

NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS

Notice is hereby given that the **Annual Meeting of the Stockholders of The Philippine American Life and General Insurance (Philam Life) Company** will be held on **24 April 2018 at 11:45 in the morning at the 18th Flr., Philam Life Boardroom, Net Lima Building, 5th Avenue corner 26th St., Bonifacio Global City, Taguig** to consider the following:

AGENDA	PRESENTER	TIME ALLOCATED
<p>1. Call of the Meeting to Order.</p>	Chairman	11:45 – 11:46
<p>2. Report of the Secretary on the Proof of Service of the Notice of Meeting and on the Number of Shares represented in the Meeting.</p>	Chairman	11:46-11:48
<p>3. Approval of the Minutes of the last Stockholders' Meeting held on 26 April 2017</p> <p>The Chairman will present the Minutes of the Stockholders' Meeting on 26 April 2017 for review, comments and approval of the stockholders.</p> <p>Proposed Resolution:</p> <p>"RESOLVED, that the Meeting Minutes of the Stockholders dated 26 April 2017 be, as they are hereby approved."</p>	Chairman	11:48-11:50
<p>4. Ratification of the Acts of the Board of Directors, the Board Committees and Management</p> <p>The Chairman will present to the stockholders for their approval, ratification and confirmation all the acts of the Board of Directors, the Board Committees, and Management performed in the Fiscal Year 2017.</p> <p>Proposed Resolution:</p> <p>"RESOLVED, that all the acts of the Board of Directors and its standing Committees, and of Management, as recorded in their respective Minutes Book, as well as the acts of the Executive Officers of this Company in the performance of their respective duties, performed since the last annual meeting of the stockholders' up to this date be, and hereby are approved, ratified and confirmed."</p>	Chairman	11:50-11:52



AGENDA	PRESENTER	TIME ALLOCATED
<p>5. Approval of the President's Annual Report and the Company's Financial Statements for the Fiscal Year 2017</p> <p>The President will submit for approval of the stockholders the President's Annual Report and the Company's Audited Financial Statements as at 31 December 2017, as audited by Isla Lipana & Co. As approved, the Audited Financial Statements of the Company will be submitted to the Securities and Exchange Commission (SEC) and the Bureau of Internal Revenue (BIR).</p> <p>Proposed Resolution:</p> <p>“RESOLVED, that the President's Annual Report and the Audited Financial Statements as at 31 December 2017 be, as they are hereby accepted and approved, and the Corporate Secretary is instructed to file the same as parts of these minutes.”</p>	<p>Mr. Ariel G. Cantos, CEO</p>	<p>11:52-11:54</p>
<p>6. Election of the Board of Directors</p> <p>As required by the Corporation Code of the Philippines, and the Company By-Laws, the stockholders are required to elect/re-elect the members of the Board of Directors of The Philippine American Life and General Insurance (Philam Life) Company, who will hold office for a period of one (1) year or until their successors are duly elected and qualified.</p> <p>The following are the nominees as members of the Board of Directors, as approved by the Nomination and Governance Committee:</p> <p>Jacky Chan Ariel G. Cantos Paul Lloyd Antonino T. Aquino- Independent Director Francis G. Estrada- Independent Director Doris Magsaysay Ho- Independent Director Joaquin E. Quintos, IV- Independent Director</p> <p>Attached are the Profiles of the nominated Directors</p>	<p>Chairman</p>	<p>11:54-11:56</p>

AGENDA	PRESENTER	TIME ALLOCATED
<p>7. Re-Appointment of Isla Lipana & Company as Independent Auditors of the Company</p> <p>As recommended by Management, the stockholders are requested to approve the re-appointment of Isla Lipana & Co. as the Independent Auditors of the Company for the Fiscal Year 2018.</p> <p>Proposed Resolution:</p> <p>“RESOLVED, that Isla Lipana & Company be, as it is hereby selected and appointed as independent auditors of the Company for the year 2018, subject to the negotiation of the fees, the approval of which is hereby delegated to the Executive Committee.”</p>	Chairman	11:56-11:58
<p>8. Annual Bonus/Fee of Directors</p> <p>The Compensation Committee has proposed an increase in the remuneration/annual bonus of the non-executive directors of the Company, the stockholders are requested to approve the increase in the remuneration/annual bonus of the non-executive directors of the Company.</p>	Chairman	11:58-12:00
<p>9. Confirmation of Mission and Vision of the Company</p> <p>Mission:</p> <p>We empower Filipinos to achieve financial security and prosperity.</p> <p>Vision:</p> <p>We are the undisputed leader in insurance and wealth management.</p>	Carla J. Domingo	12:00-12:03
<p>10. Confirmation of 2017 RPT Transactions</p>	Carla J. Domingo	12:03-12:06
<p>11. Other Matters</p>		12:06-12:10

