

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 31, 2010

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: 07/01/2009 - 06/30/2010

Eaton Vance Tax-Managed Diversified Equity Income Fund

ABB LTD

Agen

Security: H0010V101  
Ticker:  
ISIN: CH0012221716

Meeting Type  
Meeting Date

Prop.# Proposal

Proposal  
Type Proposal Vote

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

PLEASE NOTE THAT THIS IS THE PART II OF THE  
MEETING NOTICE SENT UNDER MEETING 689093, INCLUDING

Non-Voting

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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.

|     |  |            |         |
|-----|--|------------|---------|
|     | PLEASE NOTE THAT SEB WILL NOT ARRANGE WITH A REPRESENTATIVE. THANK YOU   | Non-Voting |         |
| 1.  | Receive the annual report and consolidated financial statements, annual financial statements and the Auditors' reports   | Mgmt       | No vote |
| 2.1 | Approve the annual report, the consolidated financial statements, and the annual financial statements for 2009   | Mgmt       | No vote |
| 2.2 | Approve to accept the remuneration report as per the specified pages of the annual report  | Mgmt       | No vote |
| 3.  | Grant discharge to the Members of the Board of Directors and the persons entrusted with Management for fiscal 2009   | Mgmt       | No vote |
| 4.  | Approve to release CHF 340,000,000 of the legal reserves and allocate those released reserves to other reserves and to carry forward the available earnings in the amount of CHF 3,893,861,784   | Mgmt       | No vote |
| 5.  | Approve to reduce the share capital of CHF 3,587,160,187.38 by CHF 34,919,500.00 to CHF 3,552,240,687.38 by way of cancellation of the 22,675,000 shares with a nominal value of CHF 1.54 each which were bought back by the Company under the share buyback program announced in February 2008; to confirm as a result of the report of the Auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction; amend Article 4 Para.1 of the Articles of Incorporation according to the specified wording as per the date of the entry of the capital reduction in the commercial register   | Mgmt       | No vote |
| 6.  | Approve to reduce the share capital of CHF 3,552,240,687.38 by CHF 1,176,391,396.47 to CHF 2,375,849,290.91 by way of reducing the nominal value of the registered shares from CHF 1.54 by CHF 0.51 to CHF 1.03 and to use the nominal value reduction amount for repayment to the shareholders; to confirm as a result of the report of the auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction; and amend Article 4 Para.1 of the Articles of Incorporation according to the specified wording as per the date of the entry of the capital reduction in the commercial register and amend Article 4bis Paras. 1 and 4, and Article 4ter Para. 1 of the Articles of Incorporation, correspondingly reflecting the reduced nominal value of the registered shares from CHF 1.54 | Mgmt       | No vote |

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|     |   |      |         |
|-----|---|------|---------|
|     | by CHF 0.51 to CHF 1.03, as per the date of the entry of the capital reduction in the commercial register   |      |         |
| 7.  | Approve, to the extent that the general meeting approves the Board of Directors' proposal set forth in Item 6, to amend Article 13 para.1 of the Articles of Incorporation as specified | Mgmt | No vote |
| 8.1 | Approve, to replace the current Article 6 of the Articles of Incorporation concerning the form of the shares with the specified new Article 6   | Mgmt | No vote |
| 8.2 | Approve, to delete Section 6 of the Articles of Incorporation consisting of Article 32 "In-Kind Contributions" and Article 33 "Acquisitions of Property"                                | Mgmt | No vote |
| 9.1 | Re-elect Roger Agnelli, Brazilian to the Board of Directors for a further period of one year, until the AGM 2011  | Mgmt | No vote |
| 9.2 | Re-elect Louis R. Hughes, American to the Board of Directors for a further period of one year, until the AGM 2011   | Mgmt | No vote |
| 9.3 | Re-elect Hans Ulrich Marki, Swiss to the Board of Directors for a further period of one year, until the AGM 2011  | Mgmt | No vote |
| 9.4 | Re-elect Michel de Rosen, French to the Board of Directors for a further period of one year, until the AGM 2011   | Mgmt | No vote |
| 9.5 | Re-elect Michael Treschow, Swedish to the Board of Directors for a further period of one year, until the AGM 2011   | Mgmt | No vote |
| 9.6 | Re-elect Bernd W. Voss, German to the Board of Directors for a further period of one year, until the AGM 2011   | Mgmt | No vote |
| 9.7 | Re-elect Jacob Wallenberg, Swedish to the Board of Directors for a further period of one year, until the AGM 2011   | Mgmt | No vote |
| 9.8 | Re-elect Hubertus von Grunberg, German to the Board of Directors for a further period of one year, until the AGM 2011   | Mgmt | No vote |
| 10. | Election of Ernst & Young AG as the Auditors for fiscal 2010  | Mgmt | No vote |

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ABBOTT LABORATORIES

Agen

Security: 002824100  
 Ticker: ABT

Meeting Type  
 Meeting Date

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ISIN: US0028241000

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>R.J. ALPERN<br>R.S. AUSTIN<br>W.M. DALEY<br>W.J. FARRELL<br>H.L. FULLER<br>W.A. OSBORN<br>D.A.L. OWEN<br>R.S. ROBERTS<br>S.C. SCOTT III<br>W.D. SMITHBURG<br>G.F. TILTON<br>M.D. WHITE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>Withheld<br>Withheld<br>Withheld<br>Withheld<br>For<br>For<br>For<br>Withheld<br>For<br>For |
| 02     | RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS  | Mgmt   | For   |
| 03     | SHAREHOLDER PROPOSAL-ADVISORY VOTE   | Shr  | For   |
| 04     | SHAREHOLDER PROPOSAL-SPECIAL SHAREHOLDER MEETINGS  | Shr  | For   |

ACCENTURE LTD

Agen

Security: G1150G111  
Ticker: ACN  
ISIN: BMG1150G1116

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A AS IT APPLIES TO THE CLASS A COMMON SHAREHOLDERS.   | Mgmt          | For           |
| 02     | APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE ACCENTURE LTD CLASS A COMMON SHAREHOLDER CLASS MEETING.   | Mgmt          | For           |
| 03     | IF THE SCHEME OF ARRANGEMENT IS APPROVED, APPROVAL OF THE ESTABLISHMENT OF DISTRIBUTABLE RESERVES OF ACCENTURE PLC (THROUGH THE REDUCTION OF ITS SHARE PREMIUM ACCOUNT) THAT WAS PREVIOUSLY APPROVED BY ACCENTURE LTD AND THE OTHER CURRENT SHAREHOLDERS OF ACCENTURE PLC (AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT). | Mgmt          | For           |
| 04     | APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE  | Mgmt          | For           |

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THE PROPOSAL AT THE TIME OF THE SPECIAL GENERAL MEETING.

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 ALLIANZ SE, MUENCHEN

Agen

Security: D03080112  
 Ticker:  
 ISIN: DE0008404005

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS USUAL THANK YOU   | Non-Voting    |               |
|        | The registration for the General Meeting of Shareholders does not result in the shares being blocked. Please contact the relationship manager of your depository bank to clarify variant procedures in the German market.  | Non-Voting    |               |
| 1.     | Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as at December 31, 2009, and of the Management Reports for Allianz SE and for the Group, the Explanatory Reports on the information pursuant to Paragraph 289 (4), Paragraph 315 (4) and Paragraph 289 (5) of the German Commercial Code (Handelsgesetzbuch) as well as the Report of the Supervisory Board for the fiscal year 2009 | Non-Voting    |               |
| 2.     | Appropriation of net earnings  | Mgmt          | For           |
| 3.     | Approval of the actions of the members of the Management Board   | Mgmt          | For           |
| 4.     | Approval of the actions of the members of the Supervisory Board  | Mgmt          | For           |
| 5.     | By-election to the Supervisory Board   | Mgmt          | For           |
| 6.     | Approval of the remuneration system for the Management Board members of Allianz SE   | Mgmt          | For           |
| 7.     | Creation of an Authorized Capital 2010/I, cancellation of the Authorized Capital 2006/I and corresponding amendment to the Statutes  | Mgmt          | For           |
| 8.     | Creation of an Authorized Capital 2010/II for the issuance of shares to employees, cancellation  | Mgmt          | For           |

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|     |  |      |     |
|-----|--|------|-----|
|     | of the Authorized Capital 2006/II and corresponding amendment to the Statutes  |      |     |
| 9.  | Approval of a new authorization to issue bonds carrying conversion and/or option rights as well as convertible participation rights, creation of a Conditional Capital 2010, cancellation of the current authorization to issue bonds carrying conversion and/or option rights, cancellation of the Conditional Capital 2006 and corresponding amendment to the Statutes | Mgmt | For |
| 10. | Authorization to acquire treasury shares for trading purposes  | Mgmt | For |
| 11. | Authorization to acquire and utilize treasury shares for other purposes  | Mgmt | For |
| 12. | Authorization to use derivatives in connection with the acquisition of treasury shares pursuant to Paragraph 71 (1) no. 8 of the German Stock Corporation Act (Aktiengesetz)   | Mgmt | For |
| 13. | Approval of control and profit transfer agreement between Allianz SE and Allianz Common Applications and Services GmbH   | Mgmt | For |
| 14. | Approval of control and profit transfer agreement between Allianz SE and AZ-Argos 45 Vermoegensverwaltungsgesellschaft mbH   | Mgmt | For |

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 AMAZON.COM, INC.

Agen

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 Security: 023135106  
 Ticker: AMZN  
 ISIN: US0231351067

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JEFFREY P. BEZOS                                       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: TOM A. ALBERG  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN SEELY BROWN                                       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: WILLIAM B. GORDON                                      | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: ALAIN MONIE  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: THOMAS O. RYDER  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER                                 | Mgmt          | Against       |
| 02     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt          | For           |

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|    |  |     |         |
|----|--|-----|---------|
| 03 | SHAREHOLDER PROPOSAL CALLING FOR THE COMPANY TO MAKE CERTAIN DISCLOSURES REGARDING CORPORATE POLITICAL CONTRIBUTIONS | Shr | Against |
|----|--|-----|---------|

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AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101  
 Ticker: AEP  
 ISIN: US0255371017

Meeting Type  
 Meeting Date

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: E.R. BROOKS  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DONALD M. CARLTON  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES F. CORDES  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: LINDA A. GOODSPEED   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: THOMAS E. HOAGLIN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: LESTER A. HUDSON, JR   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MICHAEL G. MORRIS  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: LIONEL L. NOWELL III   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RICHARD L. SANDOR  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JOHN F. TURNER   | Mgmt          | For           |
| 02     | APPROVE AMENDMENTS TO THE AMERICAN ELECTRIC POWER SYSTEM LONG-TERM INCENTIVE PLAN.                                       | Mgmt          | For           |
| 03     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |

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AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Ticker: AXP  
 ISIN: US0258161092

Meeting Type  
 Meeting Date

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

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>D.F. AKERSON<br>C. BARSHEFSKY<br>U.M. BURNS<br>K.I. CHENAULT<br>P. CHERNIN<br>J. LESCHLY<br>R.C. LEVIN<br>R.A. MCGINN<br>E.D. MILLER<br>S.S. REINEMUND<br>R.D. WALTER<br>R.A. WILLIAMS | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.   | Mgmt   | For  |
| 03     | ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 04     | SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.  | Shr  | Against  |
| 05     | SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.  | Shr  | For  |
| 06     | SHAREHOLDER PROPOSAL RELATING TO SHARE RETENTION REQUIREMENTS FOR EXECUTIVES.  | Shr  | For  |

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AMERICAN TOWER CORPORATION

Agen

Security: 029912201  
Ticker: AMT  
ISIN: US0299122012

Meeting Type  
Meeting Date

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RAYMOND P. DOLAN      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: RONALD M. DYKES       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: CAROLYN F. KATZ       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GUSTAVO LARA CANTU    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOANN A. REED         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PAMELA D.A. REEVE     | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID E. SHARBUTT     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JAMES D. TAICLET, JR. | Mgmt          | For           |



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|    |   |      |     |
|----|---|------|-----|
| 1I | ELECTION OF DIRECTOR: SAMME L. THOMPSON   | Mgmt | For |
| 02 | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt | For |

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AMGEN INC.

Agen

Security: 031162100  
 Ticker: AMGN  
 ISIN: US0311621009

Meeting Type  
 Meeting Date

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DR. DAVID BALTIMORE   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: MR. JERRY D. CHOATE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DR. GILBERT S. OMENN  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: MR. KEVIN W. SHARER   | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2010 | Mgmt          | For           |
| 3A     | STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #1 (SHAREHOLDER ACTION BY WRITTEN CONSENT)   | Shr           | For           |
| 3B     | STOCKHOLDER PROPOSAL: STOCKHOLDER PROPOSAL #2 (EQUITY RETENTION POLICY)   | Shr           | For           |

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

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
 Ticker: APC  
 ISIN: US0325111070

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: H. PAULETT EBERHART                                     | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: PRESTON M. GEREN III                                    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JAMES T. HACKETT  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS.              | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL - AMENDMENT TO NON-DISCRIMINATION POLICY.                | Shr           | Against       |
| 04     | STOCKHOLDER PROPOSAL - AMENDMENT TO BY-LAWS: REIMBURSEMENT OF PROXY EXPENSES. | Shr           | For           |

APACHE CORPORATION

Agen

Security: 037411105  
 Ticker: APA  
 ISIN: US0374111054

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: EUGENE C. FIEDOREK                        | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: PATRICIA ALBJERG GRAHAM                   | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: F.H. MERELLI                              | Mgmt          | For           |
| 04     | RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS. | Mgmt          | For           |

APPLE INC.

Agen

Security: 037833100  
 Ticker: AAPL  
 ISIN: US0378331005

Meeting Type  
 Meeting Date

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

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|    |   |  |   |
|----|---|--|---|
| 01 | DIRECTOR<br>WILLIAM V. CAMPBELL<br>MILLARD S. DREXLER<br>ALBERT A. GORE, JR.<br>STEVEN P. JOBS<br>ANDREA JUNG<br>A.D. LEVINSON, PH.D.<br>JEROME B. YORK               | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | TO APPROVE AMENDMENTS TO THE APPLE INC. 2003<br>EMPLOYEE STOCK PLAN.  | Mgmt   | For   |
| 03 | TO APPROVE AMENDMENTS TO THE APPLE INC. 1997<br>DIRECTOR STOCK OPTION PLAN.   | Mgmt   | For   |
| 04 | TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt   | For   |
| 05 | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP<br>AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR FISCAL YEAR 2010.                             | Mgmt   | For   |
| 06 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED<br>"SUSTAINABILITY REPORT," IF PROPERLY PRESENTED<br>AT THE MEETING.  | Shr  | Against                                       |
| 07 | TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED<br>"AMEND CORPORATE BYLAWS ESTABLISHING A BOARD<br>COMMITTEE ON SUSTAINABILITY," IF PROPERLY PRESENTED<br>AT THE MEETING. | Shr  | Against                                       |

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ARCELORMITTAL SA, LUXEMBOURG

Agent

Security: L0302D129  
Ticker:  
ISIN: LU0323134006

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING<br>ID 680767 DUE TO ADDITION OF RESOLUTIONS. ALL<br>VOTES RECEIVED ON THE PREVIOUS MEETING WILL<br>BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT<br>ON THIS MEETING NOTICE. THANK YOU.  | Non-Voting    |               |
|        | Presentation of the Management report of the<br>Board of Directors and the reports of the Independent<br>Company Auditor on the annual accounts of the<br>parent Company prepared in accordance with<br>the laws and regulations of the Grand-Duchy<br>of Luxembourg (the Parent Company Annual Accounts)<br>and the consolidated financial statements of<br>the ArcelorMittal group prepared in accordance<br>with the International Financial Reporting<br>Standards as adopted in the European Union<br>(the Consolidated Financial Statements) for<br>the FY 2009 | Non-Voting    |               |

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- |    |  |      |         |
|----|--|------|---------|
| 1. | Approve the consolidated financial statements for the FY 2009 in their entirety, with a resulting consolidated net income of USD 75 million  | Mgmt | No vote |
| 2. | Approve the Parent Company Annual Accounts for the FY 2009 in their entirety, with a resulting loss for ArcelorMittal as Parent Company of the ArcelorMittal group of USD 507,141,204 [established in accordance with the laws and regulations of the Grand-Duchy of Luxembourg, as compared to the consolidated net income of USD 75 million established in accordance with International Financial Reporting Standards as adopted in the European Union, the subject of the first Resolution]  | Mgmt | No vote |
| 3. | Acknowledge that: (i) the loss for the year amounts to USD 507,141,204, (ii) the amount of the loss is set off against the Profit brought forward (Report a nouveau) of USD 26,525,260,379, and (iii) no allocation to the legal reserve or to the reserve for shares held in treasury is required; on this basis, the General Meeting, upon the proposal of the Board of Directors, decides to allocate the results of the Company based on the Parent Company annual accounts for the FY 2009 as specified; that dividends are paid in four equal quarterly installments of USD 0.1875 (gross) per share and that the first installment of dividend of USD 0.1875 (gross) per share has been paid on 15 MAR 2010 | Mgmt | No vote |
| 4. | Approve to set the amount of annual Directors' compensation to be allocated to the members of the Board of Directors in relation to the FY 2009 at USD 2,564,923   | Mgmt | No vote |
| 5. | Grant discharge to the members of the Board of Directors in relation to the FY 2009  | Mgmt | No vote |
| 6. | Acknowledge the mandate of the Mr. John O. Castegnaro, Mrs. Vanisha Mittal Bhatia and Mr. Jose Ramon Alvarez Rendueles Medina as the Directors has come to an end effective on the date of this General Meeting and that Mr. Jeannot Krecke has been co-opted as a member of the Board of Directors of the Company in replacement of Mr. Georges Schmit effective 01 JAN 2010  | Mgmt | No vote |
| 7. | Re-elect Mrs. Vanisha Mittal Bhatia for a 3-year mandate that will automatically expire on the date of the general meeting of shareholders to be held in 2013  | Mgmt | No vote |
| 8. | Elect Mr. Jeannot Krecke for a 3-year mandate that will automatically expire on the date of the general meeting of shareholders to be held in 2013   | Mgmt | No vote |
| 9. | Approve: (a) to cancel with effect as of the date of this General Meeting the authorization  | Mgmt | No vote |

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- granted to the Board of Directors by the general meeting of shareholders held on 12 MAY 2009 with respect to the share buy-back programme, and (b) to authorize, effective immediately after this General Meeting, the Board of Directors of the Company, with option to delegate, and the corporate bodies of the other companies in the ArcelorMittal group in accordance with the Luxembourg law of 10 AUG 1915 on commercial companies, as amended (the Law), to acquire and sell shares in the Company in accordance with the Law and any other applicable laws and regulations, including but not limited to entering into off-market and over-the-counter transactions and to acquire shares in the Company through derivative financial instruments
10. Appoint Deloitte S.A., with registered office at 560, rue de Neudorf, L-2220 Luxembourg, Grand-Duchy of Luxembourg, as independent company auditor (Reviseur d Entreprises) for the purposes of an Independent Audit of the Parent Company annual accounts and the consolidated financial statements for the FY 2010 Mgmt No vote
11. Authorize the Board of Directors the power to issue share options or other equity-based awards and incentives to all eligible employees under the LTIP for a number of Company s shares not exceeding 8,500,000 options on fully paid-up shares, which may either be newly issued shares or shares held in treasury, during the period from this General Meeting until the general meeting of shareholders to be held in 2011 (the Maximum Number), provided, that the share options will be issued at an exercise price that is not less than the average of the highest and the lowest trading price on the New York Stock Exchange on the day immediately prior to the grant date, which date will be decided by the Board of Directors and will be within the respective periods specified in the LTIP; (b) to decide and implement any increase in the Maximum Number by the additional number that may be necessary to preserve the rights of the option holders in the event of the occurrence a transaction impacting the Company s share capital; and (c) do or cause to be done all such further acts and things as the Board of Directors may determine to be necessary or advisable in order to implement the content and purpose of this resolution; acknowledge that the Maximum Number represents about 0.54% of the Company's current issued share capital on a fully diluted basis Mgmt No vote
12. Authorize the Board of Directors to: (a) implement the Employee Share Purchase Plan 2010 (ESPP 2010) reserved for all or part of the employees of all or part of the companies comprised within the scope of consolidation of the consolidated financial statements for a maximum number of Mgmt No vote

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2,500,000 ArcelorMittal shares; and (b) for the purposes of the implementation of the ESPP 2010, issue new shares within the limits of the Company's authorized share capital and/or deliver treasury shares up to a maximum of 2,500,000 fully paid-up ArcelorMittal shares during the period from this General Meeting to the general meeting of shareholders to be held in 2011; and (c) do or cause to be done all such further acts and things as the Board of Directors may determine to be necessary or advisable in order to implement the content and purpose of this resolution; acknowledge that the maximum total number of 2,500,000 shares of the Company represents about 0.16 % of the Company's current issued share capital on a fully diluted basis

|      |  |      |         |
|------|--|------|---------|
| E.13 | Approve, in accordance with Article 7.3, Paragraph 3, of the Articles of Association of the Company, the General Meeting decides to assent to direct or indirect transfers of shares of the Company among persons included in the definition of Mittal Shareholder (as defined in Article 8.4 of the Articles of Association), including without limitation by means of transfers to trustees of trusts of which Mr. and/or Mrs. Lakshmi N. Mittal and/or their heirs and successors are beneficiaries | Mgmt | No vote |
|------|--|------|---------|

-----  
 ASTRAZENECA PLC, LONDON

Agent

Security: G0593M107  
 Ticker:  
 ISIN: GB0009895292

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | Receive the Company's accounts and the reports of the Directors and the Auditor for the YE 31 DEC 2009  | Mgmt          | For           |
| 2.     | Approve to confirm the first interim dividend of USD 0.59 [36 pence, SEK 4.41] per ordinary share and to confirm as the final dividend for 2009 the second interim dividend of USD 1.71 [105.4 pence, SEK 12.43] per ordinary share | Mgmt          | For           |
| 3.     | Re-appoint KPMG Audit Plc, London as the Auditor of the Company   | Mgmt          | For           |
| 4.     | Authorize the Directors to agree the remuneration of the Auditor  | Mgmt          | For           |
| 5.A    | Re-elect Louis Schweitzer as a Director in accordance   | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
|     | with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011  |      |     |
| 5.B | Re-elect David Brennan as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011   | Mgmt | For |
| 5.C | Re-elect Simon Lowth as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011   | Mgmt | For |
| 5.D | Re-elect Jean Philippe Courtois as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011  | Mgmt | For |
| 5.E | Re-elect Jane Henney as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011   | Mgmt | For |
| 5.F | Re-elect Michele Hooper as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011  | Mgmt | For |
| 5.G | Re-elect Rudy Markham as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011  | Mgmt | For |
| 5.H | Re-elect Dame Nancy Rothwell as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2010   | Mgmt | For |
| 5.I | Re-elect John Varley as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011   | Mgmt | For |
| 5.J | Re-elect Marcus Wallenberg as a Director in accordance with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011   | Mgmt | For |
| 6.  | Approve the Directors' remuneration report for the YE 31 DEC 2009   | Mgmt | For |
| 7.  | Authorize the Company and to make donations to Political Parties and to political organizations other than political parties; and incur political expenditure, during the period commencing on the date of this resolution and ending on the date the of the Company's next AGM, provided that in each case any such donation and expenditure made by the Company or by any such subsidiary shall not exceed USD 250,000 per Company and together with those made by any subsidiary and the Company shall not exceed in aggregate USD 250,000, as specified | Mgmt | For |
| 8.  | Authorize the Directors , pursuant to Section 551 of the Companies Act 2006 to: (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security  | Mgmt | For |

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into shares in the Company: up to an aggregate nominal amount of USD 121,034,506; and comprising equity securities [as specified in the Companies Act 2006] up to an aggregate nominal amount of USD 242,069,013 [including within such limit any shares issued or rights granted in this resolution] in connection with an offer by way of a rights issue: (i) to holders of ordinary shares in proportion [as nearly as may be practicable] to their existing holdings; and (ii) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as 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; [Authority expires the earlier of the conclusion of the AGM of the Company in 29 JUN 2010]; the Company, before the expiry, may make a contract to purchase ordinary shares which will or may be executed wholly or partly after such expiry; subject to this resolution, all existing authorities given to the Directors pursuant to Section 80 of the Companies Act 1985 or Section 551 of the Companies Act 2006 by way of the ordinary resolution of the Company passed on 30 APR 2009 be revoked by this resolution; and this resolution shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made

|     |   |      |     |
|-----|---|------|-----|
| S.9 | Approve, subject to the passing of Resolution 8 as specified in the Notice of AGM of the Company convened for 29 APR 2010 and in place of the power given to them pursuant to the special resolution of the Company passed on 30 APR 2009 and authorize the Directors, pursuant to Section 570 and section 573 of the Companies Act 2006 to allot equity securities [as specified in the Companies Act 2006] for cash, pursuant to the authority conferred by Resolution 8 in the Notice of AGM as if Section 561(1) of the Act did not apply to the allotment this power: expires [unless previously renewed, varied or revoked by the Company in general meeting] at the end of the next AGM of the Company after the date on which this resolution is passed [or, if earlier, at the close of business on 29 JUN 2011], but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that | Mgmt | For |
|-----|---|------|-----|



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offer or agreement as if this power had not expired; and shall be limited to the allotment of equity securities in connection with an offer of equity securities [Authority expires the earlier of the conclusion of the AGM of the Company in 29 JUN 2010]: (i) to the ordinary shareholders in proportion [as nearly as may be practicable] to their existing holdings; and (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as 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; and (c) in the case of the authority granted under Resolution 8 shall be limited to the allotment of equity securities for cash otherwise than pursuant to this resolution up to an aggregate nominal amount of USD 18,155,176; this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 8 in the Notice of AGM" were omitted

- |      |   |      |     |
|------|---|------|-----|
| S.10 | Authorize the Company, to make market purchases [within the meaning of section 693(4) of the Companies Act 2006] of its ordinary shares of USD 0.25 each in the capital of the Company provided that the maximum number of ordinary shares which may be purchased is 145,241,408; the minimum price [exclusive of expenses] which may be paid for each ordinary share is USD 0.25; and the maximum price [exclusive of expenses] which may be paid for each ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) 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 derived from the London Stock Exchange Trading System; [authority shall expire at the conclusion of the AGM of the Company held in 2011 or, if earlier, at the close of business on 29 JUN 2011] [except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry] | Mgmt | For |
| S.11 | Approve the general meeting other than an AGM   | Mgmt | For |

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may be called on not less than 14 clear days' notice

|      |   |      |     |
|------|---|------|-----|
| S.12 | Amend the Articles of Association of the Company by deleting all the provisions of the Company Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association | Mgmt | For |
|------|---|------|-----|

|     |  |      |     |
|-----|--|------|-----|
| 13. | Approve the Directors rules of the AstraZeneca Investment Plan [Plan], the main features of which are as specified, and, authorize the Directors, to do all such acts and things as they may consider necessary or expedient to carry the Plan into effect and to establish one or more schedules to the Plan as they consider necessary in relation to employees in jurisdictions outside the United Kingdom, with any modifications necessary or desirable to take account of local securities laws, exchange control and tax legislation, provided that any ordinary shares of the Company made available under any schedule are treated as counting against the relevant limits on individual and overall participation under the Plan | Mgmt | For |
|-----|--|------|-----|

PLEASE NOTE THAT THIS IS A REVISION DUE TO INSERTION OF VOTING OPTIONS COMMENT. 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 NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST' FOR ALL RESOLUTIONS. THANK YOU.

Non-Voting

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AT&T INC.

Agen

Security: 00206R102  
Ticker: T  
ISIN: US00206R1023

Meeting Type  
Meeting Date

| 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           |

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|    |  |      |         |
|----|--|------|---------|
| 1D | ELECTION OF DIRECTOR: JAMES H. BLANCHARD             | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: JAIME CHICO PARDO              | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: JAMES P. KELLY                 | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: JON C. MADONNA                 | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: LYNN M. MARTIN                 | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: JOHN B. MCCOY                  | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: JOYCE M. ROCHE                 | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: PATRICIA P. UPTON              | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For     |
| 03 | CUMULATIVE VOTING.                                   | Shr  | Against |
| 04 | PENSION CREDIT POLICY.                               | Shr  | For     |
| 05 | ADVISORY VOTE ON COMPENSATION.                       | Shr  | For     |
| 06 | SPECIAL STOCKHOLDER MEETINGS.                        | Shr  | For     |

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AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
Ticker: AVB  
ISIN: US0534841012

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>BRYCE BLAIR<br>BRUCE A. CHOATE<br>JOHN J. HEALY, JR.<br>TIMOTHY J. NAUGHTON<br>LANCE R. PRIMIS<br>PETER S. RUMMELL<br>H. JAY SARLES<br>W. EDWARD WALTER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2010.   | Mgmt   | For  |

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AVON PRODUCTS, INC.

Agen

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

Security: 054303102  
 Ticker: AVP  
 ISIN: US0543031027

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1      | DIRECTOR<br>W. DON CORNWELL<br>V. ANN HAILEY<br>FRED HASSAN<br>ANDREA JUNG<br>MARIA ELENA LAGOMASINO<br>ANN S. MOORE<br>PAUL S. PRESSLER<br>GARY M. RODKIN<br>PAULA STERN<br>LAWRENCE A. WEINBACH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.   | Mgmt   | For  |
| 3      | APPROVAL OF 2010 STOCK INCENTIVE PLAN.  | Mgmt   | For  |

BANCO BILBAO VIZCAYA ARGENTARIA SA, BILBAO

Agen

Security: E11805103  
 Ticker:  
 ISIN: ES0113211835

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 12 MAR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU. | Non-Voting    |               |
| 1.     | Approve the annual accounts and the Management Report   | Mgmt          | For           |
| 2.1    | Ratify and re-elect Mr. Francisco Gonzalez Rodriguez as a Board Member  | Mgmt          | For           |
| 2.2    | Ratify and re-elect Mr. Angel Cano Fernandez as a Board Member  | Mgmt          | For           |
| 2.3    | Re-elect Mr. Ramon Bustamante Y De La Mora as a Board Member  | Mgmt          | For           |
| 2.4    | Re-elect Mr. Ignacio Ferrero Jordi as a Board Member  | Mgmt          | For           |
| 3.     | Grant authority to purchase own shares  | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 4. | Approve of the retribution program in shares in 2010 and 2011 for the Managers | Mgmt | For |
| 5. | Re-elect the Auditors  | Mgmt | For |
| 6. | Approve the delegation of powers   | Mgmt | For |

PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT 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.

