |      |        |
|----|---|------|--------|
| 04 | TO CONDUCT AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For    |
| 05 | TO CONDUCT AN ADVISORY VOTE ON WHETHER TO HOLD THE STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS. | Mgmt | 1 Year |

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 AMERISOURCEBERGEN CORPORATION

Agen

Security: 03073E105  
 Meeting Type: Annual  
 Meeting Date: 17-Feb-2011  
 Ticker: ABC  
 ISIN: US03073E1055

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF CLASS I DIRECTOR: CHARLES H. COTROS   | Mgmt          | For           |
| 1B     | ELECTION OF CLASS I DIRECTOR: JANE E. HENNEY, M.D.  | Mgmt          | For           |
| 1C     | ELECTION OF CLASS I DIRECTOR: R. DAVID YOST   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                             | Mgmt          | For           |
| 03     | ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF A STOCKHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt          | 1 Year        |
| 05     | APPROVAL OF THE AMENDMENT OF AMERISOURCEBERGEN'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.       | Mgmt          | For           |
| 06     | APPROVAL OF THE AMERISOURCEBERGEN CORPORATION 2011 EMPLOYEE STOCK PURCHASE PLAN.                          | Mgmt          | For           |

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 ANGLO AMERN PLC

Agen

Security: G03764134  
 Meeting Type: AGM  
 Meeting Date: 21-Apr-2011  
 Ticker:  
 ISIN: GB00B1XZS820

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

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|    |   |      |     |
|----|---|------|-----|
| 1  | To receive the financial statements of the Company and the Group and the reports of the directors and auditors for the year ended 31 December 2010  | Mgmt | For |
| 2  | To declare a final dividend of 40 US cents per ordinary share, payable on 28 April 2011 to those shareholders registered at the close of business on 1 April 2011   | Mgmt | For |
| 3  | To elect Mr Phuthuma Nhleko as a director of the Company  | Mgmt | For |
| 4  | To re-elect Cynthia Carroll as a director of the Company  | Mgmt | For |
| 5  | To re-elect David Challen as a director of the Company  | Mgmt | For |
| 6  | To re-elect Sir CK Chow as a director of the Company  | Mgmt | For |
| 7  | To re-elect Sir Philip Hampton as a director of the Company   | Mgmt | For |
| 8  | To re-elect Rene Medori as a director of the Company  | Mgmt | For |
| 9  | To re-elect Ray O'Rourke as a director of the Company   | Mgmt | For |
| 10 | To re-elect Sir John Parker as a director of the Company  | Mgmt | For |
| 11 | To re-elect Mamphela Ramphele as a director of the Company  | Mgmt | For |
| 12 | To re-elect Jack Thompson as a director of the Company  | Mgmt | For |
| 13 | To re-elect Peter Woicke as a director of the Company   | Mgmt | For |
| 14 | To re-appoint Deloitte LLP as auditors of the Company for the ensuing year  | Mgmt | For |
| 15 | To authorise the directors to determine the remuneration of the auditors  | Mgmt | For |
| 16 | To approve the directors' remuneration report for the year ended 31 December 2010 set out in the Annual Report  | Mgmt | For |
| 17 | To resolve that the rules of the Anglo American Long Term Incentive Plan 2011 produced to the meeting and for the purposes of identification initialled by the chairman (the 'Plan') be approved, and the directors' adoption of the Plan be authorised | Mgmt | For |
| 18 | To resolve that the authority conferred on the  | Mgmt | For |

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|      |  |            |         |
|------|--|------------|---------|
|      | <p>directors by Article 9.2 of the Company's Articles of Association be renewed for the period ending at the conclusion of the Annual General Meeting in 2012 or on 30 June 2012, whichever is the earlier, and for such period the Section 551 Amount shall be USD 72.5 million. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006</p>   |            |         |
| 19   | <p>To resolve that subject to the passing of Resolution 18 above, the power conferred on the directors by Article 9.3 of the Company's Articles of Association be renewed for the period referred to in Resolution 18 and for such period the Section 561 Amount shall be USD 36.2 million. Such authority shall be in substitution for all previous powers pursuant to Section 561 of the Companies Act 2006</p>  | Mgmt       | For     |
| 20   | <p>To resolve that the Company be and is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 54 86/91 US cents each in the capital of the Company provided that: a) the maximum number of ordinary shares of 54 86/91 US cents each in the capital of the Company authorised to be acquired is 197.9 million; b) the minimum price which may be paid for an ordinary share is 54 86/91 US cents, which amount shall be exclusive of expenses; c) the maximum price which may be paid for an ordinary share is an amount (exclusive of expenses) equal to the higher of 105% of the average of the middle market quotation for an ordinary share, as derived from the London CONTD</p> | Mgmt       | For     |
| CONT | <p>CONTD Stock Exchange Daily Official List, for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and the highest current bid as stipulated by Article 5(1) of the Buy-back and Stabilisation Regulations 2003; and d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time</p>  | Non-Voting | No vote |
| 21   | <p>That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice</p>  | Mgmt       | For     |

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 ANHEUSER-BUSCH INBEV SA, BRUXELLES

Agen

Security: B6399C107  
 Meeting Type: MIX  
 Meeting Date: 26-Apr-2011  
 Ticker:  
 ISIN: BE0003793107  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE   | Non-Voting    | No vote       |
| CMMT   | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED   | Non-Voting    | No vote       |
| A.1    | Proposal to replace the words "the last Tuesday of April" in the first paragraph of Article 24 with the words "the last Wednesday of April"  | Mgmt          | No vote       |
| A.2    | Proposal to add the following new paragraph at the end of Article 22:"The Company is authorised to deviate from the provisions of Article 520ter, indents 1 and 2, of the Companies Code, in respect of any persons falling within the scope of such provisions."  | Mgmt          | No vote       |
| A.3a   | Entry into force of the modifications to the Articles of Association resulting from the law on the exercise of certain rights of shareholders in listed companies: Proposal to resolve (i) that the modifications to the Articles of Association provided for in items 3 (b) to 3 (g) shall (a) be made under the condition precedent that a law implementing Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies (the 'Law') is published in the Belgian State Gazette and (b) enter into force on the date, if any, on which the Law (as may be amended, supplemented or implemented by any law or regulation) provides that such modifications enter into force and, in case the Law (as may be amended, supplemented or implemented by any law or regulation) does not provide such a date, such modifications will enter into force on the date on which | Mgmt          | No vote       |

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the Law enters into force; and (ii) that the provisions of the articles of association that are the object of modification by items 3 (b) to 3 (g) below (a) will remain in force until the corresponding modifications to the articles of association enter into force and (b) will be, for these purposes, set out at the end of the articles of association as transitional provisions; it being understood that the above proposed resolution shall not be submitted to the vote of the Extraordinary General Meeting of Shareholders in the event that the Law is published before the Extraordinary General Meeting which will effectively deliberate upon this item

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| A.3.b | Modification to Article 24 - Meetings: Proposal to delete the words ''The Body convening a meeting shall designate the places where the certified statement of blocking of dematerialised shares is to be deposited'' in the third paragraph of Article 24 and to add the following paragraph at the end of Article 24: ''Working days shall mean all days of the week with the exception of Saturdays, Sundays and legal public holidays in Belgium.''  | Mgmt | No vote |
| A.3.c | Modification to Article 25 - Admission to Shareholders' Meetings: Proposal to replace Article 25 as follows: ''a) Conditions of admission to Shareholders' Meetings: In order to have the right to participate in and vote at the Meeting, shareholders must: (i) have the ownership of their shares recorded in their name, as at midnight Central European Time on the fourteenth (14th) calendar day preceding the date of the Meeting (the ''record date''): - through registration in the register of the registered shares of the company, for holders of registered shares; or- through book-entry in the accounts of an authorised account holder or clearing organisation, for holders of dematerialised shares. Holders of bearer shares must first convert their bearer shares into registered or dematerialized shares; and (ii) notify the company (or the person designated by the company) by returning a signed original paper form or, if permitted by the company in the notice convening the Shareholders Meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), at the latest on the sixth (6th) calendar day preceding the day of the Meeting, of their intention to participate in the Meeting, indicating the number of shares in respect of which they intend to do so. In addition, the holders of dematerialised shares must, at the latest on the same day, provide the company (or the person designated by the company), or arrange for the company (or the person designated by the company) to be provided, with an original certificate issued by an authorised account holder or a | Mgmt | No vote |

clearing organisation certifying the number of shares owned on the record date by the relevant shareholder and for which it has notified its intention to participate in the Meeting. An issuer of certificates relating to registered shares must notify its capacity of issuer to the company, which will record such capacity in the register of such shares. An issuer which refrains from notifying this capacity to the company can only vote at a Shareholders' Meeting if the written notification indicating its intention to participate in that Shareholders' Meeting specifies its capacity of issuer. An issuer of certificates linked to dematerialised shares must notify its capacity of issuer to the company before exercising any vote, at the latest through the written notification indicating its intention to participate in the Shareholders' Meeting, failing which such shares cannot participate in voting.

b) Proxies and powers of attorney: Any shareholder with the right to vote may either personally participate in the Meeting or give a proxy to another person, who need not be a shareholder, to represent it at a Shareholders' Meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the company. The signed original paper form or electronic form must be received by the company at the latest on the sixth (6th) calendar day preceding the date of the Meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirement.

c) Formalities for admission: Prior to the Meeting, the shareholders or their proxies are required to sign an attendance sheet, indicating their first name, last name, and place of residence or corporate denomination and registered office, as well as the number of shares in respect of which they are participating in the Meeting. Representatives of legal entities must provide the documents evidencing their capacity as bodies or special proxy holders. The natural persons, shareholders, bodies or proxy holders who take part in the Shareholders' Meeting must be able to prove their identity.

d) Other securities: The holders of profit sharing certificates, non-voting shares, bonds, subscription rights or other securities issued by the company, as well as the holders of certificates issued with the assistance of the company and representing securities issued by the latter, may participate in the Shareholders' Meeting insofar as the

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law entitles them to do so, and, as the case may be, gives them the right to participate in voting. If they propose to participate, they are subject to the same formalities concerning admission and access, and forms and filing of proxies, as those imposed on the shareholders.'

- A.3.d Modification to Article 26 BIS - Vote by correspondence: Mgmt No vote  
Proposal to rename Article 26BIS''''Remote Voting Before The Shareholders' Meeting'' and to replace it as follows: ''Any shareholder may vote remotely before the Meeting, by sending a paper form or, if permitted by the company in the notice convening the Shareholders' Meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the company. The original signed paper form must be received by the company at the latest on the sixth (6th) calendar day preceding the date of the Meeting. Voting through the sending of the signed electronic form may occur until the calendar day before the date of the Meeting. The company may also organise a remote vote before the Meeting through other electronic communication methods, such as, among others, through one or several Web sites. It shall specify the practical terms of any such remote vote in the convening notice. The company will ensure that, when arranging remote electronic voting before the Shareholders' Meeting, either through the sending of an electronic form or through other electronic communication methods, the company is able, through the system used, to control the identity and capacity as shareholder of each person casting a vote electronically. Shareholders voting remotely, must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the conditions set out in Article 25.''
- A.3.e Modification to Article 28 - Deliberations: Mgmt No vote  
Proposal to rename Article 28 ''Agenda And Deliberations'' and to replace the first paragraph with the following paragraphs: ''The Shareholders' Meeting may deliberate only the business on its agenda. One or more shareholders representing at least 3% of the capital of the company may request for items to be added to the agenda and submit resolution proposals in relation to existing agenda items or new items to be added to the agenda provided that they prove holding of such shareholding as at the date of their request by, as far as registered shares are concerned, a certificate evidencing the registration of the shares in the register of shares of the company or, as far as dematerialised shares are concerned, by a certificate issued by an authorised account holder or a clearing organisation certifying the book-entry of the



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shares in one or several accounts held by such account holder or clearing organisation. Such right shall not be available in relation to a second extraordinary Shareholders' Meeting that is convened for lack of a quorum at the first extraordinary Shareholders' Meeting. The new agenda items and/or resolution proposals should be received by the company in signed original paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), at the latest on the twentysecond (22nd) calendar day preceding the date of the Shareholders' Meeting and the company shall publish a revised agenda at the latest on the fifteenth (15th) calendar day preceding the date of the Meeting. The handling of such new agenda items and/or resolution proposals during the Meeting is subject to the relevant shareholder(s) having satisfied, with respect to shares representing at least 3% of the capital, the conditions set forth in Article 25, a), (i) and (ii).'

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| A.3.f | Modification to Article 30 - Adjournments: Proposal to replace the second and third paragraphs of Article 30 as follows: ''Such adjournment cancels all decisions taken during the Meeting. The Shareholders' Meeting shall be held again within five (5) weeks and with the same agenda. Shareholders wishing to participate in such Meeting shall fulfil the admission conditions set out in Article 25 a). To this effect, a record date shall be set on the fourteenth (14th) calendar day at midnight Central European Time preceding the date of the second Meeting.'' | Mgmt       | No vote |
| A.3.g | Modification to Article 36 BIS: Proposal to delete Article 36 BIS  | Mgmt       | No vote |
| A.4.a | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the Board of Directors on the issuance of subscription rights and the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with Articles 583, 596 and 598 of the Companies Code   | Non-Voting | No vote |
| A.4.b | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the statutory auditor on the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with Articles 596 and 598 of the Companies Code   | Non-Voting | No vote |
| A.4.c | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Proposed resolution: excluding the  | Mgmt       | No vote |

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preference right of the existing shareholders in relation to the issuance of subscription rights in favour of all current Directors of the Company, as identified in the report referred under item (a) above

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|-------|---|------|---------|
| A.4.d | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Issuance of subscription rights: Proposed resolution: approving the issuance of 215,000 subscription rights and determining their terms and conditions (as such terms and conditions are appended to the report referred under item (a) above). The main provisions of these terms and conditions can be summarised as follows: each subscription right confers the right to subscribe in cash to one ordinary share in the Company, with the same rights (including dividend rights) as the existing shares. Each subscription right is granted for no consideration. Its exercise price equals the average price of the Company share on Euronext Brussels over the 30 calendar days preceding the issuance of the subscription rights by the Shareholders' Meeting. All subscription rights have a term of five years as from their issuance and become exercisable as follows: a first third may be exercised from 1 January 2013 up to and including 25 April 2016, a second third may be exercised from 1 January 2014 up to and including 25 April 2016 and the last third may be exercised from 1 January 2015 up to and including 25 April 2016. At the end of the exercise period, the subscription rights that have not been exercised automatically become null and void | Mgmt | No vote |
| A.4.e | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Conditional capital increase: Proposed resolution: increasing the capital of the Company, under the condition precedent and to the extent of the exercise of the subscription rights, for a maximum amount equal to the number of subscription rights issued multiplied by their exercise price and allocation of the issuance premium to an account not available for distribution  | Mgmt | No vote |
| A.4.f | Issuance of 215,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Express approval pursuant to Article 554, indent 7, of the Companies Code: Proposed resolution: expressly approving the granting of the above-mentioned subscription rights to any Director of the Company who is independent within the meaning of Article 526ter of the Companies Code   | Mgmt | No vote |
| A.4.g | Issuance of 215,000 subscription rights and capital increase under the condition precedent  | Mgmt | No vote |

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and to the extent of the exercise of the subscription rights: Powers: Proposed resolution: granting powers to two Directors acting jointly to have recorded by notarial deed the exercise of the subscription rights, the corresponding increase of the capital, the number of new shares issued, the resulting modification to the articles of association and the allocation of the issuance premium to an account not available for distribution

|       |   |            |         |
|-------|---|------------|---------|
| B.1   | Management report by the Board of Directors on the accounting year ended on 31 December 2010  | Non-Voting | No vote |
| B.2   | Report by the statutory auditor on the accounting year ended on 31 December 2010  | Non-Voting | No vote |
| B.3   | Communication of the consolidated annual accounts relating to the accounting year ended on 31 December 2010, as well as the management report by the Board of Directors and the report by the statutory auditor on the consolidated annual accounts   | Non-Voting | No vote |
| B.4   | Approval of the statutory annual accounts: Proposed resolution: approving the statutory annual accounts relating to the accounting year ended on 31 December 2010, including the following allocation of the result: Profit of the accounting year: EUR 53,198, Profit carried forward from the preceding accounting year: EUR 7,018,197, Result to be allocated: EUR 7,071,395, Deduction for the unavailable reserve: - EUR 68, Gross dividend for the shares (*): EUR 1,275,707, Balance of carried forward profit: EUR 5,795,620, (*) On a per share basis, this represents a gross dividend of EUR 0.8, giving right to a dividend net of Belgian withholding tax of EUR 0.6 per share (in case of 25% Belgian withholding tax), of EUR 0.68 per share (in case of 15% Belgian withholding tax) and of EUR 0.8 per share (in case of exemption from Belgian withholding tax). Such amount may fluctuate depending on the number of own shares held by the Company on the dividend payment date. The dividend will be payable as from 02 May 2011 | Mgmt       | No vote |
| B.5   | Discharge to the Directors: Proposed resolution: granting discharge to the Directors for the performance of their duties during the accounting year ended on 31 December 2010   | Mgmt       | No vote |
| B.6   | Discharge to the statutory auditor: Proposed resolution: granting discharge to the statutory auditor for the performance of his duties during the accounting year ended on 31 December 2010.  | Mgmt       | No vote |
| B.7   | Acknowledgment of the end of the mandate as director of Mr. Arnoud de Pret, Mr. Jean-Luc Dehaene and Mr. August Busch IV.   | Non-Voting | No vote |
| B.8.a | Appointment of directors: Proposed resolution:  | Mgmt       | No vote |

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renewing the appointment as director of Mr. St fan Descheemaeker, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014

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|-------|--|------|---------|
| B.8.b | Proposed resolution: appointing as director Mr. Paul Cornet de Ways Ruart, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Paul Cornet is a Belgian citizen. He is a Commercial Engineer Cum Laude from the Catholic University of Louvain (1991) and holds an MBA with Dean's Honour from the University of Chicago (1996) with concentration in Finance. He is currently working for Yahoo! EMEA where he is Chief of Staff and Senior Financial Director responsible for Corporate Development and Audience. Before Yahoo!, Mr. Cornet was the Director of Strategy for Orange (UK mobile operator) and spent seven years with McKinsey&Company in London and Palo Alto (CA). He is also on the Boards of EPS, Rayvax, Sparflex and several venture capital backed technology companies  | Mgmt | No vote |
| B.8.c | Proposed resolution: renewing the appointment as independent director of Mr. Kees Storm, for a period of two years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2012. The renewal of the mandate for only two years is in line with the Company's Corporate Governance Charter which provides that the term of office of directors shall end immediately after the shareholders' meeting following their 70th birthday. Mr. Storm complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter, except for the requirement not to have been a non-executive director of the company for more than three successive terms (Article 526ter, par. 1, 2 ). Except when legally required to apply the definition of Article 526ter, par. 1, 2 , the Board proposes to consider that Mr. Storm continues to qualify as independent director. The Board is of the opinion that the quality and independence of the contribution of Mr. Storm to the functioning of the Board has not been influenced by the length of his tenure. Mr. Storm has acquired a superior understanding of the Company's business, its underlying strategy and specific culture, in particular in his capacity of Chairman of the Audit Committee, and in light of his particular experience, reputation and background it is in the Company's best interests to renew him as an independent director for an additional term of 2 years. Moreover, Mr. Storm expressly stated and the Board is of the opinion that he does not have any relationship with any company which could | Mgmt | No vote |

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compromise his independence

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| B.8.d | <p>Proposed resolution: renewing the appointment as independent director of Mr. Peter Harf, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Harf complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter, except for the requirement not to have been a non-executive director of the company for more than three successive terms (Article 526ter, par. 1, 2 ). Except when legally required to apply the definition of Article 526ter, par. 1, 2 , the Board proposes to consider that Mr. Harf continues to qualify as independent director. The Board is of the opinion that the quality and independence of the contribution of Mr. Harf to the functioning of the Board has not been influenced by the length of his tenure. Mr. Harf has acquired a superior understanding of the Company's business, its underlying strategy and specific culture, in particular in his capacity of Chairman of the Board, and in light of his particular experience, reputation and background it is in the Company's best interests to renew him as an independent director for an additional term of 4 years. Moreover, Mr. Harf expressly stated and the Board is of the opinion that he does not have any relationship with any company which could compromise his independence</p> | Mgmt | No vote |
|       |   |      |         |
| B.8.e | <p>Proposed resolution: appointing as independent director Mr. Olivier Goudet, for a period of four years ending after the shareholders' meeting which will be asked to approve the accounts for the year 2014. Mr. Olivier Goudet is a French citizen. He is Executive Vice President and Chief Financial Officer of Mars, Incorporated. He joined Mars in 1990, serving on the finance team of the French business. After six years, he left Mars to join the VALEO Group, where he held several senior executive positions. In 1998, he returned to Mars, where he became Chief Financial Officer in 2004. In 2008, his role was broadened to the position of Executive Vice President and CFO. Mr. Goudet is also a director of the Wm. Wrigley Jr. Company, Mars' gum and confections subsidiary, where Berkshire Hathaway is a minority investor. He holds a degree in engineering from l'Ecole Centrale de Paris and graduated from the ESSEC Business School in Paris with a major in finance. Mr. Goudet complies with the functional, family and financial criteria of independence as provided for in Article 526ter of the Companies Code and in the Company's Corporate Governance Charter. Moreover, Mr. Goudet expressly stated and the Board is of the opinion that he does not have</p>  | Mgmt | No vote |

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any relationship with any company which could compromise his independence

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| B.9.a | <p>Proposed resolution: approving the Remuneration report for the financial year 2010 as set out in the 2010 annual report, including the executive remuneration policy. Such policy provides for the possibility of granting variable compensation in the form of shares that are immediately vested, subject to a five-year blocking period. In addition, the executive remuneration policy provides that the Company may also grant matching shares (in the form of restricted stock units) and stock options, the value of which can exceed 25% of the annual remuneration and which vest after a period of five years but without being subject to a specific performance test. Special forfeiture rules apply to matching shares and stock options in case of termination of service before the end of the five-year vesting period. The 2010 annual report and remuneration report containing the executive remuneration policy, can be reviewed as indicated at the end of this notice</p>  | Mgmt | No vote |
| B.9.b | <p>Proposed resolution: confirming the specified grants of stock options and restricted stock units to executives: a) Confirmation, for US law purposes, of two new programs launched in November 2010 under the Company's Long Term Incentive Stock Options Plan, allowing for the offer, over a period of 10 years, of (i) stock options on a maximum of 5,000,000 ordinary shares of the Company and (ii) stock options on a maximum of 5,000,000 American Depositary Shares (ADSs) of the Company, all of which can be granted to employees of the Company and/or its majority owned subsidiaries in the form of Incentive Stock Options (ISOs) pursuant to Sections 421 and 422 of the US Internal Revenue Code of 1986, as amended. Each stock option gives the recipient the right to purchase one existing share in the Company listed on Euronext Brussels or one existing American Depositary Share of the Company traded on the New York Stock Exchange. The exercise price of each stock option corresponds to the fair value of the Company share or of the ADS at the time of granting of the options. b) Confirmation of three specific Long Term Restricted Stock Unit Programs i. a program allowing for the offer of restricted stock units to certain employees in certain specific circumstances at the discretion of the Chief Executive Officer of Anheuser-Busch InBev e.g. to compensate for assignments of expatriates to certain specific countries. Each restricted stock unit will vest only after a five-year vesting period without performance test. In case of termination of service before the vesting date, special forfeiture rules apply. Confirmation of the hardship grant of approximately 120,000 restricted</p> | Mgmt | No vote |

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stock units under the Program in 2010 to employees of the Company and/or its majority owned subsidiaries.

ii. a program allowing for the exceptional offer of restricted stock units to certain employees at the discretion of the Remuneration Committee of Anheuser-Busch InBev as a long-term retention incentive for key employees of the Company. The first half of the restricted stock units vest after five years and the other half vest only after a ten-year period. No performance test is applied. In case of termination of service before the vesting date, special forfeiture rules apply. Confirmation of the grant of approximately 320,000 restricted stock units under the Program in 2010 to employees of the Company and/or its majority owned subsidiaries. iii. a program allowing certain employees to purchase Company shares at a discount aimed as a long-term retention incentive for highpotential employees of the Company and/or its majority owned subsidiaries, who are at a mid-manager level. The voluntary investment in Company shares leads to the grant of 3 matching shares for each share invested. The discount and matching shares are granted in the form of restricted stock units which vest after 5 years. In case of termination before the vesting date, special forfeiture rules apply

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| B10.a | Approval of change of control provisions relating to the Updated EMTN Programme: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) Condition 7.5 of the Terms & Conditions (Change of Control Put) of the EUR 15,000,000,000 updated Euro Medium Term Note Programme dated 18 October 2010 of the Company and Brandbrew SA (the "Issuers") and Deutsche Bank AG., London Branch acting as Arranger (the "Updated EMTN Programme"), which may be applicable in the case of notes issued under the Updated EMTN Programme and (ii) any other provision in the Updated EMTN Programme granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Terms & Conditions of the Updated EMTN Programme) (*). (*) Pursuant to the Updated EMTN Programme, (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted | Mgmt | No vote |
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a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". If a Change of Control Put is specified in the applicable Final Terms of the notes, Condition 7.5 of the Terms & Conditions of the Updated EMTN Programme grants, to any noteholder, in essence, the right to request the redemption of his notes at the redemption amount specified in the Final Terms of the notes, together, if appropriate, with interest accrued upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade

|       |   |      |         |
|-------|---|------|---------|
| B10.b | Approval of change of control provisions relating to the US Dollar notes: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the USD 3,250,000,000 notes issued on 29 and 26 March 2010, consisting of USD 1,000,000,000 2.50% notes due 2013, USD 750,000,000 3.625% notes due 2015, USD 1,000,000,000 5.00% notes due 2020 and USD 500,000,000 Floating Rate Notes due 2013 (the "Unregistered Notes issued in March 2010"), (ii) the Change of Control clause of the USD 3,250,000,000 registered notes issued in September 2010, consisting of USD 1,000,000,000 2.50% notes due 2013, USD 750,000,000 3.625% notes due 2015, USD 1,000,000,000 5.00% notes due 2020 and USD 500,000,000 Floating Rate Notes due 2013, issued in exchange for corresponding amounts of the corresponding unregistered notes issued in March 2010, in accordance with a US Form F-4 Registration Statement pursuant to an exchange offer launched by Anheuser-Busch InBev Worldwide Inc. in the U.S. on 5 August 2010 and expired on 2 September 2010 (the "Registered Notes issued in September 2010"), (iii) the Change of Control clause of the USD 8,000,000,000 registered notes issued in March 2011, consisting of USD 1,250,000,000 7.20% notes due 2014, USD 2,500,000,000 7.75% notes due 2019 and USD 1,250,000,000 8.20% notes due 2039, USD 1,550,000,000 5.375% notes due 2014, USD 1,000,000,000 6.875% notes due 2019 and USD 450,000,000 8.00% | Mgmt | No vote |
|-------|---|------|---------|



notes due 2039, each issued in exchange for corresponding amounts of the corresponding unregistered notes issued in January 2009 and of the corresponding unregistered notes issued in May 2009, in accordance with a US Form F-4 Registration Statement pursuant to an exchange offer launched by Anheuser-Busch InBev Worldwide Inc. in the U.S. on 11 February 2011 and expired on 14 March 2011 (the "Registered Notes issued in March 2011"), whereby each of the Unregistered Notes issued in March 2010, the Registered Notes issued in September 2010 and the Registered Notes issued in March 2011 are issued by Anheuser-Busch InBev Worldwide Inc. (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (iv) any other provision applicable to the Unregistered Notes issued in March 2010, the Registered Notes issued in September 2010 and the Registered Notes issued in March 2011 granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Offering Memorandum with respect to the unregistered notes, as the case may be, and in the Registration Statement with respect to the registered notes) (\*). (\*) (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase

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price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade

|       |   |      |         |
|-------|---|------|---------|
| B10.c | Approval of change of control provisions relating to the notes issued under Anheuser-Busch InBev's Shelf Registration Statement filed in the United States on Form F-3: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the Brazilian real ("BRL") 750,000,000 9.750% registered notes issued on 17 November 2010 by Anheuser-Busch InBev Worldwide Inc. under Anheuser-Busch InBev's Shelf Registration Statement filed on Form F-3 on 21 September 2010 (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (ii) any other provision applicable to the registered notes granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Prospectus Supplement dated 9 November 2010 to the Prospectus dated 21 September 2010). (a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company", (b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence | Mgmt | No vote |
|-------|---|------|---------|

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of a Change of Control and a related downgrade  
in the notes to sub-investment grade

- |       |  |      |         |
|-------|--|------|---------|
| B10.d | <p>Approval of change of control provisions relating to the CAD Dollar notes issued via a Canadian Private Placement: Proposed resolution: approving, in accordance with Article 556 of the Companies Code, (i) the Change of Control clause of the CAD 600,000,000 3.65% notes due 2016 issued on 8 December 2010 via a Canadian Private Placement by Anheuser-Busch InBev Worldwide Inc. (with an unconditional and irrevocable guarantee as to payment of principal and interest from the Company) and (ii) any other provision applicable to the notes granting rights to third parties which could affect the Company's assets or could impose an obligation on the Company where in each case the exercise of those rights is dependent on the launch of a public take-over bid over the shares of the Company or on a "Change of Control" (as defined in the Offering Memorandum dated 8 December 2010). AB_INBEV_form_vote_110426_EN.doc</p> <p>(a) "Change of Control" means "any person or group of persons acting in concert (in each case other than Stichting Anheuser-Busch InBev or any existing direct or indirect certificate holder or certificate holders of Stichting Anheuser-Busch InBev) gaining Control of the Company provided that a Change of Control shall not be deemed to have occurred if all or substantially all of the shareholders of the relevant person or group of persons are, or immediately prior to the event which would otherwise have constituted a Change of Control were, the shareholders of the Company with the same (or substantially the same) pro rata interests in the share capital of the relevant person or group of persons as such shareholders have, or as the case may be, had, in the share capital of the Company",</p> <p>(b) "Acting in concert" means "a group of persons who, pursuant to an agreement or understanding (whether formal or informal), actively cooperate, through the acquisition directly or indirectly of shares in the Company by any of them, either directly or indirectly, to obtain Control of the Company", and (c) "Control" means the "direct or indirect ownership of more than 50 per cent of the share capital or similar rights of ownership of the Company or the power to direct the management and the policies of the Company whether through the ownership of share capital, contract or otherwise". The Change of Control clause grants to any noteholder, in essence, the right to request the redemption of his notes at a repurchase price in cash of 101% of their principal amount (plus interest accrued) upon the occurrence of a Change of Control and a related downgrade in the notes to sub-investment grade</p> | Mgmt | No vote |
| C     | <p>Proposed resolution: granting powers to Mr. Benoit Loore, VP Legal Corporate, with power to substitute and without prejudice to other</p>   | Mgmt | No vote |

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delegations of powers to the extent applicable, for (i) the acknowledgment of the realisation of the condition precedent referred to under A.3 (a) above, (ii) the restatements of the articles of association as a result of all changes referred to above, the signing of the restated articles of association and their filings with the clerk's office of the Commercial Court of Brussels, (iii) the filing with the same clerk's office of the resolutions referred under item B.10 above and (iv) any other filings and publication formalities in relation to the above resolutions

PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RESOLUTION C.IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU

Non-Voting

No vote

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 APACHE CORPORATION

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 Agen

Security: 037411105  
 Meeting Type: Annual  
 Meeting Date: 05-May-2011  
 Ticker: APA  
 ISIN: US0374111054  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: G. STEVEN FARRIS  | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: RANDOLPH M. FERLIC  | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: A.D. FRAZIER, JR.   | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: JOHN A. KOCUR   | Mgmt          | For           |
| 05     | RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS  | Mgmt          | For           |
| 06     | ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS  | Mgmt          | For           |
| 07     | TO RECOMMEND THE FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS                | Mgmt          | 1 Year        |
| 08     | APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL COMMON STOCK    | Mgmt          | For           |
| 09     | APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL PREFERRED STOCK | Mgmt          | For           |

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10      APPROVAL OF APACHE'S 2011 OMNIBUS EQUITY COMPENSATION      Mgmt      For  
           PLAN

APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 23-Feb-2011  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop.# | Proposal   | Proposal Type  | Proposal Vote                                 |
|--------|--|--|---|
| 01     | DIRECTOR<br>WILLIAM V. CAMPBELL<br>MILLARD S. DREXLER<br>ALBERT A. GORE, JR.<br>STEVEN P. JOBS<br>ANDREA JUNG<br>ARTHUR D. LEVINSON<br>RONALD D. SUGAR | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.        | Mgmt   | For   |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY<br>VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year  |
| 05     | SHAREHOLDER PROPOSAL REGARDING SUCCESSION PLANNING,<br>IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | For   |
| 06     | SHAREHOLDER PROPOSAL REGARDING MAJORITY VOTING,<br>IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against                                       |

ASTRAZENECA PLC

Agen

Security: G0593M107  
 Meeting Type: AGM  
 Meeting Date: 28-Apr-2011  
 Ticker:  
 ISIN: GB0009895292

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | To receive the Company's Accounts and the Reports<br>of the Directors and Auditor for the year ended<br>31 December 2010 | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
| 2   | To confirm dividends  | Mgmt | For |
| 3   | To re-appoint KPMG Audit Plc, London as Auditor                                   | Mgmt | For |
| 4   | To authorise the Directors to agree the remuneration of the Auditor               | Mgmt | For |
| 5.a | To elect or re-elect Louis Schweitzer as a Director                               | Mgmt | For |
| 5.b | To elect or re-elect David Brennan as a Director                                  | Mgmt | For |
| 5.c | To elect or re-elect Simon Lowth as a Director                                    | Mgmt | For |
| 5.d | To elect or re-elect Bruce Burlington as a Director                               | Mgmt | For |
| 5.e | To elect or re-elect Jean-Philippe Courtois as a Director                         | Mgmt | For |
| 5.f | To elect or re-elect Michele Hooper as a Director                                 | Mgmt | For |
| 5.g | To elect or re-elect Rudy Markham as a Director                                   | Mgmt | For |
| 5.h | To elect or re-elect Nancy Rothwell as a Director                                 | Mgmt | For |
| 5.i | To elect or re-elect Shriti Vadera as a Director                                  | Mgmt | For |
| 5.j | To elect or re-elect John Varley as a Director                                    | Mgmt | For |
| 5.k | To elect or re-elect Marcus Wallenberg as a Director                              | Mgmt | For |
| 6   | To approve the Directors' Remuneration Report for the year ended 31 December 2010 | Mgmt | For |
| 7   | To authorise limited EU political donations                                       | Mgmt | For |
| 8   | To authorise the Directors to allot shares  | Mgmt | For |
| 9   | To authorise the Directors to disapply pre-emption rights                         | Mgmt | For |
| 10  | To authorise the Company to purchase its own shares                               | Mgmt | For |
| 11  | To reduce the notice period for general meetings                                  | Mgmt | For |

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 AT&T INC.

