



**MINUTES OF THE ANNUAL MEETING OF  
COMMON SHAREHOLDERS OF MANULIFE FINANCIAL CORPORATION  
AND THE ANNUAL MEETING OF  
POLICYHOLDERS AND THE SHAREHOLDER OF THE MANUFACTURERS LIFE INSURANCE COMPANY  
HELD AT THE INTERNATIONAL ROOM, 200 BLOOR STREET EAST  
TORONTO, ONTARIO  
THURSDAY, MAY 4, 2017  
11:00 A.M.**

Richard B. DeWolfe, Chairman of the Board of Directors (the “Board”) of Manulife Financial Corporation (“Manulife”) and The Manufacturers Life Insurance Company (“Manufacturers Life”, and together with Manulife, the “Company”) assumed the chair at 11:00 a.m.

The Chairman welcomed all those in attendance to the joint Annual Meetings of Manulife and of Manufacturers Life (the “Meeting”).

The Chairman informed the Meeting that shareholders and policyholders, as applicable, of Manulife and Manufacturers Life would be asked to vote for (i) the election of directors and (ii) the appointment of auditors. Shareholders of Manulife would also be asked to approve a non-binding advisory resolution on Manulife’s approach to executive compensation.

The Chairman introduced the members of management on the platform, being: Donald Guloien, President and Chief Executive Officer and director nominee, Steve Roder, Senior Executive Vice President and Chief Financial Officer, Jim Gallagher, Executive Vice President and General Counsel, and Antonella Deo, Vice President and Corporate Secretary.

The Chairman welcomed the following past Chairs of the Board to the Meeting: William Blundell, Gail Cook-Bennett and Arthur Sawchuk.

The Chairman then recognized the Company’s employees and agents and expressed gratitude to the thousands of loyal, hard working employees and agents whose efforts are building the foundation of our transformation and growth of our core earnings.

The Chairman then noted the shareholder engagement activities undertaken since the last annual meeting and acknowledged the positive and open dialogue with the Company’s shareholders.

**1. Calling Meeting to Order**

The Chairman called the Meeting to order and declared that the Meeting would be conducted in accordance with the rules of procedure set out in the agenda card distributed at the Meeting.

**2. Appointment of Secretary and Scrutineers**

Antonella Deo, Vice President and Corporate Secretary, acted as Secretary of the Meeting. Greg Ashby of CST Trust Company and Lynore LeConche of Computershare Inc. acted as scrutineers for Manulife, and Greg Ashby and Pat Lee, representatives of CST Trust Company, acted as scrutineers for Manufacturers Life.

**3. Caution Regarding Forward-Looking Statement**

The Chairman cautioned the Meeting attendees that speakers who addressed the Meeting might make forward-looking statements as defined in securities legislation. The Chairman stated that actual results may differ materially from those expressed or implied in these

statements. The Chairman advised the attendees to consult the “Caution regarding forward-looking statements” in the slide presentation.

The Chairman also advised attendees to refer to the cautionary note in the slide presentation regarding forward looking statements and non-GAAP measures used in the presentations.

#### **4. Notice of Meeting and Confirmation of Quorum**

The Chairman confirmed that the notice calling the Meeting was sent in accordance with the provisions of the *Insurance Companies Act* (Canada). The notice of meeting and affidavits of mailing of CST Trust Company and Computershare Inc. will be filed with the minutes of the Meeting.

The Chairman confirmed that the quorum requirements for the Meeting had been complied with and that the Meeting was properly constituted for the transaction of business. The formal reports of the scrutineers will be filed with the minutes of the Meeting.

#### **5. Business of Meeting**

The Chairman informed the Meeting that in order not to delay proceedings, certain individuals who were shareholders, policyholders or proxyholders had agreed to move and second the motions at the Meeting.

The Chairman informed the Meeting that the first order of business was to elect the directors of Manulife and its main operating subsidiary, Manufacturers Life. Shareholders and policyholders were advised that they may either vote “for” or “withhold” their vote from each director nominee.

The Chairman confirmed that if a nominee to the Board of Manulife does not receive a greater number of “for” votes than “withheld” votes, that individual is required to submit his or her resignation to the Corporate Governance and Nominating Committee for consideration. The Corporate Governance and Nominating Committee will review the details surrounding the Director’s resignation and report to the Board. The Board will consider the tendered resignation and, in the absence of exceptional circumstances, the Board will accept the resignation. The Board will make its determination within 90 days of the Meeting and a press release will be issued announcing either the individual’s resignation or disclosing the reason for not accepting the resignation. This is in compliance with the majority voting policy adopted by Manulife.

