

MANULIFE FINANCIAL CORPORATION

Qualification Certificate

TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities, Newfoundland and Labrador
Office of the Superintendent of Securities, Yukon
Office of the Superintendent of Securities, Northwest Territories
Nunavut Securities Commission

Re: Preliminary Short Form Base Shelf Prospectus dated December 2, 2019 (the “Prospectus”)

I, Philip J. Witherington, Chief Financial Officer of Manulife Financial Corporation (the “**Issuer**”), hereby advise that the Issuer is relying on the qualification criteria set forth in section 2.2 of National Instrument 44-101 *Short Form Prospectus Distributions* in order to be qualified to file a prospectus in the form of a short form prospectus, and the qualification criteria set forth in section 2.2 of National Instrument 44-102 *Shelf Distributions* in order to be qualified to file a short form prospectus in the form of a base shelf prospectus, and certify that:

- (a) all of those qualification criteria have been satisfied; and
- (b) all of the material incorporated by reference in the Prospectus and not previously filed is being filed with the Prospectus.

This certificate is given pursuant to the requirement set out in paragraph 4.1(a)(ii) of National Instrument 44-101.

[Remainder of page intentionally left blank.]

Dated the 2nd day of December, 2019.

MANULIFE FINANCIAL CORPORATION

by: “Philip J. Witherington”
Name: Philip J. Witherington
Title: Chief Financial Officer