

**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 (Philam Life) Company** will be held at the **18<sup>th</sup> Flr., Philam Life Boardroom, 5<sup>th</sup> Avenue cor. 26<sup>th</sup> St., Net Lima Building, Bonifacio Global City, Taguig** on **10 April 2019 at 4:45 in the afternoon**, to consider the following:

AGENDA	PRESENTER	TIME ALLOCATED
1. <b>Call of the Meeting to Order.</b>	Chairman	4:45 – 4:46
2. <b>Report of the Secretary on the Proof of Service of the Notice of Meeting and on the Number of Shares represented in the Meeting.</b>	Chairman	4:46-4:48
3. <b>Approval of the Minutes of the last Stockholders' Meeting held on 24 April 2018 and Joint Stockholders and Board Meeting on 17 December 2018.</b>  The Chairman will present the Minutes of the Stockholders' Meeting on 24 April 2018 and Joint Stockholders meeting on 17 December 2018 for review, comments and approval of the stockholders.  <b>Proposed Resolution:</b>  "RESOLVED, that the Meeting Minutes of the Stockholders dated 24 April 2018 and Joint Stockholders meeting dated 17 December 2018 be, as they are hereby approved."	Chairman	4:48-4:50
4. <b>Ratification of the Acts of the Board of Directors, the Board Committees and Management</b>  The Chairman will present to the stockholders for their approval, ratification and confirmation all the acts of the Board of Directors, the Board Committees, and Management performed in the Fiscal Year 2018.  <b>Proposed Resolution:</b>  "RESOLVED, that all the acts of the Board of Directors and its standing Committees, and of Management, as recorded in their respective Minutes Book, as well as the acts of the Executive Officers of this Company in the performance of their respective duties, performed since the last annual meeting of the stockholders' up to this date be, and hereby are approved, ratified and confirmed."	Chairman	4:50-4:52

AGENDA	PRESENTER	TIME ALLOCATED
<p><b>5. Approval of the President's Annual Report and the Company's Financial Statements for the Fiscal Year 2018</b></p> <p>The President will submit for approval of the stockholders the President's Annual Report and the Company's Audited Financial Statements as at 31 December 2018, as audited by Isla Lipana &amp; Co. As approved, the Audited Financial Statements of the Company will be submitted to the Securities and Exchange Commission (SEC) and the Bureau of Internal Revenue (BIR).</p> <p><b>Proposed Resolution:</b></p> <p><b>"RESOLVED</b>, that the President's Annual Report and the Audited Financial Statements as at 31 December 2018 be, as they are hereby accepted and approved, and the Corporate Secretary is instructed to file the same as parts of these minutes."</p>	<p>Mr. Chee Keong (Kelvin) Ang, CEO</p>	<p>4:52-4:54</p>
<p><b>6. Election of the Board of Directors</b></p> <p>As required by the Corporation Code of the Philippines, and the Company By-Laws, the stockholders are required to elect/re-elect the members of the Board of Directors of The Philippine American Life and General Insurance (Philam Life) Company, who will hold office for a period of one (1) year or until their successors are duly elected and qualified.</p> <p>The following are the nominees as members of the Board of Directors, as approved by the Nomination and Governance Committee:</p> <p>Wing Shing (Jacky) Chan Chee Keong (Kelvin) Ang Ariel G. Cantos Clive Vincent Anderson Antonino T. Aquino- Independent Director Francis G. Estrada- Independent Director Doris Magsaysay Ho- Independent Director Joaquin E. Quintos, IV- Independent Director</p> <p>Attached are the Profiles of the nominated Directors</p>	<p>Chairman</p>	<p>4:54-4:56</p>

AGENDA	PRESENTER	TIME ALLOCATED
<p><b>7. Election of the Officers</b></p> <p>As required by the Insurance Commission Circular No. 35-2006, the stockholders are required to elect/re-elect the officers of The Philippine American Life and General Insurance (Philam Life) Company, who will hold office for a period of one (1) year or until their replacements are duly elected and qualified.</p> <p>Please see attached list of the officers of the Company, as approved by the Nomination and Governance Committee.</p>	Chairman	4:56-4:58
<p><b>8. Re-Appointment of Isla Lipana &amp; Company as Independent Auditors of the Company</b></p> <p>As recommended by Management, the stockholders are requested to approve the re-appointment of Isla Lipana &amp; Co. as the Independent Auditors of the Company for the Fiscal Year 2019.</p> <p><b>Proposed Resolution:</b></p> <p>“<b>RESOLVED</b>, that Isla Lipana &amp; Company be, as it is hereby selected and appointed as independent auditors of the Company for the year 2019, subject to the negotiation of the fees, the approval of which is hereby delegated to the Executive Committee.”</p>	Chairman	4:58-5:00
<p><b>9. Annual Bonus/Fee of Directors</b></p> <p>The proposal is to retain the remuneration/annual bonus of the non-executive directors of the Company, the stockholders are requested to approve the retention in remuneration/annual bonus of the non-executive directors of the Company.</p>	Chairman	5:00-5:02
<p><b>10. Confirmation of Mission and Vision of the Company</b></p> <p><b>Mission:</b></p> <p>We empower Filipinos to achieve financial security and prosperity.</p> <p><b>Vision:</b></p> <p>We are the undisputed leader in insurance and wealth management.</p>	Carla J. Domingo	5:02-5:04



AGENDA	PRESENTER	TIME ALLOCATED
<b>11. Confirmation of 2018 RPT Transactions</b>  <b>Proposed Resolution:</b>  <b>“RESOLVED, that the attached 2018 Related Party Transactions (RPT) be, and hereby is confirmed.”</b>	Carla J. Domingo	5:04-5:06
<b>12. Other Matters</b>		

Taguig City, Philippines, 20 March 2019.

BY AUTHORITY OF THE PRESIDENT:

  
**CARLA J. DOMINGO**  
 Corporate Secretary

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If you cannot attend the said meeting, kindly accomplish and return the attached proxy form to the Office of the Corporate Secretary at the 18<sup>th</sup> Flr., Philam Life Head Office, Net Lima Bldg., 5<sup>th</sup> Ave. cor. 26<sup>th</sup> St., Bonifacio Global City, Taguig 1634 within 48 hours prior to the date of the actual meeting. Also attached is the Voting Method for your reference.

## PROXY FORM

The undersigned stockholder of **THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE (PHILAM LIFE) COMPANY** (the "Company") hereby nominates, constitutes, and appoints \_\_\_\_\_ or in his absence, the Chairman of the Annual Meeting of the Stockholders, as lawful attorney and proxy, with power of substitution, to represent the undersigned stockholder, and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of the Stockholders of the Company on **10 April 2019 at 4:45 in the afternoon** at the **18<sup>th</sup> Floor., Philam Life Boardroom, Net Lima Building, 5<sup>th</sup> Avenue corner 26<sup>th</sup> St., Bonifacio Global City, Taguig**, and at any of the adjournments thereof, for the purpose of acting on the following matters:

Agenda Items	Action		
	FOR	AGAINST	ABSTAIN
1. Approval of minutes of the previous meetings held on 24 April 2018 and 17 December 2018			
2. Ratification of the acts of the Board of Directors and of Management from the date of the last annual stockholders' meeting up to the date of this meeting			
3. Approval of the 2018 Annual Report			
4. Approval of the Company's Audited Financial Statements as at 31 December 2018			
5. Election of Directors	<b>FOR</b>	<b>WITHHOLD</b>	<b>ABSTAIN</b>
Jacky Chan			
Chee Keong (Kelvin) Ang			
Ariel G. Cantos			
Clive Anderson			
Antonino T. Aquino			
Francis G. Estrada			
Doris Magsaysay Ho			
Joaquin E. Quintos IV			
6. Appointment of Isla Lipana & Co. as External Auditors			
7. Consideration of other business as may properly come before the meeting			

This Proxy shall be received by the Corporate Secretary at least forty eight (48) hours before the date set for the Annual Meeting.

This Proxy is not required to be notarized, and when properly executed, will be voted in the manner as directed herein by the stockholder. If no direction is made, this Proxy will be voted "for" the election of all nominees and for the approval of the matters stated above and for such other business as may be properly come before the meeting as recommended by Management or the Board of Directors.

A stockholder giving a Proxy has the power to revoke it at any time before the right granted is exercised. A Proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

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**IN WITNESS WHEREOF**, We have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_ 2019 at \_\_\_\_\_.

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE 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.



**JACKY CHAN (55)**

*AIA Regional Chief Executive*

*Non-Executive Director*

*Chairman of the Board*

*Date of First Appointment: 01 June 2017*

Mr. Jacky Chan (Aged 55), is the Regional Chief Executive responsible for the Group's businesses operating in Hong Kong and Macau, Singapore and Brunei, Indonesia, Philippines and Cambodia as well as the Group Agency Distribution. He is a director of various companies within the Group, including AIA Co. and AIA International. Mr. Chan has extensive life insurance industry experience having worked at AIA for the past 31 years. Prior to becoming a Regional Chief Executive, Mr. Chan was Chief Executive Officer of AIA Hong Kong and Macau since 2009. Previously, he held several senior positions including the Country Head of AIA China, responsible for overall business performance and results in China; Executive Vice President - Distribution & Marketing of Nan Shan Life Insurance - Taiwan; Senior Vice President & Head of Life Profit Centre of AIA - Asia (ex-Japan & Korea).

