

Notice of Special Meetings  
and Management Information  
Circular for the  
Securityholders of

Manulife Global Thematic  
Opportunities Fund

Manulife Global All Cap  
Focused Fund

Manulife Global Thematic  
Opportunities Class

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

To be held concurrently on:

Wednesday, April 16, 2025  
commencing  
at 10:00 a.m. (Toronto time)

March 20, 2025

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# Notice of special meetings of the Securityholders of the Funds

This is notice that special meetings of the securityholders of Manulife Global Thematic Opportunities Fund, Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class (each a “**Fund**” and together, the “**Funds**”) will be held concurrently at the offices of Manulife Investment Management Limited (the “**Manager**”), in the Legacy Room, 200 Bloor Street East, South Tower, Toronto, Ontario, M4W 1E5 on Wednesday, April 16, 2025 at 10:00 a.m. (Toronto time) (together, the “**Meetings**” and individually, a “**Meeting**”).

If the Meeting in respect of a Fund is adjourned, this notice shall constitute notice of the adjourned Meeting, which will be held at the offices of the Manager on Wednesday, April 23, 2025, at 10:00 a.m. (Toronto time).

The purpose of the Meetings is to consider and, if advisable:

1. for securityholders of Manulife Global Thematic Opportunities Fund to approve the merger of Manulife Global Thematic Opportunities Fund into Manulife Global All Cap Focused Fund (the “**Merger**”) on the basis as described herein;
2. for securityholders of Manulife Global All Cap Focused Fund to:
  - a. approve the Merger on the basis as described herein; and
  - b. approve a change in the fundamental investment objective on the basis and as described herein;
3. for securityholders of Manulife Global Thematic Opportunities Class to approve a change in the fundamental investment objective on the basis and as described herein; and
4. to transact such other business as may properly come before the Meetings or any adjournment or postponement thereof.

We have provided a description of the matters to be considered at the Meetings in the accompanying Management Information Circular (the “**Information Circular**”). The text of the resolutions authorizing the matters referred to above is set out in Schedules “A” and “B” to the Information Circular. Securityholders of record of the Funds as at the close of business on March 6, 2025 will be entitled to vote at the Meetings.

We ask securityholders who are unable to attend the Meeting(s) in person to exercise their right to vote by completing, dating, signing, and returning the enclosed form of proxy in the envelope provided to Broadridge Financial Solutions, Inc. c/o Data Processing Centre, P.O. Box 3700 Stn. Industrial Park, Markham, Ontario L3R 9Z9. In the alternative, securityholders may enter voting instructions by telephone at 1-800-474-7493 (English) or 1-800-474-7501 (French) or via the internet at [www.proxyvote.com](http://www.proxyvote.com) by using the 16-digit control number located across from the name of the applicable Fund in the enclosed form of proxy.

In order to be valid and acted upon at the Meeting(s), a properly completed form of proxy or your voting instructions, if provided by mail or telephonically, must be received by 10:00 a.m. (Toronto time) on April 15, 2025. You may also deposit your proxy with the Chair of the Meeting(s) by the start of the Meeting(s) at the latest. If a Meeting is adjourned or postponed, a properly completed form of proxy or your voting instructions, if provided by mail or telephonically, must be received not later than 24 hours (excluding Saturdays, Sundays, and holidays) prior to the commencement of the adjourned or postponed Meeting, or with the Chair of the adjourned or postponed Meeting prior to commencement of such Meeting.

Securityholders are encouraged to vote in advance of the Meeting(s) at [www.proxyvote.com](http://www.proxyvote.com). Even if you currently plan to participate in the Meeting(s), you should consider voting your securities by proxy in advance so that your vote will be counted if you later decide not to attend the Meeting(s) or in the event that you are unable to access the Meeting(s) for any reason.

**The Manager recommends that securityholders vote for the Merger and for the investment objective changes.**

The Independent Review Committee of the Funds has reviewed the potential conflict of interest matters related to the Merger and the investment objective changes and has provided favourable recommendations having determined:

- that the Merger, if implemented, achieves a fair and reasonable result for the Manulife Global Thematic Opportunities Fund and Manulife Global All Cap Focused Fund;
- that the investment objective changes, if implemented, achieve a fair and reasonable result for Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class, respectively.

DATED at Toronto, Ontario this March 20, 2025.

By order of the Board of Directors of Manulife Investment Management Limited (as manager of the Funds and as trustee of Manulife Global Thematic Opportunities Fund and Manulife Global All Cap Focused Fund)

**"Eric Lapierre"**

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Eric Lapierre  
Assistant Vice-President and  
Assistant Chief Counsel, Mutual  
Funds and Regulatory Initiatives

# Management information circular

Manulife Global Thematic Opportunities Fund

Manulife Global Focused All Cap Fund

Manulife Global Thematic Opportunities Class

(each a “**Fund**” and together, the “**Funds**”)

March 20, 2025

## Solicitation of proxies

The information contained in this Management Information Circular (the “**Information Circular**”) is provided by Manulife Investment Management Limited (the “**Manager**”), in connection with the solicitation of proxies on behalf of the Manager of the Funds, to be used at the special meetings (individually a “**Meeting**” and together, the “**Meetings**”) of the securityholders of the Funds.

The Meetings will be held concurrently on Wednesday, April 16, 2025 at 10:00 a.m. (Toronto time) at the offices of the Manager, 200 Bloor Street East, South Tower, Legacy Room, Toronto, Ontario, M4W 1E5 for the purposes outlined below. If a Meeting is adjourned, a mailed notice may not be provided in respect of the reconvening of the adjourned Meeting. However, the Manager may issue a press release announcing the reconvening of the adjourned Meeting.

Quorum for a Meeting, or an adjourned Meeting, is two or more securityholders present in person or represented by proxy. We anticipate that the solicitation of proxies will principally be done through the internet and by telephone.

**The Manager will bear all costs of the Meetings, including the solicitation of proxies for the Meetings.** Except as otherwise stated, the information contained in this Information Circular is given as of March 6, 2025.

The Manager is sending proxy-related materials directly to non-objecting beneficial owners of the Funds. An intermediary has been retained and will be paid to send the proxy-related materials to objecting beneficial owners.