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BANCO SANTANDER SA, SANTANDER

Agen

Security: E19790109  
 Ticker:  
 ISIN: ES0113900J37

Meeting Type  
 Meeting Date

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE FROM 10 JUN 2010 TO 11 JUN 2010. 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    |               |
| 1      | Approve the annual accounts balance sheet, profit and loss account, state of recognized income and expense, total state of changes in equity, cash flow statement and annual report and the management of Banco Santander, SA and its consolidated group, all with respect to the YE 31 DEC 2009 | Mgmt          | For           |
| 2      | Approve the application for tax year 2009  | Mgmt          | For           |
| 3.a    | Appointment of D. Becerro de Bengoa Jado Angel as a Director   | Mgmt          | For           |
| 3.b    | Re-election of D. Francisco Javier Botin-Sanz De Sautuola and O Shea Tercero as the Directors  | Mgmt          | For           |
| 3.c    | Re-election of Ms Isabel Tocino Biscarolasaga as a Director  | Mgmt          | For           |
| 3.d    | Re-election of D. Fernando de Asua Alvarez as a Director   | Mgmt          | For           |
| 3.e    | Re-election of D. Alfredo Saenz Abad as a Director   | Mgmt          | For           |
| 4      | Re-appointment of Auditor for the year 2010  | Mgmt          | For           |
| 5      | Authorize the bank and its subsidiaries to acquire   | Mgmt          | For           |

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|       |  |            |     |
|-------|--|------------|-----|
|       | own shares pursuant to the provisions of Article 75 of the Companies Act, thereby canceling the unused portion of the authorization granted by the AGM of shareholders on 19 JUN 2009  |            |     |
| 6     | Approve the delegation to the Board of Directors of the power to execute the agreement adopted by the Board to increase the share capital in accordance with the provisions of Article 153.1) of the Companies Act, nullifying the authority granted by the said general meeting of 19 JUN 2009  | Mgmt       | For |
| 7.a   | Approve the increased capital by the amount determined under the terms of the deal by issuing new ordinary shares of medium 0.5 par value each, without premium, in the same class and series as those currently in circulation , from voluntary reserves from retained earnings, forecast allowance can express incomplete, with authority to delegate his time in the executive committee, to set the conditions the increase in all matters not covered by the general meeting, make losactos necessary for their execution, adapt the wording of paragraphs 1 and 2 of section 5 of the Bylaws to the new amount of share capital and provide public and private documents as are necessary for the execution of the increase, application to the competent bodies, national and foreign, COTND..  | Mgmt       | For |
| CONTD | ..CONTD for admission to trading of the new shares on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia, through the automated quotation system continuous market and the Stock foreign securities traded in the shares of Banco Santander Lisbon, London, Milan, Buenos Aires, Mexico and, through ADSs, in the New York Stock Exchange , as required at each one of them   | Non-Voting |     |
| 7.b   | Approve to increased capital by the amount determined under the terms of the deal by issuing new ordinary shares of medium 0.5 par value each, without premium, in the same class and series as those currently in circulation , from voluntary reserves from retained earnings, forecast allowance can express incomplete, delegation of powers to the Board of Directors, with authority to delegate his time in the Executive Committee, to set the conditions the increase in all matters not covered by the General Board, perform the acts required for their execution, adapt the wording of paragraphs 1 and 2 of Article 5 of the Bylaws to the new amount of share capital and provide public and private documents as are necessary for the execution of the increase, application to the competent bodies, national and foreign, CONTD.. | Mgmt       | For |

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|       |   |            |     |
|-------|---|------------|-----|
| CONTD | ..CONT for admission to trading of the new shares on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia, through the Automated Quotation System Continuous Market and the Stock foreign securities traded in the shares of Banco Santander Lisbon, London, Milan, Buenos Aires, Mexico and, through ADSs, in the New York Stock Exchange, as required At each one of them  | Non-Voting |     |
| 8     | Approve the delegation to the Board of Directors of the power to issue simple fixed income securities or debt instruments of similar nature including cedulas, promissory notes or warrants, as well as debt securities convertible or exchangeable into shares of society, in relation to fixed income securities convertible or exchangeable into shares of the Company, setting criteria for the determination of the bases and conditions for the conversion and / or exchange and attribution to the Board of Directors of the powers of increase in el capital the amount necessary, so as to exclude the preferential subscription right of shareholders, to rescind the unused portion of the delegation conferred by the agreement Ninth II of the ordinary general meeting of shareholders of 19 JUN 2009 | Mgmt       | For |
| 9.a   | Approve the policy of long-term incentives granted by the Board of Directors, new courses relating to specific actions plans for delivery of Santander for execution by the Bank and Santander Group companies and linked to the evolution of total return to shareholders or certain requirements for permanence and evolution of the Group  | Mgmt       | For |
| 9.b   | Approve the incentive scheme for employees of UK Plc Santander, and other Group companies in the UK by the Bank's stock options and linked to the contribution of monetary amounts and certain newspapers stay requirements   | Mgmt       | For |
| 10    | Authorize the Board of Directors to interpret, correct, add, implementation and development of agreements adopted by the Board, so as to substitute the powers received from the Board and granting of powers to the elevation to instrument public of such agreements  | Mgmt       | For |
| 11    | Receive the report on the remuneration policy for Directors   | Mgmt       | For |

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BANK OF AMERICA CORPORATION

Agen

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Security: 060505104

Meeting Type

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

Ticker: BAC  
ISIN: US0605051046

Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA CORPORATION AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 10 BILLION TO 11.3 BILLION.   | Mgmt          | For           |
| 02     | A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL SET FORTH IN ITEM 1. | Mgmt          | For           |

BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
Ticker: BAC  
ISIN: US0605051046

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SUSAN S. BIES   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: WILLIAM P. BOARDMAN                                       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.                                     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: VIRGIS W. COLBERT   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CHARLES K. GIFFORD  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.                                  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: D. PAUL JONES, JR.  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MONICA C. LOZANO  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: THOMAS J. MAY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: DONALD E. POWELL  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI                                       | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: ROBERT W. SCULLY  | Mgmt          | For           |
| 02     | A PROPOSAL TO RATIFY THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2010 | Mgmt          | For           |



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|    |   |      |         |
|----|---|------|---------|
| 03 | A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 11.3 BILLION TO 12.8 BILLION | Mgmt | For     |
| 04 | AN ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION   | Mgmt | For     |
| 05 | A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN   | Mgmt | For     |
| 06 | STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT  | Shr  | Against |
| 07 | STOCKHOLDER PROPOSAL - NON-DEDUCTIBLE PAY   | Shr  | For     |
| 08 | STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS   | Shr  | For     |
| 09 | STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Shr  | For     |
| 10 | STOCKHOLDER PROPOSAL - SUCCESSION PLANNING  | Shr  | For     |
| 11 | STOCKHOLDER PROPOSAL - DERIVATIVES TRADING  | Shr  | For     |
| 12 | STOCKHOLDER PROPOSAL - RECOUP INCENTIVE COMPENSATION  | Shr  | For     |

-----  
 BARCLAYS PLC, LONDON

Agen

Security: G08036124  
 Ticker:  
 ISIN: GB0031348658

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Authorize the Directors the proposed disposal by Barclays Plc of the Barclays Global Investors business and ancillary arrangements, pursuant to the BGI Disposal Agreement [as specified in the circular to shareholders dated 09 JUL 2009] in the manner and on the terms and conditions of the BGI Disposal Agreement and which, as described in the circular, comprises a Class 1 transaction under the Listing Rules, to take all such steps as may be necessary or desirable in relation thereto and to carry the same into effect with such modifications, variations, revisions or amendment [providing such modifications, variation or amendments are not of a material nature] as they shall deem necessary or desirable | Mgmt          | For           |

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BARCLAYS PLC, LONDON

Agen

Security: G08036124  
 Ticker:  
 ISIN: GB0031348658

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | Receive the reports of the Directors and Auditors and the audited accounts of the Company for the YE 31 DEC 2009   | Mgmt          | For           |
| 2      | Approve the remuneration report for the YE 31 DEC 2009   | Mgmt          | For           |
| 3      | Re-elect Reuben Jeffery III as Director of the Company   | Mgmt          | For           |
| 4      | Re-elect Marcus Aglus as a Director of the Company   | Mgmt          | For           |
| 5      | Re-elect David Booth as a Director of the Company  | Mgmt          | For           |
| 6      | Re-elect Sir Richard Broadbent as a Director of the Company  | Mgmt          | For           |
| 7      | Re-elect Sir Michael Rake as a Director of the Company   | Mgmt          | For           |
| 8      | Re-elect Sir Andrew Likierman as a Director of the Company   | Mgmt          | For           |
| 9      | Re-elect Chris Lucas as a Director of the Company  | Mgmt          | For           |
| 10     | Re-appoint PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors, as the 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           |
| 11     | Authorize the Directors to set the remuneration of the Auditors  | Mgmt          | For           |
| 12     | Authorize the Company, in accordance with Section 366 of the Companies Act 2006 [the 2006 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 to a) make political donations to political organizations 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 2011 or on 30 JUN 2011, provided that the maximum amounts as specified 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 | Mgmt          | For           |

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resolution, the terms political donations political organizations and political expenditure shall have the meanings given to them in Sections 363 to 365 of the 2006 Act

- |      |  |      |     |
|------|--|------|-----|
| 13   | Authorize the Directors, in substitution for all existing authorities, pursuant to Section 551 of the 2006 Act to exercise all the powers of the Company to; a) allot shares [as defined in Section 540 of the 2006 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 1,043,323,357, GBP 77,500,000, EUR 40,000,000 and 1F4,000,000,000; b) allot equity securities [as specified in Section 560 of the 2006 Act] up to an aggregate nominal amount of GBP 2,006,646,714 [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 this Resolution 13] in connection with an offer by way of a rights issue: i) to ordinary shareholders in proportion [as nearly as maybe practicable] to their existing holdings; and ii) to holders of other equity securities [as defined in Section 560 of the 2006 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, [Authority expires the earlier of the end of the AGM of the Company to be held in 2011 or the close of business on 30 JUN 2011]; 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 |
| S.14 | Authorize the Directors, in substitution for all existing powers, and subject to the passing of Resolution 13, pursuant to Section 570 of the 2006 Act to allot equity securities [as defined in Section 560 of the 2006 Act] for cash, pursuant to the authority granted Resolution 13 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, in each case free of the restriction in Section 561 of the 2006 Act, such power to be limited: [a] to the allotment of equity securities in connection with an offer of equity securities [but in case of an allotment pursuant to the authority   | Mgmt | For |

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granted by Paragraph [b] of Resolution 13, 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;] [ii] to holders of other equity securities [as defined in Section 560 of the 2006 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 13 and/or an allotment of equity securities by virtue of Section 560(3) of the 2006 Act, [in each case otherwise than in the circumstances as specified in this resolution] up to a nominal amount of GBP 150,498,503 representing no more than 5% of the issued ordinary share capital as at 05 MAR 2010; 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 2006 Act] by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights, [Authority expires the earlier of the end of the AGM of the Company to be held in 2011 or the close of business on 30 JUN 2011] 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

|      |   |      |     |
|------|---|------|-----|
| S.15 | Authorize the Company for the purposes of Section 701 of the 2006 Act to make market purchases [within the meaning of Section 701 of the 2006 Act] on the London Stock Exchange of up to an aggregate of 1,203,988,028 ordinary shares of 25 p 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 [1] 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 5 business days immediately preceding the date on which the purchase is made and ii) that stipulated by Article 5(1) of the | Mgmt | For |
|------|---|------|-----|

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Buy-back and Stabilization Regulation [EC 2273/2003];  
 and c) [Authority expires the earlier of the  
 end of the AGM of the Company to be held in  
 2011 or the close of business on 30 JUN 2011];  
 [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]

|      |   |      |     |
|------|---|------|-----|
| S.16 | Authorize the Directors to call general meetings<br>[other than an AGM] on not less than 14 clear<br>days notice, such authority to expire at the<br>end of the AGM of the Company to be held in<br>2011 or the close of the business on 30 JUN<br>2011, whichever is the earlier   | Mgmt | For |
| S.17 | Amend the Articles of Association of the Company<br>by deleting all the provisions of the Company's<br>Memorandum of Association which, by virtue<br>of Section 28 of the 2006 Act, are to be treated<br>as provisions of the Company's Articles of<br>Association; and adopt the Articles of Association,<br>as specified as the Articles of Association<br>of the Company in substitution for, and to<br>the exclusion of the existing Articles of Association  | Mgmt | For |
| 18   | Approve and adopt the rules of the Barclays<br>Group SAYE Share Option Scheme, as specified,<br>and authorize the Directors to: a) to do such<br>acts and things necessary or expenditure for<br>the purposes of implementing and giving effect<br>to the Sharesave Plan, including making any<br>changes to the draft rules of the Sharesave<br>Plan in order to obtain HM Revenue & Customs<br>approval; and b) establish such appendices<br>schedules, supplements or further schemes based<br>on Sharesave Plan but modified to take advantage<br>of or to comply with, local tax, exchange control<br>or securities laws in jurisdictions outside<br>in UK, provided that any ordinary shares made<br>available under any such appendices, schedules,<br>supplements or further schemes are treated<br>as counting against the limits and overall<br>participation in the Sharesave Plan | Mgmt | For |

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 BAXTER INTERNATIONAL INC.

Agent

Security: 071813109  
 Ticker: BAX  
 ISIN: US0718131099

Meeting Type  
 Meeting Date

| Prop.# | Proposal                              | Proposal<br>Type | Proposal Vote |
|--------|---------------------------------------|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BLAKE E. DEVITT | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN D. FORSYTH | Mgmt             | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1C | ELECTION OF DIRECTOR: GAIL D. FOSLER                           | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: CAROLE J. SHAPAZIAN                      | Mgmt | For |
| 02 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 03 | SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTING.       | Shr  | For |

-----  
 BAYERISCHE MOTORENWERKE AG BMW, MUENCHEN

Agen

Security: D12096109  
 Ticker:  
 ISIN: DE0005190003

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS USUAL THANK YOU | Non-Voting    |               |
|        | PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 27 APR 2010, 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    |               |
| 1.     | Presentation of the financial statements and annual report for the 2009 FY with the report of the Supervisory Board, the group financial statements and 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 197,185,418.64 as follows: payment of a dividend of EUR 0.30 per ordinary share Payment of a dividend of EUR 0.32 per preference share Ex-dividend and payable date: 19 MAY 2010  | Mgmt          | For           |
| 3.     | Ratification of the acts of the Board of Managing Directors  | Mgmt          | For           |
| 4.     | Ratification of the acts of the Supervisory Board  | Mgmt          | For           |
| 5.     | Appointment of Auditors for the 2010 FY: KPMG  | Mgmt          | Against       |

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AG, Berlin

|    |  |      |         |
|----|--|------|---------|
| 6. | Election of Henning Kagermann to the Supervisory Board   | Mgmt | Against |
| 7. | Amendments to the Articles of Association in connection with the Shareholder Rights Directive Implementation Law [ARUG] Section 17 shall be amended to reflect the permissibility of absentee voting and the facilitation of proxy voting  | Mgmt | For     |
| 8. | Approval of the compensation system for the Board of Managing Directors, to be explained in detail at the shareholders meeting   | Mgmt | For     |
| 9. | Resolution on the update of the profit transfer agreements with the Companys subsidiaries Bavaria Wirtschaftsagentur GmbH, BMW Anlagen Verwaltungs GmbH, BMW Bank GmbH, BMW Fahrzeugtechnik GmbH, BMW Forschung und Technik GmbH, BMW INTEC Be teiligungs GmbH, BMW Leasing GmbH, BMW M GmbH Gesellschaft fuer individuelle Automobile, and BMW Verwaltungs GmbH | Mgmt | For     |

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 BEST BUY CO., INC.

Agen

Security: 086516101  
 Ticker: BBY  
 ISIN: US0865161014

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type                        | Proposal Vote                   |
|--------|---|--------------------------------------|---------------------------------|
| 01     | DIRECTOR<br>LISA M. CAPUTO<br>BRIAN J. DUNN<br>KATHY J. HIGGINS VICTOR<br>ROGELIO M. REBOLLEDO<br>GERARD R. VITTECOQ  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 26, 2011. | Mgmt                                 | For                             |

-----  
 BHP BILLITON LIMITED

Agen

Security: 088606108  
 Ticker: BHP  
 ISIN: US0886061086

Meeting Type  
 Meeting Date

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO RECEIVE THE 2009 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC          | Mgmt          | For           |
| 02     | TO RE-ELECT MR CARLOS CORDEIRO AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC                   | Mgmt          | For           |
| 03     | TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC                    | Mgmt          | For           |
| 04     | TO RE-ELECT THE HON E GAIL DE PLANQUE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC            | Mgmt          | For           |
| 05     | TO RE-ELECT MR MARIUS KLOPPERS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC                   | Mgmt          | For           |
| 06     | TO RE-ELECT MR DON ARGUS AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC                         | Mgmt          | For           |
| 07     | TO ELECT MR WAYNE MURDY AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC                          | Mgmt          | For           |
| 08     | TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC  | Mgmt          | For           |
| 09     | TO RENEW THE GENERAL AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC  | Mgmt          | For           |
| 10     | TO RENEW THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN BHP BILLITON PLC                                       | Mgmt          | For           |
| 11     | TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC   | Mgmt          | For           |
| 12A    | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 30 APRIL 2010     | Mgmt          | For           |
| 12B    | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 17 JUNE 2010      | Mgmt          | For           |
| 12C    | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 15 SEPTEMBER 2010 | Mgmt          | For           |
| 12D    | TO APPROVE THE CANCELLATION OF SHARES IN BHP BILLITON PLC HELD BY BHP BILLITON LIMITED ON 11 NOVEMBER 2010  | Mgmt          | For           |
| 13     | TO APPROVE THE 2009 REMUNERATION REPORT   | Mgmt          | For           |
| 14     | TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP                             | Mgmt          | For           |



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BNP PARIBAS

Agen

Security: F1058Q238  
 Ticker:  
 ISIN: FR0000131104

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| -      | 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    |               |
| -      | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting    |               |
| -      | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2010/0310/201003101000643.pdf">https://balo.journal-officiel.gouv.fr/pdf/2010/0310/201003101000643.pdf</a> :<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2010/0407/201004071001050.pdf">https://balo.journal-officiel.gouv.fr/pdf/2010/0407/201004071001050.pdf</a> :  | Non-Voting    |               |
| 0.1    | Approve the balance sheet and the consolidated financial statements for the FYE on 31 DEC 2009  | Mgmt          | For           |
| 0.2    | Approve the balance sheet and the financial statements for the FYE on 31 DEC 2009   | Mgmt          | For           |
| 0.3    | Approve the allocation of income for the FYE on 31 DEC 2009 and distribution of the dividend  | Mgmt          | For           |
| 0.4    | Approve the Statutory Auditors' special report on the Agreements and Undertakings pursuant to Articles L.225-38 et seq. of the Commercial Code, including those concluded between a Company and its corporate officers, but also between companies of a group and mutual leaders of the Company   | Mgmt          | For           |
| 0.5    | Authorize the BNP Paribas to repurchase its own shares  | Mgmt          | For           |
| 0.6    | Approve the renewal of Mr. Louis Schweitzer's term as Board member  | Mgmt          | Against       |
| 0.7    | Appointment of Mr. Michel Tilmant as Board member   | Mgmt          | For           |

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|      |  |      |     |
|------|--|------|-----|
| 0.8  | Appointment of Mr. Emiel Van Broekhoven as Board member  | Mgmt | For |
| 0.9  | Appointment of Mrs. Meglena Kuneva as Board member   | Mgmt | For |
| 0.10 | Appointment of Mr. Jean-Laurent Bonnafe as Board Member  | Mgmt | For |
| 0.11 | Approve the setting the amount of attendances allowances   | Mgmt | For |
| E.12 | Approve the issuance, with preferential subscription rights, of common shares and securities giving access to the capital or entitling to allocation of debt securities  | Mgmt | For |
| E.13 | Approve the issuance, with cancellation of preferential subscription rights, of common shares and securities giving access to the capital or entitling to allocation of debt securities  | Mgmt | For |
| E.14 | Approve the issuance, with cancellation of preferential subscription rights, of common shares and securities giving access to the capital in order to remunerate for securities provided under public exchange offers          | Mgmt | For |
| E.15 | Approve the issuance, with cancellation of preferential subscription rights, of common shares in order to remunerate for contributions of unlisted securities within the limit of 10% of the capital                           | Mgmt | For |
| E.16 | Authorize the overall limitation for issuance with cancellation of preferential subscription rights  | Mgmt | For |
| E.17 | Grant authority for the capital increase by incorporation of reserves or profits, issuance premiums or contribution  | Mgmt | For |
| E.18 | Approve the overall limitation for issuance with or without preferential subscription rights   | Mgmt | For |
| E.19 | Authorize the Board of Directors to carry out transactions reserved for Members of the Company Saving Plan of BNP Paribas Group, which may take the form of capital increases and/or sales or transfers of reserved securities | Mgmt | For |
| E.20 | Authorize the Board of Directors to reduce the capital by cancellation of shares   | Mgmt | For |
| E.21 | Approve the merger absorption of Fortis Banque France by BNP Paribas; consequential increase of the share capital  | Mgmt | For |
| E.22 | Amend the Statutes consequential to the repurchase of preferred shares   | Mgmt | For |

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E.23 Authorize the powers for the formalities Mgmt For

-----  
 BOSTON PROPERTIES, INC. Agen

Security: 101121101  
 Ticker: BXP  
 ISIN: US1011211018

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1      | DIRECTOR<br>MORTIMER B. ZUCKERMAN<br>CAROL B. EINIGER<br>DR. JACOB A. FRENKEL  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2      | TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION RELATING TO THE ELECTION OF DIRECTORS.  | Mgmt                 | For               |
| 3      | TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt                 | For               |
| 4      | TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING THE PREPARATION OF A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.                                 | Shr                  | Against           |
| 5      | TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL CONCERNING AN INDEPENDENT BOARD CHAIRMAN, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.                                       | Shr                  | Against           |

-----  
 BOSTON SCIENTIFIC CORPORATION Agen

Security: 101137107  
 Ticker: BSX  
 ISIN: US1011371077

Meeting Type  
 Meeting Date

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN E. ABELE         | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: KATHARINE T. BARTLETT | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: BRUCE L. BYRNES       | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: NELDA J. CONNORS      | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: J. RAYMOND ELLIOTT    | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 1F | ELECTION OF DIRECTOR: MARYE ANNE FOX   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: RAY J. GROVES  | Mgmt | Abstain |
| 1H | ELECTION OF DIRECTOR: ERNEST MARIO   | Mgmt | Abstain |
| 1I | ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: PETE M. NICHOLAS   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: UWE E. REINHARDT   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: JOHN E. SUNUNU   | Mgmt | For     |
| 02 | TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS BOSTON SCIENTIFIC CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For     |
| 03 | TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.          | Mgmt | Against |

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 BP PLC

Agen

Security: G12793108  
 Ticker:  
 ISIN: GB0007980591

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | To receive the report of the Directors and the accounts for the year ended 31 December 2009 | Mgmt          | For           |
| 2.     | To approve the Directors remuneration report for the year ended 31 December 2009            | Mgmt          | For           |
| 3.     | To elect Mr. P Anderson as a Director   | Mgmt          | For           |
| 4.     | To elect Mr. A Burgmans as a Director   | Mgmt          | For           |
| 5.     | To re-elect Mrs C B Carroll as a Director   | Mgmt          | For           |
| 6.     | To re-elect Sir William Castell as a Director   | Mgmt          | For           |
| 7.     | To re-elect Mr I C Conn as a Director   | Mgmt          | For           |
| 8.     | To re-elect Mr G David as a Director  | Mgmt          | For           |
| 9.     | To re-elect Mr I E L Davis as a Director  | Mgmt          | For           |
| 10.    | To re-elect Mr R Dudely as a Director   | Mgmt          | For           |
| 11.    | To re-elect Mr D J Flint as a Director  | Mgmt          | For           |
| 12.    | To re-elect Dr B E Grote as a Director  | Mgmt          | For           |

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|      |  |      |     |
|------|--|------|-----|
| 13.  | To re-elect Dr A B Hayward as a Director   | Mgmt | For |
| 14.  | To re-elect Mr A G Inglis as a Director  | Mgmt | For |
| 15.  | To re-elect Dr D S Julius as a Director  | Mgmt | For |
| 16.  | To re-elect C-H Svanberg as a Director   | Mgmt | For |
| 17.  | To reappoint Ernst & young LLP as Auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorize the Directors to fix the Auditors remuneration   | Mgmt | For |
| s.18 | To adopt as the new Articles of Association of the Company the draft Articles of Association set out in the document produced to the Meeting and, for the purposes of identification, signed by the chairman, so the new Articles of Association apply in substitution for and to the exclusion of the Company's existing Articles of Association  | Mgmt | For |
| s.19 | To authorize the Company generally and unconditionally to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares with nominal value of GBP 0.25 each in the Company, provided that: a) the Company does not purchase under this authority more than 1.9 billion ordinary shares; b) the Company does not pay less than GBP 0.25 for each share; and c) the Company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the Company agrees to buy the shares concerned , based on share prices and currency exchange rates published in the daily Official List of the London Stock Exchange; this authority shall continue for the period ending on the date of the Annual General Meeting in 2011 or 15 July 2011, whichever is the earlier, provided that, if the Company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the Company may complete such purchases | Mgmt | For |
| 20   | To renew, for the period ending on the date on the Annual General Meeting in 2011 or 15 July, whichever is the earlier, the authority and power conferred on the Directors by the Company's Articles of Association to allow relevant securities up to an aggregate nominal amount equal to the Section 551 amount (or, is resolution 18 is not passed, equal to the Section 80 amount) of GBP 3,143 million   | Mgmt | For |
| s.21 | To renew, for the period ending on the date on the Annual General Meeting in 2011 or 15 July, whichever is the earlier, the authority and power conferred on the Directors by the  | Mgmt | For |

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|      |  |            |         |
|------|--|------------|---------|
|      | company's Articles of Association to allow equity securities wholly for cash: a) in connection with a right issue; b) otherwise than in connection with rights issue up to an aggregate nominal amount equal to the Section 561 amount (or, is resolution 18 is not passed, equal to the Section 80 amount) of USD 236 million   |            |         |
| s.22 | To authorize the calling of General Meetings of the Company (not being an Annual General Meeting) by notice of at least 14 clear days  | Mgmt       | For     |
| 23.  | To approve the renewal of the BP Executive Directors Incentive Plan (the plan), a copy of which is produced to the Meeting initiated by the chairman for the purpose of identification, for a further five years, and to authorize the Directors to do all acts and things that they may consider necessary or expedient to carry the Plan into effect   | Mgmt       | For     |
| 24.  | Subject to the passing of Resolution 18, to authorize the Directors in accordance with Article 142 of the new Articles of Association to offer the holders of ordinary shares of the Company, to the extent and in the manner determined by the Directors, the right to elect (in whole part), to receive new ordinary shares (credited as fully paid) instead of cash, in respect of any dividend as may be declared by the Directors from time to time provided that the authority conferred by this Resolution shall expire prior to the conclusion of the Annual General Meeting to be held in 2015  | Mgmt       | For     |
| s.25 | PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Group members requisitioned the circulation of the specified special resolution under the provision of Section 338 of the Companies Act 2006. the supporting statement, supplied by the requisitions together with the board response, is set out in Appendix 4 ;that in order to address our concerns for the long term success of the Company arising from the risks associated with the Sunrise SAGD Project, we as Shareholders of the Company direct that the Audit Committee or a risk Committee of the Board commissions and reviews a report setting out the assumptions made by the Company in deciding to proceed with the Sunrise Project regarding future carbon prices, oil price volatility, demand for oil, anticipated regulation of greenhouse gas emissions and legal and reputational risks arising from local environmental damage and impairment of traditional livelihoods. The findings of the report and review should be reported to investors in the Business Review section of the Company s Annual Report presented to the Annual General Meeting in 2011 | Shr        | Against |
|      | PLEASE BE ADVISED THAT PROPOSAL #S.25 IS A SHAREHOLDER PROPOSAL. THE MANAGEMENT RECOMMENDATION FOR   | Non-Voting |         |

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THIS RESOLUTION IS AGAINST.

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE Non-Voting  
 COPY AND PASTE THE LINK INTO YOUR INTERNET  
 BROWSER: Resolution 1: Annual Report and Accounts  
<http://www.bp.com/extendedsectiongenericarticle.do?categoryId=9021605&contentId=7040949>

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE Non-Voting  
 COPY AND PASTE THE LINK INTO YOUR INTERNET  
 BROWSER: Resolution 2: Directors remuneration  
 report and Resolution 23: Approval of the Executive  
 Directors Incentive Plan <http://www.bp.com/subsection.do?categoryId=9027659&contentId=705>

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE Non-Voting  
 COPY AND PASTE THE LINK INTO YOUR INTERNET  
 BROWSER: Resolution 18: New Articles of Association  
[http://www.bp.com/liveassets/bp\\_internet/globalbp/globalbp\\_uk\\_english/set\\_branch/set\\_investor\\_downloads/pdf/IC\\_AGM\\_articles\\_of\\_association\\_track\\_changes.pdf](http://www.bp.com/liveassets/bp_internet/globalbp/globalbp_uk_english/set_branch/set_investor_downloads/pdf/IC_AGM_articles_of_association_track_changes.pdf)

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE Non-Voting  
 COPY AND PASTE THE LINK INTO YOUR INTERNET  
 BROWSER: Resolution 24: Scrip dividend <http://www.bp.com/sectiongenericarticle.do?categoryId=9027659&contentId=705>

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE Non-Voting  
 COPY AND PASTE THE LINK INTO YOUR INTERNET  
 BROWSER: Resolution 25: Shareholder Resolution  
 on oil sands <http://www.bp.com/oilsands>

FOR ADDITIONAL INFORMATION ON THE BELOW PLEASE Non-Voting  
 COPY AND PASTE THE LINK INTO YOUR INTERNET  
 BROWSER: BP AGM downloads <http://www.bp.com/sectiongenericarticle.do?categoryId=9032417>

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 BRISTOL-MYERS SQUIBB COMPANY

Agenda

Security: 110122108  
 Ticker: BMY  
 ISIN: US1101221083

Meeting Type  
 Meeting Date

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: L. ANDREOTTI        | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: L.B. CAMPBELL       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: J.M. CORNELIUS      | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: L.J. FREEH          | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D. | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: M. GROBSTEIN        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: L. JOHANSSON        | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: A.J. LACY           | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 1I | ELECTION OF DIRECTOR: V.L. SATO, PH.D.   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: T.D. WEST, JR.   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.  | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                          | Mgmt | For     |
| 03 | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SPECIAL STOCKHOLDER MEETINGS.                      | Mgmt | For     |
| 04 | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISION - COMMON STOCK.     | Mgmt | For     |
| 05 | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY VOTING PROVISIONS - PREFERRED STOCK. | Mgmt | For     |
| 06 | EXECUTIVE COMPENSATION DISCLOSURE.   | Shr  | Against |
| 07 | SHAREHOLDER ACTION BY WRITTEN CONSENT.   | Shr  | For     |
| 08 | REPORT ON ANIMAL USE.  | Shr  | Against |

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 BRITISH AMERN TOB PLC

Agen

Security: G1510J102  
 Ticker:  
 ISIN: GB0002875804

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 647102 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    |               |
| 1.     | Receive the accounts and the reports of the Directors and Auditors for the YE 31 DEC 2009  | Mgmt          | For           |
| 2.     | Approve the remuneration report of the Directors for the YE 31 DEC 2009  | Mgmt          | For           |
| 3.     | Declare a final dividend of 71.6p per ordinary share in respect of the YE 31 DEC 2009, payable on 06 MAY 2010 to shareholders on the register at the close of business on 12 MAR 2010  | Mgmt          | For           |
| 4.     | Re-appoint PricewaterhouseCoopers LLP as the Company's Auditors  | Mgmt          | For           |
| 5.     | Authorize the Directors to agree on the Auditors' remuneration   | Mgmt          | For           |



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|     |   |            |     |
|-----|---|------------|-----|
| 6.a | Re-appoint Dr. Ana Maria Llopis as a Director who retires by rotation   | Mgmt       | For |
| 6.b | Re-appoint Christine Morin-Postel as a Director who retires by rotation   | Mgmt       | For |
| 6.c | Re-appoint Anthony Ruys as a Director who retires by rotation   | Mgmt       | For |
| 7.  | Re-appoint Richard Burrows as a Director  | Mgmt       | For |
| 8.  | <p>Authorize the Directors, in accordance with 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 ("Rights"): (a) up to an aggregate nominal amount of GBP 166,391,574; and (b) up to a further aggregate nominal amount of GBP 166,391,574 provided that: (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders ("shareholders") of ordinary shares of 25p each in the capital of the Company ("ordinary shares") on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders CONTD</p>   | Mgmt       | For |
| -   | <p>CONTD are proportionate to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, provided that this; Authority shall expire on the date of the next AGM of the Company after the passing of this Resolution or, if earlier, on 28 JUL 2011 ; save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted</p> | Non-Voting |     |
| S.9 | <p>Authorize the Directors, pursuant to Sections 570 and 573 of the Companies Act 2006, to allot equity securities (within the meaning of Section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares as if Section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to: (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 8 by way of rights issue only) in favor of the holders ("shareholders") of ordinary shares of 25p each in the capital</p>  | Mgmt       | For |

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- of the Company ("ordinary shares") on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests CONTD
- CONTD of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and (b) the allotment (otherwise than pursuant to paragraph (a) of this Resolution 9) to any person or persons of equity securities up to an aggregate nominal amount of GBP 24,958,736 and shall expire upon the expiry of the general authority conferred by CONTD Non-Voting
  - CONTD Resolution 8 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired Non-Voting
  - S.10 Authorize the Company, for the purposes of Section 701 of the Companies Act 2006, to make market purchases (within the meaning of Section 693 (4) of that Act ) of ordinary shares of 25p each in the capital of the Company ("ordinary shares") provided that: (a) the maximum number of ordinary shares that may be purchased is 199.6 million representing approximately 10% of the issued ordinary share capital of the Company as at 19 March 2010; (b) the minimum price that may be paid for an ordinary share is 25p; (c) the maximum price that may be paid for an ordinary share is an amount equal to 105% of the average of the middle-market prices shown in the quotation for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary CONTD Mgmt For
  - CONTD share is contracted to be purchased; Authority shall expire on the date of the next AGM of the Company after the passing of this Resolution or, if earlier, on 28 JUL 2011 ; and the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted (e) the Company may enter into a contract to purchase its ordinary shares under this authority prior to its expiry, which Non-Voting

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- contract will or may be executed wholly or partly after such expiry, and may purchase its ordinary shares in pursuance of any such contract
- |      |   |      |     |
|------|---|------|-----|
| S.11 | Approve that a general meeting, other than an AGM, may be called on not less than 14 clear days' notice   | Mgmt | For |
| S.12 | Adopt, with effect from the end of the meeting, pursuant to Resolution 13 being passed, the form of the Articles of Association produced to the meeting (the "New Articles") as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company; and, if Resolution 13 has not been passed, adopt the New Articles as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company save that Article 113 of the existing Articles of Association shall be retained as Article 113 in the new Articles of Association | Mgmt | For |
| S.13 | Approve, that with effect from the end of the meeting: if Resolution 12 has been passed, the new Articles of Association of the Company, adopted with effect from the end of the meeting, shall include the changes to Article 113 as set out in the New Articles; and, if Resolution 12 has not been passed, amend the existing Articles of Association of the Company by substituting Article 113 as set out in the New Articles for, and to the exclusion of, Article 113 of the existing Articles of Association of the Company   | Mgmt | For |

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 CARNIVAL CORPORATION

Agen

Security: 143658300  
 Ticker: CCL  
 ISIN: PA1436583006

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | TO RE-ELECT MICKY ARISON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.        | Mgmt          | For           |
| 02     | TO ELECT SIR JONATHON BAND AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.      | Mgmt          | For           |
| 03     | TO RE-ELECT ROBERT H. DICKINSON AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC. | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 04 | TO RE-ELECT ARNOLD W. DONALD AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt | For |
| 05 | TO RE-ELECT PIER LUIGI FOSCHI AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.   | Mgmt | For |
| 06 | TO RE-ELECT HOWARD S. FRANK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.   | Mgmt | For |
| 07 | TO RE-ELECT RICHARD J. GLASIER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt | For |
| 08 | TO RE-ELECT MODESTO A. MAIDIQUE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.   | Mgmt | For |
| 09 | TO RE-ELECT SIR JOHN PARKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.   | Mgmt | For |
| 10 | TO RE-ELECT PETER G. RATCLIFFE AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt | For |
| 11 | TO RE-ELECT STUART SUBOTNICK AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt | For |
| 12 | TO RE-ELECT LAURA WEIL AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt | For |
| 13 | TO RE-ELECT RANDALL J. WEISENBURGER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.   | Mgmt | For |
| 14 | TO RE-ELECT UZI ZUCKER AS A DIRECTOR OF CARNIVAL CORPORATION AND AS A DIRECTOR OF CARNIVAL PLC.  | Mgmt | For |
| 15 | TO RE-APPOINT THE UK FIRM OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR CARNIVAL PLC AND TO RATIFY THE SELECTION OF THE U.S. FIRM OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR CARNIVAL CORPORATION. | Mgmt | For |
| 16 | TO AUTHORIZE THE AUDIT COMMITTEE OF CARNIVAL PLC TO AGREE THE REMUNERATION OF THE INDEPENDENT AUDITORS OF CARNIVAL PLC.  | Mgmt | For |
| 17 | TO RECEIVE THE UK ACCOUNTS AND REPORTS OF THE DIRECTORS AND AUDITORS OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2009 (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES).  | Mgmt | For |
| 18 | TO APPROVE THE DIRECTORS' REMUNERATION REPORT OF CARNIVAL PLC FOR THE YEAR ENDED NOVEMBER 30, 2009 (IN ACCORDANCE WITH LEGAL REQUIREMENTS  | Mgmt | For |

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APPLICABLE TO UK COMPANIES).