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 Agen

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 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2011  
 Ticker: T  
 ISIN: US00206R1023  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|    |   |      |         |
|----|---|------|---------|
| 1A | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON                   | Mgmt | For     |
| 1B | ELECTION OF DIRECTOR: GILBERT F. AMELIO                       | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: REUBEN V. ANDERSON                      | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: JAMES H. BLANCHARD                      | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: JAIME CHICO PARDO                       | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: JAMES P. KELLY                          | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: JON C. MADONNA                          | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: LYNN M. MARTIN                          | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: JOHN B. MCCOY                           | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: JOYCE M. ROCHE                          | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: MATTHEW K. ROSE                         | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON                    | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.          | Mgmt | For     |
| 03 | APPROVE 2011 INCENTIVE PLAN.                                  | Mgmt | For     |
| 04 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.                      | Mgmt | For     |
| 05 | ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year  |
| 06 | POLITICAL CONTRIBUTIONS.                                      | Shr  | Against |
| 07 | SPECIAL STOCKHOLDER MEETINGS.                                 | Shr  | For     |
| 08 | WRITTEN CONSENT.  | Shr  | For     |

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AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
Meeting Type: Annual  
Meeting Date: 11-May-2011  
Ticker: AVB  
ISIN: US0534841012

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| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 01     | DIRECTOR            |               |               |
|        | BRYCE BLAIR         | Mgmt          | For           |
|        | BRUCE A. CHOATE     | Mgmt          | For           |
|        | JOHN J. HEALY, JR.  | Mgmt          | For           |
|        | TIMOTHY J. NAUGHTON | Mgmt          | For           |
|        | LANCE R. PRIMIS     | Mgmt          | For           |

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|    |   |      |        |
|----|---|------|--------|
|    | PETER S. RUMMELL  | Mgmt | For    |
|    | H. JAY SARLES   | Mgmt | For    |
|    | W. EDWARD WALTER  | Mgmt | For    |
| 02 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2011.   | Mgmt | For    |
| 03 | TO CAST A NON-BINDING ADVISORY VOTE ON APPROVAL OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT. | Mgmt | For    |
| 04 | TO CAST A NON-BINDING ADVISORY VOTE AS TO FREQUENCY OF FUTURE ADVISORY STOCKHOLDER VOTES ON THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | 1 Year |

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 AXA SA, PARIS

Agen

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 Security: F06106102  
 Meeting Type: MIX  
 Meeting Date: 27-Apr-2011  
 Ticker:  
 ISIN: FR0000120628  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.  | Non-Voting    | No vote       |
| CMMT   | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners:<br>Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0221/201102211100390.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0221/201102211100390.pdf</a><br>AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0321/201103211100779.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0321/201103211100779.pdf</a>   | Non-Voting    | No vote       |



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|      |  |      |         |
|------|--|------|---------|
| 0.1  | Approval of the corporate financial statements for the financial year 2010   | Mgmt | For     |
| 0.2  | Approval of the consolidated financial statements for the financial year 2010  | Mgmt | For     |
| 0.3  | Allocation of income for the financial year 2010 and setting the dividend at 0.69 Euro per share   | Mgmt | For     |
| 0.4  | Special report of the Statutory Auditors on the regulated Agreements   | Mgmt | For     |
| 0.5  | Renewal of Mr. Jean-Martin Folz's term as Board member   | Mgmt | For     |
| 0.6  | Renewal of Mr. Giuseppe Mussari's term as Board member   | Mgmt | For     |
| 0.7  | Appointment of Mr. Marcus Schenck as Board member  | Mgmt | For     |
| 0.8  | Authorization granted to the Board of Directors to purchase ordinary shares of the Company   | Mgmt | Against |
| E.9  | Delegation of authority granted to the Board of Directors to increase share capital by incorporation of reserves, profits or premiums  | Mgmt | For     |
| E.10 | Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company or one of its subsidiaries with preferential subscription rights of shareholders  | Mgmt | For     |
| E.11 | Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company or one of its subsidiaries without preferential subscription rights of shareholders as part of public offers  | Mgmt | For     |
| E.12 | Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company or one of its subsidiaries without preferential subscription rights of shareholders through private investments pursuant to Article L.411-2,II of the Monetary and Financial Code | Mgmt | For     |
| E.13 | Authorization granted to the Board of Directors in the event of issuance without preferential subscription rights by way of public offers or private investments to set the issue price according to the terms determined by the General Meeting, within the limit of 10% of the capital   | Mgmt | For     |
| E.14 | Authorization granted to the Board of Directors  | Mgmt | For     |

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|      |  |      |         |
|------|--|------|---------|
|      | to increase the amount of the original issuance, in the event of issuance with or without preferential subscription rights, decided in accordance with respectively the tenth to thirteenth and seventeenth resolutions  |      |         |
| E.15 | Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company in the event of public exchange offer initiated by the Company  | Mgmt | For     |
| E.16 | Delegation of authority granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company, in consideration for in-kind contributions within the limit of 10% of the share capital, outside of a public exchange offer initiated by the Company | Mgmt | For     |
| E.17 | Delegation of authority granted to the Board of Directors to issue ordinary shares, as a result of the issuance of securities by subsidiaries of the Company giving access to ordinary shares of the Company   | Mgmt | For     |
| E.18 | Delegation of authority granted to the Board of Directors to issue securities entitling to allotment of debt securities and does not give rise to a capital increase of the Company  | Mgmt | For     |
| E.19 | Delegation of power granted to the Board of Directors to increase share capital by issuing ordinary shares or securities giving access to ordinary shares of the Company reserved for members of a company savings plan  | Mgmt | For     |
| E.20 | Delegation of power granted to the Board of Directors to increase share capital by issuing ordinary shares without preferential subscription rights in favor of a specified category of beneficiaries  | Mgmt | For     |
| E.21 | Authorization granted to the Board of Directors to grant options to subscribe for or purchase shares to eligible employees and corporate officers of AXA Group   | Mgmt | For     |
| E.22 | Authorization granted to the Board of Directors to award free shares with performance conditions to eligible employees and corporate officers of AXA Group   | Mgmt | Against |
| E.23 | Authorization granted to the Board of Directors to award free shares to Group employees in connection with achieving the Group strategic objectives and implementation of the Act of December 3, 2008  | Mgmt | For     |
| E.24 | Authorization granted to the Board of Directors  | Mgmt | For     |

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|      |   |            |         |
|------|---|------------|---------|
|      | to reduce the share capital by cancellation of ordinary shares  |            |         |
| E.25 | Amendment of the Statutes relating to the notification of appointment and dismissal of the representative at General Meetings by electronic means   | Mgmt       | For     |
| E.26 | Powers to accomplish all legal formalities  | Mgmt       | For     |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | No vote |

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 BANCO BILBAO VIZCAYA ARGENTARIA SA, BILBAO

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 Agen

Security: E11805103  
 Meeting Type: AGM  
 Meeting Date: 10-Mar-2011  
 Ticker:  
 ISIN: ES0113211835  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 11 MAR 2011. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.   | Non-Voting    | No vote       |
| 1      | Examination and approval of the annual financial statements (balance sheet, income statement, statement of changes in net equity, cash flow statement and annual report) and the management report for Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group. Application of earnings; dividend payout. Approval of corporate management. All these refer to the year ending 31st December 2010                                  | Mgmt          | For           |
| 2.1    | Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Re-election of Mr Tomas Alfaro Drake Pursuant to paragraph 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects | Mgmt          | For           |
| 2.2    | Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Re-election of Mr Juan Carlos Alvarez Mezquiriz Pursuant to paragraph  | Mgmt          | For           |

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- 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects
- 2.3 Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Re-election of Mr Carlos Loring Martinez de Irujo Pursuant to paragraph 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects Mgmt For
- 2.4 Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Re-election of Ms Susana Rodriguez Vidarte Pursuant to paragraph 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects Mgmt For
- 2.5 Adoption of the following resolution on the ratification and re-election of members to the Board of Directors: Ratification and re-election of Mr Jose Luis Palao Garcia-Suelto Pursuant to paragraph 2 of article 34 of the Company bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects Mgmt For
- 3 Examination and approval of the common merger plan for Banco Bilbao Vizcaya Argentaria, S.A. (absorbing company) and Finanzia Banco de Credito, S.A. (Unipersonal) (absorbed company); approval of the balance-sheet of Banco Bilbao Vizcaya Argentaria, S.A. for the year ending 31st December 2010 as merger balance sheet, verified by the Company Auditors. Approval of the merger between the companies Banco Bilbao Vizcaya Argentaria, S.A. (absorbing company) and Finanzia Banco de Credito, S.A. (Unipersonal) (absorbed company). All this will be in compliance with the provisions of the aforementioned merger plan. Applicability of the special tax scheme established under chapter VIII of title VII of the Corporation Tax Act (Consolidated Text) to the merger Mgmt For
- 4 Conferral of authority on the board of directors, pursuant to article 297.1.b) of the Capital Companies Act, to increase share capital, during five years, up to a maximum amount corresponding to 50% of the Company's share capital on Mgmt For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |  |            |         |
|------|--|------------|---------|
|      | <p>the date of the authorisation, on one or several occasions, to the amount that the board decides, by issuing new ordinary or preferred shares with or without voting rights or shares of any other kind permitted by law, including redeemable shares; envisaging the possibility of incomplete subscription pursuant to article 311 of the Capital Companies Act; and conferring authority to amend article 5 of the corporate bylaws. Likewise, confer authority, under the terms and conditions of article 506 of the Capital Companies Act, to exclude pre-emptive subscription rights over said share issues. This CONTD</p>   |            |         |
| CONT | <p>CONTD authority will be limited to 20% of the Company's share capital</p>   | Non-Voting | No vote |
| 5    | <p>Approve two share capital increases chargeable to reserves in order to comply with the shareholder remuneration schedule for 2011: Increase the share capital by the amount to be determined according to the terms of the resolution, by issuance of new ordinary shares each with a nominal value of forty nine euro-cents (0.49EUR), with no issue premium, of the same class and series as the shares currently outstanding, to be charged to voluntary reserves coming from undistributed earnings. Express recognition of possibly incomplete subscription. Conferral of authority on the board of directors to establish the conditions of the increase insofar as this is not established by this General Meeting; to take the measures necessary for its implementation; to adapt the wording of article 5 of the Company Bylaws to the new figure for CONTD</p> | Mgmt       | For     |
| CONT | <p>CONTD share capital, and to grant any public and/or private documents that may be necessary in order to make the increase. Request the competent Spanish and non-Spanish authorities to allow trading of the new shares on the Madrid, Barcelona, Bilbao and Valencia stock exchanges, under the continuous market system (Sistema de Interconexion Bursatil), and trading on the non-Spanish exchanges on which the Banco Bilbao Vizcaya Argentaria, S.A. shares are already listed, in the form required by each one</p>  | Non-Voting | No vote |
| 6    | <p>Conferral of authority to the board of directors to issue any kind of debt instruments of any class or kind, including exchangeable debt, not convertible into equity, or any other analogous securities representing or creating debt, up to a maximum nominal amount of 250,000,000,000EUR.- (two hundred and fifty billion euros), within a five year period, repealing the unavailed part of the authority conferred by the AGM held on 18th March 2006, whose amount was raised by</p>   | Mgmt       | For     |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |   |            |         |
|------|---|------------|---------|
|      | resolutions of the AGMs held on 16th March 2007, 14th March 2008 and 13th March 2009, whilst maintaining the authority in force for the part availed  |            |         |
| 7    | Approval of a variable scheme of remuneration with BBVA shares for the Group's management, including executive directors and members of the senior management   | Mgmt       | For     |
| 8    | Extension of the scheme of remuneration with deferred delivery of shares for non-executive directors of Banco Bilbao Vizcaya Argentaria, S.A. adopted by the AGM, 18th March 2006   | Mgmt       | For     |
| 9    | Re-election of the firm to audit the accounts of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group in 2011   | Mgmt       | For     |
| 10   | Adoption of the amendment to the following articles in the Company Bylaws: Article 1 Name, Article 6 Increase or reduction in capital, Article 9 Calls on shares, Article 13 ter Preference shares, Article 15 Rights of Shareholders, Article 16 Obligations of the shareholders, Article 19 Classes of Meetings, Article 20 Convening of meetings: The authority responsible, Article 21 Form and content of the convening notice, Article 22 Place of Meeting, Article 24 Proxies (to allow the shareholder to be represented by any person), Article 28 Matters to be considered by Meetings, Article 30 Powers of the Meeting, Article 31 Adopting resolutions, Article 32 Minutes of Meetings, Chapter Four: The Board Committees, Article 48 Audit Committee, Article 51 Financial year, Article 52 Preparation of the Annual Accounts, Article 53 CONTD | Mgmt       | For     |
| CONT | CONTD Allocation of results, Article 54 Grounds of dissolution, Article 56 Liquidation phase, and suppression of the Additional Provisions: First, Second and Third, for their adaptation to the amendments brought in under the consolidated text of the Capital Companies Act, adopted by Legislative Royal Decree 1/2010, 2nd July and to Act 12/2010, 30th June, amending Act 19/1988, 12th July, on the auditing of accounts, Act 24/1988, 28th July, on securities exchanges, and the consolidated text of the Companies Act adopted under Legislative Royal Decree 1564/1989, 22nd December, and to bring in certain technical enhancements  | Non-Voting | No vote |
| 11   | Adoption of the amendment of the following articles of the General Meeting Regulations: Article 2 Types of General Meetings, Article 3 Powers of the General Meeting, Article 4 Convening the Meeting, Article 5 Notice of meeting, Article 9, Proxies at the General Meeting (to allow the shareholder to be represented by any person), Article 10 Form of proxy, Article   | Mgmt       | For     |

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|      |   |            |         |
|------|---|------------|---------|
|      | 11 Place and procedures, Article 18 Conducting the General Meeting and Article 20 Adopting resolutions, for its adaptation to the amendments brought in under the consolidated text of the Capital Companies Act, adopted by Legislative Royal Decree 1/2010, 2nd July and for their adaptation to the Company Bylaws, and to bring in certain technical enhancements |            |         |
| 12   | Conferral of authority on the Board of Directors, which may in turn delegate said authority, to formalise, correct, interpret and implement the resolutions adopted by the AGM  | Mgmt       | For     |
| 13   | Consultative vote on the Report on the BBVA Board of Directors remuneration policy  | Mgmt       | For     |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN RESOLUTION 3. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.   | Non-Voting | No vote |

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 BARCLAYS PLC, LONDON

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 Agen

Security: G08036124  
 Meeting Type: AGM  
 Meeting Date: 27-Apr-2011  
 Ticker:  
 ISIN: GB0031348658  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | To receive the Reports of the Directors and Auditors and the audited accounts for the year ended 31st December 2010 | Mgmt          | For           |
| 2      | To approve the Remuneration Report for the year ended 31st December 2010  | Mgmt          | For           |
| 3      | To re elect Alison Carnwath as a Director of the Company  | Mgmt          | For           |
| 4      | To re elect Dambisa Moyo as a Director of the Company   | Mgmt          | For           |
| 5      | To re elect Marcus Agius as a Director of the Company   | Mgmt          | For           |
| 6      | To re elect David Booth as a Director of the Company  | Mgmt          | For           |
| 7      | To re elect Sir Richard Broadbent as a Director of the Company  | Mgmt          | For           |
| 8      | To re elect Fulvio Conti as a Director of the   | Mgmt          | For           |

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|    | Company  |      |     |
|----|--|------|-----|
| 9  | To re elect Robert E Diamond Jr as a Director of the Company   | Mgmt | For |
| 10 | To re-elect Simon Fraser as a Director of the Company  | Mgmt | For |
| 11 | To re-elect Reuben Jeffery III as a Director of the Company  | Mgmt | For |
| 12 | To re elect Sir Andrew Likierman as a Director of the Company  | Mgmt | For |
| 13 | To re-elect Chris Lucas as a Director of the Company   | Mgmt | For |
| 14 | To re elect Sir Michael Rake as a Director of the Company  | Mgmt | For |
| 15 | To re-elect Sir John Sunderland as a Director of the Company   | Mgmt | For |
| 16 | To re appoint PricewaterhouseCoopers LLP as Auditors of the Company  | Mgmt | For |
| 17 | To authorise the Directors to set the remuneration of the Auditors   | Mgmt | For |
| 18 | To authorise the Company and its subsidiaries to make political donations and incur political expenditure                                | Mgmt | For |
| 19 | To authorise the Directors to allot securities   | Mgmt | For |
| 20 | To authorise the Directors to allot equity securities for cash other than on a pro rata basis to shareholders or to sell treasury shares | Mgmt | For |
| 21 | To authorise the Company to purchase its own shares  | Mgmt | For |
| 22 | To authorise the Directors to call general meetings other than an AGM on not less than 14 clear days notice                              | Mgmt | For |
| 23 | To approve and adopt the rules of the Barclays Group Long Term Incentive Plan  | Mgmt | For |
| 24 | To approve and adopt the rules of the Barclays Group Share Value Plan  | Mgmt | For |

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 BASF SE

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 Agen

Security: D06216317  
 Meeting Type: AGM  
 Meeting Date: 06-May-2011  
 Ticker:



# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

ISIN: DE000BASF111

| Prop.# Proposal   | Proposal Type | Proposal Vote |
|---|---------------|---------------|
| <p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p> | Non-Voting    | No vote       |
| <p>PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.</p>  | Non-Voting    | No vote       |
| <p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 21.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING.</p>  | Non-Voting    | No vote       |
| <p>1. Presentation of the Financial Statements of BASF SE and the BASF Group for the financial year 2010; presentation of the Management's analyses of BASF SE and the BASF Group for the financial year 2010 including the explanatory reports on the data according to Section 289 (4) and Section 315 (4) of the German Commercial Code; presentation of the Report of the Supervisory Board</p>   | Non-Voting    | No vote       |
| <p>2. Adoption of a resolution on the appropriation of profit</p>   | Mgmt          | For           |
| <p>3. Adoption of a resolution giving formal approval to the actions of the members of the Supervisory Board</p>  | Mgmt          | For           |
| <p>4. Adoption of a resolution giving formal approval to the actions of the members of the Board of Executive Directors</p>   | Mgmt          | For           |
| <p>5. Election of the auditor for the financial year 2011</p>   | Mgmt          | For           |
| <p>6. By-election to the Supervisory Board: Ms. Anke</p>  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Schaeferkordt

- |    |  |      |     |
|----|--|------|-----|
| 7. | Adoption of a resolution on the change of the remuneration of the Audit Committee of the Supervisory Board and the corresponding amendment of the Statutes | Mgmt | For |
| 8. | Approval of a control and profit and loss transfer agreement between BASF SE and Styrolution GmbH  | Mgmt | For |
| 9. | Approval of a control and profit and loss transfer agreement between BASF SE and BASF US Verwaltung GmbH   | Mgmt | For |

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BAYER AG, LEVERKUSEN

Agen

Security: D0712D163  
 Meeting Type: AGM  
 Meeting Date: 29-Apr-2011  
 Ticker:  
 ISIN: DE000BAY0017

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU. | Non-Voting    | No vote       |
|        | PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.  | Non-Voting    | No vote       |
|        | COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 14 04 2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING.  | Non-Voting    | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 1. | Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report, the report of the Supervisory Board, the explanatory report by the Board of Management on takeover-related disclosures, and the proposal by the Board of Management on the appropriation of distributable profit for the fiscal year 2010, as well as the resolution on the appropriation of distributable profit | Mgmt | For |
| 2. | Ratification of the actions of the members of the Board of Management   | Mgmt | For |
| 3. | Ratification of the actions of the members of the Supervisory Board   | Mgmt | For |
| 4. | Amendment to the Articles of Incorporation concerning the term of office of Supervisory Board members (Article 8(2) and (4) of the Articles of Incorporation)   | Mgmt | For |
| 5. | Spin-off of property holdings   | Mgmt | For |
| 6. | Election of the auditor of the financial statements and for the review of the half-yearly financial report  | Mgmt | For |

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BAYERISCHE MOTORENWERKE AG BMW, MUENCHEN

Agen

Security: D12096109  
 Meeting Type: AGM  
 Meeting Date: 12-May-2011  
 Ticker:  
 ISIN: DE0005190003

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU. | Non-Voting    | No vote       |
|        | PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 21 APR 11 , WHEREAS THE MEETING  | Non-Voting    | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

HAS BEEN SETUP USING THE ACTUAL RECORD DATE  
- 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT  
ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH  
THE GERMAN LAW. THANK YOU.

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 27  
04 2011. FURTHER INFORMATION ON COUNTER PROPOSALS  
CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE  
(PLEASE REFER TO THE MATERIAL URL SECTION OF  
THE APPLICATION). IF YOU WISH TO ACT ON THESE  
ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND  
AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S  
MEETING.

|    |  | Non-Voting | No vote |
|----|--|------------|---------|
| 1. | Presentation of the financial statements and annual report for the 2010 financial year with the report of the supervisory board, the abbreviated group financial statements and annual report, and the report pursuant to sections 289(4) and 315(4) of the German commercial code | Non-Voting | No vote |
| 2. | Resolution on the appropriation of the distributable profit of EUR 852,109,999.84 as follows: Payment of a dividend of EUR 1.30 per no-par share payment of a dividend of EUR 1.32 per preferred share ex-dividend and payable date: May 13, 2011                                  | Mgmt       | For     |
| 3. | Ratification of the acts of the board of MDs   | Mgmt       | For     |
| 4. | Ratification of the acts of the supervisory board  | Mgmt       | For     |
| 5. | Appointment of auditors for the 2011 financial year: KPMG Ag, Berlin   | Mgmt       | For     |
| 6. | Approval of the adjustment to the remuneration system for the board of MDs   | Mgmt       | For     |

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BG GROUP PLC

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Agen

Security: G1245Z108  
Meeting Type: AGM  
Meeting Date: 12-May-2011  
Ticker:  
ISIN: GB0008762899  
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| Prop.# | Proposal                   | Proposal Type | Proposal Vote |
|--------|----------------------------|---------------|---------------|
| 1      | Annual Report and Accounts | Mgmt          | For           |
| 2      | Remuneration Report        | Mgmt          | For           |
| 3      | Declaration of Dividend    | Mgmt          | For           |
| 4      | Election of Fabio Barbosa  | Mgmt          | For           |

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|      |   |            |         |
|------|---|------------|---------|
| 5    | Election of Caio Koch-Weser   | Mgmt       | For     |
| 6    | Election of Patrick Thomas  | Mgmt       | For     |
| 7    | Re-election of Peter Backhouse  | Mgmt       | For     |
| 8    | Re-election of Frank Chapman  | Mgmt       | For     |
| 9    | Re-election of Baroness Hogg  | Mgmt       | For     |
| 10   | Re-election of Dr John Hood   | Mgmt       | For     |
| 11   | Re-election of Martin Houston   | Mgmt       | For     |
| 12   | Re-election of Sir David Manning  | Mgmt       | For     |
| 13   | Re-election of Mark Seligman  | Mgmt       | For     |
| 14   | Re-election of Philippe Varin   | Mgmt       | For     |
| 15   | Re-election of Sir Robert Wilson  | Mgmt       | For     |
| 16   | To re-appoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company  | Mgmt       | For     |
| 17   | Remuneration of auditors  | Mgmt       | For     |
| 18   | Political donations   | Mgmt       | For     |
| 19   | Authority to allot shares   | Mgmt       | For     |
| 20   | Disapplication of pre-emption rights  | Mgmt       | For     |
| 21   | Authority to make market purchases of own shares  | Mgmt       | For     |
| 22   | Notice periods of general meetings  | Mgmt       | For     |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF AUDITOR NAME IN RESOLUTION 16. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | No vote |

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 BHP BILLITON LIMITED

Agen

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 Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 16-Nov-2010  
 Ticker: BHP  
 ISIN: US0886061086  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 01 | TO RECEIVE THE 2010 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC | Mgmt | For |
| 02 | TO RE-ELECT DR JOHN BUCHANAN AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC            | Mgmt | For |
| 03 | TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC           | Mgmt | For |
| 04 | TO RE-ELECT MR KEITH RUMBLE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC             | Mgmt | For |
| 05 | TO RE-ELECT DR JOHN SCHUBERT AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC            | Mgmt | For |
| 06 | TO RE-ELECT MR JACQUES NASSER AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC           | Mgmt | For |
| 07 | TO ELECT MR MALCOLM BROOMHEAD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC           | Mgmt | For |
| 08 | TO ELECT MS CAROLYN HEWSON AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC              | Mgmt | For |
| 09 | TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC                                     | Mgmt | For |
| 10 | TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC                                 | Mgmt | For |
| 11 | TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH                              | Mgmt | For |
| 12 | TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC  | Mgmt | For |
| 13 | TO APPROVE THE 2010 REMUNERATION REPORT  | Mgmt | For |
| 14 | TO APPROVE AMENDMENTS TO THE LONG TERM INCENTIVE PLAN  | Mgmt | For |
| 15 | TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP                    | Mgmt | For |
| 16 | TO APPROVE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LIMITED                                  | Mgmt | For |
| 17 | TO APPROVE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC                           | Mgmt | For |

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 BNP PARIBAS, PARIS

Agen

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 Security: F1058Q238  
 Meeting Type: MIX  
 Meeting Date: 11-May-2011  
 Ticker:  
 ISIN: FR0000131104

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.   | Non-Voting    | No vote       |
| CMMT   | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0309/201103091100594.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0309/201103091100594.pdf</a>   | Non-Voting    | No vote       |
| 0.1    | Approval of the corporate financial statements for the financial year 2010  | Mgmt          | For           |
| 0.2    | Approval of the consolidated financial statements for the financial year 2010   | Mgmt          | For           |
| 0.3    | Allocation of income for the financial year ended December 31, 2010 and distribution of the dividend  | Mgmt          | For           |
| 0.4    | Special report of the Statutory Auditors on the Agreements and Undertakings pursuant to Articles L.225-38 et seq. of the Commercial Code, including those concluded between a company and its corporate officers and also between companies of a group and mutual corporate managers  | Mgmt          | For           |
| 0.5    | Authorization for BNP Paribas to repurchase its own shares  | Mgmt          | For           |
| 0.6    | Renewal of Mr. Jean-Francois Lepetit's term as Board member   | Mgmt          | For           |
| 0.7    | Renewal of Mrs. Helene Ploix's term as Board member   | Mgmt          | For           |
| 0.8    | Renewal of Mr. Baudouin Prot's term as Board member   | Mgmt          | For           |
| 0.9    | Renewal of Mrs. DanielaWeber-Rey's term as Board  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |  |      |     |
|------|--|------|-----|
|      | member   |      |     |
| O.10 | Appointment of Mrs. Fields Wicker-Miurin as Board member   | Mgmt | For |
| E.11 | Approval of the merger-absorption of Banque de Bretagne by BNP Paribas   | Mgmt | For |
| E.12 | Approval of the simplified cross-border merger of BNP Paribas International BV by BNP Paribas SA                             | Mgmt | For |
| E.13 | Approval of the merger-absorption of the company Cerenicim by BNP Paribas  | Mgmt | For |
| E.14 | Approval of the merger-absorption of the company SAS Noria by BNP Paribas  | Mgmt | For |
| E.15 | Authorization to carry out allocations of performance shares in favor of employees and corporate officers of the group       | Mgmt | For |
| E.16 | Authorization to grant options to subscribe for or purchase shares in favor of employees and corporate officers of the group | Mgmt | For |
| E.17 | Authorization to be granted to the Board of Directors to reduce the capital by cancellation of shares                        | Mgmt | For |
| E.18 | Powers for the formalities   | Mgmt | For |

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 BOSTON PROPERTIES, INC.

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 Agen

Security: 101121101  
 Meeting Type: Annual  
 Meeting Date: 17-May-2011  
 Ticker: BXP  
 ISIN: US1011211018  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LAWRENCE S. BACOW  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ZOE BAIRD  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ALAN J. PATRICOF   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MARTIN TURCHIN   | Mgmt          | For           |
| 02     | TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.                           | Mgmt          | For           |
| 03     | TO APPROVE, BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING THE ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt          | 1 Year        |



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 04 | TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt | For     |
| 05 | STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.   | Shr  | Against |

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 B P P L C

Agen  
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Security: G12793108  
 Meeting Type: AGM  
 Meeting Date: 14-Apr-2011  
 Ticker:  
 ISIN: GB0007980591  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | To receive the directors annual report and accounts  | Mgmt          | For           |
| 2      | To approve the directors remuneration report   | Mgmt          | Abstain       |
| 3      | To re elect Mr P M Anderson as a director  | Mgmt          | For           |
| 4      | To re elect Mr A Burgmans as a director  | Mgmt          | For           |
| 5      | To re elect Mrs C B Carroll as a director  | Mgmt          | For           |
| 6      | To re elect Sir William Castell as a director  | Mgmt          | Abstain       |
| 7      | To re elect Mr I C Conn as a director  | Mgmt          | For           |
| 8      | To re elect Mr G David as a director   | Mgmt          | For           |
| 9      | To re elect Mr I E L Davis as a director   | Mgmt          | For           |
| 10     | To re elect Mr R W Dudley as a director  | Mgmt          | For           |
| 11     | To re elect Dr B E Grote as a director   | Mgmt          | For           |
| 12     | To elect Mr F L Bowman as a director   | Mgmt          | For           |
| 13     | To elect Mr B R Nelson as a director   | Mgmt          | For           |
| 14     | To elect Mr F P Nhleko as a director   | Mgmt          | For           |
| 15     | To re-elect Mr C H Svanberg as a director  | Mgmt          | For           |
| 16     | To reappoint Ernst and Young LLP as auditors and authorize the board to fix their remuneration | Mgmt          | For           |
| 17     | To give limited authority for the purchase of its own shares by the company                    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 18 | To give limited authority to allot shares up to a specified amount   | Mgmt | For |
| 19 | To give authority to allot a limited number of shares for cash free of pre-emption rights                          | Mgmt | For |
| 20 | To authorize the calling of general meetings excluding annual general meetings by notice of at least 14 clear days | Mgmt | For |
| 21 | To give limited authority to make political donations and incur political expenditure                              | Mgmt | For |
| 22 | To approve the renewal of the BP Sharematch Plan   | Mgmt | For |
| 23 | To approve the renewal of the BP Sharesave UK Plan   | Mgmt | For |

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 BRITISH AMERN TOB PLC

Agen

Security: G1510J102  
 Meeting Type: AGM  
 Meeting Date: 28-Apr-2011  
 Ticker:  
 ISIN: GB0002875804

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | Receipt of the 2010 Report and Accounts                            | Mgmt          | For           |
| 2      | Approval of the 2010 Remuneration Report                           | Mgmt          | For           |
| 3      | Declaration of the final dividend for 2010                         | Mgmt          | For           |
| 4      | To re-appoint PricewaterhouseCoopers LLP as the companies auditors | Mgmt          | For           |
| 5      | Authority for the Directors to agree the Auditors' remuneration    | Mgmt          | For           |
| 6      | Re-election of Richard Burrows as a Director (N)                   | Mgmt          | For           |
| 7      | Re-election of Karen de Segundo as a Director (C, N, R)            | Mgmt          | For           |
| 8      | Re-election of Nicandro Durante as a Director                      | Mgmt          | For           |
| 9      | Re-election of Robert Lerwill as a Director (A, N, R)              | Mgmt          | For           |
| 10     | Re-election of Christine Morin-Postel as a Director (A, N, R)      | Mgmt          | For           |
| 11     | Re-election of Gerry Murphy as a Director (C,                      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |  |            |         |
|------|--|------------|---------|
|      | N, R)  |            |         |
| 12   | Re-election of Anthony Ruys as a Director (A, N, R)  | Mgmt       | For     |
| 13   | Re-election of Sir Nicholas Scheele as a Director (A, N, R)  | Mgmt       | For     |
| 14   | Re-election of Ben Stevens as a Director   | Mgmt       | For     |
| 15   | Election of John Daly as a Director who has been appointed since the last Annual General Meeting   | Mgmt       | For     |
| 16   | Election of Kieran Poynter as a Director (C, N) who has been appointed Since the last Annual General Meeting   | Mgmt       | For     |
| 17   | Renewal of the Directors' authority to allot shares  | Mgmt       | For     |
| 18   | Renewal of the Directors' authority to disapply pre-emption rights   | Mgmt       | For     |
| 19   | Authority for the Company to purchase its own shares   | Mgmt       | For     |
| 20   | Authority to amend the British American Tobacco 2007 Long Term Incentive Plan  | Mgmt       | Against |
| 21   | Notice period for General Meetings   | Mgmt       | For     |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF AUDITOR NAME IN RESOLUTION 4. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | No vote |

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 CARDINAL HEALTH, INC.

