

(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.
Sun Life Prosperity Peso Voyager Feeder Fund, Inc.
Sun Life Prosperity World Income Fund, Inc.

Held on 16 July 2024 from 11:35 a.m. to 11:40 a.m.
Held at the 6F Board Room Sun Life Centre, Bonifacio Global City, Taguig City

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

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

BENEDICTO C. SISON
VALERIE N. PAMA
GERALD L. BAUTISTA
TERESITA J. HERBOSA*
ALELI ANGELA G. QUIRINO*
OSCAR S. REYES*[^]
CIELITO F. HABITO*
CESAR LUIS F. BATE*

**Independent Director
^Joined via Zoom Videoconference*

Also Present:

JEANEMAR S. TALAMAN
CANDY S. ESTEBAN
MARIA SACHIKO A. PANG
GAURAV MISHRA
RIA V. MERCADO
MARIA TERESA A. CO
JOEL O. BUNGABONG
RITCHIE RYAN G. TEO
ALEISTER CRUZ
PAOLO P. MACAPAGAL
ANNA KATRINA C KABIGTING-IBERO
FRANCES IANNA S. CANTO
KAREN ANN M. MERZA
DELOITTE TOUCHE TOHMATSU/ NAVARRO
AMPER & CO
Represented by ELAINE LORESCO

1. CALL TO ORDER

Mr. Benedicto C. Sison, Chairperson, 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"), Sun Life Prosperity World Equity Index Feeder Fund, Inc. ("WEIFF"), Sun Life Prosperity Peso Voyager Feeder Fund, Inc. ("Peso Voyager Fund"), and Sun Life Prosperity World Income, Fund ("World Income Fund"), 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 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 2024 were duly notified of the meeting. The notices were sent electronically to said Stockholders of record.

3. CERTIFICATION OF QUORUM

The Corporate Secretary certified the existence of a quorum.

4. CHAIRMAN'S ADDRESS

The Stockholders unanimously agreed to dispense with the Chairman's address and proceeded to the next item on the agenda

5. REVIEW OF 2023 OPERATIONS

Ms. Jeanemar S. Talaman, Treasurer of the Funds, informed the Stockholders that her report during the previous meeting covered the full year 2024 operations of the Funds. The Stockholders noted this and proceeded to the next item on the agenda.

6. 2023 FUND PERFORMANCE

The Stockholders unanimously agreed to dispense with the report on Fund Performance and proceeded to the next item on the agenda

7. ELECTION OF DIRECTORS FOR THE TERM 2024 TO 2025

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. Valerie N. Pama
3. Oscar S. Reyes
4. Aleli Angela G. Quirino
5. Teresita J. Herbosa

SUN LIFE PROSPERITY ACHIEVER FUND 2038, INC.

1. Benedicto C. Sison
2. Valerie N. Pama
3. Oscar S. Reyes
4. Aleli Angela G. Quirino
5. Teresita J. Herbosa

SUN LIFE PROSPERITY ACHIEVER FUND 2048, INC.

1. Benedicto C. Sison
2. Valerie N. Pama
3. Teresita J. Herbosa
4. Aleli Angela G. Quirino
5. Cielito F. Habito

SUN LIFE PROSPERITY PESO VOYAGER FEEDER FUND, INC.

1. Benedicto C. Sison
2. Valerie N. Pama
3. Gerald L. Bautista
4. Oscar S. Reyes
5. Cielito F. Habito
6. Teresita Herbosa

SUN LIFE PROSPERITY WORLD EQUITY INDEX FEEDER FUND, INC.

1. Benedicto C. Sison
2. Valerie N. Pama
3. Gerald L. Bautista
4. Oscar S. Reyes
5. Aleli Angela G. Quirino
6. Cesar Luis F. Bate

SUN LIFE PROSPERITY WORLD INCOME FUND, INC.

1. Benedicto C. Sison
2. Valerie N. Pama
3. Gerald L. Bautista
4. Aleli Angela G. Quirino
5. Oscar S. Reyes
6. Teresita Herbosa

8. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

After discussion, and 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 11 July 2023.

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

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 FOR AUDIT YEAR 2024

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 2024.

11. OTHER MATTERS

After discussion, and upon motion made and duly seconded, the Stockholders present or represented by proxy during the meeting unanimously approved the following amendments to the Articles of Incorporation and By-Laws of the Sun Life Prosperity Peso Voyager Feeder Funds:

1. Amendment of Article II, Section 2 of the By-Laws to align with the notice requirement provided in Section 52 of the Revised Corporation Code;
2. Amendment of Article VIII Section 1 of the By-Laws to revise the wordings in relation to securing the approval of the Securities and Exchange Commission on the Corporation's Investment Objectives; and
3. Amendment of Article VIII, Section 2 of the By-Laws to prohibit the Corporation from engaging in short selling, and to align with the applicable provisions of the Investment Company Act, and its Implementing Rules and Regulations.

