

From: Ma. Junifer Maliglig
Sent: Thursday, April 30, 2020 9:31 PM
To:

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Subject: Notice of the Annual Meeting of the Stockholders of Sun Life Grepa Financial, Inc. to be held on 02 June 2020 at 3:15 p.m. to 3:30 p.m. at Grepalife Bldg. 221 Sen. Gil J. Puyat Ave., Makati City

NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS

SUN LIFE GREPA FINANCIAL, INC.

Legazpi Room, 10th Floor, Grepalife Building

221 Sen. Gil J. Puyat Avenue, Makati City

To the Stockholders:

Notice is hereby given that **Sun Life Grepa Financial, Inc.** will hold its Annual Stockholders' Meeting on **02 June 2020 (Tuesday)** at 3:15 p.m. to 3:30 p.m. at the Legazpi Room, 10th Floor, Grepalife Building, 221 Sen. Gil J. Puyat Avenue, Makati City. The meeting agenda shall be as follows:

1. Call to Order
2. Roll Call/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

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 2019 Annual Stockholders' Meeting on 03 June 2019.

- **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 2019 to 2020.
- **Election of Directors.** The Stockholders are requested to vote for the following nominees for director: Helen Y. Dee, Jose Isidro N. Camacho, Michele Marie Y. Dee, Francisco C. Eizmendi, Jr., Richard S. Lim, Rizalina G. Mantaring, Juan B. Santos, Leo Grepin and Lorenzo V. Tan.
Their respective bio-datas are also attached.
- **Appointment of External Auditor.** The Stockholders are requested to vote for the appointment of Ernst & Young/SyCip Gorres Velayo & Co. as the External Auditor for the audit year of 2020.

Should you have questions or concerns, please do not hesitate to contact or email the Corporate Secretary, Atty. Samuel V. Torres, at [REDACTED] and/or the Assistant Corporate Secretary, Atty. Anna Katrina C. Kabigting-Ibero, at [REDACTED].

Thank you.

Maria Junifer L. Maliglig | Law Clerk 2 | Sun Life Law Department
(632) 8555-8888 [REDACTED]
6th Floor Sun Life Centre 5th Avenue corner Rizal Drive
Bonifacio Global City, 1634 Taguig City

HELEN Y. DEE

Chairman of the Board, Director (from 2009 to present)

Mrs. Dee, 75 years old, is currently the Chairperson of Sun Life Grepa Financial, Inc. where she is a Director since May 2009. She is also the Chairperson of Rizal Commercial Banking Corporation, House of Investments, Inc., Landev Corporation, Hi-Eisai Pharmaceutical Inc., Malayan Education Systems, Inc. and Manila Memorial Park Cemetery, Inc. She is also the Chairperson of Pan Malayan Management and Investment Corporation.

Among the top companies where Mrs. Dee holds a directorship position are Philippine Long Distance Telephone Company, Petroenergy Resources Corp., Rizal Commercial Banking Corporation and Malayan Insurance Co., Inc.

Mrs. Dee graduated from Assumption College with a Bachelor of Science degree in Commerce and completed her Master's in Business Administration at De La Salle University.

RICHARD S. LIM

Director, President (from March 2015 to present)

Mr. Richard S. Lim, 54 years old, is the President of Sun Life Grepa Financial, Inc. (SLGFI), taking up the post in 2015. Also, he is the President of Grepalife Asset Management Corporation (2015 to present).

Prior to joining Sun Life Grepa, Mr. Lim joined Sun Life in 1990 as Operations Supervisor at the Sun Life Asia Pacific Information Systems Department, rapidly climbing the ranks until he became Director of Computing Services in 1999, and then Director of Individual Insurance and Wealth Accumulation Systems. He transferred to the Philippine operation of Sun Life Financial where he was appointed Vice-President of Information Technology in 2002. He served a secondment to P.T. Sun Life Indonesia Services from 2006 to 2010, where Mr. Lim and his teams were nominated and received several awards in the prestigious Sun Life CEO Excellence Awards.

Upon joining Sun Life Grepa Financial, Inc., Mr. Lim continued to receive more accolades for his achievements. During his stint as Sun Life Grepa Financial Chief Operating Officer, he supervised the seamless integration of Sun Life Philippines' and Grepalife Financial's offices to help form the Sun Life Grepa joint venture. Then as Sun Life Grepa Financial Chief Bancassurance Officer he led the remarkable growth of the bancassurance business and was responsible for the significant increase in the company's market share in 2013. For these outstanding accomplishments he received the Sun Life CEO Excellence Award.

Mr. Lim graduated with a Bachelor of Science in Computer Engineering from the Mapua Institute of Technology. He was awarded the designation Master Fellow, Life Management Institute and also Associate, Customer Service by the Life Office Management Association. He is also a recipient of Mapua University's The Outstanding Mapuan award.

JOSE ISIDRO N. CAMACHO
Independent Director (from October 2011 to present)

Mr. Jose Isidro N. Camacho, 64 years old, is currently an independent director of Sun Life Grepa Financial, Inc. He is also an independent director and non-executive Chairman of the Board of Sun Life of Canada (Philippines), Inc. (September 2009 to present). Mr. Camacho is also a board member of Sun Life Malaysia Assurance 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.

MICHELE MARIE Y. DEE
Director (from June 2015 to present)

Ms. Michele Marie Y. Dee, 52 years old, is currently a Director of Sun Life Grepa Financial, Inc. She serves as Executive Vice President of AY Foundation, Inc., Chairperson and President of Luis Miguel Foods, Inc., President of Sandee Unlimited Inc., Pan Malayan Management & Investment Corporation and MJ888 Corporation, respectively. She also serves as Director of Malayan Insurance Co., Inc., First Nationwide Assurance Corporation, Pan Malayan Express, Inc., RCBC Savings Bank, and Malayan Securities.

Ms. Dee is also a Treasurer of MICO Equities, Inc. and Yuchengco Museum, Inc. She is a Director and Treasurer of Philippine Integrated Advertising Agency and Consultant of the Customer Engagement Division, Retail Banking Group of Rizal Commercial Banking Corporation.

Ms. Dee obtained a B.A. International Business from Marymount College in New York, U.S.A.

FRANCISCO C. EIZMENDI, JR.
Independent Director (from 2001 to present)

Mr. Francisco C. Eizmendi, Jr., Ph.D., 84 years old, is currently an Independent Director of Sun Life Grepa Financial, Inc. and Makati Finance. He is also the Chairman of Dearborn Motors Corporation Inc. and Independent Director of Amalgamate Investment Bancorporation.

Presently, Mr. Eizmendi serves as Chairman of the respective Audit Committees of Makati Finance and Dearborn Motors Corporation. He also serves as a Trustee of the Institute for Solidarity in Asia (ISA).

He served as President and Chief Operating Officer of San Miguel (1987 to 2002); and as an Independent Director for RCBC Forex, Rizal Commercial Banking Corporation (RCBC), and Bankard, Inc. He served as Trustee of the Institute of Corporate Directors. He was a Member of the respective Audit Committees of RCBC and Bankard.

His other interests include active memberships with the Management Association of the Philippines and the Harvard Business School Association of the Philippines. He graduated from the University of Santo Tomas with a Bachelor of Science Degree in Chemical Engineering.

RIZALINA G. MANTARING
Director (from October 2011 to present)

Ms. Rizalina G. Mantaring, 60 years old, is a Director of the Sun Life Grepa Financial, Inc. She served as CEO and Country Head of Sun Life group of companies in the Philippines from 2009 until her retirement on 30 June 2018.

Ms. Mantaring was the Deputy President of Sun Life Philippines (2009) and Regional Chief Operations Officer of Sun Life Financial Asia (2008 to 2009). She also served as head of operations then later Chief Operating Officer of Sun Life of Canada (Philippines), Inc. (1999 to 2008) and Information Systems Head, Asia Pacific Division of the Sun Life Assurance Company of Canada (1992 to 1999). She was a Director of various boards of Sun Life Philippines until June 2018. She was also the Chairman of Sun Life Financial-Philippines Foundation, Inc. (2009 to 2019), and Sun Life Financial Philippine Holding Company, Inc. (August 2018 to August 2019).

