

Commitment to Corporate Governance

We Deliver Solid Performance through Sound Practices

Integrity in Business Practice

Manulife has a set of core values that guides our conduct, and one of those values is integrity. Because our business is built on the promises we make to our customers, our reputation for being straight, direct and fair while also providing value is critical to our success. In every place where we operate, we insist that our employees follow our Code of Business Conduct and Ethics. The Code governs our behaviour globally.

Corporate Governance

We are committed to being a leader in corporate governance in Canada, ensuring that our governance policies and practices are consistent with our vision of being the most professional life insurance company in the world.

This commitment starts at the top, with our Board of Directors, who oversee the management of the business and the affairs of the Company. All but one of the directors – President and Chief Executive Officer Dominic D’Alessandro – are independent of management. As well, every Board and Committee meeting includes an in-camera session without management present.

Our leadership in this area has been recognized consistently. In four of the seven years that *The Globe and Mail* has conducted its annual “Board Games” survey, we have ranked first.

We invite you to review our governance program at www.manulife.com/governance, which also includes a link to our most recent proxy circular.

“No company has been more of a fixture at the top of the Board Games chart than insurer Manulife, which has placed first or second in five of the seven years since the survey was created.”

*Board Games 2008
The Globe and Mail*

Globe and Mail “Board Games”

97 out of 100