

BENEFICIAL LIFE INSURANCE COMPANY, INC.
(the “Company”)

MINUTES OF THE 2024 ANNUAL STOCKHOLDERS’ MEETING

(Live streamed via <https://www.benlife.com.ph/benlife-2024-ASM/>)

Date: 28 June 2024 (Friday)
Time: 3:00 pm
Place: 8/F Board Room, BenLife Building
166 Salcedo St., Legaspi Village
Makati City

(For approval at the 2025 Annual Meeting of Stockholders)

| <u>Shareholders Present:</u> | <u>No. of Outstanding & Voting Shares:</u> | <u>Percentage of Total:</u> |
|-------------------------------------|---|------------------------------------|
| 588,622,743 | 626,756,494 | 93.9157% |

Directors Present:

| | |
|-------------------------------|------------------------|
| Roberto C. Fernandez | Chairman of the Board |
| Jaime C. Fernandez | President & CEO |
| Maria Elena C. Fernandez | Non-Executive Director |
| Santiago Gabriel O. Fernandez | Non-Executive Director |
| Paul P. Sagayo, Jr. | Non-Executive Director |
| Jaime F. Panganiban | Independent Director |
| Cesar O. Virtusio | Independent Director |
| John E. Huang | Independent Director |

1. **CALL TO ORDER**

The Chairman of the Board of Directors, Mr. Roberto C. Fernandez, called the meeting to order at around 3:10 in the afternoon. The Corporate Secretary, Ms. Ma. Sigrid R. Pinlac recorded the minutes of the meeting. The Chairman welcomed the stockholders who have joined in the live streaming of the proceedings and thanked those who participated in the meeting through electronic-online voting *in absentia* or proxy.

2. **CERTIFICATION BY THE CORPORATE SECRETARY ON THE SENDING OF NOTICES AND EXISTENCE OF QUORUM**

Upon the request of the Chairman, the Corporate Secretary reported that Notice of the Annual Stockholders’ Meeting (“Notice”) and Definitive Information Statement were sent to the stockholders of record as of June 01, 2022 thru (i) posting on the Company’s website, (ii) publication of Notice of ASM & Agenda in the Philippine Star’s and Business Mirror’s May 31, 2024 and June 1, 2024 Issues in both online and print formats, and (iii) email to the stockholders’ respective email addresses.

The Corporate Secretary further reported that there were present at the meeting, in person or by proxy, stockholders owning/representing 588,622,743 shares or 93.9157% of the 626,756,494 total issued and outstanding shares entitled to vote and be voted at the meeting which confirms the existence of a quorum.

The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

| Mode of Attendance | Total Number of Shares | % of Total Shares |
|--|---------------------------|------------------------|
| By Proxy | 588,458,058 | 93.8894% |
| Remote Communication/Voting-in-absentia (electronic/online voting) | 16,685 | 0.0263% |
| Total: | <u>588,622,743</u> | <u>93.9157%</u> |

Thereupon, the Chairman declared that a quorum was present to transact business as provided in the agenda. The Chairman explained that although the Company is holding the meeting in a virtual format, it strived to provide the shareholders the opportunity to participate in the meeting to the same extent possible as in an in-person meeting.

Thereafter, the Corporate Secretary further reported and explained that the rules of conduct and voting procedures are set forth in the Notice and Definitive Information Statement, highlighted the following:

- (i) Stockholders who registered in the *electronic/online voting-in-absentia* or who notified the Company by email of their intention to participate in the meeting may send their questions (or comments) at corpsec@benlife.com.ph.
- (ii) Stockholders shall cast their votes on the proposed resolutions and in the Election of Directors via Proxy or electronic/online voting-in-absentia as provided in the Notice and Definitive Information Statement.
- (iii) All the votes cast after the closing of polls shall be validated by Reyes Tacandong & Co.
- (iv) The questions or comments received before 12nn of June 28, 2024 shall be read during the Q&A period, which will take place under Other Matters of the Agenda. Management shall reply to questions not taken-up during the meeting by email.

3. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON 28 June 2023

The Chairman then proceeded with the approval of the Minutes of the Annual Stockholders' Meeting held on June 28, 2023. He stated that the Minutes of the 2023 Annual Stockholders' Meeting are made available in and downloadable from the Company's website.

The Corporate Secretary presented the resolution as proposed by Management, and based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

Resolution No. ASM-2024-01

“Resolved, as it is hereby resolved, that the Minutes of the Annual Stockholders’ Meeting of the Company held on June 28, 2023 be, as the same are hereby approved.”

The final tabulation of votes for the approval of the minutes and the adoption of Resolution No. ASM-2024-01 are as follows:

| | For | Against | Abstain |
|----------------------------|-------------|----------------|----------------|
| No. of Voted Shares | 588,619,260 | 0 | 0 |
| % of Shares Voted | 99.9994% | 0 | 0 |

4. PRESENTATION OF ANNUAL REPORT AND APPROVAL OF THE AUDITED FINANCIAL STATEMENTS (“AFS”)

The Chairman proceeded to the next item in the agenda and requested the President to present the Annual Report to the stockholders. Mr. Jaime C. Fernandez presented the following highlights on the Company’s performance in 2023:

- (i) BENLIFE delivered a respectable performance in 2023. Prudent investment strategies have ensured stability and contributed to the healthy growth of the Company’s portfolio.
- (ii) GROSS PREMIUMS slightly decreased by 2.72% from P2.21 Billion in 2022 to P2.16 Billion in 2023.

The COVID years negatively affected the Agency Force and as consequence the Company lost a significant number of them especially in the provincial offices. The rebuilding of our Sales Force throughout the year ‘til today has been our priority.

- (iii) INVESTMENT INCOME increased by 30.22% in 2023 from P409 Million in 2022 to P532 Million. This is because of higher interest rates in 2023 for long term fixed income investments.
- (iv) TOTAL REVENUES increased by 3.2%, from P2.6 Billion in 2022 to P2.7 Billion in 2023.
- (v) NET INCOME improved by 39.5% from P80.8 Million in 2022 to P112.7 Million in 2023. This is due to better investment yields in 2023 and the gradual recovery from the COVID pandemic where we have experienced continued increase in death claims in 2021 and 2022.

- (vi) TOTAL ASSETS increased by around 5.54%, from P9.87 Billion in 2022 to P10.4 Billion in 2023.
- (vii) TOTAL NET WORTH increased by 3% from P4.081B to P4.208B. This figure is compliant with the Insurance Commission’s mandate for a minimum network requirement of P1.3B

The President informed the stockholders that the foregoing information basically summarize BENLIFE’S performance in 2023. These are reflected in the Audited Financial Statements and Management’s Report which are contained in the Information Statement, and are uploaded to, and available in the Company’s website.

Moreover, the President told the stockholders that as we look ahead, still, we must remain vigilant to the ongoing challenges. To name a few, he mentioned the following:

- (i) The adoption of the new IC-mandated accounting standards called PFRS-17. These new standards will naturally affect our reporting results and is expected to go online by 2025. Rest assured the Accounting and IT groups are working diligently to meet this deadline.
- (ii) To achieve a greater scale, an extensive selection and licensing of new manpower based in twenty (20) regional and fifteen (15) agency satellite offices nationwide must be implemented.
- (iii) To continue to improve BENLIFE systems, create enhancements in operations with the objective of increasing efficiency in service deliverables through the use of mobile applications and servicing and various online and other payment options.

The President then thanked the Board for its insightful guidance and valuable advice, and all the shareholders for their unwavering support and trust in the leadership and vision of the Company.

Thereafter, Mr. Cesar Virtusio, an Independent Director, informed the stockholders that upon the favourable recommendation and endorsement from the Audit Committee, the Board in its Regular Meeting held last April 12, 2024, has approved the Company’s Audited Financial Statements as at December 31, 2023, as audited by its External Auditor, Reyes Tacandong & Co.

