

**PROXY
LETTER**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder of **THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.** ("Corporation") does hereby nominate, constitute and appoint

or in his
absence,
the Chairman of the Meeting

to be my true and lawful attorney-in-fact to attend and be present at the annual meeting of the stockholders on **01 April 2019 at 10:30 a.m.** and any and all adjournments, postponements or continuations thereof, and to take part in the deliberations and to vote in any manner any and all shares of stock in the Corporation which are now or may hereafter be registered in the name of the undersigned on any and all matters, motions, acts or resolutions which may be taken up in any of such meetings including, but not limited to, the election of directors and the ratification of all corporate acts, contracts and transactions;

HEREBY GIVING AND GRANTING unto said attorney-in-fact full and complete power, authority and discretion to do every act and thing whatsoever necessary or requisite to be done in and about the premises, as fully to all intents and purposes as the undersigned could do if personally present and acting in person and HEREBY ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done under and by virtue hereof and HEREBY revoking any and all proxies heretofore given by the undersigned to any person(s) whomsoever.

IN WITNESS WHEREOF, I have executed this proxy letter this ____ day of _____.

Stockholder