

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 16, 2013

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: 07/01/2012 - 06/30/2013

Eaton Vance Tax-Managed Diversified Equity Income Fund

ABB LTD, ZUERICH

Agen

Security: H0010V101  
Meeting Type: AGM  
Meeting Date: 25-Apr-2013  
Ticker:  
ISIN: CH0012221716

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE | Non-Voting    |               |

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

REPRESENTATIVE.

|      |   |            |         |
|------|---|------------|---------|
| CMMT | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 153198, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU. | Non-Voting |         |
| 2.1  | Approval of the annual report, the consolidated financial statements, and the annual financial statements for 2012  | Mgmt       | For     |
| 2.2  | Consultative vote on the 2012 remuneration report   | Mgmt       | For     |
| 3    | Discharge of the board of directors and the persons entrusted with management   | Mgmt       | For     |
| 4    | Appropriation of available earnings and distribution of capital contribution reserve  | Mgmt       | For     |
| 5    | Renewal of authorized share capital   | Mgmt       | For     |
| 6.1  | Re-election to the board of directors: Roger Agnelli  | Mgmt       | For     |
| 6.2  | Re-election to the board of directors: Louis R. Hughes  | Mgmt       | For     |
| 6.3  | Re-election to the board of directors: Hans Ulrich Maerki   | Mgmt       | For     |
| 6.4  | Re-election to the board of directors: Michel De Rosen  | Mgmt       | For     |
| 6.5  | Re-election to the board of directors: Michael Treschow   | Mgmt       | For     |
| 6.6  | Re-election to the board of directors: Jacob Wallenberg   | Mgmt       | For     |
| 6.7  | Re-election to the board of directors: Ying Yeh   | Mgmt       | For     |
| 6.8  | Re-election to the board of directors: Hubertus Von Gruenberg   | Mgmt       | For     |
| 7    | Re-election of the auditors / Ernst and Young AG  | Mgmt       | For     |
| 8    | Ad hoc  | Mgmt       | Abstain |

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

ABBOTT LABORATORIES

Agen

Security: 002824100  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2013  
 Ticker: ABT  
 ISIN: US0028241000

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>R.J. ALPERN<br>R.S. AUSTIN<br>S.E. BLOUNT<br>W.J. FARRELL<br>E.M. LIDDY<br>N. MCKINSTRY<br>P.N. NOVAKOVIC<br>W.A. OSBORN<br>S.C. SCOTT III<br>G.F. TILTON<br>M.D. WHITE | 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 |
| 2.     | RATIFICATION OF DELOITTE & TOUCHE 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 - INDEPENDENT BOARD CHAIR  | Shr  | Against  |
| 7.     | SHAREHOLDER PROPOSAL - EQUITY RETENTION AND HEDGING   | Shr  | For  |
| 8.     | SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION   | Shr  | For  |
| 9.     | SHAREHOLDER PROPOSAL - ACCELERATED VESTING OF AWARDS UPON CHANGE IN CONTROL   | Shr  | For  |

ACCENTURE PLC

Agen

Security: G1151C101  
 Meeting Type: Annual  
 Meeting Date: 06-Feb-2013  
 Ticker: ACN  
 ISIN: IE00B4BNMY34

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

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

|     |  | Type |         |
|-----|--|------|---------|
| 1.  | ACCEPTANCE, IN A NON-BINDING VOTE, OF THE FINANCIAL STATEMENTS FOR THE TWELVE MONTH PERIOD ENDED AUGUST 31, 2012 AS PRESENTED  | Mgmt | For     |
| 2A. | RE-APPOINTMENT OF THE DIRECTOR: WILLIAM L. KIMSEY  | Mgmt | For     |
| 2B. | RE-APPOINTMENT OF THE DIRECTOR: ROBERT I. LIPP   | Mgmt | For     |
| 2C. | RE-APPOINTMENT OF THE DIRECTOR: PIERRE NANTERME  | Mgmt | For     |
| 2D. | RE-APPOINTMENT OF THE DIRECTOR: GILLES C. PELISSON   | Mgmt | For     |
| 2E. | RE-APPOINTMENT OF THE DIRECTOR: WULF VON SCHIMMELMANN  | Mgmt | For     |
| 3.  | RATIFICATION, IN A NON-BINDING VOTE, OF APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR AND AUTHORIZATION, IN A BINDING VOTE, OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION | Mgmt | For     |
| 4.  | APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS   | Mgmt | For     |
| 5.  | APPROVAL OF AN AMENDMENT TO THE ACCENTURE PLC 2010 SHARE INCENTIVE PLAN  | Mgmt | For     |
| 6.  | AUTHORIZATION TO HOLD THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND  | Mgmt | For     |
| 7.  | AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES  | Mgmt | For     |
| 8.  | DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK   | Mgmt | For     |
| 9.  | SHAREHOLDER PROPOSAL: REPORT ON LOBBYING PRACTICES   | Shr  | Against |

---

ACE LIMITED

Agen

Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: ACE

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

ISIN: CH0044328745

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF ROBERT M. HERNANDEZ   | Mgmt          | For           |
| 1.2    | ELECTION OF PETER MENIKOFF  | Mgmt          | For           |
| 1.3    | ELECTION OF ROBERT RIPP   | Mgmt          | For           |
| 1.4    | ELECTION OF THEODORE E. SHASTA  | Mgmt          | For           |
| 2.     | AMENDMENT TO THE ARTICLES OF ASSOCIATION TO DECLASSIFY THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 3.1    | APPROVAL OF THE ANNUAL REPORT   | Mgmt          | For           |
| 3.2    | APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED   | Mgmt          | For           |
| 3.3    | APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS   | Mgmt          | For           |
| 4.     | ALLOCATION OF DISPOSABLE PROFIT   | Mgmt          | For           |
| 5.     | DISCHARGE OF THE BOARD OF DIRECTORS   | Mgmt          | For           |
| 6.1    | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING  | Mgmt          | For           |
| 6.2    | 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, 2013  | Mgmt          | For           |
| 6.3    | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING   | Mgmt          | For           |
| 7.     | APPROVAL OF ACE LIMITED 2004 LONG-TERM INCENTIVE PLAN AS AMENDED THROUGH THE SIXTH AMENDMENT  | Mgmt          | For           |
| 8.     | 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           |
| 9.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt          | For           |

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

ADIDAS AG, HERZOGENAURACH

Agen

Security: D0066B185  
 Meeting Type: AGM  
 Meeting Date: 08-May-2013  
 Ticker:  
 ISIN: DE000A1EWWW0

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | <p>Please note that for Registered Share meetings in Germany there is now a requirement that any shareholder who holds an aggregate total of 3 per cent 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 to the respective sub custodian. If you require further information with regard to whether such BO registration will be conducted for your custodian's accounts, please contact your CSR for more information.</p> | Non-Voting    |               |
|        | <p>The sub custodians have advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent to your CSR or Custodian. Failure to de-register the shares before settlement date could result in the settlement being delayed. Please also be aware that although some issuers permit the deregistration of shares at deregistration date, some shares may remain registered up until meeting date. If you are considering settling a traded voted position prior to the meeting date of this event, please contact your CSR or custodian to ensure your shares have been deregistered.</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    |               |

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

|  |                   |                |  |
|--|-------------------|----------------|--|
| <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 INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p> | <p>Non-Voting</p> |                |  |
| <p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 23 APR 2013. 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.</p>  | <p>Non-Voting</p> |                |  |
| <p>1. Presentation of the financial statements and annual report for the 2012 financial year with the report of the Supervisory Board, the group financial statements and group annual report for the 2011 and 2012 financial year as well as the report by the Board of MDs pursuant to Sections 289(4) and 315(4) of the German Commercial Code</p>  | <p>Non-Voting</p> |                |  |
| <p>2. Resolution on the appropriation of the distributable profit of EUR 606,494,956.33 as follows: Payment of a dividend of EUR 1.35 per no-par share EUR 324,053,105.23 shall be carried forward Ex-dividend and payable date: May 9, 2013</p>   | <p>Mgmt</p>       | <p>No vote</p> |  |
| <p>3. Ratification of the acts of the Board of MDs</p>   | <p>Mgmt</p>       | <p>No vote</p> |  |
| <p>4. Ratification of the acts of the Supervisory Board</p>  | <p>Mgmt</p>       | <p>No vote</p> |  |
| <p>5. Approval of a) the amendments to the existing Control and profit transfer agreement with the company s subsidiary adidas Insurance + Risk Consultants GmbH b) the amendments to the existing Control and profit transfer agreement with the company s subsidiary adidas Beteiligungsgesellschaft mbH</p>   | <p>Mgmt</p>       | <p>No vote</p> |  |
| <p>6. Resolution on the revocation of the</p>  | <p>Mgmt</p>       | <p>No vote</p> |  |

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

- existing authorized capital, the creation of new authorized capital, and the corresponding amendment to the articles of association The authorization given by the 2009 AGM to in-crease the share capital by up to EUR 50,000,000 shall be revoked. The Board of MDs shall be authorized, with the consent of the Supervisory Board, to increase the share capital by up to EUR 50,000,000 through the issue of new shares against contributions in cash, for a period of five years, effective from the registration of this authorization in the commercial register (authorized capital 2013/I). Shareholders subscription rights may be excluded for residual amounts
7. Resolution on the revocation of the existing authorized capital, the creation of new authorized capital, and the corresponding amendment to the articles of association The authorization given by the 2011 AGM to in-crease the share capital by up to EUR 25,000,000 shall be revoked. The Board of MDs shall be authorized, with the consent of the Supervisory Board, to increase the share capital by up to EUR 25,000,000 through the issue of new shares against contributions in kind, for a period of three years, effective from the registration of this authorization in the commercial register (authorized capital 2013/II). Shareholders subscription rights may be excluded
8. Resolution on the revocation of the existing authorized capital, the creation of new authorized capital, and the corresponding amendment to the articles of association The authorization given by the 2010 AGM to in-crease the share capital by up to EUR 20,000,000 shall be revoked. The Board of MDs shall be authorized, with the consent of the Supervisory Board, to increase the share capital by up to EUR 20,000,000 through the issue of new shares against contributions in cash, for a period of five years, effective from the registration of this authorization in the commercial register (authorized capital 2013/I). Shareholders shall be granted subscription rights except for residual amounts and for a capital increase of up to 10 percent of the share capital if the shares are issued at a price not materially below their market price
- 9.a Appointment of auditors: Audit of the financial statements for the 2013 financial year: KPMG AG, Berlin
- 9.b Appointment of auditors: Review of the
- |  |      |         |
|--|------|---------|
|  | Mgmt | No vote |
|  | Mgmt | No vote |
|  | Mgmt | No vote |
|  | Mgmt | No vote |
|  | Mgmt | No vote |



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

interim financial statements for the first  
half of the 2013 financial year: KPMG AG,  
Berlin

-----  
AFLAC INCORPORATED

Agen

Security: 001055102  
Meeting Type: Annual  
Meeting Date: 06-May-2013  
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: E. STEPHEN PURDOM,<br>M.D.   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: BARBARA K. RIMER,<br>DRPH  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MELVIN T. STITH  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: DAVID GARY THOMPSON  | Mgmt          | For           |
| 1N.    | 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          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 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, 2013 | Mgmt | For |
|----|--|------|-----|

-----  
 ALLERGAN, INC.  
 -----

Agen

Security: 018490102  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: AGN  
 ISIN: US0184901025

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DAVID E.I. PYOTT  | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL R. GALLAGHER  | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: DEBORAH DUNSIRE, M.D.   | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: DAWN HUDSON   | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: TREVOR M. JONES,<br>PH.D.   | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: LOUIS J. LAVIGNE, JR.   | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: PETER J. MCDONNELL,<br>M.D.   | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: TIMOTHY D. PROCTOR  | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: RUSSELL T. RAY  | Mgmt             | For           |
| 2      | RATIFICATION OF THE APPOINTMENT OF ERNST &<br>YOUNG LLP AS OUR INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM | Mgmt             | For           |
| 3      | ADVISORY VOTE ON THE COMPENSATION OF OUR<br>NAMED EXECUTIVE OFFICERS  | Mgmt             | For           |
| 4      | APPROVE THE AMENDMENT AND RESTATEMENT OF<br>OUR AMENDED AND RESTATED CERTIFICATE OF<br>INCORPORATION            | Mgmt             | For           |
| 5.1    | STOCKHOLDER PROPOSAL #1 - RIGHT TO ACT BY<br>WRITTEN CONSENT  | Shr              | For           |
| 5.2    | STOCKHOLDER PROPOSAL #2 - DISCLOSURE OF<br>LOBBYING PRACTICES   | Shr              | Against       |

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

ALLIANZ SE, MUENCHEN

Agen

Security: D03080112  
 Meeting Type: AGM  
 Meeting Date: 07-May-2013  
 Ticker:  
 ISIN: DE0008404005

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | <p>Please note that for Registered Share meetings in Germany there is now a requirement that any shareholder who holds an aggregate total of 3 per cent 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 to the respective sub custodian. If you require further information with regard to whether such BO registration will be conducted for your custodian's accounts, please contact your CSR for more information. Please also note the following link:<br/> <a href="https://materials.proxyvote.com/Approved/9999Z/19840101/NPS_160726.PDF">https://materials.proxyvote.com/Approved/9999Z/19840101/NPS_160726.PDF</a></p> | Non-Voting    |               |
|        | <p>The sub custodians have advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent to your CSR or Custodian. Failure to de-register the shares before settlement date could result in the settlement being delayed. If you are considering settling a traded voted position prior to the meeting date of this event, please contact your CSR or custodian to ensure your shares have been deregistered.</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</p>   | Non-Voting    |               |

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

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.

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 22 APR 2013. 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, 2012, 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 2012 | Non-Voting |         |
| 2. | Appropriation of net earnings   | Mgmt       | No vote |
| 3. | Approval of the actions of the members of the Management Board  | Mgmt       | No vote |
| 4. | Approval of actions of the members of the Supervisory Board   | Mgmt       | No vote |
| 5. | By-election to the Supervisory Board  | Mgmt       | No vote |

-----  
ALPHA NATURAL RESOURCES, INC.

-----  
Agen

-----  
Security: 02076X102  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: ANR  
ISIN: US02076X1028  
-----

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: KEVIN S. CRUTCHFIELD                               | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: ANGELO C. BRISIMITZAKIS                            | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: WILLIAM J. CROWLEY, JR.                            | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: E. LINN DRAPER, JR.                                | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: GLENN A. EISENBERG                                 | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: DEBORAH M. FRETZ                                   | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: P. MICHAEL GIFTOS                                  | Mgmt          | For           |
| 1.8    | ELECTION OF DIRECTOR: L. PATRICK HASSEY                                  | Mgmt          | For           |
| 1.9    | ELECTION OF DIRECTOR: JOEL RICHARDS, III                                 | Mgmt          | For           |
| 2.     | APPROVAL OF THE AMENDED AND RESTATED ANNUAL INCENTIVE BONUS PLAN.        | Mgmt          | For           |
| 3.     | APPROVAL OF THE AMENDED AND RESTATED 2012 LONG-TERM INCENTIVE PLAN.      | Mgmt          | For           |
| 4.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.               | Mgmt          | For           |
| 5.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, KPMG LLP. | Mgmt          | For           |
| 6.     | A STOCKHOLDER PROPOSAL SEEKING A WATER MANAGEMENT REPORT.                | Shr           | Against       |
| 7.     | A STOCKHOLDER PROPOSAL SEEKING A CLIMATE CHANGE REPORT.                  | Shr           | Against       |

-----  
 AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 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           |

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

|     |  |      |         |
|-----|--|------|---------|
| 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.  | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS | Shr  | Against |

-----  
 AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: AEP  
 ISIN: US0255371017

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: NICHOLAS K. AKINS      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DAVID J. ANDERSON      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LINDA A. GOODSPEED     | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS E. HOAGLIN      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SANDRA BEACH LIN       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL G. MORRIS      | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LIONEL L. NOWELL III   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: STEPHEN S. RASMUSSEN   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: OLIVER G. RICHARD, III | Mgmt          | For           |

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

|     |   |      |         |
|-----|---|------|---------|
| 1L. | ELECTION OF DIRECTOR: RICHARD L. SANDOR   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER  | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: JOHN F. TURNER  | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL FOR LOBBYING DISCLOSURE REPORT.  | Shr  | Against |

-----  
 AMERICAN EXPRESS COMPANY

Agen

-----  
 Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 Ticker: AXP  
 ISIN: US0258161092  
 -----

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>C. BARSHEFSKY<br>U.M. BURNS<br>K.I. CHENAULT<br>P. CHERNIN<br>A. LAUVERGEON<br>T.J. LEONSIS<br>R.C. LEVIN<br>R.A. MCGINN<br>S.J. PALMISANO<br>S.S REINEMUND<br>D.L. VASELLA<br>R.D. WALTER<br>R.A. WILLIAMS | 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 |
| 2.     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.  | Mgmt   | For   |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt   | For   |
| 4.     | SHAREHOLDER PROPOSAL RELATING TO SEPARATION OF CHAIRMAN AND CEO ROLES.  | Shr  | Against   |

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

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Meeting Type: Annual  
 Meeting Date: 14-May-2013  
 Ticker: APC  
 ISIN: US0325111070

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: KEVIN P. CHILTON                          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LUKE R. CORBETT                           | 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: PRESTON M. GEREN III                      | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHARLES W. GOODYEAR                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN R. GORDON                            | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ERIC D. MULLINS                           | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PAULA ROSPUT REYNOLDS                     | Mgmt          | For           |
| 1K.    | 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          | For           |
| 4.     | STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.       | Shr           | Against       |

ANHEUSER-BUSCH INBEV SA, BRUXELLES

Agen

Security: B6399C107  
 Meeting Type: EGM  
 Meeting Date: 24-Apr-2013  
 Ticker:  
 ISIN: BE0003793107

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY | Non-Voting    |               |



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

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

|       |  |            |         |
|-------|--|------------|---------|
| 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 |         |
| A.1.a | Issuance of 185,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the Board of Directors on the issuance of subscription rights and the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with Articles 583, 596 and 598 of the Companies Code   | Non-Voting |         |
| A.1.b | Issuance of 185,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Special report by the statutory auditor on the exclusion of the preference right of the existing shareholders in favour of specific persons, drawn up in accordance with Articles 596 and 598 of the Companies Code   | Non-Voting |         |
| A.1.c | Issuance of 185,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Excluding the preference right of the existing shareholders in relation to the issuance of subscription rights in favour of all current Directors of the Company, as identified in the report referred under item (a) above   | Mgmt       | Against |
| A.1.d | Issuance of 185,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Approving the issuance of 185,000 subscription rights and determining their terms and conditions (as such terms and conditions are appended to the report referred under item (a) above). The main provisions of these terms and conditions can be summarised as follows: each subscription right confers the right to subscribe in cash to one ordinary share in the Company, with the same rights | Mgmt       | Against |

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

(including dividend rights) as the existing shares. Each subscription right is granted for no consideration. Its exercise price equals the average price of the Company share on Euronext Brussels over the 30 calendar days preceding the issuance of the subscription rights by the Shareholders' Meeting. All subscription rights have a term of five years as from their issuance and become exercisable as follows: a first third may be exercised from 1 January 2015 up to and including 23 April 2018, a second third may be exercised from 1 January 2016 up to and including 23 April 2018 and the last third may be exercised from 1 January 2017 up to and including 23 April 2018. At the end of the exercise period, the subscription rights that have not been exercised automatically become null and void

|       |   |      |         |
|-------|---|------|---------|
| A.1.e | Issuance of 185,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Increasing the capital of the Company, under the condition precedent and to the extent of the exercise of the subscription rights, for a maximum amount equal to the number of subscription rights issued multiplied by their exercise price and allocation of the issuance premium to an account not available for distribution                         | Mgmt | Against |
| A.1.f | Issuance of 185,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Expressly approving the granting of the above-mentioned subscription rights to the non-executive Directors of the Company  | Mgmt | Against |
| A.1.g | Issuance of 185,000 subscription rights and capital increase under the condition precedent and to the extent of the exercise of the subscription rights: Granting powers to two Directors acting jointly to have recorded by notarial deed the exercise of the subscription rights, the corresponding increase of the capital, the number of new shares issued, the resulting modification to the articles of association and the allocation of the issuance premium to an account not available for distribution | Mgmt | Against |
| C     | Powers: Granting powers to Mr. Benoit Loore, VP Legal Corporate, with power to substitute and without prejudice to other delegations of powers to the extent applicable, for the filing with the clerk's office of the Commercial Court of Brussels of the resolutions referred under item B.11   | Mgmt | Against |

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

above and any other filings and publication formalities in relation to the above resolutions

-----  
 ANHEUSER-BUSCH INBEV SA, BRUXELLES

Agem

Security: B6399C107  
 Meeting Type: OGM  
 Meeting Date: 24-Apr-2013  
 Ticker:  
 ISIN: BE0003793107  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 177169 DUE TO CHANGE IN VOTING STATUS. 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) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE                   | Non-Voting    |               |
| 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    |               |
| B.1    | Management report by the board of directors on the accounting year ended on 31 December 2012   | Non-Voting    |               |
| B.2    | Report by the statutory auditor on the accounting year ended on 31 December 2012   | Non-Voting    |               |
| B.3    | Communication of the consolidated annual accounts relating to the accounting year ended on 31 December 2012, as well as the management report by the board of directors and the report by the statutory auditor on the consolidated annual accounts  | Non-Voting    |               |
| B.4    | Approving the statutory annual accounts relating to the accounting year ended on 31  | Mgmt          | For           |

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

December 2012, including the allocation of the result: EUR 2,725,176,000 -On a per share basis, this represents a gross dividend of EUR 1.70 giving right to a dividend net of Belgian withholding tax of EUR 1.275 per share (in case of 25% Belgian withholding tax) and of EUR 1.70 per share (in case of exemption from Belgian withholding tax)

|       |   |            |         |
|-------|---|------------|---------|
| B.5   | Discharge to the Directors  | Mgmt       | For     |
| B.6   | Discharge to the statutory auditor  | Mgmt       | For     |
| B.7   | Appointment of Directors: Renewing the appointment as independent director of Mr. Kees Storm, for a period of one year ending after the shareholders' meeting which will be asked to approve the accounts for the year 2013   | Mgmt       | For     |
| B.8   | Appointment of statutory auditor and remuneration: PricewaterhouseCoopers, "PWC", Woluwe Garden, Woluwedal 18, B-1932 Sint-Stevens-Woluwe   | Mgmt       | For     |
| B.9.a | Remuneration policy and remuneration report of the Company  | Mgmt       | Against |
| B.9.b | Confirming the grants of stock options and restricted stock units to executives   | Mgmt       | Against |
| B.10  | Approval of increased fixed annual fee of directors   | Mgmt       | For     |
| B.11a | Change of control provisions relating to the EMTN programme   | Mgmt       | For     |
| B.11b | Change of control provisions relating to the Senior Facilities Agreement  | Mgmt       | For     |
| C     | Filings: Granting powers to Mr. Benoit Loore, VP Legal Corporate, with power to substitute and without prejudice to other delegations of powers to the extent applicable, for the filing with the clerk's office of the Commercial Court of Brussels of the resolutions referred under item B.11 above and any other filings and publication formalities in relation to the above resolutions | Mgmt       | For     |
| CMMT  | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTIONS B.7, B.11a AND B.11b. THANK YOU.   | Non-Voting |         |

-----  
 APPLE INC.  
 -----

-----  
 Agen  
 -----

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

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 27-Feb-2013  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>WILLIAM CAMPBELL<br>TIMOTHY COOK<br>MILLARD DREXLER<br>AL GORE<br>ROBERT IGER<br>ANDREA JUNG<br>ARTHUR LEVINSON<br>RONALD SUGAR  | 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.     | AMENDMENT OF APPLE'S RESTATED ARTICLES OF INCORPORATION TO (I) ELIMINATE CERTAIN LANGUAGE RELATING TO TERM OF OFFICE OF DIRECTORS IN ORDER TO FACILITATE THE ADOPTION OF MAJORITY VOTING FOR ELECTION OF DIRECTORS, (II) ELIMINATE "BLANK CHECK" PREFERRED STOCK, (III) ESTABLISH A PAR VALUE FOR COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE AND (IV) MAKE OTHER CHANGES. | Mgmt   | For  |
| 3.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.  | Mgmt   | For  |
| 4.     | A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt   | Against  |
| 5.     | A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK."  | Shr  | For  |
| 6.     | A SHAREHOLDER PROPOSAL ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS."   | Shr  | Against  |

ASTRAZENECA PLC, LONDON

Agen

Security: G0593M107  
 Meeting Type: AGM  
 Meeting Date: 25-Apr-2013  
 Ticker:  
 ISIN: GB0009895292

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | To receive the Company's Accounts and the Reports of the Directors and Auditor for | Mgmt          | For           |

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

the year ended 31 December 2012

|      |   |            |     |
|------|---|------------|-----|
| 2    | To confirm the first interim dividend of USD0.90 (58.1 pence, SEK 6.26) per ordinary share and to confirm as the final dividend for 2012 the second interim dividend of USD1.90 (120.5 pence, SEK 12.08) per ordinary share | Mgmt       | For |
| 3    | To reappoint KPMG Audit Plc London as Auditor   | Mgmt       | For |
| 4    | To authorise the Directors to agree the remuneration of the Auditor   | Mgmt       | For |
| 5A   | To re-elect Leif Johansson as a Director  | Mgmt       | For |
| 5B   | To elect Pascal Soriot as a Director  | Mgmt       | For |
| 5C   | To re-elect Simon Lowth as a Director   | Mgmt       | For |
| 5D   | To re-elect Genevieve Berger as a Director  | Mgmt       | For |
| 5E   | To re-elect Bruce Burlington as a Director  | Mgmt       | For |
| 5F   | To re-elect Graham Chipchase as a Director  | Mgmt       | For |
| 5G   | To re-elect Jean-Philippe Courtois as a Director  | Mgmt       | For |
| 5H   | To re-elect Rudy Markham as a Director  | Mgmt       | For |
| 5I   | To re-elect Nancy Rothwell as a Director  | Mgmt       | For |
| 5J   | To re-elect Shriti Vadera as a Director   | Mgmt       | For |
| 5K   | To re-elect John Varley as a Director   | Mgmt       | For |
| 5L   | To re-elect Marcus Wallenberg as a Director   | Mgmt       | For |
| 6    | To approve the Directors' Remuneration Report for the year ended 31 December 2012   | Mgmt       | For |
| 7    | To authorise limited EU political donations   | Mgmt       | For |
| 8    | To authorise the Directors to allot shares  | Mgmt       | For |
| 9    | To authorise the Directors to disapply pre-emption rights   | Mgmt       | For |
| 10   | To authorise the Company to purchase its own shares   | Mgmt       | For |
| 11   | To reduce the notice period for general meetings  | Mgmt       | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO REMOVAL OF RECORD DATE. 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 |     |

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

-----  
 AT&T INC.

Agen

-----  
 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2013  
 Ticker: T  
 ISIN: US00206R1023  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GILBERT F. AMELIO              | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: REUBEN V. ANDERSON             | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES H. BLANCHARD             | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAIME CHICO PARDO              | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SCOTT T. FORD                  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER         | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MATTHEW K. ROSE                | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.         | Mgmt          | For           |
| 4.     | APPROVE STOCK PURCHASE AND DEFERRAL PLAN.            | Mgmt          | For           |
| 5.     | POLITICAL CONTRIBUTIONS REPORT.                      | Shr           | Against       |
| 6.     | LEAD BATTERIES REPORT.                               | Shr           | Against       |
| 7.     | COMPENSATION PACKAGES.                               | Shr           | For           |
| 8.     | INDEPENDENT BOARD CHAIRMAN.                          | Shr           | Against       |

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

AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
 Meeting Type: Annual  
 Meeting Date: 22-May-2013  
 Ticker: AVB  
 ISIN: US0534841012

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 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<br>Mgmt | For<br>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, 2013.  | 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 AN AMENDMENT TO THE COMPANY'S<br>AMENDED AND RESTATED ARTICLES OF AMENDMENT,<br>AS AMENDED, TO INCREASE THE NUMBER OF<br>AUTHORIZED SHARES OF THE COMPANY'S COMMON<br>STOCK, PAR VALUE \$.01 PER SHARE, BY 140<br>MILLION SHARES.   | Mgmt   | For   |

BANCO BILBAO VIZCAYA ARGENTARIA SA, BILBAO

Agen

Security: E11805103  
 Meeting Type: OGM  
 Meeting Date: 14-Mar-2013  
 Ticker:  
 ISIN: ES0113211835

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE EVENT THE MEETING DOES | Non-Voting    |               |



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

NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 15 MAR 2013. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.

