

**Minutes of the Annual Stockholders Meeting
 Charter Ping An Insurance Corporation**
 Boardroom, 34th Floor, GT Tower International
 6813 Ayala Avenue, Makati City
 25 April 2018

Immediately after the Annual Stockholders meeting of AXA Philippines at 8:30 a.m.

Stockholders Present:	No. of Shares
Philippine AXA Life Insurance Corp. (through proxy)	5,124,965
Solomon S. Cua	5
Arthur V. Ty	5
Fernand Antonio Tansingco	5
Rahul Hora	5
Nicolas Fauvarque	5
Lope M. Yuvienco	5
Jaime C. Laya	5
TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING	5,125,000
TOTAL NUMBER OF OUTSTANDING SHARES	5,125,000

1. Call to Order

The Chairman, Mr. Solomon Cua, called the meeting to order immediately after the Annual Stockholders Meeting of AXA Philippines at 8:30 a.m.

The Chairman welcomed the attendees of the Stockholders' Meeting and noted the attendance of the following: Mr. Arthur V. Ty, Mr. Fernand Antonio Tansingco, Mr. Rahul Hora (President and CEO), Nicolas Fauvarque, Mr. Lope M. Yuvienco, and Mr. Jaime C. Laya (Chairperson of Board Risk Management, Audit and Compliance Committee).

The Corporate Secretary, Ms. Angelica Reyes, took the minutes thereof.

2. Certification of Notice and Quorum

The Corporate Secretary certified that written notices and proxy forms were sent to the stockholders in accordance with the By-Laws of the Corporation and certified the existence of a quorum. Majority of the subscribed shares are duly represented for this meeting.

Voting Procedure – The Corporate Secretary discussed the voting procedure for the meeting. All matters in the agenda subject to the vote of the stockholders shall be decided by the majority of 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. As required by the ASEAN Corporate Governance Scorecard, the final tally of votes will be reflected in the minutes of the meeting.

The Chairman thereafter proceeded with the order of business stated in the agenda.



3. For information: the Minutes of the Annual Meeting (26 April 2017)

The Chairman informed the stockholders that the next order of business was the approval of the Minutes of the Annual Meeting held on 26 April 2017. He manifested that the copies of the Minutes were appended to the Stockholders pack that was sent to them prior to the scheduled meeting.

Upon motion duly made and seconded, the Stockholders representing 100% of the 5,125,000 shares represented during the meeting unanimously adopted and approved the following:

RESOLUTION

“RESOLVED, that the minutes of the Annual Meeting of Stockholders held on 26 April 2017, the reading of which was dispensed with, be, as they are hereby APPROVED.”

The Corporate Secretary noted that the votes cast and received on the approval of the minutes of the Annual Meeting of the Stockholders held on 26 April 2017 were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
5,125,000	5,125,000	5,125,000	None	None

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


The Chairman asked the stockholders if there are any questions or comments on any of 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. There being none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLUTION

“RESOLVED, that all acts, resolutions and transactions of the Board of Directors and its Committees since the annual stockholders meeting on 26 April 2017 up to the present be, as they are hereby approved, confirmed, and ratified.”

The Corporate Secretary noted that the votes cast and received on the ratification of all resolutions adopted and approved by the Board of Directors and its Committees during the preceding year were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
5,125,000	5,125,000	5,125,000	None	None



5. President's Report

The Chairman then gave the floor to Mr. Rahul Hora, President and CEO, for his report.

Mr. Hora delivered the President's Report which highlighted the performance of the Company for 2018.

Mr. Hora reported that the life insurance sector in 2017 showed an 11% growth ending the year at Php 202 Billion in total premium income, a significant recovery from 2016's decline. Revenues generated from regular premiums contributed mostly to the advancement at 17%, while single premium variable insurance products remain to struggle at 1% growth owing to the volatile stock market performance. On the other hand, the non-life insurance sector posted a 7.5% increase from 2016 arriving at Php 86 Billion in gross written premiums.

For AXA Philippines, 2017 has been a milestone year as that was when it broke records. On the life insurance sector, it closed the year with Php 26.4 Billion in total premium income translating to 22% growth, twice as fast as the industry. Single premium variable products accelerated by 21% way above the market level coming primarily from the Bancassurance channel as it continues to support its bank partners, hence effectively countering the stock market volatility. Likewise for both, first year premiums and renewal premiums grew 19% and 25% respectively, outpaced market level of 17% and 18%, respectively. These were the result of continued and increased efforts on improving scale and productivity as well as persistency across both channels. Following AXA Philippines' entry into the non-life insurance business with the acquisition of Charter Ping-An, it ended with P 5.7 Billion in gross written premiums growing double than the industry as well at 16%. Therefore, AXA Philippines has maintained its #2 position in the life insurance industry and #5 in the non-life insurance industry, according to the Insurance Commission rankings.

