

JOHN HANCOCK FINANCIAL SERVICES, INC.

CORPORATE GOVERNANCE GUIDELINES

(As adopted by the Board of Directors on August 4, 2003)

Preamble

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of John Hancock Financial Services, Inc. (the “Corporation” or “JHFS”) to provide, along with the Corporation’s Certificate of Incorporation, By-Laws and Board Committee Charters, a framework, and to serve as the guiding principles, for the Corporation’s governance. The Board’s Nominating and Corporate Governance Committee shall periodically review these Guidelines, with the goal of assessing their ongoing vitality and conformance with applicable standards, and to recommend appropriate changes to the Board.

A. Composition of the Board of Directors

1. Mix of Outside and Management Directors and Director Independence

As a matter of policy, and in accordance with the listing standards of the New York Stock Exchange (the “NYSE”) a majority of the Board shall be comprised of Independent Directors. It is currently anticipated that the only officers of the Corporation who will be members of the Board (such individuals being herein referred to as “Management Directors”) will be the Chief Executive Officer and up to two other executive officers of the Corporation. Management Directors shall resign from the Board upon discontinuance as executive officers of the Corporation for any reason, including retirement, regardless of the term of years for which they may have been most recently elected to the Board.

In accordance with the applicable standards, laws and regulations, the Board shall annually evaluate all relationships between the Corporation and each Director who is not an officer of the Corporation (hereinafter referred to as “Non-Management Directors”). The Board’s assessment will be conducted, in light of all relevant facts and circumstances, for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or interfere with such Director’s ability to satisfy his or her responsibilities as an independent Director. Those Directors that the Board affirmatively determines have no material relationship with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation) and that otherwise satisfy the applicable NYSE director independence requirements shall be considered “Independent Directors.”

2. Director Qualifications and Responsibilities

The Board should be comprised of qualified individuals who possess the highest degree of personal and professional ethics and integrity. A range of talents, expertise and backgrounds are desirable. Attributes present on the Board should include: management skills, financial literacy, prior public company experience, industry knowledge, crisis response skills, capacity for strategic thinking and vision. In discharging their duties, Directors are expected to act in a manner consistent with their fiduciary responsibilities as well as such other obligations as are imposed by law. Moreover, it is expected that:

Directors shall at all times exercise their independent business judgment in ways that they reasonably believe to be in best the interests of the stockholders of the Corporation.

Directors shall make reasonable efforts to attend all Board and Committee meetings and shall devote the necessary time, energy and attention to ensure the diligent performance of their duties.

Directors will comply with the Corporation's policies and procedures applicable to them, including the pre-clearance and black-out limitations on securities trading and the avoidance of conflicts of interest.

3. Directors Who Change Their Present Job Responsibility

The Board does not believe that Non-Management Directors who retire, change their employment or experience a significant change in their primary job responsibilities should necessarily resign from the Board. However, it is the sense of the Board that a Director who retires, changes his or her employment or has a significant change in primary job responsibilities should submit a letter of resignation to the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall then consider the appropriateness of such individual's continuing Board membership under the changed circumstances. In light of all relevant facts the Committee may, in its sole discretion, either accept and forward the Director's resignation to the Chairman, or request that the Director continue to serve on the Board. In this context Board members are expected to promptly notify the Nominating and Corporate Governance Committee of any retirement, change in employment or significant change in primary job responsibilities.

4. Directors Serving on Other Boards

The Board finds it neither prudent nor reasonable to set a pre-determined limit on the number of boards on which Directors may sit. Such arbitrary limits may cause the Board to lose the benefit of the expertise of directors who, by virtue of their membership in other boards, have a broader perspective and experience. However, the Board believes that in order to assess potential conflicts of interest, whether a Director has sufficient time to devote to service on the Corporation's Board and related matters, each Director must promptly notify the General Counsel whenever the Director is invited, and intends, to join the Board of Directors of another company, and on what committees of such other Board the Director has agreed to serve. The General Counsel shall promptly review the proposed board membership and advise the Director, as well as the Chairman of the Nominating & Corporate Governance Committee of the results of this review.

