

DETAILS AND RATIONALE OF THE AGENDA

Call to Order. The Executive Chairman of the Board of Trustees, Ms. Nina D. Aguas, will call the meeting to order.

- Proof of Notice of the Meeting.** The Corporate Secretary, Atty. Renato S. De Jesus, will certify the time and date of publication of the Notice of the 2020 Annual Members’ Meeting in the Company website and in two (2) newspapers of general circulation prior to 08 July 2020, the date of the 2020 Annual Members’ Meeting.
- Determination of Quorum.** The Corporate Secretary, through the certifications by the Credentials Committee and Registration Committee, will certify on the presence of a quorum to validly transact business. Pursuant to Sections 23 and 57 of the Revised Corporate Code and pursuant to SEC Memorandum Circular No. 6, Series of 2020, which allow voting *in absentia* by the members or by a registered proxy, the Company has set a designated online web address (Uniform Resource Locator or URL), which may be accessed by qualified members to register and vote *in absentia* on the matters for resolution at the meeting. A member or his registered proxy who registers and votes *in absentia* and attends the virtual Annual Members’ Meeting (the “meeting”) shall be deemed present for purposes of quorum.
- Reading and Approval of the Minutes of the 2019 Annual Members’ Meeting held on 22 May 2019.** Members will be asked to approve the Minutes of the 2019 Annual Members’ Meeting held on 22 May 2019. The Minutes will be distributed to members before the Meeting. It is available in the Office of the Corporate Secretary and may be inspected by any interested Member during regular business hours. A copy is also available at the Company’s website (<https://www.insularlife.com.ph>) since 23 May 2019.

Below is the text of the proposed resolution:

“RESOLVED, that the reading of the Minutes of the 33rd Annual Members’ Meeting (108th General Meeting) of this corporation, The Insular Life Assurance Co., Ltd., held on 22 May 2019 be dispensed with and that the said minutes be as they hereby are approved.”

- Annual Report to Members.** A summary of the major accomplishments of the Company and updates on its operations will be reported via video presentation. More details are available in the 2019 Annual Report, which also contains the Audited Financial Statements. The Annual Report will be distributed before the Meeting. A copy of the Report has also been made available at the Company website since 30 April 2020.

Members will be given an opportunity to ask questions prior to the submission of the 2019 Annual Report for approval.

Below is the text of proposed resolution:

“RESOLVED, that the 2019 Annual Report to the Members inclusive of the Audited 2019 Consolidated Financial Statements of this Corporation, The Insular Life Assurance Co., Ltd., be as they hereby are approved.”

- Amendment of the By-Laws to align with the requirements of the Revised Corporation Code.** The Members will be asked to approve the following proposed changes to the Company’s By-laws to align them with the provisions and requirements of the Revised Corporation Code (RCC) and Securities, Section 278 of the Insurance Code, as amended, and Exchange Commission (SEC) Memorandum Circulars:
 - Attendance, participation and voting by remote communication, or in absentia in regular or special meetings which allow such meetings to be conducted through remote communications or other alternative modes of communication (Secs. 49 - 50, par. c and Sec. 57 of RCC and Sec. 12 of SEC MC No. 6-2020);
 - Members who participate through remote communication, or in absentia shall be deemed present for purposes of quorum (Sec. 57 of RCC and Sec. 11 of SEC MC No. 6-2020);
 - Written notice of members’ regular meetings shall be sent within 21 days (Sec. 49 of RCC) and such notice may be sent through electronic means or other similar manner (Sec. 14 of SEC MC No. 6-2020);
 - Addition of a Compliance Officer (Sec. 24 of RCC);
 - Qualified the basis for holding Trustees and Officers liable for gross negligence (Sec. 30 of the RCC) in directing the affairs of the Corporation and for serious misconduct as exceptions to indemnification; and
 - Ratification of a material contract by two-thirds (2/3) of the membership of the Board of Trustees (Sec. 31 of RCC).

Proposed Amendments	Rationale	Proposed Resolution
SECTION 3.4. – PROXIES		“RESOLVED, that Section 3.4. of the Company’s By-laws on PROXIES, be as it hereby is
3.4.1. Members may vote in	Aligned with Sec. 50 par.	

