

Annex “A”

ANNEX TO THE AGENDA

Sun Life Prosperity Achiever Fund 2028, Inc.
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Achiever Fund 2048, Inc.
Sun Life Prosperity World Equity Index Feeder Fund, Inc.

Acts and Proceedings of the Board and Corporate Officers for Confirmation and Ratification of the Stockholders:

1. Election and/or appointment of officers, committee members and representatives to the Philippine Investment Funds Association (PIFA)
2. Continuation of the Management Agreement and Distribution Agreement and Transfer Agency Agreement with Sun Life Asset Management Company, Inc. (SLAMCI)
3. Amendment of Prospectus
4. Change in Cash/Liquidity and Peso Bond Benchmarks
5. Approval of the 2021 Audited Financial Statements
6. Approval of Manual on Corporate Governance
7. Approval of Board Committee Charters
8. Reduction in Minimum Initial and Subsequent Investment Amounts of Sun Life Prosperity Funds¹
9. The joint holding of the Sun Life Prosperity Funds’ Annual Stockholders’ Meetings on 13 July 2022 through remote communications in accordance with SEC Memorandum No. 6, dated March 12, 2020, using Zoom’s Video Conferencing facility. Stockholders of record of the Funds as of 30 April 2022 shall be entitled to notice of and to attend and vote at said meeting.

¹ Sun Life Prosperity World Equity Index Feeder Fund

(DRAFT) MINUTES OF THE JOINT ANNUAL STOCKHOLDERS' MEETING

Sun Life Prosperity Achiever Fund 2028, Inc.
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Achiever Fund 2048, Inc.
Sun Life Prosperity World Equity Index Feeder Fund, Inc.

Held on 14 July 2021 from 11:23am a.m. to 11:41a.m.
via Zoom Conference

Total number of shares present and represented: Please see Annex "A"

**Members of the Board
of Directors Present:**

BENEDICTO C. SISON
MA. JOSEFINA A. CASTILLO
GERALD L. BAUTISTA
OSCAR M. ORBOS*
ALELI ANGELA G. QUIRINO*
OSCAR S. REYES*
CIELITO F. HABITO*

Also Present:

VALERIE N. PAMA
TERESITA J. HERBOSA
CANDY S. ESTEBAN
MICHAEL GERARD D. ENRIQUEZ
EDGAR S. TORDESILLAS
SHERWIN S. SAMPANG
ANNA KATRINA C KABIGTING-IBERO
FRANCES IANNA S. CANTO
MARIA JUNIFER L. MALIGLIG

1. CALL TO ORDER

Mr. Benedicto C. Sison, Chairman, called to order the Joint Annual Stockholders' Meeting of the Sun Life Prosperity Achiever Fund 2028, Inc. ("Achiever Fund 2028"), Sun Life Prosperity Achiever Fund 2038, Inc. ("Achiever Fund 2038"), Sun Life Prosperity Achiever Fund 2048, Inc. ("Achiever Fund 2048"), and Sun Life Prosperity World Equity Index Feeder Fund, Inc. ("WEIFF"), which are collectively known as the Sun Life Prosperity Funds (the "Funds"). He thereafter presided over the same. Atty. Frances Ianna S. Canto, Assistant Corporate Secretary, recorded the minutes thereof.

2. PROOF OF NOTICE OF MEETING

Atty. Anna Katrina Kabigting-Ibero, Corporate Secretary, confirmed that the holding of the virtual annual stockholders meeting is in accordance with the requirements set forth by the Securities and Exchange Commission. Likewise, the necessary approvals from the Board of Directors have been obtained and all requirements have been complied with in order to protect the interests of the stockholders.

Thereafter, she certified that the stockholders of record as of 30 April 2021 were duly notified of the meeting. The notices were sent electronically to said stockholders of record.

