

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

Held via Teleconference
on 9 November 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. APPOINTMENT OF SOLICITING OFFICIAL

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 hereby appoints ALBERTO F. DEL ROSARIO as one of the Corporation’s Soliciting Official,

in compliance with the relevant rules, regulations, and issuances of the Insurance Commission, to serve and to hold office until he resigns, is removed from office, or is otherwise disqualified from serving as such Soliciting Official of the Corporation;

“RESOLVED, FURTHER, that ALBERTO F. DEL ROSARIO is hereby authorized and empowered, for and on behalf of the Corporation, to sign, execute and deliver any and all documents or instruments, and to do any and all acts or deeds which may be required, necessary or proper for the performance of his duties as such Soliciting Official;

“RESOLVED, FINALLY, that the foregoing resolutions shall remain in full force and effect unless amended or revoked by the Corporation.”

IV. 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