

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 R.J. ALPERN R.S. AUSTIN S.E. BLOUNT W.J. FARRELL E.M. LIDDY N. MCKINSTRY P.N. NOVAKOVIC W.A. OSBORN S.C. SCOTT III G.F. TILTON M.D. WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For 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

Agem

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, M.D.	Mgmt	For
1K.	ELECTION OF DIRECTOR: BARBARA K. RIMER, 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 ADVISORY PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCUSSION IN THE 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 OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING 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 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, PH.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: LOUIS J. LAVIGNE, JR.	Mgmt	For
1G	ELECTION OF DIRECTOR: PETER J. MCDONNELL, 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 & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For
4	APPROVE THE AMENDMENT AND RESTATEMENT OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION	Mgmt	For
5.1	STOCKHOLDER PROPOSAL #1 - RIGHT TO ACT BY WRITTEN CONSENT	Shr	For
5.2	STOCKHOLDER PROPOSAL #2 - DISCLOSURE OF 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:  <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 C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN A. LAUVERGEON T.J. LEONSIS R.C. LEVIN R.A. MCGINN S.J. PALMISANO S.S REINEMUND D.L. VASELLA R.D. WALTER R.A. WILLIAMS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For 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

Agen

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 WILLIAM CAMPBELL TIMOTHY COOK MILLARD DREXLER AL GORE ROBERT IGER ANDREA JUNG ARTHUR LEVINSON RONALD SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For 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 GLYN F. AEPPEL ALAN B. BUCKELEW BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2013.	Mgmt	For
3.	TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY STATEMENT.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED ARTICLES OF AMENDMENT, AS AMENDED, TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY'S COMMON STOCK, PAR VALUE \$.01 PER SHARE, BY 140 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

- 20      That, in addition to any authority granted pursuant to resolution 18 (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 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 825,000,000 in relation to any issue by the Company or any member of the Barclays Group of contingent equity conversion notes that automatically convert into or are exchanged for ordinary shares in the Company in prescribed circumstances ('ECNs') where the Directors consider that such an issuance of ECNs would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Barclays Group from time to time, such authority to apply (unless previously renewed, varied or revoked by the Company in General Meeting) until the end of the AGM of the Company to be held in 2014 (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 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
- Mgmt      For
- 21      That, in addition to the power granted pursuant to resolution 19 (if passed), and subject to the passing of resolution 20, 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 pursuant to the authority granted by resolution 20, free of the restriction in section 561 of the Act, such power to apply (unless previously renewed, varied or revoked by the Company in General Meeting) until the end of the AGM of the Company to be held in 2014 (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
- Mgmt      For



## 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

Agenda

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

Prop.#	Proposal	Proposal Type	Proposal Vote
	Please note that for Registered Share meetings in Germany there is now a	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/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, 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 PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE 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 Type	Proposal Vote
1.	TO RECEIVE THE 2012 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
2.	TO ELECT PAT DAVIES AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
3.	TO RE-ELECT MALCOLM BROOMHEAD AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
4.	TO RE-ELECT SIR JOHN BUCHANAN AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
5.	TO RE-ELECT CARLOS CORDEIRO AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
6.	TO RE-ELECT DAVID CRAWFORD AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
7.	TO RE-ELECT CAROLYN HEWSON AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Mgmt	For
8.	TO RE-ELECT MARIUS KLOPPERS AS A DIRECTOR OF EACH OF BHP BILLITON LIMITED AND BHP 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 (A N R)	Mgmt	For
14	Re-election of Anthony Ruys as a Director (A, N)	Mgmt	For
15	Re-election of Ben Stevens as a Director	Mgmt	For
16	Election of Richard Tubb as a Director (C, N) who has been appointed since the last Annual General Meeting	Mgmt	For
17	Renewal of the Director's authority to allot shares	Mgmt	For
18	Renewal of the Director's authority to disapply pre-emption rights	Mgmt	For
19	Authority for the Company to purchase its own shares	Mgmt	For
20	Authority to make donations to political organisations and to incur political expenditure	Mgmt	For
21	Notice period for General Meetings	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN RESOLUTIONS NO. 3 AND 16. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

---

BROADCOM CORPORATION

Agen

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

---

Prop.#	Proposal	Proposal 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 LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE THE COLGATE-PALMOLIVE COMPANY 2013 INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	STOCKHOLDER PROPOSAL ON EXECUTIVE STOCK RETENTION REQUIREMENT.	Shr	For

---

COMCAST CORPORATION

Agen

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

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KENNETH J. BACON SHELDON M. BONOVIKZ JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO G. MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS JOHNATHAN A. RODGERS DR. JUDITH RODIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
3.	TO PROHIBIT ACCELERATED VESTING UPON A 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 BENJAMIN S. CARSON, SR. WILLIAM H. GATES HAMILTON E. JAMES W. CRAIG JELINEK JILL S. RUCKELSHAUS	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For 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: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158581.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/NPS_158581.PDF</a> AND <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:  <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