Securityholders of the Manulife Global Thematic Opportunities Fund (the “**Terminating Fund**”) can obtain the simplified prospectus for Manulife Global All Cap Focused Fund (the “**Continuing Fund**”), at no cost, by calling the Manager toll-free at 1-888-588-7999, or by visiting [manulifeim.ca](http://manulifeim.ca) or at [www.sedarplus.ca](http://www.sedarplus.ca). A French version of this Information Circular can be obtained at no cost by visiting [sedarplus.ca](http://sedarplus.ca) or by contacting the Manager. In addition to this Information Circular, securityholders of the Terminating Fund are also being provided with, where applicable, the appropriate Fund Facts for the Continuing Fund.

### Cautionary Statement Regarding Forward-Looking Statements

Certain statements included in this Information Circular may constitute “forward-looking statements”. All statements, other than statements of historical fact, included in this Information Circular that address future activities, events, developments, or financial performance, are forward-looking statements. These forward-looking statements can be identified by the use of forward-looking words such as “may”, “should”, “will”, “could”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “believe”, “future”, or “continue” or the negatives thereof or similar variations. These forward-looking statements are based on certain assumptions and analyses made by the Manager and its management in light of their experiences and their perception of historical trends, current conditions and expected future developments, as well as other factors they believe are appropriate in the circumstances. Securityholders are cautioned not to put undue reliance on such forward-looking statements, which reflect the analysis of management of the Manager only as of the date of this Information Circular and are not a guarantee of performance. Such forward-looking statements are subject to a number of uncertainties, assumptions and other factors, many of which are outside the control of the Manager that could cause actual results to differ materially from those expressed or implied by such

forward-looking statements. All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. The Manager undertakes no obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable law.

## Purpose of the Meetings

The purpose of the Meetings is to consider and, if advisable:

1. for securityholders of Manulife Global Thematic Opportunities Fund to approve the merger of the Manulife Global Thematic Opportunities Fund into Manulife Global All Cap Focused Fund (the “**Merger**”) on the basis as described herein;
2. for securityholders of Manulife Global All Cap Focused Fund to:
  - a. approve the Merger on the basis as described herein; and
  - b. approve a change in the fundamental investment objective on the basis and as described herein;
3. for securityholders of Manulife Global Thematic Opportunities Class to approve a change in the fundamental investment objective on the basis and as described herein; and
4. to transact such other business as may properly come before the Meetings or any adjournment or postponement thereof.

Manulife Global All Cap Focused Fund is subject to both the Investment Objective Change (as defined below) proposal and the Merger proposal. The Investment Objective Change and the Merger will be voted on separately and either proposal can be approved and/or implemented independently of the other and irrespective of whether the other proposal is approved or implemented.

## The Proposals

### Proposed Merger

Pursuant to the requirements of applicable legislation, the Manager is seeking the approval for the Merger from securityholders of the Manulife Global Thematic Opportunities Fund and Manulife Global All Cap Focused Fund. The full text of the resolution relating to the Merger to be considered at the applicable Meetings is set out at Schedule “A” to this Information Circular.

Provided all requisite approvals are obtained, the Merger will become effective after the close of business on or about May 23, 2025 (the “**Effective Date**”). The Manager may postpone implementing the Merger until a later date (which shall be no later than December 31, 2025) and, notwithstanding the receipt of all required approvals, may elect not to proceed with the Merger for any reason, including if it considers such decision to be in the best interests of the securityholders of the Funds.

A comparison of the similarities and material differences between the Funds is set out under the heading “**Merger Details**” below. The implications of the Merger, including the tax consequences, are also described herein.

### Reasons for the proposed Merger

The Manager believes that the Merger is in the best interests of the securityholders of the Funds for the following reasons:

## Streamlining Investment Fund Platform

It is expected that the Merger will result in the Manager's investment funds platform to be streamlined and easier to understand for investors and their advisors by removing duplication of strategies.

## Lower Fees

Securityholders of the prospectus qualified series of securities of the Terminating Fund and Continuing Fund will benefit from a decrease in management fees as a result of the Merger. More specifically, securityholders of the Advisor Series and Series T of the Continuing Fund will receive a fee reduction of 0.16% while Series F and Series FT securityholders of the Continuing Fund will receive a fee reduction of 0.20%. Securityholders of Advisor Series, Series T, Series F and Series FT of the Terminating Fund will receive a fee reduction of 0.02%. The fixed administration fee for each series of the Continuing Fund is also the same as the corresponding series of the Terminating Fund.

## Preservation of Continuing Fund Tax Losses

It is proposed that the Merger be completed on a taxable basis. The Manager believes that a taxable Merger is in the best interest of the securityholders of the Funds because the Continuing Fund has significantly more capital losses than the Terminating Fund. Such losses will be preserved by completing the Merger on a taxable basis. Such losses can be applied to offset capital gains in the future to the benefit of all securityholders after the Merger.

## Transitioning to another investment team

Implementation of the Merger and the investment objective changes will allow securityholders to access a new strategy managed by a different investment team with a proven track record of managing global equity portfolios. For more information on the proposed investment objective and strategy, please see the charts below. This investment management team (Manulife Fundamental Equity Team) currently manages a number of 4 and 5 star rated investment funds. For more information on the Manulife Fundamental Equity Team and their robust investment process, please visit: <https://www.manulifeim.com/retail/ca/en/landing-page/portfolio-management/fundamental-equity-team-get-to-know-the-team>

## Creating Critical Mass and Profile

Currently, the Continuing Fund is closed to new investments other than existing automatic plans. The Continuing Fund's strategy and investment team are accessible through other products offered by the Manager, therefore it is not expected that the Manager would consider reopening the Continuing Fund other than through a merger. This prevents the Continuing Fund from increasing its assets and benefiting from a larger asset base for diversification. Implementing the new investment strategy, which is expected to present a similar risk profile as both the Terminating Fund and the Continuing Fund (Medium risk rating – as calculated by the methodology provided in applicable regulations), together with a broader combined asset base should provide for an attractive investment opportunity for better long-term risk-adjusted returns for securityholders of both the Continuing Fund and the Terminating Fund.

In addition, the strategy of the Terminating Fund has been losing its appeal as an investment option with investors and their advisors, which has resulted in decreasing asset levels and market demand. If the Merger occurs, the Continuing Fund will have an asset base of greater size, thereby allowing for increased portfolio diversification opportunities and a smaller proportion of assets set aside to fund redemptions. The ability to increase diversification may lead to increased returns with a similar level of risk, while at the same time creating a higher profile that should attract more investors.



## Proposed Change to the Fundamental Investment Objective of Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class (the “Investment Objective Change”)

As a result of an ongoing review of its funds line-up, the Manager is seeking the approval of securityholders to consider, and, if deemed advisable, to pass resolutions authorizing a change to the fundamental investment objective of Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class (each an “**Objective Change Fund**” or together, “**Objective Change Funds**”).

