



BENEFICIAL LIFE INSURANCE COMPANY, INC.
(the “Company”)

MINUTES OF THE 2023 ANNUAL STOCKHOLDERS’ MEETING

(Live streamed via <https://www.benlife.com.ph/benlife-2023-ASM/>)

Date: 28 June 2023 (Wednesday)
Time: 3:00 pm
Place: 8/F Board Room, BenLife Building
166 Salcedo St., Legaspi Village
Makati City

<u>Shareholders Present:</u>	<u>No. of Outstanding & Voting Shares:</u>	<u>Percentage of Total:</u>
588,489,730	626,756,494	93.8945%

Directors Present:

Roberto C. Fernandez	Chairman of the Board
Jaime C. Fernandez	President & CEO
Maria Elena C. Fernandez	Non-Executive Director
Paul P. Sagayo, Jr.	Non-Executive Director
Roberto F. De Ocampo	Independent Director
Jaime F. Panganiban	Independent Director
Cesar O. Virtusio	Independent Director
John E. Huang	Independent Director
Ernesto O. Severino	Independent Director

1. **CALL TO ORDER**

The Chairman of the Board of Directors, Mr. Roberto C. Fernandez, called the meeting to order at around 3:10 in the afternoon. The Corporate Secretary, Ms. Ma. Sigrid R. Pinlac recorded the minutes of the meeting. The Chairman welcomed the stockholders who have joined in the live streaming of the proceedings and thanked those who participated in the meeting through electronic-online voting *in absentia* or proxy.

2. **CERTIFICATION BY THE CORPORATE SECRETARY ON THE SENDING OF NOTICES AND EXISTENCE OF QUORUM**

Upon the request of the Chairman, the Corporate Secretary reported that Notice of the Annual Stockholders’ Meeting (“Notice”) and Definitive Information Statement were sent to the stockholders of record as of June 01, 2022 thru (i) posting on the Company’s website, (ii) publication of Notice of ASM & Agenda in the Philippine Daily Inquirer’s and Business World’s June 1-2, 2023 Issues in both online and print formats, and (iii) email to the stockholders’ respective email addresses.

The Corporate Secretary further reported that there were present at the meeting, in person or by proxy, stockholders owning/representing 588,489,730 shares or 93.8945% of the 626,756,494 total issued and outstanding shares entitled to vote and be voted at the meeting which confirms the existence of a quorum.

The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

Mode of Attendance	Total Number of Shares	% of Total Shares
By Proxy	588,369,282	93.8753%
Remote Communication/Voting-in-absentia (electronic/online voting)	120,448	0.01922%
Total:	<u>588,489,730</u>	<u>93.8945%</u>

Thereupon, the Chairman declared that a quorum was present to transact business as provided in the agenda. The Chairman explained that although the Company is holding the meeting in a virtual format, it strived to provide the shareholders the opportunity to participate in the meeting to the same extent possible as in an in-person meeting.

Thereafter, the Corporate Secretary further reported and explained that the rules of conduct and voting procedures are set forth in the Notice and Definitive Information Statement, highlighted the following:

- (i) Stockholders who registered in the *electronic/online voting-in-absentia* or who notified the Company by email of their intention to participate in the meeting may send their questions (or comments) at corpsec@benlife.com.ph.
- (ii) Stockholders shall cast their votes on the proposed resolutions and in the Election of Directors via Proxy or electronic/online voting-in-absentia as provided in the Notice and Definitive Information Statement.
- (iii) All the votes cast after the closing of polls shall be validated by Reyes Tacandong & Co.
- (iv) The questions or comments received before 12nn of June 28, 2023 shall be read during the Q&A period, which will take place under Other Matters of the Agenda. Management shall reply to questions not taken-up during the meeting by email.

3. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 30 June 2022

The Chairman then proceeded with the approval of the Minutes of the Annual Stockholders' Meeting held on June 30, 2022. He stated that the Minutes of the 2022 Annual Stockholders' Meeting are made available in and downloadable from the Company's website.

The Corporate Secretary presented the resolution as proposed by Management, and based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

Resolution No. ASM-2023-01

“Resolved, as it is hereby resolved, that the Minutes of the Annual Stockholders’ Meeting of the Company held on June 30, 2022 be, as the same are hereby approved.”

