

SEACOAST BANKING CORP OF FLORIDA

Form S-3

September 22, 2006

As filed with the Securities and Exchange Commission on September 22, 2006.

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SEACOAST BANKING CORPORATION OF FLORIDA

(Exact name of registrant as specified in its charter)

Florida

59-2260678

(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification Number)

Dennis S. Hudson, III

Seacoast Banking Corporation of Florida

Chief Executive Officer

815 Colorado Avenue

Seacoast Banking Corporation of Florida

Stuart, Florida 34994

815 Colorado Avenue

Telephone: (772) 287-4000

Stuart, Florida 34994

Telephone: (772) 287-4000

*(Address, including zip code, and telephone number,
including*

area code, of registrant's principal executive offices)

*(Address, including zip code, and telephone number
including area code, of agent for service)*

Copies to:

Ralph F. MacDonald, III

Jones Day

1420 Peachtree Street NE

Atlanta, Georgia 30909-3053

Telephone: (404) 521-3939

Facsimile: (404) 581-8330

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment

plans, please check the following box. x

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. o

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. o

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

Title Of Shares To Be Registered	Amount To Be Registered	Proposed Maximum Aggregate Price Per Unit*	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.10 per share	1,000,000 Shares	\$29.37	\$29,370,000	\$3,143

*

Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and based upon the average of the high and low prices of Seacoast Banking Corporation of Florida's Common Stock in the consolidated reporting system on September 19, 2006.

#

PROSPECTUS

Dividend Reinvestment and Stock Purchase Plan

We are pleased to offer you the opportunity to participate in the Seacoast Banking Corporation of Florida Dividend Reinvestment and Stock Purchase Plan. The plan provides our shareholders with an easy and inexpensive way to invest in our common stock. The plan holds shares of our common stock, which is listed on the NASDAQ Global Select Market under the symbol SBCF. On September 21, 2006, the closing price of our common stock was \$30.34 per share.

Key features of the plan allow you to:

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enroll in the plan for free;

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buy shares through the plan without brokerage fees or commissions;

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build your ownership over time;

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automatically and fully reinvest your cash dividends in whole and fractional shares;

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automatically purchase additional shares through optional monthly cash investments with transfers from your bank account of as little as \$50 per month or as much as \$5,000 per month and achieve dollar cost averaging;

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withdraw, transfer or sell your shares easily;

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own and transfer your shares without holding or delivering paper certificates (you may obtain a certificate for your shares at any time); and

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enroll in the plan and access your account, and change your investment elections at any time over the Internet.

Investing in our common stock involves risks. You should carefully consider the risks discussed in this prospectus, including those identified in the answers to the last two questions presented in The Plan, on p. , and in our filings with the Securities and Exchange Commission, before enrolling in the plan.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

These securities are not savings accounts or deposits or obligations of any bank and are not insured by the FDIC or any government agency.

The date of this prospectus is September 22, 2006.

www.seacoastbanking.net

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SEACOAST BANKING CORPORATION OF FLORIDA

The following is a very brief summary of our business. It does not contain all of the information that may be important to you. Before you decide to purchase shares or to participate in the plan, you should read carefully this entire prospectus and any other information we refer to in, or incorporated by reference into, this prospectus.

We are a Florida corporation that is a bank holding company for our principal subsidiary, Seacoast National Bank, or the Bank. The Bank commenced operations in 1933.

Through the Bank and its broker-dealer subsidiary, FNB Brokerage Services, Inc., we presently offer an array of deposit accounts and banking services, including consumer and commercial lending, as well as a wide variety of trust and asset management services, securities and annuity products. At the date hereof, our banking offices are located in Martin, Palm Beach, St. Lucie, Indian River, Brevard, Orange, Seminole, DeSoto, Glades, Okeechobee, Hardee, Hendry and Highlands Counties, Florida.

Our principal executive offices are located at 815 Colorado Avenue, Stuart, Florida 34994, and the telephone number at that address is (772) 287-4000. Our website is located at *www.seacoastbanking.net*. We are not incorporating any information from our website into this prospectus, and none of the information on our website is included or made a part of this prospectus.

THE PLAN

What is the Purpose of the Plan?

The plan provides our existing shareholders and new investors with a convenient and economical means of purchasing shares of our common stock and investing cash dividends in additional shares, all without payment of brokerage commissions, service charges or other fees.

Who Can Join?

The plan presently is open to United States residents only. If you are a United States resident, you may participate in the plan in one of the following ways:

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Current Seacoast Shareholders of Record. If you have at least one share of our common stock registered in your name, you are eligible to join the plan. If you hold shares through a bank or broker (that is, in street name), then you may become eligible to join the plan by asking the bank or broker to have at least one share registered in your name. You must keep at least one share in your plan account to maintain your eligibility.

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Shareholders may make an Initial Cash Investment of at Least \$1,000. If you are not a shareholder of record of Seacoast, you can become eligible to participate in the plan by investing at least \$1,000 into the plan, and up to a maximum of \$5,000 in any monthly period. Your initial investment will be used to purchase shares of our common stock for your plan account.

How Do I Enroll?

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Current Shareholders of Record. If you are the holder of record of at least one share of our common stock, then you may enroll in the plan by filling out the enrollment form that accompanies this prospectus and returning it to the plan administrator, Continental Stock Transfer & Trust Company. If you own shares but they are held in street name, then you may become an owner of record by asking to have your shares registered in your name. At least one of your shares needs to be transferred into your name as the record owner before you become eligible to participate in the plan. Once you enroll, all of your shares that are registered in the exact same name as on the transaction form and held by you as the record owner, whether you acquired them before or after you joined the plan, will automatically be treated as plan shares. Shares held by your broker or bank may not participate in the plan or be entitled to reinvest dividends under the plan. The plan administrator must receive your transaction form at least five days prior to the dividend record date for your cash dividends for that quarter to be reinvested.

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Persons Who Are Not Shareholders. If you are not a shareholder, then you may enroll in the plan by filling out the enrollment form that accompanies this prospectus and returning it to the plan administrator, Continental Stock Transfer & Trust Company, together with a check for at least \$1,000 (up to a maximum monthly investment of \$5,000) payable to Continental Stock Transfer & Trust Company, which administers the plan.

Can Our Officers or Directors Participate In the Plan?

Seacoast's officers and directors may participate in the plan. However, optional cash investments and purchases of our shares of common stock with reinvested dividends that are made by directors and officers must be made in compliance with our company policies as well as all applicable laws and regulations.

Will Cash Dividends Continue to Be Paid While the Plan is in Effect?

Our board of directors has the discretion to declare and pay cash dividends from time to time, subject to statutory and regulatory requirements, our capital adequacy, earnings, liquidity and other factors. While we expect to continue paying dividends, the amount and timing of dividends may be changed, or the payment of dividends terminated, at any time without notice.

How Do I Make Optional Cash Investments Through the Plan?

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Additional Investments. Once you are enrolled in the plan, you can make additional cash investments at any time with as little as \$50, subject to a maximum aggregate monthly investment of \$5,000, either by check or by automatic deduction from your bank account. Purchases will be made monthly.

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Payment by Check. If you wish to make additional investments by check, then you may forward a check made payable to Continental Stock Transfer & Trust Company, as plan administrator, together with a completed transaction form.

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Payment by Direct Draft or Debit Transaction. If you wish to begin having funds automatically withdrawn from your bank account on a monthly basis to purchase additional shares of our common stock under the optional cash investment feature of the plan, please indicate on the transaction form, or any subsequent transaction form, as applicable, the bank deposit account that you wish to periodically debit and from which you wish the funds to be paid, and the amount of cash investment to be made each month. Please include a voided check for the account as well. Once you have submitted the proper form and indicated the automatic monthly deduction amounts, funds will be drawn from your designated bank account on or about the 22nd day of each month, and will be invested in additional shares of our common stock under the terms of the plan.

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Changes to Your Preferences. You may change your optional cash investment preferences by completing and sending a transaction form to the plan administrator. You may at any time change the amount drawn from your bank account each month or the bank account from which your funds are to be drawn by completing and sending a transaction form to the plan administrator.

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Maximum Monthly Investment. The most that you can invest (not including dividends on shares in the plan) through the plan in any calendar month is \$5,000.

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Returned Checks / Failed Transfers. The plan administrator will process only those purchases for which it has received good and collected funds. If your check is returned or an automatic withdrawal cannot be processed due to

insufficient funds or otherwise, the plan administrator will not process your request until it receives good and collected funds covering your purchase and any applicable service fee or transaction fee incurred in connection with the insufficient funds.

How Can I Change Automatic Investments?

You may change or stop automatic monthly investments without withdrawing from the cash investment feature of the plan. If you wish to do so, you should send a completed transaction form to the plan administrator changing or terminating your automatic investments. However, the plan administrator must receive your transaction report on or before the fifth business day preceding the Plan's scheduled purchase date in which your next scheduled automatic investment will occur to avoid having those funds withdrawn from your bank account.

How Do I Purchase Shares Through the Plan?

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Dividends on All Shares in the Plan Are Reinvested. All cash dividends paid on shares held in the plan will be automatically reinvested to purchase additional shares. The plan does not permit partial reinvestment, and therefore you cannot direct the reinvestment of cash dividends on fewer than all of your shares in the plan.

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Delivery of Funds. We will deliver the cash dividends to the plan administrator on the dividend payment date for each quarter for which we pay a dividend. Funds automatically drawn from your bank account will be delivered to the plan administrator for optional cash investments five business days preceding the Plan's scheduled purchase date, regardless of whether we declare and pay a dividend during the quarter in which a particular month falls.

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Method of Purchase. The plan administrator will, at our election, purchase shares from us, or purchase shares through the open market on the NASDAQ Global Select Market, in the open market or in negotiated transactions with persons not affiliated with us or any of our subsidiaries, or any combination of these sources. All purchases will be made through the plan administrator, which serves as an independent agent for the plan. Dividends may be combined with pending optional cash investments, and purchases may be executed on a combined basis.

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Timing of Purchases. The plan administrator will make reasonable efforts to reinvest the cash dividends and invest all optional cash investments promptly after receipt of funds, normally once each month, and in no event later than 30 days after such receipt. In rare instances, purchases may be delayed to meet regulatory or emergency suspensions of trading or other events affecting the receipt and execution of orders by brokers or markets. You will not receive any interest on any cash dividends or optional cash investments pending their investment.

You will not be able to instruct the plan administrator to purchase shares at a specific time or at a specific price. The plan administrator must receive funds at least five business days prior to the Plan's scheduled purchase date for the current month to ensure shares are purchased for the current month.

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Purchase and Sale Prices. If the plan administrator purchases shares of our common stock in the open market or in negotiated transactions, then the price at which shares will be deemed to have been purchased for you will be the weighted average price actually paid at that time to purchase shares under the plan. The plan administrator, in accordance with the provisions of the plan, is responsible for determining the timing and pricing of shares to be purchased other than from us. If the agent purchases shares of our common stock directly from us (whether from our treasury account or newly issued shares), your purchase price will be the average of the NASDAQ Global Select Market high and low prices for the shares on the last ten trading days preceding the purchase date. If no actual trades have occurred during this ten-day trading period, then the price will be the average of the bid and ask (or high and low) prices on the last day on which an actual trade occurred. In all cases, the number of shares credited to your account will depend upon the amount of the cash dividend and the purchase price of the shares. Fractional shares will be credited to your account, computed up to four decimal places.

The sale price per share will be the weighted average price per share of all shares sold in the market to fill a combined sale order for the plan.

Filling a purchase or sale order may require multiple trades and may take multiple trading days to complete.

The price per share of our common stock paid or received by the plan administrator may be more or less than the price per share at the time you request a purchase or sale. You may not be able to cancel instructions given to the plan administrator, except as described in this prospectus.

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Book-Entry Ownership. All shares purchased through the plan will be held in book-entry form in your account on the plan administrator's records. Ownership in book-entry form means that, while you will have full beneficial ownership of your plan shares, you will not receive a paper stock certificate. Book-entry ownership eliminates the risk and expense of replacing lost or stolen certificates, assures that your shares are always available should you need to deliver them for transfer, and avoids your costs in maintaining a safe deposit box or other place to store your certificates.

However, if you prefer to hold your plan shares in certificated form, then you may receive certificates by sending a written request to the plan administrator.

How Many Shares will be Purchased for My Plan Account?

The number of shares that will be purchased and credited to your plan account depends on the amount of the cash dividend declared and paid, and the amount of your optional cash investment, if any, and the applicable purchase price to be paid for each share of our common stock. Your plan account will be credited with the actual number of shares purchased, including fractional shares carried out to four decimal places.

How Do I Sell My Plan Shares?

You can sell some or all your shares in the plan by sending a transaction form to the administrator requesting that your shares be withdrawn from the plan. The plan administrator will sell the shares for you, and send you the proceeds, less any applicable fees (described below).

How Do I Withdraw from the Plan? Can My Participation in the Plan be Terminated?

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You can withdraw all or a portion of shares from your plan account at any time by sending a transaction form to the plan administrator requesting that your shares be withdrawn from the plan. After receipt of your request, the appropriate number of shares will be issued in certificate form and mailed to you. Your dividend reinvestment election will continue unless you withdraw all your plan shares, or unless you are no longer the record owner of such shares. If you withdraw all your plan shares, your participation in the plan will be terminated, and all dividends declared and paid, but with which the plan administrator has yet to purchase shares, will be paid to you. The plan administrator may close any plan account that holds less than one share.

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All withdrawal requests received on or after a declared dividend record date will be processed after dividend reinvestment shares have been allocated to shareholder accounts.

Can I Change the Name on My Plan Account, or Give or Transfer My Shares in the Plan to Other People?

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You may change the name on your plan account, transfer shares, or gift shares in your plan account at any time by completing the appropriate section of the transaction form that accompanies this document, and mailing it to the plan administrator. Transfers may be made in book-entry or certificated form.

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You can withdraw all or a portion of the shares from your plan account at any time by sending a transaction form to the plan administrator requesting that your shares be withdrawn from the plan. After receipt of your request, the appropriate number of shares will be issued in certificate form and mailed to your address of record. Your dividend participation option will remain the same unless you withdraw all of your plan shares.

