

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 07, 2015

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: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

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: 12/31

DATE OF REPORTING PERIOD: 07/01/2014 - 06/30/2015

Eaton Vance Enhanced Equity Income Fund II

-----  
ALLY FINANCIAL INC

Agen

-----  
Security: 02005N100  
Meeting Type: Annual  
Meeting Date: 17-Jul-2014  
Ticker: ALLY  
ISIN: US02005N1000  
-----

| Prop.# | Proposal            | Proposal Type | Proposal Vote |
|--------|---------------------|---------------|---------------|
| 1.     | DIRECTOR            |               |               |
|        | FRANKLIN W. HOBBS   | Mgmt          | For           |
|        | ROBERT T. BLAKELY   | Mgmt          | For           |
|        | MAYREE C. CLARK     | Mgmt          | For           |
|        | STEPHEN A. FEINBERG | Mgmt          | Withheld      |
|        | KIM S. FENNEBRESQUE | Mgmt          | For           |
|        | GERALD GREENWALD    | Mgmt          | For           |
|        | MARJORIE MAGNER     | Mgmt          | For           |
|        | MATHEW PENDO        | Mgmt          | For           |
|        | JOHN J. STACK       | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |     |
|----|--|------|-----|
|    | MICHAEL A. CARPENTER   | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For |
| 3. | RATIFICATION OF THE ACTION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS IN APPOINTING DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |

-----  
 AMAZON.COM, INC.

Agen

-----  
 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2015  
 Ticker: AMZN  
 ISIN: US0231351067  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY P. BEZOS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TOM A. ALBERG  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN SEELY BROWN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM B. GORDON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMIE S. GORELICK  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JUDITH A. MCGRATH  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ALAIN MONIE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: THOMAS O. RYDER  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS         | Mgmt          | For           |
| 3.     | SHAREHOLDER PROPOSAL REGARDING PROXY ACCESS FOR SHAREHOLDERS                         | Shr           | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS | Shr           | Against       |
| 5.     | SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORTING                              | Shr           | Against       |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |     |         |
|----|---|-----|---------|
| 6. | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING HUMAN RIGHTS RISKS | Shr | Against |
|----|---|-----|---------|

-----  
 AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2015  
 Ticker: AXP  
 ISIN: US0258161092

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: URSULA BURNS   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH CHENAULT   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PETER CHERNIN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ANNE LAUVERGEON  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL LEAVITT  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THEODORE LEONSIS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD LEVIN  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: SAMUEL PALMISANO   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DANIEL VASELLA   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ROBERT WALTER  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RONALD WILLIAMS  | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015. | Mgmt          | For           |
| 3.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL RELATING TO ANNUAL DISCLOSURE OF EEO-1 DATA.  | Shr           | Against       |
| 5.     | SHAREHOLDER PROPOSAL RELATING TO REPORT ON PRIVACY, DATA SECURITY AND GOVERNMENT REQUESTS.                               | Shr           | Against       |
| 6.     | SHAREHOLDER PROPOSAL RELATING TO ACTION BY WRITTEN CONSENT.  | Shr           | For           |
| 7.     | SHAREHOLDER PROPOSAL RELATING TO LOBBYING  | Shr           | Against       |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

DISCLOSURE.

8. SHAREHOLDER PROPOSAL RELATING TO INDEPENDENT BOARD CHAIRMAN. Shr                      Against

AMGEN INC. Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 14-May-2015  
 Ticker: AMGN  
 ISIN: US0311621009

| 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. ROBERT A. BRADWAY   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MR. ROBERT A. ECKERT  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MR. GREG C. GARLAND   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DR. REBECCA M. HENDERSON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DR. TYLER JACKS   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: DR. RONALD D. SUGAR   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: DR. R. SANDERS WILLIAMS   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL (VOTE TABULATION).   | Shr           | Against       |

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 APPLE INC.

Agen

-----  
 Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 10-Mar-2015  
 Ticker: AAPL  
 ISIN: US0378331005  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: TIM COOK   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: AL GORE  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: BOB IGER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ANDREA JUNG  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ART LEVINSON   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RON SUGAR  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SUE WAGNER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015 | Mgmt          | For           |
| 3.     | AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION   | Mgmt          | Against       |
| 4.     | THE AMENDMENT OF THE APPLE INC. EMPLOYEE STOCK PURCHASE PLAN   | Mgmt          | For           |
| 5.     | A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH ENTITLED "RISK REPORT"                              | Shr           | Against       |
| 6.     | A SHAREHOLDER PROPOSAL BY MR. JAMES MCRITCHIE AND MR. JOHN HARRINGTON ENTITLED "PROXY ACCESS FOR SHAREHOLDERS"               | Shr           | For           |

-----  
 AVAGO TECHNOLOGIES LIMITED

Agen

-----  
 Security: Y0486S104  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2015  
 Ticker: AVGO  
 ISIN: SG99999006241  
 -----

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |   | Type |     |
|-----|---|------|-----|
| 1A. | ELECTION OF DIRECTOR: MR. HOCK E. TAN   | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MR. JOHN T. DICKSON   | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MR. JAMES V. DILLER   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: MR. LEWIS C. EGGBRECHT  | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: MR. BRUNO GUILMART  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: MR. KENNETH Y. HAO  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MS. JUSTINE F. LIEN   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MR. DONALD MACLEOD  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MR. PETER J. MARKS  | Mgmt | For |
| 2.  | TO APPROVE THE RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AVAGO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND INDEPENDENT SINGAPORE AUDITOR FOR THE FISCAL YEAR ENDING NOVEMBER 1, 2015 AND TO AUTHORIZE THE AUDIT COMMITTEE TO FIX ITS REMUNERATION.  | Mgmt | For |
| 3.  | TO APPROVE THE GENERAL AUTHORIZATION FOR THE DIRECTORS OF AVAGO TO ALLOT AND ISSUE ORDINARY SHARES, AS SET FORTH IN AVAGO'S NOTICE OF, AND PROXY STATEMENT RELATING TO, ITS 2015 ANNUAL GENERAL MEETING.  | Mgmt | For |
| 4.  | TO APPROVE THE SHARE PURCHASE MANDATE AUTHORIZING THE PURCHASE OR ACQUISITION BY AVAGO OF ITS OWN ISSUED ORDINARY SHARES, AS SET FORTH IN AVAGO'S NOTICE OF, AND PROXY STATEMENT RELATING TO ITS 2015 ANNUAL GENERAL MEETING.   | Mgmt | For |
| 5.  | TO APPROVE THE CASH COMPENSATION FOR AVAGO'S NON-EMPLOYEE DIRECTORS FOR SERVICES RENDERED BY THEM THROUGH THE DATE OF AVAGO'S 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS AND FOR EACH APPROXIMATELY 12-MONTH PERIOD THEREAFTER, AS SET FORTH IN AVAGO'S NOTICE OF, AND PROXY STATEMENT RELATING TO, ITS 2015 ANNUAL GENERAL MEETING. | Mgmt | For |

---

BIOGEN INC.

Agen

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2015  
 Ticker: BIIB

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN: US09062X1037

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALEXANDER J. DENNER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CAROLINE D. DORSA  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: NANCY L. LEAMING   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD C. MULLIGAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT W. PANGIA   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: STELIOS PAPADOPOULOS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: BRIAN S. POSNER  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ERIC K. ROWINSKY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GEORGE A. SCANGOS  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LYNN SCHENK  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEPHEN A. SHERWIN   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF<br>PRICEWATERHOUSECOOPERS LLP AS BIOGEN INC.'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM. | Mgmt          | For           |
| 3.     | SAY ON PAY - AN ADVISORY VOTE ON EXECUTIVE<br>COMPENSATION.  | Mgmt          | For           |
| 4.     | TO APPROVE THE BIOGEN INC. 2015 EMPLOYEE<br>STOCK PURCHASE PLAN.   | Mgmt          | For           |
| 5.     | TO APPROVE AN AMENDMENT TO THE BIOGEN INC.<br>2006 NON-EMPLOYEE DIRECTORS EQUITY PLAN.   | Mgmt          | For           |

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2015  
 Ticker: BMY  
 ISIN: US1101221083

| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: L. ANDREOTTI     | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: G. CAFORIO, M.D. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1C) | ELECTION OF DIRECTOR: L.B. CAMPBELL   | Mgmt | For     |
| 1D) | ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.   | Mgmt | For     |
| 1E) | ELECTION OF DIRECTOR: M. GROBSTEIN  | Mgmt | For     |
| 1F) | ELECTION OF DIRECTOR: A.J. LACY   | Mgmt | For     |
| 1G) | ELECTION OF DIRECTOR: T.J. LYNCH, JR., M.D.   | Mgmt | For     |
| 1H) | ELECTION OF DIRECTOR: D.C. PALIWAL  | Mgmt | For     |
| 1I) | ELECTION OF DIRECTOR: V.L. SATO, PH.D.  | Mgmt | For     |
| 1J) | ELECTION OF DIRECTOR: G.L. STORCH   | Mgmt | For     |
| 1K) | ELECTION OF DIRECTOR: T.D. WEST, JR.  | Mgmt | For     |
| 2.  | ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS                                 | Mgmt | Against |
| 3.  | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM                          | Mgmt | For     |
| 4.  | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - EXCLUSIVE FORUM PROVISION                         | Mgmt | Against |
| 5.  | APPROVAL OF AMENDMENT TO CERTIFICATE OF INCORPORATION - SUPERMAJORITY PROVISIONS - PREFERRED STOCKHOLDERS | Mgmt | For     |
| 6.  | SHAREHOLDER ACTION BY WRITTEN CONSENT   | Shr  | For     |

---

BRUNSWICK CORPORATION

Agen

Security: 117043109  
Meeting Type: Annual  
Meeting Date: 06-May-2015  
Ticker: BC  
ISIN: US1170431092

---

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MANUEL A. FERNANDEZ                                       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARK D. SCHWABERO   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DAVID V. SINGER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JANE L. WARNER  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J. STEVEN WHISLER   | Mgmt          | For           |
| 2.     | THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS ON AN ADVISORY | Mgmt          | For           |



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

BASIS.

