



# Firm Brochure (Part 2A of Form ADV)

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**March 31, 2017**

This Brochure provides information about the qualifications and business practices of Manulife Asset Management (North America) Limited (Manulife AM (NA)). If you have any questions about the contents of this Brochure, please contact us at the number above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the SEC does not imply a certain level of skill or training.

Additional information about Manulife Asset Management (North America) Limited also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## Material Changes

There are no material changes for our Brochure since the Firm's last update on March 31, 2017.

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## I. Advisory Business

### Advisory Business Overview

Manulife Asset Management (North America) Limited (“we” or “Manulife AM (NA)”) is a Toronto-based corporation incorporated in January 2003 under the Canada Business Corporations Act, and began commercial operations in May 2003. We also operate under the names “Manulife Asset Management”, “John Hancock Asset Management”, “John Hancock Asset Management (North America)” and “John Hancock Asset Management a division of Manulife Asset Management (North America) Limited”. Our affiliated registered investment adviser firms may provide investment management services, or may market such services, to affiliated clients also under the “John Hancock Asset Management” name.

We are registered as an investment adviser under the United States Investment Advisers Act of 1940. We provide investment advisory services to non-Canadian clients, mainly affiliated U.S. registered advisers.


We are a wholly-owned subsidiary of The Manufacturers Life Insurance Company (“MLI”), a Canadian life insurance company, which in turn is a wholly owned subsidiary of Manulife Financial Corporation (“Manulife”). Manulife is a leading Canadian-based financial services group with principal operations in Asia, Canada and the United States. For over 125 years, clients worldwide have looked to Manulife for strong, reliable, trustworthy and forward-thinking solutions for their most significant financial decisions. Its international network of employees, agents and distribution partners offers financial protection and wealth management products and services to millions of clients around the world. Manulife Financial Corporation trades as ‘MFC’ on the TSX, NYSE and PSE, and under ‘945’ on the SEHK. Manulife can be found on the Internet at [www.manulife.com](http://www.manulife.com).

We are part of the Manulife Asset Management group of companies. Manulife Asset Management is the global asset management arm of Manulife Financial. Manulife Asset Management and its affiliates provide comprehensive asset management solutions for institutional investors and investment funds in key markets around the world. This investment expertise extends across a full range of asset classes including equity, fixed income and alternative investments such as real estate, timber, farmland, as well as asset allocation strategies. Manulife Asset Management has a network of investment offices throughout North America, Asia Pacific and Europe. As at December 31, 2016 total assets under management were approximately US \$343 billion globally. Additional information about Manulife Asset Management can be found at [www.ManulifeAM.com](http://www.ManulifeAM.com).

We and our affiliates provide comprehensive asset management services for institutional investors, retirement and investment funds in key markets around the world. This investment expertise extends across a full range of asset classes including equity, fixed income, balanced, index and asset allocation strategies. Our investment expertise focuses on a range of equity and fixed income strategies, as well as money market, index and asset allocation strategies and we offer supervisory services covering these strategies. We limit our investment management services to what is outlined in the client’s investment policy guidelines, fund prospectus and/or statement of additional information documentation. Manulife AM (NA) may, for certain of our investment strategies, to the extent permitted by its management contracts, delegate investment discretion or trade execution services to an affiliated sub-adviser who manages all or a portfolio of a portfolio. Our services are delivered with the support of three service agreements:

The first is an arrangement with Manulife Asset Management Limited (“MAML”), a Canadian affiliate that provides investment advisory and other services to Canadian investors. MAML provides us with personnel, office space and equipment, including portfolio managers.

The second is a ‘participating affiliate’ agreement with Manulife Asset Management (Hong Kong) Limited (“MAMHK”), a Hong Kong affiliate that provides investment advisory and other services to Hong Kong investors. Through this agreement, we are able to provide investment advisory services from MAMHK. This service is currently in use for one strategy.



The third is an arrangement with Manulife Asset Management (US) LLC (“MAMUS”), a U.S. affiliate that provides investment management services to a variety of institutional and private clients in the U.S. MAMUS provides us following services to Manulife AM (NA): placing orders for the purchase and sale of U.S. dollar high yield fixed income securities for one or more clients; cash management services; derivative execution services and middle and back-office support.

## **Participation in Managed Account Programs**

In general we do not participate or provide investment management services for any wrap fee, direct managed and/or model programs.

## **Discretionary Authority and Assets under Management**

Clients retain Manulife AM (NA) on a discretionary basis. When we are retained on a discretionary basis, we have authority to provide continuous and regular supervisory and/or investment management services for client’s account without prior consultation with the client. Pursuant to this discretionary authority, we determine which securities are purchased and sold for the account, the total amount of purchases and sales, the selection of brokers through which transactions are executed and the commissions paid in connection with these transactions, as applicable.

As at December 31, 2016, we managed \$96,201,496,061 on a discretionary basis. Approximately \$84,535,312,123 of our assets under management are co-managed with an affiliate, Manulife Asset Management (US) LLC.

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## II. Fees and Compensation

### Fees

Subject to applicable laws and regulations, Manulife AM (NA) retains complete discretion over the fees charged to clients, as well as any changes to those fees. Fees generally are non-negotiable; however, non-standard fees may be negotiated or modified in light of a client's special circumstances, asset levels, service requirement, or other factors as determined in our sole discretion. We may agree to offer certain clients a fee schedule that is lower than that of other comparable clients in the same investment strategy or we may agree to calculate fees based on the aggregate assets of related accounts which may provide the benefit of a lower effective fee due to the combined level of assets of the related accounts. We may also choose to waive all or a portion of our negotiated fee for a given period. Finally, we may enter into a commitment with certain clients to provide services at the lowest fee available for a particular investment strategy, and this fee may be lower than that paid by other comparably situated clients. Manulife AM (NA)'s clients are generally large institutional investors or qualified purchasers, as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.

Our basic fee schedule is categorized by our investment strategies. Advisory fees, as a percentage of our assets under management, generally are applied to the aggregate market value of all assets in the client's account. The fee is paid out of the advisory agreement fee and is not charged directly to the portfolios.

### Billing Methods

We bill clients directly for our advisory fee. We do not directly debit fees from client accounts. Based on the subscription agreement, fees are calculated and payable either on a monthly basis or quarterly basis. Clients are billed in arrears based on the net asset value of units in the clients account for each calendar day or on an average over the month or quarter. Fees are not prepaid. Accounts initiated or terminated during a calendar month are charged a prorated fee. We do not have fixed termination dates in our investment management agreements, however we generally require at least sixty (60) days written notice from the client to terminate our services.

### Other Fees and Expenses

In addition to the advisory fees discussed above, clients may incur additional fee related to the services we provide. Clients will incur the fees and expenses charged by the custodian of client assets managed by us, as well as brokerage and other transaction costs associated with securities trades that we order on behalf of the assets in a client's account. Please see the "Brokerage Practices" section in this Brochure for additional information about brokerage and brokerage fees.

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### III. Performance Based Fees and Side by Side Management

We do not manage any accounts, from which we receive performance based compensation nor do we engage in any side by side management of accounts.

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## IV. Type of Clients

We provide advice to our affiliates, principally as sub-advisor to a number of affiliated mutual fund families that are sponsored by our affiliates, and to certain affiliated insurance companies. We also manage advisory accounts of affiliates. This includes separate account and pension assets for John Hancock Life Insurance Company (U.S.A.), separate account assets for John Hancock Life & Health Insurance Company, and certain separate account assets for John Hancock Life Insurance Company of Vermont.

### **Conditions for Managing Accounts**

Minimum account size for institutional investors, other than investment companies generally range from \$10,000,000 to \$50,000,000, depending upon the investment objectives of the account.

### **Establishing a New Customer Relationship**

When Manulife AM (NA) establishes a fiduciary relationship with a client, we may ask for information which will allow us to verify the identity of each client and its source of funding. We will maintain records of each client who opens an account or establishes a relationship with us in order to fulfil our requirement to assist the US Government in fighting the funding of terrorism and money laundering activities.



