

Dear Investor:

I am very pleased to provide you with the annual report of the Independent Review Committee (the “IRC” or the “Committee”) of the publicly offered corporate class investment funds managed by Manulife Investment Management Limited (the “Manager”), with a financial year-end as at April 30, 2021 (the “Funds”).

Each year, the IRC is required to report to investors on its activities.

The activities of the IRC are undertaken within the framework established by National Instrument 81-107 – Independent Review Committee for Investment Funds (“NI 81-107”) that has been adopted in each Canadian jurisdiction.

Briefly, the IRC reviews **conflict of interest matters** that have been identified and referred to the IRC by the Manager. Within the framework established by NI 81-107, the Committee may approve the way in which the Manager proposes to handle a conflict of interest matter or it may provide the Manager with recommendations as to how a conflict of interest matter should be dealt with.

A conflict of interest matter is a situation where a reasonable person would consider the Manager (or an entity related to it), to have an interest that may conflict with the ability of the Manager to act in good faith and in the best interests of the Funds it manages. The IRC’s focus in addressing each conflict situation is to determine whether the Manager’s proposed action achieves a fair and reasonable result for the applicable Fund or Funds.

Throughout the financial year ended April 30, 2021, the IRC addressed **conflict of interest matters** and provided value to the Funds and their investors in other ways including:

- Reviewing the Manager’s policies covering situations where **conflict of interest matters** could arise. Reviewing and assessing the Standing Instructions provided to the Manager in order to give directions on how to address such matters;
- Making recommendations to the Manager to achieve increased efficiencies in how the Committee carries out its mandate;
- Providing input to the Manager in an effort to manage more effectively the risks associated with the Funds;
- Working with the Manager to enhance the governance framework for the Funds; and
- Providing approvals and/or recommendations (depending on the circumstances) in considering several changes and initiatives proposed by the Manager for the Funds.

The other IRC members and I look forward to continuing to work with a view to the best interests of the Funds.

June 21, 2021

***“Robert Warren Law”***

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Robert Warren Law  
Chair of the IRC

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MANULIFE INVESTMENT MANAGEMENT LIMITED

Independent Review Committee for the  
Manulife Corporate Funds

Report to Securityholders for the period ended April 30,2021

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MANULIFE INVESTMENT MANAGEMENT LIMITED

REPORT OF THE INDEPENDENT REVIEW COMMITTEE TO SECURITYHOLDERS OF THE  
MANULIFE CORPORATE CLASSES

FOR THE YEAR ENDED APRIL 30, 2021

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In this document:

- **Fund or Funds** refers to one or more Manulife Corporate Classes (including the Manulife Class Pools) having a financial year-end as at April 30, 2021 (including Funds terminated during the period beginning May 1, 2020 and ending April 30, 2021) and listed on the final page of this report
- A **conflict of interest matter** is a situation where a reasonable person would consider the Manager (or an entity related to it), to have an interest that may conflict with the ability of the Manager to act in good faith and in the best interests of the Funds
- **IRC** refers to the Independent Review Committee of the Funds established pursuant to NI 81-107
- The **Manager** refers to Manulife Investment Management Limited (an indirect wholly-owned subsidiary of Manulife)
- **Manulife** refers to Manulife Financial Corporation, a TSX-listed holding company
- **Manulife Class Pools** refer to the Manulife Private Investment Pools that are each a separate class of mutual fund shares of Manulife Investment Exchange Funds Corp.
- **NI 81-107** refers to National Instrument 81-107 - Independent Review Committee for Investment Funds

Unless otherwise indicated, the information set out in this report covers the period beginning May 1, 2020 and ending April 30, 2021, the financial year-end for the Funds (inclusively, the “Period”).

### Members of the IRC

The table below lists the current members of the IRC for the Funds and each member’s length of service on the IRC.

Name	Residence	Member of IRC Since
R. Warren Law (Chair)	Toronto, Ontario	May 1, 2007 <sup>1</sup>
Robert S. Robson	Toronto, Ontario	May 1, 2007
Joanne Vézina	Montreal, Quebec	May 1, 2015 <sup>2</sup>

<sup>1</sup> Warren Law also sits on the independent review committees of the Horizons Exchange Traded Funds managed by Alphapro Management Inc., Horizons Investment Management Inc. and Horizons ETFs Investment Management (Canada) Inc. and of the imaxxFunds managed by Aegon Funds Management Inc. These families of investment funds are unrelated to the Manager or Manulife.

