

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

JOHN HANCOCK PREMIUM DIVIDEND FUND  
Form N-PX  
August 29, 2016

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: 07/01/2015 - 06/30/2016

2X23 John Hancock Funds Premium Dividend

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AGL RESOURCES INC. Agen

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Security: 001204106  
Meeting Type: Special  
Meeting Date: 19-Nov-2015  
Ticker: GAS  
ISIN: US0012041069  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AUGUST 23, 2015, BY AND AMONG THE SOUTHERN COMPANY, AMS CORP. AND AGL RESOURCES INC.  | Mgmt          | For           |
| 2.     | PROPOSAL TO APPROVE A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BE PAID OR MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH, OR FOLLOWING, THE | Mgmt          | Against       |

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CONSUMMATION OF THE MERGER.

|    |  |      |     |
|----|--|------|-----|
| 3. | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT. | Mgmt | For |
|----|--|------|-----|

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AMERICAN ELECTRIC POWER COMPANY, INC.

Agen

Security: 025537101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2016  
 Ticker: AEP  
 ISIN: US0255371017

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| 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           |
| 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 DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |

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AT&T INC.

Agen

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 Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2016  
 Ticker: T  
 ISIN: US00206R1023  
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| 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           |
| 1K.    | ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR              | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON           | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt          | For           |
| 3.     | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.         | Mgmt          | For           |
| 4.     | APPROVAL OF 2016 INCENTIVE PLAN.                     | Mgmt          | For           |
| 5.     | POLITICAL SPENDING REPORT.                           | Shr           | For           |
| 6.     | LOBBYING REPORT.                                     | Shr           | For           |
| 7.     | INDEPENDENT BOARD CHAIRMAN.                          | Shr           | Against       |

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 ATMOS ENERGY CORPORATION

Agen

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 Security: 049560105  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2016  
 Ticker: ATO  
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ISIN: US0495601058

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ROBERT W. BEST   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KIM R. COCKLIN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RICHARD W. DOUGLAS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RUBEN E. ESQUIVEL  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: RICHARD K. GORDON  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT C. GRABLE   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MICHAEL E. HAEFNER   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: THOMAS C. MEREDITH   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: NANCY K. QUINN   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RICHARD A. SAMPSON   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEPHEN R. SPRINGER  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RICHARD WARE II  | Mgmt          | For           |
| 2.     | PROPOSAL TO AMEND THE COMPANY'S 1998 LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE UNDER THE PLAN AND TO EXTEND THE TERM OF THE PLAN FOR AN ADDITIONAL FIVE YEARS. | Mgmt          | For           |
| 3.     | PROPOSAL TO AMEND THE COMPANY'S ANNUAL INCENTIVE PLAN FOR MANAGEMENT TO EXTEND THE TERM FOR AN ADDITIONAL FIVE YEARS.  | Mgmt          | For           |
| 4.     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2016.  | Mgmt          | For           |
| 5.     | PROPOSAL FOR AN ADVISORY VOTE BY SHAREHOLDERS TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS FOR FISCAL 2015 ("SAY-ON-PAY").  | Mgmt          | For           |
| 6.     | PROPOSAL FOR AN ADVISORY VOTE ON FREQUENCY OF VOTE ON SAY-ON- PAY IN FUTURE YEARS ("SAY-ON-FREQUENCY").  | Mgmt          | 1 Year        |

BANK OF AMERICA CORPORATION

Agen

Security: 060505617  
Meeting Type: Special

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Meeting Date: 22-Sep-2015  
 Ticker: BMLPRI  
 ISIN: US0605056177

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | RESOLVED, THAT THE BANK OF AMERICA CORPORATION STOCKHOLDERS HEREBY RATIFY THE OCTOBER 1, 2014 AMENDMENTS TO THE COMPANY'S BYLAWS THAT PERMIT THE COMPANY'S BOARD OF DIRECTORS THE DISCRETION TO DETERMINE THE BOARD'S LEADERSHIP STRUCTURE, INCLUDING APPOINTING AN INDEPENDENT CHAIRMAN, OR APPOINTING A LEAD INDEPENDENT DIRECTOR WHEN THE CHAIRMAN IS NOT AN INDEPENDENT DIRECTOR. | Mgmt          | Against       |

