

15F BPI-Philam Makati, 6811 Ayala Ave. Makati City 1226, Philippines Telephone: (632) 8528 5501 W: <u>www.bpi-aia.com.ph</u>

#### 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 15 April 2024 at 2:30 in the afternoon via MS Teams (kindly register by sending an email to AIAPHCorporateSecretary@aia.com so we could provide your unique link), to consider the following:

	AGENDA	PRESENTER	TIME ALLOCATED
1.	Call of the Meeting to Order.	Chairperson	2:30 – 2:31
	The Chairperson, Jose Teodoro L. Limcaoco, will welcome the stockholders and guests, and formally begin the annual stockholders' meeting of BPI AIA Life Assurance Corporation.		
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.	Corporate Secretary	2:31-2:32
	The Corporate Secretary, Atty. Carla J. Domingo, will certify the 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.		
3.	Approval of the Minutes of the last Stockholders' Meeting held on 25 April 2023	Chairperson	2:32-2:33
	The Chairperson will present the Minutes of the Stockholders' Meeting on 25 April 2023 for review, comments and approval of the stockholders.		
	Proposed Resolution:  "RESOLVED, that the Meeting Minutes of the Stockholders dated 25 April 2023 be, as they are hereby approved."		
1.	Ratification of the Acts of the Board of Directors, the Board Committees and Management	Chairperson	2:33-2:34
	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 2023.		
	Proposed Resolution:		
	"RESOLVED, 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."		

	AGENDA	PRESENTER	TIME ALLOCATED
5.	Approval of the President's Annual Report for the Fiscal Year 2023	Ms. Katherine P Custodia, CEO	2:34-2:36
	The President will submit for approval of the stockholders the President's Annual Report.		
	Proposed Resolution:		
	"RESOLVED, that the President's Annual Report as at 31 December 2023 be, as it is hereby accepted and approved, and the Corporate Secretary is instructed to file the same as parts of these minutes."		
6.	Approval of the Company's Audited Financial Statements for the Fiscal Year 2023		
	The President will submit for approval of the stockholders the Company's Audited Financial Statements as at 31 December 2023, as audited by Isla Lipana & 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).		
	Proposed Resolution:		
	"RESOLVED, that the Audited Financial Statements as at 31 December 2023 be, as it is hereby accepted and approved, and the Corporate Secretary is instructed to file the same as parts of these minutes."		
7.	Election of the Board of Directors	Chairperson	2:36-2:37
	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.		
	The following are the nominees as members of the Board of Directors, as approved by the Governance, Nomination and Compensation Committee:		
	Jose Teodoro K. Limcaoco Katherine P Custodia Leo Michel Grepin Jesse O. Ang Maria Theresa D. Marcial Melita Teo More May Stephanie L. Sy		
	Attached are the Profiles of the nominated Directors		
8.	Election of Officers	Chairperson	2:37-2:38
	As required by the Insurance Commission Circular No. 35-2006, the stockholders will be 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.		
	Please see attached proposed list of the officers of the Company.		

	AGENDA	PRESENTER	TIME ALLOCATED
9.	Re-Appointment of Isla Lipana & Company as Independent Auditors of the Company	Chairperson	2:38-2:39
	As recommended by Management, the stockholders will be requested to approve the re-appointment of Isla Lipana & Co. as the Independent Auditors of the Company for the Fiscal Year 2024.		
	Proposed Resolution:		
	"RESOLVED, that Isla Lipana & Company be, as it is hereby selected and appointed as independent auditors of the Company for the year 2024."		
10.	Audit Fee of External Auditor	Chairperson	2:39-2:40
	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 & Co.		
	Proposed Resolution:		
	"RESOLVED, that the delegation to the Executive Committee of the negotiation of the Audit Fee of External Auditor, Isla Lipana & Co. be, as it is hereby approved."		
11.	Annual Fee of Directors	Chairperson	2:40-2:41
	Since the Compensation Committee has not proposed any increase in the remuneration/annual bonus of the non-executive directors of the Company, the stockholders will be requested to retain and approve the same annual fee of the non-executive directors of the Company.		
12.	Confirmation of the Mission and Vision of the Company		
	Ms. Katherine P. Custodia, the Chief Executive Officer, will present the Mission and Vision of the Company to the stockholders, for their review and approval.	Ms. Katherine P Custodia	2:41-2:42
	Mission:		2.41-2.42
	We build a better everyday life and future for all Filipinos.		
	Vision:		
	We are a trusted and reliable insurance partner of every Filipino family.		
13.	Confirmation of the RPT Transactions  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.	Carla J. Domingo	2:42-2:43
	Proposed Resolution:		
	"RESOLVED, that the attached Related Party Transactions (RPT) for the year 2023 be, and hereby is confirmed."		
	Related Party Transactions of the Directors and Stockholders	Carla J. Domingo	2:43-2:44
	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.		
	Feedback from Shareholders	Chairperson	2:44-2:45
	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.		
6.	Adjournment		

Makati City, Philippines, 13 March 2024.