- |    |   |      |     |
|----|---|------|-----|
| 3. | THE RATIFICATION OF THE AUDIT COMMITTEE'S APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015. | Mgmt | For |
|----|---|------|-----|

---

CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2015  
 Ticker: CELG  
 ISIN: US1510201049

---

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>ROBERT J. HUGIN<br>R.W. BARKER, D. PHIL.<br>MICHAEL W. BONNEY<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>MICHAEL A. FRIEDMAN, MD<br>GILLA S. KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.  | Mgmt   | For   |
| 3.     | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.  | Mgmt   | For   |
| 4.     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt   | For   |
| 5.     | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.   | Shr  | Against   |

---

CERNER CORPORATION

Agen

Security: 156782104  
 Meeting Type: Annual  
 Meeting Date: 22-May-2015  
 Ticker: CERN  
 ISIN: US1567821046

---

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MITCHELL E. DANIELS, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CLIFFORD W. ILLIG  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM B. NEAVES  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF CERNER CORPORATION FOR 2015. | Mgmt          | For           |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt          | For           |
| 4.     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE CERNER CORPORATION PERFORMANCE-BASED COMPENSATION PLAN.                         | Mgmt          | For           |
| 5.     | APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE CERNER CORPORATION 2011 OMNIBUS EQUITY INCENTIVE PLAN.                          | Mgmt          | For           |

-----  
 CITIGROUP INC.

Agen

-----  
 Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2015  
 Ticker: C  
 ISIN: US1729674242  
 -----

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL L. CORBAT    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DUNCAN P. HENNES     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: PETER B. HENRY       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: FRANZ B. HUMER       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GARY M. REINER       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JUDITH RODIN         | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOAN E. SPERO        | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |  |      |         |
|-----|--|------|---------|
| 1J. | ELECTION OF DIRECTOR: DIANA L. TAYLOR  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: JAMES S. TURLEY  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON  | Mgmt | For     |
| 2.  | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.   | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF CITI'S 2014 EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4.  | APPROVAL OF AN AMENDMENT TO THE CITIGROUP 2014 STOCK INCENTIVE PLAN AUTHORIZING ADDITIONAL SHARES.   | Mgmt | For     |
| 5.  | STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR SHAREHOLDERS.   | Shr  | For     |
| 6.  | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.  | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL REQUESTING AN AMENDMENT TO THE GENERAL CLAWBACK POLICY.   | Shr  | Against |
| 8.  | STOCKHOLDER PROPOSAL REQUESTING A BY-LAW AMENDMENT TO EXCLUDE FROM THE BOARD OF DIRECTORS' AUDIT COMMITTEE ANY DIRECTOR WHO WAS A DIRECTOR AT A PUBLIC COMPANY WHILE THAT COMPANY FILED FOR REORGANIZATION UNDER CHAPTER 11. | Shr  | Against |
| 9.  | STOCKHOLDER PROPOSAL REQUESTING A REPORT REGARDING THE VESTING OF EQUITY-BASED AWARDS FOR SENIOR EXECUTIVES DUE TO A VOLUNTARY RESIGNATION TO ENTER GOVERNMENT SERVICE.  | Shr  | For     |

---

COMCAST CORPORATION

Agen

Security: 20030N101  
Meeting Type: Special  
Meeting Date: 08-Oct-2014  
Ticker: CMCSA  
ISIN: US20030N1019

---

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | TO APPROVE THE ISSUANCE OF SHARES OF COMCAST CLASS A COMMON STOCK TO TIME WARNER | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

CABLE INC. STOCKHOLDERS IN THE MERGER.

- |    |   |      |     |
|----|---|------|-----|
| 2. | TO APPROVE THE ADJOURNMENT OF THE COMCAST SPECIAL MEETING IF NECESSARY TO SOLICIT ADDITIONAL PROXIES. | Mgmt | For |
|----|---|------|-----|

---

COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 21-May-2015  
 Ticker: CMCSA  
 ISIN: US20030N1019

---

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>KENNETH J. BACON<br>SHELDON M. BONOVIKZ<br>EDWARD D. BREEN<br>JOSEPH J. COLLINS<br>J. MICHAEL COOK<br>GERALD L. HASSELL<br>JEFFREY A. HONICKMAN<br>EDUARDO MESTRE<br>BRIAN L. ROBERTS<br>RALPH J. ROBERTS<br>JOHNATHAN A. RODGERS<br>DR. JUDITH RODIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<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 OUR INDEPENDENT AUDITORS   | Mgmt   | For   |
| 3.     | APPROVAL OF OUR 2006 CASH BONUS PLAN  | Mgmt   | For   |
| 4.     | TO PROVIDE AN ANNUAL REPORT ON LOBBYING ACTIVITIES  | Shr  | Against   |
| 5.     | TO PROHIBIT ACCELERATED VESTING UPON A CHANGE OF CONTROL  | Shr  | For   |
| 6.     | TO PROVIDE EACH SHARE AN EQUAL VOTE   | Shr  | For   |

---

CONSTELLATION BRANDS, INC.

Agen

Security: 21036P108  
 Meeting Type: Annual  
 Meeting Date: 23-Jul-2014  
 Ticker: STZ  
 ISIN: US21036P1084

---

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>JERRY FOWDEN<br>BARRY A. FROMBERG<br>ROBERT L. HANSON<br>JEANANNE K. HAUSWALD<br>JAMES A. LOCKE III<br>RICHARD SANDS<br>ROBERT SANDS<br>JUDY A. SCHMELING<br>KEITH E. WANDELL<br>MARK ZUPAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>For |
| 2.     | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2015.   | Mgmt   | For   |
| 3.     | PROPOSAL TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.   | Mgmt   | For   |

-----  
COSTCO WHOLESALE CORPORATION

Agen

-----  
Security: 22160K105  
Meeting Type: Annual  
Meeting Date: 29-Jan-2015  
Ticker: COST  
ISIN: US22160K1051  
-----

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote  |
|--------|--|--------------------------------------|--|
| 1.     | DIRECTOR<br>JEFFREY H. BROTMAN<br>DANIEL J. EVANS<br>RICHARD A. GALANTI<br>JEFFREY S. RAIKES<br>JAMES D. SINEGAL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld<br>Withheld<br>Withheld |
| 2.     | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.   | Mgmt                                 | For  |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.   | Mgmt                                 | For  |
| 4.     | TO AMEND AND RESTATE THE COMPANY'S SIXTH RESTATED STOCK INCENTIVE PLAN.  | Mgmt                                 | Against  |
| 5A.    | TO AMEND THE ARTICLES OF INCORPORATION TO REDUCE VOTING STANDARD FOR REMOVAL OF DIRECTORS.                       | Mgmt                                 | For  |
| 5B.    | TO AMEND THE ARTICLES OF INCORPORATION TO  | Mgmt                                 | For  |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

REDUCE VOTING STANDARD FOR AMENDING THE  
ARTICLE DEALING WITH REMOVAL OF DIRECTORS  
FOR CAUSE.

|    |  |     |         |
|----|--|-----|---------|
| 6. | SHAREHOLDER PROPOSAL TO REGULATE DIRECTOR<br>TENURE. | Shr | Against |
|----|--|-----|---------|

-----  
COVIDIEN PLC

Agen

Security: G2554F113  
Meeting Type: Special  
Meeting Date: 06-Jan-2015  
Ticker: COV  
ISIN: IE00B68SQD29

| Prop.# | Proposal  | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1.     | APPROVAL OF THE SCHEME OF ARRANGEMENT.  | Mgmt             | For           |
| 2.     | CANCELLATION OF COVIDIEN SHARES PURSUANT TO<br>THE SCHEME OF ARRANGEMENT.   | Mgmt             | For           |
| 3.     | DIRECTORS' AUTHORITY TO ALLOT SECURITIES<br>AND APPLICATION OF RESERVES.  | Mgmt             | For           |
| 4.     | AMENDMENT TO ARTICLES OF ASSOCIATION.   | Mgmt             | For           |
| 5.     | CREATION OF DISTRIBUTABLE RESERVES OF NEW<br>MEDTRONIC.   | Mgmt             | For           |
| 6.     | APPROVAL ON AN ADVISORY BASIS OF SPECIFIED<br>COMPENSATORY ARRANGEMENTS BETWEEN COVIDIEN<br>AND ITS NAMED EXECUTIVE OFFICERS. | Mgmt             | For           |

-----  
COVIDIEN PLC

Agen

Security: G2554F105  
Meeting Type: Special  
Meeting Date: 06-Jan-2015  
Ticker:  
ISIN:

| Prop.# | Proposal                              | Proposal<br>Type | Proposal Vote |
|--------|---------------------------------------|------------------|---------------|
| 1.     | TO APPROVE THE SCHEME OF ARRANGEMENT. | Mgmt             | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

CYTEC INDUSTRIES INC.