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## V. Methods of Analysis, Investment Strategies and Risk of Loss

Manulife AM (NA) provides investment supervisory services utilizing a range of equity and fixed income investment strategies, as well as money market, index and asset allocation strategies. Therefore, we use a wide range of research tools and analyses, depending to a large extent on the particular strategy and portfolio manager. Our portfolio managers' methods include macro and micro fundamental research of companies, industries, sectors, countries, local and global markets. The methods employed may also include quantitative analysis and investment instrument research which applies security scoring methodology for different factors expected to influence investment performance and risk and establishes a ranking of all securities or instruments in the investment universe. To maximize potential performance for a given level of risk, we may use portfolio construction tools to create optimal portfolios. We may utilize advice or research provided by certain affiliated investment advisers (some of which are not registered under the Advisers Act and are located outside the U.S.) pursuant to sub-advisory agreements, inter-company agreements or other agreements with the affiliates.

We may supplement internal research with quantitative and fundamental analysis, created primarily by third parties. Primary sources include financial newspapers and magazines, industry experts, research materials prepared by others, corporate rating services, annual reports, prospectuses, financial data services, and filings with the SEC. Our investment personnel may also participate in meetings with company management, customers, suppliers and competitors. They also attend industry conferences, academic seminars and trade shows to obtain new perspectives.

We may employ any of the following for sources of information and analysis: consultants, industry and governmental authorities, experts in related fields, management consulting firms, specialists to evaluate technical developments, third party models, analysis and research, and internally generated portfolio management reports and risk metrics. We may utilize trading ideas generated by brokers or others. Trades may be executed with the broker that generated the idea, subject to best execution.

### Investment Risks

The significant methods of analysis, significant strategies, and material risks, for each of our investment strategies are detailed below. With respect to all of our investment strategies, investing in securities involves risk of loss that clients should be prepared to bear. The specific risks associated with each investment strategy discussed below are outlined in the discussion. A more detailed description of each risk can be found in Appendix A, "Glossary of Investment Risks."

### Equity Strategies

#### ***S&P 500 Index***

##### Investment Objective

The investment objective of our S&P 500 Index strategies is to approximate the aggregate total return of a broad-based U.S. domestic equity market. The strategies invest in the group of equity securities that are included in the S&P 500 Index. We invest primarily in common stocks that are included in the S&P 500 Index. We may also invest in certain instruments, such as index futures, total return swaps and exchange-traded-funds (ETFs) that we believe have similar risk characteristics as securities that are included in the S&P 500 Index. The S&P 500 Index strategies attempt to match the performance of the S&P 500 Index.

##### Principal Investment Strategies

The S&P 500 Index strategies do not perform research and analysis and do not seek to form an opinion on individual securities. Instead we attempt to fully replicate the index by buying shares of each company in the index according to its relative weight in the index.

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### Investment Risks

All investment strategies involve some risks. Investing in our S&P 500 Index strategies involve risks similar to the risks of investing directly in the equity securities included in the S&P 500 Index. Investing in equity securities involves risk that the market value of the securities will fluctuate, sometimes rapidly and unpredictably. The prices of equity securities change in response to many factors including the historical and prospective earnings of the issuer, the value of its assets and liabilities, general economic conditions, investor perceptions and market liquidity. Certain factors may cause a fund that is an index fund to track its target index less closely. For example, we may select securities that are not fully representative of the index, and the fund's transaction expenses, and the size and timing of its cash flows, may result in the fund's performance being different than that of its index. Moreover, the fund will reflect the performance of its target index even when the index does not perform well.

The strategies main risk factors are listed below:

Credit and counterparty risk, economic and market events risk, hedging, derivatives and other strategic transactions risk, as well as issuer risk. Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

### ***S&P 400 Index***

#### Investment Objective

The investment objective of our S&P 400 Index strategies is to approximate the aggregate total return of a mid-cap U.S. domestic equity market index. The strategies invest in the group of equity securities that are included in the S&P 400 Mid-Cap Index. We invest primarily in common stocks that are included in the S&P 400 Index. We may also invest in certain instruments, such as index futures, total return swaps and exchange-traded-funds (ETFs) that we believe have similar risk characteristics as securities that are included in the S&P 400 Mid Cap Index. The S&P 400 Index strategies attempt to match the performance of the S&P 400 Mid Cap Index.

#### Principal Investment Strategies

The S&P 400 Index strategies do not perform research and analysis and do not seek to form an opinion on individual securities. Instead we attempt to fully replicate the index by buying shares of each company in the index according to its relative weight in the index.

### Investment Risks

All investment strategies involve some risks. Investing in our S&P 400 Index strategies involve risks similar to the risks of investing directly in the equity securities included in the S&P 400 Mid Cap Index. Investing in equity securities involves the risk that the market value of the securities will fluctuate, sometimes rapidly and unpredictably. The prices of equity securities change in response to many factors including the historical and prospective earnings of the issuer, the value of its assets and liabilities, general economic conditions, investor perceptions and market liquidity. Certain factors may cause a fund that is an index fund to track its target index less closely. For example, we may select securities that are not fully representative of the index, and the fund's transaction expenses, and the size and timing of its cash flows, may result in the fund's performance being different than that of its index. Moreover, the fund will reflect the performance of its target index even when the index does not perform well. In addition, share prices of medium and smaller sized companies can change more frequently and more dramatically than those of larger companies.

The strategies main risk factors are listed below:

Credit and counterparty risk, economic and market event risk, hedging, derivatives and other strategic transactions risk as well as issuer risk. Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

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## **MSCI EAFE Equity Index**

### Investment Objective

The investment objective of our MSCI EAFE Index strategies is to seek to track the performance of a broad-based equity index of foreign companies' primarily in developed countries. The strategies invest in the group of equity securities that are included in the MSCI EAFE Index. We invest primarily in securities that are included in the MSCI EAFE Index. We may also invest in certain instruments, such as index futures that we believe will behave in a manner similar to the Index. The MSCI EAFE Index strategies attempt to match the performance of the MSCI EAFE Index.

### Principal Investment Strategies

The MSCI EAFE Index strategies do not perform research and analysis and does not seek to form an opinion on individual securities. Instead we attempt to fully replicate the index by buying shares of each company in the index according to its relative weight in the index.

### Investment Risks

All investment strategies involve some risks. Investing in our MSCI EAFE Index strategies involve risks similar to the risks of investing directly in the equity securities included in the MSCI EAFE Index. Investing in equity securities involves the risk that the market value of the securities will fluctuate, sometimes rapidly and unpredictably. The prices of equity securities change in response to many factors including the historical and prospective earnings of the issuer, the value of its assets, general economic conditions, investor perceptions and market liquidity. Certain factors may cause a fund that is an index fund to track its target index less closely. For example, we may select securities that are not fully representative of the index, and the fund's transaction expenses, and the size and timing of its cash flows, may result in the fund's performance being different than that of its index. Moreover, the fund will generally reflect the performance of its target index even when the index does not perform well. In addition, an investor will be subject to foreign securities risk. As compared to U.S. companies, there may be less publicly available information relating to foreign companies. Foreign securities may be subject to foreign taxes. The value of foreign securities is subject to currency fluctuations and adverse political and economic developments.

The strategies main risk factors are listed below:

Credit and counterparty risk, economic and market event risk, hedging, derivatives and other strategic transactions risk as well as issuer risk. Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

## **Wilshire 5000 Total Market Index**

### Investment Objective

The investment objective of our Wilshire 5000 Total Market Index strategy is to seek to approximate the aggregate total return of a broad U.S. domestic equity market index. The strategy invests in the group of equity securities that are included in the broad U.S. domestic equity market index. We invest primarily in a representative sample of the securities that are included in the Wilshire 5000 Total Stock Market Index. We may also invest in securities that we believe as a group will behave in a manner similar to the Index. The Wilshire 5000 Total Market Index strategy attempts to match the performance of the Wilshire 5000 Total Market Index.

