

March 1, 2016

**The Stockholders
Petrogen Insurance Corporation**

NOTICE OF MEETING

Please be informed that the Annual Stockholders' Meeting of **Petrogen Insurance Corporation** will be held on **March 8, 2016, Tuesday, at 9:30 a.m.** at the SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City.

Enclosed is a copy of the Agenda for your reference and its attached Appendix 1 providing the rationale for the agenda items.

JOEL ANGELO C. CRUZ
Corporate Secretary

**PETROGEN INSURANCE CORPORATION
ANNUAL STOCKHOLDERS' MEETING**

March 8, 2016, Tuesday, 9:30 a.m.
SMC Head Office Complex
40 San Miguel Avenue, Mandaluyong City

AGENDA

- I. Call to Order
- II. Matters for Decision
 - Approval of the Minutes of Previous Annual Stockholders' Meeting
 - Election of Directors
 - Management Report
 - Re-Appointment of R.G. Manabat & Co./KPMG as External Auditor
 - Ratification of Previous Acts
- III. Other Matters
- IV. Adjournment

JOEL ANGELO C. CRUZ
Corporate Secretary

RATIONALE AND BRIEF DISCUSSION OF THE AGENDA
OF THE 2016 ANNUAL STOCKHOLDERS' MEETING
(THE "ANNUAL STOCKHOLDERS' MEETING")

1. Call to Order

The Chairman of the Board of Directors (or the Chairman of the meeting, as the case may be) (the "Chairman") will call the meeting to order.

2. Report on Attendance and Quorum

Notice and Quorum

The Corporate Secretary (or the Secretary of the meeting, as the case may be) (the "Secretary") will certify the release of the written notice of the meeting and the presence of a quorum.

Voting and Voting Procedure

- Each common share is entitled to one vote.
- A simple majority vote of the stockholders holding common shares, where a quorum is present, will be needed for the approval of the minutes of the previous stockholders' meeting, the ratification of all acts of the Board of Directors and Management since the last annual stockholder's meeting, and the appointment of the external auditor of the Company.

**3. Review and Approval of the Minutes
of the Previous Annual Stockholders' Meeting**

The stockholders will be requested to approve the draft of the minutes of the 2015 annual stockholders' meeting.

4. Election of the Board of Directors for the Ensuing Term

The five (5) nominees will be submitted for election to the Board of Directors by the stockholders at the Annual Stockholders' Meeting. The profiles of the nominees will be provided the stockholders.

5. Management Report

The Management of the Company will deliver the report on the performance of the Company for 2015.

6. Re-Appointment of an External Auditor

The stockholders will be requested to approve the re-appointment of RG Manabat & Co. as the external auditor of the Company for 2016.

7. Ratification of All Acts of the Board of Directors and Management Since the 2015 Annual Stockholders' Meeting

The acts and resolutions of the Board of Directors are reflected in the minutes of meetings. The acts of Management were taken in furtherance of the conduct of the business of the Company and in the implementation of the matters approved by the Board of Directors.

The stockholders will be requested to ratify all acts of the Board of Directors and Management since the last annual stockholders' meeting in 2015.

8. Other Matters

The Chairman will inquire whether there are other relevant matters and concerns to be discussed.

9. Adjournment

Upon determination that there are no other relevant matters to be discussed, the meeting will be adjourned on motion duly made and seconded.