

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 20, 2014

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: 07/01/2013 - 06/30/2014

Eaton Vance Tax-Managed Diversified Equity Income Fund

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ABBOTT LABORATORIES

Agen

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Security: 002824100  
Meeting Type: Annual  
Meeting Date: 25-Apr-2014  
Ticker: ABT  
ISIN: US0028241000  
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| Prop.# | Proposal       | Proposal Type | Proposal Vote |
|--------|----------------|---------------|---------------|
| 1.     | DIRECTOR       |               |               |
|        | R.J. ALPERN    | Mgmt          | For           |
|        | R.S. AUSTIN    | Mgmt          | For           |
|        | S.E. BLOUNT    | Mgmt          | For           |
|        | W.J. FARRELL   | Mgmt          | For           |
|        | E.M. LIDDY     | Mgmt          | For           |
|        | N. MCKINSTRY   | Mgmt          | For           |
|        | P.N. NOVAKOVIC | Mgmt          | For           |
|        | W.A. OSBORN    | Mgmt          | For           |
|        | S.C. SCOTT III | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
|    | G.F. TILTON   | Mgmt | For     |
|    | M.D. WHITE  | Mgmt | For     |
| 2. | RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS                   | Mgmt | For     |
| 3. | SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED INGREDIENTS         | Shr  | Against |
| 5. | SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE                      | Shr  | Against |
| 6. | SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION                   | Shr  | For     |

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ACCENTURE PLC

Agen

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Security: G1151C101  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2014  
 Ticker: ACN  
 ISIN: IE00B4BNMY34

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | TO ACCEPT, IN A NON-BINDING VOTE, THE COMPANY'S IRISH FINANCIAL STATEMENTS FOR THE TWELVE-MONTH PERIOD ENDED AUGUST 31, 2013, AS PRESENTED. | Mgmt          | For           |
| 2A.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: JAIME ARDILA   | Mgmt          | For           |
| 2B.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: CHARLES H. GIANCARLO   | Mgmt          | For           |
| 2C.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: WILLIAM L. KIMSEY  | Mgmt          | For           |
| 2D.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: BLYTHE J. MCGARVIE   | Mgmt          | For           |
| 2E.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: MARK MOODY-STUART  | Mgmt          | For           |
| 2F.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: PIERRE NANTERME  | Mgmt          | For           |
| 2G.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: GILLES C. PELISSON   | Mgmt          | For           |
| 2H.    | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: WULF VON SCHIMMELMANN  | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
| 3.  | TO RATIFY, IN A NON-BINDING VOTE, THE APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ACCENTURE PLC FOR A TERM EXPIRING AT OUR ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2015 AND TO AUTHORIZE, IN A BINDING VOTE, THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION. | Mgmt | For |
| 4.  | TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt | For |
| 5.  | TO GRANT THE BOARD THE AUTHORITY TO ISSUE SHARES UNDER IRISH LAW.   | Mgmt | For |
| 6.  | TO GRANT THE BOARD THE AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS UNDER IRISH LAW.  | Mgmt | For |
| 7.  | TO APPROVE A CAPITAL REDUCTION AND CREATION OF DISTRIBUTABLE RESERVES UNDER IRISH LAW.  | Mgmt | For |
| 8.  | TO AUTHORIZE HOLDING THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND AS REQUIRED UNDER IRISH LAW.   | Mgmt | For |
| 9.  | TO AUTHORIZE ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES UNDER IRISH LAW.  | Mgmt | For |
| 10. | TO DETERMINE THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK UNDER IRISH LAW.   | Mgmt | For |

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 ACE LIMITED

Agen

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 Security: H0023R105  
 Meeting Type: Special  
 Meeting Date: 10-Jan-2014  
 Ticker: ACE  
 ISIN: CH0044328745  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | APPROVAL OF THE PAYMENT OF DIVIDENDS FROM LEGAL RESERVES  | Mgmt          | For           |
| 2.     | ELECTION OF HOMBURGER AG AS OUR INDEPENDENT PROXY UNTIL THE CONCLUSION OF OUR 2014 ORDINARY GENERAL MEETING | Mgmt          | For           |
| 3.     | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE                        | Mgmt          | For           |

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MEETING I/WE HEREWITH AUTHORIZE AND  
INSTRUCT THE INDEPENDENT PROXY TO VOTE AS  
FOLLOWS IN RESPECT OF THE POSITION OF THE  
BOARD OF DIRECTORS

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ACE LIMITED

Agen

Security: H0023R105  
Meeting Type: Annual  
Meeting Date: 15-May-2014  
Ticker: ACE  
ISIN: CH0044328745  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | APPROVAL OF THE ANNUAL REPORT, STANDALONE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF ACE LIMITED FOR THE YEAR ENDED DECEMBER 31, 2013 | Mgmt          | For           |
| 2.     | ALLOCATION OF DISPOSABLE PROFIT  | Mgmt          | For           |
| 3.     | DISCHARGE OF THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 4A.    | ELECTION OF DIRECTOR: JOHN EDWARDSON   | Mgmt          | For           |
| 4B.    | ELECTION OF DIRECTOR: KIMBERLY ROSS  | Mgmt          | For           |
| 4C.    | ELECTION OF DIRECTOR: ROBERT SCULLY  | Mgmt          | For           |
| 4D.    | ELECTION OF DIRECTOR: DAVID SIDWELL  | Mgmt          | For           |
| 4E.    | ELECTION OF DIRECTOR: EVAN G. GREENBERG  | Mgmt          | For           |
| 4F.    | ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ  | Mgmt          | For           |
| 4G.    | ELECTION OF DIRECTOR: MICHAEL G. ATIEH   | Mgmt          | For           |
| 4H.    | ELECTION OF DIRECTOR: MARY A. CIRILLO  | Mgmt          | For           |
| 4I.    | ELECTION OF DIRECTOR: MICHAEL P. CONNORS   | Mgmt          | For           |
| 4J.    | ELECTION OF DIRECTOR: PETER MENIKOFF   | Mgmt          | For           |
| 4K.    | ELECTION OF DIRECTOR: LEO F. MULLIN  | Mgmt          | For           |
| 4L.    | ELECTION OF DIRECTOR: EUGENE B. SHANKS, JR.  | Mgmt          | For           |
| 4M.    | ELECTION OF DIRECTOR: THEODORE E. SHASTA   | Mgmt          | For           |
| 4N.    | ELECTION OF DIRECTOR: OLIVIER STEIMER  | Mgmt          | For           |
| 5.     | ELECTION OF EVAN G. GREENBERG AS THE CHAIRMAN OF THE BOARD OF DIRECTORS UNTIL OUR NEXT ANNUAL GENERAL MEETING  | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 6A. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: MICHAEL P. CONNORS  | Mgmt | For     |
| 6B. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: MARY A. CIRILLO   | Mgmt | For     |
| 6C. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: JOHN EDWARDSON  | Mgmt | For     |
| 6D. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: ROBERT M. HERNANDEZ   | Mgmt | For     |
| 7.  | ELECTION OF HAMBURGER AG AS INDEPENDENT PROXY UNTIL THE CONCLUSION OF OUR NEXT ANNUAL GENERAL MEETING  | Mgmt | For     |
| 8A. | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL GENERAL MEETING  | Mgmt | For     |
| 8B. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP (UNITED STATES) FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING DECEMBER 31, 2014   | Mgmt | For     |
| 8C. | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL GENERAL MEETING   | Mgmt | For     |
| 9.  | AMENDMENT OF THE ARTICLES OF ASSOCIATION RELATING TO AUTHORIZED SHARE CAPITAL FOR GENERAL PURPOSES   | Mgmt | For     |
| 10. | APPROVAL OF THE PAYMENT OF A DISTRIBUTION TO SHAREHOLDERS THROUGH REDUCTION OF THE PAR VALUE OF OUR SHARES, SUCH PAYMENT TO BE MADE IN FOUR QUARTERLY INSTALLMENTS AT SUCH TIMES DURING THE PERIOD THROUGH OUR NEXT ANNUAL GENERAL MEETING AS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS  | Mgmt | For     |
| 11. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For     |
| 12. | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE MEETING, I/WE HEREBY AUTHORIZE AND INSTRUCT THE INDEPENDENT PROXY TO VOTE AS FOLLOWS: MARK "FOR" TO VOTE IN ACCORDANCE WITH THE POSITION OF THE BOARD OF DIRECTORS; MARK "AGAINST" TO VOTE AGAINST NEW ITEMS AND PROPOSALS; MARK "ABSTAIN" TO ABSTAIN | Mgmt | Against |

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 AFLAC INCORPORATED

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 Agen

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 Security: 001055102

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Meeting Type: Annual  
 Meeting Date: 05-May-2014  
 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: W. PAUL BOWERS   | 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: BARBARA K. RIMER,<br>DRPH  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MELVIN T. STITH  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: DAVID GARY THOMPSON  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: TAKURO YOSHIDA   | Mgmt          | For           |
| 2.     | TO CONSIDER THE FOLLOWING NON-BINDING<br>ADVISORY PROPOSAL: "RESOLVED, THAT THE<br>SHAREHOLDERS APPROVE THE COMPENSATION OF<br>THE COMPANY'S NAMED EXECUTIVE OFFICERS,<br>PURSUANT TO THE COMPENSATION DISCLOSURE<br>RULES OF THE SECURITIES AND EXCHANGE<br>COMMISSION, INCLUDING AS DISCLOSED IN THE<br>COMPENSATION DISCUSSION AND ANALYSIS,<br>EXECUTIVE COMPENSATION TABLES AND<br>ACCOMPANYING NARRATIVE DISCUSSION IN THE<br>PROXY STATEMENT" | Mgmt          | Against       |
| 3.     | TO CONSIDER AND ACT UPON THE RATIFICATION<br>OF THE APPOINTMENT OF KPMG LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM OF THE COMPANY FOR THE YEAR ENDING<br>DECEMBER 31, 2014   | Mgmt          | For           |

ALLIANZ SE, MUENCHEN

Agen

Security: D03080112  
 Meeting Type: AGM

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

Meeting Date: 07-May-2014  
Ticker:  
ISIN: DE0008404005

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | <p>Please note that by judgement of OLG Cologne rendered on June 6, 2013, any shareholder who holds an aggregate total of 3 percent or more of the outstanding share capital must register under their beneficial owner details before the appropriate deadline to be able to vote. Failure to comply with the declaration requirements as stipulated in section 21 of the Securities Trade Act (WpHG) may prevent the shareholder from voting at the general meetings. Therefore, your custodian may request that we register beneficial owner data for all voted accounts with the respective sub custodian. If you require further information whether or not such BO registration will be conducted for your custodians accounts, please contact your CSR.</p> | Non-Voting    |               |
|        | <p>The sub-custodian banks optimized their processes and established solutions, which do not require share blocking. Registered shares will be deregistered according to trading activities or at the deregistration date by the sub custodians. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent. Please contact your CSR for further information.</p>   | Non-Voting    |               |
|        | <p>The Vote/Registration Deadline as displayed on ProxyEdge is subject to change and will be updated as soon as Broadridge receives confirmation from the sub custodians regarding their instruction deadline. For any queries please contact your Client Services Representative.</p>   | Non-Voting    |               |
|        | <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). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY</p>  | Non-Voting    |               |

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

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 22.04.2014. 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

- |    |   |            |     |
|----|---|------------|-----|
| 1. | Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as of December 31, 2013, and of the Management Reports for Allianz SE and for the Group, the Explanatory Reports on the information pursuant to section 289 (4), 315 (4) and section 289 (5) of the German Commercial Code (HGB), as well as the Report of the Supervisory Board for fiscal year 2013 | Non-Voting |     |
| 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: Jim Hagemann Snabe   | Mgmt       | For |
| 6. | Creation of an Authorized Capital 2014/I, cancellation of the Authorized Capital 2010/I and corresponding amendment to the Statutes   | Mgmt       | For |
| 7. | Creation of an Authorized Capital 2014/II for the issuance of shares to employees, cancellation of the Authorized Capital 2010/II and corresponding amendment to the Statutes   | Mgmt       | For |
| 8. | Approval of a new authorization to issue bonds carrying conversion and/or option rights as well as convertible participation rights, cancellation of the current authorization to issue bonds carrying conversion and/or option rights, unless fully utilized, amendment of the existing Conditional Capital 2010 and corresponding amendment of the Statutes   | Mgmt       | For |
| 9. | Authorization to acquire treasury shares for trading purposes   | Mgmt       | For |



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|     |  |      |     |
|-----|--|------|-----|
| 10. | Authorization to acquire and utilize treasury shares for other purposes  | Mgmt | For |
| 11. | Authorization to use derivatives in connection with the acquisition of treasury shares pursuant to Section 71 (1) no. 8 AktG | Mgmt | For |
| 12. | Approval to amend existing company agreements  | Mgmt | For |

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 AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: AMZN  
 ISIN: US0231351067

| 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: JAMIE S. GORELICK  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALAIN MONIE  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: THOMAS O. RYDER  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS         | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                      | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS | Shr           | Against       |

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 AMERICAN EXPRESS COMPANY

Agen

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

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2014  
 Ticker: AXP  
 ISIN: US0258161092

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: URSULA BURNS   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH CHENAULT   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PETER CHERNIN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ANNE LAUVERGEON  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: THEODORE LEONSIS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: RICHARD LEVIN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD MCGINN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SAMUEL PALMISANO   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: STEVEN REINEMUND   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DANIEL VASELLA   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: ROBERT WALTER  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: RONALD WILLIAMS  | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL RELATING TO ANNUAL DISCLOSURE OF EEO-1 DATA.  | Shr           | Against       |
| 5.     | SHAREHOLDER PROPOSAL RELATING TO REPORT ON PRIVACY, DATA SECURITY AND GOVERNMENT REQUESTS.                               | Shr           | Against       |
| 6.     | SHAREHOLDER PROPOSAL RELATING TO ACTION BY WRITTEN CONSENT.  | Shr           | For           |
| 7.     | SHAREHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK.   | Shr           | For           |

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

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: APC  
 ISIN: US0325111070

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ANTHONY R. CHASE                          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KEVIN P. CHILTON                          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: H. PAULETT EBERHART                       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PETER J. FLUOR                            | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RICHARD L. GEORGE                         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CHARLES W. GOODYEAR                       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOHN R. GORDON                            | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ERIC D. MULLINS                           | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: R.A. WALKER                               | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | Against       |
| 4.     | STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.       | Shr           | Against       |
| 5.     | STOCKHOLDER PROPOSAL - REPORT ON CLIMATE CHANGE RISK.           | Shr           | Against       |

APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 28-Feb-2014  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>WILLIAM CAMPBELL<br>TIMOTHY COOK<br>MILLARD DREXLER | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |

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

|     |  |      |         |
|-----|--|------|---------|
|     | AL GORE  | Mgmt | For     |
|     | ROBERT IGER  | Mgmt | For     |
|     | ANDREA JUNG  | Mgmt | For     |
|     | ARTHUR LEVINSON  | Mgmt | For     |
|     | RONALD SUGAR   | Mgmt | For     |
| 2.  | THE AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION (THE "ARTICLES") TO FACILITATE THE IMPLEMENTATION OF MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN AN UNCONTESTED ELECTION BY ELIMINATING ARTICLE VII, WHICH RELATES TO THE TERM OF DIRECTORS AND THE TRANSITION FROM A CLASSIFIED BOARD OF DIRECTORS TO A DECLASSIFIED STRUCTURE | Mgmt | For     |
| 3.  | THE AMENDMENT OF THE ARTICLES TO ELIMINATE THE "BLANK CHECK" AUTHORITY OF THE BOARD TO ISSUE PREFERRED STOCK   | Mgmt | For     |
| 4.  | THE AMENDMENT OF THE ARTICLES TO ESTABLISH A PAR VALUE FOR THE COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE   | Mgmt | For     |
| 5.  | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014   | Mgmt | For     |
| 6.  | A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For     |
| 7.  | THE APPROVAL OF THE APPLE INC. 2014 EMPLOYEE STOCK PLAN  | Mgmt | For     |
| 8.  | A SHAREHOLDER PROPOSAL BY JOHN HARRINGTON AND NORTHSTAR ASSET MANAGEMENT INC. ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS" TO AMEND THE COMPANY'S BYLAWS   | Shr  | Against |
| 9.  | A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "REPORT ON COMPANY MEMBERSHIP AND INVOLVEMENT WITH CERTAIN TRADE ASSOCIATIONS AND BUSINESS ORGANIZATIONS"   | Shr  | Against |
| 10. | A SHAREHOLDER PROPOSAL BY CARL ICAHN OF A NON-BINDING ADVISORY RESOLUTION THAT THE COMPANY COMMIT TO COMPLETING NOT LESS THAN \$50 BILLION OF SHARE REPURCHASES DURING ITS 2014 FISCAL YEAR (AND INCREASE THE AUTHORIZATION UNDER ITS CAPITAL RETURN PROGRAM ACCORDINGLY)  | Shr  | Against |
| 11. | A SHAREHOLDER PROPOSAL BY JAMES MCRITCHIE OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "PROXY ACCESS FOR SHAREHOLDERS"  | Shr  | Against |

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

AUTONATION, INC.