Agem

-----  
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 Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Frankfurt am Main		
6.	Election of a Supervisory Board member: Ms. Sari Baldauf	Mgmt	No vote
7.	Election of a Supervisory Board member: Prof. Ulrich Lehner	Mgmt	No vote
8.	Resolution on the amendment to Supervisory Board remuneration and the related amendment to section 13 Articles of Incorporation	Mgmt	No vote
9.	Resolution on the cancellation of contingent capital II and the related amendment to section 5 Articles of Incorporation	Mgmt	No vote
10.	Resolution on the cancellation of authorized capital 2009/I and the creation of authorized capital 2013 for cash and/or non-cash contributions, with the authorization to exclude subscription rights and the relevant amendment to the Articles of Incorporation	Mgmt	No vote
11.	Resolution on approval of a control and profit and loss transfer agreement with PASM Power and Air Condition Solution Management GmbH	Mgmt	No vote
12.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with GMG Generalmietgesellschaft mbH	Mgmt	No vote
13.	Resolution regarding approval of the amendment to the profit and loss transfer agreement with DeTeMedien, Deutsche Telekom Medien GmbH	Mgmt	No vote
14.	Resolution regarding approval of the amendment to the control agreement with GMG Generalmietgesellschaft mbH	Mgmt	No vote
15.	Resolution regarding approval of the amendment to the control agreement with 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 RAJ AGRAWAL WARREN F. BRYANT MICHAEL M. CALBERT SANDRA B. COCHRAN RICHARD W. DREILING P.D. FILI-KRUSHEL ADRIAN JONES WILLIAM C. RHODES, III DAVID B. RICKARD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For 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 WILLIAM BARNET, III G. ALEX BERNHARDT, SR. MICHAEL G. BROWNING HARRIS E. DELOACH, JR. DANIEL R. DIMICCO JOHN H. FORSGREN ANN M. GRAY JAMES H. HANCE, JR. JOHN T. HERRON JAMES B. HYLER, JR. E. MARIE MCKEE E. JAMES REINSCH JAMES T. RHODES JAMES E. ROGERS CARLOS A. SALADRIGAS PHILIP R. SHARP	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2013	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	APPROVAL OF THE AMENDED DUKE ENERGY CORPORATION EXECUTIVE SHORT-TERM INCENTIVE PLAN	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE MAJORITY VOTING FOR THE ELECTION OF 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 C.A.H. BOERSIG* J.B. BOLTEN* M.S. LEVATICH* R.L. STEPHENSON* A.A. BUSCH III#	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For 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: <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 M.J. BOSKIN P. BRABECK-LETMATHE U.M. BURNS L.R. FAULKNER J.S. FISHMAN H.H. FORE K.C. FRAZIER W.W. GEORGE S.J. PALMISANO S.S REINEMUND R.W. TILLERSON W.C. WELDON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For 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 JOHN F. COGAN ETIENNE F. DAVIGNON CARLA A. HILLS KEVIN E. LOFTON JOHN W. MADIGAN JOHN C. MARTIN NICHOLAS G. MOORE RICHARD J. WHITLEY GAYLE E. WILSON PER WOLD-OLSEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For 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 LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For 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: <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 <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 of resolutions	Mgmt	For
----	---	------	-----

---

INTERNATIONAL BUSINESS MACHINES CORP.

Agen

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

---

Prop.#	Proposal	Proposal 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 REGISTERED PUBLIC ACCOUNTING FIRM (PAGE 71)	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 72)	Mgmt	For
4.	STOCKHOLDER PROPOSAL FOR DISCLOSURE OF LOBBYING POLICIES AND PRACTICES (PAGE 73)	Shr	Against
5.	STOCKHOLDER PROPOSAL ON THE RIGHT TO ACT BY WRITTEN CONSENT (PAGE 74)	Shr	For
6.	STOCKHOLDER PROPOSAL ON INDEPENDENT BOARD 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: <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, Substitute member: Guenter Hugger	Mgmt	For
10.1	Resolution on further amendments of the Articles of Association: Resolution on the amendment of number 2.1 of the Articles of Association (Object of the Company)	Mgmt	For
10.2	Resolution on further amendments of the Articles of Association: Resolution on the amendment of number 7.1 of the Articles of Association (Composition of the Supervisory Board)	Mgmt	For
10.3	Resolution on further amendments of the Articles of Association: Resolution on the amendment of number 11 of the Articles of Association (Remuneration of the Supervisory Board)	Mgmt	For
10.4	Resolution on further amendments of the Articles of Association: Resolution on the amendment of number 17.1 of the Articles of 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 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:	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 JACQUES AIGRAIN SCOTT M. KLEINMAN BRUCE A. SMITH	Mgmt Mgmt Mgmt	For For 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 PricewaterhouseCoopers LLP	Mgmt	For
17	To authorise the Directors to set the auditors' remuneration	Mgmt	For
18	To approve the Directors Remuneration Report	Mgmt	For
19	To authorise the Directors to allot ordinary shares	Mgmt	For
20	To disapply pre-emption rights	Mgmt	For
21	To authorise the Company to purchase its own ordinary shares	Mgmt	For
22	To authorise the Directors to hold general meetings on 14 clear days' notice	Mgmt	For
23	To amend the existing Articles of 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	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 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.	Non-Voting
1.1	Approval of the Annual Report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2012	Mgmt For
1.2	Acceptance of the Compensation Report 2012 (advisory vote)	Mgmt For
2	Release of the members of the Board of Directors and of the Management	Mgmt For
3	Appropriation of profits resulting from the balance sheet of Nestle S.A. (proposed dividend) for the financial year 2012	Mgmt For
4.1.1	Re-elections to the Board of Directors: Mr. Peter Brabeck-Letmathe	Mgmt For
4.1.2	Re-elections to the Board of Directors: Mr. Steven G. Hoch	Mgmt For
4.1.3	Re-elections to the Board of Directors: Ms. Titia de Lange	Mgmt For
4.1.4	Re-elections to the Board of Directors: Mr. Jean-Pierre Roth	Mgmt For
4.2	Election to the Board of Directors Ms. Eva Cheng	Mgmt For
4.3	Re-election of the statutory auditors KPMG SA, Geneva branch	Mgmt For
CMMT	IN THE EVENT OF A NEW OR MODIFIED PROPOSAL BY A SHAREHOLDER DURING THE GENERAL MEETING, I INSTRUCT THE INDEPENDENT REPRESENTATIVE TO VOTE ACCORDING TO THE	Non-Voting