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> FIr., AIA 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 AS	SSURANCE CORPORATION (Formerly BPI-
PHILAM LIFE ASSURANCE (BPLAC) CORPORA	ATION) (the "Company") hereby nominates,
constitutes, and appoints	or in his absence, the Chairman of
the Annual Meeting of the Stockholders, as lawful a	attorney and proxy, with power of substitution.
to represent the undersigned stockholder, and vot	e all shares registered in his/her/its name as
proxy of the undersigned stockholder, at the An	nual Meeting of the Stockholders of the
Company on 15 April 2024 at 2:30 in the after	ernoon 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
Approval of minutes of the previous meeting held on 25     April 2023			
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			
Approval of the President's Annual Report for the Fiscal Year 2023			
Approval of the Audited Financial Statements for the Fiscal Year 2023			
5. Election of Directors	FOR	WITHHOLD	ABSTAIN
Jose Teodoro K. Limcaoco			
Leo Michel Grepin			
Katherine P. Custodia			
Melita Teo More May			
Jesse O. Ang			
Stephanie L. Sy			
Maria Theresa D. Marcial			
Election of Officers			
7. Re-Appointment of Isla Lipana & Co. as Independent			
Auditors of the Company		A terror	
Audit Fee of External Auditor			
Annual Fee of Directors			
10. Confirmation of the Mission and Vision of the Company			
11. Confirmation of the 2023 RPT Transactions			
12. Related Party Transactions of the Directors and Stockholders			
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 texercised. A Proxy is also considered revoked if the stockholder and expressed his intention to vote in person.	time before the rig attends the mee	ght granted is ting in person
IN WITNESS WHEREOF, We have hereunto set my hand this	day of	2024 at
PRINTED NAME OF STOCKHOLDER		
SIGNATURE OF STOCKHOLDER		
DATE		
WITNESS		

#### **Voting Method**

(Article III [ Meetings] of the By-Laws as amended on 27 November 2009)

**Section 6.** – Any stockholder entitled to vote may be represented by proxy at any regular or special general meeting; however, no stockholder's proxy shall be recognized or be entitled to vote at any regular or special meeting unless a duly signed appointment of proxy has been filed with the Office of the Secretary of the Corporation at least 48 hours before the time set for the meeting at which the proxy will attend. (As amended on 31 January 1963 and as further amended on 27 November 2009)

**Section 7**. – Each share of stock entitles the person in whose name it is registered in the books of the Corporation to one vote provided the conditions as regards payment for subscriptions subject to which the relevant shares were issued have been complied with. (As amended on 27 November 2009)

**Section 8.** – The election of directors shall be by ballot and each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as are to be elected as directors, or he may give to one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.

### **BOARD OF DIRECTORS**

# **JOSE TEODORO K. LIMCAOCO (61)**



Chairman of the Board (since 28 April 2021)

Jose Teodoro "TG" Limcaoco is the President and CEO of Bank of the Philippine Islands (BPI) – the oldest bank in both the Philippines and Southeast Asia, and one of the most established financial institutions in the country. TG was appointed as BPI President and CEO on April 22, 2021. He has served as a Director of the Board and a Member of the Bank's Executive Committee since February 2019.

He is Chairman of BPI Wealth – A Trust Corporation,
Bank of the Philippine Islands (Europe) Plc., BPI Capital Corporation,
BPI/MS Insurance Corporation, and BPI AIA Life Assurance Corporation.
He is Vice Chairman of BPI Century Tokyo Lease & Finance Corporation and BPI Century Tokyo Rental Corporation. He is President and Vice Chairman of BPI Foundation, Inc.

