

# **MEMBER'S KIT**

**34<sup>th</sup> Annual Members' Meeting  
08 July 2020, Wednesday  
4:15 P.M. via Remote Communication**

## **AGENDA**

1. Proof of Notice of Meeting;
2. Determination of Quorum;
3. Reading and Approval of the Minutes of the 2019 Annual Members' Meeting held on 22 May 2019;
4. Annual Report to Members;
5. Amendment of the By-Laws to Align with the Requirements of the Revised Corporation Code;
6. Ratification of all the Acts and Resolutions of the Executive Committee and the Board of Trustees from the Date of the Last Annual Members' Meeting up to the Date of this Meeting;
7. Election of Three (3) Trustees;
8. Appointment of the External Auditor and Determination of its Remuneration;  
and
9. Adjournment.

## **GUIDELINES FOR VOTING**

### **WHO CAN VOTE**

Every individual policyholder who owns at least one (1) insurance policy and every master policyholder of any group insurance policy only, excluding the individual certificate holders under such master policy, is a Member of the Company.

Every Member who owns such an insurance policy, which is in force for at least one (1) year as of thirty (30) days prior to 08 July 2020, or as of 08 June 2020 is entitled to vote.

Such qualified Member shall be entitled to one (1) vote only at such meeting or any adjournment thereof, regardless of the number of insurance policies or amount of insurance he owns.

### **PROXIES**

A qualified Member may register and vote for all resolutions in person or through a proxy. A duly signed Proxy Form must be submitted to the Office of the Corporate Secretary by emailing it to [ocs@insular.com.ph](mailto:ocs@insular.com.ph) at least ten (10) working days before the date of the meeting at which the proxy will attend, or not later than 26 June 2020. The presence of a member at the Annual Members' Meeting revokes the proxy for such meeting.

### **MANNER OF VOTING**

The voting procedure for each Agenda item shall be done via secure electronic voting *in Absentia*. Each Agenda item, including individual election of trustees, shall be voted upon by each member or his/her proxy. Voting via the InLife Registration and Voting Portal (IRVP) will be from 22 June 2020 until 08 July 2020 at 04:00 pm.

During the Annual Members' Meeting, each Agenda item shall be displayed and the accumulated number of votes for or against or the number of abstention shall be shown to the Members.

The [Procedures](#) for registration and voting via the IRVP was published alongside the Notice of the AMM in the Company website beginning 10 June 2020.

### **DETERMINATION OF DULY ELECTED TRUSTEES**

The first three (3) qualified candidates who receive the highest number of votes shall be proclaimed as duly elected trustees. In case of ties in the number of votes, the issue shall be decided by the drawing of lots.

# PROFILES AND CREDENTIALS OF TRUSTEES FOR ELECTION

## I. MONA LISA B. DELA CRUZ



Lisa is an Executive Trustee of the Company. She is 63 years old.

**Date of First Appointment:** 27 January 2011

**Directorships and Experience:** President and Chief Executive Officer (CEO) of InLife since 01 January 2018; Director of the following InLife subsidiaries: Insular Health Care, Inc., ILAC General Insurance Agency, Inc., Insular Life Property Holdings, Inc., Insular Life Management and Development Corporation or ILMADECO, and Trustee of Insular Foundation, Inc. and Insular Life Employees' Retirement Fund. She is also a Director and President of Insular Investment Corporation, Insular Property Ventures Inc., and Insular Properties, Inc. Outside InLife group, she is a Director of MAPFRE INSULAR Insurance Corporation and Pilipinas Shell Petroleum Corporation (a Publicly Listed Company). Prior to her designation as InLife CEO, she has held several key management positions in InLife since 1980, with her most recent position being the President and Chief Operating Officer (COO) from 2015 to 2017. She is a recipient of the 2016 *Filipina Women Network's (FWN's) 100 Most Influential Filipina Women Leaders in the World™*. She is also a 2017 *University of the Philippines Alumni Association (UPAA) Distinguished Alumni Awardee in Financial Management Excellence*.

**Academic and professional Qualifications:** Bachelor of Science degree in Statistics (cum laude), University of the Philippines; Master of Science degree in Mathematics, major in Actuarial Science, University of Michigan; Fellow, Actuarial Society of the Philippines and Associate, Society of Actuaries (USA).

