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16 March 2016

**NOTICE OF SCHEDULE OF THE
ANNUAL MEETING OF THE STOCKHOLDERS**

To: All Stockholders as of 16 March 2016

Notice is hereby given that the annual meeting of the stockholders is called by the Board of Directors. The meeting will be held at the date, time and place stated below:

Date:	April 15, 2016
Time:	10:00 – 11:00 AM
Venue:	Board Room, 34/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City, 1227

If the stockholder is a juridical entity, its proxy must submit to the Corporate Secretary prior to the meeting (i) a proxy and (ii) an original secretary's certificate on the resolution of the board of directors (if a corporation) or the general partner/management committee (if a limited partnership) appointing the proxy.

If the stockholder is an individual who cannot attend the meeting in person, he/she may appoint a proxy to represent him/her. The proxy must be submitted to the Corporate Secretary prior to the meeting.

The agenda for the meeting and the form of the proxy are enclosed.

(original signed)
ANGELICA S. REYES
Corporate Secretary

AXA Philippines

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ANNUAL MEETING OF THE STOCKHOLDERS

April 15, 2016

10:00 AM

Board Room, 34/F GT Tower International 6813 Ayala Avenue corner
H.V. dela Costa Street, Makati City

AGENDA

1. Call to Order

2. Proof of Notice and Determination of Quorum

The Corporate Secretary will certify that the notice of the meeting has been duly sent to the stockholders as of record date as required by the By-Laws. Likewise, the Corporate Secretary will attest to the attendance at the meeting and whether a quorum is present.

Except as otherwise provided by law, a quorum shall consist of stockholders owning a majority of the outstanding capital stock, represented in person or by proxy.

3. Approval of Minutes of the Special Meetings held on 28 October 2015 and 29 March 2016

The Minutes of the Special Meetings of the Stockholders held on 28 October 2015 and 29 March 2016 will be submitted for approval.

The Minutes of the 28 October 2015 meeting contains the following matters: approval of the minutes of annual meeting held on 30 April 2015, approval to purchase Charter Ping An Insurance Corporation, approval to secure composite license with the Insurance Commission and amendment of the Articles of Incorporation and By-Laws.

The Minutes of the 29 March 2016 meeting contains the approval to adopt the new constitutional documents pursuant to the acquisition of Charter Ping An Insurance Corporation.

Copies of the Minutes of the Special Stockholders' Meetings will be made available at the annual stockholders' meeting on 15 April 2016 for any stockholder who wants to review the same.

4. Ratification of all Resolutions adopted and approved by the Board of Directors and its committees during the preceding year

Ratification by the stockholders will be sought for all the acts and the resolution of the Board of Directors and its committees since the annual stockholders' meeting on 30 April 2015 up to the present.

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The acts and resolutions of the Board and its committees include approval of contracts and agreements, projects and investments, transactions relating to the regular business of the Company wherein, either by law or regulations issued by the Insurance Commission, is required to act upon. All resolutions of the Board of Directors from the last stockholders' meeting held on 30 April 2015 up to the present are available for examination upon reasonable notice to the Company and during office hours at 34/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City.

The floor will be open for questions from the stockholders after the presentation.

5. President's Report

The President will present the highlights of the 2015 performance of the Company and the outlook for 2016.

6. For Information: 2015 Audited Financial Statement and Market Update

The Audited Financial Statement (AFS) as of December 31, 2015 will be presented for approval of the stockholders.

7. Election of 2016-2017 Directors

The shareholders will approve the election of the members of the Board of Directors, including the Independent Directors, to hold office until the next stockholders' meeting and until their respective successors have been elected and qualified. The nominees were evaluated on the basis of the selection criteria of the Company for Board members. They possess all qualifications required by applicable laws, rules and regulations and the Company's By-Laws and none of the disqualifications to serve as members of the Board.

The profile and qualifications of the nominees are available on the Company's website.

8. Other matters/Adjournment

Matters that are relevant to and appropriate for the annual stockholder's meeting may be taken up. Stockholders may also propose to consider such other relevant matters or issues.

PROXY

The undersigned stockholder ("Stockholder") of **AXA PHILIPPINES** (the "Corporation"), hereby appoints:

or, in case of the his/her non-attendance,

as the Stockholder's proxy to represent the Stockholder and vote all shares registered in the name of the Stockholder in the stock and transfer book of the Corporation and/or such shares as the Stockholder is authorized to represent and vote at the annual meeting of the stockholders to be held at the Board Room, 34/F GT Tower International 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City, 1227, on 15 April 2016 at 10:00 AM, and any adjournments and postponements thereof, as fully to all intents and purposes as the Stockholder might do if present and acting in person.

This proxy revokes and supersedes any previously executed proxy or proxies and shall continue until such time as the same is revoked or withdrawn. This proxy shall be valid for the purpose only of the annual meeting of the stockholders on 15 April 2016.

Signed on [date] at [place].

[NAME OF STOCKHOLDER]

By:
Name:
Title:

SIGNED IN THE PRESENCE OF:

Name: