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Eaton Vance Tax-Managed Global Diversified Equity Income Fund  
 Form N-PX/A  
 September 02, 2010

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

FORM N-PX/A

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
 COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21973

NAME OF REGISTRANT: Eaton Vance Tax-Managed Global  
 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

Non-Voting

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MEETING NOTICE SENT UNDER MEETING 689093, 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.

	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 3,587,160,187.38Mgmt 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		No vote
6.	Approve to reduce the share capital of CHF 3,552,240,687.38Mgmt 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		No vote

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value of the registered shares from CHF 1.54 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

Agent

Security: 002824100

Meeting Type

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Ticker: ABT  
 ISIN: US0028241000

Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R.J. ALPERN R.S. AUSTIN W.M. DALEY W.J. FARRELL H.L. FULLER W.A. OSBORN D.A.L. OWEN R.S. ROBERTS S.C. SCOTT III W.D. SMITHBURG G.F. TILTON M.D. WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld Withheld Withheld Withheld For For For Withheld For 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	Mgmt	For

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IF THERE ARE INSUFFICIENT PROXIES TO APPROVE 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 depositary 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	Mgmt	For

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	the issuance of shares to employees, cancellation 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.

Agent

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      Shr      Against  
 TO MAKE CERTAIN DISCLOSURES REGARDING CORPORATE  
 POLITICAL CONTRIBUTIONS

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 AMERICAN ELECTRIC POWER COMPANY, INC.

Agent

Security: 025537101  
 Ticker: AEP  
 ISIN: US0255371017

Meeting Type  
 Meeting Date

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

Agent

Security: 025816109  
 Ticker: AXP  
 ISIN: US0258161092

Meeting Type  
 Meeting Date

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.F. AKERSON C. BARSHEFSKY U.M. BURNS K.I. CHENAULT P. CHERNIN J. LESCHLY R.C. LEVIN R.A. MCGINN E.D. MILLER S.S. REINEMUND R.D. WALTER R.A. WILLIAMS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For 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

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Agen

Security: 029912201  
Ticker: AMT  
ISIN: US0299122012

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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



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1H	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Mgmt	For
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

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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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 WILLIAM V. CAMPBELL MILLARD S. DREXLER ALBERT A. GORE, JR. STEVEN P. JOBS ANDREA JUNG A.D. LEVINSON, PH.D. JEROME B. YORK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	TO APPROVE AMENDMENTS TO THE APPLE INC. 2003 EMPLOYEE STOCK PLAN.	Mgmt	For
03	TO APPROVE AMENDMENTS TO THE APPLE INC. 1997 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 AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2010.	Mgmt	For
06	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "SUSTAINABILITY REPORT," IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
07	TO CONSIDER A SHAREHOLDER PROPOSAL ENTITLED "AMEND CORPORATE BYLAWS ESTABLISHING A BOARD COMMITTEE ON SUSTAINABILITY," IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

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ARCELORMITTAL SA, LUXEMBOURG

Agen

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Security: L0302D129  
Ticker:  
ISIN: LU0323134006

Meeting Type  
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 680767 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	
	Presentation of the Management report of the Board of Directors and the reports of the Independent Company Auditor on the annual accounts of the parent Company prepared in accordance with the laws and regulations of the Grand-Duchy of Luxembourg (the Parent Company Annual Accounts) and the consolidated financial statements of the ArcelorMittal group prepared in accordance with the International Financial Reporting Standards as adopted in the European Union (the Consolidated Financial Statements) for	Non-Voting	

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the FY 2009

- |    |  |      |         |
|----|--|------|---------|
| 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   | Mgmt | No vote |

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date of this General Meeting the authorization 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. | <p>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</p>  | Mgmt | No vote |
| 11. | <p>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</p> | Mgmt | No vote |
| 12. | <p>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</p>  | Mgmt | No vote |

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financial statements for a maximum number of 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
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ASML HOLDINGS N.V.

Agen

Security: N07059186  
Ticker: ASML  
ISIN: USN070591862

Meeting Type  
Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2009, INCLUDING ASML'S CORPORATE GOVERNANCE CHAPTER, AND PROPOSAL TO ADOPT THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2009, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	For
04	PROPOSAL TO DISCHARGE THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2009.	Mgmt	For
05	PROPOSAL TO DISCHARGE THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2009.	Mgmt	For
07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	For

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8B	PROPOSAL TO ADOPT THE UPDATED REMUNERATION POLICY (VERSION 2010) FOR THE BOM.	Mgmt	For
9A	APPROVAL OF THE PERFORMANCE STOCK ARRANGEMENT, INCLUDING THE NUMBER OF PERFORMANCE STOCK, FOR THE BOM IN ACCORDANCE WITH THE REMUNERATION POLICY (VERSION 2010) FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	Against
9B	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM IN ACCORDANCE WITH THE REMUNERATION POLICY (VERSION 2008) FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK. (CANCELLED IN CASE ITEMS 8 AND 9A ARE APPROVED)	Mgmt	Against
9C	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM IN ACCORDANCE WITH THE REMUNERATION POLICY (VERSION 2008) FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS. (CANCELLED IN CASE ITEMS 8 AND 9A ARE APPROVED)	Mgmt	For
10	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	For
14A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	For
14B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 14A.	Mgmt	For
14C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	For
14D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 14C.	Mgmt	For
15	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 24, 2010 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	For
16	PROPOSAL TO CANCEL ORDINARY SHARES.	Mgmt	For
17	PROPOSAL TO CANCEL ADDITIONAL ORDINARY SHARES.	Mgmt	For

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ASTRAZENECA PLC, LONDON

Agen

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 with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011	Mgmt	For
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	Mgmt	For



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- with Article 65 of the Company's Articles of Association, who retires at the AGM in 2011
- 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 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 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 Mgmt For

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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 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 | Mgmt | For |
| 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   | Mgmt | For |

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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]

- |      |  |      |     |
|------|--|------|-----|
| S.11 | Approve the general meeting other than an AGM may be called on not less than 14 clear days' notice   | Mgmt | For |
| 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

Non-Voting

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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.

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
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

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Security: 053484101  
 Ticker: AVB  
 ISIN: US0534841012

Meeting Type  
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR BRYCE BLAIR BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For 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

AVON PRODUCTS, INC.

Agen

Security: 054303102  
 Ticker: AVP  
 ISIN: US0543031027

Meeting Type  
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR W. DON CORNWELL V. ANN HAILEY FRED HASSAN ANDREA JUNG MARIA ELENA LAGOMASINO ANN S. MOORE PAUL S. PRESSLER GARY M. RODKIN PAULA STERN LAWRENCE A. WEINBACH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For 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:

Meeting Type  
 Meeting Date

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ISIN: ES0113211835

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
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.	Non-Voting	

BANCO SANTANDER SA, SANTANDER

Agen

Security: E19790109

Meeting Type

Ticker:

Meeting Date

ISIN: ES0113900J37

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	

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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 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	Mgmt	For
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,	Non-Voting	

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	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		
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
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	Mgmt	For



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companies and linked to the evolution of total return to shareholders or certain requirements for permanence and evolution of the Group

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

Security: 060505104  
 Ticker: BAC  
 ISIN: US0605051046

Meeting Type  
 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

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 BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Ticker: BAC  
 ISIN: US0605051046

Meeting Type  
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
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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
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

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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

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

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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 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	Mgmt	For
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	Mgmt	For

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

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 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	Mgmt	For
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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 | <p>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 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]</p> | Mgmt | For |
| S.16 | <p>Authorize the Directors to call general meetings [other than an AGM] on not less than 14 clear days notice, such authority to expire at the end of the AGM of the Company to be held in 2011 or the close of the business on 30 JUN 2011, whichever is the earlier</p>   | Mgmt | For |
| S.17 | <p>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 2006 Act, are to be treated as provisions of the Company's Articles of Association; and adopt the Articles of Association, as specified as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association</p>   | Mgmt | For |
| 18   | <p>Approve and adopt the rules of the Barclays Group SAYE Share Option Scheme, as specified, and authorize the Directors to: a) to do such acts and things necessary or expenditure for the purposes of implementing and giving effect to the Sharesave Plan, including making any changes to the draft rules of the Sharesave Plan in order to obtain HM Revenue &amp; Customs</p>   | Mgmt | For |

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approval; and b) establish such appendices  
 schedules, supplements or further schemes based  
 on Sharesave Plan but modified to take advantage  
 of or to comply with, local tax, exchange control  
 or securities laws in jurisdictions outside  
 in UK, provided that any ordinary shares made  
 available under any such appendices, schedules,  
 supplements or further schemes are treated  
 as counting against the limits and overall  
 participation in the Sharesave Plan

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 BAXTER INTERNATIONAL INC.

Agen

Security: 071813109  
 Ticker: BAX  
 ISIN: US0718131099

Meeting Type  
 Meeting Date

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

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 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	

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	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 AG, Berlin	Mgmt	Against
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.  
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Agent

Security: 086516101  
 Ticker: BBY  
 ISIN: US0865161014

Meeting Type  
 Meeting Date



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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LISA M. CAPUTO BRIAN J. DUNN KATHY J. HIGGINS VICTOR ROGELIO M. REBOLLEDO GERARD R. VITTECOQ	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For 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

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

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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

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:	Non-Voting	

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<https://balo.journal-officiel.gouv.fr/pdf/2010/0310/201003101000643.pdf>:

<https://balo.journal-officiel.gouv.fr/pdf/2010/0407/201004071001050.pdf>:

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
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

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E.16	Authorize the overall limitation for issuance with cancellation of 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
E.23	Authorize the powers for the formalities	Mgmt	For

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 BOSTON PROPERTIES, INC.

Agen

Security: 101121101  
 Ticker: BXP  
 ISIN: US1011211018

Meeting Type  
 Meeting Date

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR MORTIMER B. ZUCKERMAN CAROL B. EINIGER DR. JACOB A. FRENKEL	Mgmt Mgmt Mgmt	For For 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

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5 TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL Shr Against  
 CONCERNING AN INDEPENDENT BOARD CHAIRMAN, IF  
 PROPERLY PRESENTED AT THE ANNUAL MEETING.

-----  
 BOSTON SCIENTIFIC CORPORATION

Agen

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 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
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

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 Security: G12793108  
 Ticker:  
 ISIN: GB0007980591

Meeting Type  
 Meeting Date

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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

Authorized  
- 80,000,000 shares at September 30, 2010 and

December  
31, 2009, respectively

Issued  
and outstanding 27,101,386 and 20,203,508

shares

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at September 30, 2010 and December 31, 2009, respectively

135,507

101,018

Additional  
paid-in capital

69,274,716

62,786,418

Accumulated  
other comprehensive loss

(19,827  
)

-

Accumulated  
deficit

(82,694,896  
)

(69,687,932  
)

Total  
Cleveland BioLabs, Inc. stockholders' equity

(13,304,500  
)

(6,800,494  
)

Noncontrolling  
Interest in stockholders' equity

3,334,092

-

Total  
stockholders' equity

(9,970,408  
)

(6,800,494  
)

TOTAL  
LIABILITIES AND STOCKHOLDERS' EQUITY

\$  
11,910,214



\$  
6,553,848

## CLEVELAND BIOLABS, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENT OF OPERATIONS

Three and Nine Months Ending September 30, 2010 and 2009 (unaudited)

	Three Months Ended		Nine Months Ended	
	September 30	September 30	September 30	September 30
	2010	2009	2010	2009
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>REVENUES</b>				
Grant and contract	\$ 3,189,488	\$ 3,223,094	\$ 11,570,599	\$ 9,717,803
	3,189,488	3,223,094	11,570,599	9,717,803
<b>OPERATING EXPENSES</b>				
Research and development	3,083,665	3,327,609	10,951,560	10,602,591
Selling, general and administrative	1,073,528	986,569	5,664,229	3,945,595
Total operating expenses	4,157,193	4,314,178	16,615,789	14,548,186
<b>LOSS FROM OPERATIONS</b>	(967,705)	(1,091,084)	(5,045,190)	(4,830,383)
<b>OTHER INCOME</b>				
Interest income	49,448	2,046	62,860	19,303
Sublease revenue	42,305	11,337	142,735	20,348
Total other income	91,753	13,383	205,595	39,651
<b>OTHER EXPENSE</b>				
Warrant issuance costs	-	-	231,980	266,970
Interest expense	-	-	-	1,960
Foreign exchange loss	1,339	-	1,339	-
Change in value of warrant liability	6,408,248	4,111,578	8,105,544	9,565,276
Total other expense	6,409,587	4,111,578	8,338,863	9,834,206
<b>NET LOSS</b>	\$ (7,285,539)	\$ (5,189,279)	\$ (13,178,458)	\$ (14,624,938)
<b>LESS: (INCOME)/LOSS ATTRIBUTABLE TO NONCONTROLLING INTERESTS</b>	82,246	-	171,494	-
<b>NET LOSS ATTRIBUTABLE TO CLEVELAND BIOLABS, INC.</b>	\$ (7,203,293)	\$ (5,189,279)	\$ (13,006,964)	\$ (14,624,938)
<b>DIVIDENDS ON CONVERTIBLE PREFERRED STOCK</b>	-	(123,900)	-	(615,352)
<b>NET LOSS AVAILABLE TO COMMON STOCKHOLDERS</b>	(7,203,293)	(5,313,179)	(13,006,964)	(15,240,290)
	\$ (0.27)	\$ (0.33)	\$ (0.51)	\$ (1.00)

NET LOSS AVAILABLE TO COMMON  
SHAREHOLDERS PER SHARE OF COMMON  
STOCK - BASIC AND DILUTED

WEIGHTED AVERAGE NUMBER OF SHARES USED IN CALCULATING NET LOSS PER SHARE, BASIC AND DILUTED	26,984,059	15,878,331	25,756,300	15,184,785
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## CLEVELAND BIOLABS, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Period From January 1, 2009 to December 31, 2009 and to  
September 30, 2010 (unaudited)

	Stockholders' Equity	
	Common Stock	
	Shares	Amount
Balance at January 1, 2009	13,775,805	\$ 68,879
Issuance of options	-	-
Issuance of restricted shares	291,532	1,458
Recapture of expense for nonvested options forfeited	-	-
Restricted stock awards	-	-
Exercise of options	194,675	973
Conversion of Series B Preferred Shares to Common	4,693,530	23,468
Dividends on Series B Preferred Shares	-	-
Issuance of shares - Series D financing	-	-
Allocation of financing proceeds to fair value of Series D warrants	-	-
Fees associated with Series D Preferred offering	-	-
Conversion of Series D Preferred Shares to Common	572,353	2,862
Exercise of warrants	675,613	3,378
Net Loss	-	-
Balance at December 31, 2009	20,203,508	\$ 101,018
Issuance of options	-	-
Issuance of shares	415,919	2,080
Recapture of expense for nonvested options forfeited	-	-
Restricted stock awards	-	-
Exercise of options	143,648	718
Issuance of shares - 2010 common stock equity offering	1,538,462	7,692
Allocation of financing proceeds to fair value of warrants	-	-
Fees associated with 2010 common stock equity offering	-	-
Conversion of Series D Preferred Shares to Common	4,576,979	22,885
Exercise of warrants	222,870	1,114
Noncontrolling interest capital contribution to Incuron, LLC	-	-
Net Loss	-	-
Other comprehensive income		
Foreign currency translation adjustment	-	-
Balance at September 30, 2010	27,101,386	\$ 135,507