Agen

Security: 14149Y108  
 Meeting Type: Annual  
 Meeting Date: 03-Nov-2010  
 Ticker: CAH  
 ISIN: US14149Y1082  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: COLLEEN F. ARNOLD | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GEORGE S. BARRETT | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GLENN A. BRITT    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CARRIE S. COX     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1E | ELECTION OF DIRECTOR: CALVIN DARDEN  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: BRUCE L. DOWNEY  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: JOHN F. FINN   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: GREGORY B. KENNY   | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: JAMES J. MONGAN, M.D.  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: DAVID W. RAISBECK  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JEAN G. SPAULDING, M.D.  | Mgmt | For     |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2011. | Mgmt | For     |
| 03 | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CODE OF REGULATIONS ALLOWING THE BOARD OF DIRECTORS TO AMEND THE RESTATED CODE OF REGULATIONS.      | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED STOCK OPTIONS.  | Shr  | For     |
| 05 | SHAREHOLDER PROPOSAL TO AMEND THE RESTATED CODE OF REGULATIONS TO REQUIRE THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR.                           | Shr  | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.  | Shr  | For     |

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CARNIVAL CORPORATION

Agen

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Security: 143658300  
Meeting Type: Annual  
Meeting Date: 13-Apr-2011  
Ticker: CCL  
ISIN: PA1436583006  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.        | Mgmt          | For           |
| 02     | TO RE-ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt          | For           |
| 03     | TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC. | Mgmt          | For           |
| 04     | TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |        |
|----|--|------|--------|
|    | CARNIVAL CORPORATION AND CARNIVAL PLC.   |      |        |
| 05 | TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 06 | TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 07 | TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 08 | TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 09 | TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 10 | TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 11 | TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 12 | TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 13 | TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.  | Mgmt | For    |
| 14 | TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND CARNIVAL PLC.   | Mgmt | For    |
| 15 | TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION. | Mgmt | For    |
| 16 | TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.  | Mgmt | For    |
| 17 | TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2010.   | Mgmt | For    |
| 18 | TO APPROVE THE FISCAL 2010 COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.   | Mgmt | For    |
| 19 | TO DETERMINE HOW FREQUENTLY THE SHAREHOLDERS OF CARNIVAL CORPORATION & PLC SHOULD BE PROVIDED WITH A NON-BINDING ADVISORY VOTE REGARDING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF CARNIVAL CORPORATION & PLC.   | Mgmt | 1 Year |
| 20 | TO APPROVE THE CARNIVAL PLC DIRECTORS' REMUNERATION REPORT FOR THE YEAR ENDED NOVEMBER 30, 2010.   | Mgmt | For    |
| 21 | TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC.  | Mgmt | For    |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 22 | TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC. | Mgmt | For |
| 23 | TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET.    | Mgmt | For |
| 24 | TO APPROVE THE CARNIVAL CORPORATION 2011 STOCK PLAN.  | Mgmt | For |

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CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2011  
 Ticker: CELG  
 ISIN: US1510201049

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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ROBERT J. HUGIN<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>MICHAEL A. FRIEDMAN, MD<br>GILLA KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.                          | Mgmt   | For  |
| 03     | APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN.  | Mgmt   | For  |
| 04     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt   | For  |
| 05     | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.   | Mgmt   | 1 Year   |

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CENTURYLINK, INC.

Agen

Security: 156700106  
 Meeting Type: Annual  
 Meeting Date: 18-May-2011

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Ticker: CTL  
ISIN: US1567001060

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 1      | DIRECTOR<br>VIRGINIA BOULET<br>PETER C. BROWN<br>RICHARD A. GEPHARDT<br>GREGORY J. MCCRAY<br>MICHAEL J. ROBERTS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2      | RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR 2011.   | Mgmt                                 | For                             |
| 3      | APPROVE OUR 2011 EQUITY INCENTIVE PLAN.   | Mgmt                                 | For                             |
| 4A     | ADVISORY VOTE REGARDING OUR EXECUTIVE COMPENSATION.   | Mgmt                                 | For                             |
| 4B     | ADVISORY VOTE REGARDING THE FREQUENCY OF OUR EXECUTIVE COMPENSATION VOTES.                                      | Mgmt                                 | 1 Year                          |
| 5A     | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS REPORTS.   | Shr                                  | Against                         |
| 5B     | SHAREHOLDER PROPOSAL REGARDING BOARD DECLASSIFICATION.  | Shr                                  | For                             |

CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
Meeting Type: Annual  
Meeting Date: 18-Nov-2010  
Ticker: CSCO  
ISIN: US17275R1023

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CAROL A. BARTZ        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. MICHELE BURNS      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LARRY R. CARTER       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOHN T. CHAMBERS      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: BRIAN L. HALLA        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RODERICK C. MCGEARY   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1J | ELECTION OF DIRECTOR: MICHAEL K. POWELL   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: ARUN SARIN  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: STEVEN M. WEST  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: JERRY YANG  | Mgmt | For     |
| 02 | TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 03 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 30, 2011.  | Mgmt | For     |
| 04 | PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND CISCO'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY.   | Shr  | Against |
| 05 | PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS, WITHIN SIX MONTHS, PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT. | Shr  | Against |
| 06 | PROPOSAL SUBMITTED BY A SHAREHOLDER REQUESTING THAT CISCO ADOPT AND IMPLEMENT A POLICY RESTRICTING CERTAIN SALES IN CHINA, ADOPT A RELATED OVERSIGHT AND COMPLIANCE SYSTEM WITH RESPECT TO HUMAN RIGHTS IMPACTS AND PROVIDE PUBLIC DISCLOSURE OF CISCO'S SALES TO CHINA AND CERTAIN OTHER GOVERNMENTS, AS SET FORTH IN THE ACCOMPANYING PROXY STATEMENT.                    | Shr  | Against |

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 CITIGROUP INC.

Agen

Security: 172967101  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2011  
 Ticker: C  
 ISIN: US1729671016

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ALAIN J.P. BELDA    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TIMOTHY C. COLLINS  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT L. JOSS      | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1E | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: VIKRAM S. PANDIT   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: RICHARD D. PARSONS   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: LAWRENCE R. RICCIARDI  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: JUDITH RODIN   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: ROBERT L. RYAN   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: DIANA L. TAYLOR  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.   | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: ERNESTO ZEDILLO  | Mgmt | For     |
| 02 | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.   | Mgmt | For     |
| 03 | PROPOSAL TO APPROVE AN AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN.   | Mgmt | For     |
| 04 | APPROVAL OF CITI'S 2011 EXECUTIVE PERFORMANCE PLAN.  | Mgmt | For     |
| 05 | ADVISORY VOTE ON CITI'S 2010 EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 06 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year  |
| 07 | PROPOSAL TO APPROVE THE REVERSE STOCK SPLIT EXTENSION.   | Mgmt | For     |
| 08 | STOCKHOLDER PROPOSAL REGARDING POLITICAL NON-PARTISANSHIP.   | Shr  | Against |
| 09 | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.   | Shr  | Against |
| 10 | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON RESTORING TRUST AND CONFIDENCE IN THE FINANCIAL SYSTEM.  | Shr  | Against |
| 11 | STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HOLDING 15% OR ABOVE HAVE THE RIGHT TO CALL SPECIAL STOCKHOLDER MEETINGS.  | Shr  | For     |
| 12 | STOCKHOLDER PROPOSAL REQUESTING THAT THE AUDIT COMMITTEE CONDUCT AN INDEPENDENT REVIEW AND REPORT ON CONTROLS RELATED TO LOANS, FORECLOSURES, AND SECURITIZATIONS. | Shr  | For     |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 11-May-2011  
 Ticker: CMCSA  
 ISIN: US20030N1019

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>S. DECKER ANSTROM<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>EDWARD D. BREEN<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>EDUARDO G. MESTRE<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>DR. JUDITH RODIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS   | Mgmt   | For   |
| 03     | APPROVAL OF THE COMCAST-NBCUNIVERSAL 2011 EMPLOYEE STOCK PURCHASE PLAN  | Mgmt   | For   |
| 04     | APPROVAL OF THE COMCAST CORPORATION 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED   | Mgmt   | For   |
| 05     | APPROVAL OF THE COMCAST CORPORATION 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED   | Mgmt   | For   |
| 06     | APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION   | Mgmt   | For   |
| 07     | ADVISORY VOTE ON THE FREQUENCY OF THE VOTE ON EXECUTIVE COMPENSATION  | Mgmt   | 1 Year  |
| 08     | TO PROVIDE FOR CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS   | Shr  | Against   |
| 09     | TO REQUIRE THAT THE CHAIRMAN OF THE BOARD NOT BE A CURRENT OR FORMER EXECUTIVE OFFICER  | Shr  | For   |

CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 11-May-2011  
 Ticker: COP  
 ISIN: US20825C1045

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RUTH R. HARKIN   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: HAROLD W. MCGRAW III   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES J. MULVA   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HARALD J. NORVIK   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLIAM K. REILLY  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: KATHRYN C. TURNER  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt          | For           |
| 03     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | Against       |
| 04     | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |
| 05     | APPROVAL OF 2011 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.   | Mgmt          | For           |
| 06     | GENDER EXPRESSION NON-DISCRIMINATION.  | Shr           | Against       |
| 07     | POLITICAL CONTRIBUTIONS.   | Shr           | Against       |
| 08     | REPORT ON GRASSROOTS LOBBYING EXPENDITURES.  | Shr           | Against       |
| 09     | ACCIDENT RISK MITIGATION.  | Shr           | Against       |
| 10     | COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).   | Shr           | Against       |
| 11     | GREENHOUSE GAS REDUCTION TARGETS.  | Shr           | Against       |
| 12     | REPORT ON FINANCIAL RISKS FROM CLIMATE CHANGE.   | Shr           | Against       |
| 13     | CANADIAN OIL SANDS.  | Shr           | Against       |

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 Security: 219350105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2011  
 Ticker: GLW  
 ISIN: US2193501051  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN SEELY BROWN  | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: JOHN A. CANNING, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GORDON GUND   | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: KURT M. LANDGRAF  | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: H. ONNO RUDING  | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: GLENN F. TILTON   | Mgmt          | For           |
| 02     | APPROVAL, BY NON-BINDING VOTE, ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 03     | APPROVAL, BY NON-BINDING, ON THE FREQUENCY OF FUTURE EXECUTIVE COMPENSATION VOTES.  | Mgmt          | 1 Year        |
| 04     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |
| 05     | SHAREHOLDER PROPOSAL CONCERNING SPECIAL MEETINGS.   | Shr           | For           |

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 COVIDIEN PLC

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 Agen

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 Security: G2554F105  
 Meeting Type: Annual  
 Meeting Date: 15-Mar-2011  
 Ticker: COV  
 ISIN: IE00B3QN1M21  
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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRAIG ARNOLD            | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT H. BRUST         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE      | Mgmt          | For           |

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|    |  |      |        |
|----|--|------|--------|
| 1F | ELECTION OF DIRECTOR: KATHY J. HERBERT   | Mgmt | For    |
| 1G | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III  | Mgmt | For    |
| 1H | ELECTION OF DIRECTOR: RICHARD J. MEELIA  | Mgmt | For    |
| 1I | ELECTION OF DIRECTOR: DENNIS H. REILLEY  | Mgmt | For    |
| 1J | ELECTION OF DIRECTOR: TADATAKA YAMADA  | Mgmt | For    |
| 1K | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO   | Mgmt | For    |
| 02 | APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.                        | Mgmt | For    |
| 03 | EFFECT A ONE-FOR-ONE HUNDRED REVERSE SPLIT FOLLOWED BY A ONE HUNDRED-FOR-ONE FORWARD SPLIT OF THE COMPANY'S ORDINARY SHARES. | Mgmt | For    |
| 04 | AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | For    |
| 05 | AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.   | Mgmt | 1 Year |

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CREDIT SUISSE GROUP AG N Y BRH MEDIUM TERM SR BK NTS BOOK ENTRY

Agen

Security: H3698D419  
Meeting Type: AGM  
Meeting Date: 29-Apr-2011  
Ticker:  
ISIN: CH0012138530

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 729304, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.                                     | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 729304, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR HOLDINGS MUST BE NOTIFIED TO THE COMPANY REGISTRAR IN EITHER THE NOMINEE NAME OR THE BENEFICIAL OWNER NAME BEFORE THE REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU | Non-Voting    | No vote       |
| 1.1    | Presentation of the annual report, the parent   | Non-Voting    | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

company's 2010 financial statements, the Group's 2010 consolidated financial statements and the 2010 remuneration report

|       |   |      |         |
|-------|---|------|---------|
| 1.2   | Consultative vote on the 2010 remuneration report   | Mgmt | No vote |
| 1.3   | Approval of the annual report, the parent company's 2010 financial statements and the Group's 2010 consolidated financial statements  | Mgmt | No vote |
| 2     | Discharge of the acts of the Members of the Board of Directors and Executive Board  | Mgmt | No vote |
| 3.1   | Resolution on the appropriation of retained earnings  | Mgmt | No vote |
| 3.2   | Resolution on the distribution against reserves from capital contributions  | Mgmt | No vote |
| 4.1   | Changes in share capital: Increase of conditional capital for the purpose of contingent convertible bonds   | Mgmt | No vote |
| 4.2   | Changes in share capital: Renewing the authorized capital   | Mgmt | No vote |
| 5.1   | Other amendments to the articles of association: Voting and election procedures at the General Meeting of Shareholders  | Mgmt | No vote |
| 5.2   | Other amendments to the articles of association: Deletion of provisions concerning contributions in kind  | Mgmt | No vote |
| 6.1.1 | Re-election of Peter Brabeck-Letmathe to the Board of Directors   | Mgmt | No vote |
| 6.1.2 | Re-election of Jean Lanier to the Board of Directors  | Mgmt | No vote |
| 6.1.3 | Re-election of Anton van Rossum to the Board of Directors   | Mgmt | No vote |
| 6.2   | Election of the independent auditors: KPMG AG, Zurich   | Mgmt | No vote |
| 6.3   | Election of the special auditors  | Mgmt | No vote |
| 7     | If voting or elections takes place on proposals that have not been submitted until the Annual General Meeting itself as defined in Article 700 paragraphs 3 and 4 of the Swiss Code of Obligations, I hereby authorize the independent proxy to vote in favor of the proposal of the Board of Directors | Mgmt | No vote |

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DANAHER CORPORATION

Agen

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Security: 235851102

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 10-May-2011  
 Ticker: DHR  
 ISIN: US2358511028

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MITCHELL P. RALES   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.   | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.  | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.  | Mgmt          | For           |
| 04     | TO APPROVE AN AMENDMENT TO DANAHER'S RESTATED CERTIFICATE OF INCORPORATION TO ALLOW HOLDERS OF TWENTY-FIVE PERCENT (25%) OR MORE OF DANAHER'S SHARES TO CALL A SPECIAL MEETING OF SHAREHOLDERS. | Mgmt          | For           |
| 05     | TO APPROVE AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND MATERIAL TERMS OF PLAN PERFORMANCE GOALS.  | Mgmt          | For           |
| 06     | TO APPROVE AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 07     | TO APPROVE AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | 1 Year        |

DANONE, PARIS

Agen

Security: F12033134  
 Meeting Type: MIX  
 Meeting Date: 28-Apr-2011  
 Ticker:  
 ISIN: FR0000120644

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE. | Non-Voting    | No vote       |
| CMMT   | French Resident Shareowners must complete, sign   | Non-Voting    | No vote       |

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and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative

|      |   |            |         |
|------|---|------------|---------|
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100550.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100550.pdf</a> | Non-Voting | No vote |
| 0.1  | Approval of the corporate financial statements for the financial year ended on December 31, 2010  | Mgmt       | For     |
| 0.2  | Approval of the consolidated financial statements for the financial year ended on December 31, 2010   | Mgmt       | For     |
| 0.3  | Allocation of income for the financial year ended December 31, 2010 and setting the dividend at EUR 1.30 per share  | Mgmt       | For     |
| 0.4  | Ratification of the co-optation of Mr. Yoshihiro Kawabata as Board member   | Mgmt       | For     |
| 0.5  | Renewal of Mr. Bruno Bonnell's term as Board member   | Mgmt       | For     |
| 0.6  | Renewal of Mr. Bernard Hours's term as Board member   | Mgmt       | For     |
| 0.7  | Renewal of Mr. Yoshihiro Kawabata's term as Board member  | Mgmt       | For     |
| 0.8  | Renewal of Mr. Jacques Vincent's term as Board member   | Mgmt       | For     |
| 0.9  | Appointment of Mrs. Isabelle Seillier as Board member   | Mgmt       | For     |
| 0.10 | Appointment of Mr. Jean-Michel Severino as Board member   | Mgmt       | For     |
| 0.11 | Approval of the Agreements referred to in the Statutory Auditors' special report  | Mgmt       | For     |
| 0.12 | Approval of the Agreements and Undertakings pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code relating to Mr. Bernard Hours   | Mgmt       | For     |
| 0.13 | Authorization to be granted to the Board of   | Mgmt       | For     |



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |  |      |     |
|------|--|------|-----|
|      | Directors to purchase, hold or transfer<br>Company's shares  |      |     |
| E.14 | Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to the capital of the Company, with preferential subscription rights of shareholders  | Mgmt | For |
| E.15 | Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to the capital of the Company, with cancellation of preferential subscription rights of shareholders, but with obligation to grant a priority right | Mgmt | For |
| E.16 | Delegation of authority to the Board of Directors in the event of capital increase with or without cancellation of preferential subscription rights of shareholders to increase the amount of issuable securities  | Mgmt | For |
| E.17 | Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to the capital of the Company, in the event of public exchange offer initiated by the Company  | Mgmt | For |
| E.18 | Delegation of powers to the Board of Directors to issue ordinary shares, in consideration for in-kind contributions granted to the Company and composed of equity securities or securities giving access to the capital  | Mgmt | For |
| E.19 | Delegation of authority to the Board of Directors to increase the Company's capital by incorporation of reserves, profits or premiums or other amounts which capitalization is authorized  | Mgmt | For |
| E.20 | Delegation of authority to the Board of Directors to carry out capital increases reserved for employees participating in a company savings plan and/or transfers of reserved securities  | Mgmt | For |
| E.21 | Authorization granted to the Board of Directors to reduce capital by cancellation of shares  | Mgmt | For |
| E.22 | Powers for formalities   | Mgmt | For |

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DAVITA INC.

Agen

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Security: 23918K108  
Meeting Type: Annual  
Meeting Date: 06-Jun-2011  
Ticker: DVA  
ISIN: US23918K1088

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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PAMELA M. ARWAY   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CHARLES G. BERG   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLARD W. BRITTAIN, JR.  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CAROL ANTHONY ("JOHN") DAVIDSON   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PAUL J. DIAZ  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PETER T. GRAUER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHN M. NEHRA   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM L. ROPER  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: KENT J. THIRY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ROGER J. VALINE   | Mgmt          | For           |
| 02     | APPROVAL OF OUR 2011 INCENTIVE AWARD PLAN   | Mgmt          | For           |
| 03     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011 | Mgmt          | For           |
| 04     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 05     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION                                     | Mgmt          | 1 Year        |
| 06     | STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT  | Shr           | Against       |

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 DEERE & COMPANY

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 Agen

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 23-Feb-2011  
 Ticker: DE  
 ISIN: US2441991054  
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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DIPAK C. JAIN            | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOACHIM MILBERG          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RICHARD B. MYERS         | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |   |      |        |
|----|---|------|--------|
| 02 | NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY")  | Mgmt | For    |
| 03 | NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES  | Mgmt | 1 Year |
| 04 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011 | Mgmt | For    |

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 DEUTSCHE BANK AG, FRANKFURT AM MAIN

Agen

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 Security: D18190898  
 Meeting Type: AGM  
 Meeting Date: 26-May-2011  
 Ticker:  
 ISIN: DE0005140008  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU. | Non-Voting    | No vote       |
|        | PLEASE NOTE THAT IN SOME CASES DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN THESE SHARES MAY BE BLOCKED. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.  | Non-Voting    | No vote       |
|        | COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 11.05.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.   | Non-Voting    | No vote       |
| 1.     | Presentation of the established Annual Financial Statements and Management Report (including the explanatory report on disclosures pursuant   | Non-Voting    | No vote       |

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|     |  |      |     |
|-----|--|------|-----|
|     | to paragraph 289 (4) German Commercial Code) for the 2010 financial year, the approved Consolidated Financial Statements and Management Report (including the explanatory report on disclosures pursuant to paragraph 315 (4) German Commercial Code) for the 2010 financial year as well as the Report of the Supervisory Board |      |     |
| 2.  | Appropriation of distributable profit  | Mgmt | For |
| 3.  | Ratification of the acts of management of the members of the Management Board for the 2010 financial year  | Mgmt | For |
| 4.  | Ratification of the acts of management of the members of the Supervisory Board for the 2010 financial year   | Mgmt | For |
| 5.  | Election of the auditor for the 2011 financial year, interim accounts  | Mgmt | For |
| 6.  | Authorization to acquire own shares pursuant to paragraph 71 (1) No.8 Stock Corporation Act as well as for their use with the possible exclusion of pre-emptive rights   | Mgmt | For |
| 7.  | Authorization to use derivatives within the framework of the purchase of own shares pursuant to paragraph 71 (1) No.8 Stock Corporation Act  | Mgmt | For |
| 8.  | Authorization to issue participatory notes with warrants and/or convertible participatory notes, bonds with warrants and convertible bonds (with the possibility of excluding pre-emptive rights), creation of conditional capital and amendment to the Articles of Association  | Mgmt | For |
| 9.  | Creation of new authorized capital for the capital increases in cash (with the possibility of excluding shareholders' pre-emptive rights, also in accordance with paragraph 186 (3) sentence 4 Stock Corporation Act) and amendment to the Articles of Association   | Mgmt | For |
| 10. | Creation of new authorized capital for capital increases in cash or in kind (with the possibility of excluding pre-emptive rights) and amendments to the Articles of Association   | Mgmt | For |
| 11. | Creation of new authorized capital for capital increases in cash (with the possibility of excluding pre-emptive rights for broken amounts as well as in favour of holders of option and convertible rights) and amendment to the Articles of Association   | Mgmt | For |
| 12. | Election to the Supervisory Board: Ms. Katherine Garrett-Cox   | Mgmt | For |
| 13. | Approval of the conclusion of a partial profit and loss transfer agreement pursuant to paragraph 292 (1) No.2 Stock Corporation Act (consisting  | Mgmt | For |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

of a "Revenue Sharing Agreement" and an "Operating Agreement") between Deutsche Bank Aktiengesellschaft, as the company, and Deutsche Bank Financial LLC, Wilmington, as the other party

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 DEUTSCHE TELEKOM AG, BONN

Agen

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 Security: D2035M136  
 Meeting Type: AGM  
 Meeting Date: 12-May-2011  
 Ticker:  
 ISIN: DE0005557508  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU. | Non-Voting    | No vote       |
|        | PLEASE NOTE THAT IN SOME CASES DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN THESE SHARES MAY BE BLOCKED. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.  | Non-Voting    | No vote       |
|        | COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 27.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.   | Non-Voting    | No vote       |
| 1.     | Submission to the shareholders' meeting pursuant to section 176 (1) sentence 1 of the AktG (Aktiengesetz-German Stock Corporation Act)  | Non-Voting    | No vote       |
| 2.     | Resolution on the appropriation of net income   | Mgmt          | For           |
| 3.     | Resolution on the approval of the actions of the members of the Board of Management for the 2010 financial year   | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
| 4.  | Resolution on the approval of the actions of Dr. Klaus Zumwinkel, who resigned from the Supervisory Board, for the 2008 financial year  | Mgmt | For |
| 5.  | Resolution on the approval of the actions of the members of the Supervisory Board for the 2010 financial year   | Mgmt | For |
| 6.  | Resolution on the appointment of the independent auditor and the Group auditor pursuant to section 318 (1) HGB for the 2011 financial year as well as the independent auditor to review the condensed financial statements and the interim management report pursuant to section 37w (5), section 37y no. 2 WpHG (Wertpapierhandelsgesetz-German Securities Trading Act) in the 2011 financial year | Mgmt | For |
| 7.  | Resolution on the authorization to acquire treasury shares and use them with possible exclusion of subscription rights and any rights to offer shares as well as of the option to redeem treasury shares, reducing the capital stock  | Mgmt | For |
| 8.  | Election of a Supervisory Board member: Dr. Hubertus von Grunberg   | Mgmt | For |
| 9.  | Election of a Supervisory Board member: Dr. h.c Bernhard Walter   | Mgmt | For |
| 10. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with T-Systems international GmbH  | Mgmt | For |
| 11. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeFleetServices GmbH  | Mgmt | For |
| 12. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with DFMG Holding GmbH   | Mgmt | For |
| 13. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeAssekuranz- Deutsche Telekom Assekuranz-Vermittlungsgesellschaft mbH  | Mgmt | For |
| 14. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with Vivento Customer Services GmbH  | Mgmt | For |
| 15. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with Vivento Technical Services GmbH   | Mgmt | For |
| 16. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with Deutsche Telekom Accounting GmbH  | Mgmt | For |
| 17. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with   | Mgmt | For |

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|     |   |      |     |
|-----|---|------|-----|
|     | Deutsche Telekom Training GmbH  |      |     |
| 18. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with Norma Telekommunikationsdienste GmbH    | Mgmt | For |
| 19. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeAsia Holding GmbH                   | Mgmt | For |
| 20. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with Traviata Telekommunicationsdienste GmbH | Mgmt | For |
| 21. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with Scout24 Holding GmbH                    | Mgmt | For |
| 22. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with T-Mobile Worldwide Holding GmbH         | Mgmt | For |
| 23. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with Telekom Deutschland GmbH                | Mgmt | For |
| 24. | Resolution regarding approval of the amendment to the profit and loss transfer agreement with MagyarCom Holding GmbH                  | Mgmt | For |
| 25. | Resolution on the amendment to section 2 of the Articles of Incorporation   | Mgmt | For |
| 26. | Resolution regarding approval of the settlement agreement with the former member of the Board of Management Kai Uwe Ricke             | Mgmt | For |
| 27. | Resolution regarding approval of the settlement agreement with the former member of the Supervisory Board Dr. Klaus Zumwinkel         | Mgmt | For |

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 E.ON AKTIENGESELLSCHAFT EON, DUESSELDORF

Agen

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 Security: D24914133  
 Meeting Type: AGM  
 Meeting Date: 05-May-2011  
 Ticker:  
 ISIN: DE000ENAG999  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE | Non-Voting    | No vote       |

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EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.

PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.

Non-Voting No vote

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 20.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING.