Agen

Security: 232820100  
 Meeting Type: Annual  
 Meeting Date: 16-Apr-2015  
 Ticker: CYT  
 ISIN: US2328201007

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID P. HESS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BARRY C. JOHNSON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CAROL P. LOWE   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THOMAS W. RABAUT  | Mgmt          | For           |
| 2.     | RATIFICATION OF KPMG LLP AS THE COMPANY'S AUDITORS FOR 2015.                    | Mgmt          | For           |
| 3.     | APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt          | For           |

DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2015  
 Ticker: DFS  
 ISIN: US2547091080

| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JEFFREY S. ARONIN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY K. BUSH        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GREGORY C. CASE     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CANDACE H. DUNCAN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RICHARD H. LENNY    | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS G. MAHERAS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL H. MOSKOW   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DAVID W. NELMS      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MARK A. THIERER     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1K. | ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH   | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |
| 3.  | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

---

DOLLAR GENERAL CORPORATION

Agen

Security: 256677105  
 Meeting Type: Annual  
 Meeting Date: 27-May-2015  
 Ticker: DG  
 ISIN: US2566771059

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WARREN F. BRYANT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHAEL M. CALBERT  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: SANDRA B. COCHRAN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RICHARD W. DREILING   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: PATRICIA D. FILI-KRUSHEL  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PAULA A. PRICE  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM C. RHODES, III  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DAVID B. RICKARD  | Mgmt          | For           |
| 2.     | TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2015. | Mgmt          | For           |

---

EATON CORPORATION PLC

Agen

Security: G29183103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2015  
 Ticker: ETN  
 ISIN: IE00B8KQN827

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



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |   | Type |     |
|-----|---|------|-----|
| 1A. | ELECTION OF DIRECTOR: TODD M. BLUEDORN  | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CHRISTOPHER M. CONNOR   | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MICHAEL J. CRITELLI   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ALEXANDER M. CUTLER   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: CHARLES E. GOLDEN   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: LINDA A. HILL   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ARTHUR E. JOHNSON   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: NED C. LAUTENBACH   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DEBORAH L. MCCOY  | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: GREGORY R. PAGE   | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SANDRA PIANALTO   | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: GERALD B. SMITH   | Mgmt | For |
| 2.  | APPROVING A PROPOSED 2015 STOCK PLAN.   | Mgmt | For |
| 3.  | APPROVING THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2015 AND AUTHORIZING THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET ITS REMUNERATION. | Mgmt | For |
| 4.  | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt | For |
| 5.  | AUTHORIZING THE COMPANY AND ANY SUBSIDIARY OF THE COMPANY TO MAKE OVERSEAS MARKET PURCHASES OF COMPANY SHARES.  | Mgmt | For |

---

EMC CORPORATION

Agen

Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2015  
 Ticker: EMC  
 ISIN: US2686481027

---

|     | Prop.# Proposal                        | Proposal Type | Proposal Vote |
|-----|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JOSE E. ALMEIDA  | Mgmt          | For           |
| 1B. | ELECTION OF DIRECTOR: MICHAEL W. BROWN | Mgmt          | For           |
| 1C. | ELECTION OF DIRECTOR: DONALD J. CARTY  | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1D. | ELECTION OF DIRECTOR: RANDOLPH L. COWEN   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMES S. DISTASIO   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JOHN R. EGAN  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WILLIAM D. GREEN  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: EDMUND F. KELLY   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMI MISCIK   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: PAUL SAGAN  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DAVID N. STROHM   | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: JOSEPH M. TUCCI   | Mgmt | For |
| 2.  | RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015, AS DESCRIBED IN EMC'S PROXY STATEMENT. | Mgmt | For |
| 3.  | ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION, AS DESCRIBED IN EMC'S PROXY STATEMENT.   | Mgmt | For |
| 4.  | APPROVAL OF THE EMC CORPORATION AMENDED AND RESTATED 2003 STOCK PLAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Mgmt | For |
| 5.  | TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO AN INDEPENDENT BOARD CHAIRMAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.  | Shr  | For |

-----  
 EMERSON ELECTRIC CO.

Agen

-----  
 Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2015  
 Ticker: EMR  
 ISIN: US2910111044  
 -----

| Prop.# | Proposal   | Proposal Type                        | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 1.     | DIRECTOR<br>A.F. GOLDEN*<br>W.R. JOHNSON*<br>C. KENDLE*<br>J.S. TURLEY*<br>A.A. BUSCH III# | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |
| 2.     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.    | Mgmt                                 | For                             |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 3. | APPROVAL OF THE EMERSON ELECTRIC CO. 2015 INCENTIVE SHARES PLAN.  | Mgmt | For     |
| 4. | RE-APPROVAL OF THE PERFORMANCE MEASURES UNDER THE EMERSON ELECTRIC CO. ANNUAL INCENTIVE PLAN.                                     | Mgmt | For     |
| 5. | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt | For     |
| 6. | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.          | Shr  | Against |
| 7. | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A POLITICAL CONTRIBUTIONS REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr  | Against |
| 8. | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A LOBBYING REPORT AS DESCRIBED IN THE PROXY STATEMENT.                | Shr  | Against |

---

EOG RESOURCES, INC.

Agen

Security: 26875P101  
Meeting Type: Annual  
Meeting Date: 30-Apr-2015  
Ticker: EOG  
ISIN: US26875P1012

---

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JANET F. CLARK   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES R. CRISP   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAMES C. DAY   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DONALD F. TEXTOR   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM R. THOMAS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FRANK G. WISNER  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2015. | Mgmt          | For           |
| 3.     | TO APPROVE, BY NON-BINDING VOTE, THE   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

COMPENSATION OF THE COMPANY'S NAMED  
EXECUTIVE OFFICERS.

- |    |  |     |         |
|----|--|-----|---------|
| 4. | STOCKHOLDER PROPOSAL CONCERNING PROXY ACCESS, IF PROPERLY PRESENTED.               | Shr | For     |
| 5. | STOCKHOLDER PROPOSAL CONCERNING A METHANE EMISSIONS REPORT, IF PROPERLY PRESENTED. | Shr | Against |

---

FACEBOOK INC.

Agen

Security: 30303M102  
Meeting Type: Annual  
Meeting Date: 11-Jun-2015  
Ticker: FB  
ISIN: US30303M1027

---

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>MARC L. ANDREESSEN<br>ERSKINE B. BOWLES<br>S.D. DESMOND-HELLMANN<br>REED HASTINGS<br>JAN KOUM<br>SHERYL K. SANDBERG<br>PETER A. THIEL<br>MARK ZUCKERBERG   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld<br>Withheld<br>For<br>Withheld |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015  | Mgmt   | For   |
| 3.     | TO RE-APPROVE THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, SECTION 162(M) LIMITS OF OUR 2012 EQUITY INCENTIVE PLAN TO PRESERVE OUR ABILITY TO RECEIVE CORPORATE INCOME TAX DEDUCTIONS THAT MAY BECOME AVAILABLE PURSUANT TO SECTION 162(M) | Mgmt   | Against   |
| 4.     | A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING  | Shr  | For   |
| 5.     | A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT   | Shr  | Against   |
| 6.     | A STOCKHOLDER PROPOSAL REGARDING A HUMAN RIGHTS RISK ASSESSMENT  | Shr  | Against   |

---

FISERV, INC.

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 337738108  
 Meeting Type: Annual  
 Meeting Date: 20-May-2015  
 Ticker: FISV  
 ISIN: US3377381088

---

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>ALISON DAVIS<br>CHRISTOPHER M. FLINK<br>DANIEL P. KEARNEY<br>DENNIS F. LYNCH<br>DENIS J. O'LEARY<br>GLENN M. RENWICK<br>KIM M. ROBAK<br>DOYLE R. SIMONS<br>THOMAS C. WERTHEIMER<br>JEFFERY W. YABUKI | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF FISERV, INC.   | Mgmt   | For  |
| 3.     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF FISERV, INC. FOR 2015.  | Mgmt   | For  |
| 4.     | A SHAREHOLDER PROPOSAL RELATING TO EXECUTIVE RETENTION OF STOCK.   | Shr  | For  |

---

GENESEE & WYOMING INC.

Agen

Security: 371559105  
 Meeting Type: Annual  
 Meeting Date: 12-May-2015  
 Ticker: GWR  
 ISIN: US3715591059

---

| Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>RICHARD H. ALLERT*<br>MICHAEL NORKUS*<br>ANN N. REESE*<br>HUNTER C. SMITH@                                | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | ADOPTION OF OUR THIRD AMENDED AND RESTATED 2004 OMNIBUS INCENTIVE PLAN.   | Mgmt                         | Against                  |
| 3.     | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING | Mgmt                         | For                      |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

FIRM FOR THE FISCAL YEAR ENDING DECEMBER  
31, 2015.

-----  
GILEAD SCIENCES, INC.

