

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Manning & Napier Fund, Inc. - Pro-Blend Maximum Term Series		26-3682918	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Manning & Napier Fund Services	1-800-466-3863	mfservice@manning-napier.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
290 Woodcliff Drive		Fairport, NY 14450	
8 Date of action		9 Classification and description	
November 4, 2022		0.353232-for-1 reverse stock split Class I 0.383285-for-1 reverse stock split Class L 0.523261-for-1 reverse stock split Class R	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
56382P666 Class I 56382P591 Class L 56382P666 Class R	N/A	MNHIX Class I MNHGX Class L MNHXR Class R	N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Effective at the close of business on November 4, 2022, the Manning & Napier Fund, Inc. Pro-Blend Maximum Term Series conducted a 0.353232 share split on the Series' Class I. Pursuant to the reverse stock split, every 100 shares issued and outstanding on Pro-Blend Maximum Class I converted into 35.323 shares.
The Manning & Napier Fund, Inc Pro-Blend Maximum Term Series conducted a 0.383285 share split on the Series' Class L. Pursuant to the reverse stock split, every 100 shares issued and outstanding on Pro-Blend Maximum Class L converted into 38.329 shares. The Manning & Napier Fund, Inc. Pro-Blend Maximum Term Series conducted a 0.523261 share split on the Series' Class R. Pursuant to the reverse stock split, every 100 shares issued and outstanding on Pro-Blend Maximum Class R converted into 52.326 shares.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The reverse stock split was a non-taxable transaction. Upon the effective date of the reverse stock split, each shareholder of Pro-Blend Maximum Term Series Class I received 35.323 shares in exchange for every 100 shares held, Class L received 38.329 shares in exchange for every 100 share held, and Class R received 52.326 shares in exchange for every 100 shares held. As a result of the reverse stock split, shareholders will be required to allocate the aggregate tax basis in their shares held immediately prior to the reverse stock split among the shares held immediately after the transaction (including fractional shares deemed received).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ *While the basis "per share" is impacted, the basis of the shareholder's total investment remained the same.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
IRC Sections 358 and 1012.

18 Can any resulting loss be recognized? ▶ _____
Under current law, for U.S. Federal income tax purposes, there will be no U.S. taxable income, gain or loss to U.S. resident shareholders in connection with the reverse stock split.

We caution that this is not tax advice and is provided only as guidance. Investors should consult their tax advisor.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached
The reportable tax year in which the stock split occurred is 2022.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ _____ Date ▶ _____

Paid Preparer Use Only	Print your name ▶ <u>Troy Statczar</u>	Preparer's signature	Title ▶ <u>CFO</u>	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶		Date	Firm's EIN ▶	
	Firm's address ▶			Phone no.	