



**MANULIFE FINANCIAL CORPORATION
PARTICIPANT DECLARATION REGARDING COMMON SHARES
HELD IN THE CENTRAL CLEARING AND SETTLEMENT SYSTEM**

Please Note:

- (a) This declaration (the "Declaration") should be completed by each participant holding Common Shares of Manulife Financial Corporation (the "Common Shares") in the Central Clearing and Settlement System ("CCASS") and returned to the address below no later than March 29, 2023 (14 days after the Record Date).
- (b) Manulife Financial Corporation may make reasonable inquiries of the participant of the beneficial owner(s) for whom it holds Common Shares in the Book Entry System to confirm that the statements made in this Declaration as they pertain to each beneficial owner are true.
- (c) Some of the relevant provisions contained in the *Insurance Companies Act* (Canada) (the "Act") and reflected in the By-Laws (the "By-Laws") of Manulife Financial Corporation are summarized on the reverse.

To: **MANULIFE FINANCIAL CORPORATION**
c/o TSX Trust Company
301-100 Adelaide St West
Toronto, Ontario, Canada M5H 4H1
Attention: Carol Pineda
Email: carol.pineda@tmx.com

In response to a request made by Manulife Financial Corporation to facilitate compliance with the restrictions on the issue, transfer and exercise of voting rights attaching to the Common Shares pursuant to the Act, the regulations to the Act and the By-Laws, the undersigned declares that, within the meanings of the definitions contained in the Act, as summarized on the reverse, as at the date hereof the following responses are true:

1) Check Applicable Box

Does the participant hold Common Shares in the Book Entry System for any person who beneficially owns Common Shares which, together with Common Shares owned by other persons which it controls, equal or exceed 186 million Common Shares (being 10% of all outstanding Common Shares as at the date hereof).

- Yes [If this box is checked, provide, in a schedule to this Declaration, the names, addresses and shareholdings of such persons for whom the undersigned holds Common Shares in the Book Entry System.]
- No

2) Check Applicable Box

Does the participant hold Common Shares in the Book Entry System in the right of or for the use or benefit of (i) Her Majesty in right of Canada or of a Province of Canada, or any agent or agency of Her Majesty in either such right, or (ii) the government of a foreign country or any political subdivision thereof, or any agent or agency thereof.

- Yes [If this box is checked, provide, in a schedule to this Declaration, the names, addresses and shareholdings of such persons for whom the undersigned holds Common Shares in the Book Entry System.]
- No

Name and Address of Participant: _____

Participant Account Number: _____

Date: _____ By: _____
Authorized Officer

SUMMARY OF DEFINITIONS

The following definitions are summaries only and are qualified in their entirety by the definitions contained in the Act. The declarant should refer to the Act for the complete text and for other definitions and provisions which may be relevant in the circumstances, and also to the By-Laws for additional information relating to the rights attached to the Common Shares.

“agent”: means

- (a) in relation to Her Majesty in right of Canada or of a province, any agent of Her Majesty in either of those rights, and includes a municipal or public body empowered to perform a function of government in Canada or any entity empowered to perform a function or duty on behalf of Her Majesty in either of those rights but does not include
 - (i) an official or entity performing a function or duty in connection with the administration or management of the estate or property of a natural person,
 - (ii) an official or entity performing a function or duty in connection with the administration, management or investment of a fund established to provide compensation, hospitalization, medical care, annuities, pensions or similar benefits to natural persons, or moneys derived from such a fund, or
 - (iii) the trustee of any trust for the administration of a fund to which Her Majesty in either of those rights contributes and of which an official or entity that is an agent of Her Majesty in either of those rights is a trustee; and
- (b) in relation to the government of a foreign country or any political subdivision thereof, a person empowered to perform a function or duty on behalf of the government of the foreign country or political subdivision, other than a function or duty in connection with the administration or management of the estate or property of a natural person.

“control”:

- (a) a person controls a body corporate if securities of the body corporate to which are attached more than 50 per cent of the votes that may be cast to elect directors of the body corporate are beneficially owned by the person and the votes attached to those securities are sufficient, if exercised, to elect a majority of the directors of the body corporate;
- (b) a person controls an unincorporated entity, other than a limited partnership, if more than 50 per cent of the ownership interests, however designated, into which the entity is divided are beneficially owned by that person and the person is able to direct the business and affairs of the entity;
- (c) the general partner of a limited partnership controls the limited partnership;
- (d) a person controls an entity if the person has any direct or indirect influence that, if exercised, would result in control in fact of the entity;
- (e) a person who controls any entity is deemed to control any entity that is controlled, or deemed to be controlled, by the entity; and
- (f) a person is deemed to control any entity where the aggregate of (i) any securities of the entity that are beneficially owned by that person, and (ii) any securities of the entity that are beneficially owned by any entity controlled by that person, is such that, if that person and all of the entities referred to in item (ii) of this paragraph that beneficially own securities of the entity were one person, that person would control the entity.

“beneficial ownership”: includes ownership through one or more trustees, legal representatives, agents or other intermediaries.

“body corporate”: means an incorporated body wherever or however incorporated.

“entity”: means a body corporate, trust, partnership, fund, an unincorporated association or organization, Her Majesty in right of Canada or of a province, an agency of Her Majesty in either of such rights and the government of a foreign country or any political subdivision thereof and any agency thereof.