### Principal Investment Strategies

The Wilshire 5000 Total Market Index strategy does not perform research and analysis and does not seek to form an opinion on individual securities. Instead we attempt to match the performance of the index by holding a representative sample or subset of the benchmark index referred to as an optimized portfolio. The risk characteristics of the optimized portfolio match those of the benchmark in terms of sector composition and certain other factors.

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### Investment Risks

All investment strategies involve some risks. Investing in our Wilshire 5000 Total Market Index strategy involves risks similar to the risks of investing directly in the equity securities included in the Wilshire 5000 Total Market Index. Investing in equity securities involves the risk that the market value of the securities will fluctuate, sometimes rapidly and unpredictably. The prices of equity securities change in response to many factors including the historical and prospective earnings of the issuer, the value of its assets and liabilities, general economic conditions, investor perceptions and market liquidity. Certain factors may cause a fund that is an index fund to track its target index less closely. For example, we may select securities that are not fully representative of the index, and the fund's transaction expenses, and the size and timing of its cash flows, may result in the fund's performance being different than that of its index. Moreover, the fund will generally reflect the performance of its target index even when the index does not perform well. In addition, large-capitalization stocks as a group could fall out of favor with the market, causing the fund to underperform investments that focus on small- or medium-capitalization stocks. Larger, more established companies may be slow to respond to challenges and may grow more slowly than smaller companies. Conversely, share prices of medium and smaller sized companies can change more frequently and more dramatically than those of larger companies.

The strategy's main risk factors are listed below:

Credit and counterparty risk, economic and market event risk, hedging, derivatives and other strategic transactions risk as well as issuer risk. Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

### ***Russell 2000 Index***

#### Investment Objective

The investment objective of our Russell 2000 Index strategies is to seek to approximate the aggregate total return of a small cap U.S. domestic equity market index. The strategies invest in the group of equity securities that are included in the broad small cap U.S. domestic equity market index. We invest primarily in a representative sample of the securities that are included in the Russell 2000 Index. We may also invest in securities that we believe as a group will behave in a manner similar to the Index. The Russell 2000 Index strategies attempt to match the performance of the Russell 2000 Index.

#### Principal Investment Strategies

The Russell 2000 Index strategies do not perform research and analysis and does not seek to form an opinion on individual securities. Instead we attempt to match the performance of the index by holding a representative sample or subset of the benchmark index referred to as an optimized portfolio. The risk characteristics of the optimized portfolio match those of the benchmark in terms of sector composition and certain other factors.

### Investment Risks

All investment strategies involve some risks. Investing in our Russell 2000 Index strategies involve risks similar to the risks of investing directly in the equity securities included in the Russell 2000 Index. Investing in equity securities involves the risk that the market value of the securities will fluctuate, sometimes rapidly and unpredictably. The prices of equity securities change in response to many factors including the historical and prospective earnings of the issuer, the value of its assets, general economic conditions, investor perceptions and market liquidity. Certain factors may cause a fund that is an index fund to track its target index less closely. For example, we may select securities that are not fully representative of the index, and the fund's transaction expenses, and the size and timing of its cash flows, may result in the fund's performance being different than that of its index. Moreover, the fund will generally reflect the performance of its target index even when the index does not perform well. In addition, share prices of medium and smaller sized companies can change more frequently and more dramatically than those of larger companies.

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The strategies main risk factors are listed below:

Credit and counterparty risk, economic and market events risk, hedging, derivatives and other strategic transactions risk, as well as issuer risk. Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

### ***Greater China Opportunities***

#### Investment Objective

The investment objective of our Greater China Opportunities strategy is to seek long-term capital appreciation. The strategy invests in equity securities of companies located in China, Hong Kong or Taiwan (Greater China). These companies (1) have securities that are traded principally on stock exchanges in Greater China countries, (2) are organized under the laws of and conduct business in a Greater China country or (3) derive more than half of their revenues from Greater China operations.

#### Principal Investment Strategies

The Greater China Opportunities Strategy relies primarily on the investment team's fundamental, bottom-up investment approach to stock selection. Our investment process is designed to produce added value by allowing the team to analyze and exploit stock ideas flowing from the team's core research process. We believe that our extensive local resources within the Asian region and bottom up skills are critical to fully capture these investment opportunities.

To complement our fundamental research, our investment team also benefits from the in-depth on-the-ground research capabilities of our mainland Chinese joint venture, Manulife TEDA Fund Management Company Ltd<sup>1</sup> ('Manulife TEDA') in Beijing. Manulife TEDA has a seasoned research team of over 35 investment professionals who are dedicated to fundamental bottom-up research covering more than 70% of the equity market capitalization in China. The ability to leverage relationships with key decision-makers helps to gain special insight into policies and market turning events. This relationship helps the investment team to utilize the local insight and quantitative analysis to identify investment opportunities within the region.

We believe that the Greater China region is largely inefficient but due to continued industrialization and urbanization, together with further economic convergence in the Region, it will present opportunities for companies to prosper. Our Investment Philosophy is based on the belief that value add can be achieved through a disciplined investment process that is built around a set of core principles:

- an investment framework that is biased towards conducting rigorous fundamental bottom-up research from skilled, on-the-ground investment professionals;
- a focus on identifying change in companies and assessing the factors that have not been priced into a company's valuation; and
- maintaining effective risk controls and cost efficient trading.

We adopt a consistent and stringent investment process that encompasses both qualitative and quantitative analysis to identify stocks that meet our strict investment criteria. Fundamental bottom-up research is then conducted to focus on the quality and transparency of a company's balance sheet, identify catalysts and management teams that have created value for shareholders. Stocks selected for inclusion in the Strategy are the highest conviction ideas resulting from this extensive and thorough research process.

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<sup>1</sup> Manulife TEDA Fund Management Company Limited is a joint venture between Manulife Financial Corporation and Northern International Trust, part of Tianjin TEDA Investment Holding Co., Ltd (TEDA).

### Investment Risks

Investing in securities of companies located in the Greater China region are subject to special risks, such as less developed or less efficient trading markets, restrictions on monetary repatriation and possible seizure, nationalization or expropriation of assets. In particular, investment in Taiwan could be adversely affected by its relationship with China, and Hong Kong and Chinese markets could be hurt significantly by adverse government actions. A small number of companies and industries represent a relatively large portion of the Greater China market as a whole. These companies and industries may also be subject to greater sensitivity to adverse political, economic or regulatory developments generally affecting the market.

The strategy's main risk factors are listed below:

Active management risk, equity securities risk, foreign securities risk, emerging markets risk, currency risk, Greater China risk, high portfolio turnover risk, initial public offerings (IPO's) risk, medium and smaller company risk, as well as non-diversified risk. Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

## **Fixed Income Strategies**

### ***Core High Yield***

#### Investment Objective

The investment objective of our Core High Yield strategy is to seek total return, consisting of a high level of current income and capital appreciation. The strategy seeks to outperform the Bank of America Merrill Lynch High Yield Master II Constrained Index over a full market cycle (typically defined as 3-5 years).

The strategy predominantly invests in debt securities issued by high yield issuers in North America. The strategy invests in high yield issuers within the Bank of America Merrill Lynch High Yield Master II Constrained Index and occasionally outside the index.

#### Principal Investment Strategies


The Core High Yield strategy combines top-down (i.e., interest rate, yield curve and sector) analysis with bottom-up fundamental research. Top-down, macroeconomic research is used to develop a thesis on interest rate direction and to determine the duration target versus the benchmark. Once the investment team has established how to best position the portfolio along the yield curve, the team then seeks to generate investment ideas by screening the bond universe through a blend of sector and security analysis.

Fundamental research is an essential element of the team's investment process. The team draws from data, research and analysis generated by the firm's fixed income analysts. Analysts perform intensive research on corporate and securitized issues, assessing both qualitative and quantitative factors. Qualitative factors include quality of corporate management, company/industry positioning, verification of market conditions with suppliers and competitors, among others. Quantitative factors pertain primarily to comprehensive financial statement analysis and asset valuation on corporate credits. Analysts also analyze trends within sectors, seek improving credit situations, search for supply/demand imbalances and mis-pricing opportunities, and research complex and new security structures unfamiliar to the market. The team regularly meets with company management to ensure a comprehensive understanding of each issue. Analysts are directly responsible for following credits within their respective sectors, and for interpreting changes and anticipating new information.