|    |   |      |         |
|----|---|------|---------|
| 19 | TO APPROVE THE GIVING OF AUTHORITY FOR THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).  | Mgmt | For     |
| 20 | TO APPROVE THE DISAPPLICATION OF PRE-EMPTION RIGHTS IN RELATION TO THE ALLOTMENT OF NEW SHARES BY CARNIVAL PLC (IN ACCORDANCE WITH CUSTOMARY PRACTICE FOR UK COMPANIES).  | Mgmt | For     |
| 21 | TO APPROVE A GENERAL AUTHORITY FOR CARNIVAL PLC TO BUY BACK CARNIVAL PLC ORDINARY SHARES IN THE OPEN MARKET (IN ACCORDANCE WITH LEGAL REQUIREMENTS APPLICABLE TO UK COMPANIES DESIRING TO IMPLEMENT SHARE BUY BACK PROGRAMS). | Mgmt | For     |
| 22 | TO CONSIDER A SHAREHOLDER PROPOSAL.   | Shr  | Against |

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 CARREFOUR SA, PARIS

Agen

Security: F13923119  
 Ticker:  
 ISIN: FR0000120172

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| -      | 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    |               |
| -      | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting    |               |
| -      | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2010/0329/201003291000913.pdf">https://balo.journal-officiel.gouv.fr/pdf/2010/0329/201003291000913.pdf</a>   | Non-Voting    |               |
| 0.1    | Approve the financial statements  | Mgmt          | For           |
| 0.2    | Approve the consolidated financial statements   | Mgmt          | For           |

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

|      |   |      |         |
|------|---|------|---------|
| 0.3  | Approve pursuant to Article L.225-42-1 of the Commercial Code   | Mgmt | Against |
| 0.4  | Approve pursuant to Article L.225-42-1 of the Commercial Code   | Mgmt | For     |
| 0.5  | Approve the allocation of income and setting of the dividend  | Mgmt | For     |
| 0.6  | Approve to renew Mrs. Anne-Claire Taittinger's term as a Board Member   | Mgmt | For     |
| 0.7  | Approve to renew Mr. Sebastien Bazin's term as a Board Member   | Mgmt | For     |
| 0.8  | Approve to renew Mr. Thierry Breton's term as a Board Member  | Mgmt | For     |
| 0.9  | Approve to renew Mr. Charles Edelstenne's term as a Board Member  | Mgmt | For     |
| O.10 | Authorize the Board of Directors to operate on the Company's shares   | Mgmt | For     |
| E.11 | Authorize the Board of Directors to reduce the share capital  | Mgmt | For     |
| E.12 | Authorize the Board of Directors to grant options to purchase shares of the Company in favor of the Employees or Officers of the Company or its Subsidiaries  | Mgmt | Against |
| E.13 | Authorize the Board of Directors to carry out free allocations of shares with or without performance conditions, in favor of the Employees or Corporate Officers of the Company or its Subsidiaries | Mgmt | Against |

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 CELGENE CORPORATION

Agen

Security: 151020104  
 Ticker: CELG  
 ISIN: US1510201049

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>SOL J. BARER, PH.D.<br>ROBERT J. HUGIN<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>RODMAN L. DRAKE<br>GILLA KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |

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

|    |  |      |     |
|----|--|------|-----|
|    | WALTER L. ROBB, PH.D.  | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt | For |

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CHEVRON CORPORATION

Agen

Security: 166764100  
 Ticker: CVX  
 ISIN: US1667641005

Meeting Type  
 Meeting Date

-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.H. ARMACOST   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: L.F. DEILY  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: R.E. DENHAM   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: R.J. EATON  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: C. HAGEL  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: E. HERNANDEZ  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: F.G. JENIFER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: G.L. KIRKLAND   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: S. NUNN   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: D.B. RICE   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: K.W. SHARER   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: C.R. SHOEMATE   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: J.G. STUMPF   | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: R.D. SUGAR  | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: C. WARE   | Mgmt          | For           |
| 1P     | ELECTION OF DIRECTOR: J.S. WATSON   | Mgmt          | For           |
| 02     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM   | Mgmt          | For           |
| 03     | AMENDMENT TO CHEVRON'S BY-LAWS TO REDUCE THE PERCENTAGE OF STOCKHOLDINGS REQUIRED FOR STOCKHOLDERS TO CALL FOR SPECIAL MEETINGS | Mgmt          | For           |
| 04     | APPOINTMENT OF AN INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE   | Shr           | For           |

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

|    |  |     |         |
|----|--|-----|---------|
| 05 | HOLDING EQUITY-BASED COMPENSATION THROUGH RETIREMENT | Shr | For     |
| 06 | DISCLOSURE OF PAYMENTS TO HOST GOVERNMENTS           | Shr | Against |
| 07 | GUIDELINES FOR COUNTRY SELECTION                     | Shr | Against |
| 08 | FINANCIAL RISKS FROM CLIMATE CHANGE                  | Shr | Against |
| 09 | HUMAN RIGHTS COMMITTEE                               | Shr | Against |

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 COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Ticker: CL  
 ISIN: US1941621039

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN T. CAHILL   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: IAN COOK   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: HELENE D. GAYLE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ELLEN M. HANCOCK   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOSEPH JIMENEZ   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DAVID W. JOHNSON   | 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           |
| 02     | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 04     | STOCKHOLDER PROPOSAL ON CHARITABLE CONTRIBUTIONS.  | Shr           | Against       |
| 05     | STOCKHOLDER PROPOSAL ON SPECIAL STOCKHOLDER MEETINGS.  | Shr           | For           |

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 CORNING INCORPORATED

Agen



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

Security: 219350105  
 Ticker: GLW  
 ISIN: US2193501051

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM D. SMITHBURG   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: HANSEL E. TOOKES II  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt          | For           |
| 02     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.                 | Mgmt          | For           |
| 03     | APPROVAL OF THE 2010 VARIABLE COMPENSATION PLAN.   | Mgmt          | For           |
| 04     | APPROVAL OF THE 2010 EQUITY PLAN FOR NON-EMPLOYEE DIRECTORS.   | Mgmt          | For           |
| 05     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS. | Mgmt          | For           |
| 06     | SHAREHOLDER PROPOSAL CONCERNING VOTING.  | Shr           | For           |

COVIDIEN PLC

Agen

Security: G2554F105  
 Ticker: COV  
 ISIN: IE00B3QN1M21

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO RECEIVE AND CONSIDER THE COMPANY'S IRISH STATUTORY ACCOUNTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON. | Mgmt          | For           |
| 2A     | ELECTION OF DIRECTOR: CRAIG ARNOLD  | Mgmt          | For           |
| 2B     | ELECTION OF DIRECTOR: ROBERT H. BRUST   | Mgmt          | For           |
| 2C     | ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.  | Mgmt          | For           |
| 2D     | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN   | Mgmt          | For           |
| 2E     | ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE  | Mgmt          | For           |
| 2F     | ELECTION OF DIRECTOR: KATHY J. HERBERT  | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 2G | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III   | Mgmt | For     |
| 2H | ELECTION OF DIRECTOR: RICHARD J. MEELIA   | Mgmt | Abstain |
| 2I | ELECTION OF DIRECTOR: DENNIS H. REILLEY   | Mgmt | For     |
| 2J | ELECTION OF DIRECTOR: TADATAKA YAMADA   | Mgmt | For     |
| 2K | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO  | Mgmt | For     |
| 03 | TO APPOINT INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.      | Mgmt | For     |
| 04 | TO AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY OF THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES. | Mgmt | For     |
| S5 | TO AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY SHARES. (SPECIAL RESOLUTION)                             | Mgmt | For     |

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 CREDIT SUISSE GROUP AG, ZUERICH

Agen

Security: H3698D419  
 Ticker:  
 ISIN: CH0012138530

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | BLOCKING OF REGISTERED SHARES IS NOT REQUIRED 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    |               |
|        | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 635644, 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    | Presentation of the annual report, parent Company's 2009 financial statements, Group's 2009 consolidated financial statements and the 2009 remuneration report   | Non-Voting    |               |
| 1.2    | Consultative vote on the 2009 remuneration report  | Mgmt          | Against       |

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

|       |  |      |         |
|-------|--|------|---------|
| 1.3   | Approval of the annual report, parent Company's 2009 financial statements and the Group's 2009 consolidated financial statements   | Mgmt | For     |
| 2.    | Discharge of the acts of the Members of the Board of Directors and the Executive Board   | Mgmt | For     |
| 3.    | Appropriation of retained earnings   | Mgmt | For     |
| 4.    | Amendment of the Articles of Association in line with the new Swiss Federal Intermediated Securities Act   | Mgmt | For     |
| 5.1.A | Re-election Noreen Doyle to the Board of Directors   | Mgmt | For     |
| 5.1.B | Re-election Aziz R.D. Syriani to the Board of Directors  | Mgmt | Against |
| 5.1.C | Re-election David W. Syz to the Board of Directors   | Mgmt | For     |
| 5.1.D | Re-election Peter F. Weibel to the Board of Directors  | Mgmt | For     |
| 5.1.E | Election Jassim Bin Hamad J.J. Al Thani to the Board of Directors  | Mgmt | For     |
| 5.1.F | Election Robert H. Benmosche to the Board of Directors   | Mgmt | For     |
| 5.2   | Election of the Independent Auditors   | Mgmt | For     |
| 5.3   | Election of Special Auditors   | Mgmt | For     |
| 6.    | PLEASE NOTE THAT THE MANAGEMENT RECOMMENDATION IS DISPLAYING INCORRECTLY FOR THIS RESOLUTION AND MANAGEMENT RECOMMENDS TO VOTE "FOR" THIS AGENDA ITEM NOT "ABSTAIN" If voting or elections takes place on proposals that have not been submitted until the Annual General Meeting itself as defined in Article 700 paragraphs 3 and 4 of the Swiss Code of Obligations, I hereby authorize the independent proxy to vote in favor of the proposal of the Board of Directors. | Mgmt | Abstain |

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 CSX CORPORATION

Agen

Security: 126408103  
 Ticker: CSX  
 ISIN: US1264081035

Meeting Type  
 Meeting Date

| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: D.M. ALVARADO | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: A. BEHRING    | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 1C | ELECTION OF DIRECTOR: SEN. J.B. BREAUX   | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: S.T. HALVERSON   | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: E.J. KELLY, III  | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: G.H. LAMPHERE  | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: J.D. MCPHERSON   | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: T.T. O'TOOLE   | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: D.M. RATCLIFFE   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: D.J. SHEPARD   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: M.J. WARD  | Mgmt | For |
| 02 | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010 | Mgmt | For |
| 03 | THE APPROVAL OF THE 2010 CSX STOCK AND INCENTIVE AWARD PLAN  | Mgmt | For |

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 CVS CAREMARK CORPORATION

Agen

Security: 126650100  
 Ticker: CVS  
 ISIN: US1266501006

Meeting Type  
 Meeting Date

| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: EDWIN M. BANKS          | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: C. DAVID BROWN II       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID W. DORMAN         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: MARIAN L. HEARD         | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM H. JOYCE        | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JEAN-PIERRE MILLON      | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: TERRENCE MURRAY         | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: C.A. LANCE PICCOLO      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: SHELI Z. ROSENBERG      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: THOMAS M. RYAN          | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: RICHARD J. SWIFT        | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 2  | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2010 FISCAL YEAR. | Mgmt | For     |
| 03 | PROPOSAL TO ADOPT THE COMPANY'S 2010 INCENTIVE COMPENSATION PLAN.  | Mgmt | For     |
| 04 | PROPOSAL TO ADOPT AN AMENDMENT TO THE COMPANY'S CHARTER TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS.  | Mgmt | For     |
| 05 | STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.   | Shr  | Against |
| 06 | STOCKHOLDER PROPOSAL REGARDING PRINCIPLES TO STOP GLOBAL WARMING.  | Shr  | Against |

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DANAHER CORPORATION

Agen

Security: 235851102  
Ticker: DHR  
ISIN: US2358511028

Meeting Type  
Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: STEVEN M. RALES  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ALAN G. SPOON  | Mgmt          | For           |
| 02     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010.   | Mgmt          | For           |
| 03     | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER'S BOARD OF DIRECTORS TAKE THE STEPS NECESSARY TO DECLASSIFY THE BOARD OF DIRECTORS WITHIN ONE YEAR, IF PROPERLY PRESENTED AT THE MEETING. | Shr           | For           |

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DANONE, PARIS

Agen

Security: F12033134  
Ticker:  
ISIN: FR0000120644

Meeting Type  
Meeting Date

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

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

|      |   | Type       |         |
|------|---|------------|---------|
| -    | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative | Non-Voting |         |
| -    | 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 |         |
| -    | 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/2010/0301/201003011000503.pdf">https://balo.journal-officiel.gouv.fr/pdf/2010/0301/201003011000503.pdf</a>  | Non-Voting |         |
| 0.1  | Approve the Company's financial statements for the FYE on 31 DEC 2009   | Mgmt       | For     |
| 0.2  | Approve the consolidated financial statements for the FYE on 31 DEC 2009  | Mgmt       | For     |
| 0.3  | Approve the allocation of income for the FYE on 31 DEC 2009 and setting of the dividend at EUR 1.20 per share   | Mgmt       | For     |
| 0.4  | Approve the renewal of Mr. Franck RIBOUD's term as a Board member   | Mgmt       | Against |
| 0.5  | Approve the renewal of Mr. Emmanuel FABER's term as a Board member  | Mgmt       | For     |
| 0.6  | Approve the renewal of the Company PricewaterhouseCoopers Audit as a permanent Statutory Auditor  | Mgmt       | For     |
| 0.7  | Appointment of the Cabinet Ernst & Young et Autres as a permanent Statutory   | Mgmt       | For     |
| 0.8  | Appointment of Mr. Yves NICOLAS as a substitute Statutory Auditor   | Mgmt       | For     |
| 0.9  | Appointment of the Company Auditex as a substitute Statutory Auditor  | Mgmt       | For     |
| 0.10 | Approve the agreements under the Statutory Auditors' special report   | Mgmt       | For     |
| 0.11 | Approve the agreements and Undertakings pursuant to Articles L. 225-38 and L. 225-42-1 of the Commercial Code relating to Mr. Franck RIBOUD   | Mgmt       | For     |

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|      |  |      |     |
|------|--|------|-----|
| O.12 | Approve the agreements and Undertakings pursuant to Articles L. 225-38 and L. 225-42-1 of the Commercial Code relating to Mr. Emmanuel FABER | Mgmt | For |
| O.13 | Approve the agreements and Undertakings pursuant to Articles L. 225-38 and L. 225-42-1 of the Commercial Code relating to Mr. Bernard HOURS  | Mgmt | For |
| O.14 | Authorize the Board of Directors to purchase, hold or transfer Company's        shares   | Mgmt | For |
| E.15 | Authorize the Board of Directors to carry out allocations of Company's        existing shares or to be issued                                | Mgmt | For |
| E.16 | Amend Article 26 II of the Statutes relating to the limitation of the voting rights  | Mgmt | For |
| E.17 | Grant powers for the formalities   | Mgmt | For |

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 DEERE & COMPANY

Agen

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 Security: 244199105  
 Ticker: DE  
 ISIN: US2441991054

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SAMUEL R. ALLEN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: AULANA L. PETERS  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID B. SPEER  | Mgmt          | For           |
| 02     | COMPANY PROPOSAL #1 - AMEND RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS             | Mgmt          | For           |
| 03     | COMPANY PROPOSAL #2 - AMEND THE JOHN DEERE OMNIBUS EQUITY AND INCENTIVE PLAN  | Mgmt          | For           |
| 04     | COMPANY PROPOSAL #3 - RE-APPROVE THE JOHN DEERE SHORT-TERM INCENTIVE BONUS PLAN   | Mgmt          | For           |
| 05     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2010 | Mgmt          | For           |
| 06     | STOCKHOLDER PROPOSAL #1 - CEO PAY DISPARITY   | Shr           | Against       |
| 07     | STOCKHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr           | For           |
| 08     | STOCKHOLDER PROPOSAL #3 - SEPARATION OF CEO AND CHAIRMAN RESPONSIBILITIES   | Shr           | For           |

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 DEUTSCHE BANK AG, FRANKFURT AM MAIN

Agen

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 Security: D18190898  
 Ticker:  
 ISIN: DE0005140008  
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Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU | Non-Voting    |               |
|        | PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.  | Non-Voting    |               |
| 1.     | Presentation of the financial statements and annual report for the 2009 financial year with the report of the Supervisory Board, the group financial statements and 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 793,413,523.95 as follows: Payment of a dividend of EUR 0.75 per share EUR 327,769,262.70 shall be carried forward Ex-dividend and payable date: 28 MAY 2010  | Mgmt          | For           |
| 3.     | Ratification of the acts of the Board of Managing Directors  | Mgmt          | For           |
| 4.     | Ratification of the acts of the Supervisory Board  | Mgmt          | For           |
| 5.     | Appointment of Auditors for the 2010 FY KPMG AG, Frankfurt   | Mgmt          | For           |
| 6.     | Renewal of the authorization to acquire own shares for trading purposes the Company shall be authorized to acquire and sell own shares, at prices not deviating more than 10% from the market price of the shares, on or before 30 NOV 2014; the trading portfolio shall not exceed 5% of the Company's share capital at the end of any given day                                | Mgmt          | For           |



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- |     |   |      |         |
|-----|---|------|---------|
| 7.  | <p>Authorization to acquire own shares for purposes other than trading The Company shall be authorized to acquire own shares of up to 10% of its share capital, at prices not deviating more than 10% from the market price of the shares, on or before 30 NOV 2014 the Board of Managing Directors shall be authorized to sell the shares on the stock exchange or to offer them to all shareholders, to use the shares for acquisition purposes, to use the shares as employee shares, to offer the shares to third parties at a price not materially below their market price, and to retire the shares</p>  | Mgmt | For     |
| 8.  | <p>Authorization to use derivatives within the scope of the acquisition of own shares the Company shall be authorized to use put or call options and forward contracts for the purpose of acquiring own shares as per item 7</p>  | Mgmt | For     |
| 9.  | <p>Approval of the compensation system for the Board of Managing Directors as described in the compensation report to be presented under item 1</p>   | Mgmt | Against |
| 10. | <p>Amendments to the articles of association in connection with the Shareholder Right Directive Implementation Law [ARUG] a) Section 17(4) shall be appended in respect of the Board of Managing Directors being authorized to allow shareholders to participate in the shareholders' meeting by electronic means [online] b) Section 17(5) shall be appended in respect of the Board of Managing Directors being authorized to allow shareholders to exercise their voting rights in writing or electronically [absentee voting] c) Section18(3) shall be amended in respect of the Company being able to facilitate proxy voting at shareholders' meetings</p>  | Mgmt | For     |
| 11. | <p>Authorization to issue warrant or convertible bonds or profit-sharing certificates, the creation of contingent capital, and the corresponding amendments to the Articles of Association the Board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to issue bearer or registered bonds or profit-sharing certificates of up to EUR 9 billion, conferring a conversion or option right for new shares of the Company, on or before 30 APR 2015; shareholders shall be granted subscription rights, except for the issue of bonds or profit-sharing certificates at a price not materially below their theoretical market value, for residual amounts, and for the granting of such rights to holders of conversion or option rights; the share capital shall be increased accordingly by up to EUR 230,400,000 through the issue of up to 90,000,000 new registered shares, insofar as conversion and/or option rights are exercised</p> | Mgmt | For     |
| 12. | <p>Approval of amendments to the control and profit</p>   | Mgmt | For     |

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

transfer agreements, or simple profit transfer agreements, with the following of the Company's wholly owned subsidiaries, in accordance with the accounting law modernisation act: a) Deutsche Bank Private- Und Geschaeftskunden Ag; b) Schiffsbetriebsgesellschaft Brunswik Mbh; c) Deutsche Immobilien Leasing Gmbh; d) Deutsche Stiftungstrust Gmbh; e) Db Export-Leasing Gmbh; f) Db Capital Markets [Deutschland) Gmbh; g) Rreef Management Gmbh; h) Nordwestdeutscher Wohnungsbautraeger Gmbh

- |     |   |      |     |
|-----|---|------|-----|
| 13. | Approval of the newly concluded control and profit transfer agreements with the following of the Company's wholly owned subsidiaries:<br>a) Db Beteiligungs-Holding Gmbh; b) Db Finanz-Holding Gmbh | Mgmt | For |
|-----|---|------|-----|

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DIAGEO PLC, LONDON

Agent

Security: G42089113  
Ticker:  
ISIN: GB0002374006

Meeting Type  
Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive the report and accounts 2009   | Mgmt          | For           |
| 2.     | Approve the Directors' remuneration report 2009  | Mgmt          | For           |
| 3.     | Declare a final dividend   | Mgmt          | For           |
| 4.     | Re-elect L.M. Danon [Audit, Nomination, Remuneration] as a Director                          | Mgmt          | For           |
| 5.     | Re-elect Lord Hollick [Audit, Nomination, Remuneration, Chairman of Committee] as a Director | Mgmt          | For           |
| 6.     | Re-elect P.S. Walsh [Executive, Chairman of Committee] as a Director                         | Mgmt          | For           |
| 7.     | Elect P.B. Bruzelius [Audit, Nomination, Remuneration] as a Director                         | Mgmt          | For           |
| 8.     | Elect B.D. Holden [Audit, Nomination, Remuneration] as a Director                            | Mgmt          | For           |
| 9.     | Re-appoint the Auditor   | Mgmt          | For           |
| 10.    | Approve the remuneration of the Auditor  | Mgmt          | For           |
| 11.    | Grant authority to allot shares  | Mgmt          | For           |
| 12.    | Approve the disapplication of pre-emption rights   | Mgmt          | For           |
| 13.    | Grant authority to purchase own ordinary shares  | Mgmt          | For           |

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

|     |   |      |     |
|-----|---|------|-----|
| 14. | Grant authority to make political donations and/or to incur political expenditure in the EU | Mgmt | For |
| 15. | Adopt the Diageo Plc 2009 Discretionary Incentive Plan                                      | Mgmt | For |
| 16. | Adopt the Diageo Plc 2009 Executive Long Term Incentive Plan                                | Mgmt | For |
| 17. | Adopt Diageo Plc International Sharematch Plan 2009   | Mgmt | For |
| 18. | Grant authority to establish International Share Plans                                      | Mgmt | For |
| 19. | Adopt Diageo Plc 2009 Irish Sharesave Scheme  | Mgmt | For |
| 20. | Amend the Rules of Diageo Plc Executive Share Option Plan                                   | Mgmt | For |
| 21. | Amend the Rules of Diageo Plc 2008 Senior Executive Share Option Plan                       | Mgmt | For |
| 22. | Amend the Rules of Diageo Plc Senior Executive Share Option Plan                            | Mgmt | For |
| 23. | Approve the reduced notice of a general meeting other than an AGM                           | Mgmt | For |
| 24. | Adopt the Articles of Association   | Mgmt | For |

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DNB NOR ASA, OSLO

Agen

Security: R1812S105  
Ticker:  
ISIN: NO0010031479

Meeting Type  
Meeting Date

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

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

|      |   |      |         |
|------|---|------|---------|
| 1    | Opening of the general meeting by the Chairman of the supervisory Board   | Mgmt | Abstain |
| 2    | Approve the notice of the general meeting and the agenda  | Mgmt | For     |
| 3    | Election of the person to sign the minutes of the general meeting along with  | Mgmt | For     |
| 4    | Approve the remuneration rates for members of the supervisory Board, control committee and election committee   | Mgmt | For     |
| 5    | Approve the Auditor's remuneration  | Mgmt | For     |
| 6    | Approve the 2009 annual report and accounts, including the distribution of dividends and group contributions  | Mgmt | For     |
| 7    | Election of Members to the Supervisory Board with a term of Office until the AGM in 2012: Nils Halvard Bastiansen, Baerum [re-election], Toril Eidesvik, Bergen [re-election], Carnilla Marianne Grieg, Bergen [New Member], Eldbjorg Lower, Kongsberg [Re-election], Per Otterdahl Miller, Skien [New Member], Dag J. Opedal, Oslo [Re-election], Ole Robert Reitan, Nesoya [New Member], Gudrun B. Rollefsen, Hammerfest [Re-election], Arthur Sletteberg, Stabekk [Re-election], Hanne Rigmor Egenaess Wiig, Halden [Re-election]; re-election of Herbjorn Hansson, Sandefjord as a Member to the Supervisory Board, with a term of office until the AGM in 2011; election of Elsbeth Sande Tronstad, Oslo as a new deputy with a term of office of one year | Mgmt | For     |
| 8    | Re-election of Eldbjorg Lower, Kongsberg, Per Otterdahl Moller, Skien, Arthur Sletteberg, Stabekk, Rejer Ola Soberg as Members of the Election Committee with a term of office until the AGM in 2012  | Mgmt | For     |
| 9    | Authorize the Board of Directors for the repurchase of shares   | Mgmt | For     |
| 10   | Approve the statement from the Board of Directors in connection with remuneration to senior executives  | Mgmt | For     |
| 11.a | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the special remuneration or Broad shared financial responsibility and common interests  | Shr  | Against |
| 11.b | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the reforms to ensure sound Corporate Governance by changing- strengthening the competence and independence of Governing Bodies   | Shr  | Against |
| 11.c | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER   | Shr  | Against |

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

PROPOSAL: Approve the reversal of authority to the general meeting

11.d PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the cultivation of individual roles in the group to strengthen risk Management and capital

PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF NAMES. 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.

E.ON AG

Security: D24914133  
 Ticker:  
 ISIN: DE000ENAG999

Agen  
 Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS USUAL THANK YOU  | Non-Voting    |               |
|        | The registration for the General Meeting of Shareholders does not result in the shares being blocked. Please contact the relationship manager of your depositary bank to clarify variant procedures in the German market.   | Non-Voting    |               |
| 1.     | Presentation of the adopted Annual Financial Statements and the Consolidated Financial Statements for the 2009 financial year, along with the Management Report Summary for E.ON AG and the E.ON Group and the Report of the Supervisory Board as well as the Explanatory Report of the Board of Management regarding the statements pursuant to Sections 289 para. 4, 315 para. 4 and Section 289 para.5 German Commercial Code (Handelsgesetzbuch-HGB). | Non-Voting    |               |
| 2.     | Appropriation of balance sheet profits from the 2009 financial year   | Mgmt          | For           |
| 3.     | Discharge of the Board of Management for the 2009 financial year  | Mgmt          | For           |
| 4.     | Discharge of the Supervisory Board for the 2009 financial year  | Mgmt          | For           |

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

|     |  |      |     |
|-----|--|------|-----|
| 5.  | Approval of the compensation system applying to the Members of the Board of Management   | Mgmt | For |
| 6.a | Election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, as the auditor for the annual as well as the consolidated financial statements for the 2010 financial year  | Mgmt | For |
| 6.b | Election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftspruefungsgesellschaft, Duesseldorf, as the auditor for the inspection of the abbreviated financial statements and the interim management report for the first half of the 2010 financial year | Mgmt | For |
| 7.  | Authorization for the acquisition and use of treasury shares   | Mgmt | For |
| 8.  | Authorization for the issue of option or convertible bonds, profit participation rights or participating bonds and for the exclusion of subscription rights as well as the creation of a Conditional Capital   | Mgmt | For |
| 9   | Amendment to Section 20 of the Articles of Association in view of the Act for the Implementation of the Shareholder Rights Directive   | Mgmt | For |

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EMERSON ELECTRIC CO.

Agen

Security: 291011104  
Ticker: EMR  
ISIN: US2910111044

Meeting Type  
Meeting Date

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| Prop.# | Proposal  | Proposal Type                                | Proposal Vote                          |
|--------|---|--|--|
| 01     | DIRECTOR<br>C.A.H. BOERSIG*<br>C. FERNANDEZ G.*<br>W.J. GALVIN*<br>R.L. STEPHENSON*<br>V.R. LOUCKS, JR.**<br>R.L. RIDGWAY** | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 02     | RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. ANNUAL INCENTIVE PLAN.                               | Mgmt   | For                                    |
| 03     | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For                                    |

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

ENI SPA, ROMA

Agen

Security: T3643A145  
 Ticker:  
 ISIN: IT0003132476

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| CMMT   | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING 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    |               |
| CMMT   | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID'S 686251 AND 684082 DUE TO 2 MEETINGS BEING MERGED INTO 1 MIX MEETING. ALL VOTES RECEIVED ON THE PREVIOUS MEETINGS WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.   | Non-Voting    |               |
| O.1    | Approve the balance sheet as of 31 DEC 2009 of Eni Spa, consolidated balance sheet as of 31 DEC 2009; Directors, Board of Auditors and External Auditing Company's reporting  | Mgmt          | No vote       |
| O.2    | Approve the profits allocation  | Mgmt          | No vote       |
| O.3    | Appoint the Independent Auditors for the period 2010-2018   | Mgmt          | No vote       |
| E.1    | Amend the Articles 1, 4, 12, 15 and 16 of the Corporate Bylaws; related resolutions   | Mgmt          | No vote       |
| CMMT   | PLEASE NOTE THAT IN COMPLIANCE WITH ARTICLE 13, PARAGRAPH 1, OF THE CORPORATE BYLAWS SHAREHOLDERS WHO ALONE OR TOGETHER WITH OTHER SHAREHOLDERS, HOLD AT LEAST ONE FORTIETH OF CORPORATE CAPITAL CAN REQUEST, WITHIN 5 DAYS FROM THE ISSUERS NOTIFICATION OF THIS MEETING, AN INTEGRATION TO THE ITEMS OF THIS AGENDA, QUOTING IN THEIR REQUEST THE ADDITIONAL SUBJECTS PROPOSED; THE INTEGRATION IS NOT ALLOWED FOR SUBJECTS ON WHICH THE MEETING DELIBERATES, ACCORDING TO THE LAW, ON PROPOSAL OF DIRECTORS OR ON THE BASIS OF A PROJECT OR A REPORT DRAWN UP BY THE DIRECTORS. THANK YOU. | Non-Voting    |               |

EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Ticker: XOM  
 ISIN: US30231G1022

Meeting Type  
 Meeting Date

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

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

|    |  | Type   |  |
|----|--|--|--|
| 01 | DIRECTOR<br>M.J. BOSKIN<br>P. BRABECK-LETMATHE<br>L.R. FAULKNER<br>J.S. FISHMAN<br>K.C. FRAZIER<br>W.W. GEORGE<br>M.C. NELSON<br>S.J. PALMISANO<br>S.S REINEMUND<br>R.W. TILLERSON<br>E.E. WHITACRE, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | RATIFICATION OF INDEPENDENT AUDITORS (PAGE 52)   | Mgmt   | For  |
| 03 | SPECIAL SHAREHOLDER MEETINGS (PAGE 54)   | Shr  | For  |
| 04 | INCORPORATE IN NORTH DAKOTA (PAGE 55)  | Shr  | Against  |
| 05 | SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)  | Shr  | For  |
| 06 | AMENDMENT OF EEO POLICY (PAGE 57)  | Shr  | Against  |
| 07 | POLICY ON WATER (PAGE 59)  | Shr  | Against  |
| 08 | WETLANDS RESTORATION POLICY (PAGE 60)  | Shr  | Against  |
| 09 | REPORT ON CANADIAN OIL SANDS (PAGE 62)   | Shr  | Against  |
| 10 | REPORT ON NATURAL GAS PRODUCTION (PAGE 64)   | Shr  | Against  |
| 11 | REPORT ON ENERGY TECHNOLOGY (PAGE 65)  | Shr  | Against  |
| 12 | GREENHOUSE GAS EMISSIONS GOALS (PAGE 67)   | Shr  | Against  |
| 13 | PLANNING ASSUMPTIONS (PAGE 69)   | Shr  | Against  |

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 FEDEX CORPORATION

Agen

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 Security: 31428X106  
 Ticker: FDX  
 ISIN: US31428X1063

Meeting Type  
 Meeting Date

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JAMES L. BARKSDALE | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN A. EDWARDSON  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JUDITH L. ESTRIN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J.R. HYDE, III     | Mgmt          | For           |



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

|    |   |      |         |
|----|---|------|---------|
| 1E | ELECTION OF DIRECTOR: SHIRLEY A. JACKSON                          | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: STEVEN R. LORANGER                          | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: GARY W. LOVEMAN                             | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: SUSAN C. SCHWAB                             | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: FREDERICK W. SMITH                          | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: JOSHUA I. SMITH                             | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: DAVID P. STEINER                            | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: PAUL S. WALSH                               | Mgmt | For     |
| 02 | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.    | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.        | Shr  | Against |
| 04 | STOCKHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS.       | Shr  | For     |
| 05 | STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON EXECUTIVE PAY. | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM PRINCIPLES.     | Shr  | Against |

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 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857  
 Ticker: FCX  
 ISIN: US35671D8570

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1      | DIRECTOR<br>RICHARD C. ADKERSON<br>ROBERT J. ALLISON, JR.<br>ROBERT A. DAY<br>GERALD J. FORD<br>H. DEVON GRAHAM, JR.<br>CHARLES C. KRULAK<br>BOBBY LEE LACKEY<br>JON C. MADONNA<br>DUSTAN E. MCCOY<br>JAMES R. MOFFETT<br>B. M. RANKIN, JR.<br>STEPHEN H. SIEGELE | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |

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

|   |   |      |         |
|---|---|------|---------|
| 3 | ADOPTION OF THE AMENDED AND RESTATED 2006 STOCK INCENTIVE PLAN.   | Mgmt | For     |
| 4 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.  | Shr  | Against |
| 5 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY REQUIRING SENIOR EXECUTIVES TO RETAIN SHARES ACQUIRED THROUGH EQUITY COMPENSATION PROGRAMS UNTIL TWO YEARS FOLLOWING TERMINATION OF THEIR EMPLOYMENT. | Shr  | For     |

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 FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

Security: 358029106  
 Ticker: FMS  
 ISIN: US3580291066

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2009  | Mgmt          | For           |
| 02     | RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT   | Mgmt          | For           |
| 03     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER   | Mgmt          | For           |
| 04     | RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD  | Mgmt          | For           |
| 05     | RESOLUTION ON THE APPROVAL OF THE SYSTEM OF REMUNERATION OF THE MANAGEMENT BOARD MEMBERS OF THE GENERAL PARTNER  | Mgmt          | For           |
| 06     | ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FISCAL YEAR 2010  | Mgmt          | For           |
| 07     | RESOLUTION ON THE CANCELLATION OF THE EXISTING AND THE CREATION OF NEW AUTHORISED CAPITALS, ON THE EXCLUSION OF PRE-EMPTION RIGHTS AND THE AMENDMENT OF ARTICLE 4 (3) AND OF ARTICLE 4 (4) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY | Mgmt          | For           |
| 08     | RESOLUTION ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION FOR THE ADAPTATION OF AMENDMENTS TO THE GERMAN STOCK CORPORATION ACT   | Mgmt          | For           |
| 09     | RESOLUTION(S) ADDED UPON SHAREHOLDER REQUEST PURSUANT TO SECTION 122 II GERMAN STOCK CORPORATION   | Mgmt          | For           |

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

ACT (AKTIENGESETZ), IF ANY

-----  
 GAP INC. Agen

Security: 364760108 Meeting Type  
 Ticker: GPS Meeting Date  
 ISIN: US3647601083

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 01     | DIRECTOR<br>ADRIAN D.P. BELLAMY<br>DOMENICO DE SOLE<br>ROBERT J. FISHER<br>WILLIAM S. FISHER<br>BOB L. MARTIN<br>JORGE P. MONTOYA<br>GLENN K. MURPHY<br>JAMES M. SCHNEIDER<br>MAYO A. SHATTUCK III<br>KNEELAND C. YOUNGBLOOD | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 29, 2011.   | Mgmt   | For  |
| 03     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE GAP, INC. EXECUTIVE MANAGEMENT INCENTIVE COMPENSATION AWARD PLAN.   | Mgmt   | For  |

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 GENERAL DYNAMICS CORPORATION Agen

Security: 369550108 Meeting Type  
 Ticker: GD Meeting Date  
 ISIN: US3695501086

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: NICHOLAS D. CHABRAJA | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES S. CROWN       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM P. FRICKS    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAY L. JOHNSON       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GEORGE A. JOULWAN    | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: PAUL G. KAMINSKI     | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 1G | ELECTION OF DIRECTOR: JOHN M. KEANE                      | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: LESTER L. LYLES                    | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: WILLIAM A. OSBORN                  | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: ROBERT WALMSLEY                    | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.     | Mgmt | For     |
| 03 | SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS<br>IN SPACE. | Shr  | Against |

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
Ticker: GE  
ISIN: US3696041033

Meeting Type  
Meeting Date

---

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

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

|    |  |     |         |
|----|--|-----|---------|
| C1 | SHAREOWNER PROPOSAL: CUMULATIVE VOTING                       | Shr | Against |
| C2 | SHAREOWNER PROPOSAL: SPECIAL SHAREOWNER MEETINGS             | Shr | For     |
| C3 | SHAREOWNER PROPOSAL: INDEPENDENT BOARD CHAIRMAN              | Shr | For     |
| C4 | SHAREOWNER PROPOSAL: PAY DISPARITY                           | Shr | Against |
| C5 | SHAREOWNER PROPOSAL: KEY BOARD COMMITTEES                    | Shr | Against |
| C6 | SHAREOWNER PROPOSAL: ADVISORY VOTE ON EXECUTIVE COMPENSATION | Shr | For     |

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 GLAXOSMITHKLINE PLC

Agen

Security: G3910J112  
 Ticker:  
 ISIN: GB0009252882

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Receive and adopt the Directors' report and the financial statements for the YE 31 DEC 2009   | Mgmt          | For           |
| 2      | Approve the remuneration report for the YE 31 DEC 2009  | Mgmt          | For           |
| 3      | Re-elect Dr. Stephanie Burns as a Director  | Mgmt          | For           |
| 4      | Re-elect Mr. Julian Heslop as a Director  | Mgmt          | For           |
| 5      | Re-elect Sir Deryck Maughan as a Director   | Mgmt          | For           |
| 6      | Re-elect Dr. Daniel Podolsky as a Director  | Mgmt          | For           |
| 7      | Re-elect Sir Robert Wilson as a Director  | Mgmt          | For           |
| 8      | Authorize 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           |
| 9      | Authorize the Audit & Risk Committee to determine the remuneration of the Auditors  | Mgmt          | For           |
| 10     | Authorize the Director of the Company, in accordance with Section 366 of the Companies Act 2006 (the 'Act') the Company is, and all Companies that are at any time during the period for which this resolution has effect subsidiaries of the company are, authorized: a) to make political donations to political organizations other than political parties, as defined in Section 363 of the Act, not exceeding GBP 50,000 | Mgmt          | For           |

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in total; and b) to incur political expenditure, as defined in Section 365 of the Act, not exceeding GBP 50,000 in total, during the period beginning with the date of passing this resolution and ending at the end of the next AGM of the company to be held in 2011 or, if earlier, on 30 JUN 2011

- |    |  |      |     |
|----|--|------|-----|
| 11 | <p>Authorize the Directors, in substitution for all subsisting authorities, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company: a) up to an aggregate nominal amount of GBP 432,578,962; [such amount to be reduced by the nominal amount allotted or granted under paragraph (b) in excess of such sum]; and b) comprising equity securities [as specified in Section 560(1) of the Act] up to a nominal amount of GBP 865,157,925 [such amount to be reduced by any allotments or grants made under paragraph (a) above] 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 required by the rights of those securities or as the Board otherwise considers necessary, and so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory, or any matter whatsoever, which authorities shall expire at the end of the next AGM of the company to be held in 2011 or, if earlier, on 30 JUN 2011, and the Directors may allot shares or grant rights to subscribe for or convert any security into shares in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired</p> | Mgmt | For |
| 12 | <p>Authorize the Directors of the Company, subject to Resolution 11 being passed, the Directors be and are hereby empowered to allot equity securities for cash pursuant to the authority conferred on the Directors by Resolution 11 and/or where such allotment constitutes an allotment of equity securities under section 560(3) of the Act, free of the restrictions in Section 561(1) of the Act, provided that this power shall be limited: (a) to the allotment of equity securities in connection with an offer or issue of equity securities [but in the case of the authority granted under paragraph (b) of Resolution 11, 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 required by the rights</p>  | Mgmt | For |

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of those securities or as the Board otherwise considers necessary, but so that the Directors may impose any limits or make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory, or any matter whatsoever; and (b) in the case of the authority granted under paragraph (a) of Resolution 11 and/ or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under Section 560(3) of the Act, to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of GBP 64,893,333, and shall expire at the end of the next AGM of the company to be held in 2011 [or, if earlier, at the close of business on 30 JUN 2011] and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

- |    |  |      |     |
|----|--|------|-----|
| 13 | Authorize the Directors of the Company, for the purposes of section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its own Ordinary shares of 25p each provided that: (a) the maximum number of Ordinary shares hereby authorized to be purchased is 519,146, 669; (b) the minimum price which may be paid for each Ordinary share is 25p; (c) the maximum price which may be paid for each Ordinary share shall be the higher of (i) an amount equal to 5% above the average market value of the Company's ordinary shares for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Official List at the time the purchase is carried out; and (d) the authority conferred by this resolution shall, unless renewed prior to such time, expire at the end of the next AGM of the Company to be held in 2011 or, if earlier, on 30 JUN 2011 [provided that the company may enter into a contract for the purchase of Ordinary shares before the expiry of this authority which would or might be completed wholly or partly after such expiry and the company may purchase Ordinary shares pursuant to any such contract under this authority] | Mgmt | For |
| 14 | Authorize the Directors, (a) in accordance with Section 506 of the Act, the name of the person who signs the Auditors' reports to the Company's members on the annual accounts and auditable reports of the Company for the year ending 31 DEC 2010 as senior Statutory Auditor [as  | Mgmt | For |

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defined in Section 504 of the Act] for and on behalf of the Company's Auditors, should not be stated in published copies of the reports [such publication being as defined in Section 505 of the Act] and the copy of the reports to be delivered to the registrar of Companies under Chapter 10 of Part 15 of the Act; and (b) the Company considers on reasonable grounds that statement of the name of the senior statutory auditor would create or be likely to create a serious risk that the senior Statutory Auditor, or any other person, would be subject to violence or intimidation

|    |   |      |     |
|----|---|------|-----|
| 15 | Approve the general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice   | Mgmt | For |
| 16 | Amend: (a) the Articles of Association of the company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Act, are to be treated as provisions of the Company's Articles of Association; and (b) the Articles of Association produced to the meeting, and initialled by the Chairman for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company | Mgmt | For |

-----  
 GOLDCORP INC.

Agen

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 Security: 380956409  
 Ticker: GG  
 ISIN: CA3809564097

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| A      | DIRECTOR<br>IAN W. TELFER<br>DOUGLAS M. HOLTBY<br>CHARLES A. JEANNES<br>JOHN P. BELL<br>LAWRENCE I. BELL<br>BEVERLEY A. BRISCOE<br>PETER J. DEY<br>P. RANDY REIFEL<br>A. DAN ROVIG<br>KENNETH F. WILLIAMSON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| B      | IN RESPECT OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION;  | Mgmt   | For  |



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|   |   |     |         |
|---|---|-----|---------|
| C | THE SHAREHOLDER PROPOSAL ATTACHED AS SCHEDULE "B" TO THE MANAGEMENT INFORMATION CIRCULAR ACCOMPANYING THIS VOTING INSTRUCTION FORM. | Shr | Against |
|---|---|-----|---------|

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GOOGLE INC.

Agen

Security: 38259P508  
Ticker: GOOG  
ISIN: US38259P5089

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>ERIC SCHMIDT<br>SERGEY BRIN<br>LARRY PAGE<br>L. JOHN DOERR<br>JOHN L. HENNESSY<br>ANN MATHER<br>PAUL S. OTELLINI<br>K. RAM SHRIRAM<br>SHIRLEY M. TILGHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | THE RATIFICATION OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.                         | Mgmt   | For   |
| 03     | THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 6,500,000.    | Mgmt   | Against   |
| 04     | A STOCKHOLDER PROPOSAL REGARDING A SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against   |
| 05     | A STOCKHOLDER PROPOSAL REGARDING ONLINE ADVERTISING, PRIVACY, AND SENSITIVE INFORMATION, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | Against   |
| 06     | A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF HUMAN RIGHTS PRINCIPLES WITH RESPECT TO BUSINESS IN CHINA, IF PROPERLY PRESENTED AT THE MEETING.                     | Shr  | Against   |

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HALLIBURTON COMPANY

Agen

Security: 406216101  
Ticker: HAL  
ISIN: US4062161017

Meeting Type  
Meeting Date

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

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|    |   | Type |         |
|----|---|------|---------|
| 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: S.M. GILLIS                       | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: J.T. HACKETT                      | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: D.J. LESAR                        | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: R.A. MALONE                       | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: J.L. MARTIN                       | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: D.L. REED                         | Mgmt | For     |
| 02 | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS. | Mgmt | For     |
| 03 | PROPOSAL ON HUMAN RIGHTS POLICY.                        | Shr  | Against |
| 04 | PROPOSAL ON POLITICAL CONTRIBUTIONS.                    | Shr  | Against |
| 05 | PROPOSAL ON EXECUTIVE COMPENSATION POLICIES.            | Shr  | For     |
| 06 | PROPOSAL ON SPECIAL SHAREOWNER MEETINGS.                | Shr  | For     |

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HENNES & MAURITZ AB

Agen

Security: W41422101  
Ticker:  
ISIN: SE0000106270

Meeting Type  
Meeting Date

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

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TO BE LODGED

|     |  |            |     |
|-----|--|------------|-----|
|     | PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU   | Non-Voting |     |
| 1   | Opening of the AGM   | Non-Voting |     |
| 2   | The election of Lawyer Sven Unger as a Chairman for the AGM as proposed by the Election Committee  | Non-Voting |     |
| 3   | Address by Managing Director Karl-Johan Persson followed by an opportunity to ask questions about the Company  | Non-Voting |     |
| 4   | Establishment and the voting list  | Non-Voting |     |
| 5   | Approval of the agenda   | Non-Voting |     |
| 6   | The election of people to check the minutes  | Non-Voting |     |
| 7   | Examination of whether the meeting was duly convened   | Non-Voting |     |
| 8.a | Presentation of the annual accounts and the Auditors' report as well as the consolidated accounts and the consolidated Auditors' report, and the Auditors' statement on whether the guidelines for remuneration to Senior Executives applicable since the last AGM have been specified | Non-Voting |     |
| 8.b | Statement by the Company's Auditor and the Chairman of the Auditing Committee  | Non-Voting |     |
| 8.c | Statement by the Chairman of the Board on the work of the Board  | Non-Voting |     |
| 8.d | Statement by the Chairman of the Election Committee on the work of the Election Committee  | Non-Voting |     |
| 9.a | Adopt the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet   | Mgmt       | For |
| 9.b | Approve a dividend to the Shareholders of SEK 16.00 per share; the Board of Directors has proposed Tuesday 04 MAY 2010 as the record date; if the resolution is passed, dividends are expected to be paid out by Euroclear Sweden AB on Friday 07 MAY 2010                             | Mgmt       | For |
| 9.c | Grant discharge to the Members of the Board and the Managing Director from liability to the Company  | Mgmt       | For |
| 10  | Approve the establishment of the number of Board Members at 8 and with no Deputy Board Members   | Mgmt       | For |
| 11  | Approve the establishment of fees to the Board and the Auditors as specified   | Mgmt       | For |
| 12  | Election of Anders Dahlvig and Christian Sievert   | Mgmt       | For |

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as the New Members and re-elect Mia Brunell Livfors, Lottie Knutson, Sussi Kwart, Bo Lundquist, Stefan Persson and Melker Schorling; Chairman of the Board: re-election of Stefan Persson; Stig Nordfelt has declined re-election

|    |   |            |         |
|----|---|------------|---------|
| 13 | Approve the establishment of principles for the Election Committee and election of Members of the Election Committee as specified | Mgmt       | Against |
| 14 | Approve the resolution on share split and amend Section 4 of the Articles of Association  | Mgmt       | For     |
| 15 | Approve the guidelines for remuneration to Senior Executives as specified   | Mgmt       | For     |
| 16 | Closing of the AGM  | Non-Voting |         |

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HESS CORPORATION

Agen

Security: 42809H107  
 Ticker: HES  
 ISIN: US42809H1077

Meeting Type  
 Meeting Date

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote                           |
|--------|--|------------------------------|---|
| 1      | DIRECTOR<br>N.F. BRADY<br>G.P. HILL<br>T.H. KEAN<br>F.A. OLSON   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>Withheld<br>Withheld |
| 2      | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2010. | Mgmt                         | For                                     |
| 3      | APPROVAL OF AMENDMENT TO 2008 LONG-TERM INCENTIVE PLAN TO INCREASE SHARES AVAILABLE FOR AWARD BY 8 MILLION SHARES.   | Mgmt                         | For                                     |
| 4      | STOCKHOLDER PROPOSAL REQUESTING THE COMPANY TO PROVIDE A REPORT ON POLITICAL SPENDING AND POLICIES.                  | Shr                          | Against                                 |

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HEWLETT-PACKARD COMPANY

Agen

Security: 428236103  
 Ticker: HPQ  
 ISIN: US4282361033

Meeting Type  
 Meeting Date

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

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|    |  | Type |     |
|----|--|------|-----|
| 1A | ELECTION OF DIRECTOR : M.L. ANDREESSEN   | Mgmt | For |
| 1B | ELECTION OF DIRECTOR : L.T. BABBIO, JR.  | Mgmt | For |
| 1C | ELECTION OF DIRECTOR : S.M. BALDAUF  | Mgmt | For |
| 1D | ELECTION OF DIRECTOR : R.L. GUPTA  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR : J.H. HAMMERGREN   | Mgmt | For |
| 1F | ELECTION OF DIRECTOR : M.V. HURD   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR : J.Z. HYATT  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR : J.R. JOYCE  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR : R.L. RYAN   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR : L.S. SALHANY  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR : G.K. THOMPSON   | Mgmt | For |
| 02 | PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING OCTOBER 31, 2010. | Mgmt | For |
| 03 | PROPOSAL TO APPROVE THE AMENDED AND RESTATED HEWLETT-PACKARD COMPANY 2004 STOCK INCENTIVE PLAN.                                  | Mgmt | For |
| 04 | PROPOSAL TO CONDUCT AN ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | For |

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 HSBC HOLDINGS PLC, LONDON

Agen

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 Security: G4634U169  
 Ticker:  
 ISIN: GB0005405286

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1      | Receive the annual accounts and reports of the Director's and of the Auditor for the YE 31 DEC 2009 | Mgmt          | For           |
| 2.     | Approve the Director's remuneration report for the YE 31 DEC 2009                                   | Mgmt          | For           |
| 3.a    | Re-elect R. A. Fairhead as a Director   | Mgmt          | For           |
| 3.b    | Re-elect M. F. Geoghegan as a Director  | Mgmt          | For           |
| 3.c    | Re-elect S. K. Green as a Director  | Mgmt          | For           |

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|     |  |      |     |
|-----|--|------|-----|
| 3.d | Re-elect G. Morgan as a Director   | Mgmt | For |
| 3.e | Re-elect N. R. N. Murthy as a Director   | Mgmt | For |
| 3.f | Re-elect S. M. Robertson as a Director   | Mgmt | For |
| 3.g | Re-elect J. L. Thornton as a Director  | Mgmt | For |
| 3.h | Re-elect Sir Brian Williamson as a Director  | Mgmt | For |
| 4.  | Re-appoint KPMG Audit PLC as the Auditor at remuneration to be determined by the Group Audit Committee   | Mgmt | For |
| 5.  | <p>Authorize the Directors, pursuant to and for the purposes of Section 551 of the Companies Act 2006 [the Act] Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of GBP 100,000 [in the form of 10,000,000 Non-cumulative Preference Shares of GBP 0.01 each], EUR 100,000 [in the form of 10,000,000 non-cumulative preference shares of EUR 0.01 each], USD 85,500 [in the form of 8,550,000 Non-Cumulative Preference Shares of USD 0.01 each] and USD 1,742,319,000 [in the form of 3,484,638,000 ordinary shares of USD 0.50 each in the capital of the Company [Ordinary Shares] [the latter being equal to approximately 20 per cent of the nominal amount of Ordinary Shares of the Company in issue at the latest practicable date prior to the printing of the Notice of this Meeting]; provided that this authority shall be limited so that, otherwise than pursuant to: (a) a right issue or other issue the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to: i) holders of Ordinary Shares where the shares respectively attributable to the interests of all holders of Ordinary Shares are proportionate [or as nearly as may be] to the respective number of Ordinary Shares held by them; and ii) holders of Securities, Bonds, Debentures or Warrants which, in accordance with the rights attaching thereto, are entitled to participate in such a rights issue or other issue or as the Directors consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to record dates, fractional entitlements or securities represented by depositary receipts or having regard to any restrictions, obligations, practical or legal problems under the laws of or the requirements of any regulatory body or Stock Exchange in any territory or otherwise howsoever, or (b) the terms of any Share Plan for employees of the Company or any of its subsidiary undertakings; or (c) any scrip dividend scheme or similar arrangements implemented in accordance with the Articles of Association of the Company; or (d) the allotment of up to 10,000,000 Non-cumulative Preference Shares</p> | Mgmt | For |

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of GBP 0.01 each, 10,000,000 Non-cumulative Preference Shares of EUR 0.01 each and 8,550,000 Non-cumulative Preference Shares of USD 0.01 each in the capital of the Company, the nominal amount of shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted by the Directors pursuant to this authority wholly for cash shall not in aggregate exceed USD 435,579,750 [being equal to approximately 5% of the Ordinary Shares of the Company in issue at the latest practical date prior to the printing of the Notice of this Meeting] [Authority expires at the conclusion of the AGM of the Company to be held in 2011] and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares [as the case may be] in pursuance of such offers or agreements as if the authority conferred be had not expired

- |     |  |      |     |
|-----|--|------|-----|
| S.6 | Authorize the Directors, subject to the passing of Resolution 5 as specified, pursuant to Section 570 of the Companies Act 2006 [the Act] to allot equity securities [within the meaning of Section 560 of the Act] [disapplying the statutory pre-exemption rights 561(1) of the Act]; [Authority expires at the conclusion of the AGM of the Company to be held in 2011] save that this authority shall allow the Company before the expiry of this power to make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired  | Mgmt | For |
| S.7 | Amend the Articles of Association of the Company as specified: (a) by deleting Article 55.2 in its entirety and renumbering the remainder of Article 55 accordingly; (b) by inserting into Article 55.2 [as renumbered pursuant to this Resolution] the words include such statements as are required by the Act and shall in any event so that Article 55.2 shall begin as specified (c) by deleting from Article 60.1 the words the same day in the next week at the same time and place, or to such other day and substituting therefore the words such day [being not less than ten clear days after the original meeting] so that Article 60.1 reads as specified; (d) by inserting into Article 73.3 the words, subject to the Act, and deleting the words , on a poll, so that Article 73.3 as specified; (e) by deleting Article 74 in its entirety and renumbering Articles 75, 76 and 77 accordingly; (f) by inserting into Article 76 [as renumbered pursuant to paragraph (e) of this Resolution] the following new Article 76.2 to 76.4; and (g) by inserting a new Article 77 as specified | Mgmt | For |
| 8   | Approve the amendment to the trust deed and rules of the HSBC Holding UK Share Incentive   | Mgmt | For |

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Plan [UK SIP] [as specified] to extend the termination date of the UK SIP from 29 MAY 2010 to 28 MAY 2020 and authorize the Directors to do whatever may be necessary or expedient to carry the amended UK SIP into effect including making such changes as may be necessary or expedient to secure the approval of HM Revenue & Customs under Schedule 2 to the Income Tax [Earning and pension] Act 2003; and to establish for the benefit of non-United Kingdom resident employees of the Company or of any of its direct or indirect subsidiaries such further all-employee share incentive plans as the Directors shall from time to time consider appropriate, provided that; i) any such further plans are based on or similar to the UK SIP or any part or parts thereof but with such variations as the Directors may consider necessary or desirable, taking into account local tax, exchange control and securities laws in relevant overseas countries or territories; and ii) where Ordinary Shares of USD 0.50 each in the capital of the Company [Ordinary Shares] made available under such further plans are newly issued such Ordinary Shares shall be counted against to overall limit applicable to the Company's Employee Share Plans, and so that for this purpose establishing a plan also includes participating in any plan established or operated by any direct or indirect subsidiary or establishing or participating in a sub-plan or adopting such other method or approach as the Directors consider appropriate to achieve the relevant objectives

|     |   |      |     |
|-----|---|------|-----|
| S.9 | Approve, that the Company General Meetings [other than AGMs] being called on a minimum of 14 clear days' notice | Mgmt | For |
|-----|---|------|-----|

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 IBERDROLA SA, BILBAO

Agent

Security: E6165F166  
 Ticker:  
 ISIN: ES0144580Y14

Meeting Type  
 Meeting Date

| Prop.# Proposal   | Proposal Type | Proposal Vote |
|---|---------------|---------------|
| PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 662153 DUE TO ADDITION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | Non-Voting    |               |
| PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 27 MAR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE                                   | Non-Voting    |               |



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AGENDA IS AMENDED. THANK YOU.

PLEASE NOTE THAT AN INCENTIVE FEE OF EUR 0.005  
PER SHARE. THANK YOU

Non-Voting

- |       |  |      |     |
|-------|--|------|-----|
| 1.    | Approval of the individual annual financial statements of IBERDROLA, S.A. (balance sheet, profit and loss statement, statement of changes in shareholders' equity, statement of cash flows, and notes) and of the consolidated financial statements of IBERDROLA, S.A. and its subsidiaries (balance sheet, profit and loss statement, statement of changes in shareholders' equity, statement of cash flows, and notes) for the FY ended on 31 DEC 2009.  | Mgmt | For |
| 2.    | Approval of the individual management report of IBERDROLA, S.A. and of the consolidated management report of IBERDROLA, S.A. and its subsidiaries for the FYE on 31 DEC 2009.  | Mgmt | For |
| 3.    | Approval of the management and actions of the Board of Directors during the FYE 31 DEC 2009.   | Mgmt | For |
| 4.    | Re-election of the Auditor of the Company and of its Consolidated Group for FY 2010.   | Mgmt | For |
| 5.    | Approval of the proposal for the allocation of profits/losses and the distribution of dividends for the FYE on 31 DEC 2009.  | Mgmt | For |
| 6.    | Approval, for the free-of-charge allocation of the ordinary shares issued to the shareholders of the Company, of an increase in share capital by means of a scrip issue at a maximum reference market value of 1,866 million euros. The shareholders will be offered the acquisition of their free-of-charge allocation rights at a guaranteed price. Express provision for the possibility of an incomplete allocation. Application for admission of the resulting shares to listing on the Bilbao, Madrid, Barcelona and Valencia Stock Exchanges, through the Automated Quotation System (Sistema de Interconexion Bursatil). Delegation of powers to the Board of Directors, with the express power of substitution, including the power to implement the capital increase by means of a scrip issue on 1 or, at most, 2 occasions (provided always that the reference market value shall not exceed 1,048 million euros in the first installment of the implementation or 818 million euros in the second installment, if any) and the power to amend Article 5 of the By-Laws in each of the installments. | Mgmt | For |
| 7.1.A | Appointment of Ms. Maria Helena Antolin Raybaud as Director, with the status of External Independent Director.   | Mgmt | For |
| 7.1.B | Appointment of Mr. Santiago Martinez Lage as Director, with the status of External Independent Director.   | Mgmt | For |

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|       |   |      |     |
|-------|---|------|-----|
| 7.2.A | Re-election of Mr. Victor de Urrutia Vallejo as Director, with the status of External Independent Director.   | Mgmt | For |
| 7.2.B | Re-election of Mr. Ricardo Alvarez Isasi as Director, with the status of External Independent Director.   | Mgmt | For |
| 7.2.C | Re-election of Mr. Jose Ignacio Berroeta Echevarria as Director, with the status of External Independent Director.  | Shr  | For |
| 7.2.D | Re-election of Mr. Juan Luis Arregui Ciarsolo as Director, with the status of External Independent Director.  | Shr  | For |
| 7.2.E | Re-election of Mr. Jose Ignacio Sanchez Galan as Director, with the status of Executive Director.   | Mgmt | For |
| 7.2.F | Re-election of Mr. Julio de Miguel Aynat as Director, with the status of External Independent Director.   | Mgmt | For |
| 7.2.G | Re-election of Mr. Sebastian Battaner Arias as Director, with the status of External Independent Director.  | Mgmt | For |
| 7.3   | Establishment of the number of Directors.   | Mgmt | For |
| 8.    | Authorization to the Board of Directors, with the express power of delegation, for the derivative acquisition of the Company's own shares by the Company itself and/or by its subsidiaries, upon the terms provided by applicable law, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount.   | Mgmt | For |
| 9.    | Delegation to the Board of Directors, with the express power of substitution, for a term of 5 years, of the power to issue: a) bonds or simple debentures and other fixed-income securities of a like nature (other than notes), as well as preferred stock, up to a maximum amount of 20 billion euros, and b) notes up to a maximum amount at any given time, independently of the foregoing, of 6 billion euros; and authorization for the Company to guarantee, within the limits set forth above, new issuances of securities by subsidiaries, for which purpose the delegation approved by the shareholders at the General Shareholders' Meeting held on 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount. | Mgmt | For |
| 10.   | Authorization to the Board of Directors, with the express power of delegation, to apply for the listing on and delisting from Spanish or foreign, official or unofficial, organized or other secondary markets of the shares, debentures,   | Mgmt | For |

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bonds, notes, preferred stock or any other securities issued or to be issued, and to adopt such resolutions as may be necessary to ensure the continued listing of the shares, debentures or other securities of the Company that may then be outstanding, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect.

- |     |   |      |     |
|-----|---|------|-----|
| 11. | Authorization to the Board of Directors, with the express power of delegation, to create and fund associations and foundations, pursuant to applicable legal provisions, for which purpose the authorization granted by the shareholders at the General Shareholders' Meeting of 20 MAR 2009 is hereby deprived of effect to the extent of the unused amount. | Mgmt | For |
| 12. | Amendment of Articles 11 and 62 of the By-Laws.   | Mgmt | For |
| 13. | Delegation of powers to formalize and execute all resolutions adopted by the shareholders at the General Shareholders' Meeting, for conversion thereof into a public instrument, and for the interpretation, correction and supplementation thereof or further elaboration thereon until the required registrations are made.                                 | Mgmt | For |

PLEASE BE ADVISED THAT THE RECOMMENDATIONS FOR RESOLUTIONS 7.2.C AND 7.2.D ARE INCORRECTLY DISPLAYED. THESE ITEMS ARE MANAGEMENT PROPOSALS AND RECOMMENDATIONS ARE TO VOTE FOR THESE ITEMS.

Non-Voting

ILLINOIS TOOL WORKS INC.

Agen

Security: 452308109  
 Ticker: ITW  
 ISIN: US4523081093

Meeting Type  
 Meeting Date

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: MARVIN D. BRAILSFORD | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SUSAN CROWN          | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DON H. DAVIS, JR.    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT C. MCCORMACK  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT S. MORRISON   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES A. SKINNER     | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID B. SMITH, JR.  | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 1H | ELECTION OF DIRECTOR: DAVID B. SPEER  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: PAMELA B. STROBEL   | Mgmt | For     |
| 02 | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITW'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING, REQUESTING REPORTS ON POLITICAL CONTRIBUTIONS AND EXPENDITURES.        | Shr  | Against |

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 IMPERIAL TOB GROUP PLC

Agen

Security: G4721W102  
 Ticker:  
 ISIN: GB0004544929

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | Approve the report and accounts   | Mgmt          | For           |
| 2.     | Approve the Directors' remuneration report  | Mgmt          | For           |
| 3.     | Declare a final dividend  | Mgmt          | For           |
| 4.     | Re-elect Dr. K M Burnett  | Mgmt          | For           |
| 5.     | Re-elect Mr. J D Comolli  | Mgmt          | For           |
| 6.     | Re-elect Mr. R Dyrbus   | Mgmt          | For           |
| 7.     | Re-elect Mr. C F Knott  | Mgmt          | For           |
| 8.     | Re-elect Mr. I J G Napier   | Mgmt          | For           |
| 9.     | Re-appoint PricewaterhouseCoopers LLP as the Auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company | Mgmt          | For           |
| 10.    | Approve the remuneration of the Auditors  | Mgmt          | For           |
| 11.    | Approve the donations to political organizations  | Mgmt          | For           |
| 12.    | Grant authority to allot securities   | Mgmt          | For           |
| S.13   | Approve to disapply preemption rights   | Mgmt          | For           |
| S.14   | Approve the purchase of own shares  | Mgmt          | For           |
| S.15   | Approve the notice period for general meetings  | Mgmt          | For           |
| S.16   | Approve the Memorandum and Articles of Association  | Mgmt          | For           |

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 INTEL CORPORATION

Agen

Security: 458140100  
 Ticker: INTC  
 ISIN: US4581401001

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SUSAN L. DECKER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN J. DONAHOE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: REED E. HUNDT  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: PAUL S. OTELLINI   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES D. PLUMMER   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID S. POTTRUCK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JANE E. SHAW   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: FRANK D. YEARY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt          | For           |
| 02     | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt          | For           |

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 INTERNATIONAL BUSINESS MACHINES CORP.

Agen

Security: 459200101  
 Ticker: IBM  
 ISIN: US4592001014

Meeting Type  
 Meeting Date

| Prop.# | Proposal                            | Proposal Type | Proposal Vote |
|--------|-------------------------------------|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: A.J.P. BELDA  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: C. BLACK      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: W.R. BRODY    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: K.I. CHENAULT | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: M.L. ESKEW    | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 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: T. NISHIMURO   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: J.W. OWENS   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: S.J. PALMISANO   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: J.E. SPERO   | Mgmt | For     |
| 1M | ELECTION OF DIRECTOR: S. TAUREL  | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: L.H. ZAMBRANO  | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION ANNUAL INCENTIVE PAYOUT       | Shr  | For     |
| 04 | STOCKHOLDER PROPOSAL ON CUMULATIVE VOTING                                    | Shr  | Against |
| 05 | STOCKHOLDER PROPOSAL ON NEW THRESHOLD FOR CALLING SPECIAL MEETINGS           | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL ON ADVISORY VOTE ON EXECUTIVE COMPENSATION.             | Shr  | Against |

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 INTESA SANPAOLO SPA, TORINO

Agen

Security: T55067101

Meeting Type

Ticker:

Meeting Date

ISIN: IT0000072618

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 30APR 2010. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU. | Non-Voting    |               |
| 1.     | Proposal for allocation of net income for FYE 31 DEC 2009 and for dividend distribution.   | Mgmt          | For           |
| 2.     | Determination of the number of Supervisory Board Members for financial years 2010/2011/2012.   | Mgmt          | For           |
|        | PLEASE NOTE THAT ALTHOUGH THERE ARE FIVE CANDIDATE SLEDS TO BE ELECTED AS SUPERVISORS, THERE IS ONLY ONE VACANCY AVAILABLE TO BE FILLED AT   | Non-Voting    |               |

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THE MEETING. THE STANDING INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO VOTE FOR ONLY ONE OF THE FIVE SUPERVISOR SLEDS. THANK YOU.

