

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

22 June 2020  
4:15 pm

**STOCKHOLDERS PRESENT:**

**NO. OF SHARES:**

Generali Asia N.V.*	20,999,995
Robert Hector John Spence	1
Betty G. Lui	1
Reynaldo C. Centeno	1
Maria Sharon B. Maranan	1
Maria Fe D. Velasco	1
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Total No. of Shares Represented	21,000,000
Total No. of Shares Subscribed and Outstanding	21,000,000
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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 2019 Annual Meeting dated 11 September 2019. The Shareholders unanimously voted and approved -

“**RESOLVED**, as it is hereby resolved, the Minutes of the 2019 Annual General Meeting dated 11 September 2019 is hereby 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 voted and approved the following resolution:

“**RESOLVED**, as it is hereby resolved, that the Stockholders approve, ratify and confirm the actions of the Board of Directors, Board Committees and Management from the period of 2018-2019 and until the date of the Annual Meeting, 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. Ms. Beth Lui – Independent Director
2. Mr. Reynaldo C. Centeno
3. Ms. Maria Sharon B. Maranan
4. Maria Fe D. Velasco

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

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

1. Mr. John Spence as Chairman of the Board
2. Ms. Beth Lui as Independent Director
2. Mr. Reynaldo C. Centeno
3. Ms. Maria Sharon B. Maranan
4. Maria Fe D. Velasco

#### **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 2020.

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 2020.”

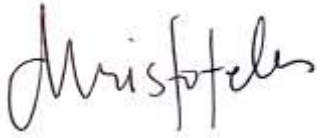
**VIII. ADJOURNMENT**

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