The Corporate Secretary then presented the tabulation of votes of the stockholders for the approval of the Audited Financial Statements, as follows:

| | For | Against | Abstain |
|----------------------------|-------------|----------------|----------------|
| No. of Voted Shares | 588,619,260 | 0 | 0 |
| % of Shares Voted | 99.9994% | 0 | 0 |

Given the results of the votes, the Corporate Secretary declared that the following proposed resolution has been approved and confirmed by the stockholders:

Resolution No. ASM-2024-02

“Resolved, as it is hereby resolved, that the Annual Report of the Company be, and is hereby noted, and the Audited Financial Statements of the Company as at December 31, 2023 be, as the same are hereby approved.”

5. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, COMMITTEES OF THE BOARD, AND OFFICERS OF THE COMPANY SINCE THE LAST ANNUAL MEETING OF THE STOCKHOLDERS

The Corporate Secretary informed the shareholders that the Board & Management seek ratification of all acts & resolutions of the Board and its Committees from June 28, 2023 until June 28, 2024. Such acts & resolutions include the election of officers & members of the Board Committees, contracts & transactions entered into by the Company, credit & loan transactions, projects & investments, manpower-related decisions, corporate governance-related actions & matters governed by disclosures to the Securities & Exchange Commission, Insurance Commission, and other government agencies. Stockholders’ ratification is also being sought for the acts of the Company’s Officers to implement the resolutions of the Board & its Committees, those made in the conduct of business.

The Corporate Secretary presented to the stockholders the following proposed resolution:

Resolution No. ASM-2024-03

“Resolved, as it is hereby resolved, that the acts and resolutions of the Board and its Committees, as well as those of the Management, made and adopted since the last Annual Stockholders' Meeting of the Company be, as the same are hereby approved, ratified and confirmed.”

Upon motion to approved the proposed resolution, the Corporate Secretary reported that the proposed resolution has been approved by the stockholders based on the following voting results:

| | For | Against | Abstain |
|----------------------------|-------------|----------------|----------------|
| No. of Voted Shares | 588,619,260 | 0 | 0 |
| % of Shares Voted | 99.9994% | 0 | 0 |

6. ELECTION OF DIRECTORS

The next item in the Agenda was the election of members of the Board of Directors for the ensuing year.

Mr. John E. Huang, the Lead Independent Director and Vice Chairman of the Corporate Governance Committee, reported that in accordance with the Company's Amended By-Laws and Revised Manual on Corporate Governance, as well as relevant rules and regulations, the following were duly nominated for election as members of the Board for the ensuing year:

- (i) Roberto C. Fernandez*
- (ii) Jaime C. Fernandez
- (iii) Maria Elena C. Fernandez*
- (iv) Santiago Gabriel O. Fernandez*
- (v) Paul P. Sagayo, Jr.*
- (vi) Roberto De Ocampo**
- (vii) Jaime F. Panganiban**
- (viii) Cesar O. Virtusio**
- (ix) John E. Huang**

*Mr. Roberto C. Fernandez, Ms. Maria Elena C. Fernandez, Santiago Gabriel O. Fernandez, and Mr. Paul P. Sagayo, Jr, have been nominated as Non-Executive Directors while Mr. Jaime C. Fernandez was the only Executive Director nominated to the Board.

**Messrs. De Ocampo, Virtusio, Panganiban, and Huang have been nominated as Independent Directors.

The Corporate Governance Committee of the Company has ascertained that all the nominees including the four (4) nominees for Independent Directors are qualified to serve as Directors of the Company. All nominees have accepted their respective nominations.

