

NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS

Notice is hereby given that the **The Philippine American Life and General Insurance (Philam Life) Company** with address at the **18th Floor, Philam Life Boardroom, 5th Avenue cor. 26th St., Net Lima Building, Bonifacio Global City, Taguig** will be having its **Annual Stockholders Meeting by video-conferencing through Microsoft Teams, on 16 April 2020 at 4:45 in the afternoon**, to consider the following:

AGENDA	PRESENTER	TIME ALLOCATED
1. Call of the Meeting to Order	Chairman	4:45 – 4:46
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	Chairman	4:46-4:48
3. Approval of the Minutes of the last Stockholders' Meeting held on 10 April 2019 and Special Meeting of the Stockholders on 02 October 2019 The Chairman will present the Minutes of the Stockholders' Meeting on 10 April 2019 and Special Stockholders' Meeting on 02 October 2019 for review, comments and approval of the stockholders. Proposed Resolution: "RESOLVED, that the Meeting Minutes of the Stockholders dated 10 April 2019 and Special Stockholders on 02 October 2019 be, as they are hereby approved."	Chairman	4:48-4:50
4. Ratification of the Acts of the Board of Directors, the Board Committees and Management 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 2019. Proposed Resolution: "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>5. Approval of the President’s Annual Report and the Company’s Financial Statements for the Fiscal Year 2019</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 2019, as audited by Isla Lipana & 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>Proposed Resolution:</p> <p>“RESOLVED, that the President’s Annual Report and the Audited Financial Statements as at 31 December 2019 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>6. Election of the Board of Directors</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 Governance, Nomination and Compensation Committee:</p> <p>Wing Shing (Jacky) Chan -Non-Executive Director Chee Keong (Kelvin) Ang- Executive Director Mitchell New- Non-Executive Director* Jayne Plunkett-Non-Executive Director* 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 *To take effect 01 May 2020</p>	<p>Chairman</p>	<p>4:54-4:56</p>

AGENDA	PRESENTER	TIME ALLOCATED
<p>7. Election of the Officers</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 Governance, Nomination and Compensation Committee.</p>	Chairman	4:56-4:58
<p>8. Re-Appointment of Isla Lipana & Company as Independent Auditors of the Company</p> <p>As recommended by Management, the stockholders are requested to approve the re-appointment of Isla Lipana & Co. as the Independent Auditors of the Company for the Fiscal Year 2020.</p> <p>Proposed Resolution:</p> <p>“RESOLVED, that Isla Lipana & Company be, as it is hereby selected and appointed as independent auditors of the Company for the year 2020, 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>9. Annual Bonus/Fee of Directors</p> <p>The proposal is to retain the remuneration/annual bonus of the non-executive directors of the Company, thus, 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>10. Confirmation of Mission and Vision of the Company</p> <p>Mission:</p> <p>We RACE AGAINST RISK to protect every Filipino family and empower them to achieve HEALTHIER, LONGER, BETTER LIVES.</p> <p>Vision:</p> <p>To be the Philippines’ PRE-EMINENT life insurance provider.</p>	Carla J. Domingo	5:02-5:04

AGENDA	PRESENTER	TIME ALLOCATED
<p>11. Confirmation of 2019 RPT Transactions</p> <p>Proposed Resolution:</p> <p>“RESOLVED, that the attached 2019 Related Party Transactions (RPT) be, and hereby is confirmed.”</p>	Carla J. Domingo	5:04-5:06
<p>12. Amendment of Article 3 of Articles of Incorporation</p> <p>Proposed Resolution:</p> <p>“RESOLVED, that Article 3 of the Articles of Incorporation be as it is hereby amended to read as follows:</p> <p>3. That the place where the principal office of the corporation is to be established is at Six/NEO (formerly Net Lima) Building, 5th Avenue corner 26th Street, Bonifacio Global City, Taguig City 1634.”</p>		
<p>13. Other Matters</p>		

Taguig City, Philippines, 03 March 2020.

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 to the Office of the Corporate Secretary at the 18th Flr., Philam Life Head Office, Net Lima Bldg., 5th Ave. cor. 26th 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 **16 April 2020 at 4:45 in the afternoon** at the **18th Floor., Philam Life Boardroom, Net Lima Building, 5th Avenue corner 26th 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 10 April 2019 and 02 October 2019			
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 2019 Annual Report			
4. Approval of the Company’s Audited Financial Statements as at 31 December 2019			
5. Election of Directors	FOR	WITHHOLD	ABSTAIN
Wing Shing (Jacky) Chan			
Chee Keong (Kelvin) Ang			
Mitchell New			
Antonino T. Aquino			
Francis G. Estrada			
Doris Magsaysay Ho			
Joaquin E. Quintos, IV			
Jayne Plunkett			
6. Election of Officers			
7. Re-Appointment of Isla Lipana & Co as External Auditors			
8. Annual Bonus/Fee of Directors			
9. Confirmation of Mission and Vision of the Company			
10. Confirmation of 2019 RPT Transactions			
11. 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 _____ 2020 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 (56)

AIA Regional Chief Executive, Non-Executive Director, Chairman of the Board (since 01 June 2017)

Aged 56, is the AIA Regional Chief Executive responsible for the Group's businesses operating in Hong Kong SAR and Macau SAR, the Philippines, Korea and Taiwan as well as Group Agency Distribution and Group Corporate Solutions. He is a director of various companies within the Group, including AIA Co. and AIA International. Mr. Chan has extensive experience having worked at AIA for the past 32 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, Executive Vice President – Distribution & Marketing of Nan Shan Life Insurance of Taiwan and 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 the Society of Actuaries (FSA), a member of American Academy of Actuaries (MAAA) and a Fellow of the Canadian Institute of Actuaries (CIA).



