

THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.
Annual Meeting of Stockholders
01 April 2019

NOTICE

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC. will be held at 10F NEX Tower, 6786 Ayala Avenue, Makati City, Philippines on 01 April 2019 at 10:30 o'clock in the morning.

<u>AGENDA</u>	<u>PRESENTER</u>
<p>1. Call to Order and Determination of Quorum</p> <p><i>The Chairman of the Board will call the Stockholders Meeting to order and inquire from the Corporate Secretary if there is a quorum. If there is a quorum, the meeting will proceed.</i></p>	<p>Chairman of the Board/ Corporate Secretary</p>
<p>2. Matters Arising from the Previous Meeting</p> <p>a. Pending Matters</p> <p>b. Approval of the Minutes of the Previous Meetings</p> <p><i>The Corporate Secretary will inform the Stockholders if there are any pending matters arising from the previous meeting that must be discussed. The Stockholders will also approve the Minutes of the previous meetings.</i></p>	<p>Chairman of the Board/ Corporate Secretary</p>
<p>3. Ratification of Corporate Acts</p> <p><i>The Stockholders will vote to ratify all acts of the directors and officers of the Corporation performing during the year 2018.</i></p>	<p>Chairman</p>
<p>4. President's 2018 Annual Report (Ryan Charland)</p> <p><i>The President and CEO will present to the Stockholders a report on the Corporation for the full year 2018.</i></p>	<p>President and CEO</p>
<p>5. Presentation and Approval of the Audited Financial Statements (SGV & Co./ Katerina Suarez)</p> <p><i>The Chief Financial Officer will present to the Stockholders the Audited Financial Statements for the Year 2018 for approval.</i></p>	<p>External Auditor/Chief Financial Officer</p>
<p>6. Nomination and Remuneration Committee Report and Election of Directors</p> <p><i>The Nomination and Remuneration Committee Chairperson will present to the Stockholders the nominees for director. The Stockholders will cast their vote to elect the</i></p>	<p>Nomination and Remuneration Committee Chairperson</p>

<i>Corporation's directors.</i>	
7. Appointment of External Auditor (SGV & Co.) <i>The Stockholders will vote to approve the Corporation's External Auditor for the Year 2019.</i>	Chairman
8. Other Matters <i>The Chairman will ask the Stockholders if there any other matter they wish to discuss.</i>	Chairman
9. Adjournment <i>If there are no other matters, the meeting will be adjourned by the Chairman.</i>	Chairman

Should you be unable to attend, a proxy may attend on your behalf. Please send the attached duly filled up proxy letter to the Corporate Secretary prior to the actual date of meeting.

**PROXY
LETTER**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder of **THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.** ("Corporation") does hereby nominate, constitute and appoint

or in his
absence,
the Chairman of the Meeting

to be my true and lawful attorney-in-fact to attend and be present at the annual meeting of the stockholders on **01 April 2019 at 10:30 a.m.** and any and all adjournments, postponements or continuations thereof, and to take part in the deliberations and to vote in any manner any and all shares of stock in the Corporation which are now or may hereafter be registered in the name of the undersigned on any and all matters, motions, acts or resolutions which may be taken up in any of such meetings including, but not limited to, the election of directors and the ratification of all corporate acts, contracts and transactions;

HEREBY GIVING AND GRANTING unto said attorney-in-fact full and complete power, authority and discretion to do every act and thing whatsoever necessary or requisite to be done in and about the premises, as fully to all intents and purposes as the undersigned could do if personally present and acting in person and HEREBY ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done under and by virtue hereof and HEREBY revoking any and all proxies heretofore given by the undersigned to any person(s) whomsoever.

IN WITNESS WHEREOF, I have executed this proxy letter this ____ day of _____.

Stockholder