



**MINUTES OF THE  
ANNUAL MEETING OF STOCKHOLDERS  
CHARTER PING AN INSURANCE CORPORATION**

Via WebEx : <https://axa-ph.webex.com/axa-ph/j.php?MTID=m3e0f9111d9d4f28d0c23e4dac69523e5>

Monday, 20 April 2020

Immediately after the Annual Stockholders meeting of AXA Philippines at 9:30 AM

<b><u>Stockholders Present</u></b>	<b><u>No. of Shares</u></b>
Philippine AXA Life Insurance Corporation (through proxy)	5,124,965
Solomon S. Cua	5
Arthur V. Ty	5
Fernand Antonio Tansingco	5
Rahul Hora	5
Francoise Gilles	5
Jaime C. Laya	5
Lope M. Yuvienco	5
<b>TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING</b>	<b>5,125,000</b>
<b>TOTAL NUMBER OF OUTSTANDING SHARES</b>	<b>5,125,000</b>

The above named shareholders present represent 100% (5,125,000 shares) of the Stockholders of record.

**Also Present:**

Angelica S. Reyes	Corporate Secretary
Atty. Jill Marie B. Lopez	Assistant Corporate Secretary
Aric Justin Ty	Assistant Corporate Secretary
Adoracion Go	Financial Controller
Wendy Saez-Co	Treasurer
Atty. Abbiegail D. Sac	Legal and Compliance
Atty. Agatha Bermejo	Legal and Compliance

**1. CALL TO ORDER**

Mr. Solomon S. Cua, Chairman, presided over and called the meeting to order at 10 :00 AM.

The Chairman welcomed the attendees of the Stockholders' Meeting and noted the attendance of the following: Mr. Arthur V. Ty, Mr. Fernand Antonio A. Tansingco, Mr. Rahul Hora (President and CEO), Ms. Francoise Gilles, Mr. Jaime C. Laya (Chairperson of Board Risk Management, Audit and Compliance Committee), and Mr. Lope M. Yuvienco.

Ms. Angelica Reyes, the Corporate Secretary, took the minutes of the meeting.



## 2. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that written notices of the meeting and proxy forms were posted on the Corporate website, <https://axa.com.ph>, and sent by electronic mail, personal delivery, and/or registered mail to the stockholders on 20 March 2020.

Inasmuch as more than two-thirds (2/3) of the stockholders were present in person or represented by proxies at the meeting, a quorum was declared by the Corporate Secretary and annual meeting of the Stockholders of Charter Ping An Insurance Corporation was duly constituted and opened for transaction of the business on the agenda.

**Voting Procedure** – The Corporate Secretary discussed the voting procedure for the meeting. All matters in the agenda subject to the vote of the stockholders shall be decided by the majority of vote of stockholders present or by proxy, except in cases where the law provides otherwise. Each outstanding share of stock entitles the registered stockholder to one vote. As required by the ASEAN Corporate Governance Scorecard, the final tally of votes will be reflected in the minutes of the meeting.

## 3. APPROVAL OF MINUTES OF THE ANNUAL MEETING HELD ON 25 APRIL 2019

The Chairman proceeded to the next item in the agenda and informed the attendees that the next order of business was the approval of the minutes of the Annual Meeting held on 25 April 2019. He manifested that the copies of the Minutes were appended to the Stockholders pack that was sent to them one week before the meeting.

Upon motion duly made and seconded, the Stockholders representing 100% of the 5,125,000 shares represented during the meeting unanimously adopted and approved the following:

### **RESOLUTION**

“**RESOLVED**, that the minutes of the Annual Meeting of Stockholders held on 25 April 2019, the reading of which was dispensed with, be as they are hereby APPROVED.”

The Assistant Corporate Secretary noted that the votes cast and received on the approval of the minutes of the Annual Meeting of the Stockholders held on 25 April 2019 were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
5,125,000	5,125,000	5,125,000	0	0

## 4. RATIFICATION OF CORPORATE ACTS

The resolutions adopted and approved by the Board of Directors and its board committees from the date of the 2019 Annual Stockholders' Meeting on 25 April 2019 until the date of this meeting were presented to the Stockholders for consideration and ratification.

Upon motion duly made, seconded and carried, the Stockholders representing 100% of the 5,125,000 shares represented during the meeting unanimously adopted the following:



## **RESOLUTION**

**“RESOLVED**, that the resolutions adopted and approved by the Board of Directors and its board committees from the date of the 2019 Annual Stockholders’ Meeting on 25 April 2019 until the date of this meeting, be as they are hereby APPROVED and RATIFIED.”

The Assistant Corporate Secretary noted that the votes cast and received on the ratification of corporate acts were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
5,125,000	5,125,000	5,125,000	0	0

## **5. PRESIDENT’S REPORT**

The Chairman gave the floor to the CEO and President of AXA Philippines to present his report to the Stockholders.

Mr. Rahul Hora delivered the President’s Report which highlighted the performance of the Company, both Life and General Insurance, for 2019.

***2019 was a redefining year, in more ways than one.***

### ***Market and Business Performance***

Based on the latest industry results, as of Q3 2019, the Life sector ended at PhP 172 billion in total premium income, representing a decline of -1.2%. This was in contrast to the +20% growth in 2018 vs 2017 for the same period. The decline was due to the industry’s poor equity market performance for the year leading to a significant decline in the Unit Linked Single Premium businesses across the industry. Due to these factors, AXA experienced a decline in the Unit Linked Single Premium Business.

The Company, however, was able to improve its TPI performance on a full year basis. Performance on other Financial Metrics was impressive. Life Underlying Earnings, NBV Margins, Normalized Premium Income and the Life PFRS improved over the previous fully year results of 2018.

