



John Hancock Investment Management

**Semiannual Financial Statements
& Other N-CSR Items**

John Hancock Disciplined Value Fund

U.S. equity

September 30, 2024

John Hancock Disciplined Value Fund

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Fund's investments

AS OF 9-30-24 (unaudited)

| | Shares | Value |
|--|-----------|-------------------------|
| Common stocks 97.5% | | \$15,232,672,062 |
| (Cost \$11,034,241,273) | | |
| Communication services 4.7% | | 734,193,049 |
| Interactive media and services 2.5% | | |
| Alphabet, Inc., Class A | 2,314,759 | 383,902,780 |
| Media 1.1% | | |
| Omnicom Group, Inc. | 1,710,568 | 176,855,626 |
| Wireless telecommunication services 1.1% | | |
| T-Mobile US, Inc. | 840,447 | 173,434,643 |
| Consumer discretionary 7.0% | | 1,085,910,958 |
| Hotels, restaurants and leisure 2.1% | | |
| Booking Holdings, Inc. | 21,456 | 90,375,247 |
| MGM Resorts International (A) | 2,699,379 | 105,518,725 |
| Starbucks Corp. | 1,316,051 | 128,301,812 |
| Household durables 1.2% | | |
| Lennar Corp., Class A | 1,005,672 | 188,543,387 |
| Specialty retail 3.7% | | |
| AutoNation, Inc. (A) | 741,611 | 132,689,040 |
| AutoZone, Inc. (A) | 76,969 | 242,455,429 |
| The Home Depot, Inc. | 488,715 | 198,027,318 |
| Consumer staples 9.0% | | 1,411,582,750 |
| Beverages 0.6% | | |
| Coca-Cola Europacific Partners PLC | 1,225,240 | 96,487,650 |
| Consumer staples distribution and retail 4.6% | | |
| Sysco Corp. | 2,382,928 | 186,011,360 |
| Target Corp. | 640,902 | 99,890,986 |
| U.S. Foods Holding Corp. (A) | 3,579,247 | 220,123,691 |
| Walmart, Inc. | 2,693,036 | 217,462,657 |
| Food products 0.8% | | |
| The J.M. Smucker Company | 1,007,045 | 121,953,150 |
| Personal care products 0.9% | | |
| Kenvue, Inc. | 6,365,396 | 147,231,609 |
| Tobacco 2.1% | | |
| Philip Morris International, Inc. | 2,655,862 | 322,421,647 |
| Energy 7.7% | | 1,205,355,366 |
| Energy equipment and services 1.3% | | |
| Schlumberger, Ltd. | 4,876,388 | 204,564,477 |
| Oil, gas and consumable fuels 6.4% | | |
| Canadian Natural Resources, Ltd. | 4,090,629 | 135,849,789 |

| | Shares | Value |
|--|------------|----------------------|
| Energy (continued) | | |
| Oil, gas and consumable fuels (continued) | | |
| Cenovus Energy, Inc. | 9,692,037 | \$162,147,779 |
| ConocoPhillips | 1,648,944 | 173,600,824 |
| Diamondback Energy, Inc. | 1,387,634 | 239,228,102 |
| Marathon Petroleum Corp. | 1,170,123 | 190,624,738 |
| Phillips 66 | 755,722 | 99,339,657 |
| Financials 21.3% | | 3,328,311,374 |
| Banks 7.0% | | |
| Huntington Bancshares, Inc. | 14,738,557 | 216,656,788 |
| JPMorgan Chase & Co. | 3,235,844 | 682,310,062 |
| Wells Fargo & Company | 3,525,920 | 199,179,221 |
| Capital markets 5.4% | | |
| Blue Owl Capital, Inc. | 7,970,521 | 154,309,287 |
| Intercontinental Exchange, Inc. | 690,508 | 110,923,205 |
| LPL Financial Holdings, Inc. | 592,656 | 137,869,565 |
| Morgan Stanley | 2,866,805 | 298,835,753 |
| The Goldman Sachs Group, Inc. | 282,865 | 140,049,290 |
| Consumer finance 3.1% | | |
| American Express Company | 983,397 | 266,697,266 |
| Discover Financial Services | 1,515,649 | 212,630,398 |
| Financial services 2.9% | | |
| Corpay, Inc. (A) | 572,233 | 178,971,593 |
| Fidelity National Information Services, Inc. | 3,263,066 | 273,281,778 |
| Insurance 2.9% | | |
| Aon PLC, Class A | 530,909 | 183,689,205 |
| Arthur J. Gallagher & Company | 406,062 | 114,253,665 |
| Chubb, Ltd. | 550,138 | 158,654,298 |
| Health care 13.4% | | 2,093,693,405 |
| Biotechnology 2.8% | | |
| AbbVie, Inc. | 1,137,551 | 224,643,571 |
| Amgen, Inc. | 673,508 | 217,011,013 |
| Health care equipment and supplies 1.8% | | |
| Abbott Laboratories | 1,744,947 | 198,941,407 |
| Hologic, Inc. (A) | 928,781 | 75,658,500 |
| Health care providers and services 7.3% | | |
| Cencora, Inc. | 1,156,791 | 260,370,518 |
| Centene Corp. (A) | 2,307,638 | 173,718,989 |
| McKesson Corp. | 351,722 | 173,898,391 |
| The Cigna Group | 569,728 | 197,376,568 |
| UnitedHealth Group, Inc. | 575,467 | 336,464,046 |

| | Shares | Value |
|--|-----------|----------------------|
| Health care (continued) | | |
| Life sciences tools and services 1.5% | | |
| Avantor, Inc. (A) | 3,267,331 | \$84,525,853 |
| ICON PLC (A) | 525,859 | 151,084,549 |
| Industrials 15.4% | | 2,402,561,850 |
| Aerospace and defense 1.4% | | |
| General Dynamics Corp. | 713,335 | 215,569,837 |
| Building products 2.5% | | |
| Allegion PLC | 584,823 | 85,232,104 |
| Builders FirstSource, Inc. (A) | 940,634 | 182,351,307 |
| Masco Corp. | 1,392,152 | 116,857,239 |
| Construction and engineering 0.7% | | |
| WillScot Holdings Corp. (A) | 2,922,133 | 109,872,201 |
| Electrical equipment 0.4% | | |
| Emerson Electric Company | 649,197 | 71,002,676 |
| Ground transportation 1.2% | | |
| Norfolk Southern Corp. | 736,746 | 183,081,381 |
| Industrial conglomerates 1.5% | | |
| Honeywell International, Inc. | 1,146,312 | 236,954,154 |
| Machinery 2.9% | | |
| Deere & Company | 278,729 | 116,321,974 |
| Fortive Corp. | 2,104,025 | 166,070,693 |
| Wabtec Corp. | 922,531 | 167,688,460 |
| Professional services 3.0% | | |
| Amentum Holdings, Inc. (A) | 1,234,909 | 39,825,815 |
| Jacobs Solutions, Inc. | 1,234,909 | 161,649,588 |
| Leidos Holdings, Inc. | 1,175,630 | 191,627,690 |
| Robert Half, Inc. | 1,198,441 | 80,786,908 |
| Trading companies and distributors 1.8% | | |
| United Rentals, Inc. | 263,343 | 213,236,727 |
| WESCO International, Inc. | 383,576 | 64,433,096 |
| Information technology 13.6% | | 2,129,196,003 |
| Electronic equipment, instruments and components 2.2% | | |
| Flex, Ltd. (A) | 5,474,612 | 183,016,279 |
| Keysight Technologies, Inc. (A) | 829,113 | 131,770,929 |
| Trimble, Inc. (A) | 497,858 | 30,912,003 |
| Semiconductors and semiconductor equipment 6.4% | | |
| Advanced Micro Devices, Inc. (A) | 1,170,923 | 192,125,046 |
| Applied Materials, Inc. | 977,136 | 197,430,329 |
| Microchip Technology, Inc. | 2,478,804 | 199,023,173 |
| Micron Technology, Inc. | 2,230,968 | 231,373,691 |
| NXP Semiconductors NV | 383,857 | 92,129,519 |

| | Shares | Value | |
|--|------------------|--------------------|-------------------------|
| Information technology (continued) | | | |
| Semiconductors and semiconductor equipment (continued) | | | |
| Qualcomm, Inc. | 505,691 | \$85,992,755 | |
| Software 3.5% | | | |
| Nice, Ltd., ADR (A) | 532,859 | 92,541,623 | |
| Oracle Corp. | 2,697,485 | 459,651,444 | |
| Technology hardware, storage and peripherals 1.5% | | | |
| Dell Technologies, Inc., Class C | 1,236,389 | 146,561,552 | |
| Hewlett Packard Enterprise Company | 4,235,956 | 86,667,660 | |
| Materials 3.8% | | 585,399,917 | |
| Construction materials 1.8% | | | |
| CRH PLC | 2,931,624 | 271,878,810 | |
| Metals and mining 2.0% | | | |
| Kinross Gold Corp. | 13,147,829 | 123,063,679 | |
| Teck Resources, Ltd., Class B | 3,645,816 | 190,457,428 | |
| Utilities 1.6% | | 256,467,390 | |
| Electric utilities 0.7% | | | |
| FirstEnergy Corp. | 2,689,970 | 119,300,170 | |
| Multi-utilities 0.9% | | | |
| CenterPoint Energy, Inc. | 4,662,380 | 137,167,220 | |
| | Yield (%) | Shares | Value |
| Short-term investments 2.6% | | | \$409,009,243 |
| (Cost \$409,009,243) | | | |
| Short-term funds 2.6% | | | 409,009,243 |
| State Street Institutional U.S. Government Money Market Fund, Premier Class | 4.9290(B) | 409,009,243 | 409,009,243 |
| Total investments (Cost \$11,443,250,516) 100.1% | | | \$15,641,681,305 |
| Other assets and liabilities, net (0.1%) | | | (22,485,145) |
| Total net assets 100.0% | | | \$15,619,196,160 |

The percentage shown for each investment category is the total value of the category as a percentage of the net assets of the fund.

