

**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)  
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: Preliminary Short Form Base Shelf Prospectus dated December 8, 2017 (the “Prospectus”)**

I, Stephen B. Roder, Senior Executive Vice President and 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 8th day of December, 2017.

**MANULIFE FINANCIAL CORPORATION**

by: “*Stephen B. Roder*”  
Name: Stephen B. Roder  
Title: Senior Executive Vice President  
and Chief Financial Officer