

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
RAROCO INSURANCE BROKERS, INC.**

The Special Meeting of the Board of Directors of RAROCO INSURANCE BROKERS, INC. duly held via videoconferencing on May 25, 2022 at 1:00 pm.

Present:

RAMON A. ROCO
RAMON M. HIDALGO
MARIE DENISE H. ROCO
ANGELINA H. ROCO
LORENZO ANGELO H. ROCO
KATRINA ANGELA A. MANAHAN
ANNE MARIEVIEL G. OLEGARIO
MARIE KRISTEL D. LAGORZA
MIKAELA ANDREA HIDALGO SISON

I. CALL TO ORDER

The President, Marie Denise Roco – De Leon, called the meeting to order and presided over the same.

II. QUORUM

The Corporate Secretary, Katrina Angela A. Manahan, certified as to the existence of a quorum. Thereupon, the President declared the meeting duly constituted and ready to transact business.

III. MARIE DENISE ROCO-DE LEON APPOINTMENT AS COMPLIANCE OFFICER

The Board of Directors at its meeting held today, 25th of May 2022 passed the following resolution:

“RESOLVED, President MARIE DENISE ROCO-DE LEON is appointed as the new COMPLIANCE OFFICER while RAMON A. ROCO is designated as ALTERNATE COMPLIANCE OFFICER.

In order to approach full compliance of Annual Corporate Governance, the Board has decided to make several updates and revisions such as the addition of new

sections in the Manual of Corporate Governance, edits in the BOD Handbook, the reformation of committees and the installation of committee members and chairperson. See changes below:



Audit Committee

Chairperson- Erna A. Santiago
Member - Lorenzo Angelo H. Roco
Member - Mikaela Andrea Hidalgo-Sison



Corporate Governance Committee

Chairperson- Kristel Dacumos- Lagorza
All other members will consist of the existing board retained as last years



Board Risk Oversight Committee

Chairperson- Marie Denise Roco De Leon
Member - Lorenzo Angelo H. Roco
Member - Mikaela Andrea Hidalgo-Sison

Related Party Transactions Committee

Chairperson- Kristel Dacumos- Lagorza
Member - Lorenzo Angelo H. Roco
Member - Mikaela Andrea Hidalgo-Sison



IV. ADJOURNMENT

There being no other matter to be discussed, the meeting was adjourned at 2:30 in the afternoon.

IN WITNESS of the foregoing proceedings, the participating members have hereunto affixed their signatures this 25th of May 2022.



CERTIFIED CORRECT:



KATRINA ANGELA A. MANAHAN
Corporate Secretary

ATTESTED BY:



MARIE DENISE ROCO DE LEON
President

MINUTES READ AND APPROVED BY:



RAMON M. ROCO
Chairman



ANGELINA H. ROCO
Treasurer/Director



RAMON M. HIDALGO
Director



LORENZO ANGELO H. ROCO
Asst. Treasurer/Director



**ANNE MARIEVEL G. OLEGARIO
LAGORZA**
Independent Director



MARIE KRISTEL D.
Independent Director



MIKAELA ANDREA HIDALGO-SISON
Director

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

SECRETARY'S CERTIFICATE

I, KATRINA ANGELA A. MANAHAN, of legal age, Filipino, married, and with residential address at 42 Luzon drive Ayala Alabang Muntinlupa, after having been duly sworn in accordance with the law, do hereby depose and state that:

1. MARIE DENISE R. DE LEON is duly appointed as Compliance Officer of RAROCO INSURANCE BROKERS, INC., a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at Rm 608 Ferros Bel-Air Tower, 30 Polaris St., Makati City;
2. At the special meeting of the Board of Directors/Stockholders on April 28, 2022, the following resolution were passed and unanimously approved and adopted, to wit:

"RESOLVED, President MARIE DENISE ROCO-DE LEON is appointed as the new COMPLIANCE OFFICER while RAMON A. ROCO is designated as ALTERNATE COMPLIANCE OFFICER.

In order to approach full compliance of Annual Corporate Governance, the Board has decided to make several updates and revisions such as the addition of new sections in the Manual of Corporate Governance, edits in the BOD Handbook, the reformation of committees and the installation of committee members and chairperson. See changes below:"

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