Taguig City, Philippines, 20 March 2018.

BY AUTHORITY OF THE PRESIDENT:


CARLA J. DOMINGO
Corporate Secretary

If you cannot attend the said meeting, kindly accomplish and return the attached proxy form to the Office of the Corporate Secretary at the 18th Flr., Philam Life Head Office, Net Lima Bldg., 5th Ave. cor. 26th St., Bonifacio Global City, Taguig 1634 within 48 hours prior to the date of the actual meeting. Also attached is the Voting Method for your reference.

JACKY CHAN (53)

AIA Regional Chief Executive

Non-Executive Director

Chairman of the Board

Mr. Jacky Chan is the Regional Chief Executive responsible for the Group's businesses operating in Hong Kong and Macau, Singapore and Brunei, Indonesia, the Philippines, and Cambodia as well as the Group Agency Distribution. He is a director of various companies within the Group, including AIA Co. and AIA International. Mr. Chan has extensive experience having worked at AIA for the past 30 years. Prior to becoming a Regional Chief Executive, Mr. Chan was Chief Executive Officer of AIA Hong Kong and Macau since 2009. Previously, he held several senior positions including the Country Head of AIA China, Executive Vice President – Distribution & Marketing of Nan Shan Life Insurance of Taiwan and Senior Vice President & Head of Life Profit Centre of AIA - Asia (ex-Japan & Korea). Mr. Chan holds a Bachelor of Science Degree from the University of Hong Kong. He is a fellow of the Society of Actuaries (FSA), a member of American Academy of Actuaries (MAAA) and a fellow of the Canadian Institute of Actuaries (CIA).

ARIEL G. CANTOS (57)

Executive Director

Chief Executive Officer

Aibee Cantos is the CEO of Philam Life. Prior to his appointment, he held the role of CEO of BPI-Philam, the bancassurance joint venture of Philam Life and the Bank of the Philippine Islands, and the leading bancassurance operation in the Philippines. He is also a member of the Board of Directors of various Philam companies and sits as a Chairman of the Board of Philam Foundation.

His most recent position at Philam Life was Senior Vice President and Chief Agency Officer, before spearheading the growth of BPI-Philam in 2013. He joined Philam Life right after completing his Bachelor's Degree in Economics, Honors Program, from the Ateneo de Manila University and had an enriching and successful career in Philam Life's Agency Distribution Channel, where he served for close to 30 years. He held various positions within the channel such as Profit Center Head of Accident & Health Products, Director of Manila Agencies, and Director of Provincial Agencies.

Mr. Cantos is also currently a corporate member of Philippine Life Insurance Association Inc. (PLIA), Management Association of the Philippines (MAP) and Makati Business Club (MBC).

FRANCIS G. ESTRADA (68)*Independent Director*

Francis G. Estrada serves or has served as independent director and Board Committee Chair in a number of leading publicly listed companies like: Ayala Land, Inc.; Philam Life; Energy Development Corporation; RCBC; RCBC Savings Bank; Engineering Equipment Inc., etc.

He serves or has served on the Boards of a number of private companies in both the profit and not-for-profit areas.

He also serves (or has served) as Board Chair of the Institute of Corporate Directors, De La Salle University, Philippine Military Academy, the Development Bank of the Philippines Advisory Council, the Armed Forces of the Philippines Multisectoral Governance Council and the De La Salle (Philippines) Investment Committee.

