

**MANULIFE MUTUAL FUNDS AND
MANULIFE PRIVATE INVESTMENT POOLS**

AMENDMENT NO. 3 dated February 25, 2025 to the Simplified Prospectus dated August 1, 2024, as amended by Amendment No. 1 dated September 13, 2024 and Amendment No. 2 dated October 28, 2024 (the “SP”) of:

Manulife Global All Cap Focused Fund
Manulife Global Thematic Opportunities Class*
Manulife Global Thematic Opportunities Fund

(each a “Fund” and, collectively, the “Funds”)

* Shares of Manulife Investment Exchange Funds Corp. (“MIX Corp.”)

(OFFERING ADVISOR SERIES, SERIES F, SERIES FT6 AND SERIES T6
SECURITIES)

This amendment to the SP of the Funds provides certain additional information relating to the Funds, and the SP, as amended, should be read subject to this information.

All page references relate to the SP. All capitalized terms not defined herein have the respective meanings set out in the SP. In all other respects, the disclosure in the SP is not revised.

REASONS FOR AMENDMENTS:

1. Fund Merger

Manulife Investment Management Limited (“Manulife IM Limited”), as the investment fund manager of the Funds, has announced its intention to implement the merger of Manulife Global Thematic Opportunities Fund into Manulife Global All Cap Focused Fund (the “Merger”) effective on or about May 23, 2025 (the “Effective Date”), subject to the receipt of all necessary securityholder and regulatory approvals.

Special meetings of securityholders of each of Manulife Global Thematic Opportunities Fund and Manulife Global All Cap Focused Fund are being called for April 16, 2025 for securityholders of record as of March 6, 2025 to consider and approve the Merger.

2. Investment Objective Changes

Manulife Global Thematic Opportunities Class currently fulfils its investment objective by investing primarily in securities of Manulife Global Thematic Opportunities Fund. Subject to the implementation of the Merger, the Manager is therefore also proposing to change the investment

objectives of Manulife Global Thematic Opportunities Class and Manulife Global All Cap Focused Fund effective May 23, 2025, subject to the receipt of all necessary securityholder and regulatory approvals and as described herein.

Special meetings of securityholders of each of Manulife Global Thematic Opportunities Class and Manulife Global All Cap Focused Fund are being called for April 16, 2025 for securityholders of record as of March 6, 2025 to consider and approve the proposed objective changes.

3. Re-open Manulife Global All Cap Focused Fund to New Investors

Subject to the completion of the Merger, Manulife IM Limited has announced its intention to re-open all series of Manulife Global All Cap Focused Fund to new investors on or about May 23, 2025.

4. Management Fee Changes

Subject to the completion of the Merger, Manulife IM Limited has announced its intention to lower the management fees on the Advisor Series, Series F, Series FT6 and Series T6 securities of each of Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class effective May 23, 2025 and as specifically described herein.

5. Portfolio Sub-Advisor Changes

Subject to the completion of the Merger and the investment objective changes, Manulife IM Limited has announced its intention to remove the portfolio sub-advisors of Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class effective May 23, 2025 and as specifically described herein.

6. Fund Name Changes

Subject to the completion of the Merger, effective on or about May 23, 2025, Manulife IM Limited will be changing the names of Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class as follows:

Current Fund Name	Proposed Fund Name
Manulife Global All Cap Focused Fund	Manulife Fundamental Global Equity Fund
Manulife Global Thematic Opportunities Class	Manulife Fundamental Global Equity Class

7. Change to Executive Officer of Manulife IM Limited

Effective February 14, 2025, James Bogle became the Chief Financial Officer of Manulife IM Limited.

The technical amendments to the SP required to effect these amendments are set out below.

