

Manulife Investment Management Limited  
500 King Street North, Del Stn. 500 G-B  
Waterloo, Ontario N2J 4C6

JOHN A. SAMPLE  
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## FORM OF PROXY

This proxy is **solicited on behalf of Manulife Investment Management Limited** ("Manulife IM Limited"), the manager of the mutual fund listed below.

### SPECIAL MEETING OF SECURITYHOLDERS OF

Manulife Floating Rate Income Fund (the "Fund")

Details of the matters to be voted on at the Special Meeting (as defined below) are set out in the Management Information Circular accompanying the Notice of Special Meeting. **Unless directed herein to the contrary, this proxy, if executed in favour of the management nominees set out below, will be voted FOR the resolution herein.** If any amendments or variations to matters identified in the Notice of Special Meeting are proposed at the Special Meeting or if any other matters should properly come before the Special Meeting, this proxy confers discretionary authority to vote on such amendments, variations or other matters according to the best judgment of the person voting this proxy at the Special Meeting. **Any proxy previously given by the undersigned securityholder in respect of the Special Meeting is hereby revoked.** This form of proxy must be executed by the securityholder or an attorney authorized in writing or, if the securityholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The signature should correspond with the name imprinted hereon. Where two or more persons are named, all should sign. If this proxy is not dated in the space below, it shall be deemed to bear the date on which it was mailed by management.

### Appointee Instructions

1. You have the right to appoint a different person or company (with appropriate documentation) of your choice, other than the management nominees set out below, who need not be a securityholder of the Fund, to attend and act on your behalf at the Special Meeting. If you wish to do so, you are encouraged to complete such appointment online at [www.proxyvote.com](http://www.proxyvote.com). Completing online will reduce the risk of any mail disruptions in the current environment and will allow you to share the appointee information you have created with any other person you have appointed to represent you at the Special Meeting more easily. **If you wish to appoint a person, please insert the name of your chosen proxyholder and provide a unique APPOINTEE IDENTIFICATION NUMBER for your appointee to access the Special Meeting in the space provided either online at [www.proxyvote.com](http://www.proxyvote.com) or as set out below.**
2. If you do not designate an appointee when completing your form of proxy or if you do not provide the exact appointee identification number and appointee name to any other person (other than the named proxyholders) who has been appointed to access and vote at the Special Meeting on your behalf, that other person will not be able to access the Special Meeting and vote on your behalf.
3. You must provide your appointee with the **EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER** to access the Special Meeting. Appointees can only be validated at the Special Meeting using the **EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER** you enter.
4. If you do not create an eight character appointee identification number, your appointee will not be able to access the Special Meeting.

A securityholder or the proxy/appointee nominee may only vote in respect of Fund securities held as of the close of business on Friday, August 21, 2020. In the case of a conflict between the records of Manulife IM Limited, the registrar and transfer agent of the Fund, and this form of proxy as to the securities of a securityholder, the Fund shall rely solely on the records of Manulife IM Limited as to ownership of securities.

To be valid, forms of proxy must be received at Data Processing Centre, P.O. Box 2800 Stn LCD Malton, Mississauga, Ontario L5T 2T7 **no later than 10:00 a.m. (Toronto time) on Wednesday, September 30, 2020** or not later than 24 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjourned or postponed Special Meeting, or by internet during the Special Meeting.

Please remember to vote the securities and read the relevant resolution that is referenced on the reverse of this form of proxy.

*Please see reverse*

## YOUR VOTING INSTRUCTIONS

The full text of the resolution is set out in the Management Information Circular. Please check "for" or "against" in respect of the matter described below.

**VOTE BY INTERNET:** To vote by internet from anywhere in the world, visit [www.proxyvote.com](http://www.proxyvote.com). You will need your 16-digit control number located on the form of proxy, and in the case of your proxy, they must have the information mentioned on the reverse.

**VOTE BY MAIL:** To vote by mail from anywhere in the world: 1. Complete this form. 2. Sign and return the form in the enclosed envelope.

**VOTE BY FAX:** To vote by fax from anywhere in the world: 1. Complete this form. 2. Fax to: (905) 507-7793 or (514) 281-8911.

**VOTE BY TELEPHONE:** To vote by telephone from anywhere in North America: you may enter your vote instruction by telephone at 1-800-474-7493 (English) or 1-800-474-7501 (French). You cannot use the telephone voting service on the day of the Special Meeting. You will need your 16-digit control number located on the form of proxy.

**If you vote by mail or by fax you must complete this form and it must be received by 10:00 a.m. (Toronto time) on Wednesday, September 30, 2020. If you have any questions about how to complete this proxy, please contact Manulife IM Limited at 1-888-588-7999.**

Unless a proxy was appointed in accordance with the process mentioned above under Appointee Instructions and as set out below, the undersigned holder of securities of the Fund hereby appoints **Nicholas Smith**, Director, Compliance of Manulife IM Limited, or failing him **Sanjiv Juthani**, Head of Product Management, Mutual Funds of Manulife IM Limited as proxy of the undersigned, to attend, act and vote in respect of all securities held by the undersigned in the Fund at the special meeting of securityholders of the Fund (the "Special Meeting") to be held virtually commencing at 10:00 a.m. (Toronto time) on Thursday, October 1, 2020 and at any and all adjournments of any Special Meeting, in the same manner, to the same extent and with the same powers as if the undersigned were personally attending. Without limiting the general powers hereby conferred, said proxy is directed to vote as outlined below.

### Change Appointee (optional):

If you wish to designate another person to attend, vote and act on your behalf at the Special Meeting, or any adjournment or postponement thereof, other than the person(s) specified above, go to [www.proxyvote.com](http://www.proxyvote.com) or print your name or the name of the other person attending the Special Meeting in the space provided herein and provide a unique **APPOINTEE IDENTIFICATION NUMBER USING ALL BOXES** for your appointee to access the Special Meeting. You may choose to direct how your appointee shall vote on matters that may come before the Special Meeting or any adjournment or postponement thereof. Unless you instruct otherwise your appointee will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Special Meeting or any adjournment or postponement thereof, even if these matters are not set out in the proxy form or the circular for the Special Meeting. You can also change your appointee online at [www.proxyvote.com](http://www.proxyvote.com).

You **MUST** provide your appointee the EXACT NAME and an EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Special Meeting. Appointees can only be validated at the virtual Special Meeting using the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER you enter below.

PLEASE PRINT APPOINTEE NAME INSIDE THE BOX

MAXIMUM 22 CHARACTERS - PLEASE PRINT CAREFULLY

CREATE AN EIGHT (8) CHARACTER IDENTIFICATION NUMBER  
FOR YOUR APPOINTEE

→

MUST BE EIGHT CHARACTERS IN LENGTH - PLEASE PRINT CAREFULLY

**COMPLETE THIS SECTION TO VOTE (FILL IN ONLY ONE BOX " ☐ " PER ITEM IN BLACK OR BLUE INK)**

### MANULIFE FLOATING RATE INCOME FUND

Resolution, as set out in Schedule "A" to the Management Information Circular dated September 8, 2020, authorizing the merger of Manulife Floating Rate Income Fund into Manulife U.S. Unconstrained Bond Fund and all matters relating to the merger.

VOTE FOR	VOTE AGAINST	JOB #	# OF SECURITIES	CONTROL #
<input type="checkbox"/>	<input type="checkbox"/>	110-200	12345678	9999 9999 9999 9999



Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2020

Securityholder's Name (Please print)

\_\_\_\_\_  
Signature of Securityholder

123456 012345678901234 56