In the portfolio construction phase of our investment process, the team analyzes and selects issues that:

- Are in undervalued bond market sectors
- Have attractive yield curve positioning
- Offer best relative value opportunity





Buy decisions are driven by the presence of the above criteria. If we feel strongly about two of the criteria, we may either monitor the company or buy a small position. If we feel strongly about two or three of the above criteria, we will typically take a larger position size.

#### Investment Risks

Investing in high yield debt securities involves the risk that the market value of the securities will fluctuate, sometimes rapidly and unpredictably. The prices of high yield debt securities change in response to many factors including the historical and prospective earnings of the issuer, the value of its assets and liabilities, general economic conditions, investor perceptions and market liquidity.

The strategy's main risk factors are listed below:

Active management risk, credit and counterparty risk, economic and market events risk, fixed-income securities risk, hedging, derivatives and other strategic transactions risk, issuer risk, liquidity risk, lower-rated fixed-income securities risk and high-yield securities risk, municipal bond risk, state/region risk. Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

### ***U.S. Money Market***

#### Investment Objective

The investment objective of our U.S. Money Market strategies is to obtain maximum current income consistent with preservation of principal and liquidity. The strategies invest only in U.S. dollar denominated securities issued by U.S. and foreign companies; U.S. and foreign banks; U.S. and foreign governments; U.S. agencies, states and municipalities; and international organizations.

#### Principal Investment Strategies

The U.S. Money Market strategies use an active, disciplined management approach. The strategies do not sacrifice credit quality for the sake of added yield. In general, in US treasury bills at the long end of the yield curve are purchased during periods of market weakness and are sold on market strength. This results in capturing realized gains for the portfolios.

Corporate paper could be, but is not typically, purchased for a maximum maturity of three to six months. The product is used in this way to add yield. In addition, the strategies can add yield and duration with the purchase of longer maturity securities with a maximum maturity of 13 months.

The investment philosophy of the U.S. Money Market strategies is that long term outperformance comes from focusing on an active disciplined approach to yield curve management and risk containment via credit analysis and issuer selection.

The strategies hold a combination of Floating-Rate Notes, Commercial Paper, US T-Bills and Residuals, and Government (maturing in 24 months or less) and/or Corporate Short-Terms securities (maturing in 13 months or less).

Sector weights are driven by market conditions, relative spread levels, stage of the economic cycle, and credit analysis. With respect to credit and quality constraints for "investable" assets, commercial paper must have a minimum A1 rating by S&P, and a minimum P1 rating from Moody's. Floating-rate notes, if permitted, must have a minimum A-Low rating.

Investments in the corporate names are limited to 5% per issuer. The maximum average weighted term to maturity of the strategies cannot exceed 60 days. The weighted average life cannot exceed 120 days.

#### Investment Risks

Investing in U.S. Money Market securities involves the risk that the market value of the securities will fluctuate, sometimes rapidly and unpredictably. The prices of money market securities change in

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response to many factors including the historical and prospective earnings of the issuer, the value of its assets, general economic conditions, investor perceptions and market liquidity.

The strategies main risk factors are listed below:

Changing distribution levels risk, fixed-income securities risk, foreign securities risk, and issuer risk. Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

## **Asset Allocation Strategies**

Our risk-based strategies normally invest a pre-determined percentage of their assets in underlying funds that invest primarily in equity securities, and a pre-determined percentage in underlying funds that invest primarily in fixed-income securities (the "Portfolio(s)"). The Portfolios are designed to provide investors across different risk tolerance segments with a single investment option that simplifies the asset allocation and fund selection process. The Portfolios are based on the idea that investors will continue to re-evaluate their risk appetite over time and choose the Portfolio that is right for their own personal situation.

Our age-based strategies normally invest their assets in underlying funds using an asset-allocation strategy that automatically increases the allocation to more income-oriented securities, typically bonds, an asset class that has historically been less volatile than equities until its target retirement date. The Portfolios are designed for investors expecting to retire within pre-defined dates. The portfolios with dates further in the future invest in more aggressive equity-oriented funds and the asset mix changes slowly – along a "glidepath" and gradually migrate to more fixed income funds.

We also offer a wide selection of customized objectives-based asset allocation strategies which are structured to meet specific investor objectives. These may include income, absolute return and alternative asset allocation funds.

While our risk-based, age-based and objectives-based Portfolios are focused on different types of investors, they are built using a similar underlying philosophy and process, described in the following section.


### Portfolio Construction Process

There are four main steps involved in the design of multi-asset class portfolios. The Portfolio Solutions Group ("PSG") management team at John Hancock Asset Management, a division of Manulife Asset Management ("Management Team") first selects the asset classes and underlying funds for potential inclusion in the portfolios. Next, the team works to find the appropriate weightings to each asset class using multiple optimization techniques (e.g. resampled Mean Variance Optimization and/or Alpha vs. Tracking Error). In the third step, the Management Team determines the appropriate mix of managers to fit each portfolio. In the fourth and final step, the team continually monitors the economic environment and investment markets to determine if any changes are needed, and to keep the portfolios up-to-date and consistent with their respective investment policies and objectives.

### Principal Risks

The Portfolios may invest in various underlying instruments, including securities of other investment companies that as a group hold a wide range of equity type securities. These include small, mid and large-capitalization stocks, domestic and foreign securities (including emerging market securities), and sector holdings such as healthcare and science and technology stocks. Each of the underlying funds has with its own unique investment strategy that, for example, may focus on growth stocks or value stocks or may employ a strategy combining growth and income stocks and/or may invest in derivatives, such as options on securities and futures contracts. Certain of the underlying funds focus their investment strategy on fixed-income securities, which may include investment grade and below investment grade debt securities with maturities that range from short to longer term. The fixed-income underlying funds hold various types of debt instruments, such as corporate bonds and mortgage backed, floating rate notes, government issued domestic and international securities (including emerging market debt securities).





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All investment strategies involve some risks. Each Fund's performance depends on the Management Team's skill in determining the asset class allocations, the mix of underlying funds and the performance of those underlying funds. The underlying funds' performance may be lower than the performance of the asset class which they were selected to represent. Each Fund is subject to the same risks as the underlying funds in which it invests, which include the following: stocks and bonds can decline due to adverse issuer, market, regulatory or economic developments; foreign investing, especially in emerging markets, has additional risks, such as currency and market volatility and political and social instability; the securities of small-capitalization companies are subject to higher volatility than larger, more established companies; and high-yield bonds are subject to additional risks, such as increased risk of default.

Each Target Date portfolio's name refers to the approximate retirement year of the investors for whom the portfolio's asset allocation strategy is designed. The principal value of each portfolio is not guaranteed and you could lose money at any time, including at, or after, the target date.

## **Liability Driven Investment Strategies**

### Investment Objective

The quantitatively managed Manulife Asset Management Liability Driven Investment strategies' fundamental investment objective is to provide returns that closely track the returns of the Manulife Asset Management Liability Driven Investment customized benchmarks by investing primarily in investment grade corporate and government guaranteed fixed income securities.

### Portfolio Construction

The Manulife Asset Management Liability Driven Investment strategies are based on customized benchmarks. These customized benchmarks are notional portfolios of fixed income securities constructed to hedge the target cash flow structures of each strategy. The Target Cash Flow Structures of the strategies are established by Manulife AM (NA) using a proprietary methodology and are associated with typical pension plan profiles. The underlying demographic profiles are derived from external data and expected cash flows are projected based on assumptions representative of typical pension plans. The Target Cash Flow Structures are not expected to change frequently but are reviewed annually and may be revised by Manulife AM (NA) if necessary.