AMENDMENTS TO THE SP:

1 Fund Merger

Fund Details

Manulife Global All Cap Focused Fund

The following disclosure is added to the Part B of Manulife Global All Cap Focused Fund in the SP:

“ADDITIONAL INFORMATION

Manulife IM Limited is proposing to merge (the “Merger”) Manulife Global Thematic Opportunities Fund (the “Terminating Fund”) into the Fund (the “Continuing Fund”) on or about May 23, 2025 (the “Effective Date”), subject to the receipt of any required regulatory or other approvals. If all approvals are provided and Manulife IM Limited determines it appropriate to proceed with the Merger, upon the close of business on the Effective Date, securities of the Terminating Fund will be exchanged on a taxable basis for securities of the Continuing Fund having a net asset value on the Effective Date equal to the net asset value of the securities of the Terminating Fund.

Following such exchange, securityholders of the Terminating Fund shall become securityholders of the Continuing Fund.

The favourable recommendation of the proposed Merger from the IRC of the Fund was sought and obtained at a meeting of the IRC held on February 10, 2025. Approval of the proposed Merger by securityholders of the Terminating Fund and the Continuing Fund is also required. Special meetings of securityholders of each of the Terminating Fund and the Continuing Fund, as applicable, will therefore be held on or about April 16, 2025 for securityholders of record as of March 6, 2025 to approve the Merger. Further details of the proposed Merger will be provided in the management information circular and form of proxy mailed to securityholders.”

Manulife Global Thematic Opportunities Fund

The following disclosure is added to the Part B of Manulife Global Thematic Opportunities Fund in the SP:

“ADDITIONAL INFORMATION

Manulife IM Limited is proposing to merge (the “Merger”) the Fund (the “Terminating Fund”) into Manulife Global All Cap Focused Fund (the “Continuing Fund”) on or about May 23, 2025 (the “Effective Date”), subject to the receipt of any required regulatory or other approvals. If all approvals are provided and Manulife IM Limited determines it appropriate to proceed with the Merger, upon the close of business on the Effective Date, securities of the Terminating Fund will be exchanged on a taxable basis for securities of the Continuing Fund having a net asset value on the Effective Date equal to the net asset value of the securities of the Terminating Fund.

Following such exchange, securityholders of the Terminating Fund shall become securityholders of the Continuing Fund.

The favourable recommendation of the proposed Merger from the IRC of the Fund was sought and obtained at a meeting of the IRC held on February 10, 2025. Approval of the proposed Merger by securityholders of the Terminating Fund and the Continuing Fund is also required. Special meetings of securityholders of each of the Terminating Fund and the Continuing Fund, as applicable, will therefore be held on or about April 16, 2025 for securityholders of record as of March 6, 2025 to approve the Merger. Further details of the proposed Merger will be provided in the management information circular and form of proxy mailed to securityholders.

If all necessary approvals are obtained, at the close of business on the Wednesday immediately preceding the Effective Date for wire orders over Fundserv and at the close of business on the Effective Date for direct orders, the Terminating Fund will cease distribution of new securities excluding purchases under existing preauthorized chequing plans and dollar cost averaging plans. Securityholders will have the right to redeem the securities of the Terminating Fund up to the close of business on the Effective Date. Following the Merger, pre-authorized chequing plans, systematic withdrawal plans and any other optional service which had been established with respect to the Terminating Fund will be re-established with respect to the Continuing Fund unless securityholders advise us otherwise.”

2 Investment Objective Changes

These changes are conditional upon the completion of the Merger as disclosed above.

Fund Details

Manulife Global All Cap Focused Fund

The following disclosure is hereby added after the last paragraph under the sub-heading “*Investment Objective*” in Manulife Global All Cap Focused Fund in the SP:

“Manulife IM Limited will be holding a special meeting of securityholders on or about April 16, 2025 for securityholders of record as of March 6, 2025 to approve a proposed change in the investment objective of the Fund. If the change is approved, the fundamental investment objective for Manulife Global All Cap Focused Fund, to be implemented effective on or about May 23, 2025, will be as follows:

The fundamental investment objective of the Fund is to seek long-term capital appreciation by investing primarily in global equity securities.”