- |     |   |      |         |
|-----|---|------|---------|
| 3.1 | List presented by Compagnia Sanpaolo and Fondazione Cariplo 16 candidates current Chairman, 7 current members and 8 new candidates. To view the complete list of candidates please copy and paste the below link into you internet browser: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58351.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58351.PDF</a>   | Mgmt | No vote |
| 3.2 | List presented by Fondazione Cassa di Risparmio Padova e Rovigo, Ente Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna 9 candidates 3 current members and 6 new candidates. To view the complete list of candidates please copy and paste the below link into you internet browser: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/">https://materials.proxyvote.com/Approved/99999Z/19840101/</a>   | Shr  | No vote |
| 3.3 | List presented by Assicurazioni Generali S.p.A. 2 candidates 1 current member and 1 new candidate. To view the complete list of candidates please copy and paste the below link into you internet browser: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58353.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58353.PDF</a>  | Shr  | No vote |
| 3.4 | List Presented by Aletti Gestielle S.G.R. S.p.A., Allianz Global Investors Italia SgrpA, Arca S.G.R. S.p.A., BNP Asset Management SGR S.p.A., Kairos Partners SGR S.p.A., Kairos International Sicav, Mediolanum Gestione Fondi SGRpA, Challenge Funds, Pioneer Investment Management SGRpA, Pioneer Asset Management SA, Prima SGR S.p.A., Stichting Depositary APG Developed Markets Equity Pool and UBIPramerica Sgr S.p.A. 2 candidates 1 current member and 1 new candidate. To view the complete list of candidates please copy and paste the below link into you internet browser: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58354.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58354.PDF</a> | Shr  | For     |
| 3.5 | List presented by Credit Agricole S.A.- 2 candidates-2 new candidates. To view the complete list of candidates please copy and paste the below link into your internet browser: <a href="https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58355.PDF">https://materials.proxyvote.com/Approved/99999Z/19840101/INFST_58355.PDF</a>   | Shr  | No vote |
| 4.  | Election of the Chairmen and Deputy Chairman of the Supervisory Board for financial years 2010/2011/2012 [pursuant to Article 23.8 of the Articles of Association].   | Mgmt | Against |
| 5.  | Determination of remuneration due to Supervisory Board Members [pursuant to Article 23.13 of the Articles of Association].  | Mgmt | Against |
| 6.  | Policies on remuneration due to Management Board Members.   | Mgmt | Against |
| 7.  | Share-based long term incentive plans.  | Mgmt | Against |

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 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Ticker: JNJ  
 ISIN: US4781601046

Meeting Type  
 Meeting Date

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 Prop.# Proposal Proposal Type Proposal Vote

|    |   |      |     |
|----|---|------|-----|
| 1A | ELECTION OF DIRECTOR: MARY SUE COLEMAN  | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: JAMES G. CULLEN   | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS  | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: LEO F. MULLIN   | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: DAVID SATCHER   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: WILLIAM C. WELDON   | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2010 | Mgmt | For |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr  | For |
| 04 | SPECIAL SHAREOWNER MEETINGS   | Shr  | For |

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 JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
 Ticker: JPM  
 ISIN: US46625H1005

Meeting Type  
 Meeting Date

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 Prop.# Proposal Proposal Type Proposal Vote

|    |  |      |     |
|----|--|------|-----|
| 1A | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: STEPHEN B. BURKE   | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: DAVID M. COTE      | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JAMES S. CROWN     | Mgmt | For |



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|    |  |      |         |
|----|--|------|---------|
| 1E | ELECTION OF DIRECTOR: JAMES DIMON                            | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: ELLEN V. FUTTER                        | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: WILLIAM H. GRAY, III                   | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.                  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: DAVID C. NOVAK                         | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: LEE R. RAYMOND                         | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: WILLIAM C. WELDON                      | Mgmt | For     |
| 02 | APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For     |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION                      | Mgmt | For     |
| 04 | POLITICAL NON-PARTISANSHIP                                   | Shr  | Against |
| 05 | SPECIAL SHAREOWNER MEETINGS                                  | Shr  | For     |
| 06 | COLLATERAL IN OVER THE COUNTER DERIVATIVES TRADING           | Shr  | For     |
| 07 | SHAREHOLDER ACTION BY WRITTEN CONSENT                        | Shr  | For     |
| 08 | INDEPENDENT CHAIRMAN   | Shr  | For     |
| 09 | PAY DISPARITY  | Shr  | Against |
| 10 | SHARE RETENTION  | Shr  | For     |

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 KELLOGG COMPANY

Agen

Security: 487836108  
 Ticker: K  
 ISIN: US4878361082

Meeting Type  
 Meeting Date

| Prop. # | Proposal   | Proposal Type                | Proposal Vote            |
|---------|--|------------------------------|--------------------------|
| 01      | DIRECTOR<br>BENJAMIN CARSON<br>GORDON GUND<br>DOROTHY JOHNSON<br>A. MCLAUGHLIN KOROLOGOS   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02      | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS KELLOGG'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010. | Mgmt                         | For                      |
| 03      | SHAREOWNER PROPOSAL TO ADOPT SIMPLE MAJORITY VOTE.   | Shr                          | For                      |

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 LINCOLN NATIONAL CORPORATION

Agen

Security: 534187109  
 Ticker: LNC  
 ISIN: US5341871094

Meeting Type  
 Meeting Date

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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1      | DIRECTOR<br>WILLIAM J. AVERY<br>WILLIAM H. CUNNINGHAM<br>WILLIAM PORTER PAYNE<br>PATRICK S. PITTARD  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2      | TO RATIFY ERNST & YOUNG LLP AS OUR INDEPENDENT<br>PUBLIC ACCOUNTING FIRM FOR 2010.   | Mgmt                         | For                      |
| 3      | TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED<br>ARTICLES OF INCORPORATION TO PROVIDE FOR ELECTION<br>OF DIRECTORS BY MAJORITY VOTE. | Mgmt                         | For                      |
| 4      | VOTE TO APPROVE AN ADVISORY PROPOSAL ON THE<br>COMPENSATION OF EXECUTIVES AS DISCLOSED IN<br>THE PROXY STATEMENT.                          | Mgmt                         | For                      |

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 LOCKHEED MARTIN CORPORATION

Agen

Security: 539830109  
 Ticker: LMT  
 ISIN: US5398301094

Meeting Type  
 Meeting Date

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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: E.C. "PETE" ALDRIDGE JR. | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: NOLAN D. ARCHIBALD       | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID B. BURRITT         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES O. ELLIS JR.       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GWENDOLYN S. KING        | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JAMES M. LOY             | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DOUGLAS H. MCCORKINDALE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JOSEPH W. RALSTON        | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES M. SCHNEIDER       | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ANNE STEVENS             | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 1K | ELECTION OF DIRECTOR: ROBERT J. STEVENS                                     | Mgmt | For     |
| 02 | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS | Mgmt | For     |
| 03 | STOCKHOLDER PROPOSAL: REPORT ON SPACE-BASED<br>WEAPONS PROGRAM              | Shr  | Against |

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LVMH MOET HENNESSY LOUIS VUITTON, PARIS

Agen

Security: F58485115  
Ticker:  
ISIN: FR0000121014

Meeting Type  
Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| -      | FRENCH RESIDENT SHAREOWNERS MUST COMPLETE, SIGN AND FORWARD THE PROXY CARD DIRECTLY TO THE SUB CUSTODIAN. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN THE NECESSARY CARD, ACCOUNT DETAILS AND DIRECTIONS. THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS:<br>PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS THAT HAVE BECOME REGISTERED INTERMEDIARIES, ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIAN WILL SIGN THE PROXY CARD AND FORWARD TO THE LOCAL CUSTODIAN. IF YOU ARE UNSURE WHETHER YOUR GLOBAL CUSTODIAN ACTS AS REGISTERED INTERMEDIARY, PLEASE CONTACT YOUR REPRESENTATIVE | Non-Voting    |               |
| -      | 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    |               |
| -      | PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK:<br><a href="https://balo.journal-officiel.gouv.fr/pdf/2010/0310/201003101000501.pdf">https://balo.journal-officiel.gouv.fr/pdf/2010/0310/201003101000501.pdf</a>  | Non-Voting    |               |
| 0.1    | Approve the Company accounts   | Mgmt          | For           |
| 0.2    | Approve the consolidated accounts  | Mgmt          | For           |
| 0.3    | Approve the regulated agreements specified in Article L. 225-38 of the Code du Commerce Commercial Code  | Mgmt          | Against       |
| 0.4    | Approve the allocation of the result - setting of the dividend   | Mgmt          | For           |
| 0.5    | Approve the renewal of the Director's mandate held by M. Bernard Arnault   | Mgmt          | Against       |

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|      |   |      |         |
|------|---|------|---------|
| 0.6  | Approve the renewal of the Director's mandate held by Mme. Delphine Arnault   | Mgmt | Against |
| 0.7  | Approve the renewal of the Director's mandate held by M. Nicholas Clive Worms | Mgmt | Against |
| 0.8  | Approve the renewal of the Director's mandate held by M. Patrick Houel        | Mgmt | Against |
| 0.9  | Approve the renewal of the Director's mandate held by M. Felix G Rahatyn      | Mgmt | Against |
| 0.10 | Approve the renewal of the Director's mandate held by M. Hubert Vedrine       | Mgmt | For     |
| 0.11 | Appointment of Mme. Helene Carrere d'Encausse as a Director                   | Mgmt | For     |
| 0.12 | Approve the renewal of the Censor's mandate held by M. Kilian Hennessy        | Mgmt | Against |
| 0.13 | Approve the renewal of the Auditor's mandate held by Deloitte & Associates    | Mgmt | For     |
| 0.14 | Appointment of Ernst & Young and Others as the Auditors                       | Mgmt | For     |
| 0.15 | Approve the renewal of the Auditor's mandate held by M. Denis Grison          | Mgmt | For     |
| 0.16 | Appointment of Auditex as an Assistant Auditors                               | Mgmt | For     |
| 0.17 | Grant authority to manipulate Company shares                                  | Mgmt | For     |
| E.18 | Grant authority to reduce capital stock by canceling self-held shares         | Mgmt | For     |

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MCDONALD'S CORPORATION

Agen

Security: 580135101  
Ticker: MCD  
ISIN: US5801351017

Meeting Type  
Meeting Date

| 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           |
| 02     | APPROVAL OF THE APPOINTMENT OF AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO SERVE | Mgmt          | For           |

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

AS INDEPENDENT AUDITORS FOR 2010.

|    |  |     |         |
|----|--|-----|---------|
| 03 | SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION. | Shr | For     |
| 04 | SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTE.                       | Shr | For     |
| 05 | SHAREHOLDER PROPOSAL RELATING TO THE USE OF CONTROLLED ATMOSPHERE STUNNING.  | Shr | Against |
| 06 | SHAREHOLDER PROPOSAL RELATING TO THE USE OF CAGE-FREE EGGS.                  | Shr | Against |

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MERCK & CO., INC.

Agen

Security: 589331107  
 Ticker: MRK  
 ISIN: US5893311077

Meeting Type  
 Meeting Date

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 8, 2009, BY AND AMONG MERCK & CO., INC., SCHERING-PLOUGH CORPORATION, SP MERGER SUBSIDIARY ONE, INC. (FORMERLY BLUE, INC.) AND SP MERGER SUBSIDIARY TWO, INC. (FORMERLY PURPLE, INC.), AS IT MAY BE AMENDED. | Mgmt          | For           |

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MERCK & CO., INC.

Agen

Security: 58933Y105  
 Ticker: MRK  
 ISIN: US58933Y1055

Meeting Type  
 Meeting Date

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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LESLIE A. BRUN           | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: THOMAS R. CECH           | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RICHARD T. CLARK         | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: THOMAS H. GLOCER         | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE      | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM B. HARRISON, JR. | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: HARRY R. JACOBSON        | Mgmt          | For           |

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

|    |  |      |     |
|----|--|------|-----|
| 1H | ELECTION OF DIRECTOR: WILLIAM N. KELLEY  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: C. ROBERT KIDDER   | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS  | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: CARLOS E. REPRESAS   | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: PATRICIA F. RUSSO  | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: THOMAS E. SHENK  | Mgmt | For |
| 1N | ELECTION OF DIRECTOR: ANNE M. TATLOCK  | Mgmt | For |
| 1O | ELECTION OF DIRECTOR: CRAIG B. THOMPSON  | Mgmt | For |
| 1P | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt | For |
| 1Q | ELECTION OF DIRECTOR: PETER C. WENDELL   | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM<br>FOR 2010. | Mgmt | For |
| 03 | PROPOSAL TO ADOPT THE 2010 INCENTIVE STOCK PLAN.   | Mgmt | For |
| 04 | PROPOSAL TO ADOPT THE 2010 NON-EMPLOYEE DIRECTORS<br>STOCK OPTION PLAN.  | Mgmt | For |

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METLIFE, INC.

Agen

Security: 59156R108  
 Ticker: MET  
 ISIN: US59156R1086

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>R. GLENN HUBBARD<br>ALFRED F. KELLY, JR.<br>JAMES M. KILTS<br>DAVID SATCHER     | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2010 | Mgmt                         | For                      |
| 03     | SHAREHOLDER PROPOSAL ON CUMULATIVE VOTING   | Shr                          | Against                  |

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MICROSOFT CORPORATION

Agen

Security: 594918104

Meeting Type

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

Ticker: MSFT  
ISIN: US5949181045

Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: WILLIAM H. GATES III  | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: STEVEN A. BALLMER   | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: DINA DUBLON   | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN  | Mgmt          | For           |
| 05     | ELECTION OF DIRECTOR: REED HASTINGS   | Mgmt          | For           |
| 06     | ELECTION OF DIRECTOR: MARIA KLAWE   | Mgmt          | For           |
| 07     | ELECTION OF DIRECTOR: DAVID F. MARQUARDT  | Mgmt          | For           |
| 08     | ELECTION OF DIRECTOR: CHARLES H. NOSKI  | Mgmt          | For           |
| 09     | ELECTION OF DIRECTOR: HELMUT PANKE  | Mgmt          | For           |
| 10     | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR | Mgmt          | For           |
| 11     | TO APPROVE AMENDMENTS TO AMENDED AND RESTATED ARTICLES OF INCORPORATION                     | Mgmt          | For           |
| 12     | ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 13     | SHAREHOLDER PROPOSAL - ADOPTION OF HEALTHCARE REFORM PRINCIPLES                             | Shr           | Against       |
| 14     | SHAREHOLDER PROPOSAL - DISCLOSURE OF CHARITABLE CONTRIBUTIONS                               | Shr           | Against       |

MONSANTO COMPANY

Agen

Security: 61166W101  
Ticker: MON  
ISIN: US61166W1018

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: FRANK V. ATLEE III              | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D         | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ARTHUR H. HARPER                | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GWENDOLYN S. KING               | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED | Mgmt          | For           |

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

PUBLIC ACCOUNTING FIRM.

03 APPROVAL OF PERFORMANCE GOALS UNDER THE MONSANTO Mgmt For  
COMPANY 2005 LONG-TERM INCENTIVE PLAN.

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NESTLE S A

Agen

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Security: H57312649  
Ticker:  
ISIN: CH0038863350

Meeting Type  
Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | 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    |               |
|        | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 603908 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    | Approve the Annual Report, the financial statements of Nestle S.A. and the consolidated financial statements of the Nestle Group for 2009  | Mgmt          | No vote       |
| 1.2    | Approve the acceptance of the compensation report 2009   | Mgmt          | No vote       |
| 2.     | Approve to release the Members of the Board of Directors and of the Management   | Mgmt          | No vote       |
| 3.     | Approve the appropriation of profits resulting from the balance sheet of Nestle S.A Retained earnings as specified provided that the proposal of the Board of Directors is approved, the gross dividend will amount to CHF 1.60 per share, representing a net amount of CHF 1.04 per share after payment of the Swiss withholding tax of 35% the last trading day with entitlement to receive the dividend is 16 APR 2010, the shares will be traded ex dividend as of 19 APR 2010, the net dividend will be payable as from 22 APR 2010 | Mgmt          | No vote       |



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

|       |  |      |         |
|-------|--|------|---------|
| 4.1.1 | Re-elections of Mr. Peter Brabeck-Letmathe to the Board of Directors for a term of 3 years   | Mgmt | No vote |
| 4.1.2 | Re-elections of Mr. Steven G. Hoch, to the Board of Directors for a term of 3 years  | Mgmt | No vote |
| 4.1.3 | Re-elections of Mr. Andre Kudelski to the Board of Directors for a term of 3 years   | Mgmt | No vote |
| 4.1.4 | Re-elections of Mr. Jean-Rene Fourtjou to the Board of Directors for a term of 2 years   | Mgmt | No vote |
| 4.2.1 | Elections of Mrs. Titia de Lange to the Board of Directors for a term of 3 years   | Mgmt | No vote |
| 4.2.2 | Elections of Mr. Jean-Pierre Roth to the Board of Directors for a term of 3 years  | Mgmt | No vote |
| 4.3   | Re-election of KPMG S.A., Geneva branch for a term of 1 year   | Mgmt | No vote |
| 5.    | Approve the cancellation of 185,000.000 shares repurchased under the share buy-back programme, and reduction of share capital by CHF 18,500.000, and amend the Article 3 of the Articles of Association as specified | Mgmt | No vote |
| 6.    | Amend the New Article 4 of the Articles of Association as specified  | Mgmt | No vote |

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NIKE, INC.

Agen

Security: 654106103  
Ticker: NKE  
ISIN: US6541061031

Meeting Type  
Meeting Date

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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 01     | DIRECTOR<br>JILL K. CONWAY<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER                                     | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 02     | TO APPROVE AN AMENDMENT TO THE NIKE, INC. EMPLOYEE STOCK PURCHASE PLAN.                                   | Mgmt                 | For               |
| 03     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |

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NORTHERN TRUST CORPORATION

Agen

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

Security: 665859104  
 Ticker: NTRS  
 ISIN: US6658591044

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 01     | DIRECTOR<br>LINDA WALKER BYNOE<br>NICHOLAS D. CHABRAJA<br>SUSAN CROWN<br>DIPAK C. JAIN<br>ROBERT W. LANE<br>ROBERT C. MCCORMACK<br>EDWARD J. MOONEY<br>JOHN W. ROWE<br>DAVID H.B. SMITH, JR.<br>WILLIAM D. SMITHBURG<br>ENRIQUE J. SOSA<br>CHARLES A. TRIBBETT III<br>FREDERICK H. WADDELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.   | Mgmt   | For   |

NOVARTIS AG, BASEL

Agent

Security: H5820Q150  
 Ticker:  
 ISIN: CH0012005267

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 610175, 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    |               |
|        | 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    |               |

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

|       |   |      |         |
|-------|---|------|---------|
| A.1   | Approval of the annual report, the financial statements of Novartis AG and the group consolidated financial statements for the business year 2009   | Mgmt | No vote |
| A.2   | Discharge from liability of the Members of the Board of Directors and the Executive Committee   | Mgmt | No vote |
| A.3   | Appropriation of available earnings of Novartis AG as per balance sheet and declaration of dividend   | Mgmt | No vote |
| A.4.1 | Amendments to the Articles of Incorporation - Implementation of the Book Entry Securities Act   | Mgmt | No vote |
| A.4.2 | Amendments to the Articles of Incorporation - Introduction of a Consultative Vote on the Compensation System  | Mgmt | No vote |
| A.5.A | Re-election of Marjorie M.T. Yang, for a 3 year term  | Mgmt | No vote |
| A.5.B | Re-election of Daniel Vasella, M.D., for a 3 year term  | Mgmt | No vote |
| A.5.C | Re-election of Hans-Joerg Rudloff, for a 1 year term  | Mgmt | No vote |
| A.6   | Election of PricewaterhouseCoopers as Auditor of Novartis AG for 1 year   | Mgmt | No vote |
| B.    | If shareholders at the Annual General Meeting propose additional and/or counterproposals, I/we instruct the Independent Proxy to vote according to the proposal of the Board of Directors | Mgmt | No vote |

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 OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Ticker: OXY  
 ISIN: US6745991058

Meeting Type  
 Meeting Date

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SPENCER ABRAHAM     | Mgmt          | Against       |
| 1B     | ELECTION OF DIRECTOR: JOHN S. CHALSTY     | Mgmt          | Against       |
| 1C     | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN   | Mgmt          | Against       |
| 1D     | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN | Mgmt          | Against       |
| 1E     | ELECTION OF DIRECTOR: JOHN E. FEICK       | Mgmt          | Against       |
| 1F     | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ | Mgmt          | Against       |

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

|    |  |      |         |
|----|--|------|---------|
| 1G | ELECTION OF DIRECTOR: RAY R. IRANI   | Mgmt | Against |
| 1H | ELECTION OF DIRECTOR: IRVIN W. MALONEY   | Mgmt | Against |
| 1I | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN  | Mgmt | Against |
| 1J | ELECTION OF DIRECTOR: RODOLFO SEGOVIA  | Mgmt | Against |
| 1K | ELECTION OF DIRECTOR: AZIZ D. SYRIANI  | Mgmt | Against |
| 1L | ELECTION OF DIRECTOR: ROSEMARY TOMICH  | Mgmt | Against |
| 1M | ELECTION OF DIRECTOR: WALTER L. WEISMAN  | Mgmt | Against |
| 02 | RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.                             | Mgmt | For     |
| 03 | RE-APPROVAL OF PERFORMANCE GOALS UNDER INCENTIVE PLAN PURSUANT TO TAX DEDUCTION RULES. | Mgmt | For     |
| 04 | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION PHILOSOPHY AND PRACTICE.                | Mgmt | Against |
| 05 | ELIMINATION OF COMPENSATION OVER \$500,000 PER YEAR.                                   | Shr  | Against |
| 06 | POLICY TO SEPARATE CHAIRMAN AND CHIEF EXECUTIVE OFFICER ROLES.                         | Shr  | For     |
| 07 | PERCENTAGE OF STOCKHOLDER OWNERSHIP REQUIRED TO CALL SPECIAL MEETING OF STOCKHOLDERS.  | Shr  | For     |
| 08 | REPORT ON ASSESSMENT OF HOST COUNTRY LAWS.   | Shr  | Against |
| 09 | DIRECTOR ELECTION BY MAJORITY STOCKHOLDER VOTE.  | Shr  | Against |
| 10 | REPORT ON INCREASING INHERENT SECURITY OF CHEMICAL FACILITIES.                         | Shr  | Against |
| 11 | POLICY ON ACCELERATED VESTING IN EVENT OF CHANGE IN CONTROL.                           | Shr  | For     |

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 ORACLE CORPORATION

Agem

Security: 68389X105  
 Ticker: ORCL  
 ISIN: US68389X1054

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type                | Proposal Vote                 |
|--------|---|------------------------------|-------------------------------|
| 01     | DIRECTOR<br>JEFFREY S. BERG<br>H. RAYMOND BINGHAM<br>MICHAEL J. BOSKIN<br>SAFRA A. CATZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>For<br>For<br>For |

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

|    |  |      |          |
|----|--|------|----------|
|    | BRUCE R. CHIZEN  | Mgmt | For      |
|    | GEORGE H. CONRADES   | Mgmt | For      |
|    | LAWRENCE J. ELLISON  | Mgmt | For      |
|    | HECTOR GARCIA-MOLINA   | Mgmt | Withheld |
|    | JEFFREY O. HENLEY  | Mgmt | For      |
|    | DONALD L. LUCAS  | Mgmt | For      |
|    | CHARLES E. PHILLIPS, JR  | Mgmt | For      |
|    | NAOMI O. SELIGMAN  | Mgmt | Withheld |
| 02 | PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF THE FISCAL YEAR 2010 EXECUTIVE BONUS PLAN.  | Mgmt | For      |
| 03 | PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING MAY 31, 2010. | Mgmt | For      |
| 04 | STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.   | Shr  | For      |
| 05 | STOCKHOLDER PROPOSAL REGARDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Shr  | For      |
| 06 | STOCKHOLDER PROPOSAL REGARDING EQUITY RETENTION POLICY.  | Shr  | For      |

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PACCAR INC

Agen

Security: 693718108  
Ticker: PCAR  
ISIN: US6937181088

Meeting Type  
Meeting Date

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 01     | DIRECTOR<br>ALISON J. CARNWATH<br>ROBERT T. PARRY<br>JOHN M. PIGOTT<br>GREGORY M.E. SPIERKEL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | STOCKHOLDER PROPOSAL REGARDING THE SUPERMAJORITY VOTE PROVISIONS                             | Shr                          | For                      |
| 03     | STOCKHOLDER PROPOSAL REGARDING A DIRECTOR VOTE THRESHOLD                                     | Shr                          | Against                  |
| 04     | STOCKHOLDER PROPOSAL REGARDING COMPOSITION OF THE COMPENSATION COMMITTEE                     | Shr                          | Against                  |

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PEABODY ENERGY CORPORATION

Agen

Security: 704549104

Meeting Type

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

Ticker: BTU  
ISIN: US7045491047

Meeting Date

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1      | DIRECTOR<br>GREGORY H. BOYCE<br>WILLIAM A. COLEY<br>WILLIAM E. JAMES<br>ROBERT B. KARN III<br>M. FRANCES KEETH<br>HENRY E. LENTZ<br>ROBERT A. MALONE<br>WILLIAM C. RUSNACK<br>JOHN F. TURNER<br>ALAN H. WASHKOWITZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2      | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For  |

PEPSICO, INC.

Agen

Security: 713448108  
Ticker: PEP  
ISIN: US7134481081

Meeting Type  
Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: S.L. BROWN                       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: I.M. COOK                        | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: D. DUBLON                        | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: V.J. DZAU                        | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: R.L. HUNT                        | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: A. IBARGUEN                      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: A.C. MARTINEZ                    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: I.K. NOOYI                       | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: S.P. ROCKEFELLER                 | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: J.J. SCHIRO                      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: L.G. TROTTER                     | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: D. VASELLA                       | Mgmt          | Against       |
| 02     | APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 03 | APPROVAL OF AMENDMENT TO PEPSICO, INC. 2007<br>LONG-TERM INCENTIVE PLAN.                     | Mgmt | For     |
| 04 | SHAREHOLDER PROPOSAL - CHARITABLE CONTRIBUTIONS<br>REPORT (PROXY STATEMENT P. 67)            | Shr  | Against |
| 05 | SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL<br>SHAREHOLDERS MEETING (PROXY STATEMENT P. 68) | Shr  | For     |
| 06 | SHAREHOLDER PROPOSAL - PUBLIC POLICY REPORT<br>(PROXY STATEMENT P. 70)                       | Shr  | Against |

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 PFIZER INC.

Agen

Security: 717081103  
 Ticker: PFE  
 ISIN: US7170811035

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO  | Mgmt             | For           |
| 1B     | ELECTION OF DIRECTOR: MICHAEL S. BROWN  | Mgmt             | For           |
| 1C     | ELECTION OF DIRECTOR: M. ANTHONY BURNS  | Mgmt             | For           |
| 1D     | ELECTION OF DIRECTOR: ROBERT N. BURT  | Mgmt             | For           |
| 1E     | ELECTION OF DIRECTOR: W. DON CORNWELL   | Mgmt             | For           |
| 1F     | ELECTION OF DIRECTOR: FRANCES D. FERGUSON   | Mgmt             | For           |
| 1G     | ELECTION OF DIRECTOR: WILLIAM H. GRAY III   | Mgmt             | For           |
| 1H     | ELECTION OF DIRECTOR: CONSTANCE J. HORNER   | Mgmt             | For           |
| 1I     | ELECTION OF DIRECTOR: JAMES M. KILTS  | Mgmt             | For           |
| 1J     | ELECTION OF DIRECTOR: JEFFREY B. KINDLER  | Mgmt             | For           |
| 1K     | ELECTION OF DIRECTOR: GEORGE A. LORCH   | Mgmt             | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN P. MASCOTTE  | Mgmt             | For           |
| 1M     | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON  | Mgmt             | For           |
| 1N     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt             | For           |
| 1O     | ELECTION OF DIRECTOR: WILLIAM C. STEERE, JR.  | Mgmt             | For           |
| 02     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP<br>AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2010. | Mgmt             | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt             | For           |

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|    |   |      |         |
|----|---|------|---------|
| 04 | APPROVAL OF BY-LAW AMENDMENT TO REDUCE THE PERCENTAGE OF SHARES REQUIRED FOR SHAREHOLDERS TO CALL SPECIAL MEETINGS. | Mgmt | For     |
| 05 | SHAREHOLDER PROPOSAL REGARDING STOCK OPTIONS.   | Shr  | Against |

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 PHILIP MORRIS INTERNATIONAL INC.

Agen

Security: 718172109  
 Ticker: PM  
 ISIN: US7181721090

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: HAROLD BROWN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MATHIS CABIALAVETTA  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LOUIS C. CAMILLERI   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: J. DUDLEY FISHBURN   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JENNIFER LI  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: GRAHAM MACKAY  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: SERGIO MARCHIONNE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LUCIO A. NOTO  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CARLOS SLIM HELU   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: STEPHEN M. WOLF  | Mgmt          | For           |
| 02     | RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS                                    | Mgmt          | For           |
| 03     | STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE                                 | Shr           | Against       |
| 04     | STOCKHOLDER PROPOSAL 2 - CREATE HUMAN RIGHTS PROTOCOLS FOR THE COMPANY AND ITS SUPPLIERS | Shr           | Against       |

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 PRUDENTIAL FINANCIAL, INC.

Agen

Security: 744320102  
 Ticker: PRU  
 ISIN: US7443201022

Meeting Type  
 Meeting Date

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



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|    |  |      |     |
|----|--|------|-----|
| 1A | ELECTION OF DIRECTOR: THOMAS J. BALTIMORE, JR.   | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: GORDON M. BETHUNE  | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: GASTON CAPERTON  | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: GILBERT F. CASELLAS  | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JAMES G. CULLEN  | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: WILLIAM H. GRAY III  | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: MARK B. GRIER  | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: JON F. HANSON  | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: CONSTANCE J. HORNER  | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: KARL J. KRAPEK   | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: CHRISTINE A. POON  | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: JOHN R. STRANGFELD   | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: JAMES A. UNRUH   | Mgmt | For |
| 02 | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt | For |
| 03 | ADVISORY VOTE ON COMPENSATION POLICIES.  | Mgmt | For |

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PRUDENTIAL PLC, LONDON

Agen

Security: G72899100

Meeting Type

Ticker:

Meeting Date

ISIN: GB0007099541

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive the Directors report and the financial statements for the YE 31 DEC 2009 with the related Auditor's report | Mgmt          | For           |
| 2.     | Approve the Directors remuneration report for the YE 31 DEC 2009   | Mgmt          | For           |
| 3.     | Re-elect Mr. M W O Garrett as a Director   | Mgmt          | For           |
| 4.     | Re-elect Mrs. B A Macaskill as a Director  | Mgmt          | For           |
| 5.     | Re-elect Mr. C P Manning as a Director   | Mgmt          | For           |
| 6.     | Re-elect Mr. B L Stowe as a Director   | Mgmt          | For           |

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|     |  |      |     |
|-----|--|------|-----|
| 7.  | Election of Mr. N A Nicandrou as a Director  | Mgmt | For |
| 8.  | Election of Mr. R A Devey as a Director  | Mgmt | For |
| 9.  | Re-appoint KPMG Audit Plc as the Company's Auditor until the conclusion of the next general meeting at which the Company's accounts are laid   | Mgmt | For |
| 10. | Authorize the Directors to determine the amount of the Auditor's remuneration  | Mgmt | For |
| 11. | Approve to declare a final dividend of 13.56 pence per ordinary share of the Company for the YE 31 DEC 2009, which shall be payable on 27 MAY 2010 to shareholders who are on the register of members at the close of business on 09 APR 2010  | Mgmt | For |
| 12. | Authorize the Company and all Companies that are its subsidiaries at any time during the period for which the resolution is effective for the purposes of Section 366 and 367 of the Companies Act 2006 [2006 Act] to make donations to political organizations other than political parties and to incur political expenditure [as such terms are defined in Section 363 to 365 of the 2006 Act] up to a maximum aggregate sum of GBP 50,000 as follows: [Authority expires at the earlier of 30 JUN 2011 or the conclusion of the AGM to be held in 2011]; and the Company may enter into a contract or undertaking under this authority prior to its expiry, which contract or undertaking may be performed wholly or partly after such expiry, and may make donations to political organizations and incur political expenditure in pursuance of such contracts or undertakings as if the said authority had not expired | Mgmt | For |
| 13. | Authorize the Directors, without prejudice to any other authority conferred on the Directors by or pursuant to Article 14 of the Company's Articles of Association, by Article 14 of the Company's Articles of Association to allot generally and unconditionally relevant securities be renewed in respect of equity securities [as defined in Section 560[1] of the 2006 Act] for a period expiring; [Authority expires at the earlier of the conclusion of the AGM of the Company held in 2011 or 30 JUN 2011]; and for that period and purpose the Section 551 amount in respect of the Company's equity securities shall be GBP 42,236,000; and renewal of authority to allot ordinary shares for rights issues   | Mgmt | For |
| 14. | Authorize the Directors, without prejudice to any other authority conferred on the Directors by or pursuant to Article 14 of the Company's Articles of Association, by Article 14 of the Company's Articles of Association to allot generally and unconditionally relevant securities be renewed in respect of equity securities   | Mgmt | For |

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[as defined in Section 560[1] of the 2006 Act] allotted 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 required by the rights of those securities or as the Board otherwise considers necessary for a period expiring; [Authority expires at the earlier of the conclusion of the AGM of the Company held in 2011 or 30 JUN 2011]; and purpose the Section 551 amount shall be GBP 84,473,000 [after deducing from such limit any relevant securities allotted under resolution 13 above] and so that the Board may impose any limits or restrictions and may any arrangements which it considers 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

- |      |   |      |     |
|------|---|------|-----|
| S.15 | Authorize the Directors, for disapplication of pre-emption rights, equity securities [as defined in Section 560[1] of the 2006 Act] for cash pursuant to the power conferred on the Directors by Article 15 of the Company's Articles of Association and/or to sell any ordinary shares held by the Company as treasury shares for cash as if Section 561 of that Act did not apply to such allotment provided that: the maximum aggregate nominal amount of equity securities that may be allotted or sold pursuant to the authority under Article 15[b] is GBP 6,336,000 and [Authority expires at the earlier of the conclusion of the AGM of the Company held in 2011 or 30 JUN 2011]   | Mgmt | For |
| S.16 | Authorize the Company, in accordance with Section 701 of the 2006 Act, to make one or more market purchases [within the meaning of Section 693[4] of the 2006 Act] of its ordinary shares of 5 pence each in the capital of the Company; such authority to be limited: to a maximum aggregate number of 253,440,000 ordinary shares; by the condition that the minimum price which may be paid for each ordinary shares is 5 pence and the maximum price which may be paid for an ordinary shares is the highest of: an amount equal to 105% of the average of the middle market quotations for an ordinary shares as derived from the daily official list of the London Stock Exchange for the 5 business days immediately preceding the day on which the share is contracted to be purchases; and the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out; in each case exclusive of expenses; [Authority expires at the earlier of the conclusion of the AGM of the Company held in 2011 or 30 JUN 2011]; the Company may before such expiry | Mgmt | For |

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make a contract or contracts to purchase ordinary shares under the authority hereby conferred which would or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts as if the power conferred hereby had not expired; and all ordinary shares purchased pursuant to said authority shall be either; cancelled immediately upon completion of the purchase; or be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the 2006 Act

|      |   |            |     |
|------|---|------------|-----|
| S.17 | Approve that a general meeting other than an AGM may be called on not less than 14 clear days' notice   | Mgmt       | For |
|      | Transact other such business  | Non-Voting |     |
|      | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING 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 |     |

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 PRUDENTIAL PLC, LONDON

Agen

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 Security: G72899100  
 Ticker:  
 ISIN: GB0007099541

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| S.1    | Approve, subject to the scheme of arrangement dated 17 MAY 2010 proposed to be made between the Company and the scheme shareholders [as specified in the scheme], for the purpose of giving effect to the scheme in its original form or with or subject to any modification, addition or condition approved or imposed by the court; (i) the share capital of the Company be reduced by canceling all the scheme shares [as specified in the scheme] (ii) forthwith and contingently on such reduction of capital taking effect the reserve arising in the books of account of the Company as a result of the cancellation of the scheme shares be applied in paying up in full at par such number of new ordinary shares of 5 pence each as shall be equal to the number of scheme shares cancelled at Sub-paragraph (i) above, such new ordinary shares to be allotted and issued credited as fully paid to prudential group plc [New Prudential] and/or its nominees (iii) without prejudice and in addition to any other authority conferred | Mgmt          | Against       |

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on the Directors under Section 551 of the Companies Act 2006, including at the AGM of the Company and under Resolution 2; authorize the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 to give effect to this resolution and accordingly to effect the allotment of the new ordinary shares referred to in sub-paragraph (ii) above, provided that (a) the maximum aggregate nominal amount of shares which may be allotted hereunder shall be the aggregate nominal amount of the new ordinary shares created pursuant to sub-paragraph (ii) above; [Authority expires on 07 JUN 2011] (iv) prior to the reduction of the capital referred to in sub-Paragraph (i) above taking effect authorize the Company to issue and allot two redeemable deferred shares to New Prudential and/or its nominees; amend the Articles of Association of the Company by the adoption and inclusion of the following new Article 198 as specified; approve the proposed reduction of capital of New Prudential at the General Meeting of New Prudential [as specified]

- |    |   |      |         |
|----|---|------|---------|
| 2. | Authorize the Directors, subject to Resolution 1 being passed, without prejudice and in addition to any other authority conferred on the Directors under Section 551 of the Companies Act 2006, including at the AGM of the Company and under Resolution 1(A)(iii), pursuant to and in accordance with Section 551 of the Companies Act 2006 to allot ordinary shares of 5 pence each in the Company up to a nominal amount of GBP 14,523,140,060 in connection with the issue of ordinary shares of 5 pence each in the Company for the purposes of the rights issue [as specified in circular]; [Authority expires on 07 JUN 2011], the Company may make offers and enter into agreements during the relevant period which would or might require shares to be allotted after the authority ends and the Directors may allot shares under such offers or agreements as if the authority had not ended | Mgmt | Against |
| 3. | Approve, subject to the scheme referred to in Resolution 1 becoming effective, the New Prudential group performance shares plan, the New Prudential business unit performance plans and the M&G executive Long Term Incentive Plan 2010 adopted by New Prudential, the term of which are summarized in Paragraph 4 of Part IV of the circular as specified  | Mgmt | Against |
| 4. | Approve, subject to the scheme referred to in Resolution 1 becoming effective, the New Prudential UK savings-related Shares Option Scheme, the New Prudential Irish SAYE scheme, the New Prudential International Employees SAYE scheme, the New Prudential International [Non-Employees] SAYE scheme, the New Prudential Shares Incentive Plan, the Prudential Europe Share Participation Plan, the New Prudential Share Option Plan   | Mgmt | Against |

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and the Momentum Retention plan adopted by New Prudential, the terms of which are summarized in Paragraph 4 of Part IV of the circular as specified

- |    |  |      |         |
|----|--|------|---------|
| 5. | <p>Authorize the Directors of New Prudential, subject to the scheme referred to in Resolution 1 becoming effective of to establish employee share schemes in addition to those mentioned in Resolutions 3 and 4 in this notice for the benefit of overseas employees of New Prudential and its subsidiaries provided that such additional schemes operate within the equity dilution limits applicable to the new share plans and [save to the extent necessary or desirable to take account of overseas tax, securities and exchange control laws] such additional schemes do not confer upon participants benefits which are greater than those which could be obtained from the new shares plans and that, once such additional schemes have been established, they may not be amended without the approval of the shareholders of New Prudential if such approval would be required to amend the corresponding provisions of the new share plans</p> | Mgmt | Against |
|----|--|------|---------|

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PRUDENTIAL PLC, LONDON

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Agen

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Security: G72899100  
Ticker:  
ISIN: GB0007099541

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Meeting Type  
Meeting Date

- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | <p>PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE. PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR ISSUERS AGENT.</p> | Non-Voting    |               |
| 1.     | <p>Approve the Scheme of Arrangement proposed to be made between the Company and the holders of Scheme shares</p>   | Mgmt          | Against       |

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PUBLIC SERVICE ENTERPRISE GROUP INC.