<p>person, by remote communication or in absentia, or by proxy in all meetings of members.</p> <p>3.4.2. A member's proxy may be executed in favor of another individual or to a Proxy Committee consisting of the Chairman of the Board, the Chief Executive Officer the President, the Secretary of the Corporation, and the most Senior Independent Trustee in terms of tenure as such Independent Trustee. The said committee shall have full power to vote the same. It shall be governed by a majority of the committee members.</p>	<p>C of the RCC which allows attendance, participation and voting by remote communication or in absentia.</p> <p>To align with corporate governance principles that Chairperson should be different from the CEO, and to add in the President as a responsible officer for operations to remain represented in the Proxy Committee and the addition of one (1) independent trustee for check and balance. Tenure of the oldest Independent Trustee is reckoned from the election as an Independent Trustee.</p>	<p>amended, to align it with Section 50 par. C of the Revised Corporation Code which allows the attendance, participation and voting by remote communication or in absentia, and with corporate governance principles on responsible officers and the principles of check and balance."</p>
<p>SECTION 3.5. - MEETINGS</p> <p>Meetings of members may be regular or special, and shall be held at the place where the principal office of the Corporation is established or located. Regular meetings shall be held at 4:15 in the afternoon of the fourth Wednesday in May of each year, if such day be not a non-working holiday, otherwise, they shall be held on the first working day after such date. Special meetings may be held at any time by resolution of the Board of Trustees or when requested in writing by not less than one-fifth (1/5th) of the members entitled to vote or by the Board Chairman, the Executive Committee Chairman, or the President.</p> <p><u>Such meetings may also be held through remote communication such as computer conferencing, videoconferencing, teleconferencing, or other alternative modes of communication that allow the members reasonable opportunities to participate.</u></p>	<p>To align with Sec. 10 of SEC Memorandum Circular No. 06-2020 allowing members to participate through remote communication or other alternative modes of communication that allow the members reasonable opportunities to participate. Examples of meetings are from the SEC MC.</p>	<p>"RESOLVED, that Section 3.5 of the Company's By-laws on MEETING, be as it hereby is amended to align it with Section 50 par. C of the Revised Corporation Code which allows the attendance, participation and voting by remote communication or in absentia."</p>
<p>SECTION 3.6. - NOTICE OF MEETINGS</p> <p>3.6.1. Notice of all meetings, whether regular or special shall be given in writing to members entitled to vote at least <u>twenty-one (21) days</u> before the date of such meeting.</p> <p>3.6.3. Such notice shall be by personal delivery or by mail, or other means of written communication, or imprinted on premium notices, receipts, dividend notices or in the policy itself, addressed such member at his address appearing in the books of the Corporation or given by him to the Corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given him if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is</p>	<p>Aligned with Sec. 49 of the RCC and Sec. 14 of SEC Memorandum Circular No. 03-2020 prescribing that notice of members' regular meetings be sent within 21 days</p> <p>Aligned with Sec. 14 of SEC Memorandum Circular No. 03-2020 allowing notices to be sent through electronic mail or other similar manner as may be stated in the bylaws.</p>	<p>"RESOLVED, that Section 3.6 of the Company's By-laws on NOTICE OF MEETINGS, be as it hereby is amended to align it with Section 49 of the Revised Corporation Code which allows the attendance, participation and voting by remote communication or in absentia and Sec. 14 of the Securities and Exchange Memorandum Circular No. 03-2020 allowing notices to sent through electronic mail."</p>

