

**NOTICE OF ANNUAL MEETING
OF THE SHAREHOLDERS**

02 March 2018

To: **The Shareholders**
MAA General Assurance Phils., Inc.

Notice is hereby given that the Annual Meeting of the Shareholders of MAA General Assurance Phils., Inc. will be held on **04April 2018, 3:00pm** at the Boardroom, Tower Club, 33rd floor Philamlife Tower, Paseo de Roxas, Makati City.

The agenda for the said meeting will be the following:

1. Call to Order

- The Chairman or in his absence the Vice-Chairman of the Board of Directors will call the meeting to order.

2. Certification of Quorum

- The Corporate Secretary, Atty. Carlos T. Ocampo, will certify that copies of this Notice were sent to Shareholders of record as of 02 March 2018, and will certify the number of attendees, whether in person or by proxy, for the purpose of determining the existence of quorum to validly transact business.

Rules of Conduct and Procedures

- The following are the rules of conduct and procedures at the meeting:
 - a. Anyone who wishes to make a remark shall identify himself after being acknowledged by the Chairman/Vice-Chairman and shall limit his remarks to the item in the agenda under consideration.
 - b. On the voting procedures, each shareholder will be given a ballot upon registration to enable the shareholder to vote in writing per item in the agenda. The ballot will state the proposed resolutions for consideration by the shareholders.
 - c. All the items in the agenda requiring approval by the shareholder will need the affirmative vote of shareholders representing at least a majority of the issued and outstanding voting stock. Election of directors will be by plurality of votes and every shareholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered shareholder to one vote. The office of the Corporate Secretary will tabulate all votes received and the Company's appointed independent party will count and validate the votes.
- 3. Approval of the Minutes of the last shareholders' meeting held on 11 May 2017**
- The Chairman and/or Vice-Chairman will open the floor to comments on the Minutes of the 11 May 2017 Shareholders' Meeting which were previously

distributed to each shareholder. Likewise, the Minutes of the Meeting are available at the company website, <http://www.maa.com.ph>

- Proposed Resolution:
“RESOLVED, to approve the Minutes of the Annual Shareholders Meeting held on 11 May 2017.”

4. Presentation of the Audited Financial Statements and Auditor’s Report for the year ended 31 December 2017

- The Company’s audited financial statements will be presented to the Shareholders for approval. Copies of the duly approved 2017 Audited Financial Statements were also submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue. Following is the proposed resolution:

“RESOLVED, that the auditor’s report and audited financial statements for the year ended 31 December 2017 be, as the same are hereby, approved.”

5. Ratification of the Acts of the Board of Directors and Management for the year 2017

- Ratification of the acts of the Board and Management is crucial to the successful performance of the Company in 2017 will be sought from the Shareholders with the following proposed resolution:

“RESOLVED, that all acts, resolutions and deeds of the Board of Directors and Management of the Company from the Annual Shareholders’ Meeting held on 11 May 2017 up to the date of this meeting be as they are hereby are, confirmed, ratified and approved.”

6. Re-election of the existing members of the Board of Directors

- The Shareholders will be given the opportunity to elect the directors who will serve for the term 2018-2019 by way of individual voting administered by the Compliance Officer and the appointed independent party.
- Profiles of the candidates to the Board of Directors are attached for the Shareholders’ examination with the following proposed resolution:

“RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are qualified and elected:

1. *Santiago Ranada, Jr.*
2. *Muhamad Umar Swift*
3. *Tunku Yaacob Khyra*
4. *Daniel C. Go*
5. *Ramon Gabriel C. Garcia*
6. *Atty. Lope Torres*
7. *Atty. Carlos T. Ocampo*
8. *Efren L. Abu*

9. *Abraham R. Abesamis*"

7. Other Matters

- The Chairman and/or Vice-Chairman will open the floor for comments and questions by the shareholders. The latter may also propose to consider such other matters or issues they deem relevant and appropriate.

8. Adjournment

- Upon determination by the Corporate Secretary that there are no other matters to be considered, and on motion of any shareholder duly seconded, the Chairman and/or Vice-Chairman shall declare the meeting adjourned.

MAAGAP DIVIDEND POLICY STATEMENT

The Board of Directors may, at its discretion and depending on the business results for the year and capital needs of the business, declare and approve the distribution of cash dividends to all shareholders normally announced at the Annual Shareholders' Meeting.

Shareholders are encouraged to attend the meeting. If you plan to attend the meeting, please RSVP by 27 March 2018 to Ms. Kristine Permejo-Millan at 867-2542 local 110 or thru email at kristine.permejo@maa.com.ph.

CARLOS ALFONSO T. OCAMPO
Corporate Secretary