Security Abbreviations and Legend

ADR American Depositary Receipt

(A) Non-income producing security.

(B) The rate shown is the annualized seven-day yield as of 9-30-24.

At 9-30-24, the aggregate cost of investments for federal income tax purposes was \$11,487,014,521. Net unrealized appreciation aggregated to \$4,154,666,784, of which \$4,220,367,998 related to gross unrealized appreciation and \$65,701,214 related to gross unrealized depreciation.

Financial statements

STATEMENT OF ASSETS AND LIABILITIES 9-30-24 (unaudited)

| | |
|--|-------------------------|
| Assets | |
| Unaffiliated investments, at value (Cost \$11,443,250,516) | \$15,641,681,305 |
| Dividends receivable | 16,875,845 |
| Receivable for fund shares sold | 16,519,368 |
| Receivable for securities lending income | 7,770 |
| Other assets | 935,782 |
| Total assets | 15,676,020,070 |
| Liabilities | |
| Payable for investments purchased | 33,236,937 |
| Payable for fund shares repurchased | 21,237,337 |
| Payable to affiliates | |
| Accounting and legal services fees | 627,667 |
| Transfer agent fees | 871,081 |
| Distribution and service fees | 19,137 |
| Trustees' fees | 31,426 |
| Other liabilities and accrued expenses | 800,325 |
| Total liabilities | 56,823,910 |
| Net assets | \$15,619,196,160 |
| Net assets consist of | |
| Paid-in capital | \$9,932,035,444 |
| Total distributable earnings (loss) | 5,687,160,716 |
| Net assets | \$15,619,196,160 |

Net asset value per share

Based on net asset value and shares outstanding - the fund has an unlimited number of shares authorized with no par value

| | |
|--|---------|
| Class A (\$1,382,181,137 ÷ 51,144,285 shares) ¹ | \$27.03 |
| Class C (\$65,891,473 ÷ 2,686,322 shares) ¹ | \$24.53 |
| Class I (\$7,997,619,986 ÷ 309,642,311 shares) | \$25.83 |
| Class R2 (\$57,308,513 ÷ 2,227,497 shares) | \$25.73 |
| Class R4 (\$59,653,724 ÷ 2,310,161 shares) | \$25.82 |
| Class R5 (\$72,622,897 ÷ 2,802,379 shares) | \$25.91 |
| Class R6 (\$4,834,975,015 ÷ 186,560,037 shares) | \$25.92 |
| Class NAV (\$1,148,943,415 ÷ 44,310,180 shares) | \$25.93 |
| Maximum offering price per share | |
| Class A (net asset value per share ÷ 95%) ² | \$28.45 |

¹ Redemption price per share is equal to net asset value less any applicable contingent deferred sales charge.

² On single retail sales of less than \$50,000. On sales of \$50,000 or more and on group sales the offering price is reduced.

STATEMENT OF OPERATIONS For the six months ended 9-30-24 (unaudited)

| | |
|--|----------------------|
| Investment income | |
| Dividends | \$136,918,433 |
| Interest | 807 |
| Securities lending | 2,159 |
| Less foreign taxes withheld | (2,393,791) |
| Total investment income | 134,527,608 |
| Expenses | |
| Investment management fees | 44,957,666 |
| Distribution and service fees | 2,262,846 |
| Accounting and legal services fees | 1,197,112 |
| Transfer agent fees | 4,940,071 |
| Trustees' fees | 157,579 |
| Custodian fees | 767,005 |
| State registration fees | 137,011 |
| Printing and postage | 372,446 |
| Professional fees | 199,743 |
| Other | 187,142 |
| Total expenses | 55,178,621 |
| Less expense reductions | (641,990) |
| Net expenses | 54,536,631 |
| Net investment income | 79,990,977 |
| Realized and unrealized gain (loss) | |
| Net realized gain (loss) on | |
| Unaffiliated investments and foreign currency transactions | 999,649,666 |
| Affiliated investments | (8,960) |
| | 999,640,706 |
| Change in net unrealized appreciation (depreciation) of | |
| Unaffiliated investments and translation of assets and liabilities in foreign currencies | (429,377,935) |
| Affiliated investments | 1 |
| | (429,377,934) |
| Net realized and unrealized gain | 570,262,772 |
| Increase in net assets from operations | \$650,253,749 |

STATEMENTS OF CHANGES IN NET ASSETS

| | Six months ended 9-30-24 (unaudited) | Year ended 3-31-24 |
|---|--|-------------------------|
| Increase (decrease) in net assets | | |
| From operations | | |
| Net investment income | \$79,990,977 | \$134,941,629 |
| Net realized gain | 999,640,706 | 920,593,744 |
| Change in net unrealized appreciation (depreciation) | (429,377,934) | 2,180,312,177 |
| Increase in net assets resulting from operations | 650,253,749 | 3,235,847,550 |
| Distributions to shareholders | | |
| From earnings | | |
| Class A | — | (79,181,804) |
| Class C | — | (4,311,301) |
| Class I | — | (438,742,065) |
| Class R2 | — | (3,397,316) |
| Class R4 | — | (4,001,056) |
| Class R5 | — | (4,210,227) |
| Class R6 | — | (276,975,481) |
| Class NAV | — | (75,145,269) |
| Total distributions | — | (885,964,519) |
| From fund share transactions | 159,866,395 | 382,748,421 |
| Total increase | 810,120,144 | 2,732,631,452 |
| Net assets | | |
| Beginning of period | 14,809,076,016 | 12,076,444,564 |
| End of period | \$15,619,196,160 | \$14,809,076,016 |

Financial highlights

| CLASS A SHARES Period ended | 9-30-24¹ | 3-31-24 | 3-31-23 | 3-31-22 | 3-31-21 | 3-31-20 |
|--|----------------------------|----------------|----------------|----------------|----------------|----------------|
| Per share operating performance | | | | | | |
| Net asset value, beginning of period | \$25.94 | \$21.72 | \$24.55 | \$24.73 | \$15.18 | \$20.25 |
| Net investment income ² | 0.11 | 0.18 | 0.24 | 0.15 | 0.18 | 0.30 |
| Net realized and unrealized gain (loss) on investments | 0.98 | 5.59 | (1.63) | 3.04 | 9.65 | (4.20) |
| Total from investment operations | 1.09 | 5.77 | (1.39) | 3.19 | 9.83 | (3.90) |
| Less distributions | | | | | | |
| From net investment income | — | (0.19) | (0.23) | (0.16) | (0.28) | (0.25) |
| From net realized gain | — | (1.36) | (1.21) | (3.21) | — | (0.92) |
| Total distributions | — | (1.55) | (1.44) | (3.37) | (0.28) | (1.17) |
| Net asset value, end of period | \$27.03 | \$25.94 | \$21.72 | \$24.55 | \$24.73 | \$15.18 |
| Total return (%)^{3,4} | 4.16⁵ | 27.42 | (5.60) | 13.42 | 65.19 | (20.99) |
| Ratios and supplemental data | | | | | | |
| Net assets, end of period (in millions) | \$1,382 | \$1,382 | \$1,185 | \$1,204 | \$1,037 | \$731 |
| Ratios (as a percentage of average net assets): | | | | | | |
| Expenses before reductions | 1.00 ⁶ | 1.03 | 1.02 | 1.04 | 1.07 | 1.07 |
| Expenses including reductions | 1.00 ⁶ | 1.02 | 1.01 | 1.03 | 1.07 | 1.06 |
| Net investment income | 0.81 ⁶ | 0.79 | 1.04 | 0.60 | 0.94 | 1.44 |
| Portfolio turnover (%) | 27 | 48 | 43 | 38 | 55 | 88 |

¹ Six months ended 9-30-24. Unaudited.

² Based on average daily shares outstanding.

³ Total returns would have been lower had certain expenses not been reduced during the applicable periods.

⁴ Does not reflect the effect of sales charges, if any.

⁵ Not annualized.

⁶ Annualized.

| CLASS C SHARES Period ended | 9-30-24¹ | 3-31-24 | 3-31-23 | 3-31-22 | 3-31-21 | 3-31-20 |
|--|----------------------------|----------------|----------------|----------------|----------------|----------------|
| Per share operating performance | | | | | | |
| Net asset value, beginning of period | \$23.63 | \$19.92 | \$22.62 | \$23.05 | \$14.17 | \$18.98 |
| Net investment income (loss) ² | 0.01 | 0.01 | 0.06 | (0.04) | 0.03 | 0.13 |
| Net realized and unrealized gain (loss) on investments | 0.89 | 5.08 | (1.49) | 2.82 | 9.00 | (3.92) |
| Total from investment operations | 0.90 | 5.09 | (1.43) | 2.78 | 9.03 | (3.79) |
| Less distributions | | | | | | |
| From net investment income | — | (0.02) | (0.06) | — | (0.15) | (0.10) |
| From net realized gain | — | (1.36) | (1.21) | (3.21) | — | (0.92) |
| Total distributions | — | (1.38) | (1.27) | (3.21) | (0.15) | (1.02) |
| Net asset value, end of period | \$24.53 | \$23.63 | \$19.92 | \$22.62 | \$23.05 | \$14.17 |
| Total return (%)^{3,4} | 3.81⁵ | 26.40 | (6.26) | 12.56 | 63.90 | (21.51) |
| Ratios and supplemental data | | | | | | |
| Net assets, end of period (in millions) | \$66 | \$72 | \$79 | \$116 | \$135 | \$140 |
| Ratios (as a percentage of average net assets): | | | | | | |
| Expenses before reductions | 1.75 ⁶ | 1.78 | 1.77 | 1.79 | 1.82 | 1.82 |
| Expenses including reductions | 1.75 ⁶ | 1.77 | 1.76 | 1.78 | 1.82 | 1.81 |
| Net investment income (loss) | 0.06 ⁶ | 0.05 | 0.29 | (0.17) | 0.19 | 0.67 |
| Portfolio turnover (%) | 27 | 48 | 43 | 38 | 55 | 88 |

¹ Six months ended 9-30-24. Unaudited.