<p>situated, or if published at least once in some newspaper of general circulation in the place in which said office is located.</p> <p><u>Notice may also be sent to members through electronic mail, such other similar manner allowed by law or regulations.</u></p>		
<p>SECTION 3.7. - QUORUM</p> <p>The presence of five percent (5%) of the members entitled to vote at any meeting shall constitute a quorum for the transaction of business <u>including the amendment of the Articles of Incorporation and/or the By-Laws.</u></p>	<p>Aligned with Sec. 278, par. d of the Amended Insurance Code.</p>	<p>RESOLVED, that Section 3.7 of the Company's By-laws on QUORUM, be as it hereby is amended to align it with Sec. 278, par. d of the Amended Insurance Code."</p>
<p>SECTION 3.8. - ATTENDANCE IN MEETINGS</p> <p>Any member entitled to vote may be present in person or <u>through remote communication, in absentia</u>, or represented by a proxy at any regular or special meetings; however, no members' proxy shall be recognized or be entitled to vote at any regular or special meetings unless a duly signed appointment of proxy has been filed with the Secretary of the Corporation at least <u>twenty (20)</u> days before the date set for the meeting at which the proxy will attend.</p>	<p>Aligned with following provisions of RCC:</p> <p>Sec. 50, par. c allows attendance, participation and voting by remote communication or in absentia</p> <p>Sec. 92, second paragraph sets 20 days prior to any scheduled election as the cutoff to determine proxies of record</p>	<p>"RESOLVED, that Section 3.8. of the Company's By-laws on ATTENDANCE IN MEETINGS, be as it hereby is amended to align it with Section 50 par. C and Section 92 2nd par. of the Revised Corporation Code which allows the attendance, participation and voting by remote communication or in absentia and which sets 20 days prior to the scheduled election as the cut off to determine proxies of record, respectively."</p>
<p>SECTION 3.11. - For the transaction of business at the regular members' meetings, the following order shall be observed:</p> <ol style="list-style-type: none"> 1. Proof of notice of meeting 2. <u>Determination of</u> presence of quorum 3. Reading <u>and approval of the minutes of the previous meeting</u> 4. Annual report to members 5. Ratification of amendments to By-Laws, if any 6. Ratification of all the acts and resolutions of the Executive Committee and the Board of Trustees 7. Appointment of tellers, if necessary 8. Election of Trustees 9. <u>Appointment of auditor and determination of its remuneration</u> 10. Other matters 11. <u>Adjournment</u> 	<p>To align with corporate governance principles and update the enumeration with items included in the agenda for the Annual Regular Members' Meeting</p>	<p>"RESOLVED, that Section 3.11 of the Company's By-laws on Transactions of Business at regular meetings, be as it hereby is amended to align it with corporate governance principles on transparency and disclosure."</p>
<p>SECTION 4.3. - BOARD ORGANIZATION</p> <p>Immediately after their election, the Trustees shall meet and shall elect, from among themselves, a Chairman of the Board of Trustees, a Chairman of the Executive Committee, a President and at least four (4) members for the Executive Committee; they shall likewise appoint a Secretary, Treasurer, <u>and Compliance Officer</u> who need not necessarily be members of the Board.</p>	<p>Aligned with Sec. 24 of the RCC to include Compliance Officer.</p>	<p>"RESOLVED, that Sections 4.3 and 4.21 of the Company's By-laws on BOARD ORGANIZATION, be as it hereby is amended to align it with Section 24 of the Revised Corporation Code mandating that a Compliance Officer is by-laws officer,."</p>

xxx		
<p>SECTION 4.21. - THE COMPLIANCE OFFICER</p> <p><u>The Compliance Officer ensures the Corporation's adherence to the guidelines on corporate governance.</u></p>	<p>New provision</p> <p>Aligned with Sec. 24 of RCC and general function of Compliance Officer is based on corporate governance principles</p>	
<p>Section 6.1. - The Corporation shall indemnify every Trustee, Officer or employee of the Corporation, his heirs, executors and administrators against all costs and expenses reasonably incurred by such person in connection with any civil, criminal, administrative or investigative action, suit or proceeding to which he may be, or is, made a party by reason of his being or having been a Trustee, Officer or employee of the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for <u>gross</u> negligence or <u>serious</u> misconduct.</p>	<p>Added qualifiers "gross" to "negligence" and "serious" to "misconduct" to pertain to the exception to indemnification for acts of Trustees, Officers or employees.</p>	<p>"RESOLVED, that Section 6.1 of the Company's By-laws on Indemnification, be as it hereby is amended to clarify the scope and coverage of the indemnification under the by-laws."</p>
<p>SECTION 7.2. - DEALINGS OF TRUSTEES OR OFFICERS WITH THE CORPORATION</p> <p>A contract of the Corporation with one or more of its Trustees, Officers is voidable, at the option of the Corporation, unless all the following conditions are present:</p> <p>7.2.1. That the presence of such Trustee in the Board meeting in which the contract was approved was not necessary to constitute a quorum for such meeting;</p> <p>7.2.2. That the vote of such Trustee was not necessary for the approval of the contract;</p> <p>7.2.3. That the contract is fair and reasonable under the circumstances;</p> <p>7.2.4. <u>That the contract is approved by at least two-thirds (2/3) of the entire membership of the Board of Trustees, with at least a majority of the Independent Trustees voting to approve the material contract; and</u></p> <p>7.2.5. That in the case of an Officer, the contract with the Officer has been previously authorized by the Board of Trustees.</p> <p>Where any of the first two (2) conditions set forth in the preceding paragraph is absent, in the case of a contract with a Trustee, such contract may be ratified by the vote of two-thirds (2/3) of the members in a meeting called for the purpose: provided, that full disclosure of the adverse interest of the Trustees involved is made at such meeting; provided,</p>	<p>Aligned with Section 31 of the RCC to include ratification of the material contract by 2/3 of the members of the Board of Trustees</p>	<p>"RESOLVED, that Section 7.2 of the Company's By-laws on DEALINGS OF TRUSTEES OR OFFICERS WITH THE CORPORATION, be as it hereby is amended to align it with Section 31 of the Revised Corporation Code on ratification of material contract by two-thirds (2/3) of the members of the Board of Trustees."</p>