BANK OF AMERICA CORPORATION

Agen

Security: 060505617  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2016  
 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           |
| 1L.    | ELECTION OF DIRECTOR: THOMAS D. WOODS       | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: R. DAVID YOST         | Mgmt          | For           |
| 2.     | APPROVING OUR EXECUTIVE COMPENSATION (AN    | Mgmt          | For           |

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ADVISORY, NON-BINDING "SAY ON PAY"  
RESOLUTION)

|    |   |      |         |
|----|---|------|---------|
| 3. | RATIFYING THE APPOINTMENT OF OUR<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2016 | Mgmt | For     |
| 4. | STOCKHOLDER PROPOSAL - CLAWBACK AMENDMENT   | Shr  | Against |

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BLACK HILLS CORPORATION

Agen

Security: 092113109  
Meeting Type: Annual  
Meeting Date: 26-Apr-2016  
Ticker: BKH  
ISIN: US0921131092

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>GARY L. PECHOTA<br>MARK A. SCHOBBER<br>THOMAS J. ZELLER   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | AUTHORIZATION OF AN INCREASE IN BLACK HILLS<br>CORPORATION'S AUTHORIZED INDEBTEDNESS FROM<br>\$4 BILLION TO \$8 BILLION   | Mgmt                 | For               |
| 3.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP TO SERVE AS BLACK HILLS<br>CORPORATION'S INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR 2016. | Mgmt                 | For               |
| 4.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE<br>COMPENSATION.   | Mgmt                 | For               |

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CENTERPOINT ENERGY, INC.

Agen

Security: 15189T107  
Meeting Type: Annual  
Meeting Date: 28-Apr-2016  
Ticker: CNP  
ISIN: US15189T1079

| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MILTON CARROLL     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MICHAEL P. JOHNSON | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: JANIECE M. LONGORIA  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: SCOTT J. MCLEAN  | 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: PETER S. WAREING   | Mgmt | For     |
| 2.  | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2016.                                    | Mgmt | For     |
| 3.  | APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4.  | RATIFY THE AMENDMENT TO CENTERPOINT ENERGY, INC.'S BYLAWS TO DESIGNATE AN EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS. | Mgmt | Against |

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CONOCOPHILLIPS

Agen

Security: 20825C104  
Meeting Type: Annual  
Meeting Date: 10-May-2016  
Ticker: COP  
ISIN: US20825C1045

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| Prop.# | Proposal                                     | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES E. BUNCH       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES E. COPELAND, JR. | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JOHN V. FARACI         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JODY L. FREEMAN        | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: GAY HUEY EVANS         | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RYAN M. LANCE          | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ARJUN N. MURTI         | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK      | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: HARALD J. NORVIK       | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
| 2. | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016. | Mgmt | For     |
| 3. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4. | REPORT ON LOBBYING EXPENDITURES.   | Shr  | For     |
| 5. | PARTIAL DEFERRAL OF ANNUAL BONUS BASED ON RESERVES METRICS.  | Shr  | Against |

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 DOMINION RESOURCES, INC.

Agen

Security: 25746U109  
 Meeting Type: Annual  
 Meeting Date: 11-May-2016  
 Ticker: D  
 ISIN: US25746U1097

| 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          | Against       |
| 1F.    | ELECTION OF DIRECTOR: MARK J. KINGTON                                  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PAMELA J. ROYAL, M.D.                            | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT H. SPILMAN, JR.                           | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL E. SZYMANCZYK                            | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID A. WOLLARD                                 | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF THE INDEPENDENT AUDITORS FOR 2016       | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON APPROVAL OF EXECUTIVE COMPENSATION (SAY ON PAY)       | Mgmt          | For           |
| 4.     | REPORT ON LOBBYING   | Shr           | Against       |
| 5.     | REPORT ON POTENTIAL IMPACT OF DENIAL OF A CERTIFICATE FOR NORTH ANNA 3 | Shr           | Against       |
| 6.     | RIGHT TO ACT BY WRITTEN CONSENT  | Shr           | For           |



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|    |   |     |     |
|----|---|-----|-----|
| 7. | REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE      | Shr | For |
| 8. | REPORT ON THE FINANCIAL RISKS TO DOMINION POSED BY CLIMATE CHANGE | Shr | For |
| 9. | REPORT ON IMPACT OF CLIMATE CHANGE DRIVEN TECHNOLOGY CHANGES      | Shr | For |