Agen

Security: 05329W102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: AN  
 ISIN: US05329W1027

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MIKE JACKSON  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ROBERT J. BROWN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RICK L. BURDICK   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: DAVID B. EDELSON  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT R. GRUSKY  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MICHAEL LARSON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: MICHAEL E. MAROONE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CARLOS A. MIGOYA  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: G. MIKE MIKAN   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ALISON H. ROSENTHAL   | Mgmt          | For           |
| 2      | RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt          | For           |
| 3      | APPROVAL OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 4      | APPROVAL OF AUTONATION, INC. 2014 NON-EMPLOYEE DIRECTOR EQUITY PLAN   | Mgmt          | For           |
| 5      | ADOPTION OF STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN  | Shr           | For           |
| 6      | ADOPTION OF STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS  | Shr           | Against       |

AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: AVB  
 ISIN: US0534841012

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

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

|   | Type   |  |
|---|--|--|
| 1. DIRECTOR<br>GLYN F. AEPPEL<br>ALAN B. BUCKELEW<br>BRUCE A. CHOATE<br>JOHN J. HEALY, JR.<br>TIMOTHY J. NAUGHTON<br>LANCE R. PRIMIS<br>PETER S. RUMMELL<br>H. JAY SARLES<br>W. EDWARD WALTER   | 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 |
| 2. TO RATIFY THE SELECTION OF ERNST & YOUNG<br>LLP AS THE COMPANY'S INDEPENDENT AUDITORS<br>FOR THE YEAR ENDING DECEMBER 31, 2014.  | Mgmt   | For  |
| 3. TO ADOPT A RESOLUTION APPROVING, ON A<br>NON-BINDING ADVISORY BASIS, THE<br>COMPENSATION PAID TO THE COMPANY'S NAMED<br>EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT<br>TO ITEM 402 OF REGULATION S-K, INCLUDING<br>THE COMPENSATION DISCUSSION AND ANALYSIS,<br>COMPENSATION TABLES AND NARRATIVE<br>DISCUSSION SET FORTH IN THE PROXY<br>STATEMENT. | Mgmt   | For  |
| 4. TO APPROVE PERFORMANCE GOALS UNDER THE<br>AVALONBAY COMMUNITIES, INC. 2009 STOCK<br>OPTION AND INCENTIVE PLAN.   | Mgmt   | For  |
| 5. TO ADOPT A STOCKHOLDER PROPOSAL, IF<br>PROPERLY PRESENTED AT THE MEETING, THAT THE<br>BOARD OF DIRECTORS ADOPT A POLICY<br>ADDRESSING THE SEPARATION OF THE ROLES OF<br>CEO AND CHAIRMAN.  | Shr  | Against  |

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AXA SA, PARIS

Agent

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Security: F06106102  
Meeting Type: MIX  
Meeting Date: 23-Apr-2014  
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    |               |
| CMMT   | THE FOLLOWING APPLIES TO SHAREHOLDERS THAT DO NOT HOLD SHARES DIRECTLY WITH A FRENCH CUSTODIAN: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS | Non-Voting    |               |

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

ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE.

|      |  |            |         |
|------|--|------------|---------|
| CMMT | <p>24 Mar 2014: PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:</p> <p><a href="https://balo.journal-officiel.gouv.fr/pdf/2014/0221/201402211400330.pdf">https://balo.journal-officiel.gouv.fr/pdf/2014/0221/201402211400330.pdf</a>. PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL:<br/> <a href="http://www.journal-officiel.gouv.fr//pdf/2014/0324/201403241400743.pdf">http://www.journal-officiel.gouv.fr//pdf/2014/0324/201403241400743.pdf</a> AND CHANGE IN RECORD DATE FROM 16 APRIL 14 TO 15 APRIL 14. 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</p> | Non-Voting |         |
| 0.1  | Approval of the corporate financial statements for the financial year ended December 31, 2013  | Mgmt       | For     |
| 0.2  | Approval of the consolidated financial statements for the financial year ended December 31, 2013   | Mgmt       | For     |
| 0.3  | Allocation of income for the financial year ended December 31, 2013 and setting the dividend of Euro 0.81 per share  | Mgmt       | For     |
| 0.4  | Advisory vote on the compensation of the CEO   | Mgmt       | For     |
| 0.5  | Advisory vote on the compensation of the Deputy Chief Executive Office   | Mgmt       | For     |
| 0.6  | Approval of the special report of the Statutory Auditors on the regulated agreements   | Mgmt       | For     |
| 0.7  | Approval of regulated commitments pursuant to Article L.225-42-1 of the Commercial Code benefiting Mr. Henri de Castries   | Mgmt       | Against |
| 0.8  | Approval of regulated commitments pursuant to Article L.225-42-1 of the Commercial Code benefiting Mr. Denis Duverne   | Mgmt       | For     |
| 0.9  | Renewal of term of Mr. Henri de Castries as Board member   | Mgmt       | Against |
| 0.10 | Renewal of term of Mr. Norbert Dentressangle as Board member   | Mgmt       | For     |
| 0.11 | Renewal of term of Mr. Denis Duverne as Board member   | Mgmt       | For     |

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

|      |  |      |         |
|------|--|------|---------|
| 0.12 | Renewal of term of Mrs. Isabelle Kocher as Board member  | Mgmt | For     |
| 0.13 | Renewal of term of Mrs. Suet Fern Lee as Board member  | Mgmt | For     |
| 0.14 | Setting the amount of attendance allowances to be allocated to the Board of Directors  | Mgmt | For     |
| 0.15 | Authorization granted to the Board of Directors to purchase common shares of the Company   | Mgmt | For     |
| E.16 | Delegation of powers granted to the Board of Directors to increase share capital by issuing common shares or securities entitling to common shares of the Company reserved for members of a company savings plan without shareholders' preferential subscription rights  | Mgmt | For     |
| E.17 | Delegation of powers granted to the Board of Directors to increase share capital by issuing common shares without shareholders' preferential subscription rights in favor of a category of designated beneficiaries  | Mgmt | For     |
| E.18 | Authorization granted to the Board of Directors to grant share subscription or purchase options to employees and eligible corporate officers of AXA Group with waiver by shareholders of their preferential subscription rights to shares to be issued due to the exercise of stock options  | Mgmt | For     |
| E.19 | Authorization granted to the Board of Directors to allocate free existing shares or shares to be issued subject to performance conditions to employees and eligible corporate officers of AXA Group with waiver by shareholders of their preferential subscription rights to shares to be issued, in case of allocation of shares to be issued | Mgmt | Against |
| E.20 | Authorization granted to the Board of Directors to reduce share capital by cancellation of common shares   | Mgmt | For     |
| E.21 | Powers to carry out all legal formalities  | Mgmt | For     |

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 BANK OF AMERICA CORPORATION

Agen

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 Security: 060505104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: BAC  
 ISIN: US0605051046



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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHARON L. ALLEN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SUSAN S. BIES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACK O. BOVENDER, JR.  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PIERRE J.P. DE WECK  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ARNOLD W. DONALD   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHARLES K. GIFFORD   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LINDA P. HUDSON  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: THOMAS J. MAY  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: LIONEL L. NOWELL, III  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: CLAYTON S. ROSE  | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: R. DAVID YOST  | Mgmt          | For           |
| 2.     | AN ADVISORY (NON-BINDING) RESOLUTION TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY).           | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF OUR REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 4.     | APPROVAL OF AMENDMENT TO THE SERIES T PREFERRED STOCK.   | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING IN DIRECTOR ELECTIONS.                                | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL - PROXY ACCESS.   | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL - CLIMATE CHANGE REPORT.  | Shr           | Against       |
| 8.     | STOCKHOLDER PROPOSAL - LOBBYING REPORT.  | Shr           | Against       |

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

Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 21-Nov-2013  
 Ticker: BHP  
 ISIN: US0886061086

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | TO RECEIVE THE 2013 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON                                     | Mgmt          | For           |
| 2.     | TO APPOINT KPMG LLP AS THE AUDITOR OF BHP BILLITON PLC  | Mgmt          | For           |
| 3.     | TO AUTHORISE THE RISK AND AUDIT COMMITTEE TO AGREE TO THE REMUNERATION OF THE AUDITOR OF BHP BILLITON PLC | Mgmt          | For           |
| 4.     | TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC  | Mgmt          | For           |
| 5.     | TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH                                     | Mgmt          | For           |
| 6.     | TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC   | Mgmt          | For           |
| 7.     | TO APPROVE THE 2013 REMUNERATION REPORT   | Mgmt          | For           |
| 8.     | TO ADOPT NEW LONG TERM INCENTIVE PLAN RULES   | Mgmt          | For           |
| 9.     | TO APPROVE GRANTS TO ANDREW MACKENZIE   | Mgmt          | For           |
| 10.    | TO ELECT ANDREW MACKENZIE AS A DIRECTOR OF BHP BILLITON   | Mgmt          | For           |
| 11.    | TO RE-ELECT MALCOLM BROOMHEAD AS A DIRECTOR OF BHP BILLITON   | Mgmt          | For           |
| 12.    | TO RE-ELECT SIR JOHN BUCHANAN AS A DIRECTOR OF BHP BILLITON   | Mgmt          | For           |
| 13.    | TO RE-ELECT CARLOS CORDEIRO AS A DIRECTOR OF BHP BILLITON   | Mgmt          | For           |
| 14.    | TO RE-ELECT DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON  | Mgmt          | For           |
| 15.    | TO RE-ELECT PAT DAVIES AS A DIRECTOR OF BHP BILLITON  | Mgmt          | For           |
| 16.    | TO RE-ELECT CAROLYN HEWSON AS A DIRECTOR OF BHP BILLITON  | Mgmt          | For           |
| 17.    | TO RE-ELECT LINDSAY MAXSTED AS A DIRECTOR OF BHP BILLITON   | Mgmt          | For           |
| 18.    | TO RE-ELECT WAYNE MURDY AS A DIRECTOR OF BHP BILLITON   | Mgmt          | For           |

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

|     |   |      |         |
|-----|---|------|---------|
| 19. | TO RE-ELECT KEITH RUMBLE AS A DIRECTOR OF BHP BILLITON  | Mgmt | For     |
| 20. | TO RE-ELECT JOHN SCHUBERT AS A DIRECTOR OF BHP BILLITON   | Mgmt | For     |
| 21. | TO RE-ELECT SHRITI VADERA AS A DIRECTOR OF BHP BILLITON   | Mgmt | For     |
| 22. | TO RE-ELECT JAC NASSER AS A DIRECTOR OF BHP BILLITON  | Mgmt | For     |
| 23. | TO ELECT IAN DUNLOP AS A DIRECTOR OF BHP BILLITON (THIS CANDIDATE IS NOT ENDORSED BY THE BOARD) | Shr  | Against |

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BIOGEN IDEC INC.

Agen

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Security: 09062X103  
Meeting Type: Annual  
Meeting Date: 12-Jun-2014  
Ticker: BIIB  
ISIN: US09062X1037

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CAROLINE D. DORSA   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: STELIOS PAPADOPOULOS  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GEORGE A. SCANGOS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LYNN SCHENK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ALEXANDER J. DENNER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: NANCY L. LEAMING  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: RICHARD C. MULLIGAN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT W. PANGIA  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: BRIAN S. POSNER   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ERIC K. ROWINSKY  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEPHEN A. SHERWIN  | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN IDEC INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 3.     | SAY ON PAY - AN ADVISORY VOTE ON EXECUTIVE  | Mgmt          | For           |

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

COMPENSATION.

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 BOSTON PROPERTIES, INC.

Agen

Security: 101121101  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: BXP  
 ISIN: US1011211018  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: CAROL B. EINIGER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: JACOB A. FRENKEL  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: JOEL I. KLEIN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: DOUGLAS T. LINDE  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: MATTHEW J. LUSTIG   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: ALAN J. PATRICOF  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: IVAN G. SEIDENBERG  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: OWEN D. THOMAS  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: MARTIN TURCHIN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: DAVID A. TWARDOCK   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR TO SERVE FOR A ONE-YEAR TERM: MORTIMER B. ZUCKERMAN   | Mgmt          | For           |
| 2.     | TO APPROVE, BY NON-BINDING RESOLUTION, BOSTON PROPERTIES, INC'S NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 3.     | TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL CONCERNING AN   | Shr           | Against       |

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

INDEPENDENT BOARD CHAIRMAN, IF PROPERLY  
PRESENTED AT THE ANNUAL MEETING.

- |    |   |     |     |
|----|---|-----|-----|
| 5. | STOCKHOLDER PROPOSAL CONCERNING THE ADOPTION OF PROXY ACCESS, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.  | Shr | For |
| 6. | STOCKHOLDER PROPOSAL CONCERNING A POLICY REGARDING ACCELERATED VESTING OF EQUITY AWARDS OF SENIOR EXECUTIVES UPON A CHANGE IN CONTROL, IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr | For |

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C.H. ROBINSON WORLDWIDE, INC.

Agen

Security: 12541W209  
Meeting Type: Annual  
Meeting Date: 08-May-2014  
Ticker: CHRW  
ISIN: US12541W2098

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SCOTT P. ANDERSON   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT EZRILOV  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WAYNE M. FORTUN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARY J STEELE<br>GUILFOILE  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JODEE A. KOZLAK   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: REBECCA KOENIG ROLOFF   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: BRIAN P. SHORT  | Mgmt          | For           |
| 2.     | TO APPROVE, BY NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 3.     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |

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CAMERON INTERNATIONAL CORPORATION

Agen

Security: 13342B105  
Meeting Type: Annual  
Meeting Date: 16-May-2014  
Ticker: CAM

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

ISIN: US13342B1052

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: H. PAULETT EBERHART   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: PETER J. FLUOR  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: JAMES T. HACKETT  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: JACK B. MOORE   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: MICHAEL E. PATRICK  | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: JON ERIK REINHARDSEN  | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: BRUCE W. WILKINSON  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014. | Mgmt          | For           |
| 3.     | TO APPROVE, ON AN ADVISORY BASIS, OUR 2013 EXECUTIVE COMPENSATION.  | Mgmt          | For           |

CANADIAN PACIFIC RAILWAY LIMITED

Agen

Security: 13645T100  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: CP  
 ISIN: CA13645T1003

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | APPOINTMENT OF AUDITORS AS NAMED IN THE MANAGEMENT PROXY CIRCULAR.   | Mgmt   | For   |
| 02     | ADVISORY VOTE ACCEPTING THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION AS DESCRIBED IN THE MANAGEMENT PROXY CIRCULAR.  | Mgmt   | For   |
| 03     | DIRECTOR<br>WILLIAM A. ACKMAN<br>GARY F. COLTER<br>ISABELLE COURVILLE<br>PAUL G. HAGGIS<br>E. HUNTER HARRISON<br>PAUL C. HILAL<br>KRYSTYNA T. HOEG<br>REBECCA MACDONALD<br>DR. ANTHONY R. MELMAN<br>LINDA J. MORGAN<br>THE HON. JIM PRENTICE | 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 |

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

ANDREW F. REARDON  
STEPHEN C. TOBIAS

Mgmt For  
Mgmt For

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CATERPILLAR INC.

Agen

Security: 149123101  
Meeting Type: Annual  
Meeting Date: 11-Jun-2014  
Ticker: CAT  
ISIN: US1491231015  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DANIEL M. DICKINSON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JUAN GALLARDO   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JESSE J. GREENE, JR.  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PETER A. MAGOWAN  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DENNIS A. MUILENBURG  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DOUGLAS R. OBERHELMAN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM A. OSBORN   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: EDWARD B. RUST, JR.   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SUSAN C. SCHWAB   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MILES D. WHITE  | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVE THE CATERPILLAR INC. 2014 LONG-TERM INCENTIVE PLAN.                           | Mgmt          | For           |
| 5.     | APPROVE THE CATERPILLAR INC. EXECUTIVE SHORT-TERM INCENTIVE PLAN.                     | Mgmt          | For           |
| 6.     | STOCKHOLDER PROPOSAL - REVIEW OF GLOBAL CORPORATE STANDARDS.                          | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL - SALES TO SUDAN.  | Shr           | Against       |
| 8.     | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.   | Shr           | Against       |

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 CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 18-Jun-2014  
 Ticker: CELG  
 ISIN: US1510201049  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>ROBERT J. HUGIN<br>R.W. BARKER, D. PHIL.<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>M.A. FRIEDMAN, M.D.<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<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.   | Mgmt   | For   |
| 3.     | AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK AND TO EFFECT A STOCK SPLIT.   | Mgmt   | For   |
| 4.     | APPROVAL OF AN AMENDMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.   | Mgmt   | Against   |
| 5.     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt   | For   |
| 6.     | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.  | Shr  | Against   |

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 CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: CVX  
 ISIN: US1667641005  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|



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

|     |  |      |         |
|-----|--|------|---------|
| 1A. | ELECTION OF DIRECTOR: L.F. DEILY   | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: R.E. DENHAM  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: A.P. GAST  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: E. HERNANDEZ, JR.                                      | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: J.M. HUNTSMAN, JR.                                     | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: G.L. KIRKLAND  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: C.W. MOORMAN   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: K.W. SHARER  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: J.G. STUMPF  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: R.D. SUGAR   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: C. WARE  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: J.S. WATSON  | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                | Mgmt | For     |
| 4.  | CHARITABLE CONTRIBUTIONS DISCLOSURE  | Shr  | Against |
| 5.  | LOBBYING DISCLOSURE  | Shr  | Against |
| 6.  | SHALE ENERGY OPERATIONS  | Shr  | Against |
| 7.  | INDEPENDENT CHAIRMAN   | Shr  | Against |
| 8.  | SPECIAL MEETINGS   | Shr  | For     |
| 9.  | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE                            | Shr  | Against |
| 10. | COUNTRY SELECTION GUIDELINES   | Shr  | For     |

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CIE FINANCIERE RICHEMONT SA, BELLEVUE

Agen

Security: H25662158  
Meeting Type: AGM  
Meeting Date: 12-Sep-2013  
Ticker:  
ISIN: CH0045039655

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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO | Non-Voting    |               |

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

MEETING ID 151735 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.

- |     |   |      |         |
|-----|---|------|---------|
| 1.1 | The Board of Directors proposes that the General Meeting, having taken note of the reports of the auditor, approve the consolidated financial statements of the Group, the financial statements of the Company and the directors' report for the business year ended 31 March 2013  | Mgmt | No vote |
| 1.2 | The Board of Directors proposes that the 2013 compensation report as per pages 53 to 60 of the Annual Report and Accounts 2013 be ratified  | Mgmt | No vote |
| 2   | Appropriation of profits: At 31 March 2013, the retained earnings available for distribution amounted to CHF 2 366 505 209. The Board of Directors proposes that a dividend of CHF 1.00 be paid per Richemont share. This is equivalent to CHF 1.00 per 'A' bearer share in the Company and CHF 0.10 per 'B' registered share in the Company. This represents a total dividend payable of CHF 574 200 000, subject to a waiver by Richemont Employee Benefits Limited, a wholly owned subsidiary, of its entitlement to receive dividends on an estimated 21 million Richemont 'A' shares held in treasury. The Board of Directors proposes that the remaining available retained earnings of the Company at 31 March 2013 after payment of the dividend be carried forward to the following business year. The dividend will be paid on or about 19 September 2013 | Mgmt | No vote |
| 3   | Discharge of the Board of Directors   | Mgmt | No vote |
| 4.1 | Re-election of Johann Rupert to the Board of Directors to serve for a further term of one year  | Mgmt | No vote |
| 4.2 | Re-election of Dr Franco Cologni to the Board of Directors to serve for a further term of one year  | Mgmt | No vote |
| 4.3 | Re-election of Lord Douro to the Board of Directors to serve for a further term of one year   | Mgmt | No vote |
| 4.4 | Re-election of Yves-Andre Istel to the Board of Directors to serve for a further term of one year   | Mgmt | No vote |
| 4.5 | Re-election of Richard Lepeu to the Board of Directors to serve for a further term of one year  | Mgmt | No vote |

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|      |  |      |         |
|------|--|------|---------|
| 4.6  | Re-election of Ruggero Magnoni to the Board of Directors to serve for a further term of one year         | Mgmt | No vote |
| 4.7  | Re-election of Josua Malherbe to the Board of Directors to serve for a further term of one year          | Mgmt | No vote |
| 4.8  | Re-election of Dr Frederick Mostert to the Board of Directors to serve for a further term of one year    | Mgmt | No vote |
| 4.9  | Re-election of Simon Murray to the Board of Directors to serve for a further term of one year            | Mgmt | No vote |
| 4.10 | Re-election of Alain Dominique Perrin to the Board of Directors to serve for a further term of one year  | Mgmt | No vote |
| 4.11 | Re-election of Guillaume Pictet to the Board of Directors to serve for a further term of one year        | Mgmt | No vote |
| 4.12 | Re-election of Norbert Platt to the Board of Directors to serve for a further term of one year           | Mgmt | No vote |
| 4.13 | Re-election of Alan Quasha to the Board of Directors to serve for a further term of one year             | Mgmt | No vote |
| 4.14 | Re-election of Maria Ramos to the Board of Directors to serve for a further term of one year             | Mgmt | No vote |
| 4.15 | Re-election of Lord Renwick of Clifton to the Board of Directors to serve for a further term of one year | Mgmt | No vote |
| 4.16 | Re-election of Jan Rupert to the Board of Directors to serve for a further term of one year              | Mgmt | No vote |
| 4.17 | Re-election of Gary Saage to the Board of Directors to serve for a further term of one year              | Mgmt | No vote |
| 4.18 | Re-election of Jurgen Schrempp to the Board of Directors to serve for a further term of one year         | Mgmt | No vote |
| 4.19 | Election of Bernard Fornas to the Board of Directors to serve for a further term of one year             | Mgmt | No vote |
| 4.20 | Election of Jean-Blaise Eckert to the Board of Directors to serve for a further term of one year         | Mgmt | No vote |
| 5    | Re-appoint of the auditor  | Mgmt | No vote |

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PricewaterhouseCoopers Ltd, Geneva

|   |  |            |         |
|---|--|------------|---------|
| 6 | Revisions to the Articles of Association:<br>Articles 6, 8, 9, 15, 17, 18, 21, and 35  | Mgmt       | No vote |
| 7 | In the case of ad-hoc/Miscellaneous<br>shareholder motions proposed during the<br>general meeting, I authorize my proxy to<br>act as follows in accordance with the board<br>of directors. | Mgmt       | No vote |
|   | PLEASE NOTE THAT THIS IS A REVISION DUE TO<br>CHANGE IN TEXT OF RESOLUTION 5   | Non-Voting |         |

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CITIGROUP INC.