If the changes to the investment objectives of the Objective Change Funds are approved, the investment strategies of the Objective Change Funds may also be changed so that the Objective Change Funds may seek to achieve their new investment objective as detailed below.

If the requisite securityholder approval is obtained, it is expected that the proposed change to the investment objective will be implemented on or about May 23, 2025 (the “Effective Date”).

Notwithstanding the receipt of securityholders approval, the Manager may postpone implementing the Investment Objective Change until a later date (which shall be no later than December 31, 2025) or may elect not to proceed with the Investment Objective Change, if it considers such decision to be in the best interests of the securityholders of the Objective Change Funds. The decision to implement the Investment Objective Change is independent from, and not contingent upon, the Merger proposal also described in this Information Circular.

Set out in the chart below is the existing investment objective, the proposed new investment objective, the reasons for the proposed change in the investment objective and the Effective Date for each of the Objective Change Funds.

<b>Manulife Global All Cap Focused Fund</b>	
<b>Existing investment objective</b>	The fundamental investment objective of the Fund is to protect capital and achieve maximum long-term capital growth by benefiting from diversification which global capital markets offer to investors by investing primarily in equity securities of companies operating in world markets.
<b>Proposed new investment objective</b>	The fundamental investment objective of the Fund is to seek long-term capital appreciation by investing primarily in global equity securities. Upon approval of the investment objective changes, minor adjustments to the Fund’s investment strategies may also be necessary to implement the new investment objective.
<b>Reasons for proposed investment objective change</b>	The go forward investment objective and strategy will allow the fund to be a central portfolio asset for investors with a broader investment universe and an investment process that is clearly defined and better suited to identify good investment opportunities in multiple market environments. The new portfolio management team has a strong track record providing above average risk adjusted returns for investors.
Effective date	On or about May 23, 2025

<b>Manulife Global Thematic Opportunities Class</b>	
<b>Existing investment</b>	The Fund aims to achieve capital growth by investing mainly in equities of companies that benefit from global long-term market themes. These

<b>objective</b>	themes are resulting from secular changes in economic and social factors such as demographics, lifestyle, regulations or the environment. The investment universe is not limited to a specific geographical area.
<b>Proposed new investment objective</b>	The fundamental investment objective of the Fund is to seek long-term capital appreciation by investing primarily in global equity securities. Upon approval of the investment objective changes, minor adjustments to the Fund's investment strategies may also be necessary to implement the new investment objective.
<b>Reasons for proposed investment objective change</b>	As this Fund currently replicates the Terminating Fund, a change to the investment objective is necessary to replicate the Continuing Fund. The go forward investment objective and strategy will allow the fund to be a central portfolio asset for investors, with a broader investment universe and an investment process that is clearly defined and better suited to identify good investment opportunities in multiple market environments. The new portfolio management team has a strong track record providing above average risk adjusted returns for investors.
<b>Effective date</b>	On or about May 23, 2025

## Approval for the Investment Objective Change

To give effect to the change in the fundamental investment objective for the Objective Change Funds described above, applicable legislation requires that approval must be given by the affirmative vote of at least a majority of the votes cast separately at a Meeting by or on behalf of securityholders of the Objective Change Funds by voting in favour of the resolution as set forth in Schedule "B" to this Information Circular.

**If the Objective Change Funds receive all necessary approvals for the investment objective change, the Funds may complete such change regardless of whether the Merger proposal in which the Manulife Global All Cap Focused Fund is also a party is approved or implemented.**

# Merger details

## Comparison of Material Attributes of the Funds

Fund	Manulife Global Thematic Opportunities Fund (the Terminating Fund)	Manulife Global All Cap Focused Fund (the Continuing Fund)
Manager	Manulife Investment Management Limited	Manulife Investment Management Limited
Type of Fund	Global and International Equity	Global and International Equity
Fundamental Investment Objective	The Fund aims to achieve capital growth by investing mainly in equities of companies that benefit from global long-term market themes. These themes are resulting from secular changes in economic and social factors such as demographics, lifestyle, regulations or the environment. The investment universe is not limited to a specific geographical area.	The fundamental investment objective of the Fund is to protect capital and achieve maximum long-term capital growth by benefiting from diversification which global capital markets offer to investors by investing primarily in equity securities of companies operating in world markets.  <b>Proposed new investment objective, subject to securityholder approval<sup>1</sup>:</b> The fundamental investment objective of the Fund is to seek long-term capital appreciation by investing primarily in global equity securities.
Fund Risk Classification	Medium	Medium
Eligible Registered Plans	Securities are qualified investments for Registered Plans.	Securities are qualified investments for Registered Plans.
Portfolio Advisor	Manulife Investment Management Limited	Manulife Investment Management Limited
Sub-Advisor <sup>2</sup>	Pictet Asset Management S.A.	Manulife Investment Management (US) LLC and Manulife Investment Management (Europe) Limited
Net Asset Value	\$401,614,856.65	\$12,052,218.12
Annual Management Fees <sup>3</sup>	Advisor Series securities: 1.82% Series F securities: 0.72% Series FT securities: 0.72% Series G securities: 0.00% Series O securities: 0.00% Series T securities: 1.82% Series X securities: 0.00%	Advisor Series securities: 1.96% Series F securities: 0.90% Series FT securities: 0.90% Series G securities: 0.00% Series O securities: 0.00% Series T securities: 1.96% Series X securities: n/a
Fixed Administration Fee	0.25% (other than Series G) Series G: 0.00%	0.25% (other than Series G) Series G: 0.00%

<sup>1</sup> Manulife is also seeking the approval of securityholders of the Continuing Fund to change its investment objective. For more details on the proposed changes to Manulife Global All Cap Focused Fund's investment objective, please refer to the section entitled "Proposed Change to Fundamental Investment Objective of Manulife Global All Cap Focused Fund and Manulife Global Thematic Opportunities Class", above.

<sup>2</sup> Subject to the approval and implementation of the Merger and the Investment Objective Change, on or about May 23, 2025, there will no longer be any sub-advisors.

<sup>3</sup> It is anticipated that the Annual Management Fees for the securityholders of the Terminating Fund upon the implementation of the Merger will be reduced by 0.02% (other than Series G, Series O and Series X) as a result of an anticipated reduction of the Annual Management Fees of 0.16% (for Advisor Series and Series T) or 0.20% (for Series F and Series FT) of the Continuing Fund.

<b>Fund</b>	<b>Manulife Global Thematic Opportunities Fund (the Terminating Fund)</b>	<b>Manulife Global All Cap Focused Fund (the Continuing Fund)</b>
Management Expense Ratio ("MER") as at the Fund's interim period end <sup>4</sup>	Advisor Series securities: 2.30% Series F securities: 1.07% Series FT securities: 1.02% Series G securities: 0.00% Series O securities: 0.14% Series T securities: 2.30% Series X securities: 0.00%	Advisor Series securities: 2.42% Series F securities: 1.27% Series FT securities: 1.29% Series G securities: 0.00% Series O securities: 0.00% Series T securities: 2.42% Series X securities: n/a
MER without expense absorption by the Manager as at Fund's interim period end	Advisor Series securities: 2.30% Series F securities: 1.07% Series FT securities: 1.02% Series G securities: 0.00% Series O securities: 0.14% Series T securities: 2.30% Series X securities: 0.00%	Advisor Series securities: 2.42% Series F securities: 1.27% Series FT securities: 1.30% Series G securities: 0.01% Series O securities: 0.01% Series T securities: 2.42% Series X securities: n/a

<b>Annual Return</b>	<b>1 year</b>	<b>3 years</b>	<b>5 years</b>	<b>Since Inception</b>	<b>Annual Return</b>	<b>1 year</b>	<b>3 years</b>	<b>5 years</b>	<b>Since Inception</b>
Advisor series	18.8%	1.6%	8.1%	7.0%	Advisor series	15.0%	7.0%	9.3%	5.0%
Series F	20.3%	2.9%	9.4%	8.3%	Series F	16.3%	8.2%	10.6%	6.2%
Series FT	20.4%	2.9%	9.6%	8.5%	Series FT	16.3%	8.2%	10.5%	6.2%
Series G	21.6%	4.0%	10.7%	9.9%	Series G	17.8%	9.6%	12.0%	7.6%
Series O	21.7%	4.0%	10.6%	9.7%	Series O	17.8%	9.6%	12.0%	7.6%
Series T	18.9%	1.7%	8.2%	7.1%	Series T	15.0%	7.0%	9.3%	5.0%
Series X	21.6%	4.0%	10.7%	9.9%	Series X	n/a	n/a	n/a	n/a

Valuation Procedures	The assets and liabilities of the Funds are determined using the same valuation procedures.
Distribution Policies	The Funds have similar distribution policies. For all series, except Series FT securities and Series T securities, income is distributed monthly, if any, and capital gains, if any, are distributed annually in December.  For Series FT and Series T securities, income and/or return of capital is distributed monthly, and capital gains, if any, are distributed annually in December. Monthly distributions are made based on a target distribution rate of 6% per annum of the net asset value per security of the Terminating Fund (or Continuing Fund, as applicable) determined at December 31 of the prior year.
Fees Payable Directly by Investors	Manulife Global Thematic Opportunities Fund has the same policy as Manulife Global All Cap Focused Fund with respect to fees payable by securityholders. In particular, securities of Manulife Global All Cap Focused Fund acquired by securityholders upon the proposed Merger will be subject to the same redemption fees to which their securities of Manulife Global Thematic Opportunities Fund were subject prior to the Merger.

<sup>4</sup> The Fund's interim period end is June 30, 2024.

# Procedures for the Merger

## If approvals are not obtained

If the Merger does not receive the required securityholder approvals, the Manager will consider other options for the Terminating Fund, including, but not limited to, continuing, winding-up or terminating the Terminating Fund.

## Costs of the Merger

**Neither the Terminating Fund, nor the Continuing Fund, will bear any of the costs and expenses associated with the Merger.** Such costs will be borne by the Manager. These costs may include legal and accounting fees, brokerage costs, proxy solicitation, printing and mailing costs, regulatory fees and back-office system conversion costs.

## Specific procedures to implement merger

The Merger is a trust to trust, taxable, merger and will be structured substantially as follows:

- i. Securityholders of the Terminating Fund and securityholders of the Continuing Fund will be asked at the Meeting to approve the Merger and such other matters as are set forth in the resolution in respect of the Merger attached as Schedule “A” to this Information Circular.
- ii. The Declaration of Trust governing the Terminating Fund will be amended, as required, so as to permit such actions as are necessary to complete the Merger.
- iii. The Terminating Fund will transfer all its assets and liabilities to the Continuing Fund for an amount equal to the net value of assets transferred, which amount will be satisfied as described in (v) below.
- iv. As required, the Terminating Fund will declare, pay and automatically reinvest a distribution to its securityholders of net income, if any, to ensure that it will not be subject to tax for its current tax year.
- v. The Continuing Fund will issue securities (as described in (vii) below) to the Terminating Fund having a net asset value equal to the net value of assets transferred by the Terminating Fund to the Continuing Fund.
- vi. The Terminating Fund will redeem its outstanding securities and pay the redemption price for these securities by distributing securities of the Continuing Fund to the Terminating Fund’s securityholders.
- vii. Securityholders of the Terminating Fund will receive securities of the Continuing Fund as follows:

Manulife Global Thematic Opportunities Fund	into	Manulife Global All Cap Focused Fund
Advisor Series securities	into	Advisor Series securities
Series F securities	into	Series F securities
Series FT securities	into	Series FT securities
Series G securities	into	Series G securities
Series O securities <sup>5</sup>	into	N/A
Series T securities	into	Series T securities
Series X securities	into	Series X securities <sup>6</sup>

<sup>5</sup> Series O will be terminated on the Effective Date.

<sup>6</sup> Series X will be opened as of the Effective Date.

- viii. Securities of the Continuing Fund received by the securityholders of the Terminating Fund will have an aggregate net asset value equal to the aggregate net asset value of the securities of the Terminating Fund which are being redeemed.

**Notwithstanding the receipt of all required approvals, the Manager may in its discretion, decide not to proceed with, or may delay, the Merger for any reason.**

Should all requisite securityholders approvals be received, the Merger is expected to be effective on the Effective Date. The Terminating Fund will be capped to switches and transfers out over Fundserv after 4:00 p.m. (Toronto time) on May 23, 2025. Securityholders will have the right to redeem the securities of the Fund up to 4:00 p.m. (Toronto time) on the Effective Date for direct orders and as of 4:00 p.m. (Toronto time) on May 22, 2025 for wire orders over Fundserv. Following the Merger, pre-authorized chequing plans, systematic withdrawal plans and other active optional services which had been established with respect to the Terminating Fund, will be re-established with respect to the Continuing Fund unless securityholders or their advisor advise the Manager otherwise.

