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3 April 2014

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

To: All Stockholders as of April 1, 2014

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 30, 2014
Time:	3:30 PM
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)
BERNARDITO M. LAPUZ
Corporate Secretary

AXA Philippines

34th Floor, GT Tower International, 6813 Ayala Ave. cor H. V. Dela Costa St., Makati City, Philippines 1227
Trunkline: +63 2 885 0101 • Customer Service Hotline: +63 2 5815 292 (AXA) / +63 2 3231 291 (AXA)



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ANNUAL MEETING OF THE STOCKHOLDERS

April 30, 2014

3:30 PM

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
3. Approval of minutes of the annual meeting held on 16 April 2013 and special meeting held on 28 August 2013
4. President's Annual Report and 2013 Audited Financial Statement
5. Ratification of all Resolutions adopted and approved by the Board of Directors and its committees during the preceding year
6. Election of Directors
7. Approval of Directors' Fees
8. Amendment of Articles of Incorporation – Change in Address
9. Appointment of External Auditor
10. Other matters/Adjournment

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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 30 April 2014 at 3:30 pm, 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 30 April 2014.

Signed on [date] at [place].

[NAME OF STOCKHOLDER]

By:
Name:
Title:

SIGNED IN THE PRESENCE OF:

Name: