

**MINUTES OF THE ANNUAL MEETING  
OF THE STOCKHOLDERS**

**GOTUACO DEL ROSARIO INSURANCE BROKERS, INC.**

Held on 24 April 2024 at 8:30 A.M. (Philippine Standard Time / GMT+8)  
at the 15<sup>th</sup> Floor, Chatham House, 116 Valero corner V.A. Rufino Street, Makati City  
in person and via audio/videoconference

**Present:**

Arthur L. Panganiban, Jr.  
Alberto V. Del Rosario, Jr. (\*) (via audio/videoconference)  
Margarete R. Isleta (\*)  
Ingeborg V. Del Rosario (\*)  
Hans-Louis V. Del Rosario (\*)  
Stephanie R. Inocentes (\*)  
Juan Antonio H. Inocentes  
Marichu C. Hao  
Maria Rowena R. Nicolas  
Antonio G. Cumagun

**Also Present:**

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

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(\*) Representing the shares of Lawrence J. Gotuaco, Andrew Gotuaco, and David Thomas Gotuaco as Buyers thereof pursuant to a Deed of Absolute Sale dated 18 October 2023 and pending issuance of the Certificate Authorizing Registration from the Bureau of Internal Revenue

**I. CALL TO ORDER**

The President and CEO, 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 certified that a notice of the meeting was sent to all stockholders in accordance with the prescribed period under the By-Laws of the Corporation. The Corporate Secretary thereafter called the roll of all stockholders of record and holders of proxies of stockholders of record that were in attendance via audio/videoconference. Afterwards, the Corporate Secretary certified that a quorum existed for the transaction of business by the stockholders of the Corporation.

**III. READING AND APPROVAL OF MINUTES OF THE PREVIOUS MEETINGS**

The first item on the agenda was the reading and approval of the minutes of the Annual Stockholders' Meeting held on 26 August 2022. The Corporate Secretary informed the stockholders that copies of the said minutes were circulated to all stockholders prior to the meeting, and that the Corporate Secretary did not receive any questions pertaining thereto. The Corporate Secretary also informed the stockholders that the Corporation did not hold an Annual Stockholders' Meeting for the year 2023.

Upon motion duly made and seconded, and there being no objections, the stockholders approved the minutes of the Annual Stockholders' Meeting held on 26 August 2022.

#### **IV. PRESIDENT'S REPORT**

The next item on the agenda was the President's Report presented by Mr. Panganiban.

The President reported on four (4) major topics: Employee Benefits, Property and Casualty, Human Resource and Administration, and Claims.

On Employee Benefits, the President reported that the numbers for travel insurance production in the year 2022 (i.e., 1.8 million) nearly doubled in the year 2023 (i.e., 3.2 million). In addition thereto, all servicing positions have been filled up, with the Corporation employing a total of 20 employees dedicated to Employee Benefits. The President likewise reported that the Corporation secured contractual relationships with the following entities in the year 2023:

- Advanced Finance Solutions, Inc.
- Atlas Copco (Philippines), Inc.
- Frabelle Corp. / Johnsonville PH
- Metro Pacific Iloilo Water, Inc.
- Expedock Software, Inc.

On Property and Casualty, the President reported that good results have been observed in the past two (2) years as a result of the resumption of normal business following the COVID-19 pandemic and the booming property and casualty insurance market leading to higher insurance premium rates. Furthermore, the lessening of the COVID-19 restrictions has resulted to an increase in PPP projects, which in turn caused an increase in the insurance premiums for Engineering and Bonds. Specifically, the Corporation's Engineering Insurance production increased from Php214.4 Million in 2022 to Php697.9 Million in 2023, while the Bonds production increased from Php140.9 Million in 2022 to Php212.1 Million in 2023, based on unaudited figures. For property insurance, the President noted that the property market has continued to harden due to higher cost of reinsurance in the past years as well as the high losses suffered by the global property insurance market, with property renewal rates increasing by an average of 30% to 50% from 2022. The premium production for property insurance increased from Php734.7 Million in 2022 to Php1.2 Billion, based on unaudited figures.

