

SUN LIFE GREPA FINANCIAL, INC.

MINUTES OF THE SPECIAL MEETING OF THE STOCKHOLDERS

Held on 05 March 2024 at 2:29 p.m. to 2:31 p.m.
Legazpi Room, 10F Grepalife Building, 221 Sen. Gil J. Puyat Avenue
Makati City, Metro Manila, Philippines

Stockholders Present:	No. of Shares:
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	1
RICHARD S. LIM ²	1
MANJIT SINGH	1
LORENZO V. TAN	1
RIZALINA G. MANTARING	1
MICHELE MARIE Y. DEE	1
JUAN B. SANTOS	1
Total Present:	34,999,998
Stockholders Absent:	
JOSE ISIDRO N. CAMACHO ³	1
PETER B. FAVILA	1
Total Absent:	2
Outstanding Capital Stock:	35,000,000

¹ Also, the Chairman of the Board of Directors of Sun Life Grepa Financial, Inc. ("SLGFI").

² Also, the President of SLGFI. SLGFI has no CEO.

³ Also, the Chairman of the Audit and Risk Management Committee of SLGFI.

Also Present:

MARIA JOSEFINA A. CASTILLO
CANDY S. ESTEBAN
MARIA SACHIKO A. PANG
EDGAR S. TORDESILLAS
KENNETH LI
GAURAV MISHRA
JOHN PAUL PALPALLATOC
PAOLO P. MACAPAGAL
LEO CARL T. CHIN
PAOLO Y. ABAYA
SAMUEL V. TORRES
ANNA KATRINA C. KABIGTING-IBERO
HOPE JAN C. CANDIDO

1. CALL TO ORDER

The Chairperson, Mrs. Helen Y. Dee, called the Special Meeting of the Stockholders of Sun Life Grepa Financial, Inc. ("SLGFI") 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

Atty. Samuel V. Torres, Corporate Secretary, certified that all Stockholders were notified of the meeting and that a quorum existed to transact business.

3. CONTINUATION OF THE TERMS OF INDEPENDENT DIRECTORS CAMACHO AND SANTOS

The Corporate Secretary submitted for consideration of the Stockholders the confirmation of the election of Messrs. Jose Isidro N. Camacho and Juan B. Santos.

The Notice of the Annual Stockholders' Meeting circulated to the Stockholders stated the procedures for participation and voting. Each Stockholder has one vote per share multiplied by the number of directors to be elected. A Stockholder can divide his/her votes among the candidates in accordance with his/her preference.

Upon motion duly made and seconded, the Stockholders present during the meeting unanimously resolved, as follows:

“RESOLVED, that the Stockholders of Sun Life Grepa Financial, Inc. (“SLGFI”) confirm, as they hereby CONFIRM, the approval given at the Annual Shareholders Meeting of 06 June 2023 to Messrs. Jose Isidro N. Camacho and Juan B. Santos to continue their service as Independent Directors of SLGFI, beyond the 9-year term limits on 02 January 2024, as prescribed under Insurance Commission Circular Letter No. 2018-36.”

Tabulation of Votes		
Stockholder	Ownership	Vote
GPL Holdings, Inc. <i>(as represented by proxy, Mrs. Helen Y. Dee)</i>	17,849,995	Approve
Sun Life Financial Philippine Holding Company, Inc. <i>(as represented by proxy, Mr. Benedicto C. Sison)</i>	17,149,996	Approve
Helen Y. Dee	1	Approve
Richard S. Lim	1	Approve
Rizalina G. Mantaring	1	Approve
Manjit Singh	1	Approve
Lorenzo V. Tan	1	Approve
Michele Marie Y. Dee	1	Approve
Juan B. Santos	1	Abstained
Jose Isidro N. Camacho	1	N/A <i>(Absent)</i>
Peter B. Favila	1	N/A <i>(Absent)</i>

<p>Total Approving: 34,999,998 / 35,000,000 or 99.99% of the outstanding capital stock</p> <p>Total Dissenting: 0</p> <p>Total Abstaining: 1</p> <p>Total Absent: 2</p>

4. ELECTION OF MANJIT SINGH

The Corporate Secretary informed the Stockholders of the resignation of Ms. Ingrid Gail Johnson as director of SLGFI.

The Notice of the Annual Stockholders' Meeting circulated to the Stockholders stated the procedures for participation and voting. Each Stockholder has one vote per share multiplied by the number of directors to be elected. A Stockholder can divide his/her votes among the candidates in accordance with his/her preference.

The Corporate Secretary reported that the Corporate Governance, Nomination & Remuneration Committee held a meeting prior to the Special Stockholders Meeting to identify and review the qualifications and attributes of the individuals who would be recommended as replacement of Ms. Johnson and in accordance with SLGFI's Manual on Corporate Governance nominated Mr. Manjit Singh to serve as Director of SLGFI for the unexpired portion of the term of Ms. Johnson and until her successor has been duly elected and qualified.

Upon motion duly made and seconded, the Stockholders present during the meeting unanimously resolved, as follows:

"RESOLVED, that the Stockholders of Sun Life Grepa Financial, Inc. ("SLGFI") elects Mr. Manjit Singh as Director of SLGFI to replace Ms. Ingrid Gail Johnson, and serve her remaining term in office and until her successor has been duly elected and qualified."

Tabulation of Votes		
Stockholder	Ownership	Vote
GPL Holdings, Inc. <i>(as represented by proxy, Mrs. Helen Y. Dee)</i>	17,849,995	Approve
Sun Life Financial Philippine Holding Company, Inc. <i>(as represented by proxy, Mr. Benedicto C. Sison)</i>	17,149,996	Approve

Helen Y. Dee	1	Approve
Richard S. Lim	1	Approve
Rizalina G. Mantaring	1	Approve
Manjit Singh	1	Abstained
Lorenzo V. Tan	1	Approve
Michele Marie Y. Dee	1	Approve
Juan B. Santos	1	Approve
Jose Isidro N. Camacho	1	N/A (Absent)
Peter B. Favila	1	N/A (Absent)
Total Approving: 34,999,998 / 35,000,000 or 99.99% of the outstanding capital stock Total Dissenting: 0 Total Abstaining: 1 Total Absent: 2		

5. OTHER MATTERS

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

6. ADJOURNMENT

There having been no further matters to discuss, the Special Stockholders' Meeting was adjourned at 2:31 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.)*

RICHARD S. LIM

MANJIT SINGH

LORENZO V. TAN

RIZALINA G. MANTARING

JUAN B. SANTOS

MICHELE MARIE Y. DEE

Noted by:

SAMUEL V. TORRES
Corporate Secretary