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If you withdraw all of your whole and fractional plan shares, your participation in the plan will be terminated and any future dividends will be paid by check or direct deposit to your bank account and will not be reinvested. At its discretion, the plan administrator also may close any plan account that contains less than one share of Company common stock. Any fractional share in your plan account will be sold, and a check for the sale proceeds less applicable fees will be mailed to your address of record.

Can I Pledge My Plan Shares?

You may **not** pledge or assign book-entry shares held in your plan account. Unless you first remove your shares from the plan and request stock certificates for the shares, please note that you will not be able to pledge or hypothecate any shares held in your plan account. No attempted pledge or hypothecation will be effective because your plan shares are

held by the independent agent in nominee name and in book-entry form for your benefit.

Can the Plan Safekeep My Share Certificates?

If you hold certificates representing shares, whether or not they were acquired through the plan, you can deposit them in the plan for dividend reinvestment and safekeeping. The administrator will reflect the shares represented by those certificates in book-entry form in your plan account. To deposit certificates into the plan for safekeeping, send them via **registered mail** to the plan administrator, Continental Stock Transfer & Trust Company, at the address set forth under the section *How Do I Obtain Additional Information? How Do I Contact the Administrator?* A completed and signed transaction form must accompany your certificates, which should **not be endorsed**. You are responsible for delivery of such shares, and any certificates that you mail to us should be insured against loss or theft.

How Do I Obtain Certificates for My Shares in the Plan?

You can obtain certificates for any or all of the whole shares held in your plan account in book-entry form at any time for free. To obtain certificates, you must submit a transaction form. Please allow 30 days for the administrator to process your request.

Will I Have to Pay Any Fees in the Plan?

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There is no fee to enroll in the plan.

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You will not be charged any fees or commissions when you reinvest your dividends, purchase or transfer your shares under the plan, deposit shares in the plan for safekeeping or obtain certificates for shares held in book-entry form.

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If your check is returned due to nonsufficient funds or otherwise, you will be charged a service fee of \$25.00. Of course, until the administrator receives good funds, it will be unable to complete the transaction that you requested.

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Upon the termination of your participation in the plan through a sale of your shares, you will incur a fee of \$10.00. This fee is a termination fee for the sale and does not include any broker's or other fees that you may have to pay.

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We may change the plan's fees and charges at any time upon 30 days' notice.

When will I Receive Plan Statements and Forms?

Each time that you reinvest dividends or purchase shares through the plan, you will receive a statement confirming your transaction. Each statement will also include a blank transaction form that will help you make additional investments or withdrawals. Each statement that you receive will be cumulative for the then current year, and the last statement that you receive in a given year will serve as your annual statement of plan activities.

What Are the U.S. Federal Income Tax Consequences of My Participation in the Plan?

The following is a summary of the U.S. federal income tax consequences of participation in the plan as of the date of this prospectus. However, this summary does not reflect every situation that could result from participation in the plan, and we advise you to consult your own tax advisors for information about your specific situation.

In general, all your cash dividends—whether paid to you in cash or reinvested in the plan—are taxable as dividends for federal income tax purposes. In addition, any commissions or fees on purchases of shares purchased through the plan that are paid by us on your behalf will be subject to income tax. The total amount of cash dividends and other distributions will be reported to you and to the Internal Revenue Service on the appropriate tax form shortly after the end of each year.

Your tax basis in shares purchased or resulting from reinvested dividends under the plan will be equal to the price at which such shares are credited to your plan account, plus the amount of any commissions or fees, if any, with respect to such shares paid by us on your behalf. Your holding period for shares acquired with reinvested cash dividends generally will commence on the day after the dividend payment date. If, however, the shares are acquired with optional cash investments or are purchased with reinvested cash dividends in the open market, the holding period will commence on the day after the date of purchase.

You will not recognize gain or loss for U.S. federal income tax purposes upon your receipt of certificates for shares credited to your plan account. However, you will generally recognize gain or loss when you sell or exchange shares received from the plan or when a fractional share interest is liquidated. Such gain or loss will equal the difference between the amount that you receive for such fractional share interest or such shares and your tax basis.

In the case of plan participants whose cash dividends are subject to U.S. backup withholding, to the extent that you elect dividend reinvestment, the plan administrator will reinvest cash dividends less the amount of tax required to be withheld. You are responsible for filing any documentation required to comply with, obtain a reduction in, U.S. backup withholding.

The foregoing is intended only as a general discussion of the current federal income tax consequences of participation in the plan, and may not be applicable to certain participants, such as tax-exempt entities. You should consult your own tax advisers regarding the foreign, federal, state and local income tax consequences (including the effects of any changes in applicable law or interpretations thereof) of your individual participation in the plan or the disposal of shares acquired pursuant to the plan.

What Communications Will I Receive From You? How Do I Vote My Shares?

As a plan participant, you will receive all communications sent to our shareholders. For any meeting of our shareholders, as long as there are shares in your plan account on the relevant record date, you can attend, speak and vote at the meeting. You will receive a proxy that will enable you to vote the shares held in your plan account combined with any shares held by you in physical certificate form. You authorize us to combine our communications to you, as a plan participant, with all of our other mailings to you and others in your household.

How Will Stock Splits and Other Distributions Affect My Plan Shares?

If we declare a stock split or stock dividend, your plan account will be credited automatically by book-entry with the appropriate number of additional whole and fractional shares issued with respect to both your certificates and book-entry shares participating in your plan account. In the event that we offer any stock subscription or other rights to our shareholders, the administrator will make them available to you with respect to the certificates and book-entry shares participating in your plan account.

Can the Plan be Changed?

We may suspend, modify or discontinue the plan at any time. We will send you a written notice of any significant changes. Under no circumstances will any amendment decrease the number of shares that you own.

How is the Plan Administered?

The plan is administered by Continental Stock Transfer & Trust Company, as the plan administrator. The plan administrator keeps records, sends statements and performs other duties relating to the plan. The plan administrator also acts as the depository, transfer agent, registrar and dividend disbursing agent for the shares, and purchases and sells shares as agent for the plan. We may replace the plan administrator, and the plan administrator may resign, at any time, in which case we would designate a new administrator and deliver a notice to you informing you of such change.

The administrator will accept payment for initial cash investments and additional investments in United States dollars only, and does not accept checks or drafts from third parties. If you send payment to the administrator for investment in the plan in any currency other than United States dollars, then the administrator will return such funds to you, without interest.

Who Regulates and Interprets the Plan?

We and the plan administrator reserve the right to interpret and regulate the plan as we may deem necessary or desirable, and in the best interests of the plan. Any interpretations or regulation will be final. The plan, the plan

accounts and any related documentation will be governed by and construed in accordance with the laws of the State of Florida.

How Do I Obtain Additional Information? How Do I Contact the Administrator?

For information regarding the plan, additional forms, help with plan transactions or answers to your questions, please contact the plan administrator at:

Continental Stock Transfer & Trust Company

17 Battery Place South, 8th Floor

New York, NY 10004

Attention: Dividend Reinvestment Dept.

You may call the plan administrator at 1-800-509-5586.

Am I Protected Against Losses?

Your investment in the plan is no different from any investment in shares of our common stock you hold. If you choose to participate in the plan, then you should recognize that none of us, our subsidiaries and affiliates, or the plan administrator can assure you of a profit or protect you against loss on the shares that you purchase under the plan.

You bear the risk of loss in value and enjoy the benefits of gains with respect to all your shares. You need to make your own independent investment and participation decisions consistent with your situation and needs. None of us, our subsidiaries and affiliates, or the plan administrator can guarantee liquidity in the markets, and the value and marketability of your shares may be adversely affected by market conditions.

Plan accounts are not insured by the Securities Investor Protection Corporation or any other entity. Plan accounts and shares held by the plan are not savings accounts or deposits and are not insured by the FDIC or any other governmental agency.

Neither we, our subsidiaries, our affiliates, nor the plan administrator will be liable for any act, or for any failure to act, as long as we or they have made good faith efforts to carry out the terms of the plan, as described in this prospectus and on the forms that are designed to accompany each investment or activity.

In addition, the purchase and sale prices for shares acquired or sold through the plan will vary and cannot be predicted. The purchase price may be different from (more or less than) the price of acquiring shares on the open market on the related dividend payment or optional cash purchase date. Your investment in plan shares will be exposed to changes in market conditions and changes in the market value of the shares. Your ability to sell or otherwise liquidate shares under the plan is subject to the terms of the plan and the withdrawal procedures. Also, no interest will be paid on dividends, cash or other funds held by the administrator pending investment.

What Other Risks Will I Face Through My Participation in the Plan?

The following summary identifies several of the risks that you may face by virtue of your participation in the plan. There may be additional risks that are not listed below, and you should consult your financial, tax, legal and other advisors prior to determining whether to participate in the plan.

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There Is No Price Protection for Your Shares in the Plan. Your investment in the shares held in the plan will be exposed to changes in market conditions and changes in the market value of the shares. Your ability to liquidate or otherwise dispose of shares under the plan is subject to the terms of the plan and the withdrawal procedures thereunder. You may not be able to withdraw or sell your shares in the plan in time to react to market conditions.

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The Purchase Price for Shares Purchased Under the Plan Will Vary. The purchase price for any shares that you purchase under the plan will vary and cannot be predicted. You may purchase shares at a purchase price that is different from (more or less than) the price that you would face if you acquired shares on the open market on the related dividend payment date or optional cash purchase date.

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We May Not Pay Dividends. We may at any time, and from time to time, and for any reason, determine not to pay dividends. In that case, you will not receive any dividends on your shares in the plan or otherwise.

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You Will Not Earn Any Interest on Your Dividends or Cash Pending Investment. No interest will be paid on dividends, cash or other funds held by the administrator pending investment or disbursement.

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The Market Prices for Our Common Stock Vary, and You Should Purchase Shares for Long-Term Investment Only. Although our common stock currently is traded on the NASDAQ Global Select Market, we cannot assure you that there will, at any time in the future, be an active trading market for our common stock. Even if there is an active trading market for our common stock, we cannot assure you that you will be able to sell all your shares at one time or at a favorable price, if at all. As a result, you should participate in the plan **only** if you are capable of, and seeking, to make a long-term investment in our common stock.

WHERE YOU CAN FIND MORE INFORMATION

You can obtain additional information about us or about the plan by contacting Sharon Mehl at (772) 287-4000. You can also obtain, by written request to Seacoast Banking Corporation of Florida, P. O. Box 9012, 815 Colorado Avenue, Stuart, Florida 34995, Attention: Investor Relations, copies of any information or materials referred to or described in this prospectus.

In addition, we file reports, proxy and information statements and other information with the Securities and Exchange Commission (the SEC). Our filings with the SEC are available on the Internet at the SEC's EDGAR website at www.sec.gov. You may read and copy any document that we file with the SEC at the SEC's public reference room at the following address:

105 F Street, N.E.

Room 1580

Washington, D.C. 20549

You can call the SEC at 1-800-SEC-0330 for information on the operation of the public reference room. Our common stock is listed on the NASDAQ Global Select Market under the symbol SBCF. You may also inspect the reports and other information that we file with the SEC at The Nasdaq Stock Market, Inc., Reports Section, 1735 K Street N.W., Washington, D.C. 20006.

This prospectus is part of a registration statement on Form S-3 that we have filed with the SEC that covers the securities described in this prospectus. For further information about us, or about the securities, you should refer to our registration statement and its exhibits, and the information incorporated by reference into the registration statement. The registration statement and the information incorporated by reference in this registration statement can be obtained from the SEC, as described above, or from us at the address provided above.

We also maintain an Internet website at www.seacoastbanking.net, which contains information relating to us and our business, and which provides a link to the plan administrator's website where you can manage your plan account. We are not incorporating any information from our or the plan administrator's websites into this prospectus, and none of the information on either website is included or made part of this prospectus.

**THIS PROSPECTUS INCORPORATES INFORMATION
BY REFERENCE TO OTHER DOCUMENTS**

The SEC allows us to incorporate by reference into this prospectus the information that we file with the SEC. This means that:

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we can disclose important information to you by referring you to information and documents that we have filed with the SEC;

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any information that we reference in this manner is considered part of this prospectus; and

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any information that we file with the SEC after the date of this prospectus will automatically update and supersede the information contained in, and incorporated into, this prospectus.

We are incorporating by reference the following documents, which we have previously filed with the SEC:

- our Annual Report filed on Form 10-K/A for the fiscal year ended December 31, 2005;

- our Quarterly Report filed on Form 10-Q/A for the fiscal quarter ended March 31, 2006 and our Quarterly Report filed on Form 10-Q for the fiscal quarter ended June 30, 2006;

- our Current Reports on Form 8-K filed on April 6, 2006, May 3, 2006, May 8, 2006, May 15, 2006, May 23, 2006 and June 22, 2006; and

- the description of our common stock set forth in our registration statement filed under Section 12 of the Exchange Act, including all amendments or reports filed for the purpose of updating such description.

In addition, all future documents that we file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of our offering of shares under the plan, shall be deemed to be incorporated by reference into this prospectus. You may request a free copy of any documents referred to above, including exhibits, by contacting us at:

Seacoast Banking Corporation of Florida

P. O. Box 9012

815 Colorado Avenue

Stuart, Florida 34995

Telephone: (772) 287-4000

Facsimile: (772) 288-6012

Attention: Shareholder Services

IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS

Please read this prospectus carefully. If you own shares of our common stock now, or if you decide to buy shares in the future, then please keep this prospectus with your permanent investment records, since it contains important information about our Dividend Reinvestment and Stock Purchase Plan.

You should rely only on the information contained or incorporated in this prospectus. We have not authorized anyone to provide you with different information. We are not offering any of our shares in any state or other jurisdiction where the offer or sale of shares is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date later than the date of this prospectus.

SPECIAL CAUTIONARY NOTICE REGARDING

FORWARD-LOOKING STATEMENTS

Certain of the statements made or incorporated by reference in this prospectus are forward-looking statements within the meaning of, and subject to the protections of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions, and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements.