In terms of new business sales measured in Annual Premium Equivalent (APE), both distribution channels showed stellar growth with Bancassurance growing as much as 31% and agency at 19%, combined reaching P6.31 billion in 2017. Majority or almost 70% of sales came from the Bancassurance channel because of the strong partnerships AXA Philippines has with Metrobank and PSBank. The agency channel continued to perform as well, expanding its presence with the opening of branches in Laoag, Cebu, and Eastwood in Metro Manila and by starting the year at 3,300 agents and ending notably with more than 3,700.

On Customer Centricity, AXA achieved the target at 78.2% customer satisfaction score, a +2.7% from 2016 reflecting the collaborative effort and commitment of various business units in improving the customer experience journey.

Mr. Hora continued to share key developments and achievements that signify that AXA is in the right direction in putting focus on the customer as well as long-term business value.

- 1) A partnership with the National Basketball Association (NBA) to become its official insurance partner in the Philippines was launched in May 29. The strategic partnership highlights both companies' shared principles of teamwork, integrity, courage, and innovation. It also encourages the mindset for customers to power up

their game plan, not just on the physical playing field, but also on the hard court that is life. This has further broadened AXA's market base and increased its brand awareness as it enabled AXA to reach more customers through the interactions with NBA players, the NBA 3X event and AXA's presence in the different NBA media assets.

- 2) Aligned with AXA's goal of being a customer-centric insurer, the Financial Needs Analysis (FNA) platform, both a service and a sales tool that an AXA financial coach/advisor can use to explain to the customer in easy terms why life protection is important, especially in cases of unforeseen setbacks and emergencies, was launched. It is complemented by the eFNA Lite, a page on the AXA Philippines website that offers the same functionality and benefits as the FNA tool, but with faster and easier implementation.
- 3) AXA Philippines was one of the seven entities in the world that rolled out its global brand campaign #livethelifeyouchoose which tells the story of Lisa, an AXA customer, who was one of the victims of the Nepal earthquake in 2015. This was supplemented by the well-received local brand campaign featuring local real customer stories. These campaigns have shown customers that AXA is true to its purpose of empowering people to live a better life.
- 4) Major product launches during the first half of the year cater to the investment needs of customers, such as MyAmbition launched in April, the first single premium variable life plan for young professionals that can be completely availed online; second is Retire Smart in May, a regular premium variable life plan intended for disciplined fund build-up paid until retirement date. In line with the continued focus on Protection and Health, Global Health Access Substandard, an additional feature wherein customers with high cholesterol and hypertension are now accepted; and Health Max 10-pay option were launched last quarter of the year. Furthermore, in May, Smart Traveller, a travel insurance available to purchase online, was launched.
- 5) Before the year closed, the AXA Shared Services Centre Philippines received its permit to operate and has since begun to enable business transformation and innovation for AXA entities. One of two centers in Asia, the AXA Shared Services Centre in Manila is envisioned to help fulfill the company's future-ready business strategy in the region, and will also later stand as central hubs of actuarial expertise, serving as centers of excellence in technical subjects including actuarial product pricing and valuation. It provides guidance to the Asia entities on improvements to processes and methodologies.

Overall life operations and investment activities resulted to PFRS net income at P2.4 Billion in 2017, a 40% growth from prior year, likewise for non-life, it ended positively at Php 125 Million.

5.1 Open Forum

After the President's report, the Chairman opened the floor to stockholders for questions and answers.



The Stockholders then noted the report.

6. For Information: 2017 Audited Financial Statement

The Chairman tabled the 2017 Audited Financial Statement of Charter Ping An.

Mr. Jaime C. Laya, Chairman of the Board Risk Management, Audit and Compliance Committee, presented the 2017 Audited Financial Statement of CPAIC to the Stockholders.

The Chairman asked the Stockholders if there are any questions or comments. There being none, the Stockholders noted the 2017 Audited Financial Statement.

7. Election of 2018-2019 Directors

The Chairman then announced that the election of the Board of Directors was the next in the agenda. He declared that seven (7) directors were nominated for the eleven (11) seats in the Board of Directors.

The following were nominated in the Board of Directors:

1. Solomon S. Cua
2. Arthur V. Ty
3. Fernand Antonio Tansingco
4. Rahul Hora
5. Nicolas Fauvarque
6. Jaime C. Laya
7. Lope M. Yuvienco

And as advisers to the Board:

1. Vy Tonne So
2. Robert Yu
3. Bruno Pesenti

The Corporate Secretary reminded the Stockholders that Section 7 of Article II of the Company's By-Laws provides that present Stockholders may vote in person or by proxy executed in writing by the stockholder or his duly-authorized attorney-in-fact. Each of the Stockholder has one vote per share multiplied by the number of directors to be elected and that a Stockholder may divide his votes amongst the candidates in accordance with his preference.

Each of the individual Stockholders present voted in person while AXA Philippines voted through a proxy issued in favor of Mr. Rahul Hora and Mr. Solomon Cua.

