



23 September 2016

**NOTICE OF SCHEDULE OF THE
SPECIAL MEETING OF THE STOCKHOLDERS**

To: All Stockholders as of 21 September 2016

Notice is hereby given that the special 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:	October 17, 2016 (Monday)
Time:	08:00 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



redefining / standards

SPECIAL MEETING OF THE STOCKHOLDERS

October 17, 2016

8:00 AM

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

AGENDA

1. Call to Order

The Chairman will call the meeting 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 Meeting held on 18 July 2016

The minutes of the Special Meeting of the Stockholders held on 18 July 2016 will be submitted for approval.

The minutes contain the following matters: approval of the minutes of the previous meeting, approval of the amendment to the Articles of Incorporation, and approval of the shared services arrangement with Charter Ping An Insurance Corporation.

Copies of the minutes will also be made available at the special stockholders' meeting on 17 October 2016 for any stockholder who wants to review the same.

4. Election of a New Director to Fill a Vacant Seat on the Board of Directors

The shareholders will approve the election of a new Director to hold office for the unexpired term of the resigning Director, Mr. Benoit Claveranne. The nominee was evaluated on the basis of the selection criteria of the Company for Board members. He possesses all qualifications required by applicable laws, rules and regulations and the Company's By-Laws and none of the disqualifications to serve as member of the Board.

AXA Philippines

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The profile and qualifications of the nominee will be made available at the special stockholders' meeting on 17 October 2016 for any stockholder who want to review the same.

5. Other matters/Adjournment

Matters that are relevant to and appropriate for the special 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 special 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 17 October 2016 at 8:00 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 special meeting of the stockholders on 17 October 2016.

Signed on [date] at [place].

[NAME OF STOCKHOLDER]

By:
Name:
Title:

SIGNED IN THE PRESENCE OF:

Name: