

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

JOHN HANCOCK PREMIUM DIVIDEND FUND
Form N-PX
August 24, 2018

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: 811-05908
NAME OF REGISTRANT: John Hancock Premium Dividend
Fund
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 601 Congress Street
Boston, MA 02210
NAME AND ADDRESS OF AGENT FOR SERVICE: Charles Rizzo
601 Congress Street
Boston, MA 02210
REGISTRANT'S TELEPHONE NUMBER: 617-663-3000
DATE OF FISCAL YEAR END: 10/31
DATE OF REPORTING PERIOD: 07/01/2017 - 06/30/2018

2X23 John Hancock Funds Premium Dividend

AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101
Meeting Type: Annual
Meeting Date: 24-Apr-2018
Ticker: AEP
ISIN: US0255371017

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1a. | Election of Director: Nicholas K. Akins | Mgmt | For |
| 1b. | Election of Director: David J. Anderson | Mgmt | For |
| 1c. | Election of Director: J. Barnie Beasley, Jr. | Mgmt | For |
| 1d. | Election of Director: Ralph D. Crosby, Jr. | Mgmt | For |
| 1e. | Election of Director: Linda A. Goodspeed | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|-----|--|------|-----|
| 1f. | Election of Director: Thomas E. Hoaglin | Mgmt | For |
| 1g. | Election of Director: Sandra Beach Lin | Mgmt | For |
| 1h. | Election of Director: Richard C. Notebaert | Mgmt | For |
| 1i. | Election of Director: Lionel L. Nowell III | Mgmt | For |
| 1j. | Election of Director: Stephen S. Rasmussen | Mgmt | For |
| 1k. | Election of Director: Oliver G. Richard III | Mgmt | For |
| 1l. | Election of Director: Sara Martinez Tucker | Mgmt | For |
| 2. | Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. | Mgmt | For |
| 3. | Advisory approval of the Company's executive compensation. | Mgmt | For |

 AT&T INC.

Agen

Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 27-Apr-2018
 Ticker: T
 ISIN: US00206R1023

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | Election of Director: Randall L. Stephenson | Mgmt | For |
| 1B. | Election of Director: Samuel A. Di Piazza, Jr. | Mgmt | For |
| 1C. | Election of Director: Richard W. Fisher | Mgmt | For |
| 1D. | Election of Director: Scott T. Ford | Mgmt | For |
| 1E. | Election of Director: Glenn H. Hutchins | Mgmt | For |
| 1F. | Election of Director: William E. Kennard | Mgmt | For |
| 1G. | Election of Director: Michael B. McCallister | Mgmt | For |
| 1H. | Election of Director: Beth E. Mooney | Mgmt | For |
| 1I. | Election of Director: Joyce M. Roche | Mgmt | For |
| 1J. | Election of Director: Matthew K. Rose | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|-----|--|------|-----|
| 1K. | Election of Director: Cynthia B. Taylor | Mgmt | For |
| 1L. | Election of Director: Laura D'Andrea Tyson | Mgmt | For |
| 1M. | Election of Director: Geoffrey Y. Yang | Mgmt | For |
| 2. | Ratification of appointment of independent auditors. | Mgmt | For |
| 3. | Advisory approval of executive compensation. | Mgmt | For |
| 4. | Approve Stock Purchase and Deferral Plan. | Mgmt | For |
| 5. | Approve 2018 Incentive Plan. | Mgmt | For |
| 6. | Prepare lobbying report. | Shr | For |
| 7. | Modify proxy access requirements. | Shr | For |
| 8. | Independent Chair. | Shr | For |
| 9. | Reduce vote required for written consent. | Shr | For |

BANK OF AMERICA CORPORATION

Agen

Security: 060505617
Meeting Type: Annual
Meeting Date: 25-Apr-2018
Ticker: BMLPRI
ISIN: US0605056177

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | Election of Director: Sharon L. Allen | Mgmt | For |
| 1B. | Election of Director: Susan S. Bies | Mgmt | For |
| 1C. | Election of Director: Jack O. Bovender, Jr. | Mgmt | For |
| 1D. | Election of Director: Frank P. Bramble, Sr. | Mgmt | For |
| 1E. | Election of Director: Pierre J. P. de Weck | Mgmt | For |
| 1F. | Election of Director: Arnold W. Donald | Mgmt | For |
| 1G. | Election of Director: Linda P. Hudson | Mgmt | For |
| 1H. | Election of Director: Monica C. Lozano | Mgmt | For |
| 1I. | Election of Director: Thomas J. May | Mgmt | For |
| 1J. | Election of Director: Brian T. Moynihan | Mgmt | For |
| 1K. | Election of Director: Lionel L. Nowell, III | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|-----|---|------|-----|
| 1L. | Election of Director: Michael D. White | Mgmt | For |
| 1M. | Election of Director: Thomas D. Woods | Mgmt | For |
| 1N. | Election of Director: R. David Yost | Mgmt | For |
| 10. | Election of Director: Maria T. Zuber | Mgmt | For |
| 2. | Approving Our Executive Compensation (an Advisory, Non-binding "Say on Pay" Resolution) | Mgmt | For |
| 3. | Ratifying the Appointment of Our Independent Registered Public Accounting Firm for 2018 | Mgmt | For |
| 4. | Stockholder Proposal - Independent Board Chairman | Shr | For |

 BLACK HILLS CORPORATION

 Agen

Security: 092113109
 Meeting Type: Annual
 Meeting Date: 24-Apr-2018
 Ticker: BKH
 ISIN: US0921131092

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR Michael H. Madison Linda K. Massman Steven R. Mills | Mgmt Mgmt Mgmt | For For For |
| 2. | Ratification of the appointment of Deloitte & Touche LLP to serve as Black Hills Corporation's independent registered public accounting firm for 2018. | Mgmt | For |
| 3. | Advisory resolution to approve executive compensation. | Mgmt | For |

 BP P.L.C.

 Agen

Security: 055622104
 Meeting Type: Annual
 Meeting Date: 21-May-2018
 Ticker: BP
 ISIN: US0556221044

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

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | Type | |
|-----|---|------|-----|
| 1. | To receive the annual report and accounts. | Mgmt | For |
| 2. | To approve the directors' remuneration report. | Mgmt | For |
| 3. | To re-elect Mr R W Dudley as a director. | Mgmt | For |
| 4. | To re-elect Mr B Gilvary as a director. | Mgmt | For |
| 5. | To re-elect Mr N S Andersen as a director. | Mgmt | For |
| 6. | To re-elect Mr A Boeckmann as a director. | Mgmt | For |
| 7. | To re-elect Admiral F L Bowman as a director. | Mgmt | For |
| 8. | To elect Dame Alison Carnwath as a director. | Mgmt | For |
| 9. | To re-elect Mr I E L Davis as a director. | Mgmt | For |
| 10. | To re-elect Professor Dame Ann Dowling as a director. | Mgmt | For |
| 11. | To re-elect Mrs M B Meyer as a director. | Mgmt | For |
| 12. | To re-elect Mr B R Nelson as a director. | Mgmt | For |
| 13. | To re-elect Mrs P R Reynolds as a director. | Mgmt | For |
| 14. | To re-elect Sir John Sawers as a director. | Mgmt | For |
| 15. | To re-elect Mr C-H Svanberg as a director. | Mgmt | For |
| 16. | To appoint Deloitte LLP as auditors and to authorize the directors to fix their remuneration. | Mgmt | For |
| 17. | To give limited authority to make political donations and incur political expenditure. | Mgmt | For |
| 18. | To give limited authority to allot shares up to a specified amount. | Mgmt | For |
| 19. | Special resolution: to give authority to allot a limited number of shares for cash free of pre-emption rights. | Mgmt | For |
| 20. | Special resolution: to give additional authority to allot a limited number of shares for cash free of pre-emption rights. | Mgmt | For |
| 21. | Special resolution: to give limited authority for the purchase of its own shares by the company. | Mgmt | For |
| 22. | Special resolution: to adopt new Articles of Association. | Mgmt | For |
| 23. | To approve the renewal of the Scrip | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

Dividend Programme.

| | | | |
|-----|---|------|-----|
| 24. | Special resolution: to authorize the calling of general meetings (excluding annual general meetings) by notice of at least 14 clear days. | Mgmt | For |
|-----|---|------|-----|

 CENTERPOINT ENERGY, INC.

Agen

Security: 15189T107
 Meeting Type: Annual
 Meeting Date: 26-Apr-2018
 Ticker: CNP
 ISIN: US15189T1079

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1a. | Election of Director: Leslie D. Biddle | Mgmt | For |
| 1b. | Election of Director: Milton Carroll | Mgmt | For |
| 1c. | Election of Director: Scott J. McLean | Mgmt | For |
| 1d. | Election of Director: Martin H. Nesbitt | Mgmt | For |
| 1e. | Election of Director: Theodore F. Pound | Mgmt | For |
| 1f. | Election of Director: Scott M. Prochazka | Mgmt | For |
| 1g. | Election of Director: Susan O. Rheney | Mgmt | For |
| 1h. | Election of Director: Phillip R. Smith | Mgmt | For |
| 1i. | Election of Director: John W. Somerhalder II | Mgmt | For |
| 1j. | Election of Director: Peter S. Wareing | Mgmt | For |
| 2. | Ratify the appointment of Deloitte & Touche LLP as independent auditors for 2018. | Mgmt | For |
| 3. | Approve the advisory resolution on executive compensation. | Mgmt | For |

 DOMINION ENERGY, INC.

Agen

Security: 25746U109
 Meeting Type: Annual
 Meeting Date: 09-May-2018
 Ticker: D
 ISIN: US25746U1097

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1a. | Election of Director: William P. Barr | Mgmt | For |
| 1b. | Election of Director: Helen E. Dragas | Mgmt | For |
| 1c. | Election of Director: James O. Ellis, Jr. | Mgmt | For |
| 1d. | Election of Director: Thomas F. Farrell, II | Mgmt | For |
| 1e. | Election of Director: John W. Harris | Mgmt | For |
| 1f. | Election of Director: Ronald W. Jibson | Mgmt | For |
| 1g. | Election of Director: Mark J. Kington | Mgmt | For |
| 1h. | Election of Director: Joseph M. Rigby | Mgmt | For |
| 1i. | Election of Director: Pamela J. Royal, M.D. | Mgmt | For |
| 1j. | Election of Director: Robert H. Spilman, Jr. | Mgmt | For |
| 1k. | Election of Director: Susan N. Story | Mgmt | For |
| 1l. | Election of Director: Michael E. Szymanczyk | Mgmt | For |
| 2. | Ratification of Appointment of Independent Auditor for 2018. | Mgmt | For |
| 3. | Advisory Vote on Approval of Executive Compensation [Say on Pay]. | Mgmt | For |
| 4. | Shareholder Proposal Regarding a Report on Methane Emissions. | Shr | For |
| 5. | Shareholder Proposal Regarding Shareholder Right to Act by Written Consent. | Shr | For |

DTE ENERGY COMPANY

Agen

Security: 233331107
Meeting Type: Annual
Meeting Date: 03-May-2018
Ticker: DTE
ISIN: US2333311072

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-------------------------|---------------|---------------|
| 1. | DIRECTOR | | |
| | Gerard M. Anderson | Mgmt | For |
| | David A. Brandon | Mgmt | For |
| | W. Frank Fountain, Jr. | Mgmt | For |
| | Charles G. McClure, Jr. | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|----|--|------|---------|
| | Gail J. McGovern | Mgmt | For |
| | Mark A. Murray | Mgmt | For |
| | James B. Nicholson | Mgmt | For |
| | Josue Robles, Jr. | Mgmt | For |
| | Ruth G. Shaw | Mgmt | For |
| | Robert C. Skaggs, Jr. | Mgmt | For |
| | David A. Thomas | Mgmt | For |
| | James H. Vandenberghe | Mgmt | For |
| 2. | Ratify the appointment of PricewaterhouseCoopers LLP as our independent auditors. | Mgmt | For |
| 3. | Provide a nonbinding vote to approve the Company's executive compensation. | Mgmt | For |
| 4. | Approve an Amendment and Restatement of the DTE Energy Company Long-Term Incentive Plan. | Mgmt | For |
| 5. | Vote on a shareholder proposal to commission an independent economic analysis of the potential cost impact to the company and shareholders of closing Fermi 2. | Shr | Against |
| 6. | Vote on a shareholder proposal to amend DTE bylaws to give holders in the aggregate of 10% of outstanding common stock the power to call a special shareowner meeting. | Shr | For |

 DUKE ENERGY CORPORATION

Agen

 Security: 26441C204
 Meeting Type: Annual
 Meeting Date: 03-May-2018
 Ticker: DUK
 ISIN: US26441C2044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|-------------------------|---------------|---------------|
| 1. | DIRECTOR | | |
| | Michael G. Browning | Mgmt | For |
| | Theodore F. Craver, Jr. | Mgmt | For |
| | Robert M. Davis | Mgmt | For |
| | Daniel R. DiMicco | Mgmt | For |
| | John H. Forsgren | Mgmt | For |
| | Lynn J. Good | Mgmt | For |
| | John T. Herron | Mgmt | For |
| | James B. Hyler, Jr. | Mgmt | For |
| | William E. Kennard | Mgmt | For |
| | E. Marie McKee | Mgmt | For |
| | Charles W. Moorman IV | Mgmt | For |
| | Carlos A. Saladrigas | Mgmt | For |
| | Thomas E. Skains | Mgmt | For |
| | William E. Webster, Jr. | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|----|--|------|-----|
| 2. | Ratification of Deloitte & Touche LLP as Duke Energy Corporation's independent registered public accounting firm for 2018 | Mgmt | For |
| 3. | Advisory vote to approve Duke Energy Corporation's named executive officer compensation | Mgmt | For |
| 4. | Amendment to the Amended and Restated Certificate of Incorporation of Duke Energy Corporation to eliminate supermajority voting requirements | Mgmt | For |
| 5. | Shareholder proposal regarding providing an annual report on Duke Energy's lobbying expenses | Shr | For |

ENBRIDGE INC.

Agen

Security: 29250N105
Meeting Type: Annual
Meeting Date: 09-May-2018
Ticker: ENB
ISIN: CA29250N1050

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1 | DIRECTOR PAMELA L. CARTER C. P. CAZALOT, JR. MARCEL R. COUTU GREGORY L. EBEL J. HERB ENGLAND CHARLES W. FISCHER V. M. KEMPSTON DARKES MICHAEL MCSHANE AL MONACO MICHAEL E.J. PHELPS DAN C. TUTCHER CATHERINE L. WILLIAMS | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 2 | APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS AT REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS. | Mgmt | For |
| 3 | ADVISORY VOTE TO APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4 | ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY VOTES. | Mgmt | 1 Year |

ENTERGY CORPORATION

Agen

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

 Security: 29364G103
 Meeting Type: Annual
 Meeting Date: 04-May-2018
 Ticker: ETR
 ISIN: US29364G1031

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1a. | Election of Director: J.R. Burbank | Mgmt | For |
| 1b. | Election of Director: P.J. Condon | Mgmt | For |
| 1c. | Election of Director: L.P. Denault | Mgmt | For |
| 1d. | Election of Director: K.H. Donald | Mgmt | For |
| 1e. | Election of Director: P.L. Frederickson | Mgmt | For |
| 1f. | Election of Director: A.M. Herman | Mgmt | For |
| 1g. | Election of Director: S.L. Levenick | Mgmt | For |
| 1h. | Election of Director: B.L. Lincoln | Mgmt | For |
| 1i. | Election of Director: K.A. Puckett | Mgmt | For |
| 2. | Advisory Vote to Approve Named Executive Officer Compensation. | Mgmt | For |
| 3. | Ratification of Appointment of Deloitte & Touche LLP as Independent Registered Public Accountants for 2018. | Mgmt | For |
| 4. | Shareholder Proposal Regarding Report on Distributed Renewable Generation Resources. | Shr | For |

 EVERSOURCE ENERGY

Agen

 Security: 30040W108
 Meeting Type: Annual
 Meeting Date: 02-May-2018
 Ticker: ES
 ISIN: US30040W1080

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | Election of Trustee: Cotton M. Cleveland | Mgmt | For |
| 1B | Election of Trustee: Sanford Cloud, Jr. | Mgmt | For |
| 1C | Election of Trustee: James S. DiStasio | Mgmt | For |
| 1D | Election of Trustee: Francis A. Doyle | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|----|--|------|-----|
| 1E | Election of Trustee: James J. Judge | Mgmt | For |
| 1F | Election of Trustee: John Y. Kim | Mgmt | For |
| 1G | Election of Trustee: Kenneth R. Leibler | Mgmt | For |
| 1H | Election of Trustee: William C. Van Faasen | Mgmt | For |
| 1I | Election of Trustee: Frederica M. Williams | Mgmt | For |
| 1J | Election of Trustee: Dennis R. Wraase | Mgmt | For |
| 2 | Consider an advisory proposal approving the compensation of our Named Executive Officers. | Mgmt | For |
| 3 | Approve the 2018 Eversource Energy Incentive Plan | Mgmt | For |
| 4 | Ratify the selection of Deloitte & Touche LLP as the independent registered public accounting firm for 2018. | Mgmt | For |

FIRSTENERGY CORP.

