
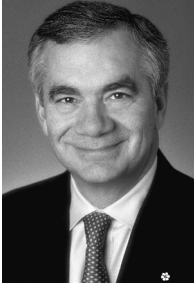


Board of Directors

The following charts provide information on the nominees proposed for election to the Board of Directors of the Company. Included in these charts is information relating to the Directors' committee memberships, meeting attendance, public board memberships and equity ownership. All successful nominees for the Board of Directors are elected for a term of one year, expiring at the next Annual Meeting.

 <p>Arthur R. Sawchuk Age: 70 Toronto, ON Canada Director Since¹: 1993 Independent²</p>	<p>Arthur Sawchuk is Chairman of the Board. Mr. Sawchuk retired from DuPont Canada Inc. as Executive Chairman after almost six years as Chairman, President and Chief Executive Officer and 40 years at DuPont Canada in various managerial positions. Mr. Sawchuk holds a B.Sc. in Mechanical Engineering from the University of Manitoba and is currently a member of the Association of Professional Engineers of Ontario. He also serves as a director of the Canadian Institute for Advanced Research.</p>					
	Board/Committee Membership:		Attendance³:		Public Board Membership During Last Five Years:	
	Board of Directors		8 of 8	100%	Bowater Inc.	1998 – Present
	Audit and Risk Management		5 of 5	100%	Manitoba Telecom Services Inc.	1997 – Present
	Conduct Review and Ethics		3 of 3	100%		
	Corporate Governance and Nominating (Chair)		5 of 5	100%		
	Management Resources and Compensation (Vice Chair)		6 of 6	100%		
	Securities Held:					
	Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
	2006	21,625	15,907	37,532	\$ 2,793,882	\$ 300,000
2005	22,000	12,796	34,796	\$ 2,007,729		
Options Held:						
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹	
July 2, 2002	July 2, 2012	5,000	\$ 43.75	5,000	\$ 153,450	

 <p>Dominic D'Alessandro Age: 59 Toronto, ON Canada Director Since¹: 1994 Not Independent (Management)</p>	<p>Since Dominic D'Alessandro's appointment as President and Chief Executive Officer in 1994, Manulife Financial has undergone a dramatic expansion of its operations and has emerged as one of the world's leading life insurers. Mr. D'Alessandro holds a B.Sc. (Physics and Mathematics) from Loyola College. He is a Chartered Accountant and a Fellow of the Institute of Chartered Accountants. Mr. D'Alessandro is also very active in community affairs. In recognition of his achievements, Mr. D'Alessandro was voted Canada's Most Respected CEO in 2004 by his peers and was named Canada's Outstanding CEO for 2002. He was made an Officer of the Order of Canada in 2003.</p>					
	Board/Committee Membership:		Attendance³:		Public Board Membership During Last Five Years:	
	Board of Directors		7 of 7 ¹⁰	100%	Hudson's Bay Company	1996 – 2003
	Audit and Risk Management		5 of 5	100%	Trans Canada Pipelines	2000 – 2003
	Conduct Review and Ethics		3 of 3	100%		
	Corporate Governance and Nominating		3 of 3 ¹⁰	100%		
	Management Resources and Compensation		6 of 6	100%		
	Securities Held:					
	Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
	2006	281,250	330,248	611,498	\$ 45,519,911	\$ 6,600,000
2005	281,250	277,572	558,822	\$ 32,244,029		
Options Held: See Statement of Executive Compensation Section						



John M. Cassaday

Age: 52
 Toronto, ON Canada
 Director Since¹: 1993
 Independent²

John Cassaday is President and Chief Executive Officer of Corus Entertainment Inc., a position he has held since 1999. Corus is Canada's leader in specialty television and radio and is a global leader in the production of children's animation. Mr. Cassaday has also been Executive Vice President of Shaw Communications, President and Chief Executive Officer of Shaw Media, Star Choice Communications and of CTV Television Network. Mr. Cassaday has an MBA (Dean's List) from The Rotman School of Management at the University of Toronto. Mr. Cassaday is Chairman of the Board of St. Michael's Hospital.

Board/Committee Membership:	Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors Corporate Governance and Nominating	8 of 8 5 of 5	100% 100%	Corus Entertainment Inc. Sysco Corporation Loblaw Companies Limited Masonite International Corporation	1999 – Present 2004 – Present 1997 – 2004 1992 – 2005

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	20,000	10,218	30,218	\$ 2,249,428	\$ 300,000
2005	20,000	7,977	27,977	\$ 1,614,273	

Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Lino J. Celeste

Age: 68
 Saint John, NB Canada
 Director Since¹: 1994
 Independent²

Lino Celeste is past Chairman of Aliant Inc., the merged Atlantic Provinces Telephone Companies. Prior to assuming the Chairmanship, Mr. Celeste was President and Chief Executive Officer of New Brunswick Telephone Company Limited. Mr. Celeste holds a P.Eng. (Electrical Engineering) from the University of New Brunswick. He also served as a director of New Brunswick Electric Power Commission and as Chairman of the Greater Saint John Community Foundation, a charitable organization.

Board/Committee Membership:	Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors Audit and Risk Management Conduct Review and Ethics	8 of 8 5 of 5 3 of 3	100% 100% 100%	Aliant Inc.	1999 – 2002

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	6,300	5,557	11,857	\$ 882,635	\$ 300,000
2005	6,300	4,291	10,591	\$ 611,101	

Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Gail C.A. Cook-Bennett

Age: 65
 Toronto, ON Canada
 Director Since¹: 1978
 Independent²

Gail Cook-Bennett is Chairperson of the Canada Pension Plan Investment Board, a Crown corporation that invests the reserve fund of the Canada Pension Plan. Dr. Cook-Bennett holds a BA (Honours) from Carleton University, and a PhD (Economics) from the University of Michigan. She has been a professor at the University of Toronto, a director of the Bank of Canada, a member of the Canadian Group of the Trilateral Commission and an active volunteer in several organizations. She holds a Doctor of Laws Degree (honoris causa) from Carleton University and is a Fellow of the Institute of Corporate Directors. Dr. Cook-Bennett has extensive experience as a corporate director, chairing audit and pension committees, and serving on executive, investment, finance, governance and compensation committees.

Board/Committee Membership:	Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors Management Resources and Compensation	8 of 8 5 of 6	100% 83%	Canada Pension Plan Investment Board Emera Inc. Petro-Canada ¹¹ Transcontinental Inc.	1998 – Present 2004 – Present 1991 – Present 1998 – 2004

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	7,500	4,100	11,600	\$ 863,504	\$ 300,000
2005	7,500	4,023	11,523	\$ 664,877	

Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Thomas P. d'Aquino

Age: 65
 Ottawa, ON Canada
 Director Since: 2005
 Independent²

Thomas d'Aquino is Chief Executive and President of the Canadian Council of Chief Executives ("CCCE"), a research and advocacy group composed of 150 chief executives of Canada's leading enterprises. Mr. d'Aquino holds a BA from the University of British Columbia, an LLB from Queen's University and the University of British Columbia, an LLM from the University of London and Honorary Degrees of Doctor of Laws from Queen's University and Wilfrid Laurier University. Mr. d'Aquino is active on numerous non-profit boards and advisory committees both nationally and internationally. He is Chair of the CCCE's *North American Security and Prosperity Initiative*. He is currently Chair of Lawrence National Centre for Policy and Management at the Richard Ivey School of Business and he also chairs The National Gallery of Canada Foundation.

Board/Committee Membership:	Attendance ³ :	Public Board Membership During Last Five Years:
Board of Directors Management Resources and Compensation	4 of 4 ¹² 100% 4 of 4 ¹² 100%	CGI Inc. 2006 – Present

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	1,800	1,563	3,363	\$ 250,342 ¹²	\$ 300,000
2005	1,800	0	1,800	\$ 103,860	

Options Held: Nil¹²



Richard B. DeWolfe¹³

Age: 62
 Westwood, MA U.S.A.
 Director Since: 2004
 Independent²

Richard DeWolfe is Managing Partner of DeWolfe & Company, LLC, a real estate management and investment consulting firm. Mr. DeWolfe holds a BAS, Marketing and Finance from Boston University. He is also a director of The Boston Foundation; Trustee of Boston University; Trustee of the 17136 Marine Biological Laboratory and a director of The National Conference for Community and Justice. He was formerly Chairman and CEO of The DeWolfe Companies, Inc., the largest homeownership organization in New England, which was listed on the American Stock Exchange and acquired by Cendant Corporation in 2002. Mr. DeWolfe was formerly Chairman and Founder of Reliance Relocations Services, Inc. and was formerly Chairman of the Board of Trustees, Boston University.

Board/Committee Membership:	Attendance ³ :	Public Board Membership During Last Five Years:
Board of Directors Audit and Risk Management Conduct Review and Ethics	8 of 8 100% 5 of 5 100% 3 of 3 100%	John Hancock Financial Services, Inc. 2002 – 2004

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	7,000	10,493	17,493	\$ 1,302,179	\$ 300,000
2005	5,058	2,280	7,338	\$ 423,403	

Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
May 8, 2002	June 14, 2005	17,779 ¹⁴	US\$ 25.59	0	–



Robert E. Dineen, Jr.

Age: 65
 New York, NY U.S.A.
 Director Since¹: 1999
 Independent²

Robert Dineen is of counsel to Shearman & Sterling LLP, a leading international law firm headquartered in New York where he was a partner from 1974 until his retirement in December 2005. Mr. Dineen holds a BA from Brown University and an LLB from Syracuse University. Mr. Dineen led several of the firm's corporate groups, including groups in Latin America and Asia and its project finance work worldwide. Mr. Dineen has extensive experience in public finance transactions in the oil and gas pipeline business, and as a specialist in U.S. and international private banking and financial transactions.

Board/Committee Membership:	Attendance ³ :	Public Board Membership During Last Five Years:
Board of Directors Audit and Risk Management Conduct Review and Ethics	8 of 8 100% 5 of 5 100% 3 of 3 100%	Nova Chemicals Corporation 1998 – Present

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	14,500	15,558	30,058	\$ 2,237,518	\$ 300,000
2005	14,500	12,482	26,982	\$ 1,556,861	

Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Pierre Y. Ducros

Age: 66
 Montreal, QB Canada
 Director Since¹: 1999
 Independent²

Pierre Ducros is President, P. Ducros & Associates Inc. in Montréal. Previously, he was Chairman, President and Chief Executive Officer of DMR Group Inc. which he co-founded in 1973, and Vice-Chairman of the Task Force on The Future of The Canadian Financial Services Sector (MacKay Task Force). Mr. Ducros holds a BA from the Université de Paris at Collège Stanislas in Montréal and a B.Eng. (Communications) from McGill University.

Board/Committee Membership:	Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors Corporate Governance and Nominating	8 of 8 5 of 5	100% 100%	Cognos Incorporated Emergis Inc. Nstein Technologies Inc. Rona Inc. Telus Alliance Atlantis Communications Inc. BAE Systems Canada Inc. eNGENUITY Technologies Inc. NovAtel Inc.	1986 – Present 1998 – Present 2002 – Present 2005 – Present 2005 – Present 1997 – 2001 1999 – 2001 2002 – 2005 1999 – 2001

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	27,800	10,936	38,736	\$ 2,883,508	\$ 300,000
2005	27,800	8,633	36,433	\$ 2,102,184	

Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Allister P. Graham

Age: 69
 Toronto, ON Canada
 Director Since¹: 1996
 Independent²

Allister Graham is the former Chairman and Chief Executive Officer of The Oshawa Group Limited, a food distributor. Currently, he serves as the Chairman and interim Chief Executive Officer of Nash Finch Company, a U.S. wholesale/retail food distributor. Mr. Graham is also a trustee of the Associated Brands Income Trust. He is a previous Chairman of the Retail Council of Canada and Food Distributors International of Washington, D.C.

Board/Committee Membership:	Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors Audit and Risk Management Conduct Review and Ethics	8 of 8 5 of 5 3 of 3	100% 100% 100%	Associated Brands Income Trust Nash Finch Company (U.S.A.) Dylex Ltd. ¹⁵	2002 – Present 1992 – Present 1997 – 2001

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	25,224	10,721	35,945	\$ 2,675,746	\$ 300,000
2005	25,224	8,269	33,493	\$ 1,932,546	

Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Thomas E. Kierans

Age: 65
 Toronto, ON Canada
 Director Since¹: 1990
 Independent²

Thomas Kierans is the Chairman of The Canadian Journalism Foundation. Mr. Kierans holds a BA (Honours) from McGill University and an MBA (Finance), Dean's Honours List, from the University of Chicago. Mr. Kierans has also been Chairman of CSI-Global Education Inc., Chairman of the Canadian Institute for Advanced Research, Chairman of the Board of the Toronto International Leadership Centre for Financial Sector Supervisors, President and Chief Executive Officer of the C.D. Howe Institute and President of McLeod Young Weir Limited (later ScotiaMcLeod Inc.).

Board/Committee Membership:	Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors Audit and Risk Management (Chair) Conduct Review and Ethics (Chair) Corporate Governance and Nominating	8 of 8 5 of 5 3 of 3 5 of 5	100% 100% 100% 100%	Petro-Canada ¹¹ BCE Inc. Inmet Mining Corporation IPSCO Inc. Moore Corporation Limited Teleglobe Inc. ¹⁶ Telesat Canada	1991 – Present 1999 – 2004 1996 – 2004 1993 – 2003 1997 – 2001 1999 – 2002 1999 – 2004

Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	30,681	0	30,681	\$ 2,283,894	\$ 300,000
2005	30,681	0	30,681	\$ 1,770,294	

Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Lorna R. Marsden
Age: 64
Toronto, ON Canada
Director Since¹: 1995
Independent²

Lorna Marsden is President and Vice Chancellor and a member of the Board of Governors of York University. Dr. Marsden holds a BA from the University of Toronto and a PhD from Princeton University. A former member of the Senate of Canada, she serves as a director of several Canadian companies. Dr. Marsden is also active in non-profit organizations including Canada World Youth.

Board/Committee Membership:		Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors		8 of 8	100%	Westcoast Energy Inc.	
Management Resources and Compensation		6 of 6	100%	1995 – 2002	
Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	19,332	5,179	24,511	\$ 1,824,599	\$ 300,000
2005	19,332	4,047	23,379	\$ 1,348,968 ¹⁷	
Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Hugh W. Sloan, Jr.
Age: 65
Bloomfield Village, MI U.S.A.
Director Since¹: 1985
Independent²

Hugh Sloan is Deputy Chairman of Woodbridge Foam Corporation, a manufacturer of automobile parts, where he held various management positions for more than 20 years. Mr. Sloan holds a BA (Honours) from Princeton University. Mr. Sloan serves as a director of a number of Canadian and American corporate, community and charitable organizations. He is a former Staff Assistant to President Richard Nixon and a former Trustee of Princeton University.

Board/Committee Membership:		Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors		8 of 8	100%	Wescast Industries Inc.	
Corporate Governance and Nominating		5 of 5	100%	Virtek Vision International, Inc.	
Management Resources and Compensation (Chair)		6 of 6	100%	1998 – Present 2000 – 2005	
Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	7,210	8,257	15,467	\$ 1,151,363	\$ 300,000
2005	7,210	6,622	13,832	\$ 798,106	
Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070



Gordon G. Thiessen
Age: 67
Ottawa, ON Canada
Director Since¹: 2002
Independent²

Gordon Thiessen joined the Board following a distinguished career with the Bank of Canada that began in 1963 and culminated in a seven-year term as the Bank's Governor. He is Chairman of the Canadian Public Accountability Board, the oversight body for the auditing profession in Canada. Mr. Thiessen holds a BA (Honours), an MA from the University of Saskatchewan and a PhD from the London School of Economics. Mr. Thiessen also serves as a director of the Institute for Research on Public Policy.

Board/Committee Membership:		Attendance ³ :		Public Board Membership During Last Five Years:	
Board of Directors		7 of 8	87%	IPSCO Inc.	
Management Resources and Compensation		6 of 6	100%	2001 – Present	
Securities Held:					
Year	Common Shares ⁴	DSUs ⁵	Total of Common Shares and DSUs	Total Market Value of Common Shares and DSUs ⁶	Minimum Required ⁷
2006	0	9,300	9,300	\$ 692,292	\$ 300,000
2005	0	7,034	7,034	\$ 405,862	
Options Held:					
Date Granted	Expiry Date	Number Granted	Exercise Price ⁸	Total Unexercised	Value of Options Unexercised ⁹
July 2, 2002	July 2, 2012	3,000	\$ 43.75	3,000	\$ 92,070

¹ "Director Since" refers to the year the Director was first elected to the Board of Manufacturers Life. When Manufacturers Life demutualized in 1999, it became a wholly-owned subsidiary of the Company.

² "Independent" refers to the standards of independence established under Section 2 of the New York Stock Exchange Corporate Governance Rules, Section 301 of the *Sarbanes-Oxley Act of 2002* and Section 1.2 of Canadian Securities Administrators' National Instrument 58-101.

³ It is the policy of the Company that Directors attend all meetings of the Board and its committees on which they sit, unless circumstances make it impossible to do so.