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Agen

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Security: 744573106  
Ticker: PEG  
ISIN: US7445731067

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Meeting Type  
Meeting Date

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: ALBERT R. GAMPER, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: CONRAD K.HARPER  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: WILLIAM V. HICKEY  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: RALPH IZZO   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DAVID LILLEY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS A. RENYI  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: HAK CHEOL SHIN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: RICHARD J. SWIFT   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2010. | Mgmt          | For           |

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 QUALCOMM, INCORPORATED

Agen

Security: 747525103  
 Ticker: QCOM  
 ISIN: US7475251036

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>BARBARA T. ALEXANDER<br>STEPHEN M. BENNETT<br>DONALD G. CRUICKSHANK<br>RAYMOND V. DITTAMORE<br>THOMAS W. HORTON<br>IRWIN MARK JACOBS<br>PAUL E. JACOBS<br>ROBERT E. KAHN<br>SHERRY LANSING<br>DUANE A. NELLES<br>BRENT SCOWCROFT<br>MARC I. STERN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | TO APPROVE AN AMENDMENT TO THE 2006 LONG-TERM INCENTIVE PLAN TO INCREASE THE SHARE RESERVE BY 13,000,000 SHARES.  | Mgmt   | For   |
| 03     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 26, 2010.  | Mgmt   | For   |

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RECKITT BENCKISER GROUP PLC, SLOUGH

Agen

Security: G74079107  
 Ticker:  
 ISIN: GB00B24CGK77

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | Adopt the 2009 report and financial statements                     | Mgmt          | For           |
| 2      | Approve the Director's remuneration report                         | Mgmt          | For           |
| 3      | Declare the final dividend   | Mgmt          | For           |
| 4      | Re-elect Adrian Bellamy as a Member of the Remuneration Committee  | Mgmt          | Abstain       |
| 5      | Re-elect Peter Harf  | Mgmt          | Abstain       |
| 6      | Re-elect Colin Day   | Mgmt          | For           |
| 7      | Re-elect Kenneth Hydon as a Member of the Audit Committee          | Mgmt          | For           |
| 8      | Re-elect Judith Sprieser as a Member of the Remuneration Committee | Mgmt          | For           |
| 9      | Re-elect Richard Cousins as a Member of the Remuneration Committee | Mgmt          | For           |
| 10     | Elect Warren Tucker as a Member of the Audit Committee             | Mgmt          | For           |
| 11     | Re-appoint PricewaterhouseCoopers LLP as the Auditors              | Mgmt          | For           |
| 12     | Authorize the Directors to determine the Auditor's remuneration    | Mgmt          | For           |
| 13     | Approve to renew authority to allot shares                         | Mgmt          | For           |
| S.14   | Approve to renew power to disapply pre-emption rights              | Mgmt          | For           |
| S.15   | Approve to renew authority to purchase own shares                  | Mgmt          | For           |
| S.16   | Approve the calling of general meetings on 14 day's clear notice   | Mgmt          | For           |
| S.17   | Amend the Company's Articles of Association                        | Mgmt          | For           |

ROYAL DUTCH SHELL PLC

Agen



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Security: G7690A118  
 Ticker:  
 ISIN: GB00B03MM408

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive the Company's annual accounts for the FYE 31 DEC 2009, together with the Directors' report and the Auditors' report on those accounts                                    | Mgmt          | For           |
| 2.     | Approve the remuneration report for the YE 31 DEC 2009, set out in the annual report and accounts 2009 and summarized in the annual review and Summary financial Statements 2009 | Mgmt          | For           |
| 3.     | Appointment of Charles O. Holliday as a Director of the Company with effect from 01 SEP 2010   | Mgmt          | For           |
| 4.     | Re-appointment of Josef Ackermann as a Director of the Company   | Mgmt          | For           |
| 5.     | Re-appointment of Malcolm Brinded as a Director of the Company   | Mgmt          | For           |
| 6.     | Re-appointment Simon Henry as a Director of the Company  | Mgmt          | For           |
| 7.     | Re-appointment Lord Kerr of Kinlochard as a Director of the Company  | Mgmt          | For           |
| 8.     | Re-appointment Wim Kok as a Director of the Company  | Mgmt          | For           |
| 9.     | Re-appointment of Nick Land as a Director of the Company   | Mgmt          | For           |
| 10.    | Re-appointment of Christine Morin-Postel as a Director of the Company  | Mgmt          | For           |
| 11.    | Re-appointment of Jorma Ollila as a Director of the Company  | Mgmt          | For           |
| 12.    | Re-appointment of Jeroen van der Veer as a Director of the Company   | Mgmt          | For           |
| 13.    | Re-appointment of Peter Voser as a Director of the Company   | Mgmt          | For           |
| 14.    | Re-appointment of Hans Wijers as a Director of the Company   | Mgmt          | For           |
| 15.    | Re-appointment of PricewaterhouseCoopers LLP as the Auditors of the Company  | Mgmt          | For           |
| 16.    | Authorize the Board to settle the remuneration of the Auditors for 2010  | Mgmt          | For           |
| 17.    | Authorize the Board, in substitution for all subsisting authorities, to allot shares in the Company and to grant rights to subscribe   | Mgmt          | For           |

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for or convert any security into shares in the Company up to a nominal amount of EUR 145 million; [Authority expires at the earlier of the end of next year's AGM or the close of business on 18 AUG 2011]; but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended

- |      |   |      |     |
|------|---|------|-----|
| S.18 | <p>Authorize the Board, that if Resolution 17 is passed, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited: (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and (B) in the case of the authority granted under Resolution 17 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of EUR 21 million; [Authority expires at the earlier of the end of next year's AGM or the close of business on 18 AUG 2011]; but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends, and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended</p> | Mgmt | For |
| S.19 | <p>Authorize the Company, for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (as defined in Section 693(4) of the Companies Act 2006) of its ordinary shares of EUR 0.07 each ("Ordinary Shares"),</p>  | Mgmt | For |

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such power to be limited: (A) to a maximum number of 624 million Ordinary Shares; (B) by the condition that the minimum price which may be paid for an Ordinary Share is EUR 0.07 and the maximum price which may be paid for an Ordinary Share is the higher of: (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses; [Authority expires at the earlier of the end of next year's AGM or the close of business on 18 AUG 2011]; but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended

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|------|--|------|-----|
| 20.  | Authorize the Directors, pursuant Article 129 of the Company's Articles of Association, to offer ordinary shareholders (excluding any shareholder holding shares as treasury shares) the right to choose to receive extra ordinary shares, credited as fully paid up, instead of some or all of any cash dividend or dividends which may be declared or paid at any time after the date of the passing of this resolution and prior to or on 18 MAY 2015   | Mgmt | For |
| 21.  | Authorize the Company, in accordance with Section 366 of the Companies Act 2006 and in substitution for any previous authorities given to the Company (and its subsidiaries), (and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect) to: (A) make political donations to political organisations other than political parties not exceeding GBP 200,000 in total per annum; and (B) incur political expenditure not exceeding GBP 200,000 in total per annum; [Authority expires at the earlier of beginning with the date of the passing of this resolution and ending on 30 JUN 2011 or at the conclusion of the next AGM of the Company]; in this resolution, the terms "political donation", "political parties", "political organisation" and "political expenditure" have the meanings given to them by Sections 363 to 365 of the Companies Act 2006 | Mgmt | For |
| S.22 | Amend the Articles of Association of the Company by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and adopt the Articles  | Mgmt | For |

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of Association of the Company produced to the meeting and as specified, in substitution for, and to the exclusion of, the existing Articles of Association

|      |  |     |         |
|------|--|-----|---------|
| S.23 | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve in order to address our concerns for the long term success of the Company arising from the risks associated with oil sands, we as shareholders of the Company direct that the Audit Committee or a Risk Committee of the Board commissions and reviews a report setting out the assumptions made by the Company in deciding to proceed with oil sands projects regarding future carbon prices, oil price volatility, demand for oil, anticipated regulation of greenhouse gas emissions and legal and reputational risks arising from local environmental damage and impairment of traditional livelihoods. The findings of the report and review should be reported to investors in the Business Review section of the Company's Annual Report presented to the AGM in 2011 | Shr | Against |
|------|--|-----|---------|

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ROYAL PHILIPS ELECTRONICS NV, EINDHOVEN

Agen

Security: N6817P109

Meeting Type

Ticker:

Meeting Date

ISIN: NL0000009538

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 654145 DUE TO RECEIPT OF ADDITIONAL RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | Non-Voting    |               |
|        | PLEASE NOTE THAT BLOCKING CONDITIONS FOR VOTING AT THIS GENERAL MEETING ARE RELAXED AS THERE IS A REGISTRATION DEADLINE / RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU.   | Non-Voting    |               |
| 1.     | Speech President   | Non-Voting    |               |
| 2.A    | Adopt the 2009 financial statements  | Mgmt          | For           |
| 2.B    | Explanation of corporate governance structure  | Non-Voting    |               |
| 2.C    | Explanation of policy on additions to reserves and dividends   | Non-Voting    |               |
| 2.D    | Adopt a dividend of EUR 0.70 per common share in cash or shares, at the option of the shareholder, against the net income for 2009 and the retained earnings of the Company  | Mgmt          | For           |

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|     |   |            |     |
|-----|---|------------|-----|
| 2.E | Grant discharge to the Members of the Board of Management for their responsibilities  | Mgmt       | For |
| 2.F | Grant discharge to the Members of the Supervisory Board for their responsibilities  | Mgmt       | For |
| 3.A | Re-appointment of MR. G.H.A. Dutine as the Member of the Board of Management of the Company with effect from 01 APR 2010  | Mgmt       | For |
| 3.B | Re-appointment of Mr. R.S. Provoost as the Member of the Board of Management of the Company with effect from 01 APR 2010  | Mgmt       | For |
| 3.C | Re-appointment of Mr. A. Ragnetti as the Member of the Board of Management of the Company with effect from 01 APR 2010  | Mgmt       | For |
| 3.D | Re-appointment of Mr. S.H. Rusckowski as the Member of the Board of Management of the Company with effect from 01 APR 2010  | Mgmt       | For |
| 4.A | Authorize the Board of Management for a period of 18 months, per 25 MAR 2010, as the body which is authorized, with the approval of the Supervisory Board, to issue shares or grant rights to acquire shares within the limits laid down in the Articles of Association of the Company  | Mgmt       | For |
| 4.B | Authorize the Board of Management for a period of 18 months, per 25 MAR 2010, as the body which is authorized, with the approval of the Supervisory Board, to restrict or exclude the pre-emption rights accruing to Shareholders   | Mgmt       | For |
| 5.  | Authorize the Board of Management for a period of 18 months, per 25 MAR 2010, within the limits of the law and the Articles of Association, to acquire, with the approval of the Supervisory Board, for valuable consideration, on the stock exchange or otherwise, shares in the Company at a price between, on the one hand, an amount equal to the par value of the shares and, on the other hand, an amount equal to 110% of the market price of these shares on the Official Segment of Euronext Amsterdam; the market price being the average of the highest price on each of the 5 days of trading prior to the date of acquisition, as shown in the Official Price List of Euronext Amsterdam | Mgmt       | For |
| 6.  | Any other business  | Non-Voting |     |

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RWE AG, ESSEN

Agen

Security: D6629K109

Meeting Type

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Ticker:  
ISIN: DE0007037129

Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | PLEASE NOTE THAT THESE SHARES HAVE NO VOTING RIGHTS, SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD. THANK YOU.   | Non-Voting    |               |
|        | PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 01 APR 2010, 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    |               |
| 1.     | Presentation of the financial statements and annual report for the 2009 financial year with the report of the Supervisory Board, the group financial statements and group annual report as well as the report by the Board of Managing Directors and the proposal for the appropriation of the distributable profit   | Non-Voting    |               |
| 2.     | Resolution on the appropriation of the distributable profit of EUR 1,867,507,627.13 as follows: Payment of a dividend of EUR 3.50 per no-par share EUR 52,782.62 shall be carried forward Ex-dividend and payable date: 23 APR 2010   | Mgmt          | For           |
| 3.     | Ratification of the acts of the Board of Managing Directors   | Mgmt          | For           |
| 4.     | Ratification of the acts of the Supervisory Board   | Mgmt          | For           |
| 5.     | Approval of the remuneration system for the Board of Managing Directors   | Mgmt          | For           |
| 6.     | Appointment of the Auditors for the 2010 FY: PricewaterhouseCoopers AG, Essen   | Mgmt          | For           |
| 7.     | Appointment of the Auditors for the review of the financial report for the first half of the 2010 FY: PricewaterhouseCoopers AG, Essen  | Mgmt          | For           |
| 8.     | Elections to the Supervisory Board: Dr. Dieter Zetsche, Frithjof Kuehn, Dr. Wolfgang Schuessel  | Mgmt          | For           |
| 9.     | Authorization to acquire own shares to acquire own shares of up to 10 % of its share capital, at a price not deviating more than 10 % from the market price of the shares, on or before 21 OCT 2011 b) the Board of Managing Directors shall be authorized to re-tire the shares, to use the shares for mergers and acquisitions, to dispose of the shares in a manner other than through the stock exchange or by way of a public offer to all shareholders at a price | Mgmt          | For           |

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not materially below the market price of the shares, to use the shares for satisfying option and/or conversion rights, and to offer the shares to holders of conversion and/or option rights within the scope of a public offer to all shareholders

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|-----|--|------|-----|
| 10. | Amendments to the Articles of Association a) Section 2 (1), in respect of the object of the Company being adjusted to reflect the Company's focus on its core business b) Section 10(8)2 deletion CAA] Section 18, in respect of the shareholders meeting being convened at least 36 days prior to the meeting CBB] Section 15(3), in respect of the Board of Managing Directors being authorized to permit shareholders to participate in a shareholders meeting by the use of electronic means of communication Section 16(3), in respect of the Board of Managing Directors being authorized to permit shareholders to absentee vote at a shareholders meeting Section 17(2)2, in respect of the shareholders meeting being transmitted electronically CCC] Section 16(3), in respect of proxy-voting instructions being issued in written form unless stipulated otherwise in the notice of shareholders meeting | Mgmt | For |
|-----|--|------|-----|

- |     |  |      |     |
|-----|--|------|-----|
| 11. | Approval of the amendments to the existing control and profit transfer agreement with the Company's subsidiary RWE Supply + Trading GmbH | Mgmt | For |
|-----|--|------|-----|

COUNTER PROPOSALS HAVE BEEN RECEIVED FOR THIS MEETING. A LINK TO THE COUNTER PROPOSAL INFORMATION IS AVAILABLE IN 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 AT THE COMPANYS MEETING.

Non-Voting

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 SANOFI-AVENTIS, PARIS

Agen

Security: F5548N101  
 Ticker:  
 ISIN: FR0000120578

Meeting Type  
 Meeting Date

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| -      | French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as | Non-Voting    |               |

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Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative

|      |  |            |         |
|------|--|------------|---------|
| -    | 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 |         |
| 1    | Approve the company's accounts for FY 2009   | Mgmt       | For     |
| 2    | Approve the consolidated accounts for FY 2009  | Mgmt       | For     |
| 3    | Approve the allocation of the result, setting of the dividend  | Mgmt       | For     |
| 4    | Approve the special report by the Statutory Auditors on accounts prepared in accordance with Article L.225-40 of the Code de Commerce              | Mgmt       | Against |
| 5    | Ratify the co-opting Mr. Serge Weinberg as a Director  | Mgmt       | For     |
| 6    | Approve the non-renewal of a Director's appointment/Nomination Mr. Jean-Marc Bruel/ Mrs. Catherine Brechignac as a Director                        | Mgmt       | For     |
| 7    | Approve the renewal of Director's appointment Mr. Robert Castaigne   | Mgmt       | For     |
| 8    | Approve the renewal of a Director's appointment of Lord Douro  | Mgmt       | For     |
| 9    | Approve the renewal of a Director's appointment of Mr. Christian Mulliez   | Mgmt       | For     |
| 10   | Approve the renewal of a Director's appointment of Mr. Christopher Viehbacher  | Mgmt       | For     |
| 11   | Authorize the Board of Directors to trade in the Company's shares  | Mgmt       | For     |
| E.12 | Amend the Article 11 of the Articles of Association  | Mgmt       | For     |
| E.13 | Grant powers to accomplish the necessary formalities   | Mgmt       | For     |

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SAP AG, WALLDORF/BADEN

Agenda

Security: D66992104  
Ticker:  
ISIN: DE0007164600

Meeting Type  
Meeting Date

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Prop.# Proposal Proposal Type Proposal Vote



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|   |                   |  |
|---|-------------------|--|
| <p>PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 700811 DUE TO RESOLUTIONS 8 AND 9 NOW BEING SPLIT RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.</p>   | <p>Non-Voting</p> |  |
| <p>ACCORDING TO GERMAN LAW, IN CASE OF SPECIFIC CONFLICTS OF INTEREST IN CONNECTION WITH SPECIFIC ITEMS OF THE AGENDA FOR THE GENERAL MEETING YOU ARE NOT ENTITLED TO EXERCISE YOUR VOTING RIGHTS. FURTHER, YOUR VOTING RIGHT MIGHT BE EXCLUDED WHEN YOUR SHARE IN VOTING RIGHTS HAS REACHED CERTAIN THRESHOLDS AND YOU HAVE NOT COMPLIED WITH ANY OF YOUR MANDATORY VOTING RIGHTS NOTIFICATIONS PURSUANT TO THE GERMAN SECURITIES TRADING ACT (WHPG). SHOULD YOU HAVE ANY QUESTIONS OR DOUBTS IN THIS REGARD, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT THIS ISSUE CAN BE CLARIFIED. IF YOU DO NOT HAVE ANY INDICATION REGARDING SUCH CONFLICT OF INTEREST, OR ANOTHER EXCLUSION FROM VOTING, PLEASE SUBMIT YOUR VOTE AS USUAL. THANK YOU.</p> | <p>Non-Voting</p> |  |
| <p>PLEASE NOTE THAT THE TRUE RECORD DATE FOR THIS MEETING IS 18 MAY 2010, 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>   | <p>Non-Voting</p> |  |
| <p>1. Presentation of the financial statements and annual report for the 2009 FY with the report of the Supervisory Board, the Group financial statements, the Group annual report, and the reports pursuant to Sections 289(4), 289(5) 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 4,304,693,525.47 as follows: Payment of a dividend of EUR 0.50 per no-par share EUR 3,709,817,665.47 shall be carried forward Ex-dividend and payable date: 09 JUN 2010</p>  | <p>Mgmt For</p>   |  |
| <p>3. Ratification of the acts of the Board of Managing Directors</p>   | <p>Mgmt For</p>   |  |
| <p>4. Ratification of the acts of the Supervisory Board</p>   | <p>Mgmt For</p>   |  |
| <p>5. Approval of the new compensation system for the Board of Managing Directors, to be found on the Company's web site</p>  | <p>Mgmt For</p>   |  |
| <p>6. Appointment of the Auditors for the 2010 FY: KPMG AG, Berlin</p>  | <p>Mgmt For</p>   |  |
| <p>7. Amendments to the Articles of Association: a) Section 4(1), in respect of the Company's share capital being EUR 1,226,039,608 and divided into 1,226,039,608 no-par shares, b) Section</p>  | <p>Mgmt For</p>   |  |

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4(6)1, in respect of the share capital being increased by up to EUR 35,456,908 through the issue of up to 35,456,908 bearer no-par shares (contingent capital IIIa), c) Section 4(10)1, in respect of the share capital being increased by up to EUR 72,119,440 through the issue of up to 72,119,440 bearer no-par shares (contingent capital VI)

|     |   |      |     |
|-----|---|------|-----|
| 8.A | Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Restatement of Section 17 (3) of the Articles of Incorporation                          | Mgmt | For |
| 8.B | Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Restatement of Section 18 (2) of the Articles of Incorporation                          | Mgmt | For |
| 8.C | Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Supplement to Section 18 of the Articles of Incorporation to allow online participation | Mgmt | For |
| 8.D | Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Supplement to Section 18 of the Articles of Incorporation to allow postal voting        | Mgmt | For |
| 8.E | Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Restatement of Section 19 (2) of the Articles of Incorporation                          | Mgmt | For |
| 8.F | Amendment to the Articles of Association of Incorporation to reflect the requirements of the German Act Implementing the Director on shareholders' right: Restatement of Section 20 (4) of the Articles of Incorporation                          | Mgmt | For |
| 9.A | Renewal of authorized capital facilities: Deletion of paragraphs (5) and (7) of Section 4 of the current version of the Articles of Incorporation (Authorized Capital I and II)   | Mgmt | For |
| 9.B | Renewal of authorized capital facilities: Cancellation of the existing Authorized Capital Ia and the creation of new Authorized Capital I and on the corresponding amendment to Section 4 of the Articles of Incorporation                        | Mgmt | For |
| 9.C | Renewal of authorized capital facilities: Cancellation of the existing Authorized Capital IIa and on the creation of new Authorized Capital II and on the corresponding amendment to Section  | Mgmt | For |

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### 4 of the Articles of Incorporation

- |     |   |      |     |
|-----|---|------|-----|
| 10. | Resolution on the creation of an authorized capital III and the corresponding amendment to the Articles of Association, the Board of Managing Directors shall be authorized, with the consent of the Supervisory Board, to increase the share capital by up to EUR 30,000,000 through the issue of new bearer no-par shares to employees of the Company and its affiliates against contributions in cash and/or kind, on or before 07 JUN 2015, shareholders subscription rights shall be excluded  | Mgmt | For |
| 11. | Authorization to acquire own shares, the Company shall be authorized to acquire own shares of up to EUR 120,000,000, at a price neither more than 10% above, nor more than 20% below, the market price of the shares, on or before 30 JUN 2013, the Board of Managing Directors shall be authorized to sell the shares on the stock exchange and to offer them to the shareholders for subscription, to dispose of the shares in another manner if they are sold at a price not materially below their market price, to offer the shares to third parties for acquisition purposes, to retire the shares, to use the shares within the scope of the Company's stock option and incentive plans, or for satisfying conversion and option rights, and to offer the shares to employees of the Company and its affiliates  | Mgmt | For |
| 12. | Resolution on the remuneration for the Supervisory and the corresponding amendment to the Articles of Association as of the 2010 FY, the chairman of the Supervisory Board shall receive a fixed annual remuneration of EUR 100,000, the deputy chairman EUR 70,000, and every other Board member EUR 50,000, members of the Audit Committee shall receive, in addition, a fixed annual remuneration of EUR 15,000 (the chairman EUR 25,000) and members of another committee EUR 10,000 (the committee chairmen EUR 20,000), furthermore, the chairman of the Supervisory Board shall receive a variable remuneration of EUR 10,000, the deputy chairman EUR 8,000 and the every other Board member EUR 6,000 for every EUR 0.01 of the dividend per share in excess of EUR 0.40, however, the total annual remuneration may not exceed EUR 250,000 for the chairman of the Supervisory Board, EUR 200,000 for the deputy chairman, and EUR 150,000 for every other Supervisory Board member | Mgmt | For |

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SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
 Ticker: SLB

Meeting Type  
 Meeting Date

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

ISIN: AN8068571086

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 01     | DIRECTOR<br>P. CAMUS<br>J.S. GORELICK<br>A. GOULD<br>T. ISAAC<br>N. KUDRYAVITSEV<br>A. LAJOUS<br>M.E. MARKS<br>L.R. REIF<br>T.I. SANDVOLD<br>H. SEYDOUX<br>P. CURRIE<br>K.V. KAMATH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | PROPOSAL TO ADOPT AND APPROVE FINANCIALS AND DIVIDENDS.   | Mgmt   | For   |
| 03     | PROPOSAL TO APPROVE THE ADOPTION OF THE SCHLUMBERGER 2010 STOCK INCENTIVE PLAN.   | Mgmt   | For   |
| 04     | PROPOSAL TO APPROVE THE ADOPTION OF AN AMENDMENT TO THE SCHLUMBERGER DISCOUNTED STOCK PURCHASE PLAN.  | Mgmt   | For   |
| 05     | PROPOSAL TO APPROVE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt   | For   |

SIEMENS A G

Agen

Security: D69671218  
 Ticker:  
 ISIN: DE0007236101

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | AS A CONDITION OF VOTING, GERMAN MARKET REGULATIONS REQUIRE THAT YOU DISCLOSE WHETHER YOU HAVE A CONTROLLING OR PERSONAL INTEREST IN THIS COMPANY. SHOULD EITHER BE THE CASE, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE SO THAT WE MAY LODGE YOUR INSTRUCTIONS ACCORDINGLY. IF YOU DO NOT HAVE A CONTROLLING OR PERSONAL INTEREST, SUBMIT YOUR VOTE AS NORMAL. THANK YOU | Non-Voting    |               |
|        | PLEASE NOTE THAT THESE SHARES MAY BE BLOCKED DEPENDING ON SOME SUBCUSTODIANS' PROCESSING IN THE MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.  | Non-Voting    |               |

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|     |  |            |     |
|-----|--|------------|-----|
| 1.  | Presentation of the report of the Supervisory Board, the Corporate Governance report, the compensation report as well as the compliance report for the 2008/2009 FY  | Non-Voting |     |
| 2.  | Presentation of the financial statements and annual report for the 2008/2009 FY with the Group financial statements, the Group annual report, and the reports pursuant to Sections 289[4] and 315[4] of the German Commercial Code       | Non-Voting |     |
| 3.  | Resolution on the appropriation of the distribution profit of EUR 1,462,725,473.60 as follows: payment of a dividend of EUR 1.60 per no-par share; EUR 75,124,747.20 shall be carried forward; ex-dividend and payable date: 27 JAN 2010 | Mgmt       | For |
| 4.A | Ratification of the acts of the Board of Managing Directors: Peter Loescher  | Mgmt       | For |
| 4.B | Ratification of the acts of the Board of Managing Directors: Wolfgang Dehen  | Mgmt       | For |
| 4.C | Ratification of the acts of the Board of Managing Directors: Heinrich Hiesinger  | Mgmt       | For |
| 4.D | Ratification of the acts of the Board of Managing Directors: Joe Kaeser  | Mgmt       | For |
| 4.E | Ratification of the acts of the Board of Managing Directors: Barbara Kux [seit 17.11.2008]   | Mgmt       | For |
| 4.F | Ratification of the acts of the Board of Managing Directors: Jim Reid-Anderson [bis 30.11.2008]  | Mgmt       | For |
| 4.G | Ratification of the acts of the Board of Managing Directors: Hermann Requardt  | Mgmt       | For |
| 4.H | Ratification of the acts of the Board of Managing Directors: Siegfried Russwurm  | Mgmt       | For |
| 4.I | Ratification of the acts of the Board of Managing Directors: Peter Y. Solmssen   | Mgmt       | For |
| 5.A | Ratification of the acts of the Supervisory Board: Gerhard Cromme  | Mgmt       | For |
| 5.B | Ratification of the acts of the Supervisory Board: Berthold Huber  | Mgmt       | For |
| 5.C | Ratification of the acts of the Supervisory Board: Ralf Heckmann [bis 27.1.2009]   | Mgmt       | For |
| 5.D | Ratification of the acts of the Supervisory Board: Josef Ackermann   | Mgmt       | For |
| 5.E | Ratification of the acts of the Supervisory Board: Lothar Adler  | Mgmt       | For |
| 5.F | Ratification of the acts of the Supervisory  | Mgmt       | For |

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|     |  |      |     |
|-----|--|------|-----|
|     | Board: Jean-Louis Beffa  |      |     |
| 5.G | Ratification of the acts of the Supervisory Board: Gerd von Brandenstein   | Mgmt | For |
| 5.H | Ratification of the acts of the Supervisory Board: Michael Diekmann  | Mgmt | For |
| 5.I | Ratification of the acts of the Supervisory Board: Hans Michael Gaul   | Mgmt | For |
| 5.J | Ratification of the acts of the Supervisory Board: Peter Gruss   | Mgmt | For |
| 5.K | Ratification of the acts of the Supervisory Board: Bettina Haller  | Mgmt | For |
| 5.L | Ratification of the acts of the Supervisory Board: Hans-Juergen Hartung [seit 27.1.2009]   | Mgmt | For |
| 5.M | Ratification of the acts of the Supervisory Board: Heinz Hawreliuk [bis 31.3.2009]   | Mgmt | For |
| 5.N | Ratification of the acts of the Supervisory Board: Harald Kern   | Mgmt | For |
| 5.O | Ratification of the acts of the Supervisory Board: Nicola Leibinger-Kammuller  | Mgmt | For |
| 5.P | Ratification of the acts of the Supervisory Board: Werner Moenius  | Mgmt | For |
| 5.R | Ratification of the acts of the Supervisory Board: Hakan Samuelsson  | Mgmt | For |
| 5.S | Ratification of the acts of the Supervisory Board: Dieter Scheitor   | Mgmt | For |
| 5.T | Ratification of the acts of the Supervisory Board: Rainer Sieg   | Mgmt | For |
| 5.U | Ratification of the acts of the Supervisory Board: Birgit Steinborn  | Mgmt | For |
| 5.V | Ratification of the acts of the Supervisory Board: Lord Iain Vallance of Tummel  | Mgmt | For |
| 5.W | Ratification of the acts of the Supervisory Board: Sibylle Wankel [seit 1. 4. 2009]  | Mgmt | For |
| 6.  | Approval of the remuneration system for the Members of the Board of Managing Directors   | Mgmt | For |
| 7.  | Appointment of Auditors for the 2009/2010 FY: Ernst & Young A G, Stuttgart   | Mgmt | For |
| 8.  | Authorization to acquire own shares: the Company shall be authorized to acquire own shares of up to 10% of its share capital, at prices neither more than 10% above, nor more than 20% below, the market price of the shares, from 01 MAR 2010 to 25 JUL 2011, the Board of Managing | Mgmt | For |

