

From: Hope C Candido/PHI/Prudential
 To: "Steve Bickell", "Lilian Ng", "Antonio G DeRosas", "Henry Herrera", "Cesar Manalaysay", "Jose Feria", "Romy Serrano"
 Cc: "Karen Tang", "Mona Lam", "Maricar M Arciaga", "Lee C Longa", "Emeren V Vallente", "Patricia V Arellano", "Annie A Capati", "Fiona SY Wong",
 "Elvina SC Li"
 Date: 06/09/2015 12:26 PM
 Subject: Notice of the Annual Shareholders' Meeting on 30 June 2015 at 1pm

PRU LIFE INSURANCE CORPORATION OF U.K.
 22/F Marajo Tower, 312 26th Street West Corner Fourth Avenue
 Bonifacio Global City, 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 **30 June 2015, 1:00pm - 1:30pm**, at the Boardroom, 22/F Marajo Tower, 312 26th Street West Corner Fourth Avenue, Bonifacio Global City, 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		
3.	Approval of the Minutes of the Previous Annual Shareholders' Meeting (24 June 2014) and Special Shareholders' Meeting (24 March 2015) - <i>Confirmation is sought for the matters discussed and approved in the aforementioned meetings.</i>	Chairman	Approval	Resolution No. 3 and the Minutes
4.	Ratification of the Acts of the Board of Directors and Officers - <i>Confirmation is sought for all resolutions, acts, and proceeding of the Board and corporate officers from 24 June 2014 up to 29 June 2015.</i>	Chairman	Ratification	Resolution No. 4

5.	<p>Election of Directors for the Year 2015 to 2016</p> <ul style="list-style-type: none"> - <i>Election of directors for the ensuing year of 2015 to 2016. The candidates are as follows:</i> <p style="text-align: center;"> <i>Henry Joseph M. Herrera</i> <i>Stephen Paul Bickell</i> <i>Lilian L. Ng</i> <i>Antonio Manuel G. de Rosas</i> <i>Jose A. Feria, Jr.</i> <i>Cesar P. Manalaysay</i> <i>Romerico S. Serrano</i> </p> <p><i>The profiles of the above-mentioned candidates seeking re-election are attached hereto as Annex "A".</i></p>	Chairman	Election	Resolution No. 5 and the Profiles of the Candidates Seeking Re-election
6.	<p>Annual Report on Year 2014 Operations</p> <ul style="list-style-type: none"> - <i>Approval of the report on the Company's operations for the year 2014.</i> 	Antonio Manuel G. de Rosas	Approval	Resolution No. 6 and the Annual Report
7.	<p>Approval of the 2014 Audited Financial Statements</p> <ul style="list-style-type: none"> - <i>Approval is sought for the 2014 Audited Financial Statements which has already been approved by the Board last 24 March 2015.</i> 	Lee C. Longa	Approval	Resolution No. 7 and the Audited Financial Statements
8.	<p>Appointment of R.G. Manabat & Co. as External Auditor</p> <ul style="list-style-type: none"> - <i>Appointment is sought for R.G. Manabat & Co. as external auditor and Mr. Dennis I. Ilan as signing partner therefor.</i> 	Chairman	Appointment	Resolution No. 8

9.	<p>Ratification of Cash Dividends</p> <ul style="list-style-type: none"> - <i>In consonance with the dividend policy of the Company, ratification is sought for the cash dividends issued to Prudential Corporation Holdings Limited in the amount of PhP294,117,647.06 which was approved by the Board last 28 August 2014.</i> - <i>The dividend policy of the Company is consistent with Section 43 of the Corporation Code of the Philippines.</i> 	Corporate Secretary	Ratification	Resolution No. 9
10.	<p>Approval of the Non-Executive Directors' Remuneration</p> <ul style="list-style-type: none"> - <i>Approval is sought for the proposed remuneration for non-executive members of the Board.</i> 	Corporate Secretary	Approval	Resolution No. 10
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.

Taguig City, Metro Manila, 9 June 2015.

Hope Jan C. Candido
Corporate Secretary

Annex "A"

Profiles of Candidates Seeking Re-election to the Board of Directors for the Year 2015 to 2016

1. Henry Joseph "Henry" M. Herrera	
Age:	56 years old
Date of first appointment:	17 June 2010 as Board Member 23 August 2012 as Chairman of the Board
Directorship in other listed companies:	None
Academic qualification:	Henry, is a Statistics <i>cum laude</i> and MBA graduate of the University of the Philippines, and has also accomplished courses at the Asian Institute of Management (AIM), the Wharton Graduate School of Business, and the Harvard School of Business. He has also earned units in MS Mathematics major in Actuarial Services from the University of the Philippines.
Relevant experience:	<p>Henry's experience in the insurance industry spans over 30 years. He was President and CEO of Sun Life of Canada (Philippines), Inc. from January 2007 to July 2009. Henry's first CEO position was with Philippine Asia Life Assurance Corporation, where he was appointed in May 1994. Among his many achievements are multiple appointments as President and CEO, and various stints as Chief Actuary, Head of Investments, and Head of Operations. Henry also served as the Assistant Vice President, Financial Controller and Analyst of United Coconut Planters Life from 1984 up to 1988.</p> <p>Henry is the first recipient of the ASEAN Young Insurance Manager Award in 1995, Outstanding Alumni Awardee, UP College of Business Administration in 2007, and The Outstanding Thomasian Alumni (TOTAL) Award also in the same year.</p> <p>Henry is a Fellow of the Actuarial Society of the Philippines and a member of the International Actuarial Association.</p>