5. Size of the Board

It is the sense of the Board that in order to staff key committees adequately with independent directors, maintain close working relationships, and operate effectively and efficiently, a Board of not less than ten and not more than fifteen members is desirable.

6. Selection of Director Candidates

The Nominating and Corporate Governance Committee shall identify and nominate candidates for election as Directors of the Corporation. The Committee will be responsible for recommending Directors for reelection at the conclusion of their terms, as well as recommending individuals to become new Directors. In advance of recommending an individual for election or reelection, the Nominating and Corporate Governance Committee should review the needs of the Board in light of the considerations outlined earlier in these Guidelines. In carrying out its functions, it is expected that the Committee will receive input from the Chairman of the Board and the Chief Executive Officer or any other Directors, to the extent necessary or appropriate in the view of the Committee.

7. Invitation to a New Potential Director to Join the Board

The invitation to be considered for election as a Director should be extended by the Chairman of the Nominating and Corporate Governance Committee or by the Chairman of the Board acting at the Committee's direction.

8. Assessing the Board's Performance

The Nominating and Corporate Governance Committee shall develop and oversee a process, with input from management, by which the Board will evaluate annually its performance as a whole as well as the performance of its committees. The results of this evaluation will be discussed with the full Board. This evaluation will focus on the Board as a whole and will include a review of specific areas in which the Board believes improvement could be made. Each Board committee will be required to perform a self-evaluation and report the results to the Nominating and Corporate Governance Committee. The purpose of this process is to evaluate and improve the overall effectiveness of the Board and its committees.

B. Operation of the Board of Directors

1. Number of Meetings

The Board believes that it should hold regular meetings as a full Board at least six times each year, and may hold more than six regular meetings in a year as necessary or appropriate. The schedule of such regular meetings should be determined by the Board in advance, with this schedule being subject to revision at any other regular or special meeting. The calling of special meetings of the Board should continue to be available as provided in the Bylaws.

2. Role of the Chairman of the Board

The Chairman of the Board should be fully aware of the condition of the Corporation and the concerns and recommendations of both the Directors and Management. He or she should provide an opportunity for full and open participation by each Director at Board meetings. He or she will recommend to the Board a schedule of meetings each year, after consultation with the Chief Executive Officer, if the position is held by a different person, and will provide information on major proposals in advance of Board meetings.

3. Board Committees

The Board believes that at all times it should, at a minimum, have the following five committees: Audit Committee, Compensation Committee, Committee on Ethics and Business Practices, Executive Committee and Nominating and Corporate Governance Committee. Each of these committees is, and shall at all times be, governed by written charters approved by the Board. Of these, the Audit, Compensation and Nominating and Corporate Governance committees shall, at all times, be composed exclusively of Independent Directors. Moreover, the membership of the Audit Committee shall comply with all applicable laws and regulations, including the requirements of the NYSE listing standards and the

Sarbanes-Oxley Act of 2002, and regulations promulgated thereunder. Each Director serving on the Compensation Committee shall satisfy the requirements for a “non-employee director” as set forth in SEC rules promulgated under Section 16 of the Securities Exchange Act of 1934, and for “outside director” under Section 162(m) of the Internal Revenue code and the regulations promulgated thereunder, or any successor rules.

4. Meetings of Non-Management Directors

The Non-Management Directors of the Corporation shall meet in executive session, without any member of the Corporation’s management present, on no less than three (3) occasions per calendar year, one of which shall be to review executive performance. The Board shall annually appoint, from among the non-management directors, a Presiding Director to chair the executive sessions of the Non-Management Directors. Meetings of the Non-Management Directors shall be held as scheduled by the Presiding Director, by the Non-Management Directors as a group, or whenever called by a Non-Management Director during or at the conclusion of a regularly scheduled Board meeting

The name of the Presiding Director shall be disclosed in the Corporation’s annual proxy statement filed with the Securities and Exchange Commission. The Corporation will also disclose a method for interested parties to communicate directly with the Presiding Director or with the Non-Management Directors as a group.