“person”: means a natural person, an entity or a personal representative.

宏利金融有限公司**關於存放普通股於中央結算及交收系統的參與者聲明****注意事項：**

- (a) 每一位將宏利金融有限公司普通股(下稱:「普通股」)存放於中央結算及交收系統的參與者均須填寫本聲明 (下稱:「聲明」), 並於二零二三年三月二十九日之前(記錄日期起計 14 天內), 遷交下列地址。
- (b) 宏利金融有限公司可向代實益擁有人將普通股存於帳面記錄系統的參與者查詢實益擁有人的資料, 以確定本聲明中關於實益擁有人的陳述正確無誤。
- (c) 保險公司法(加拿大) (下稱:「法例」) 及宏利金融有限公司公司章程 (下稱:「公司章程」) 的若干相關條文摘要見背頁。

致: **MANULIFE FINANCIAL CORPORATION**
c/o TSX Trust Company
301-100 Adelaide St West
Toronto, Ontario, Canada M5H 4H1
Attention: Carol Pineda
Email: carol.pineda@tmx.com

因應宏利金融有限公司之要求, 為了遵循法例、法例條文以及公司章程對普通股之發行、過戶和行使投票權的限制, 下方簽署人謹此聲明, 根據法例所載之定義的意義 (摘要刊於背頁), 於下述日期, 以下回覆正確無誤:

1) 選擇適用的一項

參與者有否代任何人士在帳面記錄系統持有普通股, 而該人士所實益擁有的普通股, 連同其所管控的其他人士實益擁有的普通股, 數量相等於或超過一億八千六百萬股普通股 (佔下述日期已發行普通股的 10%) ?

- 有 [如選擇本項, 請以附件形式提供由下方簽署人代為在帳面記錄系統持有普通股的有關人士的姓名、地址和持股份量。]
- 否

2) 選擇適用的一項

參與者有否代下列人士在帳面記錄系統持有普通股或將普通股的使用權或利益歸於該等人士?

- (i) 加拿大或其省政府或任何代理或轄下機構, 或
- (ii) 外國政府、外國政治組織分部或任何代理或轄下機構

- 有 [如選擇本項, 請以附件形式提供由下方簽署人代為在帳面記錄系統持有普通股的有關人士的姓名、地址和持股份量。]
- 否

參與者的名稱及地址: _____

參與者帳戶號碼: _____

日期: _____ 簽署: _____

受權人員

中央結算及交收系統參與者聲明（背頁）

詞彙定義撮要

以下詞彙定義只屬撮要，並受法例所載之定義全面約制。聲明人應參閱法例的全文以了解相關的其他定義和條文，並參考公司章程以獲取更多有關普通股附帶權利的資訊。

「代理」指：

- (a) 就加拿大或其省政府而言，指加拿大或其省政府的任何代理，包括受權出任加拿大政府職能的包括市立或公共機構，或受權代表加拿大或其省政府擔任職能或執行職務的任何實體，但不包括：
 - (i) 職能或職務涉及承辦及管理自然人的財產或遺產的官員或實體；
 - (ii) 職能或職務涉及承辦、管理及投資成立目的在於向自然人提供報酬、住院、醫療、年金、退休金或相類福利的基金或有關基金衍生的金額的官員或實體，或
 - (iii) 管理由加拿大或其省政府供款並由一位身為加拿大或其省政府代理的官員或實體擔任受託人的基金的信託單位受託人；及
- (b) 就外國政府或外國政治組織分部而言，指受權代表外國政府或外國政治組織分部擔任職能或執行職務的人士，但不包括涉及承辦及管理自然人的財產或遺產的職能或職務。

「管控」：

- (a) 若某位人士實益擁有一法人團體中佔 50%以上選舉董事投票權的證券，而若行使有關證券的投票權，足以選出該法人團體董事會的大部分成員，則該位人士管控該法人團體；
- (b) 若某位人士實益擁有一非註冊實體 50%以上擁有權益（不論以何方法劃分）並能主導實體的業務及事務，則該位人士管控該非註冊實體，有限責任合夥公司除外；
- (c) 有限責任合夥公司的普通合夥人管控該有限責任合夥公司；
- (d) 若某位人士在運用所擁有的任何直接或間接影響力後，將能在實際上管控某實體，則該位人士管控該實體；
- (e) 若某位人士管控一實體，則會被視為同時管控任何由該實體所管控或視作由該實體所管控的實體；
- (f) 若(i)某位人士實益擁有的某實體的證券，與(ii)該位人士管控的公司所實益擁有的該實體證券的總和，足以在該人士及本段第(ii)項所指的實益擁有該實體證券的所有實體為同一人的情況下，使該人士能管控該實體，那麼該人士將被視作管控該實體。

「實益擁有權」：包括透過一個或多個受託人、法律代表、代理或其他中介人持有的擁有權。

「法人團體」：指不論在何地和以何種形式註冊成立的法人團體。

「實體」：指法人團體、信託單位、合夥公司、基金、非註冊組織或機構，加拿大或其省政府、加拿大或其省份轄下的機構以及外國政府、外國政治組織分部或機構。

「人士」：指自然人、實體或遺產管理人。