<sup>2</sup> Joanne Vézina is also the chair of the independent review committee of the Empire Life Funds managed by Empire Life Investments Inc. This family of investment funds is unrelated to the Manager or Manulife.

The members of the IRC also act as the independent review committee for other private funds (that are offered under available prospectus exemptions) and publicly offered mutual funds (with a financial year-end as at December 31<sup>st</sup>) and which are managed by the Manager and/or affiliates of the Manager. Each member of the IRC receives separate compensation from such other funds and the Manager and/or affiliates of the Manager.

The members of the IRC are not associates or employees of Manulife, the Manager, or any other entity related to the Manager and are independent of all such companies and entities. According to NI 81-107, a member of an independent review committee is considered to be independent “if the member has no material relationship with the manager, the investment fund, or an entity related to the manager,” where a material relationship means “a relationship which could reasonably be perceived to interfere with the member’s judgment regarding a conflict of interest matter.”

In accordance with NI 81-107, the IRC considers and provides approvals or recommendations to the Manager of the Funds on **conflict of interest matters** referred to the IRC by the Manager. The Manager is required under NI 81-107 to identify conflicts of interest inherent in its management of the Funds and refer such matters to the IRC for consideration.

The IRC provides its approvals or recommendations to the Manager in relation to the Manager's **conflict of interest matters** relevant to the Funds with a view to the best interests of the Funds.

### **Compensation of the IRC**

For the year ended April 30, 2021, the aggregate compensation paid to the IRC by all the Manulife investment funds which are subject to NI 81-107, including the Funds, was \$94,843 excluding applicable taxes. The aggregate compensation paid to the IRC by the Funds covered in this report for the year ended April 30, 2021 was \$23,010 excluding applicable taxes. Effective January 1, 2017, the Manager agreed to reimburse the fees and expenses payable by the Funds in connection with the IRC. As a result of this decision, the Manager reimbursed the Funds for IRC fees and expenses incurred during the Period. Such reimbursement may be ceased by the Manager in its sole discretion at any time without notice to, or consent of, the shareholders of the Funds. In the event the reimbursement ceases, the Funds will bear their proportionate share of the costs and expenses of the IRC, as described herein by allocating them equally among all the Manulife investment funds subject to NI 81-107, including the Funds. Each series of securities of each Fund will bear its fair share of the allocated fees and expenses on the basis of assets under management.

As at the date of this report, each member of the IRC receives an annual retainer of \$20,000 (\$25,000 for the Chair) and \$1,750 (\$2,250 for the Chair) for each meeting of the IRC that the member attends plus any expenses for each meeting. These compensation rates remain unchanged since 2010.

No indemnities were paid to members of the IRC by the Funds during the Period.

During the Period, the IRC reviewed its compensation. In determining the appropriate level of compensation and reimbursement of expenses for its members, the IRC can consider the following factors:

1. the number, nature and complexity of the Funds;
2. the nature and extent of the workload of each member of the IRC, including the frequency of meetings required and the commitment of time and energy that is expected from each member;
3. the responsibilities of, and the potential liabilities faced by, the members of the IRC;
4. the best interests of the Funds;
5. the compensation paid to IRC members of other similar investment fund families in Canada;
6. the results of its annual assessment of compensation and effectiveness; and
7. the recommendations of the Manager.

### **Holdings of Securities**

#### **a. The Funds**

As at April 30, 2021, the percentage of shares of each Fund or series of shares of the Funds beneficially owned, directly or indirectly, in aggregate, by all members of the IRC did not exceed 10%.

#### **b. The Manager**

As at April 30, 2021, no member of the IRC beneficially owned, directly or indirectly, any series or class of voting or equity securities of the Manager.

#### **c. Service Providers**

As at April 30, 2021, the percentage of securities of each class of voting or equity securities of Manulife or of any other company or entity providing services to the Manager or the Funds beneficially owned, directly or indirectly, in aggregate, by all members of the IRC was, in each case, less than 0.01%.