Agen

Security: 375558103  
Meeting Type: Annual  
Meeting Date: 06-May-2015  
Ticker: GILD  
ISIN: US3755581036  
-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN F. COGAN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ETIENNE F. DAVIGNON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CARLA A. HILLS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: KEVIN E. LOFTON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN W. MADIGAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN C. MARTIN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: NICHOLAS G. MOORE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD J. WHITLEY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GAYLE E. WILSON  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PER WOLD-OLSEN   | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015. | Mgmt          | For           |
| 3.     | TO APPROVE AN AMENDMENT AND RESTATEMENT TO GILEAD'S EMPLOYEE STOCK PURCHASE PLAN AND INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt          | For           |
| 4.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.  | Mgmt          | For           |
| 5.     | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.   | Shr           | For           |
| 6.     | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING,   | Shr           | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.

- |    |  |     |         |
|----|--|-----|---------|
| 7. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT GILEAD ISSUE AN ANNUAL SUSTAINABILITY REPORT.   | Shr | Against |
| 8. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD REPORT ON CERTAIN RISKS TO GILEAD FROM RISING PRESSURE TO CONTAIN U.S. SPECIALTY DRUG PRICES. | Shr | Against |

---

HALLIBURTON COMPANY

Agen

Security: 406216101  
 Meeting Type: Special  
 Meeting Date: 27-Mar-2015  
 Ticker: HAL  
 ISIN: US4062161017

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | PROPOSAL APPROVING THE ISSUANCE OF SHARES OF HALLIBURTON COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER (AS IT MAY BE AMENDED FROM TIME TO TIME), DATED AS OF NOVEMBER 16, 2014, AMONG HALLIBURTON COMPANY, RED TIGER LLC AND BAKER HUGHES INCORPORATED. | Mgmt          | For           |
| 2.     | PROPOSAL ADJOURNING THE SPECIAL MEETING, IF NECESSARY OR ADVISABLE, TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ISSUANCE OF SHARES DESCRIBED IN THE FOREGOING PROPOSAL.        | Mgmt          | For           |

---

HALLIBURTON COMPANY

Agen

Security: 406216101  
 Meeting Type: Annual  
 Meeting Date: 20-May-2015  
 Ticker: HAL  
 ISIN: US4062161017

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 1A | ELECTION OF DIRECTOR: A.F. AL KHAYYAL   | Mgmt | For     |
| 1B | ELECTION OF DIRECTOR: A.M. BENNETT  | Mgmt | For     |
| 1C | ELECTION OF DIRECTOR: J.R. BOYD   | Mgmt | For     |
| 1D | ELECTION OF DIRECTOR: M. CARROLL  | Mgmt | For     |
| 1E | ELECTION OF DIRECTOR: N.K. DICCIANI   | Mgmt | For     |
| 1F | ELECTION OF DIRECTOR: M.S. GERBER   | Mgmt | For     |
| 1G | ELECTION OF DIRECTOR: J.C. GRUBISICH  | Mgmt | For     |
| 1H | ELECTION OF DIRECTOR: D.J. LESAR  | Mgmt | For     |
| 1I | ELECTION OF DIRECTOR: R.A. MALONE   | Mgmt | For     |
| 1J | ELECTION OF DIRECTOR: J.L. MARTIN   | Mgmt | For     |
| 1K | ELECTION OF DIRECTOR: J.A. MILLER   | Mgmt | For     |
| 1L | ELECTION OF DIRECTOR: D.L. REED   | Mgmt | For     |
| 2. | PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.                             | Mgmt | For     |
| 3. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.                          | Mgmt | Against |
| 4. | PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN.     | Mgmt | For     |
| 5. | PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For     |

-----  
 ILLUMINA, INC.

Agen

Security: 452327109  
 Meeting Type: Annual  
 Meeting Date: 27-May-2015  
 Ticker: ILMN  
 ISIN: US4523271090

-----

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A. BLAINE BOWMAN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KARIN EASTHAM, CPA | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JAY T. FLATLEY     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JEFFREY T. HUBER   | Mgmt          | For           |



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1E. | ELECTION OF DIRECTOR: WILLIAM H. RASTETTER,<br>PH.D.  | Mgmt | For |
| 2.  | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING<br>JANUARY 3, 2016 | Mgmt | For |
| 3.  | TO APPROVE, ON AN ADVISORY BASIS, THE<br>COMPENSATION OF THE NAMED EXECUTIVE<br>OFFICERS AS DISCLOSED IN THE PROXY<br>STATEMENT                         | Mgmt | For |
| 4.  | TO APPROVE THE ILLUMINA, INC. 2015 STOCK<br>AND INCENTIVE PLAN  | Mgmt | For |

---

INCYTE CORPORATION

Agen

---

Security: 45337C102  
Meeting Type: Annual  
Meeting Date: 22-May-2015  
Ticker: INCY  
ISIN: US45337C1027

---

| Prop.# | Proposal   | Proposal<br>Type                                     | Proposal Vote                                 |
|--------|--|--|---|
| 1.     | DIRECTOR<br>JULIAN C. BAKER<br>JEAN-JACQUES BIENAIME<br>PAUL A. BROOKE<br>PAUL J. CLANCY<br>WENDY L. DIXON<br>PAUL A. FRIEDMAN<br>HERVE HOPPENOT | 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 |
| 2.     | TO APPROVE, ON A NON-BINDING, ADVISORY<br>BASIS, THE COMPENSATION OF THE COMPANY'S<br>NAMED EXECUTIVE OFFICERS.                                  | Mgmt   | For   |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS THE COMPANY'S INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM FOR 2015.                    | Mgmt   | For   |

---

INVESCO LTD

Agen

---

Security: G491BT108  
Meeting Type: Annual  
Meeting Date: 14-May-2015  
Ticker: IVZ  
ISIN: BMG491BT1088

---

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: MARTIN L. FLANAGAN  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: C. ROBERT HENRIKSON   | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: BEN F. JOHNSON III  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: SIR NIGEL SHEINWALD   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE THE COMPANY'S 2014 EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 3.     | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015 | Mgmt          | For           |

-----

LAS VEGAS SANDS CORP.

Agen

-----

Security: 517834107  
Meeting Type: Annual  
Meeting Date: 04-Jun-2015  
Ticker: LVS  
ISIN: US5178341070

-----

| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1      | DIRECTOR<br>JASON N. ADER<br>MICHELINE CHAU<br>MICHAEL A. LEVEN<br>DAVID F. LEVI   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2      | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDED DECEMBER 31, 2015 | Mgmt                         | For                      |
| 3      | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION  | Mgmt                         | Against                  |

-----

LIONS GATE ENTERTAINMENT CORP.

Agen

-----

Security: 535919203  
Meeting Type: Annual and Special  
Meeting Date: 09-Sep-2014  
Ticker: LGF  
ISIN: CA5359192039

-----

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

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   | Type   |  |
|----|---|--|--|
| 01 | DIRECTOR<br>MICHAEL BURNS<br>GORDON CRAWFORD<br>ARTHUR EVRENSEL<br>JON FELTHEIMER<br>FRANK GIUSTRA<br>MORLEY KOFFMAN<br>HARALD LUDWIG<br>G. SCOTT PATERSON<br>MARK H. RACHESKY, M.D.<br>DARYL SIMM<br>HARDWICK SIMMONS<br>PHYLLIS YAFFE | 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 | PROPOSAL TO REAPPOINT ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING MARCH 31, 2015.   | Mgmt   | For  |
| 03 | PROPOSAL TO CONDUCT AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt   | Against  |
| 04 | PROPOSAL TO APPROVE AMENDMENTS TO THE LIONS GATE ENTERTAINMENT CORP. 2012 PERFORMANCE INCENTIVE PLAN.   | Mgmt   | For  |
| 05 | IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.   | Mgmt   | Against  |

-----  
MEDTRONIC, INC.

-----  
Agen

Security: 585055106  
Meeting Type: Special  
Meeting Date: 06-Jan-2015  
Ticker: MDT  
ISIN: US5850551061  
-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | TO ADOPT THE PLAN OF MERGER CONTAINED IN THE TRANSACTION AGREEMENT, DATED AS OF JUNE 15, 2014, AMONG MEDTRONIC, INC., COVIDIEN PLC, MEDTRONIC HOLDINGS LIMITED (FORMERLY KNOWN AS KALANI I LIMITED), MAKANI II LIMITED, AVIATION ACQUISITION CO., INC. AND AVIATION MERGER SUB, LLC AND APPROVE THE REVISED MEMORANDUM AND ARTICLES OF ASSOCIATION OF NEW MEDTRONIC. | Mgmt          | For           |
| 2.     | TO APPROVE THE REDUCTION OF THE SHARE PREMIUM ACCOUNT OF MEDTRONIC HOLDINGS LIMITED TO ALLOW FOR THE CREATION OF DISTRIBUTABLE RESERVES OF MEDTRONIC   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

HOLDINGS LIMITED.