#### **6. Election of Directors of Manulife Financial Corporation**

The Chairman declared that 15 directors were nominated for election to the Board of Manulife and that information regarding the nominees was included in the proxy circular.

In response to the Chairman’s call for nominations for the election of directors of Manulife, Debbi Wall, a shareholder, nominated the following individuals as directors of Manulife, to hold office until the close of the next annual meeting of the shareholders of Manulife or until their successors are elected or appointed:

Joseph P. Caron  
John M. Cassaday  
Susan F. Dabarno  
Richard B. DeWolfe  
Sheila S. Fraser  
Donald A. Guloien  
Luther S. Helms  
Tsun-yan Hsieh

P. Thomas Jenkins  
Pamela O. Kimmet  
Donald R. Lindsay  
John R.V. Palmer  
C. James Prieur  
Andrea S. Rosen  
Lesley D. Webster

As there were no further nominees, the Chairman declared the nominations closed. The Chairman proceeded with the voting for directors of Manulife by ballot and, once the ballots were collected, declared the voting on the election of directors of Manulife closed.

The Chairman moved on to the next item of business for the Meeting while awaiting the results of the ballot.

## **7. Election of Directors of The Manufacturers Life Insurance Company**

The Chairman declared that 15 directors were nominated for election to the Board of Manufacturers Life at the Meeting as set out in the report to policyholders; five policyholders' directors were to be elected by the participating policyholders and ten shareholder's directors were to be elected by the sole shareholder, Manulife Financial Corporation.

### **(a) Election of Policyholders' Directors**

The Chairman called for nominations for the election of Policyholders' directors.

Debbi Wall, a policyholder appointee, nominated the following individuals as policyholders' directors of Manufacturers Life, to hold office until the close of the next annual meeting of policyholders and the shareholder of Manufacturers Life or until their successors are elected or appointed:

Joseph P. Caron  
John M. Cassaday  
Susan F. Dabarno  
Richard B. DeWolfe  
Luther S. Helms

As there were no further nominees, the Chairman declared the nominations closed. The Chairman proceeded with the voting for policyholders' directors of Manufacturers Life by ballot and, once the ballots were collected, declared the voting on the election of policyholders' directors of Manufacturers Life closed.

The Chairman moved on to the next item of business for the Meeting while awaiting the results of the ballot.

### **(b) Election of Shareholder's Directors**

The Chairman advised the Meeting that all of the common shares of Manufacturers Life are owned by Manulife and that Manulife had, by written resolution in accordance with the Insurance Companies Act, elected the following individuals by written resolution as the shareholder's directors of Manufacturers Life to hold office until the close of the next annual meeting of policyholders and the shareholder of Manufacturers Life or until their successors are elected or appointed:

Sheila S. Fraser	Donald R. Lindsay
Donald A. Guloien	John R.V. Palmer
Tsun-yan Hsieh	C. James Prieur
P. Thomas Jenkins	Andrea S. Rosen
Pamela O. Kimmet	Lesley D. Webster

A copy of the written resolution of the sole shareholder of Manufacturers Life will be filed with the minutes of the Meeting.

## **8. Appointment of Auditors**

The Chairman advised that the next item of business was the appointment of auditors for Manulife and Manufacturers Life.

Debbi Wall, a shareholder of Manulife and a policyholder appointee of Manufacturers Life, moved that Ernst & Young LLP, Chartered Accountants, be appointed auditors for Manulife and Manufacturers Life until the close of the next annual meeting, at a remuneration to be fixed by the directors. Samantha Alston, a shareholder of Manulife and a policyholder appointee of Manufacturers Life, seconded the motion.

The Chairman proceeded with the voting for auditors of Manulife and Manufacturers Life by ballot and, once the ballots were collected, declared the voting on the appointment of auditors of Manulife and Manufacturers Life closed.

The Chairman moved on to the next item of business for the Meeting while awaiting the results of the ballots.

**9. Approving the Advisory Resolution to Accept Manulife's Approach to Executive Compensation**

The Chairman advised that the next item of business was the non-binding shareholder advisory vote on Manulife's approach to executive compensation.