On HR and Admin, the President reported that the Corporation has adopted flexible work schedules for its employees, whereby employees are allowed to choose one (1) out of five (5) flexible work schedules offered by the Corporation. Furthermore, employees who get sick but are capable and have the capacity to work from home are allowed to do so depending on the nature of illness and subject to the approval of the President. As a result, the Corporation has not experienced any work backlogs. Employees have also been given the opportunity to travel abroad as sponsored by the Corporation's partners/providers, and employees' promotions have been announced in the first quarter of 2024. The President also reported that the Corporation held its company outing last 11 February 2024 in Calatagan, Batangas and its Christmas party in the GRA office last 7 December 2023.

As to Claims, the President reported that due to strong typhoons and other calamities, several claims were made by insured entities. GRA was able settle claims of the following entities:

1. Pacific Plaza Towers	-	Php9.18 Million
2. CALAX Cavite Segment	-	Php3.88 Million
3. NLEX Candaba Via Duct Project	-	Php11.66 Million

4. Philex Mining Corp. Padcal	-	Php1.49 Million
5. Gardenia Bakeries BI	-	Php1.09 Million
6. Oxford Condominium	-	Php5.20 Million
7. Eastern Telecom	-	Php5.13 Million

Upon motion duly made and seconded, and there being no objections, the stockholders noted the matters presented in the President's Report.

#### **V. ELECTION OF DIRECTORS**

The next item on the agenda was the election of directors of the Corporation. The Chairman of the Meeting requested Ms. Margarete R. Isleta, a representative of the Corporation's Nominations Committee, to present the list of nominees for directors of the Corporation.

Ms. Isleta informed the shareholders that on 16 April 2024, the Nominations Committee of the Corporation convened to discuss the individuals to be nominated as directors of the Corporation for the year 2024 to 2025. She likewise informed the shareholders that under the Articles of Incorporation of the Corporation, the Board of Directors is composed of 12 members which shall consist of 10 regular directors and two (2) independent directors.

Thereafter, the following individuals were presented as nominees as directors of the Corporation. The first seven (7) are incumbent members of the Board of Directors, while the remaining four (4) are proposed new members of the Board of Directors.

1. Arthur L. Panganiban, Jr.
2. Margarete R. Isleta
3. Hans-Louis V. Del Rosario
4. Juan Antonio H. Inocentes
5. Marichu C. Hao
6. Maria Rowena R. Nicolas
7. Antonio G. Cumagun (as Independent Director)
8. Alberto V. Del Rosario, Jr.
9. Ingeborg V. Del Rosario
10. Stephanie R. Inocentes
11. Ambassador Jocelyn Batoon-Garcia (as Independent Director)

Ms. Isleta further provided background on the nominees for directors. She informed the stockholders that five (5) of the nominees, particularly, Mr. Alberto V. Del Rosario, Jr., Mr. Hans-Louis V. Del Rosario, Ms. Ingeborg V. Del Rosario, Ms. Margarete R. Isleta, and Ms. Stephanie R. Inocentes, are the heirs of the late Amb. Albert F. Del Rosario, and are the buyers of the shares of stock of Mr. Lawrence J. Gotuaco, Mr. Andrew Gotuaco, and Mr. David Thomas Gotuaco pursuant to a Deed of Absolute dated 18 October 2023 and pending issuance of the Certificate Authorizing Registration from the Bureau of Internal Revenue. Ms. Isleta then informed the stockholders that four (4) nominees, particularly Mr. Arthur L. Panganiban, Jr., Ms. Marichu C. Hao, Ms. Maria Rowena R. Nicolas, and Mr. Juan Antonio H. Inocentes, are incumbent members of the Board of Directors who likewise occupy management positions in the Corporation, and that the continued membership of such individuals in the Board of Directors is expected to be beneficial to the Corporation as such individuals are immersed in the operations of the Corporation and will thus be able to provide immediate and accurate feedback, information or input as regards operational matters. Finally, Ms. Isleta informed the stockholders that Mr. Antonio G. Cumagun has been an independent director of the Corporation for several years already and has consistently provided invaluable input through the years, while Amb. Jocelyn Batoon-Garcia is a respected lawyer and former diplomat in the Department of Foreign Affairs, whose experience in audit and HR-related matters, as well as her exposure to different cultures and people shall provide flexibility,

dynamism and a fresh viewpoint to the Board of Directors and shall allow her to perform her obligations as an independent director well.

Ms. Isleta then informed the stockholders of the proposal of the Nominations Committee that only eleven (11) individuals be elected as members of the Board of Directors, given that there is an intention to decrease the number of directors of the Corporation from twelve (12) to eleven (11), as to be further discussed in the Organizational Meeting of the Board of Directors.

There being no other nominations, and upon motion duly made and seconded, the shareholders approved the election of the above-mentioned eleven (11) individuals as members of the Board of Directors of the Corporation for the years 2024 to 2025.

#### **VI. APPOINTMENT OF EXTERNAL AUDITOR**

The next item on the agenda was the appointment of the external auditor of the Corporation for the year 2024.

Ms. Marichu C. Hao moved that Sycip Gorres Velayo & Co. ("SGV") be re-appointed as the external auditor of the Corporation for the year 2024, considering that SGV, being the external auditor of the Corporation for several years already, is very familiar with the business of the Corporation, including its issues and challenges.

Upon motion duly made and seconded, and there being no objections, the stockholders approved the re-appointment of SGV as the external auditor of the Corporation for the year 2024.

#### **VII. OTHER MATTERS**

Ms. Ingeborg V. Del Rosario raised to the stockholders the per diem allowances given to the directors and corporate officers of the Corporation for their attendance in meetings of the Board of Directors and/or shareholders of the Corporation. She proposed the following: (a) to increase the per diem allowance from Php10,000.00 to Php20,000.00 for the independent directors, namely, Mr. Antonio G. Cumagun and Amb. Jocelyn Batoon-Garcia, (b) to maintain the per diem of Php10,000.00 for the executive directors, namely, Mr. Arthur L. Panganiban, Jr., Ms. Marichu C. Hao, Ms. Maria Rowena R. Nicolas, and Mr. Juan Antonio H. Inocentes, and (c) to remove the grant of per diem allowances to the Del Rosario siblings, namely, Mr. Alberto V. Del Rosario, Jr., Mr. Hans-Louis V. Del Rosario, Ms. Ingeborg V. Del Rosario, Ms. Margarete R. Isleta, and Ms. Stephanie R. Inocentes.

Mr. Panganiban expressed his intention to waive his per diem allowance as President and CEO of the Corporation. Ms. Maria Rowena R. Nicolas informed the Board of Directors that she disagrees with having varying per diem allowances among the independent directors, the executive directors, and the directors that are heirs of the late Amb. Del Rosario. She explained that all members of the Board of Directors are equal, and having varying per diem allowances may create a distinction or classification among the members of the Board of Directors. Mr. Del Rosario, Jr. agreed with Ms. Nicolas and inquired how often face-to-face meetings of the Corporation are held, to which Mr. Panganiban replied that face-to-face meetings are held around 2 to 3 times per year. Mr. Del Rosario, Jr. then inquired as to the possibility of increasing the per diem allowances for all directors and corporate officers of the Corporation. Ms. Hao confirmed that it is possible to increase the per diem allowances for all directors and corporate officers of the Corporation to Php20,000.00 per face-to-face meeting of the Board of Directors and/or shareholders attended by such directors or corporate officers, assuming that such meetings are held 3 times in a year at most.

Ms. Isleta thereafter assured the Board of Directors that there was no intention to classify any group of directors of the Corporation, and agreed to a higher per diem allowance per director and corporate officer for every face-to-face meeting attended, if the budget of the Corporation would allow. Mr. Cumagun then suggested that there be no waiver of the per diem allowances of any director or officer, including the per diem allowances of the Del Rosario siblings, as such may be used as a reason for a director or corporate officer to waive the performance of his/her responsibility as a director or corporate officer of the Corporation.

Upon motion duly made and seconded, and there being no objections, the stockholders approved to increase the per diem allowances for all directors and corporate officers of the Corporation to Php20,000.00 for each meeting of the Board of Directors and/or shareholders attended by such directors or corporate officers.

**VIII. ADJOURNMENT**

There being no other matters to be discussed, and upon motion duly made and seconded, the Annual Stockholders' Meeting was adjourned.

*(Signature Page Follows)*

Certified Correct:



**MA. ADELINA S. GATDULA**  
Corporate Secretary

Attested By:



**ARTHUR L. PANGANIBAN, JR.**  
Chairman of the Meeting