Non-Voting No vote

- |     |  |            |         |
|-----|--|------------|---------|
| 1.  | Presentation of the adopted Annual Financial Statements and the approved Consolidated Financial Statements for the 2010 financial year, along with the Management Report Summary for E.ON AG and the E.ON Group and the Report of the Supervisory Board as well as the Explanatory Report of the Board of Management regarding the statements pursuant to Sections 289 para. 4, 315 para. 4 and Section 289 para. 5 German Commercial Code (Handelsgesetzbuch - HGB) | Non-Voting | No vote |
| 2.  | Appropriation of balance sheet profits from the 2010 financial year  | Mgmt       | For     |
| 3.  | Discharge of the Board of Management for the 2010 financial year   | Mgmt       | For     |
| 4.  | Discharge of the Supervisory Board for the 2010 financial year   | Mgmt       | For     |
| 5.  | Approval of the compensation system applying to the Members of the Board of Management   | Mgmt       | For     |
| 6.a | Elections for the Supervisory Board: Baroness Denise Kingsmill CBE   | Mgmt       | For     |
| 6.b | Elections for the Supervisory Board: B rd Mikkelsen  | Mgmt       | For     |
| 6.c | Elections for the Supervisory Board: Ren Obermann  | Mgmt       | For     |
| 7.a | Election of the auditor for the 2011 financial year as well as for the inspection of financial statements: Election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, as the auditor for the annual as well as the consolidated financial statements   | Mgmt       | For     |



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for the 2011 financial year

|     |   |      |     |
|-----|---|------|-----|
| 7.b | Election of the auditor for the 2011 financial year as well as for the inspection of financial statements: Election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, as the auditor for the inspection of the abbreviated financial statements and the interim management report for the first half of the 2011 financial year | Mgmt | For |
| 8.  | Resolution on the modification of Supervisory Board compensation and amendment of Articles of Association   | Mgmt | For |
| 9.a | Approval of amendment agreement regarding the control and profit and loss transfer agreement between E.ON AG and E.ON Beteiligungsverwaltungs GmbH  | Mgmt | For |
| 9.b | Approval of amendment agreement regarding the control and profit and loss transfer agreement between E.ON AG and E.ON Energy Trading Holding GmbH   | Mgmt | For |
| 9.c | Approval of amendment agreement regarding the control and profit and loss transfer agreement between E.ON AG and E.ON Finanzanlagen GmbH  | Mgmt | For |
| 9.d | Approval of amendment agreement regarding the control and profit and loss transfer agreement between E.ON AG and E.ON Ruhrgas Holding GmbH  | Mgmt | For |

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 EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 01-Feb-2011  
 Ticker: EMR  
 ISIN: US2910111044  
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| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>D.N. FARR*<br>H. GREEN*<br>C.A. PETERS*<br>J.W. PRUEHER*<br>R.L. RIDGWAY**             | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. 2006 INCENTIVE SHARES PLAN. | Mgmt                                 | For                             |
| 03     | APPROVAL OF THE EMERSON ELECTRIC CO. 2011 STOCK OPTION PLAN.                                       | Mgmt                                 | For                             |

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|    |  |      |         |
|----|--|------|---------|
| 04 | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For     |
| 05 | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.                                      | Mgmt | For     |
| 06 | ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES.   | Mgmt | 1 Year  |
| 07 | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr  | Against |

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EXXON MOBIL CORPORATION

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Agen

Security: 30231G102  
Meeting Type: Annual  
Meeting Date: 25-May-2011  
Ticker: XOM  
ISIN: US30231G1022

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>M.J. BOSKIN<br>P. BRABECK-LETMATHE<br>L.R. FAULKNER<br>J.S. FISHMAN<br>K.C. FRAZIER<br>W.W. GEORGE<br>M.C. NELSON<br>S.J. PALMISANO<br>S.S REINEMUND<br>R.W. TILLERSON<br>E.E. WHITACRE, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 55)   | Mgmt   | For   |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)  | Mgmt   | Against   |
| 04     | FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)   | Mgmt   | 1 Year  |
| 05     | INDEPENDENT CHAIRMAN (PAGE 58)   | Shr  | For   |
| 06     | REPORT ON POLITICAL CONTRIBUTIONS (PAGE 59)  | Shr  | Against   |
| 07     | AMENDMENT OF EEO POLICY (PAGE 61)  | Shr  | Against   |
| 08     | POLICY ON WATER (PAGE 62)  | Shr  | Against   |
| 09     | REPORT ON CANADIAN OIL SANDS (PAGE 64)   | Shr  | Against   |
| 10     | REPORT ON NATURAL GAS PRODUCTION (PAGE 65)   | Shr  | Against   |

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|    |  |     |         |
|----|--|-----|---------|
| 11 | REPORT ON ENERGY TECHNOLOGY (PAGE 67)    | Shr | Against |
| 12 | GREENHOUSE GAS EMISSIONS GOALS (PAGE 68) | Shr | Against |

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FEDEX CORPORATION

Agen

Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 27-Sep-2010  
 Ticker: FDX  
 ISIN: US31428X1063

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES L. BARKSDALE                              | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN A. EDWARDSON                               | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J.R. HYDE, III                                  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SHIRLEY A. JACKSON                              | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: STEVEN R. LORANGER                              | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GARY W. LOVEMAN                                 | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: SUSAN C. SCHWAB                                 | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: FREDERICK W. SMITH                              | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOSHUA I. SMITH                                 | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DAVID P. STEINER                                | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: PAUL S. WALSH                                   | Mgmt          | For           |
| 02     | ADOPTION OF 2010 OMNIBUS STOCK INCENTIVE PLAN.                        | Mgmt          | For           |
| 03     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.        | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.            | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT. | Shr           | For           |
| 06     | STOCKHOLDER PROPOSAL REGARDING CEO SUCCESSION PLANNING.               | Shr           | Against       |

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FLUOR CORPORATION

Agen

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: 343412102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2011  
 Ticker: FLR  
 ISIN: US3434121022

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PETER J. FLUOR   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOSEPH W. PRUEHER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: SUZANNE H. WOOLSEY   | Mgmt          | For           |
| 02     | AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 03     | AN ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |
| 04     | THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.   | Mgmt          | For           |
| 05     | THE AMENDMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO REMOVE AND REPLACE THE SUPERMAJORITY VOTING PROVISIONS.  | Mgmt          | For           |
| 06     | THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |

FORD MOTOR COMPANY

Agen

Security: 345370860  
 Meeting Type: Annual  
 Meeting Date: 12-May-2011  
 Ticker: F  
 ISIN: US3453708600

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEPHEN G. BUTLER      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KIMBERLY A. CASIANO    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR. | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: EDSEL B. FORD II       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR. | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1F | ELECTION OF DIRECTOR: RICHARD A. GEPHARDT  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: JAMES H. HANCE, JR.  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: ELLEN R. MARRAM  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: ALAN MULALLY   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: HOMER A. NEAL  | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: GERALD L. SHAHEEN  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: JOHN L. THORNTON   | Mgmt | For     |
| 02 | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt | For     |
| 03 | SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.   | Mgmt | For     |
| 04 | SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.       | Mgmt | 1 Year  |
| 05 | RELATING TO DISCLOSURE OF THE COMPANY'S POLITICAL CONTRIBUTIONS.   | Shr  | Against |
| 06 | RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE. | Shr  | For     |
| 07 | RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.                            | Shr  | For     |

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2011  
 Ticker: FCX  
 ISIN: US35671D8570

| Prop.# | Proposal               | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 1      | DIRECTOR               |               |               |
|        | RICHARD C. ADKERSON    | Mgmt          | For           |
|        | ROBERT J. ALLISON, JR. | Mgmt          | For           |
|        | ROBERT A. DAY          | Mgmt          | For           |
|        | GERALD J. FORD         | Mgmt          | For           |
|        | H. DEVON GRAHAM, JR.   | Mgmt          | For           |
|        | CHARLES C. KRULAK      | Mgmt          | For           |
|        | BOBBY LEE LACKEY       | Mgmt          | For           |

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|   |  |      |         |
|---|--|------|---------|
|   | JON C. MADONNA   | Mgmt | For     |
|   | DUSTAN E. MCCOY  | Mgmt | For     |
|   | JAMES R. MOFFETT   | Mgmt | For     |
|   | B.M. RANKIN, JR.   | Mgmt | For     |
|   | STEPHEN H. SIEGELE   | Mgmt | For     |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | Against |
| 3 | APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                               | Mgmt | 1 Year  |
| 4 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For     |
| 5 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS. | Shr  | Against |

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FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106  
Meeting Type: Annual  
Meeting Date: 12-May-2011  
Ticker: FMS  
ISIN: US3580291066

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS AND CONSOLIDATED GROUP FINANCIAL STATEMENTS EACH APPROVED BY THE SUPERVISORY BOARD, THE MANAGEMENT REPORTS FOR THE CONSOLIDATED GROUP, THE REPORT BY THE GENERAL PARTNER WITH REGARD TO THE INFORMATION PURSUANT TO SECTIONS 289 (4), 315 (4) OF THE GERMAN COMMERCIAL CODE (HANDELSGESETZBUCH - HGB) AND THE REPORT OF THE SUPERVISORY BOARD FOR FISCAL YEAR 2010; RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR FISCAL YEAR 2010 | Mgmt          | For           |
| 02     | RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT   | Mgmt          | For           |
| 03     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER   | Mgmt          | For           |
| 04     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD  | Mgmt          | For           |
| 05     | RESOLUTION ON THE APPROVAL OF THE REVISED SYSTEM OF COMPENSATION OF THE MANAGEMENT BOARD MEMBERS   | Mgmt          | For           |

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OF THE GENERAL PARTNER

|    |   |      |         |
|----|---|------|---------|
| 06 | ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR FISCAL YEAR 2011   | Mgmt | For     |
| 7A | ELECTION OF DR GERD KRICK TO THE SUPERVISORY BOARD  | Mgmt | Against |
| 7B | ELECTION OF DR DIETER SCHENK TO THE SUPERVISORY BOARD   | Mgmt | Against |
| 7C | ELECTION OF PROF DR BERND FAHRHOLZ TO THE SUPERVISORY BOARD   | Mgmt | Against |
| 7D | ELECTION OF DR WALTER L. WEISMAN TO THE SUPERVISORY BOARD AND JOINT COMMITTEE   | Mgmt | Against |
| 7E | ELECTION OF WILLIAM P. JOHNSTON TO THE SUPERVISORY BOARD AND JOINT COMMITTEE  | Mgmt | For     |
| 7F | ELECTION OF ROLF A. CLASSON TO THE SUPERVISORY BOARD  | Mgmt | For     |
| 08 | RESOLUTION ON MODIFICATIONS OF THE REMUNERATION OF THE SUPERVISORY BOARD AND ITS COMMITTEES AND ON THE CORRESPONDING AMENDMENTS TO ARTICLES 13 AND 13E OF THE ARTICLES OF ASSOCIATION   | Mgmt | For     |
| 09 | RESOLUTIONS ON THE CANCELLATION OF CONDITIONAL CAPITALS AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION AS WELL AS ON AUTHORIZING THE GRANTING OF OPTIONS TO MANAGERIAL STAFF MEMBERS (FUHRUNGSKRAFTE) AND MEMBERS OF THE MANAGEMENT OF FRESENIUS MEDICAL CARE AG & CO. KGAA OR AN AFFILIATE (STOCK OPTION PROGRAM 2011) AND THE CREATION OF CONDITIONAL CAPITAL TO PROVIDE FOR THE STOCK OPTION PROGRAM 2011 AND A CORRESPONDING AMENDMENT TO THE ARTICLES OF ASSOCIATION | Mgmt | For     |
| 10 | RESOLUTION ON THE AUTHORIZATION TO PURCHASE AND USE TREASURY SHARES PURSUANT TO SECTION 71 (1) NO. 8 AKTG AND ON THE EXCLUSION OF SUBSCRIPTION RIGHTS   | Mgmt | For     |
| 11 | RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 (2) GERMAN STOCK CORPORATION ACT (AKTIENGESETZ), IF ANY  | Mgmt | Against |

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GDF SUEZ, PARIS

Agen

Security: F42768105  
 Meeting Type: MIX  
 Meeting Date: 02-May-2011  
 Ticker:  
 ISIN: FR0010208488

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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 806203 DUE TO ADDITION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.   | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.   | Non-Voting    | No vote       |
| CMMT   | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative   | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0328/201103281100891.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0328/201103281100891.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101250.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101250.pdf</a>   | Non-Voting    | No vote       |
| O.1    | Approval of transactions and annual financial statements for the financial year 2010  | Mgmt          | For           |
| O.2    | Approval of the consolidated financial statements for the financial year 2010   | Mgmt          | For           |
| O.3    | The shareholders' meeting approves the recommendations of the board of directors and resolves that the income for the fiscal year be appropriated as follows: income for the financial year ending on December 31st 2010: EUR 857,580,006.00 retained earnings at December 31st 2010: EUR 15,684,887,218.00 distributable total: EUR 16,542,467,224.00 net dividends paid for the fiscal year 2010: EUR 3,353,576,920.00 net interim dividends of EUR 0.83 per share paid on November 15th 2010: EUR 1,845,878,763.00 to be set off against the dividend of the fiscal year 2010 remainder of the net dividends to be paid for the financial year 2010: EUR 1,507,698,157.00 the total amount of the net dividends paid for the financial year 2010 i.e. EUR 3,353,576,920.00 will be deducted as follows: from the income from the said fiscal year up to: EUR 857,580,006.00 and from the prior retaining earnings up to: EUR 2,495,996,914.00 the shareholders' meeting reminds that a net interim dividend of EUR | Mgmt          | For           |



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0.83 per share was already paid on November 15th 2010. The net remaining dividend of EUR 0.67 per share will be paid in cash on may 9th 2011, and will entitle natural persons to the 40 per cent allowance. In the event that the company holds some of its own shares on such date, the amount of the unpaid dividend on such shares shall be allocated to the other reserves account. as required by law, it is reminded that, for the last three financial years, the dividends paid, were as follows: EUR 1.26 for fiscal year 2007, EUR 2.20 for fiscal year 2008, EUR 1.47 for fiscal year 2009

|      |   |      |         |
|------|---|------|---------|
| O.4  | Approval of the regulated Agreements pursuant to Article L. 225-38 of the Commercial Code   | Mgmt | For     |
| O.5  | Authorization to be granted to the Board of Directors to trade the Company's shares   | Mgmt | For     |
| O.6  | Renewal of Mr. Albert Frere's term as Board member  | Mgmt | Against |
| O.7  | Renewal of Mr. Edmond Alphandery's term as Board member   | Mgmt | For     |
| O.8  | Renewal of Mr. Aldo Cardoso's term as Board member  | Mgmt | For     |
| O.9  | Renewal of Mr. Rene Carron's term as Board member   | Mgmt | For     |
| O.10 | Renewal of Mr. Thierry de Rudder's term as Board member   | Mgmt | For     |
| O.11 | Appointment of Mrs. Francoise Malrieu as Board member   | Mgmt | For     |
| O.12 | Ratification of transfer of the registered office   | Mgmt | For     |
| E.13 | Delegation of authority to the Board of Directors to decide to increase share capital by issuing shares with cancellation of preferential subscription rights in favor of employees participating in GDF SUEZ Group savings plans   | Mgmt | For     |
| E.14 | Delegation of authority to the Board of Directors to decide to increase share capital with cancellation of preferential subscription rights in favor of all entities created in connection with the implementation of GDF SUEZ Group international employees stock ownership plan | Mgmt | For     |
| E.15 | Authorization to be granted to the Board of Directors to carry out free allocation of shares in favor of employees and/or corporate officers of the Company and/or Group companies  | Mgmt | For     |
| E.16 | Powers to execute General Meeting's decisions and for formalities   | Mgmt | For     |
| A    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER   | Shr  | Against |

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PROPOSAL: Amendment of Resolution 3 that will be presented by the Board of Directors at the Combined General Meeting of May 2, 2011: Decision to set the amount of dividends for the financial year 2010 at EUR 0.83 per share, including the partial payment of EUR 0.83 per share already paid on November 15, 2010, instead of the dividend proposed under the third resolution

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 GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2011  
 Ticker: GE  
 ISIN: US3696041033  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE         | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.          | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: ANN M. FUDGE                | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: SUSAN HOCKFIELD             | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: JEFFREY R. IMMELT           | Mgmt          | For           |
| A6     | ELECTION OF DIRECTOR: ANDREA JUNG                 | Mgmt          | For           |
| A7     | ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY       | Mgmt          | For           |
| A8     | ELECTION OF DIRECTOR: ROBERT W. LANE              | Mgmt          | For           |
| A9     | ELECTION OF DIRECTOR: RALPH S. LARSEN             | Mgmt          | For           |
| A10    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS         | Mgmt          | For           |
| A11    | ELECTION OF DIRECTOR: JAMES J. MULVA              | Mgmt          | For           |
| A12    | ELECTION OF DIRECTOR: SAM NUNN                    | Mgmt          | For           |
| A13    | ELECTION OF DIRECTOR: ROGER S. PENSKE             | Mgmt          | For           |
| A14    | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA         | Mgmt          | For           |
| A15    | ELECTION OF DIRECTOR: JAMES S. TISCH              | Mgmt          | For           |
| A16    | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III       | Mgmt          | For           |
| B1     | RATIFICATION OF KPMG                              | Mgmt          | For           |
| B2     | ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION     | Mgmt          | For           |
| B3     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY | Mgmt          | 1 Year        |

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### VOTES ON EXECUTIVE COMPENSATION

|    |   |     |         |
|----|---|-----|---------|
| C1 | SHAREOWNER PROPOSAL: CUMULATIVE VOTING                            | Shr | Against |
| C2 | SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS                         | Shr | For     |
| C3 | SHAREOWNER PROPOSAL: WITHDRAW STOCK OPTIONS GRANTED TO EXECUTIVES | Shr | Against |
| C4 | SHAREOWNER PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE               | Shr | Against |
| C5 | SHAREOWNER PROPOSAL: TRANSPARENCY IN ANIMAL RESEARCH              | Shr | Against |

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 GLAXOSMITHKLINE PLC

Agen

Security: G3910J112  
 Meeting Type: AGM  
 Meeting Date: 05-May-2011  
 Ticker:  
 ISIN: GB0009252882  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | To receive and adopt the Directors' Report and the Financial Statements for the year ended 31st December 2010 | Mgmt          | For           |
| 2      | To approve the Remuneration Report for the year ended 31st December 2010                                      | Mgmt          | For           |
| 3      | To elect Mr. Simon Dingemans as a Director  | Mgmt          | For           |
| 4      | To elect Ms. Stacey Cartwright as a Director  | Mgmt          | For           |
| 5      | To elect Ms. Judy Lewent as a Director  | Mgmt          | For           |
| 6      | To re-elect Sir Christopher Gent as a Director  | Mgmt          | For           |
| 7      | To re-elect Mr. Andrew Witty as a Director  | Mgmt          | For           |
| 8      | To re-elect Professor Sir Roy Anderson as a Director  | Mgmt          | For           |
| 9      | To re-elect Dr. Stephanie Burns as a Director   | Mgmt          | For           |
| 10     | To re-elect Mr. Larry Culp as a Director  | Mgmt          | For           |
| 11     | To re-elect Sir Crispin Davis as a Director   | Mgmt          | For           |
| 12     | To re-elect Sir Deryck Maughan as a Director  | Mgmt          | For           |
| 13     | To re-elect Mr. James Murdoch as a Director   | Mgmt          | For           |
| 14     | To re-elect Dr. Daniel Podolsky as a Director   | Mgmt          | For           |

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|      |  |            |         |
|------|--|------------|---------|
| 15   | To re-elect Dr. Moncef Slaoui as a Director  | Mgmt       | For     |
| 16   | To re-elect Mr. Tom de Swaan as a Director   | Mgmt       | For     |
| 17   | To re-elect Sir Robert Wilson as a Director  | Mgmt       | For     |
| 18   | To authorise the Audit & Risk Committee to re-appoint PricewaterhouseCoopers LLP as Auditors to the company to hold office from the end of the Meeting to the end of the next Meeting at which accounts are laid before the company  | Mgmt       | For     |
| 19   | To authorise the Audit & Risk Committee to determine the remuneration of the Auditors  | Mgmt       | For     |
| 20   | That, in accordance with section 366 and section 367 of the Companies Act 2006 (the "Act") the company is, and all companies that are, at any time during the period for which this resolution has effect, subsidiaries of the company as defined in the Act are, authorised in aggregate: (a) to make political donations, as defined in section 364 of the Act, to political parties and/or independent electoral candidates, as defined in section 363 of the Act, not exceeding GBP 50,000 in total; (b) to make political donations to political organisations other than political parties, as defined in section 363 of the Act, not exceeding GBP 50,000 in total; and (c) to incur political expenditure, as defined in section 365 of the Act, CONTD | Mgmt       | For     |
| CONT | CONTD not exceeding GBP 50,000 in total, in each case during the period beginning with the date of passing this resolution and ending at the end of the next Annual General Meeting of the company to be held in 2012 or, if earlier, on 30th June 2012. In any event, the aggregate amount of political donations and political expenditure made or incurred under this authority shall not exceed GBP 100,000  | Non-Voting | No vote |
| 21   | That the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Act, in substitution for all subsisting authorities, to exercise all powers of the company to allot shares in the company and to grant rights to subscribe for or convert any security into shares in the company up to an aggregate nominal amount of GBP 432,263,373, and so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in any territory, or CONTD       | Mgmt       | For     |

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|      |  |            |         |
|------|--|------------|---------|
| CONT | <p>CONTD any matter whatsoever, which authority shall expire at the end of the next Annual General Meeting of the company to be held in 2012 or, if earlier, on 30th June 2012 (unless previously revoked or varied by the company in general meeting) save that under such authority the company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired</p>   | Non-Voting | No vote |
| 22   | <p>That subject to resolution 21 being passed, in substitution for all subsisting authorities, the Directors be and are hereby empowered to allot equity securities (as defined in the Act) for cash pursuant to the authority conferred on the Directors by resolution 21 and/or where such allotment constitutes an allotment of equity securities under section 560(3) of the Act, free of the restrictions in section 561(1) of the Act, provided that this power shall be limited: (a) to the allotment of equity securities in connection with an offer or issue of equity securities: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of CONTD</p> | Mgmt       | For     |
| CONT | <p>CONTD those securities or as the Board otherwise considers necessary, but so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange, in any territory, or any matter whatsoever; and (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of GBP 64,845,990, and shall expire at the end of the next Annual General Meeting of the company to be held in 2012 CONTD</p>  | Non-Voting | No vote |
| CONT | <p>CONTD (or, if earlier, at the close of business on 30th June 2012) save that the company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired</p>  | Non-Voting | No vote |

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|      |   |            |         |
|------|---|------------|---------|
| 23   | <p>That the company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of its own Ordinary shares of 25 pence each provided that: (a) the maximum number of Ordinary shares hereby authorised to be purchased is 518,767,924; (b) the minimum price, exclusive of expenses, which may be paid for each Ordinary share is 25 pence; (c) the maximum price, exclusive of expenses, which may be paid for each Ordinary share shall be the higher of (i) an amount equal to 5% above the average market value for the company's Ordinary shares for the five business days immediately preceding the day on which the Ordinary share is contracted to be purchased; and CONTD</p> | Mgmt       | For     |
| CONT | <p>CONTD (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out; and (d) the authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next Annual General Meeting of the company to be held in 2012 or, if earlier, on 30th June 2012 (provided that the company may, before such expiry, enter into a contract for the purchase of Ordinary shares, which would or might be completed wholly or partly after such expiry and the company may purchase Ordinary shares pursuant to any such contract under this authority)</p>  | Non-Voting | No vote |
| 24   | <p>That: (a) in accordance with section 506 of the Act, the name of the person who signs the Auditors reports to the company's members on the annual accounts and auditable reports of the company for the year ending 31st December 2011 as senior statutory auditor (as defined in section 504 of the Act) for and on behalf of the company's Auditors, should not be stated in published copies of the reports (such publication being as defined in section 505 of the Act) and the copy of the reports to be delivered to the registrar of companies under Chapter 10 of Part 15 of the Act; and CONTD</p>   | Mgmt       | For     |
| CONT | <p>CONTD (b) the company considers on reasonable grounds that statement of the name of the senior statutory auditor would create or be likely to create a serious risk that the senior statutory auditor, or any other person, would be subject to violence or intimidation</p>   | Non-Voting | No vote |
| 25   | <p>That a general meeting of the company other than an Annual General Meeting may be called on not less than 14 clear days' notice</p>  | Mgmt       | For     |

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 GOLDCORP INC.

Agen

Security: 380956409  
 Meeting Type: Annual and Special  
 Meeting Date: 18-May-2011  
 Ticker: GG  
 ISIN: CA3809564097  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| A      | DIRECTOR<br>IAN W. TELFER<br>DOUGLAS M. HOLTBY<br>CHARLES A. JEANNES<br>JOHN P. BELL<br>LAWRENCE I. BELL<br>BEVERLEY A. BRISCOE<br>PETER J. DEY<br>P. RANDY REIFEL<br>A. DAN ROVIG<br>KENNETH F. WILLIAMSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| B      | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;  | Mgmt   | For  |
| C      | A RESOLUTION APPROVING AN AMENDED AND RESTATED STOCK OPTION PLAN FOR THE COMPANY;   | Mgmt   | For  |
| D      | A RESOLUTION AMENDING ARTICLES OF THE COMPANY TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS FROM 10 TO 12;  | Mgmt   | For  |
| E      | THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "C" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM.   | Shr  | Against  |

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 GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2011  
 Ticker: GOOG  
 ISIN: US38259P5089  
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| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 01     | DIRECTOR<br>LARRY PAGE<br>SERGEY BRIN | Mgmt<br>Mgmt  | For<br>For    |

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|    |  |      |         |
|----|--|------|---------|
|    | ERIC E. SCHMIDT  | Mgmt | For     |
|    | L. JOHN DOERR  | Mgmt | For     |
|    | JOHN L. HENNESSY   | Mgmt | For     |
|    | ANN MATHER   | Mgmt | For     |
|    | PAUL S. OTELLINI   | Mgmt | For     |
|    | K. RAM SHRIRAM   | Mgmt | For     |
|    | SHIRLEY M. TILGHMAN  | Mgmt | For     |
| 02 | THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.                      | Mgmt | For     |
| 03 | THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 1,500,000. | Mgmt | Against |
| 04 | THE APPROVAL OF 2010 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.   | Mgmt | For     |
| 05 | THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES REGARDING COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.   | Mgmt | 1 Year  |
| 06 | A STOCKHOLDER PROPOSAL REGARDING THE FORMATION OF A BOARD COMMITTEE ON SUSTAINABILITY, IF PROPERLY PRESENTED AT THE MEETING.                                       | Shr  | Against |
| 07 | A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A SIMPLE MAJORITY VOTING STANDARD FOR STOCKHOLDER MATTERS, IF PROPERLY PRESENTED AT THE MEETING.                  | Shr  | For     |
| 08 | A STOCKHOLDER PROPOSAL REGARDING A CONFLICT OF INTEREST AND CODE OF CONDUCT COMPLIANCE REPORT, IF PROPERLY PRESENTED AT THE MEETING.                               | Shr  | Against |

H & M HENNES & MAURITZ AB (PUBL)

Agen

Security: W41422101  
 Meeting Type: EGM  
 Meeting Date: 20-Oct-2010  
 Ticker:  
 ISIN: SE0000106270

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED | Non-Voting    | No vote       |
| CMMT   | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL  | Non-Voting    | No vote       |



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OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED  
 IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS  
 IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE  
 YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE  
 ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE  
 REPRESENTATIVE

|      |  |            |         |
|------|--|------------|---------|
| CMMT | PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN<br>ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK<br>YOU   | Non-Voting | No vote |
|      |  |            |         |
| 1    | Opening of the meeting   | Non-Voting | No vote |
| 2    | Election of a Chairman for the meeting   | Mgmt       | For     |
| 3    | Approve the voting list  | Mgmt       | For     |
| 4    | Approve the agenda   | Mgmt       | For     |
| 5    | Election of people to check the minutes  | Mgmt       | For     |
| 6    | Examination of whether the meeting was duly<br>convened  | Mgmt       | For     |
| 7    | Approve the establishment of an incentive programme<br>for all employees of the H & M Group  | Mgmt       | For     |
| 8    | Approve the supplement to the guidelines for<br>remuneration for senior executives   | Mgmt       | For     |
| 9    | Closing of the meeting   | Non-Voting | No vote |
|      | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE<br>IN RECORD DATE. IF YOU HAVE ALREADY SENT IN<br>YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY<br>FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL<br>INSTRUCTIONS. THANK YOU. | Non-Voting | No vote |

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 HALLIBURTON COMPANY

Agen

Security: 406216101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2011  
 Ticker: HAL  
 ISIN: US4062161017

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| Prop.# | Proposal                            | Proposal<br>Type | Proposal Vote |
|--------|-------------------------------------|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.M. BENNETT  | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: J.R. BOYD     | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: M. CARROLL    | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: N.K. DICCIANI | Mgmt             | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1E | ELECTION OF DIRECTOR: S.M. GILLIS  | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: A.S. JUM'AH  | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: D.J. LESAR   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: R.A. MALONE  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: J.L. MARTIN  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: D.L. REED  | Mgmt | For     |
| 02 | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.                                    | Mgmt | For     |
| 03 | PROPOSAL FOR ADVISORY VOTE ON EXECUTIVE COMPENSATION.                                      | Mgmt | For     |
| 04 | PROPOSAL FOR ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year  |
| 05 | PROPOSAL ON HUMAN RIGHTS POLICY.   | Shr  | Against |
| 06 | PROPOSAL ON POLITICAL CONTRIBUTIONS.   | Shr  | Against |

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HESS CORPORATION

Agen

Security: 42809H107  
Meeting Type: Annual  
Meeting Date: 04-May-2011  
Ticker: HES  
ISIN: US42809H1077

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: E.E. HOLIDAY   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: J.H. MULLIN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: F.B. WALKER  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: R.N. WILSON  | Mgmt          | For           |
| 02     | APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 03     | APPROVAL OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.          | Mgmt          | 1 Year        |
| 04     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2011. | Mgmt          | For           |
| 05     | APPROVAL OF THE PERFORMANCE INCENTIVE PLAN FOR SENIOR OFFICERS, AS AMENDED.  | Mgmt          | For           |

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 HSBC HOLDINGS PLC, LONDON

Agen

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 Security: G4634U169  
 Meeting Type: SGM  
 Meeting Date: 19-May-2011  
 Ticker:  
 ISIN: GB0005405286  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU | Non-Voting    | No vote       |
| 1      | To discuss the 2010 results and other matter of interest  | Non-Voting    | No vote       |

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 HSBC HOLDINGS PLC, LONDON

Agen

-----  
 Security: G4634U169  
 Meeting Type: AGM  
 Meeting Date: 27-May-2011  
 Ticker:  
 ISIN: GB0005405286  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | To receive the report and accounts for 2010            | Mgmt          | For           |
| 2      | To approve the directors' remuneration report for 2010 | Mgmt          | For           |
| 3.a    | To re-elect S A Catz a director                        | Mgmt          | For           |
| 3.b    | To re-elect L M L Cha a director                       | Mgmt          | For           |
| 3.c    | To re-elect M K T Cheung a director                    | Mgmt          | For           |
| 3.d    | To re-elect J D Coombe a director                      | Mgmt          | For           |
| 3.e    | To re-elect R A Fairhead a director                    | Mgmt          | For           |
| 3.f    | To re-elect D J Flint a director                       | Mgmt          | For           |
| 3.g    | To re-elect A A Flockhart a director                   | Mgmt          | For           |
| 3.h    | To re-elect S T Gulliver a director                    | Mgmt          | For           |
| 3.i    | To re-elect J W J Hughes-Hallett a director            | Mgmt          | For           |

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|     |  |      |     |
|-----|--|------|-----|
| 3.j | To re-elect W S H Laidlaw a director   | Mgmt | For |
| 3.k | To re-elect J R Lomax a director   | Mgmt | For |
| 3.l | To re-elect I J Mackay a director  | Mgmt | For |
| 3.m | To re-elect G Morgan a director  | Mgmt | For |
| 3.n | To re-elect N R N Murthy a director  | Mgmt | For |
| 3.o | To re-elect Sir Simon Robertson a director   | Mgmt | For |
| 3.p | To re-elect J L Thornton a director  | Mgmt | For |
| 3.q | To re-elect Sir Brian Williamson a director  | Mgmt | For |
| 4   | To reappoint the auditor at remuneration to be determined by the group audit committee                 | Mgmt | For |
| 5   | To authorise the directors to allot shares   | Mgmt | For |
| 6   | To disapply pre-emption rights   | Mgmt | For |
| 7   | To approve the HSBC share plan 2011  | Mgmt | For |
| 8   | To approve fees payable to non-executive directors   | Mgmt | For |
| 9   | To approve general meetings (other than annual general meetings) being called on 14 clear days' notice | Mgmt | For |

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HTC CORP

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Agen

Security: Y3732M103  
Meeting Type: AGM  
Meeting Date: 15-Jun-2011  
Ticker:  
ISIN: TW0002498003  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 834998 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.   | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT IN CASES WHERE THE CLIENT INSTRUCTS US TO VOTE AGAINST ANY PROPOSAL TO BE DISCUSSED AT A SHAREHOLDERS MEETING AND THE VOTING WITH RESPECT TO SUCH PROPOSAL IS DONE BY BALLOT, WE OR OUR DESIGNEE WILL FILL OUT THE BALLOT IN RESPECT OF SUCH PROPOSAL IN ACCORDANCE WITH THE CLIENTS INSTRUCTIONS. HOWEVER, IF THE VOTING AT THE SHAREHOLDERS MEETING IS DONE BY ACCLAMATION, | Non-Voting    | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

WE/OUR DESIGNEE WILL NOT TAKE ANY ACTION IN  
RESPECT OF THE RELEVANT PROPOSAL. THANK YOU

|       |   |            |         |
|-------|---|------------|---------|
| A.1   | The 2010 business operations  | Non-Voting | No vote |
| A.2   | The 2010 audited reports  | Non-Voting | No vote |
| A.3   | The status of buyback treasury stock  | Non-Voting | No vote |
| A.4   | The revision of conditions for buyback stock of transferring to employees   | Non-Voting | No vote |
| B.1   | The 2010 business reports and financial statements  | Mgmt       | For     |
| B.2   | The 2010 profit distribution proposed cash dividend: TWD37 per share  | Mgmt       | For     |
| B.3   | The issuance of new shares from retained earnings and staff bonus. Proposed stock dividend: 50 for 1,000 shs held | Mgmt       | For     |
| B.4   | The revision to the Articles of incorporation   | Mgmt       | For     |
| B.5   | The revision to the procedures of asset acquisition or disposal   | Mgmt       | For     |
| B.6.1 | The election of director: David Bruce Yoffie, ID: 19540707DA  | Mgmt       | For     |
| B.6.2 | The election of supervisor: Jerry H C Chu, ID: A121108388   | Mgmt       | For     |
| B.7   | The proposal to release the prohibition on directors from participation in competitive business                   | Mgmt       | For     |
| B.8   | Extraordinary motions   | Mgmt       | Abstain |

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INTEL CORPORATION

Agen

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Security: 458140100  
Meeting Type: Annual  
Meeting Date: 19-May-2011  
Ticker: INTC  
ISIN: US4581401001  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SUSAN L. DECKER     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN J. DONAHOE     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: REED E. HUNDT       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PAUL S. OTELLINI    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |        |
|----|--|------|--------|
| 1F | ELECTION OF DIRECTOR: JAMES D. PLUMMER   | Mgmt | For    |
| 1G | ELECTION OF DIRECTOR: DAVID S. POTTRUCK  | Mgmt | For    |
| 1H | ELECTION OF DIRECTOR: JANE E. SHAW   | Mgmt | For    |
| 1I | ELECTION OF DIRECTOR: FRANK D. YEARY   | Mgmt | For    |
| 1J | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt | For    |
| 02 | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR CURRENT YEAR | Mgmt | For    |
| 03 | AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE<br>PLAN   | Mgmt | For    |
| 04 | AMENDMENT AND EXTENSION OF THE 2006 STOCK PURCHASE<br>PLAN   | Mgmt | For    |
| 05 | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt | For    |
| 06 | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE<br>ADVISORY VOTES ON EXECUTIVE COMPENSATION                               | Mgmt | 1 Year |

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INTERNATIONAL BUSINESS MACHINES CORP.