Agen

Security: 337932107
Meeting Type: Annual
Meeting Date: 15-May-2018
Ticker: FE
ISIN: US3379321074

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR Paul T. Addison Michael J. Anderson Steven J. Demetriou Julia L. Johnson Charles E. Jones Donald T. Misheff Thomas N. Mitchell James F. O'Neil III Christopher D. Pappas Sandra Pianalto Luis A. Reyes Dr. Jerry Sue Thornton | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 2. | Ratify the Appointment of the Independent Registered Public Accounting Firm | Mgmt | For |
| 3. | Approve, on an Advisory Basis, Named Executive Officer Compensation | Mgmt | For |
| 4. | Approve a Management Proposal to Amend the Company's Amended Articles of Incorporation | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

and Amended Code of Regulations to Replace Existing Supermajority Voting Requirements with a Majority Voting Power Threshold

| | | | |
|----|--|------|-----|
| 5. | Approve a Management Proposal to Amend the Company's Amended Articles of Incorporation and Amended Code of Regulations to Implement Majority Voting for Uncontested Director Elections | Mgmt | For |
| 6. | Approve a Management Proposal to Amend the Company's Amended Code of Regulations to Implement Proxy Access | Mgmt | For |
| 7. | Shareholder Proposal Requesting a Reduction in the Threshold to Call a Special Shareholder Meeting | Shr | For |

MACQUARIE INFRASTRUCTURE CORPORATION

Agen

Security: 55608B105
 Meeting Type: Annual
 Meeting Date: 16-May-2018
 Ticker: MIC
 ISIN: US55608B1052

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1a. | Election of Director: Norman H. Brown, Jr. | Mgmt | Against |
| 1b. | Election of Director: George W. Carmany, III | Mgmt | Against |
| 1c. | Election of Director: James Hooke | Mgmt | Against |
| 1d. | Election of Director: Ronald Kirk | Mgmt | For |
| 1e. | Election of Director: H.E. (Jack) Lentz | Mgmt | For |
| 1f. | Election of Director: Ouma Sananikone | Mgmt | For |
| 2. | The ratification of the selection of KPMG LLP as our independent auditor for the fiscal year ending December 31, 2018. | Mgmt | For |
| 3. | The approval, on an advisory basis, of executive compensation. | Mgmt | For |

NATIONAL GRID PLC

Agen

Security: 636274409
 Meeting Type: Annual

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

Meeting Date: 31-Jul-2017
 Ticker: NGG
 ISIN: US6362744095

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS | Mgmt | For |
| 2. | TO DECLARE A FINAL DIVIDEND | Mgmt | For |
| 3. | TO RE-ELECT SIR PETER GERSHON | Mgmt | For |
| 4. | TO RE-ELECT JOHN PETTIGREW | Mgmt | For |
| 5. | TO RE-ELECT ANDREW BONFIELD | Mgmt | For |
| 6. | TO RE-ELECT DEAN SEEVERS | Mgmt | For |
| 7. | TO RE-ELECT NICOLA SHAW | Mgmt | For |
| 8. | TO RE-ELECT NORA MEAD BROWNELL | Mgmt | For |
| 9. | TO RE-ELECT JONATHAN DAWSON | Mgmt | For |
| 10. | TO ELECT PIERRE DUFOUR | Mgmt | For |
| 11. | TO RE-ELECT THERESE ESPERDY | Mgmt | For |
| 12. | TO RE-ELECT PAUL GOLBY | Mgmt | For |
| 13. | TO RE-ELECT MARK WILLIAMSON | Mgmt | For |
| 14. | TO APPOINT THE AUDITORS DELOITTE LLP | Mgmt | For |
| 15. | TO AUTHORISE THE DIRECTORS TO SET THE AUDITORS' REMUNERATION | Mgmt | For |
| 16. | TO APPROVE THE DIRECTORS' REMUNERATION POLICY | Mgmt | For |
| 17. | TO APPROVE THE DIRECTORS' REMUNERATION REPORT EXCLUDING THE DIRECTORS' REMUNERATION POLICY | Mgmt | For |
| 18. | TO AUTHORISE THE COMPANY TO MAKE POLITICAL DONATIONS | Mgmt | For |
| 19. | TO AUTHORISE THE DIRECTORS TO ALLOT ORDINARY SHARES | Mgmt | For |
| 20. | TO DISAPPLY PRE-EMPTION RIGHTS (SPECIAL RESOLUTION) | Mgmt | For |
| 21. | TO DISAPPLY PRE-EMPTION RIGHTS FOR ACQUISITIONS (SPECIAL RESOLUTION) | Mgmt | For |
| 22. | TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES (SPECIAL RESOLUTION) | Mgmt | For |
| 23. | TO AUTHORISE THE DIRECTORS TO HOLD GENERAL | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

MEETINGS ON 14 CLEAR DAYS NOTICE (SPECIAL
RESOLUTION)

NISOURCE INC.