Considering that there were only 7 persons nominated to and qualified for the 11 seats in the Board, it was moved that all unqualified votes be cast in favor of all the 7 individuals who were nominated as members of the Board of Directors for the Year 2018 and in favor of Messrs. Vy Tonne So, Robert Yu and Bruno Pesenti as Advisers to the Board. Thus, upon motion duly made and seconded, the Stockholders representing 100% of the 512,500,00 shares represented during the meeting unanimously passed and adopted the following resolution:



RESOLUTION

"**RESOLVED**, that the following persons are hereby elected directors of Charter Ping An for a period of one (1) year and until their successors shall have been duly elected and qualified:

Solomon S. Cua
Arthur V. Ty
Fernand Antonio Tansingco
Rahul Hora
Nicolas Fauvarque

Independent Directors:

Jaime C. Laya
Lope M. Yuvienco"

The Corporate Secretary noted that the votes cast and received on the election of the 2018-2019 Directors were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
5,125,000	5,125,000	5,125,000	None	None

8. Amendment of Articles of Incorporation and By-Laws

The Chairman informed the Stockholders a further item to be discussed was the amendment of the Articles of Incorporation and By-laws of the Corporation. After some discussion, and upon motion duly made and seconded, the following resolutions were unanimously approved:

"**RESOLVED**, that the Title of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**"AMENDED ARTICLES OF INCORPORATION
OF
CHARTER PING AN INSURANCE CORPORATION
(Formerly: PHILIPPINE CHARTER INSURANCE CORPORATION)
"doing business under the trade names: "AXA PHILIPPINES",
"PHILIPPINE AXA", and "AXA".**

"**RESOLVED**, that Article III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE III

That the place where the principal office of the corporation is to be located or established at 29TH FLOOR GT TOWER INTERNATIONAL, 6813 AYALA AVENUE, MAKATI CITY



“RESOLVED FURTHER, that Article VI of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

“ARTICLE VI

“That the number of directors of said corporation shall be **SEVEN (7)**, and that the names, nationalities, and residence of the directors of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows, to wit: xxx.

“RESOLVED FURTHER, that the Title of the By-laws is hereby amended to read as follows:

AMENDED BY-LAWS
OF
CHARTER PING AN INSURANCE CORPORATION
(Formerly: PHILIPPINE CHARTER INSURANCE CORPORATION)
“doing business under the trade names: “AXA PHILIPPINES”
“PHILIPPINE AXA”, and “AXA”.

“RESOLVED FURTHER, that Article III of the By-laws is hereby amended to read as follows:


“ARTICLE III
BOARD OF DIRECTORS

“Section 1. Composition – The Board of Directors shall consist of **seven (7)** members who shall be elected or removed by the stockholders. **Two (2)** members of the Board shall be nominated by the Minority Stockholders, provided that at least two (2) members, one nominated by each of the Majority Stockholders and Minority Stockholders shall act as an Independent Director.

xxx

“Section 7. Quorum – A quorum for a meeting of the Board of the Corporation shall require the presence of at least **four (4)** directors. Subject to the succeeding sections or where the law requires a greater number, a majority of the directors present shall be necessary to decide any matter that may come before any meeting of the Board of Directors, provided at least one (1) director nominated by the Minority Stockholders be present. The requirement for the presence of a director nominated by the Minority Stockholders shall not be necessary if after at least three (3) days’ notice, such nominee fails to attend a second postponement of the same adjourned meeting.

“Section 8. Special voting requirement – The following corporate acts shall require the presence and affirmative votes of at least **four (4)** directors, including one (1) director representing the Minority Stockholders at a meeting duly called for the purpose: xxx



“RESOLVED FURTHER, that Article IV of the By-laws is hereby amended to read as follows:

**“ARTICLE IV
EXECUTIVE COMMITTEE**

“Section 1. Creation- The Board of Directors shall create an Executive Committee consisting of **five (5)** members. **Three (3)** members of the Executive Committee, including the Chairman shall be appointed by the Majority Stockholders and the other **two (2)** members will be appointed by the Minority Stockholders.

“RESOLVED FURTHER, that the Corporation be, and it is hereby, authorized to file an application with the Insurance Commission and Securities and Exchange Commission for the approval of the foregoing amendment to the Articles of Incorporation and By-laws of the Corporation.

“RESOLVED FINALLY, that the Corporation’s Corporate Secretary or her assistants, or any of the Directors of the Corporation are hereby authorized to sign, execute, and deliver and other related documents, and instruments as may be necessary and appropriate to fully implement these resolutions to amend the Articles of Incorporation and By-laws of the Corporation.

The Corporate Secretary noted that the votes cast and received on the amendment of the Articles of Incorporation and By-laws of the Corporation were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
5,125,000	5,125,000	5,125,000	None	None

9. Other matters/Adjournment

The Chairman asked the Secretary if there are other matters to be discussed. The Secretary answered in the negative. There being no other matters to discuss, the meeting was adjourned at 9:00a.m.


ANGELICA S. REYES
Corporate Secretary

Attested by:


SOLOMON S. CUA
Chairman