

From: Ma. Junifer Maliglig

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To: (Emails of recipients are not disclosed due to DPA)

Subject: Notice of the Annual Meeting of the Stockholders: Sun Life of Canada (Philippines), Inc. to be held on 05 June 2018 at 10:15 am to 10:30 am

**NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS
SUN LIFE OF CANADA (PHILIPPINES), INC.**

Board Room, 6th Floor, Sun Life Centre
5th Avenue corner Rizal Drive, Bonifacio Global City,
Taguig City

To the Stockholders:

Notice is hereby given that **Sun Life of Canada (Philippines), Inc.** will hold its Annual Stockholders' Meeting on 05 June 2018 (Tuesday) at 10:15 a.m. to 10:30 a.m. at the Board Room, 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig City. The meeting agenda shall be as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of the Minutes of the Previous Meeting
4. Annual Report on Operations
5. Ratification of the Acts of the Board of Directors and Officers
6. Election of Directors
7. Appointment of External Auditor
8. Other Matters, if any
9. Adjournment

The following items shall require a vote from the Stockholders. We recommend that a vote FOR the following items be cast:

- **Approval of the minutes of the previous meeting.** The Stockholders are requested to approve the minutes of the 2017 Annual Stockholders' Meeting held on 06 June 2017 and the Special Stockholders' Meeting held on 05 December 2017.
- **Ratification of the Acts of the Board of Directors and Officers.** The Stockholders are requested to ratify and approve all the decisions and actions taken by the directors and officers for the term 2017 to 2018.
- **Election of Directors.** The Stockholders are requested to vote for the following nominees for director: Claude A. Accum, Jose Isidro N. Camacho (*Independent Director*), Chia-Ling Chou a.k.a. Lucy C.L. Chou, Alexander S. Narciso, Francisco S.A. Sandejas (*Independent Director*), Rizalina G. Mantaring (*term will end on 30 June 2018*) and Benedicto C. Sison (*term will begin on 01 July 2018*). Their respective bio-datas are attached.
- **Appointment of External Auditor.** The Stockholders are requested to vote for the appointment of Navarro Amper & Co./ Deloitte Touche Tohmatsu. as the External Auditor for 2018 to 2019.

Should you have questions or concerns, please do not hesitate to contact or email the Corporate Secretary, Atty. Jemilyn S. Camania, at Jemilyn.Camania@sunlife.com and/or the Assistant Corporate Secretary, Atty. Donna C. Duque-Pastoral, at Donna.Pastoral@sunlife.com.

Thank you.

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6th Floor Sun Life Centre 5th Avenue corner Rizal Drive
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JOSE ISIDRO N. CAMACHO

Independent Director, Non-Executive Chairman of the Board (September 2009 to present)

Mr. Jose Isidro N. Camacho, 62 years old, is currently an independent director and non-executive Chairman of the Board of Sun Life of Canada (Philippines), Inc. (September 2009 to present). He is also an independent director of Sun Life Grepa Financial, Inc. (since October 2011). Mr. Camacho is also a board member of Sun Life Malaysia Assurance Berhad and Sun Life Malaysia Takaful Berhad (2013 to present). Presently, he is the Managing Director of Credit Suisse, based in Singapore and also the Vice Chairman for Asia Pacific.

He has a long and distinguished career in government and international banking, including his roles as Secretary of Energy and Secretary of Finance for the Philippines from 2001 to 2003. Prior to joining the government, Mr. Camacho was Managing Director and Chief Country Officer for the Philippines at Deutsche Bank, AG in Manila. Mr. Camacho began his career at Bankers Trust where he worked for 20 years in various positions in New York, Japan, Hong Kong, the Philippines and in Singapore.

Mr. Camacho graduated *cum laude* with a bachelor's degree in mathematics from De La Salle University and received his MBA with a concentration in finance from the Harvard Business School. In February 2017, Mr. Camacho was awarded an Honorary Degree of Doctor of Business Administration from Eastern Asia University, Thailand.

