



September 26, 2023

To: Ontario Securities Commission, as Principal Regulator under the Passport System

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

Dear Sirs/Mesdames:

Re: Base Shelf Prospectus of Manulife Financial Corporation (the “Issuer”) dated September 26, 2023 (the “Base Shelf Prospectus”)

Please be advised that the Issuer is relying on Ontario Instrument 44-501 – *Exemption from Certain Prospectus Requirements for Well-known Seasoned Issuers (Interim Class Order)* (the “**Ontario Order**”), as amended, with respect to the filing of its Base Shelf Prospectus, as well as equivalent orders or instruments in each of the other provinces and territories of Canada, in each case as amended as applicable, as contemplated by CSA Staff Notice 44-306 – *Blanket Orders Exempting Well-known Seasoned Issuers from Certain Prospectus Requirements* (together with the Ontario Order, the “**Orders**”) with respect to the filing of its Base Shelf Prospectus. This letter is delivered pursuant to paragraph 10(l) of the Ontario Order and the equivalent of such paragraph in each of the other Orders.

The Issuer satisfies the definition of “well-known seasoned issuer” or “WKSI” in each of the Orders by virtue of the fact that, as of September 22, 2023, the Issuer’s public float (as defined in each of the Orders) of outstanding listed equity securities was \$46,580,387,343.94.

The Issuer is eligible to file a short form prospectus in reliance on section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”).

For and on behalf of the Issuer, and without personal liability, the undersigned certifies that:

- (a) the Issuer meets the definition of a WKSI (as defined in each of the Orders) as of a date within 60 days preceding the date hereof;
- (b) the Issuer is and has been a reporting issuer in at least one jurisdiction of Canada for 12 months;

- (c) the Issuer is eligible to file a short form prospectus and has satisfied the criteria of section 2.2 of NI 44-101;
- (d) the Issuer has satisfied the requirements to be qualified to file a short form prospectus under section 2.8 of NI 44-101;
- (e) the Issuer has no mining operations;
- (f) the Issuer is not an ineligible issuer (as defined in any of the Orders);
- (g) the Issuer is not an investment fund;
- (h) the Issuer has no outstanding asset-backed securities;
- (i) the Base Shelf Prospectus:
 - (i) complies with the requirements of National Instrument 41-101 – *General Prospectus Requirements*, NI 44-101, and National Instrument 44-102 – *Shelf Distributions* (except as provided under all of the Orders);
 - (ii) does not qualify the distribution of any asset-backed security;
 - (iii) includes as part of the basic disclosure about the distribution the following statement on the cover page: “filed in reliance on the exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer”; and
 - (iv) includes cover page disclosure confirming that the Issuer qualifies as a WKSI and the date of that determination;
- (j) concurrently with the filing of the Base Shelf Prospectus and this letter, the Issuer has paid the fee otherwise required for the filing of a preliminary short form prospectus;
- (k) the Issuer has delivered to the regulator any personal information forms that would be required under section 4.1 of NI 44-101 if the Issuer were filing a preliminary short form prospectus; and
- (l) the Issuer is filing this letter in place of a preliminary base shelf prospectus in compliance with the requirements of the Orders.

If you have any questions or require further information in respect of the foregoing, please do not hesitate to contact the external legal counsel of the undersigned, Alison Shamie, at 416-865-7525 or ashamie@torys.com.

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Yours truly,

MANULIFE FINANCIAL CORPORATION

By: (s) Colin Simpson

Name: Colin Simpson

Title: Chief Financial Officer