



**John Hancock Premium Dividend Fund**

**Notification of Sources of Distribution**

This notice provides shareholders of the John Hancock Premium Dividend Fund (NYSE: PDT) with important information concerning the distribution declared on December 19, 2014 and payable on January 30, 2015. No action is required on your part.

Distribution Period: January 2015  
 Distribution Amount Per Common Share: \$0.0900

The following table sets forth the estimated sources of the current distribution, payable January 30, 2015, and the cumulative distributions paid this fiscal year to date from the following sources: net investment income; net realized short term capital gains; net realized long term capital gains; and return of capital or other capital source. All amounts are expressed on a per common share basis and as a percentage of the distribution amount.

Source	Current Distribution (\$)	% Breakdown of the Current Distribution	Total Cumulative Distributions for the Fiscal Year to Date (\$) <sup>1</sup>	% Breakdown of the Total Cumulative Distributions for the Fiscal Year to Date <sup>1</sup>
Net Investment Income	0.0563	63%	0.2700	100%
Net Realized Short-Term Capital Gains	0.0000	0%	0.0000	0%
Net Realized Long-Term Capital Gains	0.0000	0%	0.0000	0%
Return of Capital or Other Capital Source	0.0337	37%	0.0000	0%
Total per common share	0.0900	100%	0.2700	100%

Average annual total return (in relation to NAV) for the 5 years ended on December 31, 2014 16.18%

Annualized current distribution rate expressed as a percentage of NAV as of December 31, 2014 6.99%

Cumulative total return (in relation to NAV) for the fiscal year through December 31, 2014 2.20%

Cumulative fiscal year-to-date distribution rate expressed as a percentage of NAV as of December 31, 2014 1.75%

You should not draw any conclusions about the Fund’s investment performance from the amount of this distribution or from the terms of the Fund’s managed distribution plan.

The Fund estimates that it has distributed more than its income and net realized capital gains; therefore, a portion of your distribution may be a return of capital. A return of capital may occur, for example, when some or all of the money that you invested in the Fund is paid back to you. A return of capital distribution does not necessarily reflect the Fund’s investment performance and should not be confused with “yield” or “income.”

The amounts and sources of distributions reported in this Notice are only estimates and are not being provided for tax reporting purposes. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the Fund’s investment experience during the remainder of its fiscal year and may be subject to changes based on tax

<sup>1</sup> The Fund’s current fiscal year began on November 1, 2014, and will end on October 31, 2015.

regulations. The Fund will send you a Form 1099-DIV for the calendar year that will tell you how to report these distributions for federal income tax purposes.

The Fund has declared the January 2015 distribution pursuant to the Fund's managed distribution plan (the "Plan"). Under the Plan, the Fund makes fixed monthly distributions in the amount of \$0.0900 per share, which will continue to be paid monthly until further notice.

If you have questions or need additional information, please contact your financial professional or call the John Hancock Investments Closed-End Fund Information Line at 1-800-843-0090, Monday through Friday between 8:00 a.m. and 7:00 p.m., Eastern Time.