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Agen

Security: 172967424  
Meeting Type: Annual  
Meeting Date: 22-Apr-2014  
Ticker: C  
ISIN: US1729674242  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL L. CORBAT   | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: DUNCAN P. HENNES  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANZ B. HUMER  | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: EUGENE M. MCQUADE   | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL  | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: GARY M. REINER  | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: JUDITH RODIN  | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT L. RYAN  | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO  | Mgmt             | For           |
| 1J.    | ELECTION OF DIRECTOR: JOAN E. SPERO   | Mgmt             | For           |
| 1K.    | ELECTION OF DIRECTOR: DIANA L. TAYLOR   | Mgmt             | For           |
| 1L.    | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON,<br>JR.                                       | Mgmt             | For           |
| 1M.    | ELECTION OF DIRECTOR: JAMES S. TURLEY   | Mgmt             | For           |
| 1N.    | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE<br>DE LEON                                  | Mgmt             | For           |
| 2.     | PROPOSAL TO RATIFY THE SELECTION OF KPMG<br>LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC | Mgmt             | For           |

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

ACCOUNTING FIRM FOR 2014.

|    |  |      |         |
|----|--|------|---------|
| 3. | ADVISORY APPROVAL OF CITI'S 2013 EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4. | APPROVAL OF THE CITIGROUP 2014 STOCK INCENTIVE PLAN.   | Mgmt | For     |
| 5. | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE.  | Shr  | Against |
| 6. | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.  | Shr  | Against |
| 7. | STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD INSTITUTE A POLICY TO MAKE IT MORE PRACTICAL TO DENY INDEMNIFICATION FOR DIRECTORS. | Shr  | Against |
| 8. | STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR SHAREHOLDERS.   | Shr  | Against |

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CORNING INCORPORATED

Agen

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Security: 219350105  
Meeting Type: Annual  
Meeting Date: 29-Apr-2014  
Ticker: GLW  
ISIN: US2193501051  
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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHANIE A. BURNS      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN A. CANNING, JR.    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RICHARD T. CLARK        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR. | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES B. FLAWS          | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DEBORAH A. HENRETTA     | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: KURT M. LANDGRAF        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: KEVIN J. MARTIN         | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DEBORAH D. RIEMAN       | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: HANSEL E. TOOKES II     | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| 1K. | ELECTION OF DIRECTOR: WENDELL P. WEEKS  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: MARK S. WRIGHTON  | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt | For |
| 3.  | APPROVAL OF THE ADOPTION OF THE 2014 VARIABLE COMPENSATION PLAN.  | Mgmt | For |
| 4.  | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |

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COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2014  
 Ticker: COST  
 ISIN: US22160K1051

| Prop.# | Proposal  | Proposal Type                | Proposal Vote                                |
|--------|---|------------------------------|--|
| 1.     | DIRECTOR<br>SUSAN L. DECKER<br>RICHARD M. LIBENSON<br>JOHN W. MEISENBACH<br>CHARLES T. MUNGER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld<br>Withheld |
| 2.     | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.  | Mgmt                         | For  |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.                                    | Mgmt                         | For  |
| 4.     | CONSIDERATION OF SHAREHOLDER PROPOSAL TO CHANGE CERTAIN VOTING REQUIREMENTS.                  | Shr                          | For  |
| 5.     | TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE METHOD OF ELECTING DIRECTORS.            | Shr                          | For  |

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COVIDIEN PLC

Agen

Security: G2554F113  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2014  
 Ticker: COV  
 ISIN: IE00B68SQD29

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

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOSE E. ALMEIDA   | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: JOY A. AMUNDSON   | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: CRAIG ARNOLD  | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: ROBERT H. BRUST   | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN   | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III   | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: MARTIN D. MADAUS  | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: STEPHEN H. RUSCKOWSKI   | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO  | Mgmt          | For           |
| 2)     | APPROVE, IN A NON-BINDING ADVISORY VOTE, THE APPOINTMENT OF THE INDEPENDENT AUDITORS AND AUTHORIZE, IN A BINDING VOTE, THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION. | Mgmt          | For           |
| 3)     | APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 4)     | AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES.   | Mgmt          | For           |
| S5)    | DETERMINE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES.  | Mgmt          | For           |
| 6)     | RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES.   | Mgmt          | Against       |
| S7)    | RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES FOR CASH WITHOUT FIRST OFFERING THEM TO EXISTING SHAREHOLDERS.   | Mgmt          | Against       |

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DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: DHR  
 ISIN: US2358511028

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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: H. LAWRENCE CULP, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DONALD J. EHRLICH   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LINDA HEFNER FILLER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: TERI LIST-STOLL   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WALTER G. LOHR, JR.   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MITCHELL P. RALES   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: STEVEN M. RALES   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ALAN G. SPOON   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 4.     | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURE POLICIES AND DIRECT AND INDIRECT POLITICAL EXPENDITURES. | Shr           | Against       |
| 5.     | TO ACT UPON SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT A POLICY REQUIRING THE CHAIR OF BOARD OF DIRECTORS BE INDEPENDENT.                                       | Shr           | For           |

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 DEERE & COMPANY

Agen

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 Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 26-Feb-2014  
 Ticker: DE  
 ISIN: US2441991054  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SAMUEL R. ALLEN    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: VANCE D. COFFMAN   | Mgmt          | For           |



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

|     |   |      |     |
|-----|---|------|-----|
| 1D. | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY,<br>JR.   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DIPAK C. JAIN   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: CLAYTON M. JONES  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOACHIM MILBERG   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: RICHARD B. MYERS  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GREGORY R. PAGE   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: THOMAS H. PATRICK   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SHERRY M. SMITH   | Mgmt | For |
| 2.  | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For |
| 3.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS DEERE'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR<br>FISCAL 2014. | Mgmt | For |

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 DIAGEO PLC, LONDON

Agen

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 Security: G42089113  
 Meeting Type: AGM  
 Meeting Date: 19-Sep-2013  
 Ticker:  
 ISIN: GB0002374006  
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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1      | Report and accounts 2013   | Mgmt             | For           |
| 2      | Directors' remuneration report 2013  | Mgmt             | For           |
| 3      | Declaration of final dividend. That a final<br>dividend be declared on the ordinary shares<br>of 28101/108 pence each ('Ordinary<br>Share(s)') of 29.30 pence per share for the<br>year ended 30 June 2013 | Mgmt             | For           |
| 4      | That PB Bruzelius be re-elected as a<br>director   | Mgmt             | For           |
| 5      | That LM Danon be re-elected as a director  | Mgmt             | For           |
| 6      | That Lord Davies be re-elected as a<br>director  | Mgmt             | For           |
| 7      | That Ho KwonPing be re-elected as a<br>director  | Mgmt             | For           |

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

|      |   |            |     |
|------|---|------------|-----|
| 8    | That BD Holden be re-elected as a director  | Mgmt       | For |
| 9    | That Dr FB Humer be re-elected as a director  | Mgmt       | For |
| 10   | That D Mahlan be re-elected as a director   | Mgmt       | For |
| 11   | That IM Menezes be re-elected as a director   | Mgmt       | For |
| 12   | That PG Scott be re-elected as a director   | Mgmt       | For |
| 13   | Appointment of auditor: That KPMG LLP be appointed as auditor of the company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the company  | Mgmt       | For |
| 14   | Remuneration of auditor   | Mgmt       | For |
| 15   | Authority to allot shares   | Mgmt       | For |
| 16   | Disapplication of pre-emption rights  | Mgmt       | For |
| 17   | Authority to purchase own Ordinary Shares   | Mgmt       | For |
| 18   | Authority to make political donations and/or to incur political expenditure in the European Union ('EU'): That, in accordance with sections 366 and 367 of the Act, the company and all companies that are at any time during the period for which this resolution has effect subsidiaries of the company be authorised to: a) make political donations (as defined in section 364 of the Act) to political parties (as defined in section 363 of the Act) or independent election candidates (as defined in section 363 of the Act), not exceeding GBP 200,000 in total; and b) make political donations (as defined in section 364 of the Act) to political organisations other than political parties (as defined in section 363 of the Act) not exceeding GBP 200,000 in total; and c) incur political expenditure (as defined in section 365 of the Act) CONTD | Mgmt       | For |
| CONT | CONTD not exceeding GBP 200,000 in total; in each case during the period beginning with the date of passing this resolution and ending at the end of next year's AGM or on 18 December 2014, whichever is the sooner, and provided that the aggregate amount of political donations and political expenditure so made and incurred by the company and its subsidiaries pursuant to this resolution shall not exceed GBP 200,000   | Non-Voting |     |
| 19   | Reduced notice of a general meeting other than an annual general meeting  | Mgmt       | For |

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DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: DFS  
 ISIN: US2547091080

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY S. ARONIN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY K. BUSH   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GREGORY C. CASE  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CANDACE H. DUNCAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RICHARD H. LENNY   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS G. MAHERAS  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL H. MOSKOW  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DAVID W. NELMS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARK A. THIERER  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | For           |
| 3.     | TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR OMNIBUS INCENTIVE PLAN.  | Mgmt          | For           |
| 4.     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |

DOLLAR GENERAL CORPORATION

Agen

Security: 256677105  
 Meeting Type: Annual  
 Meeting Date: 29-May-2014  
 Ticker: DG  
 ISIN: US2566771059

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WARREN F. BRYANT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHAEL M. CALBERT   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: SANDRA B. COCHRAN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD W. DREILING  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PATRICIA D. FILI-KRUSHEL   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM C. RHODES, III   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DAVID B. RICKARD   | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY (NONBINDING) BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt          | For           |
| 3.     | TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.                                    | Mgmt          | For           |

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 DUKE ENERGY CORPORATION

Agen

-----  
 Security: 26441C204  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: DUK  
 ISIN: US26441C2044  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | DIRECTOR                                 |               |               |
|        | G. ALEX BERNHARDT, SR.                   | Mgmt          | For           |
|        | MICHAEL G. BROWNING                      | Mgmt          | For           |
|        | HARRIS E. DELOACH, JR.                   | Mgmt          | For           |
|        | DANIEL R. DIMICCO                        | Mgmt          | For           |
|        | JOHN H. FORSGREN                         | Mgmt          | For           |
|        | LYNN J. GOOD                             | Mgmt          | For           |
|        | ANN M. GRAY                              | Mgmt          | For           |
|        | JAMES H. HANCE, JR.                      | Mgmt          | For           |
|        | JOHN T. HERRON                           | Mgmt          | For           |
|        | JAMES B. HYLER, JR.                      | Mgmt          | For           |
|        | WILLIAM E. KENNARD                       | Mgmt          | For           |
|        | E. MARIE MCKEE                           | Mgmt          | For           |
|        | E. JAMES REINSCH                         | Mgmt          | For           |
|        | JAMES T. RHODES                          | Mgmt          | For           |
|        | CARLOS A. SALADRIGAS                     | Mgmt          | For           |
| 2.     | RATIFICATION OF DELOITTE & TOUCHE LLP AS | Mgmt          | For           |

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

DUKE ENERGY CORPORATION'S INDEPENDENT  
PUBLIC ACCOUNTANT FOR 2014

|    |   |      |         |
|----|---|------|---------|
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt | For     |
| 4. | APPROVAL OF THE AMENDMENT TO DUKE ENERGY CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY LESS THAN UNANIMOUS WRITTEN CONSENT | Mgmt | For     |
| 5. | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER RIGHT TO CALL A SPECIAL SHAREHOLDER MEETING  | Shr  | For     |
| 6. | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE  | Shr  | Against |

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EBAY INC.

Agen-----

Security: 278642103  
Meeting Type: Annual  
Meeting Date: 13-May-2014  
Ticker: EBAY  
ISIN: US2786421030

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1      | DIRECTOR<br>FRED D. ANDERSON<br>EDWARD W. BARNHOLT<br>SCOTT D. COOK<br>JOHN J. DONAHOE  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2      | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt                         | For                      |
| 3      | TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN.   | Mgmt                         | For                      |
| 4      | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2014.   | Mgmt                         | For                      |
| 5      | TO CONSIDER A STOCKHOLDER PROPOSAL SUBMITTED BY JOHN CHEVEDDEN REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT WITHOUT A MEETING, IF PROPERLY PRESENTED BEFORE THE MEETING. | Shr                          | For                      |
| 6      | PROPOSAL WITHDRAWN  | Shr                          | Abstain                  |

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 EDISON INTERNATIONAL

Agen

-----  
 Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: EIX  
 ISIN: US2810201077  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAGJEET S. BINDRA  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: VANESSA C.L. CHANG   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCE A. CORDOVA  | Mgmt          | Abstain       |
| 1D.    | ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR.  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BRADFORD M. FREEMAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LUIS G. NOGALES  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III                                     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LINDA G. STUNTZ  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS C. SUTTON   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ELLEN O. TAUSCHER  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: PETER J. TAYLOR  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: BRETT WHITE  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION                        | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN                         | Shr           | For           |

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 EMERSON ELECTRIC CO.

Agen

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 Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 04-Feb-2014  
 Ticker: EMR  
 ISIN: US2910111044  
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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 1.     | DIRECTOR<br>D.N. FARR*<br>H. GREEN*<br>C.A. PETERS*<br>J.W. PRUEHER*<br>A.A. BUSCH III#<br>J.S. TURLEY#                           | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 2.     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.   | Mgmt   | For                                    |
| 3.     | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For                                    |
| 4.     | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.          | Shr  | Against                                |
| 5.     | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A POLITICAL CONTRIBUTIONS REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr  | Against                                |
| 6.     | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A LOBBYING REPORT AS DESCRIBED IN THE PROXY STATEMENT.                | Shr  | Against                                |

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 EOG RESOURCES, INC.

Agen

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 Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: EOG  
 ISIN: US26875P1012  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JANET F. CLARK      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES R. CRISP    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES C. DAY        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK G. PAPA        | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DONALD F. TEXTOR    | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM R. THOMAS   | Mgmt          | For           |

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

|     |  |      |         |
|-----|--|------|---------|
| 1H. | ELECTION OF DIRECTOR: FRANK G. WISNER  | Mgmt | For     |
| 2.  | TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt | For     |
| 3.  | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL CONCERNING QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS, IF PROPERLY PRESENTED.   | Shr  | Against |
| 5.  | STOCKHOLDER PROPOSAL CONCERNING A METHANE EMISSIONS REPORT, IF PROPERLY PRESENTED.   | Shr  | Against |

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EXPRESS SCRIPTS HOLDING COMPANY

Agen

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Security: 30219G108  
Meeting Type: Annual  
Meeting Date: 07-May-2014  
Ticker: ESRX  
ISIN: US30219G1085  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GARY G. BENANAV           | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MAURA C. BREEN            | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM J. DELANEY        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC     | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS P. MAC MAHON       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: FRANK MERGENTHALER        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WOODROW A. MYERS, JR., MD | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN O. PARKER, JR.       | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GEORGE PAZ                | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD, MPH | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SEYMOUR STERNBERG         | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF                    | Mgmt          | For           |



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

PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S  
INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS  
FOR 2014.

- |    |  |      |     |
|----|--|------|-----|
| 3. | TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION. | Mgmt | For |
|----|--|------|-----|

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EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
Meeting Type: Annual  
Meeting Date: 28-May-2014  
Ticker: XOM  
ISIN: US30231G1022

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>M. J. BOSKIN<br>P. BRABECK-LETMATHE<br>U. M. BURNS<br>L. R. FAULKNER<br>J. S. FISHMAN<br>H. H. FORE<br>K. C. FRAZIER<br>W. W. GEORGE<br>S. J. PALMISANO<br>S. S. REINEMUND<br>R. W. TILLERSON<br>W. C. WELDON | 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 |
| 2.     | RATIFICATION OF INDEPENDENT AUDITORS  | Mgmt   | For  |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt   | For  |
| 4.     | MAJORITY VOTE FOR DIRECTORS   | Shr  | Against  |
| 5.     | LIMIT DIRECTORSHIPS   | Shr  | Against  |
| 6.     | AMENDMENT OF EEO POLICY   | Shr  | Against  |
| 7.     | REPORT ON LOBBYING  | Shr  | Against  |
| 8.     | GREENHOUSE GAS EMISSIONS GOALS  | Shr  | Against  |

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FACEBOOK INC.

Agen

Security: 30303M102  
Meeting Type: Annual  
Meeting Date: 22-May-2014  
Ticker: FB

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

ISIN: US30303M1027

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>MARC L. ANDREESSEN<br>ERSKINE B. BOWLES<br>S.D. DESMOND-HELLMANN<br>DONALD E. GRAHAM<br>REED HASTINGS<br>SHERYL K. SANDBERG<br>PETER A. THIEL<br>MARK ZUCKERBERG | 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>Withheld<br>For<br>Withheld |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.               | Mgmt   | For  |
| 3.     | A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING.   | Shr  | For  |
| 4.     | A STOCKHOLDER PROPOSAL REGARDING LOBBYING EXPENDITURES.  | Shr  | Against  |
| 5.     | A STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.  | Shr  | Against  |
| 6.     | A STOCKHOLDER PROPOSAL REGARDING CHILDHOOD OBESITY AND FOOD MARKETING TO YOUTH.  | Shr  | Against  |
| 7.     | A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT.  | Shr  | Against  |

FMC TECHNOLOGIES, INC.

Agen

Security: 30249U101  
Meeting Type: Annual  
Meeting Date: 02-May-2014  
Ticker: FTI  
ISIN: US30249U1016

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ELEAZAR DE CARVALHO FILHO | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: C. MAURY DEVINE           | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CLAIRE S. FARLEY          | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| 1E. | ELECTION OF DIRECTOR: JOHN T. GREMP   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: THOMAS M. HAMILTON  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: PETER MELLBYE   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOSEPH H. NETHERLAND  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RICHARD A. PATTAROZZI   | Mgmt | For |
| 2.  | RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 3.  | ADVISORY APPROVAL OF 2013 EXECUTIVE COMPENSATION.   | Mgmt | For |

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

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 Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 16-Jul-2013  
 Ticker: FCX  
 ISIN: US35671D8570  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1      | DIRECTOR<br>RICHARD C. ADKERSON<br>ROBERT J. ALLISON, JR.<br>ALAN R. BUCKWALTER, III<br>ROBERT A. DAY<br>JAMES C. FLORES<br>GERALD J. FORD<br>THOMAS A. FRY, III<br>H. DEVON GRAHAM, JR.<br>CHARLES C. KRULAK<br>BOBBY LEE LACKEY<br>JON C. MADONNA<br>DUSTAN E. MCCOY<br>JAMES R. MOFFETT<br>B.M. RANKIN, JR.<br>STEPHEN H. SIEGELE | 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<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<br>For |
| 2      | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt   | Against  |
| 3      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt   | For  |
| 4      | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS.   | Shr  | Against  |

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

|   |  |     |         |
|---|--|-----|---------|
| 5 | STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS.                           | Shr | For     |
| 6 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY.  | Shr | Against |
| 7 | STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING 15% OF OUR OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS. | Shr | For     |

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

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 Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2014  
 Ticker: FCX  
 ISIN: US35671D8570  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1      | DIRECTOR<br>RICHARD C. ADKERSON<br>ROBERT J. ALLISON, JR.<br>ALAN R. BUCKWALTER, III<br>ROBERT A. DAY<br>JAMES C. FLORES<br>GERALD J. FORD<br>THOMAS A. FRY, III<br>H. DEVON GRAHAM, JR.<br>LYDIA H. KENNARD<br>CHARLES C. KRULAK<br>BOBBY LEE LACKEY<br>JON C. MADONNA<br>DUSTAN E. MCCOY<br>JAMES R. MOFFETT<br>STEPHEN H. SIEGELE<br>FRANCES FRAGOS TOWNSEND | 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<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<br>For<br>For |
| 2      | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt   | Against   |
| 3      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |
| 4      | APPROVAL OF THE FREEPORT-MCMORAN COPPER & GOLD INC. ANNUAL INCENTIVE PLAN.  | Mgmt   | For   |
| 5      | STOCKHOLDER PROPOSAL REGARDING THE  | Shr  | Against   |

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

SELECTION OF A CANDIDATE WITH ENVIRONMENTAL  
EXPERTISE TO BE RECOMMENDED FOR ELECTION TO  
THE BOARD OF DIRECTORS.