All series of the Continuing Fund are currently closed to new investments and additional investments, other than in respect of certain existing automated plans. Should all requisite securityholders approval be received for the Merger, the Manager will reopen those series to new investments prior to the implementation of the Merger.

## Required approvals for the Merger

To give effect to the Merger, approval must be given by the affirmative vote of at least a majority of the votes cast at the Meeting by or on behalf of securityholders of the Terminating Fund and the Continuing Fund by voting in favour of the resolution as set forth in Schedule “A” to this Information Circular.

The Manager will make such changes to the Terminating Fund and the Continuing Fund prior to the Merger as may be necessary to fulfill regulatory and other requirements, including realigning the investments within the Terminating Fund to conform with the Continuing Fund, including as it relates to the Investment Objective Change should it receive the necessary securityholders approval to be implemented. The Terminating Fund and the Continuing Fund may, if necessary to be fair to all securityholders, distribute before the Merger, income and/or net realized capital gains for the period from the beginning of their taxation year to the Effective Date.

## Canadian federal income tax considerations for the proposed fund Merger

### General

The following is a general summary of the principal Canadian federal income tax consequences of the proposed Merger relevant to a securityholder of the Terminating Fund who, for purposes of the *Income Tax Act* (the “**Tax Act**”), at all relevant times, is an individual (other than a trust) resident in Canada who holds securities of the Terminating Fund as capital property.

This summary is based on the current provisions of the Tax Act and the regulations thereunder (the “**Tax Regulations**”), all specific proposals to amend the Tax Act and the Tax Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof and current publicly available administrative practices and assessing policies published by the Canada Revenue Agency. The summary does not otherwise take into account or anticipate any changes in law, whether by judicial, governmental or legislative action or decision, or changes in the administrative practices of the Canada Revenue Agency, nor does it consider other federal, provincial, territorial or foreign income tax consequences.

**This summary is of a general nature only and is not intended to be, nor should it be treated as, legal or tax advice to any particular securityholder. It is not exhaustive of all possible tax consequences. Securityholders should consult their own tax advisors for advice about their specific circumstances.**

In this summary, a trust governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, first home savings account, tax-free savings account or deferred profit sharing plan, all as defined in the Tax Act, are collectively referred to as “**Registered Plans**” and individually referred to as a “**Registered Plan**.”

## Redemption before Merger

A securityholder who redeems securities of the Terminating Fund before the Merger will realize a capital gain (or capital loss) in the amount by which the proceeds of redemption of the securities exceed (or are exceeded by) the aggregate of the securityholder’s adjusted cost base of those securities and any reasonable costs of disposition. Subject to the Capital Gains Tax Proposals (as defined below), a securityholder who holds securities directly, rather than in a Registered Plan, must include one-half of any capital gain so realized in income and may deduct one-half of any capital loss (allowable capital loss) so realized against taxable capital gains of the securityholder in accordance with detailed rules in the Tax Act. Allowable capital losses in excess of taxable capital gains realized in any year may, subject to certain limitations under the Tax Act, be carried back three years or forward indefinitely for deduction against taxable capital gains realized in those years.

If securities are held by a Registered Plan, capital gains realized on a redemption of securities will be exempt from tax. Withdrawals from the Registered Plan, other than withdrawals from a tax-free savings account and certain permitted withdrawals from a registered education savings plan or a registered disability savings plan, are generally fully taxable.

## Tax consequences to Manulife Global Thematic Opportunities Fund

The Merger will occur on a taxable basis and, as such, the Terminating Fund will realize any remaining accrued capital gains or accrued capital losses in its assets as a result of the transfer of its net assets to the Continuing Fund. The Terminating Fund will be terminated as soon as reasonably practical after the distribution of securities of the Continuing Fund by the Terminating Fund, in any event, by no later than December 31, 2025. To the extent necessary, the Terminating Fund will distribute to its securityholders a sufficient amount of the Terminating Fund’s income for its final taxation year to ensure that the Terminating Fund will not be required to pay any income tax. The Terminating Fund does not expect to have any net realized capital gains in its final taxation year.

The Terminating Fund does not expect to use all of its losses, including any accrued losses realized as described above, with the result that such losses cannot be used to shelter income or gains arising after the Merger and will therefore expire. However, as the Merger is being proposed to be completed on a taxable basis, tax losses of the Continuing Fund will be available to be used after the Merger.

## Tax consequences to securityholders of Manulife Global Thematic Opportunities Fund

Securityholders of the Terminating Fund will be subject to the same tax consequences on distributions for the current taxation year as on regular year-end distributions made by the Terminating Fund. Unless their securities are held in a Registered Plan, securityholders of the Terminating Fund will receive a statement for tax purposes identifying their share of such distributions, if any.

Securityholders of the Terminating Fund will be considered to dispose of their securities in the Terminating Fund in exchange for securities of the Continuing Fund. Securityholders of the Terminating Fund will realize any capital gain (or loss) for tax purposes as a result of the exchange of securities in the amount by which the fair market value of the securities of the Continuing Fund received on the redemption exceeds (or is exceeded by) the aggregate of the securityholder’s adjusted cost base of his or her securities of the Terminating Fund. The fair market value on the date of the Merger of a securityholder’s securities of the Continuing Fund

received on the Merger will become the aggregate adjusted cost base to the securityholder of the securities of the Continuing Fund received on the Merger. A securityholder's adjusted cost base of new securities of the Continuing Fund acquired on the Merger will be averaged with the adjusted cost base of other securities of the Continuing Fund already owned by the securityholder, if any. The chart below provides additional information on potential tax implications to non-registered securityholders of the Terminating Fund in an unrealized gain position as of March 6, 2025.

Number of Securityholders	Number of Non-Registered Securityholders	Non-Registered Securityholders with unrealized Capital Gain	Average of potential Capital Gain per Securityholder (\$)	Potential Capital Gain as a % of the Net Asset Value of the Securityholders' securities
6,207	617	610	6,702.87	19.60%

## Eligibility for registered plans

Securities of both Funds are qualified investments for Registered Plans.

## Harmonized sales tax (HST)

As a result of the Merger, HST charged to a series of the Continuing Fund on fees and other expenses may be greater or less than the HST that would otherwise be charged to the Continuing Fund or the Terminating Fund had the Merger not occurred, depending on the proportion of the total value of the series attributable to each of the Funds immediately after the Merger and the residential information used to calculate the HST for the Terminating Fund's or the Continuing Fund's series immediately prior to the Merger.

