

**MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
ASIANLIFE AND GENERAL ASSURANCE CORPORATION**

The organizational meeting of the Board of ASIANLIFE AND GENERAL ASSURANCE CORPORATION was held on March 17, 2015 at the 3rd Floor Morning Star Center, 347 Sen Gil Puyat Avenue, Makati City.

Present:

Ramon B. Arnaiz
Manuel N. Tordesillas
Lorenzo T. Roxas
Eulogio A. Mendoza
Modesta P. Mammud
Kamaludin Bin Ahmad
Herminio M. Famatigan, Jr.
Augusto Z. Fajardo
Ma. Victoria C. Viñas

Also Present:

Gemma M. Santos

CALL TO ORDER

By request of the Directors, Mr. Ramon B. Arnaiz acted as Chairman, called the meeting to order and presided over the same. Also, by request of the Directors, Atty. Gemma M. Santos acted as Secretary of the meeting and recorded the minutes thereof.

QUORUM

The Secretary of the meeting certified as to the existence of a quorum. Thereupon, the Chairman declared the meeting duly constituted and ready to transact business.

CERTIFICATION OF ELECTION OF DIRECTORS

The Secretary of the meeting certified that, in the annual stockholders meeting held earlier, the following persons were elected as the Directors of the Corporation to serve as such for the current year and until their respective successors shall have been duly elected and qualified:

Ramon B. Arnaiz
Manuel N. Tordesillas
Lorenzo T. Roxas

Eulogio A. Mendoza
Modesta P. Mammud
Kamaludin Bin Ahmad
Herminio M. Famatigan, Jr.
Augusto Z. Fajardo
Ma. Victoria C. Viñas

ELECTION OF OFFICERS

The meeting proceeded with the election of the officers of the Corporation to serve until their successors are chosen and qualified. The following were nominated:

Chairman	-	Ramon B. Arnaiz
Vice Chairman	-	Manuel N. Tordesillas
President & CEO	-	Eulogio A. Mendoza
Corporate Secretary	-	Gemma M. Santos
Assistant Corporate Secretary & First Vice President – Human Resources, Legal, Compliance and Claims	-	Raul M. Hebron
Executive Vice President CFO and Treasurer	-	Modesta P. Mammud
Executive Vice President - Group Marketing	-	Manuel M. Alfonso
Senior Vice President - IT	-	Ramon A. Doydora, Jr.
Vice President - Group Marketing	-	Rogelio M. Sotelo
Vice President and Medical Director - Medical Underwriting	-	Maria Theresa R. Fernandez
Sr. Assistant Vice President - Actuarial	-	Artemio O. Ombao

No further nominations having been made, the Chairman with the consent of all the Directors present announced that the aforementioned persons have been unanimously elected to the offices set forth before their respective names, to assume the duties and responsibilities fixed by the By-Laws.

APPOINTMENT OF MEMBERS OF THE VARIOUS BOARD COMMITTEES

The meeting proceeded with the creation and appointment of the various Board committees, namely, Compensation Committee, Audit Committee, and Nomination Committee. The following were appointed:

Nomination Committee
Ramon B. Arnaiz - Chairman
Manuel N. Tordesillas
Eulogio A. Mendoza

Herminio M. Famatigan, Jr.
Augusto Z. Fajardo

Audit Committee

Ma. Victoria C. Viñas – Chairman
Manuel N. Tordesillas
Lorenzo T. Roxas
Herminio M. Famatigan, Jr.
Augusto Z. Fajardo

Compensation Committee

Ramon B. Arnaiz - Chairman
Manuel N. Tordesillas – Vice Chairman
Eulogio A. Mendoza
Modesta P. Mammoad
Herminio M. Famatigan, Jr.
Augusto Z. Fajardo
Manuel M. Alfonso - non-voting member
Raul M. Hebron - non-voting member

ADJOURNMENT

There being no further business to transact, the meeting was adjourned on motion duly made and seconded.

CERTIFIED CORRECT:

GEMMA M. SANTOS
Corporate Secretary

ATTEST:

RAMON B. ARNAIZ
Chairman

MINUTES READ AND APPROVED:

MANUEL N. TORDESILLAS
Director

LORENZO T. ROXAS
Director



EULOGIO A. MENDOZA
Director



MODESTA P. MAMMUAD
Director

KAMALUDIN BIN AHMAD
Director



HERMINIO M. FAMATIGAN, JR.
Director

AUGUSTO Z. FAJARDO
Director

MA. VICTORIA C. VIÑAS
Director