



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

July 10, 2017

Gentlemen:

Please be informed that the Annual Stockholders' Meeting of First Nationwide Assurance Corporation will be held on August 11, 2017, 11:00 p.m., at the 47th Floor, RCBC Plaza, 6819 Ayala Avenue, Makati City, for the transaction of the following business:

1. Call to Order

The Chairperson will call to order and preside over the meeting.

2. Determination of a Quorum

The corporate secretary will certify the existence of quorum. The stockholders of record, present in person or by proxy, shall constitute a quorum for the transaction of business.

3. Approval of the Minutes of the Annual Stockholders' Meeting held on August 12, 2016

The copies of the minutes of the meeting held on August 12, 2016 will be distributed to the stockholders before the meeting. This shall be submitted for approval by the vote of stockholders representing at least a majority of the outstanding capital stock.

4. Annual Report

The Comptroller will deliver a report to the stockholders on the performance of the company in 2016. The copies of the financial statements will be distributed to the stockholders before the meeting.

5. Approval of the 2015 Audited Financial Statements

The Audited Financial Statements of the Company as prepared by its external auditor, SYCIP, GORRES, VELAYO & COMPANY, for the year ended December 31, 2016, will be presented to the stockholders for examination and approval.

6. Election of Directors

Yvonne S. Yuchengco
Annabelle S. Yuchengco
Antonio M. Rubin
Edmundo L. Bunyi*
Alma P. Peñalosa
Antonio G. Puyat*
Michele Marie Y. Dee

(*independent directors)

Any stockholder may nominate board members. The Chairperson of the Remuneration and Nomination Committee will determine whether the nominees for directors, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board. The copies of the profiles of the nominees to the Board will be provided for the examination by the stockholders.

7. Appointment of External Auditor

After the Audit Committee has reviewed and evaluated the experience and qualifications of the external auditor, SYCIP, GORRES, VELAYO & COMPANY, it will submit its recommendation to the stockholders for deliberation.

A resolution for the appointment of the external auditor will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding capital stock present at the meeting.

8. Approval of All Acts and Resolutions of the Board of Directors and Management During the Preceding Year

The Corporate Secretary will present to the stockholders all the acts, proceedings and resolutions adopted by the Board of Directors, Officers, and Management up to the date of the meeting.

The stockholders will be given the opportunity to propound questions and solicit answers from the Board Members, Officers, and Management, prior to approving and/ or ratifying all such act and resolution.

9. Other Business Matters

The Chairperson will open the floor for comments and questions by the stockholders. Stockholders may raise other matters or issues that may be properly taken up at the meeting.

10. Adjournment

Should you be unable to attend the meeting, kindly designate your authorized representative by submitting the attached General Proxy Form at least ten (10) days before the meeting.

Thank you.

For the Board of Directors

Original Signed
ATTY. SAMUEL V. TORRES
Corporate Secretary

PROFILE OF THE BOARD OF DIRECTORS

Yvonne S. Yuchengco

Age: 63

Academic Qualification: A.B. Interdisciplinary Studies

Date of First Appointment: 1995

Experience:

- Malayan Insurance Company, Inc.,
President, Chief Executive Officer and Director
- MICO Equities, Inc.,
President and Director
- RCBC Capital Corporation,
Chairperson and Director
- Philippine Integrated Advertising Agency, Inc.,
President and Director
- AY Foundation, Inc.,
Member, Board of Trustees

Trainings in Insurance and other Related Fields:

- Working Towards Financial Growth & Stability – A Talk with BSP Deputy Governor Diwa Guinigundo (2017)
- Bespoke Insurance Training Program (2017)
- YGC HR Council/CEO Forum (2017)
- Agents Briefing on CISA Law & KYC/AMLA (2017)
- Corporate Governance Seminar (2017)
- Continuing Education Seminar AML & Terrorist Financing Prevention (2016)
- Phil. Integrated Advertising Agency: Shared Learning Session – Branding Across Five Generations of Consumers (2016)
- National reinsurance Corporation of the Philippines 2nd Annual Technical Forum (2016)
- MICO Vision Evaluation Workshop (2016)
- Cyber Risk Insurance Forum (2016)
- Agents' Training Congress (2016)
- Lloyd's Meet the Market Event (2016)