When permitted, Liability Driven Investment Strategies may also use derivatives, repurchase or reverse repurchase agreements in the portfolio construction, for the purposes of hedging, replication or income generation.

### Principal risks

The strategies main risk factors are listed below:

Asset-backed and mortgage-backed securities risk, Credit risk, Interest rate risk, Liquidity risk, Prepayment risk, Securities lending risk, Substantial security holder risk, Target Liability risk, Tax risk

Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

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## Goals Based Investment Strategies

### Investment Objective

The quantitatively managed Manulife Asset Management Goals Based Investment strategies' fundamental investment objective is to maintain and maximize regular cash distributions through a pre-determined period and to grow such distributions over time.

The Manulife Asset Management Goals Based Investment Strategies are asset allocation strategies which under normal market conditions will invest primarily in fixed-income securities and other equity funds and/or equity securities (the "Portfolio(s)"). The Liability Driven Investment ("LDI") management team at Manulife AM (NA) ("LDI Management Team") may allocate investments among asset classes including, but not limited to, equities, US dollar denominated fixed income securities, cash and cash equivalents (including money market funds) as well as underlying funds that invest in such securities.

### Portfolio Construction

The Portfolio(s) are based on a custom benchmark. The custom benchmark is a notional portfolio constructed to match the pay down structure of the strategy. The pay down structure of the Portfolio(s) are established by Manulife AM (NA) and are not expected to change frequently but may be revised by Manulife AM (NA) if necessary.

The LDI Management Team first selects the asset classes and underlying funds for potential inclusion in the equity assets. Next, the LDI Management Team uses Liability Driven Investment strategies to establish the fixed income assets. In the final step, the allocation between the two asset classes is determined through dynamic asset allocation. In addition, the LDI Management Team continually monitors the economic environment and investment markets to determine if any changes are needed, and to keep the portfolios up-to-date and consistent with their respective investment policies and objectives.

When permitted, the Portfolio(s) may also use derivatives, repurchase or reverse repurchase agreements in the portfolio construction, for the purposes of hedging, replication or income generation.

### Principal risks

The Portfolio(s) may invest in various underlying instruments, including securities of other investment companies that as a group hold a wide range of equity type securities. These include small, mid and large-capitalization stocks, domestic and foreign securities (including emerging market securities), and sector holdings such as healthcare and science and technology stocks. Each of the underlying funds has with its own unique investment strategy that, for example, may focus on growth stocks or value stocks or may employ a strategy combining growth and income stocks and/or may invest in derivatives, such as options on securities and futures contracts. Certain of the underlying funds focus their investment strategy on fixed-income securities, which may include investment grade and below investment grade debt securities with maturities that range from short to longer term. The fixed-income underlying funds hold various types of debt instruments, such as corporate bonds and mortgage backed, floating rate notes, government issued domestic and international securities (including emerging market debt securities).

All investment strategies involve some risks. Each Portfolio's performance depends on the LDI Management Team's skill in determining the asset class allocations, the mix of underlying funds and the performance of those underlying funds. The underlying funds' performance may be lower than the performance of the asset class which they were selected to represent. Each Portfolio is subject to the same risks as the underlying funds in which it invests, which include the following: stocks and bonds can decline due to adverse issuer, market, regulatory or economic developments; foreign investing, especially

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in emerging markets, has additional risks, such as currency and market volatility and political and social instability; the securities of small-capitalization companies are subject to higher volatility than larger, more established companies; and high-yield bonds are subject to additional risks, such as increased risk of default.

The Portfolio(s) main risk factors are listed below:

Asset-backed and mortgage-backed securities risk, Credit risk, Interest rate risk, Liquidity risk, Prepayment risk, Securities lending risk, Substantial security holder risk, Spend-down Risk, Tax risk

Each of the risks listed above are further defined in Appendix A, "Glossary of Investment Risks."

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## VI. Disciplinary Information

There have been no reportable legal or disciplinary events against the Company or its management persons.

## VII. Other Financial Industry Activities and Affiliations

As discussed above, our services are principally delivered to our affiliates, and we have material arrangements with Manulife Asset Management Limited (re provision of personnel, equipment and facilities) and Manulife Asset Management (Hong Kong) Limited (re provision of advice on certain foreign mandates).

Manulife AM (NA) is affiliated with several SEC registered and non-SEC registered investment advisers, located in both the U.S. and outside the U.S. We also are affiliated with and serve as a sub-adviser to a number of affiliated Funds. The majority of such Funds are registered under the U.S. Investment Company Act of 1940. We are deemed to be affiliated person of these Funds due to our role as their sub-adviser. Our key affiliates are as follows:


Entity	Type
John Hancock Distributors LLC	US broker-dealer
John Hancock Funds, LLC	US broker-dealer
John Hancock Advisers, LLC	US investment adviser
John Hancock Investment Management Services, LLC	US investment adviser
John Hancock Personal Financial Services, LLC	US investment adviser
John Hancock Life Insurance Company (U.S.A.)	US insurance company
John Hancock Life & Health Insurance Company	US insurance company
John Hancock Insurance Company of Vermont	US insurance company
Manulife Asset Management (US) LLC	US investment adviser
Manulife Asset Management Limited	non-US investment adviser
Manulife Asset Management Investments Inc.	non-US broker-dealer
Manulife Asset Management (Hong Kong) Limited	non-US investment adviser
Manulife Asset Management (Europe) Limited	non-US investment adviser
The Manufacturers Life Insurance Company	non-US insurance company
Hancock Natural Resource Group, Inc.	US investment adviser
Manulife Asset Management Trust Company LLC	New Hampshire non-depository Trust Company
Manulife Financial Corporation	non-US operating insurance company

Manulife AM (NA) has material business relationships with some of our related persons. Often personnel from these entities work together to manage client portfolios and provide related services, including client liaison, investment monitoring, account administration, investment research and trading services.

Manulife AM (NA) provides sub-advisory services to certain U.S. registered investment companies advised by John Hancock Advisers, LLC (“JHA”), John Hancock Investment Management Services, LLC (“JHIMS”), and certain U.S. registered insurance companies advised by John Hancock Insurance Company of Vermont (“JHICOV”), John Hancock Life & Health Insurance Company (“JHLH”) and John Hancock Life Insurance Company U.S.A. (“JHUSA”), which are all wholly owned subsidiaries of Manulife.

All investment management arrangements are conducted on an arms-length basis so as to neither disadvantage nor advantage other clients or related parties.

Manulife AM (NA) is related to John Hancock Funds, LLC (“JHF”) and John Hancock Distributors, LLC (“JHD”), which are all U.S. registered broker-dealers and wholly-owned by Manulife Financial. JHF is the principal underwriter for certain U.S. registered investment companies for which Manulife AM (US) serves as sub-adviser. JHD is the principal underwriter for John Hancock Variable Insurance Trust (“JHVIT”), formerly John Hancock Trust, a U.S. open end management Investment Company for which we serve as a sub-adviser with respect to certain series of the trust.



Manulife AM (NA) has arrangements with two affiliated non-U.S. registered investment advisers, Manulife Asset Management (Asia), a division of Manulife Asset Management (Hong Kong) Limited (“MAMHK”) and Manulife Asset Management Limited (“MAML”) and one affiliated U.S. registered investment adviser, Manulife Asset Management (US) LLC for the provision of advisory services to our clients. Neither MAMHK nor MAML are registered as investment advisers under the Advisers Act and each is deemed to be a “Participating Affiliate” of Manulife AM (NA) (as this term has been used by the SEC’s Division of Investment Management in various no-action letters granting relief from the Advisers Act’s registration requirements for certain affiliates of registered investment advisers). Manulife AM (NA) deems MAML and/or MAMHK and certain of their employees as “associated persons” of Manulife AM (NA) within the meaning of Section 202(a) (17) of the Advisers Act, because MAML and/or MAMHK may, through such employees, contribute to Manulife AM (NA)’s research process and may have access to information concerning which securities are being recommended to Manulife AM (NA)’s clients prior to the effective dissemination of such recommendations. MAML and MAMHK may also provide certain affiliates of Manulife AM (NA) certain research relating to securities that are subject to research it also provides to Manulife AM (NA). As Participating Affiliates of Manulife AM (NA), MAML and MAMHK have agreed to submit themselves to the jurisdiction of US courts for actions arising under US securities laws in connection with investment advisory activities conducted for Manulife AM (NA)’s clients. Manulife AM maintains a list of the employees of MAML and MAMHK whom it deemed “associated persons”, which we will make available to current and prospective clients of Manulife AM (NA) upon request.