Agen

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Security: 459200101  
Meeting Type: Annual  
Meeting Date: 26-Apr-2011  
Ticker: IBM  
ISIN: US4592001014  
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| Prop.# | Proposal                                 | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.J.P. BELDA       | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: W.R. BRODY         | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: K.I. CHENAULT      | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: M.L. ESKEW         | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: S.A. JACKSON       | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: A.N. LIVERIS       | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: W.J. MCNERNEY, JR. | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: J.W. OWENS         | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: S.J. PALMISANO     | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: J.E. SPERO         | Mgmt             | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1K | ELECTION OF DIRECTOR: S. TAUREL  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: L.H. ZAMBRANO  | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71) | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)                                      | Mgmt | For     |
| 04 | ADVISORY VOTE REGARDING FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 73) | Mgmt | 1 Year  |
| 05 | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING (PAGE 74)                                    | Shr  | Against |
| 06 | STOCKHOLDER PROPOSAL TO REVIEW POLITICAL CONTRIBUTIONS POLICY (PAGES 74-75)            | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL ON LOBBYING (PAGES 75-76)   | Shr  | Against |

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 INTESA SANPAOLO SPA, TORINO

Agen

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 Security: T55067101  
 Meeting Type: MIX  
 Meeting Date: 10-May-2011  
 Ticker:  
 ISIN: IT0000072618  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS A REVISION DUE TO POSTPONEMENT OF MEETING FROM 09 MAY TO 10 MAY 2011. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.   | Non-Voting    | No vote       |
| 0.1    | Proposal for allocation of net income for financial year ended 31 December 2010 and dividend distribution   | Mgmt          | For           |
| 0.2    | Proposal for appointment of independent auditors for financial years 2012/2020  | Mgmt          | For           |
| E.1    | Amendments to the Articles of Association no.7 (Shareholders' Meeting), no.8 (Convocation), no.9 (Right to attend and vote in the Shareholders' Meeting), no.11 (Validity of resolutions) and repeal of articles no.34 (First appointments) and no.37 (Final Provision) to be implemented in accordance with shareholders' rights and related party transactions legislations for updating needs; following and related resolutions | Mgmt          | For           |

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E.2 Proposal for a capital increase for consideration, pursuant to article 2441 of the Civil Code, paragraph 1, 2 and 3; following and related resolutions

Mgmt

For

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JOHNSON & JOHNSON

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Agen

Security: 478160104  
Meeting Type: Annual  
Meeting Date: 28-Apr-2011  
Ticker: JNJ  
ISIN: US4781601046  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARY SUE COLEMAN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES G. CULLEN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: IAN E.L. DAVIS  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: LEO F. MULLIN   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DAVID SATCHER   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: WILLIAM C. WELDON   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011 | Mgmt          | For           |
| 03     | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt          | Against       |
| 04     | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION                                 | Mgmt          | 1 Year        |
| 05     | SHAREHOLDER PROPOSAL ON PHARMACEUTICAL PRICE RESTRAINT  | Shr           | Against       |
| 06     | SHAREHOLDER PROPOSAL ON AMENDMENT TO COMPANY'S EQUAL EMPLOYMENT OPPORTUNITY POLICY                                  | Shr           | Against       |
| 07     | SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING  | Shr           | Against       |



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JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2011  
 Ticker: JPM  
 ISIN: US46625H1005

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CRANDALL C. BOWLES                              | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: STEPHEN B. BURKE                                | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID M. COTE                                   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES S. CROWN                                  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES DIMON                                     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ELLEN V. FUTTER                                 | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III                            | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.                           | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID C. NOVAK                                  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: LEE R. RAYMOND                                  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: WILLIAM C. WELDON                               | Mgmt          | For           |
| 02     | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM          | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION                               | Mgmt          | Against       |
| 04     | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt          | 1 Year        |
| 05     | APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE PLAN                     | Mgmt          | Against       |
| 06     | POLITICAL NON-PARTISANSHIP  | Shr           | Against       |
| 07     | SHAREHOLDER ACTION BY WRITTEN CONSENT                                 | Shr           | For           |
| 08     | MORTGAGE LOAN SERVICING   | Shr           | Against       |
| 09     | POLITICAL CONTRIBUTIONS   | Shr           | Against       |
| 10     | GENOCIDE-FREE INVESTING   | Shr           | Against       |
| 11     | INDEPENDENT LEAD DIRECTOR   | Shr           | Against       |

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 KEYCORP

Agen

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 Security: 493267108  
 Meeting Type: Annual  
 Meeting Date: 19-May-2011  
 Ticker: KEY  
 ISIN: US4932671088  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>EDWARD P. CAMPBELL<br>JOSEPH A. CARRABBA<br>CAROL A. CARTWRIGHT<br>ALEXANDER M. CUTLER<br>H. JAMES DALLAS<br>ELIZABETH R. GILE<br>RUTH ANN M. GILLIS<br>KRISTEN L. MANOS<br>BETH E. MOONEY<br>BILL R. SANFORD<br>BARBARA R. SNYDER<br>EDWARD W. STACK<br>THOMAS C. STEVENS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPROVAL OF 2011 ANNUAL PERFORMANCE PLAN.  | Mgmt   | For   |
| 03     | AMENDMENT TO REGULATIONS TO REDUCE SHAREHOLDER VOTING PERCENTAGES TO STATUTORY NORMS.  | Mgmt   | For   |
| 04     | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS.   | Mgmt   | For   |
| 05     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION PROGRAM.   | Mgmt   | For   |
| 06     | ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION PROGRAM.  | Mgmt   | 1 Year  |

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 LINCOLN NATIONAL CORPORATION

Agen

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 Security: 534187109  
 Meeting Type: Annual  
 Meeting Date: 26-May-2011  
 Ticker: LNC  
 ISIN: US5341871094  
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| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DENNIS R. GLASS | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GARY C. KELLY   | Mgmt          | For           |

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|    |   |      |        |
|----|---|------|--------|
| 1C | ELECTION OF DIRECTOR: MICHAEL F. MEE  | Mgmt | For    |
| 2  | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2011.  | Mgmt | For    |
| 3  | TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE BYLAWS.                                    | Mgmt | For    |
| 4  | TO APPROVE AN ADVISORY PROPOSAL ON THE COMPANY'S 2010 EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT  | Mgmt | For    |
| 5  | TO RESPOND TO AN ADVISORY PROPOSAL REGARDING THE FREQUENCY (EVERY 1, 2, OR 3 YEARS) OF FUTURE ADVISORY PROPOSALS ON THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

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LVMH MOET HENNESSY LOUIS VUITTON, PARIS

Agen

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Security: F58485115  
Meeting Type: MIX  
Meeting Date: 31-Mar-2011  
Ticker:  
ISIN: FR0000121014  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.  | Non-Voting    | No vote       |
| CMMT   | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners:<br>Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0223/201102231100367.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0223/201102231100367.pdf</a><br>AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0311/201103111100605.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0311/201103111100605.pdf</a>   | Non-Voting    | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |  |      |         |
|------|--|------|---------|
| 0.1  | Approval of the corporate financial statements   | Mgmt | For     |
| 0.2  | Approval of the consolidated financial statements  | Mgmt | For     |
| 0.3  | Approval of the regulated Agreements   | Mgmt | Against |
| 0.4  | Allocation of income - setting the dividend  | Mgmt | For     |
| 0.5  | Appointment of Mrs. Delphine Arnault as Board member   | Mgmt | For     |
| 0.6  | Appointment of Mr. Nicolas Bazire as Board member  | Mgmt | For     |
| 0.7  | Appointment of Mr. Antonio Belloni as Board member   | Mgmt | For     |
| 0.8  | Appointment of Mr. Charles de Croisset as Board member   | Mgmt | For     |
| 0.9  | Appointment of Mr. Diego Della Valle as Board member   | Mgmt | Against |
| 0.10 | Appointment of Mr. Pierre Gode as Board member   | Mgmt | For     |
| 0.11 | Appointment of Mr. Gilles Hennessy as Board member   | Mgmt | Against |
| 0.12 | Appointment of Mrs. Marie-Josée Kravis as Board member   | Mgmt | For     |
| 0.13 | Appointment of Mr. Patrick Houel as Board member   | Mgmt | For     |
| 0.14 | Authorization to be granted to the Board of Directors to trade the Company's shares  | Mgmt | For     |
| 0.15 | Delegation of authority to be granted to the Board of Directors to increase capital by incorporation of profits, reserves, premiums or otherwise   | Mgmt | For     |
| E.16 | Authorization to be granted to the Board of Directors to reduce the share capital by cancellation of shares  | Mgmt | For     |
| E.17 | Delegation of authority to be granted to the Board of Directors to increase the share capital with preferential subscription rights  | Mgmt | For     |
| E.18 | Delegation of authority to be granted to the Board of Directors to increase the share capital without preferential subscription rights by way of a public offer  | Mgmt | Against |
| E.19 | Delegation of authority to be granted to the Board of Directors to increase the share capital without preferential subscription rights through private investment in favor of qualified investors or a limited circle of investors | Mgmt | Against |
| E.20 | Authorization to be granted to the Board of Directors to set the issue price of shares   | Mgmt | Against |

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and/or securities giving access to the capital under certain conditions, within the limit of 10% of the capital per year, as part of a share capital increase by way of issuance without preferential subscription rights

|      |  |            |         |
|------|--|------------|---------|
| E.21 | Delegation of authority to be granted to the Board of Directors to increase the amount of issuances in the event of surplus demands  | Mgmt       | Against |
| E.22 | Delegation of authority to be granted to the Board of Directors to increase capital as part of a public exchange offer   | Mgmt       | Against |
| E.23 | Delegation of authority to be granted to the Board of Directors to increase capital, in consideration for in-kind contributions  | Mgmt       | Against |
| E.24 | Delegation of authority to be granted to the Board of Directors to increase capital in favor of Group employees  | Mgmt       | For     |
| E.25 | Setting an overall limit for capital increases decided under the delegations of authority  | Mgmt       | For     |
| E.26 | Authorization to be granted to the Board of Directors to award free shares to employees and officers of the Group  | Mgmt       | Against |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN URL LINK AND RECEIPT OF ADDITIONAL URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | No vote |

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 MASTERCARD INCORPORATED

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 Agen

Security: 57636Q104  
 Meeting Type: Annual  
 Meeting Date: 21-Sep-2010  
 Ticker: MA  
 ISIN: US57636Q1040  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS IN PHASES AND EFFECT RELATED CHANGES IN DIRECTOR VACANCY AND REMOVAL PROCEDURES. | Mgmt          | For           |
| 1B     | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTING REQUIREMENT FOR AMENDING THE COMPANY'S CERTIFICATE OF INCORPORATION.              | Mgmt          | For           |

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|    |   |                              |                          |
|----|---|------------------------------|--------------------------|
| 1C | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE COMPOSITION OF THE BOARD OF DIRECTORS.  | Mgmt                         | For                      |
| 1D | AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE OWNERSHIP OF THE COMPANY'S STOCK AND DELETE RELATED OBSOLETE PROVISIONS.  | Mgmt                         | For                      |
| 02 | APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE EACH OF THE PROPOSALS COMPRISING PROPOSAL 1 AT THE TIME OF THE ANNUAL MEETING. | Mgmt                         | For                      |
| 03 | DIRECTOR<br>NANCY J. KARCH<br>J.O. REYES LAGUNES<br>EDWARD SUNING TIAN<br>SILVIO BARZI  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 04 | RE-APPROVAL OF THE COMPANY'S SENIOR EXECUTIVE ANNUAL INCENTIVE COMPENSATION PLAN.   | Mgmt                         | For                      |
| 05 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2010.  | Mgmt                         | For                      |

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MCDONALD'S CORPORATION

Agen

Security: 580135101  
Meeting Type: Annual  
Meeting Date: 19-May-2011  
Ticker: MCD  
ISIN: US5801351017  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SUSAN E. ARNOLD   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD H. LENNY  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CARY D. MCMILLAN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SHEILA A. PENROSE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES A. SKINNER  | Mgmt          | For           |
| 02     | ADVISORY VOTE ON THE APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE AS INDEPENDENT AUDITORS FOR 2011. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.  | Mgmt          | 1 Year        |

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|    |   |      |         |
|----|---|------|---------|
| 05 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE TWELFTH OF OUR RESTATED CERTIFICATE OF INCORPORATION BY REPEALING SUCH ARTICLE (TRANSACTIONS WITH INTERESTED SHAREHOLDERS). | Mgmt | For     |
| 06 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENTS IN ARTICLE THIRTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (BOARD OF DIRECTORS).   | Mgmt | For     |
| 07 | ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN ARTICLE FOURTEENTH OF OUR RESTATED CERTIFICATE OF INCORPORATION (SHAREHOLDER ACTION).  | Mgmt | For     |
| 08 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO CLASSIFIED BOARD.   | Shr  | For     |
| 09 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.  | Shr  | Against |
| 10 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO A REPORT ON CHILDREN'S NUTRITION.   | Shr  | Against |
| 11 | ADVISORY VOTE ON SHAREHOLDER PROPOSAL RELATING TO BEVERAGE CONTAINERS.  | Shr  | Against |

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 METLIFE, INC.

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 Agen

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 Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2011  
 Ticker: MET  
 ISIN: US59156R1086  
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| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>STEVEN A. KANDARIAN*<br>SYLVIA MATHEWS BURWELL#<br>EDUARDO CASTRO-WRIGHT#<br>CHERYL W. GRISE#<br>LULU C. WANG#         | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS  | Mgmt                                 | For                             |
| 03     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2011   | Mgmt                                 | For                             |
| 04     | ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS   | Mgmt                                 | For                             |
| 05     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS | Mgmt                                 | 1 Year                          |

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

METRO AG, DUESSELDORF

Agenda

Security: D53968125  
 Meeting Type: AGM  
 Meeting Date: 06-May-2011  
 Ticker:  
 ISIN: DE0007257503

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | <p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p> | Non-Voting    | No vote       |
|        | <p>PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 15 APRIL 2011, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.</p>   | Non-Voting    | No vote       |
|        | <p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 21.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING.</p>  | Non-Voting    | No vote       |
| 1.     | <p>Presentation of the financial statements and annual report for the 2010 financial year with the report of the Supervisory Board, the group financial statements and group annual report as well as the report by the Board of MDs pursuant to Sections 289(4), 289 (5) and 315(4) of the German Commercial Code as well as the resolution on the appropriation of the distributable profit of EUR 455,927,593.93 as follows: a) Payment of a dividend of EUR 1.35 per no-par share b) Payment of a dividend of EUR 1.485 per preferred share EUR 14,402,904.37 shall be carried forward Ex-dividend and payable date: May 9, 2011</p>  | Mgmt          | For           |



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 2.  | Ratification of the acts of the Board of MDs                         | Mgmt | For     |
| 3.  | Ratification of the acts of the Supervisory Board                    | Mgmt | For     |
| 4.  | Approval of the remuneration system for the Board of MDs             | Mgmt | For     |
| 5.  | Appointment of auditors for the 2011 financial year: KPMG AG, Berlin | Mgmt | For     |
| 6.a | Election to the Supervisory Board: Peter Kuepfer                     | Mgmt | Against |
| 6.b | Election to the Supervisory Board: Ann-Kristin Achleitner            | Mgmt | For     |

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MICROSOFT CORPORATION

Agen

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Security: 594918104  
Meeting Type: Annual  
Meeting Date: 16-Nov-2010  
Ticker: MSFT  
ISIN: US5949181045  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: STEVEN A. BALLMER   | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: DINA DUBLON   | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: WILLIAM H. GATES III  | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN  | Mgmt          | For           |
| 05     | ELECTION OF DIRECTOR: REED HASTINGS   | Mgmt          | For           |
| 06     | ELECTION OF DIRECTOR: MARIA M. KLAWE  | Mgmt          | For           |
| 07     | ELECTION OF DIRECTOR: DAVID F. MARQUARDT  | Mgmt          | For           |
| 08     | ELECTION OF DIRECTOR: CHARLES H. NOSKI  | Mgmt          | For           |
| 09     | ELECTION OF DIRECTOR: HELMUT PANKE  | Mgmt          | For           |
| 10     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR | Mgmt          | For           |
| 11     | SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY     | Shr           | Against       |

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NESTLE S A

Agen

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: H57312649  
 Meeting Type: AGM  
 Meeting Date: 14-Apr-2011  
 Ticker:  
 ISIN: CH0038863350

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 799253 DUE TO DELETION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.  | Non-Voting    | No vote       |
| CMMT   | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE. | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 741313, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.                      | Non-Voting    | No vote       |
| 1.1    | Approval of the annual report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle group for 2010  | Mgmt          | No vote       |
| 1.2    | Acceptance of the Compensation Report 2010 (advisory vote)   | Mgmt          | No vote       |
| 2      | Release of the members of the Board of Directors and of the Management   | Mgmt          | No vote       |
| 3      | Appropriation of profits resulting from the balance sheet of Nestle S.A.   | Mgmt          | No vote       |
| 4.1.1  | Re-election to the Board of Directors: Mr. Paul Bulcke   | Mgmt          | No vote       |
| 4.1.2  | Re-election to the Board of Directors: Mr. Andreas Koopmann  | Mgmt          | No vote       |
| 4.1.3  | Re-election to the Board of Directors: Mr. Rolf Hanggi   | Mgmt          | No vote       |
| 4.1.4  | Re-election to the Board of Directors: Mr. Jean-Pierre Meyers  | Mgmt          | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|       |  |      |         |
|-------|--|------|---------|
| 4.1.5 | Re-election to the Board of Directors: Mrs. Naina Lal Kidwai   | Mgmt | No vote |
| 4.1.6 | Re-election to the Board of Directors: Mr. Beat Hess   | Mgmt | No vote |
| 4.2   | Election to the Board of Directors: Ms. Ann Veneman (for a term of three years)  | Mgmt | No vote |
| 4.3   | Re-election of the statutory auditors: KPMG S.A., Geneva branch (for a term of one year)   | Mgmt | No vote |
| 5     | Cancellation of 165 000 000 shares repurchased under the share buy-back programmes, and reduction of the share capital by CHF 16 500 000 | Mgmt | No vote |

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 NIKE, INC.

Agen

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 Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 20-Sep-2010  
 Ticker: NKE  
 ISIN: US6541061031  
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| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JILL K. CONWAY<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>PHYLLIS M. WISE                  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | TO RE-APPROVE AND AMEND THE NIKE, INC. EXECUTIVE PERFORMANCE SHARING PLAN.                                | Mgmt                         | For                      |
| 03     | TO RE-APPROVE AND AMEND THE NIKE, INC. 1990 STOCK INCENTIVE PLAN.   | Mgmt                         | For                      |
| 04     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                         | For                      |

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 NOVARTIS AG

Agen

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 Security: H5820Q150  
 Meeting Type: AGM  
 Meeting Date: 22-Feb-2011  
 Ticker:  
 ISIN: CH0012005267  
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| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|       |  | Type       |                |
|-------|--|------------|----------------|
| CMMT  | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 750908, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.                      | Non-Voting | No vote        |
| CMMT  | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE. | Non-Voting | No vote        |
| A.1   | The Board of Directors proposes approval of the Annual Report, the Financial Statements of Novartis AG and the Group Consolidated Financial Statements for the Business Year 2010  | Mgmt       | Take No Action |
| A.2   | The Board of Directors proposes discharge from liability of its members and those of the Executive Committee for the business year 2010  | Mgmt       | Take No Action |
| A.3   | The Board of Directors proposes appropriation of the available earnings of CHF 7,027,682,826 as: Dividend: CHF 5,452,130,559; Transfer to free reserves: CHF 1,575,552,267; the total dividend payment of CHF 5,452,130,559 is equivalent to a gross dividend of CHF 2.20 per registered share of CHF 0.50 nominal value entitled to dividends   | Mgmt       | Take No Action |
| A.4   | The Board of Directors proposes that the Compensation System of Novartis be endorsed (non-binding consultative vote)   | Mgmt       | Take No Action |
| A.5.1 | At this Annual General Meeting, Alexandre F. Jetzer-Chung and Hans-Joerg Rudloff are retiring from the Board of Directors, having reached the age limit set in the Articles of Incorporation   | Non-Voting | No vote        |
| A52.1 | The Board of Directors proposes the re-election of Ann Fudge for a three-year term   | Mgmt       | Take No Action |
| A52.2 | The Board of Directors proposes the re-election of Pierre Landolt for a three-year term  | Mgmt       | Take No Action |
| A52.3 | The Board of Directors proposes the re-election of Ulrich Lehner, Ph.D., for a three-year term   | Mgmt       | Take No Action |
| A.5.3 | The Board of Directors proposes the election of Enrico Vanni, Ph.D., for a three-year term   | Mgmt       | Take No Action |
| A.6   | The Board of Directors proposes the election   | Mgmt       | Take No Action |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

of PricewaterhouseCoopers as auditor of Novartis AG for one year

|   |   |      |                |
|---|---|------|----------------|
| B | If shareholders at the Annual General Meeting propose additional and/or counterproposals, I/we instruct the Independent Proxy to vote according to the proposal of the Board of Directors | Mgmt | Take No Action |
|---|---|------|----------------|

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NOVARTIS AG

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Agen

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Security: H5820Q150  
Meeting Type: EGM  
Meeting Date: 08-Apr-2011  
Ticker:  
ISIN: CH0012005267  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.   | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 793761, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.  | Non-Voting    | No vote       |
| A.1.1  | Under this item, the Board of Directors proposes approval of the merger agreement between Alcon, Inc. ("Alcon") and Novartis AG ("Novartis" or "Company") dated December 14, 2010  | Mgmt          | No vote       |
| A.1.2  | Under this item, the Board of Directors proposes the creation of authorised capital through the issuance of up to 108 million new shares for the purpose of completing the merger of Alcon into Novartis by means of the following new Article 4a of the Articles of Incorporation: Article 4a Authorised Capital in favor of Alcon, Inc 1 Up to 8 April 2013, the Board of Directors shall be authorised to increase the share capital in connection with the merger of Alcon, Inc. into the Company by a maximum amount of CHF 54,000,000 nominal value through the issuance of maximally 108,000,000 fully paid-in registered | Mgmt          | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

shares with a nominal value of CHF 0.50 each. The pre-emptive rights of the existing shareholders shall not apply. The Board of Directors shall determine the issue price in accordance with the merger agreement between Alcon, Inc. and Novartis AG dated 14 December 2010. The new shares shall be entitled to dividends as from the financial year in which they are issued and shall be subject to the registration requirements set forth in Article 5 of the Articles of Incorporation

|   |   |      |         |
|---|---|------|---------|
| B | If shareholders at the Extraordinary General Meeting propose additional and/or counter-proposals, I/we instruct the Independent Proxy to vote according to the proposal of the Board of Directors | Mgmt | No vote |
|---|---|------|---------|

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NOVO-NORDISK A S

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Agen

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Security: K7314N152  
Meeting Type: AGM  
Meeting Date: 23-Mar-2011  
Ticker:  
ISIN: DK0060102614  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT IF THE CHAIRMAN OF THE BOARD OR A BOARD MEMBER IS APPOINTED AS PROXY, WHICH IS OFTEN THE CASE, CLIENTS CAN ONLY EXPECT THEM TO ACCEPT PRO-MANAGEMENT VOTES. THE ONLY WAY TO GUARANTEE THAT ABSTAIN AND/OR AGAINST VOTES ARE REPRESENTED AT THE MEETING IS TO SEND YOUR OWN REPRESENTATIVE. THE SUB CUSTODIAN BANKS OFFER REPRESENTATION SERVICES FOR AN ADDED FEE IF REQUESTED. THANK YOU | Non-Voting    | No vote       |
| CMMT   | PLEASE BE ADVISED THAT SOME OF SUBCUSTODIANS IN DENMARK REQUIRE THE SHARES TO BE REGISTERED IN SEGREGATED ACCOUNTS BY REGISTRATION DEADLINE IN ORDER TO PROVIDE VOTING SERVICE. PLEASE CONTACT YOUR GLOBAL CUSTODIAN TO FIND OUT IF THIS REQUIREMENT APPLIES TO YOUR SHARES AND, IF SO, YOUR SHARES ARE REGISTERED IN A SEGREGATED ACCOUNT FOR THIS GENERAL MEETING.                                       | Non-Voting    | No vote       |
| CMMT   | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE   | Non-Voting    | No vote       |
| 2      | Adoption of the audited Annual Report 2010   | Mgmt          | For           |
| 3.1    | Approval of remuneration of the Board of Directors   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

for 2010

|       |   |      |         |
|-------|---|------|---------|
| 3.2   | Approval of remuneration level of the Board of Directors for 2011   | Mgmt | For     |
| 4     | A resolution to distribute the profit   | Mgmt | For     |
| 5.1.a | Election of Sten Scheibye as a member to the Board of Directors   | Mgmt | For     |
| 5.1.b | Election of Goran A Ando as a member to the Board of Directors  | Mgmt | For     |
| 5.1.c | Election of Bruno Angelici as a member to the Board of Directors  | Mgmt | For     |
| 5.1.d | Election of Henrik Gurtler as a member to the Board of Directors  | Mgmt | For     |
| 5.1.e | Election of Thomas Paul Koestler as a member to the Board of Directors  | Mgmt | For     |
| 5.1.f | Election of Kurt Anker Nielsen as a member to the Board of Directors  | Mgmt | For     |
| 5.1.g | Election of Hannu Ryooponen as a member to the Board of Directors   | Mgmt | For     |
| 5.1.h | Election of Jorgen Wedel as a member to the Board of Directors  | Mgmt | For     |
| 5.2   | The Board of Directors proposes election of Sten Scheibye as chairman   | Mgmt | For     |
| 5.3   | The Board of Directors proposes election of Goran A Ando as vice chairman   | Mgmt | For     |
| 6     | Re-appointment of PricewaterhouseCoopers as auditor   | Mgmt | For     |
| 7.1   | Reduction of the Company's B share capital from DKK 492,512,800 to DKK 472,512,800  | Mgmt | For     |
| 7.2   | Authorisation of the Board of Directors to acquire own shares up to a holding limit of 10% of the share capital   | Mgmt | Against |
| 7.3.1 | Amendments to the Articles of Association: Article 2 (deletion of article regarding location of registered office)  | Mgmt | For     |
| 7.3.2 | Amendments to the Articles of Association: Article 7.5 (new article 6.5) (removal of the requirement to advertise the notice calling a general meeting in two daily newspapers) | Mgmt | For     |
| 7.3.3 | Amendments to the Articles of Association: Article 11.2 (new article 10.2) (introduction of age limit for nomination of candidates to the Board of Directors)                   | Mgmt | For     |
| 7.4   | Adoption of Remuneration Principles and consequential   | Mgmt | For     |

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

amendment of article 15 (new article 14)

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 06-May-2011  
 Ticker: OXY  
 ISIN: US6745991058

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SPENCER ABRAHAM                                  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: HOWARD I. ATKINS                                 | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN                                | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN                              | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: JOHN E. FEICK                                    | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MARGARET M. FORAN                                | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ                              | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RAY R. IRANI                                     | Mgmt          | Against       |
| 1I     | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN                              | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RODOLFO SEGOVIA                                  | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: AZIZ D. SYRIANI                                  | Mgmt          | Against       |
| 1L     | ELECTION OF DIRECTOR: ROSEMARY TOMICH                                  | Mgmt          | Against       |
| 1M     | ELECTION OF DIRECTOR: WALTER L. WEISMAN                                | Mgmt          | Against       |
| 02     | RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.             | Mgmt          | For           |
| 03     | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.                        | Mgmt          | For           |
| 04     | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt          | 1 Year        |
| 05     | REPORT ON POLITICAL EXPENDITURES AND SPENDING PROCESSES.               | Shr           | Against       |
| 06     | REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE.          | Shr           | Against       |



Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 06-Oct-2010  
 Ticker: ORCL  
 ISIN: US68389X1054

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>JEFFREY S. BERG<br>H. RAYMOND BINGHAM<br>MICHAEL J. BOSKIN<br>SAFRA A. CATZ<br>BRUCE R. CHIZEN<br>GEORGE H. CONRADES<br>LAWRENCE J. ELLISON<br>HECTOR GARCIA-MOLINA<br>JEFFREY O. HENLEY<br>MARK V. HURD<br>DONALD L. LUCAS<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>Withheld |
| 02     | APPROVE THE ORACLE CORPORATION EXECUTIVE BONUS PLAN.   | Mgmt   | For   |
| 03     | APPROVE THE ORACLE CORPORATION AMENDED AND RESTATED 2000 LONG-TERM EQUITY INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 419,020,418 SHARES.                                    | Mgmt   | For   |
| 04     | RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MAY 31, 2011.  | Mgmt   | For   |
| 05     | ACT ON A STOCKHOLDER PROPOSAL TO AMEND THE CORPORATE BYLAWS TO ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.  | Shr  | Against   |
| 06     | ACT ON A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN DIRECTOR ELECTIONS.   | Shr  | Against   |
| 07     | ACT ON A STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION.  | Shr  | For   |

PEABODY ENERGY CORPORATION

Agen

Security: 704549104  
 Meeting Type: Annual  
 Meeting Date: 03-May-2011  
 Ticker: BTU  
 ISIN: US7045491047

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

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  | Type   |   |
|----|--|--|---|
| 01 | DIRECTOR<br>GREGORY H. BOYCE<br>WILLIAM A. COLEY<br>WILLIAM E. JAMES<br>ROBERT B. KARN III<br>M. FRANCES KEETH<br>HENRY E. LENTZ<br>ROBERT A. MALONE<br>WILLIAM C. RUSNACK<br>JOHN F. TURNER<br>SANDRA A. VAN TREASE<br>ALAN H. WASHKOWITZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt   | 1 Year  |
| 05 | APPROVAL OF PEABODY'S 2011 LONG-TERM EQUITY INCENTIVE PLAN.  | Mgmt   | For   |

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PEPSICO, INC.