3. CERTIFICATION OF QUORUM

The Chairman then directed the Corporate Secretary to do a roll call. In response, each attendee stated for the record the following information: (a) his/her full name and position; (b) his/her location; (c) confirmation that he/she can clearly hear and see the other attendees; (d) confirmation that he/she received the Notice of the Meeting including the agenda and materials; and (e) the device being used to attend the meeting.

The Corporate Secretary, thereafter, confirmed and noted the respective declarations of the participants, and certified the existence of a quorum, there being present and represented by proxy at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation as of 30 April 2021. The attendance is set forth in Annex "A" of the minutes.

Stockholders have dialed into the meeting because of current travel restrictions. However, in view of recent regulations under the Revised Corporation Code of the Philippines allowing attendance to stockholders' meetings via remote communication, the stockholders may choose to continue attending meetings via videoconferencing, teleconferencing, or other alternative modes of communication despite the lifting of travel restrictions. The Secretary reported the attendance based on the Attendance Sheet as well as the proxies received before the meeting.

4. CHAIRMAN'S ADDRESS

The Chairman, Mr. Benedicto C. Sison, welcomed the stockholders to the Sun Life Prosperity Funds' annual meeting. In his message, Mr. Sison emphasized how 2020 was both memorable and challenging as the Company strived to keep its clients as the top priority. He shared that Sun Life's focus for 2020 was to deliver the best service possible notwithstanding the unusual circumstances brought about by the pandemic.

According to Mr. Sison, Sun Life's foresight in implementing the Online Payment Page, Auto-Invest Program, Bills Payment Program and SLAMCI Online paid off during the pandemic. These digital capabilities were complemented with constant communications with clients through monthly webinars and regular newsletters shared via email. Thus, in 2020, Sun Life Asset Management and Company, Inc.'s (SLAMCI) assets under management grew to Php127billion representing an almost 60% year-on-year growth, which is double than the mutual fund industry growth rate.

Focusing on the four (4) unitized funds, Mr. Sison reported that while the three (3) Achiever Funds remained challenged in terms of providing returns as the local equities market continued to struggle, the launch of the World Equity Index Feeder Fund (WEIFF) in July 2020 seemed almost serendipitous. Through the WEIFF, Mr. Sison stated that investors were able to capitalize and take advantage of the faster recovery of the global equities market. As a result, WEIFF already grew to more than Php2.5billion as of its first anniversary with a one-year investment return of 30.52%.

In ending his address, Mr. Sison reiterated that Sun Life is anchored on its commitment to be its clients' partner to prosperity. According to him, this commitment is what will guide the organization to transform with the time not only responding to the changes, but also anticipating them to provide financial solutions in a timely manner.

5. **REVIEW OF 2020 OPERATIONS**

Ms. Candy S. Esteban, Treasurer of the Funds, presented a review of the Funds' operations and financial performance in 2020.

6. **2020 FUND PERFORMANCE**

Mr. Michael Gerard D. Enriquez presented a review of the Funds' performance in 2020.

7. **ELECTION OF DIRECTORS FOR THE TERM 2021 TO 2022**

The Corporate Secretary explained the election process and nomination criteria. She added that details on these have been circulated to the stockholders via the SEC Form 20-IS that was sent to them prior to the annual meeting.

With the affirmative vote of 50% + 1 of the outstanding capital stock, the following were elected as members of the Boards of Directors:

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

1. Benedicto C. Sison
2. Maria Josefina A. Castillo
3. Aleli Angela G. Quirino (independent)
4. Oscar S. Reyes (independent)
5. Oscar M. Orbos (independent)

SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

1. Benedicto C. Sison
2. Maria Josefina A. Castillo
3. Aleli Angela G. Quirino (independent)
4. Oscar S. Reyes (independent)
5. Cielito F. Habito (independent)

SUN LIFE PROSPERITY ACHIEVER FUND 2048, INC.

1. Benedicto C. Sison
2. Maria Josefina A. Castillo
3. Aleli Angela G. Quirino (independent)
4. Oscar S. Reyes (independent)
5. Cielito F. Habito (independent)

SUN LIFE PROSPERITY WORLD EQUITY INDEX FEEDER FUND, INC.

