

**MINUTES OF SPECIAL STOCKHOLDERS MEETING  
OF  
ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.**

The Special Stockholders Meeting of ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC. was held at ELGAP Board Room, Unit 203 Oppen Bldg., 349 Sen. Gil J. Puyat Avenue, Makati City, Metro Manila, and through video conferencing on 21 November 2023 at 09:00 a.m. The hybrid meeting was conducted in accordance with the provisions of the Revised Corporation Code of the Philippines (R.A. 11232) and SEC Memorandum Circular No. 06, Series of 2020.

<b><u>Present</u></b>	<b><u>No. of Shares</u></b>	
<b>Common:</b>		
Etiqa International Holdings Sdn. Bhd. (represented by Lee Hin Sze)	63,499,999	
Maybank Capital, Inc. (represented by Aurelio Noel Dayrit)	47,142,287	
E-Marc Consultants, Inc. (represented by Eulogio A. Mendoza)	5,529,791	
Mohd Din Bin Merican	1	
Loh Lee Soon	1	
Rico T. Bautista	1	
Manuel N. Tordesillas	1	
Eulogio A. Mendoza	1	
Ricardo Nicanor N. Jacinto	1	
Helen T. De Guzman	1	
<b>Preferred:</b>		
Etiqa International Holdings Sdn. Bhd. (represented by Lee Hin Sze)	50,059,600	
<b>Absent</b>		
Augusto Z. Fajardo	2	
Joven D. Reyes	1	
Ma. Victoria C. Viñas	1	
Total number of shares represented		
		166,231,684
Total number of shares issued and outstanding		166,231,688
Percentage of shares represented		99.99%

**CALL TO ORDER**

The meeting was called to order by the Chairman, Encik Mohd Din Bin Merican, who thereafter, presided over the same. The Corporate Secretary, Atty. Raul M. Hebron, acted as secretary for purposes of the meeting.

## **CERTIFICATION OF NOTICE AND QUORUM**

The Corporate Secretary certified that written notice of this meeting was sent to all stockholders of record, and that stockholders representing 99.99% of the total outstanding shares were present during the meeting, either in person or by proxy, and there was, therefore, the presence of a quorum to proceed with the transaction of the business for which the meeting was called.

Before proceeding to discuss the meeting Agenda, the Chairman explained to the stockholders the manner of voting on all resolutions. That is, (1) voting shall be by poll; (2) voting shall be by share of stock; (3) each share of stock entitles the person in whose name it is registered in the books of the Corporation to one (1) vote and (4) each shareholder is allowed to vote, either in person or by proxy.

The Chairman likewise informed and explained to the stockholders their right to ask questions or raise issues regarding each matter for resolution.

## **AMENDMENT TO AMENDED ARTICLES OF INCORPORATION**

The Board of Directors at its meeting held on 14 September 2023 approved and recommended for approval of the stockholders the change and transfer of Corporation's principal office from "3F Morning Star Center, 347 Sen. Gil J. Puyat Avenue, Makati City, Philippines" to "10-12E Floors, Etiqa Atrium, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, Philippines", and the corresponding amendments to Article III of the Amended Articles of Incorporation.

After due deliberation, a stockholder moved for the approval of the proposed amendment to the Corporation's Amended Articles of Incorporation. The motion was duly seconded, and the votes cast as validated showed the following results:

<b>Opinion</b>	<b>Vote Cast (one vote per share)</b>	<b>Percentage of Shares represented at meeting with balloting rights</b>
For	166,231,684	99.99%
Against	None	None
Abstain	None	None

Based on the foregoing results, the stockholders unanimously approved, confirmed and ratified, and the following resolution was adopted:

***"RESOLVED, as it is hereby resolved, that the Stockholders of Etiqa Life and General Assurance Philippines, Inc. (the "Corporation")***

representing at least 166,231,684 or 99.99% of the Corporation's issued and outstanding capital stock, approve, confirm and ratify, as they do hereby, by poll balloting the amendment to Article III of the Articles of Incorporation by changing the Corporation's principal office from "3F Morning Star Center, 347 Sen. Gil J. Puyat Avenue, Makati City, Philippines" to "10-12E Floors, Etiqa Atrium, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, Philippines". Thus, the Third Article of the Corporation's Amended Articles of Incorporation, be, as it is hereby, amended to read as follows:

*"That the place where the principal office of the corporation is to be established is at 10-12E Flrs, Etiqa Atrium, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, Philippines."*

**RESOLVED, FINALLY**, that the directors and officers of the Corporation be, as they are hereby, authorized to execute, sign and file with the Securities and Exchange Commission, the Insurance Commission, and other appropriate government agencies, any and all documents which may be required or necessary in order to fully implement the foregoing resolutions and to update the Corporation's registrations with the said agencies."

### **AMENDMENT TO AMENDED BY-LAWS**

Further, the Board of Directors at its meeting held last 14 September 2023 has likewise recommended to the stockholders for approval the amendment of Article I of the Corporation's By-Laws, as amended, by changing the address and principal office of the Corporation from "3F Morning Star Center, 347 Sen. Gil J. Puyat Avenue, Makati City, Philippines" to "10-12E Floors, Etiqa Atrium, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, Philippines".

After due deliberation, a stockholder moved for the approval of the proposed amendments to the Corporation's Amended By-Laws. The motion was duly seconded, and the votes cast as validated showed the following results:

<b>Opinion</b>	<b>Vote Cast (one vote per share)</b>	<b>Percentage of Shares represented at meeting with balloting rights</b>
For	166,231,684	99.99%
Against	None	None
Abstain	None	None

Thus, the stockholders consisting of at least 166,231,684 or 99.99% of the Corporation's issued and outstanding capital stock unanimously approved, confirmed and ratified, and the following resolution was adopted by the stockholders:

***“RESOLVED, as it is hereby resolved, that the Stockholders of Etiqua Life and General Assurance Philippines, Inc. (the “Corporation”) representing at least 166,231,684 or 99.99% of the Corporation’s issued and outstanding capital stock, approve, confirm and ratify, as they do hereby, by poll balloting the amendment to Article I of the By-Laws by changing the Corporation’s principal office from “3F Morning Star Center, 347 Sen. Gil J. Puyat Avenue, Makati City, Philippines” to “10-12E Floors, Etiqua Atrium, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, Philippines”. Thus, Article I of the Corporation’s Amended By-Laws, be, as it is hereby, amended to read as follows:***

*“Main and other offices – The principal office of the corporation shall be located at 10-12E Flrs, Etiqua Atrium, 107 Aguirre, Legazpi Village, Makati City, Metro Manila, Philippines. Branches, correspondent or representative offices in other parts of the Philippines or abroad may, from time to time be established and/or maintained upon the approval by the Board of Directors of the Corporation.”*

***RESOLVED, FINALLY, that the directors and officers of the Corporation be, as they are hereby, authorized to execute, sign and file with the Securities and Exchange Commission, the Insurance Commission, and other appropriate government agencies, any and all documents which may be required or necessary in order to fully implement the foregoing resolutions and to update the Corporation’s registrations with the said agencies.”***

## **ADJOURNMENT**

There being no further business to transact, the meeting was adjourned on motion duly made and seconded.

CERTIFIED CORRECT:

  
**ATTY. RAUL M. HEBRON**  
Corporate Secretary