

## MANULIFE MUTUAL FUNDS AND MANULIFE PRIVATE INVESTMENT POOLS

**AMENDMENT NO. 2** dated January 24, 2019 to the Simplified Prospectus dated August 2, 2018, as amended by Amendment No. 1 dated September 28, 2018 (the “**SP**”) of:

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

Manulife EAFE Equity Fund (formerly Manulife International Focused Fund)<sup>1,6,7,17</sup>  
Manulife International Value Equity Fund<sup>1,6,7,17</sup>

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

<sup>1</sup> Offering Advisor Series securities

<sup>7</sup> Offering Series FT6 securities

<sup>6</sup> Offering Series F securities

<sup>17</sup> Offering Series T6 securities

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

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

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

#### 1. INVESTMENT OBJECTIVE CHANGE

The following disclosure is hereby added after the last paragraph under the sub-heading “*Investment Objective*” in Manulife EAFE Equity Fund on page 201 of the SP:

**“Manulife Investments will be holding a special meeting of securityholders on or about March 14, 2019 for securityholders of record as of on or about January 31, 2019 to approve a proposed change in the investment objective of the Fund. If the change is approved, the fundamental investment objective for Manulife EAFE Equity Fund, to be implemented effective on or about April 5, 2019, will be as follows:**

The fundamental investment objective is to provide long-term capital appreciation by employing a bottom-up fundamental approach to invest primarily in all-cap non-North American companies, located in developed markets.”

#### 2. FUND MERGER

The following disclosure is hereby added at the end of the Part B section of Manulife EAFE Equity Fund on page 204 of the SP:

#### **“ADDITIONAL INFORMATION**

MAML is proposing to merge (the “**Merger**”) Manulife International Value Equity Fund (the “**Terminating Fund**”) into the Fund (the “**Continuing Fund**”) on or about April 5, 2019 (the “**Effective Date**”), subject to the receipt of any required regulatory or other approvals. 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. As at December 31, 2018, the net asset value of the Terminating Fund was approximately \$279.6 million and the net asset value of the Continuing Fund was approximately \$18.1 million.

The favourable recommendation of the proposed Merger from the IRC of the Fund was sought and obtained at a meeting of the IRC held on January 8, 2019. Approval of the proposed Merger by securityholders of the Terminating Fund and the

Continuing Fund is also required. Special meetings of securityholders of each of the Terminating Fund and the Continuing Fund, as applicable, will therefore be held on or about March 14, 2019 for securityholders of record as of on or about January 31, 2019 to approve the Merger. Further details of the proposed Merger will be provided in the management information circular and form of proxy mailed to securityholders.”

The following section is hereby added at the end of the Part B section of Manulife International Value Equity Fund on page 208 of the SP:

**“ADDITIONAL INFORMATION**

MAML is proposing to merge (the “**Merger**”) the Fund (the “**Terminating Fund**”) into Manulife EAFE Equity Fund (the “**Continuing Fund**”) on or about April 5, 2019 (the “**Effective Date**”), subject to the receipt of any required regulatory or other approvals. 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.

The favourable recommendation of the proposed Merger from the IRC of the Fund was sought and obtained at a meeting of the IRC held on January 8, 2019. Approval of the proposed Merger by securityholders of the Terminating Fund and the Continuing Fund is also required. Special meetings of securityholders of each of the Terminating Fund and the Continuing Fund, as applicable, will therefore be held on or about March 14, 2019 for securityholders of record as of on or about January 31, 2019 to approve the Merger. Further details of the proposed Merger will be provided in the management information circular and form of proxy mailed to securityholders.

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 Fund up to the close of business on the Effective Date.

Following the Merger, pre-authorized chequing plans, systematic withdrawal plans and any other optional service which had been established with respect to the Terminating Fund will be re-established with respect to the Continuing Fund unless securityholders advise us otherwise.”

### 3. MANAGEMENT FEE CHANGES

Subject to the merger receiving all necessary approvals and being implemented, the lines relating to each of the Funds indicated in the table below under the heading “*Fees and Expenses - Fees and Expenses Payable by the Funds – Management Fees and Administration Fees*” in the SP are hereby deleted on or about April 5, 2019 and replaced with the following:

Fund	Annual management fee (%)			Annual Administration Fee (%)
	Advisor Series Securities	Series F, Series FT Securities (including Series FT6 Securities) (if offered)	Series T Securities (including Series T6 Securities)	All Series Securities
<b>EQUITY FUNDS</b>				
<b>Global &amp; International Equity</b>				
Manulife EAFE Equity Fund	1.86	0.86	1.86	0.25

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#### **Purchasers’ Statutory Rights**

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the simplified prospectus or fund facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund securities and get your money back, or to make a claim for damages if the simplified prospectus, annual information form, fund facts or financial statements misrepresent any facts about the mutual fund. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.