**2019 Seminars Attended:** "Selling Insurance and Financial Solutions to Women"- an InLife Sheroes and IFC Gender Sensitivity Training; Revised Corporation Code of the Philippines Session with Atty. Teresita Herbosa; "Game Changing Reform for Inclusive Development"- Republic of the Philippines' Economic and Infrastructure Forum 2019; SharePHIL Summit- "The power of Two: how Power Couples Manage their Stakeholders"; "Nothing left Unsaid Forum"- FCC-MAP Women Expo and Inspired Conversations; 2019 LIMRA Annual Conference; PSPC Corporate Governance in-house Training; The Philippine Star's Women Influence Forum; ASP 60<sup>th</sup> Annual Convention; and InLife's 2019 Continuing Governance Education session conducted by ICD.

## II. EMMANUEL F. DOOC



Manny is a Non-Executive, Independent Trustee of the Company. He is 70 years old.

**Date of First Appointment:** 26 April 2019

**Directorships and Experience:** Former President and CEO of the Social Security System (SSS), former Commissioner of the Insurance Commission and was formerly an Honorary Insurance Commissioner of Louisiana, USA in 2015. He is a distinguished veteran in the life insurance industry and has had extensive experience in insurance operations, corporate compliance and governance.

**Academic and Professional Qualifications:** Bachelor of Science in Elementary Education, Mabini Colleges; Bachelor of Laws, San Beda College of Law; Master Fellow and Fellow, Life Office Management (LOMA); Associate in Claims of International Claims Association (ICA), Fellow, of the Institute of Corporate Directors; Certificate in Teaching the Blind (SPED) from Philippine Normal University; Professional Certificate in Strategic Management Program from the College of Insurance in New York; 2015 Fall International Fellows Program by the *National Association of Insurance Commissioners* and *The Center for Insurance Policy and Research*.; the Executive Program for Senior Government Officials at the JFK School of Government in Harvard University.

**2019 Seminar Attended:** InLife's 2019 Continuing Governance Education session conducted by ICD.

### III. FRANCISCO ED. LIM



Francis is a Non-Executive, Independent Trustee of the Company. He is 64 years old.

**Date of First Appointment:** 27 January 2011

**Directorships and Experience:** Senior Partner of Angara Concepcion Regala & Cruz Law Offices, Director of the Shareholders' Association of the Philippines (SharePHIL), member of the Board of Governors and President of the Management Association of the Philippines (MAP), Trustee of the Financial Executives Institute of the Philippines (FINEX) Foundation. He is a Law Professor at the School of Law, Ateneo de Manila University and School of Law of San Beda University. He is a member of the Integrated Bar of the Philippines, Philippine Bar Association, New York State Bar Association, the American Bar Association, International Insolvency Institute ("III"), and Advisory Committee for the Asian Principles of Business Restructuring Project of the III and Asian Business Law Institute. He was a former President and Chief Executive Officer of the Philippine Stock Exchange, Inc., and Securities Clearing Corporation of the Philippines.

**Academic and Professional Qualifications:** Bachelor of Arts (*cum laude*) and Bachelor of Philosophy (*magna cum laude*) degrees from University of Santo Tomas; Bachelor of Laws (Second Honors), Ateneo de Manila University; Master of Laws from the University of Pennsylvania, USA; member of the Integrated Bar of the Philippines, Philippine Bar Association, New York State Bar Association and American Bar Association; Fellow, Institute of Corporate Directors.

**2019 Seminars Attended:** ICD's Advanced Corporate Governance Training.

## **PROFILES AND CREDENTIALS OF ALL TRUSTEES**

### **I. NINA D. AGUAS**

Nina is as an Executive Trustee of the Company. She is 67 years old.

