

SUN LIFE FINANCIAL PLANS, INC.

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS

Held on 03 March 2020 at 10:45 a.m. to 10:55 a.m. at the
Board Room, 6th Floor, Sun Life Centre, 5th Avenue corner Rizal Drive
Bonifacio Global City, Taguig City

Stockholders Present:	Number of Shares Held:	
	Common	Preferred
SUN LIFE OF CANADA (PHILIPPINES), INC. - represented by Benedicto C. Sison	2,999,995	2,000,000
FRANCISCO S.A. SANDEJAS	1	0
BENEDICTO C. SISON	1	0
ALEXANDER S. NARCISO	1	0
LUCY C.L. CHOU ¹	1	0
OSCAR S. REYES ²	1	0
<i>Total number of shares represented</i>	<u>3,000,000</u>	<u>2,000,000</u>
<i>Out of the total outstanding shares of</i>	3,000,000	2,000,000

ALSO PRESENT:

MARIA JOSEFINA A. CASTILLO
MARIA SACHIKO A. PANG
SHERWIN S. SAMPANG
MICHAEL GERARD D. ENRIQUEZ
EDGAR S. TORDESILLAS
AJEE T. CO
JOEL O. BUNGABONG
JEMILYN S. CAMANIA
ANNA KATRINA C. KABIGTING-IBERO
WINLOVE APPLE S. ESPERANZA
MA. JUNIFER MALIGLIG

1. CALL TO ORDER

Ms. Lucy C.L. Chou, Chairman, called the annual meeting of the stockholders of Sun Life Financial Plans, Inc. ("SLFPI" or the "Corporation") to order and presided over

¹ Joined via Zoom Call

² Joined via telecon

the same. The Assistant Corporate Secretary, Atty. Anna Katrina C. Kabigting-Ibero, recorded the minutes thereof.

2. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary, Atty. Jemilyn S. Camania, certified that all stockholders of the Corporation were duly notified of the meeting and that there was a quorum to transact business, there being present and/or represented by proxy 100% of the outstanding capital stock. Mr. Benedicto C. Sison holds the proxy for Sun Life of Canada (Philippines), Inc., the 100% owner of the Corporation.

3. MINUTES OF THE PREVIOUS MEETING

Upon motion duly made and seconded, with no objections, dissenting, or abstaining votes having been recorded, the minutes of the meeting held on 05 March 2019 were unanimously approved.

Tabulation of Votes				
Shareholder	Ownership	Approve	Dissent	Abstain
SUN LIFE OF CANADA (NETHERLANDS) B.V. <i>(represented by its proxy, Benedicto C. Sison)</i>	4,999,995	Y	N	N
Lucy C.L. Chou	1	Y	N	N
Francisco S.A. Sandejas	1	Y	N	N
Alexander S. Narciso	1	Y	N	N
Benedicto C. Sison	1	Y	N	N
Oscar S. Reyes	1	Y	N	N
<i>Total Approving: 5,000,000 / 5,000,000 or 100% of the outstanding capital stock</i>				
<i>Total Dissenting: 0</i>				
<i>Total Abstaining: 0</i>				

4. MATTERS ARISING FROM THE MINUTES OF THE PREVIOUS MEETING

There were no matters arising from the previous meeting and the stockholders proceeded to the next item on the agenda.

5. CONFIRMATION AND RATIFICATION OF ALL ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND CORPORATE OFFICERS

After discussion, upon motion duly made and seconded, the stockholders unanimously approved the following resolution, with no objections, dissenting or abstaining votes having been recorded:

“RESOLVED, that all resolutions, acts, and proceedings of the Board of Directors and the corporate officers of Sun Life Financial Plans, Inc. from 2019 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	Approve	Dissent	Abstain
SUN LIFE OF CANADA (NETHERLANDS) B.V. <i>(represented by its proxy, Benedicto C. Sison)</i>	4,999,995	Y	N	N
Lucy C.L. Chou	1	Y	N	N
Francisco S.A. Sandejas	1	Y	N	N
Alexander S. Narciso	1	Y	N	N
Benedicto C. Sison	1	Y	N	N
Oscar S. Reyes	1	Y	N	N
<i>Total Approving: 5,000,000 / 5,000,000 or 100% of the outstanding capital stock</i>				
<i>Total Dissenting: 0</i>				
<i>Total Abstaining: 0</i>				

6. ANNUAL REPORT ON OPERATIONS

Mr. Alexander S. Narciso, President, presented the 2019 Annual Report on Operations, which was duly noted by the stockholders.

7. ELECTION OF DIRECTORS FOR 2020-2021

Upon motion duly made and seconded, the stockholders unanimously approved the following resolution, with no objections, dissenting or abstaining vote having been recorded:

“RESOLVED, that the following be, as they are hereby, elected as the directors of Sun Life Financial Plans, Inc. for the year 2020-2021 and until their successors shall have been duly elected and qualified:

“Chia-Ling Chou a.k.a Lucy Chou
 Benedicto C. Sison
 Alexander S. Narciso
 Oscar S. Reyes (independent)
 Francisco S.A. Sandejas (independent)”

Tabulation of Votes				
Shareholder	Ownership	Approve	Dissent	Abstain
SUN LIFE OF CANADA (NETHERLANDS) B.V. <i>(represented by its proxy, Benedicto C. Sison)</i>	4,999,995	Y	N	N
Lucy C.L. Chou	1	Y	N	N
Francisco S.A. Sandejas	1	Y	N	N
Alexander S. Narciso	1	Y	N	N
Benedicto C. Sison	1	Y	N	N
Oscar S. Reyes	1	Y	N	N
Total Approving: 5,000,000 / 5,000,000 or 100% of the outstanding capital stock				
Total Dissenting: 0				
Total Abstaining: 0				

8. APPOINTMENT OF EXTERNAL AUDITOR

After discussion, upon motion made and duly seconded, the stockholders unanimously approved the following resolution, with no objections dissenting or abstaining vote recorded:

“RESOLVED, that the firm Navarro Amper & Co./ Deloitte Touche Tohmatsu be appointed as the external auditor of Sun Life Financial Plans, Inc. (the “Corporation”) for the audit year 2020.

“RESOLVED FURTHER, that any two (2) of the following officers, acting jointly, namely, the Chairman, President, and Treasurer, be 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.”

Tabulation of Votes				
Shareholder	Ownership	Approve	Dissent	Abstain
SUN LIFE OF CANADA (NETHERLANDS) B.V. <i>(represented by its proxy, Benedicto C. Sison)</i>	4,999,995	Y	N	N
Lucy C.L. Chou	1	Y	N	N
Francisco S.A. Sandejas	1	Y	N	N
Alexander S. Narciso	1	Y	N	N
Benedicto C. Sison	1	Y	N	N
Oscar S. Reyes	1	Y	N	N
<i>Total Approving: 5,000,000 / 5,000,000 or 100% of the outstanding capital stock</i>				
<i>Total Dissenting: 0</i>				
<i>Total Abstaining: 0</i>				

9. OTHER MATTERS

There being none, the stockholders proceeded with the next item on the Agenda.

10. ADJOURNMENT

There being no other matter to discuss, the meeting was adjourned at 10:55 a.m.

ANNA KATRINA C. KABIGTING-IBERO
Assistant Corporate Secretary

Attested by:

LUCY C.L. CHOU

OSCAR S. REYES

FRANCISCO S.A. SANDEJAS

BENEDICTO C. SISON

ALEXANDER S. NARCISO