- Munich Re Innovation Round (2016)
 - Talk Re: Be Smarter than Your Gadgets by Dr. Queena Lee Chua (2016)
 - 6th Annual YGC Quality Forum (2016)
 - Tokio Marine Asia 2015 Top Management Conference
 - 2015 ASEAN Corporate Governance Score Card (ACGC)
Orientation for Insurance Companies
 - Customer Service Forum
 - Creating Advantage Through Governance
 - RCBC/RCBC Savings Seminar on BBB Cover
 - Critical Analysis Executive Session on Directions for
Malayan Insurance
 - Continuing Education Seminar: SEC Corporate Governance
Initiatives/Trends in Regulatory Framework
 - CAT XL & Corporate Fire Path to Profitability
 - Munich Re Regional CEO Forum
 - ADB 45th Annual Conference
 - BOAO Conference
 - 22nd Fair Conference
 - MAP International CEO Conference
 - IIP Leadership Training Workshop
 - Pre-Leadership Training
 - ADB Policy & Technical Training on Implementing Disaster Risk
 - Management Assessment Program
 - ING Annual Conference
 - Enneagram Seminar
 - 10th Marketing Driving Strategies by Mr. Josiah Go
 - 7th Philippine Non-Life Insurance Summit
 - BOAO Forum for Asia Annual Conference 2010
 - RCBC Wealth Management Enterprising Families vs. Family Enterprises
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- 2009 MidYear Business Economics Briefing
“Ploughing Through Peaks Through Recoveries & Relapses”
 - IIS Annual Seminars
 - FM Global Conference
 - BEC Mid-Year Business Economic Briefing
“Private Sector Issues & Initiatives”
 - Francis Kong’s 7th Achievers & Leaders Seminars
 - Marketing Seminars by Ned Roberto

- 3rd Amb. Alfonso Yuchengco Conference –
Ensuring Economic Security in the Countryside
- Opportunity Seeking Workshop by Josiah Go
- Savvy Executive Workshop by Vincent Loh
- Insurance Director's Summit
- IIAP Corporate Governance

Annabelle S. Yuchengco

Age: 68

Academic Qualification: BS Commerce

Date of First Appointment: 2002

Experience and Directorships in Other Listed Companies:

- Pan Malayan Express, Inc.,
Chairperson/President
- Enrique T. Yuchengco, Inc.
President

Training:

- Seminar on Corporate Governance

Edmundo L. Bunyi

Age: 75

Academic Qualification: Bachelor of Arts, Political Science

Date of First Appointment: 2006

Experience and Directorships in Other Listed Companies:

- Malayan Insurance Company, Inc.
Vice President
(1967 – 2001)

Trainings:

- Fundamentals of Life Insurance
- Advanced Life Insurance
- Non-Life Insurance

Antonio M. Rubin

Age: 67

Academic Qualification: B.S. in Mechanical Engineering
Masters in Business Administration

Date of First Appointment: 2008

Experience and Directorships in Other Listed Companies:

- Malayan Insurance Company, Inc.
Executive Vice President
- Bankers Assurance Corporation
Chairman
- The First Nationwide Assurance Corporation
President

Trainings:

- Fire Underwriting
- Nature of Insurance Contracts, Proposals and Policy Form
- Scope of Life Insurance
- Nature and Kind of Fire
- Modification of Fire
- Reinstatement Insurance
- Practicum on Preparation of Policies
- Lecture on Fire Rating
- Practicum on Fire Inspection
- Miscellaneous Casualty, Marine
- Kind of Marine Insurance Coverage and its Nature