All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as may, will, anticipate, assume, should, indicate, would, believe, contemplate, expect, estimate, continue, plan, point to, project, other similar words and expressions of the future. These forward-looking statements may not be realized due to a variety of factors, including, without limitation:

-

future economic or business conditions;

- governmental monetary and fiscal policies, as well as legislative and regulatory changes;

- the risks of changes in interest rates on the levels, composition and costs of deposits, loan demand, and the values of loan collateral, securities, and interest sensitive assets and liabilities;

- the effects of comerif">

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Duties of Trustees; Board Meetings and Board Committees

Each fund is organized as a Massachusetts business trust. Under the funds' Declarations of Trusts, the Trustees are responsible for managing the affairs of the funds, including the appointment of advisors and subadvisors. Each Trustee has the experience, skills, attributes or qualifications described above (see "Principal Occupation(s) and Other Directorships During the Past Five Years" and "Additional Information About Nominees/Trustees" above). The Board appoints officers who assist in managing the day-to-day affairs of the funds. With respect to Financial Opportunities and Hedged Equity & Income, the Board met five times during the fiscal year ended December 31, 2017. With respect to Preferred Income, Preferred Income II and Preferred Income III, the Board met five times during the fiscal year ended July 31, 2018. With respect to Premium Dividend, Tax-Advantaged Dividend and Tax-Advantaged Global, the Board met five times during the fiscal year ended October 31, 2018. No Trustee attended fewer than 75% of the aggregate of (1) the total number of Board meetings; and (2) the total number of meetings held by all committees on which he or she served. The funds hold joint meetings of the Trustees and all committees. Two Trustees attended the joint 2018 annual meeting of shareholders of the funds that was held on February 2, 2018.

The Board has appointed an Independent Trustee as Chairperson. The Chairperson presides at meetings of the Trustees, and may call meetings of the Board and any Board committee whenever he deems it necessary. The Chairperson participates in the preparation of the agenda for meetings of the Board and the identification of information to be presented to the Board with respect to matters to be acted upon by the Board. The Chairperson also acts as a liaison with the funds' management, officers, attorneys, and other Trustees generally between meetings. The Chairperson may perform such other functions as may be requested by the Board from time to time. The Board has also designated a Vice Chairperson to serve in the absence of the Chairperson. Except for any duties specified pursuant to each fund's Declaration of Trust or By-Laws, or as assigned by the Board, the designation of a Trustee as Chairperson or Vice Chairperson does not impose on that Trustee any duties, obligations or liability that are greater than the duties, obligations or liability imposed on any other Trustee, generally. The Board has designated a number of standing committees as further described below, each of which has a Chairperson. The Board also may designate working groups or ad hoc committees as it deems appropriate.

The Board believes that this leadership structure is appropriate because it allows the Board to exercise informed and independent judgment over matters under its purview, and it allocates areas of responsibility among committees or working groups of Trustees and the full Board in a manner that enhances effective oversight. The Board considers leadership by an Independent Trustee as Chairperson to be integral to promoting effective independent oversight of the funds' operations and meaningful representation of the shareholders' interests, given the specific characteristics and circumstances of the funds. The Board also believes that having a super-majority of Independent Trustees is appropriate and in the best interest of the funds' shareholders. Nevertheless, the Board also believes that having interested persons serve on the Board brings corporate and financial viewpoints that are, in the Board's view, helpful elements in its decision-making process. In addition, the Board believes that Messrs. Arnott, Boyle, Thomson and Ms. Harrison, as current or former senior executives of MFC, the parent company of the Advisor and of other affiliates of the Advisor, provide the Board with the perspective of the Advisor in managing and sponsoring all of the funds. The leadership structure of the Board may be changed, at any time and in the discretion of the Board, including in response to changes in circumstances or the characteristics of each fund.

Board Committees

The Board has established an Audit Committee; Compliance Committee; Contracts, Legal & Risk Committee; Nominating and Governance Committee; and Investment Committee.

The current membership of each committee is set forth below.

Audit Committee. The Board has an Audit Committee in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which comprises Independent Trustees (Messrs. Bardelis, Burgess and Hoffman) as defined under Section 2(a)(19) of the 1940 Act. Mr. Burgess serves as Chairperson of this Committee. Each Audit Committee member is financially literate, with at least one having accounting or financial management expertise. The Board has adopted a written charter for the Committee. This Committee recommends to the full Board independent registered public accounting firms for each fund, oversees the work of the independent registered public accounting firm in connection with each fund's audit, communicates with the independent registered public accounting firm on a regular basis and provides a forum for the independent

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registered public accounting firm to report and discuss any matters it deems appropriate at any time. The Audit Committee held five meetings during the fiscal year ended December 31, 2017, five meetings during the fiscal year ended July 31, 2018, and five meetings during the fiscal year ended October 31, 2018, for funds with the relevant fiscal year ends. The written report of the Audit Committee is set forth below under "Audit Committee Report." The written charter of the Audit Committee is included as Attachment 1 to this proxy statement.

Compliance Committee. The Board also has a standing Compliance Committee (Mses. Fey and Jackson and Mr. Cunningham). This Committee reviews and makes recommendations to the full Board regarding certain compliance matters relating to the funds. Ms. Fey serves as Chairperson of this Committee. This Committee held four meetings during the fiscal year ended December 31, 2017, four meetings during the fiscal year ended July 31, 2018, and four meetings during the fiscal year ended October 31, 2018, for funds with the relevant fiscal year ends.

Contracts, Legal & Risk Committee. The Board also has a standing Contracts, Legal & Risk Committee (Messrs. Boyle, Oates, Pruchansky and Russo). This Committee oversees the initiation, operation, and renewal of the various contracts between the funds and other entities. These contracts include advisory and subadvisory agreements, custodial and transfer agency agreements and arrangements with other service providers. The Committee also reviews the significant legal affairs of the funds, as well as any significant regulatory and legislative actions or proposals affecting or relating to the funds or their service providers. The Committee also assists the Board in its oversight role with respect to the processes pursuant to which the Advisor and the subadvisors identify, manage and report the various risks that affect or could affect the funds. Mr. Russo serves as Chairperson of this Committee. The Contracts, Legal & Risk Committee

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held four meetings during the fiscal year ended December 31, 2017, four meetings during the fiscal year ended July 31, 2018, and four meetings during the fiscal year ended October 31, 2018, for funds with the relevant fiscal year ends.

Nominating & Governance Committee. This Committee comprises all of the Independent Trustees as defined in Section 2(a)(19) of the 1940 Act. Mr. McClellan serves as Chairperson of this Committee. The purpose of this Committee is to make determinations and recommendations to the Board on issues related to the composition and operation of the Board and corporate governance matters applicable to the Independent Trustees. This Committee is solely responsible for the selection and recommendation to the Board of Independent Trustee candidates. This Committee held five meetings during the fiscal year ended December 31, 2017, five meetings during the fiscal year ended July 31, 2018, and five meetings during the fiscal year ended October 31, 2018, for funds with the relevant fiscal year ends.

Each fund's Board has adopted a written charter for the Nominating and Governance Committee. A copy of the Charter is included as Attachment 2 to this proxy statement. This Committee will consider nominees recommended by fund shareholders. Any recommendations from shareholders shall be directed to the Secretary of the relevant fund at 197 Clarendon Street, Boston, Massachusetts 02116. Any shareholder nomination must be submitted in compliance with all of the pertinent provisions of Rule 14a-8 under the Exchange Act in order to be considered by the Committee. In evaluating a nominee recommended by a shareholder, the Committee, in addition to the criteria discussed below, may consider the objectives of the shareholder in submitting that nomination and whether such objectives are consistent with the interests of all shareholders.

The Committee may take into account a wide variety of factors in considering Trustee candidates, including (but not limited to) the following criteria: (i) the nominee's reputation for integrity, honesty and adherence to high ethical standards, and such other personal characteristics as a capacity for leadership and the ability to work well with others; (ii) the nominee's business, professional, academic, financial, accounting or other experience and qualifications, which demonstrate that he or she will make a valuable contribution as Trustee; (iii) a commitment to understand the funds and the responsibilities of a trustee of an investment company; (iv) a commitment to regularly attend and participate in meetings of the Board and its Committees; (v) the ability to understand potential conflicts of interest involving management of the funds and to act in the interests of all shareholders; (vi) the absence of a real or apparent conflict of interest that would impair the nominee's ability to represent the interests of all the shareholders and to fulfill the responsibilities of an Independent Trustee; and (vii) experience on corporate or other institutional bodies having oversight responsibilities. The Committee may determine that a candidate who does not satisfy these criteria in one or more respects should nevertheless be considered as a nominee if the Committee finds that the criteria satisfied by the candidate and the candidate's other qualifications demonstrate the appropriate level of fitness to serve. This Committee will strive to achieve a group that reflects a diversity of experiences in respect of industries, professions and other experiences, and that is diversified as to gender and race.

As long as a current Independent Trustee continues, in the opinion of this Committee, to satisfy these criteria, each fund anticipates that the Committee would favor the re-nomination of a current Independent Trustee rather than a new candidate. Consequently, while this Committee will consider nominees recommended by shareholders to serve as Independent Trustees, the Committee may act upon such recommendations only if there is a vacancy on the Board or the Committee determines that the selection of a new or additional Independent Trustee is in the best interests of a fund.

While the Committee is solely responsible for the selection and recommendation to the Board of Independent Trustee candidates, the Committee may consider nominees recommended by any source, including shareholders, management, legal counsel and Board members, as it deems appropriate. All recommendations shall include all information relating to such person that is required to be disclosed in solicitations of proxies for the election of Board members and as specified in the relevant fund's By-Laws, and must be accompanied by a written consent of the proposed candidate to stand for election if nominated for the Board and to serve if elected by shareholders. The Committee's process for identifying and evaluating nominees to serve as Independent Trustees of the funds is set forth in Annex A to the Committee's Charter.

Investment Committee. The Board also has an Investment Committee composed of all of the Trustees. The Investment Committee has five subcommittees with the Trustees divided among the five subcommittees (each an "Investment Sub-Committee"). Each Investment Sub-Committee reviews investment matters relating to a particular group of funds and coordinates with the full Board regarding investment matters. Ms. Jackson and Messrs. Bardelis, Cunningham, Hoffman and Oates serve as Chairpersons of the Investment Sub-Committees. The Investment Sub-Committee that oversees the funds held five meetings during the fiscal year ended December 31, 2017, five meetings during the fiscal year ended July 31, 2018, and five meetings during the fiscal year ended October 31, 2018, for the funds with the relevant fiscal year ends.

Annually, the Board evaluates its performance and that of its Committees, including the effectiveness of the Board's Committee structure.

Risk Oversight

As registered investment companies, the funds are subject to a variety of risks, including investment risks (such as, among others, market risk, credit risk and interest rate risk), financial risks (such as, among others, settlement risk, liquidity risk and valuation risk), compliance risks, and operational risks. As a part of its overall activities, the Board oversees the funds' risk management activities that are implemented by the Advisor, the funds' CCO and other service providers to the funds. The Advisor has primary responsibility for the funds' risk management on a day-to-day basis as a part of its overall responsibilities. The funds' subadvisors, subject to oversight of the Advisor, are primarily responsible for managing investment and financial risks as a part of their day-to-day investment responsibilities, as well as operational and compliance risks at their firms. The Advisor and the CCO also assist the Board in overseeing compliance with investment policies of the funds and regulatory requirements and monitor the implementation of the various compliance policies and procedures approved by the Board as a part of its oversight responsibilities.

The Advisor identifies to the Board the risks that it believes may affect the funds and develops processes and controls regarding such risks. However, risk management is a complex and dynamic undertaking and it is not always possible to comprehensively identify and/or mitigate all such risks at all times since risks are at times impacted by external events. In discharging its oversight responsibilities, the Board considers risk management issues throughout the year

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with the assistance of its various Committees as described below. Each Committee meets at least quarterly and presents reports to the Board, which may prompt further discussion of issues concerning the oversight of the funds' risk management. The Board as a whole also reviews written reports or presentations on a variety of risk issues as needed and may discuss particular risks that are not addressed in the Committee process.

The Board has established an Investment Committee, which consists of five Investment Sub-Committees. Each Investment Sub-Committee assists the Board in overseeing the significant investment policies of the relevant funds and the performance of their subadvisors. The Advisor monitors these policies and subadvisor activities and may recommend changes in connection with the funds to each relevant Investment Sub-Committee in response to subadvisor requests or other circumstances. On at least a quarterly basis, each Investment Sub-Committee reviews reports from the Advisor regarding the relevant funds' investment performance, which include information about investment and financial risks and how they are managed, and from the CCO or his/her designee regarding subadvisor compliance matters. In addition, each Investment Sub-Committee meets periodically with the portfolio managers of the funds' subadvisors to receive reports regarding management of the funds, including with respect to risk management processes.

The Audit Committee assists the Board in reviewing with the independent auditors, at various times throughout the year, matters relating to the funds' financial reporting. In addition, this Committee oversees the process of each fund's valuation of its portfolio securities, assisted by the funds' Pricing Committee (composed of officers of the Trusts), which calculates fair value determinations pursuant to procedures adopted by the Board.

The Compliance Committee assists the Board in overseeing the activities of the Trusts' CCO with respect to the compliance programs of the funds, the Advisor, the subadvisors, and certain of the funds' other service providers (the Distributor and Transfer Agent). This Committee and the Board receive and consider periodic reports from the CCO throughout the year, including the CCO's annual written report, which, among other things, summarizes material compliance issues that arose during the previous year and any remedial action taken to address these issues, as well as any material changes to the compliance programs.

The Contracts, Legal & Risk Committee assists the Board in its oversight role with respect to the processes pursuant to which the Advisor and the subadvisors identify, assess, manage and report the various risks that affect or could affect the funds. This Committee reviews reports from the funds' Advisor on a periodic basis regarding the risks facing the funds, and makes recommendations to the Board concerning risks and risk oversight matters as the Committee deems appropriate. This Committee also coordinates with the other Board Committees regarding risks relevant to the other Committees, as appropriate.

In addressing issues regarding the funds' risk management between meetings, appropriate representatives of the Advisor communicate with the Chairperson of the Board, the relevant Committee Chair, or the Trusts' CCO, who is directly accountable to the Board. As appropriate, the Chairperson of the Board, the Committee Chairs and the Trustees confer among themselves, with the Trusts' CCO, the Advisor, other service providers, external fund counsel, and counsel to the Independent Trustees, to identify and review risk management issues that may be placed on the full Board's agenda and/or that of an appropriate Committee for review and discussion.

