

MANULIFE MUTUAL FUNDS AND MANULIFE PRIVATE INVESTMENT POOLS

AMENDMENT NO. 3 dated January 24, 2019 to the Annual Information Form dated August 2, 2018, as amended by Amendment No. 1 dated September 28, 2018 and Amendment No. 2 dated December 21, 2018 (the “**AIF**”) of:

(OFFERING ADVISOR SERIES, SERIES F, SERIES FT6 AND SERIES T6 SECURITIES, AS INDICATED)

Manulife EAFE Equity Fund (formerly Manulife International Focused Fund)^{1,6,7,17}
Manulife International Value Equity Fund^{1,6,7,17}

(individually, a “**Fund**” and, collectively, the “**Funds**”)

¹ Offering Advisor Series securities

⁷ Offering Series FT6 securities

⁶ Offering Series F securities

¹⁷ Offering Series T6 securities

This amendment to the AIF of the Funds provides certain additional information relating to the Funds, and the AIF, as amended, should be read subject to this information.

All page references relate to the AIF. All capitalized terms not defined herein have the respective meanings set out in the AIF. In all other respects, the disclosure in the AIF is not revised.

REASONS FOR AMENDMENTS:

1. INVESTMENT OBJECTIVE CHANGE

The Manager has announced its intention to change the investment objective of Manulife EAFE Equity Fund effective on or about April 5, 2019, subject to the receipt of all necessary securityholder and regulatory approvals. A special meeting of securityholders is being called for on or about March 14, 2019 for securityholders of record as of on or about January 31, 2019 to consider and approve this proposal.

2. FUND MERGER

The Manager has announced its intention to merge Manulife International Value Equity Fund (the “**Terminating Fund**”) with Manulife EAFE Equity Fund (the “**Continuing Fund**”) (the “**Merger**”).

Subject to the receipt of all necessary securityholder and regulatory approvals, the Merger will be effective on or about April 5, 2019. Special meetings of securityholders of the Terminating Fund and Continuing Fund, as applicable, are being called for on or about March 14, 2019 for securityholders of record as of on or about January 31, 2019 to consider and approve the proposed Merger.

3. MANAGEMENT FEE CHANGES

MAML has announced its intention, subject to the merger receiving all necessary approvals and being implemented, to lower the management fee on certain series of Manulife EAFE Equity Fund effective on or before April 5, 2019.

AMENDMENTS TO AIF:

The technical amendments to the AIF required to effect these amendments are set out below.

1. INVESTMENT OBJECTIVE CHANGE

There are no technical amendments to the AIF necessary to effect this change.

2. FUND MERGER

The following disclosure is hereby added immediately prior to the heading “*Investment Restrictions and Exemptive Relief*” on page 30 of the AIF:

“Proposed Fund Merger

MAML intends to merge Manulife International Value Equity Fund (the “**Terminating Fund**”) with Manulife EAFE Equity Fund (the “**Continuing Fund**”) (the “**Merger**”).

Subject to the receipt of all necessary securityholder and regulatory approvals, the Merger will be effective on or about April 5, 2019 (the “**Effective Date**”). Special meetings of securityholders of the Terminating Fund and Continuing Fund, as applicable, are being called for on or about March 14, 2019 for securityholders of record as of on or about January 31, 2019 to consider and approve the proposed Merger. Further details of the proposed Merger will be provided in the management information circular and form of proxy mailed to securityholders. If approved, it is anticipated that the Merger will take effect on the Effective Date.

If all necessary approvals are obtained, upon the close of business on the Effective Date, securities of the Terminating Fund will be exchanged on a taxable basis for securities of the Continuing Fund having a net asset value on the Effective Date equal to the net asset value of the securities of the Terminating Fund. Following such exchange, securityholders of the Terminating Fund shall become securityholders of the Continuing Fund. MAML intends to wind-up or terminate the Terminating Fund as soon as reasonably possible after the Merger.

As required by applicable securities legislation, a recommendation in favour of the Merger was sought and obtained from the Independent Review Committee (“**IRC**”) of the Funds at a meeting of the IRC held on January 8, 2019.

If all necessary approvals are obtained, at the close of business on the Wednesday immediately preceding the Effective Date for wire orders over Fundserv and at the close of business on the Effective Date for direct orders, the Terminating Fund will cease distribution of new securities excluding purchases under existing pre-authorized chequing plans and dollar cost averaging plans. Securityholders will have the right to redeem the securities of the Terminating Funds up to the close of business on the Effective Date. Following the Merger, systematic withdrawal plans, which had been established with respect to the Terminating Fund will be re-established with respect to the Continuing Fund unless securityholders advise otherwise.”

3. MANAGEMENT FEE CHANGES

There are no technical amendments to the AIF necessary to effect this change.

Certificate on Behalf of Manulife EAFE Equity Fund and Manulife International Value Equity Fund (the “Funds”) and on Behalf of the Manager and Promoter of the Funds

January 24, 2019

This Amendment No. 3 dated January 24, 2019, together with the annual information form dated August 2, 2018, as amended by Amendment No. 1 dated September 28, 2018 and Amendment No. 2 dated December 21, 2018 and the simplified prospectus dated August 2, 2018, as amended by Amendment No. 1 dated September 28, 2018 and Amendment No. 2 dated January 24, 2019 and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of all provinces and territories of Canada, and do not contain any misrepresentations.

“Bernard Letendre”

BERNARD LETENDRE
Chief Executive Officer
Manulife Asset Management Limited

“Lisa Hutfloetz”

LISA HUTFLOETZ
Chief Financial Officer
Manulife Asset Management Limited

**On behalf of the Board of Directors of Manulife Asset Management Limited as
Trustee, Manager and Promoter of the Funds**

“Bruce Gordon”

BRUCE GORDON
Director
Manulife Asset Management Limited

“Paul Lorentz”

PAUL LORENTZ
Director
Manulife Asset Management Limited