She is an Independent Director of Ayala Corporation, Ayala Land, Inc., First Philippine Holdings, Inc., PHINMA Corporation, Roosevelt College, Inc., East Asia Computer Center Inc., Far Eastern University (Alabang), and Microventures Inc. She is also a member of the Board of Trustees of Philippine Business for Education and the Parish-Pastoral Council for Responsible Voting (PPCRV).

At present, she serves on the Board of Trustees of the Makati Business Club and is also its Treasurer. She is also a Fellow of the Foundation for Economic Freedom. She served as President of the Management Association of the Philippines for 2019, and was a member of its Board of Governors from 2018-2019. She also served as President of the Philippine Life

Insurance Association (PLIA) in 2015, and was among its Board of Directors from 2011 to 2013 and from 2015 to 2017. She was likewise a Board Director of the Philippine Federation of Pre-Need Companies from 2006 to 2008.

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).

JUAN B. SANTOS

Independent Director (from May 2009 to present)

Mr. Juan B. Santos, 81 years old, is an independent director of Sun Life Grepa Financial, Inc. He is currently a Member of the Board of Directors of Rizal Commercial Banking Corporation, Alaska Milk Corporation, House of Investments, Inc., Allamanda Management Corporation, Philippine Investment Management (PHINMA), Inc., and Phinma Corporation.

He is also a member of the Board of Advisors of Coca-Cola FEMSA Philippines, Mitsubishi Motor Philippine Corporation and East-West Seeds Co., Inc.

Mr. Santos is a member of the Board of Trustee of Dualtech Training Center Foundation, Inc., St. Luke's Medical Center, and a consultant of the Marsman-Drysdale Group of Companies.

Prior to joining Sun Life Grepa, he was the Chairman of the Social Security Commission. He served briefly as Secretary of Trade and Industry and was CEO and Chairman of Nestle Philippines, Singapore, and Thailand. He also served as Director of various publicly listed companies, including the Philippine Long Distance Telephone Company (PLDT), Philex Mining Corporation, San Miguel Corporation, Equitable Savings Bank, Inc., and PCI Leasing and Finance, Inc.

Mr. Santos obtained his Bachelor of Science Degree in Business Administration from the Ateneo de Manila University, and pursued post-graduate studies on Foreign Trade at the Thunderbird School of Global Management in Arizona, USA. He completed his Advanced Management Course at International Institute for Management Development (IMD) in Lausanne, Switzerland.

LORENZO V. TAN

Director (from June 2017 to present)

Mr. Lorenzo V. Tan, 58 years old, is currently an Independent Director of Sun Life Grepa Financial, Inc., SMART Communications, Inc. and PLDT. Mr. Tan is also a Director of EEI Corporation, PetroEnergy Resources Corp., and IPeople Inc. He is also the President & CEO, Director of House of Investments, Inc. He is also the Vice Chairman of the Pan Malayan

Management and Investment Corporation (PMMIC), the controlling shareholder of House of Investments.

He was the Chief Executive Officer and President of Rizal Commercial Banking Corp. (February 2007 - May 2016). He has extensive experience in banking both in the Philippines and abroad. He served as President of PNB (2002-2005) and UCPB (1998-2002) and held various senior positions in Citibank North America and Citibank Singapore (1987 - 1995). He also served as President of Sun Life of Canada (Philippines), Inc. (July 2005 - January 2007). He also served as Director of Digital Telecommunications (DIGITEL), Philippine Realty Corporation (PHILREALTY), PMMIC, Malayan Insurance, Mapua Institute of Technology.

A recipient of the Ten Outstanding Young Men of the Philippines Award for Banking in 1999, the International Association of Business Communicators CEO Excel Award for Insurance in 2006, the Lifetime Achievement Awardee (2011) in Finance from De La Salle University, and one of the 2014 People of the Year Awardee from People Asia.

He was President of the Bankers Association of the Philippines (BAP) from 2013 to 2016, and represented the BAP in the ASEAN Bankers Association (ABA), composed of the national banking associations from the 10-member countries in the Association of Southeast Asian Nations (ASEAN).

