

NOTICE OF ANNUAL STOCKHOLDERS' MEETING OF PRUDENTIAL GUARANTEE AND ASSURANCE, INC.

TO ALL STOCKHOLDERS OF RECORD

Dear Stockholder:

Please be advised that the Annual Stockholders' Meeting of Prudential Guarantee and Assurance, Inc. will be held on April 06, 2018, 03:00 P.M. at the 5th Floor Board Room, Coyiuto House, 119 C. Palanca Street, Legaspi Village, Makati City.

The Agenda will be as follows:

1. Call to order

This shall signal the commencement of the Annual Stockholders' Meeting. The voting procedures for to be implemented in the Meeting shall also be explained during this portion.

2. Proof of Notice and Quorum

The Corporate Secretary shall report on the actual attendance for the Meeting.

3. Approval of the Minutes of Last Year's Annual Stockholders' Meeting

The Minutes of the Annual Stockholders' Meeting, held on April 25, 2017, will be presented for approval.

4. Ratification of the Actions of the Board of Directors, the Executive Committees, and Management

The Chairman will present for ratification and confirmation of the stockholders all Minutes of Board Meetings and Reports, which reflect the corporate acts of the Board of Directors, the Executive Committees, and Management during the year 2017 in the performance of their functions and in the interest of the Corporation.

5. Presentation of Management Year-End Report

The President and Chief Executive Officer shall present the Management Year-End Report. The floor will be opened for queries on any and all items presented during this portion.

6. Presentation of 2017 Audited Financial Statements and Treasurer's Report for 2017

The Treasurer shall present the Financial Statements as at December 31, 2017 and December 31, 2016, as audited by Sycip Gorres Velayo and Co. All analytics based from the 2017 financial results will be included in the Treasurer's Report for 2017. The floor will be opened for queries on any and all items presented during this portion.

7. Approval for Release of 2017 Audited Financial Statements

The Chairman of the Audit Committee will present the 2017 Audited Financial Statements to the stockholders for approval to be released to the general public.

8. Approval of Directors' Remuneration

The Chairman of the Compensation Committee shall present for approval of the stockholders the schedule of remuneration that will be released to the Members of the Board of Directors. The floor will be opened for queries during this portion, as well as for any and all proposal to revise the remuneration schedule.

9. Election of the Members of the Board of Directors;

The Chairman of the Nomination Committee shall present all the nominees to sit as members of the Board of Directors of the Corporation. Attached to this Notice are the profiles of all nominees (Annex "A").

Prior to election, the Corporate Secretary shall explain the procedures that will be followed in the actual election and the tabulation of votes.

10. Appointment of External Auditor

The Chairman of the Audit Committee shall present their recommended External Auditor to the stockholders for their approval.

11. Other Matters

The floor will be opened for any stockholder who wishes to raise any query relevant to items discussed during the Meeting.

12. Adjournment

This shall signal the end of the Annual Stockholders' Meeting.

Should you be unable to attend the meeting in person, a proxy may be appointed by executing the attached Proxy Form (Annex "B").

Makati City, March 07, 2018.



GUIA MAGDALENA LAGUIO-FLAMINIANO
Assistant Corporate Secretary