

**Manulife Global Fund (“MGF”)
Remuneration Policy
Date: March 2016**

This policy has been developed in consideration of:

- Directive 2009/65/EC (“**UCITS Directive**”), as amended by Directive 2014/91/EU (“**UCITS V Directive**”)
- European Securities and Markets Authority (ESMA) Consultation Paper - “Guidelines on sound remuneration policies under the UCITS Directive and AIFMD” 2015/ESMA/1172, and the draft guidelines concerning the application of the remuneration principles under Article 14b of the UCITS Directive therein (“**ESMA Guidelines**”)¹
- Draft bill of law N. 6845 implementing the UCITS V Directive into Luxembourg laws.

This policy aims to:

- ensure that remuneration² paid by MGF or any of its sub-funds is in line with the business strategy, objectives, values and interests of MGF and its sub-funds and of the investors in such sub-funds;
- ensure consistency with and promotion of sound and effective risk management to avoid excessive risk taking which is inconsistent with the risk profiles, rules or Articles of Incorporation of MGF and its sub-funds; and
- avoid or manage conflicts of interest.

Remuneration Committee

The requirement to establish a remuneration committee pursuant to Article 14b(4) of the UCITS Directive (as amended by the UCITS V Directive) is currently disapplied in respect of MGF, having taken into account the principle of proportionality set out in the ESMA Guidelines and the criteria relevant to the application of such principle: “*In taking measures to comply with the remuneration principles management companies should comply in a way and to the extent that is appropriate to their size, internal organization and the nature, scope and complexity of their activities.*”³

¹ The final ESMA Guidelines are not yet available as of the date of this policy.

² As defined in the ESMA Guidelines.

³ See Sections 7 and 11.2 of the ESMA Guidelines.

1. Scope

This policy applies to the following persons as identified staff⁴ of MGF receiving remuneration from MGF or any of its sub-funds:

- ❖ The conducting officers (the “**Conducting Officers**”)
- ❖ The members of the board of directors (the “**Directors**”)

The remuneration of both the Conducting Officers and the Directors is currently fixed, without any variable remuneration component.⁵

2. Remuneration of the Conducting Officers

The remuneration of the Conducting Officers should reflect the responsibilities given their experience as a whole, the complexity of MGF and each sub-fund’s investment strategy and objectives and their distribution strategy.

The Board shall carry out an annual review of the Conducting Officers’ compensation, if necessary, to ensure that the proposed remuneration is in line with market rates for similar fund structures and also takes into account overall changes within MGF’s activities.

To conduct such reviews, the Board may set up a subcommittee including at least one independent Director and/or seek the assistance of external advisors or use information available from various external data sources.

3. Remuneration of the Board of Directors (the “Board”)

The remuneration of the Directors should reflect the responsibilities of the Board given their experience as a whole, the complexity of MGF and each sub-fund’s investment strategy and objectives and their distribution strategy.

The Board shall carry out an annual review of Directors’ compensation, if necessary, to ensure that the proposed remuneration is in line with market rates for similar fund structures and also takes into account overall changes within MGF’s activities.

To conduct such reviews, the Board may set up a subcommittee including at least one independent Director and/or seek the assistance of external advisors or use information available from various external data sources.

⁴ As defined in the ESMA Guidelines.

⁵ Directors who are employees of Manulife Financial Corporation and its subsidiaries currently agree to waive their right to any Directors’ fees.

Compensation due and payable to Directors shall be proposed by the Board and submitted for approval by the Annual General Meeting of shareholders.

Directors will be reimbursed for travelling expenses related to meetings and for any other expense necessarily incurred in relation to their function. Directors may also be entitled to reasonable professional training that is relevant for the conduct of their mandate subject to such training being approved by the Board.

4. Appointment of Investment Managers

Any entity to whom: (i) investment management activities have been delegated by MGF; and (ii) whose professional activities (or those of its staff) have a material impact on the risk profiles of MGF and any of its sub-funds (a “**Delegated Investment Manager**”), shall demonstrate that it is subject to regulatory requirements on remuneration that are equally as effective as those applicable under the ESMA Guidelines (including remuneration rules under either EU Directive 2013/36/EU (CRD IV) or Directive 2011/61/EU (AIFMD)).

If a Delegated Investment Manager is not subject to the above-mentioned regulatory requirements, the remuneration policies applicable to such Delegated Investment Manager shall be further assessed and if deemed necessary, appropriate contractual or other appropriate arrangements shall be effected to ensure that there is no circumvention of the remuneration rules set out in the ESMA Guidelines and the UCITS V Directive.

5. Conflicts of Interest

Possible conflicts of interest, criteria for the identification of conflicts of interest and measures implemented to avoid or manage conflicts of interest are described in further detail in MGF’s “Conflict of Interest Policy”.

6. Disclosure

Relevant and appropriate disclosure of the features of this Remuneration Policy will be made in line with applicable laws and regulations.

7. Monitoring and review

The Board (as the management body of MGF) has delegated the supervisory function in respect of this Remuneration Policy to the Conducting Officers, who shall oversee and review this Remuneration Policy and its implementation on an annual basis and report on the outcome of such review to the Board.

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