



BPI AIA Life Assurance Corporation

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## NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS

Notice is hereby given that the **Annual Meeting of the Stockholders of BPI AIA LIFE ASSURANCE CORPORATION** (formerly BPI-PHILAM LIFE ASSURANCE (BPLAC) CORPORATION) will be held on **21 April 2023 at 3:45 in the afternoon via MS Teams** (kindly register by sending an email to [AIAPHCorporateSecretary@aia.com](mailto:AIAPHCorporateSecretary@aia.com) so we could provide your unique link), to consider the following:

AGENDA	PRESENTER	TIME ALLOCATED
1. <b>Call of the Meeting to Order.</b>	Chairman	3:45 – 3:46
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	3:46-3:47
<b>3. Approval of the Minutes of the last Stockholders' Meeting held on 28 April 2022</b>  The Chairman will present the Minutes of the Stockholders' Meeting on 28 April 2022 for review, comments and approval of the stockholders.  <b>Proposed Resolution:</b>  <b>"RESOLVED</b> , that the Meeting Minutes of the Stockholders dated 28 April 2022 be, as they are hereby approved."	Chairman	3:47-3:48
<b>4. Ratification of the Acts of the Board of Directors, the Board Committees and Management</b>  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.  <b>Proposed Resolution:</b>  <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."	Chairman	3:48-3:49

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 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>	Ms. Katherine P Custodia, CEO	3:49-3:50
<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 the BPI AIA Life Assurance Corporation, 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 style="padding-left: 40px;">Jose Teodoro K. Limcaoco Leo Michel Grepin Katherine P. Custodia Jesse O. Ang Maria Theresa D. Marcial Chee Keong (Kelvin) Ang Stephanie L. Sy</p> <p>Attached are the Profiles of the nominated Directors</p>	Chairman	3:50-3:51
<p><b>7. Election of 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 BPI AIA Life Assurance Corporation, 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	3:51-3:52



AGENDA	PRESENTER	TIME ALLOCATED
<b>8. Re-Appointment of Isla Lipana &amp; Company as Independent Auditors of the Company</b>  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 2023.  <b>Proposed Resolution:</b>  <b>"RESOLVED</b> , that Isla Lipana & 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."	Chairman	3:52-3:53
<b>9. Audit Fee of External Auditor</b>	Chairman	3:53-3:54
<b>10. Annual Bonus/Fee of Directors</b>  Since the Compensation Committee has not proposed any increase in the remuneration/annual bonus of the non-executive directors of the Company, the stockholders are requested to retain and approve the same annual bonus of the non-executive directors of the Company.	Chairman	3:54-3:55
<b>11. Confirmation of the Mission and Vision of the Company</b>  <b>Mission:</b>  We build a better everyday life and future for all Filipinos.  <b>Vision:</b>  We are a trusted and reliable insurance partner of every Filipino family.	Ms. Katherine P Custodia	3:55-3:56
<b>12. Confirmation of the 2022 RPT Transactions</b>  <b>Proposed Resolution:</b>  <b>"RESOLVED</b> , that the attached 2022 Related Party Transactions (RPT) be, and hereby is confirmed."	Carla J. Domingo	3:56-3:57
<b>13. Related Party Transactions of the Directors and Stockholders</b>	Carla J. Domingo	3:57-3:59
<b>14. Other Matter</b>		3:59-4:00

Makati City, Philippines, 13 March 2023.

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., Philam Life Tower, 8767 Paseo de Roxas, Makati City within 48 hours from the date of actual meeting. Also attached is the Voting Method for your reference.



## PROXY FORM

The undersigned stockholder of **BPI AIA LIFE ASSURANCE CORPORATION** (Formerly BPI-PHILAM LIFE ASSURANCE (BPLAC) CORPORATION) (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 21 April 2023 at 3:45 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 minutes of the previous meeting held on 28 April 2022			
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 President's Annual Report and the Company's Financial Statements for the Fiscal Year 2022			
5. Election of Directors	FOR	WITHHOLD	ABSTAIN
Jose Teodoro K. Limcaoco			
Leo Michel Grepin			
Katherine P. Custodia			
Chee Keong (Kelvin) Ang			
Jesse O. Ang			
Stephanie L. Sy			
Maria Theresa D. Marcial			
6. Election of Officers			
7. Re-Appointment of Isla Lipana & Co. as Independent Auditors of the Company			
8. Audit Fee of External Auditor			
9. Annual Bonus/Fee of Directors			
10. Confirmation of the Mission and Vision of the Company			
11. Confirmation of the 2022 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.

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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