The final tabulation of votes for the approval of the minutes and the adoption of Resolution No. ASM-2023-01 are as follows:

	For	Against	Abstain
No. of Voted Shares	588,401,765	0	0
% of Shares Voted	99.9851%	0	0

4. PRESENTATION OF ANNUAL REPORT AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS (“AFS”)

The Chairman proceeded to the next item in the agenda and requested the President to present the Annual Report to the stockholders. Mr. Jaime C. Fernandez presented the following highlights on the Company’s performance in 2022:

- (i) Gross Premiums significantly increased by 25.79% from P1.76 Billion in 2021 to P2.21 Billion in 2022. With the Company’s continued business relationship with several institutions, Management is confident that the Company will maintain its 2022 performance.
- (ii) 2022 has been one of the most challenging years in history for investors. Almost all financial asset class had suffered losses. BenLife’s investment income decreased by 50.64% in 2022 from P378.3 Million in 2021 to P191.6 Million due to fair value losses.
- (iii) The Net Income was down from P240.6 Million in 2021 to P80.8 Million in 2022 due to the continued increase in death claims and global economic recession.
- (iv) The weakening of the Philippine Peso against the US dollar gave a positive result of operations. The dollar exchange rate as of December 31, 2022 was P55.755 from P51 in December 2021.
- (v) Total revenues increased by 12%, from P2.10 Billion in 2021 to P2.4 Billion in 2022. Total assets increased by around 4.06%, from P9.48 Billion in 2021 to P9.87 Billion in 2022.

The President informed the stockholders that the Company has learned valuable lessons from the past and is continuously adapting strategies to meet the evolving landscape. BenLife, its Board and Management, will continue to innovate, learn new ways to improve underwriting processes, enhance customer experience, and develop new products and services that cater to the unique needs of the Filipino people.

The President then thanked all the shareholders for their unwavering support and trust.

Thereafter, the Corporate Secretary informed the stockholders that upon the favourable recommendation and endorsement from the Audit Committee, the Board in its Regular Meeting held last April 13, 2023, has approved the Company's Audited Financial Statements as at December 31, 2022, as audited by its External Auditor, Reyes Tacandong & Co.

The Corporate Secretary then presented the tabulation of votes of the stockholders for the approval of the Audited Financial Statements, as follows:

	For	Against	Abstain
No. of Voted Shares	588,401,765	0	0
% of Shares Voted	99.9851%	0	0

Given the results of the votes, the Corporate Secretary declared that the following proposed resolution has been approved and confirmed by the stockholders:

Resolution No. ASM-2023-02

“Resolved, as it is hereby resolved, that the Annual Report of the Company be, and is hereby noted, and the Audited Financial Statements of the Company as at of December 31, 2022 be, as the same are hereby approved.”

5. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, COMMITTEES OF THE BOARD, AND OFFICERS OF THE COMPANY SINCE THE LAST ANNUAL MEETING OF THE STOCKHOLDERS

The Corporate Secretary informed the shareholders that the Board & Management seek ratification of all acts & resolutions of the Board and its Committees from June 30, 2022 until June 28, 2023. Such acts & resolutions include the election of officers & members of the Board Committees, contracts & transactions entered into by the Company, credit & loan transactions, projects & investments, manpower-related decisions, corporate governance-related actions & matters governed by disclosures to the Securities & Exchange Commission, Insurance Commission, and other government agencies. Stockholders' ratification is also being sought for the acts of the Company's Officers to implement the resolutions of the Board & its Committees, those made in the conduct of business.

The Corporate Secretary presented to the stockholders the following proposed resolution:

Resolution No. ASM-2023-03

“Resolved, as it is hereby resolved, that the acts and resolutions of the Board and its Committees, as well as those of the Management, made and adopted since the last Annual Stockholders' Meeting of the Company be, as the same are hereby approved, ratified and confirmed.”

Thereafter, the Corporate Secretary reported that the proposed resolution has been approved by the stockholders based on the following voting results:

	For	Against	Abstain
No. of Voted Shares	588,401,765	0	0
% of Shares Voted	99.9851%	0	0

6. ELECTION OF DIRECTORS

The next item in the Agenda was the election of members of the Board of Directors for the ensuing year.

At the request of the Chairman, Mr. Cesar O. Virtusio, an independent director and Chairman of the Corporate Governance Committee, reported that in accordance with the Company's Amended By-Laws and Revised Manual on Corporate Governance, as well as relevant rules and regulations, the following were duly nominated for election as members of the Board for the ensuing year:

- (i) Roberto C. Fernandez*
- (ii) Jaime C. Fernandez
- (iii) Maria Elena C. Fernandez*
- (iv) Santiago Gabriel O. Fernandez*
- (v) Paul P. Sagayo, Jr.*
- (vi) Roberto De Ocampo**
- (vii) Jaime F. Panganiban**
- (viii) Cesar O. Virtusio**
- (ix) John E. Huang**

*Mr. Roberto C. Fernandez, Ms. Maria Elena C. Fernandez, Santiago Gabriel O. Fernandez, and Mr. Paul P. Sagayo, Jr, have been nominated as Non-Executive Directors while Mr. Jaime C. Fernandez was the only Executive Director nominated to the Board.

