

**From:** [Ma, Donna A. Mendoza](#)  
**To:** [Lilian Ng; "HJMH"; Steve Bickell; Ying K Teoh; Antonio De Rosas; "Romy Serrano"; "cpm@srmo-law.com"; angelica lavares](#)  
**Cc:** [Emeren V. Valiente; Lee C. Longa; Suzanne Patricia V. Arellano; Fiona SY Wong; Elvina SC Li; Mona Lam; Joan Kwong; Maricar M. Arciaga; Karen Tang; Joanna X Li; Mae Ann Rubio; Vida R. Forbes](#)  
**Subject:** Pru Life UK - Notice of Annual Shareholders' Meeting on 20 June 2019 at 10:30am  
**Date:** Friday, May 24, 2019 2:17:38 PM  
**Attachments:** Annex A - Profiles of Board Members.pdf  
Annex B - Profile of External Auditor.pdf  
Proxy Form 19-0520.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 **20 June 2019 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.                      | Approval of the minutes of the Annual Shareholders' Meeting held on 21 June 2018<br><ul style="list-style-type: none"> <li>• <i>Confirmation is sought for the matters discussed and approved in said meeting.</i></li> </ul>  | Chairman                   | Approval        | Resolution No. 1 and the Minutes   |
| 4.                      | Approval of the publication on the Company's website of the following documents pursuant to the ASEAN Corporate Governance Scorecard (ACGS):<br>a. Notice of the Annual Shareholders' Meeting held on 20 June 2019 and its annexes and proxy form;<br>b. Draft minutes of the Annual Shareholders' Meeting held on 20 June 2019 for immediate publication upon review by and approval of the proxy; and<br>c. Minutes of the Annual Shareholders' Meeting held on 21 June 2018<br><ul style="list-style-type: none"> <li>• <i>Approval is sought for the publication of the foregoing documents for compliance with the ACGS.</i></li> </ul> | Chairman                   | Approval        | Resolution No. 2   |
| 5.                      | Ratification of the acts of the Board of Directors and officers<br><ul style="list-style-type: none"> <li>• <i>Confirmation is sought for all resolutions, acts, and proceedings of the Board and corporate officers from 21 June 2018 up to 19 June 2019.</i></li> </ul>  | Chairman                   | Ratification    | Resolution No. 3   |
| 6.                      | Election of Directors for the Year 2019 to 2020<br><ul style="list-style-type: none"> <li>• <i>Election of directors for the ensuing year of 2019 to 2020. The candidates are as follows:</i><br/><br/> <div style="text-align: center;"> <i>Henry Joseph M. Herrera</i><br/> <i>Stephen Paul Bickell</i><br/> <i>Teoh Kwui Ying</i><br/> <i>Antonio Manuel G. De Rosas</i><br/> <i>Cesar P. Manalaysay</i><br/> <i>Romeric S. Serrano</i><br/> <i>Angelica H. Lavares</i> </div> <i>The profiles of the above-mentioned candidates are attached hereto as Annex "A".</i> </li> </ul>  | Chairman                   | Election        | Resolution No. 4 and the Profiles of the Candidates  |
| 7.                      | Approval of the Annual Report on 2018 Operations<br><ul style="list-style-type: none"> <li>• <i>Approval is sought for the report on the Company's operations for the year 2018.</i></li> </ul>  | Antonio Manuel G. De Rosas | Approval        | Resolution No. 5 and the Annual Report   |
| 8.                      | Approval of the 2018 Audited Financial Statements<br><ul style="list-style-type: none"> <li>• <i>Approval is sought for the 2018 Audited Financial Statements which was approved by the Board last 14 March 2019.</i></li> </ul>   | Lee C. Longa               | Approval        | Resolution No. 6 and the Audited Financial Statements  |
| 9.                      | Appointment of R.G. Manabat & Co. as External Auditor<br><ul style="list-style-type: none"> <li>• <i>Appointment is sought for R.G. Manabat &amp; Co. as external auditor</i><br/><br/> <i>The profiles of R.G. Manabat &amp; Co., the signing partner and the engagement team are attached hereto as Annex "B".</i> </li> </ul>   | Chairman                   | Appointment     | Resolution No. 7 and the Profile of the External Auditor   |
| 10.                     | Confirmation of the Company's Material Related Party Transactions (which have been previously approved by its Board of Directors)<br><ul style="list-style-type: none"> <li>• <i>Confirmation is sought for the Material Related Party Transactions which have been approved by the Board of Directors</i></li> </ul>  | 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.                     | 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

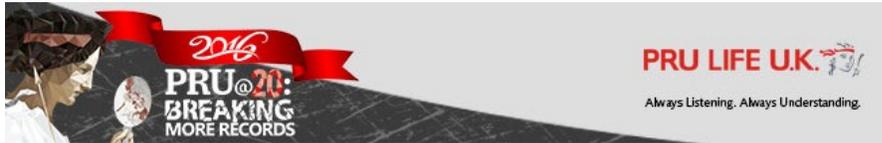
received by the Corporate Secretary not later than five (5) calendar days before the date of the meeting and may be revoked either by a written instrument submitted to the Corporate Secretary at least three (3) calendar days prior to the meeting or by the shareholder's personal presence at the meeting. 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, 24 May 2019.

Regards,

**Donna Arevalo-Mendoza**  
Legal and Government Relations  
**Pru Life UK**



9/F Uptown Place Tower 1  
1 East 11th Drive, Uptown Bonifacio  
1634 Taguig City  
683 9000 loc. 49553  
Direct +632 683 9553 Mobile +63 917 821 0631  
[donna.a.mendoza@prulifeuk.com.ph](mailto:donna.a.mendoza@prulifeuk.com.ph)

[www.prulifeuk.com.ph](http://www.prulifeuk.com.ph)