

**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 at Room 608 Ferros Bel Air Tower 30 Polaris St., Makati City on April 16, 2024 at 10:00AM.

Present:

RAMON A. ROCO
MARIE DENISE ROCO – DE LEON
RAMON M. HIDALGO
ANGELINA H. ROCO
LORENZO ANGELO H. ROCO
ERNA ROVERA – SANTIAGO
RUSSELL Y. LORENZO
REGINA ROSARIO P. GARRUCHO
MIKAELA ANDREA H. SISON

Absent:

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, Erna Rovera - Santiago, certified as to the existence of a quorum. Thereupon, the President declared the meeting duly constituted and ready to transact business.

III. CREATION OF COMMITTEES AND APPOINTMENT OF CHAIRMAN AND MEMBERS PER COMMITTEE

The Board of Directors at its meeting held today, April 16, 2024 discussed the following:

“RESOLVED, that the Board will be creating Committees with the appointment of Chairman and Members per Committee.”

A. Audit Committee

Chairman: Erna R. Santiago
Members: Russell Y. Lorenzo
Regina Rosario P. Garrucho

B. Corporate Governance Committee

Chairman: Russell Y. Lorenzo
Members: Regina Rosario P. Garrucho
Mikaela Andrea H. Sison

C. Related Party Transaction (RPT) Committee

Chairman: Regina Rosario P. Garrucho
Members: Russell Y. Lorenzo
Lorenzo Angelo H. Roco

- D. Lead Independent Director – Russell Y. Lorenzo
- E. Board Risk Oversight Committee (BROC)
Chairman: Marie Denise R. De Leon
Members: Lorenzo Angelo H. Roco
Mikaela Andrea H. Sison

IV. ADJOURNMENT

There being no other matter to be discussed, the meeting was adjourned at 11:00 in the morning.

IN WITNESS of the foregoing proceedings, the participating members have hereunto affixed their signatures this 16th day of April 2024.

CERTIFIED CORRECT:


ERNA ROVERA - SANTIAGO
Corporate Secretary

ATTESTED BY:


MARIE DENISE ROCO DE LEON
President

MINUTES READ AND APPROVED BY:

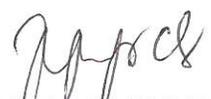

RAMON A. ROCO
Chairman


RAMON M. HIDALGO
Vice President


ANGELINA H. ROCO
Treasurer


LORENZO ANGELO H. ROCO
Non -Executive Director


MIKAELA ANDREA HIDALGO-SISON
Non-Executive Director


REGINA ROSARIO P. GARRUCHO
Independent Director


RUSSELL Y. LORENZO
Independent Director

REPUBLIC OF THE PHILIPPINES)
CITY OF ~~MAKATI~~ **QUEZON CITY**) S.S.

SECRETARY'S CERTIFICATE

I, Erna Rovera - Santiago, of legal age, being the duly elected and incumbent Corporate Secretary of RAROCO Insurance Brokers, Inc. (the "Corporation"), a domestic corporation duly organized and existing under and by virtue of Philippine laws, with principal office at Room 608 Ferros Bel Air Tower 30 Polaris St., Makati City, after having been sworn according to law, hereby depose and state:

1. That the Board will be creating Committees with the appointment of Chairman and Members per Committee.

A. Audit Committee

Chairman: Erna R. Santiago

Members: Russell Y. Lorenzo

Regina Rosario P. Garrucho

B. Corporate Governance Committee

Chairman: Russell Y. Lorenzo

Members: Regina Rosario P. Garrucho

Mikaela Andrea H. Sison

C. Related Party Transaction (RPT) Committee

Chairman: Regina Rosario P. Garrucho

Members: Mikaela Andrea H. Hidalgo

Lorenzo Angelo H. Roco

D. Lead Independent Director – Russell Y. Lorenzo

E. Board Risk Oversight Committee (BROC)

Chairman: Marie Denise R. De Leon

Members: Lorenzo Angelo H. Roco

Mikaela Andrea H. Sison

2. At the special meeting of the Board of Directors/Stockholders on April 16, 2024, the following resolution were passed and unanimously approved and adopted, to wit:

BOARD RESOLUTION NO. 24-05

"RESOLVED, that all agenda being discussed in the meeting are hereby agreed and approved by all board of directors.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of
APR 26 2024 at QUEZON CITY.


CORPORATE SECRETARY

SUBSCRIBED AND SWORN to before me this APR 26 2024 day of _____ by affiant who exhibited to me his/her Community Tax Certificate/Passport Number _____ issued at _____ on _____.

NOTARY PUBLIC

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Series of 2024




ATTY. RONIFELLE L. BARRIOS
Notary Public for and in Quezon City
Admin Matter No. 091 (2023-2024)
6th Flr. Cyber One Bldg., Eastwood City, Q.C.
Roll of Attorneys No. 75328
IBP No. 238073 | PTR No. 8750303
MCLE No. VII0008744 valid until 04-14-2025