The Corporate Secretary then presented to the stockholders the following proposed resolution:

Resolution No. ASM-2024-04

"Resolved, to confirm the election of the following Directors of the Company who shall serve as such for the ensuing year beginning today and/or until their successors are duly elected and qualified:

Roberto C. Fernandez (as Non-Executive Director)
Jaime C. Fernandez as Executive Director
Maria Elena C. Fernandez (as Non-Executive Director)
Santiago Gabriel O. Fernandez (as Non-Executive Director)
Paul P. Sagayo, Jr. (as Non-Executive Director)
Roberto De Ocampo (as an Independent Director)
Jaime F. Panganiban (as an Independent Director)
Cesar O. Virtusio (as an Independent Director)
John E. Huang (as an Independent Director)"

Thereafter, the Corporate Secretary reported to the stockholders the tabulation of the voting results of the election of directors as follows:

| Nominees | FOR | | AGAINST | ABSTAIN |
|-------------------------------|---------------|----------|---------|---------|
| | No. of shares | % share | | |
| Roberto C. Fernandez | 588,619,260 | 99.9994% | 0% | 0% |
| Jaime C. Fernandez | 588,619,260 | 99.9994% | 0% | 0% |
| Maria Elena C. Fernandez | 588,619,260 | 99.9994% | 0% | 0% |
| Santiago Gabriel O. Fernandez | 588,619,260 | 99.9994% | 0% | 0% |
| Paul P. Sagayo Jr. | 588,619,260 | 99.9994% | 0% | 0% |
| Roberto F. De Ocampo | 588,619,260 | 99.9994% | 0% | 0% |
| Jaime F. Panganiban | 588,619,260 | 99.9994% | 0% | 0% |
| Cesar O. Virtusio | 588,619,260 | 99.9994% | 0% | 0% |
| John E. Huang | 588,619,260 | 99.9994% | 0% | 0% |

The Corporate Secretary certified that each nominee has received at least 588,401,765 shares which is equivalent to 99.9851% of votes which is enough for election to the Board and that the proposed Resolution to this effect had been approved:

7. APPOINTMENT OF EXTERNAL AUDITORS

The next item in the agenda was the election of the Company's External Auditors.

Mr. John E. Huang, an independent director and member of the Audit Committee, reported to the stockholders that the Audit Committee has evaluated the performance of the Company's present Auditor, the Reyes, Tacandong & Co. during the past year & found their performance satisfactory.

He further informed the stockholders that the Audit Committee & the Board of Directors have agreed to endorse for stockholders' approval the re-election of Reyes, Tacandong & Co. as the Company's External Auditor for the fiscal year 2023.

The Corporate Secretary presented the resolution for the re-election of Reyes, Tacandong & Co. as the Company's External Auditor for the fiscal year 2023 as follows:

Resolution No. ASM-2024-05

“Resolved, as endorsed by the Board of Directors, to approve the election of the accounting firm of Reyes Tacandong & Co., as the External Auditor of the Company for the fiscal year 2024”

The final tabulation of votes for the approval and adoption of Resolution No. ASM-2024-05 are as follows:

| | For | Against | Abstain |
|----------------------------|-------------|----------------|----------------|
| No. of Voted Shares | 588,619,260 | 0 | 0 |
| % of Shares Voted | 99.9994% | 0 | 0 |

8. CONSIDERATION OF SUCH OTHER MATTERS AS MAY PROPERLY COME DURING THE MEETING


After confirming with the Corporate Secretary that there were no other matters that require consideration by the stockholders, the Chairman requested Mr. Miko Delloso, an associate in-house of the Company, to read the questions and/or comments together with the names of the stockholders who sent them.

Ms. Esther Martin Sempio asked the Board if the stockholders will be paying out dividends for the year as she has not received dividends since 2019. The President informed the stockholders that the Board & Management have not recommended the declaration of dividends for the previous year in view of the increase in the capitalization and networth requirements of the government for insurance companies but reassured everyone that the same shall be taken into consideration in the coming year.

9. ADJOURNMENT

There being no other questions from the stockholders, and no further business to transact, upon motion duly seconded, the meeting was adjourned at around 3:30 pm.

PREPARED BY:



MA. SIGRID R. PINLAC
Corporate Secretary