

From: Suzanne Patricia V. Arellano

Sent: Wednesday, May 24, 2017 10:49 AM

To: Steve Bickell; Azim Mithani; HJMH; cpm@srmo-law.com; 'Jose Feria Jr.'; Romy Serrano; Antonio De Rosas

Cc: Karen Tang; Wendy WY Cheng; Maricar M. Arciaga; Lee C. Longa; Emeren V. Vallente; Fiona SY Wong; Elvina SC Li; Vida R. Forbes; Annie Lane A. Capati; Hope Jan C. Candido

Subject: Pru Life UK - Notice of Annual Shareholders' Meeting on 22 June 2017 at 1:00pm

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 22 June 2017 at 1:00pm to 1:30pm, 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		
General Business				
3.	<p>Approval of the Minutes of the Annual Shareholders' Meeting Held on 23 June 2016</p> <p>- <i>Confirmation is sought for the matters discussed and approved in the aforementioned meeting.</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 requirements of the ASEAN Corporate Governance Scorecard (ACGS):</p> <p>a. Annual Shareholders' Meeting Held on 23 June 2016</p> <p>b. Notice of Annual Shareholders' Meeting held on 22 June 2017 and its annexes</p> <p>c. <i>Draft Minutes of the Annual Shareholders' Meeting held on 22 June 2017 (immediate publication required)</i></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 23 June 2016 up to 21 June 2017</i></p>	Chairman	Ratification	Resolution No. 3

6.	<p>Election of Directors for the Year 2017 to 2018</p> <p>- <i>Election of directors for the ensuing year of 2017 to 2018. The candidates are as follows:</i></p> <p style="text-align: center;"><i>Henry Joseph M. Herrera Stephen Paul Bickell Azim Khursheid Ahmed Mithani Antonio Manuel G. De Rosas Jose A. Feria, Jr. Cesar P. Manalaysay 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. 4 and the Profiles of the Candidates seeking re-election
7.	<p>Approval of the Annual Report on Year 2016 Operations</p> <p>- <i>Approval of the report on the Company's operations for the year 2016.</i></p>	Antonio Manuel G. De Rosas	Approval	Resolution No. 5 and the Annual Report
8.	<p>Approval of the 2016 Audited Financial Statements</p> <p>- <i>Approval is sought for the 2016 Audited Financial Statements which has already been approved by the Board last 30 March 2017.</i></p>	Lee C. Longa	Approval	Resolution No. 6 and the Audited Financial Statements

9.	Appointment of R.G. Manabat & Co. as External Auditor - <i>Appointment is sought for R.G. Manabat & Co. as external auditor</i> <i>The profiles of R.G. Manabat & Co., the signing partner and the engagement team are attached hereto as Annex "B".</i>	Chairman	Appointment	Resolution No. 7 and the Profile of the External Auditor
10.	Amendment of the Articles of Incorporation of the Company - <i>Approval is sought to amend the Articles of Incorporation of the Company to reflect its new principal office address</i>	Chairman	Approval	Resolution No. 8 and Draft amended Articles of Incorporation
11.	Amendment of the By-Laws of the Company - <i>Approval is sought to amend the By-Laws of the Company to reflect the: (a) new date of regular stockholders' meeting; (b) clarification on the powers of the board; (c) list of officers; (d) correction of typographical errors; (e) clarification on term of office; and (f) reference to the principal office address.</i>	Chairman	Approval	Resolution No. 9 and Draft amended By- Laws
12.	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.

Kind regards,
Patricia S. Villar-Arellano