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 DUKE ENERGY CORPORATION

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 Agen

Security: 26441C204  
 Meeting Type: Annual  
 Meeting Date: 05-May-2016  
 Ticker: DUK  
 ISIN: US26441C2044  
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| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>MICHAEL J. ANGELAKIS<br>MICHAEL G. BROWNING<br>DANIEL R. DIMICCO<br>JOHN H. FORSGREN<br>LYNN J. GOOD<br>ANN MAYNARD GRAY<br>JOHN T. HERRON<br>JAMES B. HYLER, JR.<br>WILLIAM E. KENNARD<br>E. MARIE MCKEE<br>CHARLES W. MOORMAN IV<br>CARLOS A. SALADRIGAS | 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 |
| 2.     | RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016  | Mgmt   | For   |
| 3.     | ADVISORY VOTE TO APPROVE DUKE ENERGY CORPORATION'S NAMED EXECUTIVE OFFICER COMPENSATION  | Mgmt   | For   |
| 4.     | SHAREHOLDER PROPOSAL REGARDING ELIMINATION OF SUPERMAJORITY VOTING PROVISIONS IN DUKE ENERGY CORPORATION'S CERTIFICATE OF INCORPORATION  | Shr  | For   |
| 5.     | SHAREHOLDER PROPOSAL REGARDING LOBBYING EXPENSES DISCLOSURE  | Shr  | For   |

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 FIRSTENERGY CORP.

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 Agen

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

Security: 337932107  
 Meeting Type: Annual  
 Meeting Date: 17-May-2016  
 Ticker: FE  
 ISIN: US3379321074

| Prop.# | Proposal   | Proposal Type  | Proposal Vote   |
|--------|--|--|---|
| 1.     | DIRECTOR<br>PAUL T. ADDISON<br>MICHAEL J. ANDERSON<br>WILLIAM T. COTTLE<br>ROBERT B. HEISLER, JR.<br>JULIA L. JOHNSON<br>CHARLES E. JONES<br>TED J. KLEISNER<br>DONALD T. MISHEFF<br>THOMAS N. MITCHELL<br>ERNEST J. NOVAK, JR.<br>CHRISTOPHER D. PAPPAS<br>LUIS A. REYES<br>GEORGE M. SMART<br>DR. JERRY SUE THORNTON | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<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<br>Withheld<br>Withheld<br>For |
| 2.     | RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  | Mgmt   | For   |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION  | Mgmt   | For   |
| 4.     | APPROVAL TO AMEND THE COMPANY'S AMENDED ARTICLES OF INCORPORATION AND AMENDED CODE OF REGULATIONS TO REPLACE EXISTING SUPERMAJORITY VOTING REQUIREMENTS WITH A MAJORITY VOTING POWER THRESHOLD UNDER CERTAIN CIRCUMSTANCES   | Mgmt   | For   |
| 5.     | APPROVAL TO AMEND THE COMPANY'S AMENDED CODE OF REGULATIONS TO IMPLEMENT PROXY ACCESS  | Mgmt   | For   |
| 6.     | SHAREHOLDER PROPOSAL: REPORT - LOBBYING RELATED  | Shr  | For   |
| 7.     | SHAREHOLDER PROPOSAL: REPORT - CLIMATE CHANGE RELATED  | Shr  | For   |
| 8.     | SHAREHOLDER PROPOSAL: DIRECTOR ELECTION MAJORITY VOTE STANDARD   | Shr  | For   |
| 9.     | SHAREHOLDER PROPOSAL: SIMPLE MAJORITY VOTE   | Shr  | For   |

