

MANULIFE FINANCIAL PLANS, INC.
Minutes of the Annual Stockholders Meeting

11 April 2025

The Annual Meeting of the Stockholders of **Manulife Financial Plans, Inc.** (the “**Corporation**”) was held on 5 April 2024 at its principal office located at 10F NEX Tower, 6786 Ayala Avenue, Makati City and via virtual conferencing (i.e., Microsoft Teams) accessed through the individual company-issued devices of each stockholder.

STOCKHOLDERS PRESENT	NO. OF SHARES
1. The Manufacturers Life Insurance Co. (Phils.), Inc. ¹	2,499,994
2. Kah Siang Khoo (<i>Chairperson</i>)	1
3. Grace Mallabo (<i>President & CEO</i>)	1
4. Wilton Kee	1
5. Anne-Maree Tassell	1
6. Maria Theresa Quirino, (<i>Chair, Audit and Risk Committee; Independent Director</i>)	1
7. Conrado Favorito (<i>Lead Independent Director</i>)	1
TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING	2,500,000

TOTAL NUMBER OF OUTSTANDING SHARES	2,500,000
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The above-named stockholders present represent 100% (2,500,000 shares) of the stockholders of record.

IN ATTENDANCE:

1. Abbiegail Sac	Corporate Secretary
2. Fritzie Tangkia-Fabricante	General Counsel
3. Justin Helferich	Chief Financial Officer, The Manufacturers Life Insurance Co. (Phils.), Inc
4. Prospero Banzuela III	Assistant Corporate Secretary
5. Mark Kristofferson De Guzman	Legal Manager, The Manufacturers Life Insurance Co. (Phils.), Inc.
6. Adrian Joshua Seballos	Legal Assistant, The Manufacturers Life Insurance Co. (Phils.), Inc

1. Call to Order / Determination of Quorum

Vice-Chairperson Grace Mallabo called the meeting to order at 3:20 PM, the Corporate Secretary took the minutes of the meeting.²

The Corporate Secretary certified that written notice of the meeting and proxy forms were posted on the corporate website, <https://www.manulife.com.ph/about-us/our-story/our-affiliates-and-partners/manulife-financial-plans/corporate-governance.html>, on 14 March 2025.

The Stockholders who joined the meeting remotely notified the Corporate Secretary in advance of their intention to participate through remote communication. Inasmuch as 100% of the Stockholders were present at the meeting, a quorum was declared by the Assistant Corporate Secretary and the Annual Meeting of the Stockholders of Manulife Financial Plans, Inc. was duly constituted and opened for transaction of the business on

¹ Represented by Grace Mallabo.

² Chairperson Kah Siang Khoo appointed Vice-Chairperson Grace Mallabo to act on his behalf.

the agenda.

Voting procedure - All matters in the agenda subject to the vote of the Stockholders shall be decided by the majority vote of Stockholders present in person or by proxy, except in cases where the law provides otherwise. Each outstanding share of stock entitles the registered stockholder to one vote. The final tally of votes will be reflected in the minutes of the meeting.

2. Matters Arising from the Previous Meeting

There were no matters arising from the minutes of the previous meeting.

3. Approval of the Minutes of the Previous Meeting

Vice-Chairperson Mallabo manifested that the minutes from the previous meeting held on 5 April 2024 were already approved *ad referendum*. A copy of this was appended to the Stockholders meeting pack which was provided to the Stockholders before the meeting.

Upon motion duly made and seconded, the Stockholders representing 100% of the 2,500,000 shares represented during the meeting unanimously formally adopted and approved the minutes of the Annual Meeting of Stockholders held on 5 April 2024.

The Corporate Secretary noted that the votes cast and received on the approval of the minutes of the Annual Stockholders' Meeting held on 5 April 2024 were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
2,500,000	2,500,000	2,500,000	0	0

4. Ratification of Corporate Acts

Upon motion duly made and seconded, the Stockholders representing 100% of the 2,500,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. SH-2025-04-01

RESOLVED, that the resolutions and corporate acts adopted and approved by the Board of Directors, its Committees, and the Management from the date of the 2024 Annual Stockholders Meeting on 5 April 2024 until the date of this meeting, be as they are hereby APPROVED and RATIFIED.