In relation to the above, the Stockholders likewise approved the following resolution:

“RESOLVED, that the Stockholders of Sun Life Prosperity Voyager Feeder Fund, Inc, unanimously approves the amendment of the Fund’s Articles of Incorporation and By-Laws, to address the comments of the Securities and Exchange Commission.”

12. 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 11:40 a.m.

FRANCES IANNA S. CANTO
Assistant Corporate Secretary

ATTESTED TO BY:

BENEDICTO C. SISON
Chairman
Sun Life Prosperity Funds*

VALERIE N. PAMA
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 Achiever Fund 2028, Inc.
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Achiever Fund 2048, Inc.

Sun Life Prosperity Peso Voyager Feeder Fund,
Inc.
Sun Life Prosperity World Income Fund, Inc.

Sun Life Prosperity World Equity Index
Feeder Fund, Inc.
Sun Life Prosperity World Income Fund

OSCAR S. REYES

Independent Director

Sun Life Prosperity Achiever Fund 2028, Inc.
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Peso Voyager Feeder Fund,
Inc.
Sun Life Prosperity World Equity Index Feeder
Fund, Inc.
Sun Life Prosperity World Income Fund

TERESITA J. HERBOSA

Independent Director

Sun Life Prosperity Achiever Fund 2028, Inc.
Sun Life Prosperity Achiever Fund 2038, Inc.
Sun Life Prosperity Achiever Fund 2048, Inc.
Sun Life Prosperity Peso Voyager Feeder
Fund, Inc.
Sun Life Prosperity World Income, Fund.

CESAR LUIS F. BATE

Independent Director

Sun Life Prosperity World Equity Index Feeder
Fund, Inc.

CIELITO F. HABITO

Independent Director

Sun Life Prosperity Achiever Fund 2048, Inc.
Sun Life Prosperity Peso Voyager Feeder
Fund, Inc.

Annex "A"

Stockholders Present:	No. of Shares Represented:
<u>Sun Life Prosperity Achiever Fund 2028, Inc.</u>	
SUN LIFE ASSET MANAGEMENT COMPANY, INC. <i>(by proxy, Mr. Gerald L. Bautista)</i>	49,999,995
BENEDICTO C. SISON	1
VALERIE N. PAMA	1
OSCAR S. REYES	1
ALELI ANGELA G. QUIRINO	1
TERESITA J. HERBOSA	1
Total	<u>50,000,000</u>
<u>Sun Life Prosperity Achiever Fund 2038, Inc.</u>	
SUN LIFE ASSET MANAGEMENT COMPANY, INC. <i>(by proxy, Mr. Gerald L. Bautista)</i>	49,999,995
BENEDICTO C. SISON	1
VALERIE N. PAMA	1
OSCAR S. REYES	1
ALELI ANGELA G. QUIRINO	1
TERESITA J. HERBOSA	1
Total	<u>50,000,000</u>
<u>Sun Life Prosperity Achiever Fund 2048, Inc.</u>	
SUN LIFE ASSET MANAGEMENT COMPANY, INC. <i>(by proxy, Mr. Gerald L. Bautista)</i>	49,999,995
BENEDICTO C. SISON	1
VALERIE N. PAMA	1
TERESITA J. HERBOSA	1
ALELI ANGELA G. QUIRINO	1
CIELITO F. HABITO	1
Total	<u>50,000,000</u>
<u>Sun Life Prosperity World Equity Index Feeder Fund, Inc.</u>	
SUN LIFE ASSET MANAGEMENT COMPANY, INC. <i>(by proxy, Mr. Gerald L. Bautista)</i>	49,999,994
BENEDICTO C. SISON	1
VALERIE N. PAMA	1
GERALD L. BAUTISTA	1
OSCAR S. REYES	1
ALELI ANGELA G. QUIRINO	1
CESAR LUIS F. BATE	1
Total	<u>50,000,000</u>

<p><u>Sun Life Prosperity Peso Voyager Feeder Fund, Inc.</u> SUN LIFE ASSET MANAGEMENT COMPANY, INC. <i>(by proxy, Mr. Gerald L. Bautista)</i></p>	<p>99,999,994</p>
BENEDICTO C. SISON	1
VALERIE N. PAMA	1
GERALD L. BAUTISTA	1
OSCAR S. REYES	1
CIELITO F. HABITO	1
TERESITA HERBOSA	1
Total	<hr/> 1 100,000,000
<p><u>Sun Life Prosperity World Income Fund, Inc.</u> SUN LIFE ASSET MANAGEMENT COMPANY, INC. <i>(by proxy, Mr. Gerald L. Bautista)</i></p>	<p>99,999,994</p>
BENEDICTO C. SISON	1
VALERIE N. PAMA	1
GERALD L. BAUTISTA	1
ALELI ANGELA G. QUIRINO	1
OSCAR S. REYES	1
TERESITA HERBOSA	1
Total	<hr/> 1 100,000,000