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Agen

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Security: 713448108  
Meeting Type: Annual  
Meeting Date: 04-May-2011  
Ticker: PEP  
ISIN: US7134481081  
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| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.L. BROWN       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: I.M. COOK        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: D. DUBLON        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: V.J. DZAU        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: R.L. HUNT        | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: A. IBARGUEN      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: A.C. MARTINEZ    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: I.K. NOOYI       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: S.P. ROCKEFELLER | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.J. SCHIRO      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1K | ELECTION OF DIRECTOR: L.G. TROTTER  | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: D. VASELLA  | Mgmt | For     |
| 02 | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 03 | RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.  | Mgmt | 1 Year  |
| 04 | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.   | Mgmt | For     |
| 05 | APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS. | Mgmt | For     |
| 06 | SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS. (PROXY STATEMENT P.63)                               | Shr  | For     |
| 07 | SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS REPORT (PROXY STATEMENT P.65)  | Shr  | Against |

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PETROLEO BRASILEIRO S.A. - PETROBRAS

Agen

Security: 71654V408  
 Meeting Type: Special  
 Meeting Date: 04-Apr-2011  
 Ticker: PBR  
 ISIN: US71654V4086

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | CHANGE IN THE WORDING OF THE CAPUT OF ARTICLE 20 OF THE COMPANY'S BYLAWS, BY EXCLUDING THE WORD "UP TO", AND ESTABLISHING THE NUMBER OF DIRECTORS. | Mgmt          | For           |
| 02     | MERGER OF COMPANHIA MEXILHAO DO BRASIL TO PETROBRAS.   | Mgmt          | For           |

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PETROLEO BRASILEIRO S.A. - PETROBRAS

Agen

Security: 71654V408  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2011  
 Ticker: PBR  
 ISIN: US71654V4086

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

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| O1 | THE MANAGEMENT REPORT, FINANCIAL STATEMENTS<br>AND FISCAL BOARD'S REPORT OF FISCAL YEAR OF<br>2010 | Mgmt | For     |
| O2 | CAPITAL BUDGET FOR 2011  | Mgmt | For     |
| O3 | DISTRIBUTION OF THE INCOME OF YEAR 2010  | Mgmt | For     |
| O4 | ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS  | Mgmt | Against |
| O5 | ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS   | Mgmt | For     |
| O6 | ELECTION OF MEMBERS TO THE FISCAL BOARD AND<br>THEIR RESPECTIVE SUBSTITUTES                        | Mgmt | For     |
| O7 | ESTABLISHMENT OF THE COMPENSATION OF MANAGEMENT<br>AND EFFECTIVE MEMBERS OF THE FISCAL BOARD       | Mgmt | For     |
| E1 | CAPITAL INCREASE   | Mgmt | For     |

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 PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2011  
 Ticker: PFE  
 ISIN: US7170811035

| Prop.# | Proposal                                   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO   | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL S. BROWN     | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: M. ANTHONY BURNS     | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: W. DON CORNWELL      | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: FRANCES D. FERGUSSON | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM H. GRAY III  | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES M. KILTS       | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: GEORGE A. LORCH      | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: JOHN P. MASCOTTE     | Mgmt             | For           |
| 1K     | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON | Mgmt             | For           |
| 1L     | ELECTION OF DIRECTOR: IAN C. READ          | Mgmt             | For           |
| 1M     | ELECTION OF DIRECTOR: STEPHEN W. SANGER    | Mgmt             | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 02 | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt | Against |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.                      | Mgmt | 1 Year  |
| 05 | SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF POLITICAL CONTRIBUTIONS                                   | Shr  | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING PUBLIC POLICY INITIATIVES.   | Shr  | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING PHARMACEUTICAL PRICE RESTRAINTS.   | Shr  | Against |
| 08 | SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT.   | Shr  | For     |
| 09 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.  | Shr  | For     |
| 10 | SHAREHOLDER PROPOSAL REGARDING ANIMAL RESEARCH  | Shr  | Against |

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 PG&E CORPORATION

Agen

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 Security: 69331C108  
 Meeting Type: Annual  
 Meeting Date: 11-May-2011  
 Ticker: PCG  
 ISIN: US69331C1080  
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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID R. ANDREWS       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: LEWIS CHEW             | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: C. LEE COX             | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: PETER A. DARBEE        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MARYELLEN C. HERRINGER | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROGER H. KIMMEL        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RICHARD A. MESERVE     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: FORREST E. MILLER      | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ROSENDO G. PARRA       | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: BARBARA L. RAMBO       | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |         |
|----|--|------|---------|
| 1K | ELECTION OF DIRECTOR: BARRY LAWSON WILLIAMS  | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt | For     |
| 04 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION                | Mgmt | 1 Year  |
| 05 | INDEPENDENT BOARD CHAIRMAN   | Shr  | Against |
| 06 | NEUTRAL PG&E PERSONNEL POLICIES  | Shr  | Against |

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PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2011  
 Ticker: PM  
 ISIN: US7181721090

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HAROLD BROWN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MATHIS CABIALAVETTA   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JENNIFER LI   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GRAHAM MACKAY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: SERGIO MARCHIONNE   | Mgmt          | Against       |
| 1H     | ELECTION OF DIRECTOR: LUCIO A. NOTO   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CARLOS SLIM HELU  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: STEPHEN M. WOLF   | Mgmt          | For           |
| 02     | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS                             | Mgmt          | For           |
| 03     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                   | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt          | 1 Year        |
| 05     | STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE                          | Shr           | Against       |
| 06     | STOCKHOLDER PROPOSAL 2 - INDEPENDENT BOARD CHAIR                                  | Shr           | Against       |

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

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 PHILIPS ELECTRS N V  
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Agen

Security: N6817P109  
 Meeting Type: AGM  
 Meeting Date: 31-Mar-2011  
 Ticker:  
 ISIN: NL0000009538  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | BLOCKING IS NOT A REQUIREMENT IMPOSED BY ROYAL PHILIPS ELECTRONICS. PLEASE NOTE THAT BLOCKING CONDITIONS MAY APPLY DEPENDING ON THE SYSTEMS OF THE CUSTODIAN BANK(S). | Non-Voting    | No vote       |
| CMMT   | VOTE INSTRUCTIONS RECEIVED AFTER VOTE DEADLINE DATE ARE CONSIDERED LATE. LATE VOTES ARE PROCESSED ON A BEST EFFORT BASIS.   | Non-Voting    | No vote       |
| 1      | President's Speech  | Non-Voting    | No vote       |
| 2.a    | Proposal to adopt the 2010 financial statements   | Mgmt          | For           |
| 2.b    | Explanation of policy on additions to reserves and dividends  | Non-Voting    | No vote       |
| 2.c    | Proposal to adopt a dividend of EUR 0.75 per common share in cash or shares, at the option of the shareholder, against the net income for 2010 of the Company         | Mgmt          | For           |
| 2.d    | Proposal to discharge the members of the Board of Management for their responsibilities   | Mgmt          | For           |
| 2.e    | Proposal to discharge the members of the Supervisory Board for their responsibilities   | Mgmt          | For           |
| 3.a    | Proposal to appoint Mr F.A. van Houten as President/CEO and member of the Board of Management of the Company with effect from April 1, 2011                           | Mgmt          | For           |
| 3.b    | Proposal to appoint Mr R.H. Wirahadiraksa as member of the Board of Management of the Company with effect from April 1, 2011  | Mgmt          | For           |
| 3.c    | Proposal to appoint Mr P.A.J. Nota as member of the Board of Management of the Company with effect from April 1, 2011   | Mgmt          | For           |
| 4.a    | Proposal to re-appoint Mr C.J.A. van Lede as a member of the Supervisory Board of the Company with effect from March 31, 2011   | Mgmt          | For           |
| 4.b    | Proposal to re-appoint Mr J.M. Thompson as a member of the Supervisory Board of the Company   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|     |  |            |         |
|-----|--|------------|---------|
|     | with effect from March 31, 2011  |            |         |
| 4.c | Proposal to re-appoint Mr H. von Prondzynski as a member of the Supervisory Board of the Company with effect from March 31, 2011   | Mgmt       | For     |
| 4.d | Proposal to appoint Mr J.P. Tai as a member of the Supervisory Board of the Company with effect from March 31, 2011  | Mgmt       | For     |
| 5   | Proposal to re-appoint KPMG Accountants N.V. as external auditor of the Company  | Mgmt       | For     |
| 6.a | Proposal to authorize the Board of Management for a period of 18 months, per March 31, 2011, as the body which is authorized, with the approval of the Supervisory Board, to issue shares or grant rights to acquire shares within the limits laid down in the Articles of Association of the Company. The authorization referred to will be limited to a maximum of 10% of the number of issued shares per March 31, 2011, plus 10% of the issued capital per that same date in connection with or on the occasion of mergers and acquisitions  | Mgmt       | For     |
| 6.b | Proposal to authorize the Board of Management for a period of 18 months, per March 31, 2011, as the body which is authorized, with the approval of the Supervisory Board, to restrict or exclude the pre-emption rights accruing to Shareholders   | Mgmt       | For     |
| 7   | Proposal to authorize the Board of Management for a period of 18 months, per March 31, 2011, within the limits of the law and the Articles of Association, to acquire, with the approval of the Supervisory Board, for valuable consideration, on the stock exchange or otherwise, shares in the Company at a price between, on the one hand, an amount equal to the par value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on the Official Segment of Euronext Amsterdam; the market price being the average of the highest price on each of the five days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam. The maximum number of shares the Company may hold, will not exceed 10% of the issued share capital per March 31, 2011, which number may be increased by 10% of the issued capital as of that same date in connection with the execution of share repurchase programs for capital reduction purposes | Mgmt       | For     |
| 8   | Any other business   | Non-Voting | No vote |



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: 744320102  
 Meeting Type: Annual  
 Meeting Date: 10-May-2011  
 Ticker: PRU  
 ISIN: US7443201022

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: GORDON M. BETHUNE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GASTON CAPERTON  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GILBERT F. CASELLAS  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JAMES G. CULLEN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM H. GRAY III  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MARK B. GRIER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MARTINA HUND-MEJEAN  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: KARL J. KRAPEK   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: CHRISTINE A. POON  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN R. STRANGFELD   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JAMES A. UNRUH   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 04     | ADVISORY VOTE ON FREQUENCY.  | Mgmt          | 1 Year        |
| 05     | SHAREHOLDER PROPOSAL REGARDING SUPERMAJORITY VOTING.   | Shr           | For           |
| 06     | SHAREHOLDER PROPOSAL REGARDING LOBBYING CONTRIBUTIONS & EXPENDITURES.  | Shr           | Against       |

PRUDENTIAL PLC, LONDON

Agen

Security: G72899100  
 Meeting Type: AGM  
 Meeting Date: 19-May-2011  
 Ticker:  
 ISIN: GB0007099541

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | To receive the Directors' Report and the Financial Statements                    | Mgmt          | For           |
| 2      | To approve the Directors' remuneration Report                                    | Mgmt          | For           |
| 3      | To declare a final dividend  | Mgmt          | For           |
| 4      | To elect Sir Howard Davies as a director   | Mgmt          | For           |
| 5      | To elect Mr John Foley as a director   | Mgmt          | For           |
| 6      | To elect Mr Paul Manduca as a director   | Mgmt          | For           |
| 7      | To elect Mr Michael Wells as a director  | Mgmt          | For           |
| 8      | To re-elect Mr Keki Dadiseth as a director                                       | Mgmt          | For           |
| 9      | To re-elect Mr Robert Devey as a director  | Mgmt          | For           |
| 10     | To re-elect Mr Michael Garrett as a director                                     | Mgmt          | For           |
| 11     | To re-elect Ms Ann Godbehere as a director                                       | Mgmt          | For           |
| 12     | To re-elect Mrs Bridget Macaskill as a director                                  | Mgmt          | For           |
| 13     | To re-elect Mr Harvey McGrath as a director                                      | Mgmt          | For           |
| 14     | To re-elect Mr Michael McLintock as a director                                   | Mgmt          | For           |
| 15     | To re-elect Mr Nicolaos Nicandrou as a director                                  | Mgmt          | For           |
| 16     | To re-elect Ms Kathleen O'Donovan as a director                                  | Mgmt          | For           |
| 17     | To re-elect Mr Barry Stowe as a director   | Mgmt          | For           |
| 18     | To re-elect Mr Tidjane Thiam as a director                                       | Mgmt          | For           |
| 19     | To re-elect Lord Turnbull as a director  | Mgmt          | For           |
| 20     | To re-appoint KPMG Audit Plc as auditor  | Mgmt          | For           |
| 21     | To authorise the directors to determine the amount of the auditor's remuneration | Mgmt          | For           |
| 22     | Renewal of authority to make political donations                                 | Mgmt          | For           |
| 23     | Renewal of authority to allot ordinary shares                                    | Mgmt          | For           |
| 24     | Extension of authority to allot ordinary shares to include re-purchased shares   | Mgmt          | For           |
| 25     | Renewal of authority for disapplication of pre-emption rights                    | Mgmt          | For           |
| 26     | Renewal of authority for purchase of own shares                                  | Mgmt          | For           |
| 27     | Renewal of authority in respect of notice for                                    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |     |
|----|--|------|-----|
|    | general meetings   |      |     |
| 28 | To authorize the change in the rules of the Prudential International Savings Related Share Option Scheme | Mgmt | For |
| 29 | To authorize the change in the rules of the Prudential International Assurance Sharesave Plan            | Mgmt | For |

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 QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 08-Mar-2011  
 Ticker: QCOM  
 ISIN: US7475251036  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>BARBARA T. ALEXANDER<br>STEPHEN M. BENNETT<br>DONALD G. CRUICKSHANK<br>RAYMOND V. DITTAMORE<br>THOMAS W. HORTON<br>IRWIN MARK JACOBS<br>PAUL E. JACOBS<br>ROBERT E. KAHN<br>SHERRY LANSING<br>DUANE A. NELLES<br>FRANCISCO ROS<br>BRENT SCOWCROFT<br>MARC I. STERN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 65,000,000 SHARES.  | Mgmt   | For   |
| 03     | TO APPROVE AN AMENDMENT TO THE 2001 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE SHARE RESERVE BY 22,000,000 SHARES.   | Mgmt   | For   |
| 04     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 25, 2011.   | Mgmt   | For   |
| 05     | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | For   |
| 06     | TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year  |
| 07     | TO ACT ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.   | Shr  | Against   |

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

RECKITT BENCKISER GROUP PLC

Agen

Security: G74079107  
 Meeting Type: AGM  
 Meeting Date: 05-May-2011  
 Ticker:  
 ISIN: GB00B24CGK77

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | To receive the 2010 report and financial statements                 | Mgmt          | For           |
| 2      | To approve the Directors' remuneration report                       | Mgmt          | Abstain       |
| 3      | To declare a final dividend   | Mgmt          | For           |
| 4      | To re-elect Adrian Bellamy  | Mgmt          | For           |
| 5      | To re-elect Peter Harf  | Mgmt          | Abstain       |
| 6      | To re-elect Bart Becht  | Mgmt          | For           |
| 7      | To re-elect Graham Mackay   | Mgmt          | For           |
| 8      | To elect Liz Doherty  | Mgmt          | For           |
| 9      | To re-appoint PricewaterhouseCoopers LLP as auditors                | Mgmt          | For           |
| 10     | To authorise the Directors to determine the auditors' remuneration  | Mgmt          | For           |
| 11     | To renew the Directors' authority to allot shares                   | Mgmt          | For           |
| 12     | To renew the Directors' power to disapply pre-emption rights        | Mgmt          | For           |
| 13     | To renew the Company's authority to purchase its own shares         | Mgmt          | For           |
| 14     | To approve the calling of General Meetings on 14 clear days' notice | Mgmt          | For           |
| 15     | To approve changes to the rules of the Company's Share Plans        | Mgmt          | For           |

ROYAL DUTCH SHELL PLC

Agen

Security: G7690A118  
 Meeting Type: AGM  
 Meeting Date: 17-May-2011  
 Ticker:  
 ISIN: GB00B03MM408

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | That the Company's annual accounts for the financial year ended December 31, 2010, together with the Directors' report and the Auditor's report on those accounts, be received                           | Mgmt          | For           |
| 2      | That the Remuneration Report for the year ended December 31, 2010, set out in the Annual Report and Accounts 2010 and summarised in the Annual Review and Summary Financial Statements 2010, be approved | Mgmt          | For           |
| 3      | That Linda G. Stuntz be appointed as a Director of the Company with effect from June 1,2011  | Mgmt          | For           |
| 4      | That Josef Ackermann be re-appointed as a Director of the Company  | Mgmt          | For           |
| 5      | That Malcolm Brinded be re-appointed as a Director of the Company  | Mgmt          | For           |
| 6      | That Guy Elliott be re-appointed as a Director of the Company  | Mgmt          | For           |
| 7      | That Simon Henry be re-appointed as a Director of the Company  | Mgmt          | For           |
| 8      | That Charles O. Holliday be re-appointed as a Director of the Company  | Mgmt          | For           |
| 9      | That Lord Kerr of Kinlochard be re-appointed as a Director of the Company  | Mgmt          | For           |
| 10     | That Gerard Kleisterlee be re-appointed as a Director of the Company   | Mgmt          | For           |
| 11     | That Christine Morin-Postel be re-appointed as a Director of the Company   | Mgmt          | For           |
| 12     | That Jorma Ollila be re-appointed as a Director of the Company   | Mgmt          | For           |
| 13     | That Jeroen van der Veer be re-appointed as a Director of the Company  | Mgmt          | For           |
| 14     | That Peter Voser be re-appointed as a Director of the Company  | Mgmt          | For           |
| 15     | That Hans Wijers be re-appointed as a Director of the Company  | Mgmt          | For           |
| 16     | That PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company   | Mgmt          | For           |
| 17     | That the Board be authorised to settle the remuneration of the Auditors for 2011   | Mgmt          | For           |
| 18     | That the Board be generally and unconditionally  | Mgmt          | For           |

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authorised, in substitution for all subsisting authorities, to allot shares in the Company, to grant rights to subscribe for or convert any security into shares in the Company, in either case up to a nominal amount of EUR146 million, and to list such shares or rights on any stock exchange, such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on August 17, 2012) (unless previously revoked or varied by the Company in general meeting) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant

|      |  |            |         |
|------|--|------------|---------|
| CONT | CONTD rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended  | Non-Voting | No vote |
| 19   | That if Resolution 18 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited: (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and to (ii) holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and | Mgmt       | For     |
| CONT | CONTD make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and (B) in the case of the authority granted under Resolution 18 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of EUR 21 million, such power to apply until the end of next year's AGM (or, if earlier, until the close of business on August 17, 2012) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require                             | Non-Voting | No vote |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |   |            |         |
|------|---|------------|---------|
|      | equity securities CONTD   |            |         |
| CONT | CONTD to be allotted (and treasury shares to be sold) after the power ends, and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended  | Non-Voting | No vote |
| 20   | That the Company be authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (as defined in Section 693(4) of the Companies Act 2006) of its ordinary shares of EUR 0.07 each ("Ordinary Shares"), such power to be limited: (A) to a maximum number of 625 million Ordinary Shares; (B) by the condition that the minimum price which may be paid for an Ordinary Share is EUR0.07 and the maximum price which may be paid for an Ordinary Share is the higher of (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; (ii) and the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase<br>CONTD | Mgmt       | For     |
| CONT | CONTD is carried out, in each case, exclusive of expenses; such power to apply until the end of next year's Annual General Meeting (or, if earlier, August 17, 2012) but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended   | Non-Voting | No vote |
| 21   | That, in accordance with Section 366 of the Companies Act 2006 and in substitution for any previous authorities given to the Company (and its subsidiaries), the Company (and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect) be authorised to: (A) make political donations to political organisations other than political parties not exceeding EUR200,000 in total per annum; and (B) incur political expenditure not exceeding EUR200,000 in total per annum, during the period beginning with the date of the passing of this resolution and ending on June 30, 2012 or, if earlier, at the conclusion of the next Annual General Meeting of the Company. In this resolution, the terms "political donation", "political parties", CONTD   | Mgmt       | For     |
| CONT | CONTD "political organisation" and "political expenditure" have the meanings given to them  | Non-Voting | No vote |

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by Sections 363 to 365 of the Companies Act  
2006

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ROYAL KPN NV

Agem

Security: N4297B146  
Meeting Type: AGM  
Meeting Date: 06-Apr-2011  
Ticker:  
ISIN: NL0000009082  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU | Non-Voting    | No vote       |
| 1      | Opening and announcements  | Non-Voting    | No vote       |
| 2      | Report by the Board of Management for the financial year 2010  | Non-Voting    | No vote       |
| 3      | Proposal to adopt the financial statements for the financial year 2010                                       | Mgmt          | For           |
| 4      | Explanation of the financial and dividend policy   | Non-Voting    | No vote       |
| 5      | Proposal to adopt a dividend over the financial year 2010  | Mgmt          | For           |
| 6      | Proposal to discharge the members of the Board of Management from liability                                  | Mgmt          | For           |
| 7      | Proposal to discharge the members of the Supervisory Board from liability                                    | Mgmt          | For           |
| 8      | Proposal to appoint the auditor  | Mgmt          | For           |
| 9      | Proposal to amend the remuneration policy for the Board of Management  | Mgmt          | For           |
| 10     | Proposal to amend the remuneration of the Supervisory Board  | Mgmt          | For           |
| 11     | Opportunity to make recommendations for the appointment of a member of the Supervisory Board                 | Non-Voting    | No vote       |
| 12     | Proposal to appoint Mr J.B.M. Streppel as member of the Supervisory Board                                    | Mgmt          | For           |
| 13     | Proposal to appoint Mr M. Bischoff as member of the Supervisory Board  | Mgmt          | For           |
| 14     | Proposal to appoint Ms C.M. Hooymans as member of the Supervisory Board                                      | Mgmt          | For           |



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|    |  |            |         |
|----|--|------------|---------|
| 15 | Information on the composition of the Supervisory Board going forward                                | Non-Voting | No vote |
| 16 | Proposal to authorize the Board of Management to resolve that the company may acquire its own shares | Mgmt       | For     |
| 17 | Proposal to reduce the capital through cancellation of own shares                                    | Mgmt       | For     |
| 18 | Any other business and closure of the meeting  | Non-Voting | No vote |

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 SALESFORCE.COM, INC.

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 Agen

Security: 79466L302  
 Meeting Type: Annual  
 Meeting Date: 09-Jun-2011  
 Ticker: CRM  
 ISIN: US79466L3024  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARC BENIOFF  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CRAIG CONWAY  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ALAN HASSENFELD   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON JANUARY 31, 2012. | Mgmt          | For           |
| 03     | ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE A RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.                                | Mgmt          | 1 Year        |
| 05     | STOCKHOLDER PROPOSAL TO REPEAL CLASSIFIED BOARD.  | Shr           | For           |

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 SANOFI-AVENTIS, PARIS

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 Agen

Security: F5548N101  
 Meeting Type: MIX  
 Meeting Date: 06-May-2011  
 Ticker:  
 ISIN: FR0000120578  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.   | Non-Voting    | No vote       |
| CMMT   | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0316/201103161100708.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0316/201103161100708.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101269.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101269.pdf</a>   | Non-Voting    | No vote       |
| 0.1    | Approval of the corporate financial statements for the financial year 2010  | Mgmt          | For           |
| 0.2    | Approval of the consolidated financial statements for the financial year 2010   | Mgmt          | For           |
| 0.3    | Allocation of income and setting the dividend   | Mgmt          | For           |
| 0.4    | Agreements and Undertakings pursuant to Articles L. 225- 38 et seq. of the Commercial Code  | Mgmt          | For           |
| 0.5    | Setting the amount of attendance allowances   | Mgmt          | For           |
| 0.6    | Ratification of the co-optation of Mrs. Carole Piwnica as Board member  | Mgmt          | For           |
| 0.7    | Appointment of Mrs. Suet-Fern Lee as Board member   | Mgmt          | For           |
| 0.8    | Renewal of Mr. Thierry Desmarest's term as Board member   | Mgmt          | For           |
| 0.9    | Renewal of Mr. Igor Landau's term as Board member   | Mgmt          | For           |
| 0.10   | Renewal of Mr. Gerard Van Kemmel's term as Board member   | Mgmt          | For           |
| 0.11   | Renewal of Mr. Serge Weinberg's term as Board member  | Mgmt          | For           |
| 0.12   | Renewal of term of the company PricewaterhouseCoopers Audit as principal Statutory Auditor  | Mgmt          | For           |
| 0.13   | Appointment of Mr. Yves Nicolas as deputy Statutory   | Mgmt          | For           |

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Auditor

|      |  |      |         |
|------|--|------|---------|
| O.14 | Authorization to be granted to the Board of Directors to trade the Company's shares  | Mgmt | For     |
| E.15 | Delegation of authority to be granted to the Board of Directors to decide to increase capital by issuing - with preferential subscription rights - shares and/or securities giving access to the capital of the Company and/or by issuing securities entitling to the allotment of debt securities                             | Mgmt | For     |
| E.16 | Delegation of authority to be granted to the Board of Directors to decide to increase capital by issuing - without preferential subscription rights - shares and/or securities giving access to the capital of the Company and/or by issuing securities entitling to the allotment of debt securities by way of a public offer | Mgmt | For     |
| E.17 | Option to issue shares or securities giving access to the capital without preferential subscription rights, in consideration for in-kind contributions of equity securities or securities giving access to the capital   | Mgmt | For     |
| E.18 | Delegation of authority to be granted to the Board of Directors to increase the number of issuable securities in the event of capital increase with or without preferential subscription rights  | Mgmt | For     |
| E.19 | Delegation of authority to be granted to the Board of Directors to decide increase the share capital by incorporation of premiums, reserves, profits or other amounts  | Mgmt | For     |
| E.20 | Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the capital reserved for members of savings plans with cancellation of preferential subscription rights in favor of the latter  | Mgmt | For     |
| E.21 | Delegation of authority to be granted to the Board of Directors to grant options to subscribe for or purchase shares   | Mgmt | Against |
| E.22 | Delegation to be granted to the Board of Directors to reduce the share capital by cancellation of treasury shares  | Mgmt | For     |
| E.23 | Amendment of Article 11 of the Statutes  | Mgmt | For     |
| E.24 | Amendment of Article 12 of the Statutes  | Mgmt | For     |
| E.25 | Amendment of Article 19 of the Statutes  | Mgmt | For     |
| E.26 | Change in the name of the Company and consequential amendment of the Statutes  | Mgmt | For     |

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|      |  |            |         |
|------|--|------------|---------|
| E.27 | Powers for the formalities   | Mgmt       | For     |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Non-Voting | No vote |

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SAP AG, WALLDORF/BADEN

Agen

Security: D66992104  
 Meeting Type: AGM  
 Meeting Date: 25-May-2011  
 Ticker:  
 ISIN: DE0007164600

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU. | Non-Voting    | No vote       |
|        | PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 04 MAY 2011, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.  | Non-Voting    | No vote       |
|        | COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 10 MAY 2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING. COUNTER PROPOSALS CANNOT BE REFLECTED IN THE BALLOT ON PROXYEDGE.  | Non-Voting    | No vote       |
| 1.     | Presentation of the adopted annual financial statements and the approved group financial statements, the combined management report and group management report of SAP AG, including  | Non-Voting    | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

the Executive Board's explanatory notes relating to the information provided pursuant to Sections 289 (4) and (5) and 315 (4) of the German Commercial Code (HGB), and the Supervisory Board's report, each for fiscal year 2010

|    |   |      |     |
|----|---|------|-----|
| 2. | Resolution on the appropriation of the retained earnings of fiscal year 2010  | Mgmt | For |
| 3. | Resolution on the formal approval of the acts of the Executive Board in fiscal year 2010  | Mgmt | For |
| 4. | Resolution on the formal approval of the acts of the Supervisory Board in fiscal year 2010  | Mgmt | For |
| 5. | Appointment of the auditors of the financial statements and group financial statements for fiscal year 2011   | Mgmt | For |
| 6. | Resolution on the amendment to Section 4 of the Articles of Incorporation to reflect changes in the capital structure since the Articles of Incorporation were last amended as well as on the cancellation of Contingent Capital VI and the corresponding amendment to Section 4 of the Articles of Incorporation   | Mgmt | For |
| 7. | Resolution on the authorization of the Executive Board to issue convertible and/or warrant-linked bonds, the option to exclude shareholders' subscription rights, the cancellation of Contingent Capital IV and Contingent Capital IVa, the creation of new Contingent Capital IV and the corresponding amendment to Section 4 of the Articles of Incorporation | Mgmt | For |
| 8. | Resolution on the approval of a Control and Profit Transfer Agreement between SAP AG and a subsidiary   | Mgmt | For |

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SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

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Security: 806857108  
Meeting Type: Annual  
Meeting Date: 06-Apr-2011  
Ticker: SLB  
ISIN: AN8068571086

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| Prop.# | Proposal                        | Proposal Type | Proposal Vote |
|--------|---------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: P. CAMUS  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: P. CURRIE | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: A. GOULD  | Mgmt          | For           |

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|    |  |      |        |
|----|--|------|--------|
| 1D | ELECTION OF DIRECTOR: T. ISAAC   | Mgmt | For    |
| 1E | ELECTION OF DIRECTOR: K.V. KAMATH  | Mgmt | For    |
| 1F | ELECTION OF DIRECTOR: N. KUDRYAVTSEV   | Mgmt | For    |
| 1G | ELECTION OF DIRECTOR: A. LAJOUS  | Mgmt | For    |
| 1H | ELECTION OF DIRECTOR: M.E. MARKS   | Mgmt | For    |
| 1I | ELECTION OF DIRECTOR: E. MOLER   | Mgmt | For    |
| 1J | ELECTION OF DIRECTOR: L.R. REIF  | Mgmt | For    |
| 1K | ELECTION OF DIRECTOR: T.I. SANDVOLD  | Mgmt | For    |
| 1L | ELECTION OF DIRECTOR: H. SEYDOUX   | Mgmt | For    |
| 1M | ELECTION OF DIRECTOR: P. KIBSGAARD   | Mgmt | For    |
| 1N | ELECTION OF DIRECTOR: L.S. OLAYAN  | Mgmt | For    |
| 02 | TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.  | Mgmt | For    |
| 03 | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year |
| 04 | TO APPROVE THE AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON SHARE CAPITAL.   | Mgmt | For    |
| 05 | TO APPROVE THE AMENDMENTS TO THE COMPANY'S ARTICLES OF INCORPORATION TO CLARIFY THE VOTING STANDARD IN CONTESTED DIRECTOR ELECTIONS AND TO MAKE CERTAIN OTHER CHANGES. | Mgmt | For    |
| 06 | TO APPROVE THE COMPANY'S FINANCIAL STATEMENTS AND DECLARATION OF DIVIDENDS.  | Mgmt | For    |
| 07 | TO APPROVE THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt | For    |

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 SIEMENS A G

Agen

Security: D69671218  
 Meeting Type: AGM  
 Meeting Date: 25-Jan-2011  
 Ticker:  
 ISIN: DE0007236101

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| Prop.# Proposal  | Proposal Type | Proposal Vote |
|--|---------------|---------------|
| ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING | Non-Voting    | No vote       |

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YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.

PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.

|    |   |            |         |
|----|---|------------|---------|
|    |   | Non-Voting | No vote |
|    |   |            |         |
| 1. | To receive and consider the Report of the supervisory Board, the corporate Governance Report and the Compensation Report as well as the Compliance Report for fiscal year 2010  | Non-Voting | No vote |
| 2. | To receive and consider the adopted Annual Financial Statements of Siemens AG and the approved Consolidated Financial Statements, together with the Combined Management's Discussion and Analysis of Siemens AG and the Siemens Group, including the Explanatory Report on the information required pursuant to section 289 (4) and (5) and section 315 (4) of the German Code (HGB) as of September 30, 2010 | Non-Voting | No vote |
| 3. | To resolve on the allocation of net income of siemens AG to pay a dividend  | Mgmt       | For     |
| 4. | To ratify the acts of the members of the Managing Board   | Mgmt       | For     |
| 5. | To ratify the acts of the members of the Supervisory Board  | Mgmt       | For     |
| 6. | To resolve on the approval of the compensation system for Managing Board members  | Mgmt       | For     |
| 7. | To resolve on the appointment of independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the Interim Financial Statements   | Mgmt       | For     |
| 8. | To resolve on the authorization to repurchase and use Siemens shares and to exclude shareholders' subscription and tender rights  | Mgmt       | For     |
| 9. | To resolve on the authorization to use derivatives in connection with the repurchase of Siemens shares pursuant to section 71 (1), no. 8, of the German Corporation Act (AktG), and to exclude shareholders' subscription and tender rights   | Mgmt       | For     |

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|     |   |      |         |
|-----|---|------|---------|
| 10. | To resolve on the creation of an Authorized Capital 2011 reserved for the issuance to employees with shareholders' subscription rights excluded, and related amendments to the Articles of Association  | Mgmt | For     |
| 11. | To resolve on the adjustment of Supervisory Board compensation and the related amendments to the Articles of Association  | Mgmt | For     |
| 12. | To resolve on the approval of a profit-and-loss transfer agreement between Siemens AG and a subsidiary  | Mgmt | For     |
| 13. | To resolve on the authorization of the managing Board to issue convertible bonds and/or warrant bonds and exclude shareholders' subscription rights, and to resolve on the creation of a Conditional Capital 2011 and related amendments to the Articles of Association | Mgmt | For     |
| 14. | PLEASE NOTE THAT THIS IS A SHAREHOLDERS PROPOSAL:<br>Resolution on an amendment to section 2 of the Articles of Association of Siemens AG   | Shr  | Against |

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SILVER WHEATON CORP.

