

## NOTICE OF SPECIAL MEETINGS OF THE SECURITYHOLDERS OF THE FUNDS

This is notice that special meetings of the securityholders of Manulife International Value Equity Fund and Manulife EAFE Equity Fund (the “**Funds**”) will be held concurrently at the offices of Manulife Investments, a division of Manulife Asset Management Limited (the “**Manager**”), in the North American Life Room, 200 Bloor Street East, South Tower, Toronto, Ontario, M4W 1E5 on Thursday, March 14, 2019 at 10:00 a.m. (Toronto time) (together, the “**Meetings**” and individually, a “**Meeting**”). If the Meeting in respect of a Fund is adjourned, this notice shall constitute notice of the adjourned Meeting, which will be held at the offices of the Manager on Thursday, March 21, 2019 at 10:00 a.m. (Toronto time).

The purpose of the Meetings is to consider and, if advisable:

1. for securityholders of Manulife EAFE Equity Fund to:
  - (i) approve a change in the fundamental investment objective of Manulife EAFE Equity Fund (the “**Investment Objective Change**”) on the basis and as described in the accompanying Management Information Circular (the “**Information Circular**”); and
  - (ii) approve the merger of Manulife International Value Equity Fund into Manulife EAFE Equity Fund on the basis as described in the accompanying Information Circular (the “**Merger**”);
2. for securityholders of Manulife International Value Equity Fund to approve the Merger; and
3. to transact such other business as may properly come before a Meeting or any adjournment or postponement thereof.

**Manulife EAFE Equity Fund is subject to both the Investment Objective Change proposal and the Merger proposal. The Investment Objective Change and the Merger will be voted on separately and either can be approved and/or implemented independently of the other and irrespective of whether the other proposed matter is approved or implemented.**

We have provided a description of the matters to be considered at the Meetings in the accompanying Information Circular. The text of the resolutions authorizing the matters referred to above is set out in Schedules “A” and “B” to the Information Circular. Securityholders of record of the Funds as at the close of business on January 31, 2019 will be entitled to vote at the Meeting.

**We ask investors who are unable to attend the Meeting(s) in person to exercise their right to vote by completing, dating, signing and returning the enclosed form of proxy in the envelope provided to Broadridge Financial Solutions, Inc. c/o Data Processing Centre, P.O. Box 3700 Stn. Industrial Park, Markham, Ontario L3R 9Z9. In lieu of delivery by mail or courier, a completed form of proxy may be faxed to 905-507-5352 or 514-281-8911. In the alternative, investors may enter voting instructions by telephone at 1-800-474-7493 (English) or 1-800-474-7501 (French) or via the internet at [www.proxyvote.com](http://www.proxyvote.com) by using the 16-digit control number located across from the name of the Fund in the enclosed form of proxy.**

**In order to be valid and acted upon at the Meeting(s), a properly completed form of proxy or your voting instructions, if provided by mail, fax, electronically or telephonically, must be received by 10:00 a.m. (Toronto time) on March 13, 2019. You may also deposit your proxy with the Chair of the Meeting(s) by the start of the Meeting(s) at the latest. If a Meeting is adjourned**

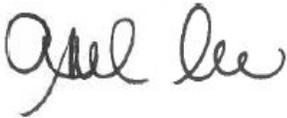
or postponed, a properly completed form of proxy or your voting instructions, if provided by mail, electronically or telephonically, must be received not later than 24 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjourned or postponed Meeting, or with the Chair of the adjourned or postponed Meeting prior to commencement of such Meeting.

**The Manager of the Funds recommends that securityholders vote FOR (1) the Investment Objective Change; and (2) the Merger.**

The Independent Review Committee of each of the Funds has reviewed the potential conflict of interest matters related to the Merger and has provided a favourable recommendation having determined that the Merger, if implemented, achieves a fair and reasonable result for Manulife International Value Equity Fund and Manulife EAFE Equity Fund. As the Investment Objective Change does not represent a conflict of interest matter, the IRC was not required to express an opinion on such proposed change.

DATED at Toronto, Ontario this 19<sup>th</sup> day of February 2019.

By order of the Board of Directors of Manulife Asset  
Management Limited (as trustee and as manager of the Funds)



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Anick Morin  
Associate General Counsel and Assistant Secretary