

MANILA BANKERS LIFE INSURANCE CORPORATION

Minutes of Annual Stockholders' Meeting

Held on 23 May 2017 at 2:00 PM at

6th Floor VGP Center

6772 Ayala Avenue, Makati City

1. CALL TO ORDER

The meeting was called to order by the Chairman Mr. Avelino L. Zapanta at 2:00 pm.

2. PROOF OF NOTICE OF MEETING

The Corporate Secretary informed the Chairman that the notices of the Annual Stockholders' meeting scheduled for today has been published in Manila Bulletin in its issue of 21 April 2017. Copy of the Affidavit of Publication issued by the Manila Bulletin is on file with the office of the President.

3. PROOF OF PRESENCE OF A QUORUM

The Chairman inquired from the Corporate Secretary if a quorum is present. The Corporate Secretary informed the Chairman and the Stockholders that per his tabulation, there are present in person and by proxy stockholders holding/representing Ninety Million Eight Hundred Eleven Thousand Three Hundred Ninety Six (90,811,396) shares equivalent to 72.65% of the outstanding capital stock of the company.

The Chairman thereafter declared the meeting as legally convened and proceeded in taking up the agenda.

4. APPROVAL OF MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING HELD ON 14 DECEMBER 2016

Copies of the Minutes of the previous stockholders' meeting held on 14 December 2017 were distributed to the Stockholders and having been found in order, on motion duly made and seconded, the minutes were approved.

5. REPORT OF THE PRESIDENT

The President reported to the stockholders that:

Total assets reached P481.7 million or a 7.6% increase over the 2015 level of P447.5 million. Liabilities amounted to P193.2 million or a 44.8% increase from P133.3 million in 2015. Due to these changes, total equity amounted to P288.5 million in 2016 as against P314.2 million in 2015 or a 8.2% deterioration. In terms of value per common share the 2016 figure came out to be P1.30 versus the 2015 value of P1.51 per share.

While 2016 total income reached P253.8 million or a 1.9% improvement from 2015 level of P249.0 million, such figure was much lower than expected given that the 1st semester ordinary life sales were P76.9 million while 2nd semester sales amounted to only P61.0 million. Such unexpected production could not support the expenses encountered in the maintenance of our extension offices.

Our general and administrative expenses amounted to P96.1 million or P37.9% income for 2016 while it was only 31.1% of the 2015 income.

Total 2016 comprehensive loss came out to be P8.1 million versus 2015 income of P5.4 million.

We expect to get back to positive income numbers during 2017 with the marketing initiatives being taken.

6. PRESENTATION AND APPROVAL OF THE FINANCIAL STATEMENTS AS OF 31 DECEMBER 2016

The Financial Statements of the company as of December 31, 2016 copies of which were furnished to each and every stockholder of the company prior to the meeting were discussed during the meeting. Having found the same to be in order, on motion duly made and seconded, said Financial Statements were approved.

7. RATIFICATION OF ACTS OF DIRECTORS AND OFFICERS OF THE CORPORATION.

The Chairman informed the Stockholders that the next item in the agenda is the ratification of the acts of the directors and officers of the corporation adopted and taken since the last annual stockholders' meeting up to the present. On motion made and duly seconded, the stockholders approved and ratified the resolutions, acts and proceedings of the Board of Directors and officers of the corporation since the last annual stockholders meeting and the following unanimously adopted:

**RESOLUTION
SERIES OF 2017**

"RESOLVED, as it is hereby resolved, that each and all the resolutions, acts and proceedings of the Board of Directors and officers of the corporation heretofore adopted and taken at the several meetings held since the last Annual Stockholders' meeting of the corporation up to the present, as shown by its records in its minutes book, in carrying out and promoting the purposes and interest of this corporation be as they are hereby approved, confirmed and ratified and hereby made the official acts and deeds of the corporation."

RESOLVED FURTHER, that copies of this resolution be furnished all parties concerned.

UNANIMOUSLY APPROVED.

8. APPOINTMENT OF EXTERNAL AUDITORS

The Chairman informed the body that next item in the agenda is the appointment of the external auditor of the company. On motion duly made and seconded, and without any objection, VALDES ABAD & ASSOCIATES was appointed as the external auditor of the company for the ensuing year and in conformity thereof, the following resolution was enacted, to wit:

**RESOLUTION
SERIES OF 2017**

"RESOLVED, as it is hereby resolved, to confirm the appointment of VALDES ABAD & ASSOCIATES as the External Auditors, to serve as such until their successor/s shall have been appointed and qualified."

9. ELECTION OF DIRECTORS

The Chairman informed the body that the next item in the agenda is the election of the Directors, including two independent directors, for the ensuing year. He also informed the body that pursuant to the amended By-Laws, the election of the Board of Directors for this year shall be through ballot. He then opened the table for nomination. Only ten (10) persons were nominated to fill up eleven (11) seats for members of the

Board of Directors. Thereafter, it was moved and seconded that the nomination be closed. Without any objection to the nomination and since there are only ten (10) nominees to fill up eleven (11) seats, it was agreed upon by the body to forego with the balloting and unanimously declare the nominees specified below as elected members of the Board of Directors of the Corporation for the ensuing year, to serve as such until their successors shall have been duly elected and qualified in accordance with the By-Laws. In conformity hereof, the stockholders adopted the following.

**RESOLUTION
SERIES OF 2017**

"RESOLVED, as it is hereby resolved, that the following are hereby elected directors of MANILA BANKERS LIFE INSURANCE CORP. for the year 2017, to wit:

1. MR. MABINI L. JUAN
2. ATTY. CLARENCE D. GUERRERO
3. MR. HECTOR A. BARRIOS
4. MR. ESTERO BALOTRO
5. MR. RICARDO G. GOLPEO
6. MR. EDGARDO S. MONTESCLAROS
7. MR. PANFILO P. DELA PAZ
8. MR. BENJAMIN J. YAMBAO
9. MR. AVELINO L. ZAPANTA
10. MR. BIENVENIDO POLICARPIO

To serve as such for a period of one (1) year or until their successors shall have been elected and qualified".

"RESOLVED FURTHER, that the above-named directors enter the discharge of their duties immediately."

RESOLVED LASTLY, the copies of this resolution be furnished all parties concerned.


UNANIMOUSLY APPROVED.

10. ADJOURNMENT

There being no further business before the body, the meeting was adjourned at 3:00 pm.

Attested by:

AVELINO L. ZAPANTA
Chairman of the Stockholder's Meeting


By: **MABINI L. JUAN**
President & CEO

ATTY. CLARENCE D. GUERRERO
Secretary of the Stockholders' Meeting

**Upon date of signing, the Corporate Secretary is out of the country*