

SUN LIFE OF CANADA (PHILIPPINES), INC.

MINUTES OF THE SPECIAL MEETING OF THE STOCKHOLDERS

Held on 05 December 2017 at 8:05 a.m. to 8:10 a.m. at the
Board Room, 6th Floor, The Sun Life Centre,
5th Avenue corner Rizal Drive, Bonifacio Global City, Taguig

PRESENT:	No. of Shares Held:
JOSE ISIDRO N. CAMACHO	1
CLAUDE A. ACCUM	1
FRANCISCO S.A. SANDEJAS	1
LUCY C.L. CHOU	1
ALEXANDER S. NARCISO	1
RIZALINA G. MANTARING	1
SUN LIFE OF CANADA (NETHERLANDS) B.V. <i>(represented by proxy, Ms. Rizalina G. Mantaring)</i>	4,999,996 =====
Total:	5,000,002

ALSO PRESENT:

MA. JOSEFINA A. CASTILLO
BENEDICTO C. SISON
EDGAR S. TORDESILLAS
JEMILYN S. CAMANIA
DONNA C. DUQUE-PASTORAL

1. CALL TO ORDER

Mr. Jose Isidro N. Camacho, Chairman, called the meeting of the stockholders of Sun Life of Canada (Philippines), Inc. to order and presided over the same. The Assistant Corporate Secretary, Atty. Donna C. Duque-Pastoral, recorded the minutes of the proceedings.

2. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary, Atty. Jemilyn S. Camania, certified that a quorum existed, there being present and represented by proxy at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation.

3. ELECTION OF ADDITIONAL DIRECTOR

The Corporate Secretary explained that there is a need to elect a sixth director in line with the amendment of the Sixth Article of the Articles of Incorporation, increasing the number of directors from five (5) to six (6) last 06 June 2017. She informed the Stockholders that Management respectfully nominates Ms. Lucy Chou Chia-Ling to serve as the 6th director. Ms. Chou-Chia-Ling's Curriculum Vitae was circulated to the Stockholders.

Upon motion duly made and seconded, with no comments or objections having been noted, the Stockholders unanimously approved the following resolution, with no dissenting or abstaining votes having been recorded:

"RESOLVED, that the holders of the outstanding capital stock of Sun Life of Canada (Philippines), Inc. (the "Corporation") unanimously elects Ms. Lucy Chou Chia-Ling to serve as the 6th Director of the Corporation."

4. ADJOURNMENT

There having been no further matters to discuss, the meeting was thereupon adjourned at 8:10 a.m.

DONNA C. DUQUE-PASTORAL
Assistant Corporate Secretary

Attested by:

RIZALINA G. MANTARING
For herself and as proxy of Sun Life of Canada (Netherlands) B. V.

FRANCISCO S.A. SANDEJAS

JOSE ISIDRO N. CAMACHO
Chairman

LUCY CHOU CHIA-LING

CLAUDE A. ACCUM

ALEXANDER S. NARCISO