## CLEVELAND BIOLABS, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Period From January 1, 2009 to December 31, 2009 and to  
September 30, 2010 (unaudited)

	Stockholders' Equity			
	Series B	Preferred Stock Amount	Series D	Amount
Balance at January 1, 2009	3,160,974	\$ 15,805	-	\$ -
Issuance of options	-	-	-	-
Issuance of restricted shares	-	-	-	-
Recapture of expense for nonvested options forfeited	-	-	-	-
Restricted stock awards	-	-	-	-
Exercise of options	-	-	-	-
Conversion of Series B Preferred Shares to Common	(3,160,974)	(15,805)	-	-
Dividends on Series B Preferred Shares	-	-	-	-
Issuance of shares - Series D financing	-	-	543	3
Allocation of financing proceeds to fair value of Series D warrants	-	-	-	-
Fees associated with Series D Preferred offering	-	-	-	-
Conversion of Series D Preferred Shares to Common	-	-	(76)	(1)
Exercise of warrants	-	-	-	-
Net Loss	-	-	-	-
Balance at December 31, 2009	-	\$ -	467	\$ 2
Issuance of options	-	-	-	-
Issuance of shares	-	-	-	-
Recapture of expense for nonvested options forfeited	-	-	-	-
Restricted stock awards	-	-	-	-
Exercise of options	-	-	-	-
Issuance of shares - 2010 common stock equity offering	-	-	-	-
Allocation of financing proceeds to fair value of warrants	-	-	-	-
Fees associated with 2010 common stock equity offering	-	-	-	-
Conversion of Series D Preferred Shares to Common	-	-	(467)	(2)
Exercise of warrants	-	-	-	-
Noncontrolling interest capital contribution to Incuron, LLC	-	-	-	-
Net Loss	-	-	-	-
Other comprehensive income				
Foreign currency translation adjustment	-	-	-	-
Balance at September 30, 2010	-	\$ -	-	\$ -

## CLEVELAND BIOLABS, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Period From January 1, 2009 to December 31, 2009 and to  
September 30, 2010 (unaudited)

	Stockholders' Equity					Total
	Additional Paid-in Capital	Other Comprehensive Income/(Loss)	Accumulated Deficit	Noncontrolling Interests		
Balance at January 1, 2009	\$ 56,699,750	\$ -	\$ (56,246,172)	\$ -	\$ -	\$ 538,261
Issuance of options	1,784,240	-	-	-	-	1,784,240
Issuance of restricted shares	991,612	-	-	-	-	993,070
Recapture of expense for nonvested options forfeited	(50,197)	-	-	-	-	(50,197)
Restricted stock awards	33,333	-	-	-	-	33,333
Exercise of options	361,884	-	-	-	-	362,857
Conversion of Series B Preferred Shares to Common	(7,663)	-	-	-	-	-
Dividends on Series B Preferred Shares	-	-	(615,351)	-	-	(615,351)
Issuance of shares - Series D financing	5,428,304	-	-	-	-	5,428,307
Allocation of financing proceeds to fair value of Series D warrants	(3,016,834)	-	-	-	-	(3,016,834)
Fees associated with Series D Preferred offering	(720,175)	-	-	-	-	(720,175)
Conversion of Series D Preferred Shares to Common	(2,861)	-	-	-	-	-
Exercise of warrants	1,285,026	-	-	-	-	1,288,404
Net Loss	-	-	(12,826,409)	-	-	(12,826,409)
Balance at December 31, 2009	\$ 62,786,418	\$ -	\$ (69,687,932)	\$ -	\$ -	\$ (6,800,494)