### **Conflict of Interest Matters**

The Manager has identified and brought to the attention of the IRC for its review and recommendation or approval, as applicable, the **conflict of interest matters** listed in the paragraphs below. As a result of its review and consideration, the IRC issued standing instructions with respect to certain **conflict of interest matters**.

#### **a. Conflict of interest matters**

During the Period, the Manager relied on the following IRC approvals and recommendations, as applicable, obtained in the form of standing instructions. The standing instructions require the Manager to comply with its policies and procedures and to report on a periodic basis to the IRC.

##### **Approvals (in the form of Standing Instructions)**

- **Related Issuer Transactions** – It may be a potential conflict of interest matter where the Funds invest in a related issuer to the Manager or the Funds. The standing instructions allow the Funds to purchase, hold or sell securities issued by Manulife and its subsidiaries, each of which is a related issuer to the Manager and the Funds.
- **Cross Trades and Transfers-in-Kind** – A Cross Trade, also known as an inter-fund trade, commonly means the purchase or sale of portfolio securities by one fund to or from another fund or managed account for cash, when Manulife Investment Management Limited is the portfolio manager to both portfolios. A transfer-in-kind, also known as an in specie transaction, is generally when one portfolio either purchases or redeems securities of another portfolio, and where the purchase or redemption, as applicable, is made by the delivery of securities rather than cash, and Manulife Investment Management Limited is the portfolio manager to both portfolios. It may be a potential conflict of interest where the securities transferred might not be suitable for the receiving portfolio or that the securities are being transferred in order to favor one portfolio over the other. The transparency relating to those transactions may also not be sufficient for the securityholders or the marketplace. The standing instructions allow such transactions by Manulife Investment Management Limited when performed in accordance with applicable securities laws and/or regulatory relief.

##### **Recommendations (in the form of Standing Instructions)**

With the exception of Deposit Notes issued by Manulife Trust Company and Deposits with Manulife Bank of Canada, during the Period, the Manager relied on positive recommendations in the form of standing instructions of the IRC with respect to the **conflict of interest matters** addressed by the following policies and procedures. Although standing instructions for Deposit Notes issued by Manulife Trust Company and Deposits with Manulife Bank of Canada were in place, there were no transactions on which the Manager required application of these standing instructions during the Period. In each case, the standing instructions require the Manager to comply with its policies and procedures and to report on a periodic basis to the IRC.

- **Deposit Notes issued by Manulife Trust Company** – It may be a potential conflict of interest matter where the Funds invest in a related party to the Manager or the Funds. The standing instructions allow the Funds to purchase, hold, or sell deposit instruments issued by Manulife Trust Company, which is a wholly-owned subsidiary of Manulife, a related party to the Manager and the Funds.
- **Deposits in Manulife Bank of Canada** – It may be a potential conflict of interest matter where the Funds deposit moneys with a related party to the Manager or the Funds. The standing instruction allows the Funds to deposit cash with Manulife Bank of Canada which is a wholly-owned subsidiary of Manulife, a related party to the Manager and the Funds.
- **Proxy Voting** - Voting securities may create a potential conflict of interest when the interest of the portfolio advisor may conflict with the best interests of a Fund. Policies and Procedures of the

Manager have been implemented to ensure the voting rights in respect of the securities held by the Funds are voted, or abstained or withdrawn, in the best interests of the Funds.