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- Directors shall be authorized to retire the shares, to use the shares within the scope of the Company's Stock Option Plans, to issue the shares to Employees and Executives of the Company and its affiliates, to use the shares for mergers and acquisitions, to sell the shares at a price not materially below their market price, and to use the shares for satisfying conversion or option rights
9. Authorization to use derivatives for the acquisition of own shares supplementary to item 8, the Company shall be authorized to use call and put options for the purpose of acquiring own shares Mgmt For
10. Resolution on the authorization to issue convertible or warrant bonds, the creation of new contingent capital, and the corresponding amendments to the Articles of Association: the Board of Managing Directors shall be authorized to issue bonds of up to EUR 15,000,000,000, conferring convertible or option rights for shares of the Company, on or before 25 JAN 2015, shareholders shall be granted subscription rights, except for the issue of bonds conferring convertible and/or option rights for shares of the Company of up to 10% of the share capital at a price not materially below their theoretical market value, for residual amounts, for the granting of subscription rights to holders of previously issued convertible or option rights, and for the issue of bonds against payment in kind, especially in connection with mergers and acquisitions, the Company's share capital shall be increased accordingly by up to EUR 600,000,000 through the issue of up to 200,000,000 new registered no-par shares, insofar as convertible or option rights are exercised, the authorization given by the shareholders' meeting of 27 JAN 2009, to issue convertible or warrant bonds and the corresponding authorization to create a contingent capital 2009 shall be revoked Mgmt For
11. Amendments to the Articles of Association: a) Section 18[3], in respect of shareholders whose combined shares amount to at least one twentieth of the share capital being entitled to request in writing the convening of a shareholders' meeting stating the purpose and the reasons for the meeting; b) Section 19[5], in respect of the Board of Managing Directors being authorized to allow shareholders to participate in a shareholders' meeting by way of electronic means of communication; c) Section 19[6], in respect of the Board of Managing Directors being authorized to provide for the shareholders to exercise their right to vote, without participating at the meeting, in writing or by way of electronic means of communication; d) Section 21[6] - deletion Section 19[7], in respect of the chairman of the shareholders' meeting being authorized Mgmt For

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to permit the audiovisual transmission of the shareholders' meeting; e] Section 19[3]3, in respect of the Company also being authorized to announce shorter periods measured in days in the notice of shareholders' meeting; f] Section 20, in respect of proxy-voting instructions being issued/withdrawn in writing; g] Section 21, in respect of the chairman of the shareholders' meeting determining the order of agenda items and the sequence of voting; h] Section 24[3], in respect of the documents being made available electronically on the Company's website instead of physically

|      |   |      |     |
|------|---|------|-----|
| 12.A | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Dr. Karl-Hermann Baumann in which the latter agrees to pay a compensation of EUR 1,000,000 to the Company shall be approved               | Mgmt | For |
| 12.B | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Prof. Johannes Feldmayer in which the latter agrees to pay a compensation of approximately EUR 3,000,000 to the Company shall be approved | Mgmt | For |
| 12.C | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Dr. Klaus Kleinfeld in which the latter agrees to pay a compensation of EUR 2,000,000 to the Company shall be approved                    | Mgmt | For |
| 12.D | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Prof. Dr. Edward G. Krubasik in which the latter agrees to pay a compensation of EUR 500,000 to the Company shall be approved             | Mgmt | For |
| 12.E | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Rudi Lamprecht in which the latter agrees to pay a compensation of EUR 500,000 to the Company shall be approved                           | Mgmt | For |
| 12.F | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Prof. Dr. Heinrich V. Pierer in which the latter agrees to pay a compensation of EUR 5,000,000 to the Company shall be approved           | Mgmt | For |
| 12.G | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Dr. Juergen Radomski in which the latter agrees to pay a compensation of EUR 3,000,0 00 to the Company shall be approved                  | Mgmt | For |
| 12.H | Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Dr. Uriel Sharef in which the latter agrees to pay a compensation of EUR 4,000,000 to the Company shall be approved                       | Mgmt | For |



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- |      |   |      |         |
|------|---|------|---------|
| 12.I | <p>Approval of the settlement agreements with former Board members: the settlement agreement between the Company and Prof. Dr. Klaus Wucherer in which the latter agrees to pay a compensation of EUR 500, 000 to the Company shall be approved</p>   | Mgmt | For     |
| 13.  | <p>Approval of the settlement agreement with D&amp;O insurance carriers the settlement agreement between the Company and the D&amp;O insurance carriers Allianz global Corporate &amp; Speciality AG, Zurich Versicherung AG [Deutschland], Ace European Group Limited, Liberty Mutual Insurance Europe Limited, and Swiss Re International Se, in which the insurance carriers agree to pay up to EUR 100,000,000 to the Company for the settlement of claims of the Company in connection with the acts of corruption shall be approved</p>   | Mgmt | For     |
| 14.  | <p>PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Adjustment of the remuneration for the Supervisory Board and the corresponding amendment to the Articles of Association; each member of the Supervisory Board shall receive a fixed annual remuneration of EUR 50,000, the chairman of the Supervisory Board shall receive 4 times, and every deputy chairman, twice this amount, in addition, every member of the audit committee and the chairman committee shall receive one-half of the abovementioned amount [the committee chairmen shall receive the full amount], furthermore, each member of the compliance committee and the finance and investment committee shall receive an additional remuneration of one-fourth of the abovementioned amount [the committee chairmen shall receive one-half of the amount], the members of the Supervisory Board shall also receive an attendance fee of EUR 1,000 per Supervisory Board meeting or committee meeting, the fixed annual remuneration shall be adjusted annually on the basis of the average development of wages and salaries within the Company, furthermore, the Company shall take out D&amp;O insurance policies for the members of the Supervisory Board, the premium for this insurance policy shall be paid by the Company, the policy shall provide for a deductible of 10% of damages up to a maximum of one-and-a-half times the fixed annual remuneration for the Supervisory Board, the Board of Managing Directors and the Supervisory Board recommend to reject this motion</p> | Shr  | Against |
| 15.  | <p>PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Amendment to Section 2 of the Articles of Association, as follows: when making decisions, the Company shall take the interests of all stakeholders into consideration: Shareholders, Employees, Customers, and Suppliers, the Company shall be fully aware of its social responsibility and commit itself to a sustainable corporate policy, the interests of shareholders and employees</p>   | Shr  | Against |

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shall be treated equally, the Board of Managing Directors and the Supervisory Board recommend to reject this motion

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 STAPLES, INC.

Agen

Security: 855030102  
 Ticker: SPLS  
 ISIN: US8550301027

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BASIL L. ANDERSON   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ARTHUR M. BLANK   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: MARY ELIZABETH BURTON   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JUSTIN KING   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CAROL MEYROWITZ   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ROWLAND T. MORIARTY   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ROBERT C. NAKASONE  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: RONALD L. SARGENT   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: ELIZABETH A. SMITH  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ROBERT E. SULENTIC  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: VIJAY VISHWANATH  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: PAUL F. WALSH   | Mgmt          | For           |
| 02     | TO APPROVE THE LONG TERM CASH INCENTIVE PLAN.   | Mgmt          | For           |
| 03     | TO APPROVE AN AMENDMENT TO STAPLES' AMENDED AND RESTATED 2004 STOCK INCENTIVE PLAN INCREASING THE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN FROM 77,430,000 TO 97,430,000 AND AMENDING THE MATERIAL TERMS OF THE PERFORMANCE GOALS OF THE PLAN. | Mgmt          | For           |
| 04     | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF ERNST & YOUNG LLP AS STAPLES' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.  | Mgmt          | For           |
| 05     | TO ACT ON A SHAREHOLDER PROPOSAL REGARDING THE ABILITY OF SHAREHOLDERS TO ACT BY MAJORITY WRITTEN CONSENT.  | Shr           | For           |
| 06     | TO ACT ON A SHAREHOLDER PROPOSAL PROVIDING SHAREHOLDERS OWNING 10% OF OUTSTANDING SHARES WITH THE ABILITY   | Shr           | For           |

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TO CALL SPECIAL MEETINGS.

|                          |              |              |
|--------------------------|--------------|--------------|
| STATE STREET CORPORATION |              | Agen         |
| Security:                | 857477103    | Meeting Type |
| Ticker:                  | STT          | Meeting Date |
| ISIN:                    | US8574771031 |              |

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: K. BURNES   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: P. COYM   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: A. FAWCETT  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: D. GRUBER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: L. HILL   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: J. HOOLEY   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: R. KAPLAN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: C. LAMANTIA   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: R. LOGUE  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: R. SERGEL   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: R. SKATES   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: G. SUMME  | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: R. WEISSMAN   | Mgmt          | For           |
| 02     | TO APPROVE A NON-BINDING ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 03     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2010. | Mgmt          | For           |
| 04     | TO VOTE ON A SHAREHOLDER PROPOSAL RELATING TO THE SEPARATION OF THE ROLES OF CHAIRMAN AND CEO.  | Shr           | Against       |
| 05     | TO VOTE ON A SHAREHOLDER PROPOSAL RELATING TO A REVIEW OF PAY DISPARITY.  | Shr           | Against       |

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 STATOIL ASA

Agen

Security: R4446E112  
 Ticker:  
 ISIN: NO0010096985

Meeting Type  
 Meeting Date

| 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    |               |
| 1      | Opening of the AGM by the Chair of the corporate assembly  | Non-Voting    |               |
| 2      | Election of a Chair of the meeting   | Mgmt          | For           |
| 3      | Approve the notice and the agenda  | Mgmt          | For           |
| 4      | Approve the registration of attending shareholders and the proxies   | Mgmt          | Abstain       |
| 5      | Election of two persons to co-sign the minutes together with the chair of the meeting  | Mgmt          | For           |
| 6      | Approve the annual report and the accounts for Statoil Asa and the Statoil Group for 2009 including the Board of Directors proposal for distribution of dividend   | Mgmt          | For           |
| 7      | Approve the declaration on stipulation of salary and other remuneration for Executive Management   | Mgmt          | Against       |
| 8      | Approve the determination of remuneration for the Company's Auditor  | Mgmt          | For           |
| 9.1    | Election of Olaug Svarva as a Member of the Corporate Assembly   | Mgmt          | For           |
| 9.2    | Election of Idar Kreutzer as a Member of the Corporate Assembly  | Mgmt          | For           |
| 9.3    | Election of Karin Aslaksen as a Member of the Corporate Assembly   | Mgmt          | For           |
| 9.4    | Election of Greger Mannsverk as a Member of  | Mgmt          | For           |

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|      |   |      |         |
|------|---|------|---------|
|      | the Corporate Assembly  |      |         |
| 9.5  | Election of Steinar Olsen as a Member of the Corporate Assembly   | Mgmt | For     |
| 9.6  | Election of Ingvald Stroemmen as a Member of the Corporate Assembly   | Mgmt | For     |
| 9.7  | Election of Rune Bjerke as a Member of the Corporate Assembly   | Mgmt | For     |
| 9.8  | Election of Tore Ulstein as a Member of the Corporate Assembly  | Mgmt | For     |
| 9.9  | Election of Live Haukvik Aker as a Member of the Corporate Assembly   | Mgmt | For     |
| 9.10 | Election of Siri Kalvig as a Member of the Corporate Assembly   | Mgmt | For     |
| 9.11 | Election of Thor Oscar Bolstad as a Member of the Corporate Assembly  | Mgmt | For     |
| 9.12 | Election of Barbro Haetta-Jacobsen as a Member of the Corporate Assembly  | Mgmt | For     |
| 10   | Approve the determination of remuneration for the Corporate Assembly  | Mgmt | For     |
| 11.1 | Election of Olaug Svarva as a Member of the Nomination Committee until the AGM in 2012  | Mgmt | For     |
| 11.2 | Election of Bjoern Staale Haavik as a Member of the Nomination Committee until the AGM in 2012  | Mgmt | For     |
| 11.3 | Election of Tom Rathke as a Member of the Nomination Committee until the AGM in 2012  | Mgmt | For     |
| 11.4 | Election of Live Haukvik Aker as a Member of the Nomination Committee until the AGM in 2012   | Mgmt | For     |
| 12   | Approve the determination of remuneration for the Nomination Committee  | Mgmt | For     |
| 13   | Grant authority to acquire Statoil shares in the market in order to continue implementation of the Share Saving Plan for employees  | Mgmt | Against |
| 14   | Grant authority to acquire Statoil shares in the market for annulment   | Mgmt | For     |
| 15   | Approve the changes to Articles of Association: 1) Articles of Association Section 4; 2) Articles of Association Section 5; 3) Articles of Association Section 7; 4) Articles of Association Section 9; 5) Articles of Association Section 11 | Mgmt | For     |
| 16   | PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: approve the proposal from a Shareholder  | Shr  | Against |

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 TARGET CORPORATION Agen  
 -----  
 Security: 87612E106 Meeting Type  
 Ticker: TGT Meeting Date  
 ISIN: US87612E1064  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: CALVIN DARDEN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: GREGG W. STEINHAFEL   | Mgmt          | For           |
| 02     | COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS  | Mgmt          | For           |
| 03     | COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION RELATING TO BOARD, SEE PROXY STATEMENT FOR FURTHER DETAILS.  | Mgmt          | For           |
| 04     | COMPANY PROPOSAL TO AMEND THE RESTATED ARTICLES OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTE REQUIREMENT FOR CERTAIN BUSINESS COMBINATIONS                              | Mgmt          | For           |
| 05     | COMPANY PROPOSAL TO AMEND AND RESTATE THE RESTATED ARTICLES TO REFLECT THE CHANGES PROPOSED AS ITEMS 3 AND 4, IF APPROVED, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT | Mgmt          | For           |
| 06     | SHAREHOLDER PROPOSAL REGARDING ANNUAL ADVISORY VOTE ON EXECUTIVE COMPENSATION   | Shr           | For           |

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 TELEFON AB L.M.ERICSSON Agen  
 -----  
 Security: W26049119 Meeting Type  
 Ticker: Meeting Date  
 ISIN: SE0000108656  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| -      | 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 | Non-Voting    |               |

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|     |  |            |     |
|-----|--|------------|-----|
|     | REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE   |            |     |
| -   | 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 |     |
| -   | PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID VOTE OPTION. THANK YOU   | Non-Voting |     |
| 1   | Election of Michael Treschow as a Chairman of the meeting  | Mgmt       | For |
| 2   | Preparation and approval of the voting list  | Non-Voting |     |
| 3   | Approval of the agenda of the Meeting  | Non-Voting |     |
| 4   | Determination whether the Meeting has been properly convened   | Non-Voting |     |
| 5   | Election of 2 persons approving the minutes  | Non-Voting |     |
| 6   | Presentation of the annual report, the Auditors' report, the consolidated accounts, the Auditors' report on the consolidated accounts and the Auditors' presentation of the audit work during 2009   | Non-Voting |     |
| 7   | The President's speech and questions by the shareholders to the Board of Directors and the management  | Non-Voting |     |
| 8.1 | Adopt the profit and loss statement and the balance sheet, the consolidated profit and loss statement and the consolidated balance sheet   | Mgmt       | For |
| 8.2 | Grant discharge of liability for the Members of the Board of Directors and the President   | Mgmt       | For |
| 8.3 | Approve a dividend of SEK 2.00 per share and Friday, 16 APR 2010, as record date for dividend, assuming this date will be the record day, Euroclear Sweden AB (formerly VPC AB) is expected to disburse dividends on Wednesday, 21 APR 2010  | Mgmt       | For |
| 9.1 | Approve the number of Board Members to be elected by the Meeting be 12 and no Deputy Directors be elected  | Mgmt       | For |
| 9.2 | Approve the fees to the non-employed Board Members and to the non-employed Members of the Committees to the Board of Directors elected by the Meeting remain unchanged and be paid as: SEK 3,750,000 to the Chairman of the Board of Directors;  | Mgmt       | For |

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|      |   |      |         |
|------|---|------|---------|
|      | SEK 750,000 each to the other Board Members;<br>SEK 350,000 to the Chairman of the Audit Committee;<br>SEK 250,000 each to other Members of the<br>Audit Committee; and SEK 125,000 each to<br>the Chairmen and other Members of the Finance<br>and Remuneration Committee, as specified  |      |         |
| 9.3  | Re-elect Michael Treschow as the Chairman of<br>the Board of Directors; and re-election<br>of Messrs. Roxanne S. Austin, Sir Peter L.<br>Bonfield, Borje Ekholm, Ulf J. Johansson,<br>Sverker Martin-Lof, Nancy McKinstry, Anders<br>Nyren, Carl-Henric Svanberg and Marcus Wallenberg<br>and election of Hans Vestberg and Michelangelo<br>Volpi as the new Members of the Board of Directors            | Mgmt | For     |
| 9.4  | Approve the procedure on appointment of the<br>Nomination Committee, in substance<br>as: the Company shall have a Nomination Committee<br>of no less than 5 Members, 1 Member shall be<br>the Chairman of the Board of Directors as<br>specified  | Mgmt | For     |
| 9.5  | Approve that no remuneration be paid to the<br>Nomination Committee Members, however,<br>the Company shall bear the expenses related<br>to the work of the Nomination Committee   | Mgmt | For     |
| 9.6  | Approve to pay, like previous years, the Auditor<br>fees against approved account   | Mgmt | For     |
| 10   | Approve the guidelines for remuneration and<br>other employment terms for the senior management<br>for the period up to the 2011 AGM, compared<br>to the guidelines resolved by the<br>2009 AGM, these guidelines have been restructured<br>and rephrased to better demonstrate the basic<br>principles for remuneration within the<br>Ericsson Group as specified  | Mgmt | For     |
| 11.1 | Approve the implementation of the Stock Purchase<br>Plan as specified   | Mgmt | For     |
| 11.2 | Approve the transfer of Treasury Stock as specified   | Mgmt | For     |
| 11.3 | Approve, in the event that the required majority<br>is not reached under resolution 11.2,<br>the financial exposure of the Stock Purchase<br>Plan shall be hedged by the Company entering<br>into an equity swap agreement with a third<br>party, under which the third party shall,<br>in its own name, acquire and transfer<br>shares in the Company to employees covered<br>by the Stock Purchase Plan | Mgmt | Against |
| 11.4 | Approve the implementation of the Key Contributor<br>Retention Plan as specified  | Mgmt | For     |
| 11.5 | Approve the: a transfer of treasury stock<br>to employees transfer of no more than 6,500,000<br>shares of series B in the Company to employees<br>on the same terms and conditions as in  | Mgmt | For     |



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|      |  |            |         |
|------|--|------------|---------|
|      | <p>resolution 11.2 and in accordance with resolution 11.4; b transfer of treasury stock on an exchange Transfer of no more than 1,300,000 shares of series B in the Company on an exchange on the same terms and conditions as in resolution 11.2</p>  |            |         |
| 11.6 | <p>Approve, in the event that the required majority is not reached under resolution 11.5, the financial exposure of the Key Contributor Retention Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Key Contributor Retention Plan</p>     | Mgmt       | Against |
| 11.7 | <p>Approve the implementation of the Executive Performance Stock Plan as specified</p>   | Mgmt       | For     |
| 11.8 | <p>Approve the of no more than 3,500,000 shares of series B in the Company to employees on the same terms and conditions as those in resolution 11.2 and in accordance with resolution 11.7; and transfer of no more than 900,000 shares of series B in the Company on an exchange on the same terms and conditions as those in resolution 11.2</p>  | Mgmt       | For     |
| 11.9 | <p>Approve, in the event that the required majority is not reached under item 11.8 above, the financial exposure of the Executive Performance Stock Plan shall be hedged by the Company entering into an equity swap agreement with a third party, under which the third party shall, in its own name, acquire and transfer shares in the Company to employees covered by the Executive Performance Stock Plan</p> | Mgmt       | Against |
| 12   | <p>Approve to transfer of treasury stock in relation to the resolutions on the Long Term Incentive Plan 2006 and the Long Term Variable Compensation Programs 2007, 2008 and 2009 as specified</p>   | Mgmt       | For     |
| 13   | <p>PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: authorize the Board of Directors to review how shares are to be given equal voting rights and to present a proposal to that effect at the next AGM of Shareholders</p>  | Shr        | For     |
| 14   | <p>Close of the Meeting</p>  | Non-Voting |         |

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 TESCO PLC, CHESHUNT

Agen

Security: G87621101  
 Ticker:  
 ISIN: GB0008847096

Meeting Type  
 Meeting Date

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

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 581205 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    |               |
| 1.     | Receive the Directors report and the accounts for the period ended 28 FEB 2009   | Mgmt          | For           |
| 2.     | Approve the remuneration report  | Mgmt          | For           |
| 3.     | Declare a final dividend   | Mgmt          | For           |
| 4.     | Re-elect Mr. R. Brasher as a Director  | Mgmt          | For           |
| 5.     | Re-elect Mr. P. Clarke as a Director   | Mgmt          | For           |
| 6.     | Re-elect Mr. A. Higginson as a Director  | Mgmt          | For           |
| 7.     | Re-elect Mr. C. Allen as a Director  | Mgmt          | For           |
| 8.     | Re-elect Dr. H. Einsmann as a Director   | Mgmt          | For           |
| 9.     | Elect Ms. J. Tammenoms Bakker as a Director  | Mgmt          | For           |
| 10.    | Elect Mr. P. Cescau as a Director  | Mgmt          | For           |
| 11.    | Elect Mr. K. Hanna as a Director   | Mgmt          | For           |
| 12.    | Elect Mr. L. McIlwee as a Director   | Mgmt          | For           |
| 13.    | Re-appoint the Auditors  | Mgmt          | For           |
| 14.    | Authorize the Directors to set the Auditors remuneration   | Mgmt          | For           |
| 15.    | Approve to increase the authorized share capital of the Company  | Mgmt          | For           |
| 16.    | Authorize the Directors to allot relevant securities   | Mgmt          | For           |
| S.17   | Approve to disapply pre-emption rights   | Mgmt          | For           |
| S.18   | Authorize the Company to purchase its own shares   | Mgmt          | For           |
| 19.    | Grant authority the political donations by the Company and its subsidiaries  | Mgmt          | For           |
| 20.    | Adopt the Tesco PLC Group Bonus Plan 2009  | Mgmt          | For           |
| 21.    | Amend the Tesco PLC 2004 Discretionary Share Option Plan   | Mgmt          | Against       |
| S.22   | Grant authority the short notice general meetings  | Mgmt          | For           |
| S.23   | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve the requisitionists resolution   | Shr           | Against       |

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-----  
 TEVA PHARMACEUTICAL INDUSTRIES LIMITED  
 -----

Agen

Security: 881624209  
 Ticker: TEVA  
 ISIN: US8816242098

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | TO APPROVE THE BOARD OF DIRECTORS' RECOMMENDATION THAT THE CASH DIVIDEND FOR THE YEAR ENDED DECEMBER 31, 2009, WHICH WAS PAID IN FOUR INSTALLMENTS AND AGGREGATED NIS 2.50 (APPROXIMATELY US\$0.642, ACCORDING TO THE APPLICABLE EXCHANGE RATES) PER ORDINARY SHARE (OR ADS), BE DECLARED FINAL.  | Mgmt          | For           |
| 2A     | ELECTION OF DIRECTOR: MR. ABRAHAM E. COHEN  | Mgmt          | For           |
| 2B     | ELECTION OF DIRECTOR: MR. AMIR ELSTEIN  | Mgmt          | For           |
| 2C     | ELECTION OF DIRECTOR: PROF. ROGER KORNBERG  | Mgmt          | For           |
| 2D     | ELECTION OF DIRECTOR: PROF. MOSHE MANY  | Mgmt          | For           |
| 2E     | ELECTION OF DIRECTOR: MR. DAN PROPPER   | Mgmt          | For           |
| 03     | TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2011 ANNUAL MEETING OF SHAREHOLDERS AND TO AUTHORIZE THE BOARD OF DIRECTORS TO DETERMINE THEIR COMPENSATION PROVIDED SUCH COMPENSATION IS ALSO APPROVED BY THE AUDIT COMMITTEE.   | Mgmt          | For           |
| 04     | TO APPROVE THE COMPANY'S 2010 LONG-TERM EQUITY-BASED INCENTIVE PLAN.  | Mgmt          | Against       |
| 5A     | APPROVE REMUNERATION OF DR. PHILLIP FROST, IN HIS CAPACITY AS CHAIRMAN OF THE BOARD, EFFECTIVE AS OF MARCH 9, 2010, IN THE AMOUNT OF NIS EQUIVALENT OF USD 385,702 (AS OF MARCH 9, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS), PROVISION TO DR. FROST, IN HIS CAPACITY AS CHAIRMAN OF THE BOARD, OF AN OFFICE AND SECRETARIAL SERVICES, AND, EFFECTIVE AS OF FEBRUARY 15, 2010, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt          | For           |
| 5B     | TO APPROVE THE REMUNERATION OF PROF. MOSHE MANY, IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD OF TEVA, EFFECTIVE AS OF MARCH 9, 2010, IN THE AMOUNT OF THE NIS EQUIVALENT OF USD 150,000 (AS OF MARCH 9, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER  | Mgmt          | For           |

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PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS). AND THE PROVISION TO PROF. MANY, IN HIS CAPACITY AS VICE CHAIRMAN OF THE BOARD, OF SECRETARIAL SERVICES.

|    |   |      |     |
|----|---|------|-----|
| 5C | TO APPROVE THE REMUNERATION OF PROF. ROGER KORNBERG, IN HIS CAPACITY AS A DIRECTOR OF TEVA, EFFECTIVE AS OF MAY 10, 2010, IN THE AMOUNT OF THE NIS EQUIVALENT OF USD 150,000 (AS OF MAY 10, 2010) PER ANNUM, PLUS VAT (AS APPLICABLE), AS ADJUSTED BY THE ISRAELI CONSUMER PRICE INDEX (IN ADDITION TO PER MEETING FEES PAID TO DIRECTORS). | Mgmt | For |
| 06 | TO APPROVE AN INCREASE IN THE REGISTERED SHARE CAPITAL OF THE COMPANY BY NIS 100,000,000 TO A TOTAL OF NIS 250,000,000 BY THE CREATION OF 1,000,000,000 ADDITIONAL ORDINARY SHARES OF PAR VALUE NIS 0.1 EACH, AND THE AMENDMENT OF THE COMPANY'S INCORPORATION DOCUMENTS ACCORDINGLY.   | Mgmt | For |

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 THE COCA-COLA COMPANY

Agen

Security: 191216100  
 Ticker: KO  
 ISIN: US1912161007

Meeting Type  
 Meeting Date

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01     | ELECTION OF DIRECTOR: HERBERT A. ALLEN       | Mgmt          | For           |
| 02     | ELECTION OF DIRECTOR: RONALD W. ALLEN        | Mgmt          | For           |
| 03     | ELECTION OF DIRECTOR: CATHLEEN P. BLACK      | Mgmt          | For           |
| 04     | ELECTION OF DIRECTOR: BARRY DILLER           | Mgmt          | Against       |
| 05     | ELECTION OF DIRECTOR: ALEXIS M. HERMAN       | Mgmt          | For           |
| 06     | ELECTION OF DIRECTOR: MUHTAR KENT            | Mgmt          | For           |
| 07     | ELECTION OF DIRECTOR: DONALD R. KEOUGH       | Mgmt          | For           |
| 08     | ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO | Mgmt          | For           |
| 09     | ELECTION OF DIRECTOR: DONALD F. MCHENRY      | Mgmt          | For           |
| 10     | ELECTION OF DIRECTOR: SAM NUNN               | Mgmt          | For           |
| 11     | ELECTION OF DIRECTOR: JAMES D. ROBINSON III  | Mgmt          | For           |
| 12     | ELECTION OF DIRECTOR: PETER V. UEERROTH      | Mgmt          | For           |
| 13     | ELECTION OF DIRECTOR: JACOB WALLENBERG       | Mgmt          | For           |
| 14     | ELECTION OF DIRECTOR: JAMES B. WILLIAMS      | Mgmt          | For           |

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|    |   |      |         |
|----|---|------|---------|
| 15 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS INDEPENDENT AUDITORS | Mgmt | For     |
| 16 | SHAREOWNER PROPOSAL REGARDING AN ADVISORY VOTE<br>ON EXECUTIVE COMPENSATION     | Shr  | For     |
| 17 | SHAREOWNER PROPOSAL REGARDING AN INDEPENDENT<br>BOARD CHAIR                     | Shr  | For     |
| 18 | SHAREOWNER PROPOSAL REGARDING RESTRICTED STOCK                                  | Shr  | Against |
| 19 | SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A                           | Shr  | Against |

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

Agen

Security: 38141G104  
 Ticker: GS  
 ISIN: US38141G1040

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN H. BRYAN   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: GARY D. COHN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: CLAES DAHLBACK  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: STEPHEN FRIEDMAN  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: WILLIAM W. GEORGE   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JAMES A. JOHNSON  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: LOIS D. JULIBER   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: JAMES J. SCHIRO   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: H. LEE SCOTT, JR.   | Mgmt          | For           |
| 02     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR OUR 2010 FISCAL YEAR | Mgmt          | For           |
| 03     | AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION<br>MATTERS   | Mgmt          | For           |
| 04     | APPROVAL OF AMENDMENTS TO OUR RESTATED CERTIFICATE<br>OF INCORPORATION TO ELIMINATE SUPERMAJORITY<br>VOTING                                       | Mgmt          | For           |
| 05     | APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE<br>OF INCORPORATION TO PERMIT HOLDERS OF 25% OF  | Mgmt          | For           |

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OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL  
SPECIAL MEETINGS

|    |   |     |         |
|----|---|-----|---------|
| 06 | SHAREHOLDER PROPOSAL A REPORT ON CUMULATIVE VOTING                                | Shr | Against |
| 07 | SHAREHOLDER PROPOSAL REGARDING COLLATERAL IN OVER-THE-COUNTER DERIVATIVES TRADING | Shr | For     |
| 08 | SHAREHOLDER PROPOSAL REGARDING SEPARATE CHAIR & CEO                               | Shr | Against |
| 09 | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS                            | Shr | Against |
| 10 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON GLOBAL WARMING SCIENCE                 | Shr | Against |
| 11 | SHAREHOLDER PROPOSAL REGARDING A REPORT ON PAY DISPARITY                          | Shr | Against |
| 12 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE COMPENSATION AND LONG-TERM PERFORMANCE   | Shr | For     |

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THE HOME DEPOT, INC.

Agen

Security: 437076102  
Ticker: HD  
ISIN: US4370761029

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: F. DUANE ACKERMAN   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: DAVID H. BATCHELDER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: FRANCIS S. BLAKE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ARI BOUSBIB   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN  | 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           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP  | Mgmt          | For           |
| 03     | PROPOSAL TO APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR QUALIFIED PERFORMANCE-BASED AWARDS UNDER THE HOME DEPOT, INC. 2005 OMNIBUS STOCK INCENTIVE PLAN | Mgmt          | For           |

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|    |  |     |         |
|----|--|-----|---------|
| 04 | SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING                     | Shr | Against |
| 05 | SHAREHOLDER PROPOSAL REGARDING EXECUTIVE OFFICER COMPENSATION        | Shr | For     |
| 06 | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS          | Shr | For     |
| 07 | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER ACTION BY WRITTEN CONSENT | Shr | For     |
| 08 | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD     | Shr | Against |
| 09 | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT           | Shr | Against |
| 10 | SHAREHOLDER PROPOSAL REGARDING REINCORPORATION IN NORTH DAKOTA       | Shr | Against |

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 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105  
 Ticker: PNC  
 ISIN: US6934751057

Meeting Type  
 Meeting Date

| 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: ROBERT N. CLAY     | 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: STEPHEN G. THIEKE  | Mgmt          | For           |

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|    |  |      |     |
|----|--|------|-----|
| 10 | ELECTION OF DIRECTOR: THOMAS J. USHER  | Mgmt | For |
| 1P | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.   | Mgmt | For |
| 1Q | 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 2010. | Mgmt | For |
| 3  | APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For |
| 4  | A SHAREHOLDER PROPOSAL REGARDING APPROVAL OF SEVERANCE AGREEMENTS, IF PROPERLY PRESENTED BEFORE THE MEETING.                                   | Shr  | For |
| 5  | A SHAREHOLDER PROPOSAL REGARDING A REPORT OF EXECUTIVE COMPENSATION THAT IS NOT TAX DEDUCTIBLE, IF PROPERLY PRESENTED BEFORE THE MEETING.      | Shr  | For |

-----  
 THE PROCTER & GAMBLE COMPANY

Agen

Security: 742718109  
 Ticker: PG  
 ISIN: US7427181091

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: KENNETH I. CHENAULT                               | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: SCOTT D. COOK                                     | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: RAJAT K. GUPTA                                    | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: A.G. LAFLEY                                       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: CHARLES R. LEE                                    | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: LYNN M. MARTIN                                    | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: ROBERT A. MCDONALD                                | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.                            | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS                              | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: RALPH SNYDERMAN, M.D.                             | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER                            | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ                                | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: ERNESTO ZEDILLO                                   | Mgmt          | For           |
| 02     | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |



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|    |   |      |         |
|----|---|------|---------|
| 03 | AMEND THE COMPANY'S CODE OF REGULATIONS                                 | Mgmt | For     |
| 04 | APPROVE THE PROCTER & GAMBLE 2009 STOCK AND INCENTIVE COMPENSATION PLAN | Mgmt | For     |
| 05 | SHAREHOLDER PROPOSAL #1 - CUMULATIVE VOTING                             | Shr  | Against |
| 06 | SHAREHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION       | Shr  | For     |

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 THE TJX COMPANIES, INC.

