



**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 **10 April 2025 at 4:45 in the afternoon via MS Teams/Face to Face at the 23<sup>rd</sup> Flr., Boardroom, AIA Tower, 8767 Paseo de Roxas, Makati City 1226**, to consider the following:

AGENDA	PRESENTER	TIME ALLOCATED
<p><b>1. Call of the Meeting to Order.</b></p> <p>The Chairperson, Wing Shing (Jacky) Chan, will welcome the stockholders and guests, and formally begin the annual stockholders' meeting of AIA Philippines Life and General Insurance Company Inc.</p>	Chairperson	4:45 – 4:46
<p><b>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.</b></p> <p>The Corporate Secretary, Atty. Carla J. Domingo, will certify that the Notice of Meeting was sent to all stockholders of record at least 21 days before the meeting. She will also certify on the number of shares present by proxy or remote communication, and whether a quorum exists for the valid transaction of the annual stockholders' meeting.</p>	Corporate Secretary	4:46-4:47
<p><b>3. Approval of the Minutes of the last Stockholders' Meeting held on 15 April 2024.</b></p> <p>The Chairperson will present the Minutes of the Stockholders' Meeting on 15 April 2024 for review, comments and approval of the stockholders.</p> <p><b>Proposed Resolution:</b></p> <p><b>"RESOLVED</b>, that the Meeting Minutes of the Stockholders dated 15 April 2024 be, as they are hereby approved."</p>	Chairperson	4:47-4:48
<p><b>4. Ratification of the Acts of the Board of Directors, the Board Committees and Management</b></p> <p>The Chairperson 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 2024.</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>	Chairperson	4:48-4:49

AGENDA	PRESENTER	TIME ALLOCATED
<p><b>5. Approval of the President's Annual Report for the Fiscal Year 2024</b></p> <p>The President will submit for approval of the stockholders the President's Annual Report.</p> <p><b>Proposed Resolution:</b></p> <p><b>"RESOLVED</b>, that the President's Annual Report of AIA Philippines Life and General Insurance Company Inc. as at 31 December 2024 be, as it is hereby accepted and approved, and the Corporate Secretary is instructed to file the same as parts of these minutes."</p>	<p>Ms. Melita Teo More May, CEO</p>	<p>4:49-4:50</p>
<p><b>6. Approval of the Audited Financial Statements for the Fiscal Year 2024</b></p> <p>The President will submit for approval of the stockholders the Company's Audited Financial Statements as at 31 December 2024, 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 Audited Financial Statements of AIA Philippines Life and General Insurance Company Inc. as at 31 December 2024 be, as it is hereby accepted and approved, and the Corporate Secretary is instructed to file the same as parts of these minutes."</p>	<p>Chairperson</p>	<p>4:50-4:51</p>
<p><b>7. 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>Wing Shing (Jacky) Chan -Non-Executive Director Melita Teo More May- Executive Director Mitchell David New- Non-Executive Director Jayne Plunkett-Non-Executive Director Gregorio T.Yu- Independent Director Aurelio R. Montinola, III- Independent Director Carlo L. Katigbak- Independent Director</p> <p>Attached are the Profiles of the nominated Directors.</p>	<p>Chairperson</p>	<p>4:52-4:53</p>



