

**AGENDA FOR THE REGULAR MEETING OF THE BOARD OF DIRECTORS
AND STOCKHOLDERS***

Date : 15 December 2023
Duration : 11:15 a.m. – 1:00 p.m.
Place : Board Room, 6/F Sun Life Centre, 5th Ave. cor. Rizal Drive, BGC, Taguig City

BUSINESS		RESPONSIBLE PARTY	ACTION REQUIRED	APPENDIX
1	Call to Order (11:15)	Chairman		
2	Certification of Notice and Quorum (11:16)	Corporate Secretary	Note	
3	Minutes of the Previous Meetings (3) (05 September 2023 - Board Retreat, 06 September 2023 - Regular Board, and 20 October 2023 - Special Meeting) (11:17)	Chairman	Approve	/
4	Matters Arising from the Previous Meeting: None (11:18)	Chairman	Note	
5	Updates from the Corporate Governance, Nomination and Remuneration Committee (11:19-11:22)	Committee Chairman	Note	
5a	a. Review the Performance of the: 1) CEO and 2) President		Approve	
5b	b. Review of Compensation of Key Officers		Approve	
5c	c. Review of Independent Director's Compensation* (for approval of the Board and the Stockholders)		Approve	
5d	d. Resignation and Election of Director		Approve	
6	Updates from the Audit, Risk Management and the Review of Related Party Transactions Committee (11:23-11:25)	Committee Chairman	Note	
7	Business Review (11:26-11:40)	Alexander S. Narciso	Note	/
8	2024 Final Business Plans (11:41-11:50) (as presented in the Financial Review Report)	Alexander S. Narciso Candy S. Esteban	Approve	/
9	Actuarial Reports on: (11:51-11:55)	Abigail L Viaje	Note	
9a	a. Life Insurance Capital Adequacy Testing Report (LICAT) and Risk-Based Capital Requirements (RBC)		Note	/
9b	b. Financial Condition Testing Report		Note	/
9c	c. Dividend Scale for 2024/2025		Approve	/
10	Investments Report (11:56-12:10)	Ivan P. Corcuera	Note	/
11	Litigation Report (12:11-12:15)	Edgar S. Tordesillas	Note	/

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12	Board Effectiveness Questionnaire (12:16 – 12:20)	Corporate Secretary	Note	/
13	Code of Conduct Exception Declaration Form (12:21 – 12:25)	Maria Teresa A. Co	Note	/
14	Forward Agenda (12:26)	Corporate Secretary	Approve	/
15	Schedule of Meetings for 2024-2025 (12:27)	Corporate Secretary	Approve	/
16	Updates from the Policy Approval Committee (12:28 – 12:30)	Edgar S. Tordesillas	Note	/
17	Set-up, Closure & Transfer of Branches (12:31– 12:33)	Candy S. Esteban	Approve	/
18	Other Matters: (12:34)	Chairman	Note	
18a	a. Financial Consumer Protection Act (FCPA) Action Plan	Alexander S. Narciso	Approve	/
18b	b. BIR Authorization	Candy S. Esteban	Approve	/
18c	c. Delegation of Approval of Opening, Transfer, and Closure of Branches, Service Centers, and Offices	Candy S. Esteban	Approve	/
18d	d. Updating of List of SEC Authorized e-Filers	Corporate Secretary	Approve	/
18e	e. For Ratification: Continuation of Term of Chairman Camacho	Corporate Secretary	Ratify	/
18f	f. Results of IC Examination on 2022 Annual Statement	Candy S. Esteban	Note	/
18g	g. NBM Loan (to be discussed via private meeting)	Candy S. Esteban	Approve	
19	Adjournment (12:35)	Chairman	Approve	

Distribution List

Stockholders and Directors

- Jose Isidro N. Camacho*, Chairman and Independent Director
- Benedicto C. Sison, Country Head and CEO, and in his capacity of proxy holder of Sun Life of Canada (Netherlands), B.V, 99.99% owner of SLOCP
- Alexander S. Narciso, President
- Francisco S. A. Sandejas, Independent Director
- Lucy C.L. Chou
- Ingrid Gail Johnson

Attendees

- Candy S. Esteban, Treasurer & Chief Financial Officer
- Abigail I. Viaje, Chief Actuary
- Maria Sachiko A. Pang, Chief Financial Management Officer
- Ria V. Mercado, Chief Risk Officer
- Joel O. Bungabong, Internal Auditor
- Kenneth Li, Vice President, Head of Internal Audit, Asia
- Ivan P. Corcuera, Head of Investments
- Maria Teresa A. Co, Chief Compliance Officer
- Gaurav Mishra, Chief Operations and Digital Enterprise Officer
- Pia Angelica Javier, Chief Technology Modernization Officer
- Edgar S. Tordesillas, General Counsel

- Paolo P. Macapagal, Deputy General Counsel
- Anna Katrina C. Kabigting-Ibero, Corporate Secretary
- Frances Ianna S. Canto, Assistant Corporate Secretary
- Jennifer R. Samodio, Administrative Assistant