- |    |  |      |     |
|----|--|------|-----|
| 3. | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, SPECIFIED COMPENSATORY ARRANGEMENTS BETWEEN MEDTRONIC, INC. AND ITS NAMED EXECUTIVE OFFICERS RELATING TO THE TRANSACTION.   | Mgmt | For |
| 4. | TO APPROVE ANY MOTION TO ADJOURN THE MEDTRONIC, INC. SPECIAL MEETING TO ANOTHER TIME OR PLACE IF NECESSARY OR APPROPRIATE (I) TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEDTRONIC, INC. SPECIAL MEETING TO ADOPT THE PLAN OF MERGER CONTAINED IN THE TRANSACTION AGREEMENT AND APPROVE THE REVISED MEMORANDUM AND ARTICLES OF ASSOCIATION OF MEDTRONIC HOLDINGS LIMITED, (II) TO PROVIDE TO MEDTRONIC, INC. SHAREHOLDERS IN ADVANCE OF THE MEDTRONIC, INC. SPECIAL MEETING ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Mgmt | For |

---

MICROSOFT CORPORATION

Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 03-Dec-2014  
 Ticker: MSFT  
 ISIN: US5949181045

---

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARIA M. KLAWE       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: TERI L. LIST-STOLL   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: G. MASON MORFIT      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: SATYA NADELLA        | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: CHARLES H. NOSKI     | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: HELMUT PANKE         | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES W. SCHARF    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN W. STANTON      | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN W. THOMPSON     | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION    | Mgmt          | Against       |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 3. | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2015 | Mgmt | For     |
| 4. | SHAREHOLDER PROPOSAL - PROXY ACCESS FOR SHAREHOLDERS                                  | Shr  | Against |

---

MONDELEZ INTERNATIONAL, INC.

Agen

Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2015  
 Ticker: MDLZ  
 ISIN: US6092071058

---

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LEWIS W.K. BOOTH  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LOIS D. JULIBER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK D. KETCHUM   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JORGE S. MESQUITA   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JOSEPH NEUBAUER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: NELSON PELTZ  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: IRENE B. ROSENFELD  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PATRICK T. SIEWERT  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: RUTH J. SIMMONS   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2015. | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL: REPORT ON PACKAGING.  | Shr           | Against       |

---

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

MONSANTO COMPANY

Agen

Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2015  
 Ticker: MON  
 ISIN: US61166W1018

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GREGORY H. BOYCE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JANICE L. FIELDS  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: HUGH GRANT  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LAURA K. IPSEN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MARCOS M. LUTZ  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: C. STEVEN MCMILLAN  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM U. PARFET   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: GEORGE H. POSTE,<br>PH.D., D.V.M.   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ROBERT J. STEVENS   | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE<br>LLP AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR FISCAL 2015. | Mgmt          | For           |
| 3.     | ADVISORY (NON-BINDING) VOTE TO APPROVE<br>EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | SHAREOWNER PROPOSAL: LOBBYING REPORT.   | Shr           | Against       |
| 5.     | SHAREOWNER PROPOSAL: SHAREOWNER PROXY<br>ACCESS.  | Shr           | Against       |
| 6.     | SHAREOWNER PROPOSAL: INDEPENDENT BOARD<br>CHAIRMAN.   | Shr           | Against       |

NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 18-Sep-2014  
 Ticker: NKE  
 ISIN: US6541061031

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |                              |                          |
|----|---|------------------------------|--------------------------|
| 1. | DIRECTOR<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>MICHELLE A. PELUSO<br>PHYLLIS M. WISE              | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2. | TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt                         | For                      |
| 3. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                         | For                      |

-----  
 NXP SEMICONDUCTORS NV.

Agen

Security: N6596X109  
 Meeting Type: Annual  
 Meeting Date: 02-Jun-2015  
 Ticker: NXPI  
 ISIN: NL0009538784  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 2C.    | ADOPTION OF THE 2014 STATUTORY ANNUAL ACCOUNTS  | Mgmt          | For           |
| 2D.    | GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR RESPONSIBILITIES IN THE FINANCIAL YEAR 2014             | Mgmt          | For           |
| 3A.    | PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015     | Mgmt          | For           |
| 3B.    | PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AND NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015    | Mgmt          | For           |
| 3C.    | PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015   | Mgmt          | For           |
| 3D.    | PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015 | Mgmt          | For           |
| 3E.    | PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015      | Mgmt          | For           |
| 3F.    | PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2015      | Mgmt          | For           |
| 3G.    | PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM                      | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

JUNE 2, 2015

|     |   |      |     |
|-----|---|------|-----|
| 3H. | PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS<br>NON-EXECUTIVE DIRECTOR WITH EFFECT FROM<br>JUNE 2, 2015 | Mgmt | For |
| 3I. | PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN<br>AS NON-EXECUTIVE DIRECTOR EFFECT FROM JUNE<br>2, 2015    | Mgmt | For |
| 3J. | PROPOSAL TO APPOINT DR. RICK TSAI AS<br>NON-EXECUTIVE DIRECTOR WITH EFFECT FROM<br>JUNE 2, 2015       | Mgmt | For |
| 4A. | AUTHORIZATION OF THE BOARD OF DIRECTORS TO<br>ISSUE SHARES OR GRANT RIGHTS TO ACQUIRE<br>SHARES       | Mgmt | For |
| 4B. | AUTHORIZATION OF THE BOARD OF DIRECTORS TO<br>RESTRICT OR EXCLUDE PRE-EMPTION RIGHTS                  | Mgmt | For |
| 5.  | AUTHORIZATION OF THE BOARD OF DIRECTORS TO<br>REPURCHASE SHARES IN THE COMPANY'S CAPITAL              | Mgmt | For |
| 6.  | AUTHORIZATION TO CANCEL REPURCHASED SHARES<br>IN THE COMPANY'S CAPITAL                                | Mgmt | For |
| 7.  | RE-APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS<br>THE COMPANY'S EXTERNAL AUDITOR                          | Mgmt | For |

-----  
ORACLE CORPORATION

Agen

-----  
Security: 68389X105  
Meeting Type: Annual  
Meeting Date: 05-Nov-2014  
Ticker: ORCL  
ISIN: US68389X1054  
-----

| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>JEFFREY S. BERG<br>H. RAYMOND BINGHAM<br>MICHAEL J. BOSKIN<br>SAFRA A. CATZ<br>BRUCE R. CHIZEN<br>GEORGE H. CONRADES<br>LAWRENCE J. ELLISON<br>HECTOR GARCIA-MOLINA<br>JEFFREY O. HENLEY<br>MARK V. HURD<br>NAOMI O. SELIGMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>Withheld<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION.   | Mgmt   | Against  |



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 3. | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2015. | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION.   | Shr  | Against |
| 5. | STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.  | Shr  | For     |
| 6. | STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS.  | Shr  | For     |
| 7. | STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS.  | Shr  | For     |

-----  
 PEPSICO, INC.

Agen

-----  
 Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2015  
 Ticker: PEP  
 ISIN: US7134481081  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHONA L. BROWN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GEORGE W. BUCKLEY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: IAN M. COOK   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DINA DUBLON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RONA A. FAIRHEAD  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RICHARD W. FISHER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ALBERTO IBARGUEN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: WILLIAM R. JOHNSON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: INDRA K. NOOYI  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID C. PAGE   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: ROBERT C. POHLAD  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: LLOYD G. TROTTER  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: DANIEL VASELLA  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: ALBERTO WEISSER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2015.

|    |   |      |         |
|----|---|------|---------|
| 3. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.      | Mgmt | For     |
| 4. | ESTABLISH BOARD COMMITTEE ON SUSTAINABILITY.                    | Shr  | Against |
| 5. | POLICY REGARDING LIMIT ON ACCELERATED VESTING OF EQUITY AWARDS. | Shr  | For     |
| 6. | REPORT ON MINIMIZING IMPACTS OF NEONICS.                        | Shr  | Against |

-----  
PERRIGO COMPANY PLC

Agen

Security: G97822103  
Meeting Type: Annual  
Meeting Date: 04-Nov-2014  
Ticker: PRGO  
ISIN: IE00BGH1M568

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LAURIE BRLAS   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GARY M. COHEN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JACQUALYN A. FOUSE   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID T. GIBBONS   | Mgmt          | Against       |
| 1E.    | ELECTION OF DIRECTOR: RAN GOTTFRIED  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ELLEN R. HOFFING   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL J. JANDERNOA   | Mgmt          | Against       |
| 1H.    | ELECTION OF DIRECTOR: GARY K. KUNKLE, JR.  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: HERMAN MORRIS, JR.   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DONAL O'CONNOR   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JOSEPH C. PAPA   | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR FISCAL YEAR 2015   | Mgmt          | For           |
| 3.     | AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 4.     | AUTHORIZE PERRIGO COMPANY PLC AND/OR ANY SUBSIDIARY OF PERRIGO COMPANY PLC TO MAKE MARKET PURCHASES OF PERRIGO COMPANY PLC'S ORDINARY SHARES | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

- |    |   |      |     |
|----|---|------|-----|
| 5. | DETERMINE THE REISSUE PRICE RANGE FOR PERRIGO COMPANY PLC TREASURY SHARES                                     | Mgmt | For |
| 6. | APPROVE THE CREATION OF DISTRIBUTABLE RESERVES BY REDUCING SOME OR ALL OF PERRIGO COMPANY PLC'S SHARE PREMIUM | Mgmt | For |

-----  
 QUALCOMM INCORPORATED

Agen

Security: 747525103  
 Meeting Type: Annual  
 Meeting Date: 09-Mar-2015  
 Ticker: QCOM  
 ISIN: US7475251036

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: BARBARA T. ALEXANDER   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SUSAN HOCKFIELD  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS W. HORTON   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PAUL E. JACOBS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SHERRY LANSING   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: HARISH MANWANI   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DUANE A. NELLES  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: CLARK T. RANDT, JR.  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: FRANCISCO ROS  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN   | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: BRENT SCOWCROFT  | Mgmt          | For           |
| 1O.    | ELECTION OF DIRECTOR: MARC I. STERN  | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 27, 2015. | Mgmt          | For           |
| 3.     | TO APPROVE AN AMENDMENT TO THE 2001 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

THE SHARE RESERVE BY 25,000,000 SHARES.

|    |  |      |         |
|----|--|------|---------|
| 4. | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION. | Mgmt | Against |
|----|--|------|---------|

---

RANGE RESOURCES CORPORATION

Agen

Security: 75281A109  
 Meeting Type: Annual  
 Meeting Date: 19-May-2015  
 Ticker: RRC  
 ISIN: US75281A1097

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ANTHONY V. DUB  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: V. RICHARD EALES  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALLEN FINKELSON   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES M. FUNK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CHRISTOPHER A. HELMS  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JONATHAN S. LINKER  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARY RALPH LOWE   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: KEVIN S. MCCARTHY   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN H. PINKERTON   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JEFFREY L. VENTURA  | Mgmt          | For           |
| 2.     | A PROPOSAL TO APPROVE THE COMPENSATION PHILOSOPHY, POLICIES AND PROCEDURES DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS.                           | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AS OF AND FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015. | Mgmt          | For           |
| 4.     | STOCKHOLDER PROPOSAL - REQUESTING ADOPTION OF A PROXY ACCESS BYLAW.   | Shr           | For           |

---

RESTORATION HARDWARE HOLDINGS, INC.