- |     |  |      |         |
|-----|--|------|---------|
| 1   | Examination and approval of financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and Management Reports of Banco Bilbao Vizcaya Argentaria, SA and its consolidated group. Implementation of the outcome. Approval of corporate management. All for the year ended December 31, 2011  | Mgmt | For     |
| 2.1 | Reappointment of D. Francisco Gonzalez Rodriguez as a Board of Director  | Mgmt | Against |
| 2.2 | Reappointment of D. Angel Cano Fernandez as a Board of Director  | Mgmt | For     |
| 2.3 | Reappointment of D. Ramon Bustamante y de la Mora as a Board of Director   | Mgmt | For     |
| 2.4 | Reappointment of D. Ignacio Ferrero Jordi as a Board of Director   | Mgmt | For     |
| 3   | Adoption of Common Merger of societies Banco Bilbao Vizcaya Argentaria, SA (acquiring company) and Unnim Banc, SA, Sole Society (acquired company). Approval as the merger balance sheet balance Banco Bilbao Vizcaya Argentaria, SA ended December 31, 2012, verified by the auditor of the Company. Approval of the merger between Banco Bilbao Vizcaya Argentaria, SA (acquiring company) and Unnim Banc, SA, Sole Society (acquired company) in accordance with the provisions of the said common merger project approved and signed by the boards of the companies involved. Foster fusion of special tax regime under Chapter VIII of Title VII of the Consolidated Corporation Tax Law, approved by Legislative Royal Decree 4/2004, of March 5 | Mgmt | For     |
| 4.1 | Approve two capital increases against reserves in order to attend the shareholder compensation scheme: Increased capital by the amount determined under the terms of the agreement, by issuing new ordinary shares of forty nine (0.49) cents nominal value each, without premium, in the same class and series that are currently outstanding, charged to reserves from retained earnings. Express provision for the possibility of incomplete subscription of the capital. Delegation of powers to the Board of Directors to fix the conditions the increase in all matters not covered by   | Mgmt | For     |

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

|      |   |            |     |
|------|---|------------|-----|
|      | <p>this General Meeting, perform the acts required for implementation, adapt the wording of Article 5 of the Bylaws to the new share capital. Application to the competent bodies, national and international, for admission to trading of the new shares on the Stock CONTD</p>  |            |     |
| CONT | <p>CONTD Exchanges of Madrid, Barcelona, Bilbao and Valencia, through the Automated Quotation System (Continuous Market) and the Stock foreign securities that are listed in the shares of Banco Bilbao Vizcaya Argentaria, SA, in the manner required by each one of them</p>  | Non-Voting |     |
| 4.2  | <p>Approve two capital increases against reserves in order to attend the shareholder compensation scheme: Increased capital by the amount determined under the terms of the agreement, by issuing new ordinary shares of forty nine (0.49) cents nominal value each, without premium, in the same class and series that are currently outstanding, charged to reserves from retained earnings. Express provision for the possibility of incomplete subscription of the capital. Delegation of powers to the Board of Directors to fix the conditions the increase in all matters not covered by this General Meeting, perform the acts required for implementation, adapt the wording of Article 5 of the Bylaws to the new share capital. Application to the competent bodies, national and international, for admission to trading of the new shares on the Stock CONTD</p> | Mgmt       | For |
| CONT | <p>CONTD Exchanges of Madrid, Barcelona, Bilbao and Valencia, through the Automated Quotation System (Continuous Market) and the Stock foreign securities that are listed in the shares of Banco Bilbao Vizcaya Argentaria, SA, in the manner required by each one of them</p>  | Non-Voting |     |
| 5    | <p>Approve a system of variable remuneration in shares for the year 2013, for the members of its management team, including executive directors and members of senior management</p>  | Mgmt       | For |
| 6    | <p>Reappointment of Banco Bilbao Vizcaya Argentaria, SA auditors and its consolidated group for the year 2013</p>   | Mgmt       | For |
| 7    | <p>Approval of the corporate website (www.bbva.com)</p>   | Mgmt       | For |
| 8    | <p>Delegation of powers to the Board of Directors, with power of substitution, to execute, correct, interpret and implement</p>   | Mgmt       | For |

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

the resolutions adopted by the General Meeting

|      |   |            |     |
|------|---|------------|-----|
| 9    | Report advisory vote on the remuneration policy of the Board of Directors of BBVA   | Mgmt       | For |
| CMMT | THE SHAREHOLDERS HOLDING LESS THAN 500 SHARES (MINIMUM AMOUNT TO ATTEND THE MEETING) MAY GRANT A PROXY TO ANOTHER SHAREHOLDER ENTITLED TO LEGAL ASSISTANCE OR GROUP THEM TO REACH AT LEAST THAT NUMBER, GIVING REPRESENTATION TO A SHAREHOLDER OF THE GROUPED OR OTHER PERSONAL SHAREHOLDER ENTITLED TO ATTEND THE MEETING. | Non-Voting |     |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL COMMENT AND MODIFICATION IN TEXT OF RES. 2.1 TO 2.4. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.  | Non-Voting |     |

---

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
Meeting Type: Annual  
Meeting Date: 08-May-2013  
Ticker: BAC  
ISIN: US0605051046

---

| 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: ARNOLD W. DONALD         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CHARLES K. GIFFORD       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LINDA P. HUDSON          | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MONICA C. LOZANO         | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: THOMAS J. MAY            | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN        | Mgmt          | For           |

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

|     |  |      |         |
|-----|--|------|---------|
| 1L. | ELECTION OF DIRECTOR: LIONEL L. NOWELL, III  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: R. DAVID YOST  | Mgmt | For     |
| 2.  | AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY).                 | Mgmt | For     |
| 3.  | RATIFICATION OF THE APPOINTMENT OF THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt | For     |
| 4.  | STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS.                                      | Shr  | Against |
| 5.  | STOCKHOLDER PROPOSAL - PROXY ACCESS.   | Shr  | Against |
| 6.  | STOCKHOLDER PROPOSAL - MULTIPLE BOARD SERVICE.   | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS.  | Shr  | Against |
| 8.  | STOCKHOLDER PROPOSAL - MORTGAGE SERVICING.   | Shr  | Against |

---

BARCLAYS PLC, LONDON

Agen

Security: G08036124  
 Meeting Type: AGM  
 Meeting Date: 25-Apr-2013  
 Ticker:  
 ISIN: GB0031348658

---

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | That the Reports of the Directors and Auditors and the audited accounts of the Company for the year ended 31 December 2012, now laid before the meeting, be received | Mgmt          | For           |
| 2      | That the Remuneration Report for the year ended 31 December 2012, now laid before the meeting, be approved   | Mgmt          | For           |
| 3      | That Sir David Walker be appointed a Director of the Company   | Mgmt          | For           |
| 4      | That Tim Breedon be appointed a Director of the Company  | Mgmt          | For           |
| 5      | That Antony Jenkins be appointed a Director of the Company   | Mgmt          | For           |
| 6      | That Diane de Saint Victor be appointed a Director of the Company  | Mgmt          | For           |

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

|    |   |      |     |
|----|---|------|-----|
| 7  | That David Booth be reappointed a Director of the Company   | Mgmt | For |
| 8  | That Fulvio Conti be reappointed a Director of the Company  | Mgmt | For |
| 9  | That Simon Fraser be reappointed a Director of the Company  | Mgmt | For |
| 10 | That Reuben Jeffery III be reappointed a Director of the Company  | Mgmt | For |
| 11 | That Chris Lucas be reappointed a Director of the Company   | Mgmt | For |
| 12 | That Dambisa Moyo be reappointed a Director of the Company  | Mgmt | For |
| 13 | That Sir Michael Rake be reappointed a Director of the Company  | Mgmt | For |
| 14 | That Sir John Sunderland be reappointed a Director of the Company   | Mgmt | For |
| 15 | That PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, be reappointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next AGM at which accounts are laid before the Company  | Mgmt | For |
| 16 | That the Directors be authorised to set the remuneration of the auditors  | Mgmt | For |
| 17 | That, in accordance with section 366 of the Companies Act 2006 (the 'Act') the Company and any company which, at any time during the period for which this resolution has effect, is a subsidiary of the Company, be and are hereby authorised to: (a) make political donations to political organisations not exceeding GBP 25,000 in total; and (b) incur political expenditure not exceeding GBP 100,000 in total, in each case during the period commencing on the date of this resolution and ending on the date of the AGM of the Company to be held in 2014 or on 30 June 2014, whichever is the earlier, provided that the maximum amounts referred to in (a) and (b) may consist of sums in any currency converted into Sterling at such rate as the Board may in its absolute discretion determine. For the purposes of this resolution, the terms 'political donations', 'political organisations' and 'political expenditure' shall have the meanings given to them in sections 363 to 365 of the Act | Mgmt | For |
| 18 | That, in substitution for all existing authorities but without prejudice to any   | Mgmt | For |

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

authority granted pursuant to resolution 20 (if passed), the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to: (a) allot shares (as defined in section 540 of the Act) in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of GBP 1,111,721,894, USD 77,500,000, EUR 40,000,000 and YEN 4,000,000,000; and (b) allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of GBP 2,143,443,788 (such amount to be reduced by the aggregate nominal amount of ordinary shares allotted or rights to subscribe for or to convert any securities into ordinary shares in the Company granted under paragraph (a) of this resolution 18) in connection with an offer by way of a rights issue: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities (as defined in section 560 of the Act) as required by the rights of those securities, or subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply (unless previously renewed, varied or revoked by the Company in General Meeting) for the period expiring at the end of the AGM of the Company to be held in 2014 or until the close of business on 30 June 2014, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired

19 That, in substitution for all existing powers but without prejudice to any power granted pursuant to resolution 21 (if passed), and subject to the passing of resolution 18, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash,

Mgmt

For

pursuant to the authority granted by resolution 18 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case free of the restriction in section 561 of the Act, such power to be limited: (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 18, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only): (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities (as defined in section 560 of the Act), as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and (b) to the allotment of equity securities, pursuant to the authority granted by paragraph (a) of resolution 18 and/or an allotment which constitutes an allotment of equity securities by virtue of section 560(3) of the Act (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution) up to a nominal amount of GBP 160,758,284 representing no more than 5% of the issued ordinary share capital as at 28 February 2013; compliance with that limit shall be calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares (as defined in section 560 of the Act) by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights, such power to apply (unless previously renewed, varied or revoked by the Company in General Meeting) until the end of the Company's next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2014) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the Directors may allot equity securities under any such offer or agreement as if the power had not expired





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

- |    |  |      |     |
|----|--|------|-----|
| 22 | <p>That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) on the London Stock Exchange of up to an aggregate of 1,286,066,272 ordinary shares of 25p each in its capital, and may hold such shares as treasury shares, provided that: (a) the minimum price (exclusive of expenses) which may be paid for each ordinary share is not less than 25p; (b) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than the higher of: (i) 105% of the average of the market values of the ordinary shares (as derived from the Daily Official List of the London Stock Exchange) for the five business days immediately preceding the date on which the purchase is made; and (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation (EC 2273/2003); and (c) unless previously renewed, varied or revoked by the Company in General Meeting, the authority conferred by this resolution shall expire at the end of the AGM of the Company to be held in 2014 or the close of business on 30 June 2014, whichever is the earlier (except in relation to any purchase of shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date)</p> | Mgmt | For |
| 23 | <p>That the Directors be and are hereby authorised to call general meetings (other than an AGM) on not less than 14 clear days' notice, such authority to expire at the end of the AGM of the Company to be held in 2014 or the close of business on 30 June 2014, whichever is the earlier</p>  | Mgmt | For |
| 24 | <p>That the Directors be authorised to exercise the power contained in Article 132 of the Company's Articles of Association so that, to the extent and on such terms and conditions determined by the Directors, the holders of ordinary shares be permitted to elect to receive new ordinary shares credited as fully paid instead of cash in respect of all or part of any future dividend (including any interim dividend), declared or paid by the Directors or declared by the Company in general meeting (as the case may be), during the period commencing on the date of this resolution and ending on the earlier of 24 April 2018 and the beginning of the fifth AGM of the Company following the date of this resolution to the extent that the Directors decide, at their discretion, to offer a</p>   | Mgmt | For |

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

scrip dividend alternative in respect of such dividend

|    |   |      |     |
|----|---|------|-----|
| 25 | <p>That, subject to the passing of resolution 24, article 132 of the Articles of Association of the Company be and is hereby altered by inserting the following as a new article 132.10 immediately after the full-stop at the end of article 132.9.2: "For the purposes of this article 132, each participant in the Company's dividend reinvestment plan for holders of ordinary shares (a "DRIP participant" and the "DRIP" respectively) at midnight (UK time) on an effective date to be determined at the discretion of the board in connection with the commencement of the Company's scrip dividend programme (the "effective time") (and whether or not the DRIP shall subsequently be terminated or suspended) shall be deemed to have elected to receive ordinary shares, credited as fully paid, instead of cash, on the terms and subject to the conditions of the Company's scrip dividend programme as from time to time in force, in respect of the whole of each dividend payable (but for such election) after the effective time (and whether such dividend is declared before, at or after such an effective time) in respect of which the right to receive such ordinary shares instead of cash is made available, until such time as such deemed election mandate is revoked or deemed to be revoked in accordance with the procedure established by the board. The deemed election provided for in the foregoing provision of this article 132.10 shall not apply if and to the extent that the board so determines at any time and from time to time either for all cases or in relation to any person or class of persons or any holding of any person or class of persons."</p> | Mgmt | For |
|----|---|------|-----|

---

BASF SE, LUDWIGSHAFEN/RHEIN

Agen

Security: D06216317  
 Meeting Type: AGM  
 Meeting Date: 26-Apr-2013  
 Ticker:  
 ISIN: DE000BASF111

---

|                 |   |               |               |
|-----------------|---|---------------|---------------|
| Prop.# Proposal | <p>Please note that for Registered Share meetings in Germany there is now a</p> | Proposal Type | Proposal Vote |
|                 |   | Non-Voting    |               |

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

requirement that any shareholder who holds an aggregate total of 3 per cent 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 to the respective sub custodian. If you require further information with regard to whether such BO registration will be conducted for your custodians accounts, please contact your CSR for more information. Please consider the following link:  
[https://materials.proxyvote.com/Approved/99999Z/19840101/OTHER\\_153994.PDF](https://materials.proxyvote.com/Approved/99999Z/19840101/OTHER_153994.PDF)

The sub custodians have also advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent to your CSR or Custodian. Failure to de-register the shares before settlement date could result in the settlement being delayed. If you are considering settling a traded voted position prior to the meeting date of this event, please contact your CSR or custodian to ensure your shares have been deregistered.

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,

Non-Voting

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

PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 11.04.2013. 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 Financial Statements of BASF SE and the approved Consolidated Financial Statements of the BASF Group for the financial year 2012; presentation of the Managements Analyses of BASF SE and the BASF Group for the financial year 2012 including the explanatory reports on the data according to Section 289 (4) and Section 315 (4) of the German Commercial Code; presentation of the Report of the Supervisory Board | Non-Voting |         |
| 2. | Adoption of a resolution on the appropriation of profit   | Mgmt       | No vote |
| 3. | Adoption of a resolution giving formal approval to the actions of the members of the Supervisory Board  | Mgmt       | No vote |
| 4. | Adoption of a resolution giving formal approval to the actions of the members of the Board of Executive Directors   | Mgmt       | No vote |
| 5. | Election of the auditor for the financial year 2013: KPMG AG  | Mgmt       | No vote |

-----  
BAYER AG, LEVERKUSEN

-----  
Agen

-----  
Security: D0712D163  
Meeting Type: AGM  
Meeting Date: 26-Apr-2013  
Ticker:  
ISIN: DE000BAY0017  
-----

| Prop.# Proposal   | Proposal Type | Proposal Vote |
|---|---------------|---------------|
| Please note that for Registered Share meetings in Germany there is now a requirement that any shareholder who holds an aggregate total of 3 per cent or more of the outstanding share capital must register under their beneficial owner details before | Non-Voting    |               |

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

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 to the respective sub custodian. If you require further information with regard to whether such BO registration will be conducted for your custodians accounts, please contact your CSR for more information. Please also have a look at the following link:  
[https://materials.proxyvote.com/Approved/9999Z/19840101/OTHER\\_153994.PDF](https://materials.proxyvote.com/Approved/9999Z/19840101/OTHER_153994.PDF)

The sub custodians have also advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent to your CSR or Custodian. Failure to de-register the shares before settlement date could result in the settlement being delayed. If you are considering settling a traded voted position prior to the meeting date of this event, please contact your CSR or custodian to ensure your shares have been deregistered.

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

Non-Voting

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

11.04.2013. 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.

|    |  |      |         |
|----|--|------|---------|
| 1. | Presentation of the adopted annual financial statements and the approved consolidated financial statements, the Combined Management Report, the report of the Supervisory Board, the explanatory report by the Board of Management on takeover-related information and the proposal by the Board of Management on the use of the distributable profit for the fiscal year 2012. Resolution on the use of the distributable profit. | Mgmt | No vote |
| 2. | Ratification of the actions of the members of the Board of Management  | Mgmt | No vote |
| 3. | Ratification of the actions of the members of the Supervisory Board  | Mgmt | No vote |
| 4. | Approval of the Control and Profit and Loss Transfer Agreement between the Company and Bayer Beteiligungsverwaltung Goslar GmbH  | Mgmt | No vote |
| 5. | Election of the auditor of the financial statements and for the review of the half-yearly financial report   | Mgmt | No vote |

-----  
 BEAM INC.

-----  
 Agen

Security: 073730103  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: BEAM  
 ISIN: US0737301038  
 -----

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: STEPHEN W. GOLSBY    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANN F. HACKETT       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: A.D. DAVID MACKAY    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: GRETCHEN W. PRICE    | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| 1F. | ELECTION OF DIRECTOR: MATTHEW J. SHATTOCK   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ROBERT A. STEELE  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: PETER M. WILSON   | Mgmt | For |
| 2.  | RATIFICATION OF THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS OUR<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2013. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION.   | Mgmt | For |

-----  
 BHP BILLITON LIMITED

Agen

Security: 088606108  
 Meeting Type: Annual  
 Meeting Date: 29-Nov-2012  
 Ticker: BHP  
 ISIN: US0886061086

-----

| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1.     | TO RECEIVE THE 2012 FINANCIAL STATEMENTS<br>AND REPORTS FOR BHP BILLITON LIMITED AND<br>BHP BILLITON PLC | Mgmt             | For           |
| 2.     | TO ELECT PAT DAVIES AS A DIRECTOR OF EACH<br>OF BHP BILLITON LIMITED AND BHP BILLITON<br>PLC             | Mgmt             | For           |
| 3.     | TO RE-ELECT MALCOLM BROOMHEAD AS A DIRECTOR<br>OF EACH OF BHP BILLITON LIMITED AND BHP<br>BILLITON PLC   | Mgmt             | For           |
| 4.     | TO RE-ELECT SIR JOHN BUCHANAN AS A DIRECTOR<br>OF EACH OF BHP BILLITON LIMITED AND BHP<br>BILLITON PLC   | Mgmt             | For           |
| 5.     | TO RE-ELECT CARLOS CORDEIRO AS A DIRECTOR<br>OF EACH OF BHP BILLITON LIMITED AND BHP<br>BILLITON PLC     | Mgmt             | For           |
| 6.     | TO RE-ELECT DAVID CRAWFORD AS A DIRECTOR OF<br>EACH OF BHP BILLITON LIMITED AND BHP<br>BILLITON PLC      | Mgmt             | For           |
| 7.     | TO RE-ELECT CAROLYN HEWSON AS A DIRECTOR OF<br>EACH OF BHP BILLITON LIMITED AND BHP<br>BILLITON PLC      | Mgmt             | For           |
| 8.     | TO RE-ELECT MARIUS KLOPPERS AS A DIRECTOR<br>OF EACH OF BHP BILLITON LIMITED AND BHP<br>BILLITON PLC     | Mgmt             | For           |

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

|     |  |      |     |
|-----|--|------|-----|
| 9.  | TO RE-ELECT LINDSAY MAXSTED AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC | Mgmt | For |
| 10. | TO RE-ELECT WAYNE MURDY AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC     | Mgmt | For |
| 11. | TO RE-ELECT KEITH RUMBLE AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC    | Mgmt | For |
| 12. | TO RE-ELECT JOHN SCHUBERT AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC   | Mgmt | For |
| 13. | TO RE-ELECT SHRITI VADERA AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC   | Mgmt | For |
| 14. | TO RE-ELECT JAC NASSER AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC      | Mgmt | For |
| 15. | TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC                                 | Mgmt | For |
| 16. | TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC                             | Mgmt | For |
| 17. | TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC FOR CASH                          | Mgmt | For |
| 18. | TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC  | Mgmt | For |
| 19. | TO APPROVE THE 2012 REMUNERATION REPORT  | Mgmt | For |
| 20. | TO APPROVE THE GRANT OF LONG-TERM INCENTIVE PERFORMANCE SHARES TO MARIUS KLOPPERS              | Mgmt | For |

-----  
 BNP PARIBAS SA, PARIS

Agen

-----  
 Security: F1058Q238  
 Meeting Type: MIX  
 Meeting Date: 15-May-2013  
 Ticker:  
 ISIN: FR0000131104  
 -----

| 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    |               |



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

|      |   |            |         |
|------|---|------------|---------|
| CMMT | <p>THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS 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</p>   | Non-Voting |         |
| CMMT | <p>PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0313/201303131300703.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0313/201303131300703.pdf</a> . PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN NUMBERING OF RESOLUTION TO 0.2 AND ADDITION OF URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0412/201304121301275.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0412/201304121301275.pdf</a>. 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 2012  | Mgmt       | For     |
| 0.2  | Approval of the consolidated financial statements for the financial year 2012   | Mgmt       | For     |
| 0.3  | Allocation of income for the financial year ended December 31, 2012 and distribution of the dividend  | Mgmt       | For     |
| 0.4  | Special report of the Statutory Auditors on the agreements and commitments pursuant to Articles L.225-38 et seq. of the Commercial Code   | Mgmt       | For     |
| 0.5  | Agreement entered in between BNP Paribas and Mr. Jean-Laurent Bonnafe, Managing Director  | Mgmt       | Against |
| 0.6  | Authorization for BNP Paribas to repurchase its own shares  | Mgmt       | For     |
| 0.7  | Renewal of term of Mr. Jean-Laurent Bonnafe as Board member   | Mgmt       | For     |
| 0.8  | Renewal of term of Mr. Michel Tilmant as Board member   | Mgmt       | For     |
| 0.9  | Renewal of term of Mr. Emiel Van Broekhoven as Board member   | Mgmt       | For     |
| 0.10 | Appointment of Mr. Christophe de Margerie as Board member   | Mgmt       | For     |
| 0.11 | Appointment of Mrs. Marion Guillou as Board member  | Mgmt       | For     |

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

|      |   |      |         |
|------|---|------|---------|
| O.12 | Legal filing of reports and documents by the Statutory Auditors at the court registry             | Mgmt | For     |
| E.13 | Simplifying, adapting and harmonizing the bylaws with the law                                     | Mgmt | Against |
| E.14 | Authorization to be granted to the Board of Directors to reduce capital by cancellation of shares | Mgmt | For     |
| E.15 | Powers to carry out all legal formalities   | Mgmt | For     |

-----  
 BOSTON PROPERTIES, INC.

Agen

Security: 101121101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: BXP  
 ISIN: US1011211018

-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ZOE BAIRD BUDINGER   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CAROL B. EINIGER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACOB A. FRENKEL   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOEL I. KLEIN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DOUGLAS T. LINDE   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MATTHEW J. LUSTIG  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ALAN J. PATRICOF   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: OWEN D. THOMAS   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MARTIN TURCHIN   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID A. TWARDOCK  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MORTIMER B. ZUCKERMAN  | Mgmt          | For           |
| 2.     | TO APPROVE, BY NON-BINDING RESOLUTION, THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | Against       |
| 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, 2013. | Mgmt          | For           |

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

BP PLC, LONDON

Agen

Security: G12793108  
 Meeting Type: AGM  
 Meeting Date: 11-Apr-2013  
 Ticker:  
 ISIN: GB0007980591

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | To receive the Directors' Annual Report and Accounts  | Mgmt          | For           |
| 2      | To approve the Directors' Remuneration Report   | Mgmt          | For           |
| 3      | To re-elect Mr R W Dudley as a Director   | Mgmt          | For           |
| 4      | To re-elect Mr I C Conn as a Director   | Mgmt          | For           |
| 5      | To re-elect Dr B Gilvary as a Director  | Mgmt          | For           |
| 6      | To re-elect Mr P M Anderson as a Director   | Mgmt          | For           |
| 7      | To re-elect Admiral F L Bowman as a Director  | Mgmt          | For           |
| 8      | To re-elect Mr A Burgmans as a Director   | Mgmt          | For           |
| 9      | To re-elect Mrs C B Carroll as a Director   | Mgmt          | For           |
| 10     | To re-elect Mr G David as a Director  | Mgmt          | For           |
| 11     | To re-elect Mr I E L Davis as a Director  | Mgmt          | For           |
| 12     | To re-elect Professor Dame Ann Dowling as a Director  | Mgmt          | For           |
| 13     | To re-elect Mr B R Nelson as a Director   | Mgmt          | For           |
| 14     | To re-elect Mr F P Nhleko as a Director   | Mgmt          | For           |
| 15     | To re-elect Mr A B Shilston as a Director   | Mgmt          | For           |
| 16     | To re-elect Mr C-H Svanberg as a Director   | Mgmt          | For           |
| 17     | To reappoint Ernst and Young LLP as auditors and authorize the Board to fix their remuneration  | Mgmt          | For           |
| 18     | Special Resolution: to give limited authority for the purchase of its own shares by the Company | Mgmt          | For           |
| 19     | To give limited authority to allot shares up to a specified amount                              | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 20 | Special Resolution: to give authority to allot a limited number of shares for cash free of pre-emption rights                            | Mgmt | For |
| 21 | Special Resolution: to authorize the calling of general meetings (excluding Annual General Meetings) by notice of at least 14 clear days | Mgmt | For |

-----  
 BRITISH AMERICAN TOBACCO PLC

Agen

-----  
 Security: G1510J102  
 Meeting Type: AGM  
 Meeting Date: 25-Apr-2013  
 Ticker:  
 ISIN: GB0002875804  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | Receipt of the 2012 Report and Accounts  | Mgmt          | For           |
| 2      | Approval of the 2012 Remuneration Report   | Mgmt          | For           |
| 3      | To declare a final dividend of 92.7p per ordinary share in respect of the year ended 31 December 2012, payable on 8 May 2013 to shareholders on the register at the close of business on 15 March 2013 | Mgmt          | For           |
| 4      | Re-appointment of the Auditors: PricewaterhouseCoopers LLP   | Mgmt          | For           |
| 5      | Authority for the Directors to agree the Auditor's remuneration  | Mgmt          | For           |
| 6      | Re-election of Richard Burrows as a Director (N)   | Mgmt          | For           |
| 7      | Re-election of John Daly as a Director   | Mgmt          | For           |
| 8      | Re-election of Karen de Segundo as a Director (C, N)   | Mgmt          | For           |
| 9      | Re-election of Nicandro Durante as a Director  | Mgmt          | For           |
| 10     | Re-election of Ann Godbehere as a Director (A, N, R)   | Mgmt          | For           |
| 11     | Re-election of Christine Morin-Postel as a Director (C, N, R)  | Mgmt          | For           |
| 12     | Re-election of Gerry Murphy as a Director (N, R)   | Mgmt          | For           |

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

|      |  |            |     |
|------|--|------------|-----|
| 13   | Re-election of Kieran Poynter as a Director<br>(A N R)   | Mgmt       | For |
| 14   | Re-election of Anthony Ruys as a Director<br>(A, N)  | Mgmt       | For |
| 15   | Re-election of Ben Stevens as a Director   | Mgmt       | For |
| 16   | Election of Richard Tubb as a Director (C,<br>N) who has been appointed since the last<br>Annual General Meeting   | Mgmt       | For |
| 17   | Renewal of the Director's authority to<br>allot shares   | Mgmt       | For |
| 18   | Renewal of the Director's authority to<br>disapply pre-emption rights  | Mgmt       | For |
| 19   | Authority for the Company to purchase its<br>own shares  | Mgmt       | For |
| 20   | Authority to make donations to political<br>organisations and to incur political<br>expenditure  | Mgmt       | For |
| 21   | Notice period for General Meetings   | Mgmt       | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO<br>MODIFICATION IN RESOLUTIONS NO. 3 AND 16.<br>IF YOU HAVE ALREADY SENT IN YOUR VOTES,<br>PLEASE DO NOT RETURN THIS PROXY FORM UNLESS<br>YOU DECIDE TO AMEND YOUR ORIGINAL<br>INSTRUCTIONS. THANK YOU. | Non-Voting |     |

---

BROADCOM CORPORATION

Agen

Security: 111320107  
Meeting Type: Annual  
Meeting Date: 14-May-2013  
Ticker: BRCM  
ISIN: US1113201073

---

| Prop.# | Proposal                                 | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1.     | DIRECTOR                                 |                  |               |
|        | R.J. FINOCCHIO, JR.                      | Mgmt             | For           |
|        | NANCY H. HANDEL                          | Mgmt             | For           |
|        | EDDY W. HARTENSTEIN                      | Mgmt             | For           |
|        | MARIA M. KLAWE, PH.D.                    | Mgmt             | For           |
|        | JOHN E. MAJOR                            | Mgmt             | For           |
|        | SCOTT A. MCGREGOR                        | Mgmt             | For           |
|        | WILLIAM T. MORROW                        | Mgmt             | For           |
|        | HENRY SAMUELI, PH.D.                     | Mgmt             | For           |
|        | ROBERT E. SWITZ                          | Mgmt             | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS | Mgmt             | For           |

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

THE COMPANY'S INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR THE YEAR ENDING  
DECEMBER 31, 2013.