## Capital Gains Tax Proposals

For capital gains and capital losses realized on or after January 1, 2026, under tax proposals released on September 23, 2024 ("**Capital Gains Tax Proposals**"), subject to certain transitional rules, generally, a securityholder is required to include in computing their income two-thirds of the amount of any capital gain realized in the year, and is required to deduct two-thirds of the amount of any capital loss realized in a taxation year from taxable capital gains realized in the year by such securityholder. Under the Capital Gains Tax Proposals, on or after January 1, 2026, a securityholder that is an individual (excluding most types of trusts) is required to include in computing their income only one-half of net capital gains realized (including net capital gains realized indirectly through a trust or partnership) in a taxation year up to a maximum of \$250,000, with the two-thirds inclusion rate applying to the portion of net capital gains realized in the year that exceeds \$250,000. The status of the Capital Gains Tax Proposals, however, is uncertain as Parliament was prorogued on January 6, 2025, which will delay any fiscal action on the Capital Gains Tax Proposals until at least March 24, 2025, when Parliament is scheduled to resume. Furthermore, on January 31, 2025, the Department of Finance (Canada), announced that the federal government is deferring the effective date of the Capital Gains Tax Proposals from June 25, 2024 to January 1, 2026.

Under the Capital Gains Tax Proposals, two-thirds of capital losses realized prior to January 1, 2026 will be deductible against capital gains realized on or after January 1, 2026 included in income at the two-thirds inclusion rate.

## Management of the Funds

Pursuant to the terms of the master management agreement, as amended from time to time, between the Manager and the trustee on behalf of each of the Funds (the "**Management Agreement**"), the Manager provides each of the Funds with management and administrative services and facilities described in the Management Agreement in return for a management fee. The Manager pays a portion of these fees to the portfolio advisor of the Funds. The Manager is the portfolio advisor for the Continuing Fund and the Terminating Fund. The Terminating Fund is sub-advised by Pictet SA, a party that is not related to the Manager and who receives a portion of the management fee for its sub-advisory services. The Management Agreement will continue in force until terminated by either party to the agreement upon 90 days' prior written notice of termination.



The Manager is an indirect wholly-owned subsidiary of The Manufacturers Life Insurance Company (“**MLI**”) which, in turn, is a wholly-owned subsidiary of Manulife Financial Corporation, a Toronto Stock Exchange-listed holding company.

The management fees paid by the Funds to the Manager during the year ended December 31, 2024, and from January 1, 2025 up to and including March 6, 2025, were as follows:

Fund	Management Fees Paid for most recent year end	Management Fees Paid from most recent year end up to and including March 6, 2025
Manulife Global Thematic Opportunities Fund	\$1,909,277.52	\$327,925.21
Manulife Global All Cap Focused Fund	\$150,888.98	\$27,269.78

As of March 6, 2025, the name, municipality of residence, and position held with the Manager of each of the directors and executive officers of the Manager are as follows:

Name and municipality of residence	Position with the Manager
Sarah Chapman Mississauga, Ontario	Director
Rick Dizazzo Vaughan, Ontario	Director
Sebastien Girard Sainte-Julie, Quebec	Director and Head of Advisor Solutions
Trevor Kreel Toronto, Ontario	Director and Senior Vice President
Christine Marino Toronto, Ontario	Director
Leo Zerilli Toronto, Ontario	Director and Chair
Elise Bourret Candiac, Quebec	Global Head of Fund Services Operations
Jordy Chilcott Oakville, Ontario	Co-President, Co-Chief Executive Officer and Ultimate Designated Person, Retail Division
Kelly Gonsalves Waterloo, Ontario	Corporate Secretary
James Bogle Toronto, Ontario	Chief Financial Officer

Name and municipality of residence

Position with the Manager

Christopher Walker  
Stirling, Ontario

Chief Compliance Officer, Retail and Institutional Divisions

None of the directors or executive officers of the Manager is paid or otherwise compensated or reimbursed for expenses by the Funds. Other than ownership of securities of the Funds, none of the above individuals was indebted to or had any transaction or arrangement with the Funds during the last fiscal year of the Funds. The Funds have not paid, and are not obligated to pay, any remuneration to the directors and officers of the Manager.

## Voting procedures and proxies

### Appointment and revocation of proxies

The persons named in the form of proxy sent to you are representatives of the Manager. You have the right to appoint some other person (who need not be a securityholder of the Funds) to attend or act on your behalf at the Meeting(s) by striking out the printed names and inserting the name of such other person in the blank space provided in the form of proxy, or by completing another proxy in the proper form.

To be valid, proxies must be delivered or mailed to Broadridge Financial Solutions, Inc., c/o Data Processing Centre, P.O. Box 3700 Stn. Industrial Park, Markham, Ontario L3R 9Z9. In the alternative, investors may enter voting instructions by telephone at 1-800-474-7493 (English) or 1-800-474-7501 (French). You may also appoint yourself or such other person (other than the named proxyholders) online at [www.proxyvote.com](http://www.proxyvote.com) as this 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 Meeting(s) more easily.

In order to be valid and acted upon at the Meeting(s), a properly completed form of proxy or your voting instructions, if provided by mail or telephonically, must be received by 10:00 a.m. (Toronto time) on April 15, 2025. You may also deposit your proxy with the Chair of the Meeting(s) by the start of the Meeting(s) at the latest. If a Meeting is adjourned or postponed, a properly completed form of proxy or your voting instructions, if provided by mail or telephonically, must be received not later than 24 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of any adjourned or postponed Meeting, or with the Chair of the adjourned or postponed Meeting prior to commencement of such Meeting.

If you give a proxy, you may revoke it in relation to any matter, provided a vote has not already been taken on that matter. You can revoke your proxy by:

- completing and signing a proxy bearing a later date and depositing it as described above;
- depositing a written revocation executed by you, or by your attorney who you have authorized in writing to act on your behalf, at the above address at any time up to and including the last business day preceding the day of the Meeting(s), or any postponement(s), adjournment(s) or continuance(s), at which the proxy is to be used or with the Chair of the Meeting(s) prior to the beginning of the Meeting(s) on the day of the Meeting(s) or any postponement(s), adjournment(s) or continuance(s); or
- any other manner permitted by law.

### Exercise of discretion by proxies

The management representatives designated in the enclosed form of proxy will vote the securities for which they are appointed proxy in accordance with your instructions as indicated on the form of proxy.

