



Welcome to the annual meeting of common shareholders of Manulife Financial Corporation and policyholders and the shareholder of The Manufacturers Life Insurance Company (the “Meeting”).

THE RULES OF PROCEDURE FOR THE MEETING

By attending the Meeting, each person agrees to follow the rules of conduct set out herein.

The Chair is responsible for ensuring the proper conduct of the business of the Meeting. The Chair has the authority to rule on all procedural matters including the appropriateness of all matters or questions raised and to rule out of order any matters or questions that:

- are not relevant to the business of the Meeting;
- concern an issue before a court;
- are defamatory;
- repeat a question or discussion that has already been addressed during the Meeting; or
- relate to personal grievances.

The Chair also has the authority to control the amount of time spent on each question and to group, summarize and address at the same time any questions on the same topic or theme.

Only shareholders, policyholders, and duly appointed proxyholders may address the Meeting. See the following page for more information on attending and participating at the Meeting. If you wish to ask a question regarding a resolution, please do so before a vote is taken.

SHAREHOLDER AND POLICYHOLDER PROPOSAL RULES FOR FUTURE MEETINGS

The deadline for receipt of proposals to be considered for inclusion in the materials for the 2024 Annual Meeting is December 15, 2023.

Annual Meeting Agenda

1. Chair’s Welcome and Remarks
2. CEO’s Remarks
3. Calling Meeting to Order
4. Notice of Meeting; Confirmation of Quorum; Voting Instructions
5. Annual Financial Statements of MFC and 2022 Consolidated Financial Statements of MLI, and Reports of the Auditor and Actuary Thereon
6. Information for Participating Policyholders of MLI set out in the Report to Policyholders
7. Election of Directors
8. Appointment of Auditors
9. MFC Shareholder Advisory Resolution Regarding Approach to Executive Compensation
10. Voting Results
11. Conclusion of Meeting
12. Question and Answer Period

ATTENDING THE MEETING

Shareholders, policyholders, duly appointed proxyholders, and guests may attend the Meeting in person, via webcast or phone (listen only).

In Person

The Meeting will be held at our head office in Toronto at 200 Bloor Street East on May 11, 2023 at 11:00 a.m. (Eastern time). Please register with our transfer agent when you arrive.

No large bags are permitted in the Meeting room. Attendees carrying large bags exceeding 16.5 cm x 11.5 cm (6.5" x 4.5") size, will be required to check their bag upon arrival. We reserve the right to inspect all bags regardless of size.

No food or drink will be permitted in the Meeting room.

Webcast

The Meeting will be webcast at <https://web.lumiagm.com/467771061>. The link will be accessible one hour before the Meeting start time to allow you to test your connection. Please note, a recording of the meeting will be posted on Manulife.com for shareholders and policyholders who are unable to attend the meeting.

Registered shareholders and policyholders: Select "I have a control number" and enter the 13-digit control number from your proxy form and use the password "manulife2023" (case sensitive).

Non-registered shareholders (those holding shares with a bank, brokerage or other financial institution) & duly appointed proxyholders: In advance of the Meeting follow the directions on page 10 of the Management Information Circular to appoint yourself or another person as proxyholder then obtain a control number from TSX Trust Company. Once you have the control number, select "I have a control number" and enter the 13-digit TSX control number and use the password "manulife2023" (case sensitive).

Guests: Select "I am a guest" and complete the required fields. Guests will be able to attend the Meeting but cannot vote or ask questions.

Phone

Persons attending by phone will be in "listen only mode" and will not be able to vote or ask questions during the Meeting.

English North America: 1-800-952-5114 passcode 2486511#
English International: 416-406-0743 passcode 2486511#
French North America: 1-800-898-3989 passcode 7241356#
French International: 416-406-0743 passcode 7241356#

MEETING MATERIAL

Materials for the Meeting are available at the registration desks and during the webcast by selecting the documents tab.

ADDITIONAL INFORMATION

To access the Meeting online either as a shareholder or a guest, you will need the latest versions of Chrome, Safari, Edge or Firefox. Please do not use Internet Explorer. You should log in early to ensure your browser is compatible. Internal network security protocols including firewalls and VPN connections may block access to the Lumi platform. If you are experiencing any difficulty connecting or watching the Meeting, ensure your VPN setting is disabled or use a computer on a network not restricted by the security settings of your organization.

For further information on how to attend the webcast please refer to the Virtual Meeting User Guide available at <https://www.manulife.com/en/investors/annual-meeting.html>

VOTING

If you have voted by proxy in advance of the Meeting you do not need to vote during the Meeting.

Only registered shareholders, policyholders, and duly appointed proxyholders can vote during the Meeting. Non-registered shareholders who want to vote during the Meeting must appoint themselves or another person as proxyholder. Please refer to the directions starting on page 7 of the Management Information Circular for further information.

Shareholders should only vote on shareholder items and policyholders on policyholder items.

QUESTIONS

Only registered shareholders, policyholders and duly appointed proxyholders (including non-registered shareholders who have appointed themselves or another person as proxyholder) will be able to ask questions during the Meeting.

Questions may be asked (a) in-person at the Meeting using the designated microphones (b) via webcast by selecting the messaging tab and typing the question in the chat box (c) via phone by selecting the messaging tab on the webcast and typing your phone number and the nature of your question in the chat box (an operator will call you back to place you in queue to ask a question during the meeting).

Only questions of interest to all shareholders or policyholders should be asked during the Meeting. To give sufficient time to respond to the questions of others, please only ask one question at a time and ensure your question does not exceed three minutes in length. If your question is related to a personal matter, Manulife will contact you after the Meeting. We will do our best to answer all questions. If we are unable to answer your question live, we will contact you after the Meeting.