In addition, in its annual review of the funds' advisory, subadvisory and distribution agreements, the Board reviews information provided by the Advisor, the subadvisors and the Distributor relating to their operational capabilities, financial condition, risk management processes and resources.

The Board may, at any time and in its discretion, change the manner in which it conducts its risk oversight role.

The Advisor also has its own, independent interest in risk management. In this regard, the Advisor has appointed a Risk and Investment Operations Committee, consisting of senior personnel from each of the Advisor's functional departments. This Committee reports periodically to the Board and the Contracts, Legal & Risk Committee on risk management matters. The Advisor's risk management program is part of the overall risk management program of John Hancock, the Advisor's parent company. John Hancock's Chief Risk Officer supports the Advisor's risk management program, and at the Board's request will report on risk management matters.

Executive Officers That Are Not Trustees

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The following table presents information regarding the current principal officers of the funds that are not Trustees. The business address of each officer is 197 Clarendon Street, Boston, Massachusetts 02116.

Name (Year of Birth) and Position with the Fund During the Past 5 Years	Principal Occupation(s)	Year Commenced Service
Christopher (Kit) Sechler (1973) Secretary and Chief Legal Officer (since 2018); Assistant Secretary (2009-2018)	Vice President and Deputy Chief Counsel, John Hancock Investments (since 2015); Assistant Vice President and Senior Counsel (2009–2015), John Hancock Investments; Chief Legal Officer and Secretary, John Hancock retail funds ¹ , John Hancock Funds II, John Hancock Variable Insurance Trust, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2018); Assistant Secretary of John Hancock Advisers, LLC and John Hancock Investment Management Services, LLC (since 2009).	2018 (A-H)
Francis V. Knox, Jr. (1947) Chief Compliance Officer	Vice President, John Hancock Financial Services (since 2005); Chief Compliance Officer, John Hancock retail funds ¹ , John Hancock Variable Insurance Trust, John Hancock Funds II, John Hancock Advisers, LLC, and John Hancock Investment Management Services, LLC (since 2005); Chief Compliance Officer, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2014).	2011 (B) 2005 (A, C–G) 2007 (H)
Charles A. Rizzo (1957) Chief Financial Officer	Vice President, John Hancock Financial Services (since 2008); Senior Vice President, John Hancock Advisers, LLC and John Hancock Investment Management Services, LLC (since 2008); Chief Financial Officer, John Hancock retail funds ¹ , John Hancock Variable Insurance Trust and John Hancock Funds II (since 2007); Chief Financial Officer, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2014).	2011 (B) 2007 (A, C–H)

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Name (Year of Birth) and Position with the Fund	Principal Occupations(s) During the Past 5 Years	Year Commenced Service
Salvatore Schiavone (1965) Treasurer	Assistant Vice President, John Hancock Financial Services (since 2007); Vice President, John Hancock Advisers, LLC and John Hancock Investment Management Services, LLC (since 2007); Treasurer, John Hancock retail funds ¹ (since 2007, including prior positions); Treasurer, John Hancock Variable Insurance Trust and John Hancock Funds II (2007–2009 and since 2010, including prior positions); Treasurer, John Hancock Collateral Trust and John Hancock Exchange-Traded Fund Trust (since 2014).	2011 (B) 2009 (A, C–H)
<i>(A) Financial Opportunities Fund</i>		
<i>(B) Hedged Equity & Income Fund</i>		
<i>(C) Preferred Income Fund</i>		
<i>(D) Preferred Income Fund II</i>		
<i>(E) Preferred Income Fund III</i>		
<i>(F) Premium Dividend Fund</i>		
<i>(G) Tax-Advantaged Dividend Income Fund</i>		
<i>(H) Tax-Advantaged Global Shareholder Yield Fund</i>		

¹ "John Hancock retail funds" is comprised of ten closed-end funds (including the funds described in this proxy statement), as well as eleven open-end investment companies.

Communications with the Trustees

Shareholders may communicate with the Trustees as a group or individually. Any such communication should be sent to the Board or an individual Trustee c/o The Secretary of the funds at the following address: 197 Clarendon Street, Boston, Massachusetts 02116. The Secretary may determine not to forward any letter to Trustees that does not relate to the business of a fund.

Trustee Share Ownership

The following table shows the number of shares beneficially owned by each Trustee, as well as the dollar range of each Trustee's ownership of the funds and all John Hancock funds overseen by the Trustee.

Trustee Holdings¹

Name of Trustee	Financial Opportunities Fund	Amount of Shares	Hedged Equity & Income Fund	Amount of Shares
Independent Trustees				
Charles L. Bardelis	\$10,001-\$50,000	587	\$10,001-\$50,000	714
James R. Boyle	\$10,001-\$50,000	621	\$10,001-\$50,000	1,376
Peter S. Burgess	\$10,001-\$50,000	828	\$10,001-\$50,000	1,324
William H. Cunningham	\$10,001-\$50,000	790	\$10,001-\$50,000	1,041
Financial Opportunities Fund				
Amount of Shares				
Hedged Equity & Income Fund				
Amount of Shares				
Independent Trustees				
Grace K. Fey	\$10,001-\$50,000	632	\$10,001-\$50,000	989
Theron S. Hoffman	\$10,001-\$50,000	833	\$10,001-\$50,000	1,309
Deborah C. Jackson	\$10,001-\$50,000	1,235	\$10,001-\$50,000	800
Financial Opportunities Fund				
Amount of Shares				
Hedged Equity & Income Fund				
Amount of Shares				
Independent Trustees				
Hassell H. McClellan	\$10,001-\$50,000	553	\$10,001-\$50,000	974
James M. Oates	\$10,001-\$50,000	873	\$10,001-\$50,000	1,256
Steven R. Pruchansky	\$10,001-\$50,000	1,036	\$10,001-\$50,000	1,882
Gregory A. Russo	\$10,001-\$50,000	1,109	\$10,001-\$50,000	1,253
Non-Independent Trustees				
Andrew G. Arnott	None	None	None	None
Marianne Harrison	None	None	None	None

Warren A. Thomson²

None

None

None

None

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Name of Trustee	Preferred Income Fund	Amount		Amount of Shares
		of Shares	Preferred Income Fund II	
Independent Trustees				
Charles L. Bardelis	\$10,001-\$50,000	518	\$10,001-\$50,000	717
James R. Boyle	\$10,001-\$50,000	941	\$10,001-\$50,000	963
Peter S. Burgess	\$10,001-\$50,000	650	\$10,001-\$50,000	650
William H. Cunningham	\$10,001-\$50,000	905	\$10,001-\$50,000	910
Grace K. Fey	\$10,001-\$50,000	854	\$10,001-\$50,000	856
Theron S. Hoffman	\$10,001-\$50,000	912	\$10,001-\$50,000	919
Deborah C. Jackson	\$10,001-\$50,000	1,779	\$10,001-\$50,000	856
Hassell H. McClellan	\$10,001-\$50,000	730	\$10,001-\$50,000	655
James M. Oates	\$10,001-\$50,000	1,081	\$10,001-\$50,000	1,074
Steven R. Pruchansky	\$10,001-\$50,000	1,715	\$10,001-\$50,000	2,097
Gregory A. Russo	\$10,001-\$50,000	1,117	\$10,001-\$50,000	1,099
Non-Independent Trustees				
Andrew G. Arnott	None	None	None	None
Marianne Harrison	None	None	None	None
Warren A. Thomson ²	None	None	None	None

Trustee Holdings¹

Name of Trustee	Preferred Income Fund III	Amount		Amount of Shares
		of Shares	Premium Dividend Fund	
Independent Trustees				
Charles L. Bardelis	\$10,001-\$50,000	754	\$10,001-\$50,000	1,058
James R. Boyle	\$10,001-\$50,000	1,061	\$10,001-\$50,000	1,416
Peter S. Burgess	\$10,001-\$50,000	1,109	\$10,001-\$50,000	1,497
William H. Cunningham	\$10,001-\$50,000	1,044	\$10,001-\$50,000	1,414
Grace K. Fey	\$10,001-\$50,000	971	\$10,001-\$50,000	1,376
Theron S. Hoffman	\$10,001-\$50,000	1,045	\$10,001-\$50,000	1,472
Deborah C. Jackson	\$10,001-\$50,000	1,054	\$10,001-\$50,000	1,676
Hassell H. McClellan	\$10,001-\$50,000	749	\$10,001-\$50,000	1,014
James M. Oates	\$10,001-\$50,000	1,236	\$10,001-\$50,000	1,654
Steven R. Pruchansky	\$10,001-\$50,000	2,372	\$10,001-\$50,000	2,483
Gregory A. Russo	\$10,001-\$50,000	1,291	\$10,001-\$50,000	1,737
Non-Independent Trustees				
Andrew G. Arnott	None	None	None	None
Marianne Harrison	None	None	None	None
Warren A. Thomson ²	None	None	None	None

Trustee Holdings¹

Name of Trustee	Tax-Advantaged Dividend Income Fund	Amount of Shares	Amount		All John Hancock Funds Overseen
			Tax-Advantaged Global Shareholder Yield Fund	of Shares	
Independent Trustees					
Charles L. Bardelis	\$10,001-\$50,000	564	\$1-\$10,000	1,399	Over \$100,000
James R. Boyle	\$10,001-\$50,000	918	\$10,001-\$50,000	1,988	Over \$100,00
Peter S. Burgess	\$10,001-\$50,000	1,014	\$10,001-\$50,000	1,865	Over \$100,000
William H. Cunningham	\$10,001-\$50,000	919	\$10,001-\$50,000	1,511	Over \$100,000
Grace K. Fey	\$10,001-\$50,000	858	\$1-\$10,000	1,412	Over \$100,000
Theron S. Hoffman	\$10,001-\$50,000	1,009	\$10,001-\$50,000	1,787	Over \$100,000
Deborah C. Jackson	\$10,001-\$50,000	1,422	\$1-\$10,000	850	Over \$100,000

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Name of Trustees	Tax-Advantaged Dividend Income Fund	Amount of Shares	Tax-Advantaged Global Shareholder Yield Fund	Amount of Shares	All John Hancock Funds Overseen
Independent Trustees					
Hassell H. McClellan	\$10,001-\$50,000	652	\$10,001-\$50,000	1,485	Over \$100,000
James M. Oates	\$10,001-\$50,000	958	\$10,001-\$50,000	1,647	Over \$100,000
Steven R. Pruchansky	\$10,001-\$50,000	1,823	\$10,001-\$50,000	3,143	Over \$100,000
Gregory A. Russo	\$10,001-\$50,000	1,261	\$10,001-\$50,000	1,801	Over \$100,000
Non-Independent Trustees					
Andrew G. Arnott	None	None	None	None	Over \$100,000
Marianne Harrison	None	None	None	None	Over \$100,000
Warren A. Thomson ²	None	None	None	None	Over \$100,000

¹ Trustee share ownership is provided as of October 31, 2018. The amounts reflect the aggregate dollar range of equity securities beneficially owned by the Trustees in the funds and in all John Hancock funds overseen by each Trustee. The information as to beneficial ownership is based on statements furnished to the funds by the Trustees. Each of the Trustees has all voting and investment powers with respect to the shares indicated.

² Retiring from the Board effective as of December 31, 2018. Not standing for re-election.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires a fund's executive officers, Trustees and persons who own more than 10% of a fund's shares ("10% Shareholders") to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Executive officers, Trustees and 10% Shareholders are also required by SEC regulations to furnish each fund with copies of all Section 16(a) forms they file. Based solely on a review of the copies of these reports furnished to the funds and representations that no other reports were required to be filed, each fund believes that, during the past fiscal year, its executive officers, Trustees and 10% Shareholders complied with all applicable Section 16(a) filing requirements.

Trustee Compensation

Each fund pays fees to its Independent Trustees. Trustees are also reimbursed for travel and other out-of-pocket expenses. Each Independent Trustee receives in the aggregate from each fund and the other closed-end funds in the John Hancock Fund Complex an annual retainer of \$40,000.

The following table provides information regarding the compensation paid by each fund and the other investment companies in the John Hancock Fund Complex to the Independent Trustees for their services for each fund's most recently completed fiscal year.

Aggregate Compensation for the Fiscal Year Ended December 31, 2017

Independent Trustees	Financial Opportunities		Hedged Equity & Income		Total Compensation All Funds in the John Hancock Fund Complex ¹
	Fund	Fund	Fund	Fund	
Charles L. Bardelis	\$4,000		\$4,000		\$375,000
James R. Boyle	\$4,000		\$4,000		\$355,000
Total Compensation All Funds in the John Hancock Fund Complex¹					
Independent Trustee	Financial Opportunities		Hedged Equity & Income		Total Compensation All Funds in the John Hancock Fund Complex ¹
	Fund	Fund	Fund	Fund	
Peter S. Burgess	\$4,000		\$4,000		\$395,000
William H. Cunningham	\$4,000		\$4,000		\$375,000
Grace K. Fey	\$4,000		\$4,000		\$395,000

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Theron S. Hoffman	\$4,000	\$4,000	\$375,000
Deborah C. Jackson	\$4,000	\$4,000	\$375,000
Hassell H. McClellan	\$4,000	\$4,000	\$515,000
James M. Oates	\$4,000	\$4,000	\$354,000
Steven R. Pruchansky	\$4,000	\$4,000	\$375,000
Gregory A. Russo	\$4,000	\$4,000	\$353,000

¹ Neither of these funds has a pension or retirement plan for any of its Trustees or officers.

Table of Contents**Aggregate Compensation for the Fiscal Year Ended July 31, 2018**

Independent Trustees	Preferred Income Fund	Preferred Income Fund II	Preferred Income Fund III	Total Compensation All Funds in the John Hancock Fund Complex¹
Charles L. Bardelis	\$4,000	\$4,000	\$4,000	\$388,000
James R. Boyle	\$4,000	\$4,000	\$4,000	\$368,000
Peter S. Burgess	\$4,000	\$4,000	\$4,000	\$408,000
William H. Cunningham	\$4,000	\$4,000	\$4,000	\$388,000
Grace K. Fey	\$4,000	\$4,000	\$4,000	\$408,000
Theron S. Hoffman	\$4,000	\$4,000	\$4,000	\$388,000
Deborah C. Jackson	\$4,000	\$4,000	\$4,000	\$388,000
Hassell H. McClellan	\$4,000	\$4,000	\$4,000	\$528,000
James M. Oates	\$4,000	\$4,000	\$4,000	\$388,000
Steven R. Pruchansky	\$4,000	\$4,000	\$4,000	\$388,000
Gregory A. Russo	\$4,000	\$4,000	\$4,000	\$408,000

¹ None of these funds has a pension or retirement plan for any of its Trustees or officers.

