



**HEALTHIER, LONGER,  
BETTER LIVES**

**AIA Philippines Life and General  
Insurance Company, Inc.**

AIA Philippines Head Office  
23<sup>rd</sup> Floor 8767 AIA Tower  
(formerly Philam Life Tower)  
Paseo De Roxas, Makati City  
Metro Manila, Philippines 1226

(632) 8528 2000

aia.com.ph

## NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS

Notice is hereby given that the **Annual meeting of the Stockholders of AIA PHILIPPINES LIFE AND GENERAL INSURANCE COMPANY INC.** (formerly THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE (PHILAM LIFE) COMPANY) will be held on **20 April 2023 at 4:45 in the afternoon via MS Teams**, 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	4:46-4:47
<p>3. <b>Approval of the Minutes of the last Stockholders' Meeting held on 22 April 2022 and 26 July 2022.</b></p> <p>The Chairman will present the Minutes of the Stockholders' Meeting on 22 April 2022 and 26 July 2022 for approval of the stockholders.</p> <p><b>Proposed Resolution:</b></p> <p>“<b>RESOLVED</b>, that the Meeting Minutes of the Stockholders dated 22 April 2022 and 26 July 2022 be, as they are hereby approved.”</p>	Chairman	4:47-4:48
<p>4. <b>Ratification of the Acts of the Board of Directors, the Board Committees and Management</b></p> <p>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 2022.</p> <p><b>Proposed Resolution:</b></p> <p>“<b>RESOLVED</b>, 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.”</p>	Chairman	4:48-4:49

AGENDA	PRESENTER	TIME ALLOCATED
<p><b>5. Approval of the President’s Annual Report and the Company’s Financial Statements for the Fiscal Year 2022</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 2022, 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 of AIA Philippines Life and General Insurance Company Inc. as at 31 December 2022 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>4:49-4:50</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 AIA Philippines Life and General Insurance Company Inc., 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 Corporate Governance Committee:</p> <p>Leo Michel Grepin -Non-Executive Director Chee Keong (Kelvin) Ang- Executive Director Mitchell David 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</p>	<p>Chairman</p>	<p>4:50-4:51</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 AIA Philippines Life and General Insurance Company Inc., 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 proposed list of the officers of the Company.</p>	Chairman	4:51-4:52
<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 2023.</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 2023, subject to the negotiation of the fees, the approval of which is hereby delegated to the Executive Committee.”</p>	Chairman	4:52-4:53
<p><b>9. Audit Fees of External Auditor</b></p>	Chairman	4:53-4:54
<p><b>10. 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	4:54-4:55
<p><b>11. Confirmation of Mission and Vision of the Company</b></p> <p><b>Mission:</b></p> <p>We RACE AGAINST RISK to protect every Filipino family and empower them to achieve HEALTHIER, LONGER, BETTER LIVES.</p> <p><b>Vision:</b></p> <p>To be the Philippines’ PRE-EMINENT life insurance provider.</p>	Carla J. Domingo	4:55-4:56

AGENDA	PRESENTER	TIME ALLOCATED
<b>12. Confirmation of 2022 RPT Transactions</b>  <b>Proposed Resolution:</b>  <b>“RESOLVED, that the attached 2022 Related Party Transactions (RPT) be, and hereby is confirmed.”</b>	Carla J. Domingo	4:56-4:57
<b>13. Related Party Transactions of the Directors and Stockholders</b>	Carla J. Domingo	4:57-4:58
<b>14. Amendment of Articles of Incorporation</b> <ul style="list-style-type: none"> <li>• Article 3 (Change of Building Name)</li> </ul> <b>Amendment of By-Laws</b> <ul style="list-style-type: none"> <li>• Article I, Sec. 1 (Offices)</li> <li>• Article III, Sec. 4 (Place of holding meetings)</li> </ul>	Carla J. Domingo	4:58-4:59
<b>15. Consideration of other business as may properly come before the meeting</b>		4:59-5:00

Makati City, Philippines, 14 March 2023.

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 23<sup>rd</sup> Flr., Philam Life Tower, 8767 Paseo de Roxas, 1226 Makati City 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 AIA PHILIPPINES LIFE AND GENERAL INSURANCE COMPANY INC. (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 **20 April 2023 at 4:45 in the afternoon Via MS Teams**, 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 the Minutes of the last Stockholders' Meeting held on 22 April 2022 and 26 July 2022.			
2. Ratification of the Acts of the Board of Directors, the Board Committees and Management			
3. Approval of the President's Annual Report and the Company's Financial Statements for the Fiscal Year 2022			
4. Election of the Board of Directors			
5. Election of the Officers			
6. Re-Appointment of Isla Lipana & Company as Independent Auditors of the Company			
7. Audit Fees of External Auditor			
8. Annual Bonus/Fee of Directors			
9. Confirmation of Mission and Vision of the Company			
10. Confirmation of 2022 RPT Transactions			
11. Related Party Transactions of the Directors and Stockholders			
12. Amendment of Articles of Incorporation <ul style="list-style-type: none"> <li>• Article 3 (Change of Building Name)</li> </ul> Amendment of By-Laws <ul style="list-style-type: none"> <li>• Article I, Sec. 1 (Offices)</li> <li>• Article III, Sec. 4 (Place of holding meetings)</li> </ul>			
13. 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.

**IN WITNESS WHEREOF**, We have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_ 2023 at \_\_\_\_\_.

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

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER

\_\_\_\_\_  
DATE

\_\_\_\_\_  
WITNESS