







Notice of the Annual Meeting of the Stockholders of Sun Life Grepa Financial, Inc. to be held on 07 June 2022 at 4:15 p.m. to 4:30 p.m. via Zoom Video Conference

 Ma. Junifer Maliglig
To: hyd@hoi.com.ph; lito.camacho@credit-suisse.com; Michele Y. Dee; Francisco Eizmendi; RLim (sunlifegrepa.com); Richard Lim; Riza Mantaring; Juan Santos; johnny santos; Ingrid Johnson; lvtan@hoi.com.ph; Lorenzo Tan
Cc: Samuel V. Torres (svtorres@rcbc.com); Anna Katrina C. Kabigting-Ibero; Edgar S. Tordesillas; PHIL-CorpSecTeam; Jane P. Tarayao; Jennifer R. Samodios; Frances Ianna Canto; Inday Ventosa; rdavid@rcbc.com; Goh, Linda H.; Menchie Desipeda; Gladys Claricia; Jenny Law; Jennifer Del Rosario; Normina Adriano
Fri 5/6/2022 10:39 AM

 Annex A_SLGFI Short Profile ASM Notice 2022.pdf
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**NOTICE OF THE ANNUAL MEETING OF THE STOCKHOLDERS
SUN LIFE GREPA FINANCIAL, INC.**

To the Stockholders:

Notice is hereby given that **Sun Life Grepa Financial, Inc.** will hold its Annual Stockholders' Meeting on **07 June 2022** at 4:15 p.m. to 4:30 p.m. via Zoom Video Conference. 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 2021 Annual Stockholders' Meeting
4. Matters arising from the Previous Meeting's Minutes
5. Confirmation and Ratification of All Acts and Proceedings of the Board of Directors and Corporate Officers
6. Annual Report on Operations
7. Election of Directors for 2022-2023
8. Re-appointment of External Auditor for 2022-2023
9. 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 2021 Annual Stockholders' Meeting held on 03 June 2021.
- **Confirmation and Ratification of the Acts of the Board of Directors and Officers.** The Stockholders are requested to confirm, ratify and approve all the decisions and actions taken by the Directors and Officers for the term 2021 to 2022.
- **Election of Directors for the Term 2022 - 2023 .** 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, Ingrid Gail Johnson and Lorenzo V. Tan. Attached is their respective short write-ups.
- **Re-appointment of External Auditor for Audit Year 2022.** The Stockholders are requested to vote for the re-appointment of Ernst & Young/SyCip Gorres Velayo & Co. as the External Auditor for the audit year of 2022-2023.

Should you have questions or concerns, please do not hesitate to email the Corporate Secretary, Atty. Samuel V. Torres, at svtorres@rcbc.com and/or the Assistant Corporate Secretary, Atty. Anna Katrina C. Kabigting-Ibero, with email address at AnnaKatrina.Kabigting-Ibero@sunlife.com.

Thank you.

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SUN LIFE GREPA FINANCIAL, INC.

HELEN Y. DEE

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

Ms. Helen Y. Dee, 77 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., EEI Corporation, Petro Energy Resources Corporation, all of which are PSE-listed companies.

She is the Chairperson, Vice Chairperson or a director of several companies engaged in telecommunications, banking, insurance and real property businesses.

Ms. Dee received her Master's Degree in Business Administration from De La Salle University.

RICHARD S. LIM

Director, President (from March 2015 to present)

Mr. Richard Lim, 56 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).

He joined Sun Life Grepa in 2011 as Chief Operating Officer before being promoted to his current position. 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.

He carries with him 32 years of extensive experience in the life insurance industry and insurance operations. Prior to his current position, he also 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.

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, 66 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, 55 years old, is currently a Director of Sun Life Grepa Financial, Inc. She serves as Executive Vice President and Trustee 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. and Pan Malayan Express, Inc.

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 May 1996 to present)

Mr. Francisco C. Eizmendi, Jr., Ph.D., 86 years old, is currently an Independent Director of Sun Life Grepa Financial, Inc. He is also the Chairman of Dearborn Motors Corporation Inc. and an Independent Director of Amalgamated Investment Bancorporation.

