

From: [Ma. Donna A. Mendoza](#)
To: [ida.tiongson](#); [Eng Teng Wong](#); [Wilf Blackburn](#); [Lilian Ng](#); [Wen CW Chen \(Digital\)](#); [angelica Javares](#); [Marife Zamora](#); [Teh Opinion](#)
Cc: [Emeren V. Vallente](#); [Fiona SY Wong](#); [Liz Tsang](#); [Mabelle Nebres](#); [Francis Ortega](#); [Dante M. Marasigan](#); [Christia Acедера](#); [Mara Carisa R. Cubillas](#); [Michelle WK Pat](#); [Bernice Wong](#); [Iris Dawn O. Pepito](#)
Subject: Pru Life UK (Philippines): Notice of Annual Shareholders' Meeting on 23 June 2022 at 1:00pm to 2:00pm
Date: Wednesday, June 1, 2022 5:03:38 PM
Attachments: [Annex A - Profiles of Board Members.pdf](#)
[Annex B - Profile of External Auditor.pdf](#)
[Ballot.doc](#)
[Proxy Form.doc](#)

PRU LIFE INSURANCE CORPORATION OF U.K.
 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio
 1634 Taguig City, Metro Manila, Philippines

NOTICE OF MEETING

To the Corporation's Shareholders:

Notice is hereby given that the Annual Shareholders' Meeting will be held at the Boardroom, 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines, and via remote communication on **23 June 2022 at 1:00pm to 2:00pm**. Shareholders may attend the meeting through the following link:

[Click here to join the meeting](#)

The organizational meeting of the Board of Directors will be held shortly after the Annual Shareholders' Meeting.

Please find below the Agenda for the Annual Shareholders' Meeting.

	BUSINESS	RESPONSIBLE PARTY	ACTION REQUIRED	APPENDIX
1.	Call to Order	Chairman		
2.	Certification of Notice and Quorum	Corporate Secretary		
General Business				
3.	Approval of the minutes of the Annual Shareholders' Meeting held on 24 June 2021 and the joint meeting of the shareholders and the Board of Directors on 26 October 2021 <i>The shareholders will be requested to approve the minutes of the Annual Shareholders' Meeting held on 24 June 2021 and the joint meeting of the shareholders and the Board of Directors on 26 October 2021 and confirm that the proceedings were recorded accurately.</i>	Chairman	Approval	Resolution No. 1 and Minutes
4.	Approval of the publication on the Corporation's website of the following documents as supporting documents for the Annual Corporate Governance Report ("ACGR"): <ol style="list-style-type: none"> a. Notice of the Annual Shareholders' Meeting held on 24 June 2021 and its Annexes, b. Notice of the joint meeting of the shareholders and the Board of Directors on 26 October 2021, c. Minutes of the Annual Shareholders' Meeting held on 24 June 2021 and the joint meeting of the shareholders and the Board of Directors on 26 October 2021, d. Notice of the Annual Shareholders' Meeting held on 23 June 2022 and its Annexes, and e. Draft Minutes of the Annual Shareholders' Meeting held on 23 June 2022 (immediate publication required) <i>The shareholders will be requested to approve the publication of the foregoing documents in compliance with the requirements of the ACGR.</i>	Chairman	Approval	Resolution No. 2
5.	Ratification of the Acts of the Board of Directors and Officers <i>The shareholders will be requested to ratify all resolutions, acts, and proceedings of the Board and corporate officers from the last Annual Shareholders' Meeting held on 24 June 2021 until 22 June 2022.</i>	Chairman	Ratification	Resolution No. 3
6.	Election of Directors for the Year 2022 to 2023 <i>The shareholders will be requested to elect the members of the Board of Directors for the ensuing year of 2022 to 2023. The candidates are as follows:</i> <ol style="list-style-type: none"> 1. Imelda C. Tiongson 2. Eng Teng Wong 	Chairman of the Governance and Nomination Committee	Election	Resolution No. 4 and Profiles of the Candidates