Agency delivered an impressive new business performance for the year compared with the previous year on APE basis. This was primarily driven by the improvement of product mix and increase in active manpower.

On GI, GWP declined in 2019, as Motor and Property experienced lower sales. GI earnings were affected due to several large losses in Property and CAT occurrences.

### ***Evolving Strategy and Setting the Stage for 2020***

With the challenging Equity Market unfolding through the year, the management team focused on innovating the product portfolio of the business.

Challenging results on GI drove the management team to revisit its original strategy on GI resulting to a shift of focus on strategies such as better claims experience.



Driven by the core value of “Customer Centricity”, various initiatives were rolled out in 2019 to enhance customer experience. These enabled AXA customers to have access to much needed information and empowered them to accomplish certain service needs.

2019 was also a milestone year for AXA different initiatives aligned towards its endeavor and global directive of moving from being a payer to a partner.

AXA invested in branding, including traditional and digital advertisements and different partnerships.

All the above initiatives enabled AXA to achieve its CXT Target and Internal Employee Pulse Score on *Putting Our Customer First*.

Employees continue to be AXA and CPAIC’s key assets, and a lot of initiatives were made around employee engagement, diversity and inclusion and career development opportunities.

AXA has acted on its values of Customer First, Integrity, Courage, and One AXA, and will continue to live up to the purpose of Empowering People to Live a Better Life.

## **5.1 OPEN FORUM**

After the President’s Report, the Chairman opened the floor to the stockholders.

Dr. Jaime Laya and Mr. Arthur Ty proposed that the Board or management should look in to the business of GI in line with the latest COVID-19 situation in the country. Chairman Cua agreed on this point and Mr. Hora took note of the Dr. Laya’s and Mr. Ty ‘s comments.

The Stockholders then noted the report.

## **6. FOR INFORMATION: 2019 AUDITED FINANCIAL STATEMENT AND MARKET UPDATE**

The Chairman tabled the 2019 Audited Financial Statement of AXA.

Mr. Jaime Laya, the Chairman of the Board Risk Management Audit and Compliance Committee, presented the 2019 Audited Financial Statement of AXA to the stockholders. He also presented the audit results and discussed to the Stockholders the recommendation on how to address the audit results.

Mr. Hora presented the 2019 Market Update.

The Chairman asked if there are questions on the 2019 Audited Financial Statement and the Market Update. There being none, the Stockholders noted the 2019 Audited Financial Statement and the 2019 Market Update.

## **7. APPOINTMENT OF EXTERNAL AUDITOR**

Upon motion duly made, seconded and carried, the Stockholders representing 100% of the 5,125,000 shares represented during the meeting unanimously adopted the following:

### **RESOLUTION**

**“RESOLVED**, that Sycip Gorres Velayo (SGV) & Co. be, as it is hereby selected and appointed as the external auditor of the Company for the



year 2020, subject to the negotiation of the fees and the scope of work, the approval of which is hereby delegated to the Board Risk Management, Audit, and Compliance Committee (BRMACC).

The Assistant Corporate Secretary noted that the votes cast and received on the appointment of external auditor were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
5,125,000	5,125,000	5,125,000	0	0

## 8. ELECTION OF 2020-2021 DIRECTORS

The Chairman then announced that the election of the Board of Directors was the next in the agenda. He declared that seven (7) directors were nominated for the 7 seats in the Board of Directors.

He also declared that the present stockholders may vote in person or by proxy executed in writing by the stockholder or his duly-authorized attorney-in-fact. The following are the nominated directors:

Solomon S. Cua  
Arthur V. Ty  
Fernand Antonio A. Tansingco  
Rahul Hora  
Francoise Gilles  
Lope M. Yuvienco  
Jaime C. Laya

and Mr. Vy Tonne So, and Mr. Rober Yu as the Advisers to the Board.

Considering that there were only 7 persons nominated to and qualified for the 7 seats in the Board, Mr. Arthur Ty moved that all unqualified votes be cast in favor of all the 7 individuals who were nominated as members of the Board of Directors for the year 2020 and in favor of Mr. Vy Tonne So, and Mr. Robert Yu as Advisers to the Board. Thus, upon motion duly made and seconded, the Stockholders representing 100% of the 5,125,000 shares represented during the meeting unanimously passed and adopted the following resolution:

### **RESOLUTION**

**“RESOLVED**, that the following persons are hereby elected directors of Charter Phing An Insurance Corporation for a period of one (1) year and until their successors shall have been duly elected and qualified:

Solomon S. Cua  
Arthur V. Ty  
Fernand Antonio A. Tansingco  
Rahul Hora  
Francoise Gilles

### **Independent Directors:**

Lope M. Yuvienco



Jaime C. Laya

and Mr. Vy Tonne So, and Mr. Rober Yu as the Advisers to the Board.

The Assistant Corporate Secretary noted that the votes cast and received on the election of directors for year 2020-2021 were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
5,125,000	5,125,000	5,125,000	0	0

#### **9. OTHER MATTERS/ADJOURNMENT**

The Chairman then asked if there are still other questions and clarifications from the Stockholders. After finding that there were none and considering that there are no further business to transact, and upon motion duly made and seconded, the meeting was adjourned at 10 :30 am.

**ATTY. JILL MARIE B. LOPEZ**

Asst. Corporate Secretary

**NOTED BY:**

**ANGELICA S. REYES**

Corporate Secretary

**ATTESTED BY:**

**SOLOMON S. CUA**

Chairman  
Board of Directors

***Note : The Minutes of the 2020 Annual Meeting of Stockholders were distributed electronically, and approved for release on 20 April 2020.***