5. Selection of Agenda Items for Board Meetings

Except in the case of meetings of the non-management directors, the Chairman of the Board will propose the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items for the agenda.

6. Board Materials Distributed in Advance

Information that is important to the Board's understanding of the business or the matters to be discussed at a Board or committee meeting should, when practical, be distributed in writing to the Board or committee sufficiently in advance of the meeting to allow Board members to prepare for discussion of items at the meeting. In carrying out its responsibilities, the Board of Directors, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult.

7. Director Orientation and Continuing Education

Each new Director shall participate in briefing sessions with members of senior management to acquaint him or her with the Corporation's businesses, financial statements and its significant policies and practices. In addition, all Directors shall periodically participate in briefing sessions on topical subjects to assist the Directors in discharging their duties.

8. Director Compensation

The Compensation Committee is charged with the responsibility for recommending to the full Board the compensation and benefits for Non-Management Directors. In making its recommendations, the Compensation Committee will seek to fairly compensate Directors at levels that are competitive with other insurance and financial service companies and to align Directors' interests with the long-term interests of the Corporation's stockholders. In its deliberations, the Compensation Committee may receive advice from an independent compensation consultant and such other advisors as the Committee deems necessary, desirable or appropriate, in each case at the Corporation's expense.

9. Term Limits

The Board does not believe it should establish term limits because such limits have the disadvantage of causing the Corporation to lose the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Corporation and its operations and, therefore, provide an increasing contribution to the Board as a whole. The Nominating and Corporate Governance Committee, in consultation with the Chairman of the Board, will review each Director's continued service on the Board prior to recommending re-election.

10. Retirement Age for Non-Management Directors

Any Non-management Director shall resign and step down from the Board upon attaining his or her seventieth (70th) birthday.

C. Board Interaction with Management and Independent Advisors

**1. Performance Evaluation and Compensation
Of the Chief Executive Officer**

The Board shall continually monitor the performance of the Chief Executive Officer taking into account a range of factors including, but not limited to, Corporation operating performance, accomplishment of long-term goals, effectiveness in informing the Board concerning the business and affairs of the Corporation and development of Management personnel. Further, the Non-Management Directors, shall meet in executive session at least annually to discuss the performance of the Chief Executive Officer.

The Compensation Committee shall review and approve corporate goals and objectives which may be relevant to the compensation of the Chief Executive Officer (CEO) and the Committee shall evaluate the CEO's performance in light of those goals and objectives, taking into account a discussion of the CEO's performance at a meeting of the Non-Management Directors of the Board in executive session without management present. In exercising sole authority to determine the CEO's compensation, the Compensation Committee may also consider other items including, but not limited to, the Corporation's performance and relative stockholder return, the value of similar compensation provided to CEOs at comparable companies and the awards given to the Corporation's CEO in past years.

2. Succession Planning and Management Development

The Nominating and Corporate Governance Committee shall, in consultation with the Chairman and Chief Executive Officer, at least annually, report to the Board on issues relating to succession planning for the Chairman of the Board and the Chief Executive Officer.

3. Access to Management

At the invitation of the Board, members of senior management or other employees and consultants recommended by the Chairman shall attend Board meetings, or portions thereof, for the purpose of making presentations or participating in discussions. Generally, presentations by senior management are beneficial not only in providing information to the Board, but also in giving Board members an opportunity to evaluate the Corporation's managers.

4. Access to Independent Advisors

The Board and its Committees, including the non-management directors when convening in executive session, shall have the right, at any time, to retain independent outside financial, compensation, legal or other advisors, at the Corporation's expense.

D. Ongoing Review of Corporate Governance Practices

The Nominating and Corporate Governance Committee will continue to review the Corporation's corporate governance practices for purposes of making recommendations for action by the full Board. Thus, the Board may, from time to time, acting on the Committee's recommendations, amend these Guidelines accordingly.