Agen

Security: 761283100  
 Meeting Type: Annual

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Date: 24-Jun-2015  
 Ticker: RH  
 ISIN: US7612831005

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>GARY FRIEDMAN<br>CARLOS ALBERINI<br>J. MICHAEL CHU  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt                 | Against           |
| 3.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED ACCOUNTING FIRM FOR THE 2015 FISCAL YEAR. | Mgmt                 | For               |

SALESFORCE.COM, INC.

Agen

Security: 79466L302  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2015  
 Ticker: CRM  
 ISIN: US79466L3024

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARC R. BENIOFF  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KEITH G. BLOCK   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CRAIG A. CONWAY  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALAN G. HASSENFELD   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: COLIN L. POWELL  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: SANFORD R. ROBERTSON   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOHN V. ROOS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LAWRENCE J. TOMLINSON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ROBIN L. WASHINGTON  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MAYNARD G. WEBB  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: SUSAN D. WOJCICKI  | Mgmt          | For           |
| 2.     | APPROVAL OF AN AMENDMENT TO INCREASE THE SHARES AVAILABLE FOR GRANT UNDER THE COMPANY'S 2013 EQUITY INCENTIVE PLAN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |   |      |         |
|----|---|------|---------|
| 3. | APPROVAL OF AN AMENDMENT TO INCREASE THE SHARES AVAILABLE FOR PURCHASE UNDER THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN | Mgmt | For     |
| 4. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS  | Mgmt | For     |
| 5. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt | Against |

-----  
 SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

-----  
 Security: 806857108  
 Meeting Type: Annual  
 Meeting Date: 08-Apr-2015  
 Ticker: SLB  
 ISIN: AN8068571086  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PETER L.S. CURRIE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: K. VAMAN KAMATH   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: V. MAUREEN KEMPSTON DARKES  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PAAL KIBSGAARD  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL E. MARKS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: INDRA K. NOOYI  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LUBNA S. OLAYAN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LEO RAFAEL REIF   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: TORE I. SANDVOLD  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: HENRI SEYDOUX   | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | TO APPROVE THE COMPANY'S 2014 FINANCIAL STATEMENTS AND THE BOARD'S 2014 DECLARATIONS OF DIVIDENDS.                                | Mgmt          | For           |
| 4.     | TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015. | Mgmt          | For           |

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

SIGNET JEWELERS LIMITED

Agen

Security: G81276100  
 Meeting Type: Annual  
 Meeting Date: 12-Jun-2015  
 Ticker: SIG  
 ISIN: BMG812761002

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: H. TODD STITZER   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: VIRGINIA DROSOS   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: DALE HILPERT  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MARK LIGHT  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: HELEN MCCLUSKEY   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MARIANNE MILLER PARRS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS PLASKETT   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT STACK  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: EUGENIA ULASEWICZ   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RUSSELL WALLS   | Mgmt          | For           |
| 2.     | APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR OF THE COMPANY.  | Mgmt          | For           |
| 3.     | APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT (THE "SAY-ON-PAY" VOTE). | Mgmt          | For           |

SPIRIT AEROSYSTEMS HOLDINGS INC

Agen

Security: 848574109  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2015  
 Ticker: SPR  
 ISIN: US8485741099

| Prop.# | Proposal                     | Proposal Type | Proposal Vote |
|--------|------------------------------|---------------|---------------|
| 1.     | DIRECTOR CHARLES L. CHADWELL | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|   |      |     |
|---|------|-----|
| PAUL FULCHINO   | Mgmt | For |
| RICHARD GEPHARDT  | Mgmt | For |
| ROBERT JOHNSON  | Mgmt | For |
| RONALD KADISH   | Mgmt | For |
| CHRISTOPHER E. KUBASIK  | Mgmt | For |
| LARRY A. LAWSON   | Mgmt | For |
| JOHN L. PLUEGER   | Mgmt | For |
| FRANCIS RABORN  | Mgmt | For |
|   |      |     |
| 2. RATIFY THE SELECTION OF ERNST & YOUNG, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
|   |      |     |
| 3. APPROVE THE FOURTH AMENDED AND RESTATED BYLAWS.  | Mgmt | For |

---

SPROUTS FARMERS MARKET, INC. Agen

Security: 85208M102  
 Meeting Type: Annual  
 Meeting Date: 01-May-2015  
 Ticker: SFM  
 ISIN: US85208M1027

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | DIRECTOR<br>JOSEPH FORTUNATO<br>LAWRENCE P. MOLLOY  | Mgmt<br>Mgmt  | For<br>For    |
| 2      | TO VOTE ON A NON-BINDING ADVISORY RESOLUTION TO APPROVE THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS FOR FISCAL 2014 ("SAY-ON-PAY").                                     | Mgmt          | For           |
| 3      | TO APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER OUR 2013 INCENTIVE PLAN FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.                                 | Mgmt          | Against       |
| 4      | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS OUR INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING JANUARY 3, 2016. | Mgmt          | For           |

---

STARBUCKS CORPORATION Agen

Security: 855244109  
 Meeting Type: Annual  
 Meeting Date: 18-Mar-2015  
 Ticker: SBUX



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN: US8552441094

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HOWARD SCHULTZ   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM W. BRADLEY   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT M. GATES  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MELLODY HOBSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KEVIN R. JOHNSON   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: OLDEN LEE  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOSHUA COOPER RAMO   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES G. SHENNAN, JR.  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CLARA SHIH   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JAVIER G. TERUEL   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MYRON E. ULLMAN, III   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: CRAIG E. WEATHERUP   | Mgmt          | For           |
| 2.     | ADVISORY RESOLUTION TO APPROVE OUR EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2015. | Mgmt          | For           |
| 4.     | ESTABLISH A BOARD COMMITTEE ON SUSTAINABILITY.   | Shr           | Against       |
| 5.     | REQUIRE AN INDEPENDENT BOARD CHAIRMAN.   | Shr           | For           |

### STRYKER CORPORATION

Agen

Security: 863667101  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2015  
 Ticker: SYK  
 ISIN: US8636671013

| Prop.# | Proposal                                      | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HOWARD E. COX, JR.      | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: SRIKANT M. DATAR, PH.D. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1C. | ELECTION OF DIRECTOR: ROCH DOLIVEUX, DVM   | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: LOUISE L. FRANCESCONI  | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ALLAN C. GOLSTON   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: KEVIN A. LOBO  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WILLIAM U. PARFET  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ANDREW K. SILVERNAIL   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RONDA E. STRYKER   | Mgmt | For |
| 2.  | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015. | Mgmt | For |
| 3.  | APPROVAL, IN AN ADVISORY VOTE, OF THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.                      | Mgmt | For |

-----  
 TABLEAU SOFTWARE, INC.

Agen

Security: 87336U105  
 Meeting Type: Annual  
 Meeting Date: 11-May-2015  
 Ticker: DATA  
 ISIN: US87336U1051

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>FOREST BASKETT<br>BILLY BOSWORTH<br>PATRICK HANRAHAN   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT.  | Mgmt                 | For               |
| 3.     | TO INDICATE, ON AN ADVISORY BASIS, THE PREFERRED FREQUENCY OF STOCKHOLDER ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt                 | 1 Year            |
| 4.     | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2015. | Mgmt                 | For               |

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 THE BOEING COMPANY

Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2015  
 Ticker: BA  
 ISIN: US0970231058  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.                                     | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN                                      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.                                | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: EDWARD M. LIDDY  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.                                     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SUSAN C. SCHWAB  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RONALD A. WILLIAMS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI   | Mgmt          | For           |
| 2.     | APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.             | Mgmt          | For           |
| 3.     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2015. | Mgmt          | For           |
| 4.     | AMEND EXISTING CLAWBACK POLICY.  | Shr           | For           |
| 5.     | INDEPENDENT BOARD CHAIRMAN.  | Shr           | Against       |
| 6.     | RIGHT TO ACT BY WRITTEN CONSENT.   | Shr           | For           |
| 7.     | FURTHER REPORT ON LOBBYING ACTIVITIES.   | Shr           | Against       |

-----  
 THE CHARLES SCHWAB CORPORATION

Agen

Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 13-May-2015  
 Ticker: SCHW  
 -----

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN: US8085131055

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: NANCY H. BECHTLE                             | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WALTER W. BETTINGER II                       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: C. PRESTON BUTCHER                           | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CHRISTOPHER V. DODDS                         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MARK A. GOLDFARB                             | Mgmt          | For           |
| 2.     | RATIFICATION OF INDEPENDENT AUDITORS                               | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION          | Mgmt          | For           |
| 4.     | APPROVAL OF CORPORATE EXECUTIVE BONUS PLAN                         | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL ON POLITICAL CONTRIBUTIONS                    | Shr           | Against       |
| 6.     | STOCKHOLDER PROPOSAL ON LOBBYING PAYMENTS                          | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL ON ANNUAL DISCLOSURE OF EEO-1 DATA            | Shr           | Against       |
| 8.     | STOCKHOLDER PROPOSAL ON ACCELERATED VESTING UPON CHANGE IN CONTROL | Shr           | For           |
| 9.     | STOCKHOLDER PROPOSAL ON VOTE TABULATION                            | Shr           | Against       |

THE COOPER COMPANIES, INC.

