

**NOTICE AND AGENDA OF
2022 ANNUAL STOCKHOLDERS' MEETING**

NOTICE IS HEREBY GIVEN that the **Annual Stockholders' Meeting ("ASM")** of **BENEFICIAL LIFE INSURANCE COMPANY, INC. (the "Company")** will be held through remote communication via <https://www.benlife.com.ph/benlife-2022-ASM/> on June 30, 2022, Thursday, at 3:00 o' clock in the afternoon with the following:

AGENDA¹

1. Call to Order
2. Certification of Notice of Meeting and Quorum
3. Approval of the Minutes of the Previous ASM Held on 24 June 2021
4. Presentation of Annual Report and Approval of the Audited Financial Statements ("AFS")
5. Ratification and Confirmation of all Acts and Resolutions of the Board of Directors and its Committees, Officers and Management Since the 2021 ASM
6. Election of Members of the Board (including the Independent Directors)
7. Election of External Auditor
8. Consideration of Such Other Matters as May Properly Come Before the Meeting
9. Adjournment

Only stockholders of record at the close of business hours on May 31, 2022 are entitled to notice of, and to vote at, this ASM.

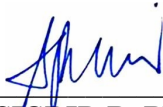
In view of current circumstances and pursuant to and in accordance with the Company's Amended By-Laws, the Board of Directors during its Regular Meeting held on April 07, 2022, resolved that the Annual Stockholders' Meeting be held in a fully virtual format, thus, stockholders may only attend the ASM by remote communication, by voting *in absentia*, or by appointing the Chairman of the meeting as their proxy.

Stockholders intending to participate in the meeting by remote communication must register at <https://form.jotform.com/benlifemis.com.ph/2022-ASM-registration> on or before 24 June 2022. Stockholders may vote by remote communication, or *in absentia* subject to validation procedures. The procedures for participation in the meeting through remote communication and for casting of votes *in absentia* are explained in the Information Statement.

Stockholders who intend to vote by proxy shall submit the duly accomplished proxy to the Office of the Corporate Secretary, 7th/F Beneficial Life Building, 166 Salcedo Street, Legaspi Village, Makati City or via email to corpsec@benlife.com.ph not later than 5:00 P.M. of June 23, 2022. Validation of proxies shall be held on June 24, 2022 at 2:00 p.m. WE ARE NOT SOLICITING PROXIES.

All email communications should be sent to corpsec@benlife.com.ph on or before the designated deadlines.

Given this 18th day of May 2022.



MA. SIGRID R. PINLAC
Corporate Secretary

¹ See next page for the explanation and rationale for each item in the Agenda