NATIONAL GRID PLC

Agen

Security: 636274300  
 Meeting Type: Annual

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

Meeting Date: 21-Jul-2015  
 Ticker: NGG  
 ISIN: US6362743006

| 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 STEVE HOLLIDAY  | Mgmt          | For           |
| 5.     | TO RE-ELECT ANDREW BONFIELD   | Mgmt          | For           |
| 6.     | TO RE-ELECT JOHN PETTIGREW  | Mgmt          | For           |
| 7.     | TO ELECT DEAN SEEVERS   | Mgmt          | For           |
| 8.     | TO RE-ELECT NORA MEAD BROWNELL  | Mgmt          | For           |
| 9.     | TO RE-ELECT JONATHAN DAWSON   | Mgmt          | For           |
| 10.    | TO RE-ELECT THERESE ESPERDY   | Mgmt          | For           |
| 11.    | TO RE-ELECT PAUL GOLBY  | Mgmt          | For           |
| 12.    | TO RE-ELECT RUTH KELLY  | Mgmt          | For           |
| 13.    | TO RE-ELECT MARK WILLIAMSON   | Mgmt          | For           |
| 14.    | TO REAPPOINT THE AUDITORS<br>PRICEWATERHOUSECOOPERS LLP   | Mgmt          | For           |
| 15.    | TO AUTHORISE THE DIRECTORS TO SET THE<br>AUDITORS' REMUNERATION   | Mgmt          | For           |
| 16.    | TO APPROVE THE DIRECTORS' REMUNERATION<br>REPORT OTHER THAN THE REMUNERATION POLICY                       | Mgmt          | For           |
| 17.    | TO AUTHORISE THE DIRECTORS TO ALLOT<br>ORDINARY SHARES  | Mgmt          | For           |
| 18.    | TO DISAPPLY PRE-EMPTION RIGHTS (SPECIAL<br>RESOLUTION)  | Mgmt          | For           |
| 19.    | TO AUTHORISE THE COMPANY TO PURCHASE ITS<br>OWN ORDINARY SHARES (SPECIAL RESOLUTION)                      | Mgmt          | For           |
| 20.    | TO AUTHORISE THE DIRECTORS TO HOLD GENERAL<br>MEETINGS ON 14 WORKING DAYS' NOTICE<br>(SPECIAL RESOLUTION) | Mgmt          | For           |

NISOURCE INC.

Agen

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

Security: 65473P105  
 Meeting Type: Annual  
 Meeting Date: 11-May-2016  
 Ticker: NI  
 ISIN: US65473P1057

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD A. ABDOO   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ARISTIDES S. CANDRIS   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WAYNE S. DEVEYDT   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOSEPH HAMROCK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DEBORAH A. HENRETTA  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL E. JESANIS   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: KEVIN T. KABAT   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RICHARD L. THOMPSON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CAROLYN Y. WOO   | Mgmt          | For           |
| 2.     | TO APPROVE EXECUTIVE COMPENSATION ON AN ADVISORY BASIS.  | Mgmt          | For           |
| 3.     | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.                   | Mgmt          | For           |
| 4.     | TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING REPORTS ON POLITICAL CONTRIBUTIONS.   | Shr           | For           |
| 5.     | TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING A SENIOR EXECUTIVE EQUITY RETENTION POLICY.   | Shr           | Against       |
| 6.     | TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING ACCELERATED VESTING OF EQUITY AWARDS OF SENIOR EXECUTIVES UPON A CHANGE IN CONTROL. | Shr           | For           |

ONE GAS, INC

Agen

Security: 68235P108  
 Meeting Type: Annual  
 Meeting Date: 26-May-2016  
 Ticker: OGS  
 ISIN: US68235P1084

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

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|     |  | Type |     |
|-----|--|------|-----|
| 1.1 | ELECTION OF CLASS II DIRECTOR: PIERCE H. NORTON II   | Mgmt | For |
| 1.2 | ELECTION OF CLASS II DIRECTOR: EDUARDO A. RODRIGUEZ  | Mgmt | For |
| 2.  | RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONE GAS, INC. FOR THE YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |
| 3.  | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt | For |

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 ROYAL DUTCH SHELL PLC

Agen

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 Security: 780259206  
 Meeting Type: Annual  
 Meeting Date: 27-Jan-2016  
 Ticker: RDSA  
 ISIN: US7802592060  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | TO APPROVE THE ACQUISITION OF BG GROUP PLC BY THE COMPANY, AS MORE PARTICULARLY DESCRIBED IN THE NOTICE OF GENERAL MEETING. | Mgmt          | For           |