Manulife Global Thematic Opportunities Class

The following disclosure is hereby added after the last paragraph under the sub-heading “*Investment Objective*” in Manulife Global Thematic Opportunities Class in the SP:

“Manulife IM Limited will be holding a special meeting of securityholders on or about April 16, 2025 for securityholders of record as of March 6, 2025 to approve a proposed change in the investment objective of the Fund. If the change is approved, the fundamental investment objective for Manulife Global Thematic Opportunities Class, to be implemented effective on or about May 23, 2025, will be as follows:

The fundamental investment objective of the Fund is to seek long-term capital appreciation by investing primarily in global equity securities.”

3 Re-open Manulife Global All Cap Focused Fund to New Investors

Name, Formation and History of the Funds

Under the heading “*Name, Formation and History of the Funds – Manulife Funds*” in the column of the table titled “Changes”, the following is added for Manulife Global All Cap Focused Fund:

“On May 23, 2025, the Fund will be re-opened to new investors.”

4 Management Fee Changes

These changes are conditional upon the completion of the Merger as disclosed above.

Fees and Expenses

The line relating to the Funds indicated in the table below under the sub-heading “*Fees and Expenses Payable by the Funds – Management Fees and Administration Fees*” in the SP is hereby deleted and replaced with the following:

Fund	Annual management fee (%)				Annual Administration Fee (%)
	Advisor Series and Series T Securities (including Series T6 Securities)		Series F and Series FT Securities (including Series FT6 Securities)		All Series Securities
	Old Fee	New Fee	Old Fee	New Fee	
Manulife Global All Cap Focused Fund	1.96	1.80	0.90	0.70	0.25
Manulife Global Thematic Opportunities Class	1.87	1.85	0.77	0.75	0.25

Name, Formation and History of the Funds

Under the heading “*Name, Formation and History of the Funds – Manulife Funds*” in the column of the table titled “Changes”, the following is added for Manulife Global All Cap Focused Fund:

“On May 23, 2025, the management fees of the Advisor Series, Series F, Series FT and Series T securities will decrease.”

Under the heading “*Name, Formation and History of the Funds – Manulife Corporate Classes*” in the column of the table titled “Changes”, the following is added for Manulife Global Thematic Opportunities Class:

“On May 23, 2025, the management fees of the Advisor Series, Series F, Series FT and Series T securities will decrease.”

5 Portfolio Sub-Advisor Change

These changes are conditional upon the completion of the Merger as disclosed above.

Responsibility For Mutual Fund Administration

Portfolio Advisor and Sub-Advisors

Effective May 23, 2025, in the section “*Portfolio Advisor and Sub-Advisors*”, the sub-heading “*Manulife Global Thematic Opportunities Class and Manulife Global Thematic Opportunities Fund*” and the disclosure below that sub-heading are hereby deleted.

Effective May 23, 2025, in the section “*Portfolio Advisor and Sub-Advisors*”, reference to Manulife Global All Cap Focused Fund is removed from paragraphs relating to Manulife Investment Management (US) LLC and Manulife Investment Management (Europe) Limited.

Effective May 23, 2025, the lines in the table for the individuals who are principally responsible for the day-to-day investment decisions of a material portion of each of Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class under “*Responsibility for Mutual Fund Administration – Portfolio Advisor and Sub-Advisors*” are hereby deleted and replaced with the following:

Fund	Name of Individual	Title
Manulife Global All Cap Focused Fund	Patrick Blais	Senior Managing Director and Senior Portfolio Manager, Manulife IM Limited
	Cavan Yie	Portfolio Manager, Manulife IM Limited
	Steve Belisle	Managing Director and Senior Portfolio Manager, Manulife IM Limited
	Brian Chan	Portfolio Manager, Manulife IM Limited
	Derek Chan	Portfolio Manager, Manulife IM Limited
Manulife Global Thematic Opportunities Class	Patrick Blais	Senior Managing Director and Senior Portfolio Manager, Manulife IM Limited
	Cavan Yie	Portfolio Manager, Manulife IM Limited
	Steve Belisle	Managing Director and Senior Portfolio Manager, Manulife IM Limited
	Brian Chan	Portfolio Manager, Manulife IM Limited
	Derek Chan	Portfolio Manager, Manulife IM Limited

Material Contracts

Effective May 23, 2025, in the list of material contracts related to portfolio sub-advisory services, reference to Pictet Asset Management S.A. is hereby deleted and reference to Manulife Global All Cap Focused Fund is hereby removed from the lines for each of Manulife Investment Management (US) LLC and Manulife Investment Management (Europe) Limited.