- Underwriting Practice
- Homeowners Comprehensive Insurance Policy
- Lecture on Money Securities and Payroll Robbery
- Lecture on Livestock Policy and Fidelity Guaranty Policy
- Golfer's Policy
- DDD Policy & Plate Glass Insurance
- Burglary & Housebreaking
- Nature and Scope of Motorcar Insurance
- Policy Forms and Preparation
- Types of Coverage/Classes of Motorcar Insurance
- Tariff Bases for Classification
- Practicum on the Computation of Premiums
- Practicum on the Accepting of Risks, Limits of Coverage for Accessories
- Nature and Scope of Reinsurance
- Preparation of Facultative RI
- Agreements & Establish RI Reciprocity
- Computation of RI Premiums
- Practicum on Dealing of Bonds Premiums
- Preparation of Notarial Reports, Indemnity Agreements
- Monthly Clearance from Bureau of Customs, CEI & Other Agencies
- ASEAN Corporate Governance Scorecard (ACG)
- Orientation of Insurance Companies

Alma P. Peñalosa

Age: 78

Academic Qualification: Bachelor of Laws

Date of First Appointment: 2013

Experience and Directorships in Other Listed Companies:

- Malayan Insurance Company, Inc.
Consultant
- Malayan Insurance Company, Inc.
Executive Vice President

- Malayan Insurance Company, Inc. - Tokio Marine Division
President & Director
- National Reinsurance
Director
- Malayan Zurich Insurance Company
Chairperson

Trainings:

- Risk Management for Esso Asian Refineries
- Risk Management Esso Worldwide
- Loss Control Seminar
- Engineering Insurance
- Insurance Accounting
- Advance Courses on Insurance
- Corporate Governance

Michelle Marie Y. Dee

Age: 49

Academic Qualification: B.A. International Business

Date of First Appointment: 2001

Trainings in Insurance and Other Related Fields:

- Corporate Governance (2014 & 2015)
- Achieving Business Excellence Program
- Corporate Governance (2005)

Experience and Directorships in Other Listed Companies:

- Malayan Insurance Company, Inc.
Director
- AY Foundation, Inc.
Executive Vice President
- Sandee Unlimited, Inc.
President

- MICO Equities, Inc.
Treasurer
- Luis Miguel Foods, Inc.
Chairperson & President
- Yuchengco Museum
Treasurer
- Philippine Integrated Advertising Agency
Treasurer

Antonio G. Puyat

Age: 80

Academic Qualification: B.S. Business Administration

Date of First Appointment: 2005

Trainings in Insurance and Other Related Fields:

- General Agency
- Corporate Governance

Experience and Directorships in Other Listed Companies:

- Group Developers Inc.
Director
- Worldwide Cemetery & Crematory Management Corp.
President
- Makati Commercial Estates Association, Inc.
Treasurer & Director
- Philippine Band of Mercy
Director

GENERAL PROXY FORM

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, a stockholder of **FIRST NATIONWIDE ASSURANCE CORPORATION**, do hereby nominate, constitute and appoint _____, as my attorney-in-fact and proxy to represent me and vote all shares registered in my name in the books of the said corporation or owned by me, at any and all regular and special meetings of the stockholders of said corporation and any adjournment or adjournments thereof, as fully and to all intents and purposes as I might or could do if present and acting in person, hereby ratifying and confirming any and all action taken on matters which may properly come before any meeting or adjournments thereof.

In case of non-attendance of my attorney-in-fact and proxy above-named at any particular meeting, I authorize and empower the President of the Corporation to fully exercise all rights as my attorney-in-fact and proxy at such meeting. This proxy shall continue until such time as it is withdrawn by me through notice in writing delivered to the Corporate Secretary of the Corporation. In case I shall be present at any particular meeting, or shall have given my proxy to another to represent me thereat, this proxy shall stand suspended during said meeting but shall be again effective and in full force after the adjournment thereof.

WITNESS : _____

DATE : _____

(Stockholder)

By:

(Signatory)