⁴ "Common Shares" refers to the number of Common Shares beneficially owned, or over which control or direction is exercised by the Director, as of March 15, 2006 and March 16, 2005, respectively.

⁵ "DSUs" refers to the number of deferred share units held by the Director as of March 15, 2006 and March 16, 2005, respectively.

⁶ The "Total Market Value of Common Shares and DSUs" is determined by multiplying the closing price of the Common Shares on the Toronto Stock Exchange ("TSX") on each of March 15, 2006 (\$74.44) and March 16, 2005 (\$57.70) respectively, times the number of Common Shares and DSUs outstanding as of March 15, 2006 and March 16, 2005.

- ⁷ All Directors are required to hold an equity position in the Company having a minimum value of \$300,000 within five years of joining the Board. Common and Preferred Shares and DSUs are considered equity for this purpose, while stock options are not. Directors must take compensation in DSUs until the minimum threshold is met (see "Director Compensation" in the "Statement of Corporate Governance Practices"). The minimum required for Dominic D'Alessandro, as President and CEO, is equal to five times his base salary. Mr. D'Alessandro meets this requirement. The amount shown is five times his 2006 base salary (see "Report on Executive Compensation" under "Executive Share Ownership Guidelines").
- ⁸ The "Exercise Price" is the closing price of the Common Shares on the TSX on the day prior to the grant date.
- ⁹ The "Value of Unexercised Options" is calculated on the basis of the difference between the closing price of the Common Shares on the TSX on March 15, 2006 and the exercise price of the options multiplied by the number of unexercised options on March 15, 2006.
- ¹⁰ Dominic D'Alessandro is not a member of the Board committees. He attends committee meetings at the invitation of the Chair. One Board meeting and two Corporate Governance and Nominating Committee meetings were for independent Directors only.
- ¹¹ Gail C.A. Cook-Bennett and Thomas E. Kierans also serve together on the Board of Petro-Canada.
- ¹² Thomas P. d'Aquino was elected a Director as of May 5, 2005. Mr. d'Aquino has until May 4, 2010 to meet his share ownership requirements. Mr. d'Aquino was not a Director on the date of the July 2, 2002 Option Grant.
- ¹³ Richard B. DeWolfe was a director of Response U.S.A., Inc. ("Response") until October 2000. In May of 2001, Response commenced proceedings under applicable bankruptcy statutes in the United States.
- ¹⁴ Richard B. DeWolfe was not a Director of the Company on the date of the July 2, 2002 Option Grant. Mr. DeWolfe was granted stock options under the John Hancock Non-Employee Directors' Long-Term Incentive Plan, which were converted into stock options of the Company following the merger with John Hancock Financial Services, Inc. On May 17, 2005, Mr. DeWolfe exercised these options and sold 15,837 of the 17,779 Common Shares issued upon this exercise.
- ¹⁵ Allister P. Graham was a director of Dylex Limited ("Dylex") until May 2001. In August 2001 Dylex initiated proceedings under the *Companies' Creditors Arrangement Act* (Canada) ("CCAA") and certain creditors filed petitions in bankruptcy. In September 2001 a receiving order was made against Dylex and a trustee in bankruptcy was appointed.
- ¹⁶ Thomas E. Kierans was a director of Teleglobe Inc. ("Teleglobe") until April 23, 2002. On May 15, 2002, Teleglobe announced that it had obtained creditor protection under the CCAA and that it had initiated ancillary filings in the United States and the United Kingdom.
- ¹⁷ Lorna R. Marsden also owns 20,000 Non-Cumulative Class A Shares, Series 1 of the Company.

Board of Directors' Compensation

The Company's Board of Directors' compensation is designed to attract and retain highly talented, committed and experienced Directors. This requires that Directors be adequately and competitively compensated, consistent with the size and complexity of the Company and the expected contribution of the Directors.

The Company believes that the overall structure of its Directors' compensation program is aligned to ensure that Directors act in the long-term interest of the Company. Only non-employee Directors are compensated for Board service. Amounts paid are in respect of a Director's services to both the Company and Manufacturers Life, the cost of which is shared equally between the two companies. All meetings of the Boards of the Company and Manufacturers Life are held concurrently, as are the meetings of each of their committees.

Directors' Compensation Schedule	Effective until March 31, 2005	Effective April 1, 2005
Annual Board Retainer ¹	\$ 96,000	\$ 110,000
Per Board Meeting Fee	\$ 1,500	\$ 1,500
Per Committee Meeting Fee (all Committees)	\$ 1,200	\$ 1,200
Committee Membership Retainer for serving on: Management Resources and Compensation Committee	\$ 3,000	\$ 3,000
Committee Membership Retainer for serving on: Corporate Governance and Nominating Committee	\$ 3,000	\$ 3,000
Committee Chairperson Retainer for serving on: Corporate Governance and Nominating Committee (in addition to Committee Membership Fee)	\$ 5,000	\$ 5,000
Committee Chairperson Retainer for serving on: Management Resources and Compensation Committee (in addition to Committee Membership Fee)	\$ 5,000	\$ 12,000
Committee Membership Retainer for serving on both: Audit and Risk Management Committee; and Conduct Review and Ethics Committee	\$ 6,000	\$ 15,000
Committee Chairperson Retainer for serving on both: Audit and Risk Management Committee; and Conduct Review and Ethics Committee (in addition to Committee Membership Fee)	\$ 10,000	\$ 35,000
Annual Retainer for Chair of the Board ²	\$ 350,000	\$ 350,000
Travel Fees Per Trip (where applicable and dependent on distance travelled)	\$ 500/\$ 750/\$ 1,200	\$ 500/\$ 750/\$ 1,200

Directors are reimbursed for travel and other expenses incurred for attendance at Board and Committee meetings.

¹ The annual retainer includes compensation for time spent at orientation and education programs that assist Directors to better understand the Company, as well as their duties and responsibilities on the Board.

² The Chair receives this Annual Retainer and no other fees for Board or Committee meetings or for acting as Chair of any Committee.

Stock Plan for Non-Employee Directors

Under the Stock Plan for Non-Employee Directors (the "Stock Plan"), non-employee Directors may choose to receive either 50% or 100% of their compensation in Common Shares or DSUs. Amendments to the Stock Plan are subject to regulatory approval and shareholder approval, to the extent such approvals are required by law or agreement.

DSUs awarded to Directors vest fully on the date of grant. The number of DSUs granted is determined by dividing the dollar value to be received by the closing price of the Common Shares on the TSX on the last trading day prior to the date of issuance. Upon termination of Board service, non-employee Directors may elect to receive cash or Common Shares equal to the value of their DSUs. DSUs are only transferable upon death. The maximum number of Common Shares and DSUs that may be issued under the Stock Plan is 500,000 or less than 0.1% of the outstanding Common Shares as of March 15, 2006. As of March 15, 2006, 123,174 DSUs were outstanding under the Stock Plan, representing less than 0.02% of the outstanding Common Shares.

Director Equity Incentive Plan

The Director Equity Incentive Plan (the "Incentive Plan") was intended to permit equity compensation to be granted to non-employee Directors in the form of stock options, share appreciation rights or DSUs (collectively, "Awards"). Such equity compensation was to be in addition to that available to non-employee Directors pursuant to elections under the Stock Plan. Amendments to the Incentive Plan are subject to regulatory approval and shareholder approval to the extent such approvals are required by law or agreement.

In 2004 the Board of Directors resolved to permanently discontinue stock option grants under the Incentive Plan. No Awards have been granted to non-employee Directors under the Incentive Plan except for the stock options granted in 2002, the terms of which are

set out in the charts under "Board of Directors". The stock options granted in 2002 will continue in full force and effect in accordance with their terms, subject to the terms and conditions of the Incentive Plan.

The stock options have a maximum exercise period of 10 years and were fully vested on the date of the grant. Upon termination of Board service, stock options are exercisable for a period of three years (for reasons other than death) and for a period of one year following death. Stock options are transferable upon death, at which time they may be passed on to a beneficiary or estate.

The maximum number of Common Shares that may be issued under the Incentive Plan is 500,000 or less than 0.1% of the outstanding Common Shares as of March 15, 2006. The total number of Common Shares that may be issued upon the exercise of the stock options outstanding under the Incentive Plan is 41,000, representing less than 0.01% of the outstanding Common Shares as of March 15, 2006.

2005 Directors' Compensation

The total amount paid to the Directors of the Company and Manufacturers Life for the year ended December 31, 2005 was \$2,376,443, paid as follows:

Director	Compensation Election	Board Retainer (\$)	Board Meeting Fees (\$)	Committee Chairperson Retainer (\$)	Committee Membership Retainer (\$)	Committee Meeting Fees (\$)	Travel Fees (\$)	Total Compensation (\$)
Kevin E. Benson ^{1,2}	100% DSUs	79,000	6,000	–	15,000	3,600	3,000	128,694
John M. Cassaday	100% DSUs	106,500	12,000	–	3,000	6,000	–	127,500
Lino J. Celeste	50% DSUs, 50% CASH	106,500	12,000	–	15,000	6,000	4,500	144,000
Gail C. A. Cook-Bennett	100% CASH	106,500	12,000	–	3,000	7,200	–	128,700
David F. D'Alessandro ^{2,3}	100% CASH	24,000	1,500	–	0	0	750	31,933
Thomas P. d'Aquino ⁴	100% DSUs	82,500	6,000	–	3,000	4,800	2,000	98,300
Richard B. DeWolfe ²	100% DSUs	106,500	12,000	–	15,000	6,000	4,500	172,432
Robert E. Dineen, Jr. ²	100% DSUs	106,500	12,000	–	15,000	6,000	4,500	172,432
Pierre Y. Ducros	100% DSUs	106,500	12,000	–	3,000	6,000	3,000	130,500
Allister P. Graham	100% DSUs	106,500	12,000	–	15,000	6,000	–	139,500
Thomas E. Kierans	100% CASH	106,500	12,000	35,000	18,000	12,000	–	183,500
Lorna R. Marsden	50% DSUs, 50% CASH	106,500	12,000	–	3,000	7,200	–	128,700
Arthur R. Sawchuk	50% DSUs, 50% CASH	350,000	–	–	–	–	–	350,000
Hugh W. Sloan, Jr. ²	50% DSUs, 50% CASH	106,500	12,000	12,000	6,000	13,200	3,000	182,853
Gordon G. Thiessen	100% DSUs	106,500	10,500	–	3,000	7,200	3,000	130,200
Michael H. Wilson	100% CASH	106,500	10,500	–	3,000	7,200	–	127,200
TOTAL:								\$ 2,376,443

¹ Kevin E. Benson resigned as a Director on September 30, 2005 as a result of increased time commitment in his role as President and CEO at Laidlaw International, Inc.

² Directors who are resident outside Canada receive their fees in US dollars (shaded numbers indicate US dollars). "Total Compensation" for these Directors was converted to Canadian dollars using an exchange rate of Cdn\$1.2165 in Q1, Cdn\$1.2263 in Q2, Cdn\$1.1725 in Q3 and Cdn\$1.1645 in Q4 per US\$1.00.

³ David F. D'Alessandro resigned as a Director on March 31, 2005.

⁴ Thomas P. d'Aquino was elected as a Director on May 5, 2005.

Report of the Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee (“Governance Committee”) assists the Board of Directors in its oversight duties with respect to the development of corporate governance policies and practices and in assessing the effectiveness of the Board, its committees and the contributions of individual Directors. The Governance Committee also identifies and recommends candidates for nomination to the Board. The Governance Committee assesses the performance and recommends the compensation of the President and Chief Executive Officer (“CEO”). The Governance Committee seeks to achieve high standards of governance by continually reviewing the Company’s governance policies, practices and benchmarking against domestic and international standards. The Governance Committee meets the independence requirements prescribed by applicable securities regulations and stock exchange rules.

Board and Committee Evaluation

An evaluation and assessment of the Board, the Board committees and the contributions of individual Directors was completed in 2004.

The review identified three key areas which the Board focused on in 2005 as follows:

- The Board made succession planning a key priority, including identification of high potential employees and talent development.
- The Board determined that a formal annual evaluation process is an invaluable tool in ensuring that the Board, its committees and individual Directors perform effectively and in the best interests of the Company. The Governance Committee determined that a biennial written Board effectiveness survey was a more effective evaluation approach than an annual survey. This approach was initiated in 2005. Other elements of the evaluation process would be performed annually, including the evaluation meetings between the Board Chair and each Director. The specific elements of the process are outlined in the Statement of Corporate Governance Practices under the heading “Board and CEO Evaluation”.
- The Board Chair implemented guidelines for management presentations and Board materials so that management would address the Board on the opportunities and challenges of the Company’s businesses to enable the Board to better exercise its oversight authority on its strategic direction. The guidelines have resulted in improved presentations and have allowed more time for discussions with management. This will continue to be an area of attention in 2006.

The 2005 Board evaluations demonstrated a high degree of satisfaction with the Board’s performance and that of its committees and individual Directors for 2005. The following priorities were also identified for 2006:

- Continued focus on succession planning and personnel matters.
- Review and update the Directors’ Manual, focusing on governance policies and practices. The Directors continue to support strong governance and will continue to strive to meet and set best practice standards.
- Continued focus on improvement of presentations and materials provided to the Board.
- In addition to continued Asia and Japan management presentations to the Board, meetings of the Board will be held in Asia and Japan in 2006 and periodically in the future to provide greater exposure to Asia and Japan management and these increasingly important operations and management.

Corporate Governance

In order to maintain our high standards of corporate governance, the Governance Committee:

- Continued to monitor corporate governance developments and made recommendations to the Board to improve the Company’s corporate governance program.
- Recommended a new policy for the majority election of Directors to be approved by the Board (see the “Statement of Corporate Governance Practices” in Schedule “A” for details of the policy).
- Amended the Governance Committee’s charter to require the Governance Committee to satisfy itself as to the integrity of the President and CEO and his contribution in creating a culture of integrity throughout the organization and reported those determinations to the Board.
- Assessed shareholder proposals and recommended appropriate responses to the Board, to be included in the Proxy Circular for consideration at the Annual Meeting of Shareholders.
- Conducted its biennial review of Director compensation, considered the recommendations of the outside independent consultant, Mercer Human Resource Consulting, on the competitiveness of the Company’s pay program and recommended certain adjustments to the compensation program, which were approved by the Board. These changes can be found in the “Board of Directors’ Compensation” section.

Board and Committee Composition

In relation to the Board and its committees, the Governance Committee:

- Reviewed the size and composition of the Board, taking into consideration the experience of the Directors and the criteria set out in the Board of Directors' Matrix.
- Completed a review of the Board committee structure and composition that resulted in the addition of a new member to the Management Resources and Compensation Committee.
- Reviewed criteria for the selection of new Board members, including a review of the Board of Directors' Matrix, expertise, backgrounds, independence and qualifications of existing Directors in relation to the current needs of the Company and considered qualified candidates for the Board from its evergreen list.
- Recommended the nominees for election to the Board of Directors at the Annual Meeting in 2005, including a new member.
- Reviewed position descriptions for the Chair of the Board, Chairs of the Committees, the CEO and individual Directors.

Annual Review of the President and CEO

A critical function of the Governance Committee is the annual review of the President and CEO. In this regard, the Governance Committee:

- Reviewed the succession process for the President and CEO.
- Reviewed and approved the 2006 Non-Financial Objectives and Goals of the President and CEO.
- Evaluated the performance of the President and CEO, including being satisfied as to the integrity of the President and CEO and his contribution in creating a culture of integrity throughout the Company.
- Recommended the compensation for the President and CEO for approval by the Board. The details are included in the "Report on the President and CEO Compensation".

The Governance Committee reviewed its charter and its performance with the charter. As a result of this review, minor amendments were made to the charter. The Governance Committee met the terms of its charter in 2005. A scorecard of the Governance Committee's compliance with its charter and the charter can be found at www.manulife.com.

Signed,

Arthur R. Sawchuk (*Chair*)
John M. Cassaday
Pierre Y. Ducros
Thomas E. Kierans
Hugh W. Sloan, Jr.

Report of the Audit and Risk Management Committee

The Audit and Risk Management Committee (“Audit Committee”) assists the Board in its oversight role with respect to the quality and integrity of financial information, reporting disclosure, risk management, the performance, qualifications and independence of the independent auditor, the performance of the internal audit function and legal and regulatory compliance. The Audit Committee meets *in camera* with the independent auditor, internal auditor and Appointed Actuary to review management’s financial stewardship.

The Audit Committee meets the independence requirements prescribed in applicable laws and rules of the securities regulators to which the Company is subject and of the stock exchanges on which the Company’s securities are listed. The Audit Committee has reviewed its membership and determined that all members are financially literate as required by the Corporate Governance Rules of the New York Stock Exchange and the applicable regulations of the Canadian Securities Administrators. The Board has also determined that Messrs. Celeste, DeWolfe, Dineen, Graham, Kierans and Sawchuk have the necessary qualifications to be designated as financial experts under the *Sarbanes-Oxley Act of 2002* (“SOX”).