2. Stephen Paul “Steve” Bickell	
Age:	51 years old
Date of first appointment:	5 June 2008
Directorship in other listed companies:	None
Academic qualification:	Steve graduated with a Diploma of Business Studies from the Waltham Forest College of Higher Education.
Relevant experience:	Steve is the Chief Risk Officer of Prudential Corporation Asia (PCA), regional headquarters of Pru Life UK. He has worked in Prudential since 1979 in various capacities, holding positions as Director of Tax & Compliance and Corporate Affairs Director, among others.

3. Lilian Lup-Yin Ng	
Age:	49 years old
Date of first appointment:	24 February 2011
Directorship in other listed companies:	None
Academic qualification:	Lilian graduated from Macquarie University in Sydney, Australia with a Bachelors degree in Economics and is a Fellow of the Institute of Actuaries of Australia.
Relevant experience:	Lilian is the Chief Executive for Insurance of Pru Life UK regional headquarters, Prudential Corporation Asia (PCA). She has been affiliated with Prudential since 1994 serving in various positions, among others, as Chief Financial Officer of Prudential Assurance Co., Ltd. (Hong Kong branch) and Regional Director and Chief Operating Officer for Insurance at PCA.

4. Antonio Manuel “Jumbing” G. De Rosas	
Age:	50 years old
Date of first appointment:	7 December 2010
Directorship in other listed companies:	None
Academic qualification:	Jumbing completed his BS Business Administration major in Accounting degree (<i>Summa Cum Laude</i>) at the University of San Francisco in the United States, and Masters in Business Economics at the University of Asia & the Pacific.
Relevant experience:	<p>Jumbing joined Pru Life UK in 2007 as General Manager and Chief Financial Officer (CFO) and assumed the top post of President and Chief Executive Officer in 2010.</p> <p>Jumbing worked in Hong Kong with consulting firms Arthur Andersen & Company and Ernst & Young, and Asia Commercial Bank, where he eventually became CFO. He moved to Manila in 1997 as Senior Vice President, CFO, and Treasurer of Nippon Life Insurance Company of the Philippines, Inc. before joining Pru Life UK.</p> <p>In 2012, Jumbing became the first Filipino in the Philippines to receive the Chartered Global Management Accountant designation from the American Institute Certified Public Accountants (AICPA) and the Chartered Institute of Management Accountants. He is licensed by AICPA, a fellow of the Hong Kong Institute of Certified Public Accountants, and a Certified Information Systems Auditor.</p>

5. Cesar P. Manalaysay	
Age:	67 years old
Date of first appointment:	2 August 2006
Directorship in other listed companies:	None
Academic qualification:	Cesar received both his Bachelor of Arts and Bachelor of Laws degrees from the Ateneo de Manila University, and received his Master of Laws degree from the Boalt Hall School of Law at the University of California, Berkeley.
Relevant experience:	Cesar is the Managing Partner of Siguion Reyna, Montecillo and Ongsiako Law Offices. He is a member of the Board of Directors or an officer of various companies. Cesar is a member of the Integrated Bar of the Philippines (IBP), Philippine Bar Association (PBA), and Rotary Club of Manila (Paul Harris Fellow).

6. Jose "BoyF" A. Feria, Jr.	
Age:	67 years old
Date of first appointment:	17 January 1996 to December 1997; re-appointed in July 2003
Directorship in other listed companies:	Liberty Flour Mills, Inc.
Academic qualification:	BoyF earned a double degree of Bachelor of Science in Business Administration and Bachelor of Arts in Economics at the De La Salle University. He received his Bachelor of Laws degree at the University of Santo Tomas. He is a member of the Integrated Bar of the Philippines (IBP).
Relevant Experience:	BoyF is a senior partner of Feria Tantoco Robeniol Law Office. He is concurrently Chairman, Director, and Corporate Secretary of several companies in various industries in the Philippines. BoyF served as President of the Philippine Bar Association (PBA), which is the oldest voluntary national organization of lawyers in the Philippines.

7. Romerico “Romy” S. Serrano	
Age:	65 years old
Date of first appointment:	2 August 2006
Directorship in other listed companies:	None
Academic qualification:	Romy received his Bachelor of Science degree in Management from San Beda College and completed the Management Development Program at the Asian Institute of Management and the Advance Management Program/International Senior Managers Program at the Harvard Business School in Boston.
Relevant Experience:	Romy held top positions in various companies, as President of Fuji Xerox Philippines, Inc. and Country Manager of Motorola Inc.,- South Asia, among others.