

**THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.**  
**Regular Meeting of the Board of Directors**  
**15 November 2019**

**NOTICE**

NOTICE IS HEREBY GIVEN that the Regular Meeting of the Board of Directors of THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC. (Manulife) will be held at the Manulife Head Office, 10F NEX Tower, 6786 Ayala Avenue, Makati City, Philippines on 15 November 2019 at 4:15 o'clock in the afternoon.

Members:	Joachim Wessling (Chair) Richard Bates Matthew Lawrence Damien Green	Janette Pena Rhoda Regina Rara Conrado Favorito
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<b><u>AGENDA</u></b>	<b><u>PRESENTER</u></b>
<b>1. Call to Order and Determination of Quorum</b>	Chairperson of the Board/ Corporate Secretary
<b>2. Matters Arising from the Previous Meeting</b>  a. Pending Matters – Shareholder Dividend Philosophy ( <i>Katerina V. Suarez</i> )  b. Approval of the Minutes of the Previous Meeting	Chairperson of the Board/ Corporate Secretary
<b>3. Presentation of Reports</b>  a. Related Party Transaction (RPT) Committee Report ( <i>Dir. Janette Peña – Acting Chairperson</i> )  b. Audit Committee Report ( <i>Dir. Janette Peña</i> )  c. Risk Committee Report for 3 <sup>rd</sup> Quarter of 2019 ( <i>Jeffrey Jardin</i> )  d. President's Report for 3 <sup>rd</sup> Quarter 2019	RPT Committee Chairperson  Audit Committee Chairperson  Head of Risk  President and CEO
<b>4. Items for Approval</b>  a. Amended Dividend Declaration and Remittance  b. Amendment of Authority to Sign E-Offer Contract  c. Amendment of Authority to Open and Transfer Branch Offices to Expressly Include the Authority to Close the Branch  d. Amendment of Articles of Incorporation (Change in Corporate Name; Change in Principal Office Address; Reduction in the Number of Directors) and By-Laws (Change in Corporate Name)	Chief Financial Officer  Chief Human Resources Officer  Corporate Secretary

<b>5. Other Matters</b> <ul style="list-style-type: none"> <li>a. Confirmation of Matter Approved Ad Referendum (Appointment of Matthew Lawrence to the Committees vacated by Keneth Dai)</li> <li>b. Schedule of Meetings for 2020</li> <li>c. Board and Committee Assessment</li> </ul>	<p>Chairperson</p> <p>Corporate Secretary</p>
<b>6. Adjournment</b>	<p>Chairperson</p>