He has served as Trustee, Governor or board member of the: Asian Institute of Management, De La Salle University, Xavier Labor Relations Institute (India), Shanghai Jiao-tung University School of Management (PRC), Clean Air Asia, Institute for Solidarity in Asia, Armed Forces of the Philippines Multi-Sectoral Governance Council, the Philippine Board of Investments Multi-Sectoral Governance Council and the Sociedad de Beneficiencia, among others.

He has served as President/CEO of: the Asian Institute of Management, William E. Simon and Sons (Asia) LDC from 1992 to 1997 – an investment partnership he co-founded with former US Treasury Secretary, William E. Simon.

He was President and Chief Operating Officer of Asian Oceanic Holdings Limited from 1983 to 1991 – an investment banking partnership he co-founded with former American Express Bank Chairman/CEO, Richard M. Bliss.

He was Senior Vice President, ASEAN Regional Coordinator for Indonesia of Bancom Group Incorporated from 1974 to 1982. He concurrently served as Managing Director and Chief Operating Officer of P.T. First Indonesian Financing and Investment Corporation (“Ficorinvest”), a joint-venture merchant banking partnership between Bank Indonesia (the Indonesian central bank) and the Bancom Group of the Philippines from 1975-1980.

Following his return to the Philippines in 1997, Mr. Estrada was Chairman and was General Partner of Equity Managers Asia, Inc., an investment firm which he co-founded. He has established a number of Asia-related financial institutions and commercial enterprises within and outside the Asian region and advised on numerous capital-raising, turn-around and crossborder financial transactions.

He has served as board director with over 40 public and private enterprises in the Australasia region and the US.

Mr. Estrada graduated "With Distinction" from AIM with a Master in Business Management in 1973 and completed the Advanced Management Program at the Harvard Business School in 1989. He obtained his Bachelor of Science in Business Administration and Bachelor of Arts degrees from De La Salle University in 1971 where he was awarded the institution's Leadership Award.

ANTONINO T. AQUINO (70)

Independent Director

Antonino T. Aquino, Filipino, 70, has served as Director of ALI since April 2009. He is also a Director of Manila Water Company, Inc. (MWC), another publicly listed company, since 1998. He was the President of ALI from April 2009 to April 2014, MWC from April 1999 to April 2009, and Ayala Property Management Corporation from 1989 to 1999. Currently, he is a Board member of Nuevocentro, Inc., Anvaya Beach & Nature Club and Mano Amiga Academy, Inc. He is also a private sector representative in the Multi Sectoral Advisory Board of the Philippine Army and the Multi Sector Governance Council of the Armed Forces of the Philippines and the Department of National Defense. He was named "Co-Management Man of the Year 2009" by the Management Association of the Philippines for his leadership role in a very successful waterworks privatization and public-private sector partnership. In 2015, Mr. Aquino was elected as Director of The Philippine American Life and General Insurance Company (Philam). He earned a degree in BS Management and completed academic requirements for Masters in Business from the Ateneo de Manila University in 1968 and 1975, respectively.

DORIS MAGSAYSAY HO (66)

Independent Director

Doris Magsaysay Ho is the President and CEO of A. Magsaysay, Inc. which has a network of offices strategically mapped in the Philippines, Asia, North America and Europe. Its activities involve shipping, hospitality and tourism, transport and logistics, healthcare, oil and gas and specialized engineering and trade. Ms. Magsaysay-Ho also serves as Chair, Director, Trustee or member of various organizations such as Lorenzo Shipping Corp., Fairmont Shipping Ltd., Makati Business Club, Philippine Interisland Shipping Association, Steamship Mutual Underwriting Association, The National Corn Competitiveness Group, Asia Society Philippine Foundation, Inc., Asia Society (New York), Metropolitan Museum Manila, The Hague Process on Refugees and Migration, First Philippine Conservation Inc., World President's Organization and IPO Philippines Advisory Council.

In November 2015, the Office of the President of the Philippines conferred upon her the Order of Gawad Mabini with the rank of Commander.

Ms. Magsaysay-Ho is the recipient of several awards such as Asia CEO's Global Filipino Executive of the Year in 2012, Lloyd's Asia's Lifetime Achievement Award in 2011, The Outstanding Manila Award in 2005 and Ernst & Young's Social Responsible Entrepreneur Award in 2004.