² Based on average daily shares outstanding.

³ Total returns would have been lower had certain expenses not been reduced during the applicable periods.

⁴ Does not reflect the effect of sales charges, if any.

⁵ Not annualized.

⁶ Annualized.

| CLASS I SHARES Period ended | 9-30-24¹ | 3-31-24 | 3-31-23 | 3-31-22 | 3-31-21 | 3-31-20 |
|--|----------------------------|----------------|----------------|----------------|----------------|----------------|
| Per share operating performance | | | | | | |
| Net asset value, beginning of period | \$24.76 | \$20.80 | \$23.57 | \$23.86 | \$14.65 | \$19.58 |
| Net investment income ² | 0.13 | 0.23 | 0.28 | 0.21 | 0.22 | 0.34 |
| Net realized and unrealized gain (loss) on investments | 0.94 | 5.33 | (1.55) | 2.93 | 9.32 | (4.05) |
| Total from investment operations | 1.07 | 5.56 | (1.27) | 3.14 | 9.54 | (3.71) |
| Less distributions | | | | | | |
| From net investment income | — | (0.24) | (0.29) | (0.22) | (0.33) | (0.30) |
| From net realized gain | — | (1.36) | (1.21) | (3.21) | — | (0.92) |
| Total distributions | — | (1.60) | (1.50) | (3.43) | (0.33) | (1.22) |
| Net asset value, end of period | \$25.83 | \$24.76 | \$20.80 | \$23.57 | \$23.86 | \$14.65 |
| Total return (%)³ | 4.32⁴ | 27.68 | (5.33) | 13.73 | 65.58 | (20.77) |
| Ratios and supplemental data | | | | | | |
| Net assets, end of period (in millions) | \$7,998 | \$7,297 | \$5,657 | \$6,039 | \$5,618 | \$5,250 |
| Ratios (as a percentage of average net assets): | | | | | | |
| Expenses before reductions | 0.76 ⁵ | 0.78 | 0.77 | 0.79 | 0.82 | 0.82 |
| Expenses including reductions | 0.75 ⁵ | 0.77 | 0.76 | 0.78 | 0.82 | 0.81 |
| Net investment income | 1.07 ⁵ | 1.04 | 1.29 | 0.84 | 1.18 | 1.69 |
| Portfolio turnover (%) | 27 | 48 | 43 | 38 | 55 | 88 |

¹ Six months ended 9-30-24. Unaudited.

² Based on average daily shares outstanding.

³ Total returns would have been lower had certain expenses not been reduced during the applicable periods.

⁴ Not annualized.

⁵ Annualized.

| CLASS R2 SHARES Period ended | 9-30-24¹ | 3-31-24 | 3-31-23 | 3-31-22 | 3-31-21 | 3-31-20 |
|--|----------------------------|----------------|----------------|----------------|----------------|----------------|
| Per share operating performance | | | | | | |
| Net asset value, beginning of period | \$24.71 | \$20.76 | \$23.53 | \$23.83 | \$14.63 | \$19.57 |
| Net investment income ² | 0.08 | 0.15 | 0.20 | 0.11 | 0.15 | 0.23 |
| Net realized and unrealized gain (loss) on investments | 0.94 | 5.32 | (1.56) | 2.93 | 9.31 | (4.03) |
| Total from investment operations | 1.02 | 5.47 | (1.36) | 3.04 | 9.46 | (3.80) |
| Less distributions | | | | | | |
| From net investment income | — | (0.16) | (0.20) | (0.13) | (0.26) | (0.22) |
| From net realized gain | — | (1.36) | (1.21) | (3.21) | — | (0.92) |
| Total distributions | — | (1.52) | (1.41) | (3.34) | (0.26) | (1.14) |
| Net asset value, end of period | \$25.73 | \$24.71 | \$20.76 | \$23.53 | \$23.83 | \$14.63 |
| Total return (%)³ | 4.13⁴ | 27.22 | (5.73) | 13.28 | 64.94 | (21.08) |
| Ratios and supplemental data | | | | | | |
| Net assets, end of period (in millions) | \$57 | \$51 | \$50 | \$55 | \$55 | \$42 |
| Ratios (as a percentage of average net assets): | | | | | | |
| Expenses before reductions | 1.14 ⁵ | 1.17 | 1.16 | 1.18 | 1.21 | 1.21 |
| Expenses including reductions | 1.14 ⁵ | 1.16 | 1.15 | 1.17 | 1.20 | 1.20 |
| Net investment income | 0.68 ⁵ | 0.66 | 0.90 | 0.43 | 0.80 | 1.17 |
| Portfolio turnover (%) | 27 | 48 | 43 | 38 | 55 | 88 |

¹ Six months ended 9-30-24. Unaudited.

² Based on average daily shares outstanding.

³ Total returns would have been lower had certain expenses not been reduced during the applicable periods.

⁴ Not annualized.

⁵ Annualized.

| CLASS R4 SHARES Period ended | 9-30-24¹ | 3-31-24 | 3-31-23 | 3-31-22 | 3-31-21 | 3-31-20 |
|--|----------------------------|----------------|----------------|----------------|----------------|----------------|
| Per share operating performance | | | | | | |
| Net asset value, beginning of period | \$24.77 | \$20.80 | \$23.58 | \$23.87 | \$14.65 | \$19.59 |
| Net investment income ² | 0.11 | 0.20 | 0.25 | 0.17 | 0.20 | 0.30 |
| Net realized and unrealized gain (loss) on investments | 0.94 | 5.34 | (1.57) | 2.94 | 9.32 | (4.05) |
| Total from investment operations | 1.05 | 5.54 | (1.32) | 3.11 | 9.52 | (3.75) |
| Less distributions | | | | | | |
| From net investment income | — | (0.21) | (0.25) | (0.19) | (0.30) | (0.27) |
| From net realized gain | — | (1.36) | (1.21) | (3.21) | — | (0.92) |
| Total distributions | — | (1.57) | (1.46) | (3.40) | (0.30) | (1.19) |
| Net asset value, end of period | \$25.82 | \$24.77 | \$20.80 | \$23.58 | \$23.87 | \$14.65 |
| Total return (%)³ | 4.24⁴ | 27.56 | (5.52) | 13.58 | 65.34 | (20.87) |
| Ratios and supplemental data | | | | | | |
| Net assets, end of period (in millions) | \$60 | \$55 | \$49 | \$62 | \$62 | \$74 |
| Ratios (as a percentage of average net assets): | | | | | | |
| Expenses before reductions | 0.99 ⁵ | 1.01 | 1.01 | 1.03 | 1.06 | 1.06 |
| Expenses including reductions | 0.89 ⁵ | 0.91 | 0.90 | 0.92 | 0.95 | 0.95 |
| Net investment income | 0.92 ⁵ | 0.90 | 1.14 | 0.70 | 1.06 | 1.50 |
| Portfolio turnover (%) | 27 | 48 | 43 | 38 | 55 | 88 |

¹ Six months ended 9-30-24. Unaudited.

² Based on average daily shares outstanding.

³ Total returns would have been lower had certain expenses not been reduced during the applicable periods.

⁴ Not annualized.

⁵ Annualized.

| CLASS R5 SHARES Period ended | 9-30-24¹ | 3-31-24 | 3-31-23 | 3-31-22 | 3-31-21 | 3-31-20 |
|--|----------------------------|----------------|----------------|----------------|----------------|----------------|
| Per share operating performance | | | | | | |
| Net asset value, beginning of period | \$24.84 | \$20.85 | \$23.63 | \$23.91 | \$14.67 | \$19.62 |
| Net investment income ² | 0.14 | 0.25 | 0.29 | 0.23 | 0.23 | 0.34 |
| Net realized and unrealized gain (loss) on investments | 0.93 | 5.35 | (1.56) | 2.94 | 9.35 | (4.06) |
| Total from investment operations | 1.07 | 5.60 | (1.27) | 3.17 | 9.58 | (3.72) |
| Less distributions | | | | | | |
| From net investment income | — | (0.25) | (0.30) | (0.24) | (0.34) | (0.31) |
| From net realized gain | — | (1.36) | (1.21) | (3.21) | — | (0.92) |
| Total distributions | — | (1.61) | (1.51) | (3.45) | (0.34) | (1.23) |
| Net asset value, end of period | \$25.91 | \$24.84 | \$20.85 | \$23.63 | \$23.91 | \$14.67 |
| Total return (%)³ | 4.31⁴ | 27.81 | (5.31) | 13.82 | 65.67 | (20.74) |
| Ratios and supplemental data | | | | | | |
| Net assets, end of period (in millions) | \$73 | \$69 | \$59 | \$60 | \$40 | \$61 |
| Ratios (as a percentage of average net assets): | | | | | | |
| Expenses before reductions | 0.70 ⁵ | 0.71 | 0.71 | 0.73 | 0.76 | 0.76 |
| Expenses including reductions | 0.69 ⁵ | 0.71 | 0.71 | 0.72 | 0.75 | 0.75 |
| Net investment income | 1.12 ⁵ | 1.11 | 1.35 | 0.93 | 1.24 | 1.70 |
| Portfolio turnover (%) | 27 | 48 | 43 | 38 | 55 | 88 |

¹ Six months ended 9-30-24. Unaudited.