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GILEAD SCIENCES, INC.

Agen

Security: 375558103  
Meeting Type: Annual  
Meeting Date: 07-May-2014  
Ticker: GILD  
ISIN: US3755581036  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN F. COGAN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ETIENNE F. DAVIGNON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CARLA A. HILLS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KEVIN E. LOFTON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN W. MADIGAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN C. MARTIN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: NICHOLAS G. MOORE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD J. WHITLEY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GAYLE E. WILSON  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PER WOLD-OLSEN   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 3.     | TO VOTE ON A PROPOSED AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION TO DESIGNATE DELAWARE CHANCERY COURT AS THE EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS.                                   | Mgmt          | Against       |
| 4.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.  | Mgmt          | For           |
| 5.     | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.                  | Shr           | Against       |

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

- |    |   |     |         |
|----|---|-----|---------|
| 6. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.  | Shr | For     |
| 7. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT INCENTIVE COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER INCLUDE NON-FINANCIAL MEASURES BASED ON PATIENT ACCESS TO GILEAD'S MEDICINES. | Shr | Against |

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GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 14-May-2014  
Ticker: GOOG  
ISIN: US38259P5089

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>LARRY PAGE<br>SERGEY BRIN<br>ERIC E. SCHMIDT<br>L. JOHN DOERR<br>DIANE B. GREENE<br>JOHN L. HENNESSY<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.                            | Mgmt   | For   |
| 3.     | THE APPROVAL OF 2013 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.  | Mgmt   | For   |
| 4.     | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | For   |
| 5.     | A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against   |
| 6.     | A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | For   |

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

- |    |   |     |         |
|----|---|-----|---------|
| 7. | A STOCKHOLDER PROPOSAL REGARDING TAX POLICY PRINCIPLES, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 8. | INDEPENDENT CHAIRMAN OF THE BOARD POLICY, IF PROPERLY PRESENTED AT THE MEETING.               | Shr | For     |

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HONDA MOTOR CO.,LTD.

Agen

Security: J22302111  
 Meeting Type: AGM  
 Meeting Date: 13-Jun-2014  
 Ticker:  
 ISIN: JP3854600008

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| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
|        | Please reference meeting materials. | Non-Voting    |               |
| 1      | Approve Appropriation of Surplus    | Mgmt          | For           |
| 2.1    | Appoint a Director                  | Mgmt          | For           |
| 2.2    | Appoint a Director                  | Mgmt          | For           |
| 2.3    | Appoint a Director                  | Mgmt          | For           |
| 2.4    | Appoint a Director                  | Mgmt          | For           |
| 2.5    | Appoint a Director                  | Mgmt          | For           |
| 2.6    | Appoint a Director                  | Mgmt          | For           |
| 2.7    | Appoint a Director                  | Mgmt          | For           |
| 2.8    | Appoint a Director                  | Mgmt          | For           |
| 2.9    | Appoint a Director                  | Mgmt          | For           |
| 2.10   | Appoint a Director                  | Mgmt          | For           |
| 2.11   | Appoint a Director                  | Mgmt          | For           |
| 2.12   | Appoint a Director                  | Mgmt          | For           |
| 2.13   | Appoint a Director                  | Mgmt          | For           |

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IMI PLC, BIRMINGHAM

Agen

Security: G47152106

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

Meeting Type: OGM  
 Meeting Date: 13-Feb-2014  
 Ticker:  
 ISIN: GB0004579636

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Special resolution to approve the New Articles of Association   | Mgmt          | For           |
| 2      | Ordinary resolution to capitalise reserves and grant directors authority to allot B Shares and C Shares | Mgmt          | For           |
| 3      | Ordinary resolution to grant directors authority to allot securities                                    | Mgmt          | For           |
| 4      | Special resolution to disapply pre-emption rights   | Mgmt          | For           |
| 5      | Special resolution to authorise market purchases  | Mgmt          | For           |

INDUSTRIA DE DISEÑO TEXTIL S.A., ARTEIXO, LA COROG

Agenda

Security: E6282J109  
 Meeting Type: AGM  
 Meeting Date: 16-Jul-2013  
 Ticker:  
 ISIN: ES0148396015

| 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 17 JUL 2013. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU. | Non-Voting    |               |
| 1      | Approve individual financial statements   | Mgmt          | For           |
| 2      | Approve consolidated financial statements, and discharge of board   | Mgmt          | For           |
| 3      | Approve updated balance sheets to benefit from new tax regulation   | Mgmt          | For           |
| 4      | Approve allocation of income and dividends  | Mgmt          | For           |
| 5      | Approve long term incentive plan  | Mgmt          | For           |
| 6      | Authorize share repurchase program  | Mgmt          | For           |



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

|      |  |            |     |
|------|--|------------|-----|
| 7    | Advisory vote on remuneration policy report  | Mgmt       | For |
| 8    | Authorize board to ratify and execute approved resolutions   | Mgmt       | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE FROM 11 JUL 2013 TO 09 JUL 2013. 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 |     |

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JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 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: ALEX GORSKY   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARK B. MCCLELLAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LEO F. MULLIN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: A. EUGENE WASHINGTON  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                         | Mgmt          | For           |
| 3.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK                         | Shr           | For           |

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JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: JPM  
 ISIN: US46625H1005

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LINDA B. BAMMANN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES A. BELL  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CRANDALL C. BOWLES   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN B. BURKE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES S. CROWN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JAMES DIMON  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL A. NEAL  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LEE R. RAYMOND   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM C. WELDON  | Mgmt          | For           |
| 2.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt          | For           |
| 4.     | LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING  | Shr           | Against       |
| 5.     | SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS | Shr           | For           |
| 6.     | CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE             | Shr           | Against       |

LYONDELLBASELL INDUSTRIES N.V.

Agen

Security: N53745100  
 Meeting Type: Annual

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

Meeting Date: 16-Apr-2014  
 Ticker: LYB  
 ISIN: NL0009434992

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | TO ELECT JAGJEET S. BINDRA, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017     | Mgmt          | For           |
| 1B.    | TO ELECT MILTON CARROLL, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017        | Mgmt          | For           |
| 1C.    | TO ELECT CLAIRE S. FARLEY, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017      | Mgmt          | For           |
| 1D.    | TO ELECT RUDY VAN DER MEER, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017     | Mgmt          | For           |
| 1E.    | TO ELECT ISABELLA D. GOREN, CLASS II DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2015    | Mgmt          | For           |
| 1F.    | TO ELECT NANCE K. DICCIANI, CLASS III DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2016   | Mgmt          | For           |
| 2A.    | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: KARYN F. OVELMEN                              | Mgmt          | For           |
| 2B.    | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: CRAIG B. GLIDDEN                              | Mgmt          | For           |
| 2C.    | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: BHAVESH V. PATEL                              | Mgmt          | For           |
| 2D.    | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: PATRICK D. QUARLES                            | Mgmt          | For           |
| 2E.    | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: TIMOTHY D. ROBERTS                            | Mgmt          | For           |
| 3.     | ADOPTION OF ANNUAL ACCOUNTS FOR 2013  | Mgmt          | For           |
| 4.     | DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD                                     | Mgmt          | For           |
| 5.     | DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD  | Mgmt          | For           |
| 6.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM     | Mgmt          | For           |
| 7.     | APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| 8.  | RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2013 FISCAL YEAR | Mgmt | For |
| 9.  | ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION              | Mgmt | For |
| 10. | APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL                  | Mgmt | For |
| 11. | APPROVAL TO CANCEL UP TO 10% OF ISSUED SHARE CAPITAL HELD IN TREASURY     | Mgmt | For |

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MACY'S INC.

Agen

Security: 55616P104  
Meeting Type: Annual  
Meeting Date: 16-May-2014  
Ticker: M  
ISIN: US55616P1049

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MEYER FELDBERG  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SARA LEVINSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: TERRY J. LUNDGREN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOSEPH NEUBAUER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOYCE M. ROCHE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PAUL C. VARGA   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CRAIG E. WEATHERUP  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON  | Mgmt          | For           |
| 2.     | THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2015. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVAL OF MACY'S AMENDED AND RESTATED 2009 OMNIBUS INCENTIVE COMPENSATION PLAN.   | Mgmt          | For           |

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MARATHON OIL CORPORATION

Agen

Security: 565849106  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2014  
 Ticker: MRO  
 ISIN: US5658491064

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GREGORY H. BOYCE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: PIERRE BRONDEAU   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LINDA Z. COOK   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHADWICK C. DEATON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PHILIP LADER  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LEE M. TILLMAN  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2014.            | Mgmt          | For           |
| 3.     | BOARD PROPOSAL FOR A NON-BINDING ADVISORY VOTE TO APPROVE OUR NAMED EXECUTIVE OFFICER COMPENSATION.         | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL SEEKING A REPORT REGARDING THE COMPANY'S LOBBYING ACTIVITIES, POLICIES AND PROCEDURES. | Shr           | Against       |
| 5.     | STOCKHOLDER PROPOSAL SEEKING A REPORT REGARDING THE COMPANY'S METHANE EMISSIONS.                            | Shr           | Against       |

MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: MCD  
 ISIN: US5801351017

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

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

|     |   | Type |     |
|-----|---|------|-----|
| 1A. | ELECTION OF DIRECTOR: SUSAN E. ARNOLD   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RICHARD H. LENNY  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WALTER E. MASSEY  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: CARY D. MCMILLAN  | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: SHEILA A. PENROSE   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ROGER W. STONE  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MILES D. WHITE  | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | For |
| 3.  | APPROVAL OF PERFORMANCE GOALS FOR AWARDS UNDER THE MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN. | Mgmt | For |
| 4.  | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2014.      | Mgmt | For |
| 5.  | ADVISORY VOTE REQUESTING THE ABILITY FOR SHAREHOLDERS TO ACT BY WRITTEN CONSENT, IF PRESENTED.      | Shr  | For |

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 MERCK & CO., INC.

Agem

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 Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 27-May-2014  
 Ticker: MRK  
 ISIN: US58933Y1055  
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| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LESLIE A. BRUN          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: THOMAS R. CECH          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH C. FRAZIER      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THOMAS H. GLOCER        | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR. | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: C. ROBERT KIDDER        | Mgmt          | For           |

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

|     |  |      |     |
|-----|--|------|-----|
| 1G. | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CARLOS E. REPRESAS   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: PATRICIA F. RUSSO  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: CRAIG B. THOMPSON  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: PETER C. WENDELL   | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For |
| 3.  | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 4.  | SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.                           | Shr  | For |
| 5.  | SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS.   | Shr  | For |

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 METLIFE, INC.

Agen

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 Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: MET  
 ISIN: US59156R1086  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHERYL W. GRISE      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: R. GLENN HUBBARD     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEVEN A. KANDARIAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN M. KEANE        | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALFRED F. KELLY, JR. | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM E. KENNARD   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES M. KILTS       | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CATHERINE R. KINNEY  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DENISE M. MORRISON   | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| 1K. | ELECTION OF DIRECTOR: KENTON J. SICCHITANO  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: LULU C. WANG  | Mgmt | For |
| 2.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4.  | APPROVAL OF THE METLIFE, INC. 2015 STOCK AND INCENTIVE COMPENSATION PLAN.                 | Mgmt | For |
| 5.  | APPROVAL OF THE METLIFE, INC. 2015 NON-MANAGEMENT DIRECTOR STOCK COMPENSATION PLAN.       | Mgmt | For |

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 19-Nov-2013  
Ticker: MSFT  
ISIN: US5949181045

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | ELECTION OF DIRECTOR: STEVEN A. BALLMER   | Mgmt          | For           |
| 2.     | ELECTION OF DIRECTOR: DINA DUBLON   | Mgmt          | For           |
| 3.     | ELECTION OF DIRECTOR: WILLIAM H. GATES III  | Mgmt          | For           |
| 4.     | ELECTION OF DIRECTOR: MARIA M. KLAWE  | Mgmt          | For           |
| 5.     | ELECTION OF DIRECTOR: STEPHEN J. LUCZO  | Mgmt          | For           |
| 6.     | ELECTION OF DIRECTOR: DAVID F. MARQUARDT  | Mgmt          | For           |
| 7.     | ELECTION OF DIRECTOR: CHARLES H. NOSKI  | Mgmt          | For           |
| 8.     | ELECTION OF DIRECTOR: HELMUT PANKE  | Mgmt          | For           |
| 9.     | ELECTION OF DIRECTOR: JOHN W. THOMPSON  | Mgmt          | For           |
| 10.    | APPROVE MATERIAL TERMS OF THE PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN | Mgmt          | For           |
| 11.    | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 12.    | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2014         | Mgmt          | For           |



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 MOHAWK INDUSTRIES, INC. Agen  
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Security: 608190104  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: MHK  
 ISIN: US6081901042  
 -----

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>MR. ILL<br>MR. LORBERBAUM<br>DR. SMITH BOGART   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | THE RATIFICATION OF THE SELECTION OF KPMG<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM                                  | Mgmt                 | For               |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION, AS DISCLOSED IN THE COMPANY'S<br>PROXY STATEMENT FOR THE 2014 ANNUAL MEETING<br>OF STOCKHOLDERS | Mgmt                 | For               |

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 MONDELEZ INTERNATIONAL, INC. Agen  
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Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: MDLZ  
 ISIN: US6092071058  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LEWIS W.K. BOOTH      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LOIS D. JULIBER       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK D. KETCHUM       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JORGE S. MESQUITA     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: NELSON PELTZ          | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: IRENE B. ROSENFELD    | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1I. | ELECTION OF DIRECTOR: PATRICK T. SIEWERT   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: RUTH J. SIMMONS  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: RATAN N. TATA  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER   | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For     |
| 3.  | APPROVE MONDELEZ INTERNATIONAL, INC. AMENDED AND RESTATED 2005 PERFORMANCE INCENTIVE PLAN  | Mgmt | For     |
| 4.  | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2014 | Mgmt | For     |
| 5.  | SHAREHOLDER PROPOSAL: REPORT ON PACKAGING  | Shr  | Against |

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MONSANTO COMPANY

Agen

Security: 61166W101  
Meeting Type: Annual  
Meeting Date: 28-Jan-2014  
Ticker: MON  
ISIN: US61166W1018  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GREGORY H. BOYCE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LAURA K. IPSEN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM U. PARFET   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GEORGE H. POSTE, PH.D., D.V.M.  | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014. | Mgmt          | For           |
| 3.     | ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | SHAREOWNER PROPOSAL REQUESTING A REPORT RELATED TO LABELING OF FOOD PRODUCED WITH GENETIC ENGINEERING.                | Shr           | Against       |
| 5.     | SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.                                   | Shr           | Against       |

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MORGAN STANLEY

Agen

Security: 617446448  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: MS  
 ISIN: US6174464486

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ERSKINE B. BOWLES   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: HOWARD J. DAVIES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: THOMAS H. GLOCER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES P. GORMAN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT H. HERZ  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: C. ROBERT KIDDER  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: KLAUS KLEINFELD   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: HUTHAM S. OLAYAN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JAMES W. OWENS  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: O. GRIFFITH SEXTON  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RYOSUKE TAMAKOSHI   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: MASAAKI TANAKA  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: LAURA D. TYSON  | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: RAYFORD WILKINS, JR.  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR                                       | Mgmt          | For           |
| 3.     | TO APPROVE THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY RESOLUTION) | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING A REPORT ON LOBBYING   | Shr           | Against       |

NATIONAL GRID PLC, LONDON

Agen

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 Security: G6375K151  
 Meeting Type: AGM  
 Meeting Date: 29-Jul-2013  
 Ticker:  
 ISIN: GB00B08SNH34  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | To receive the Annual Report and Accounts                                       | Mgmt          | For           |
| 2      | To declare a final dividend   | Mgmt          | For           |
| 3      | To re-elect Sir Peter Gershon   | Mgmt          | For           |
| 4      | To re-elect Steve Holliday  | Mgmt          | For           |
| 5      | To re-elect Andrew Bonfield   | Mgmt          | For           |
| 6      | To re-elect Tom King  | Mgmt          | For           |
| 7      | To re-elect Nick Winser   | Mgmt          | For           |
| 8      | To re-elect Philip Aiken  | Mgmt          | For           |
| 9      | To re-elect Nora Mead Brownell  | Mgmt          | For           |
| 10     | To elect Jonathan Dawson  | Mgmt          | For           |
| 11     | To re-elect Paul Golby  | Mgmt          | For           |
| 12     | To re-elect Ruth Kelly  | Mgmt          | For           |
| 13     | To re-elect Maria Richter   | Mgmt          | For           |
| 14     | To elect Mark Williamson  | Mgmt          | For           |
| 15     | To re-appoint the auditors<br>PricewaterhouseCoopers LLP                        | Mgmt          | For           |
| 16     | To authorise the Directors to set the<br>auditors' remuneration                 | Mgmt          | For           |
| 17     | To approve the Directors' Remuneration<br>Report                                | Mgmt          | For           |
| 18     | To authorise the Directors to allot<br>ordinary shares                          | Mgmt          | For           |
| 19     | To disapply pre-emption rights  | Mgmt          | For           |
| 20     | To authorise the Company to purchase its<br>own ordinary shares                 | Mgmt          | For           |
| 21     | To authorise the Directors to hold general<br>meetings on 14 clear days' notice | Mgmt          | For           |

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NESTLE SA, CHAM UND VEVEY

Agen

Security: H57312649  
 Meeting Type: AGM  
 Meeting Date: 10-Apr-2014  
 Ticker:  
 ISIN: CH0038863350

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. IT IS A MARKET REQUIREMENT FOR MEETINGS OF THIS TYPE THAT THE SHARES ARE REGISTERED AND MOVED TO A REGISTERED LOCATION AT THE CSD, AND SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. THEREFORE WHILST THIS DOES NOT PREVENT THE TRADING OF SHARES, ANY THAT ARE REGISTERED MUST BE FIRST DEREGISTERED IF REQUIRED FOR SETTLEMENT. DEREGISTRATION CAN AFFECT THE VOTING RIGHTS OF THOSE SHARES. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE | Non-Voting    |               |
| 1.1    | Approval of the Annual Report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2013   | Mgmt          | For           |
| 1.2    | Acceptance of the Compensation Report 2013 (advisory vote)  | Mgmt          | For           |
| 2      | Release of the members of the Board of Directors and of the Management  | Mgmt          | For           |
| 3      | Appropriation of profits resulting from the balance sheet of Nestle S.A. (proposed dividend) for the financial year 2013  | Mgmt          | For           |
| 4      | Revision of the Articles of Association. Adaptation to new Swiss Company Law  | Mgmt          | For           |
| 5.1.1  | Re-election to the Board of Directors: Mr Peter Brabeck-Letmathe  | Mgmt          | For           |
| 5.1.2  | Re-election to the Board of Directors: Mr Paul Bulcke   | Mgmt          | For           |
| 5.1.3  | Re-election to the Board of Directors: Mr Andreas Koopmann  | Mgmt          | For           |

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|       |   |            |     |
|-------|---|------------|-----|
| 5.1.4 | Re-election to the Board of Directors: Mr Rolf Hanggi   | Mgmt       | For |
| 5.1.5 | Re-election to the Board of Directors: Mr Beat Hess   | Mgmt       | For |
| 5.1.6 | Re-election to the Board of Directors: Mr Daniel Borel  | Mgmt       | For |
| 5.1.7 | Re-election to the Board of Directors: Mr Steven G. Hoch  | Mgmt       | For |
| 5.1.8 | Re-election to the Board of Directors: Ms Naina Lal Kidwai  | Mgmt       | For |
| 5.1.9 | Re-election to the Board of Directors: Ms Titia de Lange  | Mgmt       | For |
| 5.110 | Re-election to the Board of Directors: Mr Jean-Pierre Roth  | Mgmt       | For |
| 5.111 | Re-election to the Board of Directors: Ms Ann M. Veneman  | Mgmt       | For |
| 5.112 | Re-election to the Board of Directors: Mr Henri de Castries   | Mgmt       | For |
| 5.113 | Re-election to the Board of Directors: Ms Eva Cheng   | Mgmt       | For |
| 5.2   | Election of the Chairman of the Board of Directors: Mr Peter Brabeck-Letmathe   | Mgmt       | For |
| 5.3.1 | Election of the member of the Compensation Committee: Mr Beat Hess  | Mgmt       | For |
| 5.3.2 | Election of the member of the Compensation Committee: Mr Daniel Borel   | Mgmt       | For |
| 5.3.3 | Election of the member of the Compensation Committee: Mr Andreas Koopmann   | Mgmt       | For |
| 5.3.4 | Election of the member of the Compensation Committee: Mr Jean-Pierre Roth   | Mgmt       | For |
| 5.4   | Re-election of the statutory auditors KPMG SA, Geneva branch  | Mgmt       | For |
| 5.5   | Election of the Independent Representative Hartmann Dreyer, Attorneys-at-Law  | Mgmt       | For |
| CMMT  | In the event of a new or modified proposal by a shareholder during the General Meeting, I instruct the independent representative to vote according to the following instruction: INSTRUCT "FOR" ON ONE RESOLUTION AMONG 6.1, 6.2 AND 6.3 TO SHOW WHICH VOTING OPTION YOU CHOOSE IN THE EVENT OF NEW OR MODIFIED PROPOSALS. INSTRUCT "CLEAR" ON THE REMAINING TWO RESOLUTIONS | Non-Voting |     |

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|     |  |      |         |
|-----|--|------|---------|
| 6.1 | Vote in accordance with the proposal of the Board of Directors | Mgmt | No vote |
| 6.2 | Vote against the proposal of the Board of Directors            | Shr  | No vote |
| 6.3 | Abstain  | Shr  | For     |

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NETFLIX, INC.

