

**RESOLUTIONS
ANNUAL GENERAL MEETING
OF THE STOCKHOLDERS OF
GENERALI LIFE ASSURANCE PHILIPPINES, INC.**

Held on 11 September 2019
2:30 pm at 10/F Petron Mega Plaza Building
Sen. Gil J. Puyat Avenue, Makati City

STOCKHOLDERS PRESENT:

NO. OF SHARES:

Generali Asia N.V.*	20,999,995
Robert Hector John Spence	1
Reynaldo C. Centeno	1
Maria Sharon B. Maranan	1
Betty G. Lui	1
Maria Fe D. Velasco	1

Total No. of Shares Represented	21,000,000
Total No. of Shares Subscribed and Outstanding	21,000,000

Percentage of Attendance	100%
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(*by proxy)

I. CALL TO ORDER

Mr. John Spence, who was requested to act as Chairman, called the meeting to order and presided over the same. Atty. Mary Jane P. Aristoteles was appointed to act as Secretary of the meeting and recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

The Secretary certified that notices of the annual stockholders meeting have been sent to all the stockholders of record and that a quorum existed for the transaction of business. The Secretary also informed the Shareholders present that she holds a proxy on behalf of the majority shareholder, Generali Asia N.V

III. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

The Chairman informed the stockholders of the need to approve the minutes of the SH 2018 Annual Meeting dated 31 March 2018 and Special Shareholder's Meeting dated 14 March 2019. The shareholders unanimously approved -

“**RESOLVED**, as it is hereby resolved, the Minutes of the 2018 Annual General Meeting and the Special Stockholders Meeting of Generali Life Assurance Philippines, Inc. held on March 19, 2018 and March 14, 2019 are confirmed and ratified.”

IV. GENERAL RATIFICATION OF THE CORPORATE ACTS

The Chairman informed the stockholders of the need to ratify all acts of the Board of Directors and the management during the previous year.

After discussion, upon motion duly made and seconded, the shareholders unanimously approved the following resolution:

“**RESOLVED**, that the Stockholders approve, ratify and confirm the actions of the Board of Directors from 2018 Annual General Meeting to date, as reflected in the records of the Corporation, be, as they are hereby, confirmed and ratified.”

V. RE-ELECTION OF DIRECTORS

The Chairman of Nomination Committee, nominates and moves for the re-election of the following, to be members of the Board of Directors:

1. Mr. John Spence
2. Mr. Reynaldo C. Centeno
3. Ms. Maria Sharon B. Maranan
4. Ms. Beth Lui – Independent Director

Upon motion duly made and seconded, the shareholders unanimously approved the following resolution:

“**RESOLVED**, that stockholders hereby re-elect the following as Directors of the Corporation:

1. Mr. John Spence (as Chairman)
2. Mr. Reynaldo C. Centeno
3. Ms. Maria Sharon B. Maranan
4. Ms. Beth Lui (Independent Director)”

VI. ELECTION OF NEW DIRECTOR

The Chairman informed the stockholders present of the resignation of Aloysius B. Colayco, independent director, and the transfer of his one (1) share to Ms. Maria Fe D. Velasco.

With the resignation of Aloysius B. Colayco, the Chairman nominates and moves for the election of new executive director, Ms. Maria Fe D. Velasco.



Upon motion duly made and seconded, the shareholders unanimously approved the following resolution:

“RESOLVED, that stockholders hereby elect Maria Fe D. Velasco as the new executive director of the Corporation”

The Chairman welcomed Ms. Velasco as new member of the Board of Directors. Likewise, on behalf of the Corporation, the Chairman, and all other members of the Board, extended the Corporation’s warm gratitude to Mr. Aloysius B. Colayco for his invaluable contribution and faithful service he rendered to the Corporation.

VII. APPOINTMENT OF EXTERNAL AUDITOR

Ms. Maria Fe D. Velasco, nominated the re-appointment of SGV & Company to be the External Auditors of the Corporation for the year 2019.

Upon motion duly made and seconded, the shareholders unanimously approved the following resolution:

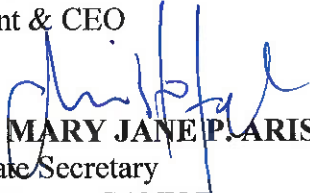
“RESOLVED, that SGV& Company be as it is hereby appointed as the external auditor of the Company for the year 2019.”

VIII. ADJOURNMENT

There being no other matters to be discussed, upon motion duly made and seconded, the meeting was adjourned.

ATTEST:


REYNALDO C. CENTENO
President & CEO


ATTY. MARY JANE P. ARISTOTELES
Corporate Secretary
Named Proxy; GANV Representative