From 2012 to 2014, Tan also led the Asian Bankers Association as Chairman, a banking association of 103 banks from 26 Asian countries. Tan encouraged the association's members to offer innovative products that help the movement of debt and equity from markets with excess funds to markets with demand for development such as infrastructure, manufacturing equipment, or other long term needs.

LEO MICHEL GREPIN

Director (from 2019 to present)

Mr. Léo M. Grépin, 44 years old, is the President of Sun Life Asia. He is responsible for Sun Life's life, health and wealth management businesses in seven Asian markets - Philippines, Hong Kong, Indonesia, Vietnam, Malaysia, India and China - as well as the International Hubs High Net Worth Business. He is based in Sun Life's Asia Regional Office in Hong Kong and is a member of the company's Executive Team. He was previously President, ASEAN for Sun Life Asia and prior to that, he held the role of Senior Vice-President, Individual Insurance and Wealth (Individual) for Sun Life Canada.

Mr. Grépin is a Chairman and Director of Grepalife Asset Management Corporation (June 2019 to present) and Sun Life Financial Philippine Holding Company, Inc. (December 2019 to present). He is also a Director of Sun Life Grepa Financial, Inc. (June 2019 to present) and Sun Life of Canada (Philippines), Inc. (May 2019 to present).

He is also a Non-Executive Director of Aditya Birla Sun Life Insurance Company Limited (January 2020 to present), Director and Chairman of Sun Life Hong Kong Limited (December 2019 to present), and Executive Director of Sun Life Malaysia Assurance Berhad (August 2019 to present).

Mr. Grépin holds 20 years of experience including 15 years as Senior Partner at McKinsey & Company where he was a leader of the insurance practice and consulted with many of Sun Life's senior leaders. Prior to joining Sun Life, he was on the management team of Bridgewater Associates, a global hedge fund.

Mr. Grépin holds a Bachelor of Mechanical Engineering from McGill University and a Science Masters in Aeronautics and Astronautics from the Massachusetts Institute of Technology.

PROXY FORM

I/we, hereby nominate, constitute and appoint Mr. RICHARD S. LIM, President, with right of substitution and revocation, to represent and vote all shares registered in my/our name or owned by me/us and/or such shares as I am/we are authorized to represent and vote in my/our capacity as administrator, executor or attorney-in-fact for any and all matters presented during the annual stockholders' meeting on 02 June 2020, and all adjournments and postponements thereof, of the Sun Life Grepa Financial, Inc.

1. AUTHORITY TO VOTE FOR NOMINEES (A vote "FOR" the election of the nominees is recommended.)

For Against

 Authority to vote for all nominees (Please refer to Annex "A")

2. OTHERS (A vote "FOR" the following items is recommended.)

For Against

- Approval of the Minutes of 2019 Annual Stockholders' Meetings
- Confirmation and Ratification of All Acts and Proceedings of the Board and Corporate Officers
- Re-appointment of Ernst & Young/ SyCip Gorres Velayo & Co. as the External Auditor for the audit year of 2020.

This proxy revokes all proxies which I/we may have previously executed concerning the above matters. This proxy shall be effective until withdrawn by me/us through notice in writing, or superseded by subsequent proxy, delivered to the Corporate Secretary at least ten (10) days before the annual shareholders' meeting or any adjournments and postponements thereof, but shall cease to apply in instances where I/we personally attend the meeting.

EXECUTED ON _____ AT _____.

Printed Name and Signature

ANNEX A:

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS FOR 2020

Please tick the box to signify your vote for the nominee. If you have ticked "FOR" under Item 1 of the Proxy Form, we will consider this as a vote FOR all of the nominees below.

SUN LIFE GREPA FINANCIAL, INC.

- Helen Y. Dee
- Richard S. Lim
- Jose Isidro N. Camacho
- Michele Marie Y. Dee
- Rizalina G. Mantaring
- Francisco C. Eizmendi, Jr.
- Juan B. Santos
- Lorenzo V. Tan
- Leo M. Grepin