

23 March 2018

## **NOTICE OF SCHEDULE OF THE ANNUAL MEETING OF THE STOCKHOLDERS**

**To: All Stockholders as of 30 March 2018**

Notice is hereby given that the annual meeting of the stockholders is called by the Board of Directors of Charter Ping An Insurance Corporation. The meeting will be held at the date, time and place stated below:

Date:	April 25, 2018 (Wednesday)
Time:	Immediately after the Annual Meeting of the Stockholders of AXA Philippines at 8:30 AM
Venue:	AXA Philippines Board Room, 34/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City, 1227

If the stockholder is a juridical entity, its proxy must submit to the Corporate Secretary prior to the meeting (i) a proxy 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 in person, he/she may appoint a proxy to represent him/her. The proxy must be submitted to the Corporate Secretary prior to the meeting.

The agenda for the meeting and the form of the proxy are enclosed.

**(original signed)**  
**ANGELICA S. REYES**  
Corporate Secretary

**Charter Ping An Insurance Corporation**

**ANNUAL MEETING OF THE STOCKHOLDERS**

April 25, 2018

Immediately after the Annual Meeting of the Stockholders of AXA Philippines at 8:30  
AM

Board Room, 34/F GT Tower International 6813 Ayala Avenue  
corner H.V. dela Costa Street, Makati City

**AGENDA**

**1. Call to Order**

**2. Proof of Notice and Determination of Quorum**

The Corporate Secretary will certify on the date when written notice of the time, date, place and purpose of the meeting was sent to all stockholders of record as of 30 March 2018. Likewise, the Corporate Secretary will attest to the attendance at the meeting and 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.

**3. Approval of minutes of the Annual Meeting held on 26 April 2017**

The minutes of the Annual Meeting of the Stockholders held on 26 April 2017 will be submitted for approval.

The minutes of the 26 April 2017 contain the following matters: approval of the minutes of the previous meeting, the ratification of all resolutions adopted and appeared by the Board of Directors and the Committees during the preceding year and election of 2018-2019 Directors.

The minutes of 26 April 2017 Annual Stockholders' Meeting is available at the Company's website, [www.charterpingan.com](http://www.charterpingan.com). Copies of the minutes will also be made available at the annual stockholders' meeting on 25 April 2018 for any stockholder who wants to review the same.

#### **4. Ratification of all Resolutions adopted and approved by the Board of Directors and its committees during the preceding year**

Ratification by the stockholders will be sought for all the acts and resolutions of the Board of Directors and its committees since the annual stockholders' meeting on 26 April 2017 up to the present.

The acts and resolutions of the Board and its committees include approval of contracts and agreements, projects and investments, appointment of external auditor for 2017, transactions relating to the regular business of the Company wherein, either by law or regulations issued by the Insurance Commission, is required to act upon. All resolutions of the Board of Directors from the last stockholders' meeting held on 26 April 2017 up to the present are available for examination upon reasonable notice to the Company and during office hours at 34/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City.

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

#### **5. President's Report**

The President will present the highlights of the 2017 performance of the Company and the outlook for 2018.

#### **6. For Information: 2017 Audited Financial Statement and Market Update**

The Audited Financial Statement (AFS) as of December 31, 2017 will be presented for approval of the stockholders.

#### **7. Election of 2018-2019 Directors**

The shareholders will approve the election of the members of the Board of Directors, including the Independent Directors, to hold office until the next stockholders' meeting and until their respective successors have been elected and qualified. The nominees were evaluated on the basis of the selection criteria of the Company for Board members. They possess all qualifications required by applicable laws, rules and regulations and the Company'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 Company's website and will be made available at the annual stockholders' meeting on 25 April 2018 for any stockholder who want to review the same.

## **8. Amendment of Articles of Incorporation and By-Laws**

The shareholders will approve the amendment of: (1) the Articles of Incorporation of the Company, specifically adding trade or business names of the Company; and the (2) By-Laws of the Company, specifically (a) changing the number of the members of the Board of Directors from 11 to seven (7), (b) changing the meeting quorum of the Board of Directors from six (6) to four (4), and (c) changing the number of members of Executive Committee from 7 to five (5).

## **9. Other matters/Adjournment**

Matters that are relevant to and appropriate for the annual stockholder's meeting may be taken up. Stockholders may also propose to consider such other relevant matters or issues.

**PROXY**

The undersigned stockholder ("Stockholder") of **CHARTER PING AN INSURANCE CORPORATION** (the "Corporation"), hereby appoints:

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or, in case of the his/her non-attendance,  
\_\_\_\_\_

as the Stockholder's proxy to represent the Stockholder and vote all shares registered in the name of the Stockholder in the stock and transfer book of the Corporation and/or such shares as the Stockholder is authorized to represent and vote at the annual meeting of the stockholders to be held at the Board Room, 34/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City, 1227, on 25 April 2018 immediately after the Annual Meeting of the Stockholders of AXA Philippines at 8:30 AM, and any adjournments and postponements thereof, as fully to all intents and purposes as the Stockholder might do if present and acting in person.

This proxy revokes and supersedes any previously executed proxy or proxies and shall continue until such time as the same is revoked or withdrawn. This proxy shall be valid for the purpose only of the annual meeting of the stockholders on 25 April 2018.

Signed on [date] at [place].

**[NAME OF STOCKHOLDER]**

\_\_\_\_\_  
By:

Name:

Title:

SIGNED IN THE PRESENCE OF:

\_\_\_\_\_  
Name: