

MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS
OF
GOTUACO DEL ROSARIO INSURANCE BROKERS, INC.

Held via Teleconference
on 12 July 2021

PRESENT:

Arthur L. Panganiban, Jr.
Lawrence J. Gotuaco
Albert F. Del Rosario
Andrew Gotuaco
Margarete R. Isleta
Hans V. Del Rosario
David Thomas Gotuaco
Juan Antonio H. Inocentes
Ma. Rowena R. Nicolas
Marichu C. Hao
Enrique D. Perez
Antonio G. Cumagun

ALSO PRESENT:

Ma. Adelina S. Gatdula	-	Corporate Secretary
Paolo Daniel Rolando R. Añonuevo	-	Picazo Buyco Tan Fider & Santos Law Offices

I. CALL TO ORDER

The President, Mr. Arthur L. Panganiban, Jr., acted as Chairman of the Meeting, called the meeting to order and presided over the same. The Corporate Secretary, Ms. Ma. Adelina S. Gatdula, recorded the minutes.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary made a roll call of the members of the Board of Directors and other persons attending the meeting through videoconference. At the request of the Corporate Secretary, they confirmed that: (i) they were attending the meeting through the use of a videoconference facility; (ii) they received the agenda and materials for this meeting; and (iii) they could clearly see and/or hear the other directors and attendees participating in the meeting.

The Corporate Secretary certified that notice of the meeting had been sent to each of the directors of the Corporation, that at least a majority of the directors were present in the meeting, and that there was, therefore, a quorum to transact business in said meeting.

III. APPROVAL OF 2020 AUDITED FINANCIAL STATEMENTS

After some discussion, the Board of Directors, upon motion made and seconded, approved the following resolutions:

“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation approves the issuance and release of its audited financial statements as at and for the period ended 31 December 2020;

“RESOLVED, FINALLY, that the Chairman of the Board of Directors, LAWRENCE J. GOTUACO, the President and Chief Executive Officer of the Corporation, ARTHUR L. PANGANIBAN, JR., and the Vice President for Finance and Treasury and Treasurer of the Corporation, MARICHU C. HAO, be authorized and empowered for and in behalf of the Corporation, to sign, execute, and deliver any and all documents, including the Statement of Management Responsibility, as well as to perform any and all acts and things, which may be required, proper or necessary to implement these resolutions.”

IV. AUTHORITY TO FULLY COMPLY WITH THE ONLINE SUBMISSION TOOL REQUIREMENTS OF THE SEC

After some discussion, the Board of Directors, upon motion made and seconded, approved the following resolutions:

“**THAT** during the special meeting by the Board of Directors of the Corporation held last 12 July 2021, where a quorum was present and acted all throughout, the Board of Directors, by unanimous vote, resolved and approved to designate **MS. MARICHU C. HAO**, Vice President for Finance and Treasury, to represent the corporation and act for it in the submission of reportorial requirements with the SEC through Online Submission Tool (OST).

V. ADJOURNMENT

There being no further matters to discuss, the meeting was, on motion made and seconded, adjourned.

Certified correct:


MA. ADELINA S. GATDULA
Corporate Secretary

Attested by:

ARTHUR L. PANGANIBAN, JR.
Chairman of the Meeting and President

Minutes read and approved:

LAWRENCE J. GOTUACO

ALBERT F. DEL ROSARIO

ANDREW GOTUACO

MARGARETE R. ISLETA

HANS V. DEL ROSARIO

DAVID THOMAS GOTUACO

JUAN ANTONIO H. INOCENTES

MA. ROWENA R. NICOLAS

MARICHU C. HAO

ENRIQUE D. PEREZ

ANTONIO G. CUMAGUN