**In the absence of such direction, such securities will be voted by the management representatives FOR the resolutions set out in Schedules “A” and “B” to this Information Circular.**

The form of proxy sent to you confers discretionary authority on the designated management representatives or any other proxy you may have designated, relating to amendments to, or variations of, matters identified in this Information Circular and relating to other matters which may properly come before the Meetings. As at the date of this Information Circular, the Manager does not know of any such amendments, variations, or other matters.

## Voting securities and principal holders thereof

March 6, 2025 has been established as the record date for the determination of securityholders of the Funds entitled to receive notice of the Meeting(s). Only securityholders of record on such record date are entitled to vote at the Meeting(s) except to the extent that any such securityholder has transferred any of his or her Securities after such record date and the new holder of those Securities establishes to the satisfaction of the Manager that such transferee owns the Securities and makes arrangements with the Manager to have his or her name included on the Funds’ register of securityholders before the commencement of the Meeting(s), in which case that person will be entitled to vote at such Meeting(s). As at the close of business on March 6, 2025, the Funds had the approximate numbers of issued and outstanding securities as set out in the table below:

Fund	Number of Issued and Outstanding Securities
Manulife Global Thematic Opportunities Fund	21,684,129.02
Manulife Global All Cap Focused Fund	1,434,565.01
Manulife Global Thematic Opportunities Class	2,142,948.67

As at March 6, 2025, the directors and executive officers of the Manager as a group beneficially owned, directly or indirectly, less than 10% of the securities of any series of the Funds. To the knowledge of the directors and executive officers of the Manager, as of the close of business on March 6, 2025, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the voting rights attached to the securities of a series of the Funds entitled to be voted at the Meeting(s), except as set forth in the following table:

Name of Fund	Name of Beneficial Holder	Number of Securities Held	Percentage of Securities Held
Manulife Global Thematic Opportunities Fund	Manulife Global Thematic Opportunities Segregated Fund	13,616,154.24	62.61%
Manulife Global All Cap Focused Fund	Manulife Global All-Cap Focused Segregated Fund	159,365.65	10.99%
Manulife Global Thematic Opportunities Class	Investor #1	226,561.41	10.57%

Securities of the Funds that are held by mutual funds managed by the Manager or by an affiliate of the Manager will not be voted at the Meeting(s). The Manager, or an affiliate of the Manager, may however also directly own securities of a Funds which may be used for quorum purposes, if required, and, if so, also voted by the Manager in favour of the proposal. The Manager further understands that affiliates that own securities directly will also be voting in favour of the proposal.

As of the close of business on March 6, 2025, MLI, an affiliate of the Manager, and the Manager owned securities of the Funds, as set forth in the following table:

Name of Fund	Series	Name of Beneficial Holder	Number of Securities Held	Percentage of Securities Held <sup>7</sup>
Manulife Global Thematic Opportunities Fund	O	The Manufacturers Life Insurance Company	10.58	100.00%
Manulife Global Thematic Opportunities Fund	F	The Manufacturers Life Insurance Company	14.88	0.13%
Manulife Global Thematic Opportunities Fund	X	The Manufacturers Life Insurance Company	10.99	0.00%
Manulife Global Thematic Opportunities Fund	Advisor	The Manufacturers Life Insurance Company	10.00	0.00%
Manulife Global Thematic Opportunities Fund	T	The Manufacturers Life Insurance Company	14.74	0.03%
Manulife Global Thematic Opportunities Fund	F	The Manufacturers Life Insurance Company	10.27	0.00%
Manulife Global Thematic Opportunities Fund	G	The Manufacturers Life Insurance Company	10.99	0.00%
Manulife Global Thematic Opportunities Fund	Advisor	Manulife Investment Management Limited	5.75	0.00%
Manulife Global Thematic Opportunities Fund	X	Manulife Global Thematic Opportunities Class	2,053,605.38	100.00%
Manulife Global Thematic Opportunities Fund	G	Manulife Global Thematic Opportunities Segregated Fund	13,616,154.24	100.00%
Manulife Global All Cap Focused Fund	G	The Manufacturers Life Insurance Company	13.81	0.01%
Manulife Global All Cap Focused Fund	F	The Manufacturers Life Insurance Company	35.24	0.03%
Manulife Global All Cap Focused Fund	O	The Manufacturers Life Insurance Company	38.77	0.46%
Manulife Global All Cap Focused Fund	F	The Manufacturers Life Insurance Company	36.41	0.29%
Manulife Global All Cap Focused Fund	Advisor	The Manufacturers Life Insurance Company	31.30	0.01%
Manulife Global All Cap Focused Fund	T	The Manufacturers Life Insurance Company	38.19	0.04%
Manulife Global All Cap Focused Fund	Advisor	Manulife Investment Management Limited	17.24	0.00%

<sup>7</sup> For figures shown as 0.00%, the percentage is less than 0.01%.

Name of Fund	Series	Name of Beneficial Holder	Number of Securities Held	Percentage of Securities Held <sup>7</sup>
Manulife Global All Cap Focused Fund	G	Manulife Global All-Cap Focused Segregated Fund	159,365.65	99.99%
Manulife Global Thematic Opportunities Class	F	The Manufacturers Life Insurance Company	14.70	0.03%
Manulife Global Thematic Opportunities Class	F	The Manufacturers Life Insurance Company	10.04	0.00%
Manulife Global Thematic Opportunities Class	O	The Manufacturers Life Insurance Company	10.00	100.00%
Manulife Global Thematic Opportunities Class	Advisor	The Manufacturers Life Insurance Company	10.04	0.00%
Manulife Global Thematic Opportunities Class	T	The Manufacturers Life Insurance Company	14.74	0.02%
Manulife Global Thematic Opportunities Class	Advisor	Manulife Investment Management Limited	5.89	0.00%

MLI is an insurance company and holds securities of the Funds as principal and in connection with its obligations towards its policyholders, the nature of which is determined by reference to the Funds. The securities of the Funds that are held by MLI will be used for quorum purposes if required. If used for quorum purposes, the Manager understands that these securities will also be voted by MLI in favour of a proposal.

## Auditor

The auditor of the Funds is Ernst & Young, LLP, 100 Adelaide Street West, Toronto, Ontario, M5H 1S3.