**Date of First Appointment:** 24 May 2015

**Directorships and Experience:** Executive Chairman of the Board of InLife and the following InLife subsidiaries: Insular Health Care, Inc., Insular Life Management & Development Corporation (ILMADECO), Insular Life Property Holdings, Inc., Insular Investment Corporation, and the Insular Foundation, Inc. Outside of InLife Group, she is a Chairman of Bank of Florida, and a Director of Union Bank of the Philippines (a Publicly Listed Company) and City Savings Bank. She is a member of the Board of Philippine Life Insurance Association (PLIA) and Insurance Institute for Asia and the Pacific (IIAP). She is also a member of the Advisory Council for Gender and Development of the World Bank Group and member of the Advisory Board of Ascort Asia Group - Indonesia. She was a former CEO of InLife from 2016 to 2017. Prior to InLife, she was a former Director, President and CEO of the Philippine Bank of Communications (PBCOM); a former Managing Director and Head of Private Bank - Asia Pacific, former Managing Director and Retail Banking Head - Asia Pacific of the Australia and New Zealand (ANZ) Banking Group, Ltd. (ANZ Group); and held the following positions in Citibank group: Managing Director and Head of Corporate Center Compliance in New York; Country Business Manager of Global Consumer Group (GCG), Philippines; Head of Sales and Distribution, GCG -Philippines; Regional Quality Director GCG - Asia Pacific; and Regional Audit Director, Citigroup, Asia Pacific. She is a recipient of the *2013 Filipina Women Network (FWN) 100 Most Influential Filipina Women Leaders in the World™* and 2019 Forbes Magazine's *25 Asia Power Businesswomen*. She recently published a book entitled "Speaking from the Heart", a collection of her speeches and talks.

**Academic and Professional Qualifications:** Bachelor of Science degree in Commerce, major in Accounting, University of Santo Tomas; Certified Public Accountant.

**2019 Seminars Attended:** As a Participant, Nina attended InLife's 2019 Continuing Governance Education session by ICD; *An Evening with Michelle Obama*; 2019 Forbes Global CEO Conference; 2019 LIMRA Annual Conference; 2019 World Bank Group (WBG) & International Monetary Fund (IMF) Spring Meeting; ICD Forum on "*Board Diversity: Does it Work?*"; InLife Sheroes and IFC's Gender Sensitivity Training; *Selling Insurance and Financial Solutions to Women*; and Asia Womens' Summit 2019. As a Speaker, she attended the following: Women Today Forum, 74<sup>th</sup> PICPA Annual National Convention; *Afternoon Tea with Aspiring Women Directors* by ICD.

## II. LUIS Y. BENITEZ

Louie is a Non-Executive, Independent Trustee of the Company. He is 72 years old.

**Date of First Appointment:** 28 January 2016

**Directorships and Experience:** Former Vice Chairman and Senior Partner of SGV & Co.; Director in ISM Communications, Inc. (a Publicly Listed Company) and Director of several private non-listed companies and senior adviser to major companies. He specializes in the banking and financial industry and has extensive experience in public accounting and business advisory services.

**Academic and Professional Qualifications:** Bachelor of Science degree in Business Administration, major in Accounting, University of the Philippines; Master's degree in Business Administration from the Stern School of Business of New York University; Graduate, Pacific Rim Bankers Program, University of Washington; Certified Public Accountant.

**2019 Seminars Attended:** "Corporate Governance Seminar" by ICD.

## III. MONA LISA B. DELA CRUZ

Lisa is an Executive Trustee of the Company. She is 63 years old.

**Date of First Appointment:** 27 January 2011

**Directorships and Experience:** President and Chief Executive Officer (CEO) of InLife since 01 January 2018; Director of the following InLife subsidiaries: Insular Health Care, Inc., ILAC General Insurance Agency, Inc., Insular Life Property Holdings, Inc., Insular Life Management and Development Corporation or ILMADECO, and Trustee of Insular Foundation, Inc. and Insular Life Employees' Retirement Fund. She is also a Director and President of Insular Investment Corporation, Insular Property Ventures Inc., and Insular Properties, Inc. Outside InLife group, she is a Director of MAPFRE INSULAR Insurance Corporation and Pilipinas Shell Petroleum Corporation (a Publicly Listed Company). Prior to her designation as InLife CEO, she has held several key management positions in InLife since 1980, with her most recent position being the President and Chief Operating Officer (COO) from 2015 to 2017. She is a recipient of the 2016 *Filipina Women Network's (FWN's) 100 Most Influential Filipina Women Leaders in the World™*. She is also a 2017 *University of the Philippines Alumni Association (UPAA) Distinguished Alumni Awardee in Financial Management Excellence*.

**Academic and Professional Qualifications:** Bachelor of Science degree in Statistics (cum laude), University of the Philippines; Master of Science degree in Mathematics, major in Actuarial Science, University of Michigan; Fellow, Actuarial Society of the Philippines and Associate, Society of Actuaries (USA).

