

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

29 April 2022

The Annual Meeting of the Stockholders of **The Manufacturers Life Insurance Co. (Phils.), Inc.** (the “**Corporation**”) was held on 29 April 2022 at 1:45 PM at its principal office located at the 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.

PRESENT:

Stockholders Present	No. of Shares
1. The Manufacturers Life Insurance Co. MLIC. ¹	929,993
2. Sachin Shah (<i>Chairperson</i>)	1
3. Richard Bates (<i>President & CEO</i>)	1
4. Matthew Lawrence	1
5. Anthony Buchanan	1
6. Janette Peña (<i>Chairperson, Audit Committee; Independent Director</i>)	1
7. Rhoda Regina Rara (<i>Independent Director</i>)	1
8. Conrado Favorito (<i>Independent Director</i>)	1
TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING	930,000

TOTAL NUMBER OF OUTSTANDING SHARES 930,000

The above-named stockholders present represent 100% (930,000 shares) of the Stockholders of record.

In attendance:

- | | |
|-------------------------------|------------------------------------|
| 1. Abbiegail Sac | Corporate Secretary |
| 2. Fritzie Tangkia-Fabricante | Chief Legal and Compliance Officer |
| 3. Rajeev Kumar | Chief Financial Officer |

1. Call to Order / Determination of Quorum

Chairperson Sachin Shah presided over and called the meeting to order at 2:03 PM. The Corporate Secretary took the minutes of the meeting.

The Corporate Secretary certified that written notice of the meeting and proxy forms were posted on the Corporate website, <https://www.manulife.com.ph>, on 30 March 2022.

The Stockholders who joined in the meeting notified in advance the Corporate Secretary of their intention to participate in the meeting through remote communication. Inasmuch as 100% of the Stockholders were present at the meeting, a quorum was declared by the Corporate Secretary and the Annual Meeting of the Stockholders of The Manufacturers Life Insurance Co. (Phils.), Inc. was duly constituted and opened for transaction of the business on 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.

¹ Held in trust for Manulife Century Holdings (Netherlands) B.V. Represented by Sachin Shah.

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

Chairperson Shah manifested that a copy of the Minutes which was already approved *ad referendum* on 5 May 2021 was appended to the Stockholders meeting pack which was provided to them before the meeting.

Upon motion duly made and seconded, the Stockholders representing 100% of the 930,000 shares represented during the meeting unanimously formally adopted and approved the minutes of the Annual Meeting of Stockholders held on 16 April 2021.

4. Ratification of Corporate Acts

Upon motion duly made and seconded, the Stockholders representing 100% of the 930,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. 2022-04-01

“RESOLVED, that the resolutions and acts adopted and approved by the Board of Directors, its Committees, and the Management from the date of the 2021 Annual Stockholders Meeting on 16 April 2021 until the date of this meeting, be as they are hereby APPROVED and RATIFIED.”

5. President’s 2021 Annual Report

Director Richard Bates, President & CEO, requested that his 2021 Annual Report, which forms part of the Stockholders meeting pack, be noted by the Stockholders. He then adopted the President’s Report given during the Regular Board Meeting held earlier that day, wherein 100% of the Company’s Stockholders were present.

Chairperson Shah opened the floor for any questions or comments from the Stockholders.

There being no other comments, the Stockholders noted the report.

6. Directors’ Compensation Report

The Corporate Secretary reported that, for the year 2021, there were three Independent Directors who received a total annual compensation amounting to PHP [REDACTED] each before tax.

There being no other comments, the Stockholders noted the report.

7. Corporate Governance Committee Report and Election of Directors

Upon motion duly made and seconded, the Stockholders representing 100% of the 930,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. 2022-04-02

“RESOLVED, that the following persons are hereby elected directors of The Manufacturers Life Insurance Co. (Phils), Inc. for a period of one (1) year and until their successors shall have been duly elected and qualified:

*Sachin Shah (Chairperson)
Richard Bates
Matthew Lawrence
Anthony Buchanan*

Independent Directors:

*Janette Peña
Rhoda Regina Rara
Conrado Favorito”*

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

Upon motion duly made and seconded, the Stockholders representing 100% of the 930,000 shares represented during the meeting unanimously adopted and approved the following:

Resolution No. 2022-04-03

“RESOLVED, that SyCip Gorres Velayo (SGV) & Co., as it is hereby selected and appointed as the external auditor of the Company for the year 2022, subject to the negotiation of the fees and scope of work, the approval of which is hereby delegated to the Audit Committee.”

9. Other Matters and Adjournment

There being no other matters to discuss, the meeting was adjourned at 2:10 PM.

Prepared by:

Abbiegail D. Sac
Corporate Secretary