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 ROYAL DUTCH SHELL PLC

Agen

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 Security: 780259206  
 Meeting Type: Annual  
 Meeting Date: 24-May-2016  
 Ticker: RDSA  
 ISIN: US7802592060  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | RECEIPT OF ANNUAL REPORT & ACCOUNTS                         | Mgmt          | For           |
| 2.     | APPROVAL OF DIRECTORS' REMUNERATION REPORT                  | Mgmt          | For           |
| 3.     | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: BEN VAN BEURDEN | Mgmt          | For           |
| 4.     | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: GUY ELLIOTT     | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 5.  | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>EULEEN GOH          | Mgmt | For     |
| 6.  | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>SIMON HENRY         | Mgmt | For     |
| 7.  | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>CHARLES O. HOLLIDAY | Mgmt | For     |
| 8.  | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>GERARD KLEISTERLEE  | Mgmt | For     |
| 9.  | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>SIR NIGEL SHEINWALD | Mgmt | For     |
| 10. | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>LINDA G. STUNTZ     | Mgmt | For     |
| 11. | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>HANS WIJERS         | Mgmt | For     |
| 12. | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>PATRICIA A. WOERTZ  | Mgmt | For     |
| 13. | REAPPOINTMENT AS A DIRECTOR OF THE COMPANY:<br>GERRIT ZALM         | Mgmt | For     |
| 14. | REAPPOINTMENT OF AUDITOR   | Mgmt | For     |
| 15. | REMUNERATION OF AUDITOR  | 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 |

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TECO ENERGY, INC.

Agen

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Security: 872375100  
Meeting Type: Special  
Meeting Date: 03-Dec-2015  
Ticker: TE  
ISIN: US8723751009  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 4, 2015, WHICH IS REFERRED TO AS THE MERGER AGREEMENT, BY AND AMONG TECO ENERGY, INC., EMERA INC. AND EMERA US INC., A WHOLLY OWNED INDIRECT SUBSIDIARY OF EMERA INC., AS | Mgmt          | For           |

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IT MAY BE AMENDED FROM TIME TO TIME.

- |    |   |      |         |
|----|---|------|---------|
| 2. | TO APPROVE ANY PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO APPROVE THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING. | Mgmt | For     |
| 3. | TO APPROVE, ON A NONBINDING, ADVISORY BASIS, COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY TECO ENERGY, INC., TO ITS NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.  | Mgmt | Against |

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 UIL HOLDINGS CORPORATION

Agen

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 Security: 902748102  
 Meeting Type: Special  
 Meeting Date: 11-Dec-2015  
 Ticker: UIL  
 ISIN: US9027481020  
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- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | AGREEMENT AND PLAN OF MERGER: PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 25, 2015, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG UIL HOLDINGS CORPORATION, IBERDROLA USA, INC. AND GREEN MERGER SUB, INC.  | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON THE EXECUTIVE COMPENSATION PAYABLE IN CONNECTION WITH THE MERGER AS DISCLOSED IN THE PROXY STATEMENT: PROPOSAL TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN EXISTING COMPENSATION ARRANGEMENTS FOR UIL HOLDINGS CORPORATION'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER. | Mgmt          | For           |
| 3.     | ADJOURNMENT OF MEETING: TO GRANT AUTHORITY TO PROXY HOLDERS TO VOTE IN FAVOR OF ONE OR MORE ADJOURNMENTS OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER.   | Mgmt          | For           |
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VECTREN CORPORATION

Agen

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 Security: 92240G101  
 Meeting Type: Annual  
 Meeting Date: 24-May-2016  
 Ticker: VVC  
 ISIN: US92240G1013  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 1.     | DIRECTOR<br>CARL L. CHAPMAN<br>J.H. DEGRAFFENREIDT JR.<br>JOHN D. ENGELBRECHT<br>ANTON H. GEORGE<br>MARTIN C. JISCHKE<br>ROBERT G. JONES<br>PATRICK K. MULLEN<br>R. DANIEL SADLIER<br>MICHAEL L. SMITH<br>TERESA J. TANNER<br>JEAN L. WOJTOWICZ | 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.     | APPROVE A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE VECTREN CORPORATION NAMED EXECUTIVE OFFICERS.   | Mgmt   | For  |
| 3.     | APPROVE THE VECTREN CORPORATION AT-RISK COMPENSATION PLAN, AS AMENDED AND RESTATED.   | Mgmt   | For  |
| 4.     | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR VECTREN CORPORATION FOR 2016.  | 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 08/26/2016