

Perla Compania de Seguros, Inc  
Notice of Annual Stockholder's Meeting

December 28, 2015

To All Stockholders:

Notice is hereby given that the annual stockholder's meeting of Perla Compania de Seguros, Inc (the "Corporation") will be held as regularly scheduled annually on the First Monday of February or **February 1, 2015 Monday at 5PM** at the Corporation's Head Office at **2F Perla Compania de Seguros, Inc Mansions, 117 C Palanca St, Legaspi Village, Makati** for the purpose of taking up the following:

1. Call to Order
2. Proof of notice and determination of existence of quorum
3. Approval of Minutes of the Emergency Stockholder's Meeting held on April 13, 2015
4. Management Report by the President
5. Discussion of Relevant Company Policies
6. Election of the Board of Directors for 2016
7. Dividend Policy
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

The biographical data of all directors selected by the Nominating Committee are included in the Appendix. Stockholders who wish to nominate any other directors outside of the ones recommended by the Committee are requested to immediately send in the names and required information by email to [ho@perlainsurance.com](mailto:ho@perlainsurance.com) or by sending it to 2F Perla Mansions, 117 C Palanca St, Legaspi Village, Makati. A copy of the Form for Nominating Directors is included in the appendix. Kindly send in the data by January 15, 2016 at the latest so that the Nominating Committee may have an opportunity to vet all candidates.

Only stockholders of record as of December 28, 2015 are entitled to vote in the said meeting. Stockholders who will not be able to attend the meeting are urged to send their proxies to the 2F Perla Mansions, 117 C Palanca St, Legaspi Village, Makati **at least 1 hour before** the scheduled Annual Stockholder's Meeting.

Done this 28<sup>th</sup> Day of December, 2015 in the City of Makati, Philippines.

By:

Julia Fideles  
Corporate Secretary

# Agenda

## Details and Rationale

### **1. Call to Order**

The Chairperson, Ms Judy Montinola Lou will formally open the Annual Stockholder's Meeting

### **2. Proof of notice and determination of existence of quorum**

The Corporate Secretary, Julia Fideles, will certify that copies of this Notice have been duly sent to stockholders of records as of December 28, 2015 and will attest whether a quorum is present for the valid transaction of the Annual Stockholder's Meeting and all other matters included in the Agenda.

### **3. Approval of Minutes of the Emergency Stockholder's Meeting held on April 13, 2015**

Copies of the Minutes from the Emergency Stockholder's Meeting held on April 13, 2015 are available for download from the company's website [www.perlainurance.com](http://www.perlainurance.com). Additionally, shareholders may request a copy of this during office hours from the Office of the Corporate Secretary. Shareholders will be asked to approve these minutes.

### **4. Management Report by the President**

The President of the Company will present the highlights of the financial condition of the company as of December 31, 2015. He will also inform stockholders of other initiatives that the Company is undertaking.

### **5. Discussion of Relevant Company Policies**

The Chairperson will discuss company policies that affect Company Officers and Directors such as Related Party Transactions and Dealings with Company Shares.

### **6. Election of the Board of Directors for 2016**

The Chairman of the Nominating Committee will present to shareholders the nominees for election as members of the Board of Directors. The Corporate Secretary will count the votes and certify the election of the directors of the Company.

### **7. Dividend Policy**

The Treasurer of the company will discuss the company's dividend policy.

### **8. Appointment of External Auditor**

The Audit Committee of the Company will screen nominees for the external auditor of Perla Compania de Seguros, Inc. The Audit Committee will then propose the appointment of one auditing firm as the external auditor of Perla Compania de Seguros, Inc.

### **9. Other Matters**

Every shareholder, after identifying himself/herself will be given the opportunity to ask any relevant questions or express appropriate comments. Shareholder's will also be given the opportunity to raise any applicable concerns that they may have.

### **10. Adjournment**

The Chairperson shall declare the meeting adjourned.