In 2005, the Audit Committee accomplished the following:

Annual Statement

- Reviewed and discussed with management and the independent auditor the audited annual financial statements.
- Discussed with the independent auditor all matters required to be discussed by professional auditing guidelines and standards in Canada and the United States, including confirmation of the independent auditor’s independence.
- Received the written disclosures from the independent auditor recommended by the Canadian Institute of Chartered Accountants and the Independence Standards Board in the United States.
- Recommended to the Board that the 2005 audited financial statements of the Company be approved and included in the Annual Report.

Independent Auditor

- Reviewed the performance and recommended reappointment of the independent auditor for shareholders’ approval.
- Reviewed the independence and qualifications of the independent auditor, based on the independent auditor’s disclosure of its relationship with the Company.
- Approved audit and permitted non-audit services to be performed by the independent auditor, including terms and fees.
- Delegated authority to a member of the Audit Committee to approve requests received during the year for audit and permitted non-audit services to be provided by the independent auditor.
- Reviewed the overall scope and plans of the annual audit with the independent auditor and management.
- Met regularly *in camera* with the independent auditor.

Internal Auditor

- Reviewed the independence of the internal auditor.
- Reviewed the qualifications, resources and annual work plan of the internal audit department.
- Met regularly *in camera* with the internal auditor.

Appointed Actuary

- Reviewed reports, opinions and recommendations prepared by the Appointed Actuary of the Company in compliance with the Act.
- Met *in camera* with the Appointed Actuary.

Financial Reporting

- Reviewed any significant changes to the accounting principles and practices.
- Reviewed and recommended for approval by the Board the interim quarterly financial statements and the annual consolidated financial statements with management and the independent auditor prior to publication.
- Reviewed significant financial reporting issues and judgments made in connection with preparation of financial statements.
- Reviewed the certification process for annual and interim filings with the Chief Executive Officer and the Chief Financial Officer.

Risk Management and Regulatory Compliance

- Ensured that the enterprise-wide risk management process is appropriate and that the Chief Risk Officer provided regular reports to the Audit Committee.
- Reviewed and approved risk management policies recommended by management.
- Reviewed management reports demonstrating compliance with risk management policies.
- Reviewed management appointed to administer risk management policies.

- Reviewed reports from the independent auditor and the internal auditor relating to the adequacy of the Company's risk management practices, as well as management's responses.
- Reviewed the General Counsel's report on legal matters that may have a material impact on the Company.
- Reviewed the Global Chief Compliance Officer's report on the Company's compliance with applicable laws and regulations.
- Held its annual meeting with the Office of the Superintendent of Financial Institutions (Canada) ("OSFI") to discuss OSFI's findings and recommendations arising from OSFI's annual examination and management's response.
- Monitored the Company's progress on its project related to SOX certification requirements.

The Audit Committee reviewed its charter and its performance with the charter. As a result of this review, minor amendments were made to the charter. The Audit Committee met the terms of its charter in 2005. A scorecard of the Audit Committee's compliance with its charter and the charter can be found at www.manulife.com.

Signed,

Thomas E. Kierans (*Chair*)

Lino J. Celeste

Richard B. DeWolfe

Robert E. Dineen, Jr.

Allister P. Graham

Arthur R. Sawchuk

Report of the Conduct Review and Ethics Committee

The Conduct Review and Ethics Committee (“Ethics Committee”) assists the Board in its oversight role to ensure that appropriate procedures are in place for resolving conflicts of interest, restricting the use of confidential information, dealing with customer complaints and with related party transactions, particularly any transactions that could have a material impact on the stability or solvency of the Company.

The Ethics Committee meets the independence requirements prescribed in the applicable laws and rules of the securities regulators which regulate the Company and by the stock exchanges on which the Company’s securities are listed.

In 2005, the Ethics Committee accomplished the following:

- Reviewed and approved revisions to the Code of Business Conduct and Ethics (“Code”). Revisions to the Code included additional information relating to:
 - The Company’s confidential toll-free ethics line allowing individuals to raise auditing and accounting concerns and to raise concerns regarding unethical or other questionable behaviour.
 - Contact persons available for individuals seeking additional information, help and approvals relating to the Code.
 - Approvals for engaging in government and political activities, responsible sharing of company information and conflicts of interest resulting from gift giving.
- Reviewed the Company’s general arrangements under which loans are made to Company officers in compliance with applicable legislation.
- Reviewed the Company’s approach for dealing with related party procedures and transactions and received a report from management that there were no related party transactions in 2005.
- Reviewed the Company’s conflict of interest procedures and restriction on the use of confidential information.
- Reviewed the Company’s procedures for receiving and processing any requests for waivers of the Code.
- Confirmed that no executives or Directors requested a waiver of the Code and that no waivers were granted.
- Reviewed practices for disclosure of information to customers and dealing with complaints of customers of the Company.

The Ethics Committee reviewed its charter and its performance with the charter. As a result of this review, minor amendments were made to the charter. The Ethics Committee met the terms of its charter in 2005. A scorecard of the Ethic Committee’s compliance with its charter and the charter can be found at www.manulife.com.

Signed,

Thomas E. Kierans (*Chair*)
Lino J. Celeste
Richard B. DeWolfe
Robert E. Dineen, Jr.
Allister P. Graham
Arthur R. Sawchuk

Report of the Management Resources and Compensation Committee

The Management Resources and Compensation Committee (the “Compensation Committee”) assists the Board in its oversight of the Company’s global human resources strategy, policies, key programs and all matters relating to the effective utilization of human resources within the Company. The Compensation Committee’s primary focus is on the Company’s compensation philosophy and strategy, executive compensation and executive succession. The Compensation Committee is also responsible for ensuring that required and relevant information on executive compensation is appropriately and clearly disclosed to the company’s shareholders and other stakeholders.

In fulfilling its mandate in 2005, the Compensation Committee:

- Reviewed annual performance assessments prepared by the President and CEO for senior executives, including their contribution to the creation of a culture of integrity;
- Reviewed and approved executive compensation programs and actual compensation for Senior Executive Vice Presidents and Executive Vice Presidents, but excluding the President and CEO, whose compensation is reviewed and approved by the Governance Committee;
- Carried out its fiduciary and oversight responsibilities regarding pension design, governance and funding policy; reviewed the Company’s pension plans worldwide including investment performance, regulatory compliance, education and communication, and plan administration;
- Reviewed the Company’s officer talent pool and succession plans; and
- Reviewed and approved the executive compensation disclosure in the Proxy Circular distributed to shareholders.

During 2005, the Board engaged Mercer Human Resource Consulting, a recognized independent external consultant, to provide advice and guidance on executive and Board compensation issues. This included conducting a comprehensive review of senior executive compensation relative to market practice as well as presenting a seminar for Directors on long-term compensation. The Compensation Committee reviewed both the mandate and performance of Mercer, and found both to be satisfactory. Mercer earned \$240,000 as an executive compensation consultant to the Board. Mercer also earned \$1.3 million by providing pension and benefit consulting, administration and actuarial services to the Company in Canada, Japan and the UK, and benefits consulting in the U.S.

The Compensation Committee reviewed its charter and its performance with the charter. As a result of this review, minor amendments were made to the charter. The Compensation Committee met the terms of its charter in 2005. A scorecard of the Compensation Committee’s compliance with its charter, and the charter itself can be found at www.manulife.com.

Signed,

Hugh W. Sloan, Jr. (*Chair*)
Arthur R. Sawchuk (*Vice Chair*)
Gail C.A. Cook-Bennett
Thomas P. d’Aquino*
Lorna R. Marsden
Gordon G. Thiessen

* Appointed May 2005

Report on Executive Compensation

Compensation Philosophy

The Company has a strong pay for performance culture, where rewards are directly linked to corporate and divisional results as well as individual performance. A cornerstone of the Company's performance culture is its global executive compensation program, which is designed to:

- Recruit, develop and retain proven top talent globally;
- Encourage meaningful differences in compensation between executives and provide a high proportion of pay at risk to recognize performance and potential;
- Align the interests of executives to those of the Company's shareholders;
- Ensure competitive total compensation packages compared to the relevant peer groups in the various markets in which the Company operates; and
- Be philosophically consistent across the entire organization.

Focus on Talent and Succession Management

One of the foundations of the Company's performance culture is a rigorous performance management process. The focus in 2005 was on reinforcing a sustainable, high performance culture at every level and in every job.

In an effort to build strong succession capability, the Company actively tracks and manages its high potential talent pool and the leadership pipeline at all levels in the organization. This effort has helped the Company to maximize the deployment of existing talent globally and in the process, provide development opportunities, common corporate values and the transfer of expertise.

Peer Groups and Market Positioning

The market competitiveness of the Company's executive compensation program, and each of its components, is assessed relative to a group of peer companies with comparable size, scope and geographic spread of operations. Total compensation levels are targeted at the median of the relevant peer group. Compensation for executives with high performance is positioned competitively with top performing executives in similar roles at other top performing peer companies. Executive peer groups are based primarily on local comparators as follows:

Canadian Peer Group	U.S. Peer Group	Asia Peer Group
<ul style="list-style-type: none"> • Bank of Montreal • Bank of Nova Scotia • Canadian Imperial Bank of Commerce • Royal Bank of Canada • Toronto-Dominion Bank • Great-West Life • Sun Life Financial 	<ul style="list-style-type: none"> • AFLAC • Allstate Insurance • Metropolitan Life • Prudential Financial • Hartford Financial • Principal Financial 	<ul style="list-style-type: none"> • AXA Insurance • HSBC Bank and Insurance • ING Insurance • New York Life Insurance • Prudential Financial • Sun Life Assurance

The Company's top, globally focused executives are benchmarked against a group of comparably sized U.S./global companies listed in the chart below. The positions covered under this structure are: the President and CEO, Senior Executive Vice President and Chief Financial Officer, Senior Executive Vice President and Chief Investment Officer, Senior Executive Vice President and Chief Administrative Officer, and Senior Executive Vice President, Business Development and General Counsel.

U.S./Global Peer Group	
<ul style="list-style-type: none"> • AFLAC • Allstate Insurance • Metropolitan Life • Prudential Financial • Hartford Financial • US Bancorp 	<ul style="list-style-type: none"> • PNC Financial • Principal Financial • AXA Insurance • HSBC Bank and Insurance • ING Insurance

In recognition of the global nature of these roles, compensation packages for these positions are denominated in U.S. dollars and paid in Canadian dollars. In addition to the U.S./global peer group, pay amongst Canadian banks and insurance companies is monitored as a secondary point of reference for these executives.

Compensation Reviews and Approvals

The Compensation Committee reviews and recommends for approval by the Board individual compensation recommendations for all Senior Executive Vice Presidents and Executive Vice Presidents. The Compensation Committee also reviews and recommends for approval by the Board the aggregate compensation recommendations for Senior Vice Presidents, Vice Presidents, Assistant Vice Presidents and all other employees. The Governance Committee reviews and recommends for approval by the Board the compensation recommendations for the President and CEO.

Compensation Structure

The Company's executive compensation program has five main components: base salary, short-term cash incentives, mid-term incentives, long-term incentives and benefits. The following table summarizes each of these components:

Compensation Component	Form	Applies To	Performance Period	Determination
Base Salary	Cash	All employees	1 year	Based on market competitiveness, individual performance and internal equity.
Short-Term Incentive	Cash	All employees	1 year	Based on market competitiveness. Actual award based on combination of Company, divisional and individual performance.
Mid-Term Incentive	Restricted Share Units ("RSUs")	Assistant Vice Presidents and above	Up to 3 years, 100% vesting at end of period	Based on market competitiveness and Company performance. Awarded annually, based on individual performance. Final payout value based on Common Share price, and subject to performance conditions.
Long-Term Incentive	Stock Options	Vice Presidents and above	10 years, with 25% vesting per year over 4 years starting one year after the grant date	Based on market competitiveness and Company performance. Awarded annually, based on individual performance and potential. Final payout value based on the difference between the Common Share price and grant price.
Benefits	Group life and health insurance program, and pension plan. Additional perquisites vary by country.	All employees. Additional perquisites for Vice Presidents and above.	Ongoing	Based on market competitiveness.

Average Compensation Mix

Over the past few years, the Company has increased the portion of pay at risk through short-term, mid-term and long-term incentives. The average compensation mix varies by country, reflecting a balance between local market conditions and the Company's stated compensation philosophy. Compensation mix also varies significantly by performance, with high performing executives receiving a lower proportion of base salary and a higher proportion of short-term, mid-term and long-term incentives. For the global executive population, the average mix is:

Grade	Base Salary	Short-Term Incentive	Mid-Term Incentive	Long-Term Incentive	Total Portion of Pay at Risk
President and CEO	10%	30%	30%	30%	90%
Senior Executive Vice President	20%	30%	25%	25%	80%
Executive Vice President	30%	30%	20%	20%	70%
Senior Vice President	40%	30%	20%	10%	60%
Vice President	50%	25%	15%	10%	50%
Assistant Vice Presidents*	70%	20%	10%	0%	30%

* RSUs are selectively awarded to Assistant Vice Presidents. Assistant Vice Presidents are not normally eligible for stock options.

Base Salary

Base salaries are determined relative to comparable roles in the appropriate peer group, internal relativity and the individual's performance in the role. External salary surveys are conducted at least annually in all regions.

Short-Term Incentives

The Company's short-term incentive program, the Annual Incentive Plan ("AIP"), provides executive officers with the opportunity to earn cash incentives based on the achievement of pre-established annual Company, divisional and individual performance objectives. AIP targets are determined for each executive officer level based on competitiveness with award opportunities offered by peer companies, and varying by location. The maximum incentive achievable for exceeding business and individual performance objectives varies by level.

The weightings for the 2005 AIP are as follows:

Grade	AIP Target (% of salary)	Business Performance Weighting		Individual Performance Multiplier
		Company	Division	
President and CEO	100%	100%	0%	Ranges from 0 – 200% (Based on strategic, financial, operational and personal development goals)
Senior Executive Vice President	70 – 90%	100%	0%	
Executive Vice President	45 – 60%	25%	75%	
		50%	50%	
Senior Vice President	40 – 50%	25%	75%	
		50%	50%	
Vice President	25 – 40%	25%	75%	
		50%	50%	

Business performance measures for the 2005 AIP are as follows:

Company Performance Measures	Divisional Performance Measures*
<ul style="list-style-type: none"> Fully diluted earnings per share Return on equity 	<ul style="list-style-type: none"> Net income Investment portfolio performance Revenue Expense management

* Vary by business area.

Mid-Term and Long-Term Incentives

The Company's mid-term and long-term incentives are designed to:

- Motivate management performance;
- Retain a strong management team;
- Align the interests of executives with shareholders, creating long-term shareholder value; and
- Enable executives to participate in the long-term growth and future financial success of the Company.

Restricted Share Unit Plan (Mid-Term Incentive)

RSUs represent phantom Common Shares that entitle a participant to receive a cash payment equal to the market value of the same number of Common Shares at the time the RSUs vest and are paid out within three years from issuance. Participant accounts are credited with dividends declared on Common Shares. The Company will not issue any Common Shares in connection with RSUs. The total number and value of RSUs granted to employees in 2005 was 886,660 or \$51.4 million respectively, representing two-thirds of all mid-term and long-term incentives granted during 2005.

RSU grants made in 2004 and thereafter are generally subject to specific business performance conditions set by the Compensation Committee at the time of the grant. RSUs with performance conditions are often referred to by other organizations as performance share units (PSUs).

For the 2005 RSUs, the Company must achieve a performance condition of an average ROE of not less than 10% over three years. These RSUs will vest only if the business performance condition is met. In addition, for average ROE performance greater than 13% to a maximum of 15% over three years, up to 20% additional RSUs will be granted. This is illustrated in the following chart:

2005 RSU Performance Condition		Target		Maximum
Average ROE achieved by the Company over 3 years	less than 10%	10-13%	14%	15% or greater
Number of RSUs vesting based on an original Award of 100 RSUs	0	100	110	120

Note: The three year average ROE of 14% is included to illustrate the sliding (pro-rata) scale.

Executive Stock Option Plan (Long-Term Incentive)

The Executive Stock Option Plan ("ESOP") was introduced in 2000 and approved by shareholders at the 2000 Annual and Special Meeting. No amendment may be made to the ESOP without the approval of the Company's shareholders to the extent such approval is required by law or agreement. Officers and employees are eligible to participate in the ESOP, as well as other individuals who are in a position to contribute to the future growth and success of the Company.

Under the ESOP, the Compensation Committee is authorized to grant stock options, deferred share units ("DSUs"), share appreciation rights ("SARs"), restricted shares and performance awards. No SARs, restricted shares or performance awards have been granted under the ESOP. The maximum number of Common Shares that may be issued under the ESOP is 36,800,000, or 4.65% of Common Shares outstanding as at December 31, 2005. The maximum number of Common Shares reserved for issuance under the ESOP to any one participant, or to insiders in aggregate, cannot exceed 5% and 10% respectively, of the outstanding Common Shares.