Name, Formation and History of the Funds

Manulife Funds

Under the heading “*Name, Formation and History of the Funds – Manulife Funds*” in the column of the table titled “Changes”, the following is added for Manulife Global All Cap Focused Fund:

“On May 23, 2025, Manulife Investment Management (US) LLC and Manulife Investment Management (Europe) Limited will cease to act as the Fund’s sub-advisors.”

Manulife Corporate Classes

Under the heading “*Name, Formation and History of the Funds – Manulife Corporate Classes*” in the column of the table titled “Changes”, the following is added for Manulife Global Thematic Opportunities Class:

“On May 23, 2025, Pictet Asset Management S.A. will cease to act as the Fund’s sub-advisor.”

Fund Details

Effective May 23, 2025, the lines relating to the Portfolio sub-advisors or Portfolio sub-advisor, as applicable, in the Fund Details table in Part B of each of Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class are hereby deleted.

What Does the Fund Invest In?

Investment Strategies

Effective May 23, 2025, the first three paragraphs under “*Investment Strategies*” of Manulife Global All Cap Focused Fund in the SP are hereby deleted and replaced with the following:

“The portfolio advisor utilizes a fundamental, bottom-up investment approach to select securities from around the world. Proprietary analysis is used to construct and analyze the historical economic earnings of a company in order to gain an understanding of the business being studied. Factors such as the

magnitude and volatility of a company's earnings, competitive advantages, products and other performance drivers are also considered in selecting securities for the Fund."

Effective May 23, 2025, the first six paragraphs under "*Investment Strategies*" of Manulife Global Thematic Opportunities Class in the SP are hereby deleted and replaced with the following:

"The portfolio advisor utilizes a fundamental, bottom-up investment approach to select securities from around the world. Proprietary analysis is used to construct and analyze the historical economic earnings of a company in order to gain an understanding of the business being studied. Factors such as the magnitude and volatility of a company's earnings, competitive advantages, products and other performance drivers are also considered in selecting securities for the Fund.

Please see "*Sustainability Integration*" in "*Information Applicable to One or More Funds*" for more information about how the Fund integrates ESG factors as part of its investment process."

6 Fund Name Changes

These changes are conditional upon the completion of the Merger as disclosed above.

Effective May 23, 2025, throughout the SP, any references to Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class will be replaced with the following, as applicable:

Manulife Fundamental Global Equity Fund (formerly Manulife Global All Cap Focused Fund)

Manulife Fundamental Global Equity Class (formerly Manulife Global Thematic Opportunities Class)

Name, Formation and History of the Funds

Under the heading “*Name, Formation and History of the Funds – Manulife Funds*” in the column of the table titled “Changes”, the following is added for Manulife Global All Cap Focused Fund:

“On May 23, 2025, the Fund’s name will change from Manulife Global All Cap Focused Fund to Manulife Fundamental Global Equity Fund.”

Under the heading “*Name, Formation and History of the Funds – Manulife Corporate Classes*” in the column of the table titled “Changes”, the following is added for Manulife Global Thematic Opportunities Class:

“On May 23, 2025, the Fund’s name will change from Manulife Global Thematic Opportunities Class to Manulife Fundamental Global Equity Class.”

