



THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION

(Formerly: The Premier Insurance & Surety Corporation)

3rd Floor, Rm. 301 Travellers Life Bldg.,
490 T.M. Kalaw St., Ermita, Manila
Tel. Nos. : 242-2163, 523-7250 & Fax No. 243-0170

ANNUAL STOCKHOLDERS MEETING OF THE PREMIER LIFE AND GENERAL ASSURANCE CORPORATION

3rd Floor Room 301 Travellers Life Building 490 T.M. Kalaw St., Ermita, Manila, in the morning of 29th day of May, 2023.

1. CALL TO ORDER

Chairman: The meeting is called to order, Ms. Secretary, do we have proof that notices of this meeting were sent to stockholders of record prior to today's meeting?

2. CERTIFICATION OF NOTICE TO STOCKHOLDERS AND PRESENCE OF QUORUM:

Corporate Secretary: Mr. Chairman, written notices of this meeting were sent to stockholders by personal delivery and by electronic mail at their respective email addresses indicated in the books of the corporation, at least thirty (30) days prior to the date of this meeting.

Chairman: Ms. Secretary, do we have a quorum for the transaction of business?

Corporate Secretary: Mr. Chairman, based on our tabulations, a quorum exists, there being present or represented by proxy stockholders owning/holding 20,000,000 registered shares of the Corporation.

Chairman: Since a quorum exists for the transaction of business, we now move to the next item on the agenda.

3. MESSAGE FROM THE PRESIDENT AND PRESENTATION OF FINANCIAL STATEMENTS FOR 2020:

Chairman: Next on the agenda is the President's Report and Presentation of the Financial Statements for 2021-2022. May we now call on the President for his message and report for 2022.

President: *Report Rendered*

3.1 PRESENTATION OF THE ANNUAL REPORT and FINANCIAL STATEMENT:

Chairman: The next item in the agenda is the presentation of the Financial Statements for 2021-2022. Upon registration, you have all been provided each with copies of the Corporation's 2021-2022 Financial Statements which is incorporated in the Annual Report of 2022. The Chair will now entertain any motion on the Financial Statements as presented?

Florinda R. Callo: Mr. Chairman, since copies of the Financial Statements were previously distributed, I move that the reading of the Financial Statements be dispensed with and that the same be approved as presented.

Marianito G. Faral: I second the mention.

Chairman: Are there any objections?

(There are no objections)

Chairman: There being no objections, the motion is deemed approved.

4. RATIFICATION OF ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND ITS CORPORATE OFFICERS

Chairman: We now move to the next item which is the confirmation and ratification of all acts, resolutions and proceedings of the Board of Directors and its Corporate Officers for the year 2022.

Sandra L. Ang: I move to approve and ratify the acts, resolutions and proceedings promulgated by the Board of Directors and its Corporate Officers for the year 2022.

Normita C. Tee: I second the motion.

Chairman: Are there any objections?

(There are no objections)

Chairman: There being no objections to the motion, all the acts, resolutions and proceedings by the Board of Directors and its Corporate Officers for the year 2022 are hereby confirmed and ratified.

5. ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Chairman: We will now proceed with the election of the new Board of Directors for year 2023. According to the amended Articles of Incorporation, there are eleven (11) maximum seats available for directorship.

(Nominations for members of the Board of Directors)

Vice-Chairman: The table is now open for the nomination for members of the Board of Directors.

Sandra L. Ang: Mr. Chairman, I respectfully nominate myself, **SANDRA L. ANG, SAMUEL U. LEE, MAYBELLE LIM, FLORINDA R. CALLO, EDGARDO DAVID, NORMITA TEE, MARIANITO G. FARAL, EVANGELINE P. DE LEON, and PHILLIP GABRIEL LEE** as members of Board of Directors, and **Ms. Vida T. Chiong** and **ATTY. MARCIANO F. BOONGALING** as an Independent Directors.

Maybelle L. Lim: I second the nomination.