ESOP Stock Options

Stock options represent the right of the option-holder to buy Common Shares at a specified exercise price within a specified maximum exercise period. The exercise price is the closing price of Common Shares as reported on the TSX on the last trading day prior to the date of grant. Generally, under the rules of the TSX, the exercise price for previously issued options may not be reduced (or the exercise period extended), except with the approval of disinterested holders of Common Shares. Unvested stock options will terminate in cases of early retirement, resignation or termination without cause. All stock options terminate in cases of termination for cause. Stock options are non-transferable except in cases of death, where they may be passed on to a beneficiary or an estate.

Stock options were granted to eligible employees on February 15, 2005 with an exercise price of \$58.01. These options have a maximum exercise period of 10 years and vest at a rate of 25% per year, with the first 25% vesting one year after the grant date. The total number and value of stock options granted to employees in 2005 was 2,104,072 or \$26.2 million respectively, representing one-third of all mid-term and long-term incentives granted during 2005.

John Hancock Stock Options

Prior to the merger of the Company with John Hancock in 2004, stock options were awarded annually on a discretionary basis under the John Hancock Long-Term Stock Incentive Plan and Non-Employee Directors' Long-Term Incentive Plan (the "John Hancock Plans"). These stock options vested 50% a year over two years with a five year maximum term.

On April 28, 2004, all outstanding John Hancock mid-term and long-term incentives were converted to Company incentives at a rate of 1 John Hancock unit to 1.1853 units of the Company. The John Hancock Plans are now closed to new grants, but will continue to operate until all outstanding awards have been exercised or terminated.

Deferred Share Units

DSUs, other than those granted under the AIP or RSU deferral programs described below, represent the right to receive Common Shares equal to the number of DSUs held by the participant. DSUs vest at a rate of 25% per year, with the first 25% vesting on the grant date. DSUs will accumulate dividends and count towards executives' share ownership requirements. A participant is eligible to redeem vested DSUs in Common Shares upon retirement or termination of employment. Unvested DSUs will terminate in cases of early retirement, resignation or termination, with or without cause. DSUs are non-transferable except in cases of death, where they may be passed on to a beneficiary or an estate. No DSUs, other than those granted under the AIP or RSU deferral programs described below, were granted to executives in 2005.

AIP and RSU Deferral Programs

Starting in 2005, executives were given the opportunity to irrevocably elect to convert a portion of their annual incentive or RSU award into DSUs as follows:

Plan	Start	Program	Eligibility	Timeframe
AIP Deferral	2005	Defer AIP to DSUs in increments of 25% to 100%	All Canadian executives	Elections made prior to the year the AIP is paid.
RSU Deferral	2006	Defer RSUs to DSUs in increments of 25% to 100%	All Canadian and U.S. executives	Elections made consistent with local regulations.

The purpose of these deferral plans is to assist executives in meeting their stock ownership guidelines, as these DSUs count towards executives' share ownership requirements. The DSUs granted under these programs accumulate dividends, vest immediately, and are redeemable only in cash upon leaving the Company. These programs are similar to plans offered at other large Canadian companies.

U.S. Deferred Compensation Program

In addition to the AIP and RSU deferral programs, eligible U.S. employees can participate in a separate deferred compensation program that allows them to defer base salary, annual incentive or RSUs into a deferred compensation account, which can be held in a series of investment options. This program complies with the American Jobs Creation Act, 2004.

Overhang, Dilution and Burn Rates

Stock option grants were significantly reduced commencing in 2003 with the introduction of the RSU plan. In 2005, stock options were awarded to only 30% of eligible executive officers and represented one-third of the expected value of all mid-term and long-term incentives granted. Overhang, dilution and burn rates have remained favourable over the past three years as follows:

	2005	2004	2003
Overhang	4.10%	4.18%	7.38%
Dilution	1.78%	1.67%	2.80%
Burn Rate	0.25%	0.25%	0.27%

Notes:

- Overhang is defined as the total number of Common Shares reserved for issuance to employees and directors, less the number of options and share-settled DSUs redeemed, expressed as a percentage of the total number of Common Shares outstanding on a diluted basis.
- Dilution is defined as the total number of stock options and share-settled DSUs outstanding, expressed as a percentage of the total number of Common Shares outstanding on a diluted basis.
- Burn rate is defined as the number of stock options and share-settled DSUs granted annually, expressed as a percentage of the total number of Common Shares outstanding on a diluted basis.

Total Stock Options and DSUs Outstanding

The total number of stock options and share-settled DSUs outstanding and available for grant under the ESOP and John Hancock Plans are as follows:

Plan	Securities Outstanding		Securities Available for Future Issuance	
	#	As a % of Diluted Common Shares	#	As a % of Diluted Common Shares
ESOP – Stock Options	12,753,318	1.54%	18,336,882	2.22%
ESOP – DSUs	1,809,171	0.22%		
John Hancock Plans – Stock Options	4,525,474	0.55%	0	0%
Total	19,087,963	2.31%	18,336,882	2.22%

All figures are as of December 31, 2005.

Executive Share Ownership Guidelines

The Company has guidelines for executives that require share ownership, proportionate to the individual's compensation and position. These guidelines support the Company's belief that stock ownership by executives further aligns the interests of shareholders and the management team. Under the guidelines, DSUs and the Company's Common or Preferred Shares count as share ownership, while stock options and RSUs do not. Newly hired and promoted executives are given five years to achieve the following guidelines.

	Multiple of Base Salary
President and CEO	5.0
Senior Executive Vice Presidents	3.5
Executive Vice Presidents	2.0
Senior Vice Presidents	1.5
Vice Presidents	0.5

Executives are expected to maintain stock ownership levels that meet or exceed the guidelines. If the guidelines have not yet been met, any Common Shares acquired through the exercise of stock options must be held until the guidelines are achieved, less the portion required to be sold to cover the tax cost associated with the option exercise, if any.

Benefits

The Company offers group life and health insurance, and pension benefits, which are considered to be comparable with those of its group of peer companies. Starting January 1, 2005, new cost-effective and harmonized benefits programs were introduced in Canada and the U.S., consistent with the Company's long-term goal of benefits cost containment.

Perquisites are generally provided to executives as flexible spending accounts, an annual allowance to be used for a number of personal expenditures such as car leases and club memberships. These are offered as a fixed allowance by grade, subject to maximum amounts competitive with those at peer companies.

Report on the President and CEO Compensation

2005 Business Performance

Following a year of significant change and growth, the Company's strong performance in 2005 was recognized by the market, as the Company's share price on the TSX increased by 23.2% for the year. The balance of the John Hancock integration was completed ahead of schedule with revenue momentum maintained, contributing to enhanced cost savings in 2005 and positioning the Company for significant product expansion and productivity opportunities in 2006 and beyond. Threats to the Company, including the failure of a third party investment firm, and the weakening U.S. dollar, were actively and effectively managed by the Company to avoid reputational and financial loss.

The following table summarizes key metrics and the Company's performance in 2005:

	Results for 2005	Variance from Internal Target	Change from 2004
Shareholders' Net Income	\$ 3.3 billion	Meets	+29.2%
Return on Equity	14.1%	Exceeds	+2.9%
Fully Diluted EPS	\$ 4.07	Meets	+12.4%
Premiums & Deposits (December 31, 2005)	\$ 61.5 billion	Meets	+22.0%
Funds Under Management (December 31, 2005)	\$ 372.3 billion	Slightly Below	+7.2%

The Company's business results were strong in 2005, under the leadership of Mr. D'Alessandro. Overall business results were achieved in the face of a substantial appreciation of the Canadian dollar and hurricane related reinsurance losses in the U.S.

During the year, the Company's strategic position and prospects for future success were enhanced. All of the Company's major businesses enjoyed robust growth with particular success in the competitive U.S., Japanese and Canadian savings and group benefits markets.

Mr. D'Alessandro continued to effectively promote throughout the organization a culture that rewards integrity, performance and hard work. He also strengthened the leadership team and, working with the Board, ensured that succession plans were in place for all senior management positions.

Mr. D'Alessandro's capable representation of the Company to its various external constituencies, reinforcing the Company's reputation as a strong and respected leader in the financial services industry, is widely appreciated. Even in the face of adversity, the Company's rapid response and effective management of a significant threat to the Company's good name emanating from the failure of Portus Alternative Asset Management Inc., a hedge fund that was referred to customers of the Company, enhanced the Company's image domestically and internationally.

2005 President and CEO Compensation

The President and CEO participates in the same compensation program as other executives. The President and CEO's short-term incentive opportunity ranges up to a maximum of 300% of salary for exceeding business and individual performance objectives. To determine the actual award payable under the AIP, the bonus is linked to the Company's earnings per share and return on equity performance, and the CEO's individual performance is based on the Board's annual assessment. Awards under the mid-term and long-term incentive plans are linked to financial and non-financial measures as described in the section "2005 Business Performance" above.

In recognition of Mr. D'Alessandro's contribution to another very successful year as described above, the Governance Committee recommended and the Board approved the following pay decisions for the President and CEO:

Base Salary

- Effective March 1, 2006, Mr. D'Alessandro's base salary was increased to US\$1,100,000 (Cdn\$1,320,000). This represents a 10% increase over 2005, and is the first adjustment to his base salary since May 2004.

Annual Incentive

- On February 28, 2006, Mr. D'Alessandro was awarded an annual incentive of US\$3,000,000 (Cdn\$3,462,300) for performance in the 2005 financial year, which is the same as he received the previous year.

Mid-Term and Long-Term Incentives

- On February 15, 2006, RSUs and stock options worth US\$3,250,000 (Cdn\$3,900,000) and US\$3,250,000 (Cdn\$3,900,000), respectively, were awarded to Mr. D'Alessandro, which are the same as he received the previous year.

The President and CEO's compensation package and current awards are consistent with high performing peers in his stated U.S./global peer group, as described in the section "Peer Groups and Market Positioning".

Additional information on the 2005 total compensation for the President and CEO can be found in the section "Statement of Executive Compensation." Information on 2006 compensation can be found in the section "Supplemental Information – Total Compensation and Performance of Named Executive Officers".

Composition of the Compensation Committee

The Compensation Committee is composed of six members, and meets the independence requirements prescribed in applicable laws and rules of the securities regulators to which the Company is subject and of the stock exchanges on which the Company's securities are listed. The members of the Committee are:

Hugh W. Sloan, Jr. (Chair)
Arthur R. Sawchuk (Vice Chair)
Gail C.A. Cook-Bennett
Thomas P. d'Aquino (appointed May, 2005)
Lorna R. Marsden
Gordon G. Thiessen

Michael H. Wilson was a member of the Compensation Committee during 2005. Mr. Wilson resigned from the Board of Directors as of February 28, 2006 as a result of being appointed the Canadian Ambassador to the U.S.

Composition of the Governance Committee

The Governance Committee members are:

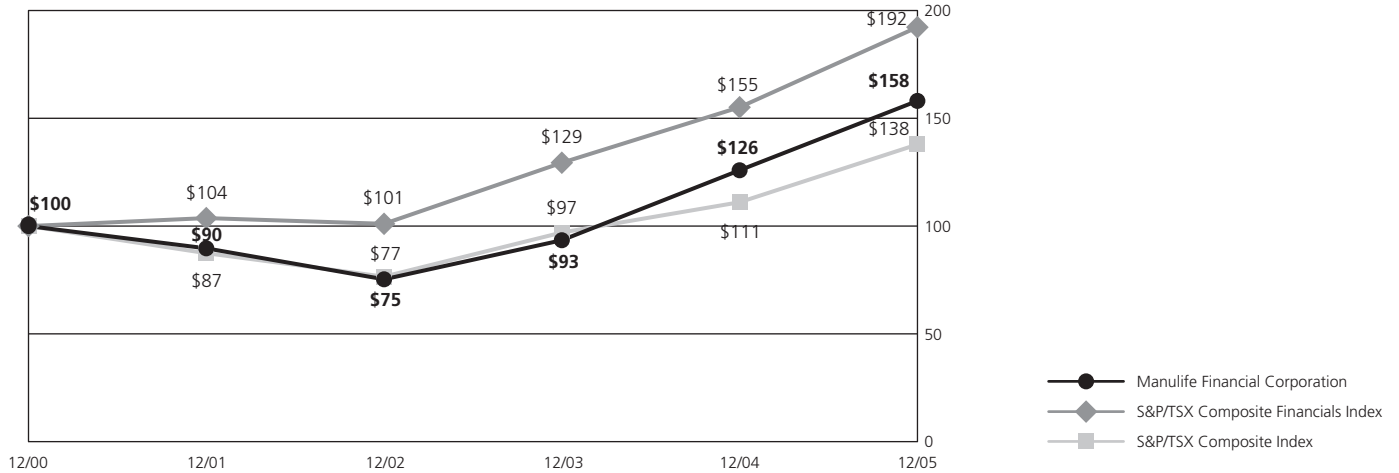
Arthur Sawchuk (Chairman of the Board)
John M. Cassaday
Pierre Y. Ducros
Thomas E. Kierans (Chair of the Audit Committee)
Hugh W. Sloan, Jr. (Chair of the Compensation Committee)

Summary

The Compensation Committee has reviewed and approved the compensation programs for executives. The Governance Committee has reviewed and approved the compensation program for the President and CEO. Both committees are of the view that the compensation structure and levels for executives and the President and CEO are appropriate in light of the comparator groups and the performance of the Company.

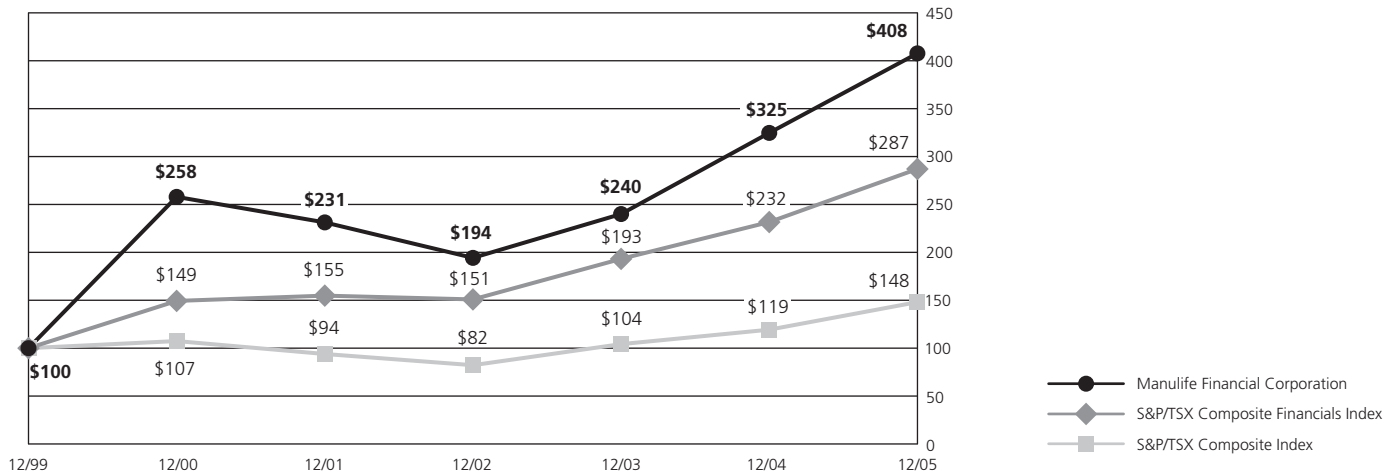
Performance Graph

The following graph compares the total cumulative shareholder return for \$100 invested in Common Shares of Manulife Financial Corporation from December 31, 2000 to December 31, 2005 with the cumulative total return of the S&P/TSX Composite Index (formerly the TSE 300 Composite Index) and the S&P/TSX Composite Financials Index for the same period. The values shown assume the reinvestment of all dividends.



Supplemental Shareholder Return

The following graph compares the total cumulative shareholder return for \$100 invested in Common Shares of Manulife Financial Corporation from December 31, 1999 (the year in which the Company's initial public offering occurred) to the most recent year end with the cumulative total return of the S&P/TSX Composite Index (formerly the TSE 300 Composite Index) and the S&P/TSX Composite Financials Index for the same period. The values shown assume the reinvestment of all dividends.



Statement of Executive Compensation

The following table summarizes compensation paid to the President and Chief Executive Officer, the Senior Executive Vice President and Chief Financial Officer, and the three other highest-paid executive officers of the Company who were serving as executive officers at the end of the fiscal year ended December 31, 2005 (collectively, the "Named Executive Officers"). Compensation paid to the Named Executive Officers was strictly for their services as executive officers of the Company.

