

THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.
Minutes of the Organizational Meeting
of the Board of Directors

16 April 2021

The Regular Meeting of the Board of Directors (the “**Board**”) of **The Manufacturers Life Insurance Co. (Phils.), Inc.** (the “**Company**” or “**MP**”) was held on 16 April 2021 at 11:00 AM, via Microsoft Teams Application accessed through the individual company-issued devices of each Director.

PRESENT:

- | | |
|----------------------|-------------------------|
| 1. Sachin Shah | Chairperson |
| 2. Richard Bates | Member, President & CEO |
| 3. Janette Peña | Member |
| 4. Rhoda Regina Rara | Member |
| 5. Conrado Favorito | Member |
| 6. Anthony Buchanan | Member |
| 7. Matthew Lawrence | Member |

In Attendance:

- | | |
|-------------------------------|------------------------------------|
| 1. Abbiegail Sac | Corporate Secretary |
| 2. Fritzie Tangkia-Fabricante | Chief Legal and Compliance Officer |
| 3. Mara Kristina Herrera | Legal Manager |

1. Call to Order / Determination of Quorum

Chairperson Sachin Shah presided and called the meeting to order at 11:00 AM after the verification of the presence of a quorum. The Corporate Secretary took the minutes of the meeting.

The Directors who joined the meeting notified the Corporate Secretary in advance of their intention to participate in the meeting through remote communication. They further confirmed (a) their full names and positions; (b) locations; (c) that they can clearly hear the other Directors and attendees participating in the meeting; (d) that they received the Notice of the Meeting including the agenda and materials of this meeting; and (e) the device/s being used.

2. Designation of Committee Members

The Board approved and certified the election of Board of Directors and appointed the members of the Board Committees.

Upon motion duly made and seconded, the Board of Directors approved the following resolution:

Resolution No. 2021-04-09

“RESOLVED, that the following have been elected as the Company’s Board of Directors:

- | | |
|----------------------|-------------------------|
| 1. Sachin Shah | Chairperson |
| 2. Richard Bates | Member, President & CEO |
| 3. Matthew Lawrence | Member |
| 4. Anthony Buchanan | Member |
| 5. Janette Peña | Independent Director |
| 6. Rhoda Regina Rara | Independent Director |
| 7. Conrado Favorito | Independent Director |

for a term of one (1) year and until their successor/s shall have been duly elected and qualified.

RESOLVED, FURTHER, that the following have been appointed as members of the Board Committees:

Related Party Transaction Committee

- | | | |
|----|----------------------|-----------------------------------|
| 1. | Rhoda Regina R. Rara | Chairperson, Independent Director |
| 2. | Janette L. Peña | Member, Independent Director |
| 3. | Conrado Favorito | Member, Independent Director |
| 4. | Matthew Lawrence | Member |

Nomination and Remuneration Committee

- | | | |
|----|----------------------|-----------------------------------|
| 1. | Rhoda Regina R. Rara | Chairperson, Independent Director |
| 2. | Janette L. Peña | Member, Independent Director |
| 3. | Conrado Favorito | Member, Independent Director |
| 4. | Sachin Shah | Member |
| 5. | Matthew Lawrence | Member |

Audit Committee

- | | | |
|----|-------------------|-----------------------------------|
| 1. | Janette L. Peña | Chairperson, Independent Director |
| 2. | Rhoda Regina Rara | Member, Independent Director |
| 3. | Conrado Favorito | Member, Independent Director |
| 4. | Matthew Lawrence | Member |
| 5. | Anthony Buchanan | Member |

for a term of one (1) year and until their successor/s shall have been duly appointed.”

3. Appointment of Officers as Recommended by the Joint Nomination and Remuneration Committees

The Board approved the appointment of Corporate Officers.

Upon motion duly made and seconded, the Board of Directors approved the following resolution:

Resolution No. 2021-04-10

“RESOLVED, that the following have been appointed as Corporate Officers:

- | | | |
|-----|-------------------------------|--|
| 1. | Richard Bates | President & CEO |
| 2. | Katerina Suarez | CFO/Treasurer |
| 3. | Stephen Ong | Chief Distribution Officer |
| 4. | Ariel Magtoto | Chief Operating Officer |
| 5. | Fritzie P. Tangkia-Fabricante | Chief Legal/Compliance AMLRO |
| 6. | Jason Little | VP - Chief Information Officer (South East Asia) |
| 7. | Melissa Henson | Chief Marketing Officer |
| 8. | Anna Liza Villamor | Chief Human Resources Officer |
| 9. | Bellaflor de los Reyes | SVP – Exec. Territory Head |
| 10. | Edwin Magpantay | VP - Controller |
| 11. | Mikael Diaz de Rivera | VP – Agency Operations Head |
| 12. | Judy San Jose | VP – Head, Operations Excellence |
| 13. | Marlon Vicente | VP – Senior Territory Head |
| 14. | Jose Eduardo Ang | VP – Chief Actuary |
| 15. | Maria Trinidad Henson | VP – Client Centricity Head |
| 16. | Katherine Wong | VP – Head Branding & Digital Marketing |
| 17. | Mervin Keng | VP – Territory Head |

18.	Wynnford Medrano	VP – Head, CRE, Procurement, BCM
19.	Renan David	VP – Head, New Purchase Exp.
20.	Maxima Galido	VP – Product Owner
21.	Jeffrey Jardin	Data Protection Officer
22.	Janell Lagman	VP – Head of Data Analytics
23.	Roselle Sibayan	VP – Head of Agency Learning
24.	Jared Anthony Narciso Uichico	VP – Partnership Distribution
25.	Lorna Lee Dela Paz-Almojera	Alternate DPO & AMLRO
26.	Abbiegail Sac	Corporate Secretary
27.	Mara Kristina Herrera	Assistant Corporate Secretary

4. Appointment of External Auditor (SGV & Co.) as Endorsed by the Audit Committee

The Board approved the appointment of Sycip Gorres Velayo & Co. as the Company's External Auditor as endorsed by the Audit Committee (**Resolution No. 2021-04-11**).

5. Other Matters / Adjournment

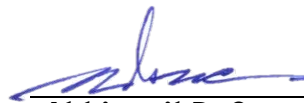
The Chairperson asked if there were other matters to discuss. There being none, the Chairperson duly adjourned the meeting at 11:06 AM.

Prepared by:



Mara Kristina G. Herrera

Attested by:



Abbiegail D. Sac
Corporate Secretary