KELVIN ANG (54)

Executive Director, Chief Executive Officer (since 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).

**FRANCIS G. ESTRADA (70)***Independent Director (since 18 April 2006)*

Francis G. Estrada serves or has served as independent director and Board Committee Chair in a number of leading publicly listed companies like: Ayala Land, Inc.; Philam Life; Energy Development Corporation; RCBC; RCBC Savings Bank; Engineering Equipment Inc., etc.

He serves or has served on the Boards of a number of private companies in both the profit and not-for-profit areas.

He also serves (or has served) as Board Chair of the Institute of Corporate Directors, De La Salle University, Philippine Military Academy, the Development Bank of the Philippines Advisory Council, the Armed Forces of the Philippines Multisectoral Governance Council and the De La Salle (Philippines) Investment Committee.

He has served as Trustee, Governor or board member of the: Asian Institute of Management, De La Salle University, Xavier Labor Relations Institute (India), Shanghai Jiao-tung University School of Management (PRC), Clean Air Asia, Institute for Solidarity in Asia, Armed Forces of the Philippines Multi-Sectoral Governance Council, the Philippine Board of Investments Multi-Sectoral Governance Council and the Sociedad de Beneficiencia, among others.

He has served as President/CEO of: the Asian Institute of Management, William E. Simon and Sons (Asia) LDC from 1992 to 1997 – an investment partnership he co-founded with former US Treasury Secretary, William E. Simon.

He was President and Chief Operating Officer of Asian Oceanic Holdings Limited from 1983 to 1991 – an investment banking partnership he co-founded with former American Express Bank Chairman/CEO, Richard M. Bliss.

He was Senior Vice President, ASEAN Regional Coordinator for Indonesia of Bancom Group Incorporated from 1974 to 1982. He concurrently served as Managing Director and Chief Operating Officer of P.T. First Indonesian Financing and Investment Corporation (“Ficorinvest”), a joint-venture merchant banking partnership between Bank Indonesia (the Indonesian central bank) and the Bancom Group of the Philippines from 1975-1980.

Following his return to the Philippines in 1997, Mr. Estrada was Chairman and was General Partner of Equity Managers Asia, Inc., an investment firm which he co-founded. He has established a number of Asia-related financial institutions and commercial enterprises within and outside the Asian region and advised on numerous capital-raising, turn-around and crossborder financial transactions.

He has served as board director with over 40 public and private enterprises in the Australasia region and the US.

Mr. Estrada graduated "With Distinction" from AIM with a Master in Business Management in 1973 and completed the Advanced Management Program at the Harvard Business School in 1989. He obtained his Bachelor of Science in Business Administration and Bachelor of Arts degrees from De La Salle University in 1971 where he was awarded the institution's Leadership Award.



ANTONINO T. AQUINO (72)

Independent Director (since 22 April 2015)

Antonino T. Aquino, Filipino, 72, has served as Director of Ayala Land Inc (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. 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 (68)

Independent Director (since 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 Lloyd's List Asia Lifetime Achievement Award 2011; Asia CEO Awards Global Filipino Executive of the Year in 2012; Seatrade Personality of the Year Award in 2018, MVP Grand Bossing Award 2018, and Shero of the Year by the Asia CEO Awards in 2019.

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 (60)

Independent Director (since 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 new business initiatives of FPH in healthcare and education. In his operational role, Jajo runs the group's education business, First Industrial Science and Technology School, as its President. Jajo also runs the group's healthcare businesses, Asian Eye Institute and Pi Health, where he serves as its President. 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 (55)**

Non-Executive Director (since 04 February 2019)

Mr. Clive Vincent Anderson is a Group Senior Regional Counsel of AIA Group responsible for the provision of legal support for various corporate initiatives and providing leadership to legal functions of various country operations. He has significant experience in the legal and compliance areas both in private practice and various in-house roles in financial services. He also has more than 20 years of experience in the insurance industry. Prior to joining AIA Group, Mr. Anderson was the Head of Legal and Compliance for Manulife Financial's operations in South East Asia; a role that he occupied for more than four years. Prior to that, his experience included being the Chief Legal and Compliance Officer for Manulife's Canadian Wealth Management Operations and a Senior Group Counsel for Manulife responsible for the legal management and negotiation of the company's global information technology and outsourcing arrangements. Amongst his other activities, Mr. Anderson was a founding member of the Singapore Chapter of the Association of Corporate Counsels and is currently a member of the Campaign for Acadia Cabinet (Acadia University). He is a graduate of a combined program in French Literature from Acadia University (Canada) and Université d'Aix-en-Provence (France) and is a member of the Law Society of Upper Canada having graduated with an LLB from Osgoode Hall Law School in Toronto, Canada.