

NOMINATION COMMITTEE TERMS OF REFERENCE

Preface

Pursuant to law and Manulife's commitment to international best practices in the area of corporate governance practice and culture, the Nomination Committee was constituted. These Terms of Reference shall serve as a framework of the roles and responsibilities of the Committee. The main function of the Committee is to ensure that all nominations to the board as well as those being considered for other positions requiring approval of the board are duly deliberated, reviewed and evaluated.

I. Definitions

1. **Corporate Governance** - is the system by which companies are directed and managed. It influences how the objectives of the company are set and achieved, how risk is monitored and assessed, and how performance is optimized.
2. **Board of Directors** - refers to the collegial body that exercises the corporate powers of all corporations formed under the Corporation Code. It conducts all business and controls or holds all properties of such corporations.
3. **Executive Director** - refers to a director who is at the same time appointed to head a department/unit within the corporate organization.
4. **Non-Executive Director** - refers to a Board member with non-executive functions.
5. **Independent Director** - refers to a person other than an officer or employee of the corporation, its parent or subsidiaries, or any other individual having any relationship with the corporation, which could interfere with the exercise of independent judgment in carrying out the responsibilities of a director. This means that apart from the director's fees and shareholdings, he should be independent of management and free from any business or other relationship that could materially interfere with the exercise of his independent judgment.
6. **Officers** - refers to positions below that of Vice President up to supervisory level.
7. **Senior Management** – refers to positions of Vice President and above.
8. **Corporate Officer** – refers to the position of Senior Vice President and above.

II. The Nomination Committee

- 1.** Shall be composed of at least three (3) members of the board of directors, one of whom must be an independent director.
- 2.** Shall review and evaluate the qualifications of all persons nominated to the Board as well as those nominated to other positions requiring approval by the Board of Directors. It should prepare a description of the roles and capabilities required of a particular appointment.
- 3.** Shall prepare, in the case of the nomination of the Chairman, job specifications, including an assessment of the time commitment expected of him, recognizing the need for his availability in the event of crisis. It shall be the responsibility of the Committee to ensure that the candidates for the position of Chairman disclose their other commitments to the Board prior to appointment and that these other commitments be fully disclosed in the annual report of the Company. Any change in these commitments shall be reported to the Board and included in the next annual report.
- 4.** Shall prepare the terms and conditions of appointment of all non-executive directors, making such terms and conditions available to any director for inspection. The letter of appointment of each non-executive director shall specify the time commitment expected of them by the Company. They shall undertake to allot sufficient time to meet and do what is expected of them. Their other significant commitments shall be disclosed to the Board before appointments, indicating the time lines and in any case, the Board shall be informed of subsequent changes.
- 5.** The Nomination Committee shall consider the following in determining the maximum number of directorships which any particular nominee for director of the company may have:
 - 5.1** The nature of the business of the corporation/s, where he is presently a director;
 - 5.2** Number of directorships/active memberships and officerships in other corporations or organizations; and
 - 5.3** Possible conflicts of interest.
- 6.** Generally, the maximum number of concurrent directorships any director may hold shall be proportional to the capacity of a director to perform his duties diligently.