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## VIII. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

### Code of Ethics

Manulife AM (NA) has adopted a written Code of Ethics (the “Code”) designed to prevent and detect personal trading activities that may interfere or be in conflict with client interests. The Code requires that our employees adhere to the highest ethical standards and comply with applicable federal securities laws. Our employees may from time to time acquire or sell securities for their personal accounts which may also be purchased or sold for the account of clients. The Code generally requires that all transactions in securities by our Investment Access Persons and Regular Access Persons (as each term is defined in the Code) and their spouses be cleared prior to execution through compliance department processes. Personal securities transactions also are subject to quarterly reporting requirements, annual certification requirements and related compliance obligations. Regarding mutual funds, employees are required to report their transactions in the mutual funds we advise or sub-advise on a post-trade basis. Employees are also required to report any violations of the Code that come to their attention. On account of the nature and scope of index fund trade activity, equity index fund trade activity has been excluded from Manulife AM (NA)’s personal trade screening pre-clearance process as well as the technical preventative rules of the Code. However, to ensure proper oversight of Equity Index Team professionals, Management reviews the personal investment activity of Equity Index Team professionals quarterly in arrears to ensure that all personal trades were conducted in a manner consistent with Manulife AM (NA)’s fiduciary duty.

Clients should be aware that no set of rules can possibly anticipate or eliminate all potential conflicts of interest or ensure exemplary conduct in personal trading or all other matters, and that certain conflicts of interest exist when providing investment advice.

A copy of our Code will be provided to any client or prospective client upon request.

### Participation or Interest in Client Transactions

Manulife AM (NA) generally doesn’t buy or sell securities for itself or maintain proprietary accounts. From time to time, a client portfolio may purchase a security in which a related person or may have an ownership interest or a related person may purchase a security that is held in the client account. For example, our employees may incidentally hold in their own securities accounts one or more of the same securities that we also purchases or sells for clients. Due to this potential conflict of interest, personal trading by employees is substantially restricted by our Code of Ethics. Personal trading of employees and their related persons are monitored by the Compliance department.

MLI and certain of its subsidiaries distribute investment products to which they may receive management, advisory and related fees for services provided. Such products and relationships are disclosed to clients in offering documents in accordance with applicable laws, rules and regulations governing the sale of such products. Certain MLI subsidiaries are also clients of Manulife AM (NA) and we may from time to time advise other clients to buy securities which are held by related clients and vice versa.

## IX. Brokerage Practices

### Brokerage Discretion

Generally, clients grant us full discretionary authority over securities purchases and sales, subject to the client's investment objectives, guidelines and restrictions. We place orders for the purchase and sale of securities with the primary objective of obtaining the most favorable overall results for the client. All investment objectives, guidelines and restrictions are established by agreement between the Company and the client at the time the account is established and generally may only be amended by mutual agreement.

### Approved Trading Counterparties

Manulife AM (NA) maintains and periodically updates a list of approved trading counterparties that are used to facilitate transactions. Portfolio managers are only allowed to execute securities transactions through approved broker-dealers/counterparties. A request to add a new broker-dealer/counterparty may be initiated at any time and must flow through the proper approval process.

### Selection of Brokers, Dealers, and Counterparties

When placing orders for purchase and sale of securities and/or selecting trading counterparties to effect these transactions, we seek prompt execution of orders at the most favorable prices reasonably obtainable. We will consider a number of factors when selecting counterparties to implement transactions, price, dealer spread or commissions (if any), including the financial strength, reputation and stability of the counterparty, the efficiency with which the transaction is effected, the size of the transaction, the availability of the counterparty to stand ready to execute possibly difficult transactions in the future, and other matters involved in the receipt of brokerage and research services.

In seeking best execution, portfolio managers take reasonable care to obtain the best available price for the client in the relevant market at the time of the transaction. The determinative factor is not always the lowest possible commission price but whether the transaction represents the best qualitative execution for the client's account. In selecting a broker, dealer or trading venue, traders consider the full range of available trading platforms in seeking best execution.

### Affiliated Brokers

Manulife AM (NA) does not execute trades or otherwise implement trading strategies through an intermediary that is an affiliate.

### Cross Transactions


Manulife AM (NA) does not affect agency cross-transactions, nor do we effect cross trades between clients and our affiliates.

### Best Execution

Our fundamental policy is to comply with our fiduciary duty to clients and seek to obtain the most advantageous execution terms reasonably available under the circumstances (Best Execution) with respect to trade orders placed on behalf of our clients with various dealers.

Best Execution is a process and we therefore regularly monitor our trade executions to assess our effectiveness and of the dealers that we use. In seeking Best Execution for our clients, we consider a





number of elements, such as price, speed of execution, certainty of execution and the overall cost of the transaction.

Trading for our clients can only be conducted through approved dealers. We perform a thorough review of a dealer's financial strength and regulatory history before the dealer can be qualified for use. The factors considered when selecting a broker-dealer on any given trade include their ability to source liquidity, provide anonymity; willingness to commit capital, trading experience and reputation.

We negotiate a commission rate schedule with broker-dealers in advance based on the various types of trade execution that we expect we will require for our clients. This negotiation takes into consideration the overall level of services provided by the dealers. Under this approach, we periodically may classify different brokers in different categories based on execution abilities, the quality of research, brokerage services, block trading capability, speed and responsiveness, or other services provided by the brokers. Some examples of these categories may include, without limitation, full service brokers, alternative trading systems, client commission and execution-only brokers.

## **Research and Other Soft Dollar Benefits**

The majority of our commission arrangements with broker dealers are in the form of bundled services where the dealer provides us with their proprietary research along with trade execution services. The dealer's proprietary research services typically include sector and company research reports, economic reports, analyst calls, meetings with company management, analyst meetings, sales calls and financial models. We also use third party research services provided to us by third party vendors. We obtain these research services using client commissions in a manner designed to comply with applicable securities regulations. While the commissions on these trade executions are paid by our clients' accounts, the research services are provided to us, by third party vendors and thus benefit our clients indirectly, through their impact on investment performance. We request dealers to accrue cash balances for payment of qualified third party research services through client commission arrangements. Given the diversity of the investment styles in our firm, it is difficult to link a particular transaction directly to the research services obtained through client commission arrangements. Therefore some research services benefit all of our clients as a whole, while others primarily benefit a portion of our clients. As a result of these difficulties we do not track benefits from any particular research service to a specific client account.

Manulife AM (NA) considers three factors with respect to all third-party research and execution services received through soft dollars:

- Whether the product or service is eligible research or brokerage under SEC rules and regulations;
- Whether an eligible product or service actually provides "lawful and appropriate assistance" in the performance of our investment decision-making responsibilities.
- Whether the amount of the commission paid is reasonable in light of the value of the product or service provided by the broker-dealer (viewed in terms of the particular transaction or our overall responsibilities with respect to our client accounts).

## **Directed Brokerage**

Manulife AM (NA) does not engage in directed brokerage arrangements, unless instructed to do so by a client.

## **Trade Aggregation**

Because investment decisions often affect more than one client, we frequently will attempt to acquire or dispose of the same security for more than one client at the same time. Manulife AM (NA), to the extent permitted by applicable law, regulations and advisory contracts, may aggregate purchases and sales of securities on behalf of its various clients for which it has discretion, provided that in our opinion, all client accounts are treated equitably and fairly and that block trading will result in a more favorable overall

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execution. Trades will not be combined when a client has directed transactions to a particular broker-dealer or when we determine that combined orders would not be efficient or practical.

