

Conflicts of Interest: Frequently Asked Questions (FAQs) **(Updated: January 2022)**

The following is a non-exhaustive list of Frequently Asked Questions (FAQs) designed to assist employees in the identification, avoidance and proper disclosure and management of actual, potential or apparent conflicts of interest.

- If you are uncertain whether a situation you are facing creates or may create a conflict of interest, please contact the Global Functions Compliance Office (globalcomplianceoffice@manulife.com).
- Please be sure to disclose any potential conflicts of interest on Convercent, Manulife's tool for tracking and recording potential conflicts of interest (Navigate to Convercent via MFCentral → My Tools → All Tools → At Work Services → Convercent).
- Please refer to Manulife's Code of Business Conduct and Ethics (the "Code") for additional information on conflicts of interest.

General Questions

Q: What types of activities can pose a conflict?

A: Any outside activity or employment or outside directorship can create an actual, potential or the appearance of a conflict, as well as certain relationships. For that reason, please disclose any of the following on Convercent:

- Outside employment or outside activity
- External Directorships
- Relationships with others (*e.g.*, suppliers, vendors, as well as family members or personal relationships within the same reporting line) (refer to the Code for more information)
- Anything else that may create an actual, potential or apparent conflict of interest

Q: I am certain that my outside work does not create a conflict, so why do I still need to disclose it?

A: Compliance, in collaboration with your manager, Human Resources and Employee Relations, is in the best position to assess potential conflicts of interest. Even if you believe your outside activity or relationship does not create a conflict, you should disclose it to be as transparent as possible, as well as to confirm that there is indeed no conflict. Manulife operates in many geographies around the world and directly or indirectly covers many different areas of business such as natural resources, real estate investment, general account investments, and banking, which may or may not be visible to you.

Q: When do I need to make these disclosures?

A: You should update your disclosure as soon as your circumstances change. You are also asked to update your employee disclosure annually as part of Manulife's Code of Business Conduct and Ethics training and disclosure process. Don't wait until that annual training to update your disclosure – you should make that update as soon as your circumstances change.

Restrictions on Outside Employment / Business Activity

Q: What types of outside jobs can I take?

A: There is no single category of outside jobs employees can take outside of their employment at Manulife – every case is evaluated individually to confirm that there is no apparent, potential or actual conflict of interest. The question to ask is not what job you can take, but whether the job can create a conflict of interest. Your manager, in conjunction with Compliance and other functions will help determine whether an outside employment or activity will be approved.

Q: If my outside business activity is not a conflict, are there any other restrictions or conditions I must follow?

A: Yes, Manulife may apply restrictions or conditions to your outside work so as to avoid the appearance of a conflict of interest. Additionally, in all circumstances, employees are required to comply with the Manulife Code of Business Conduct and Ethics. Approval of an outside activity is handled by Compliance, in collaboration with your manager, Human Resources and Employee Relations.

Q: My outside job was approved, so I'm all set, right?

A: You must always comply with the Manulife Code of Business Conduct and Ethics. While an outside job or activity may be approved, approval does not provide immunity for violating the Code of Business Conduct and Ethics. Any emerging potential or real conflicts of interests must be raised to your manager and Compliance or by contacting the Global Functions Compliance Office (globalcomplianceoffice@manulife.com).

Restrictions Against Working for Competitors

Q: Am I allowed to work for a competitor?

A: No, employees are not allowed to work for competitors.

Outside Directorships

Q: What are the rules related to serving as a board member on a company or non-profit organization?

A: Manulife's External Directorships Standard provides guidance on serving on outside boards. Please refer to the External Directorships Standard on the Company Policies Database.

Relationships with Suppliers

Q: My relative (spouse, immediate family member) works for a vendor that Manulife uses. Is that a conflict?

A: Depending on the circumstances, a family member working for a vendor that Manulife uses can create an actual or potential conflict of interest, or the appearance of a conflict. To address these situations, always disclose the relationship and be sure to recuse yourself from any decision-making related to that vendor.

Relationships within the Company

Q: Do I have to disclose that my family member also works for Manulife?

A: In cases where the relationship is between individuals within the same reporting line or where one individual is in an actual or perceived position of power or influence or who could provide input on their performance or career, the relationship must be reported.

Q: Do I have to disclose an intimate personal relationship with a colleague at Manulife?

A: In cases where the relationship is between individuals within the same reporting line or where one individual is in an actual or perceived position of power or influence or who could provide input on their performance or career, the relationship must be reported. As stated in the Code:

Intimate personal relationships between co-workers can also create conflicts of interest or the appearance of special treatment. Any intimate personal relationship that develops between an employee and their manager or any person who is in an actual or perceived position of power or influence or who could provide input on their performance or career should be immediately reported to Employee Relations or their HR Business Partner so that controls (including but not limited to changing the reporting lines) may be put in place to avoid an actual conflict of interest.