Name and Principal Position	Year	Annual Compensation			Long Term Compensation Awards			All Other Compensation ⁷ (\$)
		Salary ¹ (\$)	Bonus ² (\$)	Other Annual Compensation (\$)	Securities under Options/SARs Granted (#)	Securities under Options/SARs Granted (\$) ¹²	Shares or Units Subject to Resale Restrictions ^{5,6} (\$)	
Dominic D'Alessandro President and Chief Executive Officer	2005	\$ 1,211,867	\$ 3,462,300	\$ 261,477 ⁸	338,755	\$ 4,225,000	\$ 4,225,000 ³	\$ 1,163
	2004	1,281,958	3,700,800	59,182 ⁸	347,000	3,748,525	3,748,525 +3,431,750 ⁴ +4,118,100 ⁴	1,393
	2003	1,237,500	3,670,000	148,334 ⁸	250,000	3,028,860	2,470,819	1,096
Peter Rubenovitch Senior Executive Vice President and Chief Financial Officer	2005	\$ 716,924	\$ 812,671	\$ 82,210 ⁸	64,143	\$ 800,000	\$ 800,000 ³	\$ 376
	2004	650,910	1,110,240	112,731 ⁸	64,000	687,115	687,115 +1,856,250 ⁴	557
	2003	485,000	812,500	43,562 ⁸	48,000	581,540	1,490,350	473
Donald Guloien Senior Executive Vice President and Chief Investment Officer	2005	\$ 716,924	\$ 1,246,428	\$ 82,310 ⁸	64,143	\$ 800,000	\$ 800,000 ³	\$ 53
	2004	650,910	1,221,264	82,673 ⁸	64,000	687,115	687,115 +1,856,250 ⁴	557
	2003	485,000	812,500	62,178 ⁸	48,000	581,540	1,490,350	169
John D. DesPrez III ⁹ Senior Executive Vice President, John Hancock	2005	\$ 724,800	\$ 1,246,428	\$ 37,156 ¹⁰	64,143	\$ 800,000	\$ 800,000 ³	\$ 10,774 ¹¹
	2004	695,742	1,110,240	32,503 ¹⁰	76,000	821,655	821,655 +1,641,150 ⁴	7,995 ¹¹
	2003	676,170	1,069,849	33,559 ¹⁰	48,000	581,540	1,490,350	8,309 ¹¹
Bruce Gordon Senior Executive Vice President, General Manager Canada	2005	\$ 562,500	\$ 839,776	\$ 61,526 ⁸	52,116	\$ 650,000	\$ 650,000 ³	\$ 244
	2004	491,667	819,910	37,415 ⁸	46,000	499,720	499,720 +999,981 ⁴	502
	2003	431,250	729,963	53,826 ⁸	30,000	363,460	1,272,250	408

¹ Salary paid to Messrs. D'Alessandro, Rubenovitch and Guloien is denominated in U.S. dollars. Base salary has been converted to Canadian dollars on a semi-monthly basis using an actual exchange rate at time of pay.

² Bonus amounts are paid in cash in the year following the fiscal year in which they were earned. 2005 bonuses paid to Messrs. D'Alessandro, Rubenovitch, Guloien and DesPrez have been converted at an exchange rate of Cdn\$1.1541 per US\$1. Mr. D'Alessandro elected to take 100% of his 2005 bonus in Deferred Share Units (DSUs) based on a share price of \$72.59, which was the closing price of Common Shares on the TSX on February 28, 2006.

³ Amounts shown represent RSUs awarded on February 15, 2005, at a share price of \$58.01, which was the closing price of Common Shares on the TSX on February 14, 2005. The vesting of RSUs granted on February 15, 2005 is dependent upon the achievement of an established performance condition.

⁴ A special RSU award to recognize the successful completion of the merger transaction was granted on May 4, 2004 to Mr. D'Alessandro at a share price of \$50.90, which was the closing price of Common Shares on the TSX on May 3, 2004. The value of the RSUs granted to Mr. D'Alessandro was \$3,431,750. There are no performance conditions for this award and it vests on December 15, 2006.

A special RSU merger award was granted on May 4, 2004 to each of the Named Executive Officers at a share price of \$50.90, which was the closing price of Common Shares on the TSX on May 3, 2004. The value of the RSUs granted was: Mr. D'Alessandro: \$4,118,100; Mr. Rubenovitch: \$1,856,250; Mr. Guloien: \$1,856,250; Mr. DesPrez: \$1,641,150; and Mr. Gordon: \$999,981. These special RSUs vest by December 31, 2006 and are dependent upon the achievement of specified integration cost savings.

⁵ Aggregate holdings of RSUs as at December 31, 2005 and their value, based on the closing price of Common Shares on the TSX on that date being \$68.27 per share, were as follows: Mr. D'Alessandro, 308,280 RSUs with a value of \$21,046,276; Mr. Rubenovitch, 66,540 RSUs with a value of \$4,542,686; Mr. Guloien 66,540 RSUs with a value of \$4,542,686; Mr. DesPrez, 65,080 RSUs with a value of \$4,443,012; and Mr. Gordon, 42,489 RSUs with a value of \$2,900,724. Additional RSUs have been credited to reflect dividends paid on Common Shares. RSUs typically vest 100% within 3 years, subject to successfully meeting predetermined performance conditions.

⁶ Aggregate holdings of DSUs as at December 31, 2005 and their value, based on the closing price of Common Shares on the TSX on that date being \$68.27 per share, were as follows: Mr. D'Alessandro, 282,551 DSUs with a value of \$19,289,757; Mr. Rubenovitch, 83,709 DSUs with a value of \$5,714,813; Mr. Guloien, 74,598 DSUs with a value of \$5,092,805; and Mr. Gordon, 44,650 DSUs with a value of \$3,048,256. Mr. DesPrez does not have DSUs. Additional DSUs have been credited to reflect dividends paid on Common Shares.

⁷ Includes the amount of term life insurance premiums paid by the Company for the benefit of the Named Executive Officers.

⁸ Includes amounts spent under the Executive Flexible Spending Account ("EFSA") in Canada. All executives resident in Canada are entitled to an annual allowance of between 10% and 12% of the executive's base salary to be used for a number of personal expenditures, including car payments and club memberships.

⁹ All compensation for Mr. DesPrez is denominated and paid in U.S. dollars. 2005 compensation, with the exception of bonuses (see Note 2), have been converted using an average exchange rate of Cdn\$1.20 per US\$1.

¹⁰ As an executive officer not resident in Canada, Mr. DesPrez does not participate in the EFSA. The amounts shown represent the annual car and club membership allowances.

¹¹ Includes Company contributions under the 401(k) Pension Plan made on behalf of Mr. DesPrez.

¹² Stock option grant values have been calculated using the following grant prices and Black-Scholes factors: 2005: \$58.01 and 21.5%, 2004: \$48.05 and 22.5%, 2003: \$36.35 and 33.3% respectively. These Black-Scholes factors were calculated using the following variables: a) expected life of the options, b) expected volatility of the Company's Common Share price, c) risk-free interest rate, and d) expected dividend yield of the Company's Common Shares.

Option Grants During the Financial Year Ended December 31, 2005

On February 15, 2005, stock options were granted to the Named Executive Officers under the ESOP as follows:

Name	Securities Under Options Granted (#)	% of Total Options Granted to Employees in Financial Year	Exercise or Base Price (\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (\$/Security)	Expiration Date
Dominic D'Alessandro	338,755	16.10%	\$ 58.01	\$ 58.01	February 15, 2015
Peter Rubenovitch	64,143	3.05%	\$ 58.01	\$ 58.01	February 15, 2015
Donald Guloien	64,143	3.05%	\$ 58.01	\$ 58.01	February 15, 2015
John D. DesPrez III	64,143	3.05%	\$ 58.01	\$ 58.01	February 15, 2015
Bruce Gordon	52,116	2.48%	\$ 58.01	\$ 58.01	February 15, 2015

Note: These options are for Common Shares and vest at a rate of 25% per year, commencing one year after the grant date.

Aggregated Option Exercises During the Financial Year Ended December 31, 2005 and Financial Year-End Option Values

The following table shows the number of Common Shares acquired on exercise and the aggregate value of stock options exercised by Named Executive Officers during 2005. The table also shows the aggregate number of stock options each Named Executive Officer held and the value of these options as at December 31, 2005. The value of unexercised in-the-money options at December 31, 2005 is equal to the difference between the exercise price of the options and the closing price of Common Shares on the TSX reported on the last trading day prior to year-end, which was \$68.27 per Common Share.

Name	Securities Acquired on Exercise (#)	Aggregate Value Realized (\$)	Unexercised Options as at December 31, 2005 (#)		Value of Unexercised In-the-Money Options as at December 31, 2005 (\$)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Dominic D'Alessandro	–	–	2,125,231	815,856	\$ 70,293,295	\$ 15,098,556
Peter Rubenovitch	–	–	260,900	156,143	\$ 7,868,503	\$ 2,910,947
Donald Guloien	40,000	\$ 1,006,877	204,900	156,143	\$ 5,977,383	\$ 2,910,947
John D. DesPrez III	–	–	282,100	165,143	\$ 8,251,457	\$ 3,092,927
Bruce Gordon	–	–	143,600	114,116	\$ 4,192,137	\$ 2,033,725

Employment Agreements

In September 1999, Messrs. D'Alessandro, Rubenovitch, Guloien and DesPrez entered into Change in Control agreements. These agreements protect shareholder interests by removing the distractions of a Change in Control and allowing key executives to focus on the business, by providing security and incentives to remain with the Company. For the purpose of the Change in Control agreements, "Change in Control" is defined as follows:

- An acquisition of 20% of the Company's voting shares;
- A majority change in the Board of Directors of the Company; or
- A management agreement with another insurance company or financial institution that transfers the management of the Company.

The Change in Control provisions will be triggered under the following circumstances:

- For Mr. D'Alessandro – a voluntary or involuntary termination within a specified protection period.*
- For Messrs. Rubenovitch, Guloien and DesPrez – an involuntary or constructive termination within a specified protection period.*

* The specified protection period starts 90 days prior to the date of a Change in Control, ending 24 months after the Change in Control.

Change in Control severance will be paid as a lump sum at three times the annual compensation (base salary and annual incentive only) for Mr. D'Alessandro, subject to reduction as he nears the end of his current employment contract. It will be paid at two times the annual compensation (base salary and annual incentive only) for Messrs. Rubenovitch, Guloien and DesPrez. At the time of Change in Control, long-term incentives and retirement benefits will vest. In addition, benefits will continue for the period covered by the severance payment.

Dominic D'Alessandro entered into a new employment agreement with the Company at the time of the John Hancock merger on April 28, 2004. This agreement superseded his December 1993 employment agreement and will terminate December 31, 2008. The agreement states that Mr. D'Alessandro will receive payments equal to 24 months of compensation based on his annual base salary, short-term incentive and Executive Flexible Spending Account if a termination occurs without just and proper cause. All benefits will continue for 24 months, except additional pension, extended employment agreement credits and long-term disability, all of which cease immediately upon termination. Participation under existing mid-term incentive and long-term incentive grants, but not future grants, will continue up to 24 months.

Pension Plans

The Company has long recognized the financial exposure associated with traditional defined benefit pension plans. For this reason, in departing from the practice of the financial services sector in Canada, the Company's defined benefit plans were closed to new members in 1998-1999 and replaced with capital accumulation retirement plans. As a result of this early intervention, the Company's exposure to the volatility of defined benefit plans has been and will continue to be reduced with the passage of time. The vast majority of the Company's employees are now covered by capital accumulation retirement plans.

At the time of this change, some of the then participants in the traditional defined benefit plans were grandfathered. As at December 31, 2005, fewer than 50 executives remain in the Canadian Staff Pension Plan with individual supplemental retirement agreements. These executives continue to be entitled to defined pension benefits which are calculated by reference to service and the sum of base salary plus annual short-term incentive payments.

For these executives, the annual defined benefit pension payable upon retirement is now capped at a dollar amount, to be accrued uniformly over 35 years, as per the table below:

Job Grade at Retirement	Maximum Annual Pension per year of Credited Service	Maximum Annual Pension (for 35 years of Credited Service)
Senior Executive Vice President	\$ 23,000	\$ 800,000
Executive Vice President	\$ 17,000	\$ 600,000
Senior Vice President	\$ 11,000	\$ 400,000
Vice President	\$ 9,000	\$ 300,000

For Mr. D'Alessandro, the cap is \$100,000 per year of credited service, up to a maximum annual pension of \$3 million.

These changes are effective January 1, 2007. Pensions earned to December 31, 2006, which exceed the new caps, will be grandfathered. As such, the actual pension payable at retirement will not be less than the pension earned to December 31, 2006, reduced for early commencement, as applicable.

Pension Plans – Canada

Of the Named Executive Officers, Mr. DesPrez does not participate in the Company's Canadian pension plan because he resides in the United States.

Defined Benefit Plan Disclosure

The following table sets forth the total estimated annual benefits payable at the normal retirement age of 65 to executives under the Company's Canadian Staff Pension Plan and individual supplemental retirement agreements, subject to the applicable limits referred to above that will come into effect January 1, 2007.

Pensionable Earnings	Estimated Annual Benefits Payable				
	Years of Credited Service at Retirement				
	15	20	25	30	35
\$ 400,000	\$ 116,000	\$ 154,000	\$ 193,000	\$ 231,000	\$ 270,000
\$ 600,000	\$ 176,000	\$ 234,000	\$ 293,000	\$ 351,000	\$ 410,000
\$ 800,000	\$ 236,000	\$ 314,000	\$ 393,000	\$ 471,000	\$ 550,000
\$ 1,000,000	\$ 296,000	\$ 394,000	\$ 493,000	\$ 591,000	\$ 690,000
\$ 1,500,000	\$ 446,000	\$ 594,000	\$ 743,000	\$ 891,000	\$ 1,040,000
\$ 2,000,000	\$ 596,000	\$ 794,000	\$ 993,000	\$ 1,191,000	\$ 1,390,000
\$ 3,000,000	\$ 896,000	\$ 1,194,000	\$ 1,493,000	\$ 1,791,000	\$ 2,090,000
\$ 4,000,000	\$ 1,196,000	\$ 1,594,000	\$ 1,993,000	\$ 2,391,000	\$ 2,790,000
\$ 5,000,000	\$ 1,496,000	\$ 1,994,000	\$ 2,493,000	\$ 2,991,000	\$ 3,000,000
\$ 6,000,000	\$ 1,796,000	\$ 2,394,000	\$ 2,993,000	\$ 3,000,000	\$ 3,000,000

Canadian domiciled executives promoted or hired prior to January 1, 1999 continue to participate in the Defined Benefit component of the Canadian Staff Pension Plan. The Company has also entered into individual supplemental retirement agreements to provide supplemental pension benefits to certain executives, including Named Executive Officers, where retirement income is payable for the life of the executives, with a minimum guarantee of 120 monthly payments.

Pensions are based on credited service and average pensionable earnings at retirement. Pensionable earnings are calculated as the highest average of the base salary and bonus (including the amount elected to be taken in the form of DSUs) earned over any 36 consecutive months. The pension benefit is determined by years of credited service (up to 35) multiplied by the sum of 1.3 per cent of

pensionable earnings up to the average of the last three years maximum pensionable earnings limits under the Canada/Quebec Pension Plans ("YMPE") and two per cent of the excess of pensionable earnings over the final average YMPE (\$40,500 for 2005). This pension benefit is subject to the limits described earlier, which come into effect January 1, 2007. This pension is determined without regard to the maximum pension limit for registered pension plans under the *Income Tax Act (Canada)*. The pension benefit is not subject to any deduction or other offset for amounts such as Canada/Quebec Pension Plans.

Additional Pension Disclosure – Canada

For purposes of providing more disclosure to shareholders, the following table shows, for each Named Executive Officer participating in the Canadian Staff Pension Plan and in individual supplemental retirement agreements:

- Years of credited service as at December 31, 2005 and as at the normal retirement age of 65;
- Estimated annual benefit payable assuming retirement at December 31, 2005 and at the normal retirement age of 65; and
- A reconciliation of the accrued obligation from December 31, 2004 to December 31, 2005.

Name	Years of Service (Years)		Annual Benefit Payable ⁵		Accrued Obligation at December 31, 2004 ⁶	2005 Service Cost ⁷	Other Change in Obligation in 2005 ⁸	Accrued Obligation at December 31, 2005 ⁹
	December 31, 2005	Age 65	December 31, 2005	Age 65				
Dominic D'Alessandro ¹	23.8	33.0	\$ 2,131,100	\$ 3,000,000	\$ 18,341,000	\$ 1,704,000	\$ 2,297,000	\$ 22,342,000
Peter Rubenovitch ²	20.4	31.4	\$ 454,800	\$ 718,200	\$ 5,947,000	\$ 631,000	\$ (1,914,000)	\$ 4,664,000
Donald Guloien ³	24.8	41.2	\$ 0	\$ 876,600	\$ 7,109,000	\$ 438,000	\$ (2,384,000)	\$ 5,163,000
Bruce Gordon ⁴	26.9	29.9	\$ 675,800	\$ 713,200	\$ 6,404,000	\$ 293,000	\$ (94,000)	\$ 6,603,000

¹ The years of service and service cost include a double service pension credit for 2005. Pursuant to an individual supplemental retirement agreement between the Company and Mr. D'Alessandro, effective April 28, 2004, Mr. D'Alessandro will earn two years of credited service for each year of Company service up to February 7, 2009.

² The years of service and service cost include one year and seven months of pension credit for 2005. Pursuant to an individual supplemental retirement agreement between the Company and Mr. Rubenovitch, Mr. Rubenovitch has earned two years of credited service for each year of Company service up to August 1, 2005.

³ Mr. Guloien is not eligible for early retirement as at December 31, 2005. Mr. Guloien's annual benefit payable at his retirement age of 65 is his grandfathered annual benefit accrued as at December 31, 2006, based on credited service to that date and current pensionable earnings.

