

SUN LIFE OF CANADA (PHILIPPINES), INC.

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS

Held on 06 June 2023 at 10:20 a.m. to 10:24 a.m. at the  
6F Boardroom Sun Life Centre, Bonifacio Global City, Taguig City

PRESENT:	No. of Shares Held:
JOSE ISIDRO N. CAMACHO*	1
ALEXANDER S. NARCISO	1
FRANCISCO S.A. SANDEJAS*	1
INGRID GAIL JOHNSON	1
BENEDICTO C. SISON	1
LUCY C.L. CHOU	1
SUN LIFE OF CANADA (NETHERLANDS) B.V. <i>represented by its proxy, Benedicto C. Sison</i>	4,999,996 =====
<b>Total:</b>	<b>5,000,002</b>

ALSO PRESENT:

EDGAR S. TORDESILLAS  
MARIA SACHIKO A. PANG  
CANDY S. ESTEBAN  
IVAN P. CORCUERA  
GAURAV MISHRA  
RIA V. MERCADO  
MARIA PIA A. URGELLO  
PIA ANGELICA C. JAVIER  
ABIGAIL L. VIAJE  
ALFONSO D. QUITANGON  
ANNA KATRINA C. KABIGTING-IBERO  
FRANCES IANNA S. CANTO  
Observer from the Regional Office: MARK SHUM

\*Independent Director

1. CALL TO ORDER

Mr. Jose Isidro N. Camacho, Chairman, called the meeting of the Stockholders of Sun Life of Canada (Philippines), Inc. (the "Corporation" or "SLOCPI") to order and presided over the same. Atty. Frances Ianna S. Canto, Assistant Corporate Secretary, recorded the minutes thereof.

2. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary, Atty. Anna Katrina C Kabigting-Ibero, confirmed and certified the existence of a quorum.

### 3. MINUTES OF THE PREVIOUS MEETINGS

Upon motion duly made and seconded, with no comments or objections having been noted, the stockholders approved the minutes of the Annual Meeting held on 07 June 2022.

Shareholder	Ownership	Vote
SUN LIFE OF CANADA (NETHERLANDS) B.V. ( <i>represented by its proxy, Benedicto C. Sison</i> )	4,999,996	Approve
Jose Isidro N. Camacho	1	Approve
Ingrid Gail Johnson	1	Approve
Lucy C.L. Chou	1	Approve
Francisco S.A. Sandejas	1	Approve
Alexander S. Narciso	1	Approve
Benedicto C. Sison	1	Approve
<b>Total Approving: 100% of the outstanding capital stock</b> <b>Total Dissenting: 0</b> <b>Total Abstaining: 0</b>		

### 4. MATTERS ARISING FROM THE PREVIOUS MEETING

The Corporate Secretary informed the Stockholders that there were no matters arising from the previous meeting.

### 5. RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND OFFICERS

Upon motion duly made and seconded, with no comments or objections having been noted, the Stockholders approved the following resolution:

**"RESOLVED**, that all resolutions, acts and proceedings of the Board of Directors and the corporate officers of Sun Life of Canada (Philippines), Inc., 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."

Shareholder	Ownership	Vote
SUN LIFE OF CANADA (NETHERLANDS) B.V. ( <i>represented by its proxy, Benedicto C. Sison</i> )	4,999,996	Approve
Jose Isidro N. Camacho	1	Approve
Ingrid Gail Johnson	1	Approve
Lucy C.L. Chou	1	Approve
Francisco S.A. Sandejas	1	Approve

Alexander S. Narciso	1	Approve
Benedicto C. Sison	1	Approve
<b>Total Approving: 100% of the outstanding capital stock</b>		
<b>Total Dissenting: 0</b>		
<b>Total Abstaining: 0</b>		

## 6. ANNUAL REPORT ON OPERATIONS

Mr. Alexander S. Narciso, President, stated that his Report on Operations is the same report previously presented to the Board of Directors last 02 March 2023, at which meeting they were all present. Inasmuch as the stockholders were already familiar with the report and had no questions or comments, the stockholders noted the report and moved to the next item on the agenda.

## 7. ELECTION OF DIRECTORS

The Corporate Secretary reported that the Corporate Governance, Nomination and Remuneration Committee nominates the following as directors for the term 2023 to 2024: Mr. Jose Isidro N. Camacho (independent), Dr. Francisco S.A. Sandejas (independent), Mr. Alexander S. Narciso, Ms. Lucy C.L. Chou, Mr. Benedicto C. Sison, and Ms. Ingrid Gail Johnson. Upon motion duly made and seconded, with no comments or objections having been noted, the Stockholders unanimously approved the following resolution:

**“RESOLVED**, that the following are elected as Directors of Sun Life of Canada (Philippines), Inc., for the period of 2023-2024, to serve until the next Regular Annual Meeting of the Stockholders, and until their successors shall have been duly elected and qualified:

- 1) Jose Isidro N. Camacho (independent)
- 2) Francisco S.A. Sandejas (independent)
- 3) Alexander S. Narciso
- 4) Lucy C.L. Chou
- 5) Benedicto C. Sison
- 6) Ingrid Gail Johnson”

The Directors thereafter discharged their functions as such.

Shareholder	Ownership	Vote
SUN LIFE OF CANADA (NETHERLANDS) B.V. (represented by its proxy, Benedicto C. Sison)	4,999,996	Approve
Jose Isidro N. Camacho	1	Approve
Ingrid Gail Johnson	1	Approve
Lucy C.L. Chou	1	Approve
Francisco S.A. Sandejas	1	Approve

Alexander S. Narciso	1	Approve
Benedicto C. Sison	1	Approve
<b>Total Approving: 100% of the outstanding capital stock</b>		
<b>Total Dissenting: 0</b>		
<b>Total Abstaining: 0</b>		

#### 8. APPOINTMENT OF EXTERNAL AUDITOR

Upon motion duly made and seconded, with no comments or objections having been noted, the Committee unanimously approved the following resolutions:

**"RESOLVED**, that the firm Navarro Amper & Co. /Deloitte Touche Tohmatsu be, as it is hereby, appointed as Sun Life of Canada (Philippines), Inc.'s (the "Corporation") External Auditor for the audit year 2023.

**"RESOLVED FINALLY**, that any two (2) of the following officers, acting jointly, namely the President and the Treasurer be, as they are hereby, 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."

Shareholder	Ownership	Vote
SUN LIFE OF CANADA (NETHERLANDS) B.V. (represented by its proxy, Benedicto C. Sison)	4,999,996	Approve
Jose Isidro N. Camacho	1	Approve
Ingrid Gail Johnson	1	Approve
Lucy C.L. Chou	1	Approve
Francisco S.A. Sandejas	1	Approve
Alexander S. Narciso	1	Approve
Benedicto C. Sison	1	Approve
<b>Total Approving: 100% of the outstanding capital stock</b>		
<b>Total Dissenting: 0</b>		
<b>Total Abstaining: 0</b>		

#### 8. OTHER MATTERS AND ADJOURNMENT

The Chairman opened the floor for questions from the Stockholders on other matters they may want to raise for discussion. Hearing no comments or questions the Annual Stockholders' Meeting was adjourned at 10:24 a.m.

**FRANCES IANNA S. CANTO**  
Assistant Corporate Secretary

Attested by:

**JOSE ISIDRO N. CAMACHO**  
Chairman

**FRANCISCO S.A. SANDEJAS**

**INGRID GAIL JOHNSON**

**BENEDICTO C. SISON**  
*(for himself and as proxy of Sun Life of  
Canada (Netherlands) B.V)*

**ALEXANDER S. NARCISO**

**LUCY C.L. CHOU**

DRAFT