	<p>3. <i>Wilfred John Blackburn</i> 4. <i>Angelica H. Lavares</i> 5. <i>Wen Chen</i> 6. <i>Marife B. Zamora</i> 7. <i>Maria Cristina R. Opinion</i></p> <p><i>The profiles of the above-mentioned candidates are attached hereto as Annex "A".</i></p>			
7.	<p>Approval of the Annual Report on 2021 Operations</p> <p><i>The President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer will report on the Corporation's operations for the year 2021.</i></p> <p><i>The shareholders will then be requested to approve the Annual Report.</i></p>	Eng Teng Wong and Francis P. Ortega	Approval	Resolution No. 5 and the Annual Report
8.	<p>Approval of the 2021 Audited Financial Statements</p> <p><i>The 2021 Audited Financial Statements, which were approved by the Board of Directors on 31 March 2022, will be presented for the approval of the shareholders.</i></p>	Francis P. Ortega and Dante M. Marasigan	Approval	Resolution No. 6 and Audited Financial Statements
9.	<p>Appointment of R.G. Manabat & Co. as External Auditor and Approval of the External Auditor's Fees</p> <p><i>The shareholders will be requested to approve the appointment of R.G. Manabat & Co. as the Corporation's external auditor and the external auditor's fees.</i></p> <p><i>The profiles of R.G. Manabat & Co., the signing partner and the engagement team are attached hereto as Annex "B".</i></p>	Chairman of the Audit Committee	Appointment	Resolution No. 7 and Profile of the External Auditor
10.	<p>Confirmation of the Corporation's Material Related Party Transactions</p> <p><i>The shareholders will be requested to confirm the Corporation's material related party transactions with the following:</i></p> <p>a. <i>Eastspring Investments (Singapore) Limited,</i> b. <i>Prudential Services Asia,</i> c. <i>Prudential Services Singapore,</i> d. <i>Pulse Ecosystems Private Limited,</i> e. <i>Prudential Corporation Holdings Limited,</i> f. <i>Pru Life UK Asset Management and Trust Corporation, and</i> g. <i>BPI Asset Management and Trust Corporation (as Trustee of the Pru Life Insurance Corporation of UK Provident Fund)</i></p> <p><i>These transactions have been previously approved by the Board of Directors.</i></p>	Dante M. Marasigan	Confirmation	Resolution No. 8, list of material related party transactions and other related party transaction decisions approved by the Board of Directors
11.	<p>Report on Directors' Compensation and Attendance</p> <p><i>The Corporate Secretary will report on the compensation received by the members of the Board of Directors in 2021, in compliance with the requirements of the Revised Corporation Code. The Corporate Secretary will also present a report on Directors' attendance.</i></p>	Corporate Secretary	Noting	
12.	<p>Feedback from Shareholders</p> <p><i>The shareholders will be requested to provide feedback on the performance of the Board of Directors, the individual directors, and the Board Committees.</i></p>	Chairman	Feedback	
13.	Adjournment	Chairman	None	

PROCEDURES FOR PARTICIPATION AND VOTING

1. Shareholders may attend the meeting physically (unless otherwise prevented by government-imposed quarantines, restrictions, or other measures), by remote communication through the link provided above, by appointing a proxy, or by voting in absentia. Shareholders who attend through any of these means shall be considered present for the purpose of determining quorum.
2. A shareholder may vote by remote communication, in person (if physical attendance is allowed), by proxy executed in writing and signed by him/her or his/her attorney-in-fact, or by submitting a ballot by email to the Assistant Corporate Secretary at [REDACTED]
 - a. The written proxy must be received by the Assistant Corporate Secretary through email not later than five (5) calendar days before the date of the meeting and may be revoked either by a written instrument submitted to the Corporate Secretary at least three (3) calendar days prior to the meeting or by the shareholder's personal presence at the meeting. The decision of the Corporate Secretary on the validity of proxies shall be final and binding until set aside by a court of competent jurisdiction.
 - b. Ballots must be received by the Assistant Corporate Secretary on or before 22 June 2022.

- c. The Corporation may request additional information, identification, or documents for validation purposes.
- d. For the election of directors, each shareholder has one vote per share multiplied by the number of directors to be elected. A shareholder can divide his/her votes among the candidates in accordance with his/her preference.
- e. Please contact the Assistant Corporate Secretary through email or Microsoft Teams at [REDACTED] by mobile phone at [REDACTED] assistance in accessing the foregoing facilities.

A sample of the ballot and proxy form is attached herewith.

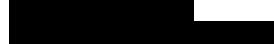
- 3. Each proposed resolution will be shown on the screen when taken up at the meeting.
- 4. Shareholders will be given the opportunity to ask questions and raise comments by remote communication during each presentation. Shareholders may also email their questions and comments in advance to the Assistant Corporate Secretary at [REDACTED].
- 5. The proceedings of the meeting will be recorded.

Taguig City, Metro Manila, 1 June 2022.

Regards,
Donna Arevalo-Mendoza
Legal and Government Relations
Pru Life UK



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1 East 11th Drive, Uptown Bonifacio
1634 Taguig City



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