

**From:** [Mabelle Nebres](#)  
**To:** [angelica javares](#); [Sanjay Chakrabarty](#); [Wilson WY Ma](#); [Sanchit P Maini](#); [ida tiangson](#); [marife zamora](#); [Teh Opinion](#)  
**Cc:** [Ma Donna A. Mendoza](#); [Windy Hau](#); [Francis Ortega](#); [Gadwyn Banas](#); [Iris Dawn O. Pepito](#); [Ramona Lou Cipriano](#); [Christy YM Chan](#); [Valarie Huang](#); [Ana Marie Angelica Pascual](#); [Maria Junifer Maliglig](#)  
**Subject:** Pru Life UK (Philippines): Notice of Annual Shareholders' Meeting on 08 July 2024 at 9:15 a.m.  
**Date:** Friday, June 14, 2024 2:50:54 PM  
**Attachments:** [Annex A - Profiles of Candidates.pdf](#)  
[Annex B - EY Profile.pdf](#)  
[Ballot 2024.doc](#)  
[Proxy Form 2024.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 1996, 6/F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio, 1634 Taguig City, Metro Manila, Philippines, and via remote communication on **08 July 2024 at 9:15am to 10:00am**. 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	Chairperson		
2.	Certification of Notice and Quorum	Corporate Secretary		
<b>General Business</b>				
3.	Approval of the minutes of the Annual Shareholders' Meeting held on 22 June 2023  <i>The shareholders will be requested to approve the minutes of the Annual Shareholders' Meeting held on 22 June 2023 and confirm that the proceedings were recorded accurately.</i>	Chairperson	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"): a. Notice of the Annual Shareholders' Meeting held on 22 June 2023 and its Annexes, b. Minutes of the Annual Shareholders' Meeting held on 22 June 2023, c. Notice of the Annual Shareholders' Meeting held on 08 July 2024 and its Annexes, and d. Draft Minutes of the Annual Shareholders' Meeting held on 08 July 2024 (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>	Chairperson	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 22 June 2023 until 07 July 2024.</i>	Chairperson	Ratification	Resolution No. 3
6.	Election of Directors for the Year 2024 to 2025  <i>The shareholders will be requested to elect the members of the Board of Directors for the ensuing year of 2024 to 2025. The candidates are as follows:</i>  1. Angelica H. Lavares 2. Imelda C. Tiangson 3. Marife B. Zamora 4. Maria Cristina R. Opinion 5. Wilson Wing Yiu Ma 6. Sanchit Pal Maini 7. Sanjay Chakrabarty  <i>The profiles of the above-mentioned candidates are attached hereto as Annex "A".</i>	Chairperson of the Governance and Nomination Committee	Election	Resolution No. 4 and Profiles of the Candidates
7.	Approval of the Annual Report on 2023 Operations  <i>The President and Chief Executive Officer and the Executive Vice President and</i>	Sanjay Chakrabarty and Francis P. Ortega	Approval	Resolution No. 5 and the Annual Report

	Chief Financial Officer will report on the Corporation's operations for the year 2023.  The shareholders will then be requested to approve the Annual Report.			
8.	Approval of the 2023 Audited Financial Statements  The 2023 Audited Financial Statements, which were approved by the Board of Directors on 16 April 2024, will be presented for the approval of the shareholders.	Francis P. Ortega and Gadwyn R. Banas	Approval	Resolution No. 6 and Audited Financial Statements
9.	Appointment of SGV & Co. as External Auditor  The shareholders will be requested to approve the appointment of SGV & Co. as the Corporation's external auditor.  The profiles of SGV & Co., the signing partner and the engagement team are attached hereto as Annex "B".	Chairperson of the Audit Committee	Appointment	Resolution No. 7 and Profile of the External Auditor
10.	Approval of the External Auditor's Fees  The shareholders will be requested to approve external auditor's fees.	Chairperson of the Audit Committee	Approval	Resolution No. 8
11.	Confirmation of the Corporation's Material Related Party Transactions  The shareholders will be requested to confirm the Corporation's material related party transactions with the following:  a. Eastspring Investments (Singapore) Limited, b. Prudential Services Asia, c. Prudential Services Singapore, d. Pulse Ecosystems Private Limited, e. Prudential Corporation Holdings Limited, f. Pru Life UK Asset Management and Trust Corporation, and g. BPI Asset Management and Trust Corporation (as Trustee of the Pru Life Insurance Corporation of UK Provident Fund)  These transactions have been previously approved by the Board of Directors.	Francis P. Ortega and Gadwyn R. Banas	Confirmation	Resolution No. 9, list of material related party transactions and other related party transaction decisions approved by the Board of Directors
12.	Report on Directors' Compensation and Attendance  The Corporate Secretary will report on the compensation received by the members of the Board of Directors in 2023, in compliance with the requirements of the Revised Corporation Code. The Corporate Secretary will also present a report on Directors' attendance.	Corporate Secretary	Noting	
13.	Feedback from Shareholders  The shareholders will be requested to provide feedback on the performance of the Board of Directors, the individual directors, and the Board Committees.	Chairperson	Feedback	
14.	Amendment of the Articles of Incorporation  The shareholders will be requested to approve the amendment of the Corporation's Articles of Incorporation.	Chairperson	Approval	Resolution No. 10
15.	Adjournment	Chairperson	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 07 July 2024.
  - 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] or by mobile phone at [REDACTED] for 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, 14 June 2024.

Best regards,

**Mabelle O. Nebres**  
Legal and Government Relations  
**Pru Life UK**

**PRU LIFE U.K.** 

9F Uptown Place Tower 1, 1 East 11th Drive, Uptown Bonifacio,  
1634 Taguig City, Metro Manila, Philippines

[REDACTED]

[www.pru.life.uk.com.ph](http://www.pru.life.uk.com.ph)