7 Change to Executive Officer of Manulife IM Limited

Responsibility For Mutual Fund Administration – Directors and Executive Officers of Manulife IM Limited

The line referring to Amish Lakhani in the table under “*Responsibility for Mutual Fund Administration – Directors and Executive Officers of Manulife IM Limited*” is hereby deleted and replaced with the following:

Name and municipality of residence	Office with Manulife IM Limited	Current Position
James Bogle Toronto, Ontario	Chief Financial Officer	Head of North America Wealth & Asset Management Accounting & Reporting, MLI

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Mutual Fund Securities

Securities legislation in some provinces and territories gives you the right to withdraw from an agreement to buy mutual funds within two business days of receiving the simplified prospectus or fund facts, or to cancel your purchase within 48 hours of receiving confirmation of your order.

Securities legislation in some provinces and territories also allows you to cancel an agreement to buy mutual fund securities and get your money back, or to make a claim for damages if the simplified prospectus, fund facts or financial statements misrepresent any facts about the mutual fund. These rights must usually be exercised within certain time limits.

For more information, refer to the securities legislation of your province or territory or consult your lawyer.

CERTIFICATE ON BEHALF OF MANULIFE GLOBAL ALL CAP FOCUSED FUND AND MANULIFE GLOBAL THEMATIC OPPORTUNITIES FUND (THE “TRUST FUNDS”) AND ON BEHALF OF THE MANAGER AND PROMOTER OF THE TRUST FUNDS

February 25, 2025

This amendment no. 3 dated February 25, 2025, together with the simplified prospectus dated August 1, 2024, as amended by amendment no. 1 dated September 13, 2024 and amendment no. 2 dated October 28, 2024 and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada and do not contain any misrepresentations.

(signed) “Jordy Chilcott”

JORDY CHILCOTT
Co-Chief Executive Officer
Manulife Investment
Management Limited

(signed) “James Bogle”

JAMES BOGLE
Chief Financial Officer
Manulife Investment Management
Limited

On behalf of the Board of Directors of Manulife Investment Management Limited, as manager and promoter of the Trust Funds

(signed) “Christine Marino”

CHRISTINE MARINO
Director
Manulife Investment Management
Limited

(signed) “Trevor Kreel”

TREVOR KREEL
Director
Manulife Investment Management
Limited

CERTIFICATE ON BEHALF OF MANULIFE GLOBAL THEMATIC OPPORTUNITIES CLASS (THE “CORPORATE FUND”) AND ON BEHALF OF THE MANAGER AND PROMOTER OF THE CORPORATE FUND

February 25, 2025

This amendment no. 3 dated February 25, 2025, together with the simplified prospectus dated August 1, 2024, as amended by amendment no. 1 dated September 13, 2024 and amendment no. 2 dated October 28, 2024 and the documents incorporated by reference into the simplified prospectus, as amended, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as amended, as required by the securities legislation of all of the provinces and territories of Canada and do not contain any misrepresentations.

(signed) “Jordy Chilcott”

JORDY CHILCOTT
Chief Executive Officer
Manulife Investment Exchange
Funds Corp.

(signed) “Eric Blackburn”

ERIC BLACKBURN
Chief Financial Officer
Manulife Investment Exchange Funds
Corp.

On behalf of the Board of Directors of Manulife Investment Exchange Funds Corp.

(signed) “Leo Zerilli”

LEO ZERILLI
Director
Manulife Investment Exchange
Funds Corp.

(signed) “Lori Howse-McNab”

LORI HOWSE-MCNAB
Director
Manulife Investment Exchange Funds
Corp.

On behalf of Manulife Investment Management Limited, as manager and promoter of the Corporate Fund

(signed) “Jordy Chilcott”

JORDY CHILCOTT
Co-Chief Executive Officer
Manulife Investment
Management Limited

(signed) “James Bogle”

JAMES BOGLE
Chief Financial Officer
Manulife Investment Management
Limited

On behalf of the Board of Directors of Manulife Investment Management Limited, as manager and promoter of the Corporate Fund

(signed) “Christine Marino”

CHRISTINE MARINO
Director
Manulife Investment Management
Limited

(signed) “Trevor Kreeel”

TREVOR KREEL
Director
Manulife Investment Management
Limited