

**From:** Suzanne Patricia V. Arellano  
**Sent:** Wednesday, May 23, 2018 8:19 AM  
**To:** Lilian Ng; HJMH; Steve Bickell; Ying K Teoh; Romy Serrano; cpm@srmo-law.com; Jose Feria Jr.; Antonio De Rosas  
**Cc:** Hope Jan C. Candido; Karen Tang; Lee C. Longa; Emeren V. Vallente; Dante M. Marasigan; Fiona SY Wong; Elvina SC Li; Joan Kwong; Vida R. Forbes; Maria Jimell Obrador; Maricar M. Arciaga; Mona Lam  
**Subject:** Pru Life UK - Notice of Annual Shareholders' Meeting on 21 June 2018 at 10:30am  
**Attachments:** PLUK - Notice of SH Meeting Annex A - Profiles of Board Candidates (18-0521).pdf; PLUK - Notice of SH Meeting Annex B - Profile of External Auditor.pdf; PLUK Proxy Form (18-0521).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 on **21 June 2018 at 10:30am to 11:00am**, at the Boardroom, 9/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines.

The Organizational Board of Directors' Meeting will be held immediately 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		
<b>General Business</b>				

3.	<p>Approval of the Minutes of the Annual Shareholders' Meeting Held on 22 June 2017 and Special Shareholders' Meeting Held on 24 August 2017</p> <p>- <i>Confirmation is sought for the matters discussed and approved in the aforementioned meetings.</i></p>	Chairman	Approval	Resolution No. 1 and the Minutes
4.	<p>Approval of the Publication on the Company's Website of the following documents pursuant to the ASEAN Corporate Governance Scorecard (ACGS):</p> <p>a. Notice of the Annual Shareholders' Meeting Held on 22 June 2017 and its Annexes and proxy form;</p> <p>b. Minutes of the Annual Shareholders' Meeting Held on 22 June 2017;</p> <p>c. Notice of the Annual Shareholders' Meeting Held on 21 June 2018 and its Annexes and proxy form; and</p> <p>d. Draft Minutes of the Annual Shareholders' Meeting Held on 21 June 2018 for immediate publication upon review by and approval of the Shareholders.</p> <p>- <i>Approval is sought for the publication of the foregoing documents for compliance with the ACGS.</i></p>	Chairman	Approval	Resolution No. 2
5.	<p>Ratification of the Acts of the Board of Directors and Officers</p> <p>- <i>Confirmation is sought for all resolutions, acts, and proceedings of the Board and corporate officers from 22 June 2017 up to 20 June 2018.</i></p>	Chairman	Ratification	Resolution No. 3
6.	<p>Election of Directors for the Year 2018 to 2019</p> <p>- <i>Election of directors for the ensuing year of 2018 to 2019. The candidates are as follows:</i></p>	Chairman	Election	Resolution No. 4 and the Profiles of the Candidates

	<p>Henry Joseph M. Herrera  Stephen Paul Bickell  Teoh Kwui Ying  Antonio Manuel G. De Rosas  Jose A. Feria, Jr.  Cesar P. Manalaysay  Romerico S. Serrano</p> <p><i>The profiles of the above-mentioned candidates seeking re-election are attached hereto as <b>Annex "A"</b>.</i></p>			seeking re-election
7.	<p>Approval of the Annual Report on the Year 2017 Operations</p> <p>- <i>Approval is sought for the report on the Company's operations for the year 2017.</i></p>	Antonio Manuel G. De Rosas	Approval	Resolution No. 5 and the Annual Report
8.	<p>Approval of the 2017 Audited Financial Statements</p> <p>- <i>Approval is sought for the 2017 Audited Financial Statements which has already been approved by the Board last 22 March 2018.</i></p>	Dante M. Marasigan	Approval	Resolution No. 6 and the Audited Financial Statements
9.	<p>Appointment of R.G. Manabat &amp; Co. as External Auditor</p> <p>- <i>Appointment is sought for R.G. Manabat &amp; Co. as external auditor</i></p> <p><i>The profiles of R.G. Manabat &amp; Co., the signing partner and the engagement team are attached hereto as <b>Annex "B"</b>.</i></p>	Chairman	Appointment	Resolution No. 7 and the Profile of the External Auditor
10.	<p>Confirmation of the Company's Material Related Party Transactions (which have been previously approved by its Board of Directors)</p>	Dante M. Marasigan	Confirmation	Resolution No. 8 and List of Board of Directors-Approved

	- Confirmation is sought for the Board of Directors-approved material related party transactions			Material Related Party Transactions
11.	Adjournment	Chairman	None	

A shareholder may vote in person or by proxy executed in writing and signed by him/her or his/her attorney-in-fact. The written proxy must be received by the Corporate Secretary 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.

Attached herewith is the proxy form for your reference.

Taguig City, Metro Manila, 23 May 2018.

Kind regards,  
**Patricia S. Villar-Arellano**

**AVP & Deputy Head of Legal / Corporate Secretary**  
**Legal & Government Relations**  
**Pru Life UK**