Mr. Chan holds a Bachelor of Science Degree from the University of Hong Kong. He is a Fellow of Society of Actuaries (FSA), a member of American Academy of Actuaries (MAAA) and a Fellow of Canadian Institute of Actuaries (CIA).

Mr. Jacky Chan attended the following trainings in 2018: Board of Directors Program, January 24-26, 2018 and Oct 12, 2018 at AIA Leadership Training Centre at Bangkok; and, Executive Breakthrough Program, June 30 – July 5, 2018 by Egon Zehnder.



**KELVIN ANG (54)**

*Executive Director*

*Chief Executive Officer*

*Date of First Appointment: 01 March 2019*

Mr. Kelvin Ang, Philam Life's Chief Executive Officer is a home-grown talent with over 20 years of service in AIA. He has served in various Leadership and Agency Distribution roles across the AIA Group Office and the local Business Units – including Hong Kong, Malaysia, Indonesia, Vietnam and China. In his role as Chief Agency Officer of China and General Manager of Shanghai, he played a key role in the success of AIA China's agency transformation. Mr. Ang also led the successful AIA-ING agency integration in Malaysia in 2015-2018. After his successful stint in AIA Malaysia, he was appointed as Regional Chief Agency Officer, with AIA Hong Kong, China and Vietnam in his portfolio, with the mission to future proof the business through digitalization and new market expansion.

Mr. Ang earned his Bachelor's degree at the Royal Melbourne Institute of Technology in Australia and his Master's degree in Business Administration from Bath University in United Kingdom. He is also currently a corporate member of the Philippine Life Insurance Association Inc. (PLIA).



**ARIEL G. CANTOS (58)***Executive Director**Senior Advisor to the Chief Executive Officer (CEO) of Philam Life**Date of First Appointment: 16 July 2013*

Aibee Cantos is currently the Senior Advisor to the CEO of Philam Life, a member of the Board of Directors of Philam Life, and sits as Chairman of the Board of Philam Foundation.

Prior to his appointment, he was the CEO of Philam Life where he focused on building a strong team and operating platform to deliver sustainable business growth. In 2017, he was also the President of the Philippine Life Insurance Association (PLIA) and Chairman of the ASEAN Insurance Council.

Before he became the CEO of Philam Life, he held the role of CEO of BPI-Philam, the bancassurance joint venture of Philam Life and the Bank of the Philippine Islands, and the leading bancassurance operation in the Philippines. Prior to spearheading the growth of BPI-Philam in 2013, he held the position of Senior Vice President and Chief Agency Officer at Philam Life. He had an enriching and successful career in Philam Life's Agency Distribution Channel, where he served for close to 30 years. He held various positions within the channel such as Profit Center Head of Accident & Health Products, Director of Manila Agencies, and Director of Provincial Agencies.

Mr. Cantos is currently a corporate member of Management Association of the Philippines (MAP) and Makati Business Club (MBC). He graduated with a degree in Economics, Honors Program, from Ateneo de Manila University.

**FRANCIS G. ESTRADA (68)***Independent Director**Date of First Appointment: 18 April 2006*

Mr. Estrada is a director in a number of public and private organizations including Ayala Land Inc., Energy Development Corporation, Rizal Commercial Banking Corporation, and EEI Corporation; he also serves in various capacities in organizations including Institute of Corporate Directors (ICD), Development Bank of the Philippines, Clean Air Asia, Sociedad Espanola de Beneficiencia, Maximo Kalaw and LR Kalaw/VR Kalaw Foundations. He is also a board member of RCBC Savings Bank and has served on the boards of over 40 private and public companies in Asia, the U.S. and Australia.

He was the first alumnus to be elected President and Chief Executive Officer of the Asian Institute of Management ("AIM") and has served as Chairman of the Board of Visitors of the Philippine Military Academy (PMA) and Chairman of the Board of Trustees of De La Salle University (DLSU).