1. Benedicto C. Sison
2. Maria Josefina A. Castillo
3. Oscar M. Orbos (independent)
4. Aleli Angela G. Quirino (independent)
5. Oscar S. Reyes (independent)
6. Gerald L. Bautista

8. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

After discussion, upon motion made and duly seconded, the stockholders present or represented by proxy during the meeting unanimously approved the minutes of the meetings held on 22 July 2020.

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

After discussion, upon motion made and duly seconded, the stockholders present or represented by proxy during the meeting unanimously approved /ratified all acts and proceedings of the Board of Directors and Corporate Officers in relation to the management and administration of the Fund.

10. APPOINTMENT OF EXTERNAL AUDITOR

After discussion, upon motion made and duly seconded, the stockholders present or represented by proxy during the meeting unanimously approved the appointment of Navarro Amper and Co./Deloitte Touche Tohmatsu as the Funds' external auditor for 2021.

11. OTHER MATTERS and ADJOURNMENT

There being no other matter for discussion, upon motion duly made and seconded, the Joint Annual Stockholders' Meeting of the Sun Life Prosperity Funds was adjourned at 11:41 a.m.

FRANCES IANNA S. CANTO
Assistant Corporate Secretary

ATTESTED TO BY:

BENEDICTO C. SISON
Chairman
Sun Life Prosperity Funds*

**MA. JOS
EFINA A. CASTILLO**
President
Sun Life Prosperity Funds*

GERALD L. BAUTISTA
Director
Sun Life Prosperity World Equity Index Feeder
Fund, Inc.

ALELI ANGELA G. QUIRINO
Independent Director
Sun Life Prosperity Funds*

OSCAR M. ORBOS
Independent Director
Sun Life Prosperity Achiever Fund 2028, Inc.
Sun Life Prosperity World Equity Index Feeder
Fund, Inc.

OSCAR S. REYES
Independent Director
Sun Life Prosperity Funds*

CIELITO F. HABITO
Independent Director
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Achiever Fund 2048, Inc.

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Annex "A"

Stockholders Present:

No. of Shares Represented:

Sun Life Prosperity Achiever Fund 2028, Inc.

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

(by proxy, Mr. Gerald L. Bautista)

49,999,995

BENEDICTO C. SISON

1

MA. JOSEFINA A. CASTILLO

1

OSCAR M. ORBOS

1

ALELI ANGELA G. QUIRINO

1

OSCAR S. REYES

1

Total

50,000,000

Sun Life Prosperity Achiever Fund 2038, Inc.

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

(by proxy, Mr. Gerald L. Bautista)

49,999,995

BENEDICTO C. SISON

1

MA. JOSEFINA A. CASTILLO

1

CIELITO F. HABITO

1

ALELI ANGELA G. QUIRINO

1

OSCAR S. REYES

1

Total

50,000,000

Sun Life Prosperity Achiever Fund 2048, Inc.

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

(by proxy, Mr. Gerald L. Bautista)

49,999,995

BENEDICTO C. SISON

1

MA. JOSEFINA A. CASTILLO

1

ALELI ANGELA G. QUIRINO

1

CIELITO F. HABITO

1

OSCAR S. REYES

1

Total

50,000,000

Sun Life Prosperity World Equity Index Feeder Fund, Inc.

SUN LIFE ASSET MANAGEMENT COMPANY, INC.