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Agen

Security: 828336107  
Meeting Type: Annual  
Meeting Date: 20-May-2011  
Ticker: SLW  
ISIN: CA8283361076  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| A      | DIRECTOR<br>PETER D. BARNES<br>LAWRENCE I. BELL<br>GEORGE L. BRACK<br>JOHN A. BROUGH<br>R. PETER GILLIN<br>DOUGLAS M. HOLTBY<br>EDUARDO LUNA<br>WADE D. NESMITH    | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| B      | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION. | Mgmt   | For  |

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SOUTHWESTERN ENERGY COMPANY

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Agen



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Security: 845467109  
 Meeting Type: Annual  
 Meeting Date: 17-May-2011  
 Ticker: SWN  
 ISIN: US8454671095

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LEWIS E. EPLEY, JR.   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT L. HOWARD  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GREG D. KERLEY  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: HAROLD M. KORELL  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: VELLO A. KUUSKRAA   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: KENNETH R. MOURTON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: STEVEN L. MUELLER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CHARLES E. SCHARLAU   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ALAN H. STEVENS   | Mgmt          | For           |
| 02     | THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt<br>LLP TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR<br>ENDED DECEMBER 31, 2011. |               | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 04     | ADVISORY VOTE ON FREQUENCY OF SAY-ON-PAY VOTES.   | Mgmt          | 1 Year        |
| 05     | AMENDMENT OF THE COMPANY'S BY-LAWS TO REDUCE<br>THE OWNERSHIP THRE- SHOLD FOR STOCKHOLDERS<br>TO CALL SPECIAL MEETING OF STOCKHOLDERS.  | Mgmt          | Against       |
| 06     | STOCKHOLDER PROPOSAL FOR A POLITICAL CONTRIBUTIONS<br>AND EXPENDITURES REPORT.  | Shr           | Against       |

ST. JUDE MEDICAL, INC. Agen

Security: 790849103  
 Meeting Type: Annual  
 Meeting Date: 12-May-2011  
 Ticker: STJ  
 ISIN: US7908491035

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD R. DEVENUTI | Mgmt          | For           |

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|    |   |      |        |
|----|---|------|--------|
| 1B | ELECTION OF DIRECTOR: THOMAS H. GARRETT III   | Mgmt | For    |
| 1C | ELECTION OF DIRECTOR: WENDY L. YARNO  | Mgmt | For    |
| 02 | ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt | For    |
| 03 | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.          | Mgmt | 1 Year |
| 04 | TO APPROVE AMENDMENTS TO THE ST. JUDE MEDICAL, INC. 2007 STOCK INCENTIVE PLAN.                                | Mgmt | For    |
| 05 | TO CONSIDER AND ACT UPON A SHAREHOLDER PROPOSAL REGARDING THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.     | Shr  | For    |
| 06 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011. | Mgmt | For    |

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 STATE STREET CORPORATION

Agen

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 Security: 857477103  
 Meeting Type: Annual  
 Meeting Date: 18-May-2011  
 Ticker: STT  
 ISIN: US8574771031  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: K. BURNES          | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: P. COYM            | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: A. FAWCETT         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: D. GRUBER          | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: L. HILL            | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: J. HOOLEY          | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: R. KAPLAN          | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: C. LAMANTIA        | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: R. SERGEL          | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: R. SKATES          | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: G. SUMME           | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1M | ELECTION OF DIRECTOR: R. WEISSMAN  | Mgmt | For     |
| 02 | TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION  | Mgmt | For     |
| 03 | TO APPROVE AN ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY PROPOSALS ON EXECUTIVE COMPENSATION  | Mgmt | 1 Year  |
| 04 | TO APPROVE THE 2011 SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN   | Mgmt | For     |
| 05 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011 | Mgmt | For     |
| 06 | TO ACT ON A SHAREHOLDER PROPOSAL RELATING TO DISCLOSURE OF CERTAIN POLITICAL CONTRIBUTIONS   | Shr  | Against |

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 STATOIL ASA

Agen

Security: R8413J103  
 Meeting Type: AGM  
 Meeting Date: 19-May-2011  
 Ticker:  
 ISIN: NO0010096985

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE                       | Non-Voting    | No vote       |
| CMMT   | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED | Non-Voting    | No vote       |
| 1      | Opening of the annual general meeting by the chair of the corporate assembly   | Non-Voting    | No vote       |
| 2      | The board of directors proposes that the general meeting elects the chair of the corporate assembly, Olaug Svarva, as chair of the meeting   | Mgmt          | No vote       |
| 3      | Approval of the notice and the agenda  | Mgmt          | No vote       |
| 4      | Registration of attending shareholders and proxies   | Non-Voting    | No vote       |

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|    |   |      |         |
|----|---|------|---------|
| 5  | Election of two persons to co-sign the minutes together with the chair of the meeting   | Mgmt | No vote |
| 6  | Approval of the annual report and accounts for Statoil ASA and the Statoil group for 2010 including the board of directors' proposal for distribution of dividend: The board of directors proposes a total dividend of NOK 6.25 per share for 2010. The dividend accrues to the shareholders as of 19 May 2011. Expected payment of dividends is 1 June 2011  | Mgmt | No vote |
| 7  | Declaration on stipulation of salary and other remuneration for executive management: In accordance with section 6-16a of the Public Limited Companies Act, the board of directors will prepare a statement regarding the settlement of salary and other remuneration for executive management. The content of the statement is included in note 6 to Statoil's annual report and accounts for 2010 which have been prepared in accordance with accounting principles generally accepted in Norway (NGAAP). The general meeting will consider the statement by an advisory vote   | Mgmt | No vote |
| 8  | Determination of remuneration for the company's auditor   | Mgmt | No vote |
| 9  | The nomination committee proposes the following changes to the remuneration to the corporate assembly: Chair from NOK 100,000/yearly to NOK 103,500/yearly, Deputy Chair from NOK 52,500/yearly to NOK 54,500/yearly, Members from NOK 37,000/yearly to NOK 38,250/yearly and Deputy Members from NOK 5,250/meeting to NOK 5,500/meeting  | Mgmt | No vote |
| 10 | Election of member to the nomination committee: Bjorn Stale Haavik has informed that he wishes to withdraw from the nomination committee. The nomination committee nominates Ingrid Rasmussen, Director General, Department for Economic and Administrative Affairs, Ministry of Petroleum and Energy, as a new member of the nomination committee until the annual general meeting in 2012. For further information, see the nomination committee's nomination on <a href="http://www.statoil.com">www.statoil.com</a> . The other members of the nomination committee, Olaug Svarva (chair), Tom Rathke and Live Haukvik Aker, are elected until the annual general meeting in 2012 | Mgmt | No vote |
| 11 | Determination of remuneration for the nomination committee: The nomination committee proposes the following changes to the remuneration to the nomination committee: Chair from NOK 10,000/meeting to NOK 10,400/meeting and Members from NOK 7,400/meeting to NOK 7,700/meeting  | Mgmt | No vote |
| 12 | The board of directors is authorised on behalf  | Mgmt | No vote |

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of the company to acquire Statoil shares in the market. The authorisation may be used to acquire own shares at a total nominal value of up to NOK 20,000,000. Shares acquired pursuant to this authorisation may only be used for sale and transfer to employees of the Statoil group as part of the group's share saving plan, as approved by the board of directors. The minimum and maximum amount that may be paid per share will be NOK 50 and 500 respectively. The authorisation is valid until the next annual general meeting, but not beyond 30 June 2012. This authorisation replaces the previous authorisation to acquire own shares for implementation of the share saving plan for employees granted by the annual general meeting on 19 May 2010

|    |   |      |         |
|----|---|------|---------|
| 13 | <p>The board of directors of Statoil ASA is hereby authorised to acquire Statoil shares in the market on behalf of the company with a nominal value of up to NOK 187,500,000. The minimum and maximum amount that can be paid per share will be NOK 50 and NOK 500 respectively. Within these limits, the board of directors shall itself decide at what price and at what time such acquisition shall take place. Own shares acquired pursuant to this authorisation may only be used for annulment through a reduction of the company's share capital, pursuant to the Public Limited Companies Act section 12-1. The authorisation is valid until the next annual general meeting, but not beyond 30 June 2012</p> | Mgmt | No vote |
| 14 | <p>The general meeting approves that adjustments in the Marketing Instructions for Statoil ASA, adopted by the general meeting on 25 May 2001, be made to the provisions concerning reference price for crude oil and NGL, thereby ensuring Statoil the necessary incentives to obtain the highest possible value for the state and Statoil's oil and gas under the market conditions prevailing at any time. The adjustments to the Marketing Instructions as such are made by the state, represented by the Ministry of Petroleum and Energy</p>  | Mgmt | No vote |
| 15 | <p>Changes to the articles of association: articles 4, 9 and 11</p>   | Mgmt | No vote |
| 16 | <p>Adopt instruction for the nomination committee: In accordance with the proposed change to the articles of association article 11, and as recommended by The Norwegian Code of Practice for Corporate Governance, the board recommends that the general meeting adopts the "Instruction for the nomination committee in Statoil ASA" (to be found on <a href="http://www.statoil.com">www.statoil.com</a>)</p>  | Mgmt | No vote |
| 17 | <p>PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: Statoil's extraction of tar sands is a strategic</p>  | Shr  | No vote |

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path that: a) has substantial negative climate, environmental - and social impact, b) is not in line with Statoil's sustainable development and environmental goals and values and c) damages the company's credibility and reputation, and exposes the shareholders to economic risks. Extraction of tar sands is not compatible with the international ambition to limit global temperature rise below 2 degrees Celsius. It is not in the shareholders' long term interest that Statoil continues its extraction of oil from tar sands. Statoil shall divest from tar sands extraction in Canada

TARGET CORPORATION

Agen

Security: 87612E106  
 Meeting Type: Annual  
 Meeting Date: 08-Jun-2011  
 Ticker: TGT  
 ISIN: US87612E1064

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROXANNE S. AUSTIN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CALVIN DARDEN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARY N. DILLON  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES A. JOHNSON  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MARY E. MINNICK   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DERICA W. RICE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: GREGG W. STEINHAFEL   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: SOLOMON D. TRUJILLO   | Mgmt          | For           |
| 02     | COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. | Mgmt          | For           |
| 03     | COMPANY PROPOSAL TO APPROVE THE TARGET CORPORATION 2011 LONG-TERM INCENTIVE PLAN.                                 | Mgmt          | For           |
| 04     | COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY").                    | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 05 | COMPANY PROPOSAL TO CAST A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES. | Mgmt | 1 Year  |
| 06 | SHAREHOLDER PROPOSAL ON COMPENSATION BENCHMARKING.   | Shr  | For     |
| 07 | SHAREHOLDER PROPOSAL ON ELECTRONICS RECYCLING.   | Shr  | Against |

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 TELEFON AB L M ERICSSON

Agen

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 Security: W26049119  
 Meeting Type: AGM  
 Meeting Date: 13-Apr-2011  
 Ticker:  
 ISIN: SE0000108656  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU   | Non-Voting    | No vote       |
| CMMT   | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED | Non-Voting    | No vote       |
| CMMT   | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE                       | Non-Voting    | No vote       |
| 1      | The Nomination Committee proposes the Chairman of the Board of Directors, Michael Treschow, be elected Chairman of the Meeting   | Non-Voting    | No vote       |
| 2      | Preparation and approval of the voting list  | Non-Voting    | No vote       |
| 3      | Approval of the agenda of the Meeting  | Non-Voting    | No vote       |
| 4      | Determination whether the Meeting has been properly convened   | Non-Voting    | No vote       |
| 5      | Election of two persons approving the minutes  | Non-Voting    | No vote       |
| 6      | Presentation of the annual report, the auditors' report, the consolidated accounts, the auditors' report on the consolidated accounts and the auditors' presentation of the audit work during 2010   | Non-Voting    | No vote       |

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|     |   |            |         |
|-----|---|------------|---------|
| 7   | The President's speech and questions by the shareholders to the Board of Directors and the management   | Non-Voting | No vote |
| 8.1 | Resolution with respect to: adoption of the income statement and the balance sheet, the consolidated income statement and the consolidated balance sheet  | Mgmt       | For     |
| 8.2 | Resolution with respect to: discharge of liability for the members of the Board of Directors and the President  | Mgmt       | For     |
| 8.3 | The Board of Directors proposes a dividend of SEK 2.25 per share and Monday, April 18, 2011, as record date for dividend. Assuming this date will be the record day, Euroclear Sweden AB is expected to disburse dividends on Thursday, April 21, 2010  | Mgmt       | For     |
| 9.1 | The number of Board members to be elected by the Meeting shall remain twelve and no Deputy Directors be elected   | Mgmt       | For     |
| 9.2 | The fees to the non-employed Board members and to the non-employed members of the Committees to the Board of Directors elected by the Meeting be paid as follows: SEK 3,750,000 to the Chairman of the Board of Directors (unchanged); SEK 825,000 each to the other Board members (previously SEK 750,000); SEK 350,000 to the Chairman of the Audit Committee (unchanged); SEK 250,000 each to the other members of the Audit Committee (unchanged); SEK 200,000 each to the Chairmen of the Finance and the Remuneration Committee (previously SEK 125,000); and SEK 175,000 each to the other members of the Finance and the Remuneration Committee (previously SEK 125,000). Fees in the form of synthetic shares: The Nomination Committee proposes the Directors should be offered, on unchanged terms, the possibility to receive part of the fees in respect of their Board assignment (however, not in respect of committee work) in the form of synthetic shares. A synthetic share signifies a right to receive future payment of an amount corresponding to the market price of a share of series B in the Company on NASDAQ OMX Stockholm at the time of payment. The following principal terms and conditions shall apply. A nominated Director shall have the possibility of choosing to receive the fee in respect of his or her Board assignment, according to the following four alternatives: 25 percent in cash 75 percent in synthetic shares; 50 percent in cash 50 percent in synthetic shares; 75 percent in cash 25 percent in synthetic shares; and 100 percent in cash. The number of synthetic shares allocated to the Director shall be based on a volume weighted average of the market price of shares of series B on NASDAQ OMX Stockholm during | Mgmt       | For     |



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the five trading days immediately following the publication of the Company's interim report for the first quarter of 2011. The synthetic shares are vested during the term of office, with 25 percent per quarter of the year. The synthetic shares entail a right to receive payment, following the publication of Ericsson's year-end financial statement in 2016, of a cash amount per synthetic share corresponding to the market price of shares of series B in the Company at the time of payment. Dividend in respect of shares of series B in the Company, which the General Meeting of Shareholders has resolved on during the holding period, shall be disbursed at the same time as the cash amount. Should the Director's assignment to the Board of Directors come to an end not later than during the third calendar year after the year in which the General Meeting of Shareholders resolved on allocation of the synthetic shares, payment may take place the year after the assignment came to an end. The number of synthetic shares may be subject to recalculation in the event of bonus issues, split, rights issues and similar measures, under the terms and conditions of the synthetic shares. The intention is that the Company's future commitment to pay with regard to the synthetic shares, as set out above, should be hedged by the Company, either through repurchased own shares which are sold on the market in connection with payments to the Directors or through a hedging agreement with a bank. Due to the hedging measures, the financial difference for the Company, should all Directors receive part of their fees in the form of synthetic shares compared with the fees being paid in cash only, is assessed to be very limited

- |     |   |      |     |
|-----|---|------|-----|
| 9.3 | Chairman of the Board of Directors: The Nomination Committee proposes Leif Johansson be elected new Chairman of the Board of Directors (Michael Treschow, presently Chairman of the Board, has declined re-election). Other members of the Board of Directors: The Nomination Committee proposes re-election of Roxanne S. Austin, Sir Peter L. Bonfield, Borje Ekholm, Ulf J. Johansson, Sverker Martin-Lof, Nancy McKinstry, Anders Nyr n, Carl-Henric Svanberg, Hans Vestberg and Michelangelo Volpi and election of Jacob Wallenberg as new Board member (Marcus Wallenberg has declined re-election) | Mgmt | For |
| 9.4 | Procedure on appointment of the Nomination Committee and determination of the assignment of the Committee: The Nomination Committee proposes a procedure on appointment of the Nomination Committee, in substance as follows: The Company shall have a Nomination Committee of no less than five members. One member shall be the chairman of the Board of Directors. Based on the shareholding statistics the Company receives   | Mgmt | For |

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from Euroclear Sweden AB as per the last bank day of the month in which the Annual General Meeting is held, the Nomination Committee shall, without unnecessary delay, identify the four largest shareholders by voting power of the Company. As soon as reasonably feasible, the Nomination Committee shall, in a suitable manner, contact the identified four largest shareholders and request them, within reasonable time considering the circumstances, however not exceeding 30 days, to provide in writing to the Nomination Committee the name of the person the shareholder wish to appoint member of the Nomination Committee. The chairman of the Nomination Committee shall be the member that represents the largest shareholder(s) by voting power, provided the Nomination Committee does not unanimously resolve to appoint another member, appointed by a shareholder, chairman of the Nomination Committee. In case a shareholder considers its shareholding in the Company is of such significance that it justifies a participation in the Nomination Committee, the shareholder may inform in writing the Nomination Committee thereof and in connection hereto adequately verify its shareholding. Upon receipt of such a request no later than December 31, and provided the Nomination Committee considers the reported shareholding be adequately verified, the Nomination Committee shall confirm this to the shareholder, who will then be entitled to appoint a supplemental member of the Nomination Committee. In case the Nomination Committee receives a notification from a shareholder past the date of December 31, no action is required to be taken. The assignment covers to provide proposals for chairman at the Annual General Meeting; chairman of the Board of Directors and other members of the Board of Directors appointed by the Annual General Meeting; fees payable to non-employed members of the Board of Directors; and fees payable to the auditors as well as, when applicable, election of auditors. Henceforth, no remuneration shall be paid to the members of the Nomination Committee. However, the Company shall bear the reasonable expenses reasonably related to the assignment of the Nomination Committee

|     |   |      |     |
|-----|---|------|-----|
| 9.5 | Fees payable to the members of the Nomination Committee: The Nomination Committee proposes no remuneration be paid to the Nomination Committee members  | Mgmt | For |
| 9.6 | Fees payable to the Auditor: The Nomination Committee proposes, like previous years, the Auditor fees be paid against approved account  | Mgmt | For |
| 9.7 | Election of Auditor: The Nomination Committee proposes PricewaterhouseCoopers be appointed Auditor for the period as of the end of the Annual General Meeting 2011 until the end of the Annual General Meeting 2012 | Mgmt | For |

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10 Guidelines for remuneration to senior management: Mgmt For

The Board of Directors proposes the Annual General Meeting resolves on the following guidelines for remuneration and other employment terms for the senior management for the period up to the 2012 Annual General Meeting. The guidelines proposed do not comprise any material changes compared to the principles resolved by the 2010 Annual General Meeting. 2011 Remuneration Policy: Remuneration at Ericsson is based on the principles of performance, competitiveness and fairness. These principles and good practice in Sweden guide our policy to: Attract and retain highly competent, performing and motivated people that have the ability, experience and skill to deliver on the Ericsson strategy; Encourage behavior consistent with Ericsson's culture and core values of professionalism, respect and perseverance; Ensure fairness in reward by delivering total remuneration that is appropriate but not excessive; Ensure a total compensation mix of fixed and variable remuneration and benefits that reflects the Company's principles and is competitive where Ericsson competes for talent; Encourage variable remuneration which, first, aligns employees with clear and relevant targets, second, reinforces performance and, third, enables flexible remuneration costs; Ensure that all variable remuneration plans have maximum award and vesting limits; Encourage employees to deliver sustained performance and build up a personal shareholding in Ericsson, aligning the interests of shareholders and employees; Communicate clearly to both employees and shareholders how Ericsson translates remuneration principles and policy into practice. Group Management: For Group Management consisting of the Executive Leadership Team, including the President and CEO, in the following referred to as the "Group Management", total remuneration consists of fixed salary, short- and long-term variable remuneration, pension and other benefits. Furthermore, the following guidelines apply for Group Management: Variable remuneration is through cash and stock-based programs awarded against specific business targets derived from the long term business plan approved by the Board of Directors. Targets may include financial targets at either corporate or unit level, operational targets, employee motivation targets and customer satisfaction targets; With the current composition of Group Management, the Company's cost during 2011 for the variable remuneration of Group Management can, at a constant share price, amount to between 0 and 150 percent of the aggregate fixed salary cost, all excluding social security costs; All benefits, including pension benefits, follow the competitive practice in the home country taking total compensation into account. The retirement age is normally 60 to 65 years of age; By way of exception, additional arrangements can be made when deemed

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required. Such additional arrangement shall be limited in time and shall not exceed a period of 36 months and two times the remuneration that the individual concerned would have received had no additional arrangement been made; The mutual notice period may be no more than six months. Upon termination of employment by the Company, severance pay amounting to a maximum of 18 months fixed salary is paid. Notice of termination given by the employee due to significant structural changes, or other events that in a determining manner affect the content of work or the condition for the position, is equated with notice of termination served by the Company

- 11.1 Implementation of the Stock Purchase Plan: All employees within the Ericsson Group, except for what is mentioned in the fourth paragraph below, will be offered to participate in the Stock Purchase Plan. Employees who participate in the Stock Purchase Plan shall, during a 12 month period from the implementation of the plan, be able to invest up to 7.5 percent of gross fixed salary in shares of series B in the Company on NASDAQ OMX Stockholm or in ADSs on NASDAQ. The CEO shall have the right to invest up to 10 percent of gross fixed salary and 10 percent of short term variable remuneration for purchase of shares. If the purchased shares are retained by the employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be given a corresponding number of shares of series B or ADSs, free of consideration. Participation in the Stock Purchase Plan presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Company
- Mgmt For
- 11.2 Transfer of treasury stock for the Stock Purchase Plan: a) Transfer of treasury stock to employees Transfer of no more than 9,800,000 shares of series B in the Company may occur on the following terms and conditions: The right to acquire shares shall be granted to such persons within the Ericsson Group covered by the terms and conditions of the Stock Purchase Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Stock Purchase Plan; The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Stock Purchase Plan, i.e. during the period from November 2011 up to and including November 2015; Employees
- Mgmt For

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- covered by the terms and conditions of the Stock Purchase Plan shall receive shares of series B in the Company, free of consideration.
- b) Transfer of treasury stock on an exchange The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 1,900,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share
- 11.3 Equity Swap Agreement with third party in relation to the Stock Purchase Plan: In the event that the required majority is not reached under item 11.2 above, the financial exposure of the Stock Purchase Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Stock Purchase Plan
- Mgmt Against
- 11.4 Implementation of the Key Contributor Retention Plan: In addition to the regular matching of one share pursuant to the Stock Purchase Plan described above, up to 10 percent of the employees (presently approximately 9,000) are selected as key contributors and will be offered an additional matching of shares, free of consideration, within the Key Contributor Retention Plan. If the shares purchased in accordance with the terms and conditions of the Stock Purchase Plan are retained by an employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be entitled to an additional matching share, free of consideration, for every share purchased, in addition to the regular matching of one share. Participation in the Key Contributor Retention Plan presupposes that such participation is legally possible in the various jurisdictions concerned and that the administrative costs and financial efforts are reasonable in the opinion of the Company. The Board of Directors shall however be entitled, but not obligated, to arrange for an alternative cash plan for key contributors in specific jurisdictions, should any of the aforementioned presuppositions prove not to be at hand. Such alternative cash plan shall, as far as practical correspond to the terms and conditions of the Key Contributor Retention Plan
- Mgmt For
- 11.5 Transfer of treasury stock for the Key Contributor Retention Plan: a) Transfer of treasury stock to employees Transfer of no more than 6,100,000 shares of series B in the Company may occur on the following terms and conditions; The right to acquire shares shall be granted to
- Mgmt For

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such persons within the Ericsson Group covered by the terms and conditions of the Key Contributor Retention Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Key Contributor Retention Plan; The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Key Contributor Retention Plan, i.e. during the period from November 2011 up to and including November 2015; Employees covered by the terms and conditions of the Key Contributor Retention Plan shall receive shares of series B in the Company, free of consideration. b) Transfer of treasury stock on an exchange The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 1,200,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share

- |      |   |      |         |
|------|---|------|---------|
| 11.6 | Equity Swap Agreement with third party in relation to the Contributor Retention Plan: In the event that the required majority is not reached under item 11.5 above, the financial exposure of the Key Contributor Retention Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Key Contributor Retention Plan  | Mgmt | Against |
| 11.7 | Implementation of the Executive Performance Stock Plan: In addition to the regular matching of shares pursuant to the Stock Purchase Plan described above, senior managers, up to 0.5 percent of employees (presently approximately 450, although it is anticipated that the number of participants will be significantly lower) will be offered an additional matching of shares, free of consideration, within the Executive Performance Stock Plan. If the shares purchased in accordance with the terms and conditions of the Stock Purchase Plan are retained by an employee for three years from the investment date and the employment with the Ericsson Group continues during that time, the employee will be entitled to the following matching of shares, free of consideration, in addition to the regular matching of one share: The President may be entitled to an additional performance match of up to nine shares for each one purchased ; Other senior managers may be entitled to an additional performance match of up to either | Mgmt | For     |

four or six shares for each one purchased; The nomination of senior managers will be on the basis of position, seniority and performance at the discretion of the Remuneration Committee, which will approve participation and matching share opportunity. The terms and conditions of the additional performance match under the Executive Performance Stock Plan will be based on the outcome of three targets, which are independent of each other and have equal weighting: Up to one third of the award shall vest provided the compound annual growth rate (CAGR) of consolidated net sales between year 0 (2010 financial year) and year 3 (2013 financial year) is between 4 and 10 percent. Matching will begin at a threshold level of 4 percent CAGR and increase on a linear scale to full vesting of this third of the award at 10 percent CAGR; Up to one third of the award shall vest provided the compound annual growth rate (CAGR) of consolidated operating income between year 0 (2010 financial year) and year 3 (2013 financial year) is between 5 and 15 percent. Income from joint ventures and restructuring charges will be included though restructuring charges for 2010 will be excluded. Matching will begin at a threshold level of 5 percent CAGR and increase on a linear scale to full vesting of this third of the award at 15 percent CAGR; Up to one third of the award will be based on the cash conversion during each of the years during the performance period, calculated as cash flow from operating activities divided by net income reconciled to cash. One ninth of the total award will vest for any year, i.e. financial years 2011, 2012 and 2013, if cash conversion is at or above 70 percent. The Board of Directors considers that long-term value creation will be reflected in the success of these targets, aligning executives with long-term shareholder interests. There will be no allocation of shares if none of the threshold levels have been achieved, i.e. CAGR is less than 4 percent for net sales and less than 5 percent for operating income, and a 70 percent cash conversion has not been achieved during the performance period. The minimum matching at the threshold levels is 0. The maximum number of performance matching shares - 4 shares, 6 shares and 9 shares respectively - will be allocated if the maximum performance levels of CAGR of 10 percent for net sales and 15 percent for operating income have been achieved, or exceeded, and a cash conversion of 70 percent or more has been achieved each year during the period. Before the number of performance shares to be matched are finally determined, the Board of Directors shall examine whether the performance matching is reasonable considering the Company's financial results and position, conditions on the stock market and other circumstances, and if not, as determined by the Board of Directors, reduce the number

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of performance shares to be matched to the lower number of shares deemed appropriate by the Board of Directors. When undertaking its evaluation of performance outcomes the Board of Directors will consider, in particular, the impact of larger acquisitions, divestitures, the creation of joint ventures and any other significant capital event on the three targets on a case by case basis

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|------|---|------|---------|
| 11.8 | <p>Transfer of treasury stock for the Executive Performance Stock Plan: a) Transfer of treasury stock to employees: Transfer of no more than 3,500,000 shares of series B in the Company may occur on the following terms and conditions: The right to acquire shares shall be granted to such persons within the Ericsson Group covered by the terms and conditions of the Executive Performance Stock Plan. Furthermore, subsidiaries within the Ericsson Group shall have the right to acquire shares, free of consideration, and such subsidiaries shall be obligated to immediately transfer, free of consideration, shares to their employees covered by the terms and conditions of the Executive Performance Stock Plan; The employee shall have the right to receive shares during the period when the employee is entitled to receive shares pursuant to the terms and conditions of the Executive Performance Stock Plan, i.e. during the period from November 2011 up to and including November 2015; Employees covered by the terms and conditions of the Executive Performance Stock Plan shall receive shares of series B in the Company, free of consideration. b) Transfer of treasury stock on an exchange: The Company shall have the right to, prior to the Annual General Meeting in 2012, transfer no more than 900,000 shares of series B in the Company, in order to cover certain expenses, mainly social security payments. Transfer of the shares shall be effected on NASDAQ OMX Stockholm at a price within the at each time prevailing price interval for the share</p> | Mgmt | For     |
| 11.9 | <p>Equity Swap Agreement with third party in relation to the Executive Performance Stock Plan: In the event that the required majority is not reached under item 11.8 above, the financial exposure of the Executive Performance Stock Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Executive Performance Stock Plan. Majority rules: The resolutions of the Annual General Meeting implementation of the three plans according to items 11.1, 11.4 and 11.7 above require that more than half of the votes cast at the General Meeting approve the proposals. The General Meeting's resolutions on transfers of treasury stock</p>  | Mgmt | Against |



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to employees and on an exchange according to items 11.2, 11.5 and 11.8 above, shall be adopted as one resolution for each of the three items, and require that shareholders representing at least nine-tenths of the votes cast as well as the shares represented at the General Meeting approve the proposals. A valid resolution in accordance with the proposals for an equity swap agreement under items 11.3, 11.6 and 11.9 above requires that more than half of the votes cast at the General Meeting approve the proposals. Description of ongoing variable remuneration programs: The Company's ongoing variable remuneration programs are described in detail in the Annual Report 2010 in the note to the Consolidated Financial Statements, Note C29 and on the Company's website. The Remuneration Report published in the Annual Report outlines how the Company implements its remuneration policy in line with corporate governance best practice

|    |   |      |     |
|----|---|------|-----|
| 12 | <p>The Board of Directors' proposal for resolution on transfer of treasury stock in relation to the resolutions on the Long-Term Variable Remuneration Programs 2007, 2008, 2009 and 2010: Background: The Extraordinary General Meeting 2007 as well as the Annual General Meetings 2008, 2009 and 2010 resolved on a right for the Company to transfer in total not more than 14,280,000 shares of series B in the Company on a stock exchange to cover certain payments, mainly social security charges, that may occur in relation to the Long-Term Variable Remuneration Programs 2007, 2008, 2009 and 2010. Each resolution has for legal reasons only been valid up to the following Annual General Meeting. Resolutions on transfer of treasury stock for the purpose of the above mentioned plan and programs have therefore been repeated at the subsequent Annual General Meeting. In accordance with the resolutions on transfer of in total not more than 14,280,000 shares, 504,800 shares of series B have been transferred up to March 1, 2011. Proposal: The Board of Directors proposes that the Annual General Meeting resolve that the Company shall have the right to transfer, prior to the Annual General Meeting 2012, not more than 13,775,200 shares of series B in the Company, or the lower number of shares of series B, which as per April 13, 2011 remains of the original 14,280,000 shares, for the purpose of covering certain payments, primarily social security charges that may occur in relation to the Long-Term Variable Remuneration Programs 2007, 2008, 2009 and 2010. Transfer of shares shall be effected on NASDAQ OMX Stockholm at a price within the, at each time, prevailing price interval for the share. Majority rules: The resolution of the Annual General Meeting on a transfer of treasury stock requires that shareholders holding at least two-thirds of the votes cast as well as the shares represented</p> | Mgmt | For |
|----|---|------|-----|

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at the Meeting vote in favor of the proposal

|    |   |            |         |
|----|---|------------|---------|
| 13 | The Board of Directors' proposal for resolution on amendment of the Articles of Association: The Board of Directors proposes the Articles of Association (Article 2) be amended to adjust the description of the object's of the Company to the Company's strategy to expand into new industry segments, such as governments, health industry, transport, utilities and mobile money as specified | Mgmt       | For     |
| 14 | Resolution on Einar Hellbom's proposal for the Meeting to delegate to the Board of Directors to review how shares are to be given equal voting rights and to present a proposal to that effect at the next Annual General Meeting   | Mgmt       | For     |
| 15 | Close of the Meeting  | Non-Voting | No vote |

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 TESCO PLC, CHESHUNT

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 Agen

Security: G87621101  
 Meeting Type: AGM  
 Meeting Date: 02-Jul-2010  
 Ticker:  
 ISIN: GB0008847096  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Receive the accounts and reports of the Directors and the Auditors for the FYE 27 FEB 2010  | Mgmt          | For           |
| 2      | Approve the Directors' remuneration report for the FYE 27 FEB 2010  | Mgmt          | Against       |
| 3      | Declare the final dividend of 9.16 pence per share recommended by the Directors   | Mgmt          | For           |
| 4      | Re-elect Ken Hydon as a Director  | Mgmt          | For           |
| 5      | Re-elect Tim Mason as a Director  | Mgmt          | For           |
| 6      | Re-elect Lucy Neville-Rolfe, CMG as a Director  | Mgmt          | For           |
| 7      | Re-elect David Potts as a Director  | Mgmt          | For           |
| 8      | Re-elect David Reid as a Director   | Mgmt          | For           |
| 9      | Re-appoint PricewaterhouseCoopers LLP as the Auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company | Mgmt          | For           |
| 10     | Approve the remuneration of PricewaterhouseCoopers LLP be determined by the Directors   | Mgmt          | For           |

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- |      |   |            |         |
|------|---|------------|---------|
| 11   | <p>Authorize the Directors, in place of the equivalent authority given to the Directors at the last AGM (but without prejudice to the continuing authority of the Directors to allot relevant securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), in accordance with Section 551 of the Companies Act 2006 (the Act) to allot: (i) shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to a maximum aggregate nominal amount of GBP 133,688,202; CONTD..</p>   | Mgmt       | For     |
| CONT | <p>..CONTD and in addition (ii) equity securities of the Company (within the meaning of Section 560 of the Act) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of GBP 133,688,202, Authority shall expire on the date of the next AGM of the Company after the passing of this resolution ; and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred had not expired</p>   | Non-Voting | No vote |
| S.12 | <p>Authorize the Directors, subject to and conditional on the passing of Resolution 11, pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority given by Resolution 11 as if sub-Section 1 of Section 561 of the Act did not apply to any such allotment provided that this power shall be limited: (i) to the allotment of equity securities in connection with an offer of such securities by way of a rights issue (as defined in Resolution 11; and (ii) to the allotment (otherwise than pursuant to sub-Paragraph (i) above) of equity securities up to an aggregate nominal value of GBP 20,053,230; CONTD..</p> | Mgmt       | For     |
| CONT | <p>..CONTD Authority shall expire on the date of the next AGM of the Company after the passing of this resolution and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired</p>   | Non-Voting | No vote |
| S.13 | <p>Authorize the Company, to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of 5p each in the capital of the Company ("Shares") on such terms as the Directors think fit, and where such Shares are held as treasury shares, the Company may use them for the purposes set out in Section 727 of the Act, including for the purpose of its Employee Share Schemes, provided that: a) the maximum number of Shares</p>   | Mgmt       | For     |

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which may be purchased is 802,129,223 Shares;  
 b) the minimum price, exclusive of any expenses,  
 which may be paid for each Share is 5p; c)  
 the maximum price, exclusive of any expenses,  
 which may be paid for each Share is an amount  
 equal to the higher of: (i) 105% of the  
 average of the middle market quotations  
 of a Share as derived from the London Stock  
 Exchange CONTD

|      |  |            |         |
|------|--|------------|---------|
| CONT | <p>CONTD Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilization Regulation 2003; Authority will expire at the close of the next AGM of the Company (except in relation to the purchase of Shares, the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry) ; the Company may make a contract to purchase Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of Shares in pursuance of any such contract</p> | Non-Voting | No vote |
| 14   | <p>Authorize, in accordance with Section 366 of the Act, the Company and all Companies that are its subsidiaries at any time during the period for which this resolution has effect to: (a) make donations to political parties and/or independent election candidates; (b) make political donations to political organizations, other than political parties; (c) incur political expenditure, during the period beginning with the date of the passing of this resolution and ending on the date of the Company's next AGM, such that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed GBP 100,000 in total</p>   | Mgmt       | For     |
| 15   | <p>Authorize the Directors: (a) to renew and continue The Tesco PLC Share Incentive Plan (formerly the Tesco All Employee Share Ownership Plan) (SIP) as summarized in Appendix 1 to this document and to do all acts and things necessary to carry this into effect; and (b) to adopt similar plans for overseas employees subject to such modifications as may be necessary or desirable to take account of overseas tax, exchange controls or securities laws provided that any Ordinary Shares made available under such further plans are treated as counting against any limits on individual or overall participation in the SIP</p>  | Mgmt       | For     |
| S.16 | <p>Amend the Articles of Association of the Company by deleting all the provisions of the Company's Memorandum of Association which,</p>   | Mgmt       | For     |

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by virtue of Section 28 of the Act, are treated as provisions of the Company's Articles of Association; and (ii) the Articles of Association produced to the meeting and signed by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to exclusion of the existing Articles of Association

S.17 Approve a general meeting other than an AGM may be called on not less than 14 clear days' notice Mgmt For

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 THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2011  
 Ticker: KO  
 ISIN: US1912161007

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HERBERT A. ALLEN                                       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD W. ALLEN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: HOWARD G. BUFFETT                                      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BARRY DILLER   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: EVAN G. GREENBERG                                      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ALEXIS M. HERMAN                                       | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MUHTAR KENT  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DONALD R. KEOUGH                                       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO                                 | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DONALD F. MCHENRY                                      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: SAM NUNN   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JAMES D. ROBINSON III                                  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: PETER V. UEERROTH                                      | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: JACOB WALLENBERG                                       | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: JAMES B. WILLIAMS                                      | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 03 | APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE PERFORMANCE INCENTIVE PLAN OF THE COCA-COLA COMPANY TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS | Mgmt | For     |
| 04 | APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE COCA-COLA COMPANY 1989 RESTRICTED STOCK AWARD PLAN TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS  | Mgmt | For     |
| 05 | ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY VOTE)  | Mgmt | For     |
| 06 | ADVISORY VOTE ON THE FREQUENCY OF HOLDING THE SAY ON PAY VOTE  | Mgmt | 1 Year  |
| 07 | SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A  | Shr  | Against |

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 THE GOLDMAN SACHS GROUP, INC.