Outside of BPI, he is President of the Bankers Association of the Philippines, Chairman of Philippine Payments Management Inc., a Trustee of the Asian Institute of Management, and a Director of AC Mobility Holdings, Inc. He is also a current member of the Management Association of the Philippines, the Financial Executives Institute of the Philippines (FINEX), and the Rotary Club of Makati West (where he is a Past President). Lastly, TG is a Director of Just for Kids, Inc., a homegrown business of his family.

In recognition of his outstanding leadership and exemplary communication skills, TG was bestowed the prestigious 2023 Communicator of the Year award under the Executive Leader Category by the International Association of Business Communicators (IABC) Asia Pacific. This award underscores his ability to effectively convey complex ideas and foster meaningful connections within the business community. He also earned the Gold Award in the Best CEO category for the Philippines in Asia's Best Managed Companies 2023 poll of FinanceAsia. This accolade serves as a testament to his exceptional stewardship and strategic vision, further solidifying his reputation as an exceptional leader in the financial industry.

Before coming to BPI, he was the Chief Finance Officer, Chief Risk Officer, and Chief Sustainability Officer of Ayala Corporation, a Philippine Stock Exchange-listed company. He was also the Chairman of AC Energy International, Inc. (formerly Presage Corporation) and the President and CEO of AC Ventures Holding Corp. He was also a Director of the Board of several Ayala companies, including publicly-listed Globe Telecom and Integrated Micro-electronics Inc, and the energy, infrastructure, industrials and healthcare companies of the Ayala group. He was also a director of the companies that operated G-Cash and Zalora Philippines.

Previously, he served as President of BPI Family Savings Bank from 2010-2015 and President of BPI Capital Corporation from 2007- 2010. He also served as Officer-in-Charge for Ayala Life Assurance, Inc. and as Director and Chairman of Ayala Plans, Inc.

Mr. Limcaoco joined Ayala Corporation as a Managing Director in 1998. Prior to his appointment as Chief Finance Officer in April 2015, he held various responsibilities including Trustee and Treasurer of Ayala Foundation, Inc., President of myAyala.com, and CFO of Azalea Technology Investments, Inc. He served as the President of the Chamber of Thrift Banks from 2013-2015. He was named as the ING-Finex CFO of the Year in 2018. He has held prior positions with JP Morgan & Co. in Singapore and New York and with BZW Asia.

He graduated from Stanford University with a BS Mathematical Sciences degree (Honors Program) in 1984 and from the Wharton School of the University of Pennsylvania with an MBA (Finance and Investment Management) in 1988.

### LEO GREPIN (48)



# Regional Chief Executive and Group Chief Strategy Officer Non-Executive Director (since 17 May 2022)

Aged 48, Mr. Leo Grepin is the Regional Chief Executive and Group Chief Strategy Officer responsible for the Group's business operating in Australia, New Zealand, Indonesia and the Philippines as well as leading the Group's Strategy and Corporate Development functions. Mr. Grepin is a member of the Group Executive Committee.

He joined the Group in January 2022. Leo is also President Commissioner at PT AIA Financia, Board Supervisor of Dana Pensiun Lembaga Keuangan AIA Financial and a Director of AIA New Zealand Limited, AIA Australia Limited, Amplify Health Asia Pte. Limited, AIA Company Limited and AIA Holdings Pte. Limited. He is also a Chairman of the Board of AIA Philippines Life and General Insurance Company Inc. and MediCard Philippines, Inc.

Prior to joining the Group, Mr. Grepin was President of Sun Life, Asia. Before joining Sun Life, he was at Bridgewater Associates, a global hedge fund, where he led the team managing portfolio construction and trade generation. He also spent 15 years at McKinsey & Company and led the global client service teams serving several multinational insurers and asset managers as Senior Partner.

Mr. Grepin has a Master of Science in Aeronautics and Astronautics from the Massachusetts Institute of Technology and a Bachelor of Engineering in Mechanical Engineering (Hons) from McGill University.

# **KATHERINE P. CUSTODIA (49)**



Chief Executive Officer
Executive Director (since 23 January 2023)

Karen Custodia is the Chief Executive Officer of BPI AIA Life Assurance Corporation. Prior to her appointment, she was the Head of Partnership Distribution Sales Channels of BPI AIA for 4 years. She led a team of over 1,500 employees from In-Branch Sales, Corporate Sales, Direct Sales, Private Banking, and Telesales teams.