⁴ Mr. Gordon's annual benefit payable at his retirement age of 65 is his grandfathered annual benefit accrued as at December 31, 2006, based on credited service to that date and current pensionable earnings.

⁵ Based on current pensionable earnings and credited service to date/age stated.

⁶ The accrued obligation is the value of the projected pension earned for service to December 31, 2004. The values have been determined using the same actuarial assumptions as for determining the pension plan obligations at December 31, 2004 as disclosed in Note 18 of the Company's 2004 consolidated financial statements and by using the actual pensionable earnings for 2004.

⁷ The 2005 service cost is the value of the projected pension earned for the current year of service. The values have been determined as at December 31, 2005, using the same actuarial assumptions as for determining the pension plan obligations at December 31, 2005 as disclosed in Note 17 of the Company's 2005 consolidated financial statements and by using the actual pensionable earnings for 2005.

⁸ Other changes in the obligation in 2005 include the impact of any differences between actual and assumed compensation, promotions, plan amendments, amounts attributable to interest accruing on the beginning-of-year obligation, changes in the actuarial assumptions and other experience gains and losses.

⁹ The accrued obligation is the value of the projected pension earned for service to December 31, 2005. The values have been determined using the same actuarial assumptions as for determining the pension plan obligations at December 31, 2005 as disclosed in Note 17 of the Company's 2005 consolidated financial statements and by using the actual pensionable earnings for 2005.

Notes:

- The values shown above include pension benefits provided by the Canadian Staff Pension Plan and individual supplemental retirement agreements, whereby the limits discussed above are reflected.
- All members are currently vested in their pension entitlements earned to December 31, 2005.
- Under the Change in Control provisions of their respective Change in Control agreements, Messrs. D'Alessandro, Rubenovitch and Guloien's pension benefits will continue to accrue during the severance payment period.
- In accordance with Canadian generally accepted accounting principles, the amounts above make no allowance for the different tax treatment of the portion of pension not paid from the registered pension plan.
- All amounts shown above are estimated based on assumptions, and represent contractual entitlements that may change over time.
- The method and assumptions used to determine estimated amounts will not be identical to the method and assumptions used by other issuers and as a result, the figures may not be directly comparable across issuers.

The Canadian Staff Pension Plan is a funded plan whereas the individual supplemental retirement agreements are not funded. Following the methods prescribed by the Canadian Institute of Chartered Accountants, the Canadian Staff Pension Plan has an unfunded liability of \$36,309,000 as at December 31, 2005. The individual supplemental retirement agreements in aggregate have an unfunded liability of \$222,354,000 of which \$140,668,000 has been charged to earnings as at December 31, 2005.

Pension Plans – U.S.

Mr. DesPrez earns pension benefits through plan membership in the following retirement plans:

- John Hancock Life Insurance Company (U.S.A.) Cash Balance Plan—formerly Manulife Financial U.S. Cash Balance Plan – (“John Hancock U.S.A. Pension Plan”);
- Manulife Financial U.S. Supplemental Cash Balance Plan (“John Hancock U.S.A. Supplemental Pension Plan”); and
- John Hancock Life Insurance Company (U.S.A.) 401(k) Savings Plan (“John Hancock U.S.A. 401(k) Plan”).

John Hancock U.S.A. Pension Plan

Under this defined benefit pension plan, a notional account is established for each participant. The account receives Company contribution credits based on credited service and eligible compensation. Eligible compensation is calculated as base salary and bonus. The account earns semi-annual interest credits based on the yield of one-year Treasury Constant Maturities in effect on the last business day of each month in the 12-month period ending on the November 30 of the preceding calendar year plus .25%, subject to a minimum interest credit of 5.25%. The yearly maximum amount of eligible compensation allowed under the qualified plan in 2005 was \$210,000. Benefits payable at the normal retirement age of 65 are determined by the value of the employee’s cash balance account at their pension commencement date. The normal form of pension payment under the John Hancock U.S.A. Pension Plan is a life annuity, with various other choices available, including a lump sum payment. The pension benefit is not subject to any deduction or offset for U.S. Social Security.

John Hancock U.S.A. Supplemental Pension Plan

Executive officers are also eligible for benefits under the John Hancock U.S.A. Supplemental Pension Plan. This is a non-contributory, non-qualified defined benefit plan. During the period of an executive’s active participation in the plan, annual company contribution credits are made on the portion of the executive’s eligible compensation in excess of \$210,000 for 2005. Interest is credited under this plan at the same rate as the John Hancock U.S.A. Pension Plan. The normal form of payment under the plan is a modified lump sum. Benefits are paid over 18 months beginning the month following six months from separation of employment.

Contribution Credits for John Hancock U.S.A. Pension Plan and John Hancock U.S.A. Supplemental Pension Plan

Years of Credited Service	% Eligible Compensation up to \$210,000	% Eligible Compensation over \$210,000
1 – 5	4	4
6 – 10	5	5
11 – 15	7	5
16 – 20	9	5
21 or more	11	5

Projected Estimated Pension Benefits at Age 65 Payable as an Annual Annuity from John Hancock U.S.A. Pension Plan and John Hancock U.S.A. Supplemental Pension Plan

Estimated Annual Benefits Payable (US\$)						
Eligible Compensation	Years of Credited Service at Retirement					
	10	15	20	25	30	35
\$ 400,000	\$ 19,000	\$ 36,000	\$ 59,900	\$ 92,800	\$ 135,500	\$ 190,800
\$ 600,000	\$ 28,500	\$ 53,000	\$ 86,600	\$ 132,100	\$ 191,000	\$ 267,400
\$ 800,000	\$ 38,100	\$ 70,000	\$ 113,300	\$ 171,300	\$ 246,600	\$ 344,100
\$ 1,000,000	\$ 47,600	\$ 87,000	\$ 140,000	\$ 210,600	\$ 302,100	\$ 420,700
\$ 1,500,000	\$ 71,400	\$ 129,500	\$ 206,700	\$ 308,800	\$ 441,000	\$ 612,400
\$ 2,000,000	\$ 95,100	\$ 171,900	\$ 273,400	\$ 406,900	\$ 579,900	\$ 804,000

Notes:

The amounts set forth in the table above assume:

- Level annual compensation in all years of employment.
- Cash balance accounts are credited with the 2005 semi-annual compounded interest rate of 5.25% for future years and are converted to annuities based on the 4.89% interest rate and mortality table prescribed for 2005 conversions.

Additional Pension Disclosure – U.S.

For purposes of providing more disclosure to shareholders, the following table shows, for each Named Executive Officer participating in the John Hancock U.S.A. Pension Plan and the John Hancock U.S.A. Supplemental Pension Plan:

- Years of credited service as at December 31, 2005 and as at the normal retirement age of 65;
- Estimated annual benefit payable assuming retirement at December 31, 2005 and at the normal retirement age of 65; and
- A reconciliation of the accrued obligation from December 31, 2004 to December 31, 2005.

Name	Years of Service (Years)		Annual Benefit Payable ¹ (US\$)		Accrued Obligation at December 31, 2004 ² (US\$)	2005 Service Cost ³ (US\$)	Other Change in Obligation in 2005 ⁴ (US\$)	Accrued Obligation at December 31, 2005 ⁵ (US\$)	Account Balance at December 31, 2005 (US\$)
	December 31, 2005	Age 65	December 31, 2005	Age 65					
John DesPrez, III	15.0	31.0	\$ 43,200	\$ 369,000	\$771,000	\$ 65,000	\$ 145,000	\$ 981,000	\$ 697,000

¹ Based on current eligible compensation and credited service to date/age stated.

² The accrued obligation is the value of the projected pension earned for service to December 31, 2004. The value has been determined using the same actuarial assumptions as for determining the pension plan obligations at December 31, 2004 as disclosed in Note 18 of the Company's 2004 consolidated financial statements and by using the actual eligible compensation for 2004.

³ The 2005 service cost is the value of the projected pension earned for the current year of service. The value has been determined as at December 31, 2005, using the same actuarial assumptions as for determining the pension plan obligations at December 31, 2005 as disclosed in Note 17 of the Company's 2005 consolidated financial statements and by using the actual eligible compensation for 2005.

⁴ Other changes in the obligation in 2005 include the impact of any differences between actual and assumed compensation, promotions, plan amendments, amounts attributable to interest accruing on the beginning-of-year obligation, changes in the actuarial assumptions and experience gains and losses.

⁵ The accrued obligation is the value of the projected pension earned for service to December 31, 2005. The value has been determined using the same actuarial assumptions as for determining the pension plan obligations at December 31, 2005 as disclosed in Note 17 of the Company's 2005 consolidated financial statements and by using the actual eligible compensation for 2005.

Notes:

- The values shown above include pension benefits provided by the John Hancock U.S.A. Pension Plan and the John Hancock U.S.A. Supplemental Pension Plan.
- Under the Change in Control provisions of Mr. DesPrez's Change in Control agreement, Mr. DesPrez's pension benefits will continue to accrue during the severance payment period.
- In accordance with Canadian generally accepted accounting principles, the amounts above make no allowance for the different tax treatment of the portion of pension not paid from the qualified plan.
- All amounts shown above are estimated based on assumptions, and represent contractual entitlements that may change over time.
- The method and assumptions used to determine estimated amounts will not be identical to the method and assumptions used by other issuers and as a result, the figures may not be directly comparable across issuers.

The John Hancock U.S.A. Pension Plan is a funded qualified plan whereas the John Hancock U.S.A. Supplemental Pension Plan is a non-qualified unfunded plan. Following the methods prescribed by the Canadian Institute of Chartered Accountants, the John Hancock U.S.A. Pension Plan has an unfunded liability of US\$13,882,000 as at December 31, 2005 whereas the John Hancock U.S.A. Supplemental Pension Plan has unfunded liabilities of US\$33,239,000 of which US\$22,027,000 has been charged to earnings as at December 31, 2005.

John Hancock U.S.A. 401(k) Plan

The John Hancock U.S.A. 401(k) Plan is available to employees on a voluntary basis. Employees may elect to contribute a percentage of their eligible salary up to a maximum of 50% of salary. The Company matches the participant's contribution at 100%, to a maximum match of 4% of salary. Contributions are deposited into a participant's account and are invested based on the investment elections made by the participant. The Company portion of a participant's account balance vests over three years with 50% vesting after two years of service and 100% vesting after three years of service. A participant account is distributed when the participant leaves the Company or becomes permanently disabled.

The aggregate value of the John Hancock U.S.A. 401(k) Plan account for Mr. DesPrez is US\$345,200 as at December 31, 2005.

Supplemental Information – Total Compensation and Performance of Named Executive Officers

The following profiles are intended to provide shareholders with an indication of the total compensation for each Named Executive Officer, in relation to their performance in 2005. When determining annual compensation for Named Executive Officers, the Governance and Compensation Committees consider the competitiveness of all aspects of compensation, the relative performance of peers in the previously stated peer comparator group, and the individual performance of each Named Executive Officer. While the decisions that took place in early 2006 in respect of salaries, stock options and RSU awards for the Named Executive Officers do not have to be reported by the Company in this Proxy Circular, the Company believes that this information would provide a more comprehensive picture to shareholders than what is required in the previous pages of this Proxy Circular. This information is included below in the notes of the “Three Year Total Compensation 2003–2005” for each Named Executive Officer. Further details on Named Executive Officer compensation are provided in the sections “Statement of Executive Compensation” and “Pension Plans.”



Dominic D'Alessandro

*President and
Chief Executive Officer*

Age: 59

Length of Service: 12 years

Location: Toronto, Canada

Mr. D'Alessandro has led the Company over the past 12 years to become the 4th largest life insurance company in the world, the largest life insurance company in Canada and the 2nd largest public company in Canada based on a market capitalization of approximately \$54.1 billion. As President, Mr. D'Alessandro is a member of the Board of Directors, and is the Chairman of the Company's Executive and Management Committees. Contributing to the success of the company are 46,000 employees and agents worldwide.

Performance in 2005

A summary of Mr. D'Alessandro's performance in 2005 can be found in the section “Report on the President and CEO Compensation.”

Three Year Total Compensation 2003 – 2005

Year	Cash Compensation ¹		Equity		Total Direct Compensation	Pension Service Cost	Total Compensation
	Salary	Bonus	RSU Grant Value	Stock Option Grant Value			
2005	\$ 1,211,867	\$ 3,462,300	\$ 4,225,000	\$ 4,225,000	\$ 13,124,167	\$ 1,704,000	\$ 14,828,167
2004	\$ 1,281,958	\$ 3,700,800	\$ 3,748,525	\$ 3,748,525	\$ 20,029,658	\$ 1,587,000	\$ 21,616,658
			+\$ 3,431,750 ²				
			+\$ 4,118,100 ²				
2003	\$ 1,237,500	\$ 3,670,000	\$ 2,470,819	\$ 3,028,860	\$ 10,407,179	\$ 1,404,000	\$ 11,811,179

Notes:

- Effective March 1, 2006, base salary increased to US\$1,100,000, or Cdn.\$1,320,000 using an exchange rate of Cdn\$1.20 per US\$1.
- On February 15, 2006, RSUs and stock options worth Cdn\$3,900,000 and Cdn\$3,900,000 respectively were awarded.

Aggregate Holdings of DSUs, RSUs and Stock Options

The following table shows the aggregate number of DSUs, RSUs and stock options held and the value of these as at March 1, 2006.

DSUs		RSUs		Stock Options			
(#)	Value (\$)	(#)	Value (\$)	Exercisable (#)	Value (\$) ³	Unexercisable (#)	Value (\$) ³
330,248	\$ 23,972,702	361,010	\$ 26,205,716	2,451,021	\$ 87,870,374	719,332	\$ 10,226,972

Note: All footnote references can be found on pg. 44.



Peter Rubenovitch

Senior Executive Vice
 President and
 Chief Financial Officer
 Age: 54
 Length of Service: 10 years
 Location: Toronto, Canada

Mr. Rubenovitch is accountable for managing all financial matters of the Company. He is responsible for Enterprise Risk Management, Actuarial, Controllers, Taxation, Treasury, Investor Relations, Reinsurance and other financial functions company-wide. He is the Chairman of the Company's Credit Committee and a member of the Company's Executive and Management Committees.

Performance in 2005

In 2005, Mr. Rubenovitch focused on the financial integration of the John Hancock / Maritime Life businesses and their diverse valuation and accounting regimes and systems. These complex tasks were successfully completed along with the expected expense synergies, to which the market has responded favourably. The Company's capital position remains strong providing significant financial flexibility. Rating agencies continue to regard the Company positively and have raised the ratings on the John Hancock companies. The Company's risk and credit management remains both prudent and effective with the integrated risk measurement framework now in place. SOX initiatives proceeded smoothly, requiring substantial resources and attention. Reinsurance had a strong sales year, however earnings were below expected levels, primarily as a result of hurricane-related losses.

Three Year Total Compensation 2003 – 2005

Year	Cash Compensation ¹		Equity		Total Direct Compensation	Pension Service Cost	Total Compensation
	Salary	Bonus	RSU Grant Value	Stock Option Grant Value			
2005	\$ 716,924	\$ 812,671	\$ 800,000	\$ 800,000	\$ 3,129,595	\$ 631,000	\$ 3,760,595
2004	\$ 650,910	\$ 1,110,240	\$ 687,115	\$ 687,115	\$ 4,991,630	\$ 625,000	\$ 5,616,630
2003	\$ 485,000	\$ 812,500	+\$ 1,856,250 ² \$ 1,490,350	\$ 581,540	\$ 3,369,390	\$ 429,000	\$ 3,798,390

Notes:

- Effective March 1, 2006, base salary was increased to US\$620,000, or Cdn\$744,000 using an exchange rate of Cdn\$1.20 per US\$1.
- On February 15, 2006, RSUs and stock options worth Cdn\$750,000 and Cdn\$750,000 respectively were awarded.

Aggregate Holdings of DSUs, RSUs and Stock Options

The following table shows the aggregate number of DSUs, RSUs and stock options held and the value of these as at March 1, 2006.

DSUs		RSUs		Stock Options			
(#)	Value (\$)	(#)	Value (\$)	Exercisable (#)	Value (\$) ³	Unexercisable (#)	Value (\$) ³
83,709	\$ 6,076,436	76,681	\$ 5,566,274	324,936	\$ 10,659,516	136,197	\$ 1,921,560

Note: All footnote references can be found on pg. 44.



Donald A. Guloien
*Senior Executive Vice
 President and
 Chief Investment Officer*

Age: 48

Length of Service: 25 years

Location: Toronto, Canada

Mr. Guloien is the Chief Investment Officer and a member of the Company's Executive and Management Committees. He is responsible for the global investment portfolio of MFC Global Investment Management. Under Mr. Guloien's leadership, MFC Global managed \$173 billion of Manulife general fund assets, \$63 billion of third party assets, and effective January 1, 2006 an additional \$28 billion of assets from John Hancock Advisers for a total of \$264 billion. MFC Global Investment Management is responsible for a broad range of public and private investments including equities, government and corporate bonds, mortgages, real estate, oil and gas, timber, farmland, and structured products. MFC Global Investment Management employs approximately 2,000 people and has offices in Toronto, Boston, Hong Kong, Tokyo and London.