Agen

Security: 216648402  
 Meeting Type: Annual  
 Meeting Date: 16-Mar-2015  
 Ticker: COO  
 ISIN: US2166484020

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A. THOMAS BENDER     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHAEL H. KALKSTEIN | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JODY S. LINDELL      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GARY S. PETERSMEYER  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: STEVEN ROSENBERG     | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1F. | ELECTION OF DIRECTOR: ALLAN E. RUBENSTEIN,<br>M.D.   | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ROBERT S. WEISS  | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: STANLEY ZINBERG, M.D.  | Mgmt | For |
| 2.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP<br>AS THE INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR THE COOPER COMPANIES,<br>INC. FOR THE FISCAL YEAR ENDING OCTOBER 31,<br>2015. | Mgmt | For |
| 3.  | AN ADVISORY VOTE ON THE COMPENSATION OF OUR<br>NAMED EXECUTIVE OFFICERS AS PRESENTED IN<br>THE PROXY STATEMENT.  | Mgmt | For |

-----  
 THE HAIN CELESTIAL GROUP, INC.

Agen

-----  
 Security: 405217100  
 Meeting Type: Annual  
 Meeting Date: 20-Nov-2014  
 Ticker: HAIN  
 ISIN: US4052171000  
 -----

| Prop.# | Proposal  | Proposal<br>Type   | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>IRWIN D. SIMON<br>RICHARD C. BERKE<br>JACK FUTTERMAN<br>ANDREW R. HEYER<br>ROGER MELTZER<br>SCOTT M. O'NEIL<br>ADRIANNE SHAPIRA<br>LAWRENCE S. ZILAVY                 | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>Withheld<br>For<br>For<br>Withheld<br>For<br>For |
| 2.     | TO APPROVE AN AMENDMENT OF THE AMENDED AND<br>RESTATED BY-LAWS OF THE HAIN CELESTIAL<br>GROUP, INC.   | Mgmt   | For   |
| 3.     | TO APPROVE AN AMENDMENT OF THE AMENDED AND<br>RESTATED CERTIFICATE OF INCORPORATION OF<br>THE HAIN CELESTIAL GROUP, INC.  | Mgmt   | For   |
| 4.     | TO APPROVE THE 2015-2019 EXECUTIVE<br>INCENTIVE PLAN.   | Mgmt   | For   |
| 5.     | TO APPROVE, ON AN ADVISORY BASIS, THE<br>COMPENSATION AWARDED TO THE NAMED EXECUTIVE<br>OFFICERS FOR THE FISCAL YEAR ENDED JUNE 30,<br>2014, AS SET FORTH IN THE PROXY STATEMENT. | Mgmt   | Against   |
| 6.     | TO APPROVE THE AMENDED AND RESTATED 2002<br>LONG TERM INCENTIVE AND STOCK AWARD PLAN.   | Mgmt   | For   |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|    |  |      |     |
|----|--|------|-----|
| 7. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S REGISTERED INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING JUNE 30, 2015. | Mgmt | For |
|----|--|------|-----|

-----

THE HERSHEY COMPANY

-----

Agen

Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2015  
 Ticker: HSY  
 ISIN: US4278661081

-----

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>P.M. ARWAY<br>J.P. BILBREY<br>R.F. CAVANAUGH<br>C.A. DAVIS<br>M.K. HABEN<br>R.M. MALCOLM<br>J.M. MEAD<br>J.E. NEVELS<br>A.J. PALMER<br>T.J. RIDGE<br>D.L. SHEDLARZ | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2015.   | Mgmt   | For  |
| 3.     | APPROVE NAMED EXECUTIVE OFFICER COMPENSATION ON A NON-BINDING ADVISORY BASIS.  | Mgmt   | For  |

-----

THE HOME DEPOT, INC.

-----

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 21-May-2015  
 Ticker: HD  
 ISIN: US4370761029

-----

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ARI BOUSBIB          | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1C. | ELECTION OF DIRECTOR: J. FRANK BROWN                                | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: ALBERT P. CAREY                               | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: ARMANDO CODINA                                | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: HELENA B. FOULKES                             | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: WAYNE M. HEWETT                               | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: KAREN L. KATEN                                | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: CRAIG A. MENEAR                               | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: MARK VADON                                    | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP                         | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION                  | Mgmt | For     |
| 4.  | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT<br>CHAIRMAN OF THE BOARD | Shr  | Against |
| 5.  | SHAREHOLDER PROPOSAL REGARDING SPECIAL<br>SHAREHOLDER MEETINGS      | Shr  | For     |

-----  
 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

-----  
 Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2015  
 Ticker: PNC  
 ISIN: US6934751057  
 -----

| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLES E. BUNCH             | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: PAUL W. CHELLGREN            | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: MARJORIE RODGERS<br>CHESHIRE | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK           | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN          | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: KAY COLES JAMES              | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: RICHARD B. KELSON            | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: ANTHONY A. MASSARO           | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: JANE G. PEPPER               | Mgmt             | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1J. | ELECTION OF DIRECTOR: DONALD J. SHEPARD  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LORENE K. STEFFES  | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DENNIS F. STRIGL   | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: THOMAS J. USHER  | Mgmt | For |
| 2.  | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For |

-----  
 THE PRICELINE GROUP INC.

Agen

-----  
 Security: 741503403  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2015  
 Ticker: PCLN  
 ISIN: US7415034039  
 -----

| Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>TIMOTHY M. ARMSTRONG<br>HOWARD W. BARKER, JR.<br>JEFFERY H. BOYD<br>JAN L. DOCTER<br>JEFFREY E. EPSTEIN<br>JAMES M. GUYETTE<br>DARREN R. HUSTON<br>CHARLES H. NOSKI<br>NANCY B. PERETSMAN<br>THOMAS E. ROTHMAN<br>CRAIG W. RYDIN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.   | Mgmt   | For  |
| 3.     | TO APPROVE ON AN ADVISORY BASIS THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS.  | Mgmt   | For  |
| 4.     | TO CONSIDER AND VOTE UPON A NON-BINDING STOCKHOLDER PROPOSAL CONCERNING STOCKHOLDER ACTION BY WRITTEN CONSENT.   | Shr  | For  |
| 5.     | TO CONSIDER AND VOTE UPON A NON-BINDING STOCKHOLDER PROPOSAL CONCERNING PROXY ACCESS.  | Shr  | For  |



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 THE TJX COMPANIES, INC.

Agen

Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2015  
 Ticker: TJX  
 ISIN: US8725401090  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ZEIN ABDALLA  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOSE B. ALVAREZ   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALAN M. BENNETT   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID T. CHING  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL F. HINES  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: AMY B. LANE   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: CAROL MEYROWITZ   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN F. O'BRIEN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLOW B. SHIRE   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: WILLIAM H. SWANSON  | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2016. | Mgmt          | For           |
| 3.     | SAY ON PAY: ADVISORY APPROVAL OF TJX'S EXECUTIVE COMPENSATION.                                | Mgmt          | For           |

-----  
 THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 12-Mar-2015  
 Ticker: DIS  
 ISIN: US2546871060  
 -----

| Prop.# | Proposal                              | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SUSAN E. ARNOLD | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN S. CHEN    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |  |      |     |
|-----|--|------|-----|
| 1C. | ELECTION OF DIRECTOR: JACK DORSEY  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT A. IGER   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: FRED H. LANGHAMMER   | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: AYLWIN B. LEWIS  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MONICA C. LOZANO   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: SHERYL K. SANDBERG   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ORIN C. SMITH  | Mgmt | For |
| 2.  | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>REGISTERED PUBLIC ACCOUNTANTS FOR 2015. | Mgmt | For |
| 3.  | TO APPROVE THE ADVISORY RESOLUTION ON<br>EXECUTIVE COMPENSATION.   | Mgmt | For |
| 4.  | TO APPROVE THE SHAREHOLDER PROPOSAL<br>RELATING TO INDEPENDENT BOARD CHAIRMAN.   | Shr  | For |
| 5.  | TO APPROVE THE SHAREHOLDER PROPOSAL<br>RELATING TO ACCELERATION OF EXECUTIVE PAY.                                      | Shr  | For |

---

THE WHITEWAVE FOODS COMPANY

Agen

Security: 966244105  
Meeting Type: Annual  
Meeting Date: 14-May-2015  
Ticker: WWAV  
ISIN: US9662441057

---

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: MARY E. MINNICK   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: DOREEN A. WRIGHT  | Mgmt          | For           |
| 2.     | PROPOSAL TO APPROVE THE AMENDMENT AND<br>RESTATEMENT OF THE WHITEWAVE FOODS COMPANY<br>2012 STOCK INCENTIVE PLAN. | Mgmt          | For           |
| 3.     | PROPOSAL TO RATIFY THE APPOINTMENT OF<br>DELOITTE & TOUCHE LLP AS OUR INDEPENDENT<br>AUDITOR FOR 2015.            | Mgmt          | For           |

---

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

TRW AUTOMOTIVE HOLDINGS CORP.

