



Manulife Financial Corporation (the “Company”)

Management Resources & Compensation Committee Charter

1. Overall Role and Responsibility

- 1.1** The Management Resources and Compensation Committee (the “Committee”) shall assist the Board of Directors (or any committee of the Board of Directors) in its oversight role with respect to:
- (a) the Company’s global human resources strategy, policies and programs;
 - (b) all matters relating to the appropriate utilization of human resources within the Company, with special focus on management succession, development and compensation; and
 - (c) performance evaluations, compensation recommendations and succession for members of the Company’s Executive Committee, including the President and Chief Executive Officer (the “Executive Officers”), and the heads of the Company’s oversight functions, including the Company’s Chief Financial Officer, the Chief Actuary, the Chief Auditor, the Global Compliance Chief and the Chief Risk Officer (the “Function Heads”).

2. Membership

- 2.1** The Committee shall consist of three or more Directors appointed by the Board of Directors on the recommendation of the Corporate Governance and Nominating Committee.
- 2.2** No member of the Committee shall be an officer or employee of the Company or any of the Company’s affiliates.
- 2.3** Each member of the Committee shall satisfy the applicable independence and experience requirements of the laws governing the Company, the applicable stock exchanges on which the Company’s securities are listed and applicable securities regulatory authorities.
- 2.4** No more than one third of the Committee members may be the CEO of another public company.
- 2.5** The Board of Directors shall designate one member of the Committee as the Committee Chair.
- 2.6** At least one member of the Committee shall be experienced in executive compensation matters.
- 2.7** Members of the Committee shall serve at the pleasure of the Board of Directors for such term or terms as the Board of Directors may determine.

3. Structure, Operations and Assessment

- 3.1** The Committee shall meet five times a year or more frequently as the Committee may determine. The Committee shall report to the Board of Directors on its activities after each of its meetings.
- 3.2** The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.
- 3.3** The Committee may create one or more subcommittees and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.
- 3.4** The Committee may delegate such duties and responsibilities to management as the Committee deems not crucial to its oversight role. Management shall report to the Committee at each of its meetings on all delegated activities undertaken by Management since the previous Committee meeting.
- 3.5** The Committee shall on an annual basis:
- (a) review and assess the adequacy of this Charter and, where necessary, recommend changes to the Board of Directors for its approval;
 - (b) undertake a performance evaluation of the Committee comparing the performance of the Committee with the requirements of this Charter; and
 - (c) report the results of the performance evaluation to the Board of Directors.

The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the chair of the Committee or any other member of the Committee designated by the Committee to make this report.

4. Specific Duties

The Committee will carry out the following specific duties:

4.1 Succession Planning and Evaluation

- (a)
 - (i) Review, approve and recommend to the Board of Directors for approval at least annually the corporate goals and objectives relevant to the compensation of the Executive Officers and the Function Heads;
 - (ii) Evaluate the performance of the Executive Officers and the Function Heads in light of those goals and objectives, report the results of such evaluation to the Board of Directors; and
 - (iii) Review, approve and recommend for approval by the Board the Executive Officers' and the Function Heads' compensation level based on this evaluation.
- (b) As part of the annual review of the Executive Officers and the Function Heads, satisfy itself, to the extent feasible, as to the integrity of the Executive Officers and the Function Heads and the contribution of the Executive Officers and the Function

Heads in creating a culture of integrity throughout the organization, and report those determinations to the Board of Directors.

- (c) Review annually the succession plan for the Executive Officers and the Function Heads and recommend to the Board of Directors, as necessary, the appointment of the Executive Officers and the Function Heads.
- (d) Annually recommend to the Board of Directors the appointment of the President and Chief Executive Officer.

4.2 Corporate Officers

- (a) Review as necessary recommendations of the following corporate officer appointments – the President and Chief Executive Officer, the Chief Operating Officer, Senior Executive Vice Presidents, Executive Vice Presidents, the Chief Financial Officer, the Secretary, the Treasurer, the Chief Actuary, the Controller, the General Counsel, the Chief Risk Officer and any other person recommended to be appointed a Corporate Officer by the Board.

4.3 Remuneration

- (a) Annual review of the Company’s remuneration and compensation policies, including short and long-term incentive compensation plans, equity-based plans, bonus plans, pension plans, executive stock option plans and grants and benefit plans. Make recommendations to the Board of Directors.
- (b) Review, in conjunction with the Risk Committee, incentive compensation arrangements to confirm that they do not encourage unnecessary risk taking.
- (c) Annual review of the relationship between risk management policies and practices, corporate strategy and Executive Officers’ and the Function Heads’ compensation.

4.4 Pension Plan Governance

- (a) Responsible for the oversight of the pension plans and arrangements (the “Plans”) as follows, which responsibility has been delegated by the Board of Directors:

- (i) Settlor functions for all Plans globally;

Settlor functions include, but are not limited to:

- the governance model;
- plan design;
- plan amendments; and
- pensioner ad hoc adjustments.

- (ii) Fiduciary functions for Canadian domiciled Plans;

Fiduciary functions include, but are not limited to:

- the funding of the pension plans in accordance with applicable pension laws and legislation;
 - investment performance;
 - regulatory compliance;
 - education and communication provided to employees;
 - the administration of the plans; and
 - approval of actuarial valuations for regulatory filings.
- (b) Review information received from the subsidiaries on the fiduciary functions for non-Canadian Plans.
- (c) Annual review of the Global Retirement Review Report which includes all information required for the Committee to carry out its oversight responsibilities.
- (d) Periodical review of specific proposals where required and recommend approval by the Board of Directors.

4.5 Proxy Circular

- (a) Review, and recommend to the Board of Directors for approval, the executive compensation sections disclosed in the Proxy Circular.

4.6 Other Duties and Responsibilities Delegated by the Board

- (a) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

5. Independent Advisors

5.1 The Committee shall have the authority to retain such independent advisors as it may deem necessary or advisable for its purposes and to set the terms of the retainer. The Committee is directly responsible for the appointment, the determination of, compensation and oversight of each advisor it retains. The expenses related to any such engagement shall be funded by the Company.

5.2 Approve, in advance, any proposed retainer by management of any independent advisor previously retained by the Committee.

5.3 The Committee must consider the following independence factors before it retains or receives advice from any external advisor:

- (a) Other services that the advisor provides to the Company;
- (b) Fees paid by the Company to the advisor as a percentage of the advisor's total revenue;
- (c) The advisor's policies and procedures addressing conflicts of interest;

- (d) The advisor's business or personal relationships with the Company's executive officers and members of the Committee; and
- (e) The advisor's stock ownership in the Company.

5.4 The Committee shall establish procedures to consider the independence of any advisor that it intends to retain prior to obtaining advice from such advisor.