She joined BPI AIA in 2013 and has since held various leadership posts – she was Head of Marketing, Head of Preferred Segment, Territory Sales Head and Head of In-Branch Sales. For 9 years, her experience in marketing, sales and partnership management allowed her to drive profitability and growth within BPI AIA.

Ms. Custodia previously held the position of head of insurance sales for retail clients in HSBC Insurance Brokers, Inc. and has also held various roles in other top-tier insurance companies in the country in her 25 years in the industry. She has an AB Psychology degree from De La Salle University in Manila, Philippines.

### MELITA TEO (49)

Executive Director (since 25 January 2024)



Ms. Melita Teo is the Chief Executive Officer of AIA Philippines.

Prior to her appointment, Ms. Teo was Chief Customer and Digital Officer at AIA Singapore, where she was responsible for advancing the customer, brand, integrated health strategy and wealth propositions, accelerating the delivery of an integrated digital and analytics value creation for customers and distribution. She previously served as Chief Operations Officer, Chief Corporate Solutions Officer, Chief Business Development Officer for Vitality and Head of Planning and Strategy. She was the driving and collaborative force behind the transformation of operations, digital and healthcare, introducing many policy controls and new growth initiatives and thought leadership, clearly differentiating AIA Singapore from the market. Under her leadership, AIA Singapore received many industry accolades in Digital, Healthcare and Customer Service Excellence.

Ms. Teo holds a degree in Bachelor of Commerce majoring in Economics and Finance from Curtin University of Technology – Western Australia.

### JESSE O. ANG (64)



Independent Director (since 10 April 2019) Lead Independent Director

Mr. Jesse Ang is an Independent Director of Bank of the Philippine Islands (BPI) Capital Corporation, BPI Asset Management and Trust Corporation, BPI MS, IFL Hong Kong, ACEN and ACEN International.

After more than 18 years, Mr. Jesse Ang retired from the International Finance Corporation (IFC) in June 2018. Previously, he was the Resident Representative for the Philippines office of the International Finance Corporation. He has extensive financial sector expertise and a solid track record in putting together investment deals in infrastructure, including power, mining, water and telecommunications. He was the first Filipino to become the head of the IFC Philippine office.

He joined IFC Philippines in February 2000 as a Senior Investment Officer primarily responsible for business development. Prior to joining IFC, he was the Chief Financial Officer and Treasurer of the Philippine International Air Terminals Company based in Manila. He worked in New York City for several years in various capacities, such as Director of the Global Structured Finance department in ANZ Investment Bank, Vice President of the Trade and Commodity Finance department in Generale Bank and Assistant Vice President in Irving Trust Company. His work experience involved significant travel to Latin American countries such as Mexico, Chile, Colombia, Venezuela, Brazil and Argentina and East Asian countries including Korea, Taiwan, Hong Kong and the Philippines.

He earned his Master's degree in Business Administration from the Wharton Graduate School of Business and a BS Industrial Engineering degree from the University of the Philippines.

## STEPHANIE L. SY (34)



Independent Director (since 17 July 2019)

Stephanie Sy is the CEO of Thinking Machines, a leading data technology consulting firm with offices in Manila, Bangkok, and Singapore. Thinking Machines has built data platforms and artificial intelligence tools for leading corporations throughout Southeast Asia. Thinking Machines is part of the UNICEF Innovation Fund, building data tools and a technology ecosystem to improve the lives of children and their families.

Stephanie graduated from Stanford University in 2011, and got her start as an early employee at Wildfire Interactive, a Silicon Valley startup which was acquired by Google in 2013. In her roles at Wildfire and at Google, she built analytics platforms on some of the largest datasets in the world. Sy continues to advocate for STEM and data science in the country through

her board memberships on Save the Children Philippines and the Philippine Department of Science and Technology's PCIEERD advisory group.

# MARIA THERESA D. MARCIAL (53)



Non-Executive Director (since 28 April 2019)

Ms. Marcial, 53, is the President & CEO of BPI Wealth. She leads the asset and wealth management business of the bank, providing a wide range of investment, trust and wealth management solutions to corporate, institutional, high net worth, mass affluent and retail client segments.

Ms. Marcial is a seasoned banker. Through 28 years of experience, she has developed expertise in a broad range of disciplines including investment management and trust, corporate banking, debt and equity capital markets, finance, corporate strategy and sustainability. She has held senior leadership positions in BPI, including 5 years as Chief Finance Officer, responsible for driving the bank's strategic planning and budget process, performance management, capital structure, and sustainability agenda. She had oversight of financial and regulatory reporting for BPI group of companies, shaped the bank's strategic imperatives while engaging with business partners, investors and capital markets. As CFO, she led the most important and innovative capital raising transactions of the bank to support its growth and digital transformation.