---

CAMERON INTERNATIONAL CORPORATION

---

Agen

Security: 13342B105  
Meeting Type: Annual  
Meeting Date: 08-May-2013  
Ticker: CAM  
ISIN: US13342B1052

---

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES T. HACKETT  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL E. PATRICK  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JON ERIK REINHARDSEN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BRUCE W. WILKINSON  | Mgmt          | For           |
| 2      | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2013. | Mgmt          | For           |
| 3      | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S 2012 EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4      | TO APPROVE THE AMENDMENTS TO AND THE RESTATEMENT OF THE COMPANY'S EQUITY INCENTIVE PLAN.                            | Mgmt          | For           |

---

CELGENE CORPORATION

---

Agen

Security: 151020104  
Meeting Type: Annual  
Meeting Date: 12-Jun-2013  
Ticker: CELG  
ISIN: US1510201049

---

| Prop.# | Proposal              | Proposal Type | Proposal Vote |
|--------|-----------------------|---------------|---------------|
| 1.     | DIRECTOR              |               |               |
|        | ROBERT J. HUGIN       | Mgmt          | For           |
|        | R.W. BARKER, D. PHIL. | Mgmt          | For           |
|        | MICHAEL D. CASEY      | Mgmt          | For           |
|        | CARRIE S. COX         | Mgmt          | For           |
|        | RODMAN L. DRAKE       | Mgmt          | For           |
|        | M.A. FRIEDMAN, M.D.   | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
|    | GILLA KAPLAN, PH.D.  | Mgmt | For |
|    | JAMES J. LOUGHLIN  | Mgmt | For |
|    | ERNEST MARIO, PH.D.  | Mgmt | 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, 2013. | Mgmt | For |
| 3. | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.  | Mgmt | For |
| 4. | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.  | Shr  | For |

---

CHEVRON CORPORATION

Agen

Security: 166764100  
Meeting Type: Annual  
Meeting Date: 29-May-2013  
Ticker: CVX  
ISIN: US1667641005

---

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 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   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: G.L. KIRKLAND  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: C.W. MOORMAN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: K.W. SHARER  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: J.G. STUMPF  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: R.D. SUGAR   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: C. WARE  | Mgmt          | For           |
| 1K.    | 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           |

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

|     |  |      |         |
|-----|--|------|---------|
| 4.  | APPROVAL OF AMENDMENTS TO LONG-TERM INCENTIVE PLAN         | Mgmt | For     |
| 5.  | SHALE ENERGY OPERATIONS                                    | Shr  | Against |
| 6.  | OFFSHORE OIL WELLS   | Shr  | Against |
| 7.  | CLIMATE RISK   | Shr  | Against |
| 8.  | LOBBYING DISCLOSURE  | Shr  | Against |
| 9.  | CESSATION OF USE OF CORPORATE FUNDS FOR POLITICAL PURPOSES | Shr  | Against |
| 10. | CUMULATIVE VOTING  | Shr  | Against |
| 11. | SPECIAL MEETINGS   | Shr  | For     |
| 12. | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE          | Shr  | Against |
| 13. | COUNTRY SELECTION GUIDELINES                               | Shr  | For     |

---

CITIGROUP INC.

Agen

Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: C  
 ISIN: US1729674242

---

| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL L. CORBAT        | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANZ B. HUMER           | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT L. JOSS           | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JUDITH RODIN             | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT L. RYAN           | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOAN E. SPERO            | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DIANA L. TAYLOR          | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR. | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE    | Mgmt          | For           |



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

DE LEON

|    |  |      |         |
|----|--|------|---------|
| 2. | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.                     | Mgmt | For     |
| 3. | ADVISORY APPROVAL OF CITI'S 2012 EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4. | AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN (RELATING TO DIVIDEND EQUIVALENTS).   | Mgmt | For     |
| 5. | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE.  | Shr  | For     |
| 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 |

-----  
COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
Meeting Type: Annual  
Meeting Date: 10-May-2013  
Ticker: CL  
ISIN: US1941621039  
-----

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: NIKESH ARORA      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN T. CAHILL    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: IAN COOK          | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: HELENE D. GAYLE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ELLEN M. HANCOCK  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOSEPH JIMENEZ    | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RICHARD J. KOGAN  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DELANO E. LEWIS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: J. PEDRO REINHARD | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: STEPHEN I. SADOVE | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 2. | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS<br>LLP AS COLGATE'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For |
| 4. | APPROVE THE COLGATE-PALMOLIVE COMPANY 2013<br>INCENTIVE COMPENSATION PLAN.                                       | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK<br>RETENTION REQUIREMENT.  | Shr  | For |

---

COMCAST CORPORATION

Agen

Security: 20030N101  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: CMCSA  
ISIN: US20030N1019

---

| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>EDUARDO G. MESTRE<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>JOHNATHAN A. RODGERS<br>DR. JUDITH RODIN | 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 |
| 2.     | RATIFICATION OF THE APPOINTMENT OF OUR<br>INDEPENDENT AUDITORS  | Mgmt   | For  |
| 3.     | TO PROHIBIT ACCELERATED VESTING UPON A<br>CHANGE IN CONTROL   | Shr  | For  |
| 4.     | TO ADOPT A RECAPITALIZATION PLAN  | Shr  | For  |

---

CONOCOPHILLIPS

Agen

Security: 20825C104  
Meeting Type: Annual  
Meeting Date: 14-May-2013  
Ticker: COP  
ISIN: US20825C1045

---

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

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JODY L. FREEMAN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: GAY HUEY EVANS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RYAN M. LANCE   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MOHD H. MARICAN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: HARALD J. NORVIK  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.  | Mgmt          | For           |
| 2.     | TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | REPORT ON GRASSROOTS LOBBYING EXPENDITURES.   | Shr           | Against       |
| 5.     | GREENHOUSE GAS REDUCTION TARGETS.   | Shr           | Against       |
| 6.     | GENDER IDENTITY NON-DISCRIMINATION.   | Shr           | Against       |

-----  
 COSTCO WHOLESALE CORPORATION

Agen

-----  
 Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 24-Jan-2013  
 Ticker: COST  
 ISIN: US22160K1051  
 -----

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 1      | DIRECTOR<br>BENJAMIN S. CARSON, SR.<br>WILLIAM H. GATES<br>HAMILTON E. JAMES<br>W. CRAIG JELINEK<br>JILL S. RUCKELSHAUS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF SELECTION OF INDEPENDENT  | Mgmt                                 | For                             |

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

AUDITORS.

|   |  |      |     |
|---|--|------|-----|
| 3 | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.                                       | Mgmt | For |
| 4 | CONSIDERATION OF SHAREHOLDER PROPOSAL TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS. | Shr  | For |

-----  
 COVIDIEN PLC

Agen

Security: G2554F113  
 Meeting Type: Annual  
 Meeting Date: 20-Mar-2013  
 Ticker: COV  
 ISIN: IE00B68SQD29

-----

| 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: JOHN M. CONNORS, JR.  | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN   | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III   | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: MARTIN D. MADAUS  | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO  | Mgmt          | For           |
| 2      | APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION. | Mgmt          | For           |
| 3      | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4      | APPROVE THE AMENDED AND RESTATED COVIDIEN STOCK AND INCENTIVE PLAN.                                   | Mgmt          | For           |
| 5      | AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES.               | Mgmt          | For           |
| S6     | AUTHORIZE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES.        | Mgmt          | For           |

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

|    |   |      |     |
|----|---|------|-----|
| S7 | AMEND ARTICLES OF ASSOCIATION TO EXPAND THE AUTHORITY TO EXECUTE INSTRUMENTS OF TRANSFER. | Mgmt | For |
| 8  | ADVISORY VOTE ON THE CREATION OF MALLINCKRODT DISTRIBUTABLE RESERVES.                     | Mgmt | For |

-----

CREDIT SUISSE GROUP AG, ZUERICH

-----

Agen

Security: H3698D419  
 Meeting Type: AGM  
 Meeting Date: 26-Apr-2013  
 Ticker:  
 ISIN: CH0012138530

-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.                     | Non-Voting    |               |
| CMMT   | PLEASE NOTE THAT THIS IS PART II OF THE MEETING NOTICE SENT UNDER MEETING 150256, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR HOLDINGS MUST BE NOTIFIED TO THE COMPANY REGISTRAR IN EITHER THE NOMINEE NAME OR THE BENEFICIAL OWNER NAME BEFORE THE REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.         | Non-Voting    |               |
| CMMT   | PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM ARE AVAILABLE BY CLICKING ON THE URL LINKS:<br><a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158581.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158581.PDF</a> AND<br><a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158582.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158582.PDF</a> | Non-Voting    |               |
| 1.1    | Presentation of the 2012 annual report, the parent company's 2012 financial statements, the Group's 2012 consolidated financial statements and the 2012 remuneration report  | Non-Voting    |               |
| 1.2    | Consultative vote on the 2012 remuneration report  | Mgmt          | For           |

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

|       |  |      |         |
|-------|--|------|---------|
| 1.3   | Approval of the 2012 annual report, the parent company's 2012 financial statements and the Group's 2012 consolidated financial statements  | Mgmt | For     |
| 2     | Discharge of the acts of the Members of the Board of Directors and Executive Board   | Mgmt | For     |
| 3.1   | Resolution on the appropriation of retained earnings   | Mgmt | For     |
| 3.2   | Resolution on the distribution against reserves from capital contributions in shares and in cash   | Mgmt | For     |
| 4.1   | Changes in share capital: Increase in, amendment to and extension of authorized capital  | Mgmt | For     |
| 4.2   | Changes in share capital: Increase in conditional capital for employee shares  | Mgmt | Against |
| 5     | Other amendments to the Articles of Association (quorum of the Board of Directors)   | Mgmt | For     |
| 6.1.1 | Re-election of Noreen Doyle to the Board of Directors  | Mgmt | For     |
| 6.1.2 | Re-election of Jassim Bin Hamad J.J. Al Thani to the Board of Directors  | Mgmt | For     |
| 6.1.3 | Election of Kai S. Nargolwala to the Board of Directors  | Mgmt | For     |
| 6.2   | Election of the independent auditors: KPMG AG, Zurich  | Mgmt | For     |
| 6.3   | Election of the special auditors: BDO AG, Zurich   | Mgmt | For     |
| 7     | If voting or elections take place on proposals submitted during the Annual General Meeting itself as defined in art. 700 paras. 3 and 4 of the Swiss Code of Obligations, I hereby instruct the independent proxy to vote in favor of the proposal of the Board of Directors | Mgmt | Abstain |

-----  
DANAHER CORPORATION

Agen

-----  
Security: 235851102  
Meeting Type: Annual  
Meeting Date: 07-May-2013  
Ticker: DHR  
ISIN: US2358511028  
-----

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: DONALD J. EHRLICH  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: LINDA HEFNER FILLER  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: TERI LIST-STOLL  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: WALTER G. LOHR, JR.  | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: STEVEN M. RALES  | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS   | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: ALAN G. SPOON  | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt          | For           |
| 3.     | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND ALL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS.   | Mgmt          | For           |
| 4.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | For           |
| 5.     | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT COMPENSATION COMMITTEE ADOPT A POLICY REQUIRING THAT SENIOR EXECUTIVES RETAIN A SIGNIFICANT PERCENTAGE OF SHARES ACQUIRED THROUGH EQUITY PAY PROGRAMS UNTIL REACHING NORMAL RETIREMENT AGE. | Shr           | For           |
| 6.     | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURES AND POLITICAL EXPENDITURE POLICIES, IF PROPERLY PRESENTED AT THE MEETING.  | Shr           | Against       |

-----  
DANONE SA, PARIS

Agen

Security: F12033134  
Meeting Type: MIX  
Meeting Date: 25-Apr-2013  
Ticker:  
ISIN: FR0000120644  
-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE | Non-Voting    |               |

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

TREATED AS AN "AGAINST" VOTE.

|      |   |            |         |
|------|---|------------|---------|
| CMMT | THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS 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  | Non-Voting |         |
| CMMT | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0301/201303011300526.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0301/201303011300526.pdf</a> . PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINKS: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0311/201303111300672.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0311/201303111300672.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0403/201304031301056.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0403/201304031301056.pdf</a> . 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 |         |
| 0.1  | Approval of the corporate financial statements for the financial year ended December 31, 2012   | Mgmt       | For     |
| 0.2  | Approval of the consolidated financial statements for the financial year ended December 31, 2012  | Mgmt       | For     |
| 0.3  | Allocation of income for the financial year ended December 31, 2012 and setting the dividend at EUR 1.45 per share  | Mgmt       | For     |
| 0.4  | Renewal of term of Mr. Franck Riboud as Board member  | Mgmt       | Against |
| 0.5  | Renewal of term of Mr. Emmanuel Faber as Board member   | Mgmt       | For     |
| 0.6  | Approval of the agreements pursuant to Articles L.225-38 et seq. of the Commercial Code   | Mgmt       | For     |
| 0.7  | Approval of the agreements pursuant to Articles L.225-38 et seq. of the Commercial Code entered in by the Company with J.P. Morgan Group  | Mgmt       | Against |
| 0.8  | Approval of the agreements and commitments pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code regarding Mr. Franck Riboud  | Mgmt       | For     |
| 0.9  | Approval of the agreements and commitments  | Mgmt       | For     |



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

pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code regarding Mr. Emmanuel Faber

|      |  |      |     |
|------|--|------|-----|
| O.10 | Setting the amount of attendance allowances  | Mgmt | For |
| O.11 | Authorization to be granted to the Board of Directors to purchase, hold or transfer shares of the Company  | Mgmt | For |
| E.12 | Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to capital of the Company while maintaining shareholders' preferential subscription rights   | Mgmt | For |
| E.13 | Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to capital of the Company with cancellation of shareholders' preferential subscription rights, but with obligation to grant a priority right                      | Mgmt | For |
| E.14 | Delegation of authority to the Board of Directors to increase the number of issuable securities in case of capital increase with cancellation of shareholders' preferential subscription rights  | Mgmt | For |
| E.15 | Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to capital of the Company with cancellation of shareholders' preferential subscription rights in case of public exchange offer initiated by the Company                          | Mgmt | For |
| E.16 | Delegation of powers to the Board of Directors to issue ordinary shares with cancellation of shareholders' preferential subscription rights, in consideration for in-kind contributions granted to the Company and comprised of equity securities or securities giving access to capital | Mgmt | For |
| E.17 | Delegation of authority to the Board of Directors to increase capital of the Company by incorporation of reserves, profits, premiums or other amounts which may be capitalized   | Mgmt | For |
| E.18 | Delegation of authority to the Board of Directors to decide to carry out capital increases reserved for employees who are members of a company savings plan and/or reserved share transfers with cancellation of shareholders' preferential subscription rights                          | Mgmt | For |
| E.19 | Authorization granted to the Board of Directors to carry out allocations of  | Mgmt | For |

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

Company's shares existing or to be issued  
with cancellation of shareholders'  
preferential subscription rights

|      |  |      |     |
|------|--|------|-----|
| E.20 | Authorization granted to the Board of Directors to reduce capital by cancellation of shares    | Mgmt | For |
| E.21 | Amendment to Article 5 of the Bylaws of the Company in order to extend the term of the Company | Mgmt | For |
| E.22 | Amendment to Article 22.II of the Bylaws of the Company regarding shareholders representation  | Mgmt | For |
| E.23 | Amendment to Article 24.I of the Bylaws of the Company regarding shareholders convening        | Mgmt | For |
| E.24 | Powers to carry out all legal formalities  | Mgmt | For |

-----  
DEERE & COMPANY

Agen

Security: 244199105  
Meeting Type: Annual  
Meeting Date: 27-Feb-2013  
Ticker: DE  
ISIN: US2441991054  
-----

| 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           |
| 1D.    | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, 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: THOMAS H. PATRICK        | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: AULANA L. PETERS         | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SHERRY M. SMITH          | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.       | Mgmt          | For           |

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

- |    |  |      |     |
|----|--|------|-----|
| 3. | RE-APPROVAL OF THE JOHN DEERE MID-TERM INCENTIVE PLAN.   | Mgmt | For |
| 4. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

-----  
 DEUTSCHE BANK AG, FRANKFURT AM MAIN

Agen

-----  
 Security: D18190898  
 Meeting Type: EGM  
 Meeting Date: 11-Apr-2013  
 Ticker:  
 ISIN: DE0005140008  
 -----

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

Please note that for Registered Share meetings in Germany there is now a requirement that any shareholder who holds an aggregate total of 3 per cent 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 to the respective sub custodian. If you require further information with regard to whether such BO registration will be conducted for your custodians accounts, please contact your CSR for more information. Please note the following link:  
[https://materials.proxyvote.com/Approved/9999Z/19840101/OTHER\\_153994.PDF](https://materials.proxyvote.com/Approved/9999Z/19840101/OTHER_153994.PDF)

Non-Voting

The sub custodians have also advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent to your CSR or Custodian. Failure to de-register the shares before settlement date could result in the settlement being delayed. Please also be aware that although some issuers permit the deregistration of shares at deregistration date, some shares may remain blocked up until meeting date.

Non-Voting

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

If you are considering settling a traded voted position prior to the meeting date of this event, please contact your CSR or custodian to ensure your shares have been deregistered.

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 27.03.2013. 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.  | Resolution pursuant to paragraph 244 Stock Corporation Act confirming the resolution on Agenda Item 2 (Appropriation of distributable profit) taken by the General Meeting on May 31, 2012                                 | Mgmt | No vote |
| 2.  | Resolution pursuant to paragraph 244 Stock Corporation Act confirming the resolution on Agenda Item 5 (Election of the auditor for the 2012 financial year, interim accounts) taken by the General Meeting on May 31, 2012 | Mgmt | No vote |
| 3.1 | Resolution pursuant to paragraph 244 Stock Corporation Act confirming the resolution on Agenda Item 9 (Election to the Supervisory Board) taken by the General Meeting on May 31, 2012: Dr. Paul                           | Mgmt | No vote |

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

Achleitner

- |     |   |      |         |
|-----|---|------|---------|
| 3.2 | Resolution pursuant to paragraph 244 Stock Corporation Act confirming the resolution on Agenda Item 9 (Election to the Supervisory Board) taken by the General Meeting on May 31, 2012: Peter Loescher                        | Mgmt | No vote |
| 3.3 | Resolution pursuant to paragraph 244 Stock Corporation Act confirming the resolution on Agenda Item 9 (Election to the Supervisory Board) taken by the General Meeting on May 31, 2012: Prof. Dr. Klaus Ruediger Truetzschler | Mgmt | No vote |

---

DEUTSCHE BANK AG, FRANKFURT AM MAIN

Agen

Security: D18190898  
 Meeting Type: AGM  
 Meeting Date: 23-May-2013  
 Ticker:  
 ISIN: DE0005140008

---

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | <p>Please note that for Registered Share meetings in Germany there is now a requirement that any shareholder who holds an aggregate total of 3 per cent 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 to the respective sub custodian. If you require further information with regard to whether such BO registration will be conducted for your custodians accounts, please contact your CSR for more information. Please note the following link:<br/> <a href="https://materials.proxyvote.com/Approved/9999Z/19840101/NPS_160726.PDF">https://materials.proxyvote.com/Approved/9999Z/19840101/NPS_160726.PDF</a></p> | Non-Voting    |               |
|        | <p>The sub custodians have also advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent to</p>   | Non-Voting    |               |

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

your CSR or Custodian. Failure to de-register the shares before settlement date could result in the settlement being delayed. If you are considering settling a traded voted position prior to the meeting date of this event, please contact your CSR or custodian to ensure your shares have been deregistered.

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 08.05.2013. 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 established Annual Financial Statements and Management Report (including the explanatory report on disclosures pursuant to Paragraph 289 (4) German Commercial Code) for the 2012 financial year, the approved Consolidated Financial Statements and Management Report (including the explanatory report on disclosures pursuant to Paragraph 315 (4) German Commercial Code)
2. Appropriation of distributable profit
3. Ratification of the acts of management of the members of the Management Board for the

Non-Voting

Mgmt

No vote

Mgmt

No vote

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

| 2012 financial year |  |      |         |
|---------------------|--|------|---------|
| 4.                  | Ratification of the acts of management of the members of the Supervisory Board for the 2012 financial year   | Mgmt | No vote |
| 5.                  | Election of the auditor for the 2013 financial year, interim accounts: KPMG AG   | Mgmt | No vote |
| 6.                  | Authorization to acquire own shares for trading purposes pursuant to Paragraph 71 (1) No. 7 Stock Corporation Act  | Mgmt | No vote |
| 7.                  | Authorization to acquire own shares pursuant to Paragraph 71 (1) No. 8 Stock Corporation Act as well as for their use with the possible exclusion of pre-emptive rights  | Mgmt | No vote |
| 8.                  | Authorization to use derivatives within the framework of the purchase of own shares pursuant to Paragraph 71 (1) No. 8 Stock Corporation Act   | Mgmt | No vote |
| 9.                  | Approval of the compensation system for the Management Board members   | Mgmt | No vote |
| 10.                 | Amendments to the Articles of Association regarding the new regulation on Supervisory Board compensation   | Mgmt | No vote |
| 11.1                | Election to the Supervisory Board: Mr. John Cryan  | Mgmt | No vote |
| 11.2                | Election to the Supervisory Board: Mr Professor Dr. Henning Kagermann  | Mgmt | No vote |
| 11.3                | Election to the Supervisory Board: Ms. Suzanne Labarge   | Mgmt | No vote |
| 11.4                | Election to the Supervisory Board: Mr Dr. Johannes Teyssen   | Mgmt | No vote |
| 11.5                | Election to the Supervisory Board: Mr. Georg F. Thoma  | Mgmt | No vote |
| 11.6                | Election to the Supervisory Board: Mr Tilman Todenhoefer   | Mgmt | No vote |
| 11.7                | Election to the Supervisory Board: Ms. Dina Dublon   | Mgmt | No vote |
| 12.                 | Cancellation of an existing authorized capital, creation of new authorized capital for capital increases in cash and/or in kind (with the possibility of excluding shareholders pre-emptive rights, also in accordance with Paragraph 186 (3) sentence 4 Stock Corporation Act) and amendment to the Articles of Association | Mgmt | No vote |
| 13.                 | Approval to conclude a domination agreement  | Mgmt | No vote |

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

between Deutsche Bank Aktiengesellschaft  
(as the parent company) and RREEF  
Management GmbH

---

DEUTSCHE TELEKOM AG, BONN

Agen

Security: D2035M136  
Meeting Type: AGM  
Meeting Date: 16-May-2013  
Ticker:  
ISIN: DE0005557508

---

| Prop.# Proposal  | Proposal Type | Proposal Vote |
|--|---------------|---------------|
| <p>Please note that for Registered Share meetings in Germany there is now a requirement that any shareholder who holds an aggregate total of 3 per cent 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 to the respective sub custodian. If you require further information with regard to whether such BO registration will be conducted for your custodian's accounts, please contact your CSR for more information.</p> | Non-Voting    |               |
| <p>The sub custodians have advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent to your CSR or Custodian. Failure to de-register the shares before settlement date could result in the settlement being delayed. Please also be aware that although some issuers permit the deregistration of shares at deregistration date, some shares may remain registered up until meeting date. If you are considering settling a traded voted position prior to the meeting date of this event, please contact your CSR or custodian to ensure your shares have been deregistered.</p>                   | Non-Voting    |               |
| <p>The Vote/Registration Deadline as displayed</p>   | Non-Voting    |               |



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

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.

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 01 MAY 2013. 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. | Submissions to the shareholders' meeting pursuant to section 176 (1) sentence 1 of the AktG (Aktiengesetz - German Stock Corporation Act)  | Non-Voting |         |
| 2. | Resolution on the appropriation of net income  | Mgmt       | No vote |
| 3. | Resolution on the approval of the actions of the members of the Board of Management for the 2012 financial year  | Mgmt       | No vote |
| 4. | Resolution on the approval of the actions of the members of the Supervisory Board for the 2012 financial year  | Mgmt       | No vote |
| 5. | Resolution on the appointment of the independent auditor and the Group auditor for the 2013 financial year as well as the independent auditor to review the condensed financial statements and the interim management report pursuant to section 37w, section 37y no. 2 WpHG (Wertpapierhandelsgesetz - German Securities Trading Act) in the 2013 | Mgmt       | No vote |

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

|     |   |      |         |
|-----|---|------|---------|
|     | financial year: PricewaterhouseCoopers<br>Aktiengesellschaft<br>Wirtschaftsprüfungsgesellschaft, Frankfurt<br>am Main   |      |         |
| 6.  | Election of a Supervisory Board member: Ms.<br>Sari Baldauf   | Mgmt | No vote |
| 7.  | Election of a Supervisory Board member:<br>Prof. Ulrich Lehner  | Mgmt | No vote |
| 8.  | Resolution on the amendment to Supervisory<br>Board remuneration and the related<br>amendment to section 13 Articles of<br>Incorporation  | Mgmt | No vote |
| 9.  | Resolution on the cancellation of<br>contingent capital II and the related<br>amendment to section 5 Articles of<br>Incorporation   | Mgmt | No vote |
| 10. | Resolution on the cancellation of<br>authorized capital 2009/I and the creation<br>of authorized capital 2013 for cash and/or<br>non-cash contributions, with the<br>authorization to exclude subscription<br>rights and the relevant amendment to the<br>Articles of Incorporation | Mgmt | No vote |
| 11. | Resolution on approval of a control and<br>profit and loss transfer agreement with<br>PASM Power and Air Condition Solution<br>Management GmbH  | Mgmt | No vote |
| 12. | Resolution regarding approval of the<br>amendment to the profit and loss transfer<br>agreement with GMG Generalmietgesellschaft<br>mbH  | Mgmt | No vote |
| 13. | Resolution regarding approval of the<br>amendment to the profit and loss transfer<br>agreement with DeTeMedien, Deutsche Telekom<br>Medien GmbH   | Mgmt | No vote |
| 14. | Resolution regarding approval of the<br>amendment to the control agreement with GMG<br>Generalmietgesellschaft mbH  | Mgmt | No vote |
| 15. | Resolution regarding approval of the<br>amendment to the control agreement with<br>DeTeMedien, Deutsche Telekom Medien GmbH   | Mgmt | No vote |

---

DIAGEO PLC, LONDON

Agen

---

Security: G42089113  
Meeting Type: AGM  
Meeting Date: 17-Oct-2012  
Ticker:

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

ISIN: GB0002374006

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Report and accounts 2012  | Mgmt          | For           |
| 2      | Directors' remuneration report 2012   | Mgmt          | For           |
| 3      | Declaration of final dividend   | Mgmt          | For           |
| 4      | Re-election of PB Bruzelius as a director   | Mgmt          | For           |
| 5      | Re-election of LM Danon as a director   | Mgmt          | For           |
| 6      | Re-election of Lord Davies as a director  | Mgmt          | For           |
| 7      | Re-election of BD Holden as a director  | Mgmt          | For           |
| 8      | Re-election of Dr FB Humer as a director  | Mgmt          | For           |
| 9      | Re-election of D Mahlan as a director   | Mgmt          | For           |
| 10     | Re-election of PG Scott as a director   | Mgmt          | For           |
| 11     | Re-election of HT Stitzer as a director   | Mgmt          | For           |
| 12     | Re-election of PS Walsh as a director   | Mgmt          | For           |
| 13     | Election of Ho KwonPing as a director   | Mgmt          | For           |
| 14     | Election of IM Menezes as a director  | Mgmt          | For           |
| 15     | Re-appointment of auditor   | Mgmt          | For           |
| 16     | Remuneration of auditor   | Mgmt          | For           |
| 17     | Authority to allot shares   | Mgmt          | For           |
| 18     | Disapplication of pre-emption rights  | Mgmt          | For           |
| 19     | Authority to purchase own ordinary shares   | Mgmt          | For           |
| 20     | Authority to make political donations and/or to incur political expenditure in the EU | Mgmt          | For           |
| 21     | Reduced notice of a general meeting other than an annual general meeting              | Mgmt          | For           |

DNB ASA, OSLO

Agen

Security: R1812S105  
 Meeting Type: AGM  
 Meeting Date: 30-Apr-2013  
 Ticker:  
 ISIN: NO0010031479

## 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   | SHARES HELD IN AN OMNIBUS/NOMINEE ACCOUNT NEED TO BE RE-REGISTERED IN THE BENEFICIAL OWNERS NAME TO BE ALLOWED TO VOTE AT MEETINGS. SHARES WILL BE TEMPORARILY TRANSFERRED TO A SEPARATE ACCOUNT IN THE BENEFICIAL OWNER'S NAME ON THE PROXY DEADLINE AND TRANSFERRED BACK TO THE OMNIBUS/NOMINEE ACCOUNT THE DAY AFTER THE MEETING.           | Non-Voting    |               |
| CMMT   | BLOCKING SHOULD ALWAYS BE APPLIED, RECORD DATE OR NOT.   | Non-Voting    |               |
| 1      | Opening of the General Meeting by the chairman of the Supervisory Board  | Non-Voting    |               |
| 2      | Approval of the notice of the General Meeting and the agenda   | Mgmt          | No vote       |
| 3      | Election of a person to sign the minutes of the General Meeting along with the chairman  | Mgmt          | No vote       |
| 4      | Approval of remuneration rates for members of the Supervisory Board, Control Committee and Election Committee in line with the recommendation given  | Mgmt          | No vote       |
| 5      | Approval of the auditor's remuneration   | Mgmt          | No vote       |
| 6      | Approval of the 2012 annual report and accounts, including the distribution of dividends   | Mgmt          | No vote       |
| 7      | The Election Committee unanimously recommends the election of the following twelve members to the Supervisory Board, with a term of office of up to two years: Amund Skarholt (re-election), Inge Andersen   | Mgmt          | No vote       |