The Corporate Secretary noted that the votes cast and received on the ratification of corporate acts were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
2,500,000	2,500,000	2,500,000	0	0

5. President's 2024 Annual Report

Director Grace Mallabo, President & CEO, requested that the 2024 Annual Report which was presented during the 28 February 2025 Regular Board Meeting, and the President's Report and Strategy Report given during the Regular Board Meeting held earlier, wherein 100% of the Corporation's Stockholders were present, be and noted by the Stockholders.

The Corporate Secretary opened the floor for any questions or comments from the Stockholders.

There being no comments, the Stockholders noted the report.

6. Presentation and Approval of the Audited Financial Statements

Upon motion duly made and seconded, the Stockholders representing 100% of the 2,500,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. SH-2025-04-02

RESOLVED, that the Audit Financial Statements as of 31 December 2024, endorsed by the Audit and Risk Committee and the Board of Directors, are hereby APPROVED.

The Corporate Secretary noted that the votes cast and received on the approval of the Audited Financial Statements were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
2,500,000	2,500,000	2,500,000	0	0

7. Corporate Governance Committee Report and Election of Directors

Upon motion duly made and seconded, the Stockholders representing 100% of the 2,500,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. SH-2025-04-03

RESOLVED, that the following persons are hereby elected directors of Manulife Financial Plans, Inc. for a period of one (1) year and until their successors shall have been duly elected and qualified:

Khoo Kah Siang
Grace Mallabo
Wing Tao Wilton Kee
Anne-Maree Tassell

Independent Directors:
Conrado Favorito
Maria Theresa Quirino.

The Corporate Secretary noted that the votes cast and received by each Stockholder on the election of directors for the ensuring year of 2025 to 2026 were as follows:

Nominated Director	Total Number of Votes Cast for the Election of the Nominated Director	Votes in Favor	Votes Against	Abstentions
Khoo Kah Siang	2,500,000	2,500,000	0	0
Grace Mallabo	2,500,000	2,500,000	0	0
Wing Tao Wilton Kee	2,500,000	2,500,000	0	0
Anne-Maree Tassell	2,500,000	2,500,000	0	0
Conrado Favorito	2,500,000	2,500,000	0	0
Maria Theresa Quirino	2,500,000	2,500,000	0	0

8. Appointment of External Auditor (SGV & Co.)

Upon motion duly made and seconded, the Stockholders representing 100% of the 2,500,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. SH-2025-04-04

RESOLVED, that SyCip Gorres Velayo (SGV) & Co., be, as they are hereby, re-appointed as external auditor of the Company for the year 2025.

The Corporate Secretary noted that the votes cast and received on the appointment of SGV & Co. as the external auditor of the Company for year 2025 were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
2,500,000	2,500,000	2,500,000	0	0

9. Other Matters – Approval of the Amendment to the Articles of Incorporation

The Corporate Secretary informed the Stockholders that the item to be discussed was the amendment of the Articles of Incorporation of the Corporation.

Upon motion duly made and seconded, the Stockholders representing 100% of the 2,500,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. SH-2025-04-04

RESOLVED, that Article Sixth of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

SIXTH. The number of directors of the Corporation shall be **seven (7)**; and the names, nationalities and residences of the first directors of the Corporation, who are to serve until their successors are duly elected and qualified as provided by the By-Laws, are as follows: (as amended on 6 April 2006, **and further amended during the Organizational Board Meeting of the Board of Directors and Annual Stockholders' Meeting on 11 April 2025**): xxx

RESOLVED FURTHER, that the Corporation be, and it is hereby, authorized to file an application with the Securities and Exchange Commission and the Insurance Commission for the approval of the foregoing amendment to the Articles of Incorporation and By-Laws of the Corporation.

RESOLVED FINALLY, that the Corporation's Corporate Secretary, Assistant Corporate Secretary, their assistants, and/or any of the Directors of the Corporation, are hereby authorized to sign, execute, and deliver any other related documents, and instruments as may be necessary and appropriate to fully implement these resolutions to amend the Articles of Incorporation and By-Laws of the Corporation.

The Corporate Secretary noted that the votes cast and received on the approval of the amendments to the Articles of Incorporation were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
2,500,000	2,500,000	2,500,000	0	0

10. Adjournment

There being no other matters to discuss, the meeting was adjourned at 3:30 PM.

Prepared by:

Abbiegail Sac
Corporate Secretary