**2019 Seminars Attended:** “Selling Insurance and Financial Solutions to Women”- an InLife Heroes and IFC Gender Sensitivity Training; Revised Corporation Code of the Philippines Session with Atty. Teresita Herbosa; “Game Changing Reform for Inclusive Development”- Republic of the Philippines’ Economic and Infrastructure Forum 2019; SharePHIL Summit- “The power of Two: how Power Couples Manage their Stakeholders”; “Nothing left Unsaid Forum”- FCC-MAP Women Expo and Inspired Conversations; 2019 LIMRA Annual Conference; PSPC Corporate Governance in-house Training; The Philippine Star’s Women Influence Forum; ASP 60<sup>th</sup> Annual Convention; and InLife’s 2019 Continuing Governance Education session conducted by ICD.

#### **IV. EMMANUEL F. DOOC**

Manny is a Non-Executive, Independent Trustee of the Company. He is 70 years old.

**Date of First Appointment:** 26 April 2019

**Directorships and Experience:** Former President and CEO of the Social Security System (SSS), former Commissioner of the Insurance Commission and was formerly an Honorary Insurance Commissioner of Louisiana, USA in 2015. He is a distinguished veteran in the life insurance industry and has had extensive experience in insurance operations, corporate compliance and governance.

**Academic and Professional Qualifications:** Bachelor of Science in Elementary Education, Mabini Colleges; Bachelor of Laws, San Beda College of Law; Master Fellow and Fellow, Life Office Management (LOMA); Associate in Claims of International Claims Association (ICA), Fellow, of the Institute of Corporate Directors; Certificate in Teaching the Blind (SPED) from Philippine Normal University; Professional Certificate in Strategic Management Program from the College of Insurance in New York; 2015 Fall International Fellows Program by the *National Association of Insurance Commissioners* and *The Center for Insurance Policy and Research*; the Executive Program for Senior Government Officials at the JFK School of Government in Harvard University.

**2019 Seminar Attended:** InLife’s 2019 Continuing Governance Education session conducted by ICD.

#### **V. GIL B. GENIO**

Gil is a Non-Executive, Independent Trustee of the Company. He is 60 years old.

**Date of First Appointment:** 11 January 2018

**Directorships and Experience:** Chief Technology and Information Officer (CTIO) and Chief Strategy Officer (CSO) of Globe Telecom (a Publicly Listed Company). He is the Chief Executive Officer (CEO) of *Globe Capital Venture Holdings* and holds directorships and management positions in a number of

non-listed subsidiaries and affiliates under Globe. He is Managing Director at Ayala Corporation (a Publicly Listed Company). Prior to Ayala, he exercised functions on financial control, risk management, product development, and audit and market risk management under Citibank in Philippines, Singapore, Japan and Hong Kong. He also served in a variety of industry associations.

**Academic and Professional Qualifications:** Bachelor of Science in Physics (*magna cum laude*), University of the Philippines; Master's Degree in Business Management (*with distinction*) the Asian Institute of Management.

**2019 Seminars Attended:** As participant, he attended SAS Global Forum; SAS Executive Briefing Conference; Mobile World Congress-Globe-Huawei 5G FWA workshop; Singtel Group CIO CTO Regional Forum; Cloudera Executive Advisory Board Meeting; Corporate Governance Training; and Ayala Innovation Summit. He was also part of the 1<sup>st</sup> Global Forum on Infrastructure Strategies as a Panelist and IT Leaders' Forum-SM Group of Companies as a Speaker.

## VI. MARIETTA C. GORREZ

Mayette is a Non-Executive Trustee of the Company. She is 66 years old.

**Date of First Appointment:** 27 January 2011

**Directorships and Experience:** Director of Insular Health Care, Inc. and Foundation for Professional Training, Inc. and Trustee of Alliance for the Family Foundation of the Philippines, Inc. She was a former Senior Vice President of InLife and former President of ILAC General Insurance Agency, Inc. She is a Professional Executive Career/Life Coach & member of International Coach Federation (ICF) and Vice President of ICF-Philippines Chapter.

**Academic and Professional Qualifications:** Bachelor of Science in Mathematics, University of Santo Tomas; Master's degree in Business Administration, De La Salle University; Master's degree candidate in Business Economics from University of Asia & the Pacific; graduate, Top Management Program of the Asian Institute of Management; a Registered Financial Consultant (RFC) and Registered Estate Planner of the International Association of Registered Financial Consultants (IARFC); Fellow, Life Management Institute of Life Office Management Association (LOMA).

**2019 Seminars Attended:** International Coach Federation's (ICF) International Coaching Summit and InLife's 2019 Continuing Governance Education session conducted by ICD.

## VII. LUIS C. LA Ò

Louie is a Non-Executive, Independent Trustee of the Company. He is 72 years old.