CLAUDE A. ACCUM

Director (from 06 June 2017 to present)

Mr. Claude A. Accum, 57 years old, is currently the President of Sun Life Financial Asia. He serves on the Boards of Directors of Sun Life of Canada (Philippines). Inc. and Sun Life Grepa Financial, Inc. (from June 2017 to present). He is the Chairman of the Boards of Directors of Sun Life Asset Management Company, Inc. and Grepalife Asset Management Corporation (from December 2017 to present). Prior to this post, he held the position of Executive Vice President & Chief Risk Officer, Sun Life Financial. Mr. Accum is responsible for growing Sun Life Financial Asia to realize its full potential, through distribution excellence, strong partner relationships, and by leveraging the rest of Sun Life.

Prior to his risk role, Mr. Accum led several businesses including Group Retirement Services in Canada, Sun Life's former 401k retirement business in the U.S., and its Individual Insurance business in the U.S. He has a track record of growth, innovation and close collaboration with distribution. In his role as Chief Risk Officer, Claude has created a lasting impact on the company by defining and embedding a strong risk framework, including a well defined risk culture, one that is supporting Sun Life's growth objectives and creating competitive advantage. Claude has also been a strong advocate of Sun Life's innovation agenda for clients, which has included the formation of the Insurance Lab, the global innovation and advanced predictive analytics team.

Mr. Accum graduated with a bachelor of science degree from the University of Toronto. He is also a Fellow of the Canadian Institute of Actuaries and of the Society of Actuaries.

ALEXANDER S. NARCISO

Director (from 29 June 2017 to present) and President (from 01 July 2017 to present)

Mr. Alexander S. Narciso, 58 years old, has been appointed President with effect on 01 July 2017. As President, Alex has full financial, operational and regulatory responsibility for SLOCPI and overall accountability for performance and growth of its life insurance business. Alex concurrently holds the position of Chief Agency Distribution Officer for Sun Life Financial Philippines. Prior to this post, he held the positions of Head for Metro Manila 2 and Director for Marketing. He started as a Career Agent in Sun Life in 1986. He moved to the head office in 1989, handling various agency support roles such as Sales Training, Sales Promotions and Agency Events.

Mr. Narciso graduated from the Ateneo de Manila University with a degree in Philosophy and holds a Master's degree in Industrial Economics from Center for Research and Communication. He is also a Fellow of the Life Management Institute (with distinction).

RIZALINA G. MANTARING

Director (July 2009 to present), CEO and Country Head (from 01 July 2017 to present)

Ms. Rizalina G. Mantaring, 58 years old, is currently the CEO and Country Head of the Sun Life Financial group of companies in the Philippines and a member of its various boards. She is the Chairman of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc. (2010 to present) Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc. (2012 to present) Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc. (2014 to present), Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc. (2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc., DECA Homebuilder Fund, Inc. (2017 to present), and Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018). She is also the Chairman of the Great Life Financial Assurance Corporation (2012 to present) and the three Grepalife Mutual Funds i.e., Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation and Grepalife Fixed Income Fund Corporation (2011 to present) and the Sun Life Financial-Philippines Foundation, Inc. (2009 to present). She is the President of Sun Life Financial Holding Co., Inc. (2009 to present). She is a Director of the Sun Life Asset Management Company, Inc. (2007 to present), Sun Life Financial Plans, Inc., Sun Life Grepalife Financial, Inc., and Grepalife Asset Management Corporation (2011 to present). Ms. Mantaring has announced her retirement as CEO and Country Head, with effect on 30 June 2018.

She joined Sun Life as head of its Asia Pacific Information Systems Department in 1992. As IT head, she laid the groundwork and transformed the technology platform of Sun Life Philippines into the most advanced in the industry, allowing for the operational efficiency and service levels for which Sun Life is known. In 1999, she took responsibility for the Operations area of the Philippine subsidiary, gradually implementing operational and service improvements and innovations which have led to the company's excellent reputation as the industry leader in customer service. Over the years, she successively took on additional responsibilities until her appointment as

Chief Operating Officer. In 2008, she was appointed Chief Operations Officer for Asia, with responsibility for Operations & Information Technology. In March 2009, she became Deputy President for Sun Life Philippines, then President and CEO in August of the same year until 30 June 2017.

She was a board director of the Philippine Life Insurance Association (PLIA) from 2011-2013 and 2015-2017, and served as PLIA President in 2015. She served as board director of the Philippine Federation of Pre-Need Companies from 2006-2008. She also serves as Independent Director of Ayala Land, Inc., First Philippine Holdings, Inc., and Microventures Inc.

She graduated with a B.S. Electrical Engineering degree (*cum laude*) from the University of the Philippines, and an M.S. Computer Science from the State University of New York at Albany. She has also attended numerous executive development programs conducted by Harvard University, The Wharton School, Duke University, Oxford University, Asian Institute of Management, and The Niagara Institute. She is a Fellow of the Life Management Institute (with distinction).

FRANCISCO S.A. SANDEJAS
Independent Director (March 2016 to present)

Dr. Francisco "Paco" S.A. Sandejas, 50 years old, is the Founder and Managing Director of Narra Ventures from December 2001 to present, a boutique early-stage investment group that has invested in over 35 high-technology companies, with some notable companies being Inphi (NYSE:IPHI), SiRF (NASDAQ: QCOM), Amulaire, Quintic (NASDAQ: NXPI), Calypto (NASDAQ: MENT) and Sandbridge.

Mr. Sandejas is also the Founder and CEO of Xepto Digital Education from October 2007 to present, a system developer and integrator of the most innovative platform for the delivery of Digital Education content and tools for schools of the developing world. He also founded and chairs Stratpoint Technologies, Inc. from October 2005 to present, one of Southeast Asia's leading software consulting firms for Digital Transformation.

Mr. Sandejas also serves as Independent Board member and Chairman of the Technology Steering Committee of UnionBank of the Philippines from June 2014 to present. He is an Independent Director of Sun Life of Canada (Philippines), Inc. from 2016 to present.

Mr. Sandejas is an active trustee of the Philippine Development Foundation from 2013 to present and co-founder of the Brain Gain Network (www.BGN.org) from 1992 to present, he advises various agencies of the Philippine Government, De La Salle University and the University of the Philippines. He has worked at H&Q Asia Pacific, Applied Materials and Siliscape.

Mr. Sandejas graduated with a B.S. Applied Physics degree (*summa cum laude*) from the University of the Philippines. In 1989, he was awarded Ten Outstanding Students of the Philippines. At Stanford where he completed his Ph.D. and M.S. in Electrical Engineering, he co-invented the Grating Light Valve (GLV), one of Stanford's top IP money-makers. Also, he holds 5 international patents in nanotechnology and optoelectronics.

CHOU CHIA LING A.K.A. LUCY C.L. CHOU
Director (05 December 2017 to present)

Ms. Chia-Ling Chou (aka Lucy CL Chou), 51 years old, is also the Chief Risk Officer, Sun Life Financial Asia, effective 01 October 2017. She is responsible to oversee Actuarial, Risk Management, Product Development and Asset Liability Management for Sun Life Financial Asia. Prior to this, Ms. Chou was the Chief Actuary and Chief Risk Officer of Sun Life Financial Asia. She is also the current Chairman of the Boards of Directors of Sun Life Financial Philippines Holding Company, Inc. and Sun Life Financial Plans, Inc.

Ms. Chou is an experienced risk and financial executive with over 25 years of insurance experience in Asia. She is a member of the Sun Life Hong Kong Board of Directors since 2015 and the Chairman of its Audit Committee until December 2016. She was the Head of Business Excellence for Sun Life Financial Asia from 2014 to 2015, where she was responsible for the oversight of a Global Initiative Implementation across the Asia markets and at Regional Office, which is to leverage the know-how and best practices within the Sun Life Asia Group to help delivery on the Asia strategy. Prior to joining Sun Life, she was with ING as Chief Financial Officer of ING Hong Kong (2011-2014), General Manager, Chief Insurance Risk Officer (CIRO) & Appointed Actuary of ING Life Hong Kong (2009-2011), among other roles. Ms. Chou is a Fellow of the Actuarial Society of Hong Kong, Society of Actuaries (US), Life Management Institute, and Actuarial Institute of the Republic of China (Taiwan).

