

THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.
Annual Meeting of Stockholders
08 June 2020

NOTICE

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC. will be held via videoconference on 08 June 2020 at 11:15 o'clock in the morning.

<u>AGENDA</u>	<u>PRESENTER</u>
<p>1. Call to Order and Determination of Quorum</p> <p><i>The Chairman of the Board will call the Stockholders Meeting to order and inquire from the Corporate Secretary if there is a quorum. If there is a quorum, the meeting will proceed.</i></p>	<p>Chairperson of the Board/ Corporate Secretary</p>
<p>2. Matters Arising from the Previous Meeting</p> <p>a. Pending Matters</p> <p>b. Approval of the Minutes of the Previous Meetings</p> <p><i>The Corporate Secretary will inform the Stockholders if there are any pending matters arising from the previous meeting that must be discussed. The Stockholders will also approve the Minutes of the previous meetings.</i></p>	<p>Chairperson of the Board/ Corporate Secretary</p>
<p>3. Ratification of Corporate Acts</p> <p><i>The Stockholders will vote to ratify all acts of the directors and officers of the Corporation performing during the year 2019.</i></p>	<p>Chairperson</p>
<p>4. President's 2019 Annual Report</p> <p><i>Mr. Richard Bates, President and CEO, will present to the Stockholders a report on the Corporation for the full year 2019.</i></p>	<p>President and CEO</p>
<p>5. Directors' Compensation Report</p> <p><i>The Corporate Secretary will present to the Stockholders a summary of the compensation received by the Corporation's directors for the year 2019.</i></p>	<p>Corporate Secretary</p>
<p>6. Director Appraisal/Performance Report</p> <p><i>The Corporate Secretary will discuss the Board Effectiveness Survey Questions and the results thereof covering board operations for the year 2019.</i></p>	<p>Corporate Secretary</p>

<p>7. Presentation and Approval of the Audited Financial Statements <i>(SGV & Co./ Katerina Suarez)</i></p> <p><i>The Chief Financial Officer will present to the Stockholders the Audited Financial Statements for the Year 2019, for approval.</i></p>	<p>External Auditor/Chief Financial Officer</p>
<p>8. Nomination and Remuneration Committee Report and Election of Directors</p> <p><i>The Nomination and Remuneration Committee Chairperson will present to the Stockholders the nominees for directors. The Stockholders will cast their vote to elect the Corporation's directors.</i></p>	<p>Nomination and Remuneration Committee Chairperson</p>
<p>9. Appointment of External Auditor (SGV & Co.)</p> <p><i>The Stockholders will vote to approve the Corporation's External Auditor for the Year 2020.</i></p>	<p>Chairperson</p>
<p>10. Other Matters</p> <p><i>The Chairman will ask the Stockholders if there any other matter they wish to discuss.</i></p>	<p>Chairperson</p>
<p>11. Adjournment</p> <p><i>If there are no other matters, the meeting will be adjourned by the Chairman.</i></p>	<p>Chairperson</p>

Should you be unable to attend, a proxy may attend on your behalf. Please send the attached duly filled up proxy letter to the Corporate Secretary prior to the actual date of meeting.

**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 special meeting of the stockholders on **08 June 2020 at 11:15 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

RULES AND PROCEDURE
ATTENDANCE IN STOCKHOLDERS MEETING VIA REMOTE COMMUNICATION

Attendance to the Stockholders Meeting is now allowed by remote communication in accordance with the Revised Corporation Code. Participation may be done through videoconferencing or teleconferencing, subject to the following:

- 1) The Notice of Meeting to the Stockholders Meeting should include an option for attendance by remote communication or *in absentia*. If no such option is provided in the Notice, only personal attendance, or attendance by proxy, shall be allowed.
- 2) The Stockholder, or the Stockholder's representative, must inform the Corporate Secretary that he/she is attending the scheduled Stockholders Meeting via remote communication or *in absentia* at least one day before the scheduled meeting.
- 3) At the start of the Stockholders Meeting, the Stockholder shall announce his/her presence verbally. The Corporate Secretary shall acknowledge the Stockholders attendance and note in the minutes that the Stockholder attended remotely.
- 4) Should any item or matter be put to a vote, the Stockholder shall verbally express his assent or dissent. The Corporate Secretary shall record the Stockholder's vote and note that the same was done via remote communication or *in absentia*.
- 5) The vote of a Stockholder attending remotely or *in absentia* shall be counted in the same manner as if he/she personally attended the meeting.