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

|      |  |            |         |
|------|--|------------|---------|
|      | (re-election), Sondre Gravir (new), Jorgen Ole Haslestad (new), Nalan Koc (re-election), Kristine Landmark (new), Thomas Leire (re-election), Torild Skogsholm (new), Merete Smith (re-election), Stale Svenning (re-election), Turid M. Sorensen (re-election), Gine Wang (re-election); In addition, the Supervisory Board comprises the following members: Nils Halvard Bastiansen, Toril Eidesvik, Camilla Grieg, Eldbjorg Lower, Helge Mogster, Ole Robert Reitan, Gudrun B. Rollefsen and Randi Eek Thorsen In addition, the Election Committee recommends the election of the following ten deputies to Supervisory Board, with a term of CONTD |            |         |
| CONT | CONTD office of up to two years: Erik Buchmann (re-election) Harriet Hagan (re-election) Bente Hagem (re-election), Liv Johannson (re-election), Herman Mehren (re-election), Gry Nilsen (re-election), Asbjorn Olsen (re-election), Oddbjorn Paulsen (re-election), Anne Bjorg Thoen (re-election), Elsbeth Sande Tronstad (re-election)  | Non-Voting |         |
| 8    | Election of two members to the Election Committee in line with the recommendation given: Camilla Grieg, Karl Moursund  | Mgmt       | No vote |
| 9    | The Election Committee unanimously recommends the election of the following four members to the Control Committee, and among these the committee chairman and vice-chairman, with a term of office of up to two years: Frode Hassel (chairman) (re-election), Thorstein overland (vice-chairman) (re-election), Karl Olav Hovden (re-election), Vigdis Merete Almestad (re-election). In addition, the Election Committee recommends the election of the following two deputies to Control Committee, with a term of office of up to two years: Ida Espolin Johnson (re-election), Agnar Langeland (new)   | Mgmt       | No vote |
| 10   | Authorisation to the Board of Directors for the repurchase of shares   | Mgmt       | No vote |
| 11.A | Statement from the Board of Director in connection with remuneration to senior executives: Suggested guidelines  | Mgmt       | No vote |
| 11.B | Statement from the Board of Director in connection with remuneration to senior executives: Binding guidelines  | Mgmt       | No vote |
| 12   | Corporate governance   | Mgmt       | No vote |
| 13   | Items notified by shareholder Sverre T.  | Non-Voting |         |

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

Evensen: A financial structure for a new real economy, Financial services innovation, Absolute requirements regarding the assignment of roles and impartiality, Selection of board members, Board committee for shared financial responsibility, authorisation and common interests

CMMT PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION 13. 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

-----  
DOLLAR GENERAL CORPORATION

-----  
Agen

-----  
Security: 256677105  
Meeting Type: Annual  
Meeting Date: 29-May-2013  
Ticker: DG  
ISIN: US2566771059  
-----

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>RAJ AGRAWAL<br>WARREN F. BRYANT<br>MICHAEL M. CALBERT<br>SANDRA B. COCHRAN<br>RICHARD W. DREILING<br>P.D. FILI-KRUSHEL<br>ADRIAN JONES<br>WILLIAM C. RHODES, III<br>DAVID B. RICKARD | 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 APPROVE AN AMENDMENT TO DOLLAR GENERAL CORPORATION'S AMENDED AND RESTATED CHARTER TO IMPLEMENT A MAJORITY VOTING STANDARD IN UNCONTESTED ELECTIONS OF DIRECTORS.                              | Mgmt   | For  |
| 3.     | TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.  | Mgmt   | For  |

-----  
DUKE ENERGY CORPORATION

-----  
Agen

-----  
Security: 26441C204  
Meeting Type: Annual  
Meeting Date: 02-May-2013  
Ticker: DUK  
-----

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

ISIN: US26441C2044

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>WILLIAM BARNET, III<br>G. ALEX BERNHARDT, SR.<br>MICHAEL G. BROWNING<br>HARRIS E. DELOACH, JR.<br>DANIEL R. DIMICCO<br>JOHN H. FORSGREN<br>ANN M. GRAY<br>JAMES H. HANCE, JR.<br>JOHN T. HERRON<br>JAMES B. HYLER, JR.<br>E. MARIE MCKEE<br>E. JAMES REINSCH<br>JAMES T. RHODES<br>JAMES E. ROGERS<br>CARLOS A. SALADRIGAS<br>PHILIP R. SHARP | 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.     | RATIFICATION OF DELOITTE & TOUCHE LLP AS<br>DUKE ENERGY CORPORATION'S INDEPENDENT<br>PUBLIC ACCOUNTANT FOR 2013   | Mgmt   | For   |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION  | Mgmt   | For   |
| 4.     | APPROVAL OF THE AMENDED DUKE ENERGY<br>CORPORATION EXECUTIVE SHORT-TERM INCENTIVE<br>PLAN   | Mgmt   | For   |
| 5.     | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER<br>ACTION BY WRITTEN CONSENT   | Shr  | For   |
| 6.     | SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT<br>TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE<br>MAJORITY VOTING FOR THE ELECTION OF<br>DIRECTORS   | Shr  | Against   |

EBAY INC.

Agen

Security: 278642103  
Meeting Type: Annual  
Meeting Date: 18-Apr-2013  
Ticker: EBAY  
ISIN: US2786421030

| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID M. MOFFETT | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD T.       | Mgmt          | For           |

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

SCHLOSBERG, III

|     |   |      |         |
|-----|---|------|---------|
| 1C. | ELECTION OF DIRECTOR: THOMAS J. TIERNEY   | Mgmt | For     |
| 2.  | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | Against |
| 3.  | STOCKHOLDER PROPOSAL REGARDING CORPORATE LOBBYING DISCLOSURE.   | Shr  | Against |
| 4.  | STOCKHOLDER PROPOSAL REGARDING PRIVACY AND DATA SECURITY.   | Shr  | Against |
| 5.  | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2013. | Mgmt | For     |

---

EDISON INTERNATIONAL

Agen

Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: EIX  
 ISIN: US2810201077

---

| 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          | For           |
| 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: RONALD L. OLSON  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III                                     | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS C. SUTTON   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PETER J. TAYLOR  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: BRETT WHITE  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |



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

|    |   |      |         |
|----|---|------|---------|
| 3. | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN  | Shr  | Against |

-----

EMC CORPORATION

-----

Agen

Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 01-May-2013  
 Ticker: EMC  
 ISIN: US2686481027

-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL W. BROWN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RANDOLPH L. COWEN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GAIL DEEGAN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES S. DISTASIO   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN R. EGAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: EDMUND F. KELLY   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMI MISCIK   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: WINDLE B. PRIEM   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PAUL SAGAN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID N. STROHM   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOSEPH M. TUCCI   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013, AS DESCRIBED IN EMC'S PROXY STATEMENT. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION, AS DESCRIBED IN EMC'S PROXY STATEMENT.   | Mgmt          | For           |
| 4.     | APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 2003 STOCK PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Mgmt          | For           |
| 5.     | APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 1989 EMPLOYEE STOCK PURCHASE PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Mgmt          | For           |

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

- |    |   |      |         |
|----|---|------|---------|
| 6. | APPROVAL OF AMENDMENTS TO EMC'S ARTICLES OF ORGANIZATION AND BYLAWS TO ALLOW SHAREHOLDERS TO ACT BY WRITTEN CONSENT BY LESS THAN UNANIMOUS APPROVAL, AS DESCRIBED IN EMC'S PROXY STATEMENT. | Mgmt | For     |
| 7. | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Shr  | Against |

-----  
 EMERSON ELECTRIC CO.

-----  
 Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 05-Feb-2013  
 Ticker: EMR  
 ISIN: US2910111044  
 -----

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 1.     | DIRECTOR<br>C.A.H. BOERSIG*<br>J.B. BOLTEN*<br>M.S. LEVATICH*<br>R.L. STEPHENSON*<br>A.A. BUSCH III#                         | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | 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 AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.                     | Mgmt                                 | For                             |
| 5.     | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING THE ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr                                  | Against                         |

-----  
 ENI SPA, ROMA

-----  
 Agen

Security: T3643A145  
 Meeting Type: OGM  
 Meeting Date: 10-May-2013  
 Ticker:  
 ISIN: IT0003132476  
 -----

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

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Eni S.P.A. Financial Statements at December 31, 2012 related resolutions Eni Consolidated Financial Statements at December 31, 2012 reports of the directors, of the board of statutory auditors and of the audit firm                                | Mgmt          | For           |
| 2      | Allocation of net profit  | Mgmt          | For           |
| 3      | Remuneration report: Policy on remuneration   | Mgmt          | For           |
| 4      | Authorisation of buy-back plan of Eni shares after first cancelling the previous buy-back plan authorised by the shareholders' meeting on July 16, 2012, with respect to that portion not implemented related and consequent resolutions              | Mgmt          | For           |
| CMMT   | PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE URL LINK:<br><a href="https://materials.proxyvote.com/Approved/9999Z/19840101/NPS_161709.PDF">https://materials.proxyvote.com/Approved/9999Z/19840101/NPS_161709.PDF</a> | Non-Voting    |               |
| CMMT   | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINKS. 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    |               |

-----  
 EOG RESOURCES, INC.

Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: EOG  
 ISIN: US26875P1012

-----

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLES R. CRISP    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES C. DAY        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MARK G. PAPA        | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DONALD F. TEXTOR    | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM R. THOMAS   | Mgmt          | For           |

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

|     |  |      |     |
|-----|--|------|-----|
| 1G. | 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, 2013. | Mgmt | For |
| 3.  | TO APPROVE THE AMENDED AND RESTATED EOG RESOURCES, INC. 2008 OMNIBUS EQUITY COMPENSATION PLAN.   | Mgmt | For |
| 4.  | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt | For |

-----  
 EXPRESS SCRIPTS HOLDING COMPANY  
 -----

Agen

Security: 30219G108  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: ESRX  
 ISIN: US30219G1085

| 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: SAMUEL K. SKINNER                                  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: SEYMOUR STERNBERG                                  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S | Mgmt          | For           |

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

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.

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

---

EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 29-May-2013  
 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<br>E.E. WHITACRE, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<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 |
| 2.     | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 60)  | Mgmt   | For   |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (PAGE 61)   | Mgmt   | Against   |
| 4.     | INDEPENDENT CHAIRMAN (PAGE 63)  | Shr  | For   |
| 5.     | MAJORITY VOTE FOR DIRECTORS (PAGE 64)   | Shr  | Against   |
| 6.     | LIMIT DIRECTORSHIPS (PAGE 65)   | Shr  | Against   |
| 7.     | REPORT ON LOBBYING (PAGE 66)  | Shr  | Against   |
| 8.     | POLITICAL CONTRIBUTIONS POLICY (PAGE 67)  | Shr  | Against   |
| 9.     | AMENDMENT OF EEO POLICY (PAGE 69)   | Shr  | Against   |
| 10.    | REPORT ON NATURAL GAS PRODUCTION (PAGE 70)  | Shr  | Against   |
| 11.    | GREENHOUSE GAS EMISSIONS GOALS (PAGE 72)  | Shr  | Against   |

---

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

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: GE  
 ISIN: US3696041033

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE                                  | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: JOHN J. BRENNAN                                      | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: JAMES I. CASH, JR.                                   | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: FRANCISCO D'SOUZA                                    | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: MARIJN E. DEKKERS                                    | Mgmt          | For           |
| A6     | ELECTION OF DIRECTOR: ANN M. FUDGE   | Mgmt          | For           |
| A7     | ELECTION OF DIRECTOR: SUSAN HOCKFIELD                                      | Mgmt          | For           |
| A8     | ELECTION OF DIRECTOR: JEFFREY R. IMMELT                                    | Mgmt          | For           |
| A9     | ELECTION OF DIRECTOR: ANDREA JUNG  | Mgmt          | For           |
| A10    | ELECTION OF DIRECTOR: ROBERT W. LANE                                       | Mgmt          | For           |
| A11    | ELECTION OF DIRECTOR: RALPH S. LARSEN                                      | Mgmt          | For           |
| A12    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS                                  | Mgmt          | For           |
| A13    | ELECTION OF DIRECTOR: JAMES J. MULVA                                       | Mgmt          | For           |
| A14    | ELECTION OF DIRECTOR: MARY L. SCHAPIRO                                     | Mgmt          | For           |
| A15    | ELECTION OF DIRECTOR: ROBERT J. SWIERINGA                                  | Mgmt          | For           |
| A16    | ELECTION OF DIRECTOR: JAMES S. TISCH                                       | Mgmt          | For           |
| A17    | ELECTION OF DIRECTOR: DOUGLAS A. WARNER III                                | Mgmt          | For           |
| B1     | ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION                    | Mgmt          | For           |
| B2     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| C1     | CESSATION OF ALL STOCK OPTIONS AND BONUSES                                 | Shr           | Against       |
| C2     | DIRECTOR TERM LIMITS   | Shr           | Against       |
| C3     | INDEPENDENT CHAIRMAN   | Shr           | Against       |
| C4     | RIGHT TO ACT BY WRITTEN CONSENT  | Shr           | Against       |
| C5     | EXECUTIVES TO RETAIN SIGNIFICANT STOCK                                     | Shr           | For           |

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

C6      MULTIPLE CANDIDATE ELECTIONS      Shr      Against

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2013  
 Ticker: GILD  
 ISIN: US3755581036

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>JOHN F. COGAN<br>ETIENNE F. DAVIGNON<br>CARLA A. HILLS<br>KEVIN E. LOFTON<br>JOHN W. MADIGAN<br>JOHN C. MARTIN<br>NICHOLAS G. MOORE<br>RICHARD J. WHITLEY<br>GAYLE E. WILSON<br>PER WOLD-OLSEN | 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 |
| 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, 2013. | Mgmt   | For  |
| 3.     | TO APPROVE A RESTATEMENT OF GILEAD SCIENCES, INC.'S 2004 EQUITY INCENTIVE PLAN.  | Mgmt   | For  |
| 4.     | TO APPROVE AN AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION.   | Mgmt   | For  |
| 5.     | TO APPROVE, ON THE ADVISORY BASIS, THE COMPENSATION OF GILEAD'S NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.  | Mgmt   | For  |
| 6.     | TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR, IF PROPERLY PRESENTED AT THE MEETING.                   | Shr  | Against  |
| 7.     | TO VOTE ON A STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | For  |

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

-----  
 GLAXOSMITHKLINE PLC, BRENTFORD MIDDLESEX  
 -----

Agen

Security: G3910J112  
 Meeting Type: AGM  
 Meeting Date: 01-May-2013  
 Ticker:  
 ISIN: GB0009252882  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | To receive and adopt the Directors' Report and the Financial Statements for the year ended 31 December 2012   | Mgmt          | For           |
| 2      | To approve the Remuneration Report for the year ended 31 December 2012  | Mgmt          | For           |
| 3      | To elect Lynn Elsenhans as a Director   | Mgmt          | For           |
| 4      | To elect Jing Ulrich as a Director  | Mgmt          | For           |
| 5      | To elect Hans Wijers as a Director  | Mgmt          | For           |
| 6      | To re-elect Sir Christopher Gent as a Director  | Mgmt          | For           |
| 7      | To re-elect Sir Andrew Witty as a Director  | Mgmt          | For           |
| 8      | To re-elect Professor Sir Roy Anderson as a Director  | Mgmt          | For           |
| 9      | To re-elect Dr Stephanie Burns as a Director  | Mgmt          | For           |
| 10     | To re-elect Stacey Cartwright as a Director   | Mgmt          | For           |
| 11     | To re-elect Simon Dingemans as a Director   | Mgmt          | For           |
| 12     | To re-elect Judy Lewent as a Director   | Mgmt          | For           |
| 13     | To re-elect Sir Deryck Maughan as a Director  | Mgmt          | For           |
| 14     | To re-elect Dr Daniel Podolsky as a Director  | Mgmt          | For           |
| 15     | To re-elect Dr Moncef Slaoui as a Director  | Mgmt          | For           |
| 16     | To re-elect Tom de Swaan as a Director  | Mgmt          | For           |
| 17     | To re-elect Sir Robert Wilson as a Director   | Mgmt          | For           |
| 18     | To authorise the Audit & Risk Committee to re-appoint PricewaterhouseCoopers LLP as the auditors to the company to hold office from the end of the meeting to the end of the next meeting at which accounts are laid before the company | Mgmt          | For           |



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

|    |   |      |     |
|----|---|------|-----|
| 19 | To authorise the Audit & Risk Committee to determine the remuneration of the auditors                             | Mgmt | For |
| 20 | Donations to political organizations and political expenditure  | Mgmt | For |
| 21 | Authority to allot shares   | Mgmt | For |
| 22 | Disapplication of pre-emption rights  | Mgmt | For |
| 23 | Purchase of own shares by the company   | Mgmt | For |
| 24 | Exemption from statement of the name of the senior statutory auditor in published copies of the auditors' reports | Mgmt | For |
| 25 | Reduced notice of a general meeting other than an Annual General Meeting  | Mgmt | For |

-----  
 GLENCORE INTERNATIONAL PLC, ST HELIER  
 -----

Agen

Security: G39420107  
 Meeting Type: OGM  
 Meeting Date: 07-Sep-2012  
 Ticker:  
 ISIN: JE00B4T3BW64  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | That: (A) the Merger to be effected pursuant to a scheme of arrangement (the "Scheme") under Part 26 of the Companies Act 2006 (the "Act") or takeover offer (the "Merger Offer") made by or on behalf of Glencore for the entire issued and to be issued share capital of Xstrata, substantially on the terms and subject to the conditions set out in the circular to shareholders of Glencore dated 31 May 2012 (the "Circular") outlining the Merger and the prospectus prepared by Glencore in connection with the Admission (as defined below) dated 31 May 2012 (a copy of each of which is produced to the Meeting and signed for identification purposes by the chairman of the meeting) be and is hereby approved and the directors of Glencore (the "Directors") (or any duly constituted committee thereof) be authorised to: (i) take all such steps as CONTD | Mgmt          | For           |
| CONT   | CONTD may be necessary or desirable in connection with, and to implement, the Merger; and (ii) agree such modifications, variations, revisions or amendments to the  | Non-Voting    |               |

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

terms and conditions of the Merger (provided that any such modifications, variations, revisions or amendments are not a material change to the terms of the Merger for the purposes of Listing Rule 10.5.2), and to any documents relating thereto, as they may in their absolute discretion think fit; and (B) subject to and conditional upon the Scheme becoming effective (save for any conditions relating to: (i) the delivery of the orders of the High Court of Justice in England and Wales (the "Court") sanctioning the Scheme and confirming the reduction of capital in Xstrata to the Registrar of Companies in England and Wales; (ii) registration of such orders by the CONTD

|      |   |            |     |
|------|---|------------|-----|
| CONT | CONTD Registrar of Companies in England; and (iii) the UK Listing Authority and the London Stock Exchange agreeing to admit the ordinary shares of USD 0.01 each in Glencore (the "Ordinary Shares") to the Official List and to trading on the main market of the London Stock Exchange, respectively ("Admission")), or, as the case may be, the Merger Offer becoming or being declared wholly unconditional (save for Admission), the Directors be and are hereby generally and unconditionally authorised in accordance with article 10.1 of Glencore's articles of association (the "Articles") to exercise all powers of Glencore to allot equity securities (as defined in the Articles), credited as fully paid, with authority to deal with fractional entitlements arising out of such allotment as it thinks fit and to take all such other CONTD | Non-Voting |     |
| CONT | CONTD steps as it may deem necessary, expedient or appropriate to implement such allotment in connection with the Merger up to an aggregate nominal amount of USD 56,603,171, and which authority shall expire on the date of the annual general meeting in 2013 or on 30 June 2013, whichever is the earlier (unless previously revoked or varied by Glencore in general meeting), save that Glencore may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired  | Non-Voting |     |
| 2    | That, subject to the Scheme becoming effective or, as the case may be, the Merger Offer becoming or being declared wholly unconditional, Glencore's name be   | Mgmt       | For |

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

- changed to "Glencore Xstrata plc" and that the memorandum of association of Glencore be amended by the deletion of the first paragraph thereof and the insertion in its place of the following: "1. The name of the Company is Glencore Xstrata plc."
- 3 That, subject to the Scheme becoming effective or, as the case may be, the Merger Offer becoming or being declared wholly unconditional, pursuant to Article 10.2 of the Articles, and in addition to the amount set out in paragraph (B) of resolution 1 but in substitution for the previous authority conferred upon the Directors under that Article, the Directors be and are hereby authorised unconditionally to allot Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares for an Allotment Period (as defined in the Articles) commencing on the date of the passing of this resolution and ending on the earlier of 30 June 2013 and CONTD
- Mgmt For
- CONT CONTD the conclusion of Glencore's Annual General Meeting in 2013, and for that purpose the Authorised Allotment Amount (as defined in the Articles) shall be USD 41,943,436 and the Rights Issue Allotment Amount (as defined in the Articles) shall be USD 41,943,436
- Non-Voting
- 4 That, subject to the Scheme becoming effective or, as the case may be, the Merger Offer becoming or being declared wholly unconditional and the passing of resolution 3, pursuant to Article 10.3 of the Articles and in substitution for the previous authority conferred on the Directors under that Article, the Directors be and are hereby empowered to allot equity securities for an Allotment Period (each as defined in the Articles) commencing on the date of the passing of this resolution and ending on the earlier of 30 June 2013 and the conclusion of Glencore's Annual General Meeting in 2013 wholly for cash as if Article 11 of the Articles did not apply to such allotment and, for the purposes of Article 10.3(c), the Non-Pre-Emptive Amount (as defined in the Articles) shall be USD 6,291,516
- Mgmt For
- 5 That, subject to the Scheme becoming effective, or, as the case may be, the Merger Offer becoming or being declared wholly unconditional: (A) Glencore be and is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991, as amended, (the "Companies Law") to make market
- Mgmt For

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

purchases of Ordinary Shares, provided that: (i) the maximum number of Ordinary Shares authorised to be purchased is 1,258,303,058; (ii) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is USD 0.01; (iii) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of: (a) an amount equal to 5 per cent. above the average of the middle market quotations for Ordinary Shares taken from the London Stock Exchange Daily Official List for CONTD

- CONT CONTD the five business days immediately preceding the day on which such shares are contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out; and (iv) the authority hereby conferred shall be in substitution for the previous authority conferred on the Directors under that Article and shall expire on the earlier of the conclusion of Glencore's Annual General Meeting in 2013 and 30 June 2013 (except that Glencore may make a contract to purchase Ordinary Shares under this authority CONTD
- Non-Voting
- CONT CONTD before such authority expires, which will or may be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of any such contract as if such authority had not expired); and (B) Glencore be and is hereby generally and unconditionally authorised pursuant to Article 58A of the Companies Law to hold, if the Directors so desire, as treasury shares, any Ordinary Shares purchased pursuant to the authority conferred by (A) above
- Non-Voting
- CMMT PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING TIME FROM 09:30 AM TO 09:00 AM. 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

---

GLENCORE INTERNATIONAL PLC, ST HELIER

Agen

---

Security: G39420107  
Meeting Type: OGM  
Meeting Date: 20-Nov-2012  
Ticker:

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

ISIN: JE00B4T3BW64

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | <p>That: (A) the Merger to be effected pursuant to a scheme of arrangement (the ''Scheme'') under Part 26 of the Companies Act 2006 (the ''Act'') or takeover offer (the ''Merger Offer'') made by or on behalf of Glencore for the entire issued and to be issued share capital of Xstrata, substantially on the terms and subject to the conditions set out in the circular to shareholders of Glencore dated 31 May 2012 (the ''Circular'') outlining the Merger and the prospectus prepared by Glencore in connection with the Admission (as defined below) dated 31 May 2012 (a copy of each of which is produced to the Adjourned Meeting and signed for identification purposes by the chairman of the meeting) be and is hereby approved and the directors of Glencore (the ''Directors'') (or any duly constituted committee thereof) be authorised to: (I CONTD</p> | Mgmt          | For           |
| CONT   | <p>CONTD ) take all such steps as may be necessary or desirable in connection with, and to implement, the Merger; and (ii) agree such modifications, variations, revisions or amendments to the terms and conditions of the Merger (provided that any such modifications, variations, revisions or amendments are not a material change to the terms of the Merger for the purposes of Listing Rule 10.5.2), and to any documents relating thereto, as they may in their absolute discretion think fit; and (B) subject to and conditional upon the Scheme becoming effective (save for any conditions relating to: (i) the delivery of the orders of the High Court of Justice in England and Wales (the ''Court'') sanctioning the Scheme and confirming the reduction of capital in Xstrata to the Registrar of Companies in England and Wales; (ii) CONTD</p>             | Non-Voting    |               |
| CONT   | <p>CONTD registration of such orders by the Registrar of Companies in England; and (iii) the UK Listing Authority and the London Stock Exchange agreeing to admit the ordinary shares of USD 0.01 each in Glencore (the ''Ordinary Shares'') to the Official List and to trading on the main market of the London Stock Exchange, respectively (''Admission''), or, as the case may be, the Merger Offer becoming or being declared wholly unconditional (save for Admission), the Directors be and are hereby generally and unconditionally</p>  | Non-Voting    |               |

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

|      |   |            |     |
|------|---|------------|-----|
|      | authorised in accordance with article 10.1 of Glencore's articles of association (the 'Articles') to exercise all powers of Glencore to allot equity securities (as defined in the Articles), credited as fully paid, with authority to deal with fractional entitlements arising out of such allotment as it CONTD   |            |     |
| CONT | CONTD thinks fit and to take all such other steps as it may deem necessary, expedient or appropriate to implement such allotment in connection with the Merger up to an aggregate nominal amount of USD 56,603,171, and which authority shall expire on the date of the annual general meeting in 2013 or on 30 June 2013, whichever is the earlier (unless previously revoked or varied by Glencore in general meeting), save that Glencore may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired  | Non-Voting |     |
| 2    | That, subject to the Scheme becoming effective or, as the case may be, the Merger Offer becoming or being declared wholly unconditional, Glencore's name be changed to 'Glencore Xstrata plc' and that the memorandum of association of Glencore be amended by the deletion of the first paragraph thereof and the insertion in its place of the following: '1. The name of the Company is Glencore Xstrata plc   | Mgmt       | For |
| 3    | That, subject to the Scheme becoming effective or, as the case may be, the Merger Offer becoming or being declared wholly unconditional, pursuant to Article 10.2 of the Articles, and in addition to the amount set out in paragraph (B) of resolution 1 but in substitution for the previous authority conferred upon the Directors under that Article, the Directors be and are hereby authorised unconditionally to allot Ordinary Shares or grant rights to subscribe for or to convert any security into Ordinary Shares for an Allotment Period (as defined in the Articles) commencing on the date of the passing of this resolution and ending on the earlier of 30 June 2013 and the conclusion of Glencore's Annual General Meeting in 2013, and for that purpose the Authorised Allotment Amount (as defined in the Articles) CONTD | Mgmt       | For |
| CONT | CONTD shall be USD 41,943,436 and the   | Non-Voting |     |

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

Rights Issue Allotment Amount (as defined in the Articles) shall be USD 41,943,436

- 4 That, subject to the Scheme becoming effective or, as the case may be, the Merger Offer becoming or being declared wholly unconditional and the passing of resolution 3, pursuant to Article 10.3 of the Articles and in substitution for the previous authority conferred on the Directors under that Article, the Directors be and are hereby empowered to allot equity securities for an Allotment Period (each as defined in the Articles) commencing on the date of the passing of this resolution and ending on the earlier of 30 June 2013 and the conclusion of Glencore's Annual General Meeting in 2013 wholly for cash as if Article 11 of the Articles did not apply to such allotment and, for the purposes of Article 10.3(c), the Non-Pre-Emptive Amount (as defined in the Articles) shall be USD 6,291,516
- Mgmt For
- 5 That, subject to the Scheme becoming effective, or, as the case may be, the Merger Offer becoming or being declared wholly unconditional: (A) Glencore be and is hereby generally and unconditionally authorised pursuant to Article 57 of the Companies (Jersey) Law 1991, as amended, (the 'Companies Law') to make market purchases of Ordinary Shares, provided that: (i) the maximum number of Ordinary Shares authorised to be purchased is 1,258,303,058; (ii) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is USD 0.01; (iii) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be the higher of: (a) an amount equal to 5 per cent. above the average of the middle market quotations for Ordinary Shares taken from the London Stock Exchange Daily Official List
- Mgmt For
- CONTD
- CONTD for the five business days immediately preceding the day on which such shares are contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time that the purchase is carried out; and (iv) the authority hereby conferred shall be in substitution for the previous authority conferred on the Directors under that Article and shall expire on the earlier of the conclusion of Glencore's Annual General Meeting in 2013 and 30 June 2013 (except that Glencore may make a contract to purchase Ordinary Shares under this
- Non-Voting

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

authority before such authority expires, which will or may be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of any CONTD

CONTD such contract as if such authority had not expired); and (B) Glencore be and is hereby generally and unconditionally authorised pursuant to Article 58A of the Companies Law to hold, if the Directors so desire, as treasury shares, any Ordinary Shares purchased pursuant to the authority conferred by (A) above

Non-Voting

PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN NUMBERING. 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

-----  
GOOGLE INC.