Presently, Mr. Eizmendi serves as Chairman of the Audit Committee of Dearborn Motors Company, Inc. He is also the Vice Chairman and Treasurer of Philippine Cancer Society. He also serves as a Trustee of the Institute for Solidarity in Asia (ISA) and Everest International Academy.

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, 62 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 Inc., Universal Robina Corporation Inc., East Asia Computer Center Inc., and Microventures Inc.

At present, she serves on the Board of Trustees of the Makati Business Club and is also its Treasurer. She is a member of the Board of Trustees of Operation Smile Philippines,

Philippine Business for Education and the Parish-Pastoral Council for Responsible Voting (PPCRV). 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, 83 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, House of Investments, Inc., Allamanda Management Corporation, and Phinma Corporation.

He is also a member of the Board of Advisors of 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, 60 years old, was elected as an Independent Director on June 2017. He is currently a Director and the President and Chief Executive Officer of House of Investments, Inc.

Mr. Tan is also serving as Director of Smart Communications, Inc., Digitel Telecommunications, EEI Corp., Malayan Insurance Company, Inc., Manila Memorial Park Cemetery, Inc., PetroEnergy Corporation, iPeople, Inc., and Hi-Eisai Pharmaceutical Inc.; Also serves as Director for Honda Cars Philippines and Isuzu Manila, Inc.; Director, President and CEO of RCBC Realty Corporation and San Lorenzo Ruiz Investment Holdings and Services, Inc. He is also on the board of adviser of Alphaland Development Corporation.

He holds the Vice Chairmanship of the Pan Malayan Management and Investment Corporation (PMMIC), the controlling shareholder in RCBC, Malayan Insurance, Sunlife Grepa and House of Investments; and TOYM Foundation. Member of the Board of Trustees at De La Salle Zobel.

He is the former President and CEO of Rizal Commercial Banking Corporation. Prior to that, he also served as the President and CEO of Sun Life of Canada (Philippines), Inc., the Philippine National Bank, and the United Coconut Planters Bank.

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.

Other past experiences include: Managing Director of Primeiro Partners, Inc., Chairman of Asian Bankers Association (ABA); President of Bankers Association of the Philippines (BAP). As BAP president, he led the Association in representing 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).

Educational Background: Certified Public Accountant in Pennsylvania, USA and in the Philippines. He graduated from De La Salle University with a Bachelor of Science degree in Accounting and Commerce, and earned his Master in Management degree from the J.L. Kellogg Graduate School of Management, Northwestern University.

INGRID GAIL JOHNSON

Director (01 March 2022 to present)

Ms. Ingrid Gail Johnson, 55 years old, is currently the President of Sun Life Asia. She has been appointed as Director of Sun Life Grepa Financial, Inc., Sun Life of Canada

(Philippines), Inc., and Chairman and Director of Sun Life Asset Management Company, Inc. (March 2022 to present).

Ms. Johnson brings more than 25 years of international experience in the insurance and financial services industries. Most recently, she was the Group Finance Director of dual London and South Africa listed Old Mutual plc and a member of its various subsidiary boards. During her time at Old Mutual plc, she played a significant role in supporting the restructuring and delisting of the £12 billion market cap group into four fully independent, listed entities.

Prior to this, Ms. Johnson spent 21 years with South African listed Nedbank Group, a 53% subsidiary of Old Mutual plc, where she held several progressively senior roles encompassing both finance, treasury, risk and capital management roles, with leading large scale sustainable change of the businesses servicing international, corporate, business and retail clients. This culminated in her role as Group Managing Executive: Retail and Business Banking to collaboratively lead 20,000 colleagues in delivering best-in-class client, culture and risk metrics, in addition to achieving sustainable financial performance and advancing leadership diversity.

Ms. Johnson is a Chartered Accountant, holds Bachelor of Commerce and Bachelor of Accounting degrees from the University of the Witwatersrand in South Africa and completed the Advanced Management Program at the Harvard Business School.

Ms. Johnson is motivated by working with and coaching individuals and teams to their greatest potential and delivering best-in-class client, culture and risk metrics, as well as sustainable financial performance.

In her personal time, she enjoys tennis, horseback riding and travel. She has also been a guest lecturer at various business schools, most recently partnering with Professor Michael Tushman of Harvard Business School on Leading Organizational Transformation & Change.