

NOTICE OF ANNUAL MEETING OF MANULIFE FINANCIAL CORPORATION AND ANNUAL MEETING OF THE MANUFACTURERS LIFE INSURANCE COMPANY

NOTICE IS HEREBY GIVEN THAT the Annual Meeting of Common Shareholders of Manulife Financial Corporation (the "Company") and the Annual Meeting of Policyholders and the Shareholder of The Manufacturers Life Insurance Company ("Manufacturers Life") (together the "Meeting") will be held on Thursday, May 5, 2011 at 11:00 a.m. Eastern Time at the Head Office, 200 Bloor Street East, International Room, Toronto, Ontario, Canada.

The Meeting will have the following purposes:

1. Receive the consolidated financial statements of the Company and of Manufacturers Life for the year ended December 31, 2010, together with reports of the auditor and the actuary on those statements;
2. Elect Directors of the Company and of Manufacturers Life;
3. Appoint auditors of the Company and of Manufacturers Life for 2011;
4. Approve the advisory resolution to accept the Company's approach to executive compensation disclosed in the Proxy Circular;
5. Consider the shareholder proposals set out in Schedule "B" to the Proxy Circular; and
6. Consider such other business as may properly be brought before the Meeting or any continuation of the Meeting after an adjournment.

Shareholders and policyholders who cannot attend the Meeting in person may vote by proxy. To be valid, proxies must be received by CIBC Mellon Trust Company no later than 5:00 p.m. Eastern Time on Tuesday, May 3, 2011 or, if the Meeting is adjourned, no later than 5:00 p.m. Eastern Time on the second business day preceding the day to which the Meeting is adjourned. Policyholders of Manufacturers Life who wish to receive a notice of meeting containing more details of the business to be transacted at the Meeting may write to the Corporate Secretary, Manufacturers Life, 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.

March 31, 2011
Toronto

By Order of the Board of Directors
Angela K. Shaffer
Corporate Secretary

 **Manulife Financial**

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