

SUN LIFE FINANCIAL PLANS, INC.

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS

Held on 15 March 2024 at 2:54 p.m. to 3:00 p.m.
Board Room, 12th Floor Sun Life Centre, Bonifacio Global City, Taguig City

Stockholders Present:	Number of Shares Held:	
	Common	Preferred
SUN LIFE OF CANADA (PHILIPPINES), INC. <i>- represented by Benedicto C. Sison</i>	2,999,995	2,000,000
FRANCISCO S.A. SANDEJAS ¹	1	0
BENEDICTO C. SISON ²	1	0
MARIA SACHIKO A. PANG ³	1	0
LUCY C.L. CHOU ⁴	1	0
OSCAR S. REYES ⁵	1	0
<i>Total Present:</i>	<u>3,000,000</u>	<u>2,000,000</u>
<i>Outstanding Capital Stock:</i>	3,000,000	2,000,000

ALSO PRESENT:

CANDY S. ESTEBAN
GAURAV MISHRA
LEO CARL T. CHIN
JOEL O. BUNGABONG
MARIA TERESA A. CO
ABIGAIL L. VIAJE
KEN S. SAN JUAN
EDGAR S. TORDESILLAS
PAOLO P. MACAPAGAL
ANNA KATRINA C. KABIGTING-IBERO
HOPE JAN C. CANDIDO
KAREN ANN M. MERZA

¹ Independent Director; Chairman of the Audit, Compliance and Corporate Governance Committee; Member of the Review Committee for Related Party Transactions

² Chief Executive Officer and Country Head of Sun Life Philippines

³ President

⁴ Chairman of the Board; Non-Executive Director; Member of the Audit, Compliance and Corporate Governance Committee; Member of the Review Committee for Related Party Transactions

⁵ Independent Director; Member of the Audit, Compliance and Corporate Governance Committee; Chairman of the Review Committee for Related Party Transactions

1. CALL TO ORDER

Ms. Lucy C.L. Chou, Chairperson, called the Annual Meeting of the Stockholders of Sun Life Financial Plans, Inc. (“SLFPI”) to order and presided over the same. The Assistant Corporate Secretary, Atty. Hope Jan C. Candido, recorded the minutes of the meeting.

2. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary, Atty. Anna Katrina C Kabigting-Ibero, certified that all Stockholders of the Corporation were notified of the meeting and that a quorum existed to transact business.

3. MINUTES OF THE PREVIOUS MEETING

The minutes of the meeting held on 01 March 2023 was presented to the Stockholders by the Chairperson. To give Stockholders adequate time to review the minutes of the meeting held on 01 March 2023, copies thereof were circulated to the Stockholders prior to the meeting.

Upon motion duly made and seconded, the Stockholders present during the meeting unanimously approved the minutes of the meeting held on 01 March 2023. Affixing of signatures of the Stockholders to the approved minutes shall be done via DocuSign.

Tabulation of Votes		
Stockholder	Ownership	Vote
SUN LIFE OF CANADA (PHILIPPINES), INC. <i>(represented by its proxy, Benedicto C. Sison)</i>	4,999,995	Approve
Lucy C.L. Chou	1	Approve
Francisco S.A. Sandejas	1	Approve
Maria Sachiko A. Pang	1	Approve
Benedicto C. Sison	1	Approve
Oscar S. Reyes	1	Approve
Total Approving: 5,000,000 / 5,000,000 or 100% of the outstanding capital stock		
Total Dissenting: 0		
Total Abstaining: 0		

4. MATTERS ARISING FROM THE MINUTES OF THE PREVIOUS MEETING

There were no matters arising from the previous meeting and the Stockholders proceeded to the next item on the agenda.

5. CONFIRMATION AND RATIFICATION OF ALL ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS

Upon motion duly made and seconded, the Stockholders present during the meeting unanimously approved the following resolution:

"RESOLVED, that all resolutions, acts, and proceedings of the Board of Directors and the corporate officers of Sun Life Financial Plans, Inc. from 2023 up to the present be, as they are hereby, approved, confirmed, and ratified as if each of such resolutions, acts, and proceedings had been adopted with specific and special authorization by the stockholders in a meeting duly convoked and held."