Aggregate Compensation for the Fiscal Year Ended October 31, 2018

Independent Trustees	Premium Dividend Fund	Tax-Advantaged Dividend Income Fund	Tax-Advantaged Global Shareholder Yield Fund	Total Compensation All Funds in the John Hancock Fund Complex¹
Charles L. Bardelis	\$4,000	\$4,000	\$4,000	\$389,000
James R. Boyle	\$4,000	\$4,000	\$4,000	\$369,000
Peter S. Burgess	\$4,000	\$4,000	\$4,000	\$409,000
William H. Cunningham	\$4,000	\$4,000	\$4,000	\$389,000
Grace K. Fey	\$4,000	\$4,000	\$4,000	\$409,000
Theron S. Hoffman	\$4,000	\$4,000	\$4,000	\$389,000
Deborah C. Jackson	\$4,000	\$4,000	\$4,000	\$389,000
Hassell H. McClellan	\$4,000	\$4,000	\$4,000	\$529,000
James M. Oates	\$4,000	\$4,000	\$4,000	\$389,000
Steven R. Pruchansky	\$4,000	\$4,000	\$4,000	\$389,000
Gregory A. Russo	\$4,000	\$4,000	\$4,000	\$409,000

¹ None of these funds has a pension or retirement plan for any of its Trustees or officers.

Legal Proceedings

There are no material pending legal proceedings to which any Nominee, Trustee or affiliated person of such Nominee or Trustee is a party adverse to the funds or any of their affiliated persons or has a material interest adverse to the funds or any of their affiliated persons. In addition, there have been no legal proceedings that are material to an evaluation of the ability or integrity of any Nominee, Trustee or executive officer of the funds within the past ten years.

Audit Committee Report

The information contained in this report shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act of 1933 or the Exchange Act.

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The Audit Committee has reviewed and discussed with the funds' management and PricewaterhouseCoopers LLP ("PwC") the audited financial statements of the funds contained in the Annual Reports on Form N-CSR for the most recent fiscal year. The Audit Committee also has discussed with PwC the matters required to be discussed pursuant to Public Company Accounting Oversight Board Auditing Standards, AU Section 380, which includes, among other items, matters related to the conduct of the audit of the funds' financial statements.

The Audit Committee has received and reviewed the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding PwC's communications with the Audit Committee concerning independence and has discussed with PwC its independence from the funds.

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Based on the review and discussions referred to above the Audit Committee, pursuant to the authority delegated to the Audit Committee by the Board of Trustees, approved the inclusion of the audited financial statements in the fund's Annual Report on Form N-CSR for filing with the SEC.

Submitted by the Audit Committee**

Peter S. Burgess – Chairman
Charles L. Bardelis
Theron S. Hoffman

* For purposes of this report, the funds' most recently completed fiscal years are as follows: October 31, 2017 (Premium Dividend, Tax-Advantaged Dividend and Tax-Advantaged Global), December 31, 2017 (Financial Opportunities and Hedged Equity & Income), and July 31, 2018 (Preferred Income, Preferred Income II and Preferred Income III).

** The Audit Committee Report was issued on December 11, 2018, with respect to Premium Dividend, Tax-Advantaged Dividend and Tax-Advantaged Global; February 12, 2018, with respect to Financial Opportunities and Hedged Equity & Income, and September 26, 2017, with respect to Preferred Income, Preferred Income II and Preferred Income III.

Independent Registered Public Accounting Firm

The Trustees of each fund, including a majority of each fund's Independent Trustees, have selected PwC, 101 Seaport Boulevard, Suite 500, Boston, MA 02210, to act as independent registered public accounting firm.

Representatives of PwC are not expected to be present at the meeting, but have been given the opportunity to make a statement, if they desire to do so, and will be available should any matter arise requiring their participation.

The following tables set forth the aggregate fees billed by PwC for the funds' two most recently completed fiscal years for professional services rendered for (i) the audit of the funds' annual financial statements and the review of financial statements included in the funds' reports to shareholders, (ii) assurance and related services that are reasonably related to the performance of the audit or review of the funds' financial statements, (iii) tax compliance, tax advice or tax planning and (iv) all other services provided by PwC other than (i), (ii) and (iii). None of the services described below were approved by the Audit Committee pursuant to the "de minimis exception" from the pre-approval requirement set forth in Rule 2-01(c)(7)(i)(C) of Regulation S-X under the Securities Act of 1933, as amended.

Fees Paid to PwC for the Fiscal Years Ended December 31, 2017 and 2016

	Audit Fees		Audit-Related Fees		Tax Fees		All Other Fees	
	2017	2016	2017	2016	2017	2016	2017	2016
Financial Opportunities Fund	\$33,738	\$35,721	\$0	\$1,000	\$4,590	\$6,397	\$840	\$112
Hedged Equity & Income Fund	\$46,458	\$43,611	\$0	\$525	\$3,990	\$3,647	\$840	\$112

Fees Paid to PwC for the Fiscal Years Ended July 31, 2018 and 2017

	Audit Fees		Audit-Related Fees		Tax Fees		All Other Fees	
	2018	2017	2018	2017	2018	2017	2018	2017
Preferred Income Fund	\$42,869	\$42,869	\$0	\$0	\$3,725	\$3,747	\$234	\$832
Preferred Income Fund II	\$42,869	\$42,869	\$0	\$0	\$3,725	\$4,497	\$234	\$832
Preferred Income Fund III	\$42,869	\$42,869	\$0	\$0	\$3,725	\$3,747	\$234	\$832

Fees Paid to PwC for the Fiscal Years Ended October 31, 2018 and 2017

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	Audit Fees		Audit-Related Fees		Tax Fees		All Other Fees	
	2018	2017	2018	2017	2018	2017	2018	2017
Premium Dividend Fund	\$49,299	\$44,699	\$0	\$0	\$3,725	\$3,725	\$239	\$832
Tax-Advantaged Dividend Income Fund	\$42,441	\$37,841	\$0	\$0	\$3,725	\$3,725	\$239	\$832
Tax-Advantaged Global Shareholder Yield Fund	\$44,363	\$39,763	\$0	\$0	\$3,725	\$4,475	\$239	\$832

Each fund's Audit Committee has adopted procedures that require the pre-approval of audit and nonaudit services provided by the fund's independent registered public accounting firm to the fund, the Advisor and any entity controlling, controlled by or under common control with the Advisor that provide services to each fund (the "Advisor Affiliates") and that relate directly to each fund's operations and financial reporting. In addition, these procedures identify certain types of audit and non-audit services that are anticipated to be provided by PwC during a calendar year and, provided the services are within the scope and value standards set forth in the procedures, such services are deemed to be pre-approved by the Audit Committee. The scope and value criteria are reviewed annually. Unless a service is pre-approved under the procedures, it must be specifically pre-approved by the Audit Committee.

In recommending PwC as the funds' independent registered public accounting firm, the Audit Committee has considered the compensation paid to PwC for audit and non-audit services to the Advisor and the Advisor Affiliates, and has determined that such compensation is not incompatible with maintaining PwC's independence.

The following table sets forth the aggregate non-audit fees billed by PwC for services rendered to each fund for the two most recently completed fiscal years.

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Fund	Fiscal Year Ended December 31, 2017	Fiscal Year Ended December 31, 2016
Financial Opportunities Fund	\$5,430	\$6,509
Hedged Equity & Income Fund	\$4,830	\$3,759

Fund	Fiscal Year Ended July 31, 2018	Fiscal Year Ended July 31, 2017
Preferred Income Fund	\$3,959	\$4,579
Preferred Income Fund II	\$3,959	\$5,329
Preferred Income Fund III	\$3,959	\$4,579

Fund	Fiscal Year Ended October 31, 2018	Fiscal Year Ended October 31, 2017
Premium Dividend Fund	\$3,964	\$4,557
Tax-Advantaged Dividend Income Fund	\$3,964	\$4,557
Tax-Advantaged Global Shareholder Yield Fund	\$3,964	\$5,307

The following table sets forth the aggregate non-audit fees billed by PwC for services rendered to the Advisor and the Advisor Affiliates for the funds' last two fiscal years.

Fiscal Year Ended	Amount Billed to the Advisor and Advisor Affiliates
December 31, 2017	\$9,042,739
December 31, 2016	\$4,621,599
July 31, 2018	\$4,148,162
July 31, 2017	\$8,144,934
October 31, 2018	\$2,064,999
October 31, 2017	\$8,879,666

Required Vote for Proposal 1

Approval of Proposal 1 will require a plurality of all votes cast, assuming a quorum exists. A "plurality" means that the five Nominees presented for election receiving the greatest number of votes will be elected as Trustees, regardless of the number of votes cast.

The Board of Trustees, including all the Independent Trustees, recommends that shareholders vote "FOR" Proposal 1.

MISCELLANEOUS**Voting Procedures**

Directions to attend the Meeting where shareholders may vote in person can be found on our website at www.jhinvestments.com/proxy. Valid photo identification may be required to attend the Meeting in person. **All valid proxies will be voted in accordance with specifications thereon, or in the absence of specifications, for each Nominee in the proposal.** The proposal described in this proxy statement is considered a routine matter on which brokers holding shares in "street name" may vote on this proposal without instruction under the rules of the NYSE.

Revocation of Proxies. Proxies may be revoked at any time before the Meeting either (i) by a written revocation received by the Secretary of the funds, (ii) by a properly executed later-dated proxy received by the Secretary of the funds, or (iii) by an in-person

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vote at the Meeting. Attendance at the Meeting will not in and of itself revoke a proxy. Shareholders may revoke a proxy as often as they wish before the Meeting. Only the latest dated, properly executed proxy card received prior to or at the Meeting will be counted.

Quorum. Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting or any adjournment of the Meeting. The holders of a majority of the outstanding shares of the fund at the close of business on that date present in person or by proxy will constitute a quorum for the Meeting.

Shareholders are entitled to one vote for each share held and fractional votes for fractional shares held. No shares have cumulative voting rights.

In the event the necessary quorum to transact business or the vote required to approve a proposal is not obtained at the Meeting, the persons named as proxies may propose one or more adjournments of the Meeting with respect to any proposal in accordance with applicable law to permit further solicitation of proxies. Any adjournment of the Meeting will require the affirmative vote of the holders of a majority of the fund's shares cast at the Meeting, and any adjournment with respect to any proposal will require the affirmative vote of the holders of a majority of the shares entitled to vote on the proposal cast at the Meeting. The persons named as proxies will vote for or against any adjournment in their discretion.

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Abstentions and Broker "Non-Votes." Abstentions and broker non-votes (i.e., shares held by brokers or nominees as to which (i) instructions have not been received from the beneficial owners or the persons entitled to vote and (ii) the broker or nominee indicates on the proxy that it does not have discretionary voting power on a particular matter) are counted as shares entitled to vote at the Meeting in determining whether a quorum is present, but do not count as votes cast for a proposal. Therefore, abstentions and broker non-votes have the same effect as a vote "against" a proposal.

Cost of Preparation and Distribution of Proxy Materials. The costs of the preparation of these proxy materials and their distribution will be borne by the funds.

Solicitation of Proxies. In addition to the mailing of these proxy materials, proxies may be solicited by telephone, by fax, by e-mail or in person by the Trustees, officers and employees of the funds and/or by personnel of the Advisor, its affiliates, or by broker-dealer firms. Computershare Inc., which serves as transfer agent, will assist in the solicitation of proxies. Computershare Inc. will be reimbursed by the funds for its reasonable expenses.

Telephone Voting

In addition to soliciting proxies by mail, by fax, by e-mail or in person, the funds may also arrange to have votes recorded by telephone by officers and employees of the funds or by the personnel of the Advisor, the transfer agent or solicitor. The telephone voting procedure is designed to verify a shareholder's identity, to allow a shareholder to authorize the voting of shares in accordance with the shareholder's instructions and to confirm that the voting instructions have been properly recorded.

A shareholder will be called on a recorded line at the telephone number in each fund's account records and will be asked to provide certain identifying information.

The shareholder will then be given an opportunity to authorize proxies to vote his or her shares at the Meeting in accordance with the shareholder's instructions.

Alternatively, a shareholder may call the funds' Voice Response Unit to vote by taking the following steps:

Read the Proxy Statement and have your proxy card(s) at hand.

Call the toll-free-number located on your proxy card(s).

Enter the "control number" found on the front of your proxy card(s).

Follow recorded instructions to cast your vote.

With both methods of telephone voting, to ensure that the shareholder's instructions have been recorded correctly, the shareholder will also receive a confirmation of the voting instructions. If the shareholder decides after voting by telephone to attend the Meeting, the shareholder can revoke the proxy at that time and vote the shares at the Meeting.

Internet Voting

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Shareholders also will have the opportunity to submit their voting instructions via the Internet by utilizing a program provided through a third-party vendor. Voting via the Internet will not affect a shareholder's right to vote in person if the shareholder decides to attend the Meeting. A shareholder should not mail the proxy card(s) if he or she is voting via the Internet. To vote via the Internet, a shareholder will need the "control number" that appears on the proxy card(s). These Internet voting procedures are designed to authenticate shareholder identities, to allow shareholders to give their voting instructions and to confirm that shareholders' instructions have been recorded properly. If a shareholder is voting via the Internet, he or she should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, the costs of which the shareholder must bear.

To vote via the Internet, a shareholder should:

Read the Proxy Statement and have your proxy card(s) at hand.

Go to the Web site on the proxy card(s).

Enter the "control number" found on the front of your proxy card(s).

Follow the instructions on the Web site.

To ensure that the shareholder's instructions have been recorded correctly, the shareholder will receive a confirmation of his or her voting instructions immediately after submitting them.