² Based on average daily shares outstanding.

³ Total returns would have been lower had certain expenses not been reduced during the applicable periods.

⁴ Not annualized.

⁵ Annualized.

| CLASS R6 SHARES Period ended | 9-30-24¹ | 3-31-24 | 3-31-23 | 3-31-22 | 3-31-21 | 3-31-20 |
|--|----------------------------|----------------|----------------|----------------|----------------|----------------|
| Per share operating performance | | | | | | |
| Net asset value, beginning of period | \$24.83 | \$20.85 | \$23.62 | \$23.91 | \$14.67 | \$19.61 |
| Net investment income ² | 0.14 | 0.26 | 0.31 | 0.24 | 0.24 | 0.36 |
| Net realized and unrealized gain (loss) on investments | 0.95 | 5.34 | (1.56) | 2.93 | 9.35 | (4.06) |
| Total from investment operations | 1.09 | 5.60 | (1.25) | 3.17 | 9.59 | (3.70) |
| Less distributions | | | | | | |
| From net investment income | — | (0.26) | (0.31) | (0.25) | (0.35) | (0.32) |
| From net realized gain | — | (1.36) | (1.21) | (3.21) | — | (0.92) |
| Total distributions | — | (1.62) | (1.52) | (3.46) | (0.35) | (1.24) |
| Net asset value, end of period | \$25.92 | \$24.83 | \$20.85 | \$23.62 | \$23.91 | \$14.67 |
| Total return (%)³ | 4.39⁴ | 27.82 | (5.22) | 13.82 | 65.74 | (20.66) |
| Ratios and supplemental data | | | | | | |
| Net assets, end of period (in millions) | \$4,835 | \$4,730 | \$3,846 | \$4,009 | \$3,844 | \$3,369 |
| Ratios (as a percentage of average net assets): | | | | | | |
| Expenses before reductions | 0.65 ⁵ | 0.66 | 0.66 | 0.68 | 0.71 | 0.71 |
| Expenses including reductions | 0.64 ⁵ | 0.66 | 0.66 | 0.68 | 0.71 | 0.70 |
| Net investment income | 1.17 ⁵ | 1.16 | 1.40 | 0.95 | 1.30 | 1.81 |
| Portfolio turnover (%) | 27 | 48 | 43 | 38 | 55 | 88 |

¹ Six months ended 9-30-24. Unaudited.

² Based on average daily shares outstanding.

³ Total returns would have been lower had certain expenses not been reduced during the applicable periods.

⁴ Not annualized.

⁵ Annualized.

| CLASS NAV SHARES Period ended | 9-30-24¹ | 3-31-24 | 3-31-23 | 3-31-22 | 3-31-21 | 3-31-20 |
|--|----------------------------|----------------|----------------|----------------|----------------|----------------|
| Per share operating performance | | | | | | |
| Net asset value, beginning of period | \$24.85 | \$20.86 | \$23.63 | \$23.92 | \$14.68 | \$19.62 |
| Net investment income ² | 0.14 | 0.26 | 0.31 | 0.24 | 0.25 | 0.36 |
| Net realized and unrealized gain (loss) on investments | 0.94 | 5.36 | (1.56) | 2.93 | 9.34 | (4.06) |
| Total from investment operations | 1.08 | 5.62 | (1.25) | 3.17 | 9.59 | (3.70) |
| Less distributions | | | | | | |
| From net investment income | — | (0.27) | (0.31) | (0.25) | (0.35) | (0.32) |
| From net realized gain | — | (1.36) | (1.21) | (3.21) | — | (0.92) |
| Total distributions | — | (1.63) | (1.52) | (3.46) | (0.35) | (1.24) |
| Net asset value, end of period | \$25.93 | \$24.85 | \$20.86 | \$23.63 | \$23.92 | \$14.68 |
| Total return (%)³ | 4.35⁴ | 27.87 | (5.20) | 13.83 | 65.71 | (20.64) |
| Ratios and supplemental data | | | | | | |
| Net assets, end of period (in millions) | \$1,149 | \$1,153 | \$1,151 | \$1,372 | \$1,486 | \$887 |
| Ratios (as a percentage of average net assets): | | | | | | |
| Expenses before reductions | 0.65 ⁵ | 0.66 | 0.65 | 0.68 | 0.70 | 0.70 |
| Expenses including reductions | 0.64 ⁵ | 0.65 | 0.65 | 0.67 | 0.70 | 0.69 |
| Net investment income | 1.17 ⁵ | 1.17 | 1.40 | 0.95 | 1.31 | 1.83 |
| Portfolio turnover (%) | 27 | 48 | 43 | 38 | 55 | 88 |

¹ Six months ended 9-30-24. Unaudited.

² Based on average daily shares outstanding.

³ Total returns would have been lower had certain expenses not been reduced during the applicable periods.

⁴ Not annualized.

⁵ Annualized.

Notes to financial statements (unaudited)

Note 1 — Organization

John Hancock Disciplined Value Fund (the fund) is a series of John Hancock Funds III (the Trust), an open-end management investment company organized as a Massachusetts business trust and registered under the Investment Company Act of 1940, as amended (the 1940 Act). The investment objective of the fund is to seek to provide long-term growth of capital primarily through investment in equity securities. Current income is a secondary objective.

The fund may offer multiple classes of shares. The shares currently outstanding are detailed in the Statement of assets and liabilities. Class A and Class C shares are offered to all investors. Class I shares are offered to institutions and certain investors. Class R2, Class R4 and Class R5 shares are available only to certain retirement and 529 plans. Class R6 shares are only available to certain retirement plans, institutions and other investors. Class NAV shares are offered to John Hancock affiliated funds of funds, retirement plans for employees of John Hancock and/or Manulife Financial Corporation, and certain 529 plans. Class C shares convert to Class A shares eight years after purchase (certain exclusions may apply). Shareholders of each class have exclusive voting rights to matters that affect that class. The distribution and service fees, if any, and transfer agent fees for each class may differ.

Note 2 — Significant accounting policies

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (US GAAP), which require management to make certain estimates and assumptions as of the date of the financial statements. Actual results could differ from those estimates and those differences could be significant. The fund qualifies as an investment company under Topic 946 of Accounting Standards Codification of US GAAP.

Events or transactions occurring after the end of the fiscal period through the date that the financial statements were issued have been evaluated in the preparation of the financial statements. The following summarizes the significant accounting policies of the fund:

Security valuation. Investments are stated at value as of the scheduled close of regular trading on the New York Stock Exchange (NYSE), normally at 4:00 P.M., Eastern Time. In case of emergency or other disruption resulting in the NYSE not opening for trading or the NYSE closing at a time other than the regularly scheduled close, the net asset value (NAV) may be determined as of the regularly scheduled close of the NYSE pursuant to the Valuation Policies and Procedures of the Advisor, John Hancock Investment Management LLC.

In order to value the securities, the fund uses the following valuation techniques: Equity securities, including exchange-traded or closed-end funds, are typically valued at the last sale price or official closing price on the exchange or principal market where the security trades. In the event there were no sales during the day or closing prices are not available, the securities are valued using the last available bid price. Investments by the fund in open-end mutual funds, including John Hancock Collateral Trust (JHCT), are valued at their respective NAVs each business day. Foreign securities and currencies are valued in U.S. dollars based on foreign currency exchange rates supplied by an independent pricing vendor.

In certain instances, the Pricing Committee of the Advisor may determine to value equity securities using prices obtained from another exchange or market if trading on the exchange or market on which prices are typically obtained did not open for trading as scheduled, or if trading closed earlier than scheduled, and trading occurred as normal on another exchange or market.

Other portfolio securities and assets, for which reliable market quotations are not readily available, are valued at fair value as determined in good faith by the Pricing Committee following procedures established by the Advisor and adopted by the Board of Trustees. The frequency with which these fair valuation procedures are used cannot be predicted and fair value of securities may differ significantly from the value that would have been used had a ready market for such securities existed.

The fund uses a three tier hierarchy to prioritize the pricing assumptions, referred to as inputs, used in valuation techniques to measure fair value. Level 1 includes securities valued using quoted prices in active markets for identical securities, including registered investment companies. Level 2 includes securities valued using other significant observable inputs. Observable inputs may include quoted prices for similar securities, interest rates, prepayment speeds and credit risk. Prices for securities valued using these inputs are received from independent pricing vendors and brokers and are based on an evaluation of the inputs described. Level 3 includes securities valued using significant unobservable inputs when market prices are not readily available or reliable, including the Advisor's assumptions in determining the fair value of investments. Factors used in determining value may include market or issuer specific events or trends, changes in interest rates and credit quality. The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. Changes in valuation techniques and related inputs may result in transfers into or out of an assigned level within the disclosure hierarchy.

As of September 30, 2024, all investments are categorized as Level 1 under the hierarchy described above.

Real estate investment trusts. The fund may invest in real estate investment trusts (REITs). Distributions from REITs may be recorded as income and subsequently characterized by the REIT at the end of their fiscal year as a reduction of cost of investments and/or as a realized gain. As a result, the fund will estimate the components of distributions from these securities. Such estimates are revised when the actual components of the distributions are known.

Security transactions and related investment income. Investment security transactions are accounted for on a trade date plus one basis for daily NAV calculations. However, for financial reporting purposes, investment transactions are reported on trade date. Interest income is accrued as earned. Dividend income is recorded on ex-date, except for dividends of certain foreign securities where the dividend may not be known until after the ex-date. In those cases, dividend income, net of withholding taxes, is recorded when the fund becomes aware of the dividends. Non-cash dividends, if any, are recorded at the fair market value of the securities received. Gains and losses on securities sold are determined on the basis of identified cost and may include proceeds from litigation.

Securities lending. The fund may lend its securities to earn additional income. The fund receives collateral from the borrower in an amount not less than the market value of the loaned securities. The fund may invest its cash collateral in John Hancock Collateral Trust (JHCT), an affiliate of the fund, which has a floating NAV and is registered with the Securities and Exchange Commission (SEC) as an investment company. JHCT is a government money market fund and invests in U.S. Government securities and/or repurchase agreements. Prior to September 27, 2024, JHCT was a prime money market fund investing in short-term money market investments. The fund will receive the benefit of any gains and bear any losses generated by JHCT with respect to the cash collateral.

The fund has the right to recall loaned securities on demand. If a borrower fails to return loaned securities when due, then the lending agent is responsible and indemnifies the fund for the lent securities. The lending agent uses the collateral received from the borrower to purchase replacement securities of the same issue, type, class and series of the loaned securities. If the value of the collateral is less than the purchase cost of replacement securities, the lending agent is responsible for satisfying the shortfall but only to the extent that the shortfall is not due to any decrease in the value of JHCT.

Although the risk of loss on securities lent is mitigated by receiving collateral from the borrower and through lending agent indemnification, the fund could experience a delay in recovering securities or could experience a lower than expected return if the borrower fails to return the securities on a timely basis. During the existence of the loan, the fund will receive from the borrower amounts equivalent to any dividends, interest or other distributions on the loaned securities, as well as interest on such amounts. The fund receives compensation for lending its securities by retaining a portion of the return on the investment of the collateral and compensation

from fees earned from borrowers of the securities. Securities lending income received by the fund is net of fees retained by the securities lending agent. Net income received from JHCT is a component of securities lending income as recorded on the Statement of operations. As of September 30, 2024, there were no securities on loan.

Foreign investing. Assets, including investments, and liabilities denominated in foreign currencies are translated into U.S. dollar values each day at the prevailing exchange rate. Purchases and sales of securities, income and expenses are translated into U.S. dollars at the prevailing exchange rate on the date of the transaction. The effect of changes in foreign currency exchange rates on the value of securities is reflected as a component of the realized and unrealized gains (losses) on investments. Foreign investments are subject to a decline in the value of a foreign currency versus the U.S. dollar, which reduces the dollar value of securities denominated in that currency.

Funds that invest internationally generally carry more risk than funds that invest strictly in U.S. securities. Risks can result from differences in economic and political conditions, regulations, market practices (including higher transaction costs), accounting standards and other factors.

Foreign taxes. The fund may be subject to withholding tax on income, capital gains or repatriations imposed by certain countries, a portion of which may be recoverable. Foreign taxes are accrued based upon the fund's understanding of the tax rules and rates that exist in the foreign markets in which it invests. Taxes are accrued based on gains realized by the fund as a result of certain foreign security sales. In certain circumstances, estimated taxes are accrued based on unrealized appreciation of such securities. Investment income is recorded net of foreign withholding taxes.

Overdraft. The fund may have the ability to borrow from banks for temporary or emergency purposes, including meeting redemption requests that otherwise might require the untimely sale of securities. Pursuant to the fund's custodian agreement, the custodian may loan money to the fund to make properly authorized payments. The fund is obligated to repay the custodian for any overdraft, including any related costs or expenses. The custodian may have a lien, security interest or security entitlement in any fund property that is not otherwise segregated or pledged, to the extent of any overdraft, and to the maximum extent permitted by law.

Line of credit. The fund and other affiliated funds have entered into a syndicated line of credit agreement with Citibank, N.A. as the administrative agent that enables them to participate in a \$1 billion unsecured committed line of credit, which is in effect through July 14, 2025 unless extended or renewed. Excluding commitments designated for a certain fund and subject to the needs of all other affiliated funds, the fund can borrow up to an aggregate commitment amount of \$750 million, subject to asset coverage and other limitations as specified in the agreement. A commitment fee payable at the end of each calendar quarter, based on the average daily unused portion of the line of credit, is charged to each participating fund based on a combination of fixed and asset-based allocations and is reflected in Other expenses on the Statement of operations. For the six months ended September 30, 2024, the fund had no borrowings under the line of credit. Commitment fees for the six months ended September 30, 2024 were \$38,986.

Expenses. Within the John Hancock group of funds complex, expenses that are directly attributable to an individual fund are allocated to such fund. Expenses that are not readily attributable to a specific fund are allocated among all funds in an equitable manner, taking into consideration, among other things, the nature and type of expense and the fund's relative net assets. Expense estimates are accrued in the period to which they relate and adjustments are made when actual amounts are known.

Class allocations. Income, common expenses and realized and unrealized gains (losses) are determined at the fund level and allocated daily to each class of shares based on the net assets of the class. Class-specific expenses, such as distribution and service fees, if any, and transfer agent fees, for all classes, are charged daily at the class level based on the net assets of each class and the specific expense rates applicable to each class.

Federal income taxes. The fund intends to continue to qualify as a regulated investment company by complying with the applicable provisions of the Internal Revenue Code and will not be subject to federal income tax on taxable income that is distributed to shareholders. Therefore, no federal income tax provision is required.

As of March 31, 2024, the fund had no uncertain tax positions that would require financial statement recognition, derecognition or disclosure. The fund's federal tax returns are subject to examination by the Internal Revenue Service for a period of three years.

Distribution of income and gains. Distributions to shareholders from net investment income and net realized gains, if any, are recorded on the ex-date. The fund generally declares and pays dividends annually. Capital gain distributions, if any, are typically distributed annually.

Distributions paid by the fund with respect to each class of shares are calculated in the same manner, at the same time and in the same amount, except for the effect of class level expenses that may be applied differently to each class.

Such distributions, on a tax basis, if any, are determined in conformity with income tax regulations, which may differ from US GAAP. Distributions in excess of tax basis earnings and profits, if any, are reported in the fund's financial statements as a return of capital. The final determination of tax characteristics of the fund's distribution will occur at the end of the year and will subsequently be reported to shareholders.

Capital accounts within the financial statements are adjusted for permanent book-tax differences at fiscal year end. These adjustments have no impact on net assets or the results of operations. Temporary book-tax differences, if any, will reverse in a subsequent period. Book-tax differences are primarily attributable to wash sale loss deferrals and treatment of a portion of the proceeds from redemptions as distributions for tax purposes.

Note 3 — Guarantees and indemnifications

Under the Trust's organizational documents, its Officers and Trustees are indemnified against certain liabilities arising out of the performance of their duties to the Trust, including the fund. Additionally, in the normal course of business, the fund enters into contracts with service providers that contain general indemnification clauses. The fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the fund that have not yet occurred. The risk of material loss from such claims is considered remote.

Note 4 — Fees and transactions with affiliates

John Hancock Investment Management LLC (the Advisor) serves as investment advisor for the fund. John Hancock Investment Management Distributors LLC (the Distributor), an affiliate of the Advisor, serves as principal underwriter of the fund. The Advisor and the Distributor are indirect, principally owned subsidiaries of John Hancock Life Insurance Company (U.S.A.), which in turn is a subsidiary of Manulife Financial Corporation.

Management fee. The fund has an investment management agreement with the Advisor under which the fund pays a daily management fee to the Advisor equivalent on an annual basis to the sum of: (a) 0.700% of the first \$500 million of the fund's aggregate net assets; (b) 0.675% of the next \$500 million of the fund's aggregate net assets; (c) 0.650% of the next \$500 million of the fund's aggregate net assets; (d) 0.625% of the next \$1 billion of the fund's aggregate net assets; (e) 0.600% of the next \$10 billion of the fund's aggregate net assets; and (f) 0.575% of the fund's aggregate net assets in excess of \$12.5 billion. Aggregate net assets include the net assets of the fund and Disciplined Value Trust, a series of John Hancock Trust Company Collective Investment Trust. Prior to May 8, 2024, the management fee was not aggregated with the net assets of Disciplined Value Trust. The Advisor has a subadvisory agreement with Boston Partners Global Investors, Inc., an indirect wholly owned subsidiary of ORIX Corporation of Japan. The fund is not responsible for payment of the subadvisory fees.

The Advisor has contractually agreed to waive a portion of its management fee and/or reimburse expenses for certain funds of the John Hancock group of funds complex, including the fund (the participating portfolios). This waiver is based upon aggregate net assets of all the participating portfolios. The amount of the reimbursement is calculated daily and allocated among all the participating portfolios in proportion to the daily net assets of each fund. During the six months ended September 30, 2024, this waiver amounted to 0.01% of the fund's average

daily net assets, on an annualized basis. This agreement expires on July 31, 2026, unless renewed by mutual agreement of the fund and the Advisor based upon a determination that this is appropriate under the circumstances at that time.

For the six months ended September 30, 2024, the expense reductions described above amounted to the following:

| Class | Expense reduction | Class | Expense reduction |
|----------|-------------------|--------------|-------------------|
| Class A | \$55,667 | Class R5 | \$2,868 |
| Class C | 2,756 | Class R6 | 194,116 |
| Class I | 307,792 | Class NAV | 46,307 |
| Class R2 | 2,183 | Total | \$614,003 |
| Class R4 | 2,314 | | |

Expenses waived or reimbursed in the current fiscal period are not subject to recapture in future fiscal periods.

The investment management fees, including the impact of the waivers and reimbursements as described above, incurred for the six months ended September 30, 2024, were equivalent to a net annual effective rate of 0.60% of the fund's average daily net assets.