The Chairman stated that the Board believes that shareholders of Manulife should have an opportunity to understand how and why the Board makes its executive compensation decisions and provide input to the Board on executive compensation.

The Chairman noted that the Board was disappointed with the results of the 2016 say on pay advisory resolution and committed to engaging with shareholders and taking action with respect to Manulife's executive compensation program. He reported that Manulife's Board has had an active shareholder outreach program for a number of years and over the past year the Board expanded the scope of the outreach to hear directly from shareholders to understand their concerns regarding Manulife's executive compensation program. John Cassaday, the Chair of the Board's HR committee, and the Chairman held 25 meetings with institutional shareholders representing approximately 50% of Manulife's institutional shareholder base. These shareholders provided their perspectives on the executive compensation program and the alignment of executive compensation to performance.

The Chairman reported that the Board responded by making significant changes to Manulife's executive compensation program. These changes are designed to more effectively align compensation to financial results, strategic accomplishments and shareholder experience as well as to peers. Management, including the CEO, were a constructive part of this process.

While the impact of these changes will not be fully reflected until the following year, the Board also made significant changes to 2016 compensation, the results of which are disclosed for senior executives in the Proxy Circular for this meeting.

The Chairman referred the shareholders to the compensation discussion and analysis in the Manulife proxy circular which explains the Board's compensation decisions and the changes to Manulife's compensation programs.

The Chairman advised that, as this was an advisory vote, the results will not be binding on the Board. However, when considering Manulife's approach to compensation in the future, the Board will take into account the results of the vote.

Debbi Wall, a shareholder of Manulife, moved that the following non-binding shareholder advisory resolution to accept Manulife's approach to executive compensation be approved:

"Resolved, on an advisory basis and not to diminish the role and responsibilities of the Board, that the shareholders accept the approach to executive compensation disclosed in the proxy circular delivered in advance of the 2017 Annual Meeting of Common Shareholders."

Samantha Alston, a shareholder of Manulife, seconded the motion.

The Chairman proceeded with the voting for the advisory resolution to accept Manulife's approach to executive compensation by ballot.

The Chairman declared the voting on the advisory resolution of Manulife closed.

The Chairman moved on to the next item of business for the Meeting while awaiting the results of the ballots.

**10. Tabling of the 2016 Consolidated Financial Statements of Manulife and Manufacturers Life and Reports of the Auditor and Actuary**

The Chairman tabled the 2016 Consolidated Financial Statements of each of Manulife and Manufacturers Life and the reports of the Auditor and Actuary thereon.

The Chairman advised that shareholders of Manulife received the 2016 Consolidated Financial Statements of Manulife in accordance with the *Insurance Companies Act* (Canada) and applicable securities legislation and policyholders and the shareholder of Manufacturers Life received the 2016 Consolidated Financial Statements of Manufacturers Life in accordance with the *Insurance Companies Act* and any other applicable laws.

**11. Tabling of 2016 Information for Participating Policyholders of Manufacturers Life as Set Out in the 2016 Report to Policyholders**

The Chairman tabled the Information for participating policyholders of Manufacturers Life, which includes summaries of the participating policyholder dividend policy and the participating account management policy all of which are included in the 2016 report to policyholders. The Chairman advised that all participating policyholders who requested notice of meetings received the 2016 report to policyholders.

**12. Presentation by the Senior Executive Vice President and Chief Financial Officer**

The Chairman introduced Steve Roder, the Senior Executive Vice President and Chief Financial Officer who provided a high level overview of the Company's financial performance in 2016 and the highlights of the Company's results for the first quarter of 2017.

**13. Presentation by the President and Chief Executive Officer**

The Chairman introduced Donald Guloien, the President and Chief Executive Officer who delivered the President's address. The President's address included highlights of 2016, the current operating environment and the strategy for the future.

**14. Announcement of Voting Results**

The scrutineers provided the Chairman with the results of the ballots for the election of directors of Manulife, the election of policyholders' directors of Manufacturers Life, the appointment of auditors, and the vote on the non-binding advisory resolution.