Agen

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Security: 64110L106  
Meeting Type: Annual  
Meeting Date: 09-Jun-2014  
Ticker: NFLX  
ISIN: US64110L1061  
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| Prop.# | Proposal   | Proposal Type        | Proposal Vote                    |
|--------|--|----------------------|----------------------------------|
| 1.     | DIRECTOR<br>REED HASTINGS<br>JAY C. HOAG<br>A. GEORGE (SKIP) BATTLE  | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt                 | For                              |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.   | Mgmt                 | For                              |
| 4.     | TO APPROVE THE COMPANY'S PERFORMANCE BONUS PLAN.   | Mgmt                 | For                              |
| 5.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF PROPERLY PRESENTED AT THE MEETING.                              | Shr                  | For                              |
| 6.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE STANDARD IN DIRECTOR ELECTIONS, IF PROPERLY PRESENTED AT THE MEETING.                | Shr                  | For                              |
| 7.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING RIGHT TO VOTE REGARDING POISON PILLS, IF PROPERLY PRESENTED AT THE MEETING.                        | Shr                  | For                              |
| 8.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING CONFIDENTIAL VOTING, IF PROPERLY PRESENTED AT THE MEETING.   | Shr                  | For                              |
| 9.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING.                                  | Shr                  | For                              |

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NEXTERA ENERGY, INC.

Agen

Security: 65339F101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: NEE  
 ISIN: US65339F1012

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHERRY S. BARRAT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT M. BEALL, II   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES L. CAMAREN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KENNETH B. DUNN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KIRK S. HACHIGIAN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: TONI JENNINGS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES L. ROBO   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RUDY E. SCHUPP  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN L. SKOLDS  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM H. SWANSON  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: HANSEL E. TOOKES, II  | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.              | Mgmt          | For           |
| 3.     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL - ELIMINATE SUPERMAJORITY VOTE REQUIREMENTS IN ARTICLES OF INCORPORATION AND BYLAWS.                                     | Shr           | For           |

NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 19-Sep-2013  
 Ticker: NKE  
 ISIN: US6541061031



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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1      | DIRECTOR<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>PHYLLIS M. WISE                                    | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt                 | For               |
| 3.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |
| 4.     | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.                          | Shr                  | Against           |

NORDEA BANK AB, STOCKHOLM

Agen

Security: W57996105  
Meeting Type: AGM  
Meeting Date: 20-Mar-2014  
Ticker:  
ISIN: SE0000427361

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 279293 DUE TO CHANGE IN THE VOTING STATUS OF RESOLUTION 22. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.  | Non-Voting    |               |
| 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    |               |
| 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    |               |

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|      |   |            |     |
|------|---|------------|-----|
| CMMT | AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE MEETING REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION  | Non-Voting |     |
| 1    | Election of a chairman for the general meeting: Eva Hagg, member of the Swedish Bar Association   | Non-Voting |     |
| 2    | Preparation and approval of the voting list   | Non-Voting |     |
| 3    | Approval of the agenda  | Non-Voting |     |
| 4    | Election of at least one minutes checker  | Non-Voting |     |
| 5    | Determination whether the general meeting has been duly convened  | Non-Voting |     |
| 6    | Submission of the annual report and consolidated accounts, and of the audit report and the group audit report In connection herewith: speech by the Group CEO   | Non-Voting |     |
| 7    | Adoption of the income statement and the consolidated income statement, and the balance sheet and the consolidated balance sheet  | Non-Voting |     |
| 8    | Decision on dispositions of the Company's profit according to the adopted balance sheet: The board of directors and the CEO propose a dividend of 0.43 EURO per share, and further, that the record date for dividend should be 25 March 2014. With this record date, the dividend is scheduled to be sent out by Euroclear Sweden AB on 1 April 2014 | Mgmt       | For |
| 9    | Decision regarding discharge from liability for the members of the board of directors and the CEO (The auditor recommends discharge from liability)   | Mgmt       | For |
| 10   | Determination of the number of board members: The nomination committee's proposal: The number of board members shall, for the period until the end of the next annual general meeting, be nine  | Mgmt       | For |
| 11   | Determination of the number of auditors: The nomination committee's proposal: The number of auditors shall, for the period until the end of the next annual general meeting, be one   | Mgmt       | For |
| 12   | Determination of fees for board members and auditors: The nomination committee's proposal: The fees for the board of directors shall amount to 259,550 Euro for the chairman, 123,250 Euro for the vice   | Mgmt       | For |

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chairman and 80,250 Euro per member for the other members. In addition, fees shall be payable for committee work in the remuneration committee, the audit committee and the risk committee amounting to 21,350 Euro for the committee chairman and 15,150 Euro for the other members. Remuneration is not paid to members who are employees of the Nordea Group. The nomination committee's proposal: Fees to the auditors shall be payable as per approved invoice

|      |  |      |         |
|------|--|------|---------|
| 13   | Election of board members and chairman of the board: The nomination committee's proposal: For the period until the end of the next annual general meeting Bjorn Wahlroos, Marie Ehrling, Elisabeth Grieg, Svein Jacobsen, Tom Knutzen, Lars G Nordstrom, Sarah Russell and Kari Stadigh shall be re-elected as board members and Robin Lawther shall be elected as board member. For the period until the end of the next annual general meeting Bjorn Wahlroos shall be re-elected chairman | Mgmt | For     |
| 14   | Election of auditors: The nomination committee's proposal: For the period until the end of the next annual general meeting KPMG AB shall be re-elected auditor   | Mgmt | For     |
| 15   | Resolution on establishment of a nomination committee  | Mgmt | For     |
| 16   | Resolution on authorization for the board of directors to decide on issue of convertible instruments in the Company  | Mgmt | For     |
| 17.a | Resolution on authorization for the board of directors to decide on: Acquisition of shares in the Company  | Mgmt | For     |
| 17.b | Resolution on authorization for the board of directors to decide on: Conveyance of shares in the Company   | Mgmt | For     |
| 18   | Resolution on purchase of own shares according to chapter 7 section 6 of the Swedish Securities Market Act (lagen (2007:528) om vardepappersmarknaden)   | Mgmt | For     |
| 19   | Resolution on guidelines for remuneration to the executive officers  | Mgmt | For     |
| 20   | Resolution on a maximum ratio between the fixed and the variable component of the total remuneration   | Mgmt | For     |
| 21   | Resolution on a special examination according to chapter 10 section 21 of the Swedish Companies Act at the proposal of the shareholder Thorwald Arvidsson  | Mgmt | Against |

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|    |  |     |         |
|----|--|-----|---------|
| 22 | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Resolution to assign the board of directors/CEO to take the initiative to an integration institute in Landskrona - Ven - Copenhagen and to give a first contribution in a suitable manner, at the proposal of the shareholder Tommy Jonasson | Shr | Against |
|----|--|-----|---------|

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NOVARTIS AG, BASEL

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Agen

Security: H5820Q150  
 Meeting Type: AGM  
 Meeting Date: 25-Feb-2014  
 Ticker:  
 ISIN: CH0012005267

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. IT IS A MARKET REQUIREMENT FOR MEETINGS OF THIS TYPE THAT THE SHARES ARE REGISTERED AND MOVED TO A REGISTERED LOCATION AT THE CSD, AND SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. THEREFORE WHILST THIS DOES NOT PREVENT THE TRADING OF SHARES, ANY THAT ARE REGISTERED MUST BE FIRST DEREGISTERED IF REQUIRED FOR SETTLEMENT. DEREGISTRATION CAN AFFECT THE VOTING RIGHTS OF THOSE SHARES. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE | Non-Voting    |               |
| 1      | Approval of the Annual Report, the Financial Statements of Novartis AG and the Group Consolidated Financial Statements for the Business Year 2013   | Mgmt          | For           |
| 2      | Discharge from Liability of the Members of the Board of Directors and the Executive Committee   | Mgmt          | Against       |
| 3      | Appropriation of Available Earnings of Novartis AG and Declaration of Dividend: CHF 2.45 per share  | Mgmt          | For           |
| 4.1    | Advisory Vote on Total Compensation for Members of the Board of Directors from the  | Mgmt          | Against       |

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

| Annual General Meeting 2014 to the Annual<br>General Meeting 2015 |   |      |         |
|---|---|------|---------|
| 4.2   | Advisory Vote on Total Compensation for Members of the Executive Committee for the Performance Cycle Ending in 2013   | Mgmt | For     |
| 5.1   | Re-election of Joerg Reinhardt, Ph.D., and election as Chairman of the Board of Directors   | Mgmt | For     |
| 5.2   | Re-election of Dimitri Azar, M.D., MBA  | Mgmt | For     |
| 5.3   | Re-election of Verena A. Briner, M.D.   | Mgmt | For     |
| 5.4   | Re-election of Srikant Datar, Ph.D.   | Mgmt | For     |
| 5.5   | Re-election of Ann Fudge  | Mgmt | For     |
| 5.6   | Re-election of Pierre Landolt, Ph.D.  | Mgmt | For     |
| 5.7   | Re-election of Ulrich Lehner, Ph.D.   | Mgmt | For     |
| 5.8   | Re-election of Andreas von Planta, Ph.D.  | Mgmt | For     |
| 5.9   | Re-election of Charles L. Sawyers, M.D.   | Mgmt | For     |
| 5.10  | Re-election of Enrico Vanni, Ph.D.  | Mgmt | For     |
| 5.11  | Re-election of William T. Winters   | Mgmt | For     |
| 6.1   | Election of Srikant Datar, Ph.D., as member of the Compensation Committee   | Mgmt | Against |
| 6.2   | Election of Ann Fudge as member of the Compensation Committee   | Mgmt | For     |
| 6.3   | Election of Ulrich Lehner, Ph.D., as member of the Compensation Committee   | Mgmt | Against |
| 6.4   | Election of Enrico Vanni, Ph.D., as member of the Compensation Committee  | Mgmt | Against |
| 7   | Re-election of the Auditor:<br>PricewaterhouseCoopers AG  | Mgmt | For     |
| 8   | Election of lic. iur. Peter Andreas Zahn, Advokat, Basel, as the Independent Proxy  | Mgmt | For     |
| 9   | In the case of ad-hoc/Miscellaneous shareholder motions proposed during the general meeting, I authorize my proxy to act as follows in accordance with the board of directors | Mgmt | Abstain |

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NXP SEMICONDUCTOR NV

Agen

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Security: N6596X109

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

Meeting Type: Special  
 Meeting Date: 28-Mar-2014  
 Ticker: NXPI  
 ISIN: NL0009538784

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | PROPOSAL TO APPOINT MR. E. MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM APRIL 1, 2014 | Mgmt          | For           |

NXP SEMICONDUCTOR NV

Agen

Security: N6596X109  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: NXPI  
 ISIN: NL0009538784

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 2C.    | ADOPTION OF THE 2013 FINANCIAL STATEMENTS  | Mgmt          | For           |
| 2D.    | GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR MANAGEMENT DURING THE PAST FINANCIAL YEAR                              | Mgmt          | For           |
| 3A.    | PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014     | Mgmt          | For           |
| 3B.    | PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014     | Mgmt          | For           |
| 3C.    | PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014   | Mgmt          | Against       |
| 3D.    | PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt          | For           |
| 3E.    | PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014      | Mgmt          | For           |
| 3F.    | PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014      | Mgmt          | For           |
| 3G.    | PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014         | Mgmt          | For           |

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

|     |  |      |     |
|-----|--|------|-----|
| 3H. | PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014   | Mgmt | For |
| 3I. | PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | For |
| 3J. | PROPOSAL TO APPOINT DR. RICK TSAI AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM JULY 1, 2014         | Mgmt | For |
| 4.  | AUTHORISATION TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL  | Mgmt | For |
| 5.  | AUTHORISATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL  | Mgmt | For |

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OCCIDENTAL PETROLEUM CORPORATION

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Agen

Security: 674599105  
Meeting Type: Annual  
Meeting Date: 02-May-2014  
Ticker: OXY  
ISIN: US6745991058

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| 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: EUGENE L. BATCHELDER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN E. FEICK  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARGARET M. FORAN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM R. KLESSE  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ELISSE B. WALTER   | Mgmt          | For           |
| 2.     | ONE-YEAR WAIVER OF DIRECTOR AGE RESTRICTION FOR EDWARD P.DJEREJIAN, AN INDEPENDENT DIRECTOR. | Mgmt          | For           |
| 3.     | ADVISORY VOTE APPROVING EXECUTIVE  | Mgmt          | For           |

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

|               |   |      |         |
|---------------|---|------|---------|
| COMPENSATION. |   |      |         |
| 4.            | ABILITY OF STOCKHOLDERS TO ACT BY WRITTEN CONSENT.                                    | Mgmt | For     |
| 5.            | SEPARATION OF THE ROLES OF THE CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER. | Mgmt | For     |
| 6.            | RATIFICATION OF INDEPENDENT AUDITORS.   | Mgmt | For     |
| 7.            | EXECUTIVES TO RETAIN SIGNIFICANT STOCK.   | Shr  | For     |
| 8.            | REVIEW LOBBYING AT FEDERAL, STATE, LOCAL LEVELS.                                      | Shr  | Against |
| 9.            | QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS.           | Shr  | Against |
| 10.           | FUGITIVE METHANE EMISSIONS AND FLARING REPORT.  | Shr  | Against |

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 ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 31-Oct-2013  
 Ticker: ORCL  
 ISIN: US68389X1054  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | 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>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld<br>For<br>Withheld<br>Withheld<br>For<br>Withheld<br>Withheld<br>For<br>For<br>Withheld |
| 2      | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt   | Against  |
| 3      | APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN.   | Mgmt   | For  |
| 4      | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.   | Mgmt   | For  |
| 5      | STOCKHOLDER PROPOSAL REGARDING ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS.  | Shr  | Against  |



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

|   |  |     |         |
|---|--|-----|---------|
| 6 | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.       | Shr | For     |
| 7 | STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION.                  | Shr | Against |
| 8 | STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.     | Shr | For     |
| 9 | STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS. | Shr | For     |

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 PHILLIPS 66

Agen

Security: 718546104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: PSX  
 ISIN: US7185461040

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM R. LOOMIS, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GLENN F. TILTON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON   | Mgmt          | For           |
| 2.     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2014. | Mgmt          | For           |
| 3.     | SAY ON PAY - AN ADVISORY (NON-BINDING) VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | GREENHOUSE GAS REDUCTION GOALS.  | Shr           | Against       |

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 PPG INDUSTRIES, INC.

Agen

Security: 693506107  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2014  
 Ticker: PPG  
 ISIN: US6935061076

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

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

|    |   |                      |                   |
|----|---|----------------------|-------------------|
| 1. | DIRECTOR<br>STEPHEN F. ANGEL<br>HUGH GRANT<br>MICHELE J. HOOPER   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2. | PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS.                                      | Mgmt                 | For               |
| 3. | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO REPLACE THE SUPERMAJORITY VOTING REQUIREMENTS.             | Mgmt                 | For               |
| 4. | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt                 | For               |
| 5. | SHAREHOLDER PROPOSAL FOR AN INDEPENDENT BOARD CHAIRMAN.   | Shr                  | Against           |

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PRUDENTIAL PLC, LONDON

Agen

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Security: G72899100  
Meeting Type: AGM  
Meeting Date: 15-May-2014  
Ticker:  
ISIN: GB0007099541  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 312974 DUE TO CHANGE IN DIRECTOR NAMES AND SEQUENCE OF DIRECTOR NAMES. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | Non-Voting    |               |
| 1      | TO RECEIVE AND CONSIDER THE ACCOUNTS, STRATEGIC REPORT, DIRECTORS' REMUNERATION REPORT, DIRECTORS' REPORT AND THE AUDITORS' REPORT (THE ANNUAL REPORT)   | Mgmt          | For           |
| 2      | TO APPROVE THE DIRECTORS' REMUNERATION POLICY  | Mgmt          | For           |
| 3      | TO APPROVE THE DIRECTORS' REMUNERATION REPORT (OTHER THAN THE DIRECTORS' REMUNERATION POLICY)  | Mgmt          | For           |
| 4      | TO DECLARE A FINAL DIVIDEND OF 23.84 PENCE PER ORDINARY SHARE OF THE COMPANY   | Mgmt          | For           |
| 5      | TO ELECT MR PIERRE-OLIVIER BOUEE AS A  | Mgmt          | For           |