(by proxy, Mr. Gerald L. Bautista)

49,999,994

BENEDICTO C. SISON

1

MA. JOSEFINA A. CASTILLO

1

OSCAR S. REYES

1

OSCAR M. ORBOS

1

ALELI ANGELA G. QUIRINO

1

GERALD L. BAUTISTA

1

50,000,000

PROXY FORM

I/we, _____ hereby nominate, constitute and appoint Ms. VALERIE N. PAMA, President, with right of substitution and revocation, to represent and vote all shares registered in my/our name or owned by me/us and/or such shares as I am/we are authorized to represent and vote in my/our capacity as administrator, executor or attorney-in-fact for any and all matters presented during the Annual **Stockholders'** Meeting on 13 July 2022, and all adjournments and postponements thereof, in the following funds (*please tick all applicable*):

- Sun Life Prosperity Achiever Fund 2028, Inc.
- Sun Life Prosperity Achiever Fund 2038, Inc.
- Sun Life Prosperity Achiever Fund 2048, Inc.
- Sun Life Prosperity World Equity Index Feeder Fund, Inc.

This Proxy revokes all proxies which I/we may have previously executed concerning the above matters. This proxy shall be effective until withdrawn by me/us through notice in writing, or superseded by subsequent proxy, delivered to the Corporate Secretary at least ten (10) days before the Annual **Stockholders'** Meeting or any adjournments and postponements thereof, but shall cease to apply in instances where I/we personally attend the meeting.

EXECUTED ON _____ AT _____.

Printed Name and Signature

BALLOT
(VOTING IN ABSENTIA FORM)

I/we, _____ hereby vote all shares registered in my/our name or owned by me/us and/or such shares on all matters presented during the Annual **Stockholders'** Meeting on 13 July 2022, and all adjournments and postponements thereof, in the following funds (*please tick all applicable*):

- Sun Life Prosperity Achiever Fund 2028, Inc.
- Sun Life Prosperity Achiever Fund 2038, Inc.
- Sun Life Prosperity Achiever Fund 2048, Inc.
- Sun Life Prosperity World Equity Index Feeder Fund, Inc.

1. VOTE FOR NOMINEES (A vote "FOR" the election of the nominees is recommended.)

For	Against	
<input type="checkbox"/>	<input type="checkbox"/>	Authority to vote for all nominees (Please refer to Annex "A")

2. OTHERS (A vote "FOR" the following items is recommended.)

For	Against	
<input type="checkbox"/>	<input type="checkbox"/>	Approval of the Minutes of 2021 Joint Annual Stockholders' Meetings (<i>held on 14 July 2021</i>)
<input type="checkbox"/>	<input type="checkbox"/>	Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers
<input type="checkbox"/>	<input type="checkbox"/>	Re-appointment of Navarro Amper & Co./Deloitte Touche Tohmatsu as External Auditor for 2022

This Form revokes all documents which I/we may have previously executed concerning the above matters. This Form shall be effective until withdrawn by me/us through notice in writing, or superseded by the execution of a subsequent Form, delivered to the Corporate Secretary at least ten (10) days before the Annual **Stockholders'** Meeting or any adjournments and postponements thereof, but shall cease to apply in instances where I/we personally attend the meeting.

EXECUTED ON _____ AT _____.

Printed Name and Signature

ANNEX A:

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS FOR 2022

Please tick the box to signify your vote for the nominee. If you have ticked "FOR" under Item 1 of the Ballot (Voting in Absentia Form), we will consider this as a vote FOR all of the nominees below.

SUN LIFE PROSPERITY ACHIEVER FUND 2028, INC.

- Benedicto C. Sison
- Valerie N. Pama
- Aleli Angela G. Quirino
- Oscar S. Reyes
- Teresita J. Herbosa

SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

- Benedicto C. Sison
- Valerie N. Pama
- Aleli Angela G. Quirino
- Oscar S. Reyes
- Teresita J. Herbosa

SUN LIFE PROSPERITY ACHIEVER FUND 2048, INC.

- Benedicto C. Sison
- Valerie N. Pama
- Aleli Angela G. Quirino
- Oscar S. Reyes
- Cielito F. Habito

SUN LIFE PROSPERITY WORLD EQUITY INDEX FEEDER FUND, INC.

- Benedicto C. Sison
- Valerie N. Pama
- Gerald L. Bautista
- Aleli Angela G. Quirino
- Oscar S. Reyes
- Cesar Luis F. Bate