AGENDA	PRESENTER	TIME ALLOCATED												
<p><b>8. 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>	Chairperson	4:53-4:54												
<p><b>9. 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 2025.</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 2025, subject to the negotiation of the fees, the approval of which is hereby delegated to the Executive Committee.”</p>	Chairperson	4:54-4:55												
<p><b>10. Audit Fee of External Auditor</b></p> <p>The stockholders will be requested to approve the delegation to the Executive Committee of the negotiation of the audit fee of the external auditor, Isla Lipana &amp; Co.</p> <p><b>Proposed Resolution:</b></p> <p>“<b>RESOLVED</b>, that the delegation to the Executive Committee of the negotiation of the Audit fee of External Auditor, Isla Lipana &amp; Co. be, as it is hereby approved.”</p>	Chairperson	4:55-4:56												
<p><b>11. Annual Fee of Directors</b></p> <p>The Compensation Committee has proposed an increase in the remuneration/annual bonus of the non-executive directors of the Company, the stockholders will be requested to approve the proposal on the increase in the annual fee of the non-executive directors of the Company.</p> <table border="1" data-bbox="183 1839 821 2039"> <thead> <tr> <th></th> <th>Current</th> <th>Proposed</th> </tr> </thead> <tbody> <tr> <td>Annual Bonus (Gross)</td> <td>P1,300,000.00</td> <td>P1,400,000.00</td> </tr> <tr> <td>Board Level Per Diem (Gross)</td> <td>P40,000.00</td> <td>P50,000.00</td> </tr> <tr> <td>Committee Level Per Diem (Gross)</td> <td>P20,000.00</td> <td>P30,000.00</td> </tr> </tbody> </table>		Current	Proposed	Annual Bonus (Gross)	P1,300,000.00	P1,400,000.00	Board Level Per Diem (Gross)	P40,000.00	P50,000.00	Committee Level Per Diem (Gross)	P20,000.00	P30,000.00	Chairperson	4:56-4:57
	Current	Proposed												
Annual Bonus (Gross)	P1,300,000.00	P1,400,000.00												
Board Level Per Diem (Gross)	P40,000.00	P50,000.00												
Committee Level Per Diem (Gross)	P20,000.00	P30,000.00												

AGENDA	PRESENTER	TIME ALLOCATED
<p><b>12. Confirmation of Mission and Vision of the Company</b></p> <p>Ms. Melita Teo More May, the Chief Executive Officer, will present the Mission and Vision of the Company to the stockholders, for their review and approval.</p> <p><b>Mission/Vision:</b></p> <p>Making a real difference with Puso in protecting the lives and health of our Filipino families.</p>	<p>Ms. Melita Teo More May, CEO</p>	<p>4:57-4:58</p>
<p><b>13. Confirmation of 2024 RPT Transactions</b></p> <p>In accordance with Insurance Commission Circular Letter No. 2017-29 dated May 2, 2017, the Corporate Secretary will inform the stockholders of all related party transactions of the Company for the previous year, if any</p> <p><b>Proposed Resolution:</b></p> <p>“RESOLVED, that the attached 2024 Related Party Transactions (RPT) be, and hereby is confirmed.”</p>	<p>Carla J. Domingo</p>	<p>4:59-5:00</p>
<p><b>14. Related Party Transactions of the Directors and Stockholders</b></p> <p>In accordance with Insurance Commission Circular Letter No. 2017-29 dated May 2, 2017, the Corporate Secretary will inform the stockholders of the list of related interest or close family members of stockholders and directors, if any.</p>	<p>Carla J. Domingo</p>	<p>5:00-5:01</p>
<p><b>15. Feedback from Shareholders</b></p> <p>The Chairperson will ask the stockholders if there are any questions or issues they would like to raise to management and/or to the Board.</p>	<p>Chairperson</p>	<p>5:02-5:03</p>
<p><b>16. Adjournment</b></p>		<p>5:03-5:04</p>

Makati City, Philippines, 18 March 2025.

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 23<sup>rd</sup> Flr., AIA 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 **10 April 2025 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 15 April 2024			
2. Ratification of the Acts of the Board of Directors, the Board Committees and Management			
3. Approval of the President's Annual Report for the Fiscal Year 2024			
4. Approval of the Company's Audited Financial Statements for the Fiscal Year 2024			
5. Election of the Board of Directors	<b>FOR</b>	<b>WITHHOLD</b>	<b>ABSTAIN</b>
Wing Shing (Jacky) Chan Melita Teo More May Mitchell David New Jayne Plunkett Gregorio T. Yu Aurelio R. Montinola, III Carlo L. Katigbak			
6. Election of the Officers			
7. Re-Appointment of Isla Lipana & Company as Independent Auditors of the Company			
8. Audit Fees of External Auditor			
9. Annual Fee of Directors			
10. Confirmation of Mission and Vision of the Company			
11. Confirmation of 2024 RPT Transactions			
12. Related Party Transactions of the Directors and Stockholders			
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 \_\_\_\_\_ 2025 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.