

**MINUTES OF THE ANNUAL
STOCKHOLDERS' MEETING OF
PHILIPPINE LIFE FINANCIAL ASSURANCE CORPORATION**

Friday, 14 May 2021

Conducted via Remote Communication due to COVID-19 Pandemic

<u>SHAREHOLDERS</u>	<u>No. of Shares</u>
Total No. of Shares Present Or Represented by Proxy	27,879,119,185
Total No. of Shares Issued And Outstanding	27,906,084,573

I. CALL TO ORDER

The Chairman, Mr. Monico V. Jacob, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Arsenio C. Cabrera, recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that in accordance with Section 5.03 of Article IV of the By-Laws of the Corporation, notices for the meeting were sent to all stockholders of record at least seven (7) days before the date of the meeting.

The Corporate Secretary further certified that the attendance record and the proxies and powers of attorney on hand showed that present in person or by proxy are 27,879,119,185 shares out of 27,906,084,573 shares of the outstanding capital stock of the Corporation or 99.90% thereof.

The meeting was conducted through remote communication pursuant to Section 49 of the Revised Corporation Code of the Philippines^[1] which authorizes that stockholders who cannot physically attend or vote at stockholders meetings can participate and vote through remote communication or stockholders in absenting.

The stockholders attended the meeting through remote communication via Zoom. The stockholders confirmed that they could completely and clearly hear each other. They likewise confirmed receipt of the agenda and all of the materials for the meeting.

After the roll call and foregoing confirmations, the Corporate Secretary, thereafter, certified as to the existence of quorum for the valid transaction of business.

^[1] Republic Act No. 11232. An Act Providing for the Revised Corporation Code of the Philippines.

III. APPROVAL OF PREVIOUS MINUTES

Upon motion made and duly seconded, stockholders owning 99.90% of the Corporation's issued and outstanding capital stock approved the minutes of the Annual Stockholders' Meeting held on July 31 July 2020.

IV. APPROVAL OF THE 2020 AUDITED FINANCIAL STATEMENTS

Mr. Oscar Kho discussed the highlights of the Audited Financial Statements as of 31 December 2020.

After discussion and upon motion duly made and seconded, the stockholders owning 99.90% of the Corporation's issued and outstanding capital stock noted and approved Audited Financial Statements as of 31 December 2020.

V. APPROVAL, RATIFICATION AND CONFIRMATION OF CORPORATE ACTS

There was a motion for the approval, ratification and confirmation of all corporate acts of the Board of Directors and of Management since the 31 July 2020 Annual Stockholders' Meeting up to the present date. The corporate acts which are for confirmation and ratification of the stockholders include the following execution of contracts, bank transactions, opening and closing of satellite and branch offices, renewal of business permits, appointment of officers, approval of the 31 December 2020 Audited Financial Statements, and other matters carried out in the ordinary course of business of the Corporation.

After discussion and upon motion duly made and seconded, the following resolution was approved by stockholders owning 99.90% of the issued and outstanding capital stock of the Corporation:

"RESOLVED, That all legal acts, proceedings and resolutions of the Board of Directors and of Management since the 31 July 2020 Annual Stockholders' Meeting up to today's meeting be, as they are hereby, approved, confirmed and ratified."

VI. INCREASE OF AUTHORIZED CAPITAL STOCK TO PHP750M AND AMENDMENT OF ARTICLES OF INCORPORATION

The Chairman proposed to the stockholders to amend Article Seventh of the Articles of Incorporation to increase the Corporation's authorized capital stock from [REDACTED] divided into [REDACTED] common shares with a par value of One Centavo (Php0.01) per share to [REDACTED] divided into [REDACTED] common shares with a par value of One Centavo (Php0.01) per share.

The Chairman stated that, out of the increase of [REDACTED] in the Corporation's authorized capital stock, the Corporation would open for subscription [REDACTED] shares at a subscription price of One Centavo (Php0.01) per share to all stockholders of record as of 15 May 2021 and payable on or before 31 May 2021.

The Chairman stated that the proceeds of the capital call would be used for working capital and as part of the capital buildup to comply with the net worth requirement of the Insurance Commission amounting to Php1.3 Billion by 31 December 2022.

After discussion and upon motion duly made and seconded, the following resolution was approved by stockholders owning 99.90% of the issued and outstanding capital stock of the Corporation:

"RESOLVED, That the Board of Directors approve, as it hereby approves, the amendment of Article Seventh of the Articles of Incorporation to increase the authorized capital stock from [REDACTED] [REDACTED] divided into Thirty Five Billion [REDACTED] common shares with a par value of One Centavo (Php0.01) per share to [REDACTED] [REDACTED] divided into [REDACTED] common shares with a par value of One Centavo (Php0.01) per share;

"RESOLVED FURTHER, That the Articles of Incorporation of the Corporation, more particularly Article Seventh thereof be, as it is hereby, amended accordingly;

"RESOLVED FINALLY, That the officers of the Corporation be duly authorized to submit all documents and perform all actions as may be necessary to implement the foregoing resolutions."

VII. ELECTION OF DIRECTORS

The Corporate Secretary stated that the Articles of Incorporation provide for nine (9) directors. Under the Corporation's By-Laws and Manual on Corporate Governance, the nomination of the Corporation's directors shall be conducted by the Nomination Committee prior to the annual stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity of the would-be nominees and shall be submitted to the Nomination Committee and the Corporate Secretary at least forty-five (45) days prior to the date of the actual meeting.

The Corporate Secretary explained that the Nomination Committee shall pre-screen the qualifications and prepare a Final List of Candidates for directors. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as directors.

Pursuant to the Corporation's By-Laws and Manual of Corporate Governance, the Corporate Secretary stated that the Nomination Committee received eight (8) nominations to the position of Directors of the Corporation for the ensuing year. The nominees are:

Eusebio H. Tanco
Monico V. Jacob
Joseph Augustin L. Tanco
Martin K. Tanco
Paolo Martin O. Bautista

Independent Directors

Jesli A. Lapus
Armanda L. Suratos
Jose Alfonso A. Poblete

Upon nomination made and duly seconded, stockholders owning 99.90% of the Corporation's issued and outstanding stock elected the following as Directors to serve as such for the ensuing year and until the election and qualification of their successors:

Eusebio H. Tanco
Monico V. Jacob
Joseph Augustin L. Tanco
Martin K. Tanco
Paolo Martin O. Bautista

Independent Directors

Jesli A. Lapus
Armanda L. Suratos
Jose Alfonso A. Poblete

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman stated that the present external auditor of the Corporation is SyCip Gorres Velayo & Co.

Upon motion made and duly seconded, the following resolution was approved by stockholders owning 99.90% of the Corporation's issued and outstanding capital stock:

"RESOLVED, That the auditing firm of SyCip Gorres Velayo & Co. be, as it is hereby appointed to be the Corporation's external auditor for 2021."

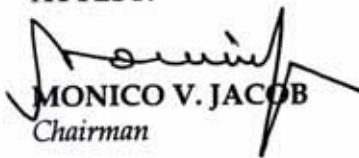
IX. ADJOURNMENT

There being no other business to transact, the meeting was adjourned upon motion duly made and seconded.



ARSENIO C. CABRERA, JR.
Corporate Secretary

ATTEST:



MONICO V. JACOB
Chairman