**Date of First Appointment:** 22 January 2015

**Directorships and Experience:** Vice-Chairman of the Board of MAPFRE INSULAR Insurance Corporation (MAPFRE). He was a former Independent Board Chairman of Insular Life from August 2016 to December 2017 and former Chairman of MAPFRE from 1986 to 2016. He is Director of Pilipinas Shell Petroleum Corporation (a Publicly Listed Company). Prior to this, he previously held management roles in MAPFRE Group-Spain, the Soriano Group and the Ayala Group.

**Academic and Professional Qualifications:** Bachelor of Science in Management, Ateneo de Manila University; Master's degree in Business Management, De La Salle University; Course on General Insurance from the College of Insurance, Chartered Institute of London, United Kingdom.

**2019 Seminars Attended:** ICD's Technology Governance for Directors.

## VIII. FRANCISCO ED. LIM

Francis is a Non-Executive, Independent Trustee of the Company. He is 64 years old.

**Date of First Appointment:** 27 January 2011

**Directorships and Experience:** Senior Partner of Angara Concepcion Regala & Cruz Law Offices (ACCRA LAW), Director of the Shareholders' Association of the Philippines (SharePHIL), member of the Board of Governors and President of the Management Association of the Philippines (MAP), Trustee of the Financial Executives Institute of the Philippines (FINEX) Foundation. He is a Law Professor at the School of Law, Ateneo de Manila University and School of Law of San Beda University. He is a member of the Integrated Bar of the Philippines, Philippine Bar Association, New York State Bar Association, the American Bar Association, International Insolvency Institute ("III"), and Advisory Committee for the Asian Principles of Business Restructuring Project of the III and Asian Business Law Institute. He was a former President and Chief Executive Officer of the Philippine Stock Exchange, Inc., and Securities Clearing Corporation of the Philippines.

**Academic and Professional Qualifications:** Bachelor of Arts (*cum laude*) and Bachelor of Philosophy (*magna cum laude*) degrees from University of Santo Tomas; Bachelor of Laws (Second Honors), Ateneo de Manila University; Master of Laws from the University of Pennsylvania, USA; member of the Integrated Bar of the Philippines, Philippine Bar Association, New York State Bar Association and the American Bar Association; Fellow, Institute of Corporate Directors (ICD).

**2019 Seminars Attended:** ICD's Advanced Corporate Governance Training.

## IX. JUSTO ANTONIO A. ORTIZ

Tito is a Non-Executive Trustee of the Company. He is 62 years old.

**Date of First Appointment:** 23 November 2017

**Directorships and Experience:** Chairman of the Board of Union Bank of the Philippines or UBP (a Publicly Listed Company); UBP Investments, PetNet, Inc., Blockchain Association of the Philippines, Union Properties, Inc. and Philippine Payments Management Inc. (PPMI). He is also the Chairman of Fintech Association of the Philippines, Director of City Savings Bank and UBX Philippines. He is a member of the Philippine Trade Foundation, Inc., World Presidents Organization/Young President Organization, and Children's Hour of the Philippines. Prior to joining UBP, he worked with Citibank as Managing Partner for Global Finance and Country Executive for Investment Banking.

**Academic and Professional Qualifications:** Bachelor of Arts in Economics - Honors Program, *magna cum laude*, from the Ateneo de Manila University. He was also conferred the degree of Doctor in Humanities - *Honoris Causa*, by the University of Santo Tomas (UST).

**2019 Seminars Attended:** As a Participant, he attended the following: 2<sup>nd</sup> Asian Banking Conference of the ASEAN Banker Association; Singapore Fintech Festival; University of the Philippines National Youth Congress; Asian Banking & Finance (ABF) Digital & Open Banking Conference; Global SME Finance Forum 2019; Milken Institute Asia Summit 2019; BSP Blockchain Executive Briefing; Slingshot Cebu 2019/Creative Entrepreneurship: the Manila Times 10<sup>th</sup> Business Forum; Bloomberg Asian Business Summit; Copenhagen Fintech Week; New York Blockchain Week 2019; Blockchain for Finance Conference APAC; Urban Land Institute Summit 2019; 30<sup>th</sup> BAIPHIL Convention; the Ultimate Fintech 2019 Summit; Roundtable Discussion hosted by ADB; BSP IT Summit; Makati Business Club General Membership Meeting; and Philippines Institute for Development Studies (PIDS) Symposium.