

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF TRUSTEES OF
FIDELITY LIFE MUTUAL BENEFIT ASSOCIATION, INC.
(Formerly: FIDELITY MUTUAL LIFE, INC.)**

Held at 9th Floor, King's Court Building I, 2129 Chino Roces Avenue, Makati City
on the 30th day of January 2020 at 3:00 p.m.

Present:

**NOEL A. ARANDILLA
DR. JOSE ENRIQUE R. DE LAS PEÑAS
LOUIS BARTOLOME J. BORJA
ATTY. TRANQUIL S. SALVADOR III
ATTY. MARIO Y. CAVADA
ATTY. RIZAL ANTONIO D. MERU
ATTY. JOHANNES B. OLA
ATTY. MANUELITO S. INSO**

I. CALL TO ORDER

The Chairman of the Board of Trustees, Mr. Noel A. Arandilla, called the meeting to order and thereafter presided over the same. The Secretary, Atty. Rizal Antonio D. Meru, certified to the existence of a quorum and recorded the minutes thereof.

II. QUORUM

The Secretary certified that a quorum was present for the purposes of conducting a meeting and transacting business.

III. APPROVAL OF INTERNAL AUDIT CHARTER & RISK MANAGEMENT MANUAL

The Chairman informed the Board that there is a need to create an appropriate internal control system that monitors and manages potential conflict of interest of the Management, members of the board and the members of the association. Mr. Louis Bartolome J. Borja suggested that the Corporation creates an Internal Audit Charter and Risk Management Manual that oversees the appropriate internal control system of the Corporation. Upon motion duly made by Atty. Manuelito Inso and seconded by Atty. Jonannes B. Ola, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that the Corporation be as it is hereby empowered and authorized the creation of Internal Audit Charter and Risk Management Manual."

IV. APPROVAL OF CORPORATE GOVERNANCE MANUAL

The Chairman informed the Board that there is a need to create a manual on Corporate Governance. The Chairman suggested that the Board shall review and approve the Corporate Governance Manual. Upon motion duly made by Upon motion duly made by Dr. Jose Enrique De Las Peñas and seconded by Mr. Noel A. Arandlla, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that the Corporation be as it is hereby empowered and authorized the creation of a Corporate Governance Manual."

V. FORMULATION, ADOPTION AND IMPLEMENTTION OF A REMUNERATION POLICY

The President suggested that the Corporation shall formulate, adopt, and implement a remuneration policy for the key officers and members of the Board of Directors. The Remuneration Committee is tasked to formulate and adopt a policy specifying the relationship between remuneration and performance of key officers and board members.

The Compliance Officer, Atty. Rizal Antonio D. Meru, suggested that the remuneration of the key officers and board members should be commensurate to their performance. Atty. Meru also suggested that the remuneration of members of the board should be aligned with their long-term interests in the company and they should not participate in discussions or deliberations involving his/her own remuneration. Upon motion duly made and seconded, the following resolutions were unanimously approved:

"RESOLVED, as it is hereby resolved, that the Board of Directors of the Corporation be as it is hereby empowered and authorized to formulate, adopt and implement a remuneration policy for the key officers and members of the Board of Directors which commensurate to their performances;

RESOLVED FURTHERMORE, that the remuneration policy for the members of the Board of Directors is aligned with their long-term interest in the company;

RESOLVED, FINALLY, the Board of Directors do not participate in discussions or deliberations involving his/her own remuneration."

VI. GENERAL AUTHORIZATION

Atty. Rizal Antonio D. Meru sought clarification on whether or not a member of the Board is required to notify the Board in the event that he accepts directorship from another company. The Chairman suggested that any member who wishes to accept directorship from other insurance Commission Regulated Entities (ICREs) and publicly-listed companies is allowed to concurrently serve as non-executive directors to a maximum of (5) five ICREs and publicly-listed companies only, to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company. Upon motion duly made by Atty. Manuelito S. Inso and seconded by Atty. Johannes B. Ola, the following resolution was unanimously approved:

"RESOLVED, as it is hereby resolved, that that any member of the Board is allowed to concurrently serve as non-executive directors to a maximum of (5) Insurance Commission Regulated Entities (ICREs) and publicly-listed companies."

IV. ADJOURNMENT

There being no further business to transact, on motion duly made and seconded, the meeting was adjourned at 4:00 p.m.

(SIGNED)
ATTY. RIZAL ANTONIO D. MERU
Trustee / Secretary

ATTESTED BY:

(SIGNED)
NOEL A. ARANDILLA
Chairman of the Board of Trustees

(SIGNED)
DR. JOSE ENRIQUE R. DE LAS PEÑAS
Trustee / President

(SIGNED)
LOUIS BARTOLOME J. BORJA
Trustee / Treasurer

(SIGNED)
ATTY. TRANQUIL G.S. SALVADOR III
Trustee

(SIGNED)
MARIO Y. CAVADA
Trustee

(SIGNED)
ATTY. JOHANNES B. OLA
Independent Director

(SIGNED)
ATTY. MANUELITO S. INSO
Independent Director