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

|    | DIRECTOR   |      |     |
|----|--|------|-----|
| 6  | TO ELECT MS JACQUELINE HUNT AS A DIRECTOR  | Mgmt | For |
| 7  | TO ELECT MR ANTHONY NIGHTINGALE AS A<br>DIRECTOR   | Mgmt | For |
| 8  | TO ELECT MS ALICE SCHROEDER AS A DIRECTOR  | Mgmt | For |
| 9  | TO RE-ELECT SIR HOWARD DAVIES AS A DIRECTOR  | Mgmt | For |
| 10 | TO RE-ELECT MS ANN GODBEHERE AS A DIRECTOR   | Mgmt | For |
| 11 | TO RE-ELECT MR ALEXANDER JOHNSTON AS A<br>DIRECTOR   | Mgmt | For |
| 12 | TO RE-ELECT MR PAUL MANDUCA AS A DIRECTOR  | Mgmt | For |
| 13 | TO RE-ELECT MR MICHAEL MCLINTOCK AS A<br>DIRECTOR  | Mgmt | For |
| 14 | TO RE-ELECT MR KAIKHUSHRU NARGOLWALA AS A<br>DIRECTOR  | Mgmt | For |
| 15 | TO RE-ELECT MR NICOLAOS NICANDROU AS A<br>DIRECTOR   | Mgmt | For |
| 16 | TO RE-ELECT MR PHILIP REMNANT 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-ELECT MR MICHAEL WELLS AS A DIRECTOR   | Mgmt | For |
| 21 | TO APPOINT KPMG LLP AS THE COMPANY'S<br>AUDITOR  | Mgmt | For |
| 22 | TO AUTHORISE THE DIRECTORS TO DETERMINE THE<br>AMOUNT OF THE AUDITOR'S REMUNERATION            | Mgmt | For |
| 23 | RENEWAL OF THE AUTHORITY TO MAKE POLITICAL<br>DONATIONS  | Mgmt | For |
| 24 | RENEWAL OF AUTHORITY TO ALLOT ORDINARY<br>SHARES   | Mgmt | For |
| 25 | RENEWAL OF EXTENSION OF AUTHORITY TO ALLOT<br>ORDINARY SHARES TO INCLUDE REPURCHASED<br>SHARES | Mgmt | For |
| 26 | RENEWAL OF AUTHORITY TO ALLOT PREFERENCE<br>SHARES   | Mgmt | For |
| 27 | RENEWAL OF AUTHORITY FOR DISAPPLICATION OF<br>PRE-EMPTION RIGHTS                               | Mgmt | For |
| 28 | RENEWAL OF AUTHORITY FOR PURCHASE OF OWN<br>SHARES   | Mgmt | For |

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

29 RENEWAL OF AUTHORITY IN RESPECT OF NOTICE FOR GENERAL MEETINGS Mgmt For

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 QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 04-Mar-2014  
 Ticker: QCOM  
 ISIN: US7475251036  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: BARBARA T. ALEXANDER   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SUSAN HOCKFIELD  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS W. HORTON   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PAUL E. JACOBS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SHERRY LANSING   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DUANE A. NELLES  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CLARK T. RANDT, JR.  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: FRANCISCO ROS  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: BRENT SCOWCROFT  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: MARC I. STERN  | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 28, 2014. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |

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

RANGE RESOURCES CORPORATION

Agen

Security: 75281A109  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: RRC  
 ISIN: US75281A1097

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ANTHONY V. DUB  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: V. RICHARD EALES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALLEN FINKELSON   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES M. FUNK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JONATHAN S. LINKER  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARY RALPH LOWE   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: KEVIN S. MCCARTHY   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN H. PINKERTON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JEFFREY L. VENTURA  | Mgmt          | For           |
| 2.     | A PROPOSAL TO APPROVE THE COMPENSATION PHILOSOPHY, POLICIES AND PROCEDURES DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS.                           | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AS OF AND FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL - A PROPOSAL REQUESTING A REPORT REGARDING FUGITIVE METHANE EMISSIONS.   | Shr           | Against       |

REGIONS FINANCIAL CORPORATION

Agen

Security: 7591EP100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: RF  
 ISIN: US7591EP1005

| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GEORGE W. BRYAN | Mgmt          | For           |

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

|     |  |      |     |
|-----|--|------|-----|
| 1B. | ELECTION OF DIRECTOR: CAROLYN H. BYRD  | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DAVID J. COOPER, SR.                                     | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: DON DEFOSSET   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ERIC C. FAST   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: O.B. GRAYSON HALL,<br>JR.                                | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOHN D. JOHNS  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CHARLES D. MCCRARY                                       | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMES R. MALONE  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RUTH ANN MARSHALL  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SUSAN W. MATLOCK   | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: JOHN E. MAUPIN, JR.                                      | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: LEE J. STYSLINGER III                                    | Mgmt | For |
| 2.  | RATIFICATION OF SELECTION OF INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3.  | NONBINDING STOCKHOLDER APPROVAL OF<br>EXECUTIVE COMPENSATION.                  | Mgmt | For |

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 REYNOLDS AMERICAN INC.

Agen

Security: 761713106  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: RAI  
 ISIN: US7617131062

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF CLASS I DIRECTOR: SUSAN M.<br>CAMERON | Mgmt             | For           |
| 1B.    | ELECTION OF CLASS I DIRECTOR: LUC JOBIN           | Mgmt             | For           |
| 1C.    | ELECTION OF CLASS I DIRECTOR: NANA MENSAH         | Mgmt             | For           |
| 1D.    | ELECTION OF CLASS I DIRECTOR: RONALD S.<br>ROLFE  | Mgmt             | For           |
| 1E.    | ELECTION OF CLASS I DIRECTOR: JOHN J.<br>ZILLMER  | Mgmt             | For           |
| 1F.    | ELECTION OF CLASS II DIRECTOR: SIR NICHOLAS       | Mgmt             | For           |

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

SCHEELE

|    |  |      |         |
|----|--|------|---------|
| 2. | APPROVAL OF THE REYNOLDS AMERICAN INC.<br>AMENDED AND RESTATED 2009 OMNIBUS INCENTIVE<br>COMPENSATION PLAN | Mgmt | For     |
| 3. | ADVISORY VOTE TO APPROVE THE COMPENSATION<br>OF NAMED EXECUTIVE OFFICERS                                   | Mgmt | For     |
| 4. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS INDEPENDENT AUDITORS                                     | Mgmt | For     |
| 5. | SHAREHOLDER PROPOSAL ON DISCLOSURE OF<br>LOBBYING POLICIES AND PRACTICES                                   | Shr  | Against |
| 6. | SHAREHOLDER PROPOSAL ON ANIMAL TESTING   | Shr  | Against |

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ROCKWELL AUTOMATION, INC.

Agen

Security: 773903109  
Meeting Type: Annual  
Meeting Date: 04-Feb-2014  
Ticker: ROK  
ISIN: US7739031091

| Prop.# | Proposal  | Proposal<br>Type     | Proposal Vote                    |
|--------|---|----------------------|----------------------------------|
| A.     | DIRECTOR<br>STEVEN R. KALMANSON<br>JAMES P. KEANE<br>DONALD R. PARFET   | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld |
| B.     | TO APPROVE THE SELECTION OF DELOITTE &<br>TOUCHE LLP AS THE CORPORATION'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For                              |
| C.     | TO APPROVE, ON AN ADVISORY BASIS, THE<br>COMPENSATION OF THE CORPORATION'S NAMED<br>EXECUTIVE OFFICERS.                     | Mgmt                 | For                              |
| D.     | SHAREHOLDER PROPOSAL REQUESTING MAJORITY<br>VOTING IN ELECTIONS OF DIRECTORS.   | Shr                  | Against                          |

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SEMPRA ENERGY

Agen

Security: 816851109  
Meeting Type: Annual  
Meeting Date: 09-May-2014  
Ticker: SRE  
ISIN: US8168511090

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALAN L. BOECKMANN                        | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.                  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KATHLEEN L. BROWN                        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PABLO A. FERRERO                         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM D. JONES                         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM G. OUCHI                         | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DEBRA L. REED                            | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: WILLIAM C. RUSNACK                       | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE                      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LYNN SCHENK                              | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JACK T. TAYLOR                           | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: LUIS M. TELLEZ                           | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: JAMES C. YARDLEY                         | Mgmt          | For           |
| 2.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.               | Mgmt          | For           |

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 SHIRE PLC

Agen

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 Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: SHPG  
 ISIN: US82481R1068  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | TO RECEIVE THE COMPANY'S ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2013.  | Mgmt          | For           |
| 2.     | TO APPROVE THE DIRECTORS' REMUNERATION REPORT, EXCLUDING THE DIRECTORS' REMUNERATION POLICY, SET OUT ON PAGES 64 TO 90 OF THE 2013 ANNUAL REPORT AND ACCOUNTS, FOR THE YEAR ENDED DECEMBER 31, 2013. | Mgmt          | For           |



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- |     |   |      |     |
|-----|---|------|-----|
| 3.  | TO APPROVE THE DIRECTORS' REMUNERATION POLICY, SET OUT ON PAGES 66 TO 74 OF THE DIRECTORS' REMUNERATION REPORT, WHICH TAKES EFFECT ON JANUARY 1, 2015.  | Mgmt | For |
| 4.  | TO ELECT DOMINIC BLAKEMORE AS A DIRECTOR.   | Mgmt | For |
| 5.  | TO RE-ELECT WILLIAM BURNS AS A DIRECTOR.  | Mgmt | For |
| 6.  | TO RE-ELECT DR. STEVEN GILLIS AS A DIRECTOR.  | Mgmt | For |
| 7.  | TO RE-ELECT DR. DAVID GINSBURG AS A DIRECTOR.   | Mgmt | For |
| 8.  | TO RE-ELECT DAVID KAPPLER AS A DIRECTOR.  | Mgmt | For |
| 9.  | TO RE-ELECT SUSAN KILSBY AS A DIRECTOR.   | Mgmt | For |
| 10. | TO RE-ELECT ANNE MINTO AS A DIRECTOR.   | Mgmt | For |
| 11. | TO RE-ELECT DR. FLEMMING ORNSKOV AS A DIRECTOR.   | Mgmt | For |
| 12. | TO RE-ELECT DAVID STOUT AS A DIRECTOR.  | Mgmt | For |
| 13. | TO RE-APPOINT DELOITTE LLP AS THE COMPANY'S AUDITOR UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.   | Mgmt | For |
| 14. | TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR.   | Mgmt | For |
| 15. | THAT SANCTION BE AND IS HEREBY GIVEN TO THE DIRECTORS OF THE COMPANY PERMITTING THE AGGREGATE PRINCIPAL AMOUNT AT ANY TIME OUTSTANDING IN RESPECT OF MONEYS BORROWED (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) BY THE GROUP (AS DEFINED IN THE ARTICLES) TO EXCEED THE LIMIT IMPOSED BY ARTICLE 107 OF THE ARTICLES PROVIDED THAT THE SANCTION HEREBY GIVEN SHALL NOT EXTEND TO PERMIT THE AGGREGATE PRINCIPAL AMOUNT AT ANY TIME OUTSTANDING IN RESPECT OF MONEYS BORROWED BY THE GROUP TO EXCEED A SUM EQUAL TO U.S. \$12,000,000,000. | Mgmt | For |
| 16. | THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE ARTICLES OF ASSOCIATION ("ARTICLES")) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE ARTICLES BE RENEWED AND FOR THIS PURPOSE THE AUTHORISED ALLOTMENT AMOUNT SHALL BE: (A) 9,813,055 OF RELEVANT SECURITIES; AND (B) SOLELY IN CONNECTION WITH AN ALLOTMENT PURSUANT TO AN OFFER BY WAY OF A RIGHTS ISSUE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.   | Mgmt | For |
| 17. | THAT SUBJECT TO THE PASSING OF RESOLUTION   | Mgmt | For |

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16, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE ARTICLES, BE RENEWED AND FOR THIS PURPOSE THE NON PRE-EMPTIVE AMOUNT (AS DEFINED IN THE ARTICLES) SHALL BE 1,494,561 AND THE ALLOTMENT PERIOD SHALL BE THE PERIOD COMMENCING ON APRIL 29, 2014, AND ENDING ON THE EARLIER OF JULY 28, 2015, OR THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2015.

- |     |   |      |     |
|-----|---|------|-----|
| 18. | <p>THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY, AND (B) PURSUANT TO ARTICLE 58A OF THE COMPANIES (JERSEY) LAW 1991, TO HOLD AS TREASURY SHARES ANY ORDINARY SHARES PURCHASED PURSUANT TO THE AUTHORITY CONFERRED BY PARAGRAPH (A) OF THIS RESOLUTION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.</p> | Mgmt | For |
| 19. | <p>TO APPROVE THAT A GENERAL MEETING OF THE COMPANY, OTHER THAN AN ANNUAL GENERAL MEETING, MAY BE CALLED ON NOT LESS THAT 14 CLEAR DAYS' NOTICE.</p>  | Mgmt | For |

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 SIEMENS AG, MUENCHEN

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 Agen

Security: D69671218  
 Meeting Type: AGM  
 Meeting Date: 28-Jan-2014  
 Ticker:  
 ISIN: DE0007236101  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | <p>Please note that by judgement of OLG Cologne rendered on June 6, 2013, any shareholder who holds an aggregate total of 3 percent or more of the outstanding share capital must register under their beneficial owner details before the appropriate deadline to be able to vote. Failure to comply with the declaration requirements as stipulated in section 21 of the Securities Trade Act (WpHG) may prevent the shareholder from voting at the general meetings. Therefore, your custodian may request that we register beneficial owner data for all voted accounts with the</p> | Non-Voting    |               |

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respective sub custodian. If you require further information whether or not such BO registration will be conducted for your custodians accounts, please contact your CSR.

The sub-custodian banks optimized their processes and established solutions, which do not require any flagging or blocking. These optimized processes avoid any settlement conflicts. The sub custodians have advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. Registered shares will be deregistered at the deregistration date by the sub custodians. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent. Please contact your CSR for further information.

Non-Voting

The Vote/Registration Deadline as displayed on ProxyEdge is subject to change and will be updated as soon as Broadridge receives confirmation from the sub custodians regarding their instruction deadline. For any queries please contact your Client Services Representative.

Non-Voting

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

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 13.01.2014. 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

1. To receive and consider the adopted Annual

Non-Voting

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Financial Statements of Siemens AG and the approved Consolidated Financial Statements, together with the Combined Management Report 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 Commercial Code (HGB) as of September 30, 2013, as well as the Report of the Supervisory Board, the Corporate Governance Report, the Compensation Report and the Compliance Report for fiscal year 2013

- |     |  |      |     |
|-----|--|------|-----|
| 2.  | Resolution on the Appropriation of the Distributable Profit The distributable profit of EUR 2,643,000,000.00 as follows: Payment of a dividend of EUR 3.00 per no-par share for the 2012/2014 financial year. EUR 109,961,760.00 shall be carried forward. Ex-dividend and payable date: January 29, 2014  | Mgmt | For |
| 3.  | To ratify the acts of the members of the Managing Board  | Mgmt | For |
| 4.  | To ratify the acts of the members of the Supervisory Board   | Mgmt | For |
| 5.  | To resolve on the approval of the system of Managing Board compensation  | Mgmt | For |
| 6.  | 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: Ernst & Young GmbH  | Mgmt | For |
| 7.  | To resolve on a by-election to the Supervisory Board: Jim Hagemann Snabe   | Mgmt | For |
| 8.  | To resolve on the creation of an Authorized Capital 2014 against contributions in cash and / or contributions in kind with the option of excluding subscription rights, and related amendments to the Articles of Association  | Mgmt | For |
| 9.  | To resolve on the cancelation of the authorization to issue convertible bonds and / or warrant bonds dated January 25, 2011 and of the Conditional Capital 2011 as well as on the creation of a new authorization of the Managing Board to issue convertible bonds and / or warrant bonds and to exclude shareholders subscription rights, and on the creation of a Conditional Capital 2014 and related amendments to the Articles of Association | Mgmt | For |
| 10. | To resolve on the cancelation of   | Mgmt | For |

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Conditional Capital no longer required and related amendments to the Articles of Association

- |     |  |      |     |
|-----|--|------|-----|
| 11. | To resolve on the adjustment of Supervisory Board compensation and related amendments to the Articles of Association | Mgmt | For |
|-----|--|------|-----|

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SIMON PROPERTY GROUP, INC.

Agen

Security: 828806109  
Meeting Type: Annual  
Meeting Date: 15-May-2014  
Ticker: SPG  
ISIN: US8288061091

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: MELVYN E. BERGSTEIN   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: KAREN N. HORN, PH.D.  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: ALLAN HUBBARD   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: REUBEN S. LEIBOWITZ   | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: DANIEL C. SMITH, PH.D.  | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: J. ALBERT SMITH, JR.  | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.                            | Mgmt          | For           |
| 3.     | RATIFICATION AND APPROVAL OF THE AMENDED AND RESTATED 1998 STOCK INCENTIVE PLAN.    | Mgmt          | For           |
| 4.     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |

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SKANDINAVISKA ENSKILDA BANKEN, STOCKHOLM

Agen

Security: W25381141  
Meeting Type: AGM  
Meeting Date: 25-Mar-2014  
Ticker:  
ISIN: SE0000148884

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

| 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    |               |
| 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    |               |
| CMMT   | AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE MEETING REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION.  | Non-Voting    |               |
| 1      | Opening of the Meeting   | Non-Voting    |               |
| 2      | Election of Chairman of the Meeting: Sven Unger, member of the Swedish Bar Association   | Non-Voting    |               |
| 3      | Preparation and approval of the voting list  | Non-Voting    |               |
| 4      | Approval of the agenda   | Non-Voting    |               |
| 5      | Election of two persons to check the minutes of the Meeting together with the Chairman   | Non-Voting    |               |
| 6      | Determination of whether the Meeting has been duly convened  | Non-Voting    |               |
| 7      | Presentation of the Annual Report and the Auditors' Report as well as the Consolidated Accounts and the Auditors' Report on the Consolidated Accounts  | Non-Voting    |               |
| 8      | The President's speech   | Non-Voting    |               |
| 9      | Adoption of the Profit and Loss Account and Balance Sheet as well as the Consolidated Profit and Loss Account and Consolidated Balance Sheet   | Mgmt          | For           |
| 10     | Allocation of the Bank's profit as shown in the Balance Sheet adopted by the Meeting: The Board of Directors proposes a dividend of SEK 4 per share and Friday, 28 March 2014 as record date for the dividend. If the Meeting decides according to the   | Mgmt          | For           |

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|     |   |            |     |
|-----|---|------------|-----|
|     | proposal the dividend is expected to be distributed by Euroclear on Wednesday, 2 April 2014   |            |     |
| 11  | Discharge from liability of the Members of the Board of Directors and the President   | Mgmt       | For |
| 12  | Information concerning the work of the Nomination Committee   | Non-Voting |     |
| 13  | Determination of the number of Directors and Auditors to be elected by the Meeting: The Nomination Committee proposes 11 Directors and one Auditor  | Mgmt       | For |
| 14  | Approval of the remuneration to the Directors and the Auditor elected by the Meeting  | Mgmt       | For |
| 15  | Election of Directors as well as Chairman of the Board of Directors: The Nomination Committee proposes re-election of the Directors Johan H. Andresen, Signhild Arnegard Hansen, Samir Brikho, Annika Falkengren, Winnie Fok, Urban Jansson, Birgitta Kantola, Tomas Nicolin, Sven Nyman, Jesper Ovesen and Marcus Wallenberg for the period up to and including the Annual General Meeting 2015. Marcus Wallenberg is proposed as Chairman of the Board of Directors. Jacob Wallenberg has declared that he is not available for re-election | Mgmt       | For |
| 16  | Election of Auditor: The Nomination Committee proposes re-election of the registered public accounting firm PricewaterhouseCoopers AB for the period up to and including the Annual General Meeting 2015. Main responsible will be Authorised Public Accountant Peter Nyllinge  | Mgmt       | For |
| 17  | The Board of Director's proposal on guidelines for salary and other remuneration for the President and members of the Group Executive Committee   | Mgmt       | For |
| 18a | The Board of Director's proposal on long-term equity programmes for 2014: SEB Share Deferral Programme (SDP) 2014 for the Group Executive Committee and certain other senior managers and other key employees with critical competences   | Mgmt       | For |
| 18b | The Board of Director's proposal on long-term equity programmes for 2014: SEB Share Matching Programme (SMP) 2014 for selected key business employees with critical competences   | Mgmt       | For |
| 18c | The Board of Director's proposal on long-term equity programmes for 2014: SEB   | Mgmt       | For |