**Messrs. De Ocampo, Virtusio, Panganiban, and Huang have been nominated as Independent Directors.

The Corporate Governance Committee of the Company has ascertained that all the nominees including the four (4) nominees for Independent Directors are qualified to serve as Directors of the Company. All nominees have accepted their respective nominations.

The Corporate Secretary reported and presented to the stockholders the tabulation of the voting results of the election of directors as follows:

Nominees	FOR		AGAINST	ABSTAIN
	No. of shares	% share		
Roberto C. Fernandez	588,401,765	99.9851%	0%	0%
Jaime C. Fernandez	588,401,765	99.9851%	0%	0%
Maria Elena C. Fernandez	588,401,765	99.9851%	0%	0%
Santiago Gabriel O. Fernandez	588,401,765	99.9851%	0%	0%
Paul P. Sagayo Jr.	588,401,765	99.9851%	0%	0%
Roberto F. De Ocampo	588,401,765	99.9851%	0%	0%
Jaime F. Panganiban	588,401,765	99.9851%	0%	0%
Cesar O. Virtusio	588,401,765	99.9851%	0%	0%
John E. Huang	588,401,765	99.9851%	0%	0%

Thereafter, the Corporate Secretary certified that each nominee has received at least 588,401,765 shares which is equivalent to 99.9851% of votes which is enough for election to the Board and that the following Resolution to this effect had been approved:

Resolution No. ASM-2023-04

"Resolved, to confirm the election of the following Directors of the Company who shall serve as such for the ensuing year beginning today and/or until their successors are duly elected and qualified:

Roberto C. Fernandez (as Non-Executive Director)
Jaime C. Fernandez as Executive Director
Maria Elena C. Fernandez (as Non-Executive Director)
Santiago Gabriel O. Fernandez (as Non-Executive Director)
Paul P. Sagayo, Jr. (as Non-Executive Director)
Roberto De Ocampo (as an Independent Director)
Jaime F. Panganiban (as an Independent Director)
Cesar O. Virtusio (as an Independent Director)
John E. Huang (as an Independent Director)"

7. APPOINTMENT OF EXTERNAL AUDITORS

The next item in the agenda was the election of the Company's External Auditors.

Mr. John E. Huang, an independent director and member of the Audit Committee, reported to the stockholders that the Audit Committee has evaluated the performance of the Company’s present Auditor, the Reyes, Tacandong & Co. during the past year & found their performance satisfactory.

He further informed the stockholders that the Audit Committee & the Board of Directors have agreed to endorse for stockholders’ approval the re-election of Reyes, Tacandong & Co. as the Company’s External Auditor for the fiscal year 2023.

The Corporate Secretary presented the resolution for the re-election of Reyes, Tacandong & Co. as the Company’s External Auditor for the fiscal year 2023 as follows:

Resolution No. ASM-2023-05

“Resolved, as endorsed by the Board of Directors, to approve the election of the accounting firm of Reyes Tacandong & Co., as the External Auditor of the Company for the fiscal year 2023”

The final tabulation of votes for the approval and adoption of Resolution No. ASM-2023-05 are as follows:

	For	Against	Abstain
No. of Voted Shares	588,401,765	0	0
% of Shares Voted	99.9851%	0	0

8. CONSIDERATION OF SUCH OTHER MATTERS AS MAY PROPERLY COME DURING THE MEETING

After confirming with the Corporate Secretary that there were no other matters that require consideration by the stockholders, the Chairman requested Ms. Velasquez, the Compliance Officer, to read the questions and/or comments together with the names of the stockholders who sent them.

Ms. Esther Martin Sempio asked the Board if the stockholders will be receiving dividends for the year. The President informed the stockholders that the Board & Management have not recommended the declaration of dividends for this year in view of the increase in the capitalization and networth requirements of the government for insurance companies but reassured everyone that the same shall be taken into consideration in the coming year.

Another question was about the requirements of BenLife for transfer or sale of shares. The Corporate Secretary advised the stockholder to expect an email from the Office of the Corporate Secretary which shall contain the requirements and procedure for registration of transfer and/or selling of BenLife shares.

9. ADJOURNMENT

There being no other questions from the stockholders, and no further business to transact, upon motion duly seconded, the meeting was adjourned at around 3:30 pm.

PREPARED BY:



MA. SIGRID R. PINLAC
Corporate Secretary