

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name MANNING & NAPIER FUND, INC. - REAL ESTATE SERIES		2 Issuer's employer identification number (EIN) 27-0801340	
3 Name of contact for additional information Manning & Napier Fund Services	4 Telephone No. of contact 1-800-466-3863	5 Email address of contact mfservice@manning-napier.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 290 WOODCLIFF DRIVE		7 City, town, or post office, state, and ZIP code of contact FAIRPORT, NY 14450	
8 Date of action See Attachment		9 Classification and description Distribution in excess of current and accumulated E&P	
10 CUSIP number See Attachment	11 Serial number(s)	12 Ticker symbol See Attachment	13 Account number(s)

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 ▶ The Fund paid an annual distribution to shareholders in December 2023. A portion of this distribution constitutes a non-taxable return of capital.

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 ▶ Each distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayer's basis in the shares of the issuer. For the non-taxable return of capital see attachments.

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 ▶ The Fund's current and accumulated earnings were compared to distributions paid during the period ended December 2023. The non-taxable return of capital represents the amount of distributions paid during the taxable period ended December 31, 2023 in excess of the Fund's current and accumulated earnings and profits under IRC Section 316.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
I.R.C. Sections 301, 316, 852.

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
This organizational action is reportable with respect to calendar year 2023.

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 ▶ 02/26/2024
Print your name ▶ Troy Statczar Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00625192
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended. The information in this document does not constitute tax advice and should not be construed to take into account any shareholders specific circumstances. Holders and nominees should consult their own tax advisors regarding the particular tax consequences of the organizational action (as described in this document) to them, including the applicability and effect of all U.S. federal, state, and local and foreign tax laws.

[DO NOT INCLUDE THIS PAGE WHEN FILING THE FORM.]

MANNING & NAPIER FUND, INCE. - REAL ESTATE SERIES
 27-0801340
 Attachment to Form 8937
 Distributions reported per share

Security Description	CUSIP	Ticker	Payable Date	Total Distribution	Income Dividends	Short-term Capital Gain	Total Ordinary Dividends	Capital Gains	Tax Exempt Dividends	Liquidation Distribution	Return of Capital
Real Estate Series Class I	56382P187	MNRX	12/13/2023	0.34460000	0.29961900	0.00000000	0.29961900	0.02790000	0.00000000	0.00000000	0.01708100
Real Estate Series Class S	56382P641	MNREX	12/13/2023	0.30690000	0.26378800	0.00000000	0.26378800	0.02790000	0.00000000	0.00000000	0.01521200
Real Estate Series Class W	56382R423	MNRWX	12/13/2023	0.45740000	0.40682800	0.00000000	0.40682800	0.02790000	0.00000000	0.00000000	0.02267200
Real Estate Series Class Z	56382R258	MNRZX	12/13/2023	0.37210000	0.32575600	0.00000000	0.32575600	0.02790000	0.00000000	0.00000000	0.01844400
Total				1.48100000	1.29599100	0.00000000	1.29599100	0.11160000	0.00000000	0.00000000	0.07340900