Performance in 2005

Investment operations achieved superb results in 2005; performance against benchmarks was strong, asset mix was favourably positioned, credit provisions were below plan and despite generally lower market rates, the portfolio yield was ahead of last year at 6%. A number of highly successful transactions were consummated, adding to investment income and management fees. Assets managed for third parties grew by over \$10 billion, with the Company's mutual funds having a particularly strong year, leading all major Canadian fund companies with a 60% increase in retail mutual fund assets.

Three Year Total Compensation 2003 – 2005

Year	Cash Compensation ¹		Equity		Total Direct Compensation	Pension Service Cost	Total Compensation
	Salary	Bonus	RSU Grant Value	Stock Option Grant Value			
2005	\$ 716,924	\$ 1,246,428	\$ 800,000	\$ 800,000	\$ 3,563,352	\$ 438,000	\$ 4,001,352
2004	\$ 650,910	\$ 1,221,264	\$ 687,115	\$ 687,115	\$ 5,102,654	\$ 296,000	\$ 5,398,654
2003	\$ 485,000	\$ 812,500	+\$ 1,856,250 ² \$ 1,490,350	\$ 581,540	\$ 3,369,390	\$ 197,000	\$ 3,566,390

Notes:

- Effective March 1, 2006, base salary was increased to US\$700,000, or Cdn\$840,000 using an exchange rate of Cdn\$1.20 per US\$1.
- On February 15, 2006, RSUs and stock options worth Cdn\$1,150,000 and Cdn\$1,150,000 respectively were awarded.

Aggregate Holdings of DSUs, RSUs and Stock Options

The following table shows the aggregate number of DSUs, RSUs and stock options held and the value of these as at March 1, 2006.

DSUs		RSUs		Stock Options			
(#)	Value (\$)	(#)	Value (\$)	Exercisable (#)	Value (\$) ³	Unexercisable (#)	Value (\$) ³
74,598	\$ 5,415,069	82,089	\$ 5,958,841	268,936	\$ 8,526,476	159,711	\$ 1,921,560

Note: All footnote references can be found on pg. 44.



John D. DesPrez III

Senior Executive Vice
 President and
 President and CEO,
 John Hancock
 Financial Services, Inc.
 Age: 49
 Length of Service: 15 years
 Location: Boston, U.S.A.

Mr. DesPrez is responsible for John Hancock Financial Services Inc., the U.S. division of the Company. John Hancock's core businesses include Life Insurance, Variable and Fixed Annuities, Long-Term Care Insurance, Retirement Plan Services (401k), Guaranteed and Structured Financial Products, Mutual Funds and College Savings Plans. Mr. DesPrez is a member of the Company's Executive and Management Committees.

Performance in 2005

John Hancock 2005 premiums and deposits were \$37,024 million, with funds under management of \$236,783 million. For the year ended December 31, 2005, shareholders' net income in the U.S. was \$1,482 million, compared to \$1,076 million in 2004. In 2005, John Hancock U.S. Protection and Wealth Management contributed 45% of the Company's shareholders' net income, 60% of premiums and deposits and as at December 31, 2005, accounted for 64% of the Company's funds under management. There are 5,500 John Hancock employees, located primarily in the U.S. and Canada.

In mid 2005, Mr. DesPrez assumed responsibility for the U.S. Protection and Wealth operations. All U.S. entities and products were re-branded under the John Hancock name. Targeted merger-related expense synergies were achieved and the new product and distribution platforms were exploited to create very successful cross-selling results for the merged companies. Variable annuity and traditional life insurance sales increased 33% and 15% respectively, with both ending the year in the top three of market share. The John Hancock Financial Network and affiliated agent system enjoyed a 17% increase in sales over 2004. The Mutual Fund strategy was revitalized and the Guaranteed & Structured Financial Products business was realigned opportunistically. Earnings increased 38% over 2004.

Three Year Total Compensation 2003 – 2005

Year	Cash Compensation		Equity		Total Direct Compensation	Pension Service Cost	Total Compensation
	Salary	Bonus	RSU Grant Value	Stock Option Grant Value			
2005	\$ 724,800	\$ 1,246,428	\$ 800,000	\$ 800,000	\$ 3,571,228	\$ 78,000	\$ 3,649,228
2004	\$ 695,742	\$ 1,110,240	\$ 821,655	\$ 821,655	\$ 5,090,442	\$ 71,500	\$ 5,161,942
2003	\$ 676,170	\$ 1,069,849	+\$ 1,641,150 ²	\$ 581,540	\$ 3,817,909	\$ 72,900	\$ 3,890,809

Notes:

- Effective March 1, 2006, base salary was increased to US\$700,000, or Cdn\$840,000 using an exchange rate of Cdn\$1.20 per US\$1.
- On February 15, 2006, RSUs and stock options worth Cdn\$1,150,000 and Cdn\$1,150,000 respectively were awarded.

Aggregate Holdings of DSUs, RSUs and Stock Options

The following table shows the aggregate number of DSUs, RSUs and stock options held and the value of these as at March 1, 2006.

DSUs		RSUs		Stock Options			
(#)	Value (\$)	(#)	Value (\$)	Exercisable (#)	Value (\$) ³	Unexercisable (#)	Value (\$) ³
-	-	80,629	\$ 5,852,859	349,136	\$ 11,207,674	165,711	\$ 2,068,800

Note: All footnote references can be found on pg. 44.



Bruce Gordon
*Senior Executive Vice
 President and General
 Manager, Canada*

Age: 62
 Length of Service: 17 years
 Location: Waterloo, Canada

Mr. Gordon is responsible for the Company's Canadian operations. Core businesses include Individual Insurance, Affinity, Wealth Management, Employee Benefits and Group Pensions. A member of the Company's Executive and Management Committees, Mr. Gordon has led the Company's Canadian Division through five years of successful growth.

Performance in 2005

Canadian Division 2005 premiums, premium equivalents and deposits exceeded \$13.5 billion, with funds under management of more than \$69 billion. For the year ended December 31, 2005, shareholders' net income for the Canadian Division was \$809 million, an increase from the \$614 million reported in 2004. In 2005, Canadian Division contributed 25% to the Company's shareholders' net income, 22% of total premiums and deposits and accounted for 18% of the Company's funds under management. There are 6,500 Canadian Division employees located in Canada.

In 2005, under Mr. Gordon's leadership, Canadian Division completed the integration of Maritime Life, resulting in both expense and revenue synergies at or above plan. At the same time, market share gains were achieved in six out of seven product lines through product innovation and distribution expansion, while still delivering excellent customer service in each business. Group Savings and Retirement had a particularly strong year with a 65% increase in new sales and a 20% increase in the in-force block. Manulife Bank of Canada had strong growth for the 4th straight year and is becoming a more visible contributor to the Division's profits.

Three Year Total Compensation 2003 – 2005

Year	Cash Compensation		Equity		Total Direct Compensation	Pension Service Cost	Total Compensation
	Salary	Bonus	RSU Grant Value	Stock Option Grant Value			
2005	\$ 562,500	\$ 839,776	\$ 650,000	\$ 650,000	\$ 2,702,276	\$ 293,000	\$ 2,995,276
2004	\$ 491,667	\$ 819,910	\$ 499,720	\$ 499,720	\$ 3,310,998	\$ 218,000	\$ 3,528,998
2003	\$ 431,250	\$ 729,963	\$ 1,272,250 ¹	\$ 363,460	\$ 2,796,923	\$ 182,000	\$ 2,978,923

Notes:

- Effective March 1, 2006, base salary was increased to Cdn\$600,000.
- On February 15, 2006, RSUs and stock options worth Cdn\$700,000 and Cdn\$700,000 respectively were awarded.

Aggregate Holdings of DSUs, RSUs and Stock Options

The following table shows the aggregate number of DSUs, RSUs and stock options held and the value of these as at March 1, 2006.

DSUs		RSUs		Stock Options			
(#)	Value (\$)	(#)	Value (\$)	Exercisable (#)	Value (\$) ³	Unexercisable (#)	Value (\$) ³
44,650	\$ 3,241,144	51,954	\$ 3,771,341	188,129	\$ 5,933,087	110,737	\$ 1,406,108

¹ Base salary and bonus for Dominic D'Alessandro, Peter Rubenovitch and Don Guloiu are denominated in U.S. dollars and paid in Canadian dollars in recognition of the global nature of their roles. The decrease in Mr. D'Alessandro's Canadian dollar salary and bonus in 2005 compared with 2004, is primarily a result of the strengthening of the Canadian dollar relative to the U.S. dollar during 2005.

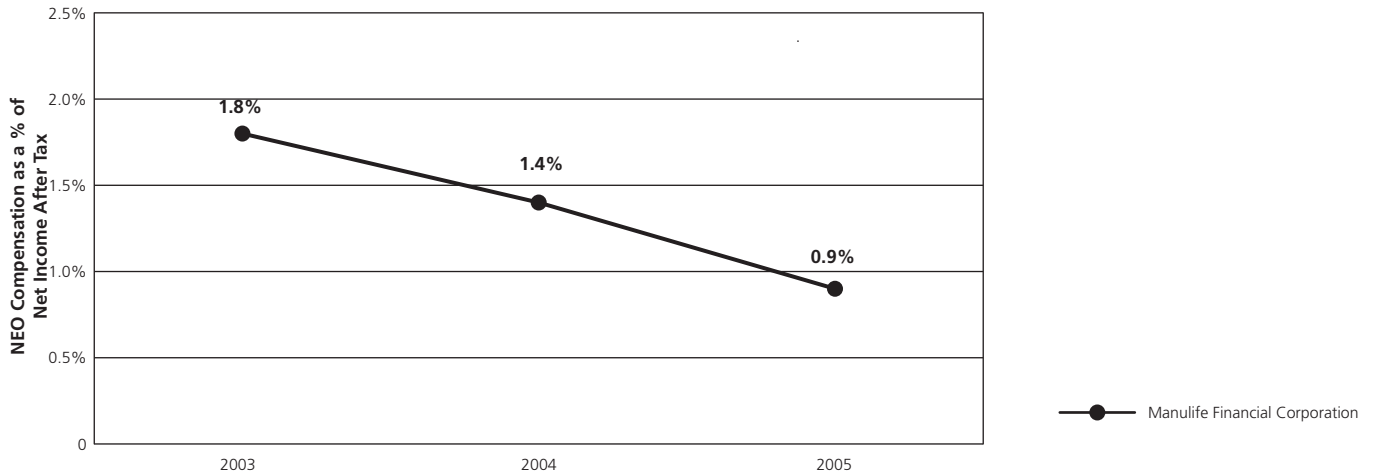
² Mr. D'Alessandro received a special RSU award in 2004 to recognize the successful completion of the John Hancock merger transaction. An additional special RSU award was made to each of the Named Executive Officers in 2004, with vesting dependent on the achievement of specified integration cost savings.

³ Value of unexercised in-the-money options as at March 1, 2006 is the difference between the exercise price of the options and the closing price of Common Shares on the TSX on February 28, 2006, which was \$72.59.

Alignment of Named Executive Officer Compensation with Business Performance

To demonstrate the link between Named Executive Officer compensation and business performance, the following disclosure is provided to show cumulative Named Executive Officer compensation in 2003, 2004 and 2005 as a percentage of net income after tax. The Company's cumulative Named Executive Officer compensation as a percentage of net income compares favourably to peer organizations.

Cumulative Named Executive Officer Compensation as a Percentage of Net Income After Tax



Note:

- Total annual compensation includes salary, short-term incentive, mid-term incentive, long-term incentive and pension service cost.

Securities Authorized for Issuance Under Equity Compensation Plans

The shareholders of the Company have approved all equity compensation plans instituted by the Company under which Common Shares may be issued ("Equity Plans"). A description of the material features of each Equity Plan can be found in the sections "Report on Executive Compensation" and "Board of Directors' Compensation". The following table sets out information about the Equity Plans of the Company as of December 31, 2005.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average of exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under Equity Plans
	(#)	(\$)	(#)
Equity compensation plans approved by security holders	19,252,137	\$ 41.24	19,172,708

Pursuant to the merger with John Hancock Financial Services, Inc. ("John Hancock"), the Company assumed the equity compensation plans of John Hancock and the options, warrants and rights issued thereunder were converted to options, warrants and rights with respect to Common Shares. Of the Common Shares disclosed in the first column above, a total of 4,525,474 Common Shares were issuable upon the exercise of stock options outstanding under the John Hancock plans as of December 31, 2005.

Directors' and Executive Officers' Indebtedness

As of March 1, 2006, the aggregate indebtedness to the Company of all officers, Directors and employees and former officers, Directors and employees of the Company or its subsidiaries, excluding routine indebtedness, amounted to \$1,709,585. As of March 1, 2006, no Director had any indebtedness to the Company. In addition, as of March 1, 2006, no executive officer had any indebtedness to the Company, other than routine indebtedness. Any loans to executive officers are in compliance with the provisions of the *Sarbanes-Oxley Act of 2002*.

Directors' and Officers' Insurance

The Company maintains a Directors' and Officers' Liability Insurance policy with a policy limit of US\$150 million. The current policy expires March 31, 2006 and has an annual premium of US\$4.3 million. The policy is renewed annually.

The policy provides protection to Directors and Officers against liability incurred by them in their capacities as Directors and Officers of the Company and its subsidiaries. The policy also provides protection to the Company for claims made against Directors and Officers. The Company has contractually indemnified Directors and Officers, as is required or permitted under applicable statutory or by-law provisions.

Directors' Approval

This Proxy Circular is dated as of March 15, 2006, and except as otherwise indicated all the information contained in this Proxy Circular is given as of that date. The Board of Directors of the Company has approved the contents and the distribution of this Proxy Circular to shareholders.

Signed,

Angela K. Shaffer
Corporate Secretary

March 15, 2006

Additional Information

Financial information of the Company is provided in the Company's consolidated financial statements for the year ended December 31, 2005 and management's discussion and analysis of the Company's financial condition and results of operations for 2005.

The Company's annual information form includes additional information on the Audit Committee in the section entitled "Audit and Risk Management Committee", including the Audit Committee's charter and composition and the relevant education and experience of its members. To obtain a copy of the Company's latest annual information form, the audited annual financial statements, management's discussion and analysis of the Company's financial condition and results of operations for 2005, any interim financial statements filed after the filing of the most recent annual financial statements, this Proxy Circular, or other information on the Company, please visit the Company's profile on www.sedar.com or our website at www.manulife.com or, alternatively, you may send your request to:

Shareholder Services
Manulife Financial Corporation
200 Bloor Street East
Toronto, ON M4W 1E5
Telephone: 1-800-795-9767
Fax: 416-926-3503
E-Mail: shareholder_services@manulife.com

Schedule "A"

Statement of Corporate Governance Practices

The corporate governance practices of Manulife Financial Corporation (the "Company") meet or exceed the standards set out in the *Insurance Companies Act* (Canada) ("Insurance Companies Act"), Canadian Securities Administrators' Multilateral Instrument 52-109 (the "Certification Instrument"), Canadian Securities Administrators' Multilateral Instrument 52-110 (the "Audit Committee Instrument") and the corporate governance standards and disclosure requirements in Canadian Securities Administrators' National Policy 58-201 and National Instrument 58-101 (the "Governance Instrument"). The Company's corporate governance practices also comply with applicable requirements of the *Sarbanes-Oxley Act of 2002* ("SOX"), including any U.S. Securities and Exchange Commission ("SEC") rules under SOX, as well as the domestic issuer standards of the New York Stock Exchange Corporate Governance Rules (the "NYSE Rules").

The following Statement of Corporate Governance Practices highlights various elements of the Company's corporate governance program.

Requirement	Comply	Governance Practice
<p>Mandate of the Board of Directors</p> <p>Insurance Companies Act Governance Instrument NYSE Rules</p>	<p>✓</p>	<ul style="list-style-type: none"> • The Board of Directors of the Company is responsible for the stewardship of the Company and for the supervision of the management of the business and affairs of the Company. The Board's general responsibilities are set out in the Board Mandate and are communicated to Directors through the Company's <i>Directors' Manual: Duties and Responsibilities of the Board of Directors of Manulife Financial</i>. The Mandate of the Board is as follows: <ul style="list-style-type: none"> – Understanding and meeting the duties and performance standards expected of the Board and each Director under (i) the Company's governing statute, the Insurance Companies Act; (ii) other applicable statutes and regulatory regimes; and (iii) the expectations of shareholders and stakeholders of the Company. – Adopting a strategic planning process and annually approving a strategic business plan for the Company under which the Board reviews (i) the opportunities and risks of the Company's businesses; (ii) the operational structure of the Company and its subsidiaries, including thorough review of the Company's lines of business; and (iii) frequent input from management on the continuing development of and the Company's performance against the strategic plan. – Monitoring appropriate procedures for identifying the principal risks of the Company's business, implementing appropriate systems to address these risks and receiving frequent updates on the status of risk management activities and initiatives. – Supervising the succession planning processes at the Company, including the selection, appointment, development, evaluation and compensation of the Chair of the Board, Chief Executive Officer ("CEO"), Board members and the senior management team. – Satisfying itself as to the integrity of the CEO and executive officers and the creation of a culture of integrity throughout the Company. Promoting that culture of integrity both through the actions of the Board and its individual Directors and through the Board's interaction with and expectations of management. – Ensuring the integrity of the Company's internal controls and management information systems by establishing appropriate internal and external audit and control systems and by receiving frequent updates on the status of those systems. – Considering and approving all Company activities relating to major capital expenditures, raising capital, allocation of resources to the Company's lines of business, organizational restructurings and other major financial activities as set out in the Company's Administrative Resolutions and Investment Policy.