Agen

Security: 87264S106  
 Meeting Type: Special  
 Meeting Date: 19-Nov-2014  
 Ticker: TRW  
 ISIN: US87264S1069

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2014, AS IT MAY BE AMENDED FROM TIME TO TIME, AMONG TRW AUTOMOTIVE HOLDINGS CORP., ZF FRIEDRICHSHAFEN AG AND MSNA, INC.  | Mgmt          | For           |
| 2.     | TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT WILL OR MAY BE PAID BY TRW AUTOMOTIVE HOLDINGS CORP. TO ITS NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER.                           | Mgmt          | Against       |
| 3.     | TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING OF STOCKHOLDERS OF TRW AUTOMOTIVE HOLDINGS CORP., FROM TIME TO TIME, IF NECESSARY OR APPROPRIATE, FOR THE PURPOSE OF SOLICITING ADDITIONAL VOTES FOR THE ADOPTION OF THE MERGER AGREEMENT. | Mgmt          | For           |

TWITTER, INC.

Agen

Security: 90184L102  
 Meeting Type: Annual  
 Meeting Date: 03-Jun-2015  
 Ticker: TWTR  
 ISIN: US90184L1026

| Prop.# | Proposal   | Proposal Type | Proposal Vote   |
|--------|--|---------------|-----------------|
| 1.     | DIRECTOR<br>DAVID ROSENBLATT<br>EVAN WILLIAMS  | Mgmt<br>Mgmt  | Withheld<br>For |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                                  | Mgmt          | 1 Year          |
| 3.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015. | Mgmt          | For             |

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

UNION PACIFIC CORPORATION

Agen

Security: 907818108  
 Meeting Type: Annual  
 Meeting Date: 14-May-2015  
 Ticker: UNP  
 ISIN: US9078181081

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: A.H. CARD, JR.   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: E.B. DAVIS, JR.  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: D.B. DILLON  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: L.M. FRITZ   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: J.R. HOPE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: J.J. KORALESKI   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: C.C. KRULAK  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: M.R. MCCARTHY  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: M.W. MCCONNELL   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: T.F. MCLARTY III   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: S.R. ROGEL   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: J.H. VILLARREAL  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.         | Mgmt          | For           |
| 3.     | AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY").   | Mgmt          | For           |
| 4.     | SHAREHOLDER PROPOSAL REGARDING EXECUTIVES TO RETAIN SIGNIFICANT STOCK IF PROPERLY PRESENTED AT THE ANNUAL MEETING. | Shr           | For           |
| 5.     | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN IF PROPERLY PRESENTED AT THE ANNUAL MEETING.                   | Shr           | For           |

VERTEX PHARMACEUTICALS INCORPORATED

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 92532F100  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2015  
 Ticker: VRTX  
 ISIN: US92532F1003

| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>JEFFREY M. LEIDEN<br>BRUCE I. SACHS<br>SANGEETA N. BHATIA  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | AMENDMENT TO OUR ARTICLES OF ORGANIZATION THAT INCREASES THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE FROM 300 MILLION TO 500 MILLION.   | Mgmt                 | For               |
| 3.     | AMENDMENT AND RESTATEMENT OF OUR 2013 STOCK AND OPTION PLAN THAT, AMONG OTHER THINGS, INCREASES THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 7.8 MILLION SHARES. | Mgmt                 | For               |
| 4.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2015.                                   | Mgmt                 | For               |
| 5.     | ADVISORY VOTE ON OUR NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt                 | Against           |
| 6.     | SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REGARDING A PROXY ACCESS BY-LAW.   | Shr                  | For               |
| 7.     | SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING A REPORT ON SPECIALTY DRUG PRICES.  | Shr                  | Against           |

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 28-Jan-2015  
 Ticker: V  
 ISIN: US92826C8394

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARY B. CRANSTON                    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |   |      |     |
|-----|---|------|-----|
| 1C. | ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.  | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT   | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: CATHY E. MINEHAN  | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON  | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DAVID J. PANG   | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CHARLES W. SCHARF   | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOHN A.C. SWAINSON  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.  | Mgmt | For |
| 2.  | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO FACILITATE STOCK SPLITS.   | Mgmt | For |
| 3.  | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt | For |
| 4.  | APPROVAL OF THE VISA INC. EMPLOYEE STOCK PURCHASE PLAN.   | Mgmt | For |
| 5A. | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: EXITING OUR CORE PAYMENT BUSINESS                                 | Mgmt | For |
| 5B. | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: FUTURE AMENDMENTS TO SECTIONS OF THE CERTIFICATE OF INCORPORATION | Mgmt | For |
| 5C. | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: APPROVAL OF EXCEPTIONS TO TRANSFER RESTRICTIONS                   | Mgmt | For |
| 5D. | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: REMOVAL OF DIRECTORS FROM OFFICE                                  | Mgmt | For |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

- |     |   |      |     |
|-----|---|------|-----|
| 5E. | APPROVAL OF AMENDMENTS TO THE FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND THE AMENDED AND RESTATED BY-LAWS TO REMOVE ALL SUPERMAJORITY VOTE REQUIREMENTS AND REPLACE THEM WITH MAJORITY VOTE REQUIREMENTS FOR THE ACTION: FUTURE AMENDMENTS TO THE ADVANCE NOTICE PROVISIONS IN THE BY-LAWS | Mgmt | For |
| 6.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2015   | Mgmt | For |

---

VMWARE, INC. Agen

Security: 928563402  
 Meeting Type: Annual  
 Meeting Date: 27-May-2015  
 Ticker: VMW  
 ISIN: US9285634021

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF VMWARE'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN VMWARE'S PROXY STATEMENT.  | Mgmt          | For           |
| 3.     | TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF VMWARE'S BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS VMWARE'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015. | Mgmt          | For           |
| 4.     | TO APPROVE AN AMENDMENT TO THE AMENDED AND RESTATED 2007 EQUITY AND INCENTIVE PLAN.  | Mgmt          | For           |

---

W.W. GRAINGER, INC. Agen

Security: 384802104  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2015  
 Ticker: GWW  
 ISIN: US3848021040

- | Prop.# | Proposal                     | Proposal Type | Proposal Vote |
|--------|------------------------------|---------------|---------------|
| 1.     | DIRECTOR<br>RODNEY C. ADKINS | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|   |   |      |     |
|---|---|------|-----|
|   | BRIAN P. ANDERSON   | Mgmt | For |
|   | V. ANN HAILEY   | Mgmt | For |
|   | WILLIAM K. HALL   | Mgmt | For |
|   | STUART L. LEVENICK  | Mgmt | For |
|   | NEIL S. NOVICH  | Mgmt | For |
|   | MICHAEL J. ROBERTS  | Mgmt | For |
|   | GARY L. ROGERS  | Mgmt | For |
|   | JAMES T. RYAN   | Mgmt | For |
|   | E. SCOTT SANTI  | Mgmt | For |
|   | JAMES D. SLAVIK   | Mgmt | For |
| 2 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR THE YEAR ENDING DECEMBER 31, 2015. | Mgmt | For |
| 3 | SAY ON PAY: ADVISORY PROPOSAL TO APPROVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.                      | Mgmt | For |
| 4 | PROPOSAL TO APPROVE THE W.W. GRAINGER, INC. 2015 INCENTIVE PLAN.  | Mgmt | For |

---

WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2015  
 Ticker: WFC  
 ISIN: US9497461015

---

| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: JOHN D. BAKER II       | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: ELAINE L. CHAO         | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: JOHN S. CHEN           | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: LLOYD H. DEAN          | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: ELIZABETH A. DUKE      | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: SUSAN E. ENGEL         | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR. | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: DONALD M. JAMES        | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN    | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: FEDERICO F. PENA       | Mgmt          | For           |
| 1K)    | ELECTION OF DIRECTOR: JAMES H. QUIGLEY       | Mgmt          | For           |
| 1L)    | ELECTION OF DIRECTOR: JUDITH M. RUNSTAD      | Mgmt          | For           |



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1M) | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt | For     |
| 1N) | ELECTION OF DIRECTOR: JOHN G. STUMPF  | Mgmt | For     |
| 1O) | ELECTION OF DIRECTOR: SUSAN G. SWENSON  | Mgmt | For     |
| 1P) | ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT  | Mgmt | For     |
| 2.  | VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 3.  | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015. | Mgmt | For     |
| 4.  | ADOPT A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.  | Shr  | Against |
| 5.  | PROVIDE A REPORT ON THE COMPANY'S LOBBYING POLICIES AND PRACTICES.  | Shr  | Against |

\* 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 Enhanced Equity Income Fund II |
| By (Signature) | /s/ Michael A. Allison                     |
| Name           | Michael A. Allison                         |
| Title          | President                                  |
| Date           | 08/07/2015                                 |