-----  
Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 06-Jun-2013  
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>For<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, 2013.                            | Mgmt   | For  |
| 3.     | A STOCKHOLDER PROPOSAL REGARDING A REPORT ON LEAD BATTERIES IN GOOGLE'S SUPPLY CHAIN, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against  |
| 4.     | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | For  |



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

- |    |   |     |     |
|----|---|-----|-----|
| 5. | A STOCKHOLDER PROPOSAL REGARDING EXECUTIVE STOCK RETENTION, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 6. | A STOCKHOLDER PROPOSAL REGARDING SUCCESSION PLANNING, IF PROPERLY PRESENTED AT THE MEETING.       | Shr | For |

-----  
HALLIBURTON COMPANY

Agen

-----  
Security: 406216101  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: HAL  
ISIN: US4062161017  
-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.M. BENNETT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: J.R. BOYD   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: M. CARROLL  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: N.K. DICCIANI   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: M.S. GERBER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: J.C. GRUBISICH  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: A.S. JUM'AH   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: D.J. LESAR  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: R.A. MALONE   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: J.L. MARTIN   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: D.L. REED   | Mgmt          | For           |
| 2.     | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.                         | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.                      | Mgmt          | For           |
| 4.     | PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN. | Mgmt          | For           |
| 5.     | PROPOSAL ON HUMAN RIGHTS POLICY.  | Shr           | Against       |

-----

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

HOLLYFRONTIER CORPORATION

Agen

Security: 436106108  
 Meeting Type: Annual  
 Meeting Date: 15-May-2013  
 Ticker: HFC  
 ISIN: US4361061082

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DOUGLAS Y. BECH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BUFORD P. BERRY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LELDON E. ECHOLS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: R. KEVIN HARDAGE  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL C. JENNINGS   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT J. KOSTELNIK   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES H. LEE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT G. MCKENZIE  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: FRANKLIN MYERS  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MICHAEL E. ROSE   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: TOMMY A. VALENTA  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR. | Mgmt          | For           |

HONDA MOTOR CO.,LTD.

Agen

Security: J22302111  
 Meeting Type: AGM  
 Meeting Date: 19-Jun-2013  
 Ticker:  
 ISIN: JP3854600008

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | Please reference meeting materials.      | Non-Voting    |               |
| 1      | Approve Appropriation of Surplus         | Mgmt          | For           |
| 2      | Amend Articles to: Expand Business Lines | Mgmt          | For           |

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

|      |                             |      |     |
|------|-----------------------------|------|-----|
| 3.1  | Appoint a Director          | Mgmt | For |
| 3.2  | Appoint a Director          | Mgmt | For |
| 3.3  | Appoint a Director          | Mgmt | For |
| 3.4  | Appoint a Director          | Mgmt | For |
| 3.5  | Appoint a Director          | Mgmt | For |
| 3.6  | Appoint a Director          | Mgmt | For |
| 3.7  | Appoint a Director          | Mgmt | For |
| 3.8  | Appoint a Director          | Mgmt | For |
| 3.9  | Appoint a Director          | Mgmt | For |
| 3.10 | Appoint a Director          | Mgmt | For |
| 3.11 | Appoint a Director          | Mgmt | For |
| 3.12 | Appoint a Director          | Mgmt | For |
| 3.13 | Appoint a Director          | Mgmt | For |
| 4    | Appoint a Corporate Auditor | Mgmt | For |

-----  
 HSBC HOLDINGS PLC, LONDON

-----  
 Agen

Security: G4634U169  
 Meeting Type: SGM  
 Meeting Date: 20-May-2013  
 Ticker:  
 ISIN: GB0005405286  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOT THAT THIS IS AN INFORMATION MEETING ONLY FOR HONG KONG SHAREHOLDERS. THERE ARE NO VOTABLE RESOLUTIONS. IF YOU WISH TO ATTEND PLEASE PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU | Non-Voting    |               |
| 1      | To discuss the 2012 results and other matters of interest   | Non-Voting    |               |
| CMMT   | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN INFORMATION MEETING COMMENT. THANK YOU.  | Non-Voting    |               |

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

HSBC HOLDINGS PLC, LONDON

Agen

Security: G4634U169  
 Meeting Type: AGM  
 Meeting Date: 24-May-2013  
 Ticker:  
 ISIN: GB0005405286

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM ARE AVAILABLE BY CLICKING ON THE URL LINKS:<br><a href="http://www.hkexnews.hk/listedco/listconews/sehk/2013/0402/LTN201304021682.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2013/0402/LTN201304021682.pdf</a> AND<br><a href="http://www.hkexnews.hk/listedco/listconews/sehk/2013/0402/LTN201304021651.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2013/0402/LTN201304021651.pdf</a> | Non-Voting    |               |
| 1      | To receive the Annual Report and Accounts 2012   | Mgmt          | For           |
| 2      | To approve the Directors' Remuneration Report for 2012   | Mgmt          | For           |
| 3.a    | To re-elect S A Catz a Director  | Mgmt          | For           |
| 3.b    | To re-elect L M L Cha a Director   | Mgmt          | For           |
| 3.c    | To re-elect M K T Cheung a Director  | Mgmt          | For           |
| 3.d    | To elect J B Comey a Director  | Mgmt          | For           |
| 3.e    | To re-elect J D Coombe a Director  | Mgmt          | For           |
| 3.f    | To re-elect J Faber a Director   | Mgmt          | For           |
| 3.g    | To re-elect R A Fairhead a Director  | Mgmt          | For           |
| 3.h    | To elect R Fassbind a Director   | Mgmt          | For           |
| 3.i    | To re-elect D J Flint a Director   | Mgmt          | For           |
| 3.j    | To re-elect S T Gulliver a Director  | Mgmt          | For           |
| 3.k    | To re-elect J W J Hughes-Hallett a Director  | Mgmt          | For           |
| 3.l    | To re-elect W S H Laidlaw a Director   | Mgmt          | For           |
| 3.m    | To re-elect J P Lipsky a Director  | Mgmt          | For           |
| 3.n    | To re-elect J R Lomax a Director   | Mgmt          | For           |
| 3.o    | To re-elect I J Mackay a Director  | Mgmt          | For           |
| 3.p    | To re-elect Sir Simon Robertson a Director   | Mgmt          | For           |
| 3.q    | To re-elect J L Thornton a Director  | Mgmt          | For           |
| 4      | To reappoint the Auditor at remuneration to  | Mgmt          | For           |

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

be determined by the Group Audit Committee:  
KPMG Audit Plc

|      |  |            |     |
|------|--|------------|-----|
| 5    | To authorise the Directors to allot shares   | Mgmt       | For |
| 6    | To disapply pre-emption rights   | Mgmt       | For |
| 7    | To authorise the Company to purchase its own ordinary shares   | Mgmt       | For |
| 8    | To approve general meetings (other than annual general meetings) being called on 14 clear days' notice   | Mgmt       | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN TEXT OF RESOLUTIONS 6, 8, COMMENT AND RECEIPT OF AUDITOR NAME. 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 |     |

-----  
INDUSTRIA DE DISENO TEXTIL INDITEX SA

Agen

-----  
Security: E6282J109  
Meeting Type: AGM  
Meeting Date: 17-Jul-2012  
Ticker:  
ISIN: ES0148396015  
-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 100419 DUE TO CHANGE IN VOTING STATUS. 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   | PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 18 JULY 2012. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.   | Non-Voting    |               |
| 1      | Review and approval, where appropriate, of the annual accounts (Balance Sheet, Profit and Loss Account, Shareholders' Equity Statement, Cash Flow Statement and Annual Report) and Management Report of Industria de Diseno Textil, S.A. (INDITEX, S.A.) for fiscal year 2011, ended 31st January 2012 | Mgmt          | For           |
| 2      | Review and approval, where appropriate, of the annual accounts (Balance Sheet, Profit  | Mgmt          | For           |

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

|    |  |            |         |
|----|--|------------|---------|
|    | and Loss Account, Statement of Comprehensive Income, Shareholders' Equity Statement, Cash Flow Statement and Annual Report) and Management Report of the consolidated group (Inditex Group) for fiscal year 2011, ended 31st January 2012 and of the management of the company   |            |         |
| 3  | Distribution of the income or loss of the fiscal year and distribution of dividends  | Mgmt       | For     |
| 4  | Re-election of Gartler, S.L. to the Board of Directors as proprietary director   | Mgmt       | For     |
| 5  | Ratification and appointment of a director as proprietary director   | Mgmt       | For     |
| 6  | Appointment of Auditors for the Company and its Group for fiscal years 2012 through 2014, both inclusive   | Mgmt       | For     |
| 7  | Motion to amend the Articles of Association: clause 15 (the General Meeting), clause 17 (Notice. Universal General Meetings), clause 20 (Representation at the General Meeting), clause 23 (Passing of Resolutions), clause 28 (Convening and quorum of Board Meetings. Passing of resolutions), clause 31 (Audit and Control Committee), clause 32 (Nomination and Remuneration Committee), clause 40 (Depositing of the accounts) and clause 42 (Procedure as to liquidation)  | Mgmt       | For     |
| 8  | Motion to amend the General Meeting of Shareholders' Regulations: section 4 (The General Meeting), section 6 (Powers of the General Meeting), section 8 (Notice), section 9 (Information available from notice), section 10 (Right to information prior to the General Meeting), section 12 (Proxies), section 13 (Proxy solicitation), section 20 (Speeches and questions by shareholders), section 22 (Voting of the proposed resolutions), section 28 (Publicity of the resolutions) and motion to introduce section 10bis (Electronic Forum of Shareholders) | Mgmt       | For     |
| 9  | Authorization to the Board of Directors for the derivative acquisition of treasury stock, superseding the authorization approved by the Annual General Meeting held in 2010  | Mgmt       | For     |
| 10 | Approval of the corporate web page (www.inditex.com)   | Mgmt       | For     |
| 11 | Consultative vote of the Annual report on Directors' compensation  | Mgmt       | Against |
| 12 | Information provided to the Annual General   | Non-Voting |         |

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

Meeting of Shareholders about the amendment  
of the Board of Directors' Regulations

|    |   |      |     |
|----|---|------|-----|
| 13 | Granting of powers for the implementation<br>of resolutions | Mgmt | For |
|----|---|------|-----|

-----  
INTERNATIONAL BUSINESS MACHINES CORP.

Agem

-----  
Security: 459200101  
Meeting Type: Annual  
Meeting Date: 30-Apr-2013  
Ticker: IBM  
ISIN: US4592001014  
-----

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.J.P. BELDA  | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: W.R. BRODY  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: K.I. CHENAULT   | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: M.L. ESKEW  | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: D.N. FARR   | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: S.A. JACKSON  | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: A.N. LIVERIS  | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: W.J. MCNERNEY, JR.  | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: J.W. OWENS  | Mgmt             | For           |
| 1J.    | ELECTION OF DIRECTOR: V.M. ROMETTY  | Mgmt             | For           |
| 1K.    | ELECTION OF DIRECTOR: J.E. SPERO  | Mgmt             | For           |
| 1L.    | ELECTION OF DIRECTOR: S. TAUREL   | Mgmt             | For           |
| 1M.    | ELECTION OF DIRECTOR: L.H. ZAMBRANO   | Mgmt             | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71) | Mgmt             | For           |
| 3.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION<br>(PAGE 72)                                      | Mgmt             | For           |
| 4.     | STOCKHOLDER PROPOSAL FOR DISCLOSURE OF<br>LOBBYING POLICIES AND PRACTICES (PAGE 73)       | Shr              | Against       |
| 5.     | STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY<br>WRITTEN CONSENT (PAGE 74)                  | Shr              | For           |
| 6.     | STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD<br>CHAIR (PAGE 75)                              | Shr              | For           |

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

7. STOCKHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK (PAGE 76) Shr For

INTESA SANPAOLO SPA, TORINO/MILANO Agen

Security: T55067101  
 Meeting Type: EGM  
 Meeting Date: 29-Oct-2012  
 Ticker:  
 ISIN: IT0000072618

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THE ITALIAN LANGUAGE AGENDA IS AVAILABLE BY CLICKING ON THE URL LINK:<br><a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_142562.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_142562.PDF</a>   | Non-Voting    |               |
| 1      | Amendments to Articles 5 (Share capital), 7 (Shareholders' Meeting), 9 (Right to attend and vote in the Shareholders' Meeting), 10 (Chair and conduct of the Meeting. Secretary), 13 (Management Board), 15 (Remuneration of members of the Management Board who are appointed to particular positions), 16 (Meetings and resolutions of the Management Board), 17 (Powers of the Management Board), 18 (Chairman of the Management Board), 22 (Supervisory Board), 23 (Election of the Supervisory Board), 24 (Meetings and resolutions of the Supervisory Board), 25 (Competence of the Supervisory Board), 27 (General Managers), 29 (Savings shares); insertion of the new Article 36 (Provisions on gender balance in the structure of the administrative and control bodies. Additional amendments to the Articles of Association introduced by the CONTD | Mgmt          | For           |
| CONT   | CONTD Shareholders' Meeting on 29 October 2012)   | Non-Voting    |               |

JOHNSON & JOHNSON Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: JNJ  
 ISIN: US4781601046



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

| 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: MICHAEL M.E. JOHNS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST  | 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 PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK   | Shr           | For           |
| 5.     | SHAREHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS AND CORPORATE VALUES  | Shr           | Against       |
| 6.     | SHAREHOLDER PROPOSAL ON INDEPENDENT BOARD CHAIRMAN  | Shr           | Against       |

JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: JPM  
 ISIN: US46625H1005

| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES A. BELL | Mgmt          | For           |

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

|     |   |      |         |
|-----|---|------|---------|
| 1B. | ELECTION OF DIRECTOR: CRANDALL C. BOWLES  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: STEPHEN B. BURKE  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: DAVID M. COTE   | Mgmt | Against |
| 1E. | ELECTION OF DIRECTOR: JAMES S. CROWN  | Mgmt | Against |
| 1F. | ELECTION OF DIRECTOR: JAMES DIMON   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: ELLEN V. FUTTER   | Mgmt | Against |
| 1I. | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: LEE R. RAYMOND  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: WILLIAM C. WELDON   | Mgmt | For     |
| 2.  | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt | For     |
| 3.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION   | Mgmt | For     |
| 4.  | AMENDMENT TO THE FIRM'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY WRITTEN CONSENT  | Mgmt | For     |
| 5.  | REAPPROVAL OF KEY EXECUTIVE PERFORMANCE PLAN  | Mgmt | For     |
| 6.  | REQUIRE SEPARATION OF CHAIRMAN AND CEO  | Shr  | Against |
| 7.  | REQUIRE EXECUTIVES TO RETAIN SIGNIFICANT STOCK UNTIL REACHING NORMAL RETIREMENT AGE                               | Shr  | Against |
| 8.  | ADOPT PROCEDURES TO AVOID HOLDING OR RECOMMENDING INVESTMENTS THAT CONTRIBUTE TO HUMAN RIGHTS VIOLATIONS          | Shr  | Against |
| 9.  | DISCLOSE FIRM PAYMENTS USED DIRECTLY OR INDIRECTLY FOR LOBBYING, INCLUDING SPECIFIC AMOUNTS AND RECIPIENTS' NAMES | Shr  | Against |

-----  
 KINGFISHER PLC, LONDON

Agen

-----  
 Security: G5256E441  
 Meeting Type: AGM  
 Meeting Date: 13-Jun-2013  
 Ticker:  
 ISIN: GB0033195214  
 -----

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

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

|    |  |      |     |
|----|--|------|-----|
| 1  | That the audited accounts for the year ended 2 February 2013 together with the directors' and auditor's report thereon be received   | Mgmt | For |
| 2  | That the directors' remuneration report for the year ended 2 February 2013 be approved   | Mgmt | For |
| 3  | That a final dividend of 6.37 pence per ordinary share be declared for payment on 17 June 2013 to those shareholders on the register at the close of business on 10 May 2013 | Mgmt | For |
| 4  | That Daniel Bernard be re-appointed as a director of the company   | Mgmt | For |
| 5  | That Andrew Bonfield be re-appointed as a director of the company  | Mgmt | For |
| 6  | That Pascal Cagni be re-appointed as a director of the company   | Mgmt | For |
| 7  | That Clare Chapman be re-appointed as a director of the company  | Mgmt | For |
| 8  | That Ian Cheshire be re-appointed as a director of the company   | Mgmt | For |
| 9  | That Anders Dahlvig be re-appointed as a director of the company   | Mgmt | For |
| 10 | That Janis Kong be re-appointed as a director of the company   | Mgmt | For |
| 11 | That Kevin O'Byrne be re-appointed as a director of the company  | Mgmt | For |
| 12 | That Mark Seligman be re-appointed as a director of the company  | Mgmt | For |
| 13 | That Philippe Tible be appointed as a director of the company  | Mgmt | For |
| 14 | That Karen Witts be appointed as a director of the company   | Mgmt | For |
| 15 | That Deloitte LLP be re-appointed as auditor of the company to hold office until the conclusion of the next general meeting at which accounts are laid before the company    | Mgmt | For |
| 16 | That the Audit committee of the Board be authorised to determine the remuneration of the auditor   | Mgmt | For |
| 17 | That in accordance with section 366 of the companies Act 2006, Kingfisher PLC and its subsidiaries are hereby authorised, at any time during the period for which this       | Mgmt | For |

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

resolution has effect, to: i) make political donations to political parties, political organisations other than political parties and/or independent election candidates not exceeding GBP 75,000 in total; and ii) incur political expenditure not exceeding GBP 75,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed GBP 75,000 during the period from the date of this resolution until the conclusion of the next AGM of the company or, if earlier, on 1 August 2014. For the purpose of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' CONTD

|      |   |            |     |
|------|---|------------|-----|
| CONT | CONTD and 'political expenditure' have the meanings set out in sections 363 to 365 of the companies Act 2006  | Non-Voting |     |
| 18   | That the directors be generally and unconditionally authorised, pursuant to section 551 of the companies Act 2006, to allot shares in the company, and to grant rights to subscribe for or to convert any security into shares in the company: i) up to an aggregate nominal amount of GBP 124,279,699; and ii) comprising equity securities (as defined in section 560(1) of the companies Act 2006) up to an aggregate nominal amount of GBP 248,559,398 (including within such limit any shares issued or rights granted under paragraph i) above) in connection with an offer by way of a rights issue: a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and b) to holders of other equity securities as required by the rights of those securities or, if the directors consider it necessary, as CONTD | Mgmt       | For |
| CONT | CONTD permitted by the rights of those securities, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. Such authority shall apply (unless previously renewed, varied or revoked by the company in general meeting) until the conclusion of the next AGM of the company (or if earlier, until the close of business on 1 August 2014), but in each case, so that the company may make offers or enter into any agreements during this period which would  | Non-Voting |     |

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

|      |   |            |     |
|------|---|------------|-----|
|      | or might require relevant securities to be allotted or rights to subscribe for or convert any security shares into shares to be granted, CONTD  |            |     |
| CONT | CONTD after expiry of this authority and the directors may allot relevant securities and grant such rights in pursuance of that offer or agreement as if this authority had not expired   | Non-Voting |     |
| 19   | That subject to the passing of resolution 18, the directors be and are hereby generally and unconditionally empowered pursuant to section 570 of the companies Act 2006 to allot equity securities (as defined in section 560(2) of the companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(3) of the companies Act 2006, as if section 561 of the companies Act 2006 did not apply to such allotment, provided that this power shall be limited: i) to the allotment of equity securities in connection with an offer of equity securities (but in case of the authority granted under paragraph ii) of resolution 18), by way of a rights issue only); a) to ordinary shareholders in proportion (as nearly may be practicable) to their CONTD | Mgmt       | For |
| CONT | CONTD respective existing holdings; and b) to holders of other equity securities, as required by the rights of those securities or, as the directors otherwise consider necessary, ii) in the case of the authority granted under paragraph i) of resolution 18, to the allotment (otherwise than under paragraph i) above) of equity securities up to a nominal value of GBP 18,641,954 and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. Such authorities shall apply until the conclusion of the next AGM (or if earlier, the close of business on 1 August 2014) but in each case, so that CONTD | Non-Voting |     |
| CONT | CONTD the company may make offers or enter into any agreements during the period which would or might require equity securities to be allotted after the expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired  | Non-Voting |     |

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

20 That the company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the companies Act 2006) of its ordinary shares of 155/7 pence each in the capital of the company provided that: i) the maximum number of ordinary shares which may be purchased is 237,261,243 being just under 10% of the company's issued share capital as at 12 April 2013; ii) the minimum price (exclusive of stamp duty and expenses) which may be paid for an ordinary share is 155/7 pence; iii) the maximum price (exclusive of stamp duty and expenses) which may be paid for each ordinary share is the higher of: a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the company as derived from the London Stock Exchange daily official List for the five business

Mgmt

For

CONTD days immediately prior to the day on which the ordinary share is contracted to be purchased; and b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as stipulated by Article 5(1) of the Buy Back and Stabilisation Regulations 2003 (in each case exclusive of expenses); and iv) the authority shall expire at the conclusion of next year's AGM (or, if earlier, on 1 August 2014); and v) a contract to purchase ordinary shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority

Non-Voting

21 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice

Mgmt

For

PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION OF TEXT IN RESOLUTION 10. 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

---

KRAFT FOODS GROUP, INC.

Agen

---

Security: 50076Q106  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: KRFT

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

ISIN: US50076Q1067

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ABELARDO E. BRU   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JEANNE P. JACKSON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: E. FOLLIN SMITH   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF AN EXECUTIVE COMPENSATION VOTE.   | Mgmt          | 1 Year        |
| 4.     | APPROVAL OF THE MATERIAL TERMS FOR PERFORMANCE-BASED AWARDS UNDER THE KRAFT FOODS GROUP, INC. 2012 PERFORMANCE INCENTIVE PLAN.        | Mgmt          | For           |
| 5.     | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 28, 2013. | Mgmt          | For           |
| 6.     | SHAREHOLDER PROPOSAL: LABEL GENETICALLY ENGINEERED PRODUCTS.  | Shr           | Against       |

LINDE AG, MUENCHEN

Agen

Security: D50348107  
 Meeting Type: AGM  
 Meeting Date: 29-May-2013  
 Ticker:  
 ISIN: DE0006483001

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). FOR QUESTIONS IN THIS REGARD PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE FOR CLARIFICATION. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF | Non-Voting    |               |

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

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

PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 08.05.2013, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE-1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.

Non-Voting

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 14.05.2013. 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 financial statements and annual report for the 2012 financial year with the report of the Supervisory Board, the group financial statements, the group annual report, and the report pursuant to Sections 289(4) and 315(4) of the German Commercial Code  | Non-Voting |     |
| 2. | Resolution on the appropriation of the distributable profit of EUR 500,010,213.60 as follows: Payment of a dividend of EUR 2.70 per no-par share Ex-dividend and payable date: May 30, 2013  | Mgmt       | For |
| 3. | Ratification of the acts of the Board of MDs   | Mgmt       | For |
| 4. | Ratification of the acts of the Supervisory Board  | Mgmt       | For |
| 5. | Appointment of auditors for the 2013 financial year: KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin   | Mgmt       | For |
| 6. | Resolution on the revocation of the existing authorized capital I, the creation of a new authorized capital I, and the corresponding amendment to the articles of association. The existing authorized capital I shall be revoked. The Board of MDs shall be authorized, with the consent of the Supervisory Board, to increase the share capital by up to EUR 47,000,000 through the issue of up to 18,359.375 new bearer no-par shares against contributions in cash and/or kind, on or before May 28, 2018 (authorized capital I). Shareholders shall be granted subscription rights except for residual amounts, for the granting of such rights to holders of option or | Mgmt       | For |



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

|     |   |      |         |
|-----|---|------|---------|
|     | conversion rights, for a capital increase of up to 10 pct. of the share capital against contributions in cash if the shares are issued at a price not materially below their market price, for the issue of shares against contributions in kind, and for the issue of employee shares of up to EUR 3,500,000   |      |         |
| 7.  | Resolution on the authorization to issue convertible and/or warrant bonds, the creation of contingent capital, and the corresponding amendment to the articles of association. The existing authorization given by the shareholder's meeting of May 4, 2010, to issue bonds and create contingent capital shall be revoked. The Board of MDs shall be authorized, with the consent of the Supervisory Board, to issue bearer or registered bonds of up to EUR 3,500,000,000 conferring conversion and/or option rights for shares of the company, on or before May 28, 2018. Shareholders shall be granted subscription rights except for residual amounts, for the issue of bonds conferring conversion and/or option rights for shares of the company of up to 10 pct. of the share capital at a price not materially below their theoretical market value, and for the granting of such rights to holders of conversion or option rights. The company's share capital shall be increased accordingly by up to EUR 47,000,000 through the issue of up to 18,359,375 new no-par shares, insofar as conversion and/or option rights are exercised (contingent capital 2013) | Mgmt | For     |
| 8.  | Resolution on the revocation of the existing contingent capital 2002 and the corresponding amendment to the articles of association   | Mgmt | For     |
| 9.1 | Elections to the Supervisory Board: Ann-Kristin Achleitner  | Mgmt | For     |
| 9.2 | Elections to the Supervisory Board: Clemens Boersig   | Mgmt | For     |
| 9.3 | Elections to the Supervisory Board: Michael Diekmann  | Mgmt | Against |
| 9.4 | Elections to the Supervisory Board: Franz Fehrenbach  | Mgmt | For     |
| 9.5 | Elections to the Supervisory Board: Klaus-Peter Mueller   | Mgmt | For     |
| 9.6 | Elections to the Supervisory Board: Manfred Schneider   | Mgmt | For     |
| 9.7 | Elections to the Supervisory Board,   | Mgmt | For     |

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

|      |  |      |     |
|------|--|------|-----|
|      | Substitute member: Mathias Otto  |      |     |
| 9.8  | Elections to the Supervisory Board,<br>Substitute member: Guenter Hugger   | Mgmt | For |
| 10.1 | Resolution on further amendments of the<br>Articles of Association: Resolution on the<br>amendment of number 2.1 of the Articles of<br>Association (Object of the Company)                   | Mgmt | For |
| 10.2 | Resolution on further amendments of the<br>Articles of Association: Resolution on the<br>amendment of number 7.1 of the Articles of<br>Association (Composition of the Supervisory<br>Board) | Mgmt | For |
| 10.3 | Resolution on further amendments of the<br>Articles of Association: Resolution on the<br>amendment of number 11 of the Articles of<br>Association (Remuneration of the<br>Supervisory Board) | Mgmt | For |
| 10.4 | Resolution on further amendments of the<br>Articles of Association: Resolution on the<br>amendment of number 17.1 of the Articles of<br>Association (Announcements of the Company)           | Mgmt | For |

---

LVMH MOET HENNESSY LOUIS VUITTON SA, PARIS

Agen

Security: F58485115  
Meeting Type: MIX  
Meeting Date: 18-Apr-2013  
Ticker:  
ISIN: FR0000121014

---

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| CMMT   | PLEASE NOTE IN THE FRENCH MARKET THAT THE<br>ONLY VALID VOTE OPTIONS ARE "FOR" AND<br>"AGAINST" A VOTE OF "ABSTAIN" WILL BE<br>TREATED AS AN "AGAINST" VOTE.  | Non-Voting       |               |
| CMMT   | THE FOLLOWING APPLIES TO NON-RESIDENT<br>SHAREOWNERS ONLY: PROXY CARDS: VOTING<br>INSTRUCTIONS WILL BE FORWARDED TO THE<br>GLOBAL CUSTODIANS ON THE VOTE DEADLINE<br>DATE. IN CAPACITY AS REGISTERED<br>INTERMEDIARY, THE GLOBAL CUSTODIANS WILL<br>SIGN THE PROXY CARDS AND FORWARD THEM TO<br>THE LOCAL CUSTODIAN. IF YOU REQUEST MORE<br>INFORMATION, PLEASE CONTACT YOUR CLIENT<br>REPRESENTATIVE | Non-Voting       |               |
| CMMT   | PLEASE NOTE THAT IMPORTANT ADDITIONAL<br>MEETING INFORMATION IS AVAILABLE BY<br>CLICKING ON THE MATERIAL URL LINK:  | Non-Voting       |               |

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

<https://balo.journal-officiel.gouv.fr/pdf/2013/0313/201303131300596.pdf> PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ARTICLE NUMBER IN RESOLUTION E.24 AND ADDITION OF URL LINK:  
<https://balo.journal-officiel.gouv.fr/pdf/2013/0329/201303291300933.pdf>. 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.

|      |  |      |         |
|------|--|------|---------|
| 0.1  | Approval of the corporate financial statements for the financial year ended December 31, 2012  | Mgmt | For     |
| 0.2  | Approval of the consolidated financial statements for the financial year ended December 31, 2012   | Mgmt | For     |
| 0.3  | Approval of the regulated agreements   | Mgmt | Against |
| 0.4  | Allocation of income and distribution of the dividend  | Mgmt | For     |
| 0.5  | Renewal of term of Mr. Bernard Arnault as Board member   | Mgmt | Against |
| 0.6  | Renewal of term of Mrs. Bernadette Chirac as Board member  | Mgmt | For     |
| 0.7  | Renewal of term of Mr. Nicholas Clive Worms as Board member  | Mgmt | For     |
| 0.8  | Renewal of term of Mr. Charles de Croisset as Board member   | Mgmt | For     |
| 0.9  | Renewal of term of Mr. Francesco Trapani as Board member   | Mgmt | For     |
| 0.10 | Renewal of term of Mr. Hubert Vedrine as Board member  | Mgmt | For     |
| 0.11 | Authorization to be granted to the Board of Directors to trade in Company's shares   | Mgmt | For     |
| E.12 | Authorization to be granted to the Board of Directors to reduce share capital by cancellation of shares  | Mgmt | For     |
| E.13 | Delegation of authority to be granted to the Board of Directors to increase capital by incorporation of reserves, profits, premiums or other amounts | Mgmt | For     |
| E.14 | Delegation of authority to be granted to the Board of Directors to increase share capital while maintaining preferential subscription rights         | Mgmt | For     |
| E.15 | Delegation of authority to be granted to the Board of Directors to increase share  | Mgmt | Against |

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

|      |   |      |         |
|------|---|------|---------|
|      | capital without preferential subscription rights by public offering   |      |         |
| E.16 | Delegation of authority to be granted to the Board of Directors to increase share capital without preferential subscription rights through an offer as private placement to qualified investors or a limited group of investors   | Mgmt | Against |
| E.17 | Authorization to be granted to the Board of Directors to set the issue price of shares and/or securities giving access to capital according to specific terms within the limit of 10% of capital per year, in case of share capital increase via an issuance without preferential subscription rights to shares | Mgmt | Against |
| E.18 | Delegation of authority to be granted to the Board of Directors to increase the amount of issuances in case of surplus demands  | Mgmt | Against |
| E.19 | Delegation of authority to be granted to the Board of Directors to increase capital in the context of a public exchange offer   | Mgmt | Against |
| E.20 | Delegation of authority to be granted to the Board of Directors to increase capital, in consideration for in-kind contributions   | Mgmt | For     |
| E.21 | Delegation of authority to be granted to the Board of Directors to increase capital with cancellation of preferential subscription rights in favor of employees of the Group  | Mgmt | For     |
| E.22 | Setting an overall ceiling for capital increases decided in accordance with the delegations of authority  | Mgmt | For     |
| E.23 | Authorization to be granted to the Board of Directors to allocate free shares to employees and corporate officers of the Group  | Mgmt | Against |
| E.24 | Amendment to the Bylaws: 18 and 19  | Mgmt | Against |

---

LYONDELLBASELL INDUSTRIES N.V.

