

## UNDERTAKING

**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  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Superintendent of Securities, Prince Edward Island  
Superintendent of Securities, Newfoundland and Labrador  
Superintendent of Securities, Yukon  
Superintendent of Securities, Northwest Territories  
Superintendent of Securities, Nunavut

**RE:** Manulife Financial Corporation  
Short Form Base Shelf Prospectus dated December 15, 2017 (the “Prospectus”)

---

Pursuant to sections 4.2(a)(x) and 4.2(a)(x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions*, Manulife Financial Corporation (the “Issuer”) hereby undertakes to file (i) the share terms relating to each series of Preferred Shares; (ii) each trust indenture that is executed in connection with a distribution of Debt Securities; (iii) the supplemental indenture relating to each series of Debt Securities; (iv) each warrant agreement relating to the Warrants; (v) each subscription receipt agreement relating to the Subscription Receipts; and (vi) each unit agreement relating to the Units, each as described in the Prospectus promptly and in any event within seven days after the completion of a distribution under the Prospectus, as applicable.

Capitalized terms defined in the Prospectus and not otherwise defined herein shall have the same meaning as in the Prospectus.

*[Remainder of page intentionally left blank.]*

Dated the 15th day of December, 2017.

**MANULIFE FINANCIAL CORPORATION**

By: “Kay Song”

Name: Kay Song

Title: Assistant Corporate Secretary