



The Philippine American Life and
General Insurance Company

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NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS

Notice is hereby given that the Annual Meeting of the Stockholders of THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE COMPANY will be held at the 33rd Flr., Tower Club Boardroom, Philam Life Tower, Paseo de Roxas, Makati City, on Wednesday, 18 April 2012 at 3:45 in the afternoon, to consider the following:

1. Call of the meeting to order.
2. Report of the Secretary on the proof of service of the notice of meeting and on the number of shares represented in the meeting.
3. Approval of the minutes of the last Stockholders Meeting.
4. Ratification of the acts of Management, the Board of Directors and all its Standing Committees.
5. Approval of the President's Report and the Company's Financial Statements for the year ending 31 December 2011.
6. Election of a new Board of Directors to serve for the ensuing term and until their successors are elected and qualified.
7. Selection of Independent Auditors.
8. Declaration of dividend.
9. Transaction of such other business as may properly come before the meeting.

Makati, Philippines, 23 March 2012.

BY AUTHORITY OF THE PRESIDENT:


CARLA J. DOMINGO
Corporate Secretary

If you cannot attend the said meeting, kindly accomplish and return the attached proxy form. Also attached is the Voting Method for your reference.

PROXY

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KNOW ALL MEN BY THESE PRESENTS, that I/We the undersigned, have made, constituted and appointed, and do hereby make, constitute and appoint _____ my/our true and lawful attorney and proxy, with full power and authority to represent me/us at the Annual Meeting of the Stockholders of THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE COMPANY to be held at the 33rd Flr., Tower Club Boardroom, Philam Life Tower, Paseo de Roxas, Makati City, on Wednesday, 18 April 2012 at 3:45 in the afternoon, and at any and all adjournments of the said meeting, and to vote thereat all shares of stock then outstanding in my/our name in the books of the said Company.

HEREBY GIVING AND GRANTING unto my/our said attorney and proxy all power and authority which I/We would have if personally present, with full power of substitution and revocation.

IN WITNESS WHEREOF, I/We have hereunto set my hand this ____ day of _____ 2012 at _____.

SIGNATURE OF STOCKHOLDER

PRINTED NAME OF STOCKHOLDER

DATE

WITNESS:

VOTING METHOD

(Article II [Stockholders] of the By-Laws)

Section 5. Voting. – At every meeting of stockholders, such stockholders with voting privilege shall be entitled to one vote for each share of stock standing in his name on the books of the corporation; provided, however, that in the election of Directors, each stockholder with voting privilege shall be entitled to cumulate his vote in the manner provided by law. Each stockholder entitled to vote at a meeting of stockholders may vote by proxy, provided the proxy has been appointed in writing by the stockholder himself or by his duly authorized attorney. The instrument appointing a proxy shall be exhibited to and lodged with the Secretary at the time of the meeting.