## **Review of Accounts**

Client accounts are frequently reviewed by portfolio manager(s) responsible for rendering investment advice on such accounts. Reviews are performed either on a regular or periodic cycle to evaluate the accounts for performance and compliance with client investment policies, guidelines, restrictions and regulatory requirements. The receipt of any meaningful information relating to the economic and/or market environment, individual companies or industries or factors that affects its client's investment objectives could prompt immediate review of each account affected by these developments. Accounts are also routinely reviewed by Compliance staff for compliance with applicable client investment policies, guidelines, restrictions and regulatory requirements.

Account statements for each account advised or sub-advised by the Adviser are delivered to clients on a monthly and/or quarterly basis or more frequently if requested. Monthly or quarterly compliance reports are also sent to clients which includes holdings and performance data and other related information regarding the portfolios.

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## X. Client Referrals and Other Compensation

From time to time, we may enter into an agreement which provides cash compensation to solicitors who secure clients on our behalf. Generally such an agreement:

1. provides the solicitation activities to be engaged in by the solicitor on our behalf and the compensation to be received therefrom;
2. contains an undertaking by the solicitor to perform their duties under the agreement in a manner consistent with our instructions and the provisions of regulatory rule;
3. Requires that the solicitor, at the time of any solicitation activities for which compensation is paid or to be paid by us, provide the client with a current copy of our Form ADV Part 2 and this solicitation disclosure statement.

Manulife AM (NA) has a written solicitation agreement with its affiliate, Manulife Asset Management (US) LLC ("MAMUS"), to act a solicitor and secure clients on behalf of Manulife AM (NA). MAMUS receives anywhere between five (5) to thirty-five (35) percent of the fee paid directly to us from a client.

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## XI. Custody

Manulife AM (NA) does not have custody over client's investment assets.

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## XII. Investment Discretion

Clients retain MAM (NA) on a discretionary basis and grant us such authority by way of their investment management agreement with us. As such, we have the authority to supervise and direct the investments of and for those clients' account without prior consultation with the client. Pursuant to this discretionary authority, we determine which securities are bought and sold for the account, the total amount of the purchases and sales, the brokers or dealers through which transactions are executed and the commission rates paid to effect the transactions, as applicable. The client may restrict or prohibit transactions in certain types of securities or direct that transactions be effected through specific brokers or dealers.

### XIII. Voting Client Securities

Under our discretionary management agreements, we generally have the authority to vote proxies related to securities held by a client in a manner that is in the best interest of the client. We believe that our proxy voting policies and procedures are reasonably designed to ensure that proxy voting is conducted in the best interest of clients, and in accordance with our fiduciary duties, applicable rules under the Investment Advisers Act of 1940, and fiduciary standards and responsibilities applicable to our ERISA clients. In the ordinary course, proxies generally will be voted to maximize the monetary value of each portfolio's holdings. We believe that this approach is in the best interests of our clients.

MAM (NA) has contracted with ISS, a MSCI Company ("ISS") an independent third party service provider, to vote clients' proxies according to our policies, which incorporate ISS' proxy voting recommendations.

MAM (NA) has engaged ISS as its proxy voting agent to:

1. research and make voting recommendations or, for matters for which MAM (NA) has so delegated, to make the voting determinations;
2. ensure that proxies are voted and submitted in a timely manner;
3. handle other administrative functions of proxy voting;
4. maintain records of proxy statements received in connection with proxy votes and provide copies of such proxy statements promptly upon request;
5. maintain records of votes cast; and
6. provide recommendations with respect to proxy voting matters in general.

While each portfolio manager may rely on ISS research and recommendations in casting votes, each portfolio manager has the discretion to deviate from any recommendation provided from ISS on general policy issues or specific proxy proposals, in accordance with our proxy policies and procedures that may be in effect from time to time.

We may also retain other proxy voting services in place of, or in addition to, ISS from time to time without further notice to clients.

Clients may obtain a copy of our proxy voting policies and procedures, a summary of ISS policies and procedures, and information about how we voted proxies during the past fiscal year by contacting Christopher Walker at [Christopher.Walker@manulifeam.com](mailto:Christopher.Walker@manulifeam.com).

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## XIV. Financial Information

Manulife AM (NA) has no financial obligation that impairs its ability to meet contractual and fiduciary responsibilities to clients, and has not been the subject of a bankruptcy proceeding.

## APPENDIX A

### Glossary of Investment Risk

- **Active management risk:** The subadvisor's investment strategy may fail to produce the intended result.
- **Changing distribution levels risk:** The distribution amounts paid by the fund generally depend on the amount of income and/or dividends received by the fund's investments. As a result of market, interest rate and other circumstances, the amount of cash available for distribution by the fund and the fund's distribution rate may vary or decline. The risk of such variability is accentuated in currently prevailing market and interest rate circumstances.
- **Commodity risk:** The market price of commodity investments may be volatile due to fluctuating demand, supply disruption, speculation and other factors
- **Convertible securities risk:** The market values of convertible securities tend to decline as interest rates increase and, conversely, to increase as interest rates decline. In addition, as the market price of the underlying common stock declines below the conversion price, the price of the convertible security tends to be increasingly influenced more by the yield of the convertible security.
- **Credit and counterparty risk:** The issuer or guarantor of a fixed-income security, the counterparty to an over-the-counter derivatives contract or a borrower of a fund's securities may be unable or unwilling to make timely principal, interest or settlement payments, or otherwise honor its obligations. Funds that invest in fixed-income securities are subject to varying degrees of risk that the issuers of the securities will have their credit rating downgraded or will default, potentially reducing a fund's share price and income level.
- **Currency risk:** Fluctuations in exchange rates may adversely affect the U.S. dollar value of a fund's investments. Currency risk includes both the risk that currencies in which a fund's investments are traded, or currencies in which a fund has taken an active position, will decline in value relative to the U.S. dollar.
- **Economic and market events risk:** Events in the financial markets have resulted, and may continue to result, in an unusually high degree of volatility in the financial markets, both domestic and foreign. In addition, reduced liquidity in credit and fixed-income markets may adversely affect issuers worldwide.
- **Emerging markets risk:** The risks of investing in foreign securities are greater for investments in emerging markets. Emerging market countries may experience higher inflation, interest rates and unemployment as well as greater social, economic, regulatory and political uncertainties than more developed countries.
- **Equity securities risk:** The value of a company's equity securities is subject to changes in the company's financial condition, and overall market and economic conditions.
- **Exchange-traded funds risk:** Owning an ETF generally reflects the risks of owning the underlying securities it is designed to track.
- **Exchange-traded notes risk:** Similar to ETFs, owning an ETN generally reflects the risks of owning the assets that comprise the underlying market benchmark or strategy that the ETN is designed to reflect. ETNs also are subject to issuer and fixed-income risk.
- **Fixed-income securities risk:** Fixed-income securities are affected by changes in interest rates and credit quality. A rise in interest rates typically causes bond prices to fall. The longer the average maturity of the bonds held by the fund, the more sensitive the fund is likely to be to interest-rate changes. There is the possibility that the issuer of the security will not repay all or a portion of the principal borrowed and will not make all interest payments.
- **Foreign securities risk:** As compared to U.S. companies, there may be less publicly available information relating to foreign companies. Foreign securities may be subject to foreign taxes. The value of foreign securities is subject to currency fluctuations and adverse political and economic developments.
- **Fund of funds risk:** The fund is subject to the performance of the underlying funds in which it invests.
- **Greater China risk:** Investments in the Greater China region are subject to special risks, such as less developed or less efficient trading markets, restrictions on monetary repatriation and possible




seizure, nationalization or expropriation of assets. In particular, investment in Taiwan could be adversely affected by its relationship with China, and Hong Kong and Chinese markets could be hurt significantly by adverse government actions. A small number of companies and industries represent a relatively large portion of the Greater China market as a whole.