Agen

Security: N53745100  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: LYB  
ISIN: NL0009434992

---

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

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>JACQUES AIGRAIN<br>SCOTT M. KLEINMAN<br>BRUCE A. SMITH                                  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | ADOPTION OF ANNUAL ACCOUNTS FOR 2012  | Mgmt                 | For               |
| 3.     | DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD                                     | Mgmt                 | For               |
| 4.     | DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD  | Mgmt                 | For               |
| 5.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM     | Mgmt                 | For               |
| 6.     | APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS | Mgmt                 | For               |
| 7.     | APPROVAL OF COMPENSATION OF THE MEMBERS OF THE SUPERVISORY BOARD                                    | Mgmt                 | For               |
| 8.     | RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2012 FISCAL YEAR                           | Mgmt                 | For               |
| 9.     | ADVISORY 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 SHARE CAPITAL HELD IN TREASURY                                      | Mgmt                 | For               |
| 12.    | APPROVAL TO AMEND ARTICLES OF ASSOCIATION   | Mgmt                 | For               |

-----  
 MACY'S INC.

Agen

-----  
 Security: 55616P104  
 Meeting Type: Annual  
 Meeting Date: 17-May-2013  
 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           |

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

|     |   |      |     |
|-----|---|------|-----|
| 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 FEBRUARY 1, 2014. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt | For |

---

MCDONALD'S CORPORATION

Agen

Security: 580135101  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: MCD  
 ISIN: US5801351017

---

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WALTER E. MASSEY   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROGER W. STONE   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MILES D. WHITE   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2013.               | Mgmt          | For           |
| 4.     | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN ANNUAL REPORT ON EXECUTIVE COMPENSATION, IF PRESENTED. | Shr           | Against       |
| 5.     | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN EXECUTIVE STOCK RETENTION POLICY, IF PRESENTED.        | Shr           | For           |

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

- |    |   |     |         |
|----|---|-----|---------|
| 6. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A HUMAN RIGHTS REPORT, IF PRESENTED. | Shr | Against |
| 7. | ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING A NUTRITION REPORT, IF PRESENTED.    | Shr | Against |

-----  
MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 28-Nov-2012  
Ticker: MSFT  
ISIN: US5949181045

| 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.    | ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)                                 | Mgmt          | For           |
| 11.    | APPROVAL OF EMPLOYEE STOCK PURCHASE PLAN (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL)  | Mgmt          | For           |
| 12.    | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2013 (THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL) | Mgmt          | For           |
| 13.    | SHAREHOLDER PROPOSAL - ADOPT CUMULATIVE VOTING (THE BOARD RECOMMENDS A VOTE AGAINST THIS PROPOSAL)                                    | Shr           | Against       |

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

-----  
 MONDELEZ INTL, INC

Agen

Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2013  
 Ticker: MDLZ  
 ISIN: US6092071058  
 -----

| 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: FREDRIC G. REYNOLDS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: IRENE B. ROSENFELD   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PATRICK T. SIEWERT   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RUTH J. SIMMONS  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RATAN N. TATA  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: J.F. VAN BOXMEER   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR 2013              | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL: REPORT ON EXTENDED PRODUCER RESPONSIBILITY                             | Shr           | Against       |
| 5.     | SHAREHOLDER PROPOSAL: SUSTAINABILITY REPORT ON GENDER EQUALITY IN THE COMPANY'S SUPPLY CHAIN | Shr           | Abstain       |

-----  
 MONSANTO COMPANY

Agen

Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 31-Jan-2013  
 Ticker: MON  
 ISIN: US61166W1018  
 -----



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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARTHUR H. HARPER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GWENDOLYN S. KING  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JON R. MOELLER   | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.  | Mgmt          | For           |
| 3.     | ADVISORY, (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | APPROVAL OF AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY TO DECLASSIFY THE BOARD. | Mgmt          | For           |
| 5.     | SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.                                    | Shr           | Against       |

-----  
 MUENCHENER RUECKVERSICHERUNGS-GESELLSCHAFT AKTIENG

-----  
 Agen

-----  
 Security: D55535104  
 Meeting Type: AGM  
 Meeting Date: 25-Apr-2013  
 Ticker:  
 ISIN: DE0008430026  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | Please note that for Registered Share meetings in Germany there is now a requirement that any shareholder who holds an aggregate total of 3 per cent 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 to the respective sub custodian. If you require further information with regard to whether such BO registration will be conducted for your custodian's accounts, please contact your CSR for more information. | Non-Voting    |               |

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

|     |   |            |
|-----|---|------------|
|     | <p>The sub custodians have also advised that voted shares are not blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the deregistration date a voting instruction cancellation and de-registration request needs to be sent to your CSR or Custodian. Failure to de-register the shares before settlement date could result in the settlement being delayed. Please also be aware that although some issuers permit the deregistration of shares at deregistration date, some shares may remain registered up until meeting date. If you are considering settling a traded voted position prior to the meeting date of this event, please contact your CSR or custodian to ensure your shares have been deregistered.</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 INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p>  | Non-Voting |
|     | <p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 10 APR 2013. 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.</p>   | Non-Voting |
| 1.a | <p>Submission of the report of the Supervisory Board and the corporate governance report including the remuneration report for the</p>  | Non-Voting |

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

financial year 2012

|     |   |            |         |
|-----|---|------------|---------|
| 1.b | Submission of the adopted Company financial statements and management report for the financial year 2012, the approved consolidated financial statements and management report for the Group for the financial year 2012, and the explanatory report on the information in accordance with Sections 289 PARA. 4 and 315 PARA. 4 of the German Commercial Code | Non-Voting |         |
| 2.  | Resolution on the appropriation of the net retained profits from the financial year 2012  | Mgmt       | No vote |
| 3.  | Resolution to approve the actions of the Board of Management  | Mgmt       | No vote |
| 4.  | Resolution to approve the actions of the Supervisory Board  | Mgmt       | No vote |
| 5.  | Resolution to approve the remuneration system for the Board of Management   | Mgmt       | No vote |
| 6.  | Resolution to appoint a member of the Supervisory Board: Prof. Dr. Dr. Ann-Kristin Achleitner   | Mgmt       | No vote |
| 7.  | Resolution to amend Article 15 of the Articles of Association (remuneration of the Supervisory Board)   | Mgmt       | No vote |
| 8.  | Resolution to cancel the existing authorisation for increasing the share capital under "Authorised Capital Increase 2009", to replace this with a new authorisation "Authorised Capital Increase 2013", and to amend Article 4 of the Articles of Association   | Mgmt       | No vote |

-----  
 NATIONAL GRID PLC, LONDON

Agen

-----  
 Security: G6375K151  
 Meeting Type: AGM  
 Meeting Date: 30-Jul-2012  
 Ticker:  
 ISIN: GB00B08SNH34  
 -----

| 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 elect Sir Peter Gershon                | Mgmt          | For           |

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

|    |   |      |     |
|----|---|------|-----|
| 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 Ken Harvey  | Mgmt | For |
| 9  | To re-elect Linda Adamany   | Mgmt | For |
| 10 | To re-elect Philip Aiken  | Mgmt | For |
| 11 | To elect Nora Brownell  | Mgmt | For |
| 12 | To elect Paul Golby   | Mgmt | For |
| 13 | To elect Ruth Kelly   | Mgmt | For |
| 14 | To re-elect Maria Richter   | Mgmt | For |
| 15 | To re-elect George Rose   | Mgmt | For |
| 16 | To reappoint the auditors<br>PricewaterhouseCoopers LLP                         | Mgmt | For |
| 17 | To authorise the Directors to set the<br>auditors' remuneration                 | Mgmt | For |
| 18 | To approve the Directors Remuneration<br>Report                                 | Mgmt | For |
| 19 | To authorise the Directors to allot<br>ordinary shares                          | Mgmt | For |
| 20 | To disapply pre-emption rights  | Mgmt | For |
| 21 | To authorise the Company to purchase its<br>own ordinary shares                 | Mgmt | For |
| 22 | To authorise the Directors to hold general<br>meetings on 14 clear days' notice | Mgmt | For |
| 23 | To amend the existing Articles of<br>Association                                | Mgmt | For |

-----  
NESTLE SA, CHAM UND VEVEY

Agen

-----  
Security: H57312649  
Meeting Type: AGM  
Meeting Date: 11-Apr-2013  
Ticker:  
ISIN: CH0038863350  
-----

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

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

|       | Type       |  |
|-------|------------|--|
| CMMT  | Non-Voting | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE. |
| CMMT  | Non-Voting | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 151749, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.                      |
| 1.1   | Mgmt       | For<br>Approval of the Annual Report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2012   |
| 1.2   | Mgmt       | For<br>Acceptance of the Compensation Report 2012 (advisory vote)  |
| 2     | Mgmt       | For<br>Release of the members of the Board of Directors and of the Management  |
| 3     | Mgmt       | For<br>Appropriation of profits resulting from the balance sheet of Nestle S.A. (proposed dividend) for the financial year 2012  |
| 4.1.1 | Mgmt       | For<br>Re-elections to the Board of Directors: Mr. Peter Brabeck-Letmathe  |
| 4.1.2 | Mgmt       | For<br>Re-elections to the Board of Directors: Mr. Steven G. Hoch  |
| 4.1.3 | Mgmt       | For<br>Re-elections to the Board of Directors: Ms. Titia de Lange  |
| 4.1.4 | Mgmt       | For<br>Re-elections to the Board of Directors: Mr. Jean-Pierre Roth  |
| 4.2   | Mgmt       | For<br>Election to the Board of Directors Ms. Eva Cheng  |
| 4.3   | Mgmt       | For<br>Re-election of the statutory auditors KPMG SA, Geneva branch  |
| CMMT  | Non-Voting | 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   |

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

FOLLOWING INSTRUCTION: 1 OPTION EITHER 5.A, 5.B OR 5.C NEED TO BE INSTRUCTED (WITH YES) TO SHOW, WHICH VOTING OPTION INVESTOR CHOSE IN THE EVENT OF NEW OR MODIFIED PROPOSALS

|     |   |     |         |
|-----|---|-----|---------|
| 5.A | MANAGEMENT RECOMMENDS A FOR VOTE ON THIS PROPOSAL: Vote in accordance with the proposal of the Board of Directors | Shr | No vote |
| 5.B | Vote against the proposal of the Board of Directors   | Shr | No vote |
| 5.C | Abstain   | Shr | For     |

NETFLIX, INC.

Agen

Security: 64110L106  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2013  
 Ticker: NFLX  
 ISIN: US64110L1061

| Prop.# | Proposal   | Proposal Type        | Proposal Vote                    |
|--------|--|----------------------|----------------------------------|
| 1.     | DIRECTOR<br>TIMOTHY M. HALEY<br>ANN MATHER<br>LESLIE KILGORE   | 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, 2013. | Mgmt                 | For                              |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.   | Mgmt                 | For                              |
| 4.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF PROPERLY PRESENTED AT THE MEETING.                              | Shr                  | For                              |
| 5.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS, IF PROPERLY PRESENTED AT THE MEETING.           | Shr                  | For                              |
| 6.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING.                                  | Shr                  | For                              |
| 7.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS, IF PROPERLY PRESENTED AT THE MEETING.                               | Shr                  | Against                          |
| 8.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING SIMPLE MAJORITY VOTE RIGHT, IF   | Shr                  | For                              |

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

PROPERLY PRESENTED AT THE MEETING.

-----  
 NIKE, INC.

Agen

-----  
 Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 20-Sep-2012  
 Ticker: NKE  
 ISIN: US6541061031  
 -----

| 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 AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK.       | Mgmt                 | For               |
| 4.     | TO RE-APPROVE AND AMEND THE NIKE, INC. LONG-TERM INCENTIVE PLAN.  | Mgmt                 | For               |
| 5.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |
| 6.     | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.                          | Shr                  | Against           |

-----  
 NOVO NORDISK A/S, BAGSVAERD

Agen

-----  
 Security: K7314N152  
 Meeting Type: AGM  
 Meeting Date: 20-Mar-2013  
 Ticker:  
 ISIN: DK0060102614  
 -----

| 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 | Non-Voting    |               |

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

INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE

|       |  |            |     |
|-------|--|------------|-----|
| CMMT  | PLEASE NOTE THAT IF THE CHAIRMAN OF THE BOARD OR A BOARD MEMBER IS APPOINTED AS PROXY, WHICH IS OFTEN THE CASE, CLIENTS CAN ONLY EXPECT THEM TO ACCEPT PRO-MANAGEMENT VOTES. THE ONLY WAY TO GUARANTEE THAT ABSTAIN AND/OR AGAINST VOTES ARE REPRESENTED AT THE MEETING IS TO SEND YOUR OWN REPRESENTATIVE. THE SUB CUSTODIAN BANKS OFFER REPRESENTATION SERVICES FOR AN ADDED FEE IF REQUESTED. THANK YOU | Non-Voting |     |
| CMMT  | PLEASE BE ADVISED THAT SOME OF SUBCUSTODIANS IN DENMARK REQUIRE THE SHARES TO BE REGISTERED IN SEGREGATED ACCOUNTS BY REGISTRATION DEADLINE IN ORDER TO PROVIDE VOTING SERVICE. PLEASE CONTACT YOUR GLOBAL CUSTODIAN TO FIND OUT IF THIS REQUIREMENT APPLIES TO YOUR SHARES AND, IF SO, YOUR SHARES ARE REGISTERED IN A SEGREGATED ACCOUNT FOR THIS GENERAL MEETING.                                       | Non-Voting |     |
| 2     | Adoption of the audited Annual Report 2012   | Mgmt       | For |
| 3.1   | Approve remuneration of directors for 2012 in the aggregate amount of DKK 9.4 million  | Mgmt       | For |
| 3.2   | Approve remuneration of directors for 2013 in the amount of DKK 1.5 million for chairman, DKK 1 million for vice chairman, and base amount of DKK 500,000 for other members approve remuneration for committee work  | Mgmt       | For |
| 4     | Approve allocation of income and dividends of DKK 18 per share   | Mgmt       | For |
| 5.1   | The Board of Directors proposes election of Goran Ando as chairman   | Mgmt       | For |
| 5.2   | The Board of Directors proposes election of Jeppe Christiansen as vice chairman  | Mgmt       | For |
| 5.3.a | Election of other members to the Board of Directors: Bruno Angelici  | Mgmt       | For |
| 5.3.b | Election of other members to the Board of Directors: Henrik Gurtler  | Mgmt       | For |
| 5.3.c | Election of other members to the Board of Directors: Liz Hewitt  | Mgmt       | For |
| 5.3.d | Election of other members to the Board of Directors: Thomas Paul Koestler  | Mgmt       | For |
| 5.3.e | Election of other members to the Board of Directors: Hannu Ryopponen   | Mgmt       | For |
| 6     | Re-appointment of PricewaterhouseCoopers as  | Mgmt       | For |



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

auditor

|      |   |            |     |
|------|---|------------|-----|
| 7.1  | Proposals from the Board of Directors:<br>Reduction of the Company's B share capital<br>from DKK 452,512,800 to DKK 442,512,800   | Mgmt       | For |
| 7.2  | Proposals from the Board of Directors:<br>approve creation of up to DKK 78 million<br>pool of capital with or without pre-emptive<br>rights   | Mgmt       | For |
| 7.3  | Proposals from the Board of Directors:<br>Authorisation of the Board of Directors to<br>allow the Company to repurchase own shares  | Mgmt       | For |
| 7.4  | Proposals from the Board of Directors:<br>Adoption of revised Remuneration Principles   | Mgmt       | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO<br>CHANGE IN TEXT OF RESOLUTIONS 3.1, 3.2, 4<br>AND 7.2. IF YOU HAVE ALREADY SENT IN YOUR<br>VOTES, PLEASE DO NOT RETURN THIS PROXY FORM<br>UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL<br>INSTRUCTIONS. THANK YOU. | Non-Voting |     |

-----  
OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
Meeting Type: Annual  
Meeting Date: 03-May-2013  
Ticker: OXY  
ISIN: US6745991058

-----

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SPENCER ABRAHAM     | Mgmt          | Against       |
| 1B.    | ELECTION OF DIRECTOR: HOWARD I. ATKINS    | Mgmt          | Against       |
| 1C.    | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN | Mgmt          | Against       |
| 1E.    | ELECTION OF DIRECTOR: JOHN E. FEICK       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARGARET M. FORAN   | Mgmt          | Against       |
| 1G.    | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RAY R. IRANI        | Mgmt          | Against       |
| 1I.    | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN | Mgmt          | Against       |
| 1J.    | ELECTION OF DIRECTOR: AZIZ D. SYRIANI     | Mgmt          | Against       |
| 2.     | ADVISORY VOTE APPROVING EXECUTIVE         | Mgmt          | Against       |

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

### COMPENSATION

|    |  |      |     |
|----|--|------|-----|
| 3. | RATIFICATION OF SELECTION OF KPMG LLP AS<br>INDEPENDENT AUDITORS | Mgmt | For |
| 4. | STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT                      | Shr  | For |

OLD MUTUAL PLC, LONDON

Agen

Security: G67395114  
 Meeting Type: AGM  
 Meeting Date: 09-May-2013  
 Ticker:  
 ISIN: GB00B77J0862

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1      | To receive and adopt the report and accounts for the year ended 31 December 2012  | Mgmt             | For           |
| 2      | To declare a final dividend of 5.25p per ordinary share in the capital of the Company on the register at the close of business on 26 April 2013 | Mgmt             | For           |
| 3i     | To elect Ms. D Gray as a director   | Mgmt             | For           |
| 3ii    | To re-elect Mr. M Arnold as a director  | Mgmt             | For           |
| 3iii   | To re-elect Mr. P Broadley as a director  | Mgmt             | For           |
| 3iv    | To re-elect Mr. A Gillespie as a director   | Mgmt             | For           |
| 3v     | To re-elect Mr. R Khoza as a director   | Mgmt             | For           |
| 3vi    | To re-elect Mr. R Marshall as a director  | Mgmt             | For           |
| 3vii   | To re-elect Mr. B Nqwababa as a director  | Mgmt             | For           |
| 3viii  | To re-elect Ms. N Nyembezi-Heita as a director  | Mgmt             | For           |
| 3ix    | To re-elect Mr. P O'Sullivan as a director  | Mgmt             | For           |
| 3x     | To re-elect Mr. J Roberts as a director   | Mgmt             | For           |
| 4      | To re-appoint KPMG Audit Plc as auditors  | Mgmt             | For           |
| 5      | To authorise the Group Audit Committee to settle the auditors' remuneration   | Mgmt             | For           |
| 6      | To approve the Remuneration Report  | Mgmt             | For           |
| 7      | To grant authority to allot shares  | Mgmt             | For           |

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

|      |  |            |     |
|------|--|------------|-----|
| 8    | To grant authority to disapply pre-emption rights in allotting certain equity securities and selling treasury shares   | Mgmt       | For |
| 9    | To grant authority to repurchase shares by market purchase   | Mgmt       | For |
| 10   | To approve contingent purchase contracts relating to purchases of shares on the JSE Limited and on the Malawi, Namibian and Zimbabwe Stock Exchanges   | Mgmt       | For |
| 11   | To approve amendments to the Company's Articles of Association: Article 133(A)   | Mgmt       | For |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE CHANGE IN TEXT OF RESOLUTIONS 2 AND 11. 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 |     |

-----  
 ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 07-Nov-2012  
 Ticker: ORCL  
 ISIN: US68389X1054

| 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>DONALD L. LUCAS<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld<br>Withheld<br>For<br>For<br>For<br>For<br>Withheld |
| 2      | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt   | Against  |
| 3      | APPROVAL OF INCREASE IN SHARES UNDER THE DIRECTORS' STOCK PLAN.  | Mgmt   | For  |
| 4      | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.  | Mgmt   | For  |

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

|   |  |     |     |
|---|--|-----|-----|
| 5 | STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.                           | Shr | For |
| 6 | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.                             | Shr | For |
| 7 | STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.                                | Shr | For |
| 8 | STOCKHOLDER PROPOSAL REGARDING EQUITY ACCELERATION UPON A CHANGE IN CONTROL OF ORACLE. | Shr | For |

-----  
 PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2013  
 Ticker: PFE  
 ISIN: US7170811035

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. ANTHONY BURNS   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W. DON CORNWELL  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: FRANCES D. FERGUSON  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: HELEN H. HOBBS   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES M. KILTS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: GEORGE A. LORCH  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: IAN C. READ  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: STEPHEN W. SANGER  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE   | Mgmt          | For           |
| 2      | RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Mgmt          | For           |
| 3      | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 4      | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE   | Shr           | For           |

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

## EQUITY RETENTION

5 SHAREHOLDER PROPOSAL REGARDING ACTION BY Shr For  
WRITTEN CONSENT

-----  
PHILIP MORRIS INTERNATIONAL INC. Agen

-----  
Security: 718172109  
Meeting Type: Annual  
Meeting Date: 08-May-2013  
Ticker: PM  
ISIN: US7181721090  
-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HAROLD BROWN                    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MATHIS CABIALLAVETTA            | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANDRE CALANTZOPOULOS            | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI              | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN              | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JENNIFER LI                     | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: GRAHAM MACKAY                   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SERGIO MARCHIONNE               | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KALPANA MORPARIA                | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LUCIO A. NOTO                   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ROBERT B. POLET                 | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CARLOS SLIM HELU                | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: STEPHEN M. WOLF                 | Mgmt          | For           |
| 2.     | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION  | Mgmt          | For           |

-----  
PHILLIPS 66 Agen

-----  
Security: 718546104  
Meeting Type: Annual  
Meeting Date: 08-May-2013  
-----

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

Ticker: PSX  
ISIN: US7185461040

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GREG C. GARLAND  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN E. LOWE   | Mgmt          | For           |
| 2.     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2013. | Mgmt          | For           |
| 3.     | PROPOSAL TO APPROVE ADOPTION OF THE 2013 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN OF PHILLIPS 66.                              | Mgmt          | For           |
| 4.     | SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 5.     | SAY WHEN ON PAY - AN ADVISORY VOTE ON THE FREQUENCY OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION.                                | Mgmt          | 1 Year        |

PPG INDUSTRIES, INC.

Agen

Security: 693506107  
Meeting Type: Annual  
Meeting Date: 18-Apr-2013  
Ticker: PPG  
ISIN: US6935061076

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1      | DIRECTOR<br>JAMES G. BERGES<br>JOHN V. FARACI<br>VICTORIA F. HAYNES<br>MARTIN H. RICHENHAGEN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2      | PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt                         | For                      |
| 3      | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS.              | Mgmt                         | For                      |
| 4      | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013. | Mgmt                         | For                      |

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

5      SHAREHOLDER PROPOSAL TO ADOPT A SIMPLE MAJORITY VOTE.      Shr      For

-----  
PPL CORPORATION

Agen

Security: 69351T106  
Meeting Type: Annual  
Meeting Date: 15-May-2013  
Ticker: PPL  
ISIN: US69351T1060

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>FREDERICK M. BERNTHAL<br>JOHN W. CONWAY<br>PHILIP G. COX<br>STEVEN G. ELLIOTT<br>LOUISE K. GOESER<br>STUART E. GRAHAM<br>STUART HEYDT<br>RAJA RAJAMANNAR<br>CRAIG A. ROGERSON<br>WILLIAM H. SPENCE<br>NATICA VON ALTHANN<br>KEITH H. WILLIAMSON | 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      | APPROVAL OF AMENDMENT TO PPL CORPORATION'S ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTE STANDARD IN UNCONTESTED ELECTIONS OF DIRECTORS  | Mgmt   | For  |
| 3      | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt   | For  |
| 4      | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt   | For  |
| 5      | SHAREOWNER PROPOSAL - REQUEST FOR POLITICAL SPENDING REPORT   | Shr  | Against  |

-----  
PRUDENTIAL PLC, LONDON

Agen

Security: G72899100  
Meeting Type: AGM  
Meeting Date: 16-May-2013  
Ticker:  
ISIN: GB0007099541

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

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

|    |  | Type |     |
|----|--|------|-----|
| 1  | To receive the Directors' Report and the Financial Statements                    | Mgmt | For |
| 2  | To approve the Directors' Remuneration Report                                    | Mgmt | For |
| 3  | To declare a final dividend of 20.79 pence per ordinary share of the Company     | Mgmt | For |
| 4  | To elect Mr Philip Remnant as a director   | Mgmt | For |
| 5  | To re-elect Sir Howard Davies as a director                                      | Mgmt | For |
| 6  | To re-elect Mr Robert Devey as a director  | Mgmt | For |
| 7  | To re-elect Mr John Foley as a director  | Mgmt | For |
| 8  | To re-elect Mr Michael Garrett as a director                                     | Mgmt | For |
| 9  | To re-elect Ms Ann Godbehere as a director                                       | Mgmt | For |
| 10 | To re-elect Mr Alexander Johnston as a director                                  | Mgmt | For |
| 11 | To re-elect Mr Paul Manduca as a director  | Mgmt | For |
| 12 | To re-elect Mr Michael McLintock as a director                                   | Mgmt | For |
| 13 | To re-elect Mr Kaikhushru Nargolwala as a director                               | Mgmt | For |
| 14 | To re-elect Mr Nicolaos Nicandrou as a director                                  | Mgmt | For |
| 15 | To re-elect Mr Barry Stowe as a director   | Mgmt | For |
| 16 | To re-elect Mr Tidjane Thiam as a director                                       | Mgmt | For |
| 17 | To re-elect Lord Turnbull as a director  | Mgmt | For |
| 18 | To re-elect Mr Michael Wells as a director                                       | Mgmt | For |
| 19 | To re-appoint KPMG Audit Plc as auditor  | Mgmt | For |
| 20 | To authorise the directors to determine the amount of the auditor's remuneration | Mgmt | For |
| 21 | Renewal of authority to make political donations                                 | Mgmt | For |
| 22 | Renewal of authority to allot ordinary shares                                    | Mgmt | For |
| 23 | Extension of authority to allot ordinary shares to include repurchased shares    | Mgmt | For |
| 24 | Adoption of the rules of the Prudential 2013 Savings-Related Share Option Scheme | Mgmt | For |



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

|    |  |      |     |
|----|--|------|-----|
| 25 | Adoption of the Prudential Long Term Incentive Plan            | Mgmt | For |
| 26 | Renewal of authority for disapplication of pre-emption rights  | Mgmt | For |
| 27 | Renewal of authority for purchase of own shares                | Mgmt | For |
| 28 | Renewal of authority in respect of notice for general meetings | Mgmt | For |

-----  
 QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 05-Mar-2013  
 Ticker: QCOM  
 ISIN: US7475251036

| 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: DUANE A. NELLES  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: FRANCISCO ROS  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: BRENT SCOWCROFT  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MARC I. STERN  | Mgmt          | For           |
| 02     | TO APPROVE THE 2006 LONG-TERM INCENTIVE PLAN, AS AMENDED, WHICH INCLUDES AN INCREASE IN THE SHARE RESERVE BY 90,000,000 SHARES.            | Mgmt          | For           |
| 03     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 29, 2013. | Mgmt          | For           |
| 04     | ADVISORY APPROVAL OF THE COMPANY'S   | Mgmt          | For           |

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

## EXECUTIVE COMPENSATION.

-----  
 REGIONS FINANCIAL CORPORATION  
 -----

Agen

Security: 7591EP100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: RF  
 ISIN: US7591EP1005  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GEORGE W. BRYAN   | Mgmt          | For           |
| 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, 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: JOHN R. ROBERTS   | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: LEE J. STYSLINGER III   | Mgmt          | For           |
| 2.     | NONBINDING STOCKHOLDER APPROVAL OF EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | APPROVAL OF THE REGIONS FINANCIAL CORPORATION EXECUTIVE INCENTIVE PLAN.                             | Mgmt          | For           |
| 4.     | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                         | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL REGARDING POSTING A REPORT, UPDATED SEMI-ANNUALLY, OF POLITICAL CONTRIBUTIONS. | Shr           | Against       |

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

-----  
 ROCHE HOLDING AG, BASEL

Agen

Security: H69293217  
 Meeting Type: AGM  
 Meeting Date: 05-Mar-2013  
 Ticker:  
 ISIN: CH0012032048  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THESE SHARES HAVE NO VOTING RIGHTS, SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU | Non-Voting    |               |
| 1.1    | Accept Financial Statements and Statutory Reports   | Non-Voting    |               |
| 1.2    | Approve Remuneration Report   | Non-Voting    |               |
| 2      | Approve Discharge of Board and Senior Management  | Non-Voting    |               |
| 3      | Approve Allocation of Income and Dividends of CHF 7.35 per Share and Non-Voting Equity Security   | Non-Voting    |               |
| 4.1    | Re-elect Andreas Oeri as Director   | Non-Voting    |               |
| 4.2    | Re-elect Pius Baschera as Director  | Non-Voting    |               |
| 4.3    | Re-elect Paul Bulcke as Director  | Non-Voting    |               |
| 4.4    | Re-elect William Burns as Director  | Non-Voting    |               |
| 4.5    | Re-elect Christoph Franz as Director  | Non-Voting    |               |
| 4.6    | Re-elect De Anne Julius as Director   | Non-Voting    |               |
| 4.7    | Re-elect Arthur Levinson as Director  | Non-Voting    |               |
| 4.8    | Re-elect Peter Voser as Director  | Non-Voting    |               |
| 4.9    | Re-elect Beatrice Weder di Mauro as Director  | Non-Voting    |               |
| 4.10   | Elect Severin Schwan as Director  | Non-Voting    |               |
| 5      | Ratify KPMG Ltd. as Auditors  | Non-Voting    |               |

-----  
 ROYAL DUTCH SHELL PLC, LONDON

Agen

Security: G7690A118  
 -----

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

Meeting Type: AGM  
 Meeting Date: 21-May-2013  
 Ticker:  
 ISIN: GB00B03MM408

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Adoption of Annual Report and Accounts  | Mgmt          | For           |
| 2      | Approval of Remuneration Report   | Mgmt          | For           |
| 3      | Re-appointment of Josef Ackermann as a Director of the Company  | Mgmt          | For           |
| 4      | Re-appointment of Guy Elliott as a Director of the Company  | Mgmt          | For           |
| 5      | Re-appointment of Simon Henry as a Director of the Company  | Mgmt          | For           |
| 6      | Re-appointment of Charles O Holliday as a Director of the Company   | Mgmt          | For           |
| 7      | Re-appointment of Gerard Kleisterlee as a Director of the Company   | Mgmt          | For           |
| 8      | Re-appointment of Jorma Ollila as a Director of the Company   | Mgmt          | For           |
| 9      | Re-appointment of Sir Nigel Sheinwald as a Director of the Company  | Mgmt          | For           |
| 10     | Re-appointment of Linda G Stuntz as a Director of the Company   | Mgmt          | For           |
| 11     | Re-appointment of Peter Voser as a Director of the Company  | Mgmt          | For           |
| 12     | Re-appointment of Hans Wijers as a Director of the Company  | Mgmt          | For           |
| 13     | Re-appointment of Gerrit Zalm as a Director of the Company  | Mgmt          | For           |
| 14     | Re-appointment of Auditors  | Mgmt          | For           |
| 15     | Remuneration of Auditors  | Mgmt          | For           |
| 16     | Authority to allot shares   | Mgmt          | For           |
| 17     | Disapplication of pre-emption rights  | Mgmt          | For           |
| 18     | Authority to purchase own shares  | Mgmt          | For           |
| 19     | Authority for certain donations and expenditure   | Mgmt          | For           |
| CMMT   | PLEASE NOTE THAT THIS IS A REVISION DUE CHANGE IN MEETING TIME FROM 09:00 TO 10:00. IF YOU HAVE ALREADY SENT IN YOUR VOTES, | Non-Voting    |               |

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

PLEASE DO NOT RETURN THIS PROXY FORM UNLESS  
YOU DECIDE TO AMEND YOUR ORIGINAL  
INSTRUCTIONS. THANK YOU.

