

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 via Zoom Video Conference on **Wednesday, 29 June 2022, at 10:00 A.M.** to consider the following:

AGENDA**1. Call to Order**

The Chairman of the Board of Directors will call the meeting to order.

2. Certification of Notice and Quorum

The Corporate Secretary will certify that copies of the Notice were sent to stockholders of record 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 10 June 2021

The Minutes of last year's annual meeting will be presented to the stockholders for approval.

4. Approval of the 2021 Audited Financial Statements

The Company's Audited Financial Statements will be presented to the stockholders for approval, as approved by the Board on 14 June 2022.

5. Confirmation and Ratification of the Acts of the Board of Directors, Executive Committee and Management

Ratification of the Acts of the Board, Executive Committee and Management will be sought from the stockholders.

6. Election of Members of the Board of Directors for the ensuing year

Copies of the Profiles of the nominees to the Board are attached.

7. Appointment of the External Auditors

The accounting firm of KPMG - R.G. Manabat & Co. was the Company's External Auditors for the completed calendar year 2021. The same accounting firm is recommended for appointment by the Audit Committee for the year 2022.

8. 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.

9. Other Matters

The stockholders may consider such other issues/matters as may be raised throughout the course of the meeting.

10. Adjournment

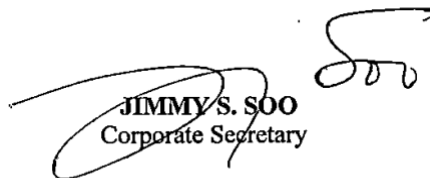
After all business has been considered and resolved, the Chairman shall declare the meeting adjourned.

The record date for shareholders entitled to notice of, and vote at, the said meeting is 9 June 2022. 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 by 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 22 June 2022 addressed to the attention of the Corporate Secretary. Validation of proxies shall be held on 23 June 2022 at 9:00 am at the principal office of the Company. Proxy forms are attached as Annex herein.

The Organizational Meeting will be held immediately after the meeting.

Makati City, 30 May 2022.


JIMMY S. SOO
Corporate Secretary



Madaling Kausap

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 29 June 2022, 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 _____, 2022 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 22 June 2022.