



THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC.
Annual Meeting of the Stockholders
16 April 2021

NOTICE

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Stockholders of THE MANUFACTURERS LIFE INSURANCE CO. (PHILS.), INC. is called by the Board of Directors. The meeting will be held at the date, time and place stated below:

Date	16 April 2021, Thursday
Time	10:30 AM
Venue	Via videoconference

If the stockholder is a juridical entity, the Proxy must submit (i) a Proxy Form and (ii) an original secretary's certificate on the resolution of the board of directors (if a corporation) or the general partner/management committee (if a limited partnership) appointing the Proxy.

If the stockholder is an individual who cannot attend the meeting, they may appoint a Proxy to represent them.

The Proxy Form must be submitted to the Corporate Secretary prior to the meeting.

The Agenda for the meeting and the Proxy Form are enclosed.

ABBIEGAIL DIVINAGRACIA SAC
Corporate Secretary



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Should a stockholder be unable to attend, a Proxy may attend on their behalf. Please send the enclosed Proxy Form, duly completed, to the Corporate Secretary in accordance with the instructions therein.

AGENDA

1. Call to Order and Determination of Quorum

The Corporate Secretary will certify the date when email notice of the time, date, place and purpose of the meeting was sent to all stockholders of record as of 26 March 2021, and the date of publication of the notice on the Corporation's website. Likewise, the Corporate Secretary will attest to the attendance at the meeting and as to whether a quorum is present.

Except as otherwise provided by law, a quorum shall consist of stockholders owning a majority of the outstanding capital stock, represented in person or by proxy.

2. Matters Arising from the Previous Meeting

The Corporate Secretary will inform the stockholders if there are any matters arising from the previous Annual Meeting of the Stockholders held on 8 June 2020 that must be discussed.

3. Approval of the Minutes of the Previous Meeting

The minutes of the Annual Meeting of the Stockholders held on 8 June 2020 will be submitted for approval.

The minutes of the 8 June 2020 meeting contain the following matters: approval of the minutes of the previous meeting, the ratification of all resolutions adopted and approved by the Board of Directors and the Committees during the preceding year, presentations of the President's Report, Director's Compensation Report, Director Appraisal/Performance Report and the 2019 Audited Financial Statement, appointment of external auditor, and election of 2020 - 2021 Directors.

4. Ratification of Corporate Acts

The stockholders will be asked to ratify all the acts of the Board of Directors and its Committees since the Annual Meeting of the Stockholders on 8 June 2020 up to the date of this meeting.

The acts and resolutions of the Board and its Committees include approval of contracts, agreements, projects, and transactions relating to the regular business of the Corporation wherein, either by law or regulations issued by the Insurance Commission, the Board and its Committees are required to act upon.

All resolutions of the Board of Directors from the Annual Meeting of the Stockholders held on 8 June 2020 up to the present are available for examination upon reasonable notice to the Corporation and during office hours at 10th Floor NEX Tower, 6786 Ayala Avenue, 1229 Makati City.

The floor will be open for questions from the stockholders after the presentation.

5. President's 2020 Annual Report

Mr. Richard Bates, President and CEO, will present to the stockholders a report on the Corporation for the full year 2020.

6. Director's Compensation Report

The Corporate Secretary will present to the stockholders a summary of the compensation received by the Corporation's directors for the year 2020.

7. Director's Appraisal/Performance Report

The Corporate Secretary will discuss the Board of Directors' Effectiveness Survey Questions and the results thereof covering the Board operations for the year 2020.

8. Presentation and Approval of the Audited Financial Statements

The Chief Financial Officer will present to the stockholders the Audited Financial Statements for 2020, for approval.

9. Nomination and Remuneration Committee Report and Election of Directors



The election of the members of the Board of Directors, including the Independent Directors will be offered for approval by the stockholders. The directors are to hold office until the next Annual Meeting of the Stockholders and until their respective successors have been elected and qualified.

The nominees were evaluated on the basis of the criteria set by the Corporation. They each possess all qualifications required by applicable laws, rules and regulations and the Corporation's By-Laws and none of the disqualifications to serve as members of the Board.

The profile and qualifications of the nominees are available on the Corporation's website.

10. Appointment of External Auditor

The stockholders will be asked to vote on the appointment of SyCip Gorres Velayo & Co. as External Auditor for 2021.

11. Other Matters

The Chairperson will ask the stockholders if there are any other matters they wish to discuss.

12. Adjournment

If there are no other matters, the meeting will be adjourned by the Chairperson.



PROXY

KNOW ALL MEN BY THESE PRESENTS:

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

or in their absence, the Chairperson of the Meeting

to be their true and lawful attorney-in-fact to attend and be present at the regular meeting of the stockholders on 16 April 2021 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 _____, 2021.

Stockholder



**RULES FOR ATTENDANCE
IN THE ANNUAL MEETING OF THE STOCKHOLDERS
VIA REMOTE COMMUNICATION**

Attendance in the Annual Meeting of the Stockholders is allowed by remote communication in accordance with the Revised Corporation Code. Participation may be done through videoconferencing or teleconferencing, subject to the following:

- (1) The Notice to the Annual Meeting of the Stockholders should include an option for attendance by remote communication or *in absentia*. If no such option is provided in the Notice, only personal attendance, or attendance by proxy, shall be allowed.
- (2) The stockholder, or the stockholder's representative, must inform the Corporate Secretary that they are attending the scheduled Annual Meeting of the Stockholders via remote communication or *in absentia* at least one day before the scheduled meeting.
- (3) At the start of Annual Meeting of the Stockholders, the stockholder shall announce their presence verbally. The Corporate Secretary shall acknowledge the stockholder's attendance and note in the minutes that the stockholder attended remotely.
- (4) Should any item or matter be put to a vote, the stockholder shall verbally express their assent or dissent. The Corporate Secretary shall record the stockholder's vote and note that the same was done via remote communication or *in absentia*.
- (5) The vote of a stockholder attending remotely or *in absentia* shall be counted in the same manner as if they personally attended the meeting.