Shareholders Sharing the Same Address

As permitted by law, only one copy of this Proxy Statement may be delivered to shareholders residing at the same address, unless such shareholders have notified the applicable fund of their desire to receive multiple copies of the shareholder reports and other materials that a fund sends. If a shareholder would like to receive an additional copy, he or she should contact the applicable fund by writing to 197 Clarendon Street, Boston, Massachusetts 02116, Attn: Michael Heffernan, or by calling 866-859-8682. The fund will then promptly deliver, upon request, a separate copy of this Proxy Statement to any shareholder residing at an address to which only one copy was mailed. Shareholders wishing to receive separate copies of the fund's shareholder reports and other materials in the future, and shareholders sharing an address that wish to receive a single copy if they are receiving multiple copies, also should send a request as indicated.

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Other Matters

The Board does not know of any matters to be presented at the Meeting other than the proposal described in this Proxy Statement. If any other matters properly come before the Meeting, the shares represented by proxies will be voted in accordance with the best judgment of the person or persons voting the proxies.

SHAREHOLDER PROPOSALS

Shareholder proposals, including Nominees for Trustee, intended to be presented at a fund's 2020 annual meeting, in accordance with Rule 14a-8 under the Exchange Act, must be received by that fund at its offices at 197 Clarendon Street, Boston, Massachusetts 02116, by no later than the close of business on August 8, 2019, for inclusion in that fund's proxy statement and form of proxy relating to that meeting (subject to certain exceptions). Written notice of a shareholder proposal submitted outside of the processes of Rule 14a-8 must be delivered to the Secretary of the relevant fund at 197 Clarendon Street, Boston, Massachusetts 02116 by no later than the close of business on September 7, 2019, and no earlier than August 8, 2019. In order to be included in a fund's proxy statement and form of proxy, a shareholder proposal must comply with all applicable legal requirements. Timely submission of a proposal does not guarantee that such proposal will be included.

BY ORDER OF THE BOARD OF TRUSTEES

Dated: December 21, 2018
Boston, Massachusetts

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. THEREFORE, SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING IN PERSON ARE URGED TO COMPLETE, SIGN, DATE AND RETURN THE PROXY CARD(S) IN THE ENCLOSED ENVELOPE OR, ALTERNATIVELY, TO VOTE BY TOUCH-TONE TELEPHONE OR THE INTERNET.

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Adopted December 12, 2012
As Amended September 26, 2014
March 12, 2015
June 25, 2015
December 8, 2015
December 6, 2016
December 12, 2017
December 13, 2018

ATTACHMENT 1

JOHN HANCOCK FUNDS AUDIT COMMITTEE CHARTER

A. Overall Role and Responsibility

1. Overall Role. The Audit Committee (the "Committee") shall assist the Board of Trustees (collectively, the "Board") of each registered investment company in the John Hancock Funds complex (collectively, the "Trust") in its oversight role with respect to:

- a. the integrity of the Trust's financial statements;
- b. the financial reporting process;
- c. the system of internal controls over financial reporting;
- d. the Trust's independent registered public accounting firm's (the "Independent Auditor") qualifications and independence;
- e. the performance of the Trusts' Independent Auditor;
- f. the Trusts' compliance with legal and regulatory requirements applicable to accounting, internal accounting controls or auditing matters and related disclosures; and
- g. valuation of securities.

2. Responsibility of the Committee. The function of the Committee is oversight. Officers of the Trust are responsible for financial reporting and maintaining appropriate systems for accounting and internal control over financial reporting. The Trust's Independent Auditor is responsible for planning and carrying out an audit in accordance with legal and regulatory requirements and the standards of the PCAOB or other similar accounting and auditing standards organization and for providing other audit and non-audit services for which it may be engaged by the Trust.

In fulfilling the Committee's responsibilities hereunder, it is recognized that it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards. Accordingly, the Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Trust to its shareholders and others. The authority and responsibilities set forth in this Charter recognize that the Committee members are not acting as accountants or auditors, and this Charter does not reflect or create any duty or obligation of the Committee to plan or conduct any audit, to determine or certify that the Trust's financial statements are complete, accurate, fairly presented, or in accordance with generally accepted accounting principles or applicable law, or to guarantee the Independent Auditor's report.

Reliance on Other Persons and Information. Each Committee member shall be entitled to rely on: (i) the integrity of those persons and organizations within and outside the Trust from which the Committee receives information; (ii) the accuracy of the financial and other information provided to the Committee by such persons and organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board); and (iii) statements made by the officers and employees of the Trust, the Trust's investment adviser (the "Adviser"), or other third parties as to any information technology, internal audit and other non-audit services provided by the Independent Auditor to the Trust. In addition, the evaluation of the Trust's financial statements by the Committee is not of the same scope as, and does not involve the extent of detail as, audits performed by the Independent Auditor, nor does the Committee's evaluation substitute for the responsibilities of the Trust's officers for preparing, or the Independent

Auditor for auditing, the financial statements.

B. Membership

1. Number of Committee Members. The Committee shall consist of at least three Trustees of the Trust, none of whom is an "interested person" (as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), of the Trust (an "Independent Trustee").

2. Appointment of Committee Members. The full Board shall designate the members of the Committee and the Committee Chair. Committee members shall serve at the pleasure of the Board.

3. Qualifications of Committee Members.

a. Except as otherwise permitted by the applicable rules of the NYSE Arca, each member of the Committee shall be "independent," as defined by such rules and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934.

b. No Committee member may receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Trust, other than fees paid in his or her capacity as a member or Chair of the Board, or of any committee of the Board.

1 "John Hancock Funds" includes John Hancock Bond Trust, John Hancock California Tax-Free Income Fund, John Hancock Capital Series, John Hancock Collateral Trust, John Hancock Current Interest, John Hancock Exchange-Traded Fund Trust, John Hancock Financial Opportunities Fund, John Hancock Funds II, John Hancock Funds III, John Hancock Investment Trust, John Hancock Investment Trust II, John Hancock Investment Trust III, John Hancock Municipal Securities Trust, John Hancock Sovereign Bond Fund, John Hancock Strategic Series, John Hancock Variable Insurance Trust, John Hancock Emerging Markets Income Fund, John Hancock Floating Rate High Income Opportunities Fund, John Hancock Hedged Equity & Income Fund, John Hancock Income Securities Trust, John Hancock Investors Trust, John Hancock Preferred Income Fund, John Hancock Preferred Income Fund II, John Hancock Preferred Income Fund III, John Hancock Premium Dividend Fund, John Hancock Strategic Diversified Income

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Fund, John Hancock Tax-Advantaged Dividend Income Fund and John Hancock Tax-Advantaged Global Shareholder Yield Fund and for those Trust that are series companies, each investment portfolio thereof.

c. To the extent required by the NYSE, each Committee member must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee.

d. At least one Committee member must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment. The Board may presume that a person who satisfies the definition of "audit committee financial expert" (discussed below) has such expertise.

e. Unless otherwise permitted by the Board, no member of the Committee may serve on the audit committee of more than two other public companies (other than another John Hancock fund).

4. Audit Committee Financial Expert. The Board shall determine whether any member of the Committee is an "audit committee financial expert," as defined in Item 3 of Form N-CSR. The designation of a person as an "audit committee financial expert," within the meaning of the rules under Section 407 of the Sarbanes-Oxley Act of 2002, shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a Committee member, nor shall it decrease the duties and obligations of other Committee members or the Board. The Board shall make a redetermination should the composition of the Committee change.

C. Operations

1. Meetings and Actions by Written Consent. The Committee shall meet as often as it deems appropriate. Meetings may be called and notice given by the Committee Chair or a majority of the Committee members. Committee members may attend meetings in person or by telephone. The Committee may act by written consent to the extent permitted by law and the Trust's governing documents. The Committee shall maintain minutes or other records of its meetings and activities and report to the Board on any action it takes not later than the next following Board meeting.

2. Delegation to Subcommittees. The Committee may delegate any portion of its authority, including the authority to grant preapprovals of audit and permitted non-audit services, to a subcommittee of one or more members.

3. Appointment of Chair. As noted above, one member of the Committee shall be appointed as Chair by the Board. The Chair shall be responsible for leadership of the Committee, including scheduling meetings or reviewing and approving the schedule for them, preparing agendas or reviewing and approving them before the meetings, presiding over the meetings, and making reports to the Board, as appropriate.

4. Executive Sessions. The Committee and counsel for the Independent Trustees may meet privately and may admit non-members by invitation. The Committee shall meet with Officers of the Trust and the Independent Auditor in separate executive sessions as the Committee deems appropriate, and may meet with internal legal counsel and compliance personnel of the Adviser and with representatives of the Trust's service providers, to discuss matters that relate to the areas for which the Committee has responsibility.

5. Required Vote and Quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution. No resolution may be adopted unless at least 50% of the Committee members are present at the meeting in person or by telephone.

6. Appropriate Resources and Authority. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain special counsel and other advisers, experts or consultants, at the Trust's expense, as it determines necessary or appropriate to carry out its duties. The Committee shall have direct access to such officers of, and service providers to, the Trust, including subadvisers to the Trusts, as it deems desirable.

7. Review of Charter. The Committee shall review and assess the adequacy of this Charter at least annually and, when necessary, will recommend changes to the Board for its approval. The Board may amend this Charter at any time in response to recommendations from the Committee or on its own motion.

8. Performance Evaluation. The Committee shall undertake and review with the Board an annual performance evaluation of the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Committee Chair or by any other member of the Committee or by counsel to the Independent Trustees if designated by the Committee to make this report.

D. Duties and Powers of the Committee

To carry out its purposes, the Committee shall:

1. Selection of Independent Auditor

- a. Approve and recommend to the Board for its ratification and approval the selection, retention or termination of the Independent Auditor (or any other public accounting firm engaged for the purpose of performing other audit, review or attest services for a Trust).
- b. Periodically review and evaluate the lead partner and other senior members of the Independent Auditor's team and confirm the regular rotation of the lead audit partner and reviewing partner as required by Section 203 of the Sarbanes-Oxley Act.
- c. Review and evaluate matters potentially affecting the capabilities of the Independent Auditor, and in that connection obtain an understanding of the Independent Auditor's quality control and independence procedures and results of review by third parties.
- d. Approve the engagement of the Independent Auditor to provide an annual audit of and report on the Trust's financial statements.
- e. Preapprove the type of other audit services that may be provided by the Independent Auditor to the Trust and preapprove any such service where fee estimates exceed \$25,000.
- f. Preapprove the type of non-audit services that may be provided by the Independent Auditor to the Trust, the Adviser or any entity controlling, controlled by

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or under common control with the Adviser (an "Adviser Affiliate") that provides ongoing services to the Trust, if the engagement relates directly to the operations and financial reporting of the Trust.

g. Develop, to the extent it deems appropriate, policies and procedures for preapproval of the Independent Auditor to provide non-audit services. h. Consider the controls applied by the Independent Auditor and any measures taken by Officers of the Trust in an effort to assure that all items requiring preapproval by the Committee are timely identified and referred to the Committee.

i. Review the performance of the Independent Auditor.

j. Review and preapprove the fees proposed to be charged to the Trust by the Independent Auditor for audit and non-audit services as set forth in the Schedule of General Pre-Approved Audit, Audit-Related, Tax and Other Non-Audit Services.

k. Obtain and review, at least annually, a report by the Independent Auditor describing: the firm's independence, the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and all relationships between the Independent Auditor and the Trust, including the disclosures required by the PCAOB, or any similar accounting or auditing standards organization. The Committee shall engage in an active dialogue with the Independent Auditor concerning any disclosed relationships or services that might impact the objectivity and independence of the auditor.

l. Set clear hiring policies for the Trust and the Adviser for employees or former employees of the Independent Auditor.

m. Periodically consider whether there should be a rotation of the independent audit firm.

2. Evaluation of Independence

a. Review and evaluate matters potentially affecting the independence of the Independent Auditor, and in that connection:

i. Receive from the Independent Auditor a formal written statement delineating the relationships between the Independent Auditor and the Trust and its affiliates.

aa. Consider whether the type and/or annual total monetary amount of non-audit services provided by the Trust's Independent Auditor to the Adviser or any Adviser Affiliate that provides ongoing services to the Trust, are inconsistent with maintaining the independence of the Independent Auditor.

b. Recommend that the full Board take such action as the Committee deems appropriate regarding matters relating to the independence and performance of the Independent Auditor including, if appropriate, replacement of the Independent Auditor.

3. Oversight of Audit Process

a. Review the arrangements for and scope of the annual audit, interim reviews and any special audits.

b. Review with Officers of the Trust and/or the Independent Auditor:

i. Significant current financial reporting issues and practices.

ii. Significant matters arising in the preparation of and the quality, accuracy or fairness of the annual and interim financial statements and reports, and assess whether the financial statements and reports reflect appropriate accounting policies.

iii. Judgments about the quality, not just the acceptability, of accounting principles and financial disclosure practices used or proposed to be adopted by the Trust and, particularly, about the preferability and objectivity of its accounting principles and underlying estimates.

c. Inquire of Officers of the Trust and the Independent Auditor regarding:

i. Significant risks to or exposure of the Trust relating to deficiencies in internal controls over financial reporting and the steps that Officers of the Trust have taken to minimize such risks or exposure.

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- ii. Significant tax positions elected by the Trust and their effect on amounts distributed and reported to shareholders for federal personal income tax purposes.
- iii. Pricing and valuation matters generally, and specifically with respect to:
 - aa. Procedures used to assess the securities valuations provided by external pricing sources, particularly where such valuations are not based on prices last quoted in organized markets.
 - bb. Procedures established by the Board to value securities at "fair value" as determined in good faith, the Independent Auditor conclusions as to the reasonableness of the procedures, and Officers of the Trust's adherence to established "fair value" procedures.
- iv. Audit adjustments recorded in the annual financial statements and adjustments not recorded because their effects were considered immaterial, both individually and in the aggregate, to the financial statements taken as a whole, with a view to gaining an understanding of Trust Officers' and the Independent Auditor's concept of materiality.
- v. Accounting for unusual transactions.
- vi. Any Securities and Exchange Commission ("SEC") staff comments on the Trust's SEC reports, including, in particular, any accounting or disclosure compliance comments.

