

**SUN LIFE GREPA FINANCIAL, INC.**  
**MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS**

Held on 07 June 2022 at 3:44 p.m. to 3:49 p.m.  
via Zoom Video Conference

<b>Stockholders Present:</b>	<b>No. of Shares:</b>
GPL HOLDINGS, INC. <i>(as represented by proxy, Ms. Helen Y. Dee)</i>	17,849,995
SUN LIFE FINANCIAL PHILIPPINE HOLDING COMPANY, INC. <i>(as represented by proxy, Mr. Benedicto C. Sison)</i>	17,149,996
HELEN Y. DEE	1
RICHARD S. LIM	1
JOSE ISIDRO N. CAMACHO*	1
FRANCISCO C. EIZMENDI, JR.*	1
INGRID GAIL JOHNSON	1
RIZALINA G. MANTARING	1
LORENZO V. TAN	1
MICHELE MARIE Y. DEE	1
JUAN B. SANTOS*	1
<b>Total Present:</b>	<b>35,000,000</b>
<b>Outstanding Capital Stock:</b>	<b>35,000,000</b>
 <b>Also Present:</b>	
MARIA JOSEFINA A. CASTILLO	
CANDY S. ESTEBAN	
MARIA SACHIKO A. PANG	
EDGAR S. TORDESILLAS	
JOEL O. BUNGABONG	
RIA V. MERCADO	
JEMILYN S. CAMANIA	
MARIA PIA A. URGELLO	
ABIGAIL L. VIAJE	
GAURAV MISHRA	
PIA ANGELICA JAVIER	
IVAN P. CORCUERA	
SAMUEL V. TORRES	
ANNA KATRINA C. KABIGTING-IBERO	
PAOLO Y. ABAYA	
FRANCES IANNA S. CANTO	
MARIA JUNIFER L. MALIGLIG	

*\*Independent Director*

## 1. CALL TO ORDER

The Chairperson, Mrs. Helen Y. Dee, called the annual meeting of the stockholders of Sun Life Grepa Financial, Inc. ("SLGFI" or the "Corporation") to order, and presided over the same. Atty. Anna Katrina C. Kabigting-Ibero, Assistant Corporate Secretary, recorded the minutes thereof.

## 2. CERTIFICATION OF NOTICE AND QUORUM

The Chairman directed the Corporate Secretary, Atty. Samuel V. Torres, to do a roll call. In response, each attendee stated for the record the following information: (a) his/her full name and position; (b) his/her location; (c) confirmation that he/she can clearly hear and see the other attendees; (d) confirmation that he/she received the Notice of the Meeting including the agenda and materials; and (e) the device being used to attend the meeting.

The Corporate Secretary, thereafter, confirmed and noted the respective declarations of the participants, and certified the existence of a quorum, there being present and represented by proxy at least two-thirds (2/3) of the issued and outstanding capital stock of the Corporation.

## 3. MINUTES OF THE PREVIOUS MEETING

Upon motion duly made and seconded, without comments, abstentions, or objections being noted, the stockholders unanimously approved the minutes of the meeting held on 03 June 2021. The signatures of the stockholders shall be secured via DocuSign.

Tabulation of Votes		
Shareholder	Ownership	Vote
GPL Holdings, Inc. (as represented by proxy, Mrs. Helen Y. Dee)	17,849,995	Approve
Sun Life Financial Philippine Holding Company, Inc. (as represented by proxy, Mr. Benedicto C. Sison)	17,149,996	Approve
Richard S. Lim	1	Approve
Jose Isidro N. Camacho	1	Approve
Francisco C. Eizmendi, Jr.	1	Approve
Helen Y. Dee	1	Approve
Ingrid Gail Johnson	1	Abstain

Rizalina G. Mantaring	1	Approve
Michele Marie Y. Dee	1	Approve
Juan B. Santos	1	Approve
Lorenzo V. Tan	1	Approve
<b>Total Approving: 34,999,999 / 35,000,000 or 99.99% of the outstanding capital stock</b>		
<b>Total Dissenting: 0</b>		
<b>Total Abstaining: 1 (Ms. Johnson was not yet a stockholder in June 2021)</b>		

#### 4. ANNUAL REPORT ON OPERATIONS

Mr. Richard S. Lim, President, presented the Annual Report on Operations. The stockholders noted that this was the same presentation given during the Q4 Board meeting that they all attended on 03 March 2022.

Inasmuch as the stockholders were already familiar with the report and had no questions or comments, the stockholders noted the report and moved to the next item on the agenda.

#### 5. RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND OFFICERS

Upon motion duly made and seconded, without comments, abstentions or objections being noted, the stockholders unanimously resolved, as follows:

**“RESOLVED**, that all resolutions, acts and proceedings of the Board of Directors and the corporate officers of Sun Life Grepa Financial, Inc. up to the present be, as they are hereby, approved, confirmed, and ratified as if each of such resolutions, acts and proceedings had been adopted with specific and special authorization by the stockholders in a meeting duly convoked and held.”

Tabulation of Votes		
Shareholder	Ownership	Vote
GPL Holdings, Inc. (as represented by proxy, Mrs. Helen Y. Dee)	17,849,995	Approve
Sun Life Financial Philippine Holding Company, Inc. (as represented by proxy, Mr. Benedicto C. Sison)	17,149,996	Approve
Richard S. Lim	1	Approve

Jose Isidro N. Camacho	1	Approve
Francisco C. Eizmendi, Jr.	1	Approve
Helen Y. Dee	1	Approve
Ingrid Gail Johnson	1	Approve
Rizalina G. Mantaring	1	Approve
Michele Marie Y. Dee	1	Approve
Juan B. Santos	1	Approve
Lorenzo V. Tan	1	Approve
<i>Total Approving: 35,000,000 / 35,000,000 or 100% of the outstanding capital stock</i>		
<i>Total Dissenting: 0</i>		
<i>Total Abstaining: 0</i>		

## 6. ELECTION OF DIRECTORS

The Corporate Secretary explained the voting procedure. He said that according to the Shareholders' Agreement between GPL Holdings, Inc. ("GPLH"), the majority shareholder, and Sun Life Financial Philippine Holding Company, Inc. ("Sun Life"), the minority shareholder, which together own 100% of the Corporation: GPLH shall have 5 nominees to the Board, including 2 independent directors, which Sun Life is bound to elect; while Sun Life has 4 nominees, including 1 independent director, which GPLH is bound to elect.

The Corporate Secretary reported that the Corporate Governance, Nomination & Remuneration Committee nominates the following as directors for the term 2022 to 2023:

Helen Y. Dee  
Jose Isidro N. Camacho (independent)  
Francisco C. Eizmendi, Jr. (independent)  
Juan B. Santos (independent)  
Michele Marie Y. Dee  
Lorenzo V. Tan  
Ingrid Gail Johnson  
Richard S. Lim  
Rizalina G. Mantaring

Upon motion duly made and seconded, there being no comments, abstentions or objections having been noted, the stockholders unanimously resolved, as follows:

**“RESOLVED**, that the following are elected as Directors of Sun Life Grepa Financial, Inc. to serve until the next Regular Annual Meeting of the Stockholders and until their successors shall have been duly elected and qualified:

“Helen Y. Dee  
 Jose Isidro N. Camacho (independent)  
 Francisco C. Eizmendi, Jr. (independent)  
 Juan B. Santos (independent)  
 Michele Marie Y. Dee  
 Lorenzo V. Tan  
 Ingrid Gail Johnson  
 Richard S. Lim  
 Rizalina G. Mantaring”

The Directors thereafter performed their functions as such.

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Jose Isidro N. Camacho	1	Approve
Francisco C. Eizmendi, Jr.	1	Approve
Helen Y. Dee	1	Approve
Ingrid Gail Johnson	1	Approve
Rizalina G. Mantaring	1	Approve
Michele Marie Y. Dee	1	Approve
Juan B. Santos	1	Approve
Lorenzo V. Tan	1	Approve

<b>Total Approving: 35,000,000 / 35,000,000 or 100% of the outstanding capital stock</b>		
<b>Total Dissenting: 0</b>		
<b>Total Abstaining: 0</b>		

**7. APPOINTMENT OF EXTERNAL AUDITOR**

Upon motion duly made and seconded, without comments, abstentions, or objections having been noted, the stockholders unanimously resolved, as follows:

**“RESOLVED**, that the firm SyCip Gorres Velayo & Co./Ernst & Young be, as it is hereby, appointed as Sun Life Grepa Financial, Inc.’s (the “Corporation”) External Auditor for the audit year 2022.

**“RESOLVED FURTHER**, that any two (2) of the following officers, acting jointly, namely the President and the Treasurer be, as they are hereby, appointed as the Corporation’s representatives to execute and sign, on behalf of the Corporation, such deeds and instruments as may be necessary to implement the foregoing.”

<b>Tabulation of Votes</b>		
<b>Shareholder</b>	<b>Ownership</b>	<b>Vote</b>
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Helen Y. Dee	1	Approve
Ingrid Gail Johnson	1	Approve
Rizalina G. Mantaring	1	Approve
Michele Marie Y. Dee	1	Approve
Juan B. Santos	1	Approve
Lorenzo V. Tan	1	Approve

<p><i>Total Approving: 35,000,000 / 35,000,000 or 100% of the outstanding capital stock</i></p> <p><i>Total Dissenting: 0</i></p> <p><i>Total Abstaining: 0</i></p>
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**8. OTHER MATTERS**

The Chairman opened the floor for questions from the stockholders on other matters they may want to raise for discussion. Hearing no comments or questions, the Chairman closed this item and moved to the next item on the agenda.

**9. ADJOURNMENT**

There having been no further matters to discuss, the Annual Stockholders' Meeting was adjourned at 3:49 p.m.

**ANNA KATRINA C. KABIGTING-IBERO**  
Assistant Corporate Secretary

Attested by:

**HELEN Y. DEE**  
*(for herself and as proxy for GPL Holdings, Inc.)*

**BENEDICTO C. SISON**  
*(as proxy for Sun Life Financial Philippine Holding Company, Inc.)*

**JOSE ISIDRO N. CAMACHO**

**FRANCISCO C. EIZMENDI, JR.**

**INGRID GAIL JOHNSON**

**LORENZO V. TAN**

**MICHELE MARIE Y. DEE**

**RIZALINA G. MANTARING**

**JUAN B. SANTOS**

**RICHARD S. LIM**

Noted by:

**SAMUEL V. TORRES**  
Corporate Secretary