



## **Manulife Financial Corporation (the “Company”)**

### **Board of Directors’ Mandate March 27, 2007**

The Board of Directors (the “Board”) is responsible for providing independent oversight of the management of the business and affairs of the Company.

The Board shall, directly or through a Board committee, carry out the duties referred to in this Mandate.

#### **Culture of Integrity and Ethics**

- Promote a culture of integrity at the Company. The Board shall satisfy itself as to the integrity of the Chief Executive Officer (“CEO”) and the executive officers, and that the CEO and executive officers create a culture of integrity throughout the Company.
- Approve the Company’s *Code of Business Conduct and Ethics* (the “Code”), monitor compliance with the Code, and receive reports assuring the Board that the Code is being adhered to. Any waivers from the Code for the benefit of any Director or executive officer must be approved by the Board.
- Approve policies and practices for dealing with all matters related to integrity and ethics, including conflicts of interest, related party transactions and the treatment of confidential information.

#### **Strategic Planning Process and Implementation**

- Provide oversight and guidance on the strategic issues facing the Company and on the implementation of appropriate business plans to effect the Company’s strategy. Business plans and strategies, which take into account opportunities and risks, are presented to the Board by the CEO on a regular basis and by each Division at least annually. For each report, the Board engages in a discussion with Senior Management to satisfy itself that the appropriate strategies are being implemented. The Board approves management’s strategic and business plans where necessary or desirable.
- Monitor the implementation and results of the Company’s strategy and review performance against the strategic business plans.
- Review and approve the Company’s financial objectives and plans, including debt and equity issues, major capital expenditures, allocation of resources among the Company’s lines of business, organizational restructurings and other major financial activities, which exceed the approval limits delegated by the Board.

### **Risk Management and Compliance**

- Oversee the implementation by management of appropriate systems to identify and manage the principal risks of the Company's business. The Board shall receive regular updates on the status of risk management activities and initiatives.
- Oversee the implementation by management of a comprehensive compliance management program.

### **Succession Planning**

- Oversee the selection, appointment, development, evaluation and compensation of the Chair of the Board, Board members, the CEO and each executive officer.
- Review the establishment of annual performance targets and the annual performance evaluation of the Chief Executive Officer and each executive officer.
- Oversee the Company's general approach to human resources and compensation philosophy.
- Review the succession plan for key executive positions as updated from time to time.

### **Communications and Public Disclosure**

- Oversee public communication and disclosure. The Board has adopted the *Disclosure Policy* which governs the release of information about the Company and requires timely, accurate and fair disclosure of such information in compliance with all legal and regulatory requirements.
- Directors may communicate with the Shareholders or stakeholders on behalf of the Company when authorized by the CEO or the Chair of the Board and the CEO.

### **Internal Controls**

- Oversee the internal control and management information systems, monitor the integrity of such systems and obtain assurances on a regular basis that these systems are designed and operating effectively.
- Review and approve the financial statements and related disclosures prior to their release. The Board shall receive a detailed analysis of these reports from management and the Audit and Risk Management Committee to assist in its review.

## **Corporate Governance**

- Review and approve the Company's Governance Policies and Practices, as updated from time to time.
- Establish expectations and responsibilities of directors, including preparation for, attendance at, and participation in, Board and Committee meetings and Board educational seminars.

## **Duty of Care**

In meeting their responsibilities as members of the Board, each Director shall act honestly and in good faith with a view to the best interests of the Company, and exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

## **Communication with Directors**

Shareholders or other stakeholders of the Company may communicate with the Directors by writing to the Chair of the Board in care of the Corporate Secretary of the Company as follows:

Chair of the Board  
c/o The Corporate Secretary  
Manulife Financial  
200 Bloor Street East  
North Tower 10  
Toronto, ON  
M4W 1E5