

A.V. OCAMPO-ATR KIMENG INSURANCE BROKER, INC.

Minutes of the Annual Meeting of the Stockholders
and Board of Directors

Held at the 5th Floor, the East Offices Building
114 Aguirre Street, Legaspi Village, Makati City

On 10 February 2021 at 10:00 a.m.

STOCKHOLDERS PRESENT:	NUMBER OF SHARES HELD:
Michael Dexter F. Cervantes	286,666
Margarita O. Recto	205,541
Millette T. Ocampo	126,871
Lorenzo T. Ocampo	117,121
Adrian Alfonso T. Ocampo	117,121
Ma. Rosanna Frances O. Rodriguez	117,120
Rafael Ramon T. Ocampo	117,118
Juan Carlos Cuna (By Proxy)	12,441
Lorenzo T. Roxas	1
Total Number of Shares Present	1,100,000
Total Number of Shares Outstanding	1,433,333
Percentage of Shares Present	76.74%

STOCKHOLDERS ABSENT:	NUMBER OF SHARES HELD:
Maybank ATR KimEng Securities, Inc.	333,331
Manuel N. Tordesillas	1
Maria Lourdes Kristen S. Quintos	1
Total Number of Shares Absent	333,333
Percentage of Shares Absent	23.26%

ALSO PRESENT:

Johnny Y. Aruego, Jr.

1. CALL TO ORDER AND PROOF OF QUORUM

The Chairman, Mr. Lorenzo T. Roxas, called the meeting to order and presided over the same. The Corporate Secretary, Atty. Johnny Y. Aruego, Jr., recorded the minutes of the meeting.

The Corporate Secretary certified that a quorum was present to transact business.

2. READING AND APPROVAL OF THE MINUTES OF THE MEETINGS OF THE STOCKHOLDERS AND BOARD OF DIRECTORS

Upon motion duly made and seconded, the following resolution was passed and approved:

“RESOLVED, that the Minutes of the Joint Meeting of the Stockholders and Board of Directors held on 26 July 2018 be, as it is hereby, approved.”

3. RATIFICATION OF ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT

Upon motion duly made and seconded, the following resolution was passed and approved:

“RESOLVED, that all acts of the Board of Directors and Management from 26 July 2018 to the present be, as they are hereby, ratified.”

4. ELECTION OF DIRECTORS

Upon nominations duly made and seconded, the following persons were elected as members of the Board of Directors for the year 2021 or until their successors shall have been duly elected and qualified:

Lorenzo T. Roxas
Rafael Ramon T. Ocampo
Margarita O. Recto
Millette T. Ocampo
Manuel N. Tordesillas
Maria Lourdes Kristen S. Quintos

5. ELECTION OF OFFICERS

Upon nominations duly made and seconded, the following persons were elected as officers for the year 2021 or until their successors shall have been duly elected and qualified:

Chairman	Lorenzo T. Roxas
President and Chief Executive Officer	Rafael T. Ocampo
Treasurer	Margarita O. Recto
Corporate Secretary	Johnny Y. Aruego, Jr.

6. APPOINTMENT OF EXTERNAL AUDITOR

Upon motion duly made and seconded, the following resolution was passed and approved:

“RESOLVED, that SGV & Co. be, as it is hereby, appointed as External Auditor of the Corporation for the year 2021.”

7. APPOINTMENT OF LEGAL COUNSEL

Upon motion duly made and seconded, the following resolution was passed and approved:

“RESOLVED, that Atty. Johnny Y. Aruego, Jr. be, as he is hereby, appointed as Legal Counsel of the Corporation for the year 2021.”

8. APPROVAL OF 2020 AUDITED FINANCIAL STATEMENTS

As the 2020 Audited Financial Statements are still being prepared by the Corporation’s external auditors, this item on the Agenda was shelved and deferred for future action.

9. ADJOURNMENT

There being no other matters to discuss, the meeting was adjourned upon motion duly made and seconded.

CERTIFIED CORRECT:

JOHNNY Y. ARUEGO, JR.
Corporate Secretary

ATTESTED:

RAFAEL RAMON T. OCAMPO
President and Chief Executive Officer