- **Trade Allocation** – Trade allocation may create a potential conflict of interest where the Manager could allocate trades in a manner that benefits itself instead of a Fund or in a manner that benefits one particular client to the detriment of others.
- **Allocation of Fund Expenses** – There may be a potential conflict of interest in allocating fund expenses because the Manager may benefit one Fund over another or allocate expenses to Funds that the Manager should rather absorb.
- **Soft Dollar Arrangements** – The use of soft dollars may create a potential conflict of interest where the acceptance of services by the Manager from brokers to execute portfolio transactions for the Funds may benefit the Manager.
- **Code of Ethics** – There may be a potential conflict of interest, whether actual or perceived, when the Manager’s decision may conflict with the interests of the Funds.
- **Fundamental Changes Policy** – There may be a potential conflict of interest where some fundamental changes affecting the Funds may benefit the Manager instead of the Funds.
- **Fair Valuation Policy** – Valuing assets of a Fund where no active market quote exists for the securities may create a potential conflict of interest. For example, this may result in the net asset value of the Fund being overstated, which may result in increased management fees paid to the Manager. Also, overstating the net asset value of a Fund could cause the Fund’s performance to appear better than it otherwise would have, which could potentially increase sales.
- **NAV Errors Policy** – There may be a potential conflict of interest when correcting net asset value (NAV) errors in the Funds which may benefit the Manager.
- **Frequent Trading Policy** – There may be a potential conflict of interest where short term trading or excessive trading activity of an investor may affect the remaining securityholders of the Funds.
- **Portfolio Holdings Disclosure Policy** - The Manager must only disclose non-public portfolio holdings information in a manner that is consistent with the best interests of the Funds.
- **Execution of Trade Orders by Brokers or Dealers (Best Execution)** – The portfolio manager must execute securities transactions for clients in such a manner that the clients’ total costs or proceeds are the most favourable under the circumstances of the trade within the context of the marketplace.
- **Trading, Portfolio Management and Portfolio Administration Error Correction Policy** – There may be a potential conflict of interest when correcting errors that have occurred during the trading process, the portfolio management process, or the portfolio administration process which may benefit the Manager.
- **Large Securityholder Investments** – There may be a potential conflict of interest if securityholders who make large investments in the Funds are offered certain concessions associated with those investments. Their large trading activity may affect the remaining securityholders of the Funds.

The IRC is not aware of any instance where the Manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation or its approval.

The IRC is also not aware of any instance where the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation, approval or standing instruction.

MANULIFE INVESTMENT MANAGEMENT LIMITED

REPORT OF THE INDEPENDENT REVIEW COMMITTEE TO SECURITYHOLDERS OF THE  
MANULIFE CORPORATE CLASSES

FOR THE YEAR ENDED APRIL 30, 2021

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At least annually, the IRC reviews and assesses the adequacy and effectiveness of the policies and procedures of the Manager and the related standing instructions of the IRC relating to **conflict of interest matters** relevant to the Funds. The next review is expected to take place in or before November 2021.

MANULIFE INVESTMENT MANAGEMENT LIMITED

REPORT OF THE INDEPENDENT REVIEW COMMITTEE TO SECURITYHOLDERS OF THE  
MANULIFE CORPORATE CLASSES

FOR THE YEAR ENDED APRIL 30, 2021

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The Funds covered in this report include:

**MANULIFE FUNDS**

**EQUITY FUNDS**

**Canadian Equity**

Manulife Fundamental Dividend Class  
Manulife Dividend Income Plus Class  
Manulife Canadian Investment Class  
Manulife Canadian Equity Class  
Manulife Dividend Income Class

**U.S. Equity**

Manulife Covered Call U.S. Equity Class  
Manulife U.S. All Cap Equity Class  
Manulife U.S. Dividend Income Class

**Global & International Equity**

Manulife Climate Action Class  
Manulife Global Dividend Class  
Manulife Global Dividend Growth Class  
Manulife Global Equity Class  
Manulife Global Franchise Class  
Manulife Global Thematic Opportunities Class  
Manulife World Investment Class

**Specialty Equity**

Manulife Asia Equity Class  
Manulife China Class  
Manulife Global Listed Infrastructure Class

**BALANCED FUNDS**

**Canadian Balanced**

Manulife Fundamental Balanced Class  
Manulife Fundamental Income Class  
Manulife Monthly High Income Class

**Global Balanced**

Manulife Value Balanced Class

**MANULIFE CLASS POOLS**

**Equity Private Pools**

Manulife Canadian Equity Private Pool  
Manulife Dividend Income Private Pool  
Manulife Global Equity Private Pool  
Manulife U.S. Equity Private Pool

**Balanced Private Pools**

Manulife Balanced Equity Private Pool  
Manulife Canadian Balanced Private Pool

**TERMINATED FUNDS**

The following Funds were terminated as of  
the dates listed below:

**October 19, 2020**

Manulife Short-Term Yield Class  
Manulife Canadian Dividend Growth Class  
Manulife Growth Opportunities Class