Normita C. Tee: Mr. Chairman, I now move to close the nominations.

Marianito G. Faral: I second the motion.

Chairman : Are there any objections?

(There are no objections)

Chairman: There are being no objections, I hereby declare the nominations for the Board of Directors be closed.

Florinda R. Callo: I respectfully move that the election of the Board of Directors be conducted through casting of votes.

Edgardo P. David: I second the motion.

Chairman: Are there any objections?

(There are no objections)

Chairman: There being no objections, the election of the Board of Directors shall now ensue. The stockholders or the duly authorized proxies may now cast their votes.

Proclamation of Directors

Chairman: The Chair has been informed by the Corporate Secretary that after the votes has been casted and completed, the following persons have been elected to be the Directors of The Premier Insurance and Surety Corporation for the year 2022-2023 until their successors have been duly elected and qualified: **SAMUEL U. LEE, MAYBELLE LIM, SANDRA L. ANG, EDGARDO DAVID, NORMITA TEE, EVANGELINE P. DE LEON, MARIANITO G. FARAL, FLORINDA R. CALLO, PHILLIP GABRIEL LEE, AND MS. VIDA T. CHIONG and ATTY. MARCIANO F. BOONGALING -INDEPENDENT DIRECTORS**

6. AMENDMENT OF BY-LAWS

Chairman: We will now proceed with amendment of By-Laws of the Company, the affected provisions of which will be read by the Corporate Secretary for assent or dissent of the stockholders during the voting process.

Corporate Secretary: Proposed Amendments for the By-Laws:

ARTICE II THE BOARD OF DIRECTORS

- a. Deletion of Sec 4 e, for the establishment of Board Risk Oversight Committee

- b. Establishment of Section 4 f- Corporate Governance Committee
- c. Establishment of 4 g- Finance Committee

ARTICLE III OFFICERS

- a. Sec. 3 Inclusion of Senior Vice President
- b. Sections 3,4,5,6,7,8,9, & 10 will be 4,5,6,7,8,9,10, &11
- c. Sec 8 Establishment of COO
- d. Sec 9 Establishment of CFO
- e. Sec 10 Establishment of CEO

Chairman: We will now proceed with the casting of votes by the stockholders for the amendment of the affected provisions of the Articles of Incorporation & By-Laws of TPISC to be officiated by the Corporate Secretary.

(Casting of votes, result to be counted and reported by Corporate Secretary)

Corporate Secretary: Mr. Chairman, I already have the result of the votes cast for the amendment of the affected provisions of the Articles of Incorporation & By-Laws of TPISC.

Chairman: The Chair has been informed by the Corporate Secretary that after the votes has been casted and completed, the affected provisions of the Articles of Incorporation & By-Laws of the Company has been amended by a vote of stockholders.

7. RE-APPOINTMENT OF EXTERNAL AUDITOR

Chairman: We shall now discuss the next item in the agenda, the re-appointment of Mr. Isagani T. Sabado (I.T. SABADO & ASSOCIATES), as external auditor of the Corporation. The same is now submitted for the approval of the body.

Edgardo P. David: Mr. Chairman, I move that Mr. Isagani T. Sabado (I.T. SABADO & ASSOCIATES), be re-appointed as the external auditors of the Corporation for the ensuing calendar year

Evangeline P. De Leon: I second the motion.

Chairman: It has been moved and seconded that Mr. Isagani T. Sabado (I.T. SABADO & ASSOCIATES), CPA be re-appointed as the external auditors of the Corporation for the ensuing calendar year. Are there any objections?

(No objections)

Chairman: The motion is carried. We will now proceed to the next item in the agenda. Are there any other matters that need to be discussed?

8. ADJOURNMENT:

Marianito G. Faral: Mr. Chairman, considering that there are no other matters to be discussed, I move that this meeting be adjourned.

Chairman: The motion for adjournment is a privileged motion so it does not need a second. The Chair hereby declares the meeting adjourned.

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