

Sun Life Assurance Company of Canada

Form of Policyholder Proxy for the May 5, 2020 Annual Meeting



Please clearly print your name and address below:

Voting Policy Number(s):

The UNDERSIGNED voting policyholder of **Sun Life Assurance Company of Canada** (the "Company") hereby appoints **William D. Anderson, Chairman of the Board**, or failing him, **Scott F. Powers, Chair of the Governance, Nomination & Investment Committee**, or failing him, a director of the Company appointed by the directors present at the meeting, or instead of any of the foregoing, _____ as the proxy holder of the undersigned to attend, vote and act on behalf of the undersigned at the Annual Meeting of the Company to be held on Tuesday, May 5, 2020 and at any continuation of the meeting after any adjournment thereof, to the same extent and with the same powers as if the undersigned were personally present at such meeting or any such continuation thereof. **A voting policyholder has the right to appoint a person or company other than those designated by inserting the name of such person in the space provided above. In addition, YOU MUST call 1-866-751-6315 (within North America) or 1 (212) 235-5754 (outside of North America) by 5:00 pm (Toronto time) on Tuesday, April 28, 2020 and provide the Company's transfer agent and registrar, AST Trust Company (Canada) (AST), with the required information for your chosen proxyholder so that AST may provide the proxyholder with a control number via email. This control number will allow your proxyholder to log in to and vote at the meeting. Without a control number, your proxyholder will only be able to log in to the meeting as a guest and will not be able to vote.**

A duly completed form of proxy must be received by the Company's agent, AST Trust Company (Canada), no later than 5:00 pm (Toronto time) on Tuesday, April 28, 2020 or, in the case of an adjournment of the meeting, by no later than 5:00 pm (Toronto time) on the date that is two business days before the meeting is reconvened. See reverse side for instructions for submitting your proxy.

Information on the following can be found in the Information for Voting Policyholders booklet of the Company dated March 13, 2020.

The directors and management recommend voting policyholders vote **FOR** the matters below. Unless otherwise specified, the proxy holders designated by the directors and management intend to vote **FOR** the matters below:

1. Election of Directors

William D. Anderson -----	<input type="checkbox"/> For <input type="checkbox"/> Withhold
Stephanie L. Coyles -----	<input type="checkbox"/> For <input type="checkbox"/> Withhold
Martin J. G. Glynn -----	<input type="checkbox"/> For <input type="checkbox"/> Withhold
M. Marianne Harris -----	<input type="checkbox"/> For <input type="checkbox"/> Withhold
Scott F. Powers -----	<input type="checkbox"/> For <input type="checkbox"/> Withhold

2. Appointment of Deloitte LLP as Auditor ----- For Withhold

Your Signature(s) (all policyholders named on proxy must sign)

X

Date (dd/mm/yyyy)

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Notes to the Form of Proxy

This form of proxy is solicited by and on behalf of the Board of Directors and management. This proxy is valid only for the Annual Meeting on May 5, 2020 and any continuation of the Annual Meeting after any adjournment thereof.

- a) If the voting policyholder intends to vote by proxy, this form of proxy must be signed and dated by the voting policyholder. All signatures must agree with the names on this proxy. If the voting policyholder is a corporation, it must be signed by a duly authorized signing officer whose title should be provided.
- b) If this form of proxy is signed pursuant to a power of attorney, written evidence of the appointment of the attorney must be returned with the completed proxy.
- c) Should any of the nominees named in paragraph one of this proxy be unable to serve as a director for any reason, the proxy holder reserves the right to vote for another nominee in his or her discretion unless the proxy holder has been specifically instructed on this form of proxy to withhold the vote for the election of directors.
- d) This form of proxy confers discretionary authority upon the proxy holder with respect to matters that may properly come before the meeting.
- e) This proxy must be delivered in accordance with the provisions set out in the Information for Voting Policyholders booklet dated March 13, 2020.

Instructions for Submitting Your Proxy

By Mail: Mark, sign, date and return in the envelope provided.

By Email: Mark, sign, date, scan and email the signed page to proxyvote@astfinancial.com.

By Telephone: From Canada or the United States only, using a touch-tone telephone, call toll free 1-888-489-7352 (English and French) and follow the voice instructions. You will need to refer to your control number printed on the front of this proxy form.

By Internet: Access www.astvotemyproxy.com and follow the instructions. You will need to refer to your control number printed on the front of this proxy form.

If you have questions regarding this proxy form, please refer to the Voting section of the Information for Voting Policyholders booklet for contact information.