

**MANULIFE FINANCIAL CORPORATION (“MFC”) SECURITIES CLASS ACTIONS
NOTICE OF SETTLEMENT APPROVAL HEARINGS**

Read this notice carefully as it may affect your legal rights

Ontario Class Members: All persons and entities, wherever they may reside or be domiciled, who acquired MFC common shares over the TSX, or under a prospectus filed with a Canadian securities regulator at any time between April 1, 2004 and February 12, 2009, inclusive, and continued to hold the common shares at least until February 12, 2009; but excluding: (1) the Defendants, members of the immediate families of the Individual Defendants, any officers or directors of MFC or of any direct or indirect subsidiary of MFC, any entity in respect of which any such person or entity has a controlling interest, and any legal representatives, heirs, successors or assigns of any such person or entity; and (2) all persons and entities resident or domiciled in the Province of Québec who are not precluded from participating in a class action by virtue of Article 999 of the Québec Code of Civil Procedure, R.S.Q., c. C-25, and who did not opt out of the proposed class action pending in the Québec Superior Court and styled *Comité Syndical National de Retraite Bâtirente Inc. v. Société Financière Manuvie* (Court File No.: 200-06-000117-096).

Québec Class Members: All residents of Québec, except legal persons established for a private interest, partnerships or associations which, at all times during the twelve (12) month period preceding the motion for authorization, had more than fifty (50) persons bound to it by contract of employment under their direction or control, which, in the period between January 26, 2004 and February 12, 2009, bought or otherwise acquired shares or other securities of Manulife Financial Corporation and held them through February 12, 2009.

1. PURPOSE OF THIS NOTICE: Class proceedings have been commenced in the Ontario Superior Court of Justice (“Ontario Court”) and the Québec Superior Court (“Québec Court” and, collectively with the Ontario Court, the “Courts”) alleging, among other things, that MFC and as well as Dominic D’Alessandro and Peter Rubenovitch (the “Releasees”) misrepresented the adequacy of MFC’s risk management practices and failed to disclose the extent of the Company’s exposure to equity market and interest rate risks (“Ontario Action” and “Québec Action”, respectively).

On July 8, 2011, the Québec Court authorized the bringing of the Québec Action. On April 22, 2014, the Ontario Court certified the Ontario Action. Certification and Authorization are not decisions on the merits of the class action.

A Settlement Agreement has been reached between the Plaintiffs and MFC. The Settlement Agreement is not an admission of liability on the part of MFC. The sum of C\$69 million (the “Settlement Fund”) shall be paid to settle the claims of Ontario and Québec Class Members.

2. APPROVAL HEARINGS: A settlement approval hearing in the Québec Action has been scheduled for April 20 and 21, 2017, at 10 a.m. at the Québec City Courthouse, 300, boul. Jean-Lesage, Québec City, Québec G1K 8K6. At this hearing, the Québec Court will determine whether the Settlement Agreement is in the best interests of the Québec Class Members. All timely filed written submissions from Québec Class Members will be considered at this time.

A settlement approval hearing in the Ontario class proceeding has been scheduled for April 28, 2017 at 10 a.m. at the Ontario Court, 393 University Ave., Toronto, ON, M5G 1E6. At this hearing, the Ontario Court will determine whether the Settlement Agreement is in the best interests of the Ontario Class Members. All timely filed written submissions from Ontario Class Members will be considered at this time.

In addition to seeking the Courts’ approval of the Settlement Agreement, Class Counsel will seek the Courts’ approval of legal fees not to exceed 22.5% of the Settlement Fund (“Class Counsel Fees”), plus disbursements and applicable taxes. The fees of the Administrator, together with any other costs relating to approval, notification, implementation and administration of the settlement (“Administration Expenses”), will also be paid from the Settlement Fund. These legal fees and expenses will be deducted from the Settlement Fund.

In the Ontario Action, the Plaintiffs entered into a litigation funding agreement with Claims Funding International (“CFI”). Pursuant to that agreement, CFI agreed to pay any adverse cost awards against these Plaintiffs, and to pay C\$50,000 towards disbursements. In return, CFI is entitled to C\$50,000 from the Settlement Fund and 7% of the recovery in the Ontario Action after the deduction of Class Counsel Fees and Administration Expenses (the “Funding Expenses”). The litigation funding agreement with CFI was approved by the Ontario Superior Court of Justice on May 17, 2011.

3. OPPORTUNITY TO COMMENT: If you wish to comment on, or make an objection to, the Settlement Agreement, you must deliver a written submission to Class Counsel, at the address listed below, no later than April 6, 2017. You may attend at the settlement approval hearings whether or not you deliver an objection. The Courts may permit you to participate in the settlement approval hearings whether or not you deliver an objection.

4. PLAN OF ALLOCATION: If the Settlement Agreement receives the approval of both Courts, the Settlement Fund, after deduction of Class Counsel Fees, Administration Expenses and, in Ontario, Funding Expenses (the “Net Settlement Amount”) will be distributed to Class Members in accordance with the Plan of Allocation which is also subject to Courts’ approval.

To qualify for a claim, Class Members will be required to submit a properly completed Claim and Release Form to the Claims Administrator within the time prescribed by the Courts. Each Class Member who is eligible for compensation, and who submits a valid and timely Claim and Release Form, will be entitled to receive the compensation set out below.

The amount of each Class Member’s actual compensation from the Net Settlement Amount will depend upon: (i) the date on which MFC common shares were acquired by the Class Member; (ii) the date on which MFC common shares were disposed of by the Class Member; (iii) the number of MFC common shares held by the Class Member during the Class Period; and (iv) the difference between the amount paid by Class Members to acquire common shares and the total proceeds paid to Class Members for the sale of common shares.

Copies of the Settlement Agreement and the proposed Plan of Allocation may be found at www.manulifeselement.com or by contacting Class Counsel at the contact information provided below.

5. RELEASE OF CLAIMS AND EFFECT ON OTHER PROCEEDINGS: If the Settlement Agreement receives the Courts’ approval, you will be bound by the terms of the Settlement Agreement, unless you elected to “opt out” in due time. This means that you will not be able to bring or maintain any other claim or legal proceeding against MFC and the Releasees in relation to the matters alleged in these proceedings. If you elected to opt out, you will not be eligible for any of the benefits of the Settlement Agreement. This means that you will be barred from making a claim and receiving payment pursuant to the Settlement Agreement.

6. CLASS COUNSEL: For further information, please visit www.manulifeselement.com or contact Class Counsel at:

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7. INTERPRETATION: If there is a conflict between the provisions of this Notice and the Settlement Agreement, the terms of the Settlement Agreement will prevail.

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PUBLICATION OF THIS NOTICE HAS BEEN AUTHORIZED BY THE ONTARIO SUPERIOR COURT OF JUSTICE AND
QUÉBEC SUPERIOR COURT