Agen

Security: 65473P105
Meeting Type: Annual
Meeting Date: 08-May-2018
Ticker: NI
ISIN: US65473P1057

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1a. | Election of Director: Peter A. Altabef | Mgmt | For |
| 1b. | Election of Director: Eric L. Butler | Mgmt | For |
| 1c. | Election of Director: Aristides S. Candris | Mgmt | For |
| 1d. | Election of Director: Wayne S. DeVeydt | Mgmt | For |
| 1e. | Election of Director: Joseph Hamrock | Mgmt | For |
| 1f. | Election of Director: Deborah A. Henretta | Mgmt | For |
| 1g. | Election of Director: Michael E. Jesanis | Mgmt | For |
| 1h. | Election of Director: Kevin T. Kabat | Mgmt | For |
| 1i. | Election of Director: Richard L. Thompson | Mgmt | For |
| 1j. | Election of Director: Carolyn Y. Woo | Mgmt | For |
| 2. | To approve named executive officer compensation on an advisory basis. | Mgmt | For |
| 3. | To ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for 2018. | Mgmt | For |
| 4. | To consider a stockholder proposal regarding stockholder right to act by written consent. | Shr | For |

OGE ENERGY CORP.

Agen

Security: 670837103
Meeting Type: Annual
Meeting Date: 17-May-2018
Ticker: OGE
ISIN: US6708371033

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | Election of Director: Frank A. Bozich | Mgmt | For |
| 1B. | Election of Director: James H. Brandi | Mgmt | For |
| 1C. | Election of Director: Peter D. Clarke | Mgmt | For |
| 1D. | Election of Director: Luke R. Corbett | Mgmt | For |
| 1E. | Election of Director: David L. Hauser | Mgmt | For |
| 1F. | Election of Director: Robert O. Lorenz | Mgmt | For |
| 1G. | Election of Director: Judy R. McReynolds | Mgmt | For |
| 1H. | Election of Director: J. Michael Sanner | Mgmt | For |
| 1I. | Election of Director: Sheila G. Talton | Mgmt | For |
| 1J. | Election of Director: Sean Trauschke | Mgmt | For |
| 2. | Ratification of the appointment of Ernst & Young LLP as the Company's principal independent accountants for 2018. | Mgmt | For |
| 3. | Advisory Vote to Approve Named Executive Officer Compensation. | Mgmt | For |
| 4. | Shareholder proposal regarding allowing shareholders owning 10 percent of our stock to call special meetings of shareholders. | Shr | For |

 ONE GAS, INC

Agen

 Security: 68235P108
 Meeting Type: Annual
 Meeting Date: 24-May-2018
 Ticker: OGS
 ISIN: US68235P1084

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1 | Election of Class I director: John W. Gibson | Mgmt | For |
| 1.2 | Election of Class I director: Pattye L. Moore | Mgmt | For |
| 1.3 | Election of Class I director: Douglas H. Yaeger | Mgmt | For |
| 2. | Ratification of the selection of PricewaterhouseCoopers LLP as the | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

independent registered public accounting firm of ONE Gas, Inc. for the year ending December 31, 2018.

| | | | |
|----|--|------|-----|
| 3. | Advisory vote to approve the Company's executive compensation. | Mgmt | For |
| 4. | Approval of the ONE Gas, Inc. Amended and Restated Equity Compensation Plan (2018). | Mgmt | For |
| 5. | Approval of the amended and restated Certificate of Incorporation to eliminate the classified structure of our Board, provide for the annual election of directors and allow shareholder removal of directors with or without cause. | Mgmt | For |

 ONEOK, INC.

Agen

 Security: 682680103
 Meeting Type: Annual
 Meeting Date: 23-May-2018
 Ticker: OKE
 ISIN: US6826801036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | Election of director: Brian L. Derksen | Mgmt | For |
| 1B. | Election of director: Julie H. Edwards | Mgmt | For |
| 1C. | Election of director: John W. Gibson | Mgmt | For |
| 1D. | Election of director: Randall J. Larson | Mgmt | For |
| 1E. | Election of director: Steven J. Malcolm | Mgmt | For |
| 1F. | Election of director: Jim W. Mogg | Mgmt | For |
| 1G. | Election of director: Pattye L. Moore | Mgmt | For |
| 1H. | Election of director: Gary D. Parker | Mgmt | For |
| 1I. | Election of director: Eduardo A. Rodriguez | Mgmt | For |
| 1J. | Election of director: Terry K. Spencer | Mgmt | For |
| 2. | Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of ONEOK, Inc. for the year ending December 31, 2018. | Mgmt | For |
| 3. | Approve the ONEOK, Inc. Equity Incentive Plan. | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