Agen

Security: 872540109  
 Ticker: TJX  
 ISIN: US8725401090

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOSE B. ALVAREZ                      | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: ALAN M. BENNETT                      | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID A. BRANDON                     | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: BERNARD CAMMARATA                    | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: DAVID T. CHING                       | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: MICHAEL F. HINES                     | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: AMY B. LANE                          | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CAROL MEYROWITZ                      | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: JOHN F. O'BRIEN                      | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: WILLOW B. SHIRE                      | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: FLETCHER H. WILEY                    | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP. | Mgmt          | For           |
| 03     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.                   | Shr           | For           |

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 THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Ticker: DIS  
 ISIN: US2546871060

Meeting Type  
 Meeting Date

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: SUSAN E. ARNOLD   | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN E. BRYSON  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JUDITH L. ESTRIN  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT A. IGER  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: STEVEN P. JOBS  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: FRED H. LANGHAMMER  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: AYLWIN B. LEWIS   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: MONICA C. LOZANO  | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: JOHN E. PEPPER, JR.   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: SHERYL SANDBERG   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: ORIN C. SMITH   | Mgmt          | For           |
| 02     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2010.                    | Mgmt          | For           |
| 03     | TO APPROVE THE AMENDMENT TO THE AMENDED AND RESTATED 2005 STOCK INCENTIVE PLAN.   | Mgmt          | Against       |
| 04     | TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO INTERESTED PERSON TRANSACTIONS.         | Mgmt          | For           |
| 05     | TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO BYLAW AMENDMENTS.                       | Mgmt          | For           |
| 06     | TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO TRACKING STOCK PROVISIONS.              | Mgmt          | For           |
| 07     | TO APPROVE THE AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION RELATING TO CLASSIFIED BOARD TRANSITION PROVISIONS. | Mgmt          | For           |
| 08     | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.                                | Shr           | For           |
| 09     | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO EX-GAY NON DISCRIMINATION POLICY.   | Shr           | Against       |

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TOTAL S A

Agen

Security: F92124100  
 Ticker:  
 ISIN: FR0000120271

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | 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    |               |
|        | "French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative" | Non-Voting    |               |
|        | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 694699 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    |               |
|        | 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/2010/0226/201002261000408.pdf">https://balo.journal-officiel.gouv.fr/pdf/2010/0226/201002261000408.pdf</a>  | Non-Voting    |               |
| 0.1    | Approve the Company's financial statements  | Mgmt          | For           |
| 0.2    | Approve the consolidated financial statements   | Mgmt          | For           |
| 0.3    | Approve the allocation of the profit, setting of the dividend   | Mgmt          | For           |
| 0.4    | Approve the Agreements pursuant to Article L. 225-38 of the Commercial Code   | Mgmt          | For           |
| 0.5    | Approve the commitments pursuant to Article L. 225-42 of the Commercial Code  | Mgmt          | Against       |
| 0.6    | Authorize the Board of Directors to proceed with the Company's shares   | Mgmt          | For           |
| 0.7    | Approve the renewal of Mr. Thierry Desmarest's term as Board Member   | Mgmt          | For           |
| 0.8    | Approve the renewal of Mr. Thierry de Rudder's  | Mgmt          | Against       |

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

|      |  |      |         |
|------|--|------|---------|
|      | term as Board Member   |      |         |
| O.9  | Appointment of Mr. Gunnar Brock as a Board Member  | Mgmt | For     |
| O.10 | Appointment of Mr. Claude Clement as a Board Member to represent the Employees Shareholders pursuant to Article 11 of the Statutes   | Mgmt | For     |
| O.11 | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Appointment as Director, Mr. Philippe Marchandise representing the Employees who are shareholders of the Company for a 3-year period [In accordance with Article 11 of the bylaws, only one of the recommended Directors in resolutions 10, 11 and 12 will be elected] | Shr  | Against |
| O.12 | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Appointment as Director, Mr. Mohammed Zaki representing the Employees who are shareholders of the Company for a 3-year period [In accordance with Article 11 of the bylaws, only one of the recommended Directors in resolutions 10, 11 and 12 will be elected]        | Shr  | Against |
| O.13 | Approve the renewal of the Cabinet Ernst and Young Audit as permanent statutory Auditor  | Mgmt | For     |
| O.14 | Approve the Cabinet KPMG Audit as permanent statutory Auditor  | Mgmt | For     |
| O.15 | Appointment of Cabinet Auditex as the substitute statutory Auditor   | Mgmt | For     |
| O.16 | Appointment of Cabinet KPMG Audit I.S. as the substitute statutory Auditor   | Mgmt | For     |
| E.17 | Authorize the Board of Directors to increase the capital with preferential subscription rights of the Shareholders, by issuing common shares or any securities giving access to the capital by incorporation of premiums, reserves, profits or others  | Mgmt | For     |
| E.18 | Authorize the Board of Directors to increase the capital by issuing common shares or any securities giving access to the capital, with cancellation of preferential subscription rights  | Mgmt | For     |
| E.19 | Authorize the Board of Directors to increase the capital by issuing common shares or any securities giving access to the capital as remuneration for the contributions in kind granted to the Company  | Mgmt | For     |
| E.20 | Authorize the Board of Directors to increase the capital in accordance to Article L. 3332-18 et seq. of the Code of Labor  | Mgmt | For     |
| E.21 | Approve the authorization to grant options to subscribe or purchase Company's shares to some Collaborators of the group as well as to Officers of the Company or Companies of the group  | Mgmt | For     |

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|     |  |     |         |
|-----|--|-----|---------|
| E.A | PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: Approve to add a new paragraph to the end of Article 9 of the Articles of Association as specified | Shr | Against |
|-----|--|-----|---------|

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U.S. BANCORP

Agen

Security: 902973304  
 Ticker: USB  
 ISIN: US9029733048

Meeting Type  
 Meeting Date

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: Y. MARC BELTON   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: VICTORIA BUYNISKI GLUCKMAN                                   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.                                       | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: RICHARD K. DAVIS   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: JOEL W. JOHNSON  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: OLIVIA F. KIRTLEY  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: JERRY W. LEVIN   | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: DAVID B. O'MALEY   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: O'DELL M. OWENS, M.D., M.P.H.                                | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: RICHARD G. REITEN  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: CRAIG D. SCHNUCK   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: PATRICK T. STOKES  | Mgmt          | For           |
| 02     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE 2010 FISCAL YEAR. | Mgmt          | For           |
| 03     | APPROVAL OF THE U.S. BANCORP AMENDED AND RESTATED 2007 STOCK INCENTIVE PLAN.       | Mgmt          | For           |
| 04     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION PROGRAM.                           | Mgmt          | For           |

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UBS AG

Agen

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

Security: H89231338  
 Ticker:  
 ISIN: CH0024899483

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 671889, 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    |               |
|        | 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    |               |
|        | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 671283 DUE TO ADDITION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.   | Non-Voting    |               |
| 1.1    | Approve the annual report and Group and Parent bank accounts   | Mgmt          | No vote       |
| 1.2    | Approve the compensation report for 2009   | Mgmt          | No vote       |
| 2.     | Approve the appropriation of results   | Mgmt          | No vote       |
| 3.1    | Grant discharge to the Members of the Board of Directors and the Group Executive Board for the FY 2009   | Mgmt          | No vote       |
| 3.2    | Grant discharge to the Members of the Board of Directors and the Group Executive Board for the FY 2008   | Mgmt          | No vote       |
| 3.3    | Grant discharge to the Members of the Board of Directors and the Group Executive Board for the FY 2007   | Mgmt          | No vote       |
| 4.     | Approve the adaptation of the Articles of Association to new Swiss Intermediary-Held Securities Act and amend Article 4 Paragraph 2 and Article 6 of the Articles of Association   | Mgmt          | No vote       |
| 5.1.1  | Re-elect Kaspar Villiger as a Member of the Board of Directors for a 1 year term of office   | Mgmt          | No vote       |
| 5.1.2  | Re-elect Sally Bott as a Member of the Board   | Mgmt          | No vote       |

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|       |   |      |         |
|-------|---|------|---------|
|       | of Directors for a 1 year term of office  |      |         |
| 5.1.3 | Re-elect Michel Demare as a Member of the Board of Directors for a 1 year term of office  | Mgmt | No vote |
| 5.1.4 | Re-elect Rainer-Marc Frey as a Member of the Board of Directors for a 1 year term of office   | Mgmt | No vote |
| 5.1.5 | Re-elect Bruno Gehrig as a Member of the Board of Directors for a 1 year term of office   | Mgmt | No vote |
| 5.1.6 | Re-elect Ann F. Godbehere as a Member of the Board of Directors for a 1 year term of office   | Mgmt | No vote |
| 5.1.7 | Re-elect Axel P. Lehmann as a Member of the Board of Directors for a 1 year term of office  | Mgmt | No vote |
| 5.1.8 | Re-elect Helmut Panke as a Member of the Board of Directors for a 1 year term of office   | Mgmt | No vote |
| 5.1.9 | Re-elect William G. Parrett as a Member of the Board of Directors for a 1 year term of office   | Mgmt | No vote |
| 5.110 | Re-elect David Sidwell as a Member of the Board of Directors for a 1 year term of office  | Mgmt | No vote |
| 5.2   | Election of Wolfgang Mayrhuber as an Independent Member of the Board of Directors for a 1 year term of office   | Mgmt | No vote |
| 5.3   | Re-elect Ernst & Young Ltd., Basel, for 1 year term of office as the Auditors for the financial statements of UBS AG and the consolidated financial statements of the UBS Group | Mgmt | No vote |
| 6.    | Approve the creation of conditional capital in a maximum amount of CHF 38,000,000 by means of adding Article 4a Paragraph 4 to the Articles of Association, as specified        | Mgmt | No vote |

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UNILEVER N V

Agen

Security: N8981F271  
Ticker:  
ISIN: NL0000009355

Meeting Type  
Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | Consideration of the annual report for the 2009 financial year submitted by the Board of Directors, including the Dutch Corporate Governance Code and the Directors' remuneration report of the Remuneration Committee; consideration of the way in which Unilever applies the Dutch Corporate Governance Code | Non-Voting    |               |

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|    |   |      |     |
|----|---|------|-----|
| 2  | Adoption of the Annual Accounts and appropriation of the profit for the 2009 financial year: it is proposed that: (i) the annual accounts for the 2009 financial year drawn up by the Board of Directors be adopted; and (ii) the profit for the 2009 financial year be appropriated for addition to the balance sheet item "Profit retained" EUR 1,287,000,000 | Mgmt | For |
| 3  | Discharge of Executive Directors: it is proposed that the Executive Directors in office in the 2009 financial year be discharged for the fulfillment of their task in the 2009 financial year   | Mgmt | For |
| 4  | Discharge of Non-Executive Directors: it is proposed that the Non-Executive Directors in office in the 2009 financial year be discharged for the fulfillment of their task in the 2009 financial year   | Mgmt | For |
| 5  | To re-appoint Mr. P G J M Polman as an Executive Director   | Mgmt | For |
| 6  | To appoint Mr. R J-M S Huet as an Executive Director  | Mgmt | For |
| 7  | To re-appoint Professor L O Fresco as a Non-Executive Director  | Mgmt | For |
| 8  | To re-appoint Ms. A M Fudge as a Non-Executive Director   | Mgmt | For |
| 9  | To re-appoint Mr. C E Golden as a Non-Executive Director  | Mgmt | For |
| 10 | To re-appoint Dr. B E Grote as a Non-Executive Director   | Mgmt | For |
| 11 | To re-appoint Ms. H Nyasulu as a Non-Executive Director   | Mgmt | For |
| 12 | To re-appoint Mr. K J Storm as a Non-Executive Director   | Mgmt | For |
| 13 | To re-appoint Mr. M Treschow as a Non-Executive Director  | Mgmt | For |
| 14 | To re-appoint Mr. J van der Veer as a Non-Executive Director  | Mgmt | For |
| 15 | To re-appoint Mr. P Walsh as a Non-Executive Director   | Mgmt | For |
| 16 | To appoint The Rt Hon Sir Malcolm Rifkind MP as a Non-Executive Director  | Mgmt | For |
| 17 | To approve the Management Co-Investment Plan  | Mgmt | For |
| 18 | To approve the amendment to the performance conditions of the annual bonus for Executive Directors  | Mgmt | For |



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- |    |  |      |     |
|----|--|------|-----|
| 19 | To approve the amendments to the performance conditions of the long-term incentive arrangements  | Mgmt | For |
| 20 | It is proposed by the Board of Directors that: (i) the Articles of Association of the Company be amended and the Company's capital be reduced in conformity with the draft prepared by De Brauw Blackstone Westbroek N.V., dated 31 March 2010; and (ii) in connection with this amendment of the Articles of Association, any and all Directors of the Company, any and all Company Secretaries and Deputy Secretaries and any and all lawyers practicing with De Brauw Blackstone Westbroek N.V. be authorized to apply for the required ministerial declaration of no-objection and to execute the notarial deed of amendment to the Articles of Association  | Mgmt | For |
| 21 | The Board of Directors be authorized, in accordance with Article 98 of Book 2 of the Netherlands Civil Code, for the period running from 11 May 2010 until 11 November 2011 to cause the Company to purchase, either through purchase on a stock exchange or otherwise, any and all of its own 6% cumulative preference shares and 7% cumulative preference shares (and depositary receipt thereof) on the following terms: (i) the purchase price, excluding expenses and interest, for each 6% cumulative preference share (each in the form of one share or ten sub-shares) is not lower than EUR 0.01 (one eurocent) and not higher than EUR 575.50 plus a compensation for accrued dividend (in relation to the relevant financial year) until the date of repurchase; and (ii) the purchase price, excluding expenses and interest, for each 7% cumulative preference share (each in the form of one share or ten sub-shares or depositary receipts thereof) is not lower than EUR 0.01 (one eurocent) and not higher than EUR 671.40 plus a compensation for accrued dividend (in relation to the relevant financial year) until the date of repurchase | Mgmt | For |
| 22 | To authorize the Board of Directors, in accordance with Article 98 of Book 2 of the Netherlands Civil Code, for the period running from 11 May 2010 until 11 November 2011 to cause the Company to purchase, either through purchase on a stock exchange or otherwise, its own ordinary shares or depositary receipts thereof with a maximum of 10% of the issued share capital as shown in the annual accounts for the financial year 2009 at a purchase price per share or depositary receipt thereof, excluding expenses, not lower than EUR 0.01 (one eurocent) and not higher than 10% above the average of the closing price of the shares on the NYSE Euronext stock exchange in Amsterdam for the five business days before the day on which the purchase is made  | Mgmt | For |

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|----|--|------------|------------|
| 23 | <p>To reduce the issued share capital through cancellation of ordinary shares and depositary receipts thereof; the purpose of the reduction is to create flexibility with respect to the Company's capital structure; it is restricted to a maximum of 10% of the issued share capital as shown in the annual accounts for the financial year 2009; only ordinary shares held by the Company or for which the Company holds depositary receipts may be cancelled; shares that the Company holds in treasury for hedging share (option) plans will not be cancelled; the number of shares that will be cancelled following this resolution will be determined by the Board of Directors; each time the amount of the capital reduction will be stated in the resolution of the Board of Directors that shall be filed at the Chamber of Commerce in Rotterdam</p> | Mgmt       | For        |
| 24 | <p>Renewal of this authority is sought at the AGM each year; it is proposed to designate the Board of Directors as the Company Body, in accordance with Articles 96 and 96a of Book 2 of the Netherlands Civil Code to resolve to issue, or to grant rights to subscribe for, shares not yet issued and to restrict or exclude the statutory pre-emption rights that accrue to shareholders upon issue of shares, on the understanding that this authority is limited to 10% of the issued share capital of the Company, plus an additional 10% of the issued share capital of the Company in connection with or on the occasion of mergers and acquisitions; there is no current intention to use this authority; the authority sought from the AGM is for the period running from 11 May 2010 until 11 November 2011</p>                                       | Mgmt       | For        |
| 25 | <p>Pursuant to Article 34, paragraph 3, of the Articles of Association, Auditors charged with the auditing of the annual accounts for the current financial year are to be appointed each year; it is proposed that, in accordance with Article 393 of Book 2 of the Netherlands Civil Code, PricewaterhouseCoopers Accountants N.V. be appointed to audit the annual accounts for the 2010 financial year</p>   | Mgmt       | For        |
| 26 | <p>Questions and close of Meeting</p> <p>PLEASE NOTE THAT BLOCKING CONDITIONS FOR VOTING AT THIS GENERAL MEETING ARE RELAXED AS THERE IS A REGISTRATION DEADLINE / RECORD DATE ASSOCIATED WITH THIS MEETING. THANK YOU.</p>  | Non-Voting | Non-Voting |

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UNILEVER NV

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Agent

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Security: N8981F271

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Meeting Type

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

Ticker:  
ISIN: NL0000009355

Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | 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.     | Opening and announcements  | Non-Voting    |               |
| 2.     | Discussion the report and the financial statements for the period 01 JUL 2008 to 30 JUN 2009   | Non-Voting    |               |
| 3.     | As a consequence of the periodic rotation of Office Mr. J.H. Schraven will step down as per the date of the 1st meeting of the Board of the Administration Office to be held in 2010, consequently a vacancy will arise in the Board, the Board intends to fill this vacancy by re-appointing Mr. Schraven, in accordance with Article 5.4 of its Articles of Association, the Board wishes to inform the holders of depositary receipts issued by the Administration Office of this vacancy | Non-Voting    |               |
| 4.     | Any other business   | Non-Voting    |               |
| 5.     | Closing  | Non-Voting    |               |
|        | PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION 3. THANK YOU.  | Non-Voting    |               |

UNITED STATES STEEL CORPORATION

Agen

Security: 912909108  
Ticker: X  
ISIN: US9129091081

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 01     | DIRECTOR<br>JOHN G. DROSDICK<br>CHARLES R. LEE<br>JEFFREY M. LIPTON<br>DAN O. DINGES        | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                         | For                      |
| 03     | APPROVAL OF AMENDMENT AND RESTATEMENT OF 2005 STOCK INCENTIVE PLAN.                         | Mgmt                         | For                      |

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|    |  |      |     |
|----|--|------|-----|
| 04 | APPROVAL OF 2010 ANNUAL INCENTIVE COMPENSATION PLAN. | Mgmt | For |
|----|--|------|-----|

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VERIZON COMMUNICATIONS INC.

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Agen

Security: 92343V104  
 Ticker: VZ  
 ISIN: US92343V1044

Meeting Type  
 Meeting Date

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: RICHARD L. CARRION  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: M. FRANCES KEETH  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: ROBERT W. LANE  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SANDRA O. MOOSE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: JOSEPH NEUBAUER   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: THOMAS H. O'BRIEN   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CLARENCE OTIS, JR.  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: HUGH B. PRICE   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: IVAN G. SEIDENBERG  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: RODNEY E. SLATER  | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JOHN W. SNOW  | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: JOHN R. STAFFORD  | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 03     | ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 04     | PROHIBIT GRANTING STOCK OPTIONS   | Shr           | Against       |
| 05     | GENDER IDENTITY NON-DISCRIMINATION POLICY   | Shr           | Against       |
| 06     | PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS   | Shr           | For           |
| 07     | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING   | Shr           | For           |
| 08     | ADOPT AND DISCLOSE SUCCESSION PLANNING POLICY   | Shr           | For           |
| 09     | SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER DEATH   | Shr           | For           |

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10 EXECUTIVE STOCK RETENTION REQUIREMENTS Shr For

VESTAS WIND SYS A/S UTD KINGDOM Agen

Security: K9773J128  
 Ticker:  
 ISIN: DK0010268606

Meeting Type  
 Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| -      | 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    |               |
| 1      | Amend Article 4.6 of the Articles of Associations for the proposed changed to the specified wordings  | Mgmt          | For           |
| 2      | Authorize the Chairman of the general meeting to notify the notifiable decisions made by the general meeting to the Danish Commerce and Companies Agency and make the corrections in the documents which have been prepared in connection with these decisions to the extent that the Danish Commerce and Companies Agency requires so in order to register the decisions | Mgmt          | For           |

VESTAS WIND SYS A/S UTD KINGDOM Agen

Security: K9773J128  
 Ticker:  
 ISIN: DK0010268606

Meeting Type  
 Meeting Date

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

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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

|     |  |      |         |
|-----|--|------|---------|
| 1   | Receive the report from the Board of Directors on the Company's activities during the past year  | Mgmt | Abstain |
| 2   | Adopt the annual report  | Mgmt | For     |
| 3   | Approve to apply the profit for the year of EUR 564m as follows: transfer to reserve for net revaluation according to the equity method: EUR 66m; dividend: EUR 0m and retained earnings: EUR 498m   | Mgmt | For     |
| 4   | Re-elect Bent Erik Carlsen, Torsten Erik Rasmussen, Freddy Frandsen, Hakan Eriksson, Jorgen Huno Rasmussen, Jorn Anaer Thomsen, Kurt Anker Nielsen and Ola Rollen as Board Members   | Mgmt | For     |
| 5   | Appointment of PricewaterhouseCoopers, Statsautoriseret  | Mgmt | For     |
| 6.1 | Amend Articles 2(4), 2(8) and 3(4) which is numbered Article 3(5) in the new draft Articles Articles 3(1) - 3(4), Article 7(2), 8(1) and 13(1), Article 4(3), 4(4), 5(1), 6(2), 6(3) of the Articles of Association  | Mgmt | For     |
| 6.2 | Amend Articles 2, 3, 4, 5, 4(5), 6(5), 6(4), 7(2) and 7(3) of the Articles of Association  | Mgmt | For     |
| 6.3 | Amend Article 1(1) to effect that the secondary name Cotas Computer Technology A/s is deleted  | Mgmt | For     |
| 6.4 | Amend Article 1(2) of the Articles of Association in accordance with Section 28 of the Danish Companies Act, and as a consequence, Article 1(3) shall be re-numbered as Article 1 (2)  | Mgmt | For     |
| 6.5 | Approve to rephrase Article 2(3) to the effect that it specifies that the Company's shares are registered with a central securities depository and that any dividends will be disbursed through such central securities depository                                   | Mgmt | For     |
| 6.6 | Approve that Article 2(9) concerning cancellation is deleted, as the provisions are no longer relevant to the Company  | Mgmt | For     |
| 6.7 | Approve that previous authorization to the Board of Directors in Article 3(1) to increase the Company's share capital is renewed to apply until 01 MAY 2011, allowing an increase of the share capital by a total nominal amount of DKK 20,370,410 20,370,410 shares | Mgmt | For     |
| 6.8 | Approve that the previous authorization to the Board of Directors in Article 3(2) to increase  | Mgmt | Against |

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|      |   |      |         |
|------|---|------|---------|
|      | the Company's share capital in connection with the issuance of employee shares is extended to expire on 01 MAY 2011   |      |         |
| 6.9  | Approve that the previous authorization to the Board of Directors in Article 3(3) to issue warrants and to carry out the relevant increase of the Company's share capital is extended to expire on 01 MAY 2011  | Mgmt | Against |
| 6.10 | Approve to insert an authorization to the Board of Directors, in the Company's Articles of Association, for the Board of Directors to raise loans against the issuance of convertible debt instruments, the new provision will be inserted as Article 3(4) and the existing Article 3(4) will be renumbered to Article 3(5) and amended so that a conversion combined with an issuance of shares, pursuant to the authorization in Article 3(1), may only result in a capital increase of 10% | Mgmt | For     |
| 6.11 | Amend Article 4(2) to the effect that the Company's general meetings are held in Central Denmark Region or in the Capital Region of Denmark, as directed by the Board of Directors  | Mgmt | For     |
| 6.12 | Amend Article 5(2) to the effect that it clearly states that the general meeting can decide whether the Company shall have one or two Auditors  | Mgmt | For     |
| 6.13 | Approve to insert a new provision, stipulating that the Company's general meetings may be held in English, provided that a simultaneous interpretation service into Danish is given, and that all documents pertaining to general meetings are available both in Danish and in English  | Mgmt | For     |
| 6.14 | Approve to insert a new provision Article 8(8) to the effect that the corporate language is English   | Mgmt | For     |
| 6.15 | Authorize the Company to purchase treasury shares, in the period until the next AGM, within a total nominal value of 10% of the Company's share capital from time to time, in accordance with the relevant statutory provisions, the consideration for such shares may not deviate by more than 10% from the closing price quoted by NASDAQ OMX Copenhagen at the time of purchase  | Mgmt | For     |
| 6.16 | Approve a rider to the overall guidelines for incentive pay which were adopted at the AGM in 2009 to the effect that warrants, and not only options, can be issued under the existing authorization   | Mgmt | For     |
| 6.17 | Authorize the Chairman of the meeting to file the registrable resolutions adopted by the general meeting with the Danish Commerce   | Mgmt | For     |

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and Companies Agency and to make such amendments to the documents prepared in connection with these resolutions as may be required by the Danish Commerce and Companies Agency in connection with registration of the adopted resolutions

7 Any other business Non-Voting

VODAFONE GROUP PLC NEW

Agen

Security: G93882135

Ticker:

ISIN: GB00B16GWD56

Meeting Type

Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | Receive the Company's accounts and the reports of the Directors and the Auditors for the YE 31 MAR 2009 | Mgmt          | For           |
| 2.     | Re-elect Sir John Bond as a Director  | Mgmt          | For           |
| 3.     | Re-elect Mr. John Buchanan as a Director  | Mgmt          | For           |
| 4.     | Re-elect Mr. Vittorio Colao as a Director   | Mgmt          | For           |
| 5.     | Elect Mr. Michel Combes as a Director   | Mgmt          | For           |
| 6.     | Re-elect Mr. Andy Halford as a Director   | Mgmt          | For           |
| 7.     | Re-elect Mr. Alan Jebson as a Director  | Mgmt          | For           |
| 8.     | Elect Mr. Samuel Jonah as a Director  | Mgmt          | For           |
| 9.     | Re-elect Mr. Nick Land as a Director  | Mgmt          | For           |
| 10.    | Re-elect Ms. Anne Lauvergeon as a Director  | Mgmt          | For           |
| 11.    | Re-elect Mr. Simon Murray as a Director   | Mgmt          | For           |
| 12.    | Elect Mr. Stephen Pusey as a Director   | Mgmt          | For           |
| 13.    | Re-elect Mr. Luc Vandeveldel as a Director  | Mgmt          | For           |
| 14.    | Re-elect Mr. Anthony Watson as a Director   | Mgmt          | For           |
| 15.    | Re-elect Mr. Phillip Yea as a Director  | Mgmt          | For           |
| 16.    | Approve a final dividend of 5.20 per ordinary share   | Mgmt          | For           |
| 17.    | Approve the remuneration report   | Mgmt          | For           |
| 18.    | Re-appoint Deloitte LLP as the Auditors   | Mgmt          | For           |



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|      |  |      |     |
|------|--|------|-----|
| 19.  | Authorize the Audit Committee to determine the remuneration of the Auditors  | Mgmt | For |
| 20.  | Authorize the Directors to allot shares under Article 16.2 of the Company's Article of Association                 | Mgmt | For |
| S.21 | Authorize the Directors to dis-apply pre-emption rights under Article 16.3 of the Company's Article of Association | Mgmt | For |
| S.22 | Authorize the Company's purchase of its own shares [Section 166, Companies Act 1985]                               | Mgmt | For |
| S.23 | Approve new Articles of Association  | Mgmt | For |
| S.24 | Grant authority to call the general meeting other than an AGM on not less than 14 clear days' notice               | Mgmt | For |

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

Non-Voting

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WAL-MART STORES, INC.

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Agen

Security: 931142103  
Ticker: WMT  
ISIN: US9311421039

-----  
Meeting Type  
Meeting Date  
-----

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: AIDA M. ALVAREZ    | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JAMES W. BREYER    | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: M. MICHELE BURNS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JAMES I. CASH, JR. | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROGER C. CORBETT   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DOUGLAS N. DAFT    | Mgmt          | Against       |
| 1G     | ELECTION OF DIRECTOR: MICHAEL T. DUKE    | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: GREGORY B. PENNER  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: STEVEN S REINEMUND | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: H. LEE SCOTT, JR.  | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: ARNE M. SORENSON   | Mgmt          | For           |
| 1L     | ELECTION OF DIRECTOR: JIM C. WALTON      | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 1M | ELECTION OF DIRECTOR: S. ROBSON WALTON                             | Mgmt | For     |
| 1N | ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS                      | Mgmt | For     |
| 1O | ELECTION OF DIRECTOR: LINDA S. WOLF                                | Mgmt | Against |
| 02 | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS       | Mgmt | For     |
| 03 | APPROVAL OF THE WAL-MART STORES, INC. STOCK INCENTIVE PLAN OF 2010 | Mgmt | Against |
| 04 | APPROVAL OF THE ASDA LIMITED SHARES/SAVE PLAN 2000, AS AMENDED     | Mgmt | For     |
| 05 | GENDER IDENTITY NON-DISCRIMINATION POLICY                          | Shr  | Against |
| 06 | ADVISORY VOTE ON EXECUTIVE COMPENSATION                            | Shr  | For     |
| 07 | POLITICAL CONTRIBUTIONS REPORT                                     | Shr  | Against |
| 08 | SPECIAL SHAREOWNER MEETINGS  | Shr  | For     |
| 09 | POULTRY SLAUGHTER  | Shr  | Against |
| 10 | LOBBYING PRIORITIES REPORT   | Shr  | Against |

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WASTE MANAGEMENT, INC.

Agen

Security: 94106L109  
Ticker: WM  
ISIN: US94106L1098

Meeting Type  
Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: FRANK M. CLARK, JR.  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: PATRICK W. GROSS   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: JOHN C. POPE   | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: W. ROBERT REUM   | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER  | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: DAVID P. STEINER   | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER   | Mgmt          | For           |
| 02     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010. | Mgmt          | For           |

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

|    |  |      |         |
|----|--|------|---------|
| 03 | PROPOSAL TO AMEND THE COMPANY'S SECOND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPERMAJORITY STOCKHOLDER VOTING PROVISIONS. | Mgmt | For     |
| 04 | PROPOSAL RELATING TO DISCLOSURE OF POLITICAL CONTRIBUTIONS, IF PROPERLY PRESENTED AT THE MEETING.  | Shr  | Against |
| 05 | PROPOSAL RELATING TO THE RIGHT OF STOCKHOLDERS TO CALL SPECIAL STOCKHOLDER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING.                 | Shr  | For     |

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
Ticker: WFC  
ISIN: US9497461015

Meeting Type  
Meeting Date

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: JOHN D. BAKER II  | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: LLOYD H. DEAN   | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: SUSAN E. ENGEL  | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: DONALD M. JAMES   | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: RICHARD D. MCCORMICK  | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: MACKEY J. MCDONALD  | Mgmt          | For           |
| 1I     | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN   | Mgmt          | For           |
| 1J     | ELECTION OF DIRECTOR: NICHOLAS G. MOORE   | Mgmt          | For           |
| 1K     | ELECTION OF DIRECTOR: PHILIP J. QUIGLEY   | Mgmt          | Against       |
| 1L     | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD   | Mgmt          | For           |
| 1M     | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | For           |
| 1N     | ELECTION OF DIRECTOR: ROBERT K. STEEL   | Mgmt          | For           |
| 1O     | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt          | For           |
| 1P     | ELECTION OF DIRECTOR: SUSAN G. SWENSON  | Mgmt          | For           |
| 02     | PROPOSAL TO APPROVE A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVES. | Mgmt          | Against       |

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

|    |   |      |         |
|----|---|------|---------|
| 03 | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF COMMON STOCK FROM 6 BILLION TO 9 BILLION. | Mgmt | For     |
| 04 | PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2010.  | Mgmt | For     |
| 05 | STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON EXECUTIVE AND DIRECTOR COMPENSATION.   | Shr  | For     |
| 06 | STOCKHOLDER PROPOSAL REGARDING A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.   | Shr  | For     |
| 07 | STOCKHOLDER PROPOSAL REGARDING A REPORT ON CHARITABLE CONTRIBUTIONS.  | Shr  | Against |
| 08 | STOCKHOLDER PROPOSAL REGARDING A REPORT ON POLITICAL CONTRIBUTIONS.   | Shr  | Against |

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 ZIMMER HOLDINGS, INC.

Agen

Security: 98956P102  
 Ticker: ZMH  
 ISIN: US98956P1021

Meeting Type  
 Meeting Date

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | ELECTION OF DIRECTOR: BETSY J. BERNARD                                       | Mgmt          | For           |
| 1B     | ELECTION OF DIRECTOR: MARC N. CASPER   | Mgmt          | For           |
| 1C     | ELECTION OF DIRECTOR: DAVID C. DVORAK  | Mgmt          | For           |
| 1D     | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK                                     | Mgmt          | For           |
| 1E     | ELECTION OF DIRECTOR: ROBERT A. HAGEMANN                                     | Mgmt          | For           |
| 1F     | ELECTION OF DIRECTOR: ARTHUR J. HIGGINS                                      | Mgmt          | For           |
| 1G     | ELECTION OF DIRECTOR: JOHN L. MCGOLDRICK                                     | Mgmt          | For           |
| 1H     | ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.                                | Mgmt          | For           |
| 02     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |

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 ZURICH FINANCIAL SERVICES AG, ZUERICH

Agen

Security: H9870Y105  
 Ticker:  
 ISIN: CH0011075394

Meeting Type  
 Meeting Date

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

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | THE PRACTICE OF SHARE BLOCKING VARIES WIDELY IN THIS MARKET. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE TO OBTAIN BLOCKING INFORMATION FOR YOUR ACCOUNTS.  | Non-Voting    |               |
|        | PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING 610200, 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.A    | Approve the annual report, the annual financial statements and the consolidated financial statements for 2009   | Mgmt          | No vote       |
| 1.B    | Approve the remuneration system according to the remuneration report  | Mgmt          | No vote       |
| 2.     | Approve the appropriation of available earnings of Zurich Financial Services Ltd for 2009   | Mgmt          | No vote       |
| 3.     | Grant discharge to the Members of the Board of Directors and the Group Executive Committee  | Mgmt          | No vote       |
| 4.     | Approve the share capital reduction and amend the Articles of Incorporation [Article 5]   | Mgmt          | No vote       |
| 5.     | Approve to increase the authorized share capital and amend the Articles of Incorporation [Article 5bis Paragraph 1]   | Mgmt          | No vote       |
| 6.     | Approve to increase the contingent share capital and amend the Articles of Incorporation [Article 5ter Paragraph 2a]  | Mgmt          | No vote       |
| 7.     | Approve further change to the Articles of Incorporation [Article 6]   | Mgmt          | No vote       |
| 8.1.1  | Election of Mr. Josef Ackermann   | Mgmt          | No vote       |
| 8.1.2  | Re-election of Ms. Susan Bies   | Mgmt          | No vote       |
| 8.1.3  | Re-election of Mr. Victor Chu   | Mgmt          | No vote       |
| 8.1.4  | Re-election of Mr. Armin Meyer  | Mgmt          | No vote       |
| 8.1.5  | Re-election of Mr. Rolf Watter  | Mgmt          | No vote       |
| 8.2    | Re-election of PricewaterhouseCoopers AG as the Auditors  | Mgmt          | No vote       |
| 9.     | Ad-hoc  | Mgmt          | No vote       |

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PLEASE NOTE THAT THIS IS A REVISION DUE TO 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

\* Management position unknown

\* Management position unknown

### SIGNATURES

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

|                |  |
|----------------|--|
| (Registrant)   | Eaton Vance Tax-Managed Diversified Equity Income Fund |
| By (Signature) | /s/ Duncan W. Richardson                               |
| Name           | Duncan W. Richardson                                   |
| Title          | President  |
| Date           | 08/31/2010   |