JOAQUIN E. QUINTOS IV (58)

Independent Director

Joaquin E. Quintos IV is currently a senior executive at First Philippine Holdings, a publicly listed Philippine conglomerate engaged in energy, property, construction, and manufacturing businesses. He is a board director in various operating subsidiaries of the group. In addition, he is a shareholder in a privately held software and business process services company, where he was previously the CEO. Mr. Quintos IV was also the former Chairman and President of IBM Philippines. He held various management positions during a successful 27 year career at IBM from 1982 to 2009, including assignments at IBM's headquarters in Singapore and New York. He currently holds various board positions in leading companies and non profit organizations in the Philippines. He also serves as an advisor to many technology start up companies in the Philippines and abroad. He is a graduate of the University of the Philippines with a Bachelor of Science degree in Industrial Engineering, cum laude. He participated and completed the New York Marathon in 2007.

PAUL LLOYD (47)

Non-Executive Director

Paul Lloyd is the Chief Corporate Development Officer of AIA Group. He joined AIA from a career in investment banking, where he was a top-ranked equity research analyst working at Credit Suisse and prior to that at Goldman Sachs covering the insurance sector.

Before joining investment banking, Mr. Lloyd was a consultant at Tillinghast (Towers Watson) where he specialised in life insurance M&A, financial reporting, orphan estate reconstruction and financial modeling. He has over 25 years of experience in the insurance industry and is a Fellow of the UK Institute of Actuaries. Mr. Lloyd holds a pure mathematics degree and a post-graduate degree in actuarial science.

PROXY FORM

The undersigned stockholder of **THE PHILIPPINE AMERICAN LIFE AND GENERAL INSURANCE (PHILAM LIFE) COMPANY** (the "Company") hereby nominates, constitutes, and appoints _____ or in his absence, the Chairman of the Annual Meeting of the Stockholders, as lawful attorney and proxy, with power of substitution, to represent the undersigned stockholder, and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of the Stockholders of the Company on **24 April 2018 at 11:45 in the morning** at the **18th Floor., Philam Life Boardroom, Net Lima Building, 5th Avenue corner 26th St., Bonifacio Global City, Taguig**, and at any of the adjournments thereof, for the purpose of acting on the following matters:

Agenda Items	Action		
	FOR	AGAINST	ABSTAIN
1. Approval of minutes of the previous meeting held on 26 April 2017			
2. Ratification of the acts of the Board of Directors and of Management from the date of the last annual stockholders' meeting up to the date of this meeting			
3. Approval of the 2017 Annual Report			
4. Approval of the Company's Audited Financial Statements as at 31 December 2017			
5. Election of Directors	FOR	WITHHOLD	ABSTAIN
Jacky Chan			
Ariel G. Cantos			
Paul Lloyd			
Antonino T. Aquino			
Francis G. Estrada			
Doris Magsaysay Ho			
Joaquin E. Quintos IV			
6. Appointment of Isla Lipana & Co. as External Auditors			
7. Consideration of other business as may properly come before the meeting			

This Proxy shall be received by the Corporate Secretary at least forty eight (48) hours before the date set for the Annual Meeting.

This Proxy is not required to be notarized, and when properly executed, will be voted in the manner as directed herein by the stockholder. If no direction is made, this Proxy will be voted "for" the election of all nominees and for the approval of the matters stated above and for such other business as may be properly come before the meeting as recommended by Management or the Board of Directors.

A stockholder giving a Proxy has the power to revoke it at any time before the right granted is exercised. A Proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

[2]

IN WITNESS WHEREOF, We have hereunto set my hand this _____ day of _____ 2018 at
_____.

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER

DATE

WITNESS

VOTING METHOD

(Article II [Stockholders] of the By-Laws)

Section 5. Voting. – At every meeting of stockholders, such stockholders with voting privilege shall be entitled to one vote for each share of stock standing in his name on the books of the corporation; provided, however, that in the election of Directors, each stockholder with voting privilege shall be entitled to cumulate his vote in the manner provided by law. Each stockholder entitled to vote at a meeting of stockholders may vote by proxy, provided the proxy has been appointed in writing by the stockholder himself or by his duly authorized attorney. The instrument appointing a proxy shall be exhibited to and lodged with the Secretary at the time of the meeting.