Agen

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 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 06-May-2011  
 Ticker: GS  
 ISIN: US38141G1040  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN H. BRYAN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GARY D. COHN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CLAES DAHLBACK  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: STEPHEN FRIEDMAN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM W. GEORGE   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES A. JOHNSON  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LOIS D. JULIBER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JAMES J. SCHIRO   | Mgmt          | For           |
| 02     | ADVISORY VOTE ON EXECUTIVE COMPENSATION MATTERS (SAY ON PAY)  | Mgmt          | Against       |
| 03     | ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY  | Mgmt          | 1 Year        |
| 04     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR 2011 FISCAL YEAR | Mgmt          | For           |

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|    |   |     |         |
|----|---|-----|---------|
| 05 | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING                                | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS                      | Shr | For     |
| 07 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE | Shr | For     |
| 08 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON SENIOR EXECUTIVE COMPENSATION        | Shr | Against |
| 09 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON CLIMATE CHANGE RISK DISCLOSURE       | Shr | Against |
| 10 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS              | Shr | Against |

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 THE HOME DEPOT, INC.

Agen

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 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2011  
 Ticker: HD  
 ISIN: US4370761029  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: F. DUANE ACKERMAN                                       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: FRANCIS S. BLAKE  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ARI BOUSBIB   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN                                    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: J. FRANK BROWN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ALBERT P. CAREY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ARMANDO CODINA  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: BONNIE G. HILL  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: KAREN L. KATEN  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RONALD L. SARGENT                                       | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP                                | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION                                       | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt          | 1 Year        |
| 05     | COMPANY PROPOSAL TO IMPLEMENT SHAREHOLDER ABILITY                             | Mgmt          | For           |

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TO ACT BY WRITTEN CONSENT (APPROVAL OF AMENDED  
AND RESTATED CERTIFICATE OF INCORPORATION)

|    |  |     |         |
|----|--|-----|---------|
| 06 | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING                         | Shr | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS              | Shr | For     |
| 08 | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT               | Shr | Against |
| 09 | SHAREHOLDER PROPOSAL REGARDING ELECTIONEERING POLICIES AND CONTRIBUTIONS | Shr | Against |

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THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105  
Meeting Type: Annual  
Meeting Date: 26-Apr-2011  
Ticker: PNC  
ISIN: US6934751057

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD O. BERNDT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CHARLES E. BUNCH   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PAUL W. CHELLGREN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KAY COLES JAMES  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: BRUCE C. LINDSAY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ANTHONY A. MASSARO   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JANE G. PEPPER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES E. ROHR  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DONALD J. SHEPARD  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: LORENE K. STEFFES  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: DENNIS F. STRIGL   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: THOMAS J. USHER  | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.   | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: HELGE H. WEHMEIER  | Mgmt          | For           |
| 02     | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT | Mgmt          | For           |



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REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.

|    |  |      |        |
|----|--|------|--------|
| 03 | APPROVAL OF 2006 INCENTIVE AWARD PLAN TERMS.   | Mgmt | For    |
| 04 | APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.                              | Mgmt | For    |
| 05 | RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 12-Oct-2010  
 Ticker: PG  
 ISIN: US7427181091

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ANGELA F. BRALY                                   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KENNETH I. CHENAULT                               | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: SCOTT D. COOK                                     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RAJAT K. GUPTA                                    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT A. MCDONALD                                | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.                            | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS                              | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MARY A. WILDEROTTER                               | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ                                | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ERNESTO ZEDILLO                                   | Mgmt          | For           |
| 02     | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | SHAREHOLDER PROPOSAL - CUMULATIVE VOTING                                | Shr           | Against       |

TOTAL S A

Agen

Security: F92124100  
 Meeting Type: MIX  
 Meeting Date: 13-May-2011  
 Ticker:  
 ISIN: FR0000120271

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 789278 DUE TO ADDITION OF A RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.   | Non-Voting    | No vote       |
| CMMT   | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0225/201102251100452.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0225/201102251100452.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101217.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0413/201104131101217.pdf</a>   | Non-Voting    | No vote       |
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.   | Non-Voting    | No vote       |
| 0.1    | Approval of the financial statements of the Company   | Mgmt          | For           |
| 0.2    | Approval of the consolidated financial statements   | Mgmt          | For           |
| 0.3    | Allocation of income and setting the dividend   | Mgmt          | For           |
| 0.4    | Agreements pursuant to Article L. 225-38 of the Commercial Code   | Mgmt          | For           |
| 0.5    | Authorization to the Board of Directors to trade the Company's shares   | Mgmt          | For           |
| 0.6    | Renewal of Mrs. Patricia Barbizet's term as Board member  | Mgmt          | Against       |
| 0.7    | Renewal of Mr. Paul Desmarais Jr.'s term as Board member  | Mgmt          | Against       |
| 0.8    | Renewal of Mr. Claude Mandil's term as Board member   | Mgmt          | For           |
| 0.9    | Appointment of Mrs. Marie-Christine Coisne as Board member  | Mgmt          | For           |
| 0.10   | Appointment of Mrs. Barbara Kux as Board member   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |   |      |         |
|------|---|------|---------|
| E.11 | Authorization to award free shares of the Company to employees of the Group as well as to executive directors of the Company or group companies   | Mgmt | For     |
| A    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: To approve amendment of article 9 of the articles of association to include a provision concerning the publication, on the company website, of the crossing of statutory thresholds received by the company under this article 9 of the company's articles of association | Shr  | Against |

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 UBS AG, ZUERICH UND BASEL

Agen

Security: H89231338  
 Meeting Type: AGM  
 Meeting Date: 28-Apr-2011  
 Ticker:  
 ISIN: CH0024899483

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 729362, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.                      | Non-Voting    | No vote       |
| CMMT   | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE. | Non-Voting    | No vote       |
| 1.1    | Approval of annual report and Group and Parent Bank accounts   | Mgmt          | No vote       |
| 1.2    | Advisory vote on the compensation report 2010  | Mgmt          | No vote       |
| 2      | Appropriation of retained earnings   | Mgmt          | No vote       |
| 3      | Discharge of the members of the Board of Directors and the Group Executive Board for the financial year 2010   | Mgmt          | No vote       |
| 4.1.1  | Reelection of a member of the Board of Directors : Kaspar Villiger   | Mgmt          | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|        |  |      |         |
|--------|--|------|---------|
| 4.1.2  | Reelection of a member of the Board of Directors<br>: Michel Demare      | Mgmt | No vote |
| 4.1.3  | Reelection of a member of the Board of Directors<br>: David Sidwell      | Mgmt | No vote |
| 4.1.4  | Reelection of a member of the Board of Directors<br>: Rainer-Marc Frey   | Mgmt | No vote |
| 4.1.5  | Reelection of a member of the Board of Directors<br>: Bruno Gehrig       | Mgmt | No vote |
| 4.1.6  | Reelection of a member of the Board of Directors<br>: Ann F. Godbehere   | Mgmt | No vote |
| 4.1.7  | Reelection of a member of the Board of Directors<br>: Axel P. Lehmann    | Mgmt | No vote |
| 4.1.8  | Reelection of a member of the Board of Directors<br>: Wolfgang Mayrhuber | Mgmt | No vote |
| 4.1.9  | Reelection of a member of the Board of Directors<br>: Helmut Panke       | Mgmt | No vote |
| 4.1.10 | Reelection of a member of the Board of Directors<br>: William G. Parrett | Mgmt | No vote |
| 4.2    | Election of Joseph Yam to the Board of Directors                         | Mgmt | No vote |
| 4.3    | Reelection of the auditors, Ernst & Young Ltd.,<br>Basel                 | Mgmt | No vote |

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UNILEVER NV, ROTTERDAM

Agen

Security: N8981F271  
Meeting Type: AGM  
Meeting Date: 08-Oct-2010  
Ticker:  
ISIN: NL0000009355

| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN INFORMATION MEETING.<br>SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY,<br>YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING<br>YOUR CLIENT REPRESENTATIVE. THANK YOU | Non-Voting       | No vote       |
| CMMT   | PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN<br>THERE IS A RECORD DATE ASSOCIATED<br>WITH THIS MEETING. THANK YOU   | Non-Voting       | No vote       |
| 1      | Opening and announcements  | Non-Voting       | No vote       |
| 2      | Report and annual accounts for the period 01<br>JUL 2009 - 30 JUN 2010   | Non-Voting       | No vote       |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|   |   |            |         |
|---|---|------------|---------|
| 3 | Composition board   | Non-Voting | No vote |
| 4 | Recent legislative changes registration date and convocation period | Non-Voting | No vote |
| 5 | Any other business  | Non-Voting | No vote |
| 6 | End   | Non-Voting | No vote |

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 UNILEVER NV, ROTTERDAM

Agen

Security: N8981F271  
 Meeting Type: AGM  
 Meeting Date: 12-May-2011  
 Ticker:  
 ISIN: NL0000009355  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT BLOCKING WILL NOT APPLY WHEN THERE IS A RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU    | Non-Voting    | No vote       |
| 2      | To adopt the Annual Accounts and appropriation of the profit for the 2010 financial year                        | Mgmt          | For           |
| 3      | To discharge the Executive Directors in office in the 2010 financial year for the fulfillment of their task     | Mgmt          | For           |
| 4      | To discharge the Non-Executive Directors in office in the 2010 financial year for the fulfillment of their task | Mgmt          | For           |
| 5      | To re-appoint Mr. P G J M Polman as an Executive Director   | Mgmt          | For           |
| 6      | To re-appoint Mr. R J-M S Huet as an Executive Director   | Mgmt          | For           |
| 7      | To re-appoint Professor L O Fresco as a Non-Executive Director  | Mgmt          | For           |
| 8      | To re-appoint Ms. A M Fudge as a Non-Executive Director   | Mgmt          | For           |
| 9      | To re-appoint Mr. C E Golden as a Non-Executive Director  | Mgmt          | For           |
| 10     | To re-appoint Dr. B E Grote as a Non-Executive Director   | Mgmt          | For           |
| 11     | To re-appoint Ms. H Nyasulu as a Non-Executive Director   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |   |      |     |
|----|---|------|-----|
| 12 | To re-appoint The Rt. Hon Sir Malcolm Rifkind MP as a Non-Executive Director  | Mgmt | For |
| 13 | To re-appoint Mr. K J Storm as a Non-Executive Director   | Mgmt | For |
| 14 | To re-appoint Mr. M Treschow as a Non-Executive Director  | Mgmt | For |
| 15 | To re-appoint Mr. P S Walsh as a Non-Executive Director   | Mgmt | For |
| 16 | To appoint Mr. S Bharti Mittal as a Non-Executive Director  | Mgmt | For |
| 17 | To authorise the Board of Directors to purchase ordinary shares and depositary receipts thereof in the share capital of the Company | Mgmt | For |
| 18 | To reduce the capital with respect to shares and depositary receipts thereof held by the Company in its own share capital           | Mgmt | For |
| 19 | To designate the Board of Directors as the company body authorised to issue shares in the Company                                   | Mgmt | For |
| 20 | To appoint PricewaterhouseCoopers Accountants N.V. as auditors for the 2011 financial year  | Mgmt | For |

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 UNITED TECHNOLOGIES CORPORATION

Agen

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 Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 13-Apr-2011  
 Ticker: UTX  
 ISIN: US9130171096  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN V. FARACI       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMIE S. GORELICK    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: EDWARD A. KANGAS     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ELLEN J. KULLMAN     | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: CHARLES R. LEE       | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HAROLD MCGRAW III    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |   |      |        |
|----|---|------|--------|
| 1J | ELECTION OF DIRECTOR: RICHARD B. MYERS  | Mgmt | For    |
| 1K | ELECTION OF DIRECTOR: H. PATRICK SWYGERT  | Mgmt | For    |
| 1L | ELECTION OF DIRECTOR: ANDRE VILLENEUVE  | Mgmt | For    |
| 1M | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN  | Mgmt | For    |
| 02 | APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR                | Mgmt | For    |
| 03 | APPROVAL OF AMENDMENT TO 2005 LONG-TERM INCENTIVE PLAN                                      | Mgmt | For    |
| 04 | ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS                                   | Mgmt | For    |
| 05 | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS     | Mgmt | 1 Year |
| 06 | SHAREOWNER PROPOSAL CONCERNING ADDITIONAL SHARE RETENTION REQUIREMENT FOR SENIOR EXECUTIVES | Shr  | For    |

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UNITEDHEALTH GROUP INCORPORATED

Agen

Security: 91324P102  
Meeting Type: Annual  
Meeting Date: 23-May-2011  
Ticker: UNH  
ISIN: US91324P1021

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: WILLIAM C. BALLARD, JR.                        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RICHARD T. BURKE                               | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT J. DARRETTA                             | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: STEPHEN J. HEMSLEY                             | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MICHELE J. HOOPER                              | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RODGER A. LAWSON                               | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DOUGLAS W. LEATHERDALE                         | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GLENN M. RENWICK                               | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: KENNETH I. SHINE, M.D.                         | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: GAIL R. WILENSKY, PH.D.                        | Mgmt          | For           |
| 02     | APPROVAL, BY A NON-BINDING ADVISORY VOTE, OF EXECUTIVE COMPENSATION. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|    |  |      |        |
|----|--|------|--------|
| 03 | RECOMMENDATION, BY A NON-BINDING ADVISORY VOTE, OF THE FREQUENCY OF HOLDING A SAY-ON-PAY VOTE.   | Mgmt | 1 Year |
| 04 | APPROVAL OF THE UNITEDHEALTH GROUP 2011 INCENTIVE STOCK PLAN.  | Mgmt | For    |
| 05 | APPROVAL OF AN AMENDMENT TO THE UNITEDHEALTH GROUP 1993 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK ISSUABLE THEREUNDER.           | Mgmt | For    |
| 06 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011. | Mgmt | For    |

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VARIAN MEDICAL SYSTEMS, INC.

Agen

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Security: 92220P105  
Meeting Type: Annual  
Meeting Date: 10-Feb-2011  
Ticker: VAR  
ISIN: US92220P1057

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>SUSAN L. BOSTROM<br>RICHARD M. LEVY<br>VENKATRAMAN THYAGARAJAN  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT.                                 | Mgmt                 | For               |
| 03     | TO HOLD AN ADVISORY VOTE OF STOCKHOLDERS ON THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AT A FREQUENCY OF.                  | Mgmt                 | 1 Year            |
| 04     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011. | Mgmt                 | For               |

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VERIZON COMMUNICATIONS INC.

Agen

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Security: 92343V104  
Meeting Type: Annual  
Meeting Date: 05-May-2011  
Ticker: VZ



# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

ISIN: US92343V1044

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD L. CARRION                                     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. FRANCES KEETH                                       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT W. LANE   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LOWELL C. MCADAM                                       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SANDRA O. MOOSE  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOSEPH NEUBAUER  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN                                   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CLARENCE OTIS, JR.                                     | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HUGH B. PRICE  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: IVAN G. SEIDENBERG                                     | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: RODNEY E. SLATER                                       | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN W. SNOW   | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION                              | Mgmt          | For           |
| 04     | ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION              | Mgmt          | 1 Year        |
| 05     | DISCLOSE PRIOR GOVERNMENT SERVICE  | Shr           | Against       |
| 06     | PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS                                | Shr           | For           |
| 07     | CUMULATIVE VOTING  | Shr           | Against       |
| 08     | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING                                  | Shr           | For           |

VIVENDI SA

Agen

Security: F97982106  
 Meeting Type: MIX  
 Meeting Date: 21-Apr-2011  
 Ticker:  
 ISIN: FR0000127771

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

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |   |            |         |
|------|---|------------|---------|
| CMMT | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.   | Non-Voting | No vote |
| CMMT | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting | No vote |
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100553.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100553.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0330/201103301100972.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0330/201103301100972.pdf</a>  | Non-Voting | No vote |
| 0.1  | Approval of the reports and annual financial statements for the financial year 2010   | Mgmt       | For     |
| 0.2  | Approval of the reports and consolidated financial statements for the financial year 2010   | Mgmt       | For     |
| 0.3  | Approval of the Statutory Auditors' special report on new regulated Agreements and Undertakings concluded during the financial year 2010  | Mgmt       | For     |
| 0.4  | Allocation of income for the financial year 2010, setting the dividend and the date of payment  | Mgmt       | For     |
| 0.5  | Renewal of Mr. Jean-Yves Charlier's term as Supervisory Board member  | Mgmt       | For     |
| 0.6  | Renewal of Mr. Henri Lachmann's term as Supervisory Board member  | Mgmt       | For     |
| 0.7  | Renewal of Mr. Pierre Rodocanachi's term as Supervisory Board member  | Mgmt       | For     |
| 0.8  | Appointment of the company KPMG SA as principal statutory auditor   | Mgmt       | For     |
| 0.9  | Appointment of the company KPMG Audit Is SAS as deputy statutory auditor  | Mgmt       | For     |
| 0.10 | Authorization to be granted to the Executive Board to allow the Company to purchase its own shares  | Mgmt       | For     |
| E.11 | Authorization to be granted to the Executive Board to reduce the share capital by   | Mgmt       | For     |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |  |      |     |
|------|--|------|-----|
|      | cancellation of shares   |      |     |
| E.12 | Authorization to be granted to the Executive Board to grant options to subscribe for shares of the Company   | Mgmt | For |
| E.13 | Authorization to be granted to the Executive Board to carry out the allocation of performance shares existing or to be issued  | Mgmt | For |
| E.14 | Delegation granted to the Executive Board to increase capital by issuing ordinary shares or any securities giving access to the capital with preferential subscription rights of shareholders  | Mgmt | For |
| E.15 | Delegation granted to the Executive Board to increase capital by issuing ordinary shares or any securities giving access to the capital without preferential subscription rights of shareholders   | Mgmt | For |
| E.16 | Authorization to be granted to the Executive Board to increase the number of issuable securities in the event of surplus demand with a capital increase with or without preferential subscription rights, within the limit of 15% of the original issuance and within the limits set under the fourteenth and fifteenth resolutions                              | Mgmt | For |
| E.17 | Delegation granted to the Executive Board to increase the share capital, within the limit of 10% of the capital and within the limits set under the fourteenth and fifteenth resolutions, in consideration for in-kind contributions of equity securities or securities giving access to the capital of third party companies outside of a public exchange offer | Mgmt | For |
| E.18 | Delegation granted to the Executive Board to increase the share capital in favor of employees and retired employees participating in the Group Savings Plan  | Mgmt | For |
| E.19 | Delegation granted to the Executive Board to decide to increase the share capital in favor of employees of Vivendi foreign subsidiaries participating in the Group Savings Plan and to implement any similar plan  | Mgmt | For |
| E.20 | Delegation granted to the Executive Board to increase the capital by incorporation of premiums, reserves, profits or other amounts   | Mgmt | For |
| E.21 | Amendment of Article 10 of the Statutes "Organizing the Supervisory Board", by adding a new 6th paragraph: Censors   | Mgmt | For |
| E.22 | Powers to accomplish the formalities   | Mgmt | For |

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

VODAFONE GROUP PLC, NEWBURY BERKSHIRE

Agen

Security: G93882135  
 Meeting Type: AGM  
 Meeting Date: 27-Jul-2010  
 Ticker:  
 ISIN: GB00B16GWD56

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | Receive the Company's accounts and reports of the Directors and the Auditor for the YE 31 MAR 2010 | Mgmt          | For           |
| 2      | Re-elect Sir John Bond as a Director   | Mgmt          | For           |
| 3      | Re-elect John Buchanan as a Director   | Mgmt          | For           |
| 4      | Re-elect Vittorio Colao as a Director  | Mgmt          | For           |
| 5      | Re-elect Michel Combes as a Director   | Mgmt          | For           |
| 6      | Re-elect Andy Halford as a Director  | Mgmt          | For           |
| 7      | Re-elect Stephen Pusey as a Director   | Mgmt          | For           |
| 8      | Re-elect Alan Jebson as a Director   | Mgmt          | For           |
| 9      | Re-elect Samuel Jonah as a Director  | Mgmt          | For           |
| 10     | Re-elect Nick Land as a Director   | Mgmt          | For           |
| 11     | Re-elect Anne Lauvergeon as a Director   | Mgmt          | For           |
| 12     | Re-elect Luc Vandavelde as a Director  | Mgmt          | For           |
| 13     | Re-elect Anthony Watson as a Director  | Mgmt          | For           |
| 14     | Re-elect Philip Yea as a Director  | Mgmt          | For           |
| 15     | Approve a final dividend of 5.65p per ordinary share   | Mgmt          | For           |
| 16     | Approve the remuneration report  | Mgmt          | For           |
| 17     | Re-appoint Deloitte LLP as the Auditors  | Mgmt          | For           |
| 18     | Authorize the Audit Committee to determine the remuneration of the Auditors                        | Mgmt          | For           |
| 19     | Authorize the Directors to allot shares  | Mgmt          | For           |
| S.20   | Authorize the Directors to dis-apply pre-emption rights  | Mgmt          | For           |
| S.21   | Authorize the Company to purchase its own shares [Section 701, (Companies Act 2006)]               | Mgmt          | For           |

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|      |   |      |     |
|------|---|------|-----|
| S.22 | Adopt new Articles of Association   | Mgmt | For |
| S.23 | Authorize the calling of a general meeting other than an AGM on not less than 14 clear days' notice | Mgmt | For |
| 24   | Approve the continued operation of the Vodafone Share Incentive Plan                                | Mgmt | For |

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 VOLKSWAGEN A G

Agen

Security: D94523103  
 Meeting Type: AGM  
 Meeting Date: 03-May-2011  
 Ticker:  
 ISIN: DE0007664039  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE THAT VOTING INSTRUCTIONS HAVE TO BE RECEIVED IN WRITTEN FORM FOR VOTING RIGHTS TO BE EXERCISED AT THIS MEETING. IF YOU WISH TO VOTE, PLEASE EMAIL GERMANMARKET.QUERIES@BROADRIDGE.COM TO REQUEST THE NECESSARY FORMS. WHEN REQUESTING FORMS, PLEASE STATE YOUR PROXYEDGE INSTITUTION ID TO MAKE SURE YOU RECEIVE THE CORRECT DOCUMENTATION FOR YOUR ACCOUNTS. IF YOU ONLY WANT TO VOTE A SUBSET OF YOUR ACCOUNTS, PLEASE LIST ALL ACCOUNTS TO BE VOTED IN ADDITION TO YOUR PROXYEDGE ID. VOTES INPUT INTO PROXYEDGE WILL BE RECORDED FOR RECORD KEEPING PURPOSES BUT WILL NOT BE PROCESSED. PLEASE NOTE THAT THE ORIGINAL COMPLETED PROXY FORM MUST BE RETURNED TO THE RESPECTIVE SUB CUSTODIAN BY THE DEADLINE AS INDICATED ON THE PROXY FORM. PLEASE NOTE THAT THE VOTE ENTITLEMENT IS DETERMINED BY THE RECORD DATE. PLEASE NOTE THAT BROADRIDGE WILL PROVIDE THE PROXY FORMS VIA EMAIL AS EARLY AS RECORD DATE, 12.04.2011, TO ENABLE YOU TO LIST ONLY THE VOTE ENTITLED SHARE AMOUNT ON THE PROXY FORM. | Non-Voting    | No vote       |
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT   | Non-Voting    | No vote       |

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OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.

PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 12.04.2011, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE - 1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.

Non-Voting No vote

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 18.04.2011. FURTHER INFORMATION ON COUNTER PROPOSALS CAN BE FOUND DIRECTLY ON THE ISSUER'S WEBSITE (PLEASE REFER TO THE MATERIAL URL SECTION OF THE APPLICATION). IF YOU WISH TO ACT ON THESE ITEMS, YOU WILL NEED TO REQUEST A MEETING ATTEND AND VOTE YOUR SHARES DIRECTLY AT THE COMPANY'S MEETING.

Non-Voting No vote

PLEASE NOTE THAT THESE SHARES HAVE NO VOTING RIGHTS, SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD. THANK YOU.

Non-Voting No vote

- |     |  |            |         |
|-----|--|------------|---------|
| 1.  | Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report and the Group management report for the year ended December 31, 2010, together with the Report by the Supervisory Board on fiscal year 2010 as well as the explanatory report by the Board of Management on the information in accordance with sections 289(4) and 315(4) of the Handelsgesetzbuch (HGB German Commercial Code) and the report in accordance with section 289(5) of the HGB | Non-Voting | No vote |
| 2.  | Resolution on the appropriation of net profit of Volkswagen Aktiengesellschaft   | Non-Voting | No vote |
| 3.1 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Martin Winterkorn   | Non-Voting | No vote |
| 3.2 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Francisco Javier Garcia Sanz  | Non-Voting | No vote |
| 3.3 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Jochem Heizmann   | Non-Voting | No vote |
| 3.4 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Christian Klingler  | Non-Voting | No vote |
| 3.5 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Michael Macht (as of 01.10.2010)  | Non-Voting | No vote |
| 3.6 | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Horst Neumann   | Non-Voting | No vote |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

|      |  |            |         |
|------|--|------------|---------|
| 3.7  | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Hans Dieter Poetsch                     | Non-Voting | No vote |
| 3.8  | Resolution on formal approval of the actions of the members of the Board of Management for fiscal year 2010: Rupert Stadler                          | Non-Voting | No vote |
| 4.1  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Ferdinand K. Piech                        | Non-Voting | No vote |
| 4.2  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Berthold Huber (as of 25.05.2010)         | Non-Voting | No vote |
| 4.3  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Hussain Ali Al-Abdulla (as of 22.04.2010) | Non-Voting | No vote |
| 4.4  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Joerg Bode                                | Non-Voting | No vote |
| 4.5  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Michael Frenzel                           | Non-Voting | No vote |
| 4.6  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Babette Froehlich                         | Non-Voting | No vote |
| 4.7  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Hans Michael Gaul                         | Non-Voting | No vote |
| 4.8  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Juergen Gro mann                          | Non-Voting | No vote |
| 4.9  | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Peter Jacobs                              | Non-Voting | No vote |
| 4.10 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: David McAllister (as of 01.07.2010)       | Non-Voting | No vote |
| 4.11 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Hartmut Meine                             | Non-Voting | No vote |
| 4.12 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Peter Mosch                               | Non-Voting | No vote |
| 4.13 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Roland Oetker (up to 22.04.2010)          | Non-Voting | No vote |
| 4.14 | Resolution on formal approval of the actions   | Non-Voting | No vote |

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|      |  |            |         |
|------|--|------------|---------|
|      | of the members of the Supervisory Board for fiscal year 2010: Bernd Osterloh   |            |         |
| 4.15 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Juergen Peters (up to 01.05.2010)   | Non-Voting | No vote |
| 4.16 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Hans Michel Piech                   | Non-Voting | No vote |
| 4.17 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Ferdinand Oliver Porsche            | Non-Voting | No vote |
| 4.18 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Wolfgang Porsche                    | Non-Voting | No vote |
| 4.19 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Wolfgang Ritmeier                   | Non-Voting | No vote |
| 4.20 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Heinrich Soefjer (up to 15.05.2010) | Non-Voting | No vote |
| 4.21 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Juergen Stumpf                      | Non-Voting | No vote |
| 4.22 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Bernd Wehlauer                      | Non-Voting | No vote |
| 4.23 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Christian Wulff (up to 30.06.2010)  | Non-Voting | No vote |
| 4.24 | Resolution on formal approval of the actions of the members of the Supervisory Board for fiscal year 2010: Thomas Zwiebler (as of 15.05.2010)  | Non-Voting | No vote |
| 5.1  | Election of members of the Supervisory Board: Ms Annika Falkengren   | Non-Voting | No vote |
| 5.2  | Election of members of the Supervisory Board: Mr Khalifa Jassim Al-Kuwari  | Non-Voting | No vote |
| 6.   | Resolution on the creation of authorized capital and the corresponding amendment to the Articles of Association                                | Non-Voting | No vote |
| 7.   | Resolution on the authorization to purchase and utilize own shares   | Non-Voting | No vote |
| 8.   | Resolution on the approval of intercompany agreement   | Non-Voting | No vote |
| 9.   | Amendment to the Articles of Association   | Non-Voting | No vote |
| 10.  | Election of the auditors and Group auditors for fiscal year 2011 as well as of the auditors  | Non-Voting | No vote |



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

to review the condensed consolidated financial statements and interim management report for the first six months of 2011

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WAL-MART STORES, INC.

Agen

Security: 931142103  
Meeting Type: Annual  
Meeting Date: 03-Jun-2011  
Ticker: WMT  
ISIN: US9311421039  
-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: AIDA M. ALVAREZ   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES W. BREYER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. MICHELE BURNS  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROGER C. CORBETT  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS N. DAFT   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MICHAEL T. DUKE   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GREGORY B. PENNER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: STEVEN S REINEMUND  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: H. LEE SCOTT, JR.   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ARNE M. SORENSON  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JIM C. WALTON   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: S.ROBSON WALTON   | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS                                     | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: LINDA S. WOLF   | Mgmt          | For           |
| 02     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS                      | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 04     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION | Mgmt          | 1 Year        |
| 05     | GENDER IDENTITY NON-DISCRIMINATION POLICY   | Shr           | Against       |
| 06     | POLITICAL CONTRIBUTIONS REPORT  | Shr           | Against       |

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|    |  |     |         |
|----|--|-----|---------|
| 07 | SPECIAL SHAREOWNER MEETINGS                                    | Shr | For     |
| 08 | REQUIRE SUPPLIER(S) TO PUBLISH AN ANNUAL SUSTAINABILITY REPORT | Shr | Against |
| 09 | CLIMATE CHANGE RISK DISCLOSURE                                 | Shr | Against |

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WELLS FARGO & COMPANY

Agen

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Security: 949746101  
Meeting Type: Annual  
Meeting Date: 03-May-2011  
Ticker: WFC  
ISIN: US9497461015  
-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN D. BAKER II  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LLOYD H. DEAN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN E. ENGEL  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DONALD M. JAMES   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MACKEY J. MCDONALD  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: NICHOLAS G. MOORE   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY   | Mgmt          | Against       |
| 1K     | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: SUSAN G. SWENSON  | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.             | Mgmt          | For           |
| 03     | ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING NAMED EXECUTIVES' COMPENSATION. | Mgmt          | 1 Year        |
| 04     | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2011.                      | Mgmt          | For           |
| 05     | STOCKHOLDER PROPOSAL REGARDING AN AMENDMENT   | Shr           | For           |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

TO THE COMPANY'S BY-LAWS TO ALLOW HOLDERS OF  
10% OF THE COMPANY'S COMMON STOCK TO CALL SPECIAL  
MEETINGS OF STOCKHOLDERS.

|    |  |     |         |
|----|--|-----|---------|
| 06 | STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE<br>VOTING IN CONTESTED DIRECTOR ELECTIONS.                                | Shr | Against |
| 07 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION<br>OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.                           | Shr | For     |
| 08 | STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE<br>ON DIRECTOR COMPENSATION.   | Shr | Against |
| 09 | STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION<br>AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE<br>SERVICING OPERATIONS. | Shr | For     |

\* Management position unknown

### SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

|                |  |
|----------------|--|
| (Registrant)   | Eaton Vance Tax-Managed Diversified Equity Income Fund |
| By (Signature) | /s/ Walter A. Row, III                                 |
| Name           | Walter A. Row, III                                     |
| Title          | President  |
| Date           | 08/17/2011   |