



NOTICE OF ANNUAL REGULAR MEETING OF STOCKHOLDERS

To: All Shareholders
Paramount Life & General Insurance Corporation

NOTICE IS HEREBY GIVEN that the Annual Regular Meeting of the Stockholders of **PARAMOUNT LIFE & GENERAL INSURANCE CORPORATION** (the "Company") will be held at the **16th Floor, Sage House**, 110 V.A. Rufino Street, Legaspi Village, Makati City on **Wednesday, May 31, 2017**, at **10:00 A.M.** to consider the following:

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Reading and Approval of the Minutes of the Annual Meeting of the Stockholders held on May 18, 2016
4. Approval of the 2016 Audited Financial Statements
5. Presentation of the Management Report for the period ending March 31, 2017
6. Ratification of the Acts of Board, Executive Committee, and Management
7. Election of Members of the Board of Directors for the ensuing year
8. Appointment of External Auditors
9. Dividend Policy
10. Other Matters
11. Adjournment

The details and rationale of the Agenda are attached as **Annex "A"**.

The record date for shareholders entitled to notice of, and vote at, the said meeting is March 30, 2017. The stock and transfer book of the Company will not be closed.

In accordance with Section 7, Article II of the Company's By-Laws, a shareholder may vote in person or in proxy. Any instrument authorizing a proxy to act as such shall be submitted to and received at the principal office of the Company on or before May 25, 2017 addressed to the attention of the Corporate Secretary. Validation of proxies shall be held on May 26, 2017 at 9:00 am at the principal office of the Company. **Proxy forms are attached as Annex "B"**.

Registration for the Annual Regular Meeting of the Shareholders shall be at 9:45 am.

The Organizational Meeting will be held immediately after the meeting.

Makati City, May 9, 2017.


JIMMY S. SOO
Corporate Secretary

**AGENDA
DETAILS AND RATIONALE**

1. **Call to Order.** The Chairman of the Board of Directors, Mr. Patrick L. Go, will call the meeting to order.
2. **Certification of Notice and Quorum.** The Corporate Secretary, Atty. Jimmy S. Soo, will certify that copies of this Notice were sent to Stockholders of record as of March 30, 2017 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.
3. **Reading and Approval of the Minutes of the Annual Regular Meeting of the Stockholders held on May 18, 2016.** The Minutes of last year’s annual regular meeting will be presented to the Stockholders for approval. Below is the proposed resolution:

“RESOLVED, AS IT IS HEREBY RESOLVED, that the Minutes of the Annual Regular Meeting of the Stockholders held on May 18, 2016 are hereby approved.”

4. **Approval of the 2016 Audited Financial Statements.** The Company’s Audited Financial Statements, highlights of which are explained in the Management Report, will be presented to the Stockholders for approval. Copies of the duly approved 2016 Audited Financial Statements were submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue. Below is the proposed resolution:

“RESOLVED, that the audited financial statements for the year ended December 31, 2016 be, as the same are hereby, approved.”

5. **Presentation of the Management Report for period ending March 31, 2017.** The Company’s Executive Vice-Chairman, Ms. Rosanna L. Go, will present the Management Report for the Life Operations for the period ending March 31, 2016. The Company’s President, Mr. George T. Tiu, will present the Management Report for the Non-Life Operations for the period ending March 31, 2016.
6. **Ratification of the Acts of Board, Executive Committee, and Management.** Ratification of the acts of the Board, the Executive Committee and Management will be sought from the Stockholders. Below is the proposed resolution:

“RESOLVED, that all acts, resolutions and deeds of the Board of Directors, Executive Committee, and Management of the Company from the Annual Shareholders Meeting held on May 18, 2016 up to the date of this meeting be, as the same are hereby, confirmed, ratified and approved.”

7. **Election of Members of the Board of Directors for the ensuing year.** Copies of the profile of the nominees to the Board of Directors are attached hereto as Annex “A-1”. The nominees are the following:
 - a. Mr. Patrick L. Go

- b. Mr. Ramon M. Chu, Jr.
- c. Ms. Rosanna L. Go
- d. Mr. George T. Tiu
- e. Ms. Lauren Nicole L. Go
- f. Ms. Hilary Blase L. Go
- g. Mr. Wendell Garth A. Ty (Independent)
- h. Mr. JJ Samuel A. Soriano (Independent)

8. **Appointment of External Auditors.** The accounting firm of KPMG - R.G. Manabat & Co. was the Company's External Auditors for the completed calendar year 2016. The same accounting firm will be recommended for appointment by the Executive Committee at the scheduled Annual Stockholders' Meeting.

The appointed External Auditors will be tasked with the preparation of the annual audited financial statements for the year 2017. Below is the proposed resolution:

“RESOLVED, that KPMG - R.G. Manabat & Co. are re-appointed as external auditors of the Company for the year 2017.”

9. **Dividend Policy.** The Board of Directors may, at its discretion and depending on the business results for the year and the capital needs of the business, declare and approve the distribution of dividends to all shareholders. In due consideration of the capital needs of the Company, there are no dividends to be declared.
10. **Other Matters.** The stockholders may be requested to consider such other issues/matters as may be raised throughout the course of the meeting.
11. **Adjournment.** After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

PROXY

I, the undersigned stockholder of **Paramount Life & General Insurance Corporation** (the “Company”) nominate, constitute and appoint (*please check one*):

the President of the Company; or

_____ (*Please indicate full name of your designated proxy*).

As my proxy to vote at the **Annual Regular Stockholders’ Meeting** of the Company on May 31, 2017, and any adjournment thereof, as fully to all intents and purposes, as I could lawfully do if present and acting in person.

In case of non-attendance of my designated proxy, I authorize and empower the Chairman of the Meeting to fully exercise all rights as my proxy at such meeting.

Signed this ____ day of _____, 2017 at _____.

Signature over Printed Name of Stockholder

INSTRUCTIONS: Please accomplish the Proxy Form and submit to the Office of the Corporate Secretary at the Paramount Head Office on or before May 25, 2017.