

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  
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Agen

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

----- 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 MICHAEL J. ANGELAKIS MICHAEL G. BROWNING DANIEL R. DIMICCO JOHN H. FORSGREN LYNN J. GOOD ANN MAYNARD GRAY JOHN T. HERRON JAMES B. HYLER, JR. WILLIAM E. KENNARD E. MARIE MCKEE CHARLES W. MOORMAN IV CARLOS A. SALADRIGAS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For 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.

----- Agen

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR PAUL T. ADDISON MICHAEL J. ANDERSON WILLIAM T. COTTLE ROBERT B. HEISLER, JR. JULIA L. JOHNSON CHARLES E. JONES TED J. KLEISNER DONALD T. MISHEFF THOMAS N. MITCHELL ERNEST J. NOVAK, JR. CHRISTOPHER D. PAPPAS LUIS A. REYES GEORGE M. SMART DR. JERRY SUE THORNTON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld Withheld For Withheld For For For For For For For Withheld Withheld 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

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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 SEAVERS	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 PRICEWATERHOUSECOOPERS LLP	Mgmt	For
15.	TO AUTHORISE THE DIRECTORS TO SET THE AUDITORS' REMUNERATION	Mgmt	For
16.	TO APPROVE THE DIRECTORS' REMUNERATION REPORT OTHER THAN THE REMUNERATION POLICY	Mgmt	For
17.	TO AUTHORISE THE DIRECTORS TO ALLOT ORDINARY SHARES	Mgmt	For
18.	TO DISAPPLY PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)	Mgmt	For
19.	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES (SPECIAL RESOLUTION)	Mgmt	For
20.	TO AUTHORISE THE DIRECTORS TO HOLD GENERAL MEETINGS ON 14 WORKING DAYS' NOTICE (SPECIAL RESOLUTION)	Mgmt	For

NISOURCE INC.

Agen

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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: EULEEN GOH	Mgmt	For
6.	REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: SIMON HENRY	Mgmt	For
7.	REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: CHARLES O. HOLLIDAY	Mgmt	For
8.	REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: GERARD KLEISTERLEE	Mgmt	For
9.	REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: SIR NIGEL SHEINWALD	Mgmt	For
10.	REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: LINDA G. STUNTZ	Mgmt	For
11.	REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: HANS WIJERS	Mgmt	For
12.	REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: PATRICIA A. WOERTZ	Mgmt	For
13.	REAPPOINTMENT AS A DIRECTOR OF THE COMPANY: 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

-----  
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 CARL L. CHAPMAN J.H. DEGRAFFENREIDT JR. JOHN D. ENGELBRECHT ANTON H. GEORGE MARTIN C. JISCHKE 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	For For For For For For For For For 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