-----  
SANOFI SA, PARIS

Agen

Security: F5548N101  
Meeting Type: MIX  
Meeting Date: 03-May-2013  
Ticker:  
ISIN: FR0000120578  
-----

| 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 NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS 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  | Non-Voting    |               |
| CMMT   | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0311/201303111300671.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0311/201303111300671.pdf</a> .PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0412/201304121301265.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0412/201304121301265.pdf</a> . 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    |               |
| 0.1    | Approval of the corporate financial statements for the financial year 2012  | Mgmt          | For           |
| 0.2    | Approval of the consolidated financial statements for the financial year 2012   | Mgmt          | For           |
| 0.3    | Allocation of income and setting the dividend   | Mgmt          | For           |
| 0.4    | Appointment of Mrs. Fabienne Lecorvaisier as Board member   | Mgmt          | For           |

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

|      |  |      |     |
|------|--|------|-----|
| 0.5  | Authorization to be granted to the Board of Directors to trade in Company's shares   | Mgmt | For |
| E.6  | Delegation of authority to be granted to the Board of Directors to decide to issue shares and/or securities giving access to capital of the Company and/or entitling to the allotment of debts securities while maintaining preferential subscription rights                       | Mgmt | For |
| E.7  | Delegation of authority to be granted to the Board of Directors to decide to issue shares and/or securities giving access to capital of the Company and/or entitling to the allotment of debts securities with cancellation of preferential subscription rights by public offering | Mgmt | For |
| E.8  | Authorization to the Board of Directors to issue shares or securities giving access to capital without preferential subscription rights, in consideration for in-kind contributions of equity securities or securities giving access to capital                                    | Mgmt | For |
| E.9  | Delegation of authority to be granted to the Board of Directors to increase the number of issuable securities in case of capital increase with or without preferential subscription rights   | Mgmt | For |
| E.10 | Delegation of authority to be granted to the Board of Directors to decide to increase share capital by incorporation of reserves, profits, premiums or other amounts   | Mgmt | For |
| E.11 | Delegation of authority to be granted to the Board of Directors to decide to issue shares or securities giving access to capital reserved for members of savings plans with cancellation of preferential subscription rights in favor of the latter                                | Mgmt | For |
| E.12 | Delegation of authority to be granted to the Board of Directors to carry out free allocations of shares existing or to be issued without preferential subscription rights in favor of employees and corporate officers of the Company or affiliated companies or groups            | Mgmt | For |
| E.13 | Delegation of authority to be granted to the Board of Directors to grant share subscription or purchase options without preferential subscription rights   | Mgmt | For |
| E.14 | Delegation to be granted to the Board of Directors to reduce share capital by cancellation of treasury shares  | Mgmt | For |

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

E.15 Powers to carry out all legal formalities Mgmt For

-----  
 SAP AG, WALLDORF/BADEN

Agen

-----  
 Security: D66992104  
 Meeting Type: AGM  
 Meeting Date: 04-Jun-2013  
 Ticker:  
 ISIN: DE0007164600  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | <p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). 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.</p> | Non-Voting    |               |
|        | <p>PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 14 MAY 2013, WHEREAS THE MEETING HAS BEEN SETUP USING THE ACTUAL RECORD DATE-1 BUSINESS DAY. THIS IS DONE TO ENSURE THAT ALL POSITIONS REPORTED ARE IN CONCURRENCE WITH THE GERMAN LAW. THANK YOU.</p>  | Non-Voting    |               |
|        | <p>COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 20 MAY 2013. 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.</p>  | Non-Voting    |               |
| 1.     | <p>Presentation of the adopted annual financial statements and the approved group financial statements, the combined management report and group management report of SAP AG, including the Executive Board's explanatory notes relating to the information provided pursuant to Sections</p>  | Non-Voting    |               |

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

289 (4) and (5) and 315 (4) of the Commercial Code (HGB), and the Supervisory Board's report, each for fiscal year 2012

|    |   |      |     |
|----|---|------|-----|
| 2. | Resolution on the appropriation of the retained earnings of fiscal year 2012  | Mgmt | For |
| 3. | Resolution on the formal approval of the acts of the Executive Board in fiscal year 2012  | Mgmt | For |
| 4. | Resolution on the formal approval of the acts of the Supervisory Board in fiscal year 2012  | Mgmt | For |
| 5. | Resolution on the authorization to acquire and use treasury shares pursuant to Section 71 (1) no. 8 AktG, with possible exclusion of the shareholders' subscription rights and potential rights to offer shares | Mgmt | For |
| 6. | Appointment of the auditors of the financial statements and group financial statements for fiscal year 2013: KPMG AG  | Mgmt | For |

-----  
 SCHNEIDER ELECTRIC SA, RUEIL MALMAISON

-----  
 Agen

-----  
 Security: F86921107  
 Meeting Type: MIX  
 Meeting Date: 25-Apr-2013  
 Ticker:  
 ISIN: FR0000121972  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS 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 | Non-Voting    |               |
| 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   | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2013/0306/201303061300569.pdf">https://balo.journal-officiel.gouv.fr/pdf/2013/0306/201303061300569.pdf</a> AND   | Non-Voting    |               |



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

<https://balo.journal-officiel.gouv.fr/pdf/2013/0408/201304081301065.pdf>

|      |   |      |         |
|------|---|------|---------|
| O.1  | Approval of the corporate financial statements for the financial year 2012  | Mgmt | For     |
| O.2  | Approval of the consolidated financial statements for the financial year 2012   | Mgmt | For     |
| O.3  | Allocation of income for the financial year and setting the dividend  | Mgmt | For     |
| O.4  | Approval of the regulated agreements entered in during the financial year 2012 regarding the supplemental defined benefit pension plan applicable to Executive Board members and the Chairman of the Supervisory Board  | Mgmt | For     |
| O.5  | Approval of the amendment to the compensation plan payable to Mr. Jean-Pascal Tricoire in case of termination of his duties   | Mgmt | For     |
| O.6  | Renewal of term of Mr. Gerard de La Martiniere as Supervisory Board member  | Mgmt | For     |
| O.7  | Authorization granted to the Executive Board to purchase shares of the Company—Maximum purchase price of Euros 75.00 per share  | Mgmt | For     |
| E.8  | Changing the mode of administration and management of the Company by establishing a Board of Directors  | Mgmt | Against |
| E.9  | Continuation of (i) the 22d resolution adopted by the Extraordinary General Meeting held on April 21, 2011 (Capital increase reserved for employees who are members of the Company Savings Plan with cancellation of shareholders' preferential subscription rights) and of (ii) the 17th resolution adopted by the Extraordinary General Meeting held on May 3, 2012 (Capital increase reserved for a class of beneficiaries: employees of foreign companies of the Group, either directly or through entities acting on their behalf with cancellation of shareholders' preferential subscription rights); renewal of the authorizations and delegations previously granted to the Executive Board under the aforementioned resolutions for the benefit of the Board of Directors | Mgmt | For     |
| E.10 | Delegation of authority granted to the Board of Directors to (i) increase share capital within the limit of a nominal amount of Euros 800 million by issuing ordinary shares or any securities giving access to capital while maintaining   | Mgmt | For     |

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

|      |   |      |         |
|------|---|------|---------|
|      | shareholders' preferential subscription rights or to (ii) issue securities entitling to the allotment of debt securities while maintaining preferential subscription rights.)   |      |         |
| E.11 | Delegation of authority granted to the Board of Directors to increase share capital by incorporation of reserves, profits, premiums or other amounts which may be capitalized   | Mgmt | For     |
| E.12 | Delegation of authority granted to the Board of Directors to (i) increase share capital within the limit of a nominal amount of Euros 220 million by issuing ordinary shares or any securities giving access to capital of the Company or one of its subsidiaries with cancellation of shareholders' preferential subscription rights or to (ii) issue securities entitling to the allotment of debt securities with cancellation of shareholders' preferential subscription rights, in both case through a public offer. This delegation may be used in consideration for contributions of securities through a public exchange offer initiated by the Company                 | Mgmt | For     |
| E.13 | Delegation of authority granted to the Board of Directors to increase the initial issuance amount with or without shareholders' preferential subscription rights which was decided under the tenth and twelfth resolutions respectively   | Mgmt | For     |
| E.14 | Delegation of powers granted to the Board of Directors to increase share capital within the limit of 9.9% of share capital, in consideration for in-kind contributions  | Mgmt | For     |
| E.15 | Delegation of authority granted to the Board of Directors to decide, with cancellation of shareholders' preferential subscription rights and through an offer pursuant to Article L.411-2, II of the Monetary and Financial Code to (i) increase share capital within the limit of the nominal amount of Euros 110 million (or for information, 4.95% of capital), by issuing ordinary shares or any securities giving access to capital of the Company or one of its subsidiaries, whose issue price will be set by the Board of Directors according to the terms established by the General Meeting or to (ii) issue securities entitling to the allotment of debt securities | Mgmt | For     |
| E.16 | Authorization granted to the Board of Directors to carry out free allocations of  | Mgmt | Against |

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

|      |  |      |         |
|------|--|------|---------|
|      | shares (on the basis of shares existing or to be issued) under performance conditions, if appropriate, to corporate officers and employees of the Company and affiliated companies within the limit of 1.8% of share capital carrying waiver by shareholders of their preferential subscription rights   |      |         |
| E.17 | Authorization granted to the Board of Directors to grant share subscription or purchase options to corporate officers and employees of the Company and affiliated companies within the limit of 0.5% of share capital carrying waiver by shareholders of their preferential subscription rights  | Mgmt | Against |
| E.18 | Delegation of authority granted to the Board of Directors to carry out capital increases reserved for members of the Company Savings Plan within the limit of 2% of share capital with cancellation of shareholders' preferential subscription rights  | Mgmt | For     |
| E.19 | Authorization granted to the Board of Directors to carry out capital increases reserved for a class of beneficiaries: employees of foreign companies of the Group, either directly or through entities acting on their behalf or entities acting to offer employees of foreign companies of the Group similar benefits to those offered to members of the Company Savings Plan within the limit of 1% of share capital with cancellation of shareholders' preferential subscription rights | Mgmt | For     |
| E.20 | Authorization granted to the Board of Directors to cancel shares of the Company, if appropriate, repurchased under the conditions established by the General Meeting up to 10% of share capital  | Mgmt | For     |
| O.21 | Appointment of Mr. Jean-Pascal Tricoire as Board member  | Mgmt | Against |
| O.22 | Appointment of Mr. Henri Lachmann as Board member  | Mgmt | For     |
| O.23 | Appointment of Mr. Leo Apotheker as Board member   | Mgmt | For     |
| O.24 | Appointment of Mrs. Betsy Atkins as Board member   | Mgmt | For     |
| O.25 | Appointment of Mr. Gerard de La Martiniere as Board member   | Mgmt | For     |
| O.26 | Appointment of Mr. Xavier Fontanet as Board member   | Mgmt | For     |
| O.27 | Appointment of Mr. Noel Forgeard as Board  | Mgmt | For     |

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

|      |   |            |         |
|------|---|------------|---------|
|      | member  |            |         |
| 0.28 | Appointment of Mr. Antoine Gosset-Grainville as Board member  | Mgmt       | For     |
| 0.29 | Appointment of Mr. Willy R. Kissling as Board member  | Mgmt       | For     |
| 0.30 | Appointment of Mrs. Cathy Kopp as Board member  | Mgmt       | For     |
| 0.31 | Appointment of Mrs. Dominique Senequier as Board member   | Mgmt       | For     |
| 0.32 | Appointment of Mr. G. Richard Thoman as Board member  | Mgmt       | For     |
| 0.33 | Appointment of Mr. Serge Weinberg as Board member   | Mgmt       | For     |
| CMMT | RESOLUTIONS THIRTY-FOURTH TO THIRTY-SEVENTH: PURSUANT TO ARTICLE 11-3 OF THE BYLAWS OF THE COMPANY, ONLY ONE SEAT AS SUPERVISORY BOARD MEMBER REPRESENTING EMPLOYEE SHAREHOLDERS NEEDS TO BE FILLED, AND ONLY THE APPLICANT WITH THE HIGHEST NUMBER OF VOTES OF SHAREHOLDERS PRESENT AND REPRESENTED WILL BE APPOINTED. THE EXECUTIVE BOARD ON THE RECOMMENDATION OF THE SUPERVISORY BOARD HAS APPROVED THE 35TH RESOLUTION, THEREFORE, YOU ARE INVITED TO VOTE IN FAVOR OF THIS RESOLUTION AND TO ABSTAIN FROM VOTING ON THE 34TH, 36TH AND 37TH RESOLUTIONS | Non-Voting |         |
| 0.34 | PLEASE NOTE THAT MANAGEMENT RECOMMENDS TO VOTE ABSTAIN ON THIS RESOLUTION:<br>Appointment of Mr. Claude Briquet as Board member representing employee shareholders  | Mgmt       | Against |
| 0.35 | Appointment of Mrs. Magali Herbaut as Board member representing employee shareholders   | Mgmt       | For     |
| 0.36 | PLEASE NOTE THAT MANAGEMENT RECOMMENDS TO VOTE ABSTAIN ON THIS RESOLUTION:<br>Appointment of Mr. Thierry Jacquet as Board member representing employee shareholders   | Mgmt       | Against |
| 0.37 | PLEASE NOTE THAT MANAGEMENT RECOMMENDS TO VOTE ABSTAIN ON THIS RESOLUTION:<br>Appointment of Mr. Jean-Michel Vedrine as Board member representing employee shareholders   | Mgmt       | Against |
| 0.38 | Setting the amount of attendance allowances allocated to the Board of Directors   | Mgmt       | For     |
| 0.39 | Powers to carry out all legal formalities   | Mgmt       | For     |

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

SEMPRA ENERGY

Agen

Security: 816851109  
 Meeting Type: Annual  
 Meeting Date: 09-May-2013  
 Ticker: SRE  
 ISIN: US8168511090

| 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: WILLIAM D. JONES                         | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM G. OUCHI                         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DEBRA L. REED                            | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM C. RUSNACK                       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE                      | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LYNN SCHENK                              | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JACK T. TAYLOR                           | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LUIS M. TELLEZ                           | Mgmt          | For           |
| 1K.    | 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           |
| 4.     | APPROVAL OF 2013 LONG-TERM INCENTIVE PLAN.                     | Mgmt          | For           |
| 5.     | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.     | Shr           | Against       |

SIEMENS AG, MUENCHEN

Agen

Security: D69671218  
 Meeting Type: AGM  
 Meeting Date: 23-Jan-2013  
 Ticker:  
 ISIN: DE0007236101

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

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

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

This is a general meeting for registered shares. For German registered shares, the shares have to be registered within the company's shareholder book. Depending on the processing of the local sub custodian if a client wishes to withdraw its voting instruction due to intentions to trade/lend their stock, a Take No Action vote must be received by the vote deadline as displayed on ProxyEdge to facilitate de-registration of shares from the company's shareholder book. Any Take No Action votes received after the vote deadline will only be forwarded and processed on a best effort basis. Please contact your client services representative if you require further information. Thank you.

Non-Voting

COUNTER PROPOSALS MAY BE SUBMITTED UNTIL 08.01.2013. 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 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, 2012, as well as the Report of the Supervisory Board, the Corporate Governance Report, the Compensation Report, and the Compliance Report for fiscal year

Non-Voting

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

2012

|      |  |      |         |
|------|--|------|---------|
| 2.   | To resolve on the appropriation of net income of Siemens AG to pay a dividend  | Mgmt | No vote |
| 3.   | To ratify the acts of the members of the Managing Board  | Mgmt | No vote |
| 4.   | To ratify the acts of the members of the Supervisory Board   | Mgmt | No vote |
| 5.   | To resolve on the appointment of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart as the independent auditors for the audit of the Annual Financial Statements and the Consolidated Financial Statements and for the review of the Interim Financial Statements | Mgmt | No vote |
| 6 A. | To resolve on the election of new member to the Supervisory Board: Dr. Josef Ackermann   | Mgmt | No vote |
| 6 B. | To resolve on the election of new member to the Supervisory Board: Gerd von Brandenstein   | Mgmt | No vote |
| 6 C. | To resolve on the election of new member to the Supervisory Board: Dr. Gerhard Cromme  | Mgmt | No vote |
| 6 D. | To resolve on the election of new member to the Supervisory Board: Michael Diekmann  | Mgmt | No vote |
| 6 E. | To resolve on the election of new member to the Supervisory Board: Dr. Hans Michael Gaul   | Mgmt | No vote |
| 6 F. | To resolve on the election of new member to the Supervisory Board: Prof. Dr. Peter Gruss   | Mgmt | No vote |
| 6 G. | To resolve on the election of new member to the Supervisory Board: Dr. Nicola Leibinger-Kammüller  | Mgmt | No vote |
| 6 H. | To resolve on the election of new member to the Supervisory Board: Gerard Mestrallet   | Mgmt | No vote |
| 6 I. | To resolve on the election of new member to the Supervisory Board: Gueler Sabanci  | Mgmt | No vote |
| 6 J. | To resolve on the election of new member to the Supervisory Board: Werner Wenning  | Mgmt | No vote |
| 7.   | To resolve on the approval of a settlement agreement with a former member of the Managing Board  | Mgmt | No vote |
| 8.   | To resolve on the approval of the Spin-off and Transfer Agreement between Siemens AG and OSRAM Licht AG, Munich, dated November 28, 2012   | Mgmt | No vote |

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

PLEASE NOTE THAT THE DISCLOSURE OF THE BENEFICIAL OWNER DATA WILL BE REQUIRED WHEN EXCEEDING A CERTAIN LIMIT OF SHARE HOLDINGS OF THE STATUTORY SHARE CAPITAL. THEREFORE BROADRIDGE WILL BE DISCLOSING THE BENEFICIAL OWNER DATA FOR ALL VOTED ACCOUNTS TO THE RESPECTIVE LOCAL SUB CUSTODIAN. PLEASE NOTE THAT DEPENDING ON THE PROCESSING OF THE LOCAL SUB CUSTODIAN BLOCKING MAY APPLY. THE VOTE DEADLINE AS DISPLAYED ON PROXYEDGE IS SUBJECT TO CHANGE AND WILL BE UPDATED AS SOON AS BROADRIDGE HAS OBTAINED ALL LOCAL SUB CUSTODIANS' CONFIRMATIONS REGARDING THEIR DEADLINE FOR INSTRUCTIONS. FOR ANY QUERIES PLEASE CONTACT YOUR CLIENT SERVICES REPRESENTATIVE. THANK YOU.

Non-Voting

PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL COMMENT AND CHANGE IN BLOCKING INDICATOR FROM "N" TO "Y". 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

Please be advised that the major German custodian banks - BNP Paribas, Bank of New York Mellon, Citi and Deutsche Bank - as well as Siemens AG should like to clarify that voted shares are NOT blocked for trading purposes i.e. they are only unavailable for settlement. In order to deliver/settle a voted position before the 17 January 2013 start of business, a voting instruction cancellation and de-register request simply needs to be sent to your Custodian.

Non-Voting

-----  
SSE PLC, PERTH

-----  
Agen

Security: G8842P102  
Meeting Type: AGM  
Meeting Date: 26-Jul-2012  
Ticker:  
ISIN: GB0007908733  
-----

| 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           |



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

|    |   |      |     |
|----|---|------|-----|
| 5  | Re-appoint Jeremy Beeton  | Mgmt | For |
| 6  | Re-appoint Lord Smith of Kelvin                                 | Mgmt | For |
| 7  | Re-appoint Ian Marchant   | Mgmt | For |
| 8  | Re-appoint Gregor Alexander                                     | Mgmt | For |
| 9  | Re-appoint Alistair Phillips-Davies                             | Mgmt | For |
| 10 | Re-appoint Lady Rice  | Mgmt | For |
| 11 | Re-appoint Richard Gillingwater                                 | Mgmt | For |
| 12 | Re-appoint Thomas Thune Andersen                                | Mgmt | For |
| 13 | Re-appoint KPMG Audit Plc as Auditors                           | Mgmt | For |
| 14 | Authorise the Directors to determine the Auditors' remuneration | Mgmt | For |
| 15 | Authorise allotment of shares                                   | Mgmt | For |
| 16 | To disapply pre-emption rights                                  | Mgmt | For |
| 17 | To empower the Company to purchase its own Ordinary Shares      | Mgmt | For |
| 18 | To approve 14 days' notice of general meetings                  | Mgmt | For |

-----  
STANDARD CHARTERED PLC, LONDON

-----  
Agen

Security: G84228157  
Meeting Type: AGM  
Meeting Date: 08-May-2013  
Ticker:  
ISIN: GB0004082847  
-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | To receive the company's annual report and accounts for the financial year ended 31Dec2012 together with the reports of the directors and auditors | Mgmt          | For           |
| 2      | To Declare a final dividend of 56.77 US cents per ordinary share for the year ended 31Dec2012  | Mgmt          | For           |
| 3      | To approve the directors' remuneration report for the year ended 31Dec2012, as set out on pages 160 to 185 of the annual report and accounts       | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 4  | To elect, Mr O P Bhatt who has been appointed as a non-executive director by the board since the last AGM of the company   | Mgmt | For |
| 5  | To elect, Dr L C Y Cheung who has been appointed as a nonexecutive director by the board since the last AGM of the company | Mgmt | For |
| 6  | To elect, Mrs M Ewing who has been appointed as a non-executive director by the board since the last AGM of the company    | Mgmt | For |
| 7  | To elect, Dr L H Thunell who has been appointed as a nonexecutive director by the board since the last AGM of the company  | Mgmt | For |
| 8  | To re-elect Mr S P Bertamini, an executive director  | Mgmt | For |
| 9  | To re-elect Mr J S Bindra, an executive director   | Mgmt | For |
| 10 | To re-elect Mr J F T Dundas, a non-executive director  | Mgmt | For |
| 11 | To re-elect Dr Han Seung-soo KBE, a non-executive director   | Mgmt | For |
| 12 | To re-elect Mr S J Lowth, a non-executive director   | Mgmt | For |
| 13 | To re-elect Mr R H P Markham, a non-executive director   | Mgmt | For |
| 14 | To re-elect Ms R Markland, a non-executive director  | Mgmt | For |
| 15 | To re-elect Mr R H Meddings, an executive director   | Mgmt | For |
| 16 | To re-elect Mr J G H Paynter, a non-executive director   | Mgmt | For |
| 17 | To re-elect Sir John Peace, as chairman  | Mgmt | For |
| 18 | To re-elect Mr A M G Rees, an executive director   | Mgmt | For |
| 19 | To re-elect Mr P A Sands, an executive director  | Mgmt | For |
| 20 | To re-elect Mr V Shankar, an executive director  | Mgmt | For |
| 21 | To re-elect Mr P D Skinner, a non-executive director   | Mgmt | For |
| 22 | To re-elect Mr O H J Stocken, a non-executive director   | Mgmt | For |
| 23 | To re-appoint KPMG Audit Plc as auditor to the company from the end of the AGM until                                       | Mgmt | For |

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

|    |  |      |     |
|----|--|------|-----|
|    | the end of next year's AGM   |      |     |
| 24 | To authorise the board to set the auditor's fees   | Mgmt | For |
| 25 | To authorise the company and its subsidiaries to make political donations  | Mgmt | For |
| 26 | To authorise the board to allot shares   | Mgmt | For |
| 27 | To extend the authority to allot shares  | Mgmt | For |
| 28 | To authorise the board to allot equity securities  | Mgmt | For |
| 29 | To authorise the company to buy back its ordinary shares   | Mgmt | For |
| 30 | To authorise the company to buy back its preference shares   | Mgmt | For |
| 31 | That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice | Mgmt | For |
| 32 | That the rules of the standard chartered 2013 sharesave plan   | Mgmt | For |

PLEASE NOTE THAT THIS IS A REVISION DUE MODIFICATION OF TEXT IN RESOLUTION NO'S 2 AND 23. 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

---

STATOIL ASA, STAVANGER

Agen

Security: R8413J103  
 Meeting Type: AGM  
 Meeting Date: 14-May-2013  
 Ticker:  
 ISIN: NO0010096985

---

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE | Non-Voting    |               |
| CMMT   | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED  | Non-Voting    |               |

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

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

|      |  |            |         |
|------|--|------------|---------|
| CMMT | SHARES HELD IN AN OMNIBUS/NOMINEE ACCOUNT NEED TO BE RE-REGISTERED IN THE BENEFICIAL OWNERS NAME TO BE ALLOWED TO VOTE AT MEETINGS. SHARES WILL BE TEMPORARILY TRANSFERRED TO A SEPARATE ACCOUNT IN THE BENEFICIAL OWNER'S NAME ON THE PROXY DEADLINE AND TRANSFERRED BACK TO THE OMNIBUS/NOMINEE ACCOUNT THE DAY AFTER THE MEETING. | Non-Voting |         |
| CMMT | BLOCKING SHOULD ALWAYS BE APPLIED, RECORD DATE OR NOT.   | Non-Voting |         |
| 1    | Open Meeting   | Non-Voting |         |
| 2    | Registration of Attending Shareholders and Proxies   | Non-Voting |         |
| 3    | Elect Olaug Svarva as the Chairman of Meeting  | Mgmt       | No vote |
| 4    | Approve Notice of Meeting and Agenda   | Mgmt       | No vote |
| 5    | Designate Inspector(s) of Minutes of Meeting   | Mgmt       | No vote |
| 6    | Approve Financial Statements and Statutory Reports Approve Allocation of Income and Dividends of NOK 6.75 per Share  | Mgmt       | No vote |
| 7    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Withdraw Company from Tar Sands Activities in Canada   | Shr        | No vote |
| 8    | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Withdraw Company from Ice-Laden Activities in the Arctic   | Shr        | No vote |
| 9    | Approve Board of Directors' Statement on Company Corporate Governance  | Mgmt       | No vote |
| 10   | Approve Remuneration Policy And Other Terms of Employment For Executive Management   | Mgmt       | No vote |
| 11   | Approve Remuneration of Auditors   | Mgmt       | No vote |
| 12   | Amendment of Articles of Association: Article 11: Re: Appointment of Nominating Committee Members  | Mgmt       | No vote |
| 13   | Approve Remuneration of Corporate Assembly in the Amount of NOK 112,200 for the Chairman, NOK 59,100 for the Vice Chairman, NOK 41,500 for Other Members, and NOK 5,900  | Mgmt       | No vote |