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d. Receive from the Independent Auditor one or more reports on the matters specified in Rule 2-07 of Regulation S-X, "Communications with Audit Committees," and in applicable PCAOB requirements including:

i. All critical accounting policies and practices to be used.

ii. All alternative treatments within generally accepted accounting principles for policies and practices related to material items, including ramifications of the use of alternative disclosures and treatments and the reasonableness of quality of accounting principles adopted.

iii. Other material written communications between the Independent Auditor and Officers of the Trust, such as any management letter or schedule of unadjusted differences.

iv. All non-audit services provided to the Adviser or an Adviser Affiliate that were not preapproved by the Committee.

e. Review and discuss with Officers of the Trust and the Independent Auditor the results of annual audits and related comments, with particular focus on the following items:

i. The Independent Auditor's audit of the Trust's annual financial statements, including footnotes and any significant audit findings, including any adjustments to the financial statements recommended by the Independent Auditor.

ii. The Independent Auditor's judgement regarding the reasonableness and quality of significant estimates made by Officers of the Trust.

iii. The Independent Auditor's views as to the adequacy of disclosures in the Trust's financial statements in relation to generally accepted accounting principles.

iv. Any serious difficulties or disputes with Officers of the Trust encountered during the course of the audit.

v. Any significant changes to the audit plan.

vi. The form of report on financial statements that the Independent Auditor proposes to render to the Board and shareholders.

vii. Other matters related to the conduct of the audit that are to be communicated to the Committee under generally accepted auditing standards as required by any audit oversight agency (e.g., the PCAOB).

4. Review of Matters Related to the Valuation of Portfolio Securities

Review matters related to valuation of portfolio securities, including valuation policies, valuation controls and operating practices (procedures) and oversee valuation process including fair value determinations, use of pricing vendors and pricing committee procedures and membership. The Committee shall report and make recommendations to the Board regarding approval of valuation policies, pricing committee actions, fair value determinations, and related matters.

5. Oversight of Internal Controls

a. Consider and review with Officers of the Trust and the Independent Auditor:

i. The adequacy of the internal controls, including computerized information system controls and controls over the daily net asset valuation process (including valuation of securities), and the Independent Auditor's letter as to the adequacy of such controls as required by Form N-CEN.

ii. Recommendations of the Independent Auditor on internal controls maintained both by the Trust and its service providers, together with responses of Officers of the Trust, including the status of previous audit recommendations.

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iii. Any reports prepared by Officers of the Trust dealing with internal controls.

b. Review the Trust's principal executive officer and principal financial officer required certifications on Form N-CSR and Form N-Q (Form N-Q certifications will no longer be required after March 31, 2019, any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein relating to the most recent fiscal half year and any reported evidence of fraud involving Officers of the Trust or other employees who have a significant role in the Trust's internal control over financial reporting.

c. Inquire, to the extent the Committee deems appropriate, with respect to the integrity of the Trust's financial statements, as to the adequacy of internal controls of third-party service providers such as custodians, transfer agents and accounting and other recordkeeping service agents.

d. Meet periodically with representatives of internal audit personnel of the Adviser or the Adviser's Affiliates and discuss the results of any audit of the services provided to the Trust by the Adviser and the Adviser Affiliates. The Committee shall:

i. Review the scope of the internal audit work as it relates to services provided to the Trust by the Adviser and the Adviser Affiliates.

ii. Review the results of internal audits performed that relate to operations and financial reporting of the Trust.

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6. Review of Financial Statements

- a. Review with counsel legal and regulatory matters that may have a material impact on the Trust's financial statements, related compliance policies and programs and reports received from regulators.
- b. Review at least annually the Trust's Disclosure Controls and Procedures relating to the Trust's financial statements.
- c. The financial statements of each open-end fund overseen by the Committee shall be made available to the Chairman of the Audit Committee for his or her review prior to issuance and for discussion with Officers of the Trust and the Independent Auditor, as the Chairman considers appropriate, and the results of such review and discussion shall be reported by the Chairman to the Committee.

7. Oversight of Closed-End John Hancock Funds

In addition to the matters noted above, with respect to any closed-end John Hancock Fund (a "Closed-End Fund"), the Committee shall:

- a. Meet periodically, including separately, with the Independent Auditor and with Management to review, to the extent required by applicable law or regulation, the form and substance of a Closed-End Fund's financial statements and reports, including such fund's disclosures under "Management's Discussion of Fund Performance" and to discuss any matters of importance relating to the Closed-End Funds' financial statements, including any unusual adjustments impacting such statements, recorded by Officers of the Trust or any adjustments recommended by the Independent Auditors, or other results of an audit. Consider whether it will recommend to the Board that the financial statements be included in a Closed-End Fund's annual or semi-annual report and if so recommended, release the financial statements for publication in the annual or semi-annual report pursuant to the Committee's delegated authority from the Board.
- b. Discuss guidelines and policies to govern the process by which financial risk assessment and financial risk management is undertaken including the Trust's major risk exposure and other steps management has taken to monitor and control such exposure. The Committee is not the primary body responsible for oversight of risk assessment and risk management, which is primarily the role of the Contract, Legal and Risk Committee.
- c. Prepare an annual Committee report for inclusion when necessary in a Closed-End Fund's proxy statement relating to its annual meeting of security holders, or in any other filing required by the SEC's rules.
- d. Discuss generally the types of information to be disclosed in press releases concerning dividends, as well as financial information provided to analysts and rating agencies (if any), and the type of presentations to be made.
- e. Each Committee member will have the qualifications set forth in B.3. above.
- f. Discuss with Officers of the Trust any notice to an exchange of a violation of the exchanges' corporate governance listing standards.

E. Complaints

The Committee shall follow the procedures below for the receipt, retention and treatment of complaints or concerns regarding accounting, internal accounting controls, and auditing matters relating to the Trust ("Complaints").

The Committee will request the Adviser to establish procedures that are acceptable to the Chief Compliance Officer of the Trust (the "CCO") for the anonymous submission of Complaints by employees of the Adviser and its affiliates. Complaints by other parties may be submitted to the Committee Chair or to the CCO, who will then forward the Complaint to the Committee Chair. The CCO will provide a report to the Committee each quarter regarding Complaints received during the prior quarter.

The Committee Chair may convene a special meeting of the Committee (which may be telephonic) to review a Complaint or may defer review until the next regularly scheduled quarterly Committee meeting. The Committee will evaluate the Complaint, determine

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the appropriate action to be taken in response to the Complaint, and review any action taken by the Adviser and its affiliates to address the Complaint. In evaluating the Complaint, the Committee may conduct an investigation or request another party, including outside legal counsel or other persons not affiliated with the Adviser, to conduct an investigation of the Complaint.

The Committee shall report to the full Board its responses to all Complaints and any actions taken to address the Complaints.

Except as necessary to carry out its duties under this section, the Committee will seek to keep all Complaints and the identity of the party submitting the Complaint confidential to the extent reasonably possible.

F. Review of Other Matters

a. Review with the full Board any issues that arise with respect to the quality or integrity of the Trust's financial statements and the performance and independence of the independent auditors.

b. In coordination with the Trust's Compliance Committee, review and report to the Board on the Trust's compliance with legal and reporting requirements. The Compliance Committee has primary responsibility for these requirements except for those that relate directly to accounting, internal accounting controls, auditing matters and financial reporting. To the extent these responsibilities are delegated to another committee of the Board, the Committee will coordinate the review and reporting with this committee.

c. In coordination with the Trust's Contracts, Legal and Risk Committee, review and report to the Board on the Trust's significant risks and exposure of the Trust to deficiencies in internal controls over financial reporting. The Contract, Legal and Risk Committee has primary responsibility for these requirements

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except for those that relate directly to accounting, internal accounting controls, auditing matters and financial reporting. To the extent these responsibilities are delegated to another committee of the Board, the Committee will coordinate the review and reporting with this committee.

d. Review and report to the Board the Committee's recommendation regarding approval of matters related to the declaration of dividends and distributions for each Trust that is an open end investment company.

e. Perform other tasks assigned to it from time to time by the Board and report findings and recommendations to the Board, as appropriate.

f. Regularly report to the Board of Trustees regarding the activities of the Committee.

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ATTACHMENT 2

JOHN HANCOCK FUNDS¹ NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Overall Role and Responsibility

The Nominating and Governance Committee (the "Committee") of each of the Trusts shall (1) make determinations and recommendations to the Board of Trustees (the "Board") regarding issues related to (a) the composition of the Board and (b) corporate governance matters applicable to the Trustees who are not "interested persons" as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), of any of the Trusts, or of any Fund's investment adviser, subadviser or principal underwriter and who are "independent" as defined in the rules of the New York Stock Exchange ("NYSE") (the "Independent Trustees") and (2) discharge such additional duties, responsibilities and functions as are delegated to it from time to time.

Membership

The Nominating and Governance Committee (the "Committee") shall be composed of all of the Independent Trustees of the Board. One member of the Committee shall be appointed by the Board as Chair of the Committee. The chair shall be responsible for leadership of the Committee, including scheduling meetings or reviewing and approving the schedule for them, preparing agendas or reviewing and approving them before meetings, presiding over meetings of the Committee and making reports to the full Board, as appropriate.

Structure, Operations and Governance

Meetings and Actions by Written Consent. The Committee shall meet as often as required or as the Committee deems appropriate, with or without management present. Meetings may be called and notice given by the Committee chair or a majority of the members of the Committee. Members may attend meetings in person or by telephone. The Committee may act by written consent to the extent permitted by law and the Funds' governing documents. The Committee shall report to the Board on any significant action it takes not later than the next following Board meeting.

Required Vote and Quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee at which a quorum is present is necessary for the adoption of any resolution. At least a majority of the Committee members present at the meeting in person or by telephone shall constitute a quorum for the transaction of business.

Delegation to Subcommittees. The Committee may delegate any portion of its authority to a subcommittee of one or more members.

Appropriate Resources and Authority. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain special counsel and other advisers, experts or consultants, at the Funds' expense, as it determines necessary or appropriate to carry out its duties and responsibilities. In addition, the Committee shall have direct access to such officers of and service providers to the Funds as it deems desirable.

Review of Charter. The Committee Charter shall be approved by at least a majority of the Independent Trustees of the Trust. The Committee shall review and assess the adequacy of this Charter periodically and, where necessary or as it deems desirable, will recommend changes to the Board for its approval. The Board may amend this Charter at any time in response to recommendations from the Committee or on its own motion.

Executive Sessions. The Committee may meet privately and may invite non-members to attend such meetings. The Committee may meet with representatives of the Investment Management Services department of the Funds' advisers, internal legal counsel

of the Funds' advisers, members of the John Hancock Funds Risk & Investment Operations Committee (the "RIO Committee") and with representatives of the Funds' service providers, including the subadvisers, to discuss matters that relate to the areas for which the Committee has responsibility.

Specific Duties and Responsibilities

The Committee shall have the following duties and powers, to be exercised at such times and in such manner as the Committee shall determine:

1. Except where a Trust is legally required to nominate individuals recommended by another, to identify individuals qualified to serve as Independent Trustees of the Trusts, and to consider and recommend to the full Board nominations of individuals to serve as Trustees.
2. To consider, as it deems necessary or appropriate, the criteria for persons to fill existing or newly created Trustee vacancies. The Committee shall use the criteria and principles set forth in Annex A to guide its Trustee selection process.
3. To consider and recommend changes to the Board regarding the size, structure, and composition of the Board.
4. To evaluate, from time to time, and determine changes to the retirement policies for the Independent Trustees, as appropriate.
5. To periodically review the Board's committee structure and, in collaboration with the Chairs of the various Committees, the charters of the Board's committees, and recommend to the Board of Trustees changes to the committee structure and charters as it deems appropriate.
6. To retain and terminate any firm(s) to be used to identify or evaluate or assist in identifying or evaluating potential Independent Board nominees, subject to the Board's sole authority to approve the firm's fees and other retention terms.
7. To consider and determine the amount of compensation to be paid by the Trusts to the Independent Trustees, including the compensation of the Chair of the Board or any Vice-Chair of the Board and of Committee Chairs, and to address compensation-related matters. The Chair of the Board has been granted the authority to approve special compensation to Independent Trustees in recognition of any significant amount of additional time and service to the Trusts provided by them, subject to ratification of any such special compensation by the Committee at the next regular meeting of the Committee.

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8. To coordinate and administer an annual self-evaluation of the Board, which will include, at a minimum, a review of its effectiveness in overseeing the number of Funds in the Fund complex and the effectiveness of its committee structure.

9. To review the Board Governance Procedures and recommend to the Board of Trustees changes to the Procedures as the Committee deems appropriate.

10. To report its activities to the full Board and to make such recommendations with respect to the matters described above and other matters as the Committee may deem necessary or appropriate.

"John Hancock Funds" includes each trust and series as may be amended from time to time (each individually, a "Trust," and collectively, the "Trusts," and each series thereof, a "Portfolio" or "Fund," and collectively, the "Portfolios" or "Funds").

Additional Responsibilities

The Committee will also perform other tasks assigned to it from time to time by the Chair of the Board or by the Board, and will report findings and recommendations to the Board, as appropriate.

Adopted: March 22, 2018

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ANNEX A

The Committee may take into account a wide variety of factors in considering Trustee candidates, including (but not limited to) the criteria set forth below. The Committee may determine that a candidate who does not satisfy these criteria in one or more respects should nevertheless be considered as a nominee if the Committee finds that the criteria satisfied by the candidate and the candidate's other qualifications demonstrate the appropriate level of fitness to serve.

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards, and such other personal characteristics as a capacity for leadership and the ability to work well with others.
2. Nominees should have business, professional, academic, financial, accounting or other experience and qualifications which demonstrate that they will make a valuable contribution as Trustees.
3. Nominees should have a commitment to understand the Funds, and the responsibilities of a trustee/director of an investment company and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the ability to understand the sometimes conflicting interests of the various constituencies of the Funds, including shareholders and the investment adviser, and to act in the interests of all shareholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair their ability to represent the interests of all the shareholders and to fulfill the responsibilities of a trustee.
6. Nominees should have experience on corporate or other institutional bodies having oversight responsibilities.

It is the intent of the Committee that at least one Independent Trustee be an "audit committee financial expert" as that term is defined in Item 3 of Form N-CSR.

Application of Criteria to Current Trustees

The re-nomination of current Trustees should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above based on, among other things, the current Trustee's contribution to the Board and any committee on which he or she serves.