**(c) Election of Directors of Manulife**

The Chairman advised that on the vote for the election of directors of Manulife, all director nominees received at least 90% of the votes cast in favour. The final ballot report for the election of directors was as follows:

NAME OF NOMINEE	VOTES FOR	%	VOTES WITHHELD	%
Joseph P. Caron	1,056,426,267	97.04%	32,195,960	2.96%
John M. Cassaday	981,367,498	90.15%	107,255,265	9.85%
Susan F. Dabarno	1,056,899,557	97.09%	31,724,574	2.91%
Richard B. DeWolfe	1,071,241,524	98.40%	17,383,671	1.60%
Sheila S. Fraser	1,076,922,558	98.92%	11,702,910	1.08%
Donald A. Guloien	1,084,393,887	99.61%	4,233,421	0.39%
Luther S. Helms	1,080,607,465	99.26%	8,018,530	0.74%
Tsun-yan Hsieh	1,047,059,853	96.18%	41,564,532	3.82%
P. Thomas Jenkins	1,081,838,138	99.38%	6,787,979	0.62%
Pamela O. Kimmet	1,054,246,407	96.84%	34,378,746	3.16%
Donald R. Lindsay	1,083,797,687	99.56%	4,827,380	0.44%
John R. V. Palmer	1,074,664,082	98.72%	13,961,715	1.28%
C. James Prieur	1,055,939,149	97.00%	32,686,040	3.00%
Andrea S. Rosen	1,085,318,809	99.70%	3,306,051	0.30%
Lesley D. Webster	1,056,181,377	97.02%	32,444,439	2.98%

Based on the scrutineers' report, the Chairman declared that all 15 director nominees were elected as directors of Manulife.

**(d) Election of Policyholders' Directors of Manufacturers Life**

The Chairman advised that on the election of policyholders' directors, all policyholder director nominees received at least 93% of the votes cast in favour. The final ballot report for the election of policyholders' directors was as follows:

NAME OF NOMINEE	VOTES FOR	%	VOTES WITHHELD	%
Joseph P. Caron	8,802	95.37%	427	4.63%
John M. Cassaday	8,795	95.30%	434	4.70%
Susan F. Dabarno	8,866	96.07%	363	3.93%
Richard B. DeWolfe	8,660	93.83%	569	6.17%
Luther S. Helms	8,621	93.41%	608	6.59%

Based on the scrutineers' report, the Chairman declared that all five policyholder director's nominees were elected as policyholders' directors of Manufacturers Life.

**(e) Appointment of Auditors**

The Chairman advised that approximately 98% of the votes cast by Manulife shareholders were in favour of appointing Ernst & Young as auditors of Manulife and 99% of the votes cast by the sole shareholder and voting policyholders of Manufacturers Life were in favour of appointing Ernst & Young as auditors of Manufacturers Life. The final ballot report for the appointment of auditors was as follows:

**For Manulife:**

AUDITOR	VOTES FOR	%	VOTES WITHHELD	%
Ernst & Young LLP	1,116,724,800	98.25 %	19,933,991	1.75%

**For Manufacturers Life:**

AUDITOR	VOTES FOR <sup>1</sup>	%	VOTES WITHHELD	%
Ernst & Young LLP	5,379,372,979	99.99%	254	0.01%

Based on the scrutineers' report, the Chairman declared Ernst & Young LLP appointed as auditors of Manulife and Manufacturers Life.

**(f) Approving the Advisory Resolution to Accept Manulife's Approach to Executive Compensation**

The Chairman advised that approximately 85% of the votes cast by the shareholders of Manulife were in favour of the approval of the advisory resolution accepting Manulife's approach to executive compensation. The final ballot report was as follows:

	VOTES FOR	%	VOTES AGAINST	%
Approving Advisory Resolution to Accept Manulife's Approach to Executive Compensation	920,106,940	84.52%	168,514,789	15.48%

Based on the scrutineers' report, the advisory resolution accepting Manulife's approach to executive compensation received a majority of the votes cast by or on behalf of the shareholders in favour and the Chairman declared the advisory resolution approved.

The Chairman advised that the Board would take the results of the vote into account, together with feedback received from shareholders in other engagement activities, when considering future compensation policies, procedures and decisions.

**15. Conclusion of Meeting**

As there was no further business to be conducted at the Meeting, the Chairman declared the Meeting concluded.

***"R. B. DeWolfe"***

(signed) Richard B. DeWolfe  
Chairman of the Board

***"A. Deo"***

(signed) Antonella Deo  
Secretary

<sup>1</sup> For Manufacturers Life, the "Votes For" includes (i) the votes attached to shares held by Manulife Financial, the sole shareholder of Manufacturers Life, all of which were voted in favour of the resolution; and (ii) votes cast in favour by voting policyholders.