4. An advisory vote to approve ONEOK, Inc.'s executive compensation. Mgmt For

PINNACLE WEST CAPITAL CORPORATION

Agen

Security: 723484101
Meeting Type: Annual
Meeting Date: 16-May-2018
Ticker: PNW
ISIN: US7234841010

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 1. | DIRECTOR Donald E. Brandt Denis A. Cortese, M.D. Richard P. Fox Michael L. Gallagher Dale E. Klein, Ph.D. Humberto S. Lopez Kathryn L. Munro Bruce J. Nordstrom Paula J. Sims David P. Wagener | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | Advisory vote to approve executive compensation as disclosed in the 2018 Proxy Statement. | Mgmt | For |
| 3. | Ratify the appointment of the independent accountants for the year ending December 31, 2018. | Mgmt | For |

PPL CORPORATION

Agen

Security: 69351T106
Meeting Type: Annual
Meeting Date: 16-May-2018
Ticker: PPL
ISIN: US69351T1060

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1a. | Election of Director: Rodney C. Adkins | Mgmt | For |
| 1b. | Election of Director: John W. Conway | Mgmt | For |
| 1c. | Election of Director: Steven G. Elliott | Mgmt | For |
| 1d. | Election of Director: Raja Rajamannar | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|-----|--|------|-----|
| 1e. | Election of Director: Craig A. Rogerson | Mgmt | For |
| 1f. | Election of Director: William H. Spence | Mgmt | For |
| 1g. | Election of Director: Natica von Althann | Mgmt | For |
| 1h. | Election of Director: Keith H. Williamson | Mgmt | For |
| 1i. | Election of Director: Phoebe A. Wood | Mgmt | For |
| 1j. | Election of Director: Armando Zagalo de Lima | Mgmt | For |
| 2. | Advisory vote to approve compensation of named executive officers | Mgmt | For |
| 3. | Ratification of the appointment of Independent Registered Public Accounting Firm | Mgmt | For |

 ROYAL DUTCH SHELL PLC

 Agen

Security: 780259206
 Meeting Type: Annual
 Meeting Date: 22-May-2018
 Ticker: RDSA
 ISIN: US7802592060

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | Receipt of Annual Report & Accounts | Mgmt | For |
| 2. | Approval of Directors' Remuneration Report | Mgmt | Against |
| 3. | Appointment of Ann Godbehere as a Director of the Company | Mgmt | For |
| 4. | Reappointment of Director: Ben van Beurden | Mgmt | For |
| 5. | Reappointment of Director: Euleen Goh | Mgmt | For |
| 6. | Reappointment of Director: Charles O. Holliday | Mgmt | For |
| 7. | Reappointment of Director: Catherine Hughes | Mgmt | For |
| 8. | Reappointment of Director: Gerard Kleisterlee | Mgmt | For |
| 9. | Reappointment of Director: Roberto Setubal | Mgmt | For |
| 10. | Reappointment of Director: Sir Nigel Sheinwald | Mgmt | For |
| 11. | Reappointment of Director: Linda G. Stuntz | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|-----|--|------|---------|
| 12. | Reappointment of Director: Jessica Uhl | Mgmt | For |
| 13. | Reappointment of Director: Gerrit Zalm | Mgmt | For |
| 14. | Reappointment of Auditors | Mgmt | For |
| 15. | Remuneration of Auditors | Mgmt | For |
| 16. | Authority to allot shares | Mgmt | For |
| 17. | Disapplication of pre-emption rights | Mgmt | For |
| 18. | Authority to purchase own shares | Mgmt | For |
| 19. | Shareholder resolution | Shr | Against |

 THE SOUTHERN COMPANY

 Agen

 Security: 842587107
 Meeting Type: Annual
 Meeting Date: 23-May-2018
 Ticker: SO
 ISIN: US8425871071

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1a. | Election of Director: Juanita Powell Baranco | Mgmt | For |
| 1b. | Election of Director: Jon A. Boscia | Mgmt | For |
| 1c. | Election of Director: Henry A. Clark III | Mgmt | For |
| 1d. | Election of Director: Thomas A. Fanning | Mgmt | For |
| 1e. | Election of Director: David J. Grain | Mgmt | For |
| 1f. | Election of Director: Veronica M. Hagen | Mgmt | For |
| 1g. | Election of Director: Linda P. Hudson | Mgmt | For |
| 1h. | Election of Director: Donald M. James | Mgmt | For |
| 1i. | Election of Director: John D. Johns | Mgmt | For |
| 1j. | Election of Director: Dale E. Klein | Mgmt | For |
| 1k. | Election of Director: Ernest J. Moniz | Mgmt | For |
| 1l. | Election of Director: William G. Smith, Jr. | Mgmt | For |
| 1m. | Election of Director: Steven R. Specker | Mgmt | For |
| 1n. | Election of Director: Larry D. Thompson | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|-----|--|------|-----|
| 10. | Election of Director: E. Jenner Wood III | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2018 | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL ON AMENDMENT TO PROXY ACCESS BYLAW | Shr | For |