## Proxy Form

Know All Men By These Presents:

That the undersigned, a stockholder of PERLA COMPANIA DE SEGUROS, INC., hereby appoints \_\_\_\_\_ as PROXY, with full power of substitution, to vote on behalf of the undersigned the same number of shares which the undersigned is then entitled to vote, at the annual meeting of the Stockholder's of PERLA COMPANIA DE SEGUROS, INC to be held on February 1, 2016 at the 2F Perla Compania de Seguros, Inc Mansions, 117 C Palanca St, Legaspi Village, Makati, and any adjournments thereof.

In witness whereof, the hand and seal of the undersigned this \_\_\_\_\_ day of \_\_\_\_\_ ,  
\_\_\_\_\_ at \_\_\_\_\_

Stockholder's Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Shares Voted: \_\_\_\_\_

## Biographical Data of Directors

The following are the profiles of the directors seeking reelection.

### **Judy M Lou - Independent**

Birthday: June 16, 1948

Academic Qualifications:

BS Nutrition, St Scholastica's College, 1969

MS Nutrition, Case Western Reserve University, 1972

Date of First Appointment: February 2000

Experience: Southeast Asian Institute for the Deaf, Founder 1978

Southeast Asian Institute for the Deaf, School Principal 1990-1995

Directorships in other listed companies: None

For Re-election

### **Jeffrey Lim**

Birthday: March 24, 1962

Academic Qualifications:

BS Management Engineering, Ateneo de Manila University, Cum Laude, 1984

Master of Business Administration, University of Chicago, Booth School, 1988

Date of First Appointment: February 2009

Experience: Perla Compania de Seguros, Inc from 1994 to present

Directorships in other listed companies: None

For Re-election

### **Julia Fideles**

Birthday: Oct 16, 1954

Academic Qualifications:

BSc Management, La Consolacion College, 1976

Date of First Appointment: February 2006

Experience: Perla Compania de Seguros, Inc from 1980 to present

Directorships in other listed companies: None

For Re-election

### **Rodolfo Ang - Independent**

Birthday: Jan 20, 1962

Academic Qualifications:

AB Communication, Ateneo de Manila University, Cum Laude, 1983

BS Management (Honors Program), Ateneo de Manila University, 1984

Master of Business Administration, Boston College, Carroll Graduate School of Management, 1988

Date of First Appointment: February 2006

Experience: Lecturer/Professor, Ateneo de Manila University, 1989 to present

Trustee/Director, Xavier School (Greenhills), 2007 to present

Trustee/Director, San Jose Seminary, 2007 to present

Directorships in other listed companies: None

For Re-election

**George Lee - Independent**

Birthday: July 19, 1963

Academic Qualifications:

AB Economics, Ateneo de Manila University, 1984

Master of Business Administration, Fordham University, 1989

Date of First Appointment: February 2006

Experience: Vice President, Armstrong Realty Investment Inc, 1989

Directorships in other listed companies: None

For Re-election

**James Alfred Lim**

Birthday: March 6, 1984

Academic Qualifications:

BS Management Information Systems, Ateneo de Manila University, 2006

Date of First Appointment: February 2009

Experience: Manager, Perla Compania de Seguros, Inc., 2006 to 2012

President, Jaime Ortega Corporation, 2012 to present

Directorships in other listed companies: None

For Re-election

**Katherine Lim**

Birthday: May 26 ,1963

Academic Qualifications:

BS Commerce Major in Marketing, College of the Holy Spirit, 1984

Date of First Appointment: February 2006

Experience: JYV Development Inc, 1985 to present

Directorships in other listed companies: None

For Re-election

## Form for Nominating Directors

**Attention:** Nominating Committee

**Subject:** Nomination of Directors

**Address:** 2F Perla Mansions, 117 C Palanca St, Legaspi Village, Makati

### Information on Director Being Nominated

Name: \_\_\_\_\_

Age: \_\_\_\_\_

Academic Qualifications:

Date of First Appointment: (if ever appointed to the board of Perla Compania de Seguros, Inc)

Experience:

Directorship in other listed Companies;

Directorship in other non-listed Companies

Other Information

\*\*Please attach additional sheets of paper if space provided is insufficient