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

for Deputy Members

|      |  |            |         |
|------|--|------------|---------|
| 14   | Elect Elisabeth Berge and Johan Alstad as Member and Deputy Member of Nominating Committee   | Mgmt       | No vote |
| 15   | Approve Remuneration of Nominating Committee in the Amount of NOK 11,200 for the Chairman and NOK 8,300 for Other Members  | Mgmt       | No vote |
| 16   | Authorize Repurchase and Reissuance of Shares up to a Nominal Value of NOK 27.5 Million in Connection with Share Saving Scheme for Employees   | Mgmt       | No vote |
| 17   | Authorize Repurchase of up to 75 Million Shares For Cancellation Purposes  | Mgmt       | No vote |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CHAIRMAN'S NAME AND ARTICLE NUMBER. 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 |         |

---

STICHTING ADMINISTRATIEKANTOOR UNILEVER, ROTTERDAM

Agen

---

Security: N8981F271  
 Meeting Type: AGM  
 Meeting Date: 24-Oct-2012  
 Ticker:  
 ISIN: NL0000009355

---

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR CLIENT REPRESENTATIVE. THANK YOU | Non-Voting    |               |
| 1      | Open Meeting  | Non-Voting    |               |
| 2      | Receive Report of Management Board  | Non-Voting    |               |
| 3      | Receive Information on Board Composition  | Non-Voting    |               |
| 4      | Allow Questions   | Non-Voting    |               |
| 5      | Close Meeting   | Non-Voting    |               |

---

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

SVENSKA CELLULOSA SCA AB, STOCKHOLM

Agen

Security: W90152120  
 Meeting Type: AGM  
 Meeting Date: 10-Apr-2013  
 Ticker:  
 ISIN: SE0000112724

| 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   | PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU   | Non-Voting    |               |
| 1      | Opening of the meeting and election of chairman of the meeting: The nomination committee proposes Sven Unger, attorney at law, as chairman of the annual general meeting   | Non-Voting    |               |
| 2      | Preparation and approval of the voting list  | Non-Voting    |               |
| 3      | Election of two persons to check the minutes   | Non-Voting    |               |
| 4      | Determination of whether the meeting has been duly convened  | Non-Voting    |               |
| 5      | Approval of the agenda   | Non-Voting    |               |
| 6      | Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated financial statements   | Non-Voting    |               |
| 7      | Speeches by the chairman of the board of directors and the president   | Non-Voting    |               |
| 8.a    | Resolution on adoption of the income statement and balance sheet, and of the   | Mgmt          | For           |

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

|      |   |            |         |
|------|---|------------|---------|
|      | consolidated income statement and the consolidated balance sheet  |            |         |
| 8.b  | The board of directors proposes a dividend of SEK 4.50 per share and that the record date for the dividend be Monday, 15 April 2013. Payment through Euroclear Sweden AB is estimated to be made on Thursday, 18 April 2013   | Mgmt       | For     |
| 8.c  | Resolution on discharge from personal liability of the directors and the president  | Mgmt       | For     |
| 9    | Resolution on the number of directors and deputy directors: The number of directors shall be nine with no deputy directors  | Mgmt       | For     |
| 10   | Resolution on the number of auditors and deputy auditors: The number of auditors shall be one with no deputy auditor  | Mgmt       | For     |
| 11   | Resolution on the remuneration to be paid to the board of directors and the auditors  | Mgmt       | Against |
| 12   | Election of directors, deputy directors and chairman of the board of directors: Re-election of the directors Par Boman, Rolf Borjesson, Jan Johansson, Leif Johansson, Louise Julian, Sverker Martin-Lof, Bert Nordberg, Anders Nyren and Barbara Milian Thoralfsson, whereby Sverker Martin-Lof is proposed to be elected as chairman of the board of directors  | Mgmt       | For     |
| 13   | Election of auditors and deputy auditors: Re-election of the registered accounting firm PricewaterhouseCoopers AB, for the period until the end of the annual general meeting 2014  | Mgmt       | For     |
| 14   | Resolution on guidelines for remuneration for the senior management   | Mgmt       | Against |
| 15   | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: The shareholder Carl Axel Bruno proposes the section regarding the board of directors in the articles of association to be added with the following wording. "At least one fourth of the directors on the board of directors shall be men and at least one fourth of the directors shall be women. The least number of proposed men and the least number of proposed women shall be increased to the next higher whole number." | Shr        | Abstain |
| 16   | Closing of the meeting  | Non-Voting |         |
| CMMT | PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION OF TEXT IN RESOLUTION 1. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE   | Non-Voting |         |

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

DO NOT RETURN THIS PROXY FORM UNLESS YOU  
DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS.  
THANK YOU.

-----  
SYNGENTA AG, BASEL

Agem

Security: H84140112  
Meeting Type: AGM  
Meeting Date: 23-Apr-2013  
Ticker:  
ISIN: CH0011037469  
-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 154692, INCLUDING THE AGENDA. TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE-REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.                      | Non-Voting    |               |
| CMMT   | BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE. | Non-Voting    |               |
| 1.1    | Approval of the annual report, including the annual financial statements and the group consolidated financial statements for the year 2012   | Mgmt          | For           |
| 1.2    | Consultative vote on the compensation system   | Mgmt          | For           |
| 2      | Discharge of the members of the board of directors and the executive committee   | Mgmt          | For           |
| 3      | Appropriation of the available earnings as per balance sheet 2012 and dividend decision: CHF 9.50 per share  | Mgmt          | For           |
| 4.1    | Re-election of Michael Mack to the board of director   | Mgmt          | For           |
| 4.2    | Re-election of Jacques Vincent to the board  | Mgmt          | For           |



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

|     |   |      |         |
|-----|---|------|---------|
|     | of director   |      |         |
| 4.3 | Election of Eleni Gabre-Madhin to the board of director | Mgmt | For     |
| 4.4 | Election of Eveline Saupper to the board of director    | Mgmt | For     |
| 5   | Election of the external auditor Ernst and Young Ag     | Mgmt | For     |
| 6   | Additional and/or counter - proposals                   | Mgmt | Abstain |

---

TERADATA CORPORATION

Agen

Security: 88076W103  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: TDC  
 ISIN: US88076W1036

---

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: EDWARD P. BOYKIN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CARY T. FU  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: VICTOR L. LUND  | Mgmt          | For           |
| 2.     | AN ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | APPROVAL OF THE RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Mgmt          | For           |
| 4.     | APPROVAL OF A STOCKHOLDER PROPOSAL RECOMMENDING DECLASSIFICATION OF OUR BOARD                             | Shr           | For           |

---

THE BANK OF NOVA SCOTIA

Agen

Security: 064149107  
 Meeting Type: Annual  
 Meeting Date: 09-Apr-2013  
 Ticker: BNS  
 ISIN: CA0641491075

---

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 01     | DIRECTOR |               |               |

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

|    |   |      |         |
|----|---|------|---------|
|    | RONALD A. BRENNEMAN   | Mgmt | For     |
|    | C.J. CHEN   | Mgmt | For     |
|    | DAVID A. DODGE  | Mgmt | For     |
|    | N. ASHLEIGH EVERETT   | Mgmt | For     |
|    | JOHN C. KERR  | Mgmt | For     |
|    | JOHN T. MAYBERRY  | Mgmt | For     |
|    | THOMAS C. O'NEILL   | Mgmt | For     |
|    | BRIAN J. PORTER   | Mgmt | For     |
|    | AARON W. REGENT   | Mgmt | For     |
|    | INDIRA V. SAMARASEKERA  | Mgmt | For     |
|    | SUSAN L. SEGAL  | Mgmt | For     |
|    | PAUL D. SOBEY   | Mgmt | For     |
|    | BARBARA S. THOMAS   | Mgmt | For     |
|    | RICHARD E. WAUGH  | Mgmt | For     |
| 02 | APPOINTMENT OF KPMG LLP AS AUDITORS.  | Mgmt | For     |
| 03 | ADVISORY VOTE ON NON-BINDING RESOLUTION ON EXECUTIVE COMPENSATION APPROACH. | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL 1.   | Shr  | Against |
| 05 | SHAREHOLDER PROPOSAL 2.   | Shr  | Against |
| 06 | SHAREHOLDER PROPOSAL 3.   | Shr  | Against |

-----  
 THE BOEING COMPANY

Agen

-----  
 Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 Ticker: BA  
 ISIN: US0970231058  
 -----

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

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

|     |   |      |     |
|-----|---|------|-----|
| 1J. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI  | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.                            | Mgmt | For |
| 3.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2013. | Mgmt | For |
| 4.  | FUTURE EXTRAORDINARY RETIREMENT BENEFITS.   | Shr  | For |
| 5.  | ACTION BY WRITTEN CONSENT.  | Shr  | For |
| 6.  | EXECUTIVES TO RETAIN SIGNIFICANT STOCK.   | Shr  | For |
| 7.  | INDEPENDENT BOARD CHAIRMAN.   | Shr  | For |

-----  
 THE CHARLES SCHWAB CORPORATION

Agen

-----  
 Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: SCHW  
 ISIN: US8085131055  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN A. ELLIS                    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARUN SARIN                          | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES R. SCHWAB                   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PAULA A. SNEED                      | Mgmt          | For           |
| 2.     | RATIFICATION OF INDEPENDENT AUDITORS                      | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt          | For           |
| 4.     | APPROVAL OF 2013 STOCK INCENTIVE PLAN                     | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS    | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS               | Shr           | For           |

-----  
 THE COCA-COLA COMPANY

Agen

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

Security: 191216100  
 Meeting Type: Special  
 Meeting Date: 10-Jul-2012  
 Ticker: KO  
 ISIN: US1912161007

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO AMEND ARTICLE FOURTH OF THE COMPANY'S<br>RESTATED CERTIFICATE OF INCORPORATION, AS<br>AMENDED, TO INCREASE THE AUTHORIZED COMMON<br>STOCK OF THE COMPANY FROM 5,600,000,000<br>SHARES, PAR VALUE \$.25 PER SHARE, TO<br>11,200,000,000 SHARES, PAR VALUE \$.25 PER<br>SHARE, AND TO EFFECT A SPLIT OF THE ISSUED<br>COMMON STOCK OF THE COMPANY BY CHANGING<br>EACH ISSUED SHARE OF COMMON STOCK INTO TWO<br>SHARES OF COMMON STOCK. | Mgmt          | For           |

THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2013  
 Ticker: KO  
 ISIN: US1912161007

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HERBERT A. ALLEN          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RONALD W. ALLEN           | Mgmt          | Against       |
| 1C.    | ELECTION OF DIRECTOR: HOWARD G. BUFFETT         | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD M. DALEY          | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BARRY DILLER              | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: HELENE D. GAYLE           | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: EVAN G. GREENBERG         | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ALEXIS M. HERMAN          | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MUHTAR KENT               | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ROBERT A. KOTICK          | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MARIA ELENA<br>LAGOMASINO | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: DONALD F. MCHENRY         | Mgmt          | For           |

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

|     |   |      |         |
|-----|---|------|---------|
| 1M. | ELECTION OF DIRECTOR: SAM NUNN  | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: JAMES D. ROBINSON III   | Mgmt | For     |
| 1O. | ELECTION OF DIRECTOR: PETER V. UEERROTH   | Mgmt | For     |
| 1P. | ELECTION OF DIRECTOR: JACOB WALLENBERG  | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.                 | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | Against |
| 4.  | APPROVE AN AMENDMENT TO THE COMPANY'S BY-LAWS TO PERMIT SHAREOWNERS TO CALL SPECIAL MEETINGS. | Mgmt | For     |
| 5.  | SHAREOWNER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS.                              | Shr  | Against |

-----  
 THE GOLDMAN SACHS GROUP, INC.

Agen

-----  
 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: GS  
 ISIN: US38141G1040  
 -----

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. MICHELE BURNS    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GARY D. COHN        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CLAES DAHLBACK      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WILLIAM W. GEORGE   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES A. JOHNSON    | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES J. SCHIRO     | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DEBORA L. SPAR      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MARK E. TUCKER      | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: DAVID A. VINIAR     | Mgmt          | For           |
| 02     | ADVISORY VOTE TO APPROVE EXECUTIVE        | Mgmt          | For           |

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

### COMPENSATION (SAY ON PAY)

|    |  |      |         |
|----|--|------|---------|
| 03 | APPROVAL OF THE GOLDMAN SACHS AMENDED AND RESTATED STOCK INCENTIVE PLAN (2013)                           | Mgmt | Against |
| 04 | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013 | Mgmt | For     |
| 05 | SHAREHOLDER PROPOSAL REGARDING HUMAN RIGHTS COMMITTEE  | Shr  | Against |
| 06 | SHAREHOLDER PROPOSAL REGARDING GOLDMAN SACHS LOBBYING DISCLOSURE   | Shr  | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS   | Shr  | Against |
| 08 | SHAREHOLDER PROPOSAL REGARDING MAXIMIZATION OF VALUE FOR SHAREHOLDERS                                    | Shr  | Against |

---

### THE HERSHEY COMPANY

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2013  
 Ticker: HSY  
 ISIN: US4278661081

---

| 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>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 | 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 2013.   | Mgmt   | For  |
| 3.     | APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.   | Mgmt   | For  |

---

### THE HOME DEPOT, INC.

Agen

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

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 23-May-2013  
 Ticker: HD  
 ISIN: US4370761029

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: F. DUANE ACKERMAN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANCIS S. BLAKE  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ARI BOUSBIB   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J. FRANK BROWN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ALBERT P. CAREY   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ARMANDO CODINA  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: BONNIE G. HILL  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KAREN L. KATEN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARK VADON  | Mgmt          | For           |
| 2.     | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP  | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 4.     | APPROVAL OF THE MATERIAL TERMS OF OFFICER PERFORMANCE GOALS UNDER THE MANAGEMENT INCENTIVE PLAN | Mgmt          | For           |
| 5.     | APPROVAL OF THE AMENDED AND RESTATED 2005 OMNIBUS STOCK INCENTIVE PLAN                          | Mgmt          | For           |
| 6.     | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT                                      | Shr           | Against       |
| 7.     | SHAREHOLDER PROPOSAL REGARDING STORMWATER MANAGEMENT POLICY                                     | Shr           | Against       |

THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: PNC  
 ISIN: US6934751057

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

| 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: KAY COLES JAMES  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: BRUCE C. LINDSAY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: ANTHONY A. MASSARO   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JANE G. PEPPER   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JAMES E. ROHR  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DONALD J. SHEPARD  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: LORENE K. STEFFES  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: DENNIS F. STRIGL   | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: THOMAS J. USHER  | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.   | Mgmt          | For           |
| 1P     | 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 2013. | 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       |

-----  
 THE PROCTER & GAMBLE COMPANY

Agen

-----  
 Security: 742718109  
 Meeting Type: Annual  
 Meeting Date: 09-Oct-2012  
 Ticker: PG  
 ISIN: US7427181091  
 -----

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



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

|     |  |      |         |
|-----|--|------|---------|
| 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<br>DESMOND-HELLMANN  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: ROBERT A. MCDONALD   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: W. JAMES MCNERNEY,<br>JR.  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS   | 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.  | ADVISORY VOTE ON EXECUTIVE COMPENSATION<br>(THE SAY ON PAY VOTE)                                   | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL #1 - SAY ON POLITICAL<br>CONTRIBUTION (PAGE 67 OF PROXY STATEMENT)            | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL #2 - PRODUCER<br>RESPONSIBILITY FOR PACKAGING (PAGE 70 OF<br>PROXY STATEMENT) | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL #3 - ADOPT SIMPLE<br>MAJORITY VOTE (PAGE 72 OF PROXY STATEMENT)               | Shr  | For     |

-----  
THE SOUTHERN COMPANY

Agen

-----  
Security: 842587107  
Meeting Type: Annual  
Meeting Date: 22-May-2013  
Ticker: SO  
ISIN: US8425871071  
-----

| Prop.# | Proposal                           | Proposal Type | Proposal Vote |
|--------|------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: J.P. BARANCO | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: J.A. BOSCIA  | Mgmt          | For           |

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

|     |  |      |         |
|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: H.A. CLARK III   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: T.A. FANNING   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: D.J. GRAIN   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: H.W. HABERMEYER, JR.   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: V.M. HAGEN   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: W.A. HOOD, JR.   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: D.M. JAMES   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: D.E. KLEIN   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: W.G. SMITH, JR.  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: S.R. SPECKER   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: E.J. WOOD III  | Mgmt | Against |
| 2.  | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013           | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICERS' COMPENSATION  | Mgmt | For     |
| 4.  | RATIFICATION OF BY-LAW AMENDMENT   | Mgmt | For     |
| 5.  | AMENDMENT TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE TWO-THIRDS SUPERMAJORITY REQUIREMENTS IN ARTICLE ELEVENTH TO A MAJORITY VOTE | Mgmt | For     |
| 6.  | AMENDMENT TO COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE 75% SUPERMAJORITY REQUIREMENTS IN ARTICLE THIRTEENTH TO A TWO-THIRDS VOTE    | Mgmt | For     |

-----  
 THE WALT DISNEY COMPANY

Agen

-----  
 Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 06-Mar-2013  
 Ticker: DIS  
 ISIN: US2546871060  
 -----

| 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: JUDITH L. ESTRIN | Mgmt          | For           |

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

|     |  |      |         |
|-----|--|------|---------|
| 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<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>REGISTERED PUBLIC ACCOUNTANTS FOR 2013. | Mgmt | For     |
| 3.  | TO APPROVE THE TERMS OF THE COMPANY'S<br>AMENDED AND RESTATED 2002 EXECUTIVE<br>PERFORMANCE PLAN, AS AMENDED.          | Mgmt | For     |
| 4.  | TO APPROVE THE ADVISORY RESOLUTION ON<br>EXECUTIVE COMPENSATION.   | Mgmt | Against |
| 5.  | TO APPROVE THE SHAREHOLDER PROPOSAL<br>RELATING TO PROXY ACCESS.   | Shr  | For     |
| 6.  | TO APPROVE THE SHAREHOLDER PROPOSAL<br>RELATING TO FUTURE SEPARATION OF CHAIRMAN<br>AND CHIEF EXECUTIVE OFFICER.       | Shr  | For     |

-----  
 UBS AG, ZUERICH UND BASEL

Agen

Security: H89231338  
 Meeting Type: AGM  
 Meeting Date: 02-May-2013  
 Ticker:  
 ISIN: CH0024899483

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | BLOCKING OF REGISTERED SHARES IS NOT A<br>LEGAL REQUIREMENT IN THE SWISS MARKET,<br>SPECIFIC POLICIES AT THE INDIVIDUAL<br>SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF<br>THE VOTING INSTRUCTION, IT IS POSSIBLE THAT<br>A MARKER MAY BE PLACED ON YOUR SHARES TO<br>ALLOW FOR RECONCILIATION AND<br>RE-REGISTRATION FOLLOWING A TRADE. IF YOU<br>HAVE CONCERNS REGARDING YOUR ACCOUNTS,<br>PLEASE CONTACT YOUR CLIENT SERVICE<br>REPRESENTATIVE. | Non-Voting    |               |
| CMMT   | PLEASE NOTE THAT THIS IS THE PART II OF THE  | Non-Voting    |               |

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

MEETING NOTICE SENT UNDER MEETING 152227,  
INCLUDING THE AGENDA. TO VOTE IN THE  
UPCOMING MEETING, YOUR NAME MUST BE  
NOTIFIED TO THE COMPANY REGISTRAR AS  
BENEFICIAL OWNER BEFORE THE RE-REGISTRATION  
DEADLINE. PLEASE NOTE THAT THOSE  
INSTRUCTIONS THAT ARE SUBMITTED AFTER THE  
CUTOFF DATE WILL BE PROCESSED ON A BEST  
EFFORT BASIS. THANK YOU.

|        |  |      |     |
|--------|--|------|-----|
| 1.1    | Approval of the annual report and group and parent bank accounts   | Mgmt | For |
| 1.2    | Advisory vote on the compensation report 2012  | Mgmt | For |
| 2      | Appropriation of retained earnings and distribution  | Mgmt | For |
| 3      | Discharge of the members of the board of directors and the group executive board for the financial year 2012 | Mgmt | For |
| 4.1.1  | Re-election of member of the board of directors: Axel A. Weber   | Mgmt | For |
| 4.1.2  | Re-election of member of the board of directors: Michel Demare   | Mgmt | For |
| 4.1.3  | Re-election of member of the board of directors: David Sidwell   | Mgmt | For |
| 4.1.4  | Re-election of member of the board of directors: Rainer-Marc Frey  | Mgmt | For |
| 4.1.5  | Re-election of member of the board of directors: Ann F. Godbehere  | Mgmt | For |
| 4.1.6  | Re-election of member of the board of directors: Axel P. Lehmann   | Mgmt | For |
| 4.1.7  | Re-election of member of the board of directors: Helmut Panke  | Mgmt | For |
| 4.1.8  | Re-election of member of the board of directors: William G. Parrett  | Mgmt | For |
| 4.1.9  | Re-election of member of the board of directors: Isabelle Romy   | Mgmt | For |
| 4.1.10 | Re-election of member of the board of directors: Beatrice Weder Di Mauro                                     | Mgmt | For |
| 4.1.11 | Re-election of member of the board of directors: Joseph Yam  | Mgmt | For |
| 4.2    | Election of Reto Francioni to the board of directors   | Mgmt | For |
| 4.3    | Re-election of the auditors, Ernst and Young Ltd., Basel   | Mgmt | For |

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

5 Ad hoc Mgmt Abstain

-----  
 UNILEVER NV, ROTTERDAM

Agen

-----  
 Security: N8981F271  
 Meeting Type: AGM  
 Meeting Date: 15-May-2013  
 Ticker:  
 ISIN: NL0000009355  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | Receive Report of Management Board                       | Non-Voting    |               |
| 2      | Approve Financial Statements and Allocation of Income    | Mgmt          | For           |
| 3      | Approve Discharge of Executive Board Members             | Mgmt          | For           |
| 4      | Approve Discharge of Non Executive Board Members         | Mgmt          | For           |
| 5      | Re-elect P.G.J.M. Polman as CEO to Board of Directors    | Mgmt          | For           |
| 6      | Re-elect R.J.M.S. Huet as CFO to Board of Directors      | Mgmt          | For           |
| 7      | Re-elect L.O. Fresco to Board of Directors               | Mgmt          | For           |
| 8      | Re-elect A.M. Fudge to Board of Directors                | Mgmt          | For           |
| 9      | Re-elect C.E. Golden to Board of Directors               | Mgmt          | For           |
| 10     | Re-elect B.E. Grote to Board of Directors                | Mgmt          | For           |
| 11     | Re-elect H. Nyasulu to Board of Directors                | Mgmt          | For           |
| 12     | Re-elect M. Rifkind to Board of Directors                | Mgmt          | For           |
| 13     | Re-elect K.J. Storm to Board of Directors                | Mgmt          | For           |
| 14     | Re-elect M. Treschow to Board of Directors               | Mgmt          | For           |
| 15     | Re-elect P.S. Walsh to Board of Directors                | Mgmt          | For           |
| 16     | Elect L. M. Cha to Board of Directors                    | Mgmt          | For           |
| 17     | Elect M. Ma to Board of Directors                        | Mgmt          | For           |
| 18     | Elect J. Rishton to Board of Directors                   | Mgmt          | For           |
| 19     | Ratify PricewaterhouseCoopers Accountants NV as Auditors | Mgmt          | For           |

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

|    |  |            |     |
|----|--|------------|-----|
| 20 | Grant Board authority to issue shares up to 10 percent of Issued Capital Plus additional 10 percent in case of takeover/merger and restricting/excluding preemptive rights | Mgmt       | For |
| 21 | Authorize Repurchase of up to 10 Percent of Issued Share Capital   | Mgmt       | For |
| 22 | Approve authorization to cancel Ordinary Shares  | Mgmt       | For |
| 23 | Allow Questions and Close Meeting  | Non-Voting |     |

-----  
 UNION PACIFIC CORPORATION

Agen

Security: 907818108  
 Meeting Type: Annual  
 Meeting Date: 16-May-2013  
 Ticker: UNP  
 ISIN: US9078181081  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.H. CARD, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: E.B. DAVIS, JR.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: T.J. DONOHUE   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: A.W. DUNHAM  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J.R. HOPE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: J.J. KORALESKI   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: C.C. KRULAK  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: M.R. MCCARTHY  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: M.W. MCCONNELL   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: T.F. MCLARTY III   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: S.R. ROGEL   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: J.H. VILLARREAL  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: J.R. YOUNG   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 3.     | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").   | Mgmt          | For           |

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

|    |   |      |         |
|----|---|------|---------|
| 4. | ADOPT THE UNION PACIFIC CORPORATION 2013 STOCK INCENTIVE PLAN.                                  | Mgmt | For     |
| 5. | SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr  | Against |

-----  
 UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2013  
 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           |
| 1J.    | ELECTION OF DIRECTOR: H. PATRICK SWYGERT   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ANDRE VILLENEUVE   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN   | Mgmt          | For           |
| 2.     | APPOINTMENT OF THE FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2013. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.             | Mgmt          | For           |

-----  
 VERIZON COMMUNICATIONS INC.

Agen

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

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 02-May-2013  
 Ticker: VZ  
 ISIN: US92343V1044

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD L. CARRION                                     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MELANIE L. HEALEY                                      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. FRANCES KEETH                                       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT W. LANE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: LOWELL C. MCADAM                                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: SANDRA O. MOOSE  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOSEPH NEUBAUER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN                                   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CLARENCE OTIS, JR.                                     | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: HUGH B. PRICE  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: RODNEY E. SLATER                                       | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: KATHRYN A. TESIJA                                      | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: GREGORY D. WASSON                                      | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                              | Mgmt          | For           |
| 04     | APPROVAL OF LONG-TERM INCENTIVE PLAN   | Mgmt          | For           |
| 05     | NETWORK NEUTRALITY   | Shr           | Against       |
| 06     | LOBBYING ACTIVITIES  | Shr           | Against       |
| 07     | PROXY ACCESS BYLAWS  | Shr           | For           |
| 08     | SEVERANCE APPROVAL POLICY  | Shr           | For           |
| 09     | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING                                  | Shr           | For           |
| 10     | SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT                                  | Shr           | For           |

VISA INC.

Agen



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

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2013  
 Ticker: V  
 ISIN: US92826C8394

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GARY P. COUGHLAN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY B. CRANSTON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL  | 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: JOSEPH W. SAUNDERS   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CHARLES W. SCHARF  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOHN A. SWAINSON   | Mgmt          | For           |
| 2.     | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                                   | Mgmt          | For           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013. | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL ON LOBBYING PRACTICES AND EXPENDITURES, IF PROPERLY PRESENTED.                                    | Shr           | Against       |

VODAFONE GROUP PLC, NEWBURY BERKSHIRE

Agen

Security: G93882135  
 Meeting Type: AGM  
 Meeting Date: 24-Jul-2012  
 Ticker:  
 ISIN: GB00B16GWD56

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Accept Financial Statements and Statutory Reports | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 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  | Re-elect Nick Land as Director   | Mgmt | For |
| 10 | Re-elect Anne Lauvergeon as Director                                   | Mgmt | For |
| 11 | Re-elect Luc Vandavelde as Director                                    | Mgmt | For |
| 12 | Re-elect Anthony Watson as Director                                    | Mgmt | For |
| 13 | Re-elect Philip Yea as Director  | Mgmt | For |
| 14 | Approve Final Dividend   | Mgmt | For |
| 15 | Approve Remuneration Report  | Mgmt | For |
| 16 | Reappoint Deloitte LLP as Auditors                                     | Mgmt | For |
| 17 | Authorise the Audit and Risk Committee to Fix Remuneration of Auditors | Mgmt | For |
| 18 | Authorise Issue of Equity with Pre-emptive Rights                      | Mgmt | For |
| 19 | Authorise Issue of Equity without Pre-emptive Rights                   | Mgmt | For |
| 20 | Authorise Market Purchase of Ordinary Shares                           | Mgmt | For |
| 21 | Authorise EU Political Donations and Expenditure                       | Mgmt | For |
| 22 | Authorise the Company to Call EGM with Two Weeks' Notice               | Mgmt | For |

---

WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2013  
 Ticker: WFC  
 ISIN: US9497461015

---

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

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOHN D. BAKER II  | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: ELAINE L. CHAO  | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: LLOYD H. DEAN   | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: SUSAN E. ENGEL  | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: DONALD M. JAMES   | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN   | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: FEDERICO F. PENA  | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: HOWARD V. RICHARDSON  | Mgmt          | For           |
| 1K)    | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD   | Mgmt          | For           |
| 1L)    | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1M)    | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 1N)    | ELECTION OF DIRECTOR: SUSAN G. SWENSON  | Mgmt          | For           |
| 2.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | PROPOSAL TO APPROVE THE COMPANY'S AMENDED AND RESTATED LONG-TERM INCENTIVE COMPENSATION PLAN.                                   | Mgmt          | For           |
| 4.     | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.         | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL TO ADOPT A POLICY REQUIRING AN INDEPENDENT CHAIRMAN.   | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL TO PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.                                      | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL TO REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES. | Shr           | Against       |

\* Management position unknown

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

## 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           | 07/29/2013   |