



**MINUTES OF THE SPECIAL MEETING OF THE SHAREHOLDERS
PHILIPPINE AXA LIFE INSURANCE CORPORATION
("AXA PHILIPPINES")**

34F GT Tower International
6813 Ayala Avenue, Makati City
Via Microsoft Teams
15 August 2023
11: 00 A.M.

<u>Shareholders Present</u>	<u>No. of Shares</u>
AXA Asia as represented by Mr. Bernardo Rafael Serrano Lopez	4, 499, 907
First Metro Investment Corporation as represented by Mr. Jose Patricio A. Dumlao	2, 817, 889
GT Capital Holdings, Inc. as represented by Ms. Alesandra T. Ty	2, 532, 892
Solomon S. Cua	10
Bernardo Rafael Serrano Lopez	10
Alesandra T. Ty	10
TOTAL NUMBER OF SHARES PRESENT AND REPRESENTED AT THE MEETING	9, 850, 718
TOTAL NUMBER OF OUTSTANDING SHARES	9, 999, 793

The above named shareholders present represent 98. 51% (9, 850, 718) of the Shareholders of record.

Also Present:

Renee Lynn Miciano-Atienza
Dan David Vincent D. Antonio
Philip Jason Gayda
Marvie Frando

Corporate Secretary
Assistant Corporate Secretary
Corporate Legal
Corporate Legal

1. CALL TO ORDER

Solomon S. Cua, the Chairman of the Board of Philippine AXA Life Insurance Corporation (the "Company"), presided over and called the meeting to order at 11: 00 A.M.

Renee Lynn Miciano-Atienza, the Company's Corporate Secretary, took the minutes of the meeting.



2. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary certified that the written notices of the meeting and proxy forms were sent by electronic mail, personal delivery, and/or registered mail to the Shareholders. A notice of the date, place and hour of the meeting was also caused to be published in newspapers of general circulation on 10 August 2023.

Inasmuch as more than two-thirds (2/3) of the Shareholders were present in person or represented by proxies at the meeting, a quorum was declared by the Corporate Secretary and the special meeting of the Shareholders of the Company 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 Shareholders shall be decided by the majority vote of Shareholders present or by proxy, except in cases where the law provides otherwise. Each outstanding share of stock entitles the registered shareholder 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 THE CHANGE IN CORPORATE NAME, AMENDMENT OF THE TITLE AND ARTICLE FIRST OF THE COMPANY'S AMENDED ARTICLES OF INCORPORATION AND THE TITLE OF THE COMPANY'S AMENDED BY-LAWS

The Chairman then discussed the need to approve the change in the Company's corporate name, as indicated in the Articles of Incorporation and By Laws, to amend the Title and Article First of the Company's Amended Articles of Incorporation and the Title of the Company's Amended By-Laws ("*Amendment of Corporate Name*"), pursuant to the Insurance Commission's mandate for the corporate name to reflect the true nature of the Company's business of engaging in both life and non-life insurance business.

Upon motion duly made, seconded and carried, the Shareholders representing 98.51% of the 9, 850, 718 represented during the meeting unanimously adopted the following:

RESOLUTION

"RESOLVED, that the Shareholders approve, as they hereby approve, the amendment to the Title of Philippine AXA Life Insurance Corporation's (the "*Company's*") Amended Articles of Incorporation to read as follows:

AMENDED ARTICLES OF INCORPORATION
OF
AXA Philippines Life and General Insurance Corporation
(Formerly: Philippine AXA Life Insurance Corporation)
(Formerly: Metro Philippines Life Insurance Corporation) 



(Formerly: Pan Philippines Life Insurance Corporation)

doing business under the names and styles of
AXA PHILIPPINES, PHILIPPINE AXA, AXA Philippines, AXA
Insurance Philippines, Philippine AXA Insurance, Philippine AXA,
and AXA

(Formerly: PHILIPPINE AXA LIFE INSURANCE CORPORATION
doing business under the names and styles of AXA PHILIPPINES;
Philippine AXA Life; AXA Life Philippines; AXA Life Insurance
Philippines; Philippine AXA Life Insurance; Philippine AXA; AXA Life
and AXA)

(Amended on December 27, 1996; Further amended on 27 January
1999; Amended on 18 August 2009; Further amended on 29 March
2016; Further amended pursuant to the meeting of the Board of
Directors and Shareholders on 18 July 2016; further amended
pursuant to the meeting of the Board of Directors and Shareholders
on 10 September 2021).

RESOLVED, FURTHER that the Shareholders approve, as they
hereby approve, the amendment to the Article First of the Company's
Amended Articles of Incorporation to read as follows:

First: That the name of the corporation shall be

**AXA Philippines Life and General Insurance
Corporation**

RESOLVED FURTHER, that the Shareholders approve, as they
hereby approve, the amendment to the Title of the Company's
Amended By-Laws to read as follows:

AMENDED BY LAWS OF
AXA Philippines Life and General Insurance Corporation
(Formerly: Philippine AXA Life Insurance Corporation)
(Formerly: Metro Philippines Life Insurance Corporation)
(Formerly: Pan Philippines Life Insurance Corporation)

doing business under the names and styles of
AXA PHILIPPINES, PHILIPPINE AXA, AXA Philippines, AXA
Insurance Philippines, Philippine AXA Insurance, Philippine AXA,
and AXA

(Formerly: PHILIPPINE AXA LIFE INSURANCE CORPORATION
doing business under the names and styles of AXA PHILIPPINES;
Philippine AXA Life; AXA Life Philippines; AXA Life Insurance
Philippines; Philippine AXA Life Insurance; Philippine AXA; AXA Life
and AXA)



(Amended on December 27, 1996; Further amended on 27 January 1999; Amended on 18 August 2009; Further amended on 29 March 2016; Further amended pursuant to the meeting of the Board of Directors and Shareholders on 18 July 2016; further amended pursuant to the meeting of the Board of Directors and Shareholders on 10 September 2021).

The Assistant Corporate Secretary noted that the votes cast and received on the approval of the Amendment of Corporate Name were as follows:

Total Outstanding Shares	Total Votes Cast	Votes in favor	Votes against	Abstentions
9, 999, 793	9, 850, 718	9, 850, 718	0	0

4. COUNTERPART SIGNING

The Shareholders discussed and agreed that the minutes of this meeting may be executed by the relevant signatories in counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument. Any single counterpart or set of counterparts signed in either case by each signatory hereto shall constitute a full and original agreement for all intents and purposes.

5. OTHER MATTERS/ADJOURNMENT

The Chairman then asked if there are other questions and clarifications from the Shareholders. After finding that there were none and considering there were no further business to transact, and upon motion duly made and seconded, the meeting was adjourned at 11: 30 A.M.

[Signature page follows] 



PREPARED BY:


RENEE LYNN MICIANO-ATIENZA

Corporate Secretary

ATTESTED BY:


SOLOMON S. CUA

Chairman

Board of Directors