

**MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
OF**

ALLIANZ PNB LIFE INSURANCE, INC.

**HELD ON FEBRUARY 7, 2018 AT 12:10 P.M.
AT THE WASHINGTON SYCIP ROOM
9TH FLOOR, PNB ALLIED BANK CENTER
6754 AYALA AVENUE, MAKATI CITY**

Present:

LUCIO C. TAN	- Chairman
OLAF KLIESOW	- Director/President & CEO
RENATE WAGNER ¹	- Director
BERNARDO H. TOCMO	- Director
FEDEDICO C. PASCUAL	- Independent Director
SILVIUS von LINDEINER	- Independent Director

Absent:

SUJOY GHOSH	- Director
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Also Present:

EFREN C. CARINGAL, JR.	- SVP-CFO/Treasurer
ALEXANDER GRENZ	- Chief Operating Officer
AMOR M. DATINGUINOO	- VP-Head of Legal
MARC JASON M. JALANDONI	- VP-Distribution Officer
WILLIAM T. LIM	- Advisor to the Chairman of the Board of Directors
REBECCA B. DELA CRUZ	- Advisor to the Chairman of the Board of Directors
JANET A. PARAISO	- Audit Partner, Financial Services Organization, Sycip Gorres Velayo & Co. ("SGV")
ALLENIEREY V. EXCLAMADOR	- Tax Partner, SGV
JERARD MEGG D. CORDERO	- Audit Manager, SGV
STEVEN D. CONWAY	
ROWENA T. CHUA	
FLORENTINO M. HERRERA III	- Corporate Secretary
MARY ROGELYN T. CABRERA	- Herrera Teehankee & Cabrera Law Offices
LE IRIS T. LUCIDO	- Herrera Teehankee & Cabrera Law Offices

I. CALL TO ORDER

The Chairman, Dr. Lucio C. Tan, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Florentino M. Herrera III ("Atty. Herrera"), recorded the minutes of the proceedings.

¹ Attended by teleconference at Singapore thru Mobile No. 00 65 8721 0082.

D. Review/Approval of the Audited Financial Statements for the period ending 31 December 2017 and Management Letter

Mr. Caringal informed the Board that the Audit, Compliance, and Risk Management Committee (“ACRMC”), during its meeting held on 7 February 2018, reviewed and recommended for Board approval the Audited Financial Statements of the Corporation for the period ending 31 December 2017 (“Audited Financial Statements”) and the Management Letter.

Mr. Caringal stated that Sycip Gorres Velayo & Co. (“SGV”), the Corporation’s external auditor, confirmed that they will issue an unqualified opinion on the Audited Financial Statements.

Mr. Caringal informed the Board that based on the Audited Financial Statements, the Corporation’s assets amounted to PhP27.5 Billion in 2017 and the statutory net income amounted to PhP137 Million in 2017.

Mr. Caringal likewise informed the Board that SGV briefed the ACRMC on the following areas of audit emphasis:

1. Presentation of insurance investment funds;
2. Accounting for investments in redeemable preferred shares;
3. Additional insurance reserves on VIP Summit Funds;
4. Valuation of legal policy reserves; and
5. Valuation of structured notes.

He also stated that SGV briefed the ACRMC on its recommendations:

1. Evaluate taxability of released reserves in relation to Insurance Commission (“IC”) Circular Letter No. 66-2016;
2. Revisit taxability on loans and receivables for Documentary Stamp Tax purposes; and
3. Revisit taxability of interest income on policy loans and other income items for Value Added Tax purposes.

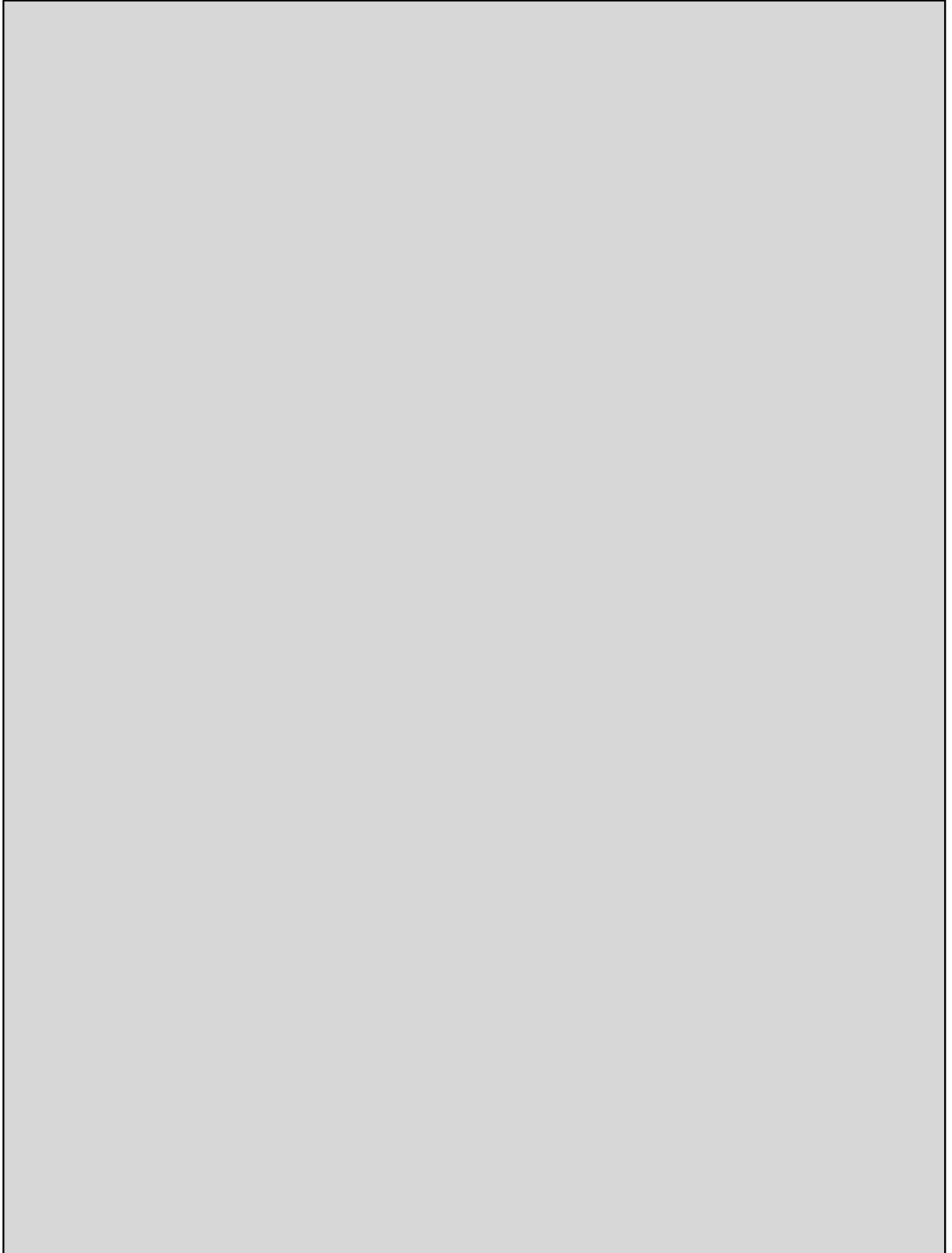
After a brief discussion on the matter, the Board, upon motion duly made and seconded, approved the following resolution:

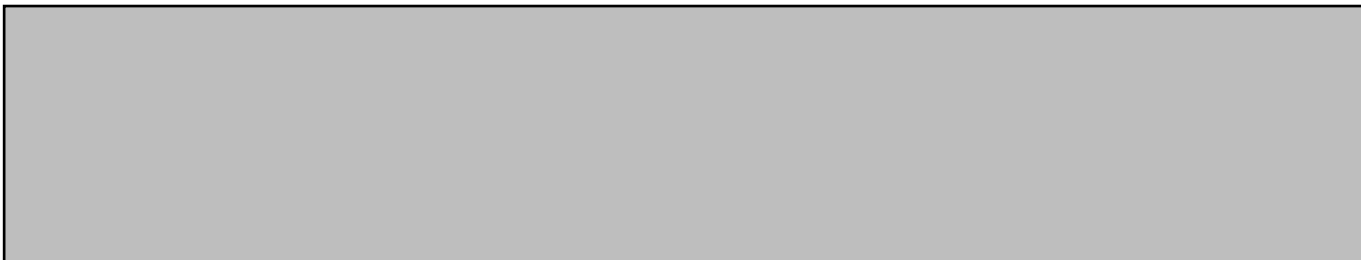
Resolution No. 2018-BD-02

“RESOLVED, AS IT IS HEREBY RESOLVED, That the Board of Directors approve, as it hereby approves, the Corporation’s Audited

Financial Statements for the period ending 31
December 2017 and the Management Letter.”

E. Opening of Branch Offices





V. OTHER MATTERS

A. Tax Reform for Acceleration and Inclusion Briefing

Mr. Allenierey V. Exclamador, SGV-Tax Partner, briefed the Board on the salient provisions of Tax Reform for Acceleration and Inclusion (Republic Act No. 10963).

VI. ADJOURNMENT

There being no other matters to discuss, and upon motion duly made and seconded, the meeting was adjourned.

CERTIFIED BY:

FLORENTINO M. HERRERA III
Corporate Secretary

APPROVED BY:

LUCIO C. TAN
Chairman

OLAF KLIESOW
Director

BERNARDO H. TOCMO
Director

RENATE WAGNER
Director

SILVIUS von LINDEINER
Director

FEDERICO C. PASCUAL
Director

CONFIRMED AND RATIFIED BY:

SUJOY GHOSH
Director