- **Hedging, derivatives and other strategic transactions risk:** Hedging and other strategic transactions may increase the volatility of a fund and, if the transaction is not successful, could result in a significant loss to a fund. The use of derivative instruments could produce disproportionate gains or losses, more than the principal amount invested. Investing in derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments and, in a down market, could become harder to value or sell at a fair price. The following is a list of certain derivatives and other strategic transactions in which the fund may invest and the main risks associated with each of them:
  - **Credit default swaps** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions), interest-rate risk, risk of default of the underlying reference obligation and risk of disproportionate loss are the principal risks of engaging in transactions involving credit default swaps.
  - **Foreign currency forward contracts** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions), foreign currency risk and risk of disproportionate loss are the principal risks of engaging in transactions involving foreign currency forward contracts.
  - **Futures contracts** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions) and risk of disproportionate loss are the principal risks of engaging in transactions involving futures contracts.
  - **Interest-rate swaps** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions), interest-rate risk and risk of disproportionate loss are the principal risks of engaging in transactions involving interest-rate swaps.
  - **Options** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions) and risk of disproportionate loss are the principal risks of engaging in transactions involving options. Counterparty risk does not apply to exchange traded options.
  - **Swaps** Counterparty risk, liquidity risk (i.e., the inability to enter into closing transactions), interest-rate risk, settlement risk, risk of default of the underlying reference obligation and risk of disproportionate loss are the principal risks of engaging in transactions involving swaps.
- **High portfolio turnover risk:** Actively trading securities can increase transaction costs (thus lowering performance) and taxable distributions.
- **Index management risk:** Certain factors may cause a fund that is an index fund to track its target index less closely. For example, a subadvisor may select securities that are not fully representative of the index, and the fund's transaction expenses, and the size and timing of its cash flows, may result in the fund's performance being different than that of its index. Moreover, the fund will generally reflect the performance of its target index even when the index does not perform well.
- **Industry or sector risk:** Because the fund may focus on one or more industry or sector of the economy, its performance depends in large part on the performance of those sectors or industries. As a result, the value of your investment may fluctuate more widely than it would in a fund that is diversified across industries and sectors.
- **Initial public offerings risk:** IPO shares may have a magnified impact on fund performance and are frequently volatile in price. They can be held for a short period of time causing an increase in portfolio turnover.
- **Investment company securities risk:** The fund bears its own expenses and indirectly bears its proportionate share of expenses of the underlying funds in which it invests.
- **Issuer risk:** An issuer of a security may perform poorly and, therefore, the value of its stocks and bonds may decline. An issuer of securities held by the fund could default or have its credit rating downgraded.
- **Large company risk:** Large-capitalization stocks as a group could fall out of favor with the market, causing the fund to underperform investments that focus on small- or medium-capitalization stocks. Larger, more established companies may be slow to respond to challenges and may grow more slowly than smaller companies. For purposes of the fund's investment policies, the market

capitalization of a company is based on its market capitalization at the time the fund purchases the company's securities. Market capitalizations of companies change over time.

- **Liquidity risk:** Exposure exists when trading volume, lack of a market maker or legal restrictions impair the ability to sell particular securities or close derivative positions at an advantageous price.
- **Lower-rated fixed-income securities risk and high-yield securities risk:** Lower-rated fixed-income securities and high-yield fixed-income securities (commonly known as "junk bonds") are subject to greater credit quality risk and risk of default than higher-rated fixed-income securities. These securities may be considered speculative and the value of these securities can be more volatile due to increased sensitivity to adverse issuer, political, regulatory, market or economic developments and can be difficult to resell.
- **Medium and smaller company risk:** The prices of medium and smaller company stocks can change more frequently and dramatically than those of large company stocks. For purposes of the fund's investment policies, the market capitalization of a company is based on its market capitalization at the time the fund purchases the company's securities. Market capitalizations of companies change over time.
- **Mortgage-backed and asset-backed securities risk:** Different types of mortgage-backed securities and asset-backed securities are subject to different combinations of prepayment, extension, interest-rate and/or other market risks.
- **Non-diversified risk:** Overall risk can be reduced by investing in securities from a diversified pool of issuers and is increased by investing in securities of a small number of issuers. Investments in a non-diversified fund may magnify the fund's losses from adverse events affecting a particular issuer.
- **S&P 500 Index risk:** An investment in the fund involves risks similar to the risks of investing directly in the equity securities included in the S&P 500 Index.
- **Sector risk:** Because the fund may from time to time focus on one or more sectors of the economy, at such times its performance will depend in large part on the performance of those sectors. A fund that invests in particular sectors is particularly susceptible to the impact of market, economic, regulatory and other factors affecting those sectors. As a result, at such times, the value of your investment may fluctuate more widely than it would in a fund that is invested across sectors.
- **Spend-down risk:** Spend-down risk occurs in certain goal based strategies or self-liquidating strategies (the "Portfolio(s)") which are designed to maintain and maximize regular cash distributions through a pre-established period. The Portfolio(s)' distributions are expected to result in a significant reduction in fund assets over time, which could result in an increase to the Portfolio(s)' expenses as fixed fund expenses are spread over a smaller asset base. In order to generate sufficient cash for distributions, the fund may sell securities at times when it would not otherwise do so, which may result in a loss to the Portfolio(s). These transactions may result in higher portfolio turnover; accelerate the realization of taxable income if sales of securities resulted in capital gains or other income and increase transaction costs.
- **Target Liability risk:** The return on its investments in one or a combination of the Liability Driven Investment strategies may not perfectly match the return of an investor's (such as a pension plan's) overall liabilities due to reasons that may include, but not be limited to:
  - the Liability Driven Investment strategies' benchmarks are based on a number of assumptions which are not necessarily identical to an investor's circumstances. These underlying assumptions include, but are not limited to, the plan's underlying demographic profile, the underlying plan's provisions, economic assumptions and, consequently, the underlying expected cash flows;
  - the investor's target measure ("**Target Measure**") used to allocate assets within each Liability Driven Investment strategy (e.g. the target duration, expected liability cash flows or other actuarial input) may be based on a sub-group of the plan's liabilities (e.g. retirees);
  - the amount invested in a Liability Driven Investment strategy may be higher or lower than the market value of the investor's plan liability;
  - the Liability Driven Investment strategies are constructed assuming liability cash flows designed to mimic average pension plan profiles, which may not reflect an investor's circumstances;
  - Manulife AM (NA) aims to hedge the interest rate sensitivity of the present value of the fund's assumed projected liability cash flows. Although this hedging strategy aims to reduce the long term funding risk of a pension plan, it does not specifically hedge liabilities based on any actuarial valuation method, including going-concern, funding or accounting valuation methods;

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- the experience of a pension plan, including but not limited to mortality, turnover, salary increases, inflation and expenses, may differ from actuarial assumptions used by the plan's actuary to value the plan's liabilities. These actuarial assumptions are reflected in the investor's Target Measure used to allocate assets within each Liability Driven Investment strategy;
  - the pension plan provisions, actuarial assumptions and actuarial valuation methods may be changed over time by the plan's actuary;
  - the projected liability cash flows are usually longer than 30 years, whereas the bond market has limited investment opportunities with maturities longer than 30 years;
  - the Liability Driven Investment strategies include exposure to credit risks and, consequently, is subject to changes in credit spreads and defaults, whereas pension plan liabilities are not directly subject to these risks; and
  - the Liability Driven Investment strategies are subject to client transactions and/or rebalancing, whereas liabilities are not. The liability driven strategy is applied by Manulife AM (NA) at the investment fund or separate account level in accordance with the investment objectives, guidelines and restrictions. These strategies do not take into consideration the specifics of the investor (though an investor can additionally contract to provide discretionary authority to manage the allocation between the Liability Driven Investment strategies). It is strongly recommended that an investor seek the advice of a pension or investment consultant to establish an appropriate asset allocation among these funds. Unless Manulife AM (NA) and/or its affiliates are granted discretionary authority as to asset allocation, Manulife AM (NA) shall not be responsible if inappropriate asset allocation is made by the investor.