however, that the contract is fair and reasonable under the circumstances.		
--	--	--

The proposed resolutions are included in the relevant amendments in the table above.

6. **Ratification of all the Acts and Resolutions of the Executive Committee and the Board of Trustees.** The Members will be requested to ratify all the acts and resolutions of the Executive Committee and the Board of Trustees approved from May 2019 to June 2020. A complete record of all these acts and resolutions are with the Office of the Corporate Secretary and may be examined by any Member interested.

A summary of these resolutions is shown in the Company’s website. Below is the text of the proposed resolution:

“RESOLVED, that all the acts and resolutions of the Executive Committee and the Board of Trustees of this corporation, The Insular Life Assurance Co., Ltd., from the date of the last Annual Regular Members’ Meeting held on 22 May 2019 up to and inclusive of the date prior to this Annual Regular Members’ Meeting be as they hereby are ratified.”

7. **Election of three (3) Trustees.** Three (3) Trustees shall be elected to replace the members of the Board whose terms are expiring on the date of the Meeting.

On 13 December 2019, a Notice to the Members of Insular Life was published in two (2) newspapers of general circulation (The Philippine Star and Pilipino Star Ngayon) informing them that nominations may be submitted for candidates for the post of three (3) members of the Board of Trustees to replace those whose terms of office are expiring on the date of the 2020 Annual Regular Members’ Meeting scheduled on 27 May 2020. The names of the nominees should be submitted to the Board of Trustees on or before the fourth (4th) Wednesday of January prior to the date of the Members’ meeting or on 22 January 2020. The nomination should be in accordance with the Company’s By-Laws, the Code of Corporate Governance Principles and Leading Practices (CGPLP) issued by the Insurance Commission.

As of 22 January 2020, the following are the names of the nominees which were received and approved by the Board of Trustees:

- a. Ms. Mona Lisa B. Dela Cruz as Executive Trustee
- b. Atty. Emmanuel F. Dooc as Independent, Non-Executive Trustee
- c. Atty. Francisco Ed. Lim as Independent, Non-Executive Trustee

Below are the proposed resolutions:

“RESOLVED, as it hereby is resolved, to elect Ms. Mona Lisa B. Dela Cruz as Executive Trustee of this Corporation, The Insular Life Assurance Co., Ltd., to serve for three (3) years or until her successor has been elected and qualified.”

“RESOLVED, as it hereby is resolved, to elect Atty. Emmanuel F. Dooc as Independent, Non-Executive Trustee of this Corporation, The Insular Life Assurance Co., Ltd., to serve for three (3) years or until his successor has been elected and qualified.”

“RESOLVED, as it hereby is resolved, to elect Atty. Francisco Ed. Lim as Independent, Non-Executive Trustee of this Corporation, The Insular Life Assurance Co., Ltd., to serve for three (3) years or until his successor has been elected and qualified.”

The newly elected Trustees shall serve for a term of three (3) years or until their successors have been elected and qualified. Copies of their profiles are provided in the Company’s website.

8. **Appointment of External Auditor and Determination of its Remuneration.** Upon the favorable endorsement of Mr. Luis Y. Benitez, Independent Trustee and Chairman of the Audit Board Committee, the re-appointment of Sycip, Gorres, Velayo and Company, Incorporated (SGV and Co., Inc.) for the year 2020 shall be referred to the Members for their approval. Below is the text of the proposed resolution:

“RESOLVED, that SGV and Co., Inc. be as it hereby is re-appointed as external auditor of this corporation, The Insular Life Assurance Co., Ltd., for the Year 2020 for a fee to be approved by Management.”

9. **Adjournment.** Members will be given another opportunity to raise concerns before the meeting closes. If there is no other matter to be taken up, the meeting, upon motion, shall be adjourned.