## 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 TIMOTHY M. HALEY ANN MATHER LESLIE KILGORE	Mgmt Mgmt Mgmt	Withheld Withheld 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 ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt	For For 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: Reduction of the Company's B share capital from DKK 452,512,800 to DKK 442,512,800	Mgmt	For
7.2	Proposals from the Board of Directors: approve creation of up to DKK 78 million pool of capital with or without pre-emptive rights	Mgmt	For
7.3	Proposals from the Board of Directors: Authorisation of the Board of Directors to allow the Company to repurchase own shares	Mgmt	For
7.4	Proposals from the Board of Directors: Adoption of revised Remuneration Principles	Mgmt	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTIONS 3.1, 3.2, 4 AND 7.2. 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	

-----  
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 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 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 JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD DONALD L. LUCAS NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld Withheld For For For For 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 JAMES G. BERGES JOHN V. FARACI VICTORIA F. HAYNES MARTIN H. RICHENHAGEN	Mgmt Mgmt Mgmt Mgmt	For For For 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 FREDERICK M. BERNTHAL JOHN W. CONWAY PHILIP G. COX STEVEN G. ELLIOTT LOUISE K. GOESER STUART E. GRAHAM STUART HEYDT RAJA RAJAMANNAR CRAIG A. ROGERSON WILLIAM H. SPENCE NATICA VON ALTHANN KEITH H. WILLIAMSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For 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

Agem

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: <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: <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	
<p>1. Presentation of the adopted annual financial statements and the approved group financial statements, the combined management report and group management report of SAP AG, including 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: 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: 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: 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

Agen

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 RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, TO INCREASE THE AUTHORIZED COMMON STOCK OF THE COMPANY FROM 5,600,000,000 SHARES, PAR VALUE \$.25 PER SHARE, TO 11,200,000,000 SHARES, PAR VALUE \$.25 PER SHARE, AND TO EFFECT A SPLIT OF THE ISSUED COMMON STOCK OF THE COMPANY BY CHANGING EACH ISSUED SHARE OF COMMON STOCK INTO TWO 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 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 P.M. ARWAY J.P. BILBREY R.F. CAVANAUGH C.A. DAVIS R.M. MALCOLM J.M. MEAD J.E. NEVELS A.J. PALMER T.J. RIDGE D.L. SHEDLARZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For 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 DESMOND-HELLMANN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Mgmt	For
1F.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Mgmt	For
1H.	ELECTION OF DIRECTOR: MARGARET C. WHITMAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: MARY AGNES 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 REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION (THE SAY ON PAY VOTE)	Mgmt	For
4.	SHAREHOLDER PROPOSAL #1 - SAY ON POLITICAL CONTRIBUTION (PAGE 67 OF PROXY STATEMENT)	Shr	Against
5.	SHAREHOLDER PROPOSAL #2 - PRODUCER RESPONSIBILITY FOR PACKAGING (PAGE 70 OF PROXY STATEMENT)	Shr	Against
6.	SHAREHOLDER PROPOSAL #3 - ADOPT SIMPLE 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 PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2013.	Mgmt	For
3.	TO APPROVE THE TERMS OF THE COMPANY'S AMENDED AND RESTATED 2002 EXECUTIVE PERFORMANCE PLAN, AS AMENDED.	Mgmt	For
4.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	Against
5.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.	Shr	For
6.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO FUTURE SEPARATION OF CHAIRMAN 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 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 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 Vandeveld 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