



MAA General Assurance Phils., Inc.

10th Floor, Pearlbank Centre, 146 Valero Street, Salcedo Village, Makati City 1227
Tel: (+632) 867-2452; (+632) 751-3759 Fax: (+632) 893-2230

NOTICE OF ANNUAL MEETING OF THE SHAREHOLDERS

02 June 2020

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 **24 June 2020, 11:15 AM** via video conference

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 Alfonso T. Ocampo, will certify that copies of this Notice were sent to Shareholders of record as of 02 June 2020, 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.





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3. Approval of the Minutes of the last shareholders' meeting held on 08 April 2019

The Chairman and/or Vice-Chairman will open the floor to comments on the Minutes of the 08 April 2019 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 08 April 2019."

4. Ratification on the Approval of the Audited Financial Statements and Auditor's Report for the year ended 31 December 2019

- The Company's audited financial statements will be presented to the Shareholders for approval. Copies of the duly approved 2019 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 2019 be, as the same are hereby, approved."

5. Ratification of the Acts of the Board of Directors and Management for the year 2019

- Ratification of the acts of the Board and Management is crucial to the successful performance of the Company in 2019 and 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 08 April 2019 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 2020-2021 by way of individual voting administered by the Compliance Officer and the appointed independent party.
- Profiles of the following candidates to the Board of Directors are attached for the Shareholders' examination:
 - Santiago Javier Ranada
 - Anand Kanagasingam
 - Tunku Yaacob Khyra
 - Daniel C. Go
 - Ramon Gabriel Garcia, Jr.
 - Atty. Lope Torres





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7. *Atty. Carlos Alfonso 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 05 June 2020 to Ms. Kristine Permejo-Millan at 8867-2542 local 110 or thru email at kristine.permejo@maa.com.ph.

CARLOS ALFONSO T. OCAMPO
Corporate Secretary