VECTREN CORPORATION

Agen

Security: 92240G101
Meeting Type: Annual
Meeting Date: 16-May-2018
Ticker: VVC
ISIN: US92240G1013

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR Derrick Burks Carl L. Chapman J.H. DeGraffenreidt, Jr John D. Engelbrecht Anton H. George Robert G. Jones Patrick K. Mullen R. Daniel Sadlier Michael L. Smith Teresa J. Tanner Jean L. Wojtowicz | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | Approve a non-binding advisory resolution approving the compensation of the named executive officers. | Mgmt | For |
| 3. | Ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for Vectren Corporation and its subsidiaries for 2018. | Mgmt | For |

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
Meeting Type: Annual
Meeting Date: 03-May-2018
Ticker: VZ
ISIN: US92343V1044

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1a. | Election of Director: Shellye L. Archambeau | Mgmt | For |
| 1b. | Election of Director: Mark T. Bertolini | Mgmt | For |
| 1c. | Election of Director: Richard L. Carrion | Mgmt | For |
| 1d. | Election of Director: Melanie L. Healey | Mgmt | For |
| 1e. | Election of Director: M. Frances Keeth | Mgmt | For |
| 1f. | Election of Director: Lowell C. McAdam | Mgmt | For |
| 1g. | Election of Director: Clarence Otis, Jr. | Mgmt | For |
| 1h. | Election of Director: Rodney E. Slater | Mgmt | For |
| 1i. | Election of Director: Kathryn A. Tesija | Mgmt | For |
| 1j. | Election of Director: Gregory D. Wasson | Mgmt | For |
| 1k. | Election of Director: Gregory G. Weaver | Mgmt | For |
| 2. | Ratification of Appointment of Independent Registered Public Accounting Firm | Mgmt | For |
| 3. | Advisory Vote to Approve Executive Compensation | Shr | For |
| 4. | Special Shareowner Meetings | Shr | For |
| 5. | Lobbying Activities Report | Shr | For |
| 6. | Independent Chair | Shr | For |
| 7. | Report on Cyber Security and Data Privacy | Shr | Against |
| 8. | Executive Compensation Clawback Policy | Shr | For |
| 9. | Nonqualified Savings Plan Earnings | Shr | For |

XCEL ENERGY INC.

Agen

Security: 98389B100
Meeting Type: Annual
Meeting Date: 16-May-2018
Ticker: XEL
ISIN: US98389B1008

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | Election of Director: Richard K. Davis | Mgmt | For |

Edgar Filing: JOHN HANCOCK PREMIUM DIVIDEND FUND - Form N-PX

| | | | |
|-----|--|------|-----|
| 1B. | Election of Director: Ben Fowke | Mgmt | For |
| 1C. | Election of Director: Richard T. O'Brien | Mgmt | For |
| 1D. | Election of Director: David K. Owens | Mgmt | For |
| 1E. | Election of Director: Christopher J. Policinski | Mgmt | For |
| 1F. | Election of Director: James T. Prokopanko | Mgmt | For |
| 1G. | Election of Director: A. Patricia Sampson | Mgmt | For |
| 1H. | Election of Director: James J. Sheppard | Mgmt | For |
| 1I. | Election of Director: David A. Westerlund | Mgmt | For |
| 1J. | Election of Director: Kim Williams | Mgmt | For |
| 1K. | Election of Director: Timothy V. Wolf | Mgmt | For |
| 1L. | Election of Director: Daniel Yohannes | Mgmt | For |
| 2. | Company proposal to approve, on an advisory basis, executive compensation | Mgmt | For |
| 3. | Company proposal to ratify the appointment of Deloitte & Touche LLP as Xcel Energy Inc.'s independent registered public accounting firm for 2018 | Mgmt | For |

* 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) | John Hancock Premium Dividend Fund |
| By (Signature) | /s/ Andrew G. Arnott |
| Name | Andrew G. Arnott |
| Title | President |
| Date | 08/20/2018 |