**ANTONINO T. AQUINO (70)***Independent Director**Date of First Appointment: 22 April 2015*

**Antonino T. Aquino**, Filipino, 70, has served as Director of ALI since April 2009. He is also a Director of Manila Water Company, Inc. (MWC), another publicly listed company, since 1998. He was the President of ALI from April 2009 to April 2014, MWC from April 1999 to April 2009, and Ayala Property Management Corporation from 1989 to 1999. Currently, he is a Board member of NuevoCentro, Inc., Anvaya Beach & Nature Club and Mano Amiga Academy, Inc. He is also a private sector representative in the Multi Sectoral Advisory Board of the Philippine Army and the Multi Sector Governance Council of the Armed Forces of the Philippines and the Department of National Defense. He was named "Co-Management Man of the Year 2009" by the Management Association of the Philippines for his leadership role in a very successful waterworks privatization and public-private sector partnership. In 2015, Mr. Aquino was elected as Director of The Philippine American Life and General Insurance Company (Philam). He earned a degree in BS Management and completed academic requirements for Masters in Business from the Ateneo de Manila University in 1968 and 1975, respectively.

Mr. Aquino attended the seminars on Right of Privacy and Obligation of Transparency and Challenges and Drivers of Talent Development: A Board Perspective held on 11 August 2017 and 10 May 2017, respectively.

**DORIS MAGSAYSAY HO (66)***Independent Director**Date of First Appointment: 22 April 2015*

Doris Magsaysay Ho is the President and CEO of A. Magsaysay, Inc. which has a network of offices strategically mapped in the Philippines, Asia, North America and Europe. Its activities involve shipping, hospitality and tourism, transport and logistics, healthcare, oil and gas and specialized engineering and trade. Ms. Magsaysay-Ho also serves as Chair, Director, Trustee or member of various organizations such as Lorenzo Shipping Corp., Fairmont Shipping Ltd., Makati Business Club, Philippine Interisland Shipping Association, Steamship Mutual Underwriting Association, The National Corn Competitiveness Group, Asia Society Philippine Foundation, Inc., Asia Society (New York), Metropolitan Museum Manila, The Hague Process on Refugees and Migration, First Philippine Conservation Inc., World President's Organization and IPO Philippines Advisory Council.

In November 2015, the Office of the President of the Philippines conferred upon her the Order of Gawad Mabini with the rank of Commander.

Ms. Magsaysay-Ho is the recipient of several awards such as Asia CEO's Global Filipino Executive of the Year in 2012, Lloyd's Asia's Lifetime Achievement Award in 2011, The Outstanding Manila Award in 2005 and Ernst & Young's Social Responsible Entrepreneur Award in 2004. In 2018, she was awarded the Seatrade Asia Personality of the Year Award and the MVP Grand Bossing Award.

Ms. Magsaysay-Ho attended the seminar on Corporate Governance conducted by SGV on 08 December 2017 and also on December 14, 2018 conducted by Center for Global Best Practices.



**JOAQUIN E. QUINTOS IV (59)**

*Independent Director*

*Date of First Appointment: 22 April 2015*

Jajo is currently a senior executive at First Philippine Holdings, a publicly listed Philippine conglomerate engaged in energy, property, construction, manufacturing, healthcare, and education businesses. He joined FPH in 2015 and is currently a board director in various operating subsidiaries of the group. He leads the business development efforts of FPH. In his operational role, Jajo runs the group's newly established education business, First Industrial Science and Technology School, as its President. Jajo also runs the group's recently acquired healthcare business, Asian Eye Institute, where he serves as the Chairman of the Executive Committee. In addition, Jajo also drives the digital technology initiatives of the group and serves as President of Infopro Business Solutions, FPH's in-house shared services unit. He is a shareholder of Prople, a privately held software and business process services company, where he previously served as CEO from 2009 to 2015. Jajo was also the former President of IBM Philippines. He held various management positions during a successful 27 year career at IBM from 1982 to 2009, including assignments at IBM's headquarters in Singapore and New York. Jajo currently holds various board positions in leading companies and non profit organizations in the Philippines. He previously served the boards of De La Salle University Manila, STI Education Services, and iPeople, the holding company of Mapua Institute of Technology. He also serves as an advisor to many technology start up companies in the Philippines and abroad. He is a graduate of the University of the Philippines with a Bachelor of Science degree in Industrial Engineering, cum laude. He participated and completed the New York Marathon in 2007.



**CLIVE ANDERSON (54)**

*Non-Executive Director*

*Date of First Appointment: 04 February 2019*

Clive Anderson is a Non-Executive Director of Philam Life. He is the Group Senior Regional Counsel for AIA Group, providing leadership and oversight to the organization's legal and business functions in support of operations in the Philippines, Indonesia, Cambodia, Hong Kong, and Singapore.

Prior to joining AIA, he provided leadership and guidance to Manulife Financial initially as Vice President and Chief Compliance Officer at Manulife Financial Canada, before taking charge as Vice President and Head of Legal and Compliance of Manulife Financial for ASEAN.

Mr Anderson graduated with a Bachelor of Laws degree at Osgoode Hall, York University and attained his Bachelor of Arts in French with minors in Spanish and Political Science from Acadia University.