She is presently a board director of BPI Europe PIc, and a fellow of Foundation for Economic Freedom. In the past, she held key management and governance roles including - chairman of BPI Finance Committee and BPI Sustainability Council, member of BPI Asset and Liability Committee and BPI Credit Committee, treasurer of BPI Foundation, board director and treasurer of BPI MS Insurance Corporation, board director of AF Payments, BPI Global Payments Asia Pacific Philippines, BPI Investment Management, and ALFM Mutual Funds.

She was the head of BPI Asset Management and Trust Group from 2009 to 2014. She previously served as president of the Fund Managers Association of the Philippines, president of the Trust Officers Association of the Philippines, vice-chairman of Capital Markets Development Committee of FINEX, and alternate governor of the Market Governance Board of Philippine Dealing and Exchange Corporation. Prior to her banking career, she worked for the Philippine government - the Agricultural Policy Credit Council and the National Economic and Development Authority.

In 2014, she was recognized as one of Top 25 Most Influential Women in Asset Management in Asia by Asian Investor, Most Outstanding Alumnus of the University of the Philippines Los Baños in 2006 and received the CEM Centennial Outstanding Alumni Award from the University of the Philippines Los Baños in 2019.

Ms. Marcial is an advocate of marine conservation and renewable energy. She is a trustee and treasurer of WWF Philippines, member of WWF Asia Pacific Council, and board director of Philippines Inter-Island Sailing Federation. She previously served as member of the National Advisory Council of WWF Philippines. She is an outdoor enthusiast, with interests in offshore sailing and yacht racing, open water scuba diving, wreck diving and underwater photography. She obtained the Royal Yachting Association Skipper Certification in Sydney, Australia in 2015. In 2018, she participated in the Rolex Middle Sea Race, a 606-nautical mile Category 2 offshore yacht race around Sicily organized by the Royal Malta Yacht Club. She has logged over 5,000 nautical miles sailing in offshore and coastal waters of the Philippines, New South Wales Australia, South China Sea, and Mediterranean Sea.

She has a master's degree in Economics from the University of the Philippines Diliman and bachelor's degree in Economics, cum laude, from the University of the Philippines Los Baños. She completed the Advanced Management Program at Harvard Business School in 2010 and the CFA Institute Investment Management Workshop also at Harvard Business School in 2006.



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#### **CORPORATE OFFICERS**

Jose Teodoro K. Limcaoco

Katherine P. Custodia

Rhory F. Go

Carla J. Domingo

Rikka C. Peralta

- Chairman of the Board

- Chief Executive Officer

- Treasurer and Chief Finance Officer

- Corporate Secretary

- Associate Director, Internal Audit

#### SENIOR OFFICERS

Gary James Ogilvie

Maria Cristina Helena G.

Samaniego

Monica F. Bondoc

Kathryn P. Cajucom

Bernadette R. Chincuanco

Juan Miguel D. Corona

- Senior Vice President

- Chief Risk and Compliance Officer

- HR Business Partner Principal

- Associate Director, Health & Wellness

Risk and Compliance Business Partner

- Associate Director, Branding and Communication

- Associate Director, Shared Services Management

- Associate Director, Strategy and Customer

Segments

Tiara Fatima Cruz

Melissa M. Escala

Charline D. Chan-Fong

Paul Anthony P. Mandal

Arvin C. Matuloy

Tennyson R. Paras

Michelle J. Dy

Christian Ventura

Denise Ann R. Saclag

Monica Ann R. Gosiengfiao

- Associate Director, Products

Associate Director, Treasury

- Associate Director, Actuary

- Legal Services Principal

- Associate Director, Finance Controllership

- Associate Director, Partnership Distribution

Corporate Solutions

Associate Director, In-Branch Sales

- Associate Director, Digital Platforms and

Architecture

Maria Christina Albis

- Associate Director, Partnership

Distribution Support

Bernadette Marie Valerie Pantoja - Director, Partnership Distribution Sales

Channels

Paolo Niño N. Reyes

Academy

- Associate Director, Partnership

JoAnne Lucille Germaine Y. Claudio- Assistant Corporate Secretary Guevara