Review of Nominations

1. The Committee believes that it is in the best interests of each Trust and its shareholders to obtain highly-qualified candidates to serve as members of the Board.
2. In nominating candidates who would be Independent Trustees, the Committee believes that no particular qualities or skills nor any specific minimum qualifications or disqualifications are controlling or paramount. The Committee shall take into consideration any such factors as it deems appropriate; however, the appropriate mix of skills, expertise and attributes needed to maintain an effective board are sought in the applicant pool as part of every search the Board undertakes for new trustees, including but not limited to the diversity of thought, as well as of gender, race, ethnic background and geographic origin. These factors may also include (but are not limited to) the person's character, integrity, judgment, skill and experience with investment companies and other organizations of comparable purpose, complexity and size and subject to similar legal restrictions and oversight; the interplay of the candidate's experience with the experience of other Board members; and the extent to which the candidate would be a desirable addition to the Board and any Committees thereof. Other factors that the Committee may take into consideration include a person's availability and commitment to attend meetings and perform his or her responsibilities; whether or not the person has or had any relationships that might impair or appear to impair his or her independence, such as any business, financial or family relationships with Fund management, the investment adviser and/or any subadviser of the Funds, as applicable, Fund service providers, or their affiliates or with Fund shareholders. The Committee will strive to achieve a group that reflects a diversity of experiences in respect of industries, professions and other experiences, and that is diversified as to thought, gender, race, ethnic background and geographic origin.
3. While the Committee is solely responsible for the selection and recommendation to the Board of Independent Trustee candidates, the Committee may consider nominees recommended by any source, including shareholders, management, legal counsel and Board members, as it deems appropriate. The Committee may retain a professional search firm or a consultant to

assist the Committee in a search for a qualified candidate. Any recommendations from shareholders shall be directed to the Secretary of the relevant Trust at such address as is set forth in the Trust's disclosure documents. Recommendations from management may be submitted to the Committee Chair. All recommendations shall include all information relating to such person that is required to be disclosed in solicitations of proxies for the election of Board members and as specified in the relevant Trust's By-Laws, and must be accompanied by a written consent of the proposed candidate to stand for election if nominated for the Board and to serve if elected by shareholders.

4. Any shareholder nomination must be submitted in compliance with all of the pertinent provisions of Rule 14a-8 under the Securities Exchange Act of 1934 in order to be considered by the Committee. In evaluating a nominee recommended by a shareholder, the Committee, in addition to the criteria discussed above, may consider the objectives of the shareholder in submitting that nomination and whether such objectives are consistent with the interests of all shareholders. If the Board determines to include a shareholder's candidate among the slate of its designated nominees, the candidate's name will be placed on the Trust's proxy card. If the Board determines not to include such candidate among its designated nominees, and the shareholder has satisfied the requirements of Rule 14a-8, the shareholder's candidate will be treated as a nominee of the shareholder who originally nominated the candidate. In that case, the candidate will not be named on the proxy card distributed with the Trust's proxy statement.

5. As long as a current Independent Trustee continues, in the opinion of the Committee, to satisfy the criteria listed above, the Committee generally would favor the re-nomination of a current Trustee rather than a new candidate. Consequently, while the Committee will consider nominees recommended by shareholders to serve as trustees, the Committee may only act upon such recommendations if there is a vacancy on the Board, or the Committee determines

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that the selection of a new or additional Trustee is in the best interests of the relevant Trust. In the event that a vacancy arises or a change in Board membership is determined to be advisable, the Committee will, in addition to any shareholder recommendations, consider candidates identified by other means as discussed in this Annex A.

6. With respect to candidates for Independent Trustee, a biography of each candidate shall be acquired and shall be reviewed by counsel to the Independent Trustees and counsel to the Trust to determine the candidate's eligibility to serve as an Independent Trustee.

7. The Committee may from time to time establish specific requirements and/or additional factors to be considered for Independent Trustee candidates as it deems necessary or appropriate.

8. After its consideration of relevant factors, the Committee shall present its recommendation(s) to the full Board for its consideration.

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197 Clarendon Street Boston, MA 02116 800-852-0218 jhinvestments.com

PFDPX 12/18

**JOHN HANCOCK PROXY WO # 30183 -
TOUCH-TONE TELEPHONE VOTING
SCRIPT**

**** PROXY CARD ** IVR Revision 11-27-18
WHEN CONNECTED TO OUR PHONE
VOTING SYSTEM ACCESSED VIA OUR
TOLL-FREE NUMBER 1-800-337-3503 , THE
SHAREHOLDER HEARS:**

Control Number	Security Code	Fund Name
183-9999-9001-0999999	9999	John Hancock Income Securities Trust
183-9999-9002-0999999	9999	John Hancock Investors Trust
183-9999-9003-0999999	9999	John Hancock Financial Opportunities Fund
183-9999-9004-0999999	9999	John Hancock Hedged Equity & Income Fund
183-9999-9005-0999999	9999	John Hancock Preferred Income Fund
183-9999-9006-0999999	9999	John Hancock Preferred Income Fund II
183-9999-9007-0999999	9999	John Hancock Preferred Income Fund III
183-9999-9008-0999999	9999	John Hancock Premium Dividend Fund
183-9999-9009-0999999	9999	John Hancock Tax-Advantaged Dividend Income Fund
183-9999-9010-0999999	9999	John Hancock Tax-Advantaged Global Shareholder Yield Fund

THE INITIAL PROMPT:

*"Thank you for calling the proxy voting line.
Before you can vote, I'll need to validate some information from your proxy card or meeting notice.
On your card or notice there's a shaded box with a 14 digit number inside. Please enter that number now."*

AFTER THE SHAREHOLDER ENTERS THEIR 14 DIGIT CONTROL NUMBER, HE/SHE HEARS:

"Next, located in the un-shaded box is an 8 digit number. Please enter this number now."

THEN YOU HEAR:

"Thank you. Please hold while I validate those numbers."

IF CUSTOM GREETING IS APPROVED, THE SHAREHOLDER WILL HEAR THE FOLLOWING CUSTOM SPEECH:

Okay, you'll be voting your proxy for shares in the John Hancock Funds. The Board Recommends a vote "FOR" the proposal."

IF THERE IS A PRIOR VOTE IN THE SYSTEM FOR THE CONTROL NUMBER ENTERED YOU HEAR:

"I see that you've already voted. If you don't want to change your vote you can just hang-up. Otherwise, remain on the line and I'll take you through the voting process again..."

IF THERE IS NO PRIOR VOTE, THE FOLLOWING IS HEARD:

"I'm about to take you through the voting process. Please keep your voting card or meeting notice in front of you to follow along. Okay, let's begin..."

THEN, MATCHING THE SHAREHOLDER'S PROXY CARD, THEY WILL BE PROMPTED TO VOTE ON THE PROPOSAL:

"PROPOSAL 1: To vote FOR ALL nominees, Press 1. To WITHHOLD your vote from all nominees, press 2. Or to WITHHOLD YOUR VOTE FROM INDIVIDUAL nominees press 3."

IF THE SHAREHOLDER PRESSES 1, TO VOTE FOR ALL NOMINEES THEY WILL HEAR:

"Okay, voting for all nominees"

IF THE SHAREHOLDER PRESSES 2, TO WITHHOLD FROM ALL NOMINEES THEY WILL HEAR:

"Okay, voting withhold on all nominees "

IF THE SHAREHOLDER PRESSES 3, TO WITHHOLD FROM INDIVIDUAL NOMINEES THEY WILL HEAR:

"Okay, we'll withhold your vote on the nominees you specify. All other nominees will be voted FOR. "

THEN THEY HEAR: "For each nominee listed on your proxy card or meeting notice there's a corresponding two-digit number. Please enter the number of the nominee from whom you wish to withhold your vote."

AFTER THE SHAREHOLDER ENTERS A NOMINEE NUMBER TO WITHHOLD FROM, HE/SHE HEARS:

"OK, withholding your vote from nominee number N" [Where N is the nominee number entered]"

THEN THE SHAREHOLDER HEARS:

"To withhold your vote from another nominee, enter the two-digit number. If there are no other nominees from whom you wish to withhold your vote press # (pound)."

WHEN # IS PRESSED, THE SHAREHOLDER HEARS:

"Okay, finished withholding from nominees"

WHEN THE SHAREHOLDER HAS COMPLETED VOTING ON THE PROPOSALS, HE/SHE WILL HEAR:

"Okay, you've finished voting but your vote has not yet been recorded."

"To hear a summary of how you voted, press 1; To record your vote, Press 2."

IF THE SHAREHOLDER PRESSES 1, TO HEAR A SUMMARY OF THEIR VOTES, HE/SHE WILL HEAR:

"Please note your vote will be cast automatically should you decide to hang up during the summary."

"You've elected to vote as follows..." [THEN A PLAYBACK OF THE VOTES COLLECTED FOR EACH PROPOSAL IS HEARD]

AFTER THE VOTE PLAYBACK, THE SHAREHOLDER HEARS:

"If this is correct, press 1; Otherwise, press 2. If you'd like to hear the information again press # (pound)."

IF THE CALLER CHOOSES TO RECORD THEIR VOTE (EITHER BEFORE OR AFTER THE SUMMARY IS HEARD), THEY HEAR:

"(Okay) Please hold while I record your vote."

THEN THEY HEAR:

"Your vote has been recorded. It's not necessary for you to mail in your proxy card or meeting notice."

I'm now going to end this call unless you have another proxy card or meeting notice to vote or you want to change your vote. If you need to vote again, press one now."

***IF THE SHAREHOLDER PRESSES 2, INDICATING AN INCORRECT VOTE, HE/SHE WILL HEAR:
"Okay, lets change your vote." [The system then prompts the voting options again.]***

***AFTER THE SHAREHOLDER'S VOTE IS RECORDED, IF THEY ELECT TO VOTE ANOTHER PROXY,
HE/SHE HEARS:***

"Before you can vote, I'll need to validate some information from your proxy card or meeting notice. On your card or notice there's a shaded box with a 14 digit number inside. Please enter that number now."

IF THE SHAREHOLDER ELECTS TO END THE CALL, HE/SHE WILL HEAR:

"Thank you for voting, goodbye."

NOTICE AND ACCESS: MATERIALS REQUEST TOUCH-TONE TELEPHONE SCRIPT

"WO# 30183 - JOHN HANCOCK FUNDS PROXY"

Control Number	Security Code	Fund Name
183-9999-9001-0999999999	9999	John Hancock Income Securities Trust
183-9999-9002-0999999999	9999	John Hancock Investors Trust
183-9999-9003-0999999999	9999	John Hancock Financial Opportunities Fund
183-9999-9004-0999999999	9999	John Hancock Hedged Equity & Income Fund
183-9999-9005-0999999999	9999	John Hancock Preferred Income Fund
183-9999-9006-0999999999	9999	John Hancock Preferred Income Fund II
183-9999-9007-0999999999	9999	John Hancock Preferred Income Fund III
183-9999-9008-0999999999	9999	John Hancock Premium Dividend Fund
183-9999-9009-0999999999	9999	John Hancock Tax-Advantaged Dividend Income Fund
183-9999-9010-0999999999	9999	John Hancock Tax-Advantaged Global Shareholder Yield Fund

EXPECTED MAIL DATE: - MEETING DATE: 02-07-19

WHEN CONNECTED TO OUR TOUCH TONE PHONE ORDERING SYSTEM ACCESSED VIA OUR TOLL-FREE NUMBER(1-877-816-5331) , THE SHAREHOLDER WILL HEAR:

INITIAL GREETING:

"Thank you for calling the Proxy Materials Order Line."

"This line is available to you until the meeting date of the current campaign"

THEN THE SHAREHOLDER IS PROMPTED TO ENTER THEIR CONTROL NUMBER:

"To request a copy of proxy materials by mail, I'll need to validate some information from your Meeting Notice."

"On your notice there's a shaded box with a 14 digit number inside. Please enter that number now."

AFTER ENTRY OF THEIR CONTROL NUMBER, THEY ARE PROMPTED TO ENTER THEIR SECURITY CODE:"

"Next, located in the un-shaded box is an 8 digit number. Please enter this number now.

THEN YOU HEAR:

"Thank you, Please hold while I validate those numbers."

IF THE CODES ENTERED WERE VALID, THE CAMPAIGN SPECIFIC SPEECH IS HEARD NEXT:

"Okay, you'll be requesting meeting materials for John Hancock Funds."

THEN THE FOLLOWING SPEECH IS HEARD:

"Your request for a paper copy of your proxy materials will be processed in just a moment. For future meetings you can elect to receive proxy materials by email or by mail. If you prefer email, please log on to the web site listed on your shareholder meeting Notice so that we can capture your email address. If you prefer to receive all future proxy materials by mail, press 1 now. If you don't want to set a future delivery preference, just hold on for your material order confirmation."

NEXT, THE SHAREHOLDER HEARS:

"Please hold while I process your request."

THEN THE SHAREHOLDER HEARS:

"Your request has been received. Proxy material orders will be mailed within 3 business days."

OR, IF THE SHAREHOLDER HAS A PENDING ORDER THEY HEAR THIS SPEECH INSTEAD:

"There's already a request for proxy meeting materials that's pending. Material orders are mailed within 3 business days from when they were requested."

IF THE MEETING IS WITHIN 10 DAYS OF THE CALL, THE SHAREHOLDER WILL HEAR:

"Since the meeting is within 10 days, I cannot guarantee that you'll receive your proxy materials in sufficient time for you to review the materials and process your vote. However, you can always view your proxy materials and vote

online by logging onto the website listed on your shareholder meeting notice."

IF THE SHAREHOLDER ELECTED TO RECEIVE ALL FUTURE PROXY MATERIALS BY MAIL THEY WILL HEAR:

"Additionally, as you've indicated, you'll receive all future proxy meeting materials by mail."

THEN THE SHAREHOLDER IS PROMPTED TO SEE IF THEY HAVE ANOTHER NOTICE:

"If you have received a notice on another account that you'd like me to send you materials on, press one now."

THEN IF THE SHAREHOLDER ELECTS TO ORDER MATERIALS FOR ANOTHER NOTICE:

"Okay, to send you materials on another account we'll just need to repeat the process using the details from your other notice. Let's begin..."

IF THE SHAREHOLDER DOESN'T CHOOSE THE OPTION TO ORDER MATERIALS FOR ANOTHER NOTICE, THEY HEAR:

"I'm now going to end this call. Thank you for calling. Goodbye."