Requirement	Comply	Governance Practice
		<ul style="list-style-type: none"> – Regularly reviewing the Company’s Disclosure Policy and approving all material disclosure items prior to disclosure in accordance with the Disclosure Policy. – Overseeing the development of the Company’s approach to corporate governance. – Developing and communicating the Board’s expectations to individual Directors as they are updated and refined. – Receiving feedback from stakeholders via shareholder proposals, communications to the non-management group of Directors (which may be sent to the independent Chair of the Board, c/o the Corporate Secretary) and review of any concerns received under the Protocol for Receipt and Treatment of Complaints and Employee Concerns.
Independence of the Board Audit Committee Instrument Governance Instrument NYSE Rules SOX	✓	<ul style="list-style-type: none"> • The Board annually reviews the independence of the Directors. To assist in determining the independence of the Directors, all Directors are required to complete a questionnaire relating to their Company shareholdings and business relationships. • All but one member of the current Board is independent under Section 2 of the NYSE Rules, Section 301 of SOX and Section 1.2 of the Governance Instrument. Dominic D’Alessandro is not independent because he is the Company’s President and CEO. • The Board has determined that no other Director is in a relationship with the Company that would cause the Director to lose his or her status as independent.
Independence of the Chair of the Board Governance Instrument NYSE Rules	✓	<ul style="list-style-type: none"> • The positions of Chair and CEO are separate. • The Chair is an independent Director. • The Chair’s mandate is to ensure that the Board carries out its responsibilities effectively and separately from management.
Board Composition Insurance Companies Act Governance Instrument NYSE Rules	✓	<ul style="list-style-type: none"> • The Corporate Governance and Nominating Committee (the “Governance Committee”) is responsible for identifying qualified candidates for nomination to the Board. The Governance Committee: <ul style="list-style-type: none"> – Develops and recommends to the Board criteria for the selection of new Directors, periodically reviews the criteria adopted by the Board and recommends changes to such criteria. – Maintains a Directors’ Matrix identifying the required skills and characteristics of the Directors. – Annually reviews the skills, areas of expertise, backgrounds, independence and qualifications of the members of the Board. – Identifies and recommends to the Board individuals qualified and suitable to become Board members, taking into consideration any gaps identified in the Directors’ Matrix. – Maintains an evergreen list of candidates for the Board and delegates to the Chair the responsibility for approaching Board candidates. Candidates meet with the Chair and the CEO prior to nomination or appointment to review expected contributions and commitment requirements. • The Board will consider a nomination of a candidate for the Company’s Board of Directors from a shareholder that is submitted in accordance with the Insurance Companies Act. A proper nomination must be submitted by shareholder proposal, signed by the holders of shares representing in aggregate not less than five per cent of the shares of the Company entitled to vote at the meeting to which the proposal is being submitted.

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<p>Position Descriptions for Chair, Committee Chairs, CEO and Individual Directors</p> <p>Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • Position descriptions outlining the accountabilities for the Chair, the Chairs of Board committees, the CEO, the Board of Directors and individual Directors can be found on the Corporate Governance page of the Company's website or can be obtained by contacting the Corporate Secretary. • The Charter of the Board of Directors can be found on the Corporate Governance page of the Company's website and is available on request from the Corporate Secretary.
<p>Director Information, Education and Orientation</p> <p>Governance Instrument</p>	✓	<ul style="list-style-type: none"> • The Company provides an orientation program for new Directors, as well as an ongoing continuing education program for all Directors. The orientation program includes: <ul style="list-style-type: none"> – New Director's Welcome Package which provides information about the Company, the Proxy Circular, Annual Report, Report to Policyholders, organizational information about the Board and its meetings and the Directors' information requirements from insurance and securities regulators. – Directors' Manual which provides a comprehensive outline of the duties and responsibilities, the structure and the committees of the Board. The Directors' Manual includes the charters, the regulatory compliance program, the incorporating documents, by-laws, administrative resolutions, Directors' policies, Company policies and the Code of Business Conduct and Ethics and a Glossary of Terms. – New Directors meet with the Chair, the CEO and other members of management to discuss the Company's strategies, operations and functions. • The Company provides a continuing education program which includes: <ul style="list-style-type: none"> – Directors' seminars and divisional presentations to the Board, to provide in-depth reviews of key businesses and functions. In 2005, seminars included: U.S. long-term care and fixed income businesses; Manulife Bank; U.S. mutual funds, annuities and life insurance business; risk management; trends in executive compensation; and the John Hancock Life Insurance Division's distribution strategy. – On-site visits to the Company's operations. In recent years, Directors have visited the Company's Canadian operations in Kitchener-Waterloo and the Company's U.S. operations in Boston. In 2006 the Directors will visit the Company's Asian operations. – Directors may seek additional professional development education at the expense of the Company.
<p>Board Access to Management</p> <p>Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • The Company provides both formal and informal means for the Board to interact with management. Directors have access to management to discuss matters that they may wish to pursue.

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<p>Board Committee Membership Standards</p> <p>Audit Committee Instrument Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • The Board relies heavily on its committees to fulfill its mandate and meet its responsibilities. Committees of the Board allow Directors to share responsibility and devote the necessary resources to a particular area or issue. There are currently four standing committees of the Board: the Audit and Risk Management Committee (“Audit Committee”); the Conduct Review and Ethics Committee (“Ethics Committee”); the Governance Committee; and the Management Resources and Compensation Committee (“Compensation Committee”). All committees have the following common characteristics: <ul style="list-style-type: none"> – All committees are comprised solely of independent Directors. – Each committee has a written charter setting out its responsibilities. Each committee tracks its compliance with its charter at each meeting throughout the year. The charters and the scorecards are available on the Company’s website or by writing to the Corporate Secretary. – Each committee is required to report and seek approvals as required from the Board after each of its meetings. Committees meet without any members of management present (“<i>in camera</i>”) at each meeting. – Each committee is required to review its performance and its charter annually. – The Board reviews and rotates the membership of its committees.
<p>Audit and Risk Management Committee</p> <p>Audit Committee Instrument Insurance Companies Act Governance Instrument NYSE Rules SOX</p>	✓	<ul style="list-style-type: none"> • The Board has reviewed the membership of the Audit Committee and has determined that no member serves on more than three other audit committees of publicly traded companies and that no member’s ability to serve the Audit Committee is impaired in any way. • Financial statements are presented for review by the Audit Committee at meetings scheduled prior to Board meetings. The Audit Committee provides a report and recommendation to the Board with respect to financial disclosure of the Company. • The Audit Committee has established the Protocol for Approval of Audit and Permitted Non-Audit Services. Under this Protocol, the Audit Committee annually reviews and pre-approves recurring audit and non-audit services that are identifiable for the coming year. This Protocol also requires that any audit or non-audit services that are proposed during the year be approved by the Audit Committee, or by a member appointed by the Audit Committee for this purpose. • The Board reviews annually the membership of the Audit Committee to confirm that all members are financially literate, as required by the Audit Committee Instrument and the NYSE Rules and that at least one member can be designated as a financial expert as required by SOX. The Board has determined that all members are financially literate and possess the necessary qualifications to be designated as Audit Committee Financial Experts. • The Audit Committee has direct communication, including separate meetings with each of the internal auditor, the independent auditor, the Appointed Actuary, management and the Company’s principal regulator, the Office of the Superintendent of Financial Institutions (Canada). • The Board considers all principal risks facing the Company, as well as the measures either proposed or already implemented to manage these risks. The Audit Committee ensures that comprehensive risk management policies and processes, internal controls and management information systems are in place and updated regularly to mitigate the Company’s exposures.

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<p>Conduct Review and Ethics Committee</p> <p>Insurance Companies Act Governance Instrument</p>	✓	<ul style="list-style-type: none"> • The Ethics Committee oversees the procedures relating to conflicts of interest, customer complaints, related party transactions and protection of confidential information. • The mandate of the Ethics Committee includes an annual review of the Company's Code of Business Conduct and Ethics and a review of the Company's compliance with legal requirements.
<p>Management Resources and Compensation Committee</p> <p>Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • The Compensation Committee oversees the Company's global human resources strategy and the effective utilization of human resources, focusing on management succession, development and compensation. The Compensation Committee is responsible for: <ul style="list-style-type: none"> – Approving the appointment of and providing proper development, compensation and review of senior management. – Reviewing and approving annually the appointment, succession, remuneration and performance of the senior executives, excluding the CEO. The annual performance assessment and compensation review of the CEO is performed by the Governance Committee. – Reviewing annually the compensation policies, including base pay, incentive, pension and benefit plans and making recommendations to the Board.
<p>Corporate Governance</p> <p>Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • The Governance Committee is responsible for assisting the Board in overseeing the Company's corporate governance program, including: <ul style="list-style-type: none"> – Recommendation of governance policies, practices and procedures to the Board for its consideration and approval. – Regular review of the structure, mandate and composition of the Board and Board committees and annual approval of the Company's Statement of Corporate Governance Practices. – In 2005, the Governance Committee recommended for approval by the Board a policy whereby Directors who do not receive a majority of votes in favour will be required to submit their resignation to the Governance Committee, and the Board will, in the absence of extenuating circumstances, accept the resignation.
<p>Independent Directors' Meetings</p> <p>Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • Each meeting of the Board and of its committees is followed by an <i>in camera</i> meeting, at which the independent Chair of the Board or the independent Chair of one of the committees of the Board acts as Chair. Non-independent Directors and management do not attend. • Shareholders wishing to contact independent Directors of the Company may write to the Chair of the Board, in care of the Corporate Secretary, at the head office of the Company. • The Board also holds meetings at which non-independent Directors and members of management are not in attendance. In 2005, one such meeting was held among the independent Directors.
<p>Retention of Outside Advisors by Directors</p> <p>Audit Committee Instrument Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • The Board and its committees may retain outside advisors at the Company's expense, as they deem necessary. • The Governance, Compensation and Audit Committees retained outside advisors in 2005. • Individual Directors may also retain outside advisors, at the Company's expense, to provide advice on any matter before the Board or a Board committee, with the approval of the Governance Committee.

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<p>Director Compensation</p> <p>Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • The Board, with the assistance of the Governance Committee and independent external advisors, undertakes a biennial review of Director compensation to ensure that it meets the objective of properly aligning the interests of Directors with the long-term interests of the Company. During 2005, the Board engaged Mercer Human Resource Consulting, a recognized, independent external consultant to provide advice and guidance on executive and Director compensation issues. In 2005, this included leading a Directors' education session on long-term management compensation. Mercer provides pension consulting, administration and actuarial services to Manulife in Canada, Japan and the UK. In addition, Mercer provides benefits consulting to Manulife in the U.S. • Directors are required to hold an equity position in the Company having a minimum value of \$300,000 within five years of joining the Board. Common and Preferred Shares of the Company and DSUs are considered equity for this purpose, while stock options are not. Directors are required to take compensation in shares or DSUs until minimum holdings are met. • No stock options have been granted after 2002 to non-employee Directors and in 2004 the Board of Directors resolved to permanently discontinue stock option grants to non-employee Directors.
<p>Board and CEO Evaluation</p> <p>Governance Instrument NYSE Rules</p>	✓	<ul style="list-style-type: none"> • The Governance Committee conducts annual, formal evaluations of the Board, Board committees, the Chairman and the Directors. The process includes: <ul style="list-style-type: none"> – Annual evaluation meetings between the Chair and each Director to discuss Board performance, including a peer review. – Each Director completes biennial written Board Effectiveness and Director Self-Assessment Surveys. – The Board and Board committees are assessed against their mandates and charters. – Contributions of individual Directors are assessed against the Directors' Matrix setting out the skills each individual Director is expected to provide. – The assessments of the Board, the committees and the Directors focus on identifying areas for improvement. – The results of the assessments are presented to the Governance Committee and the Board. The Governance Committee identifies areas for improvement, develops action plans and monitors the progress of these plans. – Annual <i>in camera</i> meeting of the independent Directors to review the results of the evaluations and to approve the Governance Committee's plan for improvement. – Review of overall size and operation of the Board and its committees to ensure that they operate effectively. – Annual determination of whether a Director's ability to serve the Company is not impaired by external obligations or by changes in his or her principal occupation or country of residence. – A normal retirement age of 72. • Annually, the Governance Committee and the CEO set financial and non-financial objectives for the CEO, which are approved by the Board. The CEO's performance is evaluated annually by the Governance Committee based on these objectives and on the Company's performance.

Requirement	Comply	Governance Practice
<p>Code of Business Conduct and Ethics</p> <p>Governance Instrument NYSE Rules SOX</p>	✓	<ul style="list-style-type: none"> • The Company has adopted the Code of Business Conduct and Ethics (“Code”), which applies to Directors, officers and employees, as well as others who perform services for or on behalf of the Company. • The Code complies with the requirements of the NYSE Rules, the SEC Rules and the Governance Instrument. • The Code is available on the Company’s website. • Annually, the Board reviews the Code with the assistance of the Ethics Committee. • All employees of the Company, including the CEO, and the Board of Directors, annually sign an acknowledgement confirming their commitment to the Code and declare any material interest or conflict.
<p>CEO and CFO Certification of Financial Statements</p> <p>Certification Instrument NYSE Rules SOX</p>	✓	<ul style="list-style-type: none"> • The CEO and Chief Financial Officer certify the annual financial statements and quarterly financial statements as required by SOX and the Certification Instrument. • The CEO also provides an annual certification to the NYSE stating the CEO is not aware of any violations of the governance requirements in the NYSE Rules. • The Company also submits Written Affirmations as required by the NYSE Rules.
<p>Communication Policies</p> <p>Governance Instrument SOX</p>	✓	<ul style="list-style-type: none"> • Policies have been established relating to the treatment and disclosure of information about the Company on a timely, accurate, understandable and broadly disseminated basis. Information relating to the Company is reviewed by the Legal, Investor Relations and Corporate Communications departments, senior management and others as required, for a determination of materiality and, if appropriate, public disclosure. • The Company has reviewed its disclosure policies and practices to ensure full, fair and timely disclosure of information. • The Company shares information with individual shareholders, institutional investors and financial analysts through its Investor Relations department and to the media and employees through its Corporate Communications department. • The Investor Relations department reports at each Board meeting on share performance, issues raised by shareholders and analysts, the Company’s institutional shareholder base and a summary of recent Investor Relations activities. • The Company’s website www.manulife.com features webcasts of the quarterly investor conference calls and presentations made by senior management to the investment community, as well as annual reports and other investor information. • Shareholders can access voting results of all shareholder votes at the Company’s website or at www.sedar.com.

Cautionary Statement Concerning Forward-Looking Statements

This document includes forward-looking statements within the meaning of the "safe harbour" provisions of Canadian provincial securities laws and the U.S. *Private Securities Litigation Reform Act of 1995*. These forward-looking statements relate to, among other things, the Company's objectives, goals, strategies, intentions, plans, beliefs, expectations and estimates, and generally can be identified by the use of words such as "may", "will", "could", "would", "suspect", "outlook", "expect", "intend", "estimate", "anticipate", "believe", "plan", "forecast" and "continue" (or the negative thereof) and words and expressions of similar import, and include statements concerning possible or assumed future results of the Company. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve inherent risks and uncertainties, and undue reliance should not be placed on such statements. Certain material factors or assumptions are applied in making forward-looking statements, and actual results may differ materially from those expressed or implied in such statements. Important factors that could cause actual results to differ materially from expectations include, but are not limited to: business competition; maintenance of financial ratings; general economic conditions and market factors including stock market and real estate market performance and fluctuations in interest rates and currency values; the variation between actual claims experience under insurance policies and initial claims estimates; changes in government regulations or in tax laws; unfavourable resolution of litigation involving the Company; the Company's ability to complete strategic acquisitions and to integrate acquisitions; reliance on third parties that may be unable to fulfill obligations or perform services; political conditions and developments; the timely development and introduction of new products and services; unexpected changes in consumer spending and saving habits; natural disasters such as hurricanes or tsunamis; public health emergencies, such as an influenza pandemic; international conflicts and other developments including those relating to terrorist activities; and the Company's success in anticipating and managing the risks associated with those events. Additional information about factors that may cause actual results to differ materially from expectations, and about material factors or assumptions applied in making forward-looking statements, may be found under "Risk Management" and "Critical Accounting and Actuarial Policies" in Management's Discussion and Analysis for the year ended December 31, 2005 and elsewhere in the Company's filings with Canadian and U.S. securities regulators. The Company does not undertake to update any forward-looking statements.