## Additional information

Additional information about the Funds is available in their Simplified Prospectus, Fund Facts, Management Report of Fund Performance and Financial Statements. You can get a copy of these documents upon request and at no cost, by calling the Manager toll-free at 1 888 588 7999 or by e-mail at [manulifemutualfunds@manulife.ca](mailto:manulifemutualfunds@manulife.ca). These documents and other information about the Funds are also available on the Funds' website [www.manulifeim.ca](http://www.manulifeim.ca) or at [www.sedarplus.ca](http://www.sedarplus.ca).

## Recommendations

### Management Recommendation

For the reasons set out in this Information Circular, the board of directors of the Manager recommends that securityholders of the Funds vote in favour of the resolutions set out in the attached Schedule "A" and Schedule "B" to this Information Circular.

### Independent Review Committee

National Instrument 81-107 Independent Review Committee for Investment Funds ("**NI 81-107**") requires managers of mutual funds, including the Manager, to bring "conflict of interest" matters as described in NI 81-107 to the Independent Review Committee for its review and recommendations to the manager or, in certain circumstances, approval of the matter. The Merger and each Investment Objective Change may give rise to

“conflict of interest” matters as described in NI 81-107. However, NI 81-107 recognizes that even though a manager has the potential for a conflict of interest, a proposal to securityholders may still be fair and reasonable to investors. Further information about the composition and duties of the Independent Review Committee is contained in the Funds’ prospectus.

In accordance with the provisions of NI 81-107, the Manager has referred matters relating to the Merger and each Investment Objective Change to the Independent Review Committee for its review. The Manager has provided information to the Independent Review Committee in connection with its review, including the following: (a) an identification of the Manager’s conflict of interest in connection with the Merger and each Investment Objective Change; and (b) a basis for the Independent Review Committee to conclude that the Merger and each Investment Objective Change achieve fair and reasonable results for the Funds.

**Based on the foregoing, the Independent Review Committee has advised the Manager that, after reasonable inquiry, it concluded that the Merger and each Investment Objective Change, if implemented, will achieve fair and reasonable results for the Funds. While the Independent Review Committee has considered the proposed Merger and each Investment Objective Change from a “conflict of interest” perspective, it is not the role of the Independent Review Committee to recommend that securityholders vote in favour of the Merger or each Investment Objective Change. Securityholders should review the proposed Merger and each Investment Objective Change, as described herein, and make their own decisions.**

## General

The contents of this Information Circular and its distribution have been approved by the Board of Directors of Manulife Investment Management Limited, as trustee of the Terminating Fund and of the Continuing Fund, and as Manager of the Funds.

Dated at Toronto, Ontario, this March 20, 2025.

By order of the Board of Directors of Manulife Investment Management Limited (as manager of the Funds and as trustee of the Terminating Fund and Continuing Fund)

**"Eric Lapierre"**

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Eric Lapierre  
Assistant Vice-President and  
Assistant Chief Counsel,  
Mutual Funds and Regulatory  
Initiatives

# Schedule “A”

## Merger resolution

Resolution of securityholders of each of:

Manulife Global Thematic Opportunities Fund  
Manulife Global All Cap Focused Fund

(each individually, a “**Fund**” and together the “**Funds**”)

WHEREAS it is in the best interests of each Fund and its securityholders to complete the merger involving the Funds (the “**Merger**”) as hereinafter provided and as more particularly described in the management information circular dated March 20, 2025 (the “**Information Circular**”);

AND WHEREAS Manulife Investment Management Limited (the “**Manager**”) is the investment fund manager of the Funds;

### **Be it resolved that:**

1. the Merger and all matters relating to the Merger, as more particularly described in the Information Circular, be and the same are hereby authorized and approved;
2. the Declaration of Trust and/or Regulation and/or Plan of Establishment governing a Fund be amended as may be required to implement or give effect to the Merger;
3. all amendments to any agreements to which a Fund or the Manager, on behalf of a Fund, is a party that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
4. the Manager shall have the discretion to postpone implementing the Merger until a later date (which shall be no later than December 31, 2025) if it considers such postponement to be in the best interests of a Fund and its securityholders;
5. the Manager is hereby authorized to revoke this resolution for any reason whatsoever in its sole and absolute discretion, without further approval of the securityholders of a Fund, at any time prior to the implementation of the changes described above, if it is considered to be in the best interests of a Fund and its securityholders; and
6. any one officer or director of the Manager is authorized and directed to execute or cause to be executed and to deliver, file and issue or cause to be delivered, filed and issued, all such documents, agreements, and other instruments and to do or cause to be done all such other acts and things as such officers or directors shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolution and the matters authorized thereby, including any amendments to the material agreements of the Funds, such determination to be conclusively evidenced by his or her execution and delivery of such document, agreement, or other instrument or their doing of any such act or thing.

# Schedule “B”

## Investment Objective Change resolution

Resolution of securityholders of each of:

Manulife Global All Cap Focused Fund  
Manulife Global Thematic Opportunities Class

(each individually, a “**Fund**” and together the “**Funds**”)

WHEREAS it is in the best interests of each Fund and its securityholders to change the investment objective of the Funds as hereinafter provided;

### **Be it resolved that:**

1. the change in the investment objective of each Fund, as described in the management information circular dated March 20, 2025 (the “**Information Circular**”), be and the same is hereby authorized and approved;
2. Manulife Investment Management Limited, as the investment fund manager of the Funds (the “**Manager**”), be and is hereby authorized to change the investment objective of each Fund substantially to the following:

“The fundamental investment objective of the Fund is to seek long-term capital appreciation by investing primarily in global equity securities.”
3. all amendments to any agreements or declarations to which a Fund or the Manager, on behalf of a Fund, is a party that are required to give effect to the matters approved in this resolution be and are hereby authorized and approved;
4. the Manager shall have the discretion to postpone implementing the investment objective change until a later date (which shall be no later than December 31, 2025) if it considers such postponement to be in the best interests of a Fund and its securityholders;
5. the Manager is hereby authorized to revoke this resolution for any reason whatsoever in its sole and absolute discretion without further approval of the securityholders of a Fund, at any time prior to the implementation of the changes described above, if it is considered to be in the best interests of a Fund and its securityholders; and
6. any one officer or director of the Manager is authorized and directed to execute or cause to be executed and to deliver, file and issue or cause to be delivered, filed and issued, all such documents, agreements, and other instruments and to do or cause to be done all such other acts and things as such officers or directors shall determine to be necessary or desirable in order to carry out the intent of the foregoing resolution and the matters authorized thereby, including any amendments to the material agreements of the Funds, such determination to be conclusively evidenced by his or her execution and delivery of such document, agreement, or other instrument or their doing of any such act or thing.