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|     |   |            |         |
|-----|---|------------|---------|
|     | all Employee Programme (AEP) 2014 for all employees in most of the countries where SEB operates   |            |         |
| 19a | The Board of Director's proposal on the acquisition and sale of the Bank's own shares: acquisition of the Bank's own shares in its securities business  | Mgmt       | For     |
| 19b | The Board of Director's proposal on the acquisition and sale of the Bank's own shares: acquisition and sale of the Bank's own shares for capital purposes and for long-term equity programmes   | Mgmt       | For     |
| 19c | The Board of Director's proposal on the acquisition and sale of the Bank's own shares: transfer of the Bank's own shares to participants in the 2014 long-term equity programmes  | Mgmt       | For     |
| 20  | The Board of Director's proposal on maximum ratio between fixed and variable component of the total remuneration for certain employees  | Mgmt       | For     |
| 21  | The Board of Director's proposal on the appointment of auditors of foundations that have delegated their business to the Bank   | Mgmt       | For     |
| 22  | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Proposal from the shareholder Tommy Jonasson to assign to the Board of Directors/the President to take initiative to an integration institute in Landskrona- Ven - Copenhagen and to give a first contribution in a suitable manner | Shr        | Abstain |
| 23  | Closing of the Annual General Meeting   | Non-Voting |         |

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SOTHEBY'S

Agen

Security: 835898107  
Meeting Type: Annual  
Meeting Date: 29-May-2014  
Ticker: BID  
ISIN: US8358981079

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| Prop.# | Proposal               | Proposal Type | Proposal Vote |
|--------|------------------------|---------------|---------------|
| 1.     | DIRECTOR               |               |               |
|        | JOHN M. ANGELO         | Mgmt          | For           |
|        | JESSICA M. BIBLIOWICZ  | Mgmt          | For           |
|        | KEVIN C. CONROY        | Mgmt          | For           |
|        | DOMENICO DE SOLE       | Mgmt          | For           |
|        | THE DUKE OF DEVONSHIRE | Mgmt          | For           |



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

|  |      |     |
|--|------|-----|
| DANIEL S. LOEB   | Mgmt | For |
| DANIEL MEYER   | Mgmt | For |
| ALLEN QUESTROM   | Mgmt | For |
| OLIVIER REZA   | Mgmt | For |
| WILLIAM F. RUPRECHT  | Mgmt | For |
| MARSHA E. SIMMS  | Mgmt | For |
| ROBERT S. TAUBMAN  | Mgmt | For |
| DIANA L. TAYLOR  | Mgmt | For |
| DENNIS M. WEIBLING   | Mgmt | For |
| HARRY J. WILSON  | Mgmt | For |
|  |      |     |
| 2. RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
|  |      |     |
| 3. APPROVAL, ON AN ADVISORY BASIS, OF THE 2013 COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.                               | Mgmt | For |

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 SSE PLC, PERTH

Agen

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 Security: G8842P102  
 Meeting Type: AGM  
 Meeting Date: 25-Jul-2013  
 Ticker:  
 ISIN: GB0007908733  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Receive the Report and Accounts                                 | Mgmt          | For           |
| 2      | Approve the Remuneration Report                                 | Mgmt          | For           |
| 3      | Declare a final dividend  | Mgmt          | For           |
| 4      | Re-appoint Katie Bickerstaffe                                   | Mgmt          | For           |
| 5      | Re-appoint Jeremy Beeton  | Mgmt          | For           |
| 6      | Re-appoint Lord Smith of Kelvin                                 | Mgmt          | For           |
| 7      | Re-appoint Gregor Alexander                                     | Mgmt          | For           |
| 8      | Re-appoint Alistair Phillips-Davies                             | Mgmt          | For           |
| 9      | Re-appoint Lady Rice  | Mgmt          | For           |
| 10     | Re-appoint Richard Gillingwater                                 | Mgmt          | For           |
| 11     | Re-appoint Thomas Thune Andersen                                | Mgmt          | For           |
| 12     | Appoint KPMG LLP as Auditor                                     | Mgmt          | For           |
| 13     | Authorise the Directors to determine the Auditor's remuneration | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 14 | Authorise allotment of shares                              | Mgmt | For |
| 15 | To disapply pre-emption rights                             | Mgmt | For |
| 16 | To empower the Company to purchase its own Ordinary Shares | Mgmt | For |
| 17 | To approve 14 days' notice of general meetings             | Mgmt | For |

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 SUNTRUST BANKS, INC.

Agen

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 Security: 867914103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: STI  
 ISIN: US8679141031  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ROBERT M. BEALL, II  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID H. HUGHES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: M. DOUGLAS IVESTER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KYLE PRECHTL LEGG  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM A. LINNENBRINGER                                   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DONNA S. MOREA   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DAVID M. RATCLIFFE   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: WILLIAM H. ROGERS, JR.                                     | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: FRANK P. SCRUGGS, JR.                                      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: THOMAS R. WATJEN   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DR. PHAIL WYNN, JR.  | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.          | Mgmt          | For           |
| 3.     | TO APPROVE AN AMENDMENT TO THE SUNTRUST BANKS, INC. 2009 STOCK PLAN.             | Mgmt          | For           |
| 4.     | TO APPROVE THE MATERIAL TERMS OF THE SUNTRUST BANKS, INC. 2009 STOCK PLAN.       | Mgmt          | For           |
| 5.     | TO APPROVE THE MATERIAL TERMS OF THE SUNTRUST BANKS, INC. ANNUAL INCENTIVE PLAN. | Mgmt          | For           |

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

6. TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR 2014. Mgmt For

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 SVENSKA HANDELSBANKEN AB, STOCKHOLM

Agen

Security: W90937181  
 Meeting Type: AGM  
 Meeting Date: 26-Mar-2014  
 Ticker:  
 ISIN: SE0000193120  
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| 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    |               |
| 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    |               |
| CMMT   | AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE MEETING REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION.  | Non-Voting    |               |
| CMMT   | PLEASE NOTE THAT BOARD DOES NOT MAKE ANY RECOMMENDATION ON RESOLUTIONS 21 AND 22. THE STANDING INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED. THANK YOU.  | Non-Voting    |               |
| 1      | Opening of the meeting   | Non-Voting    |               |
| 2      | Election of the chairman of the meeting: The nomination committee proposes that Mr Sven Unger should be chairman of the meeting  | Non-Voting    |               |
| 3      | Establishment and approval of the list of voters   | Non-Voting    |               |
| 4      | Approval of the agenda   | Non-Voting    |               |
| 5      | Election of two persons to countersign the minutes   | Non-Voting    |               |

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

|     |   |            |     |
|-----|---|------------|-----|
| 6   | Determining whether the meeting has been duly called  | Non-Voting |     |
| 7.a | A presentation of the annual accounts and auditors' report, as well as the consolidated annual accounts and the auditors' report for the Group, for 2013. In connection with this: a presentation of the past year's work by the Board and its committees   | Non-Voting |     |
| 7.b | A presentation of the annual accounts and auditors' report, as well as the consolidated annual accounts and the auditors' report for the Group, for 2013. In connection with this: a speech by the Group Chief Executive, and any questions from shareholders to the Board and management of the Bank   | Non-Voting |     |
| 7.c | A presentation of the annual accounts and auditors' report, as well as the consolidated annual accounts and the auditors' report for the Group, for 2013. In connection with this: a presentation of audit work during 2013   | Non-Voting |     |
| 8   | Resolutions concerning adoption of the income statement and the balance sheet, as well as the consolidated income statement and consolidated balance sheet  | Mgmt       | For |
| 9   | Resolution on the allocation of the Bank's profits in accordance with the adopted balance sheet and also concerning the record day: The Board proposes a dividend of SEK 16.50 per share, including an ordinary dividend of SEK 11.50 per share, and that Monday, 31 March 2014 be the record day for the receiving of dividends. If the meeting resolves in accordance with the proposal, Euroclear expects to distribute the dividend on Thursday, 3 April 2014 | Mgmt       | For |
| 10  | Resolution on release from liability for the members of the Board and the Group Chief Executive for the period referred to in the financial reports   | Mgmt       | For |
| 11  | Authorisation for the Board to resolve on acquisition and divestment of shares in the Bank  | Mgmt       | For |
| 12  | Acquisition of shares in the Bank for the Bank's trading book pursuant to Chapter 7, Section 6 of the Swedish Securities Market Act   | Mgmt       | For |
| 13  | The Board's proposal to issue convertible bonds to employees  | Mgmt       | For |

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

|    |  |            |         |
|----|--|------------|---------|
| 14 | Determining the number of members of the Board to be appointed by the meeting: The nomination committee proposes that the meeting resolve that the Board consist of ten (10) members   | Mgmt       | For     |
| 15 | Determining the number of auditors to be appointed by the meeting: The nomination committee proposes that the meeting appoint two registered auditing companies as auditors  | Mgmt       | For     |
| 16 | Deciding fees for Board members and auditors, and decision on indemnity undertaking for Board members  | Mgmt       | Against |
| 17 | Election of the Board members and the Chairman of the Board: The nomination committee proposes the re-election of Jon Fredrik Baksaas, Par Boman, Tommy Bylund, Jan Johansson, Ole Johansson, Fredrik Lundberg, Sverker Martin-Lof, Anders Nyren, Bente Rathe and Charlotte Skog. Lone Fonss Schroder has declined re-election. In addition, the nomination committee proposes the re-election of Anders Nyren as Chairman of the Board  | Mgmt       | Against |
| 18 | Election of auditors: The nomination committee proposes that the meeting re-elect KPMG AB and Ernst & Young AB as auditors for the period until the end of the AGM to be held in 2015. These two auditing companies have announced that, should they be elected, they will appoint the same auditors to be auditors in charge as in 2013: Mr Stefan Holmstrom (authorised public accountant) will be appointed as auditor in charge for KPMG AB, and Mr Erik Astrom (authorised public accountant) will be appointed as auditor in charge for Ernst & Young AB | Mgmt       | For     |
| 19 | The Board's proposal concerning guidelines for compensation to senior management   | Mgmt       | For     |
| 20 | The Board's proposal concerning the appointment of auditors in foundations without own management  | Mgmt       | For     |
| 21 | Shareholder's proposal that the annual general meeting shall adopt a certain policy  | Mgmt       | Abstain |
| 22 | Shareholder's proposal regarding a decision to take the initiative to establish an integration institute   | Mgmt       | Abstain |
| 23 | Closing of the meeting   | Non-Voting |         |

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

SWEDBANK AB, STOCKHOLM

Agen

Security: W9423X102  
 Meeting Type: AGM  
 Meeting Date: 19-Mar-2014  
 Ticker:  
 ISIN: SE0000242455

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE MEETING REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION   | Non-Voting    |               |
| 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    |               |
| 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    |               |
| CMMT   | PLEASE NOTE THAT THE BOARD MAKES NO RECOMMENDATION ON RESOLUTIONS 22 AND 23. THE STANDING INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED. THANK YOU.   | Non-Voting    |               |
| 1      | Opening of the Meeting and address by the Chair of the Board of Directors  | Non-Voting    |               |
| 2      | Election of the Meeting Chair: The Nomination Committee proposes that Advokat Claes Zettermarck is elected Chair of the Meeting  | Non-Voting    |               |
| 3      | Preparation and approval of the voting list  | Non-Voting    |               |
| 4      | Approval of the agenda   | Non-Voting    |               |
| 5      | Election of two persons to verify the minutes  | Non-Voting    |               |
| 6      | Decision whether the Meeting has been duly convened  | Non-Voting    |               |

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

|    |  |            |     |
|----|--|------------|-----|
| 7  | a) Presentation of the annual report and the consolidated accounts for the financial year 2013; b) Presentation of the auditor's reports for the bank and the group for the financial year 2013; c) Address by the CEO   | Non-Voting |     |
| 8  | Adoption of the profit and loss account and balance sheet of the bank and the consolidated profit and loss account and consolidated balance sheet for the financial year 2013  | Non-Voting |     |
| 9  | Approval of the allocation of the bank's profit in accordance with the adopted balance sheet as well as decision on the record date for dividends. The Board of Directors proposes that of the amount approximately SEK 33 511m at the disposal of the Meeting, approximately SEK 11 100m is distributed as dividends to holders of ordinary shares and the balance, approximately SEK 22 411m, is carried forward. The proposal is based on all ordinary shares outstanding as of 31 December 2013. The proposal could be changed in the event of additional share repurchases or if treasury shares are disposed of before the record day. A dividend of SEK 10.10 for each ordinary share is proposed. The proposed record date is 24 March, 2014. With this record date, the dividend is expected to be paid through Euroclear on 27 March, 2014 | Mgmt       | For |
| 10 | Decision whether to discharge the members of the Board of Directors and the CEO from liability   | Mgmt       | For |
| 11 | Determination of the number of Board members. The Nomination Committee proposes that the number of Board members, which shall be appointed by the Meeting, shall be nine   | Mgmt       | For |
| 12 | Determination of the remuneration to the Board members and the Auditor   | Mgmt       | For |
| 13 | Election of the Board members and the Chair: The Nomination Committee proposes, for the period until the close of the next AGM, that the following Board members are re-elected: Ulrika Francke, Goran Hedman, Lars Idermark, Anders Igel, Pia Rudengren, Anders Sundstrom, Karl-Henrik Sundstrom and Siv Svensson. The Nomination Committee proposes Maj-Charlotte Wallin as new member of the Board of Directors for the period until the close of the next AGM. The Nomination Committee proposes that Anders Sundstrom be elected as Chair of the Board of Directors   | Mgmt       | For |

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

|      |   |      |         |
|------|---|------|---------|
| 14   | Election of Auditor: The Nomination Committee proposes that the registered public accounting firm Deloitte AB be elected as auditor for the period until the end of the 2018 Annual General Meeting   | Mgmt | For     |
| 15   | Decision on the Nomination Committee  | Mgmt | For     |
| 16   | Decision on the guidelines for remuneration to top executives   | Mgmt | For     |
| 17   | Decision on amendments to the Articles of Association. As a consequence of the mandatory conversion of preference shares to ordinary shares during the year, the Board of Directors now proposes to remove the sections regarding, and all references to, preference shares in the Articles of Association. The Board of Directors is also proposing to the AGM 2014 to remove C-shares from the Articles of Association since no such shares have been issued. This results in changes in the Articles of Association Section 3 ("Share capital etc") so that only the first paragraph is kept and that a new paragraph is included which states that the shares each entitles to one vote and also that Section 14 ("Right to dividends, etc") is removed in its entirety | Mgmt | For     |
| 18   | Decision to acquire own shares in accordance with the Securities Market Act   | Mgmt | For     |
| 19   | Decision on authorization for the Board of Directors to decide on acquisitions of own shares in addition to what is stated in item 18   | Mgmt | For     |
| 20   | Decision on authorization for the Board of Directors to decide on issuance of convertibles  | Mgmt | For     |
| 21.a | Approval of the resolution of the Board of Directors on a common program (Eken 2014)  | Mgmt | For     |
| 21.b | Approval of the resolution of the Board of Directors of Swedbank regarding deferred variable remuneration in the form of shares (or another financial instrument in the bank) under IP 2014   | Mgmt | For     |
| 21.c | Decision regarding transfer of own ordinary shares (or another financial instrument in the bank)  | Mgmt | For     |
| 22   | Matter submitted by the shareholder Thorwald Arvidsson regarding suggested proposal on an examination through a special examiner in accordance with Chapter 10, Section 21 of the Companies Act   | Mgmt | Against |
| 23   | Matter submitted by the shareholder Tommy   | Mgmt | Abstain |



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

Jonasson on the shareholder's suggested proposal regarding an initiative for an integration institute

24 Closing of the meeting Non-Voting

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 SWISS RE AG, ZUERICH

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 Agen

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 Security: H8431B109  
 Meeting Type: AGM  
 Meeting Date: 11-Apr-2014  
 Ticker:  
 ISIN: CH0126881561  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 297147 DUE TO CHANGE IN RECORD DATE AND ADDITION OF RESOLUTION 7. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.   | Non-Voting    |               |
| CMMT   | PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. IT IS A MARKET REQUIREMENT FOR MEETINGS OF THIS TYPE THAT THE SHARES ARE REGISTERED AND MOVED TO A REGISTERED LOCATION AT THE CSD, AND SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. THEREFORE WHILST THIS DOES NOT PREVENT THE TRADING OF SHARES, ANY THAT ARE REGISTERED MUST BE FIRST DEREGISTERED IF REQUIRED FOR SETTLEMENT. DEREGISTRATION CAN AFFECT THE VOTING RIGHTS OF THOSE SHARES. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE | Non-Voting    |               |
| 1.1    | Annual Report, annual and consolidated financial statements for the 2013 financial year: Consultative vote on the Compensation Report   | Mgmt          | For           |
| 1.2    | Annual Report, annual and consolidated financial statements for the 2013 financial year: Approval of the Annual Report, annual and consolidated financial statements for the 2013 financial year  | Mgmt          | For           |

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

|       |  |      |     |
|-------|--|------|-----|
| 2     | Allocation of disposable profit  | Mgmt | For |
| 3.1   | Ordinary dividend by way of a withholding tax exempt repayment of legal reserves from capital contributions of CHF 3.85 per share and a prior reclassification into other reserves | Mgmt | For |
| 3.2   | Special dividend by way of a withholding tax exempt repayment of legal reserves from capital contributions of CHF 4.15 per share and a prior reclassification into other reserves  | Mgmt | For |
| 4     | Discharge of the members of the Board of Directors   | Mgmt | For |
| 5.1.1 | Re-election of Walter B. Kielholz as member of the Board of Directors and election as Chairman of the Board of Directors in the same vote  | Mgmt | For |
| 5.1.2 | Re-election of Raymund Breu to the Board of Directors  | Mgmt | For |
| 5.1.3 | Re-election of Mathis Cabiallavetta to the Board of Directors  | Mgmt | For |
| 5.1.4 | Re-election of Raymond K.F. Chien to the Board of Directors  | Mgmt | For |
| 5.1.5 | Re-election of Renato Fassbind to the Board of Directors   | Mgmt | For |
| 5.1.6 | Re-election of Mary Francis to the Board of Directors  | Mgmt | For |
| 5.1.7 | Re-election of Rajna Gibson Brandon to the Board of Directors  | Mgmt | For |
| 5.1.8 | Re-election of C. Robert Henrikson to the Board of Directors   | Mgmt | For |
| 5.1.9 | Re-election of Hans Ulrich Maerki to the Board of Directors  | Mgmt | For |
| 5110  | Re-election of Carlos E. Represas to the Board of Directors  | Mgmt | For |
| 5111  | Re-election of Jean-Pierre Roth to the Board of Directors  | Mgmt | For |
| 5112  | Election of Susan L. Wagner to the Board of Directors  | Mgmt | For |
| 5.2.1 | Election of Renato Fassbind to the Compensation Committee  | Mgmt | For |
| 5.2.2 | Election of C. Robert Henrikson to the Compensation Committee  | Mgmt | For |

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

|       |   |      |         |
|-------|---|------|---------|
| 5.2.3 | Election of Hans Ulrich Maerki to the Compensation Committee  | Mgmt | For     |
| 5.2.4 | Election of Carlos E. Represas to the Compensation Committee  | Mgmt | For     |
| 5.3   | Election of the Independent Proxy: The Board of Directors proposes that Proxy Voting Services GmbH, Zurich, be elected as Independent Proxy for a one-year term of office until completion of the next ordinary Shareholders' Meeting | Mgmt | For     |
| 5.4   | Re-election of the Auditor: The Board of Directors proposes that PricewaterhouseCoopers Ltd ("PwC"), Zurich, be re-elected as Auditor for a one-year term of office   | Mgmt | For     |
| 6     | Amendment of the Articles of Association: Article 95 (3) of the Swiss Federal Constitution  | Mgmt | For     |
| 7     | Ad-hoc  | Mgmt | Abstain |

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 TELEFON AB L.M.ERICSSON, KISTA

Agen

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 Security: W26049119  
 Meeting Type: AGM  
 Meeting Date: 11-Apr-2014  
 Ticker:  
 ISIN: SE0000108656  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 279825 DUE TO CHANGE IN THE VOTING STATUS OF RESOLUTIONS "13 TO 16". ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.   | Non-Voting    |               |
| 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    |               |
| 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   | Non-Voting    |               |