Ms. Chou has a bachelor's degree from Soochow University of Taiwan. Ms. Chou is a Fellow of the Actuarial Society of Hong Kong, Society of Actuaries (USA), Life Management Institute, and Actuarial Institute of the Republic of China (Taiwan).

BENEDICTO C. SISON

Incoming Director and CEO and Country Head (with effect on 01 July 2018)

Mr. Benedicto C. Sison, 57 years old, is currently the Chief Strategy and Financial Management Officer of Sun Life of Canada (Philippines), Inc. (April 2015 to present). He is also the Director of Sun Life Financial Philippine Holding Company, Inc. (December 2015 to present) and serves as the Director and President of the sixteen Sun Life Prosperity Funds i.e., Sun Life of Canada Prosperity Balanced Fund, Inc., Sun Life of Canada Prosperity Bond Fund, Inc., Sun Life of Canada Prosperity Philippine Equity Fund, Inc., Sun Life Prosperity Dollar Abundance Fund, Inc., Sun Life Prosperity Dollar Advantage Fund, Inc., Sun Life Prosperity Dynamic Fund, Inc., Sun Life Prosperity Philippine Stock Index Fund, Inc., Sun Life Prosperity GS Fund, Inc., Sun Life Prosperity Money Market Fund, Inc., Sun Life Prosperity Dollar Wellspring Fund, Inc., Sun Life Prosperity World Voyager Fund, Inc., (September 2015 to present), Sun Life Prosperity Dollar Starter Fund, Inc., DECA Homebuilder Fund, Inc. (2017 to present), and Sun Life Prosperity Achiever Fund 2028, Inc., Sun Life Prosperity Achiever Fund 2038, Inc., and Sun Life Prosperity Achiever Fund 2048, Inc. (2018). He is also the Director and President of the Grepalife Funds such as Grepalife Balanced Fund Corporation, Grepalife Dollar Bond Fund Corporation, and Grepalife Fixed Income Fund Corporation (September 2015 to present). He is the Treasurer of Sun Life Financial – Philippines Foundation, Inc., (September 2015 to present) where he also served as Trustee (September 2010 to September 2013). He is currently a Senior Advisor to the Board of Trustees of

the Philippine Investment Funds Association (PIFA) and Chairperson of the Finance and Investments Committee of the Philippine Life Insurance Association (PLIA). Mr. Sison will assume the position of CEO and Country Head of the Sun Life group of companies in the Philippines on 01 July 2018.

Mr. Sison served as Chief Financial Officer of Sun Life Financial Asia (November 2012 to March 2015), Director of Sun Life Hong Kong Limited (December 4, 2012 to May 14, 2015), Commissioner of PT. Sun Life Indonesia Services (February 21, 2013 to July 5, 2013) and Commissioner of PT. Sun Life Indonesia (April 19, 2013 to April 23, 2015). He was also the Director/CFO and Treasurer of Sun Life Financial Philippine Holding Company, Inc. (September 2010 to December 2013), CFO and Treasurer of Sun Life Financial Plans, Inc. (September 2010 to December 2013), Director of Great Life Financial Assurance Corporation (July 2012 to September 2013) and Chief Financial Officer and Treasurer of Sun Life Asset Management Company, Inc. (September 2010 to June 2013) and Sun Life of Canada (Philippines), Inc. (September 2010 to October 2012). He also served as the Finance Director – Asia Pacific of Con-Agra International Food Group (September 2006 to August 2010).

He brings to the job a wealth of international finance experience gained primarily from ConAgra Foods, Inc., a multi-billion dollar global consumer products company. He held various positions with increasing responsibility in the areas of audit, financial control, planning and management in ConAgra's US, India and Asia-Pacific Operations. He was the Finance Director for the Asia Pacific Region, based in China, prior to joining Sun Life. Benedict also worked in the academe as well as in the aerospace, defense and public transit industries in the USA.

Mr. Sison is a Magna Cum Laude graduate of BS Business Administration from the University of the Philippines (1983). He earned his Master's degree in Business Administration, Major in Finance/Accounting (1988) from the Graduate School of Management of the University of California Riverside. He is a Certified Public Accountant (CPA) and is a member of the American Institute of CPAs.