Accounting and legal services. Pursuant to a service agreement, the fund reimburses the Advisor for all expenses associated with providing the administrative, financial, legal, compliance, accounting and recordkeeping services to the fund, including the preparation of all tax returns, periodic reports to shareholders and regulatory reports, among other services. These expenses are allocated to each share class based on its relative net assets at the time the expense was incurred. These accounting and legal services fees incurred, for the six months ended September 30, 2024, amounted to an annual rate of 0.02% of the fund's average daily net assets.

Distribution and service plans. The fund has a distribution agreement with the Distributor. The fund has adopted distribution and service plans for certain classes as detailed below pursuant to Rule 12b-1 under the 1940 Act, to pay the Distributor for services provided as the distributor of shares of the fund. In addition, under a service plan for certain classes as detailed below, the fund pays for certain other services. The fund may pay up to the following contractual rates of distribution and service fees under these arrangements, expressed as an annual percentage of average daily net assets for each class of the fund's shares:

| Class | Rule 12b-1 Fee | Service fee |
|----------|----------------|-------------|
| Class A | 0.30% | — |
| Class C | 1.00% | — |
| Class R2 | 0.25% | 0.25% |
| Class R4 | 0.25% | 0.10% |
| Class R5 | — | 0.05% |

Currently only 0.25% is charged to Class A shares for Rule 12b-1 fees.

The fund's Distributor has contractually agreed to waive 0.10% of Rule 12b-1 fees for Class R4 shares. The current waiver agreement expires on July 31, 2025, unless renewed by mutual agreement of the fund and the Distributor based upon a determination that this is appropriate under the circumstances at the time. This contractual waiver amounted to \$27,987 for Class R4 shares for the six months ended September 30, 2024.

Sales charges. Class A shares are assessed up-front sales charges, which resulted in payments to the Distributor amounting to \$345,740 for the six months ended September 30, 2024. Of this amount, \$59,021 was retained and used for printing prospectuses, advertising, sales literature and other purposes and \$286,719 was paid as sales commissions to broker-dealers.

Class A and Class C shares may be subject to contingent deferred sales charges (CDSCs). Certain Class A shares purchased, including those that are acquired through purchases of \$1 million or more, and redeemed within one year of purchase are subject to a 1.00% CDSC. Class C shares that are redeemed within one year of purchase are subject to a 1.00% CDSC. CDSCs are applied to the lesser of the current market value at the time of redemption or the original purchase cost of the shares being redeemed. Proceeds from CDSCs are used to compensate the Distributor for providing distribution-related services in connection with the sale of these shares. During the six months ended September 30, 2024, CDSCs received by the Distributor amounted to \$1,663 and \$2,233 for Class A and Class C shares, respectively.

Transfer agent fees. The John Hancock group of funds has a complex-wide transfer agent agreement with John Hancock Signature Services, Inc. (Signature Services), an affiliate of the Advisor. The transfer agent fees paid to Signature Services are determined based on the cost to Signature Services (Signature Services Cost) of providing recordkeeping services. It also includes out-of-pocket expenses, including payments made to third-parties for recordkeeping services provided to their clients who invest in one or more John Hancock funds. In addition, Signature Services Cost may be reduced by certain fees that Signature Services receives in connection with retirement and small accounts. Signature Services Cost is calculated monthly and allocated, as applicable, to five categories of share classes: Retail Share and Institutional Share Classes of Non-Municipal Bond Funds, Class R6 Shares, Retirement Share Classes and Municipal Bond Share Classes. Within each of these categories, the applicable costs are allocated to the affected John Hancock affiliated funds and/or classes, based on the relative average daily net assets.

Class level expenses. Class level expenses for the six months ended September 30, 2024 were as follows:

| Class | Distribution and service fees | Transfer agent fees |
|--------------|-------------------------------|---------------------|
| Class A | \$1,684,852 | \$733,376 |
| Class C | 334,068 | 36,188 |
| Class I | — | 4,060,445 |
| Class R2 | 130,474 | 1,176 |
| Class R4 | 96,279 | 1,261 |
| Class R5 | 17,173 | 1,563 |
| Class R6 | — | 106,062 |
| Total | \$2,262,846 | \$4,940,071 |

Trustee expenses. The fund compensates each Trustee who is not an employee of the Advisor or its affiliates. The costs of paying Trustee compensation and expenses are allocated to the fund based on its net assets relative to other funds within the John Hancock group of funds complex.

Interfund lending program. Pursuant to an Exemptive Order issued by the SEC, the fund, along with certain other funds advised by the Advisor or its affiliates, may participate in an interfund lending program. This program provides an alternative credit facility allowing the fund to borrow from, or lend money to, other participating affiliated funds. At period end, no interfund loans were outstanding. The fund's activity in this program during the period for which loans were outstanding was as follows:

| Borrower or Lender | Weighted Average Loan Balance | Days Outstanding | Weighted Average Interest Rate | Interest Income (Expense) |
|--------------------|-------------------------------|------------------|--------------------------------|---------------------------|
| Lender | \$5,000,000 | 1 | 5.810% | \$807 |

Note 5 — Fund share transactions

Transactions in fund shares for the six months ended September 30, 2024 and for the year ended March 31, 2024 were as follows:

| | Six Months Ended 9-30-24 | | Year Ended 3-31-24 | |
|--------------------------------|--------------------------|-----------------------|--------------------|-----------------------|
| | Shares | Amount | Shares | Amount |
| Class A shares | | | | |
| Sold | 3,442,442 | \$88,617,351 | 7,701,646 | \$177,238,073 |
| Distributions reinvested | — | — | 3,177,329 | 73,491,614 |
| Repurchased | (5,564,011) | (143,299,660) | (12,138,567) | (279,426,771) |
| Net decrease | (2,121,569) | \$(54,682,309) | (1,259,592) | \$(28,697,084) |
| Class C shares | | | | |
| Sold | 216,371 | \$5,040,170 | 445,236 | \$9,455,571 |
| Distributions reinvested | — | — | 195,360 | 4,126,012 |
| Repurchased | (574,114) | (13,414,887) | (1,572,352) | (33,160,619) |
| Net decrease | (357,743) | \$(8,374,717) | (931,756) | \$(19,579,036) |
| Class I shares | | | | |
| Sold | 41,535,866 | \$1,020,949,284 | 74,387,539 | \$1,639,043,358 |
| Distributions reinvested | — | — | 15,762,790 | 347,727,141 |
| Repurchased | (26,563,104) | (652,207,393) | (67,536,279) | (1,494,368,091) |
| Net increase | 14,972,762 | \$368,741,891 | 22,614,050 | \$492,402,408 |
| Class R2 shares | | | | |
| Sold | 271,247 | \$6,709,985 | 298,123 | \$6,558,945 |
| Distributions reinvested | — | — | 129,113 | 2,845,651 |
| Repurchased | (126,023) | (3,100,871) | (735,815) | (16,386,370) |
| Net increase (decrease) | 145,224 | \$3,609,114 | (308,579) | \$(6,981,774) |
| Class R4 shares | | | | |
| Sold | 247,095 | \$6,078,502 | 1,084,023 | \$24,168,781 |
| Distributions reinvested | — | — | 181,207 | 4,001,056 |
| Repurchased | (158,530) | (3,900,971) | (1,397,159) | (30,814,689) |
| Net increase (decrease) | 88,565 | \$2,177,531 | (131,929) | \$(2,644,852) |
| Class R5 shares | | | | |
| Sold | 247,206 | \$6,116,924 | 479,056 | \$10,591,023 |
| Distributions reinvested | — | — | 190,250 | 4,210,227 |
| Repurchased | (232,191) | (5,764,004) | (708,946) | (15,847,525) |
| Net increase (decrease) | 15,015 | \$352,920 | (39,640) | \$(1,046,275) |

| | Six Months Ended 9-30-24 | | Year Ended 3-31-24 | |
|--------------------------------|--------------------------|-----------------------|--------------------|------------------------|
| | Shares | Amount | Shares | Amount |
| Class R6 shares | | | | |
| Sold | 18,844,453 | \$464,684,035 | 31,623,440 | \$707,254,296 |
| Distributions reinvested | — | — | 11,472,678 | 253,775,634 |
| Repurchased | (22,738,174) | (564,067,129) | (37,152,114) | (813,365,542) |
| Net increase (decrease) | (3,893,721) | \$(99,383,094) | 5,944,004 | \$147,664,388 |
| Class NAV shares | | | | |
| Sold | 895,520 | \$22,103,714 | 2,539,652 | \$54,831,789 |
| Distributions reinvested | — | — | 3,395,629 | 75,145,269 |
| Repurchased | (3,001,816) | (74,678,655) | (14,724,318) | (328,346,412) |
| Net decrease | (2,106,296) | \$(52,574,941) | (8,789,037) | \$(198,369,354) |
| Total net increase | 6,742,237 | \$159,866,395 | 17,097,521 | \$382,748,421 |

Affiliates of the fund owned 87% of shares of Class NAV on September 30, 2024. Such concentration of shareholders' capital could have a material effect on the fund if such shareholders redeem from the fund.

Note 6 — Purchase and sale of securities

Purchases and sales of securities, other than short-term investments, amounted to \$4,100,261,984 and \$3,910,972,645, respectively, for the six months ended September 30, 2024.

Note 7 — Investment by affiliated funds

Certain investors in the fund are affiliated funds that are managed by the Advisor and its affiliates. The affiliated funds do not invest in the fund for the purpose of exercising management or control; however, this investment may represent a significant portion of the fund's net assets. At September 30, 2024, funds within the John Hancock group of funds complex held 6.1% of the fund's net assets. There were no individual affiliated funds with an ownership of 5% or more of the fund's net assets.

Note 8 — Investment in affiliated underlying funds

The fund may invest in affiliated underlying funds that are managed by the Advisor and its affiliates. Information regarding the fund's fiscal year to date purchases and sales of the affiliated underlying funds as well as income and capital gains earned by the fund, if any, is as follows:

| Affiliate | Ending share amount | Beginning value | Cost of purchases | Proceeds from shares sold | Realized gain (loss) | Change in unrealized appreciation (depreciation) | Dividends and distributions | | Ending value |
|--------------------------------|---------------------|-----------------|-------------------|---------------------------|----------------------|--|-------------------------------|-------------------------------------|--------------|
| | | | | | | | Income distributions received | Capital gain distributions received | |
| John Hancock Collateral Trust* | — | \$3,521 | \$250,341,115 | \$(250,335,677) | \$(8,960) | \$1 | \$2,159 | — | — |

* Refer to the Securities lending note within Note 2 for details regarding this investment.

EVALUATION OF ADVISORY AND SUBADVISORY AGREEMENTS BY THE BOARD OF TRUSTEES

This section describes the evaluation by the Board of Trustees (the Board) of John Hancock Funds III (the Trust) of the Advisory Agreement (the Advisory Agreement) with John Hancock Investment Management, LLC (the Advisor) and the Subadvisory Agreement (the Subadvisory Agreement) with Boston Partners Global Investors, Inc. (the Subadvisor), for John Hancock Disciplined Value Fund (the fund). The Advisory Agreement and Subadvisory Agreement are collectively referred to as the Agreements. Prior to the June 24-27, 2024 meeting at which the Agreements were approved, the Board also discussed and considered information regarding the proposed continuation of the Agreements at the meeting held on May 27-May 30, 2024. The Trustees who are not “interested persons” of the Trust as defined by the Investment Company Act of 1940, as amended (the 1940 Act) (the Independent Trustees) also met separately to evaluate and discuss the information presented, including with counsel to the Independent Trustees and a third-party consulting firm.

Approval of Advisory and Subadvisory Agreements

At meetings held on June 24-27, 2024, the Board, including the Trustees who are not parties to any Agreement or considered to be interested persons of the Trust under the 1940 Act, reapproved for an annual period the continuation of the Advisory Agreement between the Trust and the Advisor and the Subadvisory Agreement between the Advisor and the Subadvisor with respect to the fund.

In considering the Advisory Agreement and the Subadvisory Agreement, the Board received in advance of the meetings a variety of materials relating to the fund, the Advisor and the Subadvisor, including comparative performance, fee and expense information for a peer group of similar funds prepared by an independent third-party provider of fund data, performance information for an applicable benchmark index; and, with respect to the Subadvisor, comparative performance information for comparably managed accounts, as applicable, and other information provided by the Advisor and the Subadvisor regarding the nature, extent and quality of services provided by the Advisor and the Subadvisor under their respective Agreements, as well as information regarding the Advisor’s revenues and costs of providing services to the fund and any compensation paid to affiliates of the Advisor. At the meetings at which the renewal of the Advisory Agreement and Subadvisory Agreement are considered, particular focus is given to information concerning fund performance, comparability of fees and total expenses, and profitability. However, the Board noted that the evaluation process with respect to the Advisor and the Subadvisor is an ongoing one. In this regard, the Board also took into account discussions with management and information provided to the Board (including its various committees) at prior meetings with respect to the services provided by the Advisor and the Subadvisor to the fund, including quarterly performance reports prepared by management containing reviews of investment results and prior presentations from the Subadvisor with respect to the fund. The information received and considered by the Board in connection with the May and June meetings and throughout the year was both written and oral. The Board also considered the nature, quality, and extent of non-advisory services, if any, to be provided to the fund by the Advisor’s affiliates, including distribution services. The Board considered the Advisory Agreement and the Subadvisory Agreement separately in the course of its review. In doing so, the Board noted the respective roles of the Advisor and Subadvisor in providing services to the fund.

Throughout the process, the Board asked questions of and requested additional information from management. The Board is assisted by counsel for the Trust and the Independent Trustees are also separately assisted by independent legal counsel throughout the process. The Independent Trustees also received a memorandum from their independent legal counsel discussing the legal standards for their consideration of the proposed continuation of the Agreements and discussed the proposed continuation of the Agreements in private sessions with their independent legal counsel at which no representatives of management were present.

Approval of Advisory Agreement

In approving the Advisory Agreement with respect to the fund, the Board, including the Independent Trustees, considered a variety of factors, including those discussed below. The Board also considered other factors (including conditions and trends prevailing generally in the economy, the securities markets, and the industry) and did not treat any single factor as determinative, and each Trustee may have attributed different weights to different factors. The Board's conclusions may be based in part on its consideration of the advisory and subadvisory arrangements in prior years and on the Board's ongoing regular review of fund performance and operations throughout the year.

Nature, extent, and quality of services. Among the information received by the Board from the Advisor relating to the nature, extent, and quality of services provided to the fund, the Board reviewed information provided by the Advisor relating to its operations and personnel, descriptions of its organizational and management structure, and information regarding the Advisor's compliance and regulatory history, including its Form ADV. The Board also noted that on a regular basis it receives and reviews information from the Trust's Chief Compliance Officer (CCO) regarding the fund's compliance policies and procedures established pursuant to Rule 38a-1 under the 1940 Act. The Board observed that the scope of services provided by the Advisor, and of the undertakings required of the Advisor in connection with those services, including maintaining and monitoring its own and the fund's compliance programs, risk management programs, liquidity risk management programs, derivatives risk management programs, and cybersecurity programs, had expanded over time as a result of regulatory, market and other developments. The Board considered that the Advisor is responsible for the management of the day-to-day operations of the fund, including, but not limited to, general supervision of and coordination of the services provided by the Subadvisor, and is also responsible for monitoring and reviewing the activities of the Subadvisor and other third-party service providers. The Board considered the significant risks assumed by the Advisor in connection with the services provided to the fund including entrepreneurial risk in sponsoring new funds and ongoing risks including investment, operational, enterprise, litigation, regulatory and compliance risks with respect to all funds.

In considering the nature, extent, and quality of the services provided by the Advisor, the Trustees also took into account their knowledge of the Advisor's management and the quality of the performance of the Advisor's duties, through Board meetings, discussions and reports during the preceding year and through each Trustee's experience as a Trustee of the Trust and of the other trusts in the John Hancock group of funds complex (the John Hancock Fund Complex).

In the course of their deliberations regarding the Advisory Agreement, the Board considered, among other things:

- (a) the skills and competency with which the Advisor has in the past managed the Trust's affairs and its subadvisory relationship, the Advisor's oversight and monitoring of the Subadvisor's investment performance and compliance programs, such as the Subadvisor's compliance with fund policies and objectives, review of brokerage matters, including with respect to trade allocation and best execution and the Advisor's timeliness in responding to performance issues;
- (b) the background, qualifications and skills of the Advisor's personnel;
- (c) the Advisor's compliance policies and procedures and its responsiveness to regulatory changes and fund industry developments;
- (d) the Advisor's administrative capabilities, including its ability to supervise the other service providers for the fund, as well as the Advisor's oversight of any securities lending activity, its monitoring of class action litigation and collection of class action settlements on behalf of the fund, and bringing loss recovery actions on behalf of the fund;
- (e) the financial condition of the Advisor and whether it has the financial wherewithal to provide a high level and quality of services to the fund;

- (f) the Advisor's initiatives intended to improve various aspects of the Trust's operations and investor experience with the fund; and
- (g) the Advisor's reputation and experience in serving as an investment advisor to the Trust and the benefit to shareholders of investing in funds that are part of a family of funds offering a variety of investments.

The Board concluded that the Advisor may reasonably be expected to continue to provide a high quality of services under the Advisory Agreement with respect to the fund.

Investment performance. In considering the fund's performance, the Board noted that it reviews at its regularly scheduled meetings information about the fund's performance results. In connection with the consideration of the Advisory Agreement, the Board:

- (a) reviewed information prepared by management regarding the fund's performance;
- (b) considered the comparative performance of an applicable benchmark index;
- (c) considered the performance of comparable funds, if any, as included in the report prepared by an independent third-party provider of fund data; and
- (d) took into account the Advisor's analysis of the fund's performance and its plans and recommendations regarding the Trust's subadvisory arrangements generally.

The Board noted that while it found the data provided by the independent third-party generally useful it recognized its limitations, including in particular that data may vary depending on the end date selected and the results of the performance comparisons may vary depending on the selection of the peer group. The Board noted that the fund outperformed its benchmark index and its peer group median for the one-, three-, five- and ten-year periods ended December 31, 2023. The Board took into account management's discussion of the fund's performance, including the favorable performance relative to the benchmark index and relative to its peer group median for the one-, three-, five- and ten-year periods. The Board concluded that the fund's performance has generally been in line with or outperformed the historical performance of comparable funds and the fund's benchmark index.

Fees and expenses. The Board reviewed comparative information prepared by an independent third-party provider of fund data, including, among other data, the fund's contractual and net management fees (and subadvisory fees, to the extent available) and total expenses as compared to similarly situated investment companies deemed to be comparable to the fund in light of the nature, extent and quality of the management and advisory and subadvisory services provided by the Advisor and the Subadvisor. The Board considered the fund's ranking within a smaller group of peer funds chosen by the independent third-party provider, as well as the fund's ranking within a broader group of funds. In comparing the fund's contractual and net management fees to those of comparable funds, the Board noted that such fees include both advisory and administrative costs. The Board noted that net management fees and net total expenses for the fund are higher than the peer group median.

The Board took into account management's discussion of the fund's expenses. The Board took into account management's discussion with respect to the overall management fee and the fees of the Subadvisor, including the amount of the advisory fee retained by the Advisor after payment of the subadvisory fee, in each case in light of the services rendered for those amounts and the risks undertaken by the Advisor. The Board also noted that the Advisor pays the subadvisory fee, and that such fees are negotiated at arm's length with respect to the Subadvisor. In addition, the Board took into account that management had agreed to implement an overall fee waiver across the complex, including the fund, which is discussed further below. The Board also noted actions taken over the past several years to reduce the fund's operating expenses. The Board also noted that, in addition, the fund has breakpoints in its contractual management fee schedule that reduces management fees as assets increase. The Board also noted that the fund's distributor, an affiliate of the Advisor, has agreed to waive a portion of its Rule 12b-1 fee for a share class of the fund. The Board reviewed information provided by the Advisor concerning

the investment advisory fee charged by the Advisor or one of its advisory affiliates to other clients (including other funds in the John Hancock Fund Complex) having similar investment mandates, if any. The Board considered any differences between the Advisor's and Subadvisor's services to the fund and the services they provide to other comparable clients or funds. The Board concluded that the advisory fee paid with respect to the fund is reasonable in light of the nature, extent and quality of the services provided to the fund under the Advisory Agreement.

Profitability/Fall out benefits. In considering the costs of the services to be provided and the profits to be realized by the Advisor and its affiliates from the Advisor's relationship with the Trust, the Board:

- (a) reviewed financial information of the Advisor;
- (b) reviewed and considered information presented by the Advisor regarding the net profitability to the Advisor and its affiliates with respect to the fund;
- (c) received and reviewed profitability information with respect to the John Hancock Fund Complex as a whole and with respect to the fund;
- (d) received information with respect to the Advisor's allocation methodologies used in preparing the profitability data and considered that the Advisor hired an independent third-party consultant to provide an analysis of the Advisor's allocation methodologies;
- (e) considered that the John Hancock insurance companies that are affiliates of the Advisor, as shareholders of the Trust directly or through their separate accounts, receive certain tax credits or deductions relating to foreign taxes paid and dividends received by certain funds of the Trust and noted that these tax benefits, which are not available to participants in qualified retirement plans under applicable income tax law, are reflected in the profitability information reviewed by the Board;
- (f) considered that the Advisor also provides administrative services to the fund on a cost basis pursuant to an administrative services agreement;
- (g) noted that affiliates of the Advisor provide transfer agency services and distribution services to the fund, and that the fund's distributor also receives Rule 12b-1 payments to support distribution of the fund;
- (h) noted that the Advisor also derives reputational and other indirect benefits from providing advisory services to the fund;
- (i) noted that the subadvisory fee for the fund is paid by the Advisor and is negotiated at arm's length;
- (j) considered the Advisor's ongoing costs and expenditures necessary to improve services, meet new regulatory and compliance requirements, and adapt to other challenges impacting the fund industry; and
- (k) considered that the Advisor should be entitled to earn a reasonable level of profits in exchange for the level of services it provides to the fund and the risks that it assumes as Advisor, including entrepreneurial, operational, reputational, litigation and regulatory risk.

Based upon its review, the Board concluded that the level of profitability, if any, of the Advisor and its affiliates from their relationship with the fund was reasonable and not excessive.

Economies of scale. In considering the extent to which economies of scale would be realized as the fund grows and whether fee levels reflect these economies of scale for the benefit of fund shareholders, the Board:

- (a) considered that the Advisor has contractually agreed to waive a portion of its management fee for certain funds of the John Hancock Fund Complex, including the fund (the participating portfolios) or otherwise reimburse the expenses of the participating portfolios (the reimbursement). This waiver is

based upon aggregate net assets of all the participating portfolios. The amount of the reimbursement is calculated daily and allocated among all the participating portfolios in proportion to the daily net assets of each fund;

- (b) reviewed the fund's advisory fee structure and concluded that: (i) the fund's fee structure contains breakpoints at the subadvisory fee level and that such breakpoints are reflected as breakpoints in the advisory fees for the fund; and (ii) although economies of scale cannot be measured with precision, these arrangements permit shareholders of the fund to benefit from economies of scale if the fund grows. The Board also took into account management's discussion of the fund's advisory fee structure; and
- (c) the Board also considered the effect of the fund's growth in size on its performance and fees. The Board also noted that if the fund's assets increase over time, the fund may realize other economies of scale.

Approval of Subadvisory Agreement

In making its determination with respect to approval of the Subadvisory Agreement, the Board reviewed:

- (1) information relating to the Subadvisor's business, including current subadvisory services to the Trust (and other funds in the John Hancock Fund Complex);
- (2) the historical and current performance of the fund and comparative performance information relating to an applicable benchmark index and comparable funds;
- (3) the subadvisory fee for the fund, including any breakpoints, and to the extent available, comparable fee information prepared by an independent third party provider of fund data; and
- (4) information relating to the nature and scope of any material relationships and their significance to the Trust's Advisor and Subadvisor.

Nature, extent, and quality of services. With respect to the services provided by the Subadvisor, the Board received information provided to the Board by the Subadvisor, including the Subadvisor's Form ADV, as well as took into account information presented throughout the past year. The Board considered the Subadvisor's current level of staffing and its overall resources, as well as received information relating to the Subadvisor's compensation program. The Board reviewed the Subadvisor's history and investment experience, as well as information regarding the qualifications, background, and responsibilities of the Subadvisor's investment and compliance personnel who provide services to the fund. The Board also considered, among other things, the Subadvisor's compliance program and any disciplinary history. The Board also considered the Subadvisor's risk assessment and monitoring process. The Board reviewed the Subadvisor's regulatory history, including whether it was involved in any regulatory actions or investigations as well as material litigation, and any settlements and amelioratory actions undertaken, as appropriate. The Board noted that the Advisor conducts regular, periodic reviews of the Subadvisor and its operations, including regarding investment processes and organizational and staffing matters. The Board also noted that the Trust's CCO and his staff conduct regular, periodic compliance reviews with the Subadvisor and present reports to the Independent Trustees regarding the same, which includes evaluating the regulatory compliance systems of the Subadvisor and procedures reasonably designed to assure compliance with the federal securities laws. The Board also took into account the financial condition of the Subadvisor.

The Board considered the Subadvisor's investment process and philosophy. The Board took into account that the Subadvisor's responsibilities include the development and maintenance of an investment program for the fund that is consistent with the fund's investment objective, the selection of investment securities and the placement of orders for the purchase and sale of such securities, as well as the implementation of compliance controls related to performance of these services. The Board also received information with respect to the Subadvisor's brokerage policies and practices, including with respect to best execution and soft dollars.

Subadvisor compensation. In considering the cost of services to be provided by the Subadvisor and the profitability to the Subadvisor of its relationship with the fund, the Board noted that the fees under the Subadvisory Agreement are paid by the Advisor and not the fund.

The Board also relied on the ability of the Advisor to negotiate the Subadvisory Agreement with the Subadvisor, which is not affiliated with the Advisor, and the fees thereunder at arm's length. As a result, the costs of the services to be provided and the profits to be realized by the Subadvisor from its relationship with the Trust were not a material factor in the Board's consideration of the Subadvisory Agreement.

The Board also received information regarding the nature and scope (including their significance to the Advisor and its affiliates and to the Subadvisor) of any material relationships with respect to the Subadvisor, which include arrangements in which the Subadvisor or its affiliates provide advisory, distribution, or management services in connection with financial products sponsored by the Advisor or its affiliates, and may include other registered investment companies, a 529 education savings plan, managed separate accounts and exempt group annuity contracts sold to qualified plans. The Board also received information and took into account any other potential conflicts of interest the Advisor might have in connection with the Subadvisory Agreement.

In addition, the Board considered other potential indirect benefits that the Subadvisor and its affiliates may receive from the Subadvisor's relationship with the fund, such as the opportunity to provide advisory services to additional funds in the John Hancock Fund Complex and reputational benefits.

Subadvisory fees. The Board considered that the fund pays an advisory fee to the Advisor and that, in turn, the Advisor pays a subadvisory fee to the Subadvisor. As noted above, the Board also considered the fund's subadvisory fees as compared to similarly situated investment companies deemed to be comparable to the fund as included in the report prepared by the independent third party provider of fund data, to the extent available. The Board noted that the limited size of the Lipper peer group was not sufficient for comparative purposes. The Board also took into account the subadvisory fees paid by the Advisor to the Subadvisor with respect to the fund and compared them to fees charged by the Subadvisor to manage other subadvised portfolios and portfolios not subject to regulation under the 1940 Act, as applicable.

Subadvisor performance. As noted above, the Board considered the fund's performance as compared to the fund's peer group median and the benchmark index and noted that the Board reviews information about the fund's performance results at its regularly scheduled meetings. The Board noted the Advisor's expertise and resources in monitoring the performance, investment style and risk-adjusted performance of the Subadvisor. The Board was mindful of the Advisor's focus on the Subadvisor's performance. The Board also noted the Subadvisor's long-term performance record for similar accounts, as applicable.

The Board's decision to approve the Subadvisory Agreement was based on a number of determinations, including the following:

- (1) the Subadvisor has extensive experience and demonstrated skills as a manager;
- (2) the performance of the fund has generally been in line with or outperformed the historical performance of comparable funds and the fund's benchmark index;
- (3) the subadvisory fee is reasonable in relation to the level and quality of services being provided under the Subadvisory Agreement; and
- (4) noted that the subadvisory fees are paid by the Advisor not the fund and that the subadvisory fee breakpoints are reflected as breakpoints in the advisory fees for the fund in order to permit shareholders to benefit from economies of scale if the fund grows.

Based on the Board’s evaluation of all factors that the Board deemed to be material, including those factors described above, the Board, including the Independent Trustees, concluded that renewal of the Advisory Agreement and the Subadvisory Agreement would be in the best interest of the fund and its shareholders. Accordingly, the Board, and the Independent Trustees voting separately, approved the Advisory Agreement and Subadvisory Agreement for an additional one-year period.



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