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

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

|      |  |            |     |
|------|--|------------|-----|
| CMMT | AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE MEETING REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION   | Non-Voting |     |
| 1    | Election of the Chairman Advokat Sven Unger of the Annual General Meeting  | Non-Voting |     |
| 2    | Preparation and approval of the voting list  | Non-Voting |     |
| 3    | Approval of the agenda of the Annual General Meeting   | Non-Voting |     |
| 4    | Determination whether the Annual General Meeting has been properly convened  | Non-Voting |     |
| 5    | Election of two persons approving the minutes  | Non-Voting |     |
| 6    | Presentation of the annual report, the Auditors' report, the consolidated accounts, the Auditors' report on the consolidated accounts and the Auditors report whether the guidelines for remuneration to group management have been complied with, as well as the auditors' presentation of the audit work during 2013   | Non-Voting |     |
| 7    | The President's speech and questions from the shareholders to the Board of Directors and the management  | Non-Voting |     |
| 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  | Resolution with respect to: The appropriation of the profit in accordance with the approved balance sheet and determination of the record date for dividend: The Board of Directors proposes a dividend of SEK 3 per share and Wednesday, April 16, 2014, as record date for dividend. Assuming this date will be the record day, Euroclear Sweden AB is expected to disburse dividends on Wednesday, April 23, 2014 | Mgmt       | For |
| 9.1  | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the  | Mgmt       | For |

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

- number of Board members and deputies of the Board of Directors to be elected by the Annual General Meeting According to the articles of association, the Board shall consist of no less than five and no more than twelve Board members, with no more than six deputies. The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting of shareholders remain twelve and that no deputies be elected
- 9.2 Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the fees payable to members of the Board of Directors elected by the Annual General Meeting and members of the Committees of the Board of Directors elected by the Annual General Meeting Mgmt For
- 9.3 Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Election of the Chairman of the Board of Directors, other Board members and deputies of the Board of Directors: The Nomination Committee proposes that the following persons be elected Board members: Chairman of the Board: re-election: Leif Johansson. Other Board members: re-election: Roxanne S. Austin, Sir Peter L. Bonfield, Nora Denzel, Borje Ekholm, Alexander Izosimov, Ulf J. Johansson, Sverker Martin-Lof, Kristin Skogen Lund, Hans Vestberg, Jacob Wallenberg and Par Ostberg Mgmt For
- 9.4 Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the fees payable to the auditor The Nomination Committee proposes, like previous years, that the auditor fees be paid against approved account Mgmt For
- 9.5 Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the number of auditors According to the articles of association, the company shall have no less than one and no more than three registered public accounting firms as auditor. The Nomination Committee proposes that the company should have one registered public accounting firm as auditor Mgmt For
- 9.6 Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Election of auditor The Nomination Committee proposes that PricewaterhouseCoopers AB be appointed auditor for the period as of the end of the Mgmt For

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

|      |   |            |         |
|------|---|------------|---------|
|      | Annual General Meeting 2014 until the end of the Annual General Meeting 2015  |            |         |
| 10   | Resolution on the Guidelines for remuneration to Group management   | Mgmt       | For     |
| 11.1 | Long-Term Variable Compensation Program 2014: Resolution on implementation of the Stock Purchase Plan   | Mgmt       | For     |
| 11.2 | Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Stock Purchase Plan  | Mgmt       | For     |
| 11.3 | Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Stock Purchase Plan   | Mgmt       | Against |
| 11.4 | Long-Term Variable Compensation Program 2014: Resolution on implementation of the Key Contributor Retention Plan  | Mgmt       | For     |
| 11.5 | Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Key Contributor Retention Plan   | Mgmt       | For     |
| 11.6 | Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Key Contributor Retention Plan  | Mgmt       | Against |
| 11.7 | Long-Term Variable Compensation Program 2014: Resolution on implementation of the Executive Performance Stock Plan  | Mgmt       | For     |
| 11.8 | Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Executive Performance Stock Plan   | Mgmt       | For     |
| 11.9 | Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Executive Performance Stock Plan  | Mgmt       | Against |
| 12   | Resolution on transfer of treasury stock in relation to the resolutions on the Long-Term Variable Remuneration Programs 2010, 2011, 2012 and 2013   | Mgmt       | For     |
| CMMT | PLEASE NOTE THAT THE RESOLUTIONS "13 TO 16" ARE THE SHAREHOLDER PROPOSALS. HOWEVER, MANAGEMENT MAKES NO RECOMMENDATION  | Non-Voting |         |
| 13   | Resolution on proposal from the Shareholder Einar Hellbom that the Annual General Meeting resolve 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 Annual | Mgmt       | For     |

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

General Meeting 2015

|      |  |            |         |
|------|--|------------|---------|
| 14.1 | Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To take necessary action to create a shareholders' association in the company  | Mgmt       | Against |
| 14.2 | Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To write to the Government of Sweden, requesting a prompt appointment of a commission instructed to propose legislation on the abolishment of voting power differences in Swedish limited liability companies                              | Mgmt       | Against |
| 14.3 | Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To prepare a proposal regarding board representation for the small and midsize shareholders  | Mgmt       | Against |
| 15   | Resolution on proposal from the Shareholder Thorwald Arvidsson to amend the articles of association  | Mgmt       | Against |
| 16   | Resolution on proposal from the Shareholder Thorwald Arvidsson for an examination through a special examiner under the Swedish Companies Act (2005:551), chapter 10, section 21, (Sw. sarskild granskning) to make clear whether the company has acted contrary to sanctions resolved by relevant international bodies. The audit should primarily concern the company's exports to Iran | Mgmt       | Against |
| 17   | Closing of the Annual General Meeting  | Non-Voting |         |

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THE BOEING COMPANY

Agen

Security: 097023105  
Meeting Type: Annual  
Meeting Date: 28-Apr-2014  
Ticker: BA  
ISIN: US0970231058

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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, | Mgmt          | For           |

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

JR.

|     |  |      |         |
|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: LINDA Z. COOK  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.                                      | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: EDWARD M. LIDDY  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: SUSAN C. SCHWAB  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI   | Mgmt | For     |
| 2.  | APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.                   | Mgmt | For     |
| 3.  | APPROVE THE AMENDMENT AND RESTATEMENT OF THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN. | Mgmt | For     |
| 4.  | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014.       | Mgmt | For     |
| 5.  | REPORT TO DISCLOSE LOBBYING.   | Shr  | Against |
| 6.  | RIGHT TO ACT BY WRITTEN CONSENT.   | Shr  | For     |
| 7.  | INDEPENDENT BOARD CHAIRMAN.  | Shr  | Against |

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 THE CHARLES SCHWAB CORPORATION

Agen

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 Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: SCHW  
 ISIN: US8085131055  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: FRANK C. HERRINGER | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: STEPHEN T. MCLIN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROGER O. WALTHER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT N. WILSON   | Mgmt          | For           |



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

|    |   |      |         |
|----|---|------|---------|
| 2. | RATIFICATION OF INDEPENDENT AUDITORS                                      | Mgmt | For     |
| 3. | ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION                 | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS                    | Shr  | Against |
| 5. | STOCKHOLDER PROPOSAL REGARDING ANNUAL DISCLOSURE OF EEO-1 DATA            | Shr  | Against |
| 6. | STOCKHOLDER PROPOSAL REGARDING ACCELERATED VESTING UPON CHANGE IN CONTROL | Shr  | For     |

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THE HERSHEY COMPANY

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: HSY  
 ISIN: US4278661081

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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>P.M. ARWAY<br>J.P. BILBREY<br>R.F. CAVANAUGH<br>C.A. DAVIS<br>M.K. HABEN<br>R.M. MALCOLM<br>J.M. MEAD<br>J.E. NEVELS<br>A.J. PALMER<br>T.J. RIDGE<br>D.L. SHEDLARZ | 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 |
| 2.     | RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2014.   | Mgmt   | For   |
| 3.     | APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.   | Mgmt   | For   |

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THE HOME DEPOT, INC.

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: HD  
 ISIN: US4370761029

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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: 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: HELENA B. FOULKES                     | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WAYNE M. HEWETT                       | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: KAREN L. KATEN                        | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MARK VADON                            | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP                 | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION             | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS | Shr           | For           |
| 5.     | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT  | Shr           | Against       |

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 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

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 Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 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: WILLIAM S. DEMCHAK  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN | Mgmt          | For           |

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

|     |  |      |         |
|-----|--|------|---------|
| 1F. | ELECTION OF DIRECTOR: KAY COLES JAMES  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: ANTHONY A. MASSARO   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: JANE G. PEPPER   | 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     |
| 2.  | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 4.  | A SHAREHOLDER PROPOSAL REGARDING A REPORT ON GREENHOUSE GAS EMISSIONS OF BORROWERS AND EXPOSURE TO CLIMATE CHANGE RISK.                        | Shr  | Against |

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 THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 08-Oct-2013  
 Ticker: PG  
 ISIN: US7427181091

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| 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: SUSAN DESMOND-HELLMANN | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: A.G. LAFLEY            | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: TERRY J. LUNDGREN      | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| 1G. | ELECTION OF DIRECTOR: W. JAMES MCNERNEY,<br>JR.   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MARGARET C. WHITMAN   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MARY AGNES<br>WILDEROTTER   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ERNESTO ZEDILLO   | Mgmt | For |
| 2.  | RATIFY APPOINTMENT OF THE INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM                        | Mgmt | For |
| 3.  | AMEND THE COMPANY'S CODE OF REGULATIONS TO<br>REDUCE CERTAIN SUPERMAJORITY VOTING<br>REQUIREMENTS | Mgmt | For |
| 4.  | APPROVE THE 2013 NON-EMPLOYEE DIRECTORS'<br>STOCK PLAN  | Mgmt | For |
| 5.  | ADVISORY VOTE ON EXECUTIVE COMPENSATION<br>(THE SAY ON PAY VOTE)                                  | Mgmt | For |

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 THE PROGRESSIVE CORPORATION

Agen

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 Security: 743315103  
 Meeting Type: Annual  
 Meeting Date: 16-May-2014  
 Ticker: PGR  
 ISIN: US7433151039  
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| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STUART B. BURGDOERFER                             | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES A. DAVIS                                  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: LAWTON W. FITT                                    | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: JEFFREY D. KELLY                                  | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: HEIDI G. MILLER,<br>PH.D.                         | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: PATRICK H. NETTLES,<br>PH.D.                      | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: GLENN M. RENWICK                                  | Mgmt             | For           |
| 2.     | CAST AN ADVISORY VOTE TO APPROVE OUR<br>EXECUTIVE COMPENSATION PROGRAM. | Mgmt             | For           |
| 3.     | RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS OUR          | Mgmt             | For           |

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

INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM FOR 2014.

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THE WALT DISNEY COMPANY

Agen

Security: 254687106  
Meeting Type: Annual  
Meeting Date: 18-Mar-2014  
Ticker: DIS  
ISIN: US2546871060  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SUSAN E. ARNOLD  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN S. CHEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACK DORSEY  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT A. IGER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: FRED H. LANGHAMMER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: AYLWIN B. LEWIS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SHERYL K. SANDBERG   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ORIN C. SMITH  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2014. | Mgmt          | For           |
| 3.     | TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION.                                  | Mgmt          | For           |
| 5.     | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.  | Shr           | For           |
| 6.     | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO ACCELERATION OF EQUITY AWARDS.                                   | Shr           | For           |

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UNILEVER NV, ROTTERDAM

Agen

Security: N8981F271  
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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: OGM  
 Meeting Date: 23-Oct-2013  
 Ticker:  
 ISIN: NL0000009355

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Opening and announcements   | Non-Voting    |               |
| 2      | Report and annual accounts for the period 1 July 2012 - 30 June 2013  | Non-Voting    |               |
| 3      | Composition board   | Non-Voting    |               |
| 4      | Any other business  | Non-Voting    |               |
| 5      | Closing   | Non-Voting    |               |
| CMMT   | PLEASE NOTE THAT THIS IS AN INFORMATIONAL MEETING, AS THERE ARE NO PROPOSALS TO BE VOTED ON. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY REQUEST AN ENTRANCE CARD. THANK YOU. | Non-Voting    |               |
|        | PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF COMMENT.   | Non-Voting    |               |

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2014  
 Ticker: UTX  
 ISIN: US9130171096

| 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: MARSHALL O. LARSEN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: HAROLD MCGRAW III   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RICHARD B. MYERS    | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| 1J. | ELECTION OF DIRECTOR: H. PATRICK SWYGERT  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ANDRE VILLENEUVE  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: CHRISTINE TODD<br>WHITMAN   | Mgmt | For |
| 2.  | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP<br>AS INDEPENDENT AUDITOR FOR 2014  | Mgmt | For |
| 3.  | APPROVE AN AMENDMENT AND RESTATEMENT OF THE<br>2005 LONG-TERM INCENTIVE PLAN, INCLUDING<br>APPROVAL OF ADDITIONAL SHARES FOR FUTURE<br>AWARDS | Mgmt | For |
| 4.  | ADVISORY VOTE TO APPROVE THE COMPENSATION<br>OF OUR NAMED EXECUTIVE OFFICERS  | Mgmt | For |

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 VERIZON COMMUNICATIONS INC, NEW YORK, NY

Agen

Security: 92343V104  
 Meeting Type: AGM  
 Meeting Date: 01-May-2014  
 Ticker:  
 ISIN: US92343V1044

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | Elect Director Shellye L. Archambeau  | Mgmt          | For           |
| 1.2    | Elect Director Richard L. Carrion   | Mgmt          | For           |
| 1.3    | Elect Director Melanie L. Healey  | Mgmt          | For           |
| 1.4    | Elect Director M. Frances Keeth   | Mgmt          | For           |
| 1.5    | Elect Director Robert W. Lane   | Mgmt          | For           |
| 1.6    | Elect Director Lowell C. McAdam   | Mgmt          | For           |
| 1.7    | Elect Director Donald T. Nicolaisen   | Mgmt          | For           |
| 1.8    | Elect Director Clarence Otis, Jr.   | Mgmt          | For           |
| 1.9    | Elect Director Rodney E. Slater   | Mgmt          | For           |
| 1.10   | Elect Director Kathryn A. Tesija  | Mgmt          | For           |
| 1.11   | Elect Director Gregory D. Wasson  | Mgmt          | For           |
| 2      | Ratification of Appointment of Independent<br>Registered Public Accounting Firm | Mgmt          | For           |
| 3      | Advisory Vote to Approve Executive<br>Compensation                              | Mgmt          | For           |

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

|      |  |            |         |
|------|--|------------|---------|
| 4    | Proposal to Implement Proxy Access   | Mgmt       | For     |
| 5    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Network Neutrally  | Shr        | Against |
| 6    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Lobbying Activities  | Shr        | Against |
| 7    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Severance Approval Policy  | Shr        | For     |
| 8    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Right to Call a Special Meeting  | Shr        | For     |
| 9    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Shareholder Right to Act by Written Consent  | Shr        | For     |
| 10   | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Proxy Voting Authority   | Shr        | Against |
| CMMT | 26 MAR 2014: PLEASE NOTE THAT THIS IS A REVISION DUE MODIFICATION OF TEXT OF RESOLUTION 6. 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 |         |

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 VERIZON COMMUNICATIONS INC.  
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Agen

Security: 92343V104  
 Meeting Type: Special  
 Meeting Date: 28-Jan-2014  
 Ticker: VZ  
 ISIN: US92343V1044  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | APPROVE THE ISSUANCE OF UP TO APPROXIMATELY 1.28 BILLION SHARES OF VERIZON COMMON STOCK TO VODAFONE ORDINARY SHAREHOLDERS IN CONNECTION WITH VERIZON'S ACQUISITION OF VODAFONE'S INDIRECT 45% INTEREST IN VERIZON WIRELESS            | Mgmt          | For           |
| 2.     | APPROVE AN AMENDMENT TO ARTICLE 4(A) OF VERIZON'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE VERIZON'S AUTHORIZED SHARES OF COMMON STOCK BY 2 BILLION SHARES TO AN AGGREGATE OF 6.25 BILLION AUTHORIZED SHARES OF COMMON STOCK | Mgmt          | For           |



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

|    |  |      |     |
|----|--|------|-----|
| 3. | APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL VOTES AND PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ABOVE PROPOSALS | Mgmt | For |
|----|--|------|-----|

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 VISA INC.

Agen

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 Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2014  
 Ticker: V  
 ISIN: US92826C8394  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARY B. CRANSTON   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CATHY E. MINEHAN   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DAVID J. PANG  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES W. SCHARF  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN A.C. SWAINSON   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.   | Mgmt          | For           |
| 2.     | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.                                   | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | Mgmt          | For           |

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 VODAFONE GROUP PLC, NEWBURY BERKSHIRE

Agen

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 Security: G93882135  
 Meeting Type: AGM  
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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Date: 23-Jul-2013  
Ticker:  
ISIN: GB00B16GWD56

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | Accept Financial Statements and Statutory Reports                      | Mgmt          | For           |
| 2      | Re-elect Gerard Kleisterlee as Director                                | Mgmt          | For           |
| 3      | Re-elect Vittorio Colao as Director                                    | Mgmt          | For           |
| 4      | Re-elect Andy Halford as Director                                      | Mgmt          | For           |
| 5      | Re-elect Stephen Pusey as Director                                     | Mgmt          | For           |
| 6      | Re-elect Renee James as Director                                       | Mgmt          | For           |
| 7      | Re-elect Alan Jebson as Director                                       | Mgmt          | For           |
| 8      | Re-elect Samuel Jonah as Director                                      | Mgmt          | For           |
| 9      | Elect Omid Kordestani as Director                                      | Mgmt          | For           |
| 10     | Re-elect Nick Land as Director   | Mgmt          | For           |
| 11     | Re-elect Anne Lauvergeon as Director                                   | Mgmt          | For           |
| 12     | Re-elect Luc Vandavelde as Director                                    | Mgmt          | For           |
| 13     | Re-elect Anthony Watson as Director                                    | Mgmt          | For           |
| 14     | Re-elect Philip Yea as Director  | Mgmt          | For           |
| 15     | Approve Final Dividend   | Mgmt          | For           |
| 16     | Approve Remuneration Report  | Mgmt          | For           |
| 17     | Reappoint Deloitte LLP as Auditors                                     | Mgmt          | For           |
| 18     | Authorise the Audit and Risk Committee to Fix Remuneration of Auditors | Mgmt          | For           |
| 19     | Authorise Issue of Equity with Pre-emptive Rights                      | Mgmt          | For           |
| 20     | Authorise Issue of Equity without Pre-emptive Rights                   | Mgmt          | For           |
| 21     | Authorise Market Purchase of Ordinary Shares                           | Mgmt          | For           |
| 22     | Authorise EU Political Donations and Expenditure                       | Mgmt          | For           |
| 23     | Authorise the Company to Call EGM with Two Weeks' Notice               | 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: CRT  
 Meeting Date: 28-Jan-2014  
 Ticker:  
 ISIN: GB00B16GWD56

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE. PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR ISSUERS AGENT. | Non-Voting    |               |
| 1      | To approve the proposed Scheme referred to in the Circular dated on or about 10 December 2013  | Mgmt          | For           |

VODAFONE GROUP PLC, NEWBURY BERKSHIRE

Agen

Security: G93882135  
 Meeting Type: OGM  
 Meeting Date: 28-Jan-2014  
 Ticker:  
 ISIN: GB00B16GWD56

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | To approve the Verizon Wireless Transaction and the Vodafone Italy Transaction   | Mgmt          | For           |
| 2      | To approve the New Articles of Association, the Capital Reductions, the Return of Value and the Share Consolidation and certain related matters pursuant to the Scheme | Mgmt          | For           |
| 3      | To authorise the Company to purchase Its own shares  | Mgmt          | For           |
| 4      | To authorise the Directors to take all necessary and appropriate actions in relation to Resolutions 1-3  | Mgmt          | 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           | 08/20/2014   |