Tabulation of Votes		
Stockholder	Ownership	Vote
SUN LIFE OF CANADA (PHILIPPINES), INC. <i>(represented by its proxy, Benedicto C. Sison)</i>	4,999,995	Approve
Lucy C.L. Chou	1	Approve
Francisco S.A. Sandejas	1	Approve
Maria Sachiko A. Pang	1	Approve
Benedicto C. Sison	1	Approve
Oscar S. Reyes	1	Approve
Total Approving: 5,000,000 / 5,000,000 or 100% of the outstanding capital stock		
Total Dissenting: 0		
Total Abstaining: 0		

6. ANNUAL REPORT ON OPERATIONS

Ms. Maria Sachiko A. Pang, President, presented the Annual Report on Operations.

As the Stockholders did not raise any question, the meeting proceeded to the next item in the agenda.

7. ELECTION OF DIRECTORS FOR 2024-2025

The Corporate Secretary explained the voting procedure. Each Stockholder has one vote per share multiplied by the number of directors to be elected and a Stockholder can divide his/her votes among the candidates in accordance with his/her preference.

The Corporate Secretary reported that the Audit, Compliance and Corporate Governance Committee held a meeting on 15 March 2024, prior to the Stockholders' Meeting, to identify and review the qualifications and attributes of the individuals who would be recommended for election as Directors and in accordance with SLFPI's Manual on Corporate Governance nominated the following Directors for the term 2024 to 2025:

Chia-Ling Chou a.k.a. Lucy Chou*
 Maria Sachiko A. Pang
 Benedicto C. Sison
 Oscar S. Reyes (independent)
 Francisco S.A. Sandejas (independent).

**to serve as such until 28 March 2024*

Upon motion duly made and seconded, the Stockholders present during the meeting unanimously approved the following resolution:

"RESOLVED, that the following be, as they are hereby, elected as the Directors of Sun Life Financial Plans, Inc. for the year 2024-2025 and until their successors shall have been duly elected and qualified:

Chia-Ling Chou a.k.a. Lucy Chou, Chairman
 Maria Sachiko A. Pang
 Benedicto C. Sison
 Oscar S. Reyes (independent)
 Francisco S.A. Sandejas (independent).*

**to serve as such until 28 March 2024"*

Tabulation of Votes		
Stockholder	Ownership	Vote
SUN LIFE OF CANADA (PHILIPPINES), INC. <i>(represented by its proxy, Benedicto C. Sison)</i>	4,999,995	Approve
Lucy C.L. Chou	1	Approve
Francisco S.A. Sandejas	1	Approve
Maria Sachiko A. Pang	1	Approve
Benedicto C. Sison	1	Approve
Oscar S. Reyes	1	Approve

<p>Total Approving: 5,000,000 / 5,000,000 or 100% of the outstanding capital stock Total Dissenting: 0 Total Abstaining: 0</p>

8. APPOINTMENT OF EXTERNAL AUDITOR

Upon motion duly made and seconded, the Stockholders present during the meeting unanimously approved the following resolutions:

“RESOLVED, that the firm Navarro Amper & Co./ Deloitte Touche Tohmatsu be appointed as the External Auditor of Sun Life Financial Plans, Inc. (the “Corporation”) for the audit year 2024.

“RESOLVED FURTHER, that any two (2) of the following officers, acting jointly, namely, the President and Treasurer, be appointed as the Corporation’s representatives to execute and sign, on behalf of the Corporation, such deeds and instruments as may be necessary to implement the foregoing.”

Tabulation of Votes		
Stockholder	Ownership	Vote
SUN LIFE OF CANADA (PHILIPPINES), INC. <i>(represented by its proxy, Benedicto C. Sison)</i>	4,999,995	Approve
Lucy C.L. Chou	1	Approve
Francisco S.A. Sandejas	1	Approve
Maria Sachiko A. Pang	1	Approve
Benedicto C. Sison	1	Approve
Oscar S. Reyes	1	Approve
<p>Total Approving: 5,000,000 / 5,000,000 or 100% of the outstanding capital stock Total Dissenting: 0 Total Abstaining: 0</p>		

9. OTHER MATTERS

The Chairperson opened the floor for questions from the Stockholders on other matters they may want to raise for discussion. Hearing no comments or questions, the Chairperson closed this item and moved to the next item on the agenda.

10. ADJOURNMENT

There being no other matter to discuss, the meeting was adjourned at 3:00 p.m.

HOPE JAN C. CANDIDO
Assistant Corporate Secretary

Attested by:

LUCY C.L. CHOU

BENEDICTO C. SISON
*(as Proxy holder of